



# SIRIUS REAL ESTATE LIMITED

## NOMINATION COMMITTEE – TERMS OF REFERENCE

Approved by the Board on 24 March 2023

The primary functions of the Nomination Committee (“**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 consideration of diversity and ESG experience / commitment to ESG strategy) and development in relation to the senior management of the Group.

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

**Board** means the Board of directors of the Company;

**Committee** means the Nomination Committee;

**Company** means Sirius Real Estate Limited;

**Diversity** means the practice or quality of including or involving people from a range of different backgrounds. Diversity relates to gender, social and ethnic, educational and professional, age and cognitive and personal strength;

**ESG** means Environment, Social and Governance matters affecting the business and includes climate change, ethics and sustainability; and

**Succession Planning** means the ongoing review of the leadership needs of the Company, relating both to the Board (Chair, Senior Independent Director, Committee chairs, Independent non-Executive Directors and Executive Directors) and to senior management, with a view to ensuring the continued ability of the Company to fulfil its leadership needs and to compete effectively in the marketplace.

### 1. Constitution

1.1 The Committee was constituted as a committee of the Board of the Company at a full meeting of the Board held in accordance with the articles of incorporation of the Company.

1.2 The Committee may sub-delegate any or all of its powers and authority as it thinks fit, including, without limitation, the establishment of sub-committees which are to report back to the Committee.

## **2. Membership and Attendance**

2.1 The Board has established a Nomination Committee of at least three independent non-executive directors.

2.2 The Board shall appoint the Committee chair (the **Committee Chair**) who shall be either the Chair of the Board (the **Chair**) 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 Chair. In the absence of the Committee Chair at any meeting of the Committee (each a Meeting), the Senior Independent Director (or Chair) shall chair that Meeting or, in his/her absence, the remaining members present shall elect one of their number to chair that Meeting.

2.3 Only members of the Committee have the right to attend any Meetings. However, other individuals (including the Chief Executive Officer, external advisers and the Group HR Director) may be invited to attend all or part of any Meeting, as and when considered appropriate.

2.4 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.

## **3. Secretary**

3.1 The Company Secretary or the Company Secretary's nominee shall act as the secretary of the Committee (the **Secretary**). The 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.

## **4. Quorum**

4.1 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.

## **5. Frequency of Meetings**

5.1 The Committee shall meet not less than twice a year and shall meet at such other times as the Committee Chair shall require.

## **6. Notice of Meetings and Proceedings at Meetings**

6.1 Meetings of the Committee shall be convened by the Secretary at the request of the Committee Chair or any other member of the Committee.

6.2 Subject to the constitutional documents of the Company and these Terms of Reference, the Committee shall determine its own procedures.

## **7. Minutes of Meetings**

7.1 The Secretary shall minute the proceedings and decisions of all Meetings.

7.2 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 Chair, it would be inappropriate to do so).

## **8. Annual General Meeting**

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

## **9. Duties**

The main responsibilities of the Committee shall include the following:

### **Composition and Succession**

9.1 The Committee shall:

- (a) keep under review the structure, size and composition of the Board (including its skills, knowledge, independence, experience, length of service and diversity) taking account of:
  - (i) the Company's strategic and commercial priorities and the matters affecting long-term success and future viability of the Company;
  - (ii) significant risks affecting the Company, including Climate Change; and
  - (ii) the market in which it operates,

so that the Board is effective and make recommendations to the Board with regard to any changes;

- (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 the future, the need for orderly succession based on merit and objective criteria and the diversity of the executive leadership pipeline; and

- (c) set measurable objectives for diversity and inclusion in relation to the Board and senior management positions, maintain the policy on the promotion of diversity and inclusion on the Board and in senior management.

### **Appointments**

9.2 The Committee shall:

- (a) Ensure that there is a formal, rigorous and transparent procedure for appointments to the Board;
- (b) Lead the process for appointments, reappointments or promotions of directors and also manage any proposal for their dismissal, retirement, non-reappointment or any substantial change in their duties or responsibilities or the term of their appointment; and make recommendations to the Board accordingly;
- (c) before any appointment or promotion is made by the Board, evaluate the balance of skills, knowledge, experience, commitment to ESG and diversity on the Board and, in light of this evaluation, prepare a description of the role and capabilities required for a particular appointment;
- (d) In identifying suitable candidates the Committee shall
  - i. use open advertising or the services of external advisers to facilitate the search;
  - ii. be responsible for identifying candidates from a wide range of backgrounds;

iii. consider candidates on merit and against objective criteria and with due regard for the benefits of diversity on the board, taking care that appointees have enough time available to devote to the position; and

iv. nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise;

(e) before appointment of a director, require the proposed appointee to disclose any other business interests that may result in a conflict of interest and to report any future business interests that could result in a conflict of interest, noting that such business interests must not be undertaken without prior approval by the Board and keep under review, any potential conflicts of interests of directors disclosed to the Company and develop appropriate processes for managing such conflicts if the Committee considers this to be necessary;

(f) 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 “overboarded” or overextended time-wise as a result of the additional appointment; and

(g) having due regard to their performance and ability, considered in the light of the challenges and opportunities facing the Board and the Company and why their contribution is important to the company’s long-term sustainable success in the light of the skills, experience and knowledge required and the need for progressive refreshing of the board, taking into account the length of service of individual directors, the chair and the board as whole, make recommendations to the Board as to the suitability of directors for annual re-election by shareholders as well as to the reappointment of any director at the expiry of his/her term of office.

### **Development and Training**

#### 9.3 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 Company’s main areas of business activity, including those involving significant risk, strategic priorities, commercial and ESG 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 Chair with the implementation of an annual evaluation to:

(i) assess the performance and capabilities of the Board and Board Committees; and

(ii) each director’s contribution; and

(iii) make recommendations to the Board with regard to any changes.

## **Reporting responsibilities**

9.4 After each meeting, the Committee Chair shall report material matters to the Board and, annually, the Committee shall account to the Board as to how it has discharged its responsibilities.

9.5 The Committee shall make recommendations to the Board as it deems appropriate on any area within its remit where action or improvement is needed.

9.6 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, and in particular:

9.6.1 the process used in relation to appointments, its approach to succession planning and how both support the development of a diverse pipeline;

9.6.2 how board evaluation has been conducted, the nature and extent of an external evaluator's contact with the board and individual directors, the outcomes and actions taken, and how it has influenced or will influence board composition;

9.6.3 the policy on diversity and inclusion, its linkage to company strategy, how it has been implemented, and

9.6.4 the gender balance of those in the senior management team and their direct reports.

9.7 If an external search consultancy has been engaged, it should be identified in the annual report alongside a statement about any other connection it has with the company or individual directors.

## **10. Other Matters**

10.1 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;

(c) work and liaise as necessary with all other board committees (including the remuneration committee in respect of any remuneration package to be offered to any new appointee of the board) and ensure that the interaction between committees and between the Committee and the board is reviewed regularly;

(d) ensure, through the chair of the board, that the Company maintains contact and the Committee chair seeks engagement, as required, with the Company's major shareholders on significant matters related to the Committee's areas of responsibility; and

(e) 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 Financial Conduct

Authority's Listing Rules, Prospectus Regulation Rules and Disclosure Guidance and Transparency Rules sourcebook and any associated guidance and the JSE Listing Requirements).

10.2 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.

10.3 These Terms of Reference shall be made generally available.

## **11. Authority**

The Committee has the delegated authority of the Board in respect of the functions and powers set out in these terms of reference.

11.1 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 Chair to agree fee levels; and

(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.

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