

**TERMS OF REFERENCE**  
**HEALTH AND SAFETY COMMITTEE**  
(the “Committee”)

**1. PURPOSE AND MANDATE OF THE COMMITTEE**

- 1.1 The Committee is constituted as a Committee of the Board of Directors of the Company (the “Board”). In the context of these terms of reference, “Company” or “Group” means Petra Diamonds Limited, its subsidiaries and other group business units.
- 1.2 The Committee’s roles and responsibilities are set out hereunder. The duties of the members of the Committee are in addition to those as members of the Board, as applicable.
- 1.3 The Committee will assist the Board in discharging its oversight responsibilities relating to Health and Safety (as defined below), to ensure the Company upholds the principles of good corporate citizenship and conducts its business in an ethical and sustainable manner.
- 1.4 These terms of reference are subject to the Company’s Bye-laws and the UK Corporate Governance Code.

**2. COMPOSITION OF THE COMMITTEE**

- 2.1 The Committee shall be comprised of at least one independent non-executive director and the Company’s Chief Executive Officer. An independent non-executive director shall act as Committee Chair. In the event of his/her absence, the Committee will elect a Chair for the meeting.
- 2.2 Membership of the Committee shall be limited to the time a member is a Director of the Company and reviewed by the Committee Chair periodically who will make any recommendations to the Nomination Committee.
- 2.3 Only members of the Committee are entitled to attend meetings, however other directors of the Company, members of the Company’s Executive Committee (“Exco”), external advisors and senior managers may be invited by the Committee to attend meetings, as and when required.

**3. MEETINGS AND QUORUM**

- 3.1 The quorum necessary for the transaction of business shall be two members, including at least one non-executive director and the Chief Executive Officer. 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 The Company Secretary or their nominee shall act as secretary of the Committee and will ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to the issues which the Committee is required to consider.
- 3.3 The Committee shall meet at least twice a year and at such other times as may be required. Notice of a meeting as well as the agenda and working papers shall be sent to the Committee members at least 5 days prior to the meeting. Minutes of the meeting shall be distributed to members promptly after the meeting.
- 3.4 Should a meeting of the Committee not be quorate, the actions taken by the Committee in terms of the resolutions taken at such non-quorate meeting shall be ratified by the Board.
- 3.5 Committee members are expected to attend all scheduled meetings of the Committee, whether in

person or via telephone/video conference. If absent, the submission of a prior apology to the Committee Chair or Company Secretary is required.

#### **4. AUTHORITY OF THE COMMITTEE**

- 4.1 The Committee is authorised by the Board to investigate any activity or state of affairs within its terms of reference.
- 4.2 The Committee is authorised to seek any information it requires from any employees or officers through the relevant Exco member.
- 4.3 The Committee is authorised to obtain, at the Company's expense, subject to any budgetary constraints imposed by the Board, expert advice from the Company's auditors or other professional advisers, and to take independent professional advice and to require, if it considers it necessary, the attendance at meetings of external parties with relevant experience and expertise.
- 4.4 The Committee may delegate its authority as per the Group's Delegation of Authority Policy and Matrix, which is approved by the Board.

#### **5. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE**

- 5.1 The Committee shall have oversight of the following areas:
  - 5.1.1 **"Safety"**, including but not limited to:
    - (a) major hazards, including underground safety, process safety, functional safety, slope geotechnical hazards, waste dumps, tailings storage facilities and water storage;
    - (b) critical risk management; and
    - (c) safety maturity.
  - 5.1.2 **"Health"**, including but not limited to:
    - (a) occupational health;
    - (b) air emissions, including dust; and
    - (c) mental health and well-being.
  - 5.1.3 In collaboration with the Sustainability Committee, on-mine water management and on-mine environmental legal or regulatory non-compliance and management's response.
- 5.2 The Committee shall discharge its duties and responsibilities for the Company and Group, as appropriate, by:
  - 5.2.1 assessing the effectiveness of the Group's frameworks, policies, procedures and systems for ensuring compliance with applicable material local and international legal and regulatory requirements and identifying and managing risks with respect to Health and Safety matters, which shall include but not be limited to:
    - (a) periodic reviews of the Group's Health and Safety Policy; and
    - (b) periodic reviews of the Group's Tailings Management Policy (including reviewing annual dam safety reports produced in relation to the Group's tailings facilities) and Crisis Management Policy and recommend to the Board for approval any amendments or changes considered necessary.
  - 5.2.2 considering technical developments in the fields of Health and Safety management and

practice and, where appropriate, having the impact of these on the business assessed and providing appropriate strategic guidance;

- 5.2.3 assessing the performance of the Group regarding the impact of Health and Safety decisions and actions taken in relation to employees, communities and other stakeholders. It shall also assess the impact of such decisions and actions on the reputation of the Group;
- 5.2.4 approving the setting of objectives and Key Performance Indicators (“**KPIs**”), as these relate to the Group’s Health and Safety performance;
- 5.2.5 reviewing the Group’s Health and Safety objectives and KPIs’ performance on a quarterly basis;
- 5.2.6 reviewing incentive targets and outcomes related to the Committee’s remit for recommendation to the Remuneration Committee;
- 5.2.7 reviewing reports, on behalf of the Board, from management concerning all injuries (including LTIs and NLTIs), high potential incidents, fatalities and other significant Health and Safety incidents and accidents within the Group and actions taken by management in this regard;
- 5.2.8 reviewing the Group’s public disclosure on Health and Safety matters (including in the Company’s Annual and Sustainability Reports) and approving it for submission to the Board as necessary;
- 5.2.9 ensuring, on behalf of the Board, that an internationally recognised Health and Safety management system is implemented and maintained;
- 5.2.10 ensuring management has systems in place for subsidiaries to record and submit statistical data that may be required for legal, regulatory and other external reporting. The data must meet or exceed the level of ‘reasonable assurance’ and the reporting criteria that will meet internal/external stakeholder requirements;
- 5.2.11 reviewing and reporting on material non-compliance by the Company and departures from policy, guidelines and appropriate local and international standards as these relate to Health and Safety;
- 5.2.12 receiving and considering health and safety Compliance, Assurance and Performance (“**CAP**”) audit schedules carried out in terms of both legal, regulatory and other adopted requirements; and
- 5.2.13 on a quarterly basis, reviewing the Group’s material Health & Safety risks and ensuring these are communicated to the Audit and Risk Committee.

## **6. REPORTING**

- 6.1 The Committee Chair shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 6.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is required.
- 6.3 The Committee shall produce a report to be included in the Company’s Annual Report about its activities and the Committee Chair shall attend the Annual General Meeting and be prepared to respond to any shareholders’ questions on the Committee’s activities.

## **7. OTHER**

### **7.1 The Committee shall:-**

- 7.1.1 arrange for periodic review of its own performance and at least annually review its terms of reference to ensure its effectiveness and recommend any changes it considers necessary to the Board for approval;
- 7.1.2 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;
- 7.1.3 have access to sufficient resources in order to carry out its duties, including access to the Company Secretariat for assistance, as required;
- 7.1.4 oversee any investigation of activities which are within its terms of reference;
- 7.1.5 work and liaise as necessary with all other Board committees ensuring that interaction between committees and with the Board is reviewed regularly; and
- 7.1.6 give due consideration to relevant laws and regulations, which may be applicable to its scope of work.

Effective from 1 July 2023