

Audit, Risk and Safety Committee Charter

FDC Consolidated Holdings Limited
(ACN 698 452 229)

Approved by the Board on 28 June 2026

Version 1.0

1 Purpose

The Audit, Risk and Safety Committee (the *Committee*) has been established for the purposes of assisting the Board of Directors of FDC Consolidated Holdings Limited (the *Company*) in fulfilling the Board's responsibility for oversight of the quality and integrity of the:

- (a) accounting, auditing and financial and sustainability reporting; and
 - (b) operational, governance, compliance, social and environmental risks,
- of the Company.

This Charter's purpose is to set out the role, composition and responsibilities of the Committee. It describes processes the Committee follows to discharge its role and responsibilities.

This Charter has been prepared and adopted on the basis that strong corporate governance can add to the performance of the Company and the corporate group of which it is the holding company (*FDC*), create shareholder value and engender the confidence of the investment market and broader stakeholders.

2 Role and responsibilities

The responsibilities of the Committee include the following:

Reporting

- (a) exercising oversight over the compliance of financial statements and sustainability reports with the requirements of the Corporations Act and any other mandatory professional reporting requirements and statutory reporting requirements;
- (b) making informed decisions regarding accounting and regulatory policies, judgements, practices and disclosures;
- (c) reviewing, and recommending to the Board for approval, the half and full-year financial statements and the sustainability report of the Company and any accompanying reports, following discussion with management and FDC's external auditor;
- (d) overseeing key aspects of FDC's preparations for half and full-year investor presentations;
- (e) reviewing and making recommendations to the Board in relation to the appropriateness of the accounting policies, judgements and choices adopted by management in preparing the Company's financial reports, including significant changes in the selection or application of accounting principles;
- (f) monitoring and reporting to the Board on:
 - (i) FDC's current and emerging risk profile, including as assessed against its risk appetite and the implications of such assessment for either varying risk tolerances or recommended management actions; and
 - (ii) new and emerging sources of strategic and material corporate risks for FDC, and the controls and mitigation measures put in place to deal with those risks;

Audit

- (g) recommending the appointment or removal of the external auditor to the Board for shareholder approval, and reviewing, and recommending to the Board, the rotation of the lead external audit partner of the external auditor;

- (h) approving the annual audit services engagement letter for the external auditor;
- (i) reviewing the scope and results of internal reviews and external audits;

Risk management, governance and controls

- (j) assessing the effectiveness of the Company's internal controls, including its internal audit function;
- (k) reviewing the processes and controls that support the opinions provided in the CEO and CFO certifications in respect of financial reports;
- (l) overseeing the adequacy of FDC's liquidity and capital resources;
- (m) developing and overseeing the implementation of FDC's policy on the engagement of the external auditor to supply non-audit services and monitoring compliance with that policy;
- (n) overseeing policies and processes to prevent fraud in FDC's business;
- (o) reviewing and endorsing the Company's risk management framework, and overseeing its effectiveness;
- (p) receiving and considering reports concerning the appropriateness of the risk management framework;
- (q) reviewing and making recommendations to the Board on FDC's overall risk profile and risk appetite as well as FDC's risk profile for financial and non-financial risks including (but not limited to) financial, tax, accounting, clinical, people / work health and safety, cyber and sustainability risks;
- (r) receiving and reviewing reports from management and the People, Remuneration & Nomination Committee:
 - (i) on any significant breaches of, or material deviation from FDC's risk appetite;
 - (ii) on any material incident involving a break-down of risk controls or compliance processes; and
 - (iii) monitoring management's remediation plans, reporting and making recommendations to the Board;
- (s) monitoring the effectiveness of business continuity and disaster recovery plans and processes;
- (t) reviewing and overseeing risk-related matters (including investigations) where delegated by the Board;
- (u) overseeing FDC's workplace health and safety (*WHS*), and environmental and sustainability practices and modern slavery requirements;
- (v) considering appropriate WHS reports and information;

Risk culture

- (w) overseeing management to establish and maintain a sound risk and compliance culture, and reporting to the Board on risk and compliance culture-related matters that affect the Group's ability to operate consistently within its risk appetite, including any desirable changes to the risk and compliance culture;

- (x) overseeing of FDC's frameworks which enable and promote ethical conduct, and the effectiveness of those frameworks, in order to reinforce values-based conduct and build ethical decision making capabilities;
- (y) reviewing FDC's governance policies and overseeing FDC's compliance with such policies and other legal, regulatory and governance requirements;

Sustainability

- (z) reviewing and endorsing FDC's sustainability strategy;
- (aa) overseeing, monitoring, reviewing and making recommendations to the Board related to FDC's strategic and operational approach to sustainability and climate-related risks and opportunities;
- (bb) monitoring and reviewing reports on FDC's sustainability performance and climate-related risks and opportunities; and

Insurance

- (cc) overseeing the adequacy of FDC's insurance program and making recommendations to the Board, having regard to FDC's business needs and insurable risks.

