



Make a *Difference*

People and Remuneration Committee Charter

February 2023





1. ROLE OF THE COMMITTEE

- 1.1 The People and Remuneration 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:
 - 1.1.1 SunRice's Remuneration Strategy and Framework.
 - 1.1.2 People Policy, including diversity and inclusion, employee engagement, organisational culture, talent management, training and development, and succession planning for the Chief Executive Officer (CEO) and their direct reports.
 - 1.1.3 Remuneration arrangements and Incentive Plans for the CEO and their direct reports.
 - 1.1.4 Performance Management.
 - 1.1.5 Equity Plans for Employees and Non-Executive Directors (NEDs).
- 1.2 In carrying out its role, the Committee will oversee SunRice's people and remuneration practices so that they:
 - 1.2.1 Are aligned to the Group's remuneration policy, promote ethical behaviours and do not reward conduct that is contrary to the Group's purpose, values, strategic objectives and risk appetite.
 - 1.2.2 Support the Group's performance and long-term success.
 - 1.2.3 Are aligned with the Group's corporate governance practices and comply with relevant legal and regulatory requirements.
 - 1.2.4 Encourage behaviours which appropriately mitigate against operational, financial, non-financial, regulatory and reputational risks.
- 1.3 The Committee will seek updates from and provide input into other Board Committees on material financial and non-financial risks or other matters relevant to the determination of remuneration outcomes for the CEO and direct reports to the CEO, and regarding other decisions within the responsibility of the Committee.
- 1.4 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 other delegations to the Committee from time to time.

2. ACCESS TO INFORMATION AND INDEPENDENT ADVICE BY THE COMMITTEE

The Committee members have access through the Committee Chair, to:

- 2.1 Independent professional advice they consider necessary to fulfil their responsibilities and to exercise independent judgment when making decisions.
- 2.2 Management to seek explanations and information, as required.
- 2.3 If the Chair of the Board consents, the Group will pay a Committee members' costs of seeking independent professional advice (including from remuneration experts), 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 of the Board agrees otherwise. The engagement and any advice received will be independent of Management.

- 2.4 The Committee will approve the appointment of any remuneration consultants in accordance with the Corporations Act 2001 (Cth) and will adopt protocols in relation to the engagement of and communications with remuneration consultants.
- 2.5 Management 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 General Manager, People and Culture shall act as Secretary.

4. ROLE OF THE CHAIR

- 4.1 The Committee Chair must not be the Chair of the Board.
- 4.2 The Committee Chair is responsible for leading the Committee and overseeing the processes for the Committee's performance of its role in accordance with this Charter.
- 4.3 The Committee Chair will attend and be available to answer questions regarding the Remuneration Report at the Annual General Meeting of the Company.
- 4.4 The Committee Chair has responsibility for:
 - 4.4.1 Fostering an open, inclusive and, where appropriate, challenging discussion by the Committee.
 - 4.4.2 Setting the agenda with the General Manager, People and Culture and the Company Secretary, ensuring that appropriate time and attention is devoted to matters within the responsibilities of the Committee; and
 - 4.4.3 Liaising with the General Manager, People and Culture 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 as required.
- 5.6 Members should use their best endeavors to attend every meeting of the Committee which may be by phone or videoconference, if appropriate.
- 5.7 The Committee may meet with representatives of external consulting firms, without management present, as required.
- 5.8 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 the Committee meetings shall be circulated to all Members after approval by the Chair 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 Remuneration Strategy and Framework

- 7.1.1 Reviewing and recommending to the Board for approval, the Group's remuneration strategy and framework and policies for NED's, the CEO and senior executives. Seeking to ensure that the strategy, framework and policies:
 - 7.1.1.1 Are aligned with the Group's purpose, values, mission, behaviours, strategic objectives and risk appetite, and promote the desired culture of the Group.
 - 7.1.1.2 Are informed by market practice and trends and legislative and regulatory requirements.
 - 7.1.1.3 Attract, motivate and retain high quality NEDs, CEOs and senior executives.
 - 7.1.1.4 Recognise and reward performance that is aligned with long term stakeholder interests and which will drive the long-term growth and success of the Group.
 - 7.1.1.5 Protect and enhance the Company's reputation and standing in the community.
 - 7.1.1.6 Align grower, shareholder and employee interests.



