

MERLIN ENTERTAINMENTS PLC
HEALTH, SAFETY AND SECURITY COMMITTEE

TERMS OF REFERENCE

Members:	Chairman of the Board Senior Independent Non-executive Director At least 2 further Independent Non-executive Directors Group Chief Executive Officer Group Chief Financial Officer Group Health, Safety & Security Director Managing Director-Resort Theme Parks Operating Group Managing Director-Midway Attractions Operating Group
Observers:	KIRKBI Representative Non-executive Director
Chairman:	Chairman of the Board
Attendees:	Company Secretary Group Engineering Director Safety Advisor to the Health, Safety and Security Committee
Frequency of Meetings:	At least four meetings per annum

I. Membership

- I.1. Members of the Committee shall be appointed by the Board.
- I.2. The Committee shall be made up of the Chairman of the Board, the Senior Independent Non-executive Director, at least 2 further Independent Non-executive Directors, the Group Chief Executive Officer, the Group Chief Financial Officer, the Managing Director-Resort Theme Parks Operating Group, the Managing Director-Midway Attractions Operating Group and the Group Health, Safety & Security Director.
- I.3. Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the Internal Audit & Risk Management Director and, by invitation where considered appropriate, external advisers may be invited to attend for all or part of any meeting as and when appropriate.

- 1.4. The Group Engineering Director and Safety Advisor to the Health, Safety and Security Committee shall be invited to attend meetings of the Committee on a regular basis.
- 1.5. Appointments to the Committee are made by the Board and shall be for a period of up to three years, which may be extended for two further three-year periods.
- 1.6. The Chairman of the Board shall be the Chairman of the Committee. In the absence of the Chairman of the Committee and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.

2. Secretary

- 2.1. The Company Secretary or their nominee shall act as the Secretary of the Committee and will ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to the issues.

3. Quorum

- 3.1. The quorum necessary for the transaction of business shall be three. 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.
- 3.2. Meetings of the Committee may be held telephonically or by any other means whereby the participants are able to communicate effectively with each other.

4. Frequency of meetings

- 4.1. The Committee shall meet at least four times per year and at such other times as the Board and/or Chairman of the Committee shall require.

5. Notice of meetings

- 5.1. Meetings of the Committee shall be called by the Secretary of the Committee at the request of any of its members.
- 5.2. Unless otherwise agreed and except where a situation of urgency otherwise requires, wherever practicable, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be

communicated to each member of the Committee and any other person required to attend, no later than 5 working days before the date of the meeting. Wherever practicable, supporting papers shall be provided to Committee members and to other attendees as appropriate, at the same time.

- 5.3. Papers required by the Committee may be provided electronically (including on the Company's Board management portal) or in hard copy as circumstances permit.

6. Minutes of meetings

- 6.1. The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.
- 6.2. Draft minutes of Committee meetings shall be circulated promptly to all members of the Committee. Once approved, minutes should be circulated to all other members of the Board unless in the opinion of the Chairman of the Committee it would be inappropriate to do so.

7. Annual General Meeting

- 7.1. The Chairman of the Committee shall attend the Annual General Meeting prepared to respond to any shareholder questions on the Committee's activities.

8. Duties

- 8.1. The Committee should carry out the duties below for the Company, major subsidiary undertakings and the Group as a whole, as appropriate.
- 8.2. The Committee shall:
 - 8.2.1. consider all matters referred to the Committee by the Group Health, Safety & Security Director and any of its members;
 - 8.2.2. recommend a health, safety and security policy to the Board (**Health, Safety and Security Policy**);
 - 8.2.3. review the Health, Safety and Security Policy at each meeting of the Committee to ensure that it still satisfies its outcomes;
 - 8.2.4. implement the Health, Safety and Security Policy once it is approved by the Board;
 - 8.2.5. liaise with the Group Health, Safety & Security Director and report to the Board on Health, Safety & Security performance and issues;

- 8.2.6. consider on an ongoing basis whether the Health, Safety and Security Policy complies with UK and overseas health and safety best practice;
- 8.2.7. recommend any improvements to the Health, Safety and Security Policy to the Board;
- 8.2.8. review and discuss the effectiveness of the Health, Safety and Security process to determine whether all relevant risks are being identified, evaluated, monitored and managed appropriately.
- 8.2.9. review and discuss the effectiveness of the Health, Safety & Security team including whether the members of the Health, Safety & Security team are adequately skilled and whether there are sufficient resources devoted to the Health, Safety & Security team;
- 8.2.10. consider and report to the Board on levels of co-operation within the Group for implementation of the Health, Safety and Security Policy; and
- 8.2.11. review the adequacy of the security processes put in place by the Group and report to the Board on such adequacy in the context of prevailing security conditions and experience.

9. Reporting Responsibilities

- 9.1. The Chairman of the Chairman of the Committee shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 9.2. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

10. Other

- 10.1. 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.
- 10.2. The Committee shall:
 - 10.2.1. have access to sufficient resources in order to carry out its duties, including access to the company secretariat for assistance as required;

10.2.2. 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; and

10.2.3. give due consideration to relevant laws and regulations.

11. Authority

11.1. The Committee is authorised to seek any information it requires from any employee of the Company in order to perform its duties.

11.2. The Committee is authorised by the Board to obtain, at the company's expense, outside legal or other professional advice on any matters within its terms of reference.
