

THE SAFETY HEALTH ENVIRONMENT & QUALITY (SHEQ) COMMITTEE TERMS OF REFERENCE
AFRICAN OXYGEN LIMITED

1. INTRODUCTION

- 1.1 The African Oxygen Limited ("Afrox / the Company") SHEQ Committee is a Committee of the Board of Directors of Afrox ("the Board").
- 1.2 The provisions of the Memorandum of Incorporation of the Afrox for regulating the meetings and proceedings of the Board in so far as they are not applicable and not inconsistent with these Terms of Reference will govern proceedings and meetings of the SHEQ Committee.
- 1.3 These terms of reference may from time to time be amended, as required, subject to the approval of the Board.

2. PURPOSE

The purpose of the SHEQ Committee is to assist the Board to monitor the effectiveness of the SHEQ management systems within Afrox and to guide the Board in decision making from a SHEQ perspective.

3. COMMITTEE MEMBERSHIP

- 3.1 The SHEQ Committee shall comprise of at least three (3) directors, including the Managing Director ("SHEQ Committee Member") appointed by the Board, of whom no less than two shall be independent non-executive directors.
- 3.2 The Board shall appoint the Chairperson of the SHEQ Committee.
- 3.3 The Secretary of the SHEQ Committee will be the Company Secretary, or any other such person nominated by the SHEQ Committee.
- 3.4 The Board shall have the power at any time to remove any SHEQ Committee Members from the SHEQ Committee and to fill any vacancies created by such removal.
- 3.5 The Chairperson of the SHEQ Committee shall attend the Annual General Meeting of Afrox and be prepared to respond to any shareholder questions on SHEQ committee issues.

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4. AUTHORITY OF COMMITTEE

- 4.1 The Board authorises the SHEQ Committee, within the scope of its responsibilities, to:
- 4.1.1 seek any information it requires from any Afrox employee (which employees are directed to co-operate with the SHEQ Committee);
 - 4.1.2 investigate any activity within this terms of reference; and
 - 4.1.3 require other employees of the company to attend the meetings or part of the meetings.

5. COMMITTEE DUTIES AND RESPONSIBILITIES

The SHEQ Committee will:

- 5.1 Ensure that the management of safety, health, environment and quality practices within Afrox are aligned with the overall business strategy of the company and geared towards compliance and fulfillment of its commitments and obligations in these fields.
- 5.2 To review the Afrox safety, health, environment and quality policies and the implementation thereof, focusing on quality and effectiveness.
- 5.3 Consider and approve major safety, health, environment and quality projects.
- 5.4 Ensure that the Board is informed about all significant impacts on the company in the safety, health, environment and quality field and how these processes and activities are managed.
- 5.5 Consider substantive national and international regulatory and technical developments in the field of safety, health environment and quality.
- 5.6 Monitor the company's safety, health and environment quality, performance, progress and continuous improvement.
- 5.7 Monitor the impact of the company's activities, products and services on the communities and environment in which it operates.
- 5.8 Deal with any other matters formally delegated by the Board to the SHEQ Committee from time to time.

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- 5.9 Request Management to submit reports to enable the SHEQ Committee to assess the status of safety, health, environment and quality policies and practices at Afrox.
- 5.10 Compile and share SHEQ reports on safety incidents where there are third-party claims or injuries are sustained (including but not limited to bodily harm, fatalities, direct and indirect losses, dependencies claims, loss of income, medical and other related expenses), with the SET Committee for ethical considerations relating to company assistance for expenses and/or losses that may be required in the circumstances.
6. COMMITTEE MEETINGS
- 6.1 The SHEQ Committee shall have at least four (4) meetings a year and hold additional such meetings as maybe deemed necessary in consultation with the Company Secretary. Special Committee meetings may be convened as may be required.
- 6.2 A meeting of the SHEQ Committee may be called by any member of the SHEQ Committee or by the Secretary.
- 6.3 Attendance of formal meetings of the SHEQ Committee shall be in person but members of the committee unable to attend in person may participate in the meeting via telephone connection or any other convenient means of communication which allows those participating to hear and speak to each other. The quorum in the event of some members linked to the meeting via telecommunication connections shall include those SHEQ Committee Members so linked.
- 6.4 A quorum for a meeting will consist of a majority of SHEQ Committee Members.
- 6.5 In the absence of the Chairperson of the SHEQ Committee, the SHEQ Committee Members shall elect one of their number as Chairperson for that meeting.
- 6.6 The Afrox General Manager: SHEQ shall attend the SHEQ Committee meetings by invitation. SHEQ Committee may also invite any other senior executive or other individuals to attend the meetings, as they consider appropriate. Members of the executive and senior management should be invited to attend the Committee meetings either by standing invitation or on an ad hoc basis to provide pertinent information and insights to their areas of responsibility. Every member of the Board is entitled to attend any Committee meeting as an observer, but may not participate without the consent of the Chairman, may not vote and is not entitled to fees for attendance unless payment is agreed to by the Board and shareholders.
- 6.7 No attendee, other than SHEQ Committee Members, shall have a vote at the meeting of the SHEQ Committee.

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- 6.8 A notice of each meeting of the SHEQ Committee confirming the date, time, venue and agenda shall be forwarded to each member of the SHEQ Committee, with a copy to members of the Board, at least seven working days prior to the date of the meeting.
- 6.8 The Secretary will minute the proceedings of the meetings. The Secretary shall keep the minutes and resolutions of the SHEQ Committee meetings.
- 6.9 Minutes, agenda and supporting documents will be made available to any Director, upon request to the Secretary, providing no conflict of interest exists.
- 6.10 At the beginning of each meeting of the Committee, all members should be required to declare whether any of them has any conflict of interest in respect of a matter on the agenda. Any such conflicts should be proactively managed as determined by the Board and subject to legal provisions.

7. REPORTING PROCEDURES

- 7.1 The Chairperson of the SHEQ Committee shall report to the Board following each Committee meeting.
- 7.2 Meeting Minutes shall be distributed to all Committee members, after approval has been received from the Chairperson of the SHEQ Committee.

8. REMUNERATION

- 8.1 Members of the SHEQ Committee, who are Independent Non-Executive Directors, may be paid such special remuneration in respect of their appointment as shall be fixed by the Board and approved by the Annual General Meeting of Shareholders.
- 8.2 Such special remuneration shall be in addition to the annual fees payable to Directors.

Approved and Signed by:


Board Chairman
Committee Chairman

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5/12/2019
Date

 **AFROX**
A Member of The Linde Group

5/12/2019.
Date