

Biffa Plc (the "Company")

TERMS OF REFERENCE FOR THE HEALTH & SAFETY AND ENVIRONMENT COMMITTEE

1. CONSTITUTION

- 1.1 The Committee has been established by resolution of the board of directors of the Company (the "Board") and is to be known as the Health & Safety and Environment Committee (the "Committee").

2. MEMBERSHIP

- 2.1 The members of the Committee shall be appointed by the Board from amongst the independent non-executive directors of the Company (including the Chairman) and the Chief Executive Officer and shall consist of at least three members.
- 2.2 The Board shall appoint a chairman of the Committee (the "Chairman"). The Chairman shall be an independent non-executive director and shall not be the Chairman of the Company.
- 2.3 The Board shall regularly review the membership of the Committee to ensure that membership is refreshed and undue reliance is not placed on particular individuals as regards membership of the Committee and other Board committees.
- 2.4 The Committee may invite than other person, including the Director, Environment, Quality and Health & Safety, to advise and/or to join meetings of the Committee when required notwithstanding that they may not be members of the Committee.

3. QUORUM

A quorum shall be two members. 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.

4. ATTENDANCE AT MEETINGS

- 4.1 No one other than the Committee Chairman and members is entitled to be present or vote at a meeting of the Committee.

5. SECRETARY

- 5.1 The Company Secretary shall act as the secretary of the Committee and shall keep a record of the membership of and the dates of any changes to the membership of the Committee.

6. FREQUENCY OF MEETINGS

- 6.1 Meetings shall be held at such times as the Committee deems appropriate, and in any event shall be held not less than three times a year.

7. PROCEEDINGS

- 7.1 Unless varied by these terms of reference, meetings and proceedings of the Committee will be governed by those of the Company's Articles of Association concerning meetings and proceedings of directors.
- 7.2 Meetings of the Committee shall be summoned by the Secretary of the Committee at the request of any member thereof.
- 7.3 Notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed and supporting papers, shall be sent to each member of the Committee and any other person required to attend as soon as reasonably practical prior to the date of the meeting.
- 7.4 The Secretary to the Committee shall record the proceedings and resolutions of meetings of the Committee and shall circulate the minutes of such meetings to all members of the Committee and, upon request, to all members of the Board.
- 7.5 In the absence of the Committee Chairman and/or an appointed deputy, those members present shall elect one of their number to chair the meeting.

8. AUTHORITY

- 8.1 The Committee is authorised by the Board at the expense of the Company to investigate any matter within its terms of reference. It is authorised to seek any information that it requires from any employee in order to perform its duties and all employees are directed to cooperate with any requests made by the Committee.
- 8.2 The Committee is authorised by the Board at the expense of the Company to obtain external professional advice and to secure the attendance of third parties with relevant experience and expertise at meetings of the Committee if it considers this necessary.
- 8.3 These terms of reference may be amended from time to time as required, subject to approval by the Board.

9. DUTIES

The responsibilities of the Committee shall be:

- 9.1.1 To oversee the Company's health and safety policy and the arrangements for its implementation and reporting;
- 9.1.2 To oversee the Company's environmental policy and the arrangements for its implementation and reporting;
- 9.1.3 To oversee the Company's arrangements for corporate responsibility including relevant health & safety and environment management controls.

10. ANNUAL GENERAL MEETING

- 10.1 The Chairman of the Committee shall be available at the Annual General Meeting to answer questions on the Committee's activities and its responsibilities.