

**Sanford Limited**  
**(“Sanford” or “the Company”)**  
**Audit Committee Charter**

**1. Constitution**

1.1 The Audit Committee (*Committee*) shall be a Committee established by the Board.

**2. Objectives**

2.1 The Committee’s objectives are to:

- Assist the Board with its responsibilities relative to external reporting, regulatory conformance and other accounting requirements.
- Assist the Board with its responsibility to exercise due care, diligence and skill in relation to oversight of:
  - the integrity and alignment of external reporting, comprising both financial and non-financial disclosures;
  - the application of accounting policies;
  - financial management;
  - internal control systems;
  - related party transactions;
  - protection of the Company’s assets; and
  - compliance with applicable laws, regulations, standards and best practice guidelines as they relate to disclosure.
- Improving the efficiency of the Board by allowing for the delegated issues to be discussed in sufficient depth.
- Reviewing managements’ letters of representation.
- Facilitating the continuing independence of the external auditor and assurance professionals.
- Assessing the external auditor and assurance professionals’ qualifications and performance.
- Improving the quality, credibility and objectivity of the accounting process (including external reports).
- Providing a structured reporting line for any internal audit and facilitating the maintenance of the objectivity of any internal auditors.
- Providing a formal forum for communication between the Board and senior financial management.

**3. Membership**

- 3.1 The Committee shall be appointed by the Board from the directors of the Company and shall consist of not fewer than three members. A majority of members must be independent directors. The Committee must have one member who has an adequate accounting or financial background, and this person should also be independent. The Committee should be comprised of non-executive Directors.
- 3.2 The Chair shall be appointed by the Board. The Chair should not be the Chair of the Board and should be an independent director.
- 3.3 The Managing Director (*MD*) shall nominate an employee to act as the secretary of the Committee.

#### **4. Quorum**

- 4.1 A quorum of members of the Committee shall be three.

#### **5. Procedure**

- 5.1 Meetings shall be held not less than two times a year having regard to the Company's reporting and audit cycle.
- 5.2 Attending each meeting by a standing invitation are the MD and Chief Financial Officer (*CFO*). The Chair of the Committee may invite other advisors to attend including but not limited to any auditors and insurance advisors. The Chair of the Committee shall also be entitled to request that the Committee meet without any of these persons.
- 5.3 All Directors may attend each meeting by standing invitation.
- 5.4 The external auditors and any internal risk management auditors are encouraged to meet as appropriate with the Committee Chair, independent of management. The Committee Chair will generally meet with management, the external auditors and any internal risk management auditors (either together or separately as the Chair deems appropriate) before each Committee meeting and at other times as required.
- 5.5 The agenda and Committee papers will be prepared and circulated to the members of the Committee prior to Committee meetings.
- 5.6 The Committee shall ensure that minutes are kept of all Committee meetings. The Chair will report back to the Board the recommendations of the Committee.

#### **6. Duties and Responsibilities**

- 6.1 For the purpose of this section:
- "Statutory Audit Role" means services required by any law to be provided by the auditors, acting as such.
  - "External reporting" means external financial reporting and disclosures (including the half-yearly and annual financial statements and any forward-looking financial disclosures), external audits/reviews, external assurance, management discussion and analysis and any management letters (including management responses).
- 6.2 The Committee does not take actions or make decisions on behalf of the Board unless specifically mandated. The Board has delegated certain functions to the Committee which is responsible for:

##### ***General Responsibilities***

- Reviewing "external reporting" and discussing with management, including whether the reporting is consistent with the Committee members' information and knowledge and whether it is adequate for shareholder needs.
- Meeting with the external and any internal auditors and assurance professionals to discuss the practices and issues surrounding the external reporting.
- Reporting the results of the review to the Board and recommending, if appropriate, the Board adopt the external reporting.
- Reviewing the annual audit plan with the external auditors.
- Reviewing the scope of any assurance engagement required or sought.
- Assessing the performance of financial management.
- Reviewing the audit findings and the annual financial statements.
- Reviewing assurance professionals' findings.
- Reviewing the half-year (interim) financial information.

- Reviewing the financial reporting policies.
- Overseeing the Company's compliance with statutory responsibilities relating to external reporting and other accounting related requirements.
- Reviewing the frequency and significance of all transactions between the Company and related parties and assessment of their propriety.
- Assessing the quality of the annual audit undertaken by the external auditors.
- Assessing the quality of reports by assurance professionals.
- Reviewing the appointment of the external auditors and assurance professionals and their fees.
- Reviewing any internal auditors and their activities.
- Ensuring that recommendations highlighted in any internal audit reports are actioned by management.
- Supervising special investigations when requested by the Board.
- Examining any other matters referred to it by the Board.
- Considering any regulatory compliance issues as may be referred to it by the Board.
- Ensuring that the "Key Audit Partner" (as that term is defined in the NZX Listing Rules) is changed at least every five years.

***Responsibilities regarding Auditor Independence***

- Addressing what, if any, services other than in their Statutory Audit Role may be provided by the auditors.
- Ensuring that the ability and independence of the auditors to carry out their Statutory Audit Role is not impaired or could reasonably be perceived to be impaired.
- Providing for the monitoring and approval by the Committee of any service provided by the auditors to the Company other than in their Statutory Audit Role.
- Reviewing the independence of the external auditors and the appropriateness of any non-audit services they undertake for the Company.
- Developing and maintaining an Audit Independence Policy to guide management and ensure audit independence is maintained.

**7. Powers and Authority**

- 7.1 The Committee may delegate any of its responsibilities to the Chair of the Committee from time to time and on such conditions as the Committee considers appropriate.
- 7.2 The Committee is authorised by the Board to obtain, at Sanford expense, outside legal or other independent professional advice and to arrange for the attendance at meetings, at Sanford expense, of outside parties with relevant experience and expertise if it considers this necessary, subject to prior discussion with the Chair of the Board.
- 7.3 Management is responsible for the preparation, presentation and integrity of the financial statements. Management is responsible for implementing and maintaining appropriate accounting and financial reporting principles and policies and internal controls and procedures designed to assure compliance with accounting standards and applicable laws and regulations. Internal audit is responsible for independent reviews of the integrity of financial data and of the risk control framework and compliance with policies and regulations.

- 7.4 The external auditors and assurance professionals are responsible for planning and carrying out each audit and review, in accordance with applicable auditing and review standards. The external auditors are accountable to shareholders through the Committee.

## **8. Reporting Procedures**

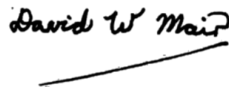
- 8.1 The Committee shall maintain direct lines of communication with the external auditors, the MD, the CFO, any internal auditors and with management generally including those responsible for non-financial risk management.
- 8.2 The MD and the CFO shall be responsible for drawing to the Committee's immediate attention any material matter that relates to the financial condition of the Company, any material breakdown in internal controls, and any material event of fraud or malpractice.
- 8.3 The Chair of the Committee will report back to the Board the findings and recommendations of the Committee at the Board meeting immediately following the Committee meeting.
- 8.4 The minutes of all Committee meetings shall be circulated to members of the Board, the MD, the CFO, the external auditors and to such other persons as the Board directs.
- 8.5 The Chair shall present an annual report to the Board summarising the Committee's activities during the year and any related significant results and findings.

## **9. Accountability to the Board**

- 9.1 The Board review annually the Committee's performance against this Charter.
- 9.2 The Board reviews annually this Committee Charter.

**Reviewed by the Board on 17 November 2025.**

Approved

  
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