The Committee is empowered to investigate any matter, with full access to all books, records, company operations, and employees of the Company and has the authority to engage independent accounting, legal, ethics, compliance, risk management or other professional advisers and ensure the attendance of direct reports of the CEO as it determines necessary to carry out its duties.

3 Administration

3.1 Membership

The Board appoints the members and Chair of the Committee.

The Committee will consist of:

- (a) a minimum of three Directors;
- (b) a majority of independent Directors; and
- (c) a Chair of the Committee, who is an independent Director and not the Chair of the Board.

3.2 Committee Chair

The Committee Chair will preside at meetings of the Committee. If the Committee Chair is not present at a Committee meeting, the members must elect another member to act as Committee Chair for that meeting.

The role of the Committee Chair is to:

- (a) determine the agenda for meetings of the Committee in conjunction with the Committee Secretary (as defined below in section 4.4);
- (b) chair meetings of the Committee and take reasonable steps for the proper functioning of the Committee, including the proper conduct of meetings and an appropriate level of discussion;
- (c) speak for the Committee when advising the Board on the Committee's recommendations to the Board on matters falling within the scope of the Committee's responsibilities;

- (d) review the minutes of meetings of the Committee for circulation to and approval by the Committee, and sign the approved minutes; and
- (e) act under a delegation of the Committee, including liaising on behalf of the Committee with consultants advising the Committee.

4 Meetings

4.1 Frequency of meetings

The Committee will meet as often as the Committee members deem necessary in order to fulfil its role. However, it is intended that the Committee will normally meet at least four times a year.

In addition, the Committee Chair is required to call a Committee meeting if requested to do so by:

- (a) any Committee member;
- (b) the Chief Executive Officer;
- (c) the Chief Financial Officer; or
- (d) any other Director.

4.2 Attendance by non-members

All Directors may attend Committee meetings. The Chief Executive Officer and Chief Financial Officer will normally be invited to attend Committee meetings at the invitation of the Committee but will have no voting rights. They will not attend closed sessions of the Committee with the external auditor.

Members of management and/or parties external to FDC may be invited to attend any Committee meeting or part thereof subject to the invitee not having a material personal interest in the matter of the Committee being considered. Non-members of the Committee may be asked to withdraw from all or any part of a meeting.

4.3 Meetings other than in person

Where deemed appropriate by the Committee Chair, meetings, approvals and recommendations may occur by written resolution or conference call or other electronic means of audio or audio-visual communication or as otherwise permitted by the Company's Constitution.

4.4 Committee Secretary

The Company Secretary (or delegate as approved by the Committee) will act as secretary of the Committee and will be responsible, in conjunction with the Committee Chair, for drawing up the agenda (supported by explanatory documentation and papers) and circulating the Committee papers to Committee members prior to each meeting. Directors may request papers for or from any meeting and will be notified in advance of the agenda of forthcoming meetings.

The Committee Secretary will also be responsible for keeping the minutes of meetings of the Committee (except when the Committee is in closed session) and circulating them to the Committee Chair for review, as well as to the other Committee members, Board members and Committee meeting attendees as appropriate.

Committee papers should normally be distributed by the Committee Secretary at least a week prior to each Committee meeting.

4.5 Quorum

A quorum consists of at least two members.

5 Access and advice

The Committee will have free and unfettered access to all personnel and other parties (internal and external), including the external auditors and legal advisers.

Committee members may seek independent professional advice for Company related matters at the Company's expense, subject to the estimated costs being approved by the Chair of the Board, in advance, as being reasonable.

6 Reporting

The Committee, through the Committee Chair, is to advise and make recommendations to the Board on matters falling within the scope of its responsibilities. Such advice may be in the form of minutes of its meetings, supporting papers, or written or oral reports at Board meetings.

7 Review

The Committee has the responsibility to:

- (a) review this Committee Charter every two years or more often as required to check that it is operating effectively and to ensure it remains relevant to the current needs of the Company and recommend any proposed changes to the Board for approval; and
- (b) conduct a periodic, but at least annual, evaluation of the Committee's performance and the extent to which the Committee has met the objectives set out in this Committee Charter.

Committee Charter governance

Approver	Board
Review Cycle	Biennial
Next Review Date	28/06/2028

Material Revisions

Version	Approval Date	Effective Date	Details