

## Steel & Tube Holdings

### Quality, Health, Safety, Environment & Training Committee

#### Terms of Reference

Next Review Date	November 2029			
Review Frequency	Every four years (November)			
Board Status				
Sponsor	Chief Executive Officer			
Signatures	Author Chief Financial Officer	Authorised by Board of Directors Chair		
Amendment and (Annual) Review History	Date	Author	Issue Status	Reason for Issue/Re-Issue
	30/11/2012	Janie Elrick	V0.1	First Draft – Documenter
	05/12/2013	Janie Elrick	V1.1	First Review – Documenter
	09/09/2015	Alan Downes	V1.2	Second review including legislative change
	13/12/2016	Alan Downes	V1.3	Due diligence recommended actions
	14/12/2017	Alan Downes	V1.4	Four review – Documenter
	31/08/18	Damian Miller	V1.5	To reflect merger of Quality, HSE & Training Dept.'s.
	05/11/2020	Damian Miller	V1.6	To reflect the Chairman's edits to the document.
	18/10/2022	Richard Smyth	V1.7	General Update
	30/11/23	Richard Smyth	V1.8	General Update
	December 2025	Damian Miller	V1.9	General Update

Reviewers List  
People that need to review the document prior to being submitted for approval

Recipient	Department	Position
Richard Smyth	Executive	Chief Financial Officer
Mark Malpass	Executive	Chief Executive Officer

Distribution List  
People that need to know that this is a live document

Recipient	Department	Position
Richard Smyth	Executive	Chief Financial Officer
Mark Malpass	Executive	Chief Executive Officer
Chris Ellis	Board of Directors	Chairman Health Safety & Environment Committee

Purpose

The Board of Directors of Steel & Tube Holdings Limited has established a Committee of Directors known as the Quality, Health, Safety, Environment & Training Committee. The objectives, composition, terms of office, duties and responsibilities, and powers and authority are set out as follows.

Company Purpose Statement

Steel & Tube is one of New Zealand's leading Distributors and Processors of steel and metal related products. Our commitment to delivering exceptional service, quality and value to our customers and shareholders is maintained through our people.

Health & Safety Charter

The board has set out its responsibilities in achieving Health & Safety objectives in a Charter. The committee will assist the board in fulfilling these responsibilities.

Governance Objectives

The main objective of the committee is to assist the Board of Directors to fulfil its QHSET roles & responsibilities in relation to: -

- Quality, Health, Safety, Environment & Training policies, and procedures
- Quality, Health, Safety, Environment & Training legislative compliance
- Worker involvement in Quality, Health, Safety, Environment & Training
- Compliance to ISO 9001: 2015 Quality Management Systems standard
- Compliance with ISO standards 9001 (Quality), 14001 (Environmental), 45001 (OSH)

Committee Composition	<p>The committee will be appointed by the board and will comprise at least two directors.</p> <p>The board shall appoint the Chairman of the Committee. The appointment and removal of committee members is the responsibility of the board.</p>
Role of the Chairman	<p>The Chairman carries out a leadership role in the conduct of the committee.</p> <p>The Chairman will chair committee meetings.</p> <p>The Chairman must ensure that all members of the committee are encouraged to participate in the affairs of the committee and have an adequate opportunity to express their views.</p>
Committee Authority	<p>The committee is authorised to investigate any activity covered by its areas of responsibility under the Charter.</p> <p>The board has authorised the committee to have the authority to:</p> <ul style="list-style-type: none"> <li>• Engage, retain, terminate, and consult with independent external advisors as required at the company's expense</li> <li>• To fulfil the committee's requirements, request the attendance at meetings of external advisors with relevant experience</li> </ul> <p>The committee has the powers to delegate to the Chairman to act in the capacity as the committee where deemed appropriate.</p> <p>The committee can rely on Steel &amp; Tube executives for matters within their responsibility and external advisors on matters for which they have deemed expertise after reasonable due diligence and review. The committee shall make recommendations to the board as it does not have the authority to make decisions on behalf of the board.</p>
Access to advisors	<p>The committee may communicate directly with and is to have unrestricted access to advisors as it sees fit.</p>
Frequency and duration of meeting	<p>For the QHSET Committee, it is mandated to convene a minimum of three times annually and as necessary to deliberate on QHSET matters. The committee will coordinate its meetings at diverse company locations whenever feasible, and site visits will be conducted in conjunction with these committee sessions.</p> <p>The Chairman will call a meeting of the committee if requested to do so by any committee member, by the board Chairman or by the Chief Executive Officer.</p> <p>A quorum shall be formed when the Chairman and one member of the committee is in attendance.</p> <p>All directors have a standing invitation to attend any meetings of the committee, will be notified of all meetings and will receive the papers for each committee meeting.</p> <p>The Chief Executive Officer, Chief Financial Officer, and General Manager QHSET may attend each meeting.</p> <p>The committee may invite other senior managers or external advisors to attend the committee meetings.</p>

---

The General Counsel is responsible for arranging recording the minutes of the meeting. After confirmation by the committee the Chairman will report to the Board as appropriate. The General Counsel is to circulate appropriate papers to all committee members and other directors prior to each meeting.

---

Agenda	The agenda is determined by the Chairman.
Duties and responsibilities	<p>The duties and responsibilities of the committee include but are not limited to the matters outlined below:</p> <ul style="list-style-type: none"><li>• The effectiveness of company QHSET strategies, policies, culture, and vision</li><li>• QHSET legislative compliance</li><li>• The effectiveness and compliance to certified QHSET management systems.</li><li>• Review and continuous improvement of the QHSET systems</li><li>• QHSET performance targets performance reporting &amp; compliance</li><li>• QHSET assurance external &amp; internal audit schedule compliance &amp; results</li><li>• The effectiveness of the QHSET governance structure</li><li>• Outcomes of the Executive QHSET Committee reviews</li><li>• The appropriate response to all significant issues</li><li>• Informing the board of relevant legislative changes</li><li>• Review of serious incidents, including independent advice on the adequacy of the investigation and any remedial actions</li><li>• Alignment with health and safety due diligence requirements</li><li>• Review and assess adherence to QHSET training and competency protocols</li></ul>

---