



BOARD COMMITTEE CHARTERS

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AUDIT AND RISK MANAGEMENT COMMITTEE CHARTER

1. Purpose

The Committee will assist the Board in discharging its responsibilities to oversee the integrity of financial reporting, effective systems of internal control and risk management of the CBH Group (with the exception of occupational health and safety matters which are overseen by the Workplace Health and Safety Committee). In fulfilling this purpose, the Committee will:

- 1.1 review the financial reporting process to ensure the balance, transparency and integrity of published financial information;
- 1.2 oversee the effectiveness of the internal control and risk management system, including the identification of new risks;
- 1.3 oversee the performance of the internal audit function;
- 1.4 review and assess the appointment, qualifications, independence, performance and remuneration of, and relationship with, the external auditors and the integrity of the audit process as a whole; and
- 1.5 oversee the process for monitoring compliance with laws, regulations, internal standards (including the code of business conduct), policies and expectations of key stakeholders, including customers, employees and society as a whole.

2. Authority

The Board authorises the Committee, within the scope of its responsibilities, to:

- 2.1 perform activities within the scope of its charter;
- 2.2 engage independent counsel and other advisers as it deems necessary to carry out its duties;
- 2.3 ensure the attendance of CBH Group officers at meetings as appropriate;
- 2.4 seek any information it requires in accordance with the information seeking protocol set out in the Director Protection Policy in the Supplementary Manual;
- 2.5 initiate and oversee any investigation of activities which are within the Committee's charter, or requested by the Board;
- 2.6 establish procedures for the receipt, retention and treatment of complaints received by the Group regarding accounting, internal accounting controls or auditing matters;
- 2.7 be directly responsible for the ongoing compensation and oversight of the work of the external auditor;
- 2.8 review and recommend for Board approval the following policies or any other policies as directed by the Board:
 - (a) Audit and Risk Management Committee Charter
 - (b) Market Risk Policy

- (c) Pools Management Policy
 - (d) Credit Risk Policy
 - (e) Risk and Compliance Policy
 - (f) Tax Policy
 - (g) Competition Practices Policy
 - (h) Modern Slavery Policy
- 2.9 approve the following policies or any other policies delegated to the Committee:
- (a) Fraud and Corruption Policy
 - (b) Whistleblower Policy
 - (c) Audit Policy

3. Membership

- 3.1 The Committee members will be nominated by the Board.
- 3.2 The Committee shall elect a Chairman who is not the Chairman of the Board. Questions arising at Committee meetings are to be decided by a majority of votes and in the event of an equality of votes, the Chairman has a second or casting vote (Rule 36.2 (b)).
- 3.3 The Committee will comprise at least three members and all will be directors of the co-operative.
- 3.4 A quorum for any meeting will be at least two members of the Committee.
- 3.5 Each member should be financially literate; at least one member must be a qualified accountant or financial professional with experience of financial and accounting matters.
- 3.6 The secretary of the Committee will be the Company Secretary, or their delegate as determined in consultation with the Chairman.

4. Meetings

- 4.1 The Committee shall meet at least four times per annum or as often as is required to undertake its role effectively.
- 4.2 Any member of the Committee, the CEO, CFO, Chief Audit & Risk Officer (CARO) or external auditors may request the Chairman to convene a meeting of the Committee at any time.
- 4.3 The Committee may invite other people (such as the CEO, CFO, CARO, and external audit engagement partner) to its meetings as it considers necessary. Directors, other than Committee Members, may attend meetings as observers.
- 4.4 The CARO will report functionally to the Chairman of the Committee.

- 4.5 External auditors, CARO and management should be invited to make presentations to the Committee as appropriate.
- 4.6 The agenda for the Committee meeting is prepared by the Chairman in consultation with the secretary.
- 4.7 The secretary is responsible for distributing meeting notices, agendas and Committee papers to the members prior to each meeting within 5 working days before each meeting.
- 4.8 The secretary will circulate the minutes of meeting to members of the Committee, Board, CARO and the external auditor where appropriate.
- 4.9 The Committee will meet with the external auditor at least once a year without management present.

