

Hurricane Energy Plc (the “Company”)

## Environmental, Social and Governance (ESG) Committee Terms of Reference

Terms of Reference for the ESG Committee (the “Committee”) of the Board of Directors (the “Board”) of the Company approved by a Resolution of the Board on 5 June 2020.

### 1. Purpose

The primary role of the Committee is to support the Board in:

- 1.1. Understanding the views of stakeholders as well as the processes and mechanisms used by the Company to engage with key stakeholders;
- 1.2. Managing ESG risks (including its impact on the community and environment), and ensuring the Company’s ESG policies and practices are in alignment with its culture, purpose and values;
- 1.3. Integrating management of climate change and other sustainability factors into Company plans, with external reporting where appropriate to recognised norms; and
- 1.4. Discharging its duty to promote the success of the Company for the benefit of its members as a whole having regard to the interests of the company’s employees, shareholders and stakeholders.

### 2. Membership

- 2.1. The Committee shall be appointed by the Board on the recommendation of the Nomination Committee and in consultation with the Committee Chair.
- 2.2. The Committee shall comprise of at least two members. Senior Executives and external advisers may be invited to attend for all or part of any meeting as and when appropriate.
- 2.3. Appointments to the Committee shall be for a period of up to three years, which may be extended for two further three-year periods, provided the director still meets the criteria for membership of the Committee. The Chairman of the Board shall not be the Committee Chairman but may be a member of the Committee.
- 2.4. The Board shall appoint the Committee Chairman who shall be an independent non-executive director. In the absence of the Committee Chairman and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.

### 3. Secretary

The Company Secretary, or his/her nominee, or a person appointed by the Committee Chairman, shall act as the Secretary of the Committee and take minutes.

### 4. Quorum and voting

- 4.1. quorum necessary for the transaction of business shall be two member
- 4.2. Only members of the Committee are entitled to vote at meetings of the Committee. Each member shall have one vote and the Committee Chair shall have the overriding vote.

### 5. Frequency of Meetings



The Committee shall meet at least two times a year and at such other times as the Hurricane Chairman of the Committee shall require. Meetings may be held by telephone.

## **6. Notice of Meetings**

- 6.1. Meetings of the Committee shall be called by the Secretary of the Committee at the request of the Chairman of the Committee.
- 6.2. Unless otherwise agreed, 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, any other person required to attend, no later than 5 working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

## **7. Minutes of meetings**

- 7.1. The Secretary shall minute the proceedings and resolutions of all meetings of the Committee, including the names of those present and in attendance.
- 7.2. Minutes of Committee meetings shall be circulated promptly to all members of the Committee and, once agreed, to all members of the Board unless a conflict of interest exists.

## **8. Annual General Meeting**

The Committee Chairman shall attend the Annual General Meeting and be prepared to respond to any shareholder questions on the Committee's activities.

## **9. Duties**

The Committee shall carry out the following duties for the Company, as appropriate:

- 9.1. Establish, agree and review the Company's ESG strategy and policies (ensuring it is aligned with the Company's culture, purpose and values) and oversee its implementation;
- 9.2. Oversee and monitor management's assessment of the health, safety, security and environmental impacts from the Company's operations on its stakeholders, in particular its employees, local suppliers and host communities;
- 9.3. Oversee and monitor the Company's processes and mechanisms for building relationships (including understanding their views) with employees, suppliers and other key stakeholders;
- 9.4. Promote a culture of integrity and openness, which values responsiveness to the views of stakeholders; and
- 9.5. Carry out any activity requested by the Board including reviewing and recommending appropriate health, safety, environmental and sustainability performance objectives for management, in regard to the Company's strategic KPIs.

## **10. Reporting responsibilities**

- 10.1. The Committee Chairman shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 10.2. The Committee shall: -
  - 10.2.1. make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed; and

- 10.2.2. make a statement in the Company's ESG and Annual Report about its activities, the process used for appointments and explain if external advice or open advertising has not been used.

**11. Other**

The Committee shall, at least once a year, review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

**12. Authority**

12.1. The Committee is authorised to seek any information (including reports) it requires from any employee of the company in order to perform its duties.

12.2. The Committee is authorised to obtain, at the company's expense independent legal or other professional advice on any matters within its terms of reference.