

Audit & Risk Committee Charter

1 Purpose

The purpose of the Audit & Risk Committee (the **Committee**) is to support the Board in relation to:

- overseeing corporate reporting;
- overseeing the relationship with the external auditor and the external audit process generally;
- monitoring and reviewing the objectivity and effectiveness of internal audit;
- monitoring that Cochlear maintains effective risk management and internal control systems.

2 Membership

The Committee must consist of:

- at least three directors, all of whom must be non-executive directors; and
- a majority of independent directors.

The Board may appoint additional non-executive directors to the Committee or remove and replace members of the Committee by resolution.

Members may withdraw from membership by written notification to the Board.

All Board members have a standing invitation to attend Committee meetings and have access to Committee papers, subject to conflicts. Members of management and external advisors may attend meetings of the Committee at the invitation of the Committee Chair.

It is intended that all members of the Committee should be financially literate and have familiarity with financial management. The members between them must have the accounting and financial expertise and a sufficient understanding of the industry in which the Company operates to be able to discharge the Committee's mandate effectively.

3 Role and Responsibilities

Financial and other periodic corporate reporting

- (a) Review Cochlear's financial statements to determine whether the financial statements reflect the Committee's understanding of, and otherwise provide a true and fair view of, Cochlear's financial position and performance, as a basis for recommendation to and adoption by the Board.
- (b) Review and make recommendations to the Board in relation to the appropriateness of the accounting policies, judgments or choices exercised by management in preparing Cochlear's financial statements.
- (c) Review Cochlear's corporate and financial reporting and disclosure processes and make recommendations to the Board in relation to the adequacy of those processes. This includes reviewing the process to verify the integrity of any periodic corporate report Cochlear releases to the market that is not audited or reviewed by the external auditor.

- (d) Review any proposed payment of a dividend to shareholders and make recommendations to the Board.

Risk management

- (e) Oversee and advise the Board on material risk related matters, including risk tolerance in determining strategy, as well as management of key financial and non-financial risks. This includes exposure to climate, other material environmental and social risks, and new and emerging risks.
- (f) Review and make recommendations to the Board in relation to the risk appetite within which the Board expects management to operate, and whether any changes should be made.
- (g) Review (at least annually) and approve changes (as required) to Cochlear's Risk Management Framework to satisfy itself that it continues to be sound and that Cochlear is operating with due regard to the risk appetite set by the Board.
- (h) Oversee management's implementation of the Risk Management Framework, including that management has appropriate processes for identifying, assessing and responding to risks and that those processes are operating effectively. This includes receiving reports from internal audit on its reviews of the adequacy of Cochlear's process for managing risk.

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- (i) Review Cochlear’s processes that identify, assess, prioritise, monitor and manage climate-related risks and opportunities, and how those processes inform Cochlear’s Risk Management Framework.

Internal control

- (j) Review the adequacy and effectiveness of Cochlear’s internal control framework.
- (k) Review internal audit, compliance and other reports and where any major incident involving defalcation, fraud, or other breakdowns in Cochlear’s internal controls have been identified, monitor the remedial action taken by management and “lessons learned”.
- (l) Oversee Cochlear’s insurance program, having regard to Cochlear’s business and the insurable risks associated with its business.

Conduct of the External Audit

- (m) Recommend to the Board the appointment and removal of the external auditor, subject to any shareholder approval.
- (n) Review the procedures for selection and appointment of the external auditor and for the rotation (every five years) of external audit engagement partners.
- (o) Review annually and approve the scope and adequacy of the statutory audit (including audit plan) and other agreed upon procedures, the external auditor’s terms of

engagement and other contractual terms, and the fees to be paid to the external auditor.

- (p) Oversee the supply of non-audit services provided by the external auditor.
- (q) Review the independence, performance and objectivity of the external auditors at least semi-annually.
- (r) Review with the external auditor its report regarding significant findings in the conduct of its audit and the adequacy of management’s response, and monitor whether any issues identified are being managed in an appropriate manner.
- (s) Meet with the external auditors in the absence of management to hear the views of the auditors on financial management and internal controls. This will include matters relating to the conduct of the audit, including the timeliness of management’s reporting, any difficulties encountered in the course of the audit work, any restrictions on the scope of activities or access to requested information, significant disagreements with management (if any) and adequacy of management’s response.
- (t) Provide advice to the Board as to whether the Committee is satisfied that the provision of non-audit services is compatible with the general standard of independence, and an explanation of why those non-audit services do not compromise audit independence, in order for the Board to be in a position to make the statements required by the

Corporations Act 2001 (Cth) to be included in the Directors’ Report.