5. Roles and Responsibilities

5.1 Financial Reporting

- (a) Gain an understanding of the current areas of greatest financial risk and the controls management has in place to adequately safeguard against them.
- (b) Review significant accounting and reporting issues, including recent professional and regulatory pronouncements, and understand their impact on financial reports.
- (c) Review the financial reporting process implemented by management and review the annual financial statements.
- (d) Review the tax status of CBH including any relevant legal or other professional opinions.
- (e) Meet with management and the external auditor to review financial statements, key accounting policies and decisions and the results of the audit.
- (f) Consider year end accounting policies, including 'adopted' positions on any specific accounting standards as referred to the Committee by management.
- (g) Ensure that significant adjustments, unadjusted differences, disagreements with management and critical accounting policies and practice are discussed with the external auditor.
- (h) Review the CEO and CFO disclosures to the Board that the financial statements present a true and fair view, in all material respects, of the CBH Group's financial condition and operational results and are in accordance with relevant accounting standards.
- (i) Recommend acceptance (or otherwise) of the financial statements of CBH and CBH Grain Pty Ltd.
- (j) Note the financial statements of controlled and associated entities where prepared and consider any material or significant issues raised.

5.2 External Audit

- (a) Consider the independence of the external auditor taking into account non-audit services provided to the Group and any potential conflicts of interest.
- (b) Recommend to the Board the selection, appointment, reappointment, initial remuneration or termination of the external auditor.

- (c) Review the external auditor's proposed audit scope, plan and approach for the current year in the light of the CBH Group's circumstances and changes in regulatory and other requirements. Ensure that there are no unjustified restrictions or limitations that have been placed on the scope.
- (d) Discuss with the external auditor any audit problems encountered in the normal course of audit work, including any restrictions on audit scope or access to information.
- (e) Review the external auditor's performance and effectiveness and resources at least once a year.
- (f) Meet separately with the external auditor at least once a year to discuss any matters that the Committee or auditor believes should be discussed privately. Ensure the external auditor has access to the Chairman of the Committee when required.

5.3 Internal Control, Compliance and Fraud Control

- (a) Evaluate whether management is setting the appropriate 'control culture' by communicating the importance of internal control and management of risk.
- (b) Consider the security of computer systems and applications, and the contingency plans for processing financial information in the event of a systems breakdown or to protect against computer fraud or misuse.
- (c) Evaluate the overall effectiveness of the internal control frameworks and consider whether management has implemented recommendations made by the internal and external auditors.
- (d) Review the effectiveness of the system for monitoring compliance with laws, regulations, internal policies and industry standards and the results of management's investigation and follow-up (including disciplinary action) of fraudulent acts or non-compliance of material issues raised.
- (e) Approve/review the policies, processes and framework for identifying, analysing and addressing complaints (including whistle blowing) and review material complaints and their resolutions.
- (f) Consider the adequacy of the fraud control management system.

5.4 Risk Management

- (a) Gain an understanding of and review the areas of greatest strategic and operational risk, including non-financial risk, to the organisation and how these are managed.
- (b) Oversee the integration of risk management into all major business processes.
- (c) Review and monitor the effectiveness, comprehensiveness, integrity and quality of risk identification, assessment and management process and the risk management strategies.
- (d) Oversee proper risk management accountability, governance structure, reporting system and compliance with risk management strategies.
- (e) Review the annual insurance placement to ensure appropriate coverage is in place.
- (f) Consider post implementation reviews on Board approved projects.

5.5 Internal Audit

- (a) Approve the appointment or dismissal of the CARO and Internal Audit Manager having regard to the recommendation from the CEO.
- (b) The Chairman shall meet separately with the CARO and Internal Audit Manager as regularly as considered necessary. The Internal Audit Manager will present the internal audit reports to the Committee.
- (c) Meet with the CARO without the other members of management being present on a periodic basis, whenever it is deemed appropriate by the Chairman of the Committee.
- (d) Review the activities, resources and organisational structure of the internal audit function and ensure there are no unjustified restrictions or limitations.
- (e) Monitor the activities of internal audit to ensure that it independently, adequately, effectively and comprehensively reviews the internal control systems. Review reports from internal audit and where major deficiencies or breakdown in controls and/or procedures have been identified monitor that appropriate and prompt remedial action is taken by management.
- (f) Review and assess the performance and objectivity of the internal audit function and ensure that it has appropriate standing within the Group.
- (g) Review the proposed internal audit plan for the coming year and ensure its alignment with the risk profile of the Group.

