Australian Agricultural Company Limited

ABN 15 010 892 270

Brand, Marketing & Sales Committee Charter

Approved by the Board of Australian Agricultural Company Limited on 18 November 2026

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1. Introduction

1.1 On 5 February 2020 the Board of Directors ("**Board**") of Australian Agricultural Company Limited ("**AACo**" or "**Company**") resolved to establish a Board committee to focus on AACo's brand, marketing and sales functions and to delegate to that board committee the responsibilities set out in this Charter.

1.2 The name of the board committee is the Brand, Marketing & Sales Committee ("**BMSC**" or "**Committee**").

1.3 The BMSC's role is to review and consider relevant matters within its delegated responsibilities under this Charter and to make recommendations to the Board. This Charter is to be read together with the Board Charter, the Company's Constitution, the Corporations Act 2001 (Cth) and other relevant laws, and if there is any inconsistency, those documents prevail to the extent of the inconsistency.

2. Primary Objectives

2.1 The primary objective of the BMSC is to assist the Board in overseeing AACo's brand, marketing and sales strategy and performance, and to identify material risks and opportunities relating to brand, marketing and sales, with a view to supporting the delivery of AACo's strategy and sustainable long-term value creation. The Board retains responsibility for approving AACo's strategy and the annual operating plan and budgets, and the BMSC supports the Board by making recommendations.

3. Membership

3.1 Members of the BMSC will be appointed by the Board from the non-executive Directors of AACo provided that the Board may appoint an external consultant to be an additional member of the BMSC.

3.2 The BMSC will consist of not fewer than three non-executive Directors of AACo.

3.3 A quorum shall be two members of the BMSC and not counting any member who is an external consultant.

3.4 The Chair of the BMSC is appointed by the Board. The Chair must be an independent non-executive Director of AACo.

3.5 The duties and responsibilities of a Director member of the BMSC are in addition to those duties as a member of the Board.

3.6 The Board determines whether a Director is independent, having regard to the criteria set out in Appendix B of the Board Charter.

4. Attendance at Meetings

4.1 BMSC members may attend meetings in person or by electronic means.

4.2 Other Board members shall also have the right to attend if they wish (subject to there being no conflict of interest in respect of that Board member in connection with the matters to be considered at that meeting).

4.3 The MD&CEO will attend Committee meetings as appropriate. The Chair may invite senior executives and external advisers to attend meetings of the BMSC.

4.4 The senior AACo executive responsible for collaborating with the BMSC is the Chief Marketing Officer ("**CMO**").

4.5 The General Counsel and Company Secretary shall be the **Secretary** of the BMSC and shall minute all relevant discussions, recommendations and any decisions of the BMSC.

5. Frequency of Meetings

5.1 Meetings of the BMSC must be held at least on a quarterly basis and such additional meetings as the Chair shall decide in order to fulfil its duties.

5.2 In addition, the Chair shall be required to call a meeting of the BMSC if requested to do so by any BMSC member, the Chair of the Board, the Board or the Managing Director & Chief Executive Officer.

5.3 The Secretary will be responsible, in conjunction with the BMSC Chair, for drawing up the agenda (supported by any necessary explanatory documentation) and circulating it to Committee members prior to each meeting.

5.4 The Secretary must notify members of the Committee of the date, time and location of Committee meetings as far in advance as possible, but not less than two days before the meeting.

6. Conflicts

6.1 A member of the Committee who has a material personal interest or other actual, potential or perceived conflict of interest in a matter being considered must promptly disclose that interest and must not be present for the deliberation or vote on that matter, except to the extent required by the Corporations Act 2001 (Cth) and the Company's Constitution or otherwise determined by the Board in accordance with law. The Committee will record the disclosure and the arrangements applied in the minutes, consistent with the Board Charter.

7. Roles and Responsibilities

The BMSC will carry out the following responsibilities:

7.1. Brand and Marketing

- Review AACo's Brand and Marketing Strategy and its alignment with AACo's strategic plan;
- Monitor the performance, health and positioning of AACo's brands and the effectiveness of material brand and marketing initiatives;
- Review material customer, consumer, market and competitor trends and insights, and consider their implications for AACo's strategy, brands and commercial objectives;
- Review the effectiveness of material investment in brand and marketing, including relevant performance measures and return on investment;
- Consider whether AACo has appropriate capability and resources to execute its brand and marketing strategy; and
- Consider material strategic risks and opportunities relating to AACo's brands and marketing activities and make recommendations to the Board as appropriate, referring risk matters to the Audit and Risk Management Committee where they fall within that Committee's responsibilities.

