



PSG KONSULT TREASURY LIMITED
BOARD CHARTER
(“BOARD CHARTER”)

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1 INTRODUCTION

- 1.1 The Board of directors ("**Board**") of PSG Konsult Treasury Limited ("**the company**"), a wholly-owned subsidiary of PSG Konsult Limited and a company in the PSG Konsult Limited group of companies ("**PSG Konsult Limited Group**"), acknowledges the need for a Board charter as recommended in the King IV Report on Corporate Governance for South Africa, 2016 ("**King IV**").
- 1.2 The Board acknowledges the recommended voluntary principles and leading practices set out in King IV. The aforementioned is considered by the Board on a continuous basis taking into account the nature, size and scope of the business.
- 1.3 This Board charter of the company is subject, *inter alia*, to the provisions of the Companies Act, No. 71 of 2008 ("**Companies Act**"), the company's memorandum of incorporation, the JSE Limited ("**JSE**") Debt Listings Requirements and the governance principles in King IV.

2 PURPOSE OF BOARD CHARTER

This Board charter is intended to provide an overview of the Board's role and responsibilities, the requirements for its composition and meeting procedures, as well as various ancillary matters.

3 COMPOSITION, GOVERNANCE AND STRUCTURE OF THE BOARD

The Board is assisted by the PSG Konsult Nominations Committee in complying with the following requirements:

- 3.1 The Board must consist of a minimum of 3 directors.
- 3.2 The Board will assume responsibility for its composition by setting the direction and approving the processes for it to attain the appropriate balance of knowledge, skills, experience, diversity and independence to objectively and effectively discharge its governance role and responsibilities, taking into account the nature, size and scope of the business.
- 3.3 The Board, in determining the requisite number of directors on the Board, considers the following:
 - i. the need for a sufficient number of members that qualify to serve on the committees of the Board;
 - ii. the need to secure a quorum at meetings of the Board; and

iii. regulatory requirements.

- 3.4 A Managing Director (“MD”) and at least one other executive shall be appointed to the Board to ensure that the Board has more than one point of direct interaction with management. The executive director other than the MD appointed to the Board may be the Chief Finance Officer or another designated executive as is appropriate for the company.
- 3.5 The Board may establish arrangements for the periodic, staggered rotation of its members so as to invigorate its capabilities by introducing members with new expertise and perspectives while retaining valuable knowledge, skills and experience and maintaining continuity.
- 3.6 Establish a succession plan for its membership which should include the identification, mentorship and development of future candidates.

4 NOMINATION, ELECTION AND APPOINTMENT OF MEMBERS TO THE BOARD

- 4.1 The Board is assisted by the PSG Konsult Nominations Committee (“**PSGK Nominations Committee**”) in fulfilling the duties set out in this paragraph 4. In this regard the Board will adopt the terms of reference of the PSGK Nominations Committee as the nominations policy of the company, attached hereto as **Annexure A**.
- 4.2 The nomination of any candidate as a member of the Board of the company shall, to the extent applicable, be subject to; (1) the relevant policies and procedures of the company, (2) the Companies Act, (3) the JSE Debt Listings Requirements, (4) the company’s memorandum of incorporation, (5) the recommendation of practices of King IV (to the extent such practices have been adopted by the company) and (6) any other legislation promulgated from time to time (“**Statutory Framework**”).
- 4.3 The nomination of candidates for election as members of the Board should be approved by the Board as a whole.
- 4.4 The company shall only have elected directors and there shall be no directly appointed or *ex officio* directors.
- 4.5 The Board follows a formal and transparent process for nomination, election and ultimately, the appointment of members to the Board.