5.6 Other responsibilities

Review the Committee charter at least biennially and ensure it meets best practice standards and meets the need of the Committee and Group.

6. Reporting

- 6.1 Regularly update the Board about Committee activities and make appropriate recommendations.
- 6.2 Ensure the Board is aware of matters that may significantly affect the financial condition or affairs of the business including emerging risks, negative trends and warning signals.
- 6.3 Review any reports required by law, or requested by the Board, such as a report on the Committee's activities and duties to be included in the section on corporate governance in the annual report.

7. Committee Performance

The Committee shall perform an evaluation of its performance, at least annually, to determine whether it is operating effectively by reference to whether it is meeting its function, as outlined, and fulfilling its duties. The findings will be reported to the Board.

REMUNERATION AND NOMINATION COMMITTEE CHARTER

1. Primary Function

The primary functions of the Board Remuneration and Nomination Committee are to:

- (a) assist the Board in relation to approving the CBH Group's remuneration principles and frameworks, ensuring they promote behaviours that support the Group's strategy and risk appetite, are informed by market practice and trends and comply with legislative and regulatory requirements;
- (b) oversee the development and succession planning of the CEO, the CEO's direct reports and any other critical roles; and
- (c) ensure the Board is of an effective composition to adequately discharge its duties and responsibilities.

2. Membership

The Committee shall be appointed by the Board and shall consist of at least three members all of whom will be Directors of the Co-operative and shall include the Chair of the Board. A quorum shall be two members. The Committee may elect a Chair of the Committee. Questions arising at Committee meetings are to be decided by a majority of votes and in the event of an equality of votes, the Chair has a second or casting vote (Rule 36.2(b)).

3. Meetings

The Chief Executive Officer will at the invitation of the Chair attend the Remuneration and Nomination Committee meetings, however shall not be present during determination of their own remuneration. The Committee may also invite external professional advisers to address the Committee to assist the Committee in achieving its objectives. Directors other than Committee members may attend meetings as observers and are to be advised when a Committee meeting is to be held.

The Secretary of the Committee will be the Head of Company Secretariat and Governance of the Co-operative, or their delegate as determined in consultation with the Chair of the Committee.

The Committee shall meet at least two times per annum or as often as required to undertake its role effectively.

4. Authority

The Committee is authorised by the Board:

- (a) to investigate any activity within its Charter;
- (b) to seek any information required from any employee; and
- (c) direct all staff to co-operate with any request made by the Committee.

The Committee is authorised by the Board to obtain outside legal or other independent professional advice and secure the attendance at Committee meetings of external advisers with relevant experience and expertise if it considers this necessary. This advice must be sought in accordance with Board policy on Director Access to Independent Professional Advice.

The Committee does not have authority to commit the Board to any action. The Committee is limited in its actions to submitting recommendations to the Board for consideration or acting on a specific delegation from the Board.

5. Duties and Responsibilities

The duties and responsibilities of the Committee are as follows:

- (a) make recommendations to the Board on any changes to the organisation's remuneration principles and frameworks;
- (b) make recommendations to the Board on remuneration of Directors;
- (c) recommend to the Board the appointment and the terms and conditions of employment and the terms of removal of the CEO and Company Secretary;
- (d) review and recommend to the Board the remuneration arrangements, including performance scorecard measures and incentive outcomes, for the CEO;
- (e) assist the Board to review the performance of the CEO and Company Secretary at least annually;
- (f) provide oversight and counsel to the CEO in respect of the appointment, termination and remuneration of the CEO's direct reports;
- (g) provide oversight and counsel to the CEO in respect of annual CBH Group wage increases and the mechanism for allocation of short-term incentive payments to eligible employees;
- (h) provide oversight of coaching, development and succession planning of the CEO, the CEO's direct reports and any other critical roles, in close consultation with the CEO;
- (i) develop and facilitate a process for Board and Director performance evaluation and consider outcomes and actions arising from that evaluation, e.g. desirable skills and competencies of Board members;
- (j) make recommendations to the Board regarding any significant proposed changes to the Member Director election process;
- (k) make recommendations to the Board regarding the remuneration of members of the Candidate Assessment Panel (CAP) for Member Director elections and any proposed changes to the Terms of Reference for the CAP;
- (l) make recommendations to the Board regarding succession plans for Independent Directors;
- (m) oversee the assessment, validation and development of candidates for the purposes of CEO succession planning;
- (n) recommend the appointment of Independent Directors under Rule 32; and
- (o) review this Charter at least every two years for relevance and recommend any changes to the Board.

