

Glencore plc

Terms of Reference – Health, Safety, Environment and Communities Committee

1 Membership

- 1.1 The Committee shall comprise at least two members. Members of the Committee shall be appointed by the Board, on the recommendation of the Nomination Committee in consultation with the Chairman of the Board.
- 1.2 Only members of the Committee have the right to attend Committee meetings. However, other Directors who request to attend would usually be expected to be permitted to attend. In addition, other individuals such as specialist representatives of HSEC implementation and assurance functions within the Group and members of senior management may be invited to attend all or part of any Committee meeting as and when appropriate and necessary to provide advice and assistance to the Committee.
- 1.3 The Committee may also invite specialists with appropriate expertise to attend meetings of the Committee on a regular or as required basis.
- 1.4 An appointment to the Committee shall be for a period of up to three years, which may be extended for a maximum of two further three year periods, provided the Director is and remains independent.

2 Secretary

The Company Secretary or their nominee shall act as the Secretary.

3 Quorum

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.

4 Frequency of Meetings

The Committee shall meet not less than four times a year at appropriate times and otherwise as required.

5 Notice of Meetings

- 5.1 Meetings of the Committee shall be called by the Secretary at the request of any of its members.
- 5.2 The Secretary shall prior to 1 September in each year seek to agree with the Directors a schedule of meetings for the following year, including of this Committee. Usually when Board meetings are scheduled to take place in person then consideration should be given for a meeting of this Committee at an adjacent time.
- 5.3 When a meeting is required to be called at short notice due to a matter of urgency, the Secretary shall seek to make arrangements as to the venue (usually by telephone), time and date which will enable the Committee Chairman and at least one other member to attend although he will seek to ensure that all members can attend if reasonably practicable.

- 5.4 For each meeting 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 fewer than three working days before the date of the meeting (subject to short notice requirements). Supporting papers shall be sent to Committee members, other Directors and other attendees as appropriate, at the same time.

6 Minutes of Meetings

- 6.1 The Secretary of the Committee shall minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance.
- 6.2 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 in which case suitably redacted minutes shall be provided as appropriate.

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 Function

- 8.1 The Committee has been established to assist the Board oversee and provide stewardship of relevant material HSEC matters across the Group.
- 8.2 The Committee shall monitor:
- 8.2.1 the Group's identification and management of relevant material HSEC risks and impacts;
 - 8.2.2 the effectiveness of the Group policies and processes for compliance with relevant material HSEC legal and other relevant requirements;
 - 8.2.3 the HSEC performance of the Group in relation to relevant material HSEC issues;
 - 8.2.4 management's response to reports concerning HSEC catastrophic and major incidents and other relevant material risks and impacts including corrective actions;
 - 8.2.5 the main verification HSEC function of the Group and management's implementation of the Group's catastrophic hazards assurance programme.

9 Reporting Responsibilities

- 9.1 The Committee Chairman shall report to the Board on its proceedings after each meeting.
- 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 functions, including access to specialist expertise in the areas within its Terms of Reference and the assistance of the Company Secretary as required.

- 10.2 The Committee shall be provided with appropriate and timely updates and training, both in the form of an induction programme for new members and on a periodic basis for all members. Usually this would be provided by an annual meeting (to which the Group's senior management and HSEC senior managers may be invited).
- 10.3 The Committee should consider such other matters as the Board may from time to time refer to it and give due consideration to relevant laws and regulations, as appropriate.
- 10.4 Line managers across the Group are responsible for HSEC matters. Oversight and stewardship for relevant material HSEC matters is a function of the Board.
- 10.5 The Committee may oversee any investigation and/or undertake any thorough analysis which is within its Terms of Reference.
- 10.6 The Committee shall arrange for periodic reviews of its own performance and, at least annually, review these Terms of Reference to ensure it is operating appropriately and recommend any changes it considers necessary to the Board for approval.

11 Authority

The Committee is authorised:

- 11.1 to seek any information it requires from any employee of the Company in order to perform its functions and to call any employee to be questioned at a meeting of the Committee as and when required, and all employees are to be directed to co-operate with any such request made by the Committee; and
- 11.2 to obtain, at the Company's expense, outside legal or other professional advice on any matter within its Terms of Reference.

12 Definitions

The following terms shall be used in this document:

"Board"	the Board of Directors
"Committee"	the Health, Safety, Environment and Communities Committee
"Company"	Glencore plc
"Director"	a member of the Board of the Company
"Group"	the group of companies of which the Company is the ultimate parent
"HSEC"	health, safety, environment and communities (including where appropriate human rights) or one or more of them as the context requires
"Secretary"	the Secretary to the Committee.