enquest PLC

(the "Company")

TERMS OF REFERENCE OF THE Sustainability COMMITTEE (the "Committee")

(approved at a meeting of the Board of Directors (the "Board") held on 30 August 2023)

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).

1. MEMBERSHIP
	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 two members, the majority of whom shall be independent non-executive directors.
	2. The Board shall appoint the Chair 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 Chair of the Committee and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.
	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.
2. SECRETARY

The Company Secretary or their nominee shall act as the secretary of the Committee.

1. MEETINGS
	1. **Frequency:** The Committee shall meet at least two times a year and at such other times as the Chair of the Committee shall require.
	2. **Right to attend:** No one other than the Committee Chair, 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.
	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 five 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. **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.
	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.
2. 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.

* To oversee the process for appointment or re-appointment of the Reserves Auditor and, where a change of Reserves Auditor is proposed, to determine the reason for the proposed change;
* To review annually the qualification and independence of the Reserves Auditor;
* To review any material changes in reserves or changes in assumptions and/or forecasts and review and recommend to the board any public disclosure or regulatory filing thereon;
* To review annually asset integrity matters within the Group;
* To support the implementation and progression of the Group’s Risk Management Framework with respect to key non-financial risks;
* To review annually the adequacy of the framework of policies and guidelines for the management of Occupational Health & Hygiene, Personal & Process Safety and Environment (“**HSE**”), and evaluate the effectiveness of the Group’s policies and systems for identifying and managing HSE risks within the Group’s operations and compliance with regulatory requirements;
* To further investigate reports from management concerning all serious accidents within the Group
* To assess the impact of HSE decisions and actions upon stakeholders and on the reputation of the Group and make recommendations to the Board on areas for improvement;
* To evaluate and oversee, on behalf of the Board, the quality and integrity of any reporting to external stakeholders concerning HSE matters;
* To assess the Group’s exposure to risks from climate change, sustainable business practice expectations, and the energy transition and review actions to mitigate these risks;
* To review and monitor the Group’s decarbonisation and emissions reduction actions against targets/milestones set by the Board; and
* To undertake such other specific actions as the Board may require in relation to technical, reserves, HSE, risk and sustainability issues.
1. 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.

1. REPORTING RESPONSIBILITIES
	1. The Committee Chair shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
	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.
	3. The Committee shall compile a report on its activities to be included in the Company's Annual Report.
2. AUTHORITY AND POWERS
	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.
	2. The Committee is authorised to obtain, with Board approval and 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, to appoint consultants, and to commission or purchase any relevant reports, surveys or information which it deems necessary to help fulfil its duties.