

STEEL PARTNERS HOLDINGS GP INC.
AUDIT COMMITTEE CHARTER
Revised as of September 11, 2025

The purposes of the Audit Committee (the “Committee”) of the board of directors (the “Board”) of Steel Partners Holdings GP Inc., the general partner (the “General Partner”), of Steel Partners Holdings L.P. (“SPLP” and together with the General Partner, the “Company”), are (a) to assist the Board in overseeing (i) the quality and integrity of the Company’s financial statements, (ii) the qualifications and independence of the Company’s independent auditors, (iii) the performance of the Company’s financial reporting performance process, internal control system and independent auditors, and (iv) the Company’s compliance with legal and regulatory requirements; and (b) to prepare such reports or disclosures of the Committee as may be required by applicable law and regulation for inclusion in the Company’s public filings or disclosures.

Structure and Operations

The Committee shall meet as often as it determines necessary to fulfill its responsibilities.. Meetings of the Committee may be called by either (i) the Committee Chairman (who shall be designated by a majority vote of the Committee unless selected by the Board), (ii) the Chairman of the Board or (iii) a majority of the Committee’s members.

The affirmative vote of a majority of the members of the Committee participating in any meeting of the Committee is necessary for adoption of any resolution.

Members of the Committee may participate in a meeting of the Committee by means of conference call or similar communications arrangements by means of which all persons participating in the meeting can hear each other. In addition, unless otherwise restricted by the Company’s Limited Partnership Agreement, the Committee may act by unanimous written consent in lieu of a meeting.

The Committee shall consist of three or more non-employee directors, appointed annually by the Board, who satisfy the applicable director independence requirements of Rule 10A-3 under the Securities Exchange Act of 1934, as amended, the requirements of the OTC Markets (or such other exchange upon which the Company's securities are listed). . Qualifications of Committee members shall be determined by the Board in its business judgment.

All non-employee directors who are not members of the Committee may attend meetings of the Committee but may not vote. Additionally, the Committee may invite to its meetings any director, members of management of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

Duties and Responsibilities

- 1) The Committee shall have and may exercise the powers of the Board in managing the business and affairs of the Company, in accordance with the following delegated duties and functions, to:
 - a) Have the sole and direct responsibility and authority for the appointment (with subsequent submission to the Company’s unitholders for ratification) and termination, compensation, evaluation and oversight of the work of any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest

services for the Company (the “Auditors”), including resolving disagreements between management and the Auditors regarding financial reporting. The Auditors shall report directly to the Committee. The Committee shall have the responsibility and authority to review and approve the engagement of the Auditors for audit and any permitted non-audit services. The Committee may delegate this authority to one or more designated members, with such approvals reported to the full Committee;

- b) Discuss with the Auditors the overall scope, timing, plans, and staffing for their audit;
- c) Prior to the engagement of the Auditors, and thereafter as the Committee considers appropriate, the Committee shall review and assess the Auditors’ independence and qualifications. The Committee may request information from the Auditors regarding relationships or other matters that could affect independence, and may discuss such matters with the Auditors as needed;
- d) Review with management and the Auditors the Company’s financial statements and disclosures, and discuss any significant issues, changes in accounting principles, or matters of concern raised by management or the Auditors;
- e) Discuss with the Auditors the conduct and results of the audit, any significant issues or difficulties encountered, any restrictions on the scope of the Auditors’ activities, significant disagreements with management, the Company’s internal controls, and any material communications between the Auditors and the Company;
- f) Review and evaluate the Company’s system of internal controls, and recommend to management changes or improvements therein;
- g) Review and evaluate significant audit findings, including significant suggestions or recommendations for improvements in systems and internal controls from the Auditors and/or management;
- h) Periodically review and discuss with management the Company’s guidelines and policies with respect to the process by which the Company undertakes risk assessment and risk management, including discussion of the Company’s major financial risk exposures and the steps management has taken to monitor and control such exposures;
- i) Review with management and the Auditors legal and regulatory matters that may have a material effect on the Company’s financial statements or related compliance policies;
- j) Review and discuss with management the Company’s cybersecurity exposure, initiatives and policies
- k) Review with management and the Auditors any correspondence with regulators or governmental agencies that raise material issues regarding the Company’s financial statements or accounting policies; and any material reports or inquiries received by the Company or any of its subsidiaries from regulators or governmental agencies;
- l) Establish and maintain procedures for (i) the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters;

- m) Review the Company's policies and practices related to compliance with laws and regulations, code of business ethics and conduct, and conflicts of interest, to be satisfied that such policies are adequate and adhered to by the Company;
 - n) Have the sole and direct responsibility and authority to administer the Company's Related Person Transaction Policy;
 - o) Have the sole and direct responsibility and authority to review and monitor the payment of fees and the performance of management duties relating to the Company's operations that have been delegated to SP General Services LLC (the "Manager"), pursuant to that certain amended and restated management agreement, between SPLP and the Manager;
 - p) Serve as the conflicts committee for the review and approval of potential or actual conflicts of interest between the Manager or any of its affiliates, on the one hand, and SPLP, on the other.
- 2) In addition to exercising the power of the Board with respect to the foregoing, the Committee shall:
- a) Recommend to the Board whether the annual audited financial statements should be included in the Company's annual report or any other required public disclosure or filing, and to assist in the preparation or review of any Audit Committee report or disclosure required by applicable law or regulation for inclusion in the Company's public filings or disclosures.
 - b) Meet as often as it determines appropriate to fulfill its responsibilities, and meet at least annually with the Auditors without management; and
 - c) Periodically communicate the results of reviews and meetings with the entire Board; and
 - d) Review this charter annually and recommend any proposed changes to the Board.
- 3) The Audit Committee has oversight responsibility as outlined in this charter but is not expected to provide any expert or special assurance as to the Company's financial statements or any professional certification as to the work of the Auditors.

Outside Advisors

The Committee may, in its discretion, engage independent counsel, accountants or other advisors as it considers necessary to carry out its duties and responsibilities. The Committee shall have the authority to approve the compensation and oversee the work of any advisors it retains, subject to the approval procedures established by the Board

The Committee shall have access to appropriate funding, as determined by the Board, for the payment of compensation to advisors engaged by the Committee, and for any ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties and responsibilities.

Performance Evaluation

The Committee may, in its discretion, conduct an evaluation of its performance under this Charter

from time to time and report the results of the evaluation to the Board. In addition, the Committee shall review and reassess from time to time as deemed appropriate by the Committee the adequacy of this Charter and recommend to the Board for approval any proposed changes to this Charter that the Committee considers necessary or appropriate. The Committee may determine the manner and frequency of any such evaluation as it considers appropriate.

Delegation of Duties

The Committee may delegate any of its duties or responsibilities to a subcommittee, subject to the Company's Limited Partnership Agreement and applicable law.