People, Culture and Nominations Committee Charter

COLLINS FOODS LIMITED
ACN 151 420 781

1. Purpose

This Charter governs the operations of the People, Culture and Nominations Committee (**PCNC** 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 PCNC 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, composition and time commitments of directors, 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 their position or remuneration.

3. Duties and responsibilities

The responsibilities of the PCNC include the following:

3.1 **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 the Executive Leadership Team (**ELT**), Managing Director & Chief Executive Officer (**MD & CEO**), Non-executive Directors.

(b) Reviewing and making recommendations to the Board regarding the remuneration packages for the ELT, MD & CEO, Non-executive Directors, including incentive arrangements as appropriate, ensuring consistency with the Group's remuneration policy.

(c) Reviewing and making recommendations to the Board the terms of employment contracts for the ELT and MD & CEO.

(d) Reviewing and making recommendations to the Board regarding the remuneration of ELT, MD & CEO, and Non-executive Directors, including (where required or appropriate) following market benchmarking.

(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.

(f) Receiving periodic reports from the Audit and Risk Committee for the purpose of determining whether adjustments to senior executives and executive directors are required in consideration of risk management outcomes.

3.2 **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) Reviewing and making recommendations to the Board of any annual payments to be made under executive incentive plans.

(c) Reviewing and making recommendations to the Board of any discretionary payments to be made under Group incentive schemes.

(d) Reviewing from time to time of the Group's superannuation arrangements for its employees.

3.3 **Performance:**

(a) Reviewing and making recommendations to the Board on the performance targets for the MD & CEO and ELT for the Short Term Incentive and Long Term Incentive schemes.

(b) Reviewing and making recommendations to the Board on the annual key performance targets for the MD & CEO and ELT.

(c) Facilitating the review and recommendation to the Board of performance assessments of the MD & CEO in conjunction with the Board Chair.

(d) Oversight of the review of performance assessment processes for the ELT.

(e) Facilitating the evaluation of the performance of the Board, its Committees and each Director including completing an evaluation of the PCNC's performance at least annually to determine whether it is functioning effectively by reference to its Charter and current best practice.

(f) Providing quarterly updates to the Board on tracking vs targets, including feedback to the MD & CEO.

3.4 **Talent management:**

(a) Reviewing and making recommendations to the Board with respect to the Group's recruitment, retention and termination policies.

(b) Ensuring that policies and procedures are established and periodically reviewed, which adequately address procedures for reporting of violations and complaints (internally and/or to an independent third party) for the protection of whistleblowers.

(c) Reviewing processes relating to the identification and development of high potential employees.

(d) Leading the succession planning for the MD & CEO with input as required from incumbent and make recommendations to the Board.

(e) Monitoring succession planning for the ELT and reviewing executive team development plans.

(f) Reviewing and approving strategies and principles for people management including remuneration programs, performance management processes and career and skills development initiatives.

(g) Annually reviewing Board succession plans in line with strategy to maintain an appropriate balance of skills, experience and expertise on the Board and provide advice to the Board accordingly.

3.5 **Board and Committee nomination:**

(a) Reviewing and making recommendations to the Board on the Company's policies and procedures for the selection, appointment, induction, re-election and removal of directors.

(b) Advising the Board on directorship and Committee appointments, retirement and removal, with particular reference to the size of the Board, the mix of skills, knowledge, experience, independence, diversity and other qualities of existing directors, having regard to 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) Identifying and making recommendations to the Board of suitable candidates for appointment to the Board, including the terms of appointment of Directors.

(e) Ensuring that an effective induction, orientation and continuing professional development program for Directors is in place.

3.6 **Organisational people, culture and leadership initiatives:**

(a) Overseeing the implementation of people, culture and leadership initiatives.

(b) Overseeing people related strategies, policies and programs to support enterprise objectives, including in respect of talent and succession management, attraction and retention, performance management, diversity and inclusion, culture and engagement programs and employee wellbeing.

(c) Undertaking biannual 360 feedback of MD & CEO and ELT.

(d) Reviewing the results of employee engagement and culture surveys and monitor the progress of any management actions undertaken in response to those surveys.

(e) Monitoring, reviewing and reporting to the Board on the Group's performance in respect of gender diversity in accordance with the Group's Diversity and Inclusion Policy.

(f) Reviewing learning and development strategies, frameworks and programs which support employee development and deliver improved personal and organisational performance.

3.7 **External remuneration and nomination reporting:**

(a) Reviewing and making recommendations 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) Reviewing and making recommendations 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).

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 independent Non-executive Directors; and

(c) 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.

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 Chair will call a meeting of the Committee if requested to do so by any member of the Committee 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 remuneration and nomination matters which may significantly impact upon the Company in a timely manner.

7. Review and amendment

The Committee shall review and reassess the charter biannually 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-003	Company Secretary	Board	November 2026	6