



GENEL ENERGY PLC (the *Company*)

**INTERNATIONAL RELATIONS COMMITTEE TERMS OF REFERENCE
adopted by the Board on 5 February 2020**

1. BACKGROUND

- 1.1 The board of directors of the Company (the *Board*) has resolved to establish a International Relations Committee (the *Committee*).

2. DUTIES OF THE COMMITTEE

The duties of the Committee shall be:

- 2.1 to monitor and review political developments in the regions in which the Company and its subsidiaries (the Group) operates through an on-going analysis of the media, academic and other sources, as well as through direct contact with relevant authorities, and to keep up to date and fully informed about strategic issues and commercial changes affecting the Group and the market in which it operates that may create political risk for the Group;
- 2.2 to assist the Board in engaging in relevant international relations to oversee, monitor and mitigate the potential political risks associated with the activities of the Group, wherever located or contemplated and to provide the Board and members of the Company's executive committee (Executive Committee) with an independent assessment of such risks;
- 2.3 to make recommendations to the Board on all aspects of engaging on international relations to achieve maximum success associated with any matter that is brought before the Board for consideration and/or decision;
- 2.4 to monitor and strengthen the Company's efforts to provide shareholders, analysts, regulatory authorities and the wider investment community with timely, accurate analysis of political risks and controls associated with the Group's activities, wherever located or contemplated;
- 2.5 to monitor and review the accuracy and completeness of any description in any public document or communication with shareholders, including any prospectus, shareholder circular, annual report or announcement, of the political risk and controls involved with the activities of any Group company.

3. COMPOSITION

- 3.1 The committee shall have a minimum of two members and at least half the members of the Committee shall be independent non-executive directors.

- 3.2 Only members of the committee have the right to attend committee meetings. However, other individuals may be invited to attend all or part of meetings as and when appropriate and necessary.

4. QUORUM

- 4.1 The quorum necessary for the transaction of business shall be two members of the Committee.
- 4.2 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.

5. MEETING ADMINISTRATION

- 5.1 The Committee shall meet at least twice a year as agreed by the members and at such other times as the Committee Chairman shall require.
- 5.2 Meetings of the Committee shall be called by the secretary of the Committee.
- 5.3 Notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, any other person required to attend and all other non-executive directors, no later than five working days before the date of the meeting unless otherwise agreed. Supporting papers shall be sent to the Committee members and to other attendees, as appropriate, at the same time.

6. COMMITTEE SECRETARY

- 6.1 The Company Secretary or such person as the Company Secretary nominates shall act as the Committee Secretary.
- 6.2 The Committee Secretary shall minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance.
- 6.3 The Committee Secretary shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.
- 6.4 Draft minutes of Committee meetings shall be circulated promptly to all members of the Committee and, once agreed, minutes should promptly be circulated to all members of the Board, unless a conflict of interest has been identified.

7. COMMITTEE EFFECTIVENESS

- 7.1 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 and recommend any changes it considers necessary to the Board for approval. This can be satisfied by participation in any wider Board evaluation process.

8. REPORTING RESPONSIBILITIES

- 8.1 The Committee Chairman shall report to the Board on its proceedings after each meeting of the Committee to elaborate on any issues arising, or with regards to other matters within its duties and responsibilities.
- 8.2 The Committee shall make such recommendations to the Board as it deems appropriate on any area within its remit where action or improvement is needed or desirable.
- 8.3 The Committee shall make a statement in the Company's Annual Report about its activities on all matters that the Committee Chair deems appropriate.
- 8.4 The Committee Chairman shall attend the Annual General Meeting prepared to respond to any shareholder questions on the Committee's activities.

9. OTHER MATTERS

The Committee shall:

- 9.1 have access to sufficient resources in order to carry out its duties, including access to the Company Secretariat for assistance as required;
- 9.2 be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members;
- 9.3 give due consideration to laws and regulations, the requirements and provisions of the UK Corporate Governance Code, the UK Listing Authority's Listing, Prospectus and Disclosure and Transparency Rules, and any other applicable rules as appropriate;
- 9.4 oversee any investigation of activities which are within its terms of reference; and
- 9.5 have regard to the prevailing market conditions in carrying out its role.

10. AUTHORITY

The Committee is authorised by the Board to:

- 10.1 undertake any activity within its terms of reference;
- 10.2 seek any information that it requires from any Group employee or external provider of services to the Group in order to perform its duties;
- 10.3 call any employee and/or other representative of a service provider to be questioned at a meeting as and when required;
- 10.4 obtain at the Company's expense, outside legal or other professional advice in pursuance of its duties (and persons providing such professional advice shall be permitted to attend meetings of the Committee at the invitation of the chairman, but shall not be members of it);
- 10.5 delegate any of its powers to one or more of its members.