COLLINS FOODS LIMITED
ACN 151 420 781

Audit and Risk Committee Charter

1. Purpose

This Charter governs the operations of the Audit and Risk Committee (**ARC** 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 ARC has been established to assist the board of the Company (**Board**) and the Group in fulfilling its corporate governance and oversight responsibilities in relation to the Group's financial reports and financial reporting process, internal control structure, risk management systems (financial, non-financial, and work health and safety) and the internal and external audit process.

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 auditors (external and internal), 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 accounting, legal, compliance, risk management or other professional advice as it determines necessary to carry out its duties; and

(e) ensure the attendance of Group officers at meetings as it thinks appropriate.

3. Duties and responsibilities

The responsibilities of the ARC include the following:

3.1 **Financial reporting:**

(a) Review significant accounting policies adopted by the Group to seek to ensure compliance with relevant accounting standards and principles, ASX Listing Rules (where applicable) and relevant legislation.

(b) Review significant estimates and judgements in financial reports of the Group.

(c) Review the Group's annual and half-yearly financial reports, supporting representations and declarations and accompanying releases to the ASX (where applicable) and make any necessary recommendations to the Board.

(d) Review other financial information distributed externally as required.

(e) Consider with management, and the internal and external auditors any fraud, illegal acts, deficiencies in internal control or other similar issues and when appropriate, escalate any issue of significant non-compliance or fraud to the Board.

(f) Review and recommend to the Board the Group’s approach to dividend payments, including the Dividend Reinvestment Plan Rules.

3.2 **Risk management and internal control:**

(a) Oversee the implementation and operation of the Group's Risk Management system by management so as to establish an effective system for identifying, assessing, monitoring and managing risk.

(b) Review the Group's risk profile and reports provided by management regarding key business risks and their mitigation and monitoring.

(c) Overview the effectiveness of the Group's risk management and internal compliance and control systems.

(d) Recommend to the Board for adoption the scope, cover and cost of the Group's insurance program.

(e) Monitor the adequacy and effectiveness of the Group's internal control framework including administrative, operating, accounting and financial controls.

(f) Review of legal and regulatory risks including audit, accounting, tax and financial reporting risks.

(g) Reviewing any material incident involving fraud or a breakdown of the risk management framework and identifying improvements.

3.3 **Workplace health and safety (physical and mental health):**

(a) Overseeing and evaluating the overall effectiveness of the Group's workplace health and safety (**WH&S**) framework including:

(i) annually reviewing the WH&S framework and all associated policies and initiatives, ensuring monitoring and reporting processes are effective and all regulatory requirements are satisfied;

(ii) oversee management's process for identifying, assessing, mitigating and reporting Group health and safety risks, including workplace incidents, safety breaches, operational safety incidents and emerging health and safety risks;

(iii) overseeing any program or system of external health and safety auditing and review the processes implemented by management to achieve compliance with legal and regulatory obligations regarding WH&S;

(iv) reviewing and endorsing to the Board for approval the annual health and safety strategy, including safety related targets;

(v) receiving reports on fatalities, serious incidents and near misses within the Group and the recommendations for improvement following these incidents;

(vi) monitoring and reviewing health and safety information across the Group and make any recommendations to the Board regarding these issues.

(b) Reviewing and making recommendations to the Board for approval, any new policies and procedures or amendments to existing policies and procedures in respect of health and safety matters relevant to the Company, excluding those which fall within the remit of another committee of the Board.

3.4 **Group Speak Up/Whistleblower Policy:**

(a) Reviewing and making recommendations to the Board on the Group's Speak Up/Whistleblower Policy and receiving reports on material incidents reported under the policy.

(b) Ensuring that all employees have the right (and have been made aware of the right) to raise matters confidentially through the avenues outlined in the Group Speak Up/Whistleblower Policy and be by the Board against any unfair treatment as a consequence of raising legitimate matters.

(c) Ensuring that matters are investigated in accordance with the terms of the Group Speak Up/Whistleblower Policy.

3.5 **External auditors:**

(a) Make recommendations to the Board on the appointment, reappointment or replacement, remuneration, monitoring of the effectiveness and independence of the external auditors and resolution of disagreements between management and the auditor regarding financial reporting.