5 ROLE OF THE BOARD

- 5.1 The Board is responsible for the effective governance of the company. Within the powers conferred upon the Board by the company’s memorandum of incorporation and in the

interests of corporate governance best practices, the Board has a responsibility to:

- i. exercise its duty to act with independence of mind and in the best interests of the company;
- ii. steer the company and set its strategic direction;
- iii. monitor and assume collective responsibility for the implementation of the Board's strategic direction by approving policies and plans that give effect to it;
- iv. ensure accountability for the company's performance by means of, amongst others, reporting and disclosure;
- v. approve the protocol to be followed by its non-executive directors for requisitioning documentation from, and setting up meetings with, management;
- vi. approve the protocol to be followed in the event that it or any of its directors or Board committees need to obtain independent, external professional advice at the cost of the company on matters within the scope of their duties;
- vii. ensure that the business operates in line with a PSG Konsult Limited Group-adopted transparent tax policy, which is compliant with the applicable laws, congruent with responsible corporate citizenship, and that takes account of reputational repercussions;
- viii. ensure that the business operates in line with a PSG Konsult Limited Group-adopted codes of conduct and ethics policies that articulate and give effect to the Board's direction on organisational ethics;
- ix. act as the focal point for and custodian of corporate governance by managing its relationship with management, the shareholders and other stakeholders of the company along sound corporate governance principles, and adopting a stakeholder inclusive approach in the execution of its governance responsibilities;
- x. approve the company's short, medium and long-term strategy as developed by management;
- xi. in applying the company's short, medium and long-term strategy as developed by management, interrogate it constructively with reference to, amongst others, the following:

- the timelines and parameters which determine the meaning of short, medium and long term, respectively;
 - the risks, opportunities and other significant matters connected to the triple context (economy, society and environment) in which the company operates;
 - the extent to which the proposed strategy depends on the resources and relationships connected to the various forms of capital (i.e. financial, manufactured, intellectual, human, social and relationship and natural);
 - the legitimate and reasonable needs, interests and expectations of material stakeholders;
 - the increase, decrease or transformation of the various forms of capitals that may result from the execution of the proposed strategy; and
 - the interconnectivity and inter-dependence of all of the above;
- xii. ensure that effective technology and information management is implemented and executed by delegation to the appropriate committee on PSG Konsult Limited level;
- xiii. ensure that effective governance of remuneration takes place, when such aspects become applicable, by relying on oversight from the remuneration committee at PSG Konsult Limited level;
- xiv. ensure that audit and risk matters are adequately and independently overseen by relying on PSG Konsult Limited's audit and risk committees, respectively;
- xv. ensure that business rescue proceedings are considered by the Board should the company become financially distressed as determined in the Companies Act;
- xvi. ensure that the JSE is notified immediately in the event that the company is placed under business rescue proceedings by the Board;
- xvii. assume responsibility for the execution of the Board's responsibility, even where certain responsibilities were delegated;

xviii. be alert to the general viability of the company with regard to its reliance and effects on the capitals, its solvency and liquidity, and its status as a going concern; and

xix. approve the termination of the appointment of a debt sponsor, for whatever reason.

5.2 The Board should ensure compliance with the responsibilities recommended by King IV as the JSE Debt Listing Requirements requires the company, as an issuer of debt securities, explain how it has implemented King IV, through the application of the King Code disclosure and application regime.

6 DELEGATION

6.1 The Board may elect to delegate some of the activities or tasks associated with its roles and responsibilities to Board committees.

6.2 In the event that the Board determines not to delegate all or some of the responsibilities as part of the responsibilities of a specific Board committee, the Board should ensure that it fulfils those responsibilities itself.

7 BOARD COMMITTEES

7.1 The following committees will assume the responsibilities as envisaged by the Companies Act, King IV and the JSE Debt Listing Requirements:

- i. PSG Konsult Limited Audit Committee;
- ii. PSG Konsult Limited Risk Committee;
- iii. PSG Konsult Limited Remuneration Committee;
- iv. PSG Konsult Limited Nominations Committee; and
- v. PSG Konsult Limited's Social and Ethics Committee.

