

**(HSES) Committee Charter**  
**CORP-GOV-CHRT-G-0005**

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The Health, Safety, Environment & Sustainability (HSES) Committee operates under the delegated authority of the Board and has the composition, responsibility, authority and specific duties set out below.

## 1 Composition & Meetings

The Committee will be comprised of three or more Directors. The Committee will contain a majority of Independent Directors and be chaired by an Independent Director. The composition of the Committee will be determined by the Board.

Committee meetings will be governed by the same rules as set out in the Company's Constitution as they apply to meetings of the Board, other than in relation to quorum. For the purpose of this Committee two members shall constitute a quorum. Membership of the Committee will be reviewed annually by the Board and listed in the annual report to shareholders.

All Directors are entitled to attend meetings of the Committee. The Committee may also invite any other person to attend all or part of a meeting as appropriate.

The Committee will meet at least three times a year and at additional times as required to fulfill its duties and responsibilities. The Company Secretary will be the secretary of the Committee.

## 2 Role

The role of the Committee is to support and advise the Board in respect of its responsibilities in relation to Health, Safety, Environment & Sustainability.

## 3 Duties and Responsibilities

- Review the appropriateness of the Company's Health, Safety, Environment & Sustainability policies having regard to current legislation and circumstances.
- Monitor the effectiveness of the Company's Health, Safety, Environment & Sustainability policies as they relate to the Company's operations.
- Review all Company risks relating to Health, Safety, Environment & Sustainability.
- Investigate any Health, Safety, Environment & Sustainability incidents classified as an "Extreme" risk in Clough's Risk Register and make recommendations to the Board as appropriate.
- Monitor and approve the Company's development of a Sustainability framework.
- Approve targets for performance in respect of Health, Safety, Environment & Sustainability and monitor performance against these targets.
- Provide regular reports to the Board in relation to the above.

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#### **4 Authority and Resources**

The Company is to provide the Committee with sufficient resources to undertake its duties. The Committee has the authority, as it deems necessary or appropriate, to access advice from external consultants or specialists.

#### **5 Charter Review**

The Committee will review this Charter regularly and update as required.

February 2009