(b) Review with the external auditors the overall scope of the external audit, including identified risk areas and any additional agreed-upon procedures and recommend to the Board.

(c) Pre-approve all audit and non-audit services provided by the external auditors and not engage the external auditors to perform any non-audit/assurance services that may impair or appear to impair the external auditor's judgement or independence in respect of the Group. The Committee may delegate pre-approval authority to one of its members, who must then report to the full Committee at its next scheduled meeting.

(d) Monitor and evaluate on a regular basis the independence, objectivity, professional scepticism and performance of the external auditor having regard to the skills and capabilities of the lead external audit team and the quality of audits conducted.

(e) Consider and approve an annual statement for inclusion in the Group's annual report as to whether the Committee is satisfied the provision of non-audit services is compatible with external auditor independence.

(f) Provide the opportunity for the Committee to meet with the external auditor without management present at least once a year.

(g) Review reports from external auditors to monitor management's responses and actions to correct noted deficiencies.

3.6 **Internal audit:**

(a) To approve the appointment (and if appropriate, the removal) of the internal auditor.

(b) Oversee the scope of internal audit and ensure no unjustified restrictions or limitations are imposed and that resourcing is adequate.

(c) Review internal audit plans and work programs.

(d) Review internal audit reports and monitor management's responses and actions to correct noted deficiencies.

(e) Review the process the Group has in place for monitoring and assessing the effectiveness of internal audit.

(f) Provide the opportunity for the Committee to meet with internal auditors without management present at least once a year.

3.7 **Sustainability:**

(a) Monitor the Group's strategic and operational approach to the environment, social and governance risks (**ESG**), including controls and procedures to monitor and manage climate-related risks and opportunities.

(b) Set targets related to climate-related risks and opportunities, and monitor progress towards those targets, including whether and how related performance metrics are included in remuneration policies.

(c) Monitor and review reports on the Group's ESG performance led by the Group Chief Risk Officer.

3.8 **Compliance:**

(a) Monitor and review the operation and effectiveness of management's systems and processes for compliance with legal, audit, accounting, tax and financial regulatory requirements.

(b) Monitoring developments in relevant employment and workplace legislation and regulations and monitor the Company's compliance with such relevant legislation and/or regulations.

(c) Review regular updates from management, the Group's legal counsel, auditors and any external parties as it thinks fit regarding audit, risk management and compliance matters.

(d) Review any legal matters which could significantly impact the Group's compliance and risk management systems, and any significant compliance and reporting issues, including any recent internal regulatory compliance reviews and reports.

(e) Monitor the effectiveness of compliance policies that are in place to give assurance that continuous disclosure requirements are met.

(f) Monitor the effectiveness of compliance policies that are in place to give assurance that insider trading and securities trading restrictions are met.

(g) Review the findings of any examinations by regulatory agencies and oversee all liaison activities with regulators.

3.9 **Other external reporting, conduct and complaints:**

(a) Review and discuss media releases, ASX announcements and any other information provided to analysts, when requested by the Board.

3.10 **Committee and Management performance:**

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

(b) Meet in private session, without management present, at least annually to assess management's effectiveness.

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) only non-executive Directors;

(c) a majority of independent Directors; and

(d) an independent Chair, who shall be nominated by the Board from time to time but who shall not be the Chair of the Board.

4.2 The Company's guidelines for assessing independence of Directors is set out in Appendix 1 of the Company's Board Charter.

4.3 All Committee members shall be financially literate (ie are able to read and understand financial statements). At least one member shall have accounting and/or related financial management expertise (ie is a qualified accountant or other financial professional with experience of financial and accounting matters) and some members should have an in-depth understanding of the industries in which the Group's operates.

5. Meetings

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

5.2 A quorum for any meeting will be two members.

5.3 Special meetings may be convened as required. The Chair will call a meeting of the Committee if requested to do so by any member of the Committee, by the external auditors or by the Chair 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 Chair 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.

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 Chair 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 audit, financial reporting, internal control, risk management and compliance matters which may significantly impact upon the Company in a timely manner.

7. Review and amendment

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

Version history

Document number	Prepared by	Approved by	Date issued	Version
CFL-CHA-CG-002	Company Secretary	Board	November 2026	9