

1. PURPOSE

- 1.1. The Board of Directors of GrainCorp Limited (“the Company”) has constituted this People, Remuneration and Nominations Committee (“PRNC”) to assist the Board in the consideration of relevant human resource and remuneration issues within the Company including the Directors.
- 1.2. This Charter sets out the responsibilities of the PRNC, its membership and the manner in which its activities should be conducted.

2. OBJECTIVES

The objectives of the PRNC (“Objectives”) are to assist the Board to discharge its responsibilities to shareholders and other stakeholders for ensuring that the Company:

- a) has coherent people and remuneration policies and practices which are consistent with the Company’s strategic goals and human resource objectives and which enable the Company to attract, motivate and retain directors, executives and employees who will meet the Company’s needs and create value for shareholders;
- b) fairly and responsibly remunerates directors, executives and employees having regard to the performance of the Company, the performance of the directors, executives and employees, and the general remuneration environment including increased legislative risk around remuneration disclosure; and
- c) delivers on its overall people strategy, policies and practices in regard to succession planning, talent management, diversity, performance management and employee relations.
- d) review the performance of directors seeking re-election at annual general meetings of the Company, and make recommendations to the Board as appropriate.
- e) identify suitable candidates for appointment or election to the Board, having regard to the breadth of skills and experience of the overall Board, and make recommendations to the Board as appropriate.

3. MEMBERSHIP

- 3.1. The PRNC exclusively comprises Non-executive Directors, all of whom will be independent.
- 3.2. The Chairman will be an independent Non-executive Director.
- 3.3. The PRNC will have not less than three Members.
- 3.4. A quorum will comprise two Members of the PRNC.

4. ATTENDANCE AT MEETINGS

- 4.1.
 - a) All Directors are entitled to attend meetings. The PRNC may invite such other persons to attend its meetings as it sees fit and consult with other persons and seek any information it considers necessary to fulfil its responsibilities.
 - b) The PRNC may obtain independent advice, when necessary, at the Company’s expense, with the approval of the Chairman of the Board.

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- 4.2. The PRNC will meet at least four times a year and at any other time at the request of the Board or as the PRNC determines.
- 4.3. Meetings may be held by the members communicating with each other through any means by which they can participate in discussion even though they may not be physically present in the same place.
- 4.4. The Secretary of the PRNC will be the Company's HR Director, unless the Board or the PRNC determine otherwise, who will take minutes of all meetings and keep records of all meetings held, papers submitted to meetings and recommendations made by the PRNC.
- 4.5. Any dissenting member of the PRNC shall be entitled to have his/her opinion recorded in the minutes.
- 4.6. The PRNC may pass or approve resolutions by circular resolution as required.
- 4.7. The Chairman of the PRNC will communicate the proceedings of the PRNC to the Board after each meeting. Copies of the minutes of meetings of the PRNC will be made available to all Board members after their preliminary approval by the PRNC.
- 4.8. Copies of PRNC papers and minutes will be available on a secure online portal for all PRNC members.

5. RESPONSIBILITIES

The Committee is responsible for ensuring that the Company's human resource, remuneration and incentive policies and practices are aligned to its values and business objectives and performance and demonstrate a clear relationship between overall Company performance, executive performance and remuneration, as will be disclosed annually in the Company's Remuneration Report.

The responsibilities of the PRNC include to:

- a) review and recommend to the Board remuneration programs and performance targets for the Managing Director & Chief Executive Officer
- b) review and approve remuneration programs and performance targets for members of the Executive Team, including the monitoring of performance against those targets;
- c) review and recommend to the Board annually the remuneration of the Managing Director & Chief Executive Officer including the payment of any bonuses or incentives;
- d) approve, on the recommendation of the Managing Director & Chief Executive Officer, the remuneration of the Executive Team and any other direct reports to the Managing Director & Chief Executive Officer, including the payment of any bonuses or incentives;
- e) review and recommend to the Board the terms of employment contracts for the Managing Director & Chief Executive Officer,
- f) approve, on the recommendation of the Managing Director & Chief Executive Officer, the members of the Executive Team and the terms of their employment contracts;
- g) review and recommend to the Board the introduction of any employee share acquisition schemes, pension or superannuation / retirement benefit schemes or other incentive plans, including the appropriate performance hurdles to apply to each plan;
- h) review and recommend individual Non-executive Director remuneration on an annual basis in accordance with the aggregate fee pool approved by shareholders;
- i) review and recommend to the Board the annual Remuneration Report component of the Company Annual Report, including all financials;

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- j) review any defined benefit superannuation arrangements on an annual, or as deemed necessary basis, for the Company's employees and recommend any significant changes to the Board for approval;
- k) review the Company's recruitment, retention and termination policies and procedures for executives and senior management and approve any changes;
- l) review processes relating to the identification and development of high potential employees;
- m) lead the succession planning process for the Managing Director & Chief Executive Officer with input as required from incumbent. Monitor succession planning for the Executive Team;
- n) review and approve strategies and principles for people management including remuneration programs, performance management processes and career and skills development initiatives;
- o) engage, on behalf of the Board of Directors, "remuneration consultants" to provide "remuneration recommendation" and information, as those terms are defined in the Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act 2011, for key management personnel; and
- p) review and make recommendations to the Board on all matters pertaining to the Objectives of the PRNC as relevant to any Annual General Meeting of the Company such as the Remuneration Report and the election and/or re-election of Directors.

6. BOARD AND MANAGING DIRECTOR & CEO NOMINATIONS

In relation to Director nominations, the PRNC will:

- a) Identify and recommend persons who are sufficiently qualified and capable to be appointed to the Board, and ensure there is an effective succession plan in place for the Chair and all Directors.
- b) Ensure that there is an effective structure and review process in place for the Board and all Board Committees.
- c) Identify and recommend to the Board persons suitable internal/external candidates for the role of Managing Director & Chief Executive Officer, as required.

7. EVALUATING PERFORMANCE

- 7.1. The PRNC will evaluate its performance on an annual basis.
- 7.2. The PRNC will assess the achievement of the responsibilities specified in this charter and report the findings to the Board.

8. APPROVAL AND REVISION

- 8.1. This Charter was approved by the Board on 22 February 2011 with amendments approved on 14 July 2011, 26 March 2014, 15 April 2015 and 21 June 2016.
- 8.2. The PRNC shall review its Charter annually and recommend any required or desired changes to the Board for approval.