

## **HEALTH, SAFETY AND ENVIRONMENT COMMITTEE CHARTER**

**OF**

**KBR, INC.**

### **Article I. Purpose**

The Health, Safety and Environment Committee (the "Committee") is a committee of the KBR, Inc. (the "Corporation") Board of Directors (the "Board"). Its purpose is to assist the Board in fulfilling its responsibilities to provide global oversight and support of the Corporation's health, safety and environmental policies, programs and initiatives.

### **Article II. Membership**

The Committee shall consist of at least two members to be elected by the Board of Directors each year at its first meeting following the Annual Meeting of Stockholders. The Board of Directors shall designate a Committee Chair.

### **Article III. Meetings**

The Committee shall meet at least two times a year, and additionally as appropriate. A majority of the members shall constitute a quorum. The Corporation Secretary or a designate shall be the Secretary of the Committee. Minutes of each meeting and resolutions of Committee meetings shall be taken and kept by the Secretary. In the absence of the Chair during any Committee meeting, the Committee may designate a Chair pro tempore.

The Committee may invite any other individuals to attend meetings of the Committee, as it considers appropriate. The Committee shall have access to professional advice from employees of the Corporation, and from any external advisers, as the Committee considers appropriate.

### **Article IV. Authority**

The Committee has the authority to retain, set the terms of engagement, and terminate outside counsel and any other advisors, as it deems appropriate, and the Committee has the sole authority to approve related fees and retention terms. The Committee has the authority to form, and to delegate authority to, subcommittees, to the extent it deems appropriate.

### **Article V. Responsibilities and Duties**

The following shall be the responsibilities and common recurring activities of the Committee in carrying out its purpose, including but not limited to:

- reviewing the status of the Corporation's health, safety and environmental policies and performance, including processes to ensure compliance with applicable laws and regulations;
- reviewing the Corporation's health, safety and environmental performance to determine consistency with policies and goals;
- reviewing and providing input to the Corporation on the management of current and emerging health, safety and environmental issues;
- receiving presentations at least annually from, and providing oversight to, the Corporation's Chief HSE Officer;
- reviewing the Committee Charter at least annually and revise it as appropriate;
- conducting an annual performance self – evaluation; and
- reporting periodically to the Board of Directors on health, safety and environment matters affecting the Corporation.

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