

IN THE AUSTRALIAN COMPETITION TRIBUNAL

of 2013

MURRAY GOULBURN CO-OPERATIVE CO LIMITED

**RE: PROPOSED ACQUISITION OF WARRNAMBOOL CHEESE
AND BUTTER FACTORY COMPANY HOLDINGS LIMITED**

Certificate identifying annexure

This is the annexure marked RAP9 now produced and shown to Robert Arthur Poole at the time of signing his statement on 28 November 2013.

Annexure RAP9

Murray Goulburn Co-operative Co Limited Supplier Relations
Committee Charter adopted 24 April 2012

Filed on behalf of Murray Goulburn Co-Operative Co Limited

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Supplier Relations Committee Charter

Murray Goulburn Co-operative Co. Limited

ACN 004 277 089

Adopted by the Board on 24 April 2012

1 Introduction

The primary role of the Supplier Relations Committee (the **Committee**) is to:

- a. review and monitor the Company's effectiveness in engaging with suppliers and its relationship with suppliers generally; and
- b. provide advice and guidance for management with regard to the Company's communication strategy with suppliers, including the Company's provision of regular updates of major Company developments.

2 Membership of the Committee

The Committee must consist of a minimum of 3 members of the Board, all of whom are non-executive directors.

The Board may appoint an individual who is not a director to be a member of a Committee where it considers such an appointment to be appropriate to enhance the relevant skills and experience on the Committee.

The Board may appoint additional members 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 and the external auditor may attend meetings of the Committee at the invitation of the Committee chair.

The Company Secretary or the Company Secretary's representative must attend all Committee meetings as minute secretary.

3 Responsibilities

The Committee's responsibilities are to:

- a. approve the overall strategy for communication with shareholders developed by management;
- b. review and monitor the interface between the Company and suppliers and review matters that are likely to affect that interface, including significant corporate communications;
- c. review the standard terms and conditions for the supply of milk to the Company and make recommendations to management or the Board as appropriate;
- d. review parameters for the variation by management of the standard terms and conditions for the supply of milk to the Company and make recommendations to the Board;
- e. where information relating to suppliers or milk supply is to be materially relied upon by the Board, consider and advise the Board on the reasonableness of this information;
- f. receive and consider reports from the Field Services Group in relation to their interactions with and services provided to suppliers;
- g. receive and consider reports relating to the Murray Goulburn trading stores in relation to their interactions with and services provided to suppliers;

- h. review any proposed amendments to Company policies or procedures which could affect the Company's relationship with its suppliers, and make recommendations to the Board;
- i. provide advice and guidance for management with regard to management's processes for managing questions and complaints lodged with the Company by suppliers;
- j. provide advice and guidance for management in relation to any complaints lodged by suppliers; and
- k. fulfil the duties of the zoning committee as set out in the Constitution.

The Committee's performance is supported by the Managing Director (**MD**). In accordance with the Board Charter, the MD commits to supply this Committee with succinct, clear, verifiable and high quality reports regarding the Company's relationship with suppliers to enable it to make assessments and judgments, to conduct inquiries, and to gain assurance that the decisions and actions of the MD, and the performance of the Company are directed towards the corporate objectives approved by the Board and fall within the delegation of authority limits.

4 Administrative matters

4.1 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 4 times per year, with additional meetings to be held as required.

4.2 Quorum

The quorum is at least 3 members.

4.3 Convening and notice of meeting

Any member may, and the Company Secretary must upon request from any member, convene a meeting of the Committee. Reasonable notice will be given to every member of the Committee (with a copy to all Board members), of every meeting of the Committee, at the member's advised address for service of notice (or such other pre-notified interim address where relevant). 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.

4.4 Chair

In the absence of the Committee chair, the Committee members must elect one of their number as chair for that meeting.

4.5 Access to resources and independent advisers

The Committee is to have access to adequate internal and external resources. For example, the Committee may seek the advice of the Company's auditors, solicitors or other independent advisers and experts (including external consultants and specialists) as to any matter pertaining to the powers or duties of the Committee or the responsibilities of the Committee, as the Committee may require.

4.6 Minutes

Minutes of meetings of the Committee must be kept 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 open at all times for inspection by any director.

4.7 Reporting

The Committee chair will prepare a report (which can be written or oral as appropriate) of the actions of the Committee for the Board meeting next following a meeting of the Committee. Meeting agendas, minutes and where appropriate, papers, of the Committee will be included in the Board papers for each Board meeting.

All directors will be permitted, within the Board meeting, to request information of the Committee chair or members of the Committee.

5 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.