



Make a *Difference*

Nomination Committee Charter

June 2020



1. ROLE OF THE COMMITTEE

- 1.1 The Nomination Committee (Committee) of the Board of Ricegrowers Limited trading as SunRice and its related bodies corporate (“Company” or “Group”) has been established to assist the Board in discharging its responsibilities on a range of matters relating to:-
- 1.1.2 Board and Board Committee composition.
 - 1.1.3 Election and re-election of non-executive directors (NEDs), with the exception of the elected members of the Rice Marketing Board (RMB) who are elected under the RMB processes.
 - 1.1.4 NED induction and development.
 - 1.1.5 NED independence.
 - 1.1.6 Board, Board Committee and individual NED evaluation and performance.
 - 1.1.7 The selection, recruitment and appointment of the Group Chief Executive Officer (CEO), with ongoing CEO succession planning, remuneration and assessment being the role of the People and Remuneration Committee.
 - 1.1.8 Board diversity.
- 1.2 The Board has delegated authority to the Committee to fulfil its responsibilities as set out in the Section entitled Responsibilities of the Committee of this Charter and may make such other delegations to the Committee from time to time.

2. ACCESS TO INFORMATION AND INDEPENDENT ADVICE BY THE COMMITTEE

- 2.1 The Committee have access through the Committee Chair, to:-
- 2.1.1 Management to seek explanations and information from Management.
 - 2.1.2 Independent professional advice they consider necessary to fulfil their responsibilities and to exercise independent judgment when making decisions.
 - 2.1.3 If the Chair of the Board consents, the Group will pay a Committee members’ costs of seeking independent professional advice, with the brief agreed by the Chair and Company Secretary. That consent may not be unreasonably withheld or delayed. Copies of the advice must be made available to, and for the benefit, of all Board members, unless the Chair agrees otherwise. The engagement and any advice received will be independent of Management.
 - 2.1.4 The Company Secretary is responsible for the preparation, presentation and integrity of the information provided to the Committee to support decision making and the effective oversight of the people, remuneration and performance frameworks and practices by the Committee.

3. MEMBERSHIP

- 3.1 The members of the Committee and the Chairman of the Committee will be appointed by the Board.
- 3.2 The Committee shall comprise of at least three (3) NEDs.
- 3.3 The Company Secretary shall be the Secretary of the Committee, if in attendance; otherwise the Chairman of the Committee shall act as Secretary.

4. ROLE OF THE CHAIR

- 4.1 The Chair of the Board will be the Chair of the Committee, except when the Committee is addressing the appointment of a successor to the Board Chair. Another member of the Committee (other than the Board Chair) to be appointed by the Committee will oversee the appointment of the Board Chair.
- 4.2 The Committee Chair is responsible to lead the Committee and oversee the processes for the Committee's performance of its role in accordance with this Charter.
- 4.3 The Committee Chair has responsibility to:-
- 4.3.1 Foster an open, inclusive and, where appropriate, challenging discussion by the Committee;
 - 4.3.2 Set the agenda with the Company Secretary, ensuring that appropriate time and attention is devoted to matters within the responsibilities of the Committee; and
 - 4.3.3 Liaise with the Company Secretary to ensure the Committee has the information necessary to enable effective decision-making.

5. MEETINGS

- 5.1 The Committee Chair shall call meetings as necessary, typically four times per year.
- 5.2 The presence of one half of the members of the Committee will constitute a quorum.
- 5.3 All NEDs are entitled to attend meetings of the Committee where there is no conflict of interest and with the prior consent of the Committee Chair.
- 5.4 Notice of the meeting, the agenda, and supporting documentation for each meeting must be given to each member of the Committee and the Secretary of the Committee within a reasonable time for each meeting.
- 5.5 Employees and/or advisors may be invited to attend meetings.
- 5.6 Members should use their best endeavours to attend every meeting of the Committee which may be by telephone or videoconference, if appropriate.
- 5.7 The Committee may meet with representatives of external consulting firms, without management present, as required.
- 5.8 No member of the Committee shall participate in a review of their own performance or re-appointment.
- 5.9 In the absence of the Chair of the Committee or appointed delegate, the members shall elect one of their number as Chair for that meeting. The Chair has a casting vote in addition to a deliberative vote.

6. REPORTING

- 6.1 Minutes of meetings shall be circulated to all Members after approval by the Chairman of the Committee.
- 6.2 Minutes of the Committee meetings are made available to all Directors.
- 6.3 The Committee Chair will provide verbal reports on Committee business at the next Board meeting and will consider if any material matters arising out of Committee Meetings should be advised to other Committees.

