

SENIOR PLC

TERMS OF REFERENCE

HEALTH, SAFETY & ENVIRONMENT ("HSE") COMMITTEE

("the Committee")

1. Membership
 - (i) The Committee shall be appointed by the Executive Committee. The Committee shall consist of the Group Chief Executive Officer, the CEO of the Flexonics Division and the CEO of the Aerospace Division, and such other members as the Board may determine. The Group Chief Executive Officer shall be the Chairman of the Committee.
 - (ii) The Company Secretary, or their nominee, shall be the Secretary of the Committee.
2. Proceedings
 - (i) The quorum necessary for the transaction of business shall be 2 members of whom at least one must be the Group 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.
 - (ii) The Committee may invite other individuals to attend Meetings of the Committee, when it is deemed appropriate by the Committee.
 - (iii) Meetings shall normally be held not less than three times a year. A Meeting may be convened by any Member of the Committee or by the Secretary.
 - (iv) The Chairman of the Committee shall report formally on the proceedings of the Committee to the Board Meeting following the Meeting of the Committee, and Minutes of the Committee shall be circulated to all members of the Board.
3. Duties

The Committee shall:

 - (i) formulate, for approval of the Board, the Group's HSE strategy and propose any amendments to the strategy for approval by the Board;
 - (ii) formulate, on behalf of the Board, the Group's HSE objectives;
 - (iii) review the Group's performance, against the HSE objectives, ensuring that the review process is active, dynamic and focused on the achievement of the strategy at both Group and operational levels and to ensure key HSE risks and other issues arising from the process are effectively identified and managed;
 - (iv) consider and make recommendations to the Board regarding the appointment of Group HSE & Sustainability Director, and concerning any questions of the resignation or dismissal of the HSE & Sustainability Director;
 - (v) ensure that the Chairman of the Committee attends the Company's AGM and responds to shareholder questions within the Committee's remit;
 - (vi) consider any other topics specifically delegated to the Committee by the Board from time to time.
 - (vii) take into account the Directors' Duties outlined in Section 172 of the Companies Act 2006 in all of its recommendations to the Board.

