



**KELLER GROUP PLC (the “Company”)
HEALTH, SAFETY, ENVIRONMENT & QUALITY COMMITTEE
TERMS OF REFERENCE**

A. PURPOSE

1. The main purpose of the Health, Safety Environment & Quality Committee (the “Committee”) is to assist the Board of Directors in fulfilling its oversight responsibilities in relation to health, safety, environment, and other sustainability matters, arising out of the activities of the Company and its subsidiaries (together, the “Group”).

B. MEMBERSHIP

1. The Committee shall comprise a Chairman and two or more other members from amongst the Independent Non-executive Directors, each of whom shall be appointed by the Board.
2. The Chairman of the Board shall not be a member of the Committee.
3. The Chief Executive and the Group Health, Safety, Environment & Quality Director shall be invited to attend meetings of the Committee on a regular basis. Other individuals may be invited to attend all or part of any meeting as and when appropriate.
4. Appointments to the Committee shall be for a period of up to 3 years, which may be extended in the first instance by one further 3 year period and then annually up to an expected maximum of 3 years, provided the director remains independent.
5. The Board shall appoint the Committee Chairman, who should be an Independent Non-executive Director.
6. The Company Secretary or their nominee shall be the Secretary of the Committee

C. MEETINGS

1. The Committee shall meet at least three times a year and at such other times as the Chairman of the Committee shall require. Meetings should be organised so that attendance is maximised (e.g. by time-tabling them to coincide with Board meetings).

2. A meeting of the Committee may be called by the Secretary at the request of any of its members.
3. Notice of each meeting of the Committee, confirming the venue, time and date and enclosing an agenda of items to be discussed together with supporting papers shall, unless otherwise agreed by all concerned, be forwarded to each member of the Committee and any other person required to attend, not fewer than three working days prior to the date of the meeting.
4. The quorum for the Committee meetings shall be two members.
5. In the absence of the Committee Chairman and/or an appointed deputy, the remaining members present will elect one of their number to chair the meeting.
6. The Secretary shall keep appropriate records of all meetings of the Committee with appropriate minutes of the proceedings and resolutions.
7. Copies of the minutes of the meetings shall be circulated to all members of the Committee.

D. ANNUAL GENERAL MEETING

1. The Chairman of the Committee shall attend the Annual General Meeting prepared to respond to shareholders' questions on the Committee's activities.

E. DUTIES

1. The Committee shall, on behalf of the Board:
 - a. monitor the Group's Sustainability Policy and review priorities, targets and challenges on key sustainability issues and receive regular reports on progress;
 - b. monitor and review the Group's Health, Safety and Wellbeing Policy and how compliance with it (including the Minimum Safety Standards) and with applicable laws and regulations is ensured across the Group;
 - c. monitor and review the Groups Quality & Continuous Improvement Policy and compliance with it;
 - d. receive and review periodic health and safety and environment reports, including:

- i. results of baseline and subsequent annual assessments against the Minimum Safety Standards by business unit;
 - ii. details of any fatality or serious incident (being one which was likely to have resulted in a fatality) that has occurred within the Group and management's response;
 - iii. twice-yearly reports of health, safety and environmental performance against agreed objectives, including any issues of legal or regulatory non-compliance and management's response;
 - iv. carbon reporting performance and disclosures;
 - v. the implementation of quality and continuous improvement programmes across the Group; and
 - vi. overviews from the operating companies on how they are implementing and complying with the Group's Health, Safety and Wellbeing Policy, Environment Policy and Sustainability Policy, and how these are being considered and included as a part of broader strategic planning of the Group;
- e. evaluate and oversee the quality and integrity of any Group reporting to external stakeholders concerning health, safety, environment and other sustainability matters;
 - f. review the Group's annual report on sustainability prior to publication; and
 - g. where it deems appropriate to do so, appoint an independent auditor or auditors to review performance in regard to health, safety, environment and sustainability matters and review any strategies and action plans developed by management in response to issues raised.

F. REPORTING RESPONSIBILITIES

1. The Committee Chairman shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
2. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

G. OTHER

1. The Committee shall, at least once a year, review its own performance and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

H. AUTHORITY

1. The Committee is a committee of the Board and has no authority independent of the functions delegated to it and is to report its findings and recommendations directly to the Board. The functions of the Committee do not relieve the Board from any of its responsibilities.

2. There is to be no delegation of executive power to the Committee.
3. The Committee is authorised by the Board to seek any information it requires of the Company in order to perform its duties. For ease of reference, this should be requested via the Chief Executive.
4. The Committee is authorised by the Board, when the fulfilment of its duties requires, to obtain any outside legal or other professional advice at the Company's expense.

Updated and approved by the Board on 14 December 2016
Reviewed and updated on 28 February 2019