7. ROLES AND RESPONSIBILITY

7.1 Board and Board Committee Composition

- 7.1.1 Developing, reviewing and recommending the following to the Board for approval, having regard for the Company's strategy and the skills needed to address relevant existing and emerging business and governance issues and the overall effectiveness of the Board:-
- 7.1.1.1 The appropriate size, and membership of the Board and its Committees (including the Chairs).
 - 7.1.1.2 Standards with regard to the total duration of terms that can be served by NEDs.
 - 7.1.1.3 Succession plans (including the role of Chairman of the Board), with the aim of maintaining an appropriate mix of skills, experience, expertise and diversity on the Board over time, having regard to the independence and tenure of NEDs.
 - 7.1.1.4 Within the constraints of the company's constitution, the appropriate mix of skills, experience, knowledge, independence, expertise and diversity required on the Board and each Board Committee and assessing the extent to which they are represented on the Board or relevant Board Committee (through, among other things, a board skills matrix, which the Committee will regularly review).

7.2 Election and Re-election of NED

- 7.2.1 Establishing and recommending to the Board for approval:-
- 7.2.1.1 Policies and processes (including selection criteria) by which new (Non-Grower) NED candidates are selected to be nominated by the Board for election.
 - 7.2.1.2 Policies and processes by which new (Grower) NED candidates are supported (for example: by way of information sessions) when seeking election to the Board
 - 7.2.1.3 Policies and processes (including performance criteria) which apply to existing (Non-Grower and Grower) NED candidates when seeking re-election.
- 7.2.2 Identifying and recommending to the Board:-
- 7.2.3.1 New (Non-Grower) candidates to be nominated by the Board for election.
 - 7.2.3.2 Existing (Non-Grower and Grower) NEDs to be considered for re-election.
- 7.2.4 Developing and applying the selection and performance criteria having regard to the mix of skills, experience, diversity and other attributes of (other) existing NEDs and how the candidate balances and complements (other) existing NEDs.
- 7.2.5 Reviewing each of the NEDs who are seeking re-election in light of their independence, the result of their performance review, the Company's succession plans and any other factor considered relevant to the NED's contribution to the Board. On the basis of its review, the Committee will recommend to the Board whether to support the director's re-election. This will include overseeing that appropriate checks are undertaken in relation to all potential NED candidates.
- 7.2.6 Reviewing the appropriateness and effectiveness of the mechanisms in the Constitution for the process of electing Non-Grower and Grower NEDs (for example: at a General Meeting or by ballot) and recommend a mechanism to the Board.
- 7.2.7 Overseeing the election of NED and recommend to the Board, where required, rules and procedures for elections.
- 7.2.8 Considering and recommending to the Board the way in which open proxies directed to the Chairman of the Board, in relation to the election of NED, should be voted.

- 7.2.9 Establishing and recommending to the Board for approval policies in respect of the tenure of NEDs.

7.3 NED Induction and Development

- 7.3.1 Overseeing the NED induction program and assessing if there are appropriate opportunities for new NEDs:-
- 7.3.1.1 To position themselves to discharge their responsibilities effectively and to add value.
 - 7.3.1.2 To develop the skills and knowledge required, including with regard to the entity's legal and governance framework; in key accounting matters; and on the responsibilities in relation to financial statements.
- 7.3.2 Assessing if existing NED have the skills, knowledge and experience to deal with relevant new and emerging business and governance issues and if professional development is required.
- 7.3.3 Monitoring that NED receive briefings on relevant material developments in laws, regulations and accounting standards.
- 7.3.4 The Committee will have regard to the outcomes of performance assessments and Board and Board Committee evaluations in assessing individual NED development needs.

7.4 NED Independence

- 7.4.1 Assessing and reporting to the Board, at least annually, on the independence of NEDs against the criteria set out in the Board Charter. The Committee will also assess the independence of NEDs around the time the Committee considers the election or re-election of a NED.

7.5 Board and Board Committee and Individual NED Evaluation and Performance

- 7.5.1 The Committee will oversee the process for evaluation of the Board, Board Committees and individual NEDs, including the Board's and Committees' performance relative to its Charter.
- 7.5.2 The Committee will review the commitment required by NEDs, including reviewing the other commitments of NEDs and the time involved in those commitments.
- 7.5.3 NEDs are required to inform the Committee Chair before accepting new appointments.

7.7 Board Diversity

- 7.7.1 Reviewing and recommending to the Board for approval diversity policies for the Board, including setting measurable objectives to achieve such diversity.
- 7.7.2 Reviewing and reporting to the Board on the diversity of the Board, including reporting on the progress in achieving the measurable objectives set to achieve diversity.

7.8 CEO Selection and Appointment

- 7.8.1 Overseeing and providing guidance to the Board on the selection of candidates and the recruitment processes for the role of CEO.

7.9 Evaluating Performance of the Committee

- 7.9.1 The Committee will evaluate its performance every second year against the requirements of this Charter and report the results to the Board.



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7.10 Review of Committee Charter

7.10.1 The Committee will review the Charter periodically (and at least every two years) and recommend any amendments to the Board for approval.

7.11 Other

7.11.1 The Committee will perform any other responsibilities as may be delegated to it by the Board from time to time.