



The Rice Food Experts

Grower Services Committee Charter

Ricegrowers Limited
ACN 007 481 156

Approved 20 December 2007

**RICEGROWERS LIMITED
GROWER SERVICES COMMITTEE
CHARTER**

1. PREAMBLE

- 1.1 In accordance with its Charter, the Board of Ricegrowers Limited has established the Grower Services Committee to assist it in carrying out its responsibilities and to consider certain issues and functions in detail.
- 1.2 The Board requires that each Board Committee must have its own Charter to set out matters relevant to the Committee's composition, responsibilities and administration. It is also required that the Committee Charter is approved by the Board and reviewed by the Committee annually.

2. ROLE

- 2.1 The objective of the Grower Services Committee is to optimise the interdependent relationship between Ricegrowers Limited and rice growers to achieve alignment and integration of activities and business plans.
- 2.2 In connection with 2.1, the Committee will review important Grower Services related business policies and procedures.
- 2.3 The Committee has the objective to ensure that:-
 - 2.3.1 Business and technology risks are identified, minimised and managed within acceptable limits.
 - 2.3.2 Internal controls are practical and cost efficient, and appropriately implemented.
 - 2.3.3 Statutory and regulatory requirements and the company's Code of Conduct are complied with at all times.

3. AUTHORITY

- 3.1 The Committee is authorised to investigate any activity within the terms of this Charter and to seek such information it requires from any employee or external party and to obtain, at the cost of the Company (subject to the approval of the Chairman of the Board) outside independent professional advice and to secure the attendance of external parties with relevant experience if it considers this necessary.

4. ORGANISATION

- 4.1 Membership
 - 4.1.1 The Committee shall comprise a minimum of four Directors of the Company.
 - 4.1.2 The Chairperson of the Committee shall be elected by the Board of Ricegrowers Limited.
 - 4.1.3 A quorum will consist of three Directors.
 - 4.1.4 The Company Secretary shall be the Secretary of the Committee.
 - 4.1.5 The composition of the Committee will be considered annually by the Board.

4.2 Meetings

- 4.2.1 Other Ricegrowers Limited Board Members may attend meetings with reasonable notice and may request copies of Committee papers.
- 4.2.2 Employees and relevant advisors, as requested by the Committee, may be invited to attend meetings but shall not be entitled to vote.
- 4.2.3 The Chairman of the Committee shall call meetings as necessary, but not less than quarterly.
- 4.2.4 The Ricegrowers Limited Chairman, Chief Executive Officer, and General Manager Grower Services may consult with the Chairman with a view to the Chairman convening a meeting if it is considered necessary.
- 4.2.5 The Chairperson shall review the agenda for each meeting prior to its issue.
- 4.2.6 Any Committee member may have input to the agenda.
- 4.2.7 Notice of Meeting, the agenda, and supporting documentation for each meeting must be given to each member of the Committee and the Secretary within a reasonable time for each meeting. However, the non-receipt of any notice of a meeting does not affect the validity of the convening of the meeting. Each Board member, who is not a member of the Committee, shall receive notice of a meeting.
- 4.2.8 Unless determined otherwise by the Committee, or waived by a majority of Members of the Committee to whom notice of a particular meeting is sent, the period of notice for each meeting is at least 7 days.
- 4.2.9 Decisions at a meeting of the Committee shall be determined by a majority of votes of the Members involved and voting. The Chairman of the Committee shall have a casting vote in addition to a deliberative vote.
- 4.2.10 Minutes of meetings shall be circulated to all Members after approval by the Chairman. The minutes will be tabled for discussion at the following Board Meeting.
- 4.2.11 Members should use their best endeavors to attend every meeting of the Committee which may be by telephone or videoconference, if appropriate.

5. ROLES AND RESPONSIBILITIES

5.1 On Farm Production of Rice

- 5.1.1 Ensure the development, implementation and continuous improvement of policies and procedures that relate to on farm production of rice to fulfill the company's business requirements. This will encompass the following areas of activity, as required:-
 - SunRice Grower Program, including grower incentive programs
 - Paddy Production Plan
 - Germplasm Development and the Pure Seed Scheme
 - Harvest Management Plan
 - Quality Assurance
 - Paddy Appraisal Scheme
 - Grower Payments

5.2 Shareholder Services

- 5.2.1 Ensure the development, implementation and continuous improvement of policies and procedures that relate to the provision of services to shareholders, including:
 - Financial Services
 - Grower Supplies and Services Procurement
 - Shareholder Communication
 - Shareholder Records
 - Corporate Registry
 - SunRice Capital Raising Program

5.3 Grower Services Department

5.3.1 Review the objectives, long term strategy and operational plans of Grower Services to ensure it remains effective in:-

- Maintaining relationships with Growers and continuously improving the services provided to Growers.
- Managing risk and business continuity.
- Ensuring compliance with statutory and legal requirements and the company Code of Conduct.

5.4 Committee Performance

5.4.1 Evaluate the performance, of the Committee once every two years.

5.4.2 Assess the achievement of the requirements of the Charter and report the results to the Board.

5.4.3 Obtain feed back on the Committee's performance from the Board.

5.5 Review of the Committee Charter

5.5.1 Review the Committee charter annually and have it approved by the Board.