6. Access

All Board Members have access at any time to the Chair of the Remuneration and Nomination Committee in respect of issues within the scope of the Committee.

7. Reporting Procedures

The Committee Chair shall report to the Board verbally or in writing at the Board meeting following any meeting of the Remuneration and Nomination Committee. The Committee Chair shall arrange for a written record of Committee meetings to be kept. This written record of Committee meetings may be inspected by Directors at any time.

8. Committee Performance

The Committee shall perform an evaluation of its performance, at least annually, to determine whether it is operating effectively by reference to whether it is meeting its function, as outlined, and fulfilling its duties. The findings will be reported to the Board.

SHARE TRANSFERS AND DOCUMENTS COMMITTEE CHARTER

1. Primary Function

The primary function of the Share Transfers and Documents Committee is to:

- 1.1 Consent to transfers of shares on behalf of the Board; and
- 1.2 Approve changes to documents requiring Board approval under the Co-operatives Act 2009 or the Rules.

2. Membership

- 2.1 The Committee shall comprise any Director of the Co-operative, the Company Secretary, and the Company Secretarial and Governance Manager. A quorum shall be two members. The Committee shall appoint a Chairman of the Committee, who shall have the deciding vote in the event of equality of votes (Rule 36.2). Questions arising at Committee meetings are to be decided by a majority of votes.
- 2.2 Once a year, at such time as determined by the Board, the membership of the Committee will be reviewed.

3. Secretary

An Officer of the Co-operative shall be Secretary of the Committee.

4. Meetings

- 4.1 Management, other directors and external professional advisers may attend meetings by invitation or on request.
- 4.2 Meetings shall be held on an “as required” basis, generally determined as a result of the need to approve share transfers or to approve changes to relevant documents.

5. Authority

- 5.1 The Share Transfers and Documents Committee is authorised by the Board to investigate any activity within its charter. It is authorised to seek any information it requires in accordance with the information seeking protocol set out in the Board policy on Director Protection. The Committee shall have full access to any relevant records of the Co-operative.
- 5.2 The Committee is authorised by the Board to obtain legal or independent professional advice and to secure the attendance of external parties with relevant experience and expertise at meetings of the Committee, if it considers this necessary.

6. Duties

The duties of the Share Transfers and Documents Committee include:

- 6.1 Review and consent to transfers of shares in the Co-operative;
- 6.2 Review and approve any changes to documents requiring Board approval under the Co-operatives Act or the Co-operative's Rules;
- 6.3 Other duties, responsibilities and authorities as the Board may from time to time delegate; and
- 6.4 Review this committee charter from time to time for adequacy and recommend any changes to the Board.

7. Reporting Procedures

The Secretary shall circulate the minutes of the meetings of the Share Transfers and Documents Committee to all members of the Committee, for comment and change, before being signed by the Chairman of the Committee. The Committee Chairman shall report if considered necessary, to the Board verbally, or in writing, at the Board meeting following any meeting of the Committee.

8. Committee Performance

The Committee shall perform an evaluation of its performance, at least annually, to determine whether it is operating effectively by reference to whether it is meeting its function, as outlined, and fulfilling its duties.

WORKPLACE HEALTH & SAFETY COMMITTEE CHARTER

1. Primary Function

- 1.1 The Board is accountable for all Workplace Health & Safety matters and risks arising out of CBH. The role of the Committee is to support and advise the Board in these respects. The Committee will assist the Board in discharging its obligations to ensure effective oversight of the management of WHS risks. The Committee is responsible to the Board for its performance.
- 1.2 The Committee considers specific matters at the Board's request or where the Committee itself feels that additional attention will be of benefit in the governance of HSE related risks.
- 1.3 In performing its governance role, the Committee seeks to support the activities of management and enhance the safety culture of CBH through its interactions with staff during meetings and on site visits.

