



PETRA DIAMONDS LIMITED (Company No. EC23123)

(the “Company”)

**HEALTH, SAFETY, SOCIAL AND ENVIRONMENT COMMITTEE
TERMS OF REFERENCE**

Reference within this Section to “the Committee” shall mean the Health, Safety, Social and Environment Committee.

1. PURPOSE

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 health, safety, social and environmental risks.

2. THE COMMITTEE

2.1 Membership

- a) Members of the Committee shall be appointed by the Board, on the recommendation of the Nominations Committee and shall be made up of at least three members, including at least one Board director.
- b) Appointments to the Committee shall be for a period of up to three years, which may be extended for two further three-year periods.
- c) The Board shall appoint the Committee Chairman who shall be a director of the Company. 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.
- d) Only members of the Committee have the right to attend Committee meetings. However, other individuals such as other directors may be invited to attend all or part of any meeting as and when appropriate.
- e) The Committee shall engage specialists with appropriate expertise to be members of and/or attend meetings of the Committee on a regular basis.
- f) Only members of the Committee are entitled to vote at meetings of the Committee.

2.3 Quorum

The quorum necessary for the transaction of business shall be two members including at least the one Board 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.

3. MEETINGS

3.1 Frequency of Meetings

The Committee shall meet not less than twice a year and at such other times as the Chairman of the Committee shall require.

3.2 Notice of Meetings

Meetings of the Committee shall be summoned 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 and any other person required to attend no fewer than five 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.

3.3 Minutes of Meetings

- a) 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.
- b) Minutes of Committee meetings shall be circulated to the Chairman of the Committee in the first instance, then to all members of the Committee and once agreed, to all members of the Board on request.

3.4 Annual General Meeting

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

4. DUTIES

The Committee should carry out the duties below for the Company and Group as appropriate:

- a) the Committee shall evaluate the effectiveness of the Group's policies and systems for identifying and managing health, safety, social and environmental risks within the Group's operations;
- b) the Committee shall assess the policies and systems within the Group for ensuring compliance with applicable legal and regularity requirements with respect to health, safety, social and environmental aspects;

c) the Committee shall assess the performance of the Group with regard to the impact of health, safety, social and environmental decisions and actions upon employees, communities and other stakeholders. It shall also assess the impact of such decisions and actions on the reputation of the Group;

d) the Committee shall, on behalf of the Board, receive reports from management concerning all fatalities and serious accidents within the Group and actions taken by management as a result of such fatalities or serious accidents;

e) the Committee shall evaluate and oversee, on behalf of the Board, the quality and integrity of any reporting to external stakeholders concerning health, safety, social and environmental issues;

f) the Committee shall review the Group's performance indicators in connection with health, safety, social and environmental aspects; and

h) review the Group's public disclosure on health, safety, social and environmental matters and approve them as necessary.

5. REPORTING RESPONSIBILITIES

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

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

5.3 The Committee shall make a statement in the annual report about its activities.

6. OTHER

6.1 The Committee shall have access to sufficient resources in order to carry out its duties, including access to professional technical expertise in the areas within its remit and the assistance of the Company Secretary as required.

6.2 The Committee should consider such other matters as the Board may from time to time refer to it.

6.3 At every level of the organisation, line managers are responsible for health, safety, social and environmental matters. Ultimate responsibility for health, safety, social and environmental matters will remain with the Board.

6.4 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.

7. AUTHORITY

7.1 The Committee is authorised to:

a) seek any information it requires from any employee of the Company in order to perform its duties and all employees shall be directed to cooperate with any request made by the Committee;

b) call any employee to be questioned at a meeting of the Committee as and when required;

c) obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference and secure the attendance at its meetings of outsiders with relevant experience and expertise if it considers this necessary. The Committee shall have full authority to commission, at the Company's expense, any reports or surveys which it deems necessary to help fulfil its obligations.