

HEALTH, SAFETY & WELLBEING COMMITTEE (HSW COMMITTEE)

TERMS OF REFERENCE

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The NZPM Co-operative Limited Board of Directors (“the Board”) has established a committee of directors known as the Health, Safety & Wellbeing Committee (“the Committee”). Health, safety and wellbeing (“HSW”) for the NZPM Group of companies (“NZPM”) encompasses all health, safety and wellbeing related matters arising out of the activities of NZPM affecting employees, contractors, customers, the public and communities in which NZPM operates.

OBJECTIVE

The objective of the Committee is to assist the Board in fulfilling its responsibilities and objectives in all matters related to health, safety and wellbeing.

COMPOSITION

The Committee is appointed by the Board and comprises a minimum of three Directors, one of whom must be the Chair of the Board.

The Committee may co-opt any other Director in the event that one of the Committee members is absent or unavailable. The quorum of the Committee shall be three, which must include at least two of the named appointed members of the Committee. Any Director so co-opted shall be counted as part of the quorum.

The Chief Executive Officer, the Chief Financial Officer, the Head of People and Safety and the NZPM Health, Safety and Environment Advisor will attend meetings of the Committee. Other persons or representatives of management as considered appropriate may also attend meetings by invitation.

AUTHORITIES

The Committee does not have the authority to make a decision in the Board’s name or on its behalf unless specifically authorised to do so by these terms of reference or as directed by the Board. The Committee will make recommendations to the Board as set out in these terms of reference.

Committee members have access to NZPM’s Senior Executive team through the Chair of the Committee at any time.

All Directors have access to NZPM’s Senior Executive team through the Chair of the Board at any time.

Following approval from the Chair of the Board, the Committee is authorised to obtain, at the expense of the Company, outside legal or other independent professional advice as it sees necessary to carry out its responsibilities. The Chair of the Committee will keep the Chair of the Board updated throughout any process that involves incurring external expenses.

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RESPONSIBILITIES

The responsibilities of the Committee will be those delegated by the Board from time to time and shall include (without limitation):

- Periodically reviewing, and recommending to the Board for approval, NZPM's policies related to HSW.
- Monitoring compliance with the Company's policies related to HSW.
- Reviewing NZPM's HSW initiatives, the outcomes achieved and considering reports submitted by management on HSW performance.
- Ensuring the Company is properly identifying, managing and reporting HSW risks and performance and that there are systems in place to achieve this.
- Reviewing and recommending to the Board the format of reporting to the Board on HSW performance.
- Reviewing significant HSW related incidents and the actions taken by management to minimise the risk of recurrence.
- Reviewing NZPM's HSW initiatives and outcomes achieved with regard to enhancing NZPM's reputation both externally and with staff, and in implementing safe business practices.
- Arranging for the Board, Future Governance and Senior Management to carry out an annual programme of site specific HSW Observations throughout the Company with appropriate reporting and review by the Board.
- Monitor employee wellbeing through NZPM feedback channels and applicable follow up actions by management.
- Monitor progress of the company's plan to achieve compliance with the Seismic Performance of Buildings.

FREQUENCY OF MEETINGS

The Committee will meet quarterly or more frequently on an as required basis to ensure it fulfils its responsibilities.

ADMINISTRATION

The NZPM Health, Safety and Environment Advisor, or their nominee, shall act as secretary to the meeting.

REVIEW OF COMMITTEE TERMS OF REFERENCE

The Committee shall undertake an annual self-review of its objectives and responsibilities and of the terms of reference and report back to the Board.

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OWNERSHIP AND REVIEW

Reviewed by: Health, Safety & Wellbeing Committee – 5 June 2025

Approved by: NZPM Board – June 2025

Next Review Date – June 2028