

PGG Wrightson Limited Remuneration & Appointments Committee Charter

1.0 Purpose

- 1.1 The Remuneration & Appointments Committee of the Board has the responsibility, on behalf of the Board, for the overview of human resources strategy, and the nature and direction of human resources policy within PGG Wrightson.

2.0 Constitution and Membership

- 2.1 The Remuneration & Appointments Committee is a Committee of the Board of Directors and shall be appointed by the Board of Directors from amongst the non-executive directors of PGG Wrightson Limited. It shall consist of not less than three members.
- 2.2 The Chairman shall be appointed by the Board, and the Company Secretary shall act as the Secretary of the Committee.
- 2.3 A quorum shall be two members.
- 2.4 The Committee may have in attendance such members of management, and such other persons, as it may deem necessary to provide appropriate information or explanations.

3.0 Role and Responsibilities

- 3.1 The role of the Remuneration & Appointments Committee relates to the context in which human resources management is undertaken within PGG Wrightson and the tone and direction of policies of people management and employment.
- 3.2 Specifically, the Committee has direct responsibility to represent the Board in relation to the employment of the Chief Executive Officer (CEO) or equivalent position.
- 3.3 The Committee's role is to review the remuneration policy related to the CEO position and to recommend it to the Board.
- 3.4 The Committee is to assist the Chairman in establishing the annual key performance objectives for the CEO and in reviewing the CEO annual performance for recommendation to the PGG Wrightson Board.
- 3.5 The Committee is also responsible to ensure that an effective succession plan exists for Senior Management, and that a development plan has been agreed that meets both individual and Company' needs.
- 3.6 The Committee will also assist the Chairman in establishing the process for CEO recruitment and appointment.
- 3.7 The Committee has indirect oversight for the employment and management relations of the CEO direct reports. Approval is required from the Board for the appointment and termination of direct reports to the CEO. The Committee has responsibility for reviewing the

remuneration and performance evaluation policies related to the Executive Team and to recommend them to the Board.

- 3.8 On an annual basis, the Committee reviews the CEO recommendations regarding performance evaluations of the Executive Team and recommends them to the Board.
- 3.9 The Committee is directly responsible for the principles and policies of all Group incentive and bonus schemes. The Committee will also administer any share option plans or employee share ownership plans adopted by the Board.
- 3.10 On behalf of the Board, the Committee has responsibility for establishing the context for human resource strategy and policies within PGG Wrightson. This extends to the review of the Company's Code of Conduct and principles around remuneration and reward of staff.
- 3.11 The Committee is to consider on behalf of the Board, the Board's own governance guidelines, performance review process, membership, and structures. Any outcomes to be submitted to the Board for consideration and discussion.

4.0 Authority

- 4.1 The Committee's authority is derived from the Board who delegates its responsibilities and authority in respect of each of the elements of the Committee's Roles and Responsibilities outlined above. The Committee is authorised to investigate any activity covered in this regard and seek any information it requires from any employee of the Company.
- 4.2 The Committee shall have the authority of the Board to obtain outside legal or other independent professional advice, and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.
- 4.3 The Charter will be reviewed annually or at the request of any member and amended as appropriate. The Board will approve the Charter.

5.0 Reporting Procedures

- 5.1 The Committee shall develop an annual plan of activities that addresses its Roles and Responsibilities as outlined above. An agenda and supporting papers will be prepared and circulated to members of the Committee prior to Meetings. The Company Secretary shall keep Minutes of the Committee's Meetings, which shall be circulated to all members of the Board. Meetings of the Committee shall be held at least four times a year.
- 5.2 The CEO and General Manager, Human Resource (or equivalent position) will be responsible for drawing to the Committee's immediate attention any material matters which relate to the role of the Committee as outlined above.
- 5.3 The Remuneration & Appointments Committee will report on a regular basis to the Board on the results of its activities.

6.0 Committee Performance

- 6.1 The Committee shall annually review, discuss, and assess its own performance as well as the Committee's Roles and Responsibilities, and will seek full Board consideration of its performance.