

SSE plc

TERMS OF REFERENCE FOR THE SAFETY, SUSTAINABILITY, HEALTH AND ENVIRONMENT ADVISORY COMMITTEE (SSHEAC)

SSE's strategy is to create value for shareholders and society in a sustainable way by developing, building, operating and investing in the electricity infrastructure and businesses needed in the transition to net zero. The SSHEAC is a Committee of the SSE Plc Board. The Committee's role is to support and advise the Board on matters relating to safety, sustainability, health and the environment. It provides a leadership forum for non-Executive Directors to work with senior management and shape policy, targets and strategy to improve safety, sustainability, health and environmental performance.

References to **"the Company"** shall mean SSE plc

References to **"Group"** shall mean the SSE group of companies and business areas

References to **"the Board"** shall mean the Board of SSE Plc

References to **"Director or Directors"** shall mean the directors of SSE plc

References to **"the Committee"** shall mean the SSHEAC

1. MEMBERSHIP

- 1.1 The Committee shall be appointed by the Board following recommendation by the Nomination Committee and shall comprise at least two nominated non-Executive Directors and at least two members of the Group Executive Committee. The Chief Executive shall normally attend meetings.
- 1.2 Only members of the Committee have the right to attend Committee meetings. However, the Committee encourages members to invite other employees for their development and to assist the Committee in discharging its duties effectively
- 1.3 A nominated non-Executive Director shall act as the Committee Chair. In the absence of the Committee Chair, the remaining members present shall elect one of their number to chair the meeting.
- 1.4 The Deputy Company Secretary or nominee shall act as the Secretary of the Committee.

2. MEETINGS

- 2.1 **Quorum.** The quorum necessary for the transaction of business shall be any two members, comprising at least one 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.
- 2.2 **Frequency of Meetings.** The Committee shall meet at least four times in each financial year and at such other times as the Committee Chair shall require. In addition to formal Committee meetings, members are requested to organise visits to operational sites and provide feedback to the next Committee meeting.

2.3 Notice of Meetings

- Meetings of the Committee shall be summoned by the Secretary of the Committee at the request of the Committee Chair.
- Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed and supporting documents, shall be forwarded to each member of the Committee, any other person required to attend and to all other Directors no fewer than five days prior to the date of the meeting.

2.4 Minutes of Meetings

- The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.
- Minutes of Committee meetings shall be distributed promptly to all members of the Committee and, once agreed, to all members of the Board.

3. RESPONSIBILITIES

3.1 General. The Committee's duties with regard to Safety, Sustainability, Health and Environment shall include:

3.1.1 Group SHE Committee. At each meeting, the Committee will receive the Minutes from Meetings of the Group Safety, Health and Environment Committee, together with an update on key issues.

3.1.2 Group Policies. Review and monitor the implementation of the Group Policies relating to: Safety and Health; Environment; Climate Change adaptation; and more generally, Sustainability.

3.1.3 Resources. Monitor the level of resource, competence and commitment applied to the management of SHE and Sustainability issues to ensure that a culture of continuous improvement is embedded across the Group.

3.1.4 Engagement and Communication.

- Receive updates from senior management covering an overview of the key Safety and Health issues affecting each of the main business areas across the Group.
- Undertake regular site visits and receive updates on employee views of the ongoing communication and engagement activity designed to raise the awareness of safety and health.
- Review feedback from a range of stakeholders (suppliers and contractors, government and regulators, non-governmental organisations and investors) engagement activities on matters relating to sustainability and the environment.

3.1.5 SHE Audits. Receive annually a report on the SHE audits planned for the forthcoming year, and periodic updates on any significant matters arising from audits carried out across the Group.

3.1.6 Legislation. Receive a report on forthcoming legislation and other requirements relating to safety, sustainability, health and environment matters likely to affect the Group and ensure that appropriate procedures are in place that allow the Group to comply with such legislation and other requirements.

3.4.4 Environmental impacts. Review reports on SSE's policy, practice and performance in relation to environmental impacts including waste, air emissions, biodiversity and water consumption. Receive updates on any ongoing or potential investigations arising from incidents.

3.5 Overarching. In discharging its responsibilities with regards to Safety, Sustainability, Health and the Environment, the Committee shall be mindful of the requirement to support SSE's general commitment to being a responsible company that makes a positive contribution to the communities and societies of which it is part.

4. REPORTING RESPONSIBILITIES

4.1 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

4.2 The Committee shall make a statement in the annual report about its activities, membership, number of meetings and attendance.

5. AUTHORITY

5.1 The Committee has no executive powers but will recommend any executive action it considers necessary to the Board. The Committee does not relieve the Directors of their responsibilities in respect of Committee matters.

5.2 The Committee is authorised:

- To seek any information it requires from any officer or employee of the Company or its subsidiaries in order to perform its duties.
- To call any member of staff to be questioned at a meeting of the Committee as and when required.
- To obtain, at the Company's expense, external professional advice on any matters within these terms of reference.

6. OTHER

6.1 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.

6.2 The Committee shall be provided with appropriate briefings, workplace visits and training, both in the form of an induction programme for new members and an on-going basis for all members.

6.3 The Committee shall make the Terms of Reference publicly available explaining its role and the authority delegated to it by the Board.