

HEALTH, SAFETY & ENVIRONMENT COMMITTEE

Terms of Reference - *Adopted pursuant to a resolution of the Board of Directors dated 19 June 2003.*

Note: References to "The Committee" shall mean the Remuneration Committee and references to "The Board" shall mean the full Board of Directors of Stagecoach Group plc ("the Company").

A. Duties

1. The Committee is a Committee of The Board established under Article 119.1 of the Articles of Association of the Company ("the Articles")
2. Proceedings and meetings of the Committee will be governed by the provisions of the Articles for regulating the meetings and proceedings of The Board insofar as they are applicable and not inconsistent with these terms of reference.
3. The purpose of the Committee is to assist The Board to fulfil their overall responsibilities in relation to health, safety and environmental ("HSE") matters arising out of the activities of the Stagecoach Group and as they affect the general public (including passengers), employees and contractors.
4. The Committee shall have the following functions:
 - to recommend to The Board HSE policy for adoption by them and, as The Committee deems necessary, recommend changes to that policy;
 - to monitor the Group's compliance with the approved HSE policy;
 - to assess compliance process by the Group with HSE legislation;
 - to receive and review investigation reports regarding HSE incidents within the Group; and
 - to consider HSE issues that may have strategic, business and reputational implications for the Group, and to recommend appropriate measures and responses.

B. Membership

1. The Committee shall consist of at least one independent non-executive Director and with such other members as the non-executive Director member(s) of the Committee shall decide.

2. The initial members shall be:

Dr Janet Morgan (Chairman)
Mr Graham Eccles

Mr Iain Duffin, another independent non-executive Director, joined the Committee with effect from 1 May 2004.

3. The non-executive Director member(s) and the Chairman of the Committee, who shall be an independent non-executive Director member, shall be proposed by the Chairman of The Board and approved by the Directors [note: first approval of Dr Janet Morgan was given by The Board on 14 March 2003]. These members should be appointed for an initial term of three years. Membership shall be reviewed every three years, or earlier if circumstances dictate.

4. Membership of the Committee other than the non-executive Director membership shall be at the absolute discretion of the non-executive Director member(s) who may appoint such other members (executive or non-executive) on such terms and conditions as they in their absolute discretion think fit, including but not limited to:

- duration of appointment
- notice period for termination of appointment
- reason(s) for termination of appointment
- remuneration and reimbursement of reasonable expenses
- confidentiality

5. The Company Secretary or his/her nominee shall be the Secretary of The Committee.

C. Meetings

1. The Committee shall meet formally at least twice a year or more often as required.
2. A meeting of The Committee may be called by any member of The Committee or by the Secretary.
3. Notice of each meeting confirming the date, the venue and time together with an agenda of items to be discussed together with relevant papers shall be forwarded to each member of The Committee, where practical, not fewer than five working days prior to the date of the meeting.
4. The quorum for The Committee meetings shall be two of whom at least one must be independent of the management of the Company.
5. In the absence of The Committee Chairman and/or an appointed deputy, the remaining members present shall elect one of their number to chair the meeting.
6. The Chairman of The Board and the Group Chief Executive shall have the right to attend and speak at meetings of The Committee; others may be called upon or shall be able to speak by prior arrangement with the Chairman of The Committee.
7. The Committee or its Chairman shall report to The Board following each meeting.
8. The Secretary shall keep records of all meetings of The Committee with minutes of the proceedings and resolutions.
9. After preliminary approval by the Chairman, copies of the minutes of the meetings shall be circulated to all members of The Committee and to the Chairman of The Board. Any director may upon request to the Secretary of The Committee, as long as there is no conflict of interests, obtain copies of The Committee's agenda with relevant papers and minutes.

10. The Committee shall have access to professional advice from employees within the Group and, where necessary, from appropriate external advisers. The relevant employees include the following:

- Graham Whitelocks, Head of Safety, UK Bus
- Mike Kearsley, Head of Safety, South West Trains
- Sean Netherway, National Safety Manager, Stagecoach NZ
- Brad Watkins, Head of Safety, Coach USA