2. Authority

- 2.1 The Committee has authority from the Board to review and investigate any matter within the scope of its charter and has the authority to examine any matters referred to it by the Board, or which it chooses to examine in relation to WHS policies, systems and processes and associated issues.
- 2.2 The Committee shall have access to management, employees and contractors and any operational sites, and is empowered to seek any explanations or additional information it considers necessary to fulfil its duties. The Committee may request and receive a report from CBH Management in relation to any WHS matter it deems appropriate.
- 2.3 The Committee is authorised by the Board to obtain outside legal or other independent professional advice and secure the attendance at Committee meetings of outsider advisers with relevant experience and expertise if it considers this necessary. This advice must be sought in accordance with the Board policy on Direct Access to Independent Professional Advice.
- 2.4 The Committee does not have authority to commit the Board to any action and the Board retains responsibility for WHS matters. The Committee is limited in its actions to submitting recommendations to the Board for consideration or acting on a specific delegation from the Board.

3. Membership

- 3.1 Committee members will be appointed by the Board. The Committee will consist of not less than three CBH Directors and the Chief Executive Officer.
- 3.2 The Board may appoint other members to the Committee as it deems appropriate. The Committee may also invite other people to attend its meetings as it deems appropriate. Directors, other than Committee members, may attend meetings as observers.

- 3.3 The Committee shall elect a Chairman, who shall be one of the CBH Directors, and who shall have a second or casting vote in the event of equality of votes (Rule 36.2 (b)). In the absence of the Committee Chairman the other CBH Director members shall elect the Chairman for that meeting. Questions arising at Committee meetings are to be decided by a majority of votes.
- 3.4 A quorum for any meeting will be two members of the Committee.
- 3.5 The Secretary of the Committee will be the Company Secretary of the Co-operative or the Company Secretarial and Governance Manager, or their delegate as determined by the Chairman.
- 3.6 Once a year, at such time as determined by the Board, the membership of the Committee will be reviewed.

4. Meetings

- 4.1 The Committee shall meet at least four times per annum or as often as is required to undertake its role effectively.
- 4.2 Any member of the Committee may request the Chairman to convene a meeting of the Committee at any time.
- 4.3 The Agenda for the Committee meeting shall be prepared by the Chairman in consultation with the Secretary.
- 4.4 The Secretary is responsible for distributing meeting notices, agendas and papers to Committee members prior to each meeting and taking minutes of the meeting.

5. Responsibilities

The Committee will carry out the responsibilities set out below:

- 5.1 Maintain oversight of the management of WHS at CBH and promote a culture which values health and safety and aspires to best practice to ensure the safety and wellbeing of CBH employees;
- 5.2 Consider and recommend to the Board any strategic matters in relation to WHS including recommendations to the Board in relation to the approval of strategic WHS plans;
- 5.3 Acquire and keep up to date knowledge of WHS matters including periodically visiting CBH operational sites;
- 5.4 Review performance indicators and targets in place against which performance will be measured;
- 5.5 Monitor the risk management processes in place to mitigate against key safety risks that may impact the business, its employees and other stakeholders;
- 5.6 Oversee that there are resources available and processes in place to enable safety hazards to be identified and risks to be eliminated or minimised;
- 5.7 Oversee that there are processes in place to ensure that information regarding safety incidents, hazards and near misses is received through the appropriate channels and responded to in a timely way;

- 5.8 Receive and consider reports on any significant incident, near miss or system failures;
- 5.9 Oversee the processes in place that enable the organisation to comply with any legal duty or obligation in relation to safety;
- 5.10 Review the CBH Workplace Health and Safety Policy for consistency with regulatory requirements;
- 5.11 Perform any specific WHS activities as requested by the Board; and
- 5.12 Review this charter from time to time for relevance and recommend any changes to the Board.

