



The Rice Food Experts

## Remuneration Committee Charter

Ricegrowers Limited  
ACN 007 481 156

Approved 28 October 2011

**RICEGROWERS LIMITED  
REMUNERATION COMMITTEE  
CHARTER**

**1. PREAMBLE**

- 1.1 In accordance with its Charter, the Board of Ricegrowers Limited (“Ricegrowers”) has established the Remuneration Committee (“the Committee”) to assist it in reviewing and making recommendations on the overall direction and determination of Ricegrowers strategies in respect of remuneration, benefits and compensation, recognition of executive and employee performance, succession planning and executive development matters;
- 1.2 The Board requires that each Board Committee must have its own Charter addressing matters relevant to each Committee’s composition, responsibilities and administration. It is also required that each Committee’s Charter is approved by the Board and reviewed by the Committee annually.
- 1.3 The scope of the Committee’s role extends from Non Executive Directors through executive management and to all employees of Ricegrowers.

**2. PURPOSE**

- 2.1 The Committee is to assist the Board in ensuring that Ricegrowers adopts and implements remuneration and compensation policies which:
  - 2.1.1 Attract, retain and motivate high calibre executives and Directors so as to encourage enhanced performance and as a consequence facilitate in the attraction and retention of high performing employees; and
  - 2.1.2 Are consistent with human resource needs, meet statutory requirements and adhere to Ricegrowers policies and procedures; and
  - 2.1.3 Motivate Directors and management to pursue the long-term growth and success of the Company within an appropriate control framework; and
  - 2.1.4 Demonstrate a clear relationship between key executive performance and remuneration, compensation and benefits

**3. AUTHORITY**

- 3.1 The Committee is authorised by the Board to:
  - 3.1.1 Perform activities within the terms of its Charter; and
  - 3.1.2 Seek such information as it requires from any external party or, through executive management, any employee, and
  - 3.1.3 Obtain the assistance of suitably qualified external parties, where it is considered necessary, to carry out its responsibilities;
  - 3.1.4 Refer matters, seek clarification and/or seek advice from other Board Committees as appropriate

**4. ORGANISATION**

#### 4.1 Membership

- 4.1.1 The Committee will be nominated by the Board and the Chairman of the Committee shall be elected by the Committee.
- 4.1.2 The Committee shall comprise of at least 3 Non Executive Directors
- 4.1.3 The quorum will be 2 Non Executive Directors of Ricegrowers
- 4.1.4 The duties and responsibilities of a member of the Committee are in addition to any held as a member of the Board
- 4.1.5 The General Manager People and Culture shall be the Secretary of the Committee, if in attendance; otherwise the Chairperson shall act as Secretary

#### 4.2 Meetings

- 4.2.1 Only Committee members are entitled to attend meetings
- 4.2.2 Other Board members may attend meetings with reasonable notice and may request copies of Committee papers
- 4.2.3 Employees and/or advisors may be invited to attend meetings but shall not be entitled to vote
- 4.2.4 The Chairperson of the Committee shall call meetings as necessary, but not less than twice per year
- 4.2.5 A 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
- 4.2.6 Decisions at a meeting of the Committee shall be determined by a majority of votes of the members involved and voting. The Chairperson of the Committee shall have a casting vote in addition to a deliberative vote
- 4.2.7 Minutes of meetings shall be circulated to all Members after approval by the Chairperson
- 4.2.8 Members should use their best endeavours to attend every meeting of the Committee. Attendance may be in person, or by telephone or videoconference, if appropriate
- 4.2.9 The Committee may meet with representatives of external consulting firms, without management present, as required

## 5. ROLES AND RESPONSIBILITIES

- 5.1 It is the responsibility of the Committee is to provide an oversight of Ricegrowers broad remuneration plans, policies and practices, with a view to assisting the Board to ensure that:
  - 5.1.1 The level and composition of remuneration of senior executives and Directors is sufficient and reasonable and, in the case of senior executives is linked to Company and individual performance
  - 5.1.2 The integrity of Ricegrowers remuneration strategies and practices is safeguarded
  - 5.1.3 Grower, shareholder and employee interests are aligned
  - 5.1.4 Independent reviews of remuneration proposals are undertaken as required
  - 5.1.5 Ricegrowers complies with relevant legislative requirements
- 5.2 The duties of the Committee shall include reviewing and, where appropriate, making recommendations to the Board on remuneration, compensation and benefits, including:
  - 5.2.1 Executive remuneration policies
  - 5.2.2 The remuneration packages of executive management including short and long term remuneration targets and outcomes, including performance targets
  - 5.2.3 Employment contracts of executive management
  - 5.2.4 Incentive policies and schemes
  - 5.2.5 Termination payments for executives
  - 5.2.6 Executive and Board development programs
  - 5.2.7 Superannuation arrangements including receiving reports from the Superannuation Policy Committee
  - 5.2.8 The consistency of Ricegrowers remuneration policies, recruitment practices, training and development processes with strategic goals and People and Culture initiatives
  - 5.2.9 The terms and conditions of appointment of Directors, including the retirement allowances and remuneration framework for Directors
- 5.3 Review of the Committee Charter
  - 5.3.1 Review the Committee Charter annually and have it approved by the Board