

Audit, Finance and Risk Committee Charter

Board approved June 2023

Constitution

The Board of Fonterra Co-operative Group Limited (the “Board”) has established a committee of the Board to be known as the Audit, Finance and Risk Committee (the “Committee”).

Purpose

The purpose of the Committee is to assist the Board in fulfilling its corporate governance responsibilities relating to:

- Fonterra’s financial management and internal control frameworks, financial reporting, climate risk reporting, audit activities, capital markets matters and funding activities;
- Fonterra’s management and monitoring of Group risks other than those risks that are overseen by the People, Culture and Safety Committee and the Co-operative Relations Committee. Risks overseen by the Committee include Food Safety & Quality, Innovation, Market Access / Geopolitical, Liquidity & Funding, Milk Supply, Regulatory, Commodity Price, Foreign Exchange & Interest Rate, Supply Chain & Manufacturing, Information Technology, Cybersecurity, Legal & Compliance, Climate Change and Licence to Operate; and
- any other matters referred to it by the Board.

Responsibilities

The responsibilities of the Committee include:

1. Reviewing the adequacy of Fonterra’s financial management and internal control framework, and the principal financial risks of Fonterra.
 - Receive and consider reports from Internal Audit and External Audit in respect of internal controls.
 - Make regular enquiry of management, Internal Audit and External Audit about significant financial exposures, including as a result of illegal acts or fraud, and review the steps management has taken to address such exposure to Fonterra.
 - Monitor management’s response to any regulatory reports submitted to Fonterra.
 - Review and approve Fonterra’s policies relating to financial risk assessment and financial risk management.
 - Ensuring management has a financial risk management framework which effectively identifies, addresses and monitors significant financial risks, and that appropriate processes are in place to ensure compliance with the related risk appetite statement, policies and procedures together with the reporting of any non-compliance.

2. Oversight of financial reporting practices and processes used by management.
 - Review financial reporting issues and disclosure requirements.
 - Review any significant changes in accounting policies and practices and recommend adoption to the Board.
 - Review the annual and interim financial statements, statutory information and any other audited sections of the annual report (excluding the sections relating to remuneration, which are reviewed by the People, Culture and Safety Committee), and consider whether they are complete and consistent with the information known to Committee members, and recommend approval of these to the Board. The review should include consideration of:
 - Whether the financial statements reflect appropriate accounting policies;
 - Major judgement areas, particularly the nature and level of significant provisioning;
 - Any legal matters that could significantly impact the financial statements; and
 - Complex and/or unusual transactions and disclosures.
 - Review post investment reviews of significant investments and capital expenditure.
3. Oversight of the processes for preparation of offering documents.
 - Oversee the processes used by management for the preparation of offering documents in relation to new issues of securities marketed to wholesale investors.
 - Review annually the master set of risk factors and Fonterra business description used in offering documents.
 - Review relevant offer documents, and consider whether they are complete and consistent with the information known to Committee members in relation to new issues of securities marketed to retail investors.
4. The External Audit process:
 - Recommend to the Fonterra Board of Directors candidates for appointment as Fonterra's External Auditors (subject to Shareholder approval).
 - Review the reasonableness of, and approve the External Audit fees and terms of engagement.
 - Review the reasonableness of, and endorse, the annual audit plan.
 - Manage, review and confirm the independence of the External Auditor, including:
 - Review of other professional services and related fees;
 - Approval of non-audit services; and
 - Ensuring the lead audit partner is rotated at least every five years.
 - Review External Audit reports, significant audit adjustments, and any areas of debate or dispute between External Audit and management.
 - Receive on an annual basis, from the External Auditor, a report detailing the following:
 - All critical accounting policies and practices used;
 - All alternative treatments within generally accepted accounting practice for policies and practices related to material items that have been discussed with management of Fonterra, including ramifications of use of such alternative disclosures and treatments along with the treatment preferred by the External Auditor;
 - Other written communications between the External Auditor and the management of Fonterra that are material to the financial statements, such as any letter or schedule of unadjusted differences; and
 - Its internal quality-control processes and any material issues arising from their most recent quality-control review, any issues from reviews by government professional authorities into their audits, relationships between the External Auditor and Fonterra, and their policy on audit partner rotation.

