

BRISTOL WATER PLC - HEALTH AND SAFETY COMMITTEE

TERMS OF REFERENCE

1. Membership

- 1.1 Members of the Committee shall be appointed by the Board on the recommendation of the Nomination Committee, in accordance with the Company's articles of association, and shall be made up of at least three members.
- 1.2 All non-executive directors of the Committee shall be independent non-executive directors.
- 1.3 Appointments to the Committee shall be for a period of up to three years, which may be extended for two further three-year periods provided that the majority of the Committee members remain independent
- 1.4 Only members of the Committee have the right to attend Committee meetings. However, other persons, including but not limited to the Bristol Water Chief Executive Officer the Group Chief People Officer, the Health and Safety Director and any external advisers may be invited to attend for all or part of any meeting, as appropriate.
- 1.5 The Committee Chair shall be an independent non-executive director. In the absence of the Committee Chair the remaining members present shall elect one of themselves to chair the meeting.

2. Secretary

The Company Secretary or nominee shall act as the Secretary of the Committee.

3. Quorum

The quorum necessary for the transaction of business shall be two members, provided at least one is an independent non-executive director. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

4. Frequency of Meetings

The Committee shall meet at least twice a year in person or by telephone or video conference at appropriate times in the annual review and reporting cycle and otherwise as required.

5. Notice of Meetings

- 5.1 Meetings of the Committee shall be called by the Secretary of the Committee at the request of any of its members.

- 5.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, any other person required to attend and all other directors, no later than five working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time and in a timely manner to enable full and proper consideration to be given to the issues.

6. Minutes of Meetings

- 6.1 The Secretary shall minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance.
- 6.2 The Secretary shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.
- 6.3 Minutes of Committee meetings shall be circulated promptly to all members of the Committee and, once agreed, to all members of the Board unless a conflict of interest exists or if the Committee Chair considers it inappropriate to do so.

7. Duties

- 7.1 The Committee is a “review and challenge” body to support the Board and Executive in relation to all matters connected to Health and Safety and to the extent to how the Group’s Health and Safety strategy is being deployed, including resilience and process safety.
- 7.2 The Committee shall keep under review the extent and effectiveness of the Group’s reporting of health and safety performance, as well as comparisons to external benchmarks.

8. Reporting Responsibilities

- 8.1 The Committee shall report to the Board after each meeting to provide appropriate line of sight and shall decide if any matters are sufficiently material or strategic in nature to warrant discussion to the Board, to ensure that the Board is able to discharge its duties in accordance with health and safety law.
- 8.2 The Committee will advise the Audit Committee of any material non-financial risks identified and any business ethics issues identified related to HSSA which are relevant to the role of the Audit Committee.
- 8.3 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

9. Other Matters

The Committee shall:

- 9.1 Have access to sufficient resources in order to carry out its duties, including access to the Company Secretariat for assistance as required and, at the Committee’s discretion, seeking advice from external consultants;

- 9.2 Be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members;
- 9.3 Give due consideration to laws and regulations, the provisions of the UK Corporate Governance Code and the requirements of the Financial Conduct Authority's Listing Rules, the Ofwat Principles on Board Leadership, Transparency and Governance, as they apply to the Group, and any other applicable regulations as appropriate;
- 9.4 Work and liaise, as necessary, with other Board committees, ensuring the interaction between committees and the Board is reviewed regularly.
- 9.5 Oversee any investigation of activities which are within its terms of reference and consider other topics, as determined by the Board from time to time; and
- 9.6 Once a year, review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

10. Authority

10.1 The Committee is authorised to:

- Seek any information it requires from any employee of the Group in order to perform its duties and all employees are directed by the Board to cooperate with any request made by the Committee;
- Obtain, at the Company's expense, any external legal or other professional advice on any matter within its terms of reference and to secure the attendance of any person with relevant experience and expertise if it reasonably considers this necessary; and
- Call any employee to attend at a meeting of the Committee as and when required.

11. Approval

These terms of reference are effective from 2 April 2022 and were approved by the Board of Bristol Water Plc on 11 May 2022.