

# REMUNERATION AND NOMINATION COMMITTEE CHARTER

Collins Foods Limited (the **Company**)

## 1 Purpose

This Charter governs the operations of the Remuneration and Nomination Committee (**RNC** or **Committee**) of Collins Foods Limited and its wholly owned subsidiaries (the **Group**). It sets out the Committee's role and responsibilities, composition, structure and membership requirements. The RNC has been established to assist the board of the Company (**Board**) and the Group in fulfilling its responsibilities, and more specifically to ensure that the Group has:

- (a) a remuneration framework founded on sound and relevant principles;
- (b) remuneration policies and practices which are consistent with the Group's strategic goals and framework principles;
- (c) policies and procedures to attract, motivate and retain skilled persons to meet the Group's needs;
- (d) appropriate Board size and composition which is comprised of individuals with diverse yet complementary skills and experience, enabling it to appropriately and effectively oversee all aspects of the Company's operations and enhance performance;
- (e) succession planning for key roles in the Company; and
- (f) performance management systems in place to regularly review the performance of senior executives and the Board.

## 2 Authority and operation

2.1 The Committee will not have any executive powers.

2.2 The Committee is authorised to:

- (a) investigate any matter brought to its attention with full access to all books, records and facilities;
- (b) have access to, and meet with employees of the Group and any external advisors without executives or management of the Group being present;
- (c) seek any information it requires from an employee (and all employees are directed to co-operate with any request made by the Committee) or external parties;
- (d) obtain outside professional advice as it determines necessary to carry out its duties; and
- (e) ensure the attendance of Group's officers at meetings as it thinks appropriate.

2.3 No member of the Committee may participate in any decision with respect to his or her position or remuneration.

## 3 Duties and responsibilities

3.1 The responsibilities of the RNC include the following:

### 3.2 Remuneration and contracts of employment

- (a) Reviewing and making recommendations to the Board with respect to the Group's remuneration principles, framework and policy for senior executives and Directors ensuring these promote the attraction and retention of valued employees and the long term growth and success of the Company.
- (b) Reviewing and making recommendations to the Board regarding the remuneration packages of senior executives and executive Directors, including incentive arrangements, ensuring consistency with the Group's remuneration policy.

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- (c) The review and recommendation to the Board of the terms of employment contracts for the CEO and other senior executives.
- (d) Reviewing and making recommendations to the Board regarding the remuneration of non-executive Directors.
- (e) Ensuring that fees paid to non-executive Directors are within the aggregate amount approved by shareholders and making recommendations to the Board with respect to the need for increases to this aggregate amount at the Company's annual general meeting.

**3.3 Incentive plans, employee benefits and superannuation**

- (a) Reviewing and making recommendations to the Board with respect to Group incentive schemes, including the implementation and operation of equity-based incentive plans, bonus plans and other employee benefit programs.
- (b) The review and recommendation to the Board of any annual payments to be made under executive incentive plans.
- (c) The review from time to time of the Group's superannuation arrangements for its employees.

**3.4 Performance**

- (a) The review and recommendation to the Board of performance targets for the CEO and other senior executives.
- (b) Facilitating the review and recommendation to the Board of performance assessments of the CEO.
- (c) The review of performance assessment processes for senior executives.
- (d) Facilitating the evaluation of the performance of the Board and each Director including an assessment of whether each Director has devoted sufficient time to their duties.

**3.5 Succession plans**

- (a) Reviewing succession plans for the CEO and executive team on a regular basis to maintain an appropriate balance of skills, experience and expertise in the management of the Company and providing advice to the Board accordingly.
- (b) Reviewing Board succession plans on a regular basis to maintain an appropriate balance of skills, experience and expertise on the Board and providing advice to the Board accordingly.

**3.6 Policies**

- (a) Reviewing the Group's recruitment, retention and termination policies.

**3.7 Board and Committee nomination**

- (a) The review and recommendation to the Board on the Company's policies and procedures for the selection, appointment, induction and re-election of directors.
- (b) Advise the Board on directorship and Committee appointments, retirement and removal, with particular reference to the size of the Board, the mix of skills, experience and other qualities of existing directors, the necessary and desirable competencies of Board members and shareholder composition.
- (c) Providing advice to the Board with respect to the necessary and desirable competencies of Directors.
- (d) The review and recommendation to the Board of the terms of appointment of Directors.
- (e) Ensuring that an effective orientation and continuing education program for new Directors is in place.

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### 3.8 Diversity

- (a) The review and recommendation to the Board of the Group’s Diversity Policy/(s).
- (b) The review and recommendation to the Board of measurable objectives to achieve gender diversity in accordance with the Group’s Diversity Policy.
- (c) Monitoring, reviewing and reporting to the Board on the Group’s performance in respect of gender diversity in accordance with the Group’s Diversity Policy.

### 3.9 External remuneration and nomination reporting

- (a) The review and recommendation to the Board of the details to be published in the Group’s Annual Report or any other statutory report or document with respect to the activities and responsibilities of the Committee.
- (b) The review and recommendation to the Board of any statement on the Group’s remuneration policy, executive compensation and remuneration consultant disclosures that may be required by law or other regulatory requirements (including any such statement to be included in the Group’s Annual Report).

### 3.10 Committee performance

- (a) Perform an evaluation of its performance at least annually to determine whether it is functioning effectively by reference to its Charter and current best practice.

## 4 Committee composition

4.1 The Committee shall be members of, and appointed by, the Board. It shall be of sufficient size, independence and technical expertise to discharge its mandate effectively. The Committee shall consist of:

- (a) at least three members;
- (b) a majority of non-executive independent Directors; and
- (c) an independent chairperson, who shall be nominated by the Board from time to time but who shall not be the chairperson of the Board.

4.2 CFL’s guidelines for assessing independence of Directors is set out in Appendix A of the Company’s Board Charter.

## 5 Meetings

5.1 The Committee shall meet often enough to undertake its role effectively, being at least three times each year.

5.2 A quorum for any meeting will be two members.

5.3 Special meetings may be convened as required. The Chairperson will call a meeting of the Committee if requested to do so by any member of the Committee or by the chairperson of the Board.

5.4 The Committee may invite such other persons to attend its meetings as it considers appropriate.

5.5 The Company Secretary will be appointed secretary of the Committee and will be responsible for the preparation and circulation of meeting agendas as approved by the Chairperson in advance of Committee meetings. The Company Secretary will take minutes of all meetings held and keep records of all reports and recommendations made by the Committee.

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## 6 Reporting to the Board

- 6.1 The Committee shall regularly report to the Board on all matters relevant to the Committee's role and responsibilities.
- 6.2 The Chairperson will report and as appropriate make recommendations to the Board after each meeting of the Committee on matters dealt with by the Committee.
- 6.3 The Committee shall ensure that the Board is made aware of remuneration and nomination matters which may significantly impact upon the Company in a timely manner.

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## 7 Review and amendment

The Committee shall review and reassess the charter annually or otherwise as it considers necessary for recommendation to the Board.

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