- 7.1.2 Reviewing and recommending to the Board the remuneration arrangements, including performance objectives and outcomes, at least annually for the CEO and the direct reports to the CEO, following an assessment of performance, as well as any termination arrangements.

7.2 People Policy

- 7.2.1 Reviewing and monitor diversity and inclusion policies, frameworks and strategies across the Group.
- 7.2.2 Reviewing and monitoring executive talent management, retention strategies and development programs applicable to CEO direct reports and other critical roles.
- 7.2.3 Overseeing and reviewing the succession plan for the CEO, the CEO's direct reports and other critical roles.
- 7.2.4 Reviewing and monitoring people strategies designed to attract, retain, develop and motivate employees, and considering their effectiveness, including by reviewing the implementation and progress of the strategies and considering if they are consistent with the Group's values and desired organisational culture.
- 7.2.5 Monitoring key people metrics of the Group such as engagement scores, promotions, women in leadership roles, employee turnover rates.
- 7.2.6 Reviewing remuneration by gender and overseeing the implementation of strategies to address any identified bias.
- 7.2.7 Reviewing and monitoring engagement action plans arising from the Group's employee engagement surveys and monitoring their effectiveness.
- 7.2.8 Reviewing reports on, and developing and monitoring and testing initiatives to build, organisational culture and providing recommendations to the Board on actions that the Committee considers necessary to instill, or reinforce, the desired organisational culture (with matters relating to risk culture referred to the Finance, Risk and Audit Committee).
- 7.2.9 Considering any other matter relating to organisational culture, as requested by the Board or other Board Committees.
- 7.2.10 Recommending measurable diversity objectives to the Board (other than Board objectives recommended by the Nomination Committee) and monitoring progress against those objectives.
- 7.2.11 Reviewing and monitoring the Group's Minimum Shareholding Policy.

7.3 Remuneration and Incentive Plans

- 7.3.1 Reviewing and making recommendations to the Board regarding the fees payable to NEDs (including the Chair and Deputy Chair) within the shareholder approved fee pool limit.
- 7.3.2 Reviewing and recommending to the Board for approval the following:



People and Remuneration Committee Charter

7.3.2.1 Performance management frameworks, variable remuneration plans and employee share plans.

7.3.2.2 Fixed and variable remuneration arrangements of the CEO and CEO's direct reports.

7.3.2.3 The annual fixed remuneration budget and discretionary variable remuneration pool, including any ex-gratia payments made from time to time to the CEO and senior executives.

7.3.4 Delegating authority for the operation and administration of the Group's various employee incentive plans to management (as appropriate).

7.3.5 Overseeing the Company's compliance obligations in relation to the remuneration of NEDs and senior executives.

7.3.6 Reviewing superannuation arrangements, including reports from the Superannuation fund provider, as well as any significant changes to group wide benefits.

7.4 Performance Management

7.4.1 Reviewing and recommending to the Board for approval:

7.4.1.1 Performance management frameworks.

7.4.1.2 Performance measures and outcomes, following an assessment of performance, for the CEO and direct reports to the CEO.

7.4.2 Assisting the Chairman of the Board in the annual performance review and performance rating of the CEO.

7.5 Equity Plans

7.5.1 Reviewing and recommending to the Board for approval the design of employee (including the CEO) and NED equity incentive plans.

7.5.2 Approving non-material amendments to existing employee and NED equity plans including any administrative and compliance-related changes.

7.5.3 Reviewing and recommending to the Board for approval adjustments to employee equity vesting outcomes, including, where vesting conditions have not been met or in relation to a risk or misconduct matter.

7.5.4 Monitoring the progress of performance hurdles under equity-based long-term variable remuneration arrangements and/or incentive plans.

7.6 Remuneration Report

7.6.1 Overseeing management's preparation of the annual remuneration report for inclusion in the Group's annual report and recommending the report to the Board for approval.



7.6.2 Considering the outcome of the shareholder vote on the Remuneration Report and recommending actions to the Board for approval and overseeing and monitoring the implication of any such action plans.

7.7 Evaluating Performance of the Committee

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

7.8 Review of the Committee Charter

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

7.9 Other

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