

THESE RULES (the "**Rules**") were adopted by the Board of Directors (the "**Board**") of New World Resources Plc ("**NWR**") on 8 April 2011 and shall have effect from the time of admission of the A Shares of NWR to the official list of the UK Financial Services Authority and to trading on the main market of the London Stock Exchange. These Rules were amended by the Board on 15 November 2011 and 21 January 2015.

## **THE SAFETY, HEALTH AND SUSTAINABILITY COMMITTEE**

### **1. Constitution and purpose of the Safety, Health and Sustainability Committee**

NWR shall establish a Safety, Health and Sustainability Committee (the "**SHSC**"). The purpose of the SHSC is to assist the Board in its oversight of corporate and social responsibilities (the "**CSR**"), with a special emphasis on health, safety and environment ("**HSE**") risks within NWR and its subsidiaries (the "**Group**"). This includes inter alia the Group's compliance with applicable legal and regulatory requirements associated with CSR and HSE matters. The SHSC aims to provide the Board with additional focus, insight and guidance on key Group CSR and HSE issues and global trends. Through the Group's activities, the SHSC shall encourage a positive impact on the region, employees, environment, communities and other stakeholders involved, and the proactive promotion of the public interest by encouraging community growth and development.

### **2. Duties and Responsibilities**

2.1 In its oversight of CSR, the SHSC shall:

- 2.1.1 Ensure establishment of, monitor and review the internal policies and systems within the Group for implementing the sustainability programs, frameworks and objectives, taking into account the elements of NWR's sustainability strategy and any external developments. In doing so, the SHSC shall work closely with senior management in the Group entities.
- 2.1.2 Monitor and review the Group's performance in relation to sustainability matters through development of key performance indicators and targets, supported by appropriate internal and/or external audit and verification processes.
- 2.1.3 Receive and review reports on progress towards the achievement of key performance indicators and targets, consider and respond to the findings and recommendations from any audits and verification processes and follow up on timetables and actions taken towards the implementation of such recommendations.
- 2.1.4 Advise the Board on the CSR aspects of the proposed transactions.
- 2.1.5 Prepare sustainability reports and submit them to the Board for review. Sustainability reports comprise a full sustainability report of NWR, as well as stand-alone CSR section for the purpose of the annual report of NWR.
- 2.1.6 Support stakeholder dialogue and engagement on sustainability performance.

- 2.2 In its oversight of HSE, the SHSC shall:
  - 2.2.1 Oversee the Group's performance in relation to health, safety, and environment matters.
  - 2.2.2 Review reports and meet senior management of the Group to discuss the effectiveness of the Group's policies and systems for identifying and managing the HSE risks that are material to the achievement of the corporate objective.
  - 2.2.3 Monitor the impact of operations on Group reputation.
  - 2.2.4 Prepare the HSE section of the annual report of NWR.
- 2.3 As regards both the CSR and HSE matters, the SHSC shall:
  - 2.3.1 Review the policies and systems within the Group for ensuring compliance with applicable social, health, safety, environment, employees and community relations legal and regulatory requirements.
  - 2.3.2 Liaise with the Audit and Risk Management Committee to ensure adequate oversight of the Group's systems for managing risks, including the CSR and HSE risks.
  - 2.3.3 Monitor the CSR and HSE issues and trends and report regularly to the Board on the major concerns or risks connected therewith.

### **3. Authority**

- 3.1 The SHSC is authorised to seek any information it requires from any employee of the Group in order to perform its duties.
- 3.2 The SHSC is authorised by the Board to obtain, at NWR's expense, outside legal or other professional advice on any matters within its terms of reference.

### **4. Membership**

- 4.1 The chairman and the members of the SHSC shall be appointed by the Board on the recommendation of the Nomination Committee and include executive and non-executive directors. The SHSC must have at least three directors.
- 4.2 The SHSC may invite such directors and employees of the Group as it may see fit to attend its meetings and assist in the discussion and consideration of any matter.

### **5. Meetings**

- 5.1 Meetings are held at least twice a year and as often as the chairman of the SHSC considers appropriate. The meetings shall generally be held at the offices of NWR, but may also take place elsewhere in the Netherlands. In addition, all or any members of the SHSC may participate in meetings by telephone or videoconference (so long as the members participating in such meetings by telephone or videoconference are not present in the UK) provided that all participants can hear each other simultaneously. A member so participating is deemed to be present in person at the meeting and shall be counted in a quorum accordingly. All members of the SHSC are expected to attend each meeting.
- 5.2 Meetings are convened by written notice (which should include the agenda and supporting documents) sent to all members by the Company Secretary, with due observance of a notice period of at least three days prior to the meeting unless otherwise agreed. In consultation with the Company

Secretary the chairman shall determine the agenda of each meeting. Other members of the SHSC may submit to the chairman items to be discussed in the meeting. An item to be discussed which has not been submitted on time or is not supported by sufficient documentation shall not be placed on the agenda.

- 5.3 At the request of a member of the SHSC and with the agreement of the majority of other members of the SHSC, urgent matters may be discussed immediately or in an additional meeting.
- 5.4 The quorum for meetings is at least half of the members of the SHSC or, if the NC is made up of only three members, the quorum shall be two. Formal decisions are made by a simple majority vote. If there is a tie, the chairman shall decide.
- 5.5 The Company Secretary attends the meetings of the SHSC. However, other individuals such as the Chief Executive Officer (if appointed), the Head of Corporate Communications, CSR executives, other directors and external advisers may be invited to attend for all or part of any meeting, as and when appropriate and necessary to contribute to its deliberations.

## **6. Reporting, Self-Assessment and Performance Evaluation**

- 6.1 The SHSC reports to the Board after each meeting on all matters within its duties and responsibilities and shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 6.2 The Company Secretary prepares minutes of all meetings of the SHSC and these minutes are promptly circulated among the members of the SHSC. Once approved, minutes should be circulated to all other members of the Board unless in the opinion of the chairman of the SHSC it would be inappropriate to do so.
- 6.3 The SHSC shall produce a report to be included in NWR's annual report about its activities.
- 6.4 The SHSC periodically reviews and assesses its own performance and at least annually reviews the adequacy of these Rules to ensure it is operating at maximum effectiveness, confirms that all the responsibilities set out in the current Rules have been carried out, and recommends any changes it considers necessary to the Board for approval.
- 6.5 The SHSC will ensure that its Rules are made available on NWR's external website.

## **7. Annual General Meeting**

The chairman of the SHSC or, failing him, a member of the SHSC attends the Annual General Meetings of NWR and is available to answer any questions referred to him by the chairman of the Annual General Meeting.