

Vertu Motors plc (Company)

HEALTH & SAFETY COMMITTEE TERMS OF REFERENCE

1 Constitution

- 1.1 The Committee is established by the executive directors of the Company.
- 1.2 The Committee may from time to time investigate, discuss or review matters outside its terms of reference if required to do so by the Board.

2 Remit

The remit of the Committee is to ensure and monitor the Group's compliance with health and safety and environmental law and regulation.

3 Duties and terms of references

3.1 Processes and training

The Committee shall:

- a. keep under review the adequacy and effectiveness of the Group's processes and policies to ensure that these adequately meet the requirements of the health and safety and environmental legislation applicable to the Group from time to time and ensure that Colleagues are aware of such policies as necessary through communication, training and induction;
- b. keep under review the adequacy and timeliness of training required of all colleagues; and
- c. ensure that the Group has in place all of the necessary licences and consents and maintains a register of the same.

3.2 Monitoring and reporting

The Committee shall:

- a. Review the central reporting of compliance with the Group's policies and procedures for health and safety
- b. Review the accident records across the Group.

3.3 Audit

The Committee shall:

- a. Review and assess the health and safety auditing process to ensure the Group's compliance to key processes.
- b. Review the results of audits carried out and seek remedial action or ensure training as appropriate for poor audit results.

3.4 Compliance, whistleblowing and fraud

- a. The Committee shall review the adequacy and security of the Group's arrangements for its colleagues and its contractors to raise concerns, in confidence about possible wrongdoing. The Committee shall ensure that these arrangements allow proportionate and independent investigation of such matters and appropriate follow up action.

4 Membership

- 4.1 The members of the Committee shall be approved by the COO and shall consist of not less than four members.
- 4.2 The Chairman of the Committee shall be appointed by the COO.
- 4.3 The quorum necessary for the transaction of business of the Committee shall be at least two members (including the Chairman).

5 Voting arrangements

- 5.1 Each member of the Committee shall have one vote which may be cast on matters considered at the meeting. Votes can only be cast by members attending a meeting of the Committee.
- 5.2 If a matter that is considered by the Committee is one where a member of the Committee, either directly or indirectly, has a personal interest, that member shall not be permitted to vote on that matter at the meeting.
- 5.3 Decisions of the Committee will be made by majority vote. Save where he/she has a personal interest, the chairperson will have a casting vote.

6 Attendance at Meetings

- 6.1 The Committee will meet at least six times a year. The Committee may meet at other times during the year as agreed between the members of the Committee or as otherwise requested by the Board.
- 6.2 Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the Chairman of the Board, CEO, or other directors (non-executive and executive) and other Company employees may be invited to attend all or part of any meeting as and when appropriate in the opinion of the Committee Chairman or the majority of its members.

7 Notice of meetings

Meetings of the Committee shall be called by its Chairman at the request of any of its members.

8 Reporting

Minutes of each meeting will be circulated to all members of the Committee. A monthly report will be submitted to the Board and the executive directors shall make recommendations to the Board as appropriate from the Committee.

9 General matters

- 9.1 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.
- 9.2 The Committee shall have access to sufficient resources in order to carry out its duties, including access to the Company Secretary for assistance as required.

9.3 The Committee shall give due consideration to applicable laws and regulations.