



HEALTH, SAFETY AND ENVIRONMENTAL COMMITTEE TERMS OF REFERENCE

1. OBJECTIVE

The Health, Safety and Environmental Committee (the “Committee”) is a committee of the Board of Kore, with its objective being to assist the Board in fulfilling its oversight responsibilities with respect to health, safety and environmental matters affecting the Company.

2. DUTIES AND RESPONSIBILITIES

2.1 The duties and responsibilities of the Committee are as follows:

- draft and recommend to the Board for approval health, safety and environmental policies, clearly setting out the commitments of the Company to manage health, safety and environmental matters effectively;
- periodically review the health, safety and environmental policies of the Company and, in the Committee’s discretion, recommend changes to such policies to the Board;
- receive and review, not less than annually, reports from management on the status of compliance or any material non-compliance with the health, safety and environmental policies of the Company and on compliance or any material non-compliance with all applicable legislative and regulatory requirements;
- review, and in the Committee’s discretion, make recommendations to the Board regarding health, safety or environmental matters;
- in the event of the occurrence of a material health, safety or environmental incident, receive and review as soon as reasonably practicable, a report from management detailing the nature of the incident and describing the remedial action being taken; and
- review and make recommendations on such other health, safety and environmental matters as the Committee may consider suitable or the Board may specifically direct.

3. REPORTING

The chairman of the Committee (“Chairman”) will report to the Board on the Committee’s activities and, as appropriate, make recommendations to the Board after each Committee meeting.

4. MEMBERSHIP / ATTENDANCE / REMOVAL

4.1 The Board will appoint the members of the Committee (the “Members”), on the recommendation of the Nomination & Remuneration Committee and in consultation with the Committee Chairman. The Members will be appointed to hold office until their successors are appointed. The Board may remove a Member at any time and may fill any vacancy occurring on the Committee. A Member may resign at any time and a Member will automatically cease to be a Member upon ceasing to be a director or an employee of the Company.

4.2 All Directors are invited to attend Committee meetings, unless the Committee considers that, for potential conflicts of interest or reasons of confidentiality, it would not be appropriate for other Directors to be invited to attend the meeting in whole or in part. Other individuals such as the

Chief Executive Officer and external advisers may be invited to attend for all or part of any meeting, as and when appropriate and necessary.

- 4.3 The Committee will consist of at least three directors.
- 4.4 The Board will appoint one of the Members to act as the Chairman. In the absence of the Committee Chairman and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.

5. ACCESS TO INFORMATION AND AUTHORITY

The Committee will be granted unrestricted access to all information regarding the Company that is necessary or desirable to fulfill its duties and all directors, officers and employees of the Company and its subsidiary entities will be directed to cooperate as requested by Members. The Committee has the authority to retain, at the Company's expense, independent legal, financial and other advisors, consultants and experts, to assist the Committee in fulfilling its duties and responsibilities.

6. MEETING PROCEDURES

- 6.1 Meetings of the Committee will be held at such times and places as the Chairman may determine. At least twenty-four (24) hours advance notice of each meeting will be given to each Member orally, by telephone, or email, unless all Members are present and waive notice, or if those absent waive notice before or after a meeting. Members may attend all meetings either in person or by telephone.
- 6.2 A quorum shall consist of two Members. Each Member will have one vote and decisions of the Committee will be made by an affirmative vote of the majority. The Chairman will not have a deciding or casting vote in the case of an equality of votes.
- 6.3 At the request of the Chief Executive Officer of the Company or any Member, the Chairman or Secretary will convene a meeting of the Committee. Any such request will set out in reasonable detail the business proposed to be conducted at the meeting so requested.
- 6.4 In advance of every regular meeting of the Committee, the Chairman, with the assistance of the Secretary, will prepare and distribute to the Members and others as deemed appropriate by the Chairman, an agenda of matters to be addressed at the meeting together with appropriate briefing materials.
- 6.5 The Company Secretary or his/her nominee shall act as the Secretary of the Committee. The Secretary shall minute the proceedings and resolutions of all Committee meetings. Draft minutes of Committee meetings shall be circulated promptly to all members of the Committee. Once approved, minutes should also be circulated to other members of the Board, unless in the opinion of the Committee Chairman, it would be inappropriate to do so.

7 OTHER

The Committee shall periodically review its own performance and, at least annually, review its 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.

Terms of Reference approved by Board on 27 November 2017