

VERSION PRESENTED TO AND APPROVED BY THE BOARD ON

12 NOVEMBER 2014

AND MODIFIED ACCORDING TO THE DECISION OF THE BOARD ON

9 APRIL 2015 AND

15 NOVEMBER 2017

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**TERMS OF REFERENCE**

**HEALTH, SAFETY AND ENVIRONMENT COMMITTEE**

**OCI N.V.**

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## **INTRODUCTION**

The Health, Safety and Environment (**HSE**) Committee is a standing committee of the Board of OCI N.V. (the **HSE Committee**). These terms of reference have been drawn up by the Non-Executive Directors pursuant to clause 8.3 of the By-Laws of the Board (the **Terms of Reference**). Certain capitalised terms used but not defined in these Terms of Reference have the meaning given to them in the By-Laws of the Board.

### **1. COMPOSITION**

- 1.1 The HSE Committee consists of at least three Non-Executive Directors. The members of the HSE Committee are appointed and may be replaced at any time by the Non-Executive Directors. The Non-Executive Directors appoint one of the members of the HSE Committee as chairman of the HSE Committee.
- 1.2 The term of office of a member of the HSE Committee will generally not be set beforehand. The duration of the appointment depends on the composition of Board as a whole, the Non-Executive Directors as a group and that of other committees from time to time.
- 1.3 The Company Secretary shall act as secretary to the HSE Committee. The Company Secretary may delegate his or her duties, or parts thereof, under these Terms of Reference, to a deputy appointed by him or her in consultation with the chairman of the HSE Committee.

### **2. DUTIES AND POWERS**

- 2.1 The HSE Committee is charged with the following responsibilities and duties:
  - (a) to assess the effectiveness of health, safety and environment programs and initiatives that support the health, safety and environment policy of the Company;
  - (b) to review the status of the Company's health, safety and environment policies and performance, including to ensure compliance with applicable laws and regulations and programs to manage risk;
  - (c) to review and monitor the Company's health, safety and environment performance statistics;
  - (d) to review and approve the scope and the budget of the health, safety and environment audit program and regularly monitor program results;
  - (e) to review the Company's communication practices with employees and contractors concerning the importance of developing a culture of health, safety and environmental responsibilities;
  - (f) to conduct in its discretion any investigation or audit it deems necessary or appropriate to enable the HSE Committee to carry out its duties. The HSE Committee shall have the sole authority to retain and terminate special legal counsel and other advisors and experts as it deems necessary or appropriate to carry out its duties and to approve all such counsel and advisors fees and terms of retention.

### **3. MEETINGS**

- 3.1 The HSE Committee shall meet as often as required for a proper functioning of the HSE Committee. The HSE Committee shall meet at least twice a year. The meetings are as much as possible scheduled annually in advance. The HSE Committee shall meet earlier if this is deemed necessary by the chairman of the HSE Committee or by two other members of the HSE Committee.
- 3.2 Meetings of the HSE Committee are in principle called by the secretary of the HSE Committee in consultation with the chairman of the HSE Committee. Save for urgent cases, to be determined by the chairman of the HSE Committee, the agenda for the meeting shall be sent well in advance of the meeting to all members of the HSE Committee. To the extent possible, written explanations and/or other related documents will be enclosed for each item on the agenda.
- 3.3 The chairman of the HSE Committee shall set the agenda and chair the meeting of the HSE Committee and shall ensure and actively promote the proper functioning of the HSE Committee.
- 3.4 The HSE Committee shall decide if and when Executive Directors of the Board, management, employees of the Company and/or independent experts may be invited to attend meetings of the HSE Committee or to meet with any members of, or consultants to, the Committee. Each Non-Executive Director may attend meetings of the HSE Committee.
- 3.5 Each member of the HSE Committee has the right to cast one vote. All resolutions must be adopted by an absolute majority of the votes cast. If there is a tie in voting, the chairman of the HSE Committee shall have a casting vote.
- 3.6 The secretary of the HSE Committee or any other person designated for such purpose by the chairman of the meeting shall draw up minutes of the meeting of the HSE Committee.

### **4. REPORTING TO THE BOARD**

- 4.1 The HSE Committee must inform the Board in a clear and timely manner about the way it has used its powers and of major developments in the area of its responsibilities.
- 4.2 The HSE Committee shall report its deliberations and findings to the Board. The minutes of the meetings shall be circulated as soon as possible after the meeting among all members of the Board.
- 4.3 If requested, the chairman of the HSE Committee shall at meetings of the Board provide the Board with further information on the outcome of the discussions of the HSE Committee.
- 4.4 Every Non-Executive Director shall have unrestricted access to all records of the HSE Committee.

### **5. MISCELLANEOUS**

- 5.1 The chairman of the HSE Committee (or one of the other HSE Committee members) shall be available to answer questions regarding the HSE Committee's activities at the annual General Meeting of Shareholders.

- 5.2 The HSE Committee may occasionally decide at its sole discretion not to comply with these Terms of Reference, subject to applicable law and regulations.
- 5.3 The HSE Committee shall review and re-assess the adequacy of these Terms of Reference annually, report its assessment to the Non-Executive Directors and recommend, where appropriate, any proposed changes to the Non-Executive Directors.
- 5.4 The Non-Executive Directors can at all times amend these Terms of Reference and/or revoke any powers granted by it to the HSE Committee.
- 5.5 Clauses 28.4 to 28.6 inclusive of the By-Laws of the Board apply by analogy to the HSE Committee, while for the application of these Terms of Reference the power of the Board or the Chairman referred to in these clauses is considered a power of the HSE Committee or the chairman of the HSE Committee.

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