6. Reporting Procedures

The Committee Chairman will report to the Board verbally or in writing at the Board meeting following any meeting of the Committee on Committee activities, issues and any related recommendations (including making the Board aware of matters which are likely to significantly impact the health and safety of CBH employees or contractors). The Committee Chairman shall arrange for a written record of Committee meetings to be kept. This written record of Committee meetings may be inspected by Directors at any time on the Board portal.

7. Committee Performance

The Committee shall perform an evaluation of its performance, at least annually, to determine whether it is operating effectively by reference to whether it is meeting its function, as outlined, and fulfilling its duties and report its findings to the Board.

NETWORK & ENGINEERING (N&E) COMMITTEE CHARTER

1. Primary Function

The role of the Committee is to oversee and monitor the application of the Board Network Policy.

2. Authority

- 2.1 The Committee has authority from the Board to review and investigate any matter within the scope of its charter and has the authority to examine any matters referred to it by the Board.
- 2.2 The Committee is authorised by the Board to obtain outside legal or other independent professional advice and secure the attendance at Committee meetings of external advisers with relevant experience and expertise if it considers this necessary. This advice must be sought in accordance with the Board policy on Director Access to Independent Professional Advice.
- 2.3 The Committee does not have authority to commit the Board to any action. The Committee is limited in its actions to submitting recommendations to the Board for consideration or acting on a specific delegation from the Board.

3. Membership

- 3.1 Committee members will be appointed by the Board. The Committee will consist of not less than three CBH Directors.
- 3.2 The Committee may invite other people to attend its meetings as it deems appropriate. Directors, other than Committee members, may attend meetings as observers.
- 3.3 The Committee may elect a Chair, who shall have a second or casting vote in the event of equality of votes (Rule 36.2 (b)). In the absence of the Committee Chair the other CBH Director members shall elect the Chair for that meeting. Questions arising at Committee meetings are to be decided by a majority of votes.
- 3.4 A quorum for any meeting will be two members of the Committee.
- 3.5 The Secretary of the Committee will be the Company Secretary of the Co-operative or the Company Secretarial and Governance Manager, or their delegate as determined by the Chair.
- 3.6 Once a year, at such time as determined by the Board, the membership of the Committee will be reviewed.

4. Meetings

- 4.1 The Committee shall meet at least four times per annum or as often as is required to undertake its role effectively.

- 4.2 Any member of the Committee may request the Chair to convene a meeting of the Committee at any time.
- 4.3 The Agenda for the Committee meeting shall be prepared by the Chair in consultation with the Secretary.
- 4.4 The Secretary is responsible for distributing meeting notices, agendas and papers to Committee members prior to each meeting and taking minutes of the meeting.

5. Duties and Responsibilities

The Committee will carry out the responsibilities set out below.

- 5.1 Review and make recommendations to the Board relating to:
 - (a) the Board Network Policy;
 - (b) individual Network projects that exceed the CEO's delegated authority; and
 - (c) the N&E Committee Charter.
- 5.2 Review and provide feedback to management on:
 - (a) The performance of the Operations Division;
 - (b) The performance of the Project Delivery Group;
 - (c) The performance of the Network;
 - (d) The annual Network capital expenditure plan;
 - (e) Post implementation and post investment reviews of selected Network projects;
 - (f) The fully integrated Network strategy;
 - (g) developments in engineering, systems, processes and technologies that would support future fully integrated Network strategies; and
 - (h) Important and adhoc issues that arise from time to time that relate to the Network that require the board and management to have an agreed position on.
- 5.3 Other roles:
 - (a) Provide sound governance by establishing a system of assurance, including performance metrics;
 - (b) From time to time, review the current organisational design/structure, procedures and frameworks to ensure management deliver the most efficient and effective Network expenditure possible; and
 - (c) Assist the Board in ensuring the Network Strategy and Network Plan align to, and meet the objectives of, the Network Policy.

6. Reporting Procedures

The Committee Chair will report to the Board verbally or in writing at the Board meeting following any meeting of the Committee on Committee activities, issues and any related recommendations.

The Committee Chair shall arrange for a written record of Committee meetings to be kept. This written record of Committee meetings may be inspected by Directors at any time on the Board portal.

7. Committee Performance

The Committee shall perform an evaluation of its performance, at least annually, to determine whether it is operating effectively by reference to whether it is meeting its function and fulfilling its duties.