

Amec Foster Wheeler plc

Health, Safety, Security, Environmental and Ethics (HSSEE) Committee of the Board

Terms of Reference adopted by the Board on 17 December 2014

Purpose	The purpose of the Committee is to assist the Board in dispensing its duty to ensure that the company manages HSSEE risk effectively and upholds Amec Foster Wheeler plc's core values.
Membership	The Committee shall be appointed by the Board and shall consist of non-executive directors of the Company.
Quorum	Any two members. A duly convened meeting of the Committee at which a quorum is present shall be authorised to exercise all or any of the powers and discretions vested in or exercisable by the Committee.
Committee Chairman	The Chairman shall be a non-executive director of the Company appointed by the Board. If the Chairman is unavailable for a meeting, the members of the Committee present shall elect a Chairman for that meeting.
Committee Secretary	The Company Secretary or delegate.
Attendance at Meetings	Only members of the Committee have the right to attend Committee meetings, supported by a Board-appointed Secretary, normally the Company Secretary. The Group Health, Safety, Security and Environmental (HSSE) Director will normally be invited to attend and report to meetings of the Committee. The Board Chairman and other non-executive directors, as well as other company employees and external advisers, may be invited to attend all or part of any meeting, as appropriate.
Frequency of Meetings	The Committee shall meet at least twice a year, the Chairman shall call a meeting if requested to do so by the Board Chairman, the Chief Executive, the General Counsel & Company Secretary, Group HSSE Director or any member of the Committee.
Authority	The Committee is authorised by the Board: <ol style="list-style-type: none">1. to obtain outside legal or other independent professional advice (normally via the General Counsel & Company Secretary) and the Company shall meet the expense of such advice;2. to secure the attendance of external parties with relevant experience and expertise it considers necessary;3. to require such information and co-operation and attendance at meetings as it requests from any employee of the Company;4. to carry out site visits;5. to take any other action that it believes reasonable and necessary to fulfil its purpose.
Responsibilities	The Committee will: Review and approve the company Code of Business Conduct (CoBC) and HSSE policy statement at least annually to ensure it adequately reflects the company's undertaking, culture, values and expectations; Examine the processes in place to be satisfied that all significant SEE risks are identified and controlled;

Consider the adequacy of the management systems underpinning the CoBC and HSSE policy, including training and adequacy of resources for their implementation;

Consider the adequacy of Group Internal Audit's programme for assurance of the CoBC and business ethics policies;

Review performance reports relating to the management of HSSEE risks to evaluate the effectiveness of systems and process to control risk;

Review and approve leading and lagging key performance indicators established to target continuous improvement in HSSEE performance;

Consider the robustness and adequacy of processes and procedures for the assurance of HSSEE risk mitigation and where appropriate seek external validation that such processes are effective;

Review and monitor business HSSE and ethics within the Company including, *inter alia*, compliance with relevant legislation, regulation, and current best practice relating to:

- a. health, safety and environmental management;
- b. security and emergency preparedness;
- c. anti-bribery and corruption;
- d. government contracting;
- e. competition laws;
- f. import/export restrictions and trade sanctions;
- g. discrimination or inappropriate behaviour in the work place;

Understand the impact of any pending or threatened administrative regulatory or judicial proceedings relating to HSSE or ethics and/or relevant high profile industry events relating to HSSEE risk.

HSSE-related additional responsibilities:

Receive from management, reports concerning all fatalities and serious incidents within the company, a register of all relevant recommendations arising from such reports and their current status and periodic reports upon the implementation and effectiveness of all such recommendations;

Advise the Board on the impact of any identified breaches in the Group's control environment that have resulted in an unacceptable risk, prosecution or the likelihood of prosecution, or a material impact on the Group's reputation and provide oversight of the handling of the same;

Ethics-related additional responsibilities:

Review and, where appropriate, investigate complaints/allegations as they relate to:

- 1.1. bribery or corruption;
- 1.2. false or misleading statements made to Government authorities;
- 1.3. conflicts of interest (including, but not limited to, gifts, hospitality, outside interests and related party transactions);

- 1.4. unfair or disrespectful behaviour in the workplace (including harassment and discrimination);
- 1.5. unfair competition (including collusion, price fixing etc);
- 1.6. inappropriate personal use of company assets.

Exclusions

The Committee shall not be responsible for reviewing and monitoring legislation or regulation relating to financial reporting, capital markets or fraud (which is the responsibility of the Audit Committee).

Investigations

In the event of an actual or suspected significant ethical breach of the CoBC or relevant legislation having the potential for serious reputational damage for the Company, a member of the Committee will normally take responsibility for and manage any investigation into the relevant matters with the support of the General Counsel & Company Secretary.

Reporting

The Chairman shall report formally on the proceedings of the Committee to the Board Meeting following the Meeting of the Committee and Minutes of the Committee shall be made available to all members of the Board

Duties of the Secretary

The Secretary shall be required to keep a proper and timely record of meetings of the Committee and circulate such minutes to all members of the Committee. Notices of all meetings of the Committee, confirming the venue, time and date together with an agenda of items to be discussed and relevant papers, shall be circulated to Committee members and any other attendees, not less than five working days prior to the date of the meeting.

The Secretary shall ensure that the Committee is properly constituted within these Terms of Reference. Any actual or anticipated variance of these terms should be brought to the attention of the Chairman and the Chairman of the Board as appropriate.

The Secretary shall ensure that these Terms of Reference are publicly available on amecfw.com.