

SOUND ENERGY PLC
(the “Company”)

Terms of Reference of the
Health, Safety, Security and Environment Committee (“HSSE”) of the
Board of Directors

1. Purpose

The Health, Safety, Security and Environment Committee (the “Committee”) is constituted as a committee of the Board of Directors (the “Board”). The Committee’s primary duties are to ensure that management of the Company has designed and implemented effective HSSE programs within the ESG corporate frameworks, controls and reporting systems and to report to the Board. For the avoidance of doubt, the extent that the Committee shall consider ESG risks shall be limited to the Environmental and Social elements not managed by the Remuneration Committee.

2. Committee Composition, Procedures and Organisation

- 2.1 Members of the Committee shall be appointed by the Board on the recommendation of the Committee.
- 2.2 Appointments to the Committee shall be for a period of up to three years, which may be extended, provided the member still meets the membership criteria.
- 2.3 The Committee shall consist of no fewer than two directors of the Company, the majority of whom shall be independent, non-executive directors.
- 2.4 The Board may at any time remove or replace any member of the Committee and may fill any vacancy in the Committee.
- 2.5 The Board shall appoint a member of the Committee as Chair of the Committee, who is to be a non-executive director . If a Committee Chair is not designated by the Board or is not present at a meeting of the Committee, the members of the Committee may designate a Chair by majority vote of the Committee (the “Committee Chair”).
- 2.6 The Secretary or the Assistant Secretary of the Company, or in their absence, an alternative secretary designated by the Committee, shall act as the Committee Secretary.

- 2.7 The quorum for the meeting shall be two members of the Committee present in person or by telephone or any other means which permits all persons participating in the meeting to speak to and hear each other.
- 2.8 The Committee shall meet at least four times per year and when deemed necessary and at such locations as may be requested by the Committee Chair and at such times as any member of the Committee may request.
- 2.9 Only members of the Committee shall have the right to attend Committee meetings. However other persons may be invited by the Committee Chair with the agreement of the Committee to attend for all or any part of any meeting.
- 2.10 Meetings of the Committee shall be called by the Committee Secretary of the Committee for a time and place requested by any of the Committee members. Unless otherwise agreed by the members, 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, and to any other person required to attend within a reasonable time (at least 10 UK working days unless there are exceptional circumstances) prior to the date of the meeting. Any member of the Committee shall be entitled, by notice to the Committee Secretary, to include other matters relevant to the functions of the Committee in the agenda of a Committee meeting.
- 2.11 The Committee Secretary shall minute the proceedings of the Committee. Draft minutes shall be agreed with the Committee Chair then circulated promptly to the members of the Committee .

3. Committee Duties and Responsibilities

- 3.1 The overall duties of the Committee shall be responsible for ensuring that:
 - 3.1.1 The Company achieves its objectives of safeguarding the health, safety and security of its employees, contractors and the public and maintains high environmental standards in planning and execution of its operations.
 - 3.1.2 The Company conducts its operations without incident while maintaining safety as its goal.
 - 3.1.3 The Company conducts its business in a clean, transparent and sustainable manner.

- 3.1.4 The Company maintains an appropriate level of engagement in industry HSSE and ESG initiatives.
 - 3.1.5 The Company Leadership is fully committed to driving HSSE performance from the top and is proactively engaged in HSSE and ESG management.
 - 3.1.6 The HSSE and ESG organisation is properly resourced and has clear accountabilities.
- 3.2 The Committee shall:
- 3.2.1 Review and report to the Board on the effectiveness of the Company's HSSE and ESG programs.
 - 3.2.2 Ensure that the standards and procedures adopted for its operations will meet the requirements of the laws and guidelines of local jurisdictions.
 - 3.2.3 Ensure that in designing its operations, health and safety hazards and environmental and social impacts have been fully assessed and appropriately mitigated.
 - 3.2.4 Ensure that all personnel, including contractors and subcontractors employed by the Company, are fully aware of their HSSE and ESG responsibilities and have been properly trained. The commitment to, and ability to adhere to, the above objectives will be a key factor in selecting and awarding contracts to third parties.
 - 3.2.5 Undertake regular monitoring, audit and reporting of its operational and corporate activity to identify the necessary compliance with its HSSE and ESG objectives and adopting targets to achieve continuous improvement in HSSE and ESG performance.
 - 3.2.6 Review and report to the Board the Company's efforts to develop and maintain beneficial relationships with governments and regulatory bodies, especially regarding legislative and regulatory matters.
 - 3.2.7 Perform any other activities consistent with these Terms of Reference and governing law, regulation or guidance, as the Committee deems necessary or appropriate.

3.2.8 Report to the Board on significant results of foregoing activities.

4. Committee Authority

4.1 The Committee shall be authorised to obtain advice and assistance from internal and external legal, accounting or other advisors as the Committee requires for the performance of its duties; advising the Board of its selection of outside experts and reporting to the Board the findings of those experts.

5. Reporting Responsibilities

5.1 The Committee shall report to the Board any other environmental, occupational health, safety and social matters which the Committee considers suitable, or the Board may specifically direct.

6. Evaluation of Committee Performance

6.1 The Committee shall periodically assess its performance and that of its Chair and report the outcomes of such reviews to the Board.

7. Amendments to Terms of Reference

7.1 The Committee's terms of reference may be amended at any time by the Board.

8. Currency of Terms of Reference

8.1 These Terms of Reference were approved by the Board on 6 September 2022.