



People and Remuneration Committee Charter

Inghams Group Limited

ACN 162 709 506

Adopted by the Board on 10 October 2016

Committee charter

1 Membership of the Committee

The Committee must consist of:

- only non-executive directors;
- a minimum of 3 members;
- a majority of independent directors; and
- an independent director as chair.

The Board may appoint additional directors to the Committee or remove and replace members of the Committee by resolution. Members may withdraw from membership by written notification to the Board.

Non-committee members, including members of management, may attend all or part of a meeting of the Committee at the invitation of the Committee chair.

The Company Secretary, or his or her delegate, is minute secretary for meetings of the Committee.

2 Role and responsibilities – people

The responsibilities of the Committee are as follows:

- (a) Develop and review the people and culture policies of the Group, including with respect to personnel practices, employee engagement and complaints handling.
- (b) Review and recommend to the Board any major changes and developments to the industrial relations strategies for the Group.
- (c) Oversee the succession planning process for the Chief Executive Officer's (CEO) direct reports and talent management within the Group generally.
- (d) Develop and review the Company's policies in respect of diversity, including strategies or changes to address any gender pay gap.



- (e) In accordance with the Company's Diversity Policy, review the measurable objectives for achieving gender diversity set by the Board on an annual basis and recommend any changes to the Board.
- (f) On an annual basis, review the effectiveness of the Diversity Policy by:
 - (1) assessing the Company's measurable objectives and its progress towards achieving them, including the effectiveness of any strategies aimed at achieving the objectives; and
 - (2) reporting to the Board recommending any changes to the strategies or the way in which the objectives are implemented.
- (g) On an annual basis:
 - (1) review the relative proportion of women and men on the Board, in senior executive positions and in the workforce at all levels of the Group; and
 - (2) submit a report to the Board, which outlines the Committee's findings or, if applicable, provide the Board with the Company's most recent indicators as required by the *Workplace Gender Equality Act 2012* (Cth).

3 Roles and responsibilities – remuneration

The responsibilities of the Committee are as follows:

- (a) Approve major changes and developments in the remuneration policies and superannuation arrangements for the Group.
- (b) Oversee the process of setting Group salary policies and regularly review overall remuneration levels against relevant benchmarks.
- (c) Review and recommend to the Board arrangements for the CEO, including contract terms, annual remuneration and participation in the Company's short and long term incentive plans.
- (d) Review and endorse arrangements for the CEO's direct reports, including contract terms and annual remuneration, and approve their participation in the Company's short and long term incentive plans.
- (e) Review and recommend to the Board short term incentive performance targets and bonus payments for the CEO and the CEO's direct reports.
- (f) Review and recommend to the Board major changes and developments in relation to the Company's employee equity incentive plans.
- (g) Recommend to the Board whether offers are to be made under any or all of the Company's employee equity incentive plans in respect of a financial year.
- (h) Oversee the operation of the Company's employee equity incentive plans in place from time to time including approving any minor changes to the terms of plans from time to time.
- (i) Review and recommend to the Board the remuneration arrangements for the Chairman and the non-executive directors of the Board, including fees, travel and other benefits.
- (j) Approve the appointment of remuneration consultants for the purposes of the *Corporations Act 2001* (Cth).



- (k) Take appropriate action to ensure that the Committee, the Board and management have available to them sufficient information and external advice to ensure informed decision-making regarding remuneration.
- (l) Review and recommend to the Board the remuneration report prepared in accordance with the *Corporations Act 2001* (Cth) for inclusion in the annual directors' report.

4 Remuneration policy

- (a) In discharging its responsibilities, the Committee must have regard to the following policy objectives:
 - to ensure the Company's remuneration structures are equitable and aligned with the long-term interests of the Company and its shareholders and having regard to appropriate benchmarking and relevant Company policies;
 - to deliver equal average pay for men and women within each job grade;
 - to attract and retain skilled executives;
 - to structure short and long term incentives that are challenging and linked to the creation of sustainable shareholder returns; and
 - to ensure any termination benefits are justified and appropriate.
- (b) In the discharge of the Committee's responsibilities, no executive should be directly involved in determining their own remuneration.
- (c) The Committee must at all times have regard to, and notify the Board as appropriate of, all legal and regulatory requirements, including any shareholder approvals which are necessary to obtain.

5 Stakeholder engagement

- (a) The Committee will facilitate shareholder and other stakeholder engagement in relation to the Company's remuneration policies and practices.
- (b) The Committee chair will, in consultation with the Committee and the Chairman, meet with stakeholders in relation to the Company's remuneration policies and practices from time to time.
- (c) The Committee chair will attend the Company's annual general meetings and be prepared to respond to any stakeholder questions on the Committee's activities.

6 Review

The Board will, at least once in each year, review the membership and charter of the Committee to determine its adequacy for current circumstances and the Committee may



make recommendations to the Board in relation to the Committee's membership, responsibilities, functions or otherwise.

7 Administrative matters and procedures

The proceedings of the Committee will be conducted in accordance with provisions set out in Attachment 1.



Attachment 1

Administrative matters and procedures

Meetings

The Committee will meet as often as the Committee members deem necessary in order to fulfil their role. However, it is intended that the Committee will normally meet quarterly.

Quorum

The quorum is at least 2 members.

Convening and notice of meeting

Any member may, and the Company Secretary must upon request from any member, convene a meeting of the Committee. Notice will be given to every member of the Committee, of every meeting of the Committee. However, there is no minimum notice period and acknowledgement of receipt of notice by all members is not required before the meeting may be validly held.

Independent advice

The Committee may seek the advice of the Company's auditors, solicitors or other independent advisers, consultants or specialists as to any matter pertaining to the powers or duties of the Committee or the responsibilities of the Committee.

Minutes

Minutes of meetings of the Committee must be kept by the Company Secretary and, after approval by the Committee chair, be presented at the next Board meeting. All minutes of the Committee must be entered into a minute book maintained for that purpose and be available for inspection by any director.

Reporting

It is intended that a report of the actions of the Committee and a copy of the minutes of the Committee meeting or both will be included in the Board papers for the Board meeting next following a meeting of the Committee.

The Committee chair will, if requested, provide a brief oral report as to any material matters arising out of the Committee meeting. All directors may, within the Board meeting, request information of members of the Committee.