

SCHEDULE 9
Terms of Reference for the Operations, Health, Safety and Environment
Committee
(approved by the board of Thrive Renewables plc on 2 May 2024)

1. Constitution

- 1.1 The Board of Thrive Renewables Plc (the “Company”) has established a Committee known as the Operations, Health, Safety and Environment Committee (the “Committee”). The purpose of the Committee is to ensure the compliance by the Company and its group of companies (the “Group”) with all legal requirements and industry guidelines relating to health, safety and protection of the environment, and to oversee the operational management of the Group.

2. Membership

- 2.1. The Committee shall comprise three directors, at least two of which shall be independent Non-Executive Directors. In order to be able to provide robust challenge and informed support to the Head of Operations between them, the members should also have extensive business experience, and understanding of management practices including health and safety and risk management activities, both generally and in the Company’s industry sector, and knowledge of any relevant specialist regulatory or legal requirements.
- 2.2. All members of the Committee have the right to attend Committee meetings. Other individuals (such as directors of the Group, members of the Senior Management Team or external advisors) 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 and reappointments made in terms of three years thereafter.
- 2.4. The Board shall appoint the Committee Chair, who should be an independent Non-Executive Director. In the absence of the Committee Chair and / or an appointed deputy, the remaining members present shall elect one of their number to chair the meeting.
- 2.5. The members of the Committee shall be appointed by the board following recommendation by the Nomination Committee in consultation with the Chair of the Committee.
- 2.6. If any member of the Committee is unable to act for any reason, the Chair of the Committee may appoint another person agreed by the other members of the Committee, to act as that member’s alternate.
- 2.7. The Chair and members of the Committee shall be listed each year in the Company’s annual report.

2.8. The Chair of the Committee shall be available at the Company's Annual General Meeting to answer questions about the Committee's activities.

3. Secretary

3.1. The Company Secretary, or their nominated representative, shall be the Secretary of the Committee.

4. Quorum

4.1. The quorum necessary for the transaction of business shall be two members of the Committee present throughout the meeting in person, by telephone or video conference, of whom at least one must be an independent Non-Executive Director. 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. Any material decisions shall be recommended to the Board for approval.

5. Meetings

5.1. The Committee shall meet at least quarterly, or at the same frequency as full Board meetings. Committee meetings shall be held two weeks prior to a scheduled full Board meeting if possible or as close to the Board meeting as possible.

5.2. Additional meetings of the Committee may be arranged at such times as the Chair shall require.

5.3. In the event of equality of votes, the Chair of the Committee shall have the casting vote.

6. Notice of meetings

6.1. Meetings of the Committee shall be called by the Secretary of the Committee at the request of the Committee Chair.

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 four 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 Committee meetings, including the names of those present and in attendance.

7.2. Minutes of Committee meetings shall be circulated promptly to the Committee Chair and, once agreed, to all members of the Committee and, once agreed, to all members of the Board unless a conflict of interest exists.

8. Duties

- 8.1. Assist the Board in ensuring compliance with legal requirements and industry guidelines on health, safety and protection of the environment.
- 8.2. Ensure that all reasonable steps are taken to deliver optimal operational and commercial performance and control costs.
- 8.3. Ensure that all reasonable steps are taken to efficiently deliver projects in construction on time and on budget.
- 8.4. Agree annual objectives related to health, safety and protection of the environment, and operational management of projects.
- 8.5. Formulate and review policies as required related to health, safety and protection of the environment and recommend such policies to the Board for approval.
- 8.6. Ensure that health and safety and environmental risks are identified, managed and mitigated, and that appropriate systems and procedures are established and maintained.
- 8.7. Ensure that there is a robust system of internal controls described in the Operational Management System and that such Operational Management System is reviewed annually.
- 8.8. Ensure that competent health and safety advice is obtained as required and that such advice is implemented and/or complied with, as appropriate.
- 8.9. Ensure that relevant personnel are adequately trained in health and safety.
- 8.10. Review operational budgets for each site.
- 8.11. Review annual insurance cover and terms for the operational portfolio and assets under construction and delegate decision making to MD, FD and Head of Operations.
- 8.12. Ensure that the performance of asset managers and O&M providers is proactively managed and monitored on an ongoing basis to ensure their compliance with HSE procedures and that value for money is obtained from these service providers.
- 8.13. Ensure that adequate financial resources are available to fulfil the Committee's duties.
- 8.14. The Committee shall review its own performance periodically.
- 8.15. Annually, the Committee shall review its own constitution, including the structure, size and composition (including the skills, knowledge and experience) of the Committee compared to its current position, and its terms of reference to ensure it is operating at maximum effectiveness, and make recommendations to the Board with regard to any changes.

9. Reporting responsibilities

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

10. Authority

- 10.1. The Committee is authorised to seek any information it requires from any employee of the company in order to perform its duties.
- 10.2. The Committee is authorised to obtain, at the Group's expense, outside legal or other professional advice on any matters within its terms of reference.