

SIRIUS REAL ESTATE LIMITED

(the **COMPANY**)

REMUNERATION COMMITTEE – TERMS OF REFERENCE

Approved by the Board on 30 March 2020.

The primary functions of the Remuneration Committee are to design and determine the remuneration and associated benefits of the executive directors of the Company and the senior management of the Group. It is also tasked with reviewing workforce remuneration and related policies for their alignment with the Group's values and culture, and taking these into account when setting the policy for executive director and senior management remuneration.

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

Committee means the Remuneration Committee.

Board means the board of directors of the Company.

1 Membership and Attendance

- 1.1 The Board has established a Remuneration Committee of at least three independent non-executive directors.
- 1.2 The chairman of the Board (the **Chairman**) may also be a member of, but shall not chair, the Committee provided the Chairman was considered to be independent on appointment.
- 1.3 The Board shall appoint a chairman of the Committee (the **Committee Chairman**). In the absence of the Committee Chairman at any meeting of the Committee (each a **Meeting**), the remaining members present shall elect one of their number to chair that Meeting.
- 1.4 Only members of the Committee have the right to attend any Meetings. However, other individuals may be invited to attend all or part of any Meeting, as and when considered appropriate. The Committee will normally invite the Chief Executive Officer and the Chief Financial Officer to attend Meetings, except when issues regarding their own reward are discussed and agreed. The Committee may also invite the Committee's remuneration consultants and the head of human resources (if appointed), as it sees fit..
- 1.5 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

The Company Secretary or the Company Secretary's nominee shall act as 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

The Committee shall meet at least twice a year and at any other time as the Committee Chairman shall require.

5 Notice of Meetings and Proceedings at Meetings

- 5.1 Meetings 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 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

- 8.1 The role of the Committee is to assist the Board to fulfil its responsibility to shareholders to ensure that the remuneration policy and practices of the Company reward employees fairly and responsibly, with a clear link to corporate and individual performance, having regard to statutory and regulatory requirements.
- 8.2 The Committee shall not decide upon the remuneration of the non-executive directors including the Chairman, which shall be decided upon by the Board in accordance with the limits set out in the constitutional documents of the Company.
- 8.3 No director shall be involved in deciding his or her own remuneration.

Remuneration Policy

- 8.4 The Committee shall:
- (a) determine and agree with the Board the framework or broad policy for remuneration, and have delegated responsibility for setting the remuneration of the executive directors, including the level and structure of their remuneration, pension rights and any other compensation payments;
 - (b) review the ongoing appropriateness and relevance of the remuneration policy (seeking to achieve an appropriate balance between fixed and performance-related remuneration and immediate and deferred remuneration) and its cost to the Company;
 - (c) review the appropriateness of the Group's employee benefits structures and the incentive arrangements in place on an ongoing basis having regard to their alignment with the Group's risk appetite (including reputational and behavioural risks), culture, long-term strategic goals and business strategy;
 - (d) keep under review the pension consequences and associated costs to the Company of basic salary increases and any other changes in pension remuneration;
 - (e) work with the Board (and consult with significant shareholders if appropriate) in ensuring that the remuneration policy articulates and gives effect to fair, responsible and transparent remuneration;
 - (f) when setting the remuneration policy for executive directors, review and have regard to the remuneration trends and employment conditions across the Group especially when determining annual salary increases;

- (g) agree the policy for authorising claims for expenses from the executive directors; and
- (h) review the terms and operation of the Company's Share Ownership Guidelines for the executive directors, including the post-employment shareholding guideline.

Implementation of Remuneration Policy

8.5 The Committee shall:

- (a) be responsible for approving new share-based incentive schemes, obtaining shareholder approval where necessary, and cash-based incentive arrangements;
- (b) for any such schemes and arrangements, determine each year whether awards will be made and, if so, the overall amount and conditions of such awards within the terms of the applicable remuneration policy and any limits set by recognised investor guidelines;
- (c) determine the extent to which any conditions relating to share and cash-based awards have been satisfied, exercising independent discretion as necessary to avoid formulaic outturns, and approve the vesting, payout, deferral, retention and release arrangements in relation to them;
- (d) approve the terms of the service contracts and any material amendments to those contracts;
- (e) ensure that contractual terms on termination, and any payments made, are fair to the individual and the Group, that failure is not rewarded and that the duty to mitigate loss is fully recognised; and
- (f) be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any remuneration consultants who advise the Committee, and obtaining reliable, up-to-date information about remuneration in other companies.

8.6 The remuneration of the executive directors and senior management should reflect their duties, responsibilities and the value of their time spent. The Committee shall be entitled to take into consideration relevant market conditions and trends in reviewing the remuneration policy of the executive directors and senior management.

8.7 The Committee shall have full authority to commission any reports or surveys which it deems necessary to help it fulfill its obligations.

Reporting responsibilities

- 8.8 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.
- 8.9 The Committee shall make recommendations to the Board as it deems appropriate on any area within its remit where action or improvement is needed.
- 8.10 The Committee shall approve the report on its activities in the Annual Report and Accounts, including:
- (a) the significant issues that the Committee considered in relation to the financial statements and how those issues were addressed; and
 - (b) any other 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 and recommendations 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 Listings 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 Chairman 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 requires, or has obtained, independent legal or other professional advice in relation to his duties as a director,

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