Internal Audit

- (u) Review the scope and adequacy of the internal audit plan and approve the internal audit plan and budget annually.
- (v) Monitor progress of the internal audit plan and implementation of the outcomes of the plan.
- (w) Evaluate management’s responsiveness to the internal auditor’s findings and recommendations.
- (x) Review and approve the appointment and replacement of the Vice President Group Risk and Assurance.
- (y) Review and approve the Internal Audit Charter at least every two years.
- (z) Review and monitor the independence, objectivity, and performance, including resourcing, of the internal audit function.
- (aa) Approve the appointment and removal of any co-sourced internal audit service provider and approve their fees annually.
- (bb) Meet with the head of the internal audit function in the absence of management to hear the views of the auditor on financial management and internal controls.
- (cc) Oversee the co-ordination of, and the interaction between the internal audit function and the external auditor.

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Sustainability including climate reporting

- (dd) Review and approve Cochlear’s sustainability (including environment and climate) strategy and targets, having regard to current and emerging sustainability risks and opportunities.
- (ee) Oversee the adequacy and effectiveness of Cochlear’s sustainability framework and program, and receive quarterly reports from management on program progress.
- (ff) Review, and recommend to the Board for approval, reporting and disclosures relating to sustainability matters (including the Sustainability Report).

Corporate Governance and Compliance

- (gg) Review annually, and recommend to the Board for approval, any changes to the Global Code of Conduct (**Code**). Monitor compliance with, and receive reports on any material breaches to the Code, including Cochlear’s anti-bribery and anti-corruption stance and related guidelines, which form part of the Code.
- (hh) Receive reports on material disclosures made under the Whistleblower program. Review annually, monitor compliance with, and recommend to the Board for approval any changes to the Whistleblower Protection Policy.
- (ii) Review Cochlear’s main corporate governance policies and practices and the overall

adequacy, effectiveness and compliance with those policies.

- (jj) Review (at least annually) and satisfy itself that a sound and effective internal compliance program that addresses sanctions is in place and receive reports periodically on the adequacy of the program and any material issues identified.

Tax and Treasury

- (kk) Review and approve the Group Treasury strategy and Risk Management Policy and monitor compliance.
- (ll) Review and approve the Tax Risk Management and Governance Framework and receive reports from management on taxation matters material to the Cochlear Group and the Group’s compliance with applicable tax legislation and regulations.

4 Committee procedures

4.1 Chair

The Chair of the Committee must be an independent director, who is not Chair of the Board.

4.2 Secretary

The Company Secretary will be Secretary of the Committee.

The Secretary, or their delegate, must attend all Committee meetings to record minutes.

4.3 Meetings

The Committee will meet as frequently as required, but at least four times each year.

The Secretary of the Committee, in conjunction with the Chair, will prepare and circulate an agenda for all meetings.

4.4 Quorum

The quorum is two members or such other number determined by the Board.

4.5 Minutes

Minutes of Committee meetings must be kept by the Secretary.

All Committee minutes must be entered into a minute book maintained for that purpose and be available for inspection by any director.

4.6 Reporting

The Committee Chair will provide a brief report to the Board on any material matters arising out of Committee meetings. All directors may, within the Board meeting, request information from Committee members. A copy of the minutes of the Committee will also be provided to the Board.

The Committee will also consider if any matters arising out of Committee meetings should be advised to any other Committee and, if so, ensure that this occurs.

4.7 Access and Authority

The Committee has unrestricted access to any information it requires from any officer, employee,

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consultant or contractor of Cochlear and each of its controlled entities.

The Committee has authority to seek any information it requires from the internal and external auditors without the presence of management.

4.8 Independent advice

The Committee may seek the advice of the Company's auditors (internal and external), solicitors or other independent advisers, consultants or specialists as to any matter pertaining to the powers, duties or responsibilities of the Committee.

4.9 Review

The Committee will, at least once each year, review the adequacy of its performance, membership and Charter and may recommend changes to the Board as appropriate.

4.10 Approval date

Charter approved by the Board: 12 February 2026