

HEALTH, SAFETY AND SECURITY COMMITTEE CHARTER

The Board of Air New Zealand Limited (“the Board”) has established the Health, Safety and Security Committee (“HSSC” or “the Committee”) which is governed by this Charter.

Purpose

The purpose of the Committee is to advise and assist the Board in discharging its responsibilities with respect to health¹, safety and security matters arising out of activities within and by Air New Zealand, and its supply chain as it relates to the airlines operations. This includes ensuring compliance with relevant laws and regulations, promoting a culture of safety and well-being, and addressing issues that are directly mandated to the Committee or directly impact the airline's activities. The Committee will work to enhance safety and security risk management and support the Board in making informed decisions that prioritise the safety and security of the airline, its staff and customers.

Role

To support the Board and other relevant stakeholders in determining that Air New Zealand as a PCBU (person conducting a business or undertaking) complies with its health and safety duties. This includes finding out about how work is done and understanding how risks are controlled within the organisation, as well as considering other obligations on the PCBU such as worker engagement and overlapping duties.

Responsibilities²

- **Know:** Acquire and keep up-to-date knowledge of health and safety matters.
- **Understand:** Understand the nature of Air New Zealand’s operations and the hazards and risks associated with those operations.
- **Resource:** Ensure adequate resources and systems including worker feedback routes are in place to execute our health, safety and security plans.
- **Monitor:** Ensure timely information about Air New Zealand’s hazards, risks and incidents, with particular focus on significant matters, is available and appropriately actioned by management.
- **Compliance:** Ensure that Air New Zealand has established processes to comply with all duties or obligations required under relevant legislation, including the Health and Safety at Work Act 2015

¹ Throughout this Charter any reference to ‘health, safety and security’ collectively includes People Safety (health, safety, environment and wellbeing), Operational Safety (safety, airworthiness) and Security (security, emergency response and business resilience)

² For guidance about how Directors can exercise these responsibilities refer to *Health and Safety Governance. A Good Practice Guide* and *Health and Safety Governance – Quick Guide. Good Governance for Directors* (Institute of Directors New Zealand. July 2024)

and other applicable regulations. . These processes should be regularly audited and reviewed to ensure ongoing compliance and effectiveness.

- **Effectiveness:** Review the effectiveness of the controls that are to manage our biggest health and safety risks and that they are working in practice as intended.
- **Security:** The Committee is responsible for overseeing the management of security risks, ensuring that appropriate measures are in place to protect the Company's assets, information, and personnel.
- Address any other matters referred to it by the Board.

Composition and Appointment

Membership/Appointment/Qualifications

The Committee shall be appointed by the Board and shall consist of at least three (3) members.

All members of the Committee must be non-executive directors and a majority must be independent directors.

Chair

The Chair shall be appointed by the Board and must be an independent director and may not be the Chair of the Board.

Authority

Unless specifically mandated, the Committee has recommendatory powers only.

The Committee is authorised by the Board to undertake any activity pursuant to its functions and responsibilities defined in this Charter or otherwise assigned to it by the Board. It is authorised to seek any information it requires from any employee and all employees shall be directed to cooperate with any request made by the Committee.

The Committee shall have the authority of the Board to obtain legal or other independent professional advice, and to secure the attendance at meetings of third parties with the relevant experience and expertise if it considers this necessary.

The Committee shall not have nor exercise any power that the Board is prohibited from delegating under s130 of the Companies Act 1993.

The Committee has authority to sub-delegate. The Committee must ensure any activities outside the scope of the Committee are referred to the appropriate responsible body.

Administration

Secretary

The Chief Operational Integrity and Safety Officer shall act as Secretary of the Committee.

Meetings

The Committee will hold at least three (3) meetings per year.

Any Board member may request, through the Board Chair, that the Committee convene to address any matter within the purview of the Committee that is of serious concern.

The Chair of the Committee shall also call a meeting of the Committee if so requested by any Committee member.

The Secretary, in conjunction with the Chair, shall draw up the Agenda.

The Agenda and Committee papers shall be distributed to members at least one (1) week prior to each meeting.

If the Chair is absent from a meeting, the members of the Committee participating in that meeting shall elect a chair for the meeting from their number.

The meeting can be held through any means that allows for immediate audio or audio-visual communication.

Quorum

A quorum shall be more than half of the members of the Committee.

Conflicts of Interest

A member of the Committee who has an interest in any matter being determined by the Committee shall excuse themselves from the relevant discussions and shall not vote on that matter.

Attendees

Meetings shall be attended by the Chief Executive Officer, the Chief Operational Integrity and Safety Officer, the Chief Operations Officer, the General Counsel and the Board Advisor, and others as appropriate including a Health and Safety Representative, at the discretion and invitation of the Committee. Adequate notice shall be given to those to be invited.

Invitees may be requested to withdraw from the meeting at any time by the meeting Chair.

Written Resolutions

A written resolution signed or agreed to by more than half of the members of the Committee, is as valid and effective as if it had been passed at a properly convened Committee meeting. This resolution can consist of several documents with each document signed or agreed to by one or more Committee members and transmitted electronically or through other similar methods.

Records

The Secretary shall ensure minutes, resolutions, papers and other records of the Committee are retained in accordance with any applicable policies or guidelines issued by the General Counsel & Company Secretary.

Review

The Committee shall undertake a formal review of its objectives and activities regularly and recommend any consequential changes to this Charter to the Board.

The Committee's objectives and activities shall also be subject to Board review, and review by such other parties (including senior management) as the Board may determine.

Reporting

Reporting to the Board

The Chair of the Committee shall make a report to the Board after each Committee meeting on the findings and recommendations of the Committee.

Annual Report

The Committee is to prepare an annual report to the Board. The Report is to address all matters relevant to the Committee's role and responsibilities.

Minutes

The Committee must ensure that minutes are kept of all proceedings at its meetings.

Minutes shall be confirmed at the subsequent Committee meeting and/or signed as correct by the Chair of the meeting.

Approved minutes shall be made available to all directors and attendees of the meeting, and to other parties as the Committee Chair or the Board directs.

This Charter was last confirmed by the Board of Air New Zealand Limited in December 2024.