

# SIRIUS REAL ESTATE LIMITED

(the **COMPANY**)

## NOMINATION COMMITTEE – TERMS OF REFERENCE

Approved by the Board on 30 March 2020.

The primary functions of the Nomination Committee are to monitor the balance of skills, knowledge, experience, independence and diversity of the Board and its Committees; to oversee succession planning and the process for nominating, selecting, appointing, developing and evaluating directors; and to ensure that appropriate procedures are in place for succession planning (including diversity considerations) and development in relation to the senior management of the Group.

In these Terms of Reference the following terms shall have the following meanings:

**Committee** means the Nomination Committee; and

**Board** means the board of directors of the Company.

### 1 Membership and Attendance

- 1.1 The Board has established a Nomination Committee of at least three independent non-executive directors.
- 1.2 The Board shall appoint the Committee chairman (the **Committee Chairman**) who shall be either the Chairman of the Board (the **Chairman**) or the Senior Independent Director. The Senior Independent Director shall chair the Committee when it is dealing with the appointment of a successor to the chairmanship. In the absence of the Committee Chairman at any meeting of the Committee (each a **Meeting**), the Senior Independent Director (or Chairman) shall chair that Meeting or, in his/her absence, the remaining members present shall elect one of their number to chair that Meeting.
- 1.3 Only members of the Committee have the right to attend any Meetings. However, other individuals (including the Chief Executive Officer, external advisers and the head of human resources (if appointed)) may be invited to attend all or part of any Meeting, as and when considered appropriate.
- 1.4 Members of the Committee shall be appointed by the Board for a period of up to three years. Such appointment may then be extended by no more than two additional periods of up to three years provided the relevant director continues to meet the criteria for membership of the Committee.

## **2 Secretary**

- 2.1 The Company Secretary or the Company Secretary's nominee shall act as the secretary of the Committee (the **Secretary**). The Company Secretary shall ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to the issues.

## **3 Quorum**

- 3.1 The quorum necessary for any Meeting shall be two members. A duly convened Meeting at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

## **4 Frequency of Meetings**

- 4.1 The Committee shall meet not less than twice a year and shall meet at such other times as the Committee Chairman shall require.

## **5 Notice of Meetings and Proceedings at Meetings**

- 5.1 Meetings of the Committee shall be convened by the Secretary at the request of the Committee Chairman or any other member of the Committee.
- 5.2 Subject to the constitutional documents of the Company and these Terms of Reference, the Committee shall determine its own procedures.

## **6 Minutes of Meetings**

- 6.1 The Secretary shall minute the proceedings and decisions of all Meetings.
- 6.2 Minutes of Meetings shall be circulated promptly to all other members of the Committee and, once agreed, to all members of the Board (unless, in the opinion of the Committee Chairman, it would be inappropriate to do so).

## **7 Annual General Meeting**

The Committee Chairman should attend the Company's Annual General Meeting in order to respond to any shareholder questions on the Committee's activities

## **8 Duties**

The main responsibilities of the Committee shall include the following:

## **Composition and Succession**

8.1 The Committee shall:

- (a) keep under review the structure, size and composition of the Board (including its skills, knowledge, independence, experience and diversity) and make recommendations to the Board with regard to any changes; and
- (b) give full consideration to succession planning for directors and other senior executives, taking into account the challenges and opportunities facing the Board and the Company currently and in future, and the diversity of the executive leadership pipeline.

## **Appointments**

8.2 The Committee shall:

- (a) before any appointment is made by the Board, evaluate the balance of skills, knowledge, experience and diversity on the Board and, in light of this evaluation, prepare a description of the role and capabilities required for a particular appointment;
- (b) be responsible for identifying from a diverse range of backgrounds, against objective criteria and based on merit, and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise, ensuring that, on appointment, a candidate has sufficient time to undertake the role;
- (c) consider a request by any director to make a further external appointment, withholding approval where it appears to the Committee that the director may become overextended as a result of the additional appointment; and
- (d) taking into account their performance and capabilities, considered in the light of the challenges and opportunities facing the Board and the Company currently and in the future, and of the need to regularly refresh the Board's membership, make recommendations to the Board as to the reappointment of any director at the expiry of his/her term of office, and the suitability of directors for annual re-election by shareholders.

## **Development and Training**

8.3 The Committee shall:

- (a) ensure that the Secretary, on behalf of the Board, has formally written to any appointees detailing the appointee's role and proposing an induction plan;

- (b) ensure that new directors receive an effective induction, and are fully informed about the strategic and commercial issues affecting the Company and the markets in which it operates, as well as their duties and responsibilities as a director;
- (c) ensure that all directors receive appropriate ongoing development and training in-line with the current and expected future needs of the Board and of the Company; and
- (d) assist the Chairman with the implementation of an annual evaluation to: (i) assess the performance and capabilities of the Board and Board Committees; (ii) each director's contribution; and (iii) make recommendations to the Board with regard to any changes.

### **Reporting responsibilities**

- 8.4 After each meeting, the Committee Chairman shall report material matters to the Board and, annually, the Committee shall account to the Board as to how it has discharged its responsibilities.
- 8.5 The Committee shall make recommendations to the Board as it deems appropriate on any area within its remit where action or improvement is needed.
- 8.6 The Committee shall approve the report on its activities in the Annual Report and Accounts, including all matters to be disclosed in accordance with applicable legislation and the UK Corporate Governance Code and the King Report on Corporate Governance for South Africa.

## **9 Other Matters**

- 9.1 The Committee shall
  - (a) have access to sufficient resources, including adequate information (provided by the Board on a proactive as well as a reactive basis) in order to carry out its duties, including access to the Company Secretary for assistance as required;
  - (b) be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members; and
  - (c) give due consideration to relevant laws and regulations, the provisions of the UK Corporate Governance Code and the King Report on Corporate Governance for South Africa and the requirements of any stock exchange on which the Company's shares are listed or admitted to trading from time to time (including, at the relevant time, the UK Listing Authority's Listing, Prospectus and Disclosure Guidance and Transparency Rules sourcebook and any associated guidance and the JSE Listing Requirements).

9.2 Each year, the Committee shall assess its own performance and review its membership and terms of reference, recommending any changes as appropriate to the Board for approval.

9.3 These Terms of Reference shall be made generally available.

## **10 Authority**

10.1 The Committee is authorised by the Board to:

- (a) investigate any activity within its Terms of Reference and to seek any information it requires;
- (b) call any member of staff to be questioned at a Meeting as and when required and secure the attendance at its Meetings of any other person with relevant experience and expertise if it considers this necessary;
- (c) obtain, at the Company's expense, outside legal or other independent professional advice on any matters within its Terms of Reference provided that, prior to committing to any fees, the Committee shall consult with the Chairman to agree fee levels;
- (d) authorise the obtaining at the Company's expense of independent legal or other professional advice by any director on terms that the Committee may determine if a director of a Group member indicates to the Committee that he/she requires, or has obtained, independent legal or other professional advice in relation to his/her duties as a director,

10.2 The Board shall require that officers and employees of the Group and any external advisers co-operate with any request made by the Committee.