7.2 All of the above committees have their own terms of reference clearly defining their duties, functions and mandate.

8 REPORTING

The Board will assume responsibility for the company's reporting by, *inter alia* –

8.1 approving management's determination of the reporting frameworks (including reporting

standards) to be used, taking into account legal requirements and the intended audience and purpose of each report;

- 8.2 overseeing that reports such as the annual financial statements, committee reports, or other online or printed information or reports are issued, as is necessary, to comply with legal requirements, and/or to meet the legitimate and reasonable information needs of material stakeholders;
- 8.3 ensuring that the company, on an annual basis, considers and updates any material information contained in the placing document. Any such updates shall be approved by the JSE and announced on SENS;
- 8.4 ensure that the company complies with those provisions of the JSE Debt Listings Requirements relating to dealings in securities and any policy in this regard; and
- 8.5 overseeing that the company complies with integrated reporting responsibilities, annually, including:
 - i. annual financial statements and other reports that must be issued in compliance with legal provisions;
 - ii. corporate governance disclosures required in terms of King IV; and
 - iii. the JSE Debt Listings Requirements, to the extent applicable.

9 MEETINGS

Frequency

- 9.1 The Board must hold sufficient scheduled meetings to discharge all its duties as set out in this Board charter. The Board meets bi-annually and at such additional *ad hoc* times as may be required.

Agenda and Meeting Minutes

- 9.2 The Board may establish an annual work plan, substantially in the form as attached to this Board charter for each year to ensure that all relevant matters are covered by the agendas of the meetings planned for the year. A detailed agenda, together with any relevant supporting documentation must be circulated at least 5 – 7 days prior to each meeting to the members of the Board and other invitees.
- 9.3 The chairman, with the assistance of the company secretary and the MD, must ensure that the agenda, as prepared, raises all relevant issues requiring attention in such a way and sequence that effective proceedings are facilitated.

9.4 The minutes of the meeting must be formally approved by the Board at its next scheduled meeting.

Conflicts of Interest Policy

9.5 In this regard the Board applies clauses 9.6 to 9.10 as the conflicts of interests policy of the company, as set out below.

9.6 Each director should submit to the Board a declaration of financial, economic and other interests held by such director, and related parties at least annually, or whenever there are significant changes in such interests. The Board shall ensure that such declarations are likewise submitted by any executive management personal of the company who are not directors.

9.7 At the beginning of each meeting of the Board or its committees, all Board members are required to declare whether any of them (or a person related to them) has any conflict of interest in respect of a matter on the agenda. Any such conflicts should be proactively managed as determined by the Board, subject to legal provisions, including section 75 of the Companies Act.

9.8 For the purposes of section 75 of the Companies Act, the definition of a “related person”, when used in reference to a director, not only has the ordinary meaning as set out in the Act, but also includes a second company of which the director or a related person is also a director, or a close corporation of which the director or a related person is a member.

9.9 Save as otherwise set out in section 75 of the Companies Act, if a director of a company, has a personal financial interest in respect of a matter to be considered at a meeting of the Board, or knows that a related person has a personal financial interest in the matter, the director -

- i. must disclose the interest and its general nature before the matter is considered at the meeting;
- ii. must disclose to the meeting any material information relating to the matter, and known to the director;
- iii. may disclose any observations or pertinent insights relating to the matter if requested to do so by the other directors;
- iv. if present at the meeting, must leave the meeting immediately after making any disclosure contemplated in paragraph (ii) or (iii);
- v. must not take part in the consideration of the matter, except to the extent

contemplated in paragraphs (ii) and (iii);

vi. while absent from the meeting in terms of this subsection –

- is to be regarded as being present at the meeting for the purpose of determining whether sufficient directors are present to constitute the meeting;
- is not to be regarded as being present at the meeting for the purpose of determining whether a resolution has sufficient support to be adopted; and
- must not execute any document on behalf of the company in relation to the matter unless specifically requested or directed to do so by the Board.

9.10 A current register of conflicts of interest of the directors and members of executive management of the Company will be maintained by the Company, which register will include conflicts of interest disclosed pursuant to section 75 of the Companies Act (“**Conflicts of Interest Register**”). The Conflicts of Interest Register will be maintained by the Company, updated annually and included in the Company’s published annual financial statements.