7.2. Sales

- Review AACo's Sales Strategy and its alignment with AACo's strategic plan and AACo's Brand and Marketing Strategy

- Monitor material sales performance against agreed strategic and financial objectives, including revenue, margin and other relevant measures;
- Review material customer, channel and market trends, risks and opportunities relevant to execution of the sales strategy;
- Consider whether AACo has appropriate capability and resources to execute its sales strategy; and
- Consider material variances from, or proposed changes to, the sales strategy and make recommendations to the Board as appropriate.

7.3. Other

- Coordinate with the Board and other relevant Board Committees on matters within overlapping responsibilities, including sustainability, risk and external reporting, the Committee's focus shall be the implications for brand, marketing and sales; it shall refer matters outside its delegated responsibilities to the Board or other relevant Committee and record agreed reporting and follow-up arrangements;
- If requested by Management or the Board, review management practices and make recommendations to the Board regarding appropriate management structures and other resources to adequately support the development and implementation of the Brand and Marketing Strategy and the Sales Strategy in order to achieve the Company's desired sales, revenue and margin targets and aspirations;
- Monitor consumer and other external stakeholder sustainability perspectives, analyse how those perspectives impact on AACo's Brand, Marketing and Sales Strategies and make recommendations to the Board in respect of those matters.
- Review international market expansion opportunities from a brand, sales and marketing perspective and make recommendations to the Board;
- Assume such other responsibilities as the Board may from time-to-time request BMSC to assist with; and
- Review and establish annual workplan.

8. Minutes

8.1 Minutes of meetings of the Committee shall be promptly prepared by the Secretary, approved by the Committee Chair in draft and circulated to all members of the Committee for comment, and to the Board.

8.2 Minutes of meetings of the Committee shall be confirmed at the next meeting of the Committee and then signed by the Committee Chair and retained by AACo.

8.3 A record of all signed minutes of Committee meetings is to be maintained in a secure place as a permanent record of the Company.

9. Reporting to the Board

9.1 The BMSC Chair will provide a report on the actions of the BMSC to the Board at the first meeting of the Board directly following any meeting of the BMSC. The report shall be in the form that the BMSC considers appropriate and will include any material matters arising from the BMSC meeting and any recommendations requiring Board approval and/or action.

9.2 Additionally, the BMSC Chair will formally advise the Chair of the Board of any matters or recommendations requiring attention of the Board and will ensure that the Board is promptly made aware of any matters brought to the attention of the BMSC Chair that may significantly affect the reputation of AACo. Copies of BMSC papers and reports, together with minutes of each BMSC meeting will be circulated to all Board members.

10. Authority of Committee

10.1 The BMSC is authorised by the Board to:

- Request any officer or employee of AACo, external legal counsel, or any person or group with relevant experience or expertise to attend meetings of the Committee or to meet with any members of, or consultants to, the Committee;
- Investigate any matter brought to its attention within its scope of responsibility, and, for this purpose, will have unrestricted access to records, lawyers retained by AACo and Company officers, executives and all other employees, subject to the preservation of legal professional privilege and applicable privacy and confidentiality obligations;
- Obtain outside legal advice or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this to be necessary; and
- Delegate authority to subcommittees, provided that any subcommittee reports its activities and recommendations to the Committee, and the Committee remains responsible to the Board for the matters delegated.

10.2 In exercising the authorities in section 10.1, the BMSC shall act consistently with the Company's Constitution, the Board Charter and the Board's delegations of authority. Except where expressly authorised by the Board, the BMSC shall make recommendations and shall not approve strategies, commit expenditure or direct day-to-day management. The Board retains responsibility for matters reserved to it.

11. Annual Review

11.1 The Committee will conduct an annual review of its performance and effectiveness by reference to this Charter and current best practice, and will report the outcome to the Board to inform the Board's annual evaluation of its committees under the Board Charter. This review process will include a review of the appropriateness of the terms of this Charter for current circumstances.

11.2 Where necessary, the Committee may recommend to the Board alterations to its responsibilities, functions or membership of the Committee. Formal adoption of the revised Charter requires Board approval.

Public Availability of Materials

11.3 The Committee must ensure a copy of this Charter is made publicly available on the Company's website in a clearly marked corporate governance section.