

## **SAFETY & OPERATIONAL READINESS COMMITTEE TERMS OF REFERENCE**

### **1 CONSTITUTION AND AUTHORITY**

- 1.1 The Safety & Operational Readiness Committee (the "Committee") is constituted as a Committee of the Board of Directors (the "Board") of easyJet plc (the "Company" or "Group") in accordance with the Articles of Association of the Company.
- 1.2 The Committee has the delegated authority of the Board in respect of the functions, powers and responsibilities set out in these Terms of Reference.
- 1.3 The primary function of the Committee is to oversee the Company's safety strategies, standards and policies and its performance against them; to identify existing and emerging safety risks and discuss related mitigations; and ensure appropriate an governance framework is in place in order to ensure that safety receives the highest level of Board attention.
- 1.4 The Committee is authorised to:
  - 1.4.1 seek any information it requires from any employee of the Company in order to perform its duties;
  - 1.4.2 obtain, at the Company's expense, outside legal or other professional advice on any matter within its terms of reference; and
  - 1.4.3 call any employee to be questioned at a Committee meeting as and when required.

### **2 MEMBERSHIP**

- 2.1 The Committee shall comprise at least three independent non-executive directors.
- 2.2 Members of the Committee shall be appointed by the Board, on the recommendation of the Nominations Committee in consultation with the Committee Chair. Any other member of the Board may attend all or part of the meeting.
- 2.3 The Director of Safety, Security & Compliance shall have a standing invitation to attend Committee meetings. Other members of the executive management team may be invited to attend all or part of any Committee meetings as and when appropriate or necessary, including the following: the Chief Executive, the Chief Operating Officer, Head of Safety, Director of Flight Operations, Engineering and other functions as relevant.
- 2.4 The Board shall appoint the Committee Chair. In the absence of the Committee Chair and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.

### **3 SECRETARY**

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 issues.

### **4 QUORUM**

The quorum necessary for the transaction of business shall be any two members.

## **5 MEETINGS**

- 5.1 The Committee shall meet at least three times a year at appropriate times and otherwise as required.
- 5.2 The Committee may hold meetings by telephone or using any other method of communication, and may take decisions without a meeting by unanimous written consent, when deemed necessary or desirable by the Committee Chair.

## **6 NOTICE OF MEETINGS**

- 6.1 Meetings of the Committee shall be called by the secretary of the Committee at the request of any of its members.
- 6.2 Unless otherwise agreed, 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, in sufficient time to allow the Committee to consider the papers and for the board to follow up on any recommendations if necessary. Supporting papers shall be sent to the Committee members and to other attendees as appropriate, at the same time.

## **7 MINUTES OF MEETINGS**

- 7.1 The Company Secretary (or his or her nominee) shall minute the proceedings and decisions of all meetings of the Committee, including recording the names of those present and in attendance.
- 7.2 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 it would be inappropriate to do so.

## **8 VOTING ARRANGEMENTS**

- 8.1 Each Committee member shall have one vote which may be cast on matters considered at the meeting. Votes can only be cast by members attending a Committee meeting (whether in person or by audio or video conference).
- 8.2 If a matter that is considered by the Committee is one where a Committee member, either directly or indirectly has a personal interest, that member shall not be permitted to vote at the meeting. The Committee Chair may ask any attendees of a Committee meeting to leave the meeting to allow discussions of matters relating to them.
- 8.3 Except where they have a personal interest, the Committee Chair shall have a casting vote.

## **9 DUTIES**

- 9.1 The Committee should carry out the duties below for the parent company, major subsidiary undertakings and the group as a whole (the "Group"), as appropriate.

### **Safety Strategy**

- 9.1.1 Approve the annual safety plan which sets out the Group's strategy to address existing and emerging safety risks.
- 9.1.2 Monitor the Group's progress on implementing the safety plan.

### **Safety Performance**

- 9.1.3 Identify and monitor both existing and any new, emerging or changing safety risks, and related mitigations;
- 9.1.4 Receive updates on the performance of the Group on safety issues; and
- 9.1.5 Carry out 'deep dives' into safety and security issues as requested by the Board or any member of the Committee.

### **Safety Governance**

- 9.1.6 Have the power to approve the appointment of the Director of Safety, Security and Compliance or any individual taking on similar duties;
- 9.1.7 Have the right to recommend the removal of any such person, but only where concerns raised with the CEO regarding such individual have not been addressed to the Committee's satisfaction and, in any such case, following an in-depth discussion between the CEO and the Chair of the Committee;
- 9.1.8 Ensure the Safety team has adequate resources and appropriate access to information to enable it to perform its function effectively and in accordance with the relevant professional standards. The Committee shall also ensure the Safety team has adequate standing and is sufficiently independent of management or other restrictions; and
- 9.1.9 Meet the Director of Safety, Security and Compliance at least once a year, without management being present, to discuss the Safety team's remit and any issues arising from the safety reports and compliance audits carried out. In addition, the Director of Safety, Security and Compliance shall be given the right of direct access to the Chair of the Board and to the Committee.

### **Operational Readiness**

- 9.1.10 Receive a report from the Chief Operating Officer on the main operational performance indicators; and
- 9.1.11 Discuss any new or emerging risks relating to the safe and effective delivery of operations.

## **10 REPORTING RESPONSIBILITIES**

- 10.1 The Committee Chair shall report to the Board on its proceedings after each meeting on all matters within its duties.
- 10.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 10.3 The Committee shall produce a report to be included in the Company's annual report about its activities.

Last approved by the Board: 08 February 2023