Attendance of Meetings

9.11 Board members will use their best endeavours to attend all meetings of the Board, including meetings called on an *ad hoc* basis for special matters, unless a prior apology with reasons has been submitted to the company secretary.

9.12 The quorum for a properly constituted Board meeting is no less than a majority of directors of the Board.

The Chairman

9.13 The chairman is elected by the Board. The chairman should be a non-executive director elected to lead the Board in the objective and effective discharge of its governance role and responsibilities, represent the Board to the stakeholders and is responsible for ensuring effectiveness of the Board and its committees.

9.14 The chairman, together with the Board, should determine the number of outside professional positions that the chair is allowed to hold, taking into account the relative size and complexity of the company.

9.15 The MD of the company should not chair the Board, and a retired MD should not become

the chair of the Board until 36 calendar months have lapsed after the end of the MD's tenure.

9.16 The Board is accountable to ensure that succession plans are in place for the chairman.

10 MANAGING DIRECTOR

10.1 The MD will –

- i. be responsible for leading the implementation and execution of approved strategy, policy and operational planning;
- ii. account to the Board by preparing an annual report which will be tabled at a meeting of the Board; and
- iii. serve as the chief link between the management of the company and the Board.

10.2 The Board must ensure that there is succession planning for the MD, and such planning should be reviewed periodically, and should provide for succession in both emergency situations and over the long-term.

10.3 The Board is responsible for appointing the MD and may evaluate the performance of the MD.

11 DEBT OFFICER

11.1 Pursuant to the JSE Debt Listings Requirements, the Board is responsible for appointing a debt officer, which person shall be either the (i) Financial Director / Chief Financial Officer of the company, or (ii) the group treasurer of the company, or (iii) a senior employee of the company with full delegated authority from the person in (i) or (ii) above, as the case may be.

11.2 The Board of directors shall consider and satisfy itself with the competence, qualifications and experience of the debt officer prior to his/her appointment.

11.3 Any change to the contact details of the debt officer shall be announced through SENS.

11.4 The debt officer shall be responsible for the following:

- i. acting as central contact person for the Company to assist holders of debt securities with any issues pertaining to compliance with the terms and conditions of any placing document, security documents and/or any applicable pricing supplement(s) and the JSE Debt Listings Requirements;

and

- ii. assisting holders of debt securities with access to the register of holders of debt securities through the transfer agent or otherwise (excepting the disclosure limitations at nominee/broker holder level only). Any request for access to the register of holders of debt securities must be adhered to within 3 (three) business days from receipt of a written request from a holder/s of debt securities.

12 COMPANY SECRETARY

12.1 The Board will appoint a suitably qualified and experienced company secretary to provide the company with professional corporate governance services. In order to ensure independence, the company secretary should not also serve on the Board.

12.2 The company secretary's duties include, but are not limited to:

- i. providing the directors of the company collectively and individually with guidance as to their duties, responsibilities and powers;
- ii. making the directors aware of any law relevant to or affecting the company;
- iii. reporting to the Board any failure on the part of the company or a director to comply with the memorandum of incorporation or rules of the company or the Companies Act;
- iv. ensuring that minutes of all shareholders meetings, Board meetings and the meetings of any Board committees (if any) are properly recorded in accordance with the Companies Act;
- v. certifying in the company's annual financial statements whether the company has filed required returns and notices in terms of the Companies Act, and whether all such returns and notices appear to be true, correct and up to date;
- vi. ensuring that a copy of the company's annual financial statements is sent, in accordance with the Companies Act, to every person who is entitled to it; and
- vii. reporting to the Board via the chairman on all statutory duties and functions performed in connection with the Board and report to the relevant member of the executive management of the company designated for purposes of other duties and administrative matters; and

12.3 The performance and independence of the company secretary or other professional providing corporate governance services may be evaluated at least annually by the Board.

13 EVALUATION POLICY

13.1 In this regard the Board applies clauses 13.2 to 13.4 as the evaluation policy of the company, as set out below.

13.2 The Board of directors, its committees, its individual directors, and the chairman may be evaluated once every 2 years.

