



CHARTER
SAFETY AND SUSTAINABILITY COMMITTEE
of
THE BOARD OF DIRECTORS
of
TGS ASA

Purpose

The purpose of the Safety and Sustainability Committee (the “Committee”) is to assist the Board of Directors (the “Board”) of TGS ASA (the “Company”) in its oversight with respect to the areas of (i) process and personal safety, health, security (including cyber and information) and working environment (collectively, “Safety”); and (ii) sustainability, including environmental, social and governance matters as commonly included in environmental social governance standards and assessments (other than matters in which oversight is managed by the Board or another committee of the Board) (collectively, “Sustainability”). The oversight and advisory role of the Committee does not alter the Board’s legal responsibilities and tasks.

Composition

The Committee will be composed of three or more members of the Board. Subject to any applicable law, the Board may appoint and remove Committee members, including the Committee chair.

Authority

The Committee may examine all activities and circumstances relating to the operations, activities and risks of the Company in the execution of its responsibilities. In this regard, the Committee may request the CEO or any other employee of the Company to provide access to information, facilities and personnel and such other assistance as may be necessary. In addition, the Committee may interact with and request information from other Committees of the Board as necessary.

The Committee will have the authority to retain any legal counsel or other independent advisors to assist the Committee in fulfilling its duties and responsibilities.

While the Committee members have the responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of the Committee members, except to the extent otherwise provided under applicable laws, rules or regulations.



Meetings

The Committee will meet as many times as the Committee deems necessary, but at least four times per year. Meetings for the consideration of pertinent matters may be requested by any member of the Committee. A majority of the members of the Committee will constitute a quorum at any meeting. The Committee will report regularly to the full Board with respect to its activities.

Procedures

The Committee will establish its procedures for operation, which will be consistent with the Norwegian Public Limited Liability Act, the Company's Articles of Association and the Board's Rules of Procedure. Agendas for meetings will be prepared by the executive sponsors for the Committee, with input from the chair of the Committee. The executive sponsors for the Committee will initially be the EVP – Sustainability & Communication and the EVP – Operations. The Committee may appoint other executive sponsors at any time.

Attendance

All of the Company's directors are permitted to attend Committee meetings, except where the Committee chair determines that there is a specific reason to limit attendance at the meeting. As necessary or desirable, the Committee chair may request that members of management or independent consultants be present at meetings of the Committee.

Minutes

At each meeting, the Committee chair will designate a member of management of the Company to act as secretary to the Committee, and such person will prepare minutes of the meeting and make available a copy of the minutes to the members of the Committee and the remainder of the Board.

Responsibilities

1. Oversee and assess the Company's policies, programs, strategies and practices relating to Safety and Sustainability matters, including the manner in which current and emerging risks that affect or could affect the Company are identified, evaluated and managed.
2. Review updates from management regarding the Company's performance and planned and current activities in relation to Safety and Sustainability matters.
3. Review updates from management regarding any material Safety audits and high potential incident investigations.



4. Review with management the Company's risks, practices and performance related to security matters, including cyber and information security, physical security and personnel security.
5. Review and assess the effectiveness of internal controls for Safety and Sustainability matters, including applicable management systems, policies, practices, processes, leadership and culture.
6. Oversee the establishment of appropriate Safety and Sustainability targets and monitor the Company's performance against those targets.
7. In conjunction with the Compensation Committee, review Safety and Sustainability targets for inclusion in the Company's bonus plans and monitor the Company's performance against those targets.
8. Review with management the Company's disclosures regarding Safety and Sustainability Matters (in conjunction with the Audit and Compensation Committees or the Board of Directors, as appropriate), including the Company's annual Sustainability Report.
9. In conjunction with the Audit Committee, review and monitor the Company's disclosure controls and procedures over environmental and sustainability reporting, data and disclosures.
10. In conjunction with the Audit and Compensation Committees, review the Company's enterprise risk management process, the risks identified and the related mitigation measures, including adequacy of insurance coverages, taken by the Company, with those related to Safety and Sustainability to be monitored further by the Committee.
11. Report and, where appropriate, make recommendations to the Board of Directors with respect to Safety and Sustainability matters, including recommended changes to policies that require approval of the Board.
12. Conduct an annual evaluation of the performance of the Committee and implement such measures as may be deemed appropriate to improve the performance and administration of the Committee.
13. Periodically review this Charter and recommend to the Board any appropriate extensions or changes in the responsibilities of the Committee or revisions of the Committee Charter.