



Adopted at the meeting of the Board of Directors of the Company on 26 February 2020

EVRAZ plc (the "Company")

Terms of Reference – Health, Safety and Environment Committee

Reference to the "Committee" shall mean the **Health, Safety and Environment Committee**.

Reference to the "Board" shall mean the Board of Directors.

1 Membership

- 1.1 The Committee shall comprise at least three members. Members of the Committee shall be appointed by the Board, on the recommendation of the Nominations Committee.
- 1.2 Only members of the Committee and the Secretary of the Committee have the right to attend Committee meetings. However, other such individuals such as the Chairman of the Board, Chief Executive Officer, other directors and, if applicable, representatives of environmental, health and safety functions within the Company may be invited to attend all or part of any Committee meeting as and when appropriate and necessary.
- 1.3 The Committee shall invite specialists with appropriate technical expertise to attend meetings of the Committee on a regular basis.
- 1.4 Appointments to the Committee shall be for a period of one year, which may be extended for another period of one year, provided the director still meets the criteria for membership of the Committee.
- 1.5 The Committee Chairman shall be appointed on the recommendation of the Chairman of the Board following consultation with the Nominations Committee. The Chairman of the Committee must be an independent non-executive director. In the absence of the Committee Chairman, the remaining members present shall elect one of themselves to chair the meeting.

2 Secretary

Members of the Committee may designate a properly qualified officer of the Company (or any of its subsidiaries) to act as the Secretary of the Committee.

3 Quorum

- 3.1 The Quorum necessary for the transaction of business shall be two members. 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.
- 3.2 Each member shall have one vote. The Committee Chairman shall not have a second or casting vote.

4 Frequency and Proceedings of Meetings

- 4.1 The Committee shall meeting not less than two times a year at appropriate times and otherwise as required.
- 4.2 Proceedings and meetings of the Committee will be governed by the provisions of the Articles for regulated meeting and proceedings of the Board, in so far as they are applicable and not inconsistent with these terms of reference.

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, no fewer than three working days before the date of the meeting. Supporting papers shall be sent to the Committee members and to other attendees as appropriate reasonably in advance.

6 Minutes of Meetings

- 6.1 The Secretary of the Committee shall minute the proceedings and resolutions of all meetings of the Committee, including records the names of those present and in attendance.
- 6.2 The Secretary of the Committee should ascertain the existence of any conflicts of interest and minute them accordingly. If any conflicts of interest exist with a particular member of the Committee on any particular issue then such member of the Committee shall not participate or vote on the issue that gave rise to such conflict of interest.
- 6.3 Draft minutes of Committee meetings shall be circulated promptly to all members of the Committee. Once approved, minutes should be circulated to all members of the Board unless it would be inappropriate to do so, for example, due to the existence of a conflict of interests.

7 Annual General Meeting

The Chairman of the Committee shall attend the Annual General Meeting of the Company to answer shareholder questions on the Committee's activities.

8 Duties

- 8.1 The Committee should carry out the duties below for the parent Company, major subsidiary undertakings and the group as a whole, as appropriate.
- 8.2 The Committee shall:
- 8.2.1 evaluate the design, implementation and effectiveness of the group's policies and systems for identifying and managing health, safety, environmental and community risks material to the group's operations;
 - 8.2.2 assess the policies and systems within the group for ensuring compliance with applicable health, safety, environment and community legal and regulatory requirements;
 - 8.2.3 assess the performance of the group with regard to the impact of health, safety, environmental and community relations decisions and actions upon employees, communities and other third parties. The Committee shall also assess the impact of such decisions and actions on the reputation of the group;
 - 8.2.4 ensure effective strategies are in place to manage community relations and associated risks;
 - 8.2.5 on behalf of the Board, receive reports from management concerning all fatalities and serious accidents within the group and actions taken by management as a result of such fatalities or serious accidents;
 - 8.2.6 on behalf of the Board, receive reports from management on the effectiveness of systems in relation to facilitating the timely response to incidents, risks and hazards;
 - 8.2.7 evaluate and oversee, on behalf of the Board, the quality and integrity of any reporting to external stakeholders concerning environmental, health, safety and community relations issues;
 - 8.2.8 review the results of any independent audits of the group's performance with regard to environmental, health, safety and community relations matters, review any strategies and action plans developed by management in response to issues raised and, where appropriate, make recommendations to the Board concerning the same;
 - 8.2.9 review and consider for approval all health, safety, environmental and community public targets proposed by management;
 - 8.2.10 review and approve for recommendation to the Board any reports or statements that are proposed to be published by the Company on health, safety, environmental and community relations matters, including the Annual Sustainability Report; and
 - 8.2.11 ensure compliance with the Company's annual targets as agreed by the Board [as outlined in the Annual Sustainability Report], including in relation to health, safety, environmental and community relations including greenhouse gas emissions

9 Reporting Responsibilities

- 9.1 The Committee Chairman shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 9.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 9.3 The Committee shall produce a report on its activities to be included in the Company's Annual Report.

10 Other Matters

- 10.1 The Committee shall have access to sufficient resources in order to carry out its duties, including access to professional technical expertise in the areas within its remit and the assistance of the Company secretariat as required.
- 10.2 The Committee shall be provided with appropriate and timely training, both in the form of an induction programme for new members and on an on-going basis for all members.
- 10.3 The Committee should consider such other matters as the Board may from time to time refer to it and give due considerations to laws and regulations, including the provisions of the UK Corporate Governance Code, the requirement of Listing Rules, the Prospectus Rules and the Disclosure and Transparency Rules (all of which are made by the Financial Services Authority under Part VI of the Financial Services and Markets Act 2000) and any other applicable rules, as appropriate.
- 10.4 At every level of the organisation, line managers are responsible for environmental, health and safety matters. Ultimate responsibility for environmental, health and safety matters will remain with the Board.
- 10.5 The Committee shall oversee any investigation of activities which are within its terms of reference.
- 10.6 The Committee shall arrange for periodic reviews of its own performance and review its 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.

11 Authority

- 11.1 The Committee is authorised to seek any information it requires from any employee of the Company in order to perform its duties and to call any employee to be questioned at a meeting of the Committee as and when required, and all employees are directed to cooperate with any such request made by the Committee.
- 11.2 The Committee is authorised to obtain, at the Company's expense, outside legal or other professional advice on any matter within its terms of reference. Such advisers will be advisers solely to the Committee.