

ENQUEST PLC

(THE "COMPANY")

TERMS OF REFERENCE OF THE TECHNICAL COMMITTEE (THE "COMMITTEE") (Approved at a meeting of The Board Of Directors (The "Board") held On 15 October 2019)

1. TERMS OF REFERENCE TO BE MADE AVAILABLE

The Committee should make available these terms of reference, explaining its role and the authority delegated to it by the Board. (The requirement to make this information available would be met by making such information available on request and including these terms of reference and such explanation on the Company website).

2. MEMBERSHIP

2.1 The members of the Committee shall be appointed by the Board on the recommendation of the Nomination Committee. The Committee shall be made up of at least three members, the majority of whom shall be independent non-executive directors.

2.2 The Board shall appoint the chairman of the Committee who shall be an independent non-executive director and determine the period for which they shall hold office. In the absence of the appointed Chairman of the Committee and/or an appointed deputy, the remaining members present shall elect one of their numbers to chair the meeting.

2.3 Appointments to the Committee shall be for a period of up to three years, which may be extendable for two further three year periods, so long as members continue to be independent.

3. SECRETARY

The Company Secretary or their nominee shall act as the secretary of the Committee, with support from the Technical Manager to develop agendas.

4. MEETINGS

4.1 **Frequency:** The Committee shall meet at least two times a year and at such other times as the chairman of the Committee shall require.

4.2 **Right to attend:** No one other than the Committee chairman, its members and any other member of the Board is entitled to be present at a meeting of the Committee but other individuals may be invited to attend for all or part of any meeting as and when appropriate.

4.3 **Notice:** Meetings of the Committee shall be called by the secretary of the Committee at the request of any of its members. 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 seven 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.

4.4 **Quorum:** The quorum necessary for the transaction of business shall be two members. 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.

4.5 **Minutes:** The secretary of the Committee 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 circulated promptly to all members of the Committee and, once agreed, to all members of the Board unless a conflict of interest exists.

5. **DUTIES**

The Committee members are reminded of the overarching duties that they have as directors of the Company under the Companies Act 2006. In addition, they have the following specific duties as regards their membership of the Committee.

5.1 To provide the Board with additional technical insight when making Board decisions, including for the approval of Business Plans, when appropriate, the Committee shall review (after consideration by the Investment Committee or the CEO, though his delegated authority):

- development wells proposed in the annual Business Plan
- the technical status of the Growth Projects on a biannual basis
- expected production efficiency, including injectivity, on an annual basis
- the technical status of abandonment projects on an annual basis
- any proposed major facility project
- the annual reserve report, before consideration at the Audit Committee
- any proposed new development and acquisition, as appropriate
- post investment appraisals for projects.

6. **ANNUAL REVIEW**

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

7. **REPORTING RESPONSIBILITIES**

7.1 The Committee Chairman shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.

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

7.3 The Committee shall compile a report on its activities to be included in the Company's Annual Report.

8. **AUTHORITY AND POWERS**

8.1 The Committee is authorised by the Board to seek any information it requires from any employee of the Company in order to perform its duties.

8.2 The Committee is authorised to obtain, at the Company's expense, any outside legal or other professional advice on any matters within its terms of reference and within any budgetary restraints imposed by the Board and to commission or purchase any relevant reports, surveys or information which it deems necessary to help fulfil its duties.