

# **GIBSON ENERGY INC.**

## **Environment, Health and Safety Committee Charter**

### **A. POLICY STATEMENT**

It is the policy of Gibson Energy Inc. (the "**Company**") to establish and maintain an Environment, 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 environmental, health and safety policies, programs, goals and initiatives, and management system.

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 Chairperson 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 Chairperson 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 be responsible for the following activities, which shall include but are not limited to the following:
  - (a) Reviewing the status and effectiveness of the Company's environmental, health and safety performance, including processes to ensure compliance with internal policies and goals; and applicable external laws and regulations.
  - (b) Reviewing the status and effectiveness of the Company's emergency response plans and capabilities. This also includes crisis management and crisis communications.
  - (c) Monitoring performance, including agreed upon metrics and indicators, with a focus on providing a desirable outcome for investors, customers, employees, contractors and the community.
  - (d) Reviewing high risk activities and events that have led to major and catastrophic losses or incidents, including any related issues and action plans put in place to prevent recurrence.

2. The Committee shall approve the annual environmental, health and safety goals, plans, metrics and targets and ensure that all affiliates and subsidiaries have goals and plans that align with those of the Company.
3. The Committee shall approve the immediate and long term plans, strategies and targets for environment, health and safety. The length and terms of such strategies are at the discretion of the Committee.
4. The Committee shall ensure there are measurable and actionable systems and processes in place in which to hold Management accountable in relation to environmental, health and safety performance.
5. The Committee shall ensure there are sufficient resources allocated and available to comply with all environment, health and safety, and emergency response, legal, business and client requirements of the Company and its affiliates and subsidiaries.
6. The Committee shall review and approve the annual Company facility environment, health and safety assessment schedule.

**E. MISCELLANEOUS**

1. The Committee shall report regularly to the Board and bring its recommendations to the full Board for its approval.
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.