



13 November 2019

## **Mandate and Charter for the Health and Safety Committee in TDC A/S**

### 1. Purpose and Mandate

The Health and Safety Committee ("the Committee") is a committee under the Board of Directors appointed in accordance with Section 16.1 of the Rules of Procedure for the Board of Directors of TDC A/S ("the Company").

The Board of Directors authorises the Committee to:

- Review, investigate and monitor all areas within the Mandate and Charter;
- Obtain the necessary information from the Executive Committee and employees who are required to cooperate with the Committee and answer any questions from the Committee, relevant to its work; and
- Obtain advice, guidance and assistance from external consultants/specialists when deemed necessary or advisable for the performance of its functions. The company is expected to cover the expenses incurred in connection herewith.

### 2. Committee tasks

The Committee has the following preparatory tasks:

#### H&S Certification

- a) Oversee on behalf of the Board the possible periodic engagement with an appropriate third-party expert to provide assurance as to the adequacy and effectiveness of the Company's H&S management systems and their application;

#### Policy and Strategy

- a) Review initiatives, risk exposure, targets and performance of the Company and of its suppliers and contractors;
- b) Annually review and provide guidance on H&S strategies and policies;
- c) Oversee training plans and feedback on effectiveness;

#### Management Plan

- a) Support management in the development of their annual H&S Management Plan, targets and supporting initiatives;

### Reporting

- a) Review operational performance through a review of key performance indicators, lost time injuries and other reporting measures being adopted by the Company in relation to H&S matters. Development of each to be monitored on a monthly basis, but at least at every Committee meeting;
- b) Report on themes from near-miss accidents, incl. root cause analysis, and associated action plans and preventive measures;
- c) Annually assess psycho-social workplace based on relevant H&S questions in My Voice, incl. benchmarking with other Danish companies. In addition, questions regarding sexual harassment, violence and bullying to be assessed every three (3) years;
- d) At least four times a year, receive a report from the Company's Executive Committee;
- e) At least once a year, receive an update on the audits planned for the forthcoming year;
- f) At least once every three years, receive a comprehensive audit report of the Company's and its subsidiaries' procedures, training, reporting, culture, occupational risks and outsourced contractors;

### H&S related events

- a) Be directly notified of any H&S related event that the Executive Committee deems of sufficient materiality based on the severity of the matter, reputational issues and media interest, and ensure the Board is so informed;

### Committee reporting to Board

- a) Provide the Board at each meeting with an assessment of H&S issues and risks with the aim to raise the Board's awareness;
- b) Report matters requiring Board approval and H&S matters of significance with details of follow-up action plans; and

### Go Sees

- a) At least two (2) members of the Committee should each attend site visit. Such visits include site visits undertaken in the context of the Board programme of site visits.

### 3. Members of the Committee and Term

The Committee shall consist of up to three (3) members of the Board of Directors, augmented as necessary in agreement with the Chairman after consulting with the members. The members of the Committee, including the Chairman of the Committee, shall be appointed by and among the members of the Board of Directors at

the constituent board meeting immediately after the General Meeting for a period until the next General Meeting. Reappointment is allowed.

#### 4. Meetings

The Committee shall meet as often as the Committee deems it appropriate but meet at least four (4) times each year. For a period of 12 months from inception of the Committee, the Committee shall meet prior to each of the Company's ordinary Board meetings.

Further, the Committee shall meet upon request of a member of the Committee, the Board of Directors or the Executive Committee.

Meetings shall be convened by the Chairman of the Committee at not less than seven (7) days' written notice to all members of the Committee and such notice shall include an agenda for the meeting in question. Any written material relating to the individual agenda items shall, to the extent possible, be made available to the members no later than four (4) days prior to the meeting unless agreed with the Chairman.

If deemed appropriate, the Chairman of the Committee can decide that meetings of the Committee are held by conference calls.

If deemed necessary by the Chairman of the Committee, proxy arrangements may be made, under which a member of the Committee in isolated cases may grant a power of attorney to another member where this is appropriate, having regard to the issue to be discussed.

Further, the Chairman of the Committee can decide that a resolution of the Committee may be passed following a written procedure. The proposed resolution shall be forwarded to the members of the Committee and the Chairman of the Committee shall subsequently seek to obtain a written, oral or electronically transferred statement from all members of the Committee and subsequently arrange for the recording of the resolution in the minute book.

Only members of the Committee are entitled and obliged to attend meetings of the Committee. In order to ensure the Committee's independence and objectivity, other members of the Board of Directors or of the Executive Committee respectively can participate in meetings only at the invitation of the Committee, with a view to providing factual information. This includes the CEO, other executives, including the HR Director etc., and is also the case for any external consultants.

Meetings of the Committee shall be subject to the same confidentiality provisions that apply to the Board of Directors.

#### 5. Quorum and resolutions

Provided the meeting has been duly convened and held, a majority of the members of the Committee shall constitute a quorum. Resolutions

require a simple majority of the members present at a meeting; however, all resolutions of the Committee shall be sought to be made unanimously. In the event of equality of votes, the Chairman of the Committee holds the casting vote. Any resolution of the Committee in writing and signed by all of the members of the Committee shall be fully as effective as if it had been made at a meeting duly called and held.

#### 6. Minutes of meetings

Minutes of all meetings of the Committee shall be prepared to document the fulfillment of the Committee's responsibilities. The draft minutes shall be sent to the members of the Committee prior to the tenth working day after the meeting date and in addition – as for meetings with participation of the CEO and other executives – to these participants to ensure the precise wording of the minutes. The minutes shall be approved by the Committee at the following meeting. The approved minutes shall be maintained with the books and the records of the company.

#### 7. Reports to the Board of Directors

The Committee shall, when appropriate, inform the Board of Directors of the Committee's activities and submit recommendations to the Board of Directors. The Board of Directors may consult the Committee on any matter considered to be of relevance to the Board of Directors' work.

An annual self-evaluation of the work and members of the Committee shall be carried out and the Board of Directors shall be informed of the results as part of the self-evaluation of the Board of Directors.

The Committee and the Chairman of the Committee shall on the basis of the self-evaluation present any suggestions to the Board of Directors regarding improvement of the work of the Committee.

#### 8. Publication

The Committee shall contribute to the information regarding the Committee on the company's website and in the company's annual report if the information is included therein. The Committee shall provide the information below to the company's website and the annual report, if relevant. The Committee shall also ensure that the information regarding the Committee on the website and in the annual report, if relevant, is accurate and adequate.

The company's website and annual report, if relevant:

- Inform that the company has established a Committee
- Inform about the Committee's Mandate and Charter
- Inform about the Committee's principal activities during the year
- Inform about the names of the members of the Committee
- Inform about who are independent members of the Committee

- Inform about who are members with special qualifications in the Committee
- Inform about who is Chairman of the Committee
- Inform about the number of meetings throughout the year

#### 9. Remuneration of the members the Committee

All or individual members of the Committee may receive remuneration in the form of an annual fee. The remuneration shall be approved by the General Meeting in connection with approval of the ordinary fee to the Board of Directors.

#### 10. Other issues

At least annually, the Mandate and Charter shall be reviewed by the Committee and any changes proposed by the Committee shall be submitted to the Board of Directors for approval. Further, the Committee must annually assess and determine whether the Committee shall continue or abolish and consequently, transfer the tasks to the Company's Audit Committee.

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Thus, approved at the meeting of the Board of Directors of TDC A/S held on 13 November 2019.