13.3 The Board's main responsibilities towards the company entails providing direction; monitoring the management and providing support and advice. The Board evaluation examines these roles of the Board and the entailing responsibilities and assesses how effectively these are fulfilled by the Board.

13.4 The evaluation process involves:

- i. identification of areas for evaluation;
- ii. formulating a questionnaire on the areas for evaluation;
- iii. obtaining responses of individual directors to the questionnaire on a rating scale;
- iv. analysing the responses to the questionnaire; and
- v. reporting the findings resulting from the analysis to the full Board. The Board deliberates on the report, develops an action plan and periodically reviews the progress of implementation as well.

14 APPROVAL AND REVIEW

This board charter will be reviewed annually, amended if required and approved by the Board.

ANNEXURE A
PSG KONSULT LIMITED NOMINATIONS COMMITTEE TERMS OF REFERENCE

1 INTRODUCTION

- 1.1 The Board of directors ("the Board") of PSG Konsult Limited ("the Company" or "PSG Konsult") acknowledges the principles and recommended practices set out in the King IV Report on Corporate Governance for South Africa, 2016 ("King IV"). The Board has accordingly constituted a Nominations Committee in respect of the Company ("the Committee"), as a subcommittee of the Board, and has delegated authority to the Committee as contemplated in these terms of reference. In performing its duties, the Committee may delegate its authority to further subcommittees or to one or more members of the Committee as contemplated in these terms of reference. In performing its duties, the Committee may delegate its authority to further subcommittees or to one or more members of the Committee.
- 1.2 In performing its duties, the Committee will maintain effective working relationships with the Board and management.
- 1.3 To perform his or her role effectively, each Committee member will obtain an understanding of the detailed responsibilities of Committee membership as well as the Company's business.
- 1.4 The Committee will not assume the functions of management, which remain the responsibility of the executive directors, officers and other members of senior management.
- 1.5 The Committee has the right to obtain independent outside professional advice to assist with the execution of its duties, at the Company's cost, subject to following a Board approved process.
- 1.6 The Committee makes the recommendations to the Board that it deems appropriate on any area within the ambit of its terms of reference where action or improvement is required.
- 1.7 These terms of reference are, to the extent applicable, subject to (1) the relevant policies and procedures of the Company, (2) the Companies Act, No. 71 of 2008, as amended ("Companies Act"), (3) the JSE Listings Requirements, (4) the Company's Memorandum of Incorporation, (5) the recommended practices of King IV (to the extent that such practices have been adopted by the Company), and (6) any other relevant legislation promulgated from time to time.

2 PURPOSE OF THESE TERMS OF REFERENCE

These terms of reference set out inter alia the Committee's composition, governance requirements, meeting procedures, roles and responsibilities.

3 DEFINITIONS/TERMINOLOGY

For purposes of these terms of reference the following terms or phrases bear the meanings as explained below:

- 3.1 “control function” means the risk management function, the compliance function, the actuarial control function, the finance function and the internal audit function of PSG Konsult.
- 3.2 “independent director” means a director that the Board considers to be independent, on a substance-over-form basis, in that such director exercises objective judgement and there is no interest, position, association or relationship which, when judged from the perspective of a reasonable and informed third party, is likely to influence unduly or cause bias in such director's decision-making, taking into consideration the following and other indicators holistically – a director that –
- i. is not a significant provider of financial capital, or ongoing funding to the Company; or is not an officer, employee or a representative of such provider of financial capital or funding;
 - ii. does not participate in a share-based incentive scheme offered by the Company;
 - iii. does not own securities in the Company, the value of which is material to the personal wealth of the director;
 - iv. has not been in the employ of the Company as an executive manager during the preceding 3 financial years of the Company, or is not related to such executive manager;
 - v. has not been the designated external auditor responsible for performing the statutory audit for the Company, or a key member of the audit team of the external audit firm, during the preceding 3 financial years of the Company;
 - vi. is not a significant or ongoing professional adviser to the Company, other than as a member of the Board;
 - vii. is not a member of the Board of directors or the executive management of a significant customer of, or supplier to, the Company;
 - viii. is not a member of the Board of directors or the executive management of another organisation which is a related party (as contemplated in section 2 of the Companies Act) to the Company*; or
 - ix. is not entitled to remuneration contingent upon the performance of the Company; and
 - x. “managing executive” means the executive at the highest level of organisational management who has the responsibility of the daily management of the Company (the CEO of PSG Konsult) and includes the executive in charge of the Company and any person who is directly accountable to or reports to the CEO of PSG Konsult.

