



**BELLRING BRANDS, INC.**

**AUDIT COMMITTEE CHARTER**

The purpose of the Audit Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of BellRing Brands, Inc. (the “**Company**”) shall be to oversee and exercise the powers and authority granted by the Board in matters relating to (i) the quality and integrity of the Company’s financial statements and financial reporting, (ii) the Company’s compliance with legal and regulatory requirements, codes of conduct and ethics programs established by management and the Board, (iii) the independence and qualifications of the Company’s independent registered public accounting firm (the “**independent auditor**”), the performance of the Company’s internal audit function and independent auditor, (iv) the Company’s systems of internal accounting and financial controls and disclosure controls, and (v) the preparation of an annual report for inclusion in the Company’s proxy statement as the Audit Committee Report.

The Committee shall not consist of fewer than three non-employee members, including a Chairperson, appointed by the Board. All members shall be independent directors, as determined by the Company in accordance with New York Stock Exchange (“**NYSE**”) criteria and the rules and regulations of the Securities and Exchange Commission (“**SEC**”); and further, no member shall have any material relationship, with the Company or otherwise, that in the opinion of the Board would interfere with the exercise of independent judgment as a Committee member. All members of the Committee shall be financially literate, and at least one member shall be an “audit committee financial expert” as defined by the rules and regulations of the SEC.

The following duties shall be the common recurring activities of the Committee in carrying out its oversight function. These duties are set forth as a guide with the understanding that the Committee may diverge from this guide as appropriate given the circumstances.

The Committee’s duties are to:

- Appoint or replace the Company’s independent auditor.
- Approve all audit engagement fees and terms as well as lawful non-audit engagements with the independent auditor.
- Review and approve the services to be provided by the independent auditor for the coming year, including the scope of audits, audit plan and fees therefor.
- Discuss with management and the independent auditor the quality and adequacy of the Company’s internal controls, as well as the Company’s accounting policies and principles followed on financial and accounting matters, internal audits, legal compliance, and ethical and responsible business conduct; and review the adequacy of programs and procedures for compliance with such policies.
- Review the effect of new or proposed auditing, accounting or reporting standards with management and the independent auditor.
- Review with the independent auditor any audit problems or difficulties and management’s response.
- Review and discuss with management and the independent auditor the annual audited financial statements, including disclosures made under “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” and recommend to the Board whether the audited financial

statements should be included in the Company's Annual Report on Form 10-K (or the Annual Report to Stockholders if distributed prior to the filing of Form 10-K).

- Review and consider with the independent auditor the results of the annual audit of the Company's financial statements and all matters required to be discussed by Statement of Auditing Standards ("SAS") No. 114 and other existing professional standards.
- Review and discuss with management and the independent auditor the Company's interim financial results, including disclosures made under "Management's Discussion and Analysis of Financial Condition and Results of Operations," to be included in the Company's quarterly reports to be filed with the SEC and the matters required to be discussed by SAS No.114; this communication will occur prior to the Company's filing of Form 10-Q.
- Review and discuss the Company's earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies.
- Receive annually from the independent auditor a formal written statement delineating all relationships between the independent auditor and the Company in accordance with existing professional standards and applicable laws and regulations and rules of the NYSE. Discuss with the independent auditor any such disclosed relationships or non-audit services that may impair their objectivity and independence, and if necessary, recommend that the Board take appropriate action to ensure the independence of the independent auditor.
- At least annually, obtain and review a report from the independent auditor describing: the firm's internal quality-control procedures, any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and (to assess the auditors' independence) all relationships between the independent auditor and the Company.
- Prepare any reports regarding the Committee's actions that SEC rules require be included in the Company's filings.
- Discuss policies with respect to risk assessment and risk management.
- Oversee management of the Company's (i) operational risks, including, but not limited to, risks related to cybersecurity and information technology and (ii) risks relating to financial statements, including, but not limited to financial reporting processes, internal control over financial reporting, compliance and auditing, as well as the policies for monitoring and managing such risks.
- Review information concerning environmental, legal, regulatory, compliance and other matters that may represent material financial exposure and/or material risk and appropriate management thereof.
- Develop and recommend to the Board for approval a clear and definitive hiring policy regarding employees or former employees of the Company's independent auditors.
- Develop and recommend to the Board for approval a code of business conduct and ethics for the Board, consistent with NYSE and SEC rules and regulations, other applicable law, and the Company's existing business conduct guidelines.
- Review the Company's compliance program, codes of business conduct and ethics at least annually, and recommend changes as necessary.
- Establish procedures for (1) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and (2) the confidential, anonymous submission by Company employees of concerns regarding questionable accounting or auditing matters.

- Consider any other matters related to the oversight responsibilities of the Committee, as deemed advisable or necessary by Company management, the Board or the Committee.

No Committee member shall simultaneously serve on the audit committees of more than two other public companies unless the Board determines, in its judgment, that such simultaneous service would not impair the ability of such member to effectively serve on the Committee.

The Board shall appoint an individual to serve as Chairperson and may also appoint a Secretary for the Committee. A majority of the members of the Committee shall constitute a quorum for all purposes and the act of a majority of the members present at any meeting at which a quorum is present shall be the act of the Committee.

In discharging its oversight role, the Committee is empowered to investigate any matter brought to its attention with full access to all books, records, facilities and personnel of the Company. The Committee has the authority to retain outside counsel, advisors or other experts, as it deems necessary or advisable. The Company shall provide for appropriate funding, as determined by the Committee, in its capacity as a committee of the Board, for payment of: (1) compensation to any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company; (2) compensation to any advisors employed by the Committee; and (3) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Board and the Committee are in place to represent the Company's stockholders; accordingly, the independent auditor is ultimately accountable to the Board and the Committee.

### **Meetings**

The Committee shall meet as often as its members deem necessary to perform the Committee's responsibilities.

The Committee shall meet periodically, with management, the senior-most internal auditor, and the independent auditor in separate sessions to discuss any matters which the Committee or these groups believe should be discussed privately with the Committee. The Committee will also meet at any time that the independent auditor believe communication with the Committee is required.

### **Authority and Responsibilities**

The Committee's job is one of oversight and it recognizes that the Company's management is responsible for preparing the Company's financial statements and that the independent auditor are responsible for auditing those financial statements.

The Committee shall assist the Board in monitoring the Company's financial reporting processes, systems of internal control, the independence and performance of the Company's independent auditor and the performance of the internal auditor, and shall provide an avenue of communication among management, the independent auditor, the internal auditor and the Board. The Committee shall perform any other activities consistent with the Company's Certificate of Incorporation, Bylaws and governing law as the Committee or the Board deems necessary or appropriate.

The Committee will make regular reports to the Board and will propose any necessary action to the Board. The Committee will review and assess the adequacy of this charter at least annually. The Committee will annually evaluate its own performance.

This charter shall be posted to the Company's website.

Effective Date: August 2, 2023