- Inform the Board of any material findings or issues contained in the annually requested External Auditor's report.
5. Oversight of risk management practices and processes used by management, including reviewing the adequacy of Fonterra's risk management framework and significant risks to Fonterra:
- Reviewing and making recommendations to the Board regarding Fonterra's Group Risk Appetite Statement;
 - Ensuring management has implemented a risk management framework that is based on best practice and designed to identify, address and monitor significant business risks and preparedness around emerging risks, and approving for recommendation to the Board, that risk management framework. This includes making regular enquiry on emerging trends in risk.
 - Reviewing Fonterra's risk governance structure, risk management practices and the policy settings, and processes for risk management, in the context of Fonterra's Group Risk Appetite Statement.
 - Receiving and considering reports on the Group Risk position along with selected risk topics, with regular management updates in relation to Food Safety & Quality, Innovation, Market Access / Geopolitical, Liquidity & Funding, Milk Supply, Regulatory, Commodity Price, Foreign Exchange & Interest Rate, Supply Chain & Manufacturing, Information Technology, Cybersecurity, Legal & Compliance, Climate Change and Licence to Operate and others as the Committee deems appropriate.
 - Overseeing and monitoring climate risk (in conjunction with the Sustainability and Innovation Committee and other Committees where appropriate), and overseeing the preparation of, and approving, the climate risk financial disclosures in or accompanying the Financial Reports for submission to the Board.
 - Making regular enquiry of management, Internal Audit and, where required, specialist risk owners and advisors, about significant shifts in risk position or exposures. Reviewing the steps management has taken to address such risks to Fonterra, including adequacy of monitoring and preparedness activities and receiving and considering reports from Internal Audit and specialist risk advisors on the results of risk management reviews.
 - Overseeing that management has put in place appropriate processes to certify compliance with Fonterra's risk management framework, including the Group Risk Appetite Statement, policies and procedures and other obligations and the escalation and reporting of any non-compliance.
 - Reviewing Fonterra's risk management process, the risk culture and risk discussions required of its people for monitoring, mitigating risks and pursuing opportunity within risk tolerances. Encouraging management to have appropriate approaches in place to certify that individuals appreciate and acknowledge that risk management is all employees' responsibility and the necessary behaviours are encouraged and can be monitored.
 - Overseeing that appropriate processes are in place to allow a risk framework to be identified and applied by management in relation to the consideration or execution of any major transaction, having regard to Fonterra's risk appetite, risk management processes and any particular risks that may arise in relation to the transaction.
 - Reviewing Fonterra's Incident Management Framework and business continuity practices and the guidelines, policies, and processes for crisis management including:
 - The plan and/or structure to be established between management and the Board in relation to incidents;
 - Review reporting on the activities of the specially trained and multi-disciplinary incident management team; and
 - Overseeing compliance with the Incident Management Framework.
 - Reviewing disclosure regarding risk contained in reports or documents as the Committee considers appropriate.
 - In carrying out its responsibilities, the Committee will, in conjunction with the other Board Committees, seek to ensure that there is appropriate oversight of all significant business risks by the Board and the Committees of the Board.

- Discharging any other duties or responsibilities delegated to the Committee by the Board.
6. Oversee the Internal Audit process.
 - Approve the appointment or dismissal of the Chief Internal Auditor.
 - Approve the Internal Audit Charter.
 - Review and endorse the Internal Audit annual work plan and ensure any key Committee concerns are identified.
 7. Monitor progress against the Internal Audit annual plan and ensure the Internal Audit function is adequately resourced and has appropriate standing within Fonterra.
 8. Ensure no restrictions have been placed upon Internal Audit that impact upon the scope and performance of the work undertaken.
 9. Review results of Internal Audit performance indicators.
 10. Maintain open lines of communication between the Board, Internal Audit, External Audit and management.
 - Review regular reports received from Internal Audit, External Audit and management.
 - Hold confidential sessions at least annually with the Chief Internal Auditor, and the external auditors to discuss any matters that the Committee or auditors believe require discussion without the presence of management.
 - Advise the Board of any actual or potential matters of concern to the Committee, where these may require the Board's attention.
 11. Other matters
 - The Committee may approve any appointment of external parties to roles as Internal Auditors, Tax Advisors, or advisors in material finance roles.

FSM Rules Compliance

The Committee is the "Audit Committee" as defined in the FSM Rules, and as such shall:

- Ensure that processes are in place, and monitor those processes, so that the Board is properly and regularly informed and updated on corporate financial matters [see responsibility 2 above];
- Recommend the appointment and removal of the External Auditor [see responsibility 4 above];
- Meet regularly to monitor and review the External Audit and Internal Audit practices [see responsibilities 4 and 6 - 11 above];
- Have direct communication with and unrestricted access to External Audit, Internal Audit and any accountants [see responsibilities 10 and 11 above];
- Review the financial reports and advise all Directors whether they comply with the appropriate laws and regulations [see responsibility 2 above];
- Ensure that the External Auditor or lead audit partner is changed at least every five years [see responsibility 4 above].

NZX Corporate Governance Code Compliance

The NZX Corporate Governance Code (the "Code") provides some recommendations which apply to an issuer's audit committee. The recommendations are aimed at ensuring that the issuer's audit committee is appropriately empowered to provide effective oversight of significant financial matters. The recommendations of the Code are incorporated within this Charter.

Variations to the Standard Terms of Reference

The Board Committee Standard Terms of Reference shall apply, except where modified by this Charter.

Membership

Directors

The Committee shall include at least two [2] appointed Directors.

The Committee shall include at least two [2] members with an appropriate accounting or financial background.

Chairperson

The Committee Chair must not be the Chairperson of the Board.

Observer

The Chair of the Board may attend any meeting of the Committee as an observer.

Meeting Procedure

Attendance

The attendance of the Chief Financial Officer and the Chief Internal Auditor is expected at all meetings.

The Chief Executive Officer shall be requested to attend the meetings that deal with the review and/or approval of the interim and full year financial statements.

Representatives of External Audit and management may be invited to attend part or all of any meeting, but the Committee may request they withdraw from any part of a meeting.

Authority

Delegated Authority

The Committee shall have unrestricted access to the Chief Internal Auditor, External Audit and management and the ability to consult independent experts where considered necessary to carry out its duties.

The Chief Internal Auditor and External Audit have unrestricted access to the Committee and the Committee Chair.

The Committee has various responsibilities and delegated authorities under the Fonterra Group Treasury Financial Risk Management Standard.