- 3.3 “non-executive director” means an individual who is not involved in the day-to-day management of the Company or has not been so involved at any time during the last 12 months.

**This factor is not the decisive factor in determining independence and does not have the effect of prohibiting directors from serving as independent directors of more than one group company. The Board is required to consider all the factors holistically, on a case-by-case basis, and retains its inherent discretion to determine whether an individual is in fact independent (notwithstanding any of the indicators listed in paragraph 3.2.1 (inclusive) being present).*

4 COMPOSITION AND GOVERNANCE OF THE COMMITTEE

- 4.1 The Board is responsible for nominating and electing members of the Committee.
- 4.2 The Committee must consist of at least three non-executive directors, a majority of whom must be independent non-executive directors.
- 4.3 The chairman of the Board may be the chairman of the Committee.
- 4.4 The secretary of the Committee will be the company secretary of PSG Konsult, or such other person as nominated by the Board.
- 4.5 The Chief Executive Officer ("CEO") of PSG Konsult shall not be a member of the Committee but shall attend meetings of the Committee by invitation on an ad hoc basis, if needed to contribute pertinent insights and information. The CEO may not vote at Committee meetings.
- 4.6 Each member of the Committee must be capable of making a valuable contribution to the Committee. The CEO (or other Board committee tasked with this) and the Board shall evaluate whether the Committee members are suitably qualified and have sufficient knowledge, skills, capacity and experience to execute their duties effectively. Committee members should keep up-to-date with developments affecting the required skills-set.

5 MEETING PROCEDURES

- 5.1 Frequency:
- i. The Committee must hold at least one meeting a year and at such additional ad hoc times as may be required to discharge its duties effectively; and
 - ii. The chairman of the Committee may meet with the CEO and/or the company secretary prior to a Committee meeting to discuss important issues and agree on the agenda.
- 5.2 Attendance at meetings:
- i. The quorum for a properly constituted Committee meeting is more than 50% of the Committee members;
 - ii. Committee members must use their best endeavours to attend all scheduled meetings of

- the Committee, including meetings called on an ad hoc basis unless prior apology, with reasons, has been submitted to the chairman of the Committee or the secretary of the Committee;
- iii. The Committee may invite any managing executive or any head of the control function of the Company to attend Committee meetings by invitation, to provide pertinent information and insight. Persons attending by invitation may participate in discussions but may not vote and do not form part of the quorum for Committee meetings; and
 - iv. If the chairman of the Committee is absent from a Committee meeting, the Committee members present must elect one of the members present to act as chairman.

5.3 Agenda, reporting and recordal of meetings:

- i. The Committee must review the annual work plan for each year, in terms of which relevant matters will be considered at meetings of the Committee to ensure that all relevant matters are covered by the agendas of the meetings planned for the year;
- ii. The chairman of the Committee with the assistance of the secretary of the Committee must ensure that an agenda is prepared prior to the meeting that raises all relevant issues requiring the attention of the Committee;
- iii. The secretary of the Committee must ensure that the agenda with supporting documentation is circulated to the members of the Committee and their invitees at least 5 business days prior to the meeting. All matters to be discussed and/or voted on at the meetings must be present on the agenda for that Committee meeting. Urgent items may be added to the agenda at the discretion of the chairman of the Committee;
- iv. The Committee papers/pack must be concise and relevant;
- v. Committee members must devote sufficient time and effort to prepare for Committee meetings and are expected to participate fully, frankly and constructively in the Committee meetings contributing the