



GIBSON ENERGY INC.

HEALTH AND SAFETY COMMITTEE CHARTER

A. POLICY STATEMENT

It is the policy of Gibson Energy Inc. (the "**Company**") to establish and maintain a Health and Safety Committee (the "**Committee**"), to assist the Board of Directors of the Company (the "**Board**").

The purpose of this Committee is to assist the Board in fulfilling its responsibilities to provide oversight and support of the Company's policies, programs, goals, initiatives and management systems related to environmental matters related to the Company's operations, and the Company's health and safety ("**EH&S**").

The Committee has the authority to conduct or authorize investigations into any matters within its scope of responsibility. The Committee will have access to all books, records, facilities and assets.

The Committee has the authority to select and engage internal personnel and any external personnel and resources to assist in carrying out its duties, as it deems necessary.

B. COMPOSITION OF COMMITTEE

1. The Committee shall consist of a minimum of three Directors. The Board shall appoint the members of the Committee. The Board shall appoint one member of the Committee to be the Chair of the Committee.
2. A Director appointed by the Board to the Committee shall be a member of the Committee until replaced by the Board or until his or her resignation.

C. MEETINGS OF THE COMMITTEE

1. The Committee shall convene at such dates, times and places as may be designated or approved by the Chair of the Committee or whenever a meeting is requested by the Board, a member of the Committee, or the Chief Executive Officer of the Company (the "**CEO**"). The Committee shall convene a minimum of two times per year.



2. Notice of each meeting shall be given to each member of the Committee and the CEO, who shall attend whenever requested to do so by a member of the Committee.
3. Notice of a meeting of the Committee shall:
 - (a) be in writing;
 - (b) state the nature of the business to be transacted at the meeting in reasonable detail;
 - (c) to the extent practicable, be accompanied by copies of documentation to be considered at the meeting; and
 - (d) be given at least two business days prior to the time stipulated for the meeting or such shorter period as the members of the Committee may permit.
4. A quorum for the transaction of business at a meeting of the Committee shall consist of a majority of its members. However, it shall be the practice of the Committee to require review, and, if necessary, approval of certain important matters by all members of the Committee.
5. Any member of the Committee may participate in a meeting of the Committee by means of such telephonic, electronic or other communication facilities as permit all persons participating in the meeting to communicate adequately with each other, and a member participating in such a meeting by any such means is deemed to be present at the meeting.
6. In the absence of the Chair of the Committee, the members of the Committee shall choose one of the members present to be Chair of the meeting.
7. The Secretary of the Company shall be the Secretary of the meeting or, alternatively, the members of the Committee may choose one of the persons present to be the Secretary of the meeting.
8. Minutes shall be kept of all meetings of the Committee and shall be signed by the Chair and the Secretary of the meeting.
9. Minutes of Committee meetings will be sent to all Board members and relevant executive and management staff. Reports on the conduct of the meetings will be made to the Board.

D. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

1. The Committee shall review and monitor the Company's EH&S performance, metrics and goals, including processes to ensure compliance with internal policies and applicable laws



and regulations, with a focus on providing a desirable outcome for all stakeholders including investors, customers, employees, contractors and the community.

2. The Committee shall review the status and effectiveness of the Company's emergency response plans and capabilities. This also includes crisis management and crisis communications.
3. The Committee shall review high risk activities and events that have led, or could have led, to major and catastrophic losses or incidents, including any related issues and action plans put in place to prevent recurrence.
4. The Committee shall review any contravention or alleged contravention of an existing EH&S regulation, including outstanding litigation as it relates to EH&S matters.
5. The Committee shall review any material operational matters and execution of the Company's material capital projects as it relates to EH&S matters, including emissions reductions projects.
6. The Committee shall approve the immediate and long-term plans and strategy for EH&S and such strategies shall support the achievement of EH&S goals. The length and terms of such strategies are at the discretion of the Committee.
7. The Committee shall approve the annual EH&S goals, metrics and targets for the Company and confirm that all affiliates and subsidiaries have goals that align with those of the Company. The Committee shall annually assess the performance of the Company and executive team as against applicable EH&S metrics and targets for the purposes of compensation and incentive plans and make recommendations to the Corporate Governance, Compensation and Nomination Committee of the Board (the "**CGCN Committee**") in that regard.
8. The Committee shall review and satisfy itself that there are measurable and actionable systems and processes in place in which to hold Management accountable in relation to EH&S performance.
9. The Committee shall review and satisfy itself that there are sufficient resources allocated and available to comply with all EH&S and emergency response requirements of the Company and its affiliates and subsidiaries.
10. The Committee shall review and approve the annual Company facility EH&S assessment schedule.

E. MISCELLANEOUS

1. The Committee shall report regularly to the Board and bring its recommendations to the full Board for its approval. The Committee shall recognize that there will be overlap with

the 1) Sustainability and ESG Committee's consideration of EH&S matters related to sustainability/ESG, and 2) CGCN Committee's consideration of compensation matters related to EH&S, and shall in both cases coordinate actions to ensure consistency in approach to, among other things, foster the continued integration of sustainability and sustainable development into the Company's strategic planning, operations and capital allocation processes.

2. The Committee shall have the authority to engage and compensate any outside consultants, experts and advisors that it determines to be necessary or desirable to permit it to carry out its duties, and, if deemed necessary by the Committee, meet separately with such advisors.
3. The Committee will review its terms of reference annually and recommend any changes to the Board.

