

KAZ MINERALS PLC

TERMS OF REFERENCE OF THE HEALTH, SAFETY AND ENVIRONMENT COMMITTEE

1. ROLE

The role of the Committee is to assist the Board in obtaining assurance that appropriate systems are in place to deal with the management of safety, health and environmental risks.

2. MEMBERSHIP AND ATTENDANCE

- 2.1 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.
- 2.2 The majority of the members of the Committee shall be Directors of the Company. A quorum for Committee meetings shall consist of two members.
- 2.3 The Board shall appoint the Committee Chairman who shall be an independent non-executive Director. In the absence of the Committee Chairman and/or an appointed deputy, the remaining members present shall elect one of their number present to chair the meeting.
- 2.4 Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the Chairman of the Board, other Directors, the Company Secretary, senior management and external advisers may be invited to attend all or part of any meeting as and when appropriate.
- 2.5 The Committee shall engage specialists with appropriate technical expertise to be members of and/or attend meetings of the Committee on a regular basis.
- 2.6 The regulations contained in the Company's Articles of Association for the meetings and proceedings of Directors shall so far as not altered hereby, also apply to members of the Committee.

3. SECRETARY

- 3.1 The Company Secretary, Senior Assistant or Assistant Secretary or their nominee shall act as the secretary of the Committee.

4. FREQUENCY OF MEETINGS

- 4.1 The Committee shall meet at least twice a year and at such other times as the Chairman of the Committee shall require.

5. NOTICE OF MEETINGS

- 5.1 Meetings of the Committee shall be called by the secretary of the Committee at the request of the Chairman of the Committee.
- 5.2 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 and any other person required to attend, no fewer than 5 working days prior to the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

6. MINUTES OF MEETINGS

- 6.1 The secretary of the Committee shall minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance.
- 6.2 The secretary of the Committee shall ascertain the existence of any conflicts of interest and minute them accordingly. If any conflicts of interest exist with a particular member of the Committee on any particular issue then such member of the Committee shall not participate or vote on the issue that gave rise to such conflict of interest.
- 6.3 Minutes of Committee meetings shall be circulated promptly to all members of the Committee and, following the approval of the Chairman of the Committee, to other members of the Board, unless a conflict of interest exists.

7. ANNUAL GENERAL MEETING

- 7.1 The Chairman of the Committee shall attend the Annual General Meeting prepared to respond to any questions on the Committee's activities.

8. DUTIES

- 8.1 The Committee shall:
 - a) keep under review the development and maintenance of a framework of policies and standards for managing health, safety and environmental risks and their impacts on the Group's activities;
 - b) receive reports from management on the implementation and operation of policies and standards within its terms of reference;
 - c) review compliance by the Group with relevant legislation and regulations relating to health, safety and the environment;
 - d) assess the impact of health, safety and environmental decisions and actions taken by the Group upon employees, communities, other stakeholders and the reputation of the Group and, where appropriate, ensure appropriate remedial measures are taken;
 - e) monitor the demonstration of management commitment to the behaviours required by the policies and standards within its terms of reference;
 - f) monitor the resources applied to achieving compliance with the policies and standards within its terms of reference;
 - g) receive reports from management on all fatalities and serious incidents to monitor key indicators and learnings from incidents and, where appropriate, ensure that they are communicated to Group companies and contractors;

- h) facilitate the promotion by management of a culture of care and sensitivity towards the environment and the communities in which the Group operates;
- i) maintain an overview of material national and international regulatory and technical developments in the fields of health, safety and the environment;
- j) evaluate and oversee the quality and integrity of any reporting to external stakeholders on health, safety and environmental issues before they are presented to the Board;
- k) review the findings of any internal or external reports on the efficiency and effectiveness of the Group's health, safety or environmental systems, assess any strategies and action plans developed by management in response to issues raised and, where appropriate, make recommendations to the Board concerning the same; and
- l) 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.

9. REPORTING RESPONSIBILITIES

- 9.1 The Committee Chairman 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 terms of reference.
- 9.3 The Committee shall make a statement in the annual report about its activities.

10. AUTHORITY

- 10.1 The Committee is authorised to seek any information it requires from any Director or employee of the Company in order to perform its duties.
- 10.2 The Committee may call any Director or employee to be questioned at a meeting of the Committee as and when required.
- 10.3 The Committee shall have access to sufficient resources in order to carry out its duties, including access to the Company Secretary's department for assistance as required.
- 10.4 The Committee shall have unrestricted access to Company documents and Company information.

10.5 The Committee is authorised by the Board to obtain, at the Company's expense, outside legal or other professional advice and secure the attendance at its meetings of outsiders with relevant experience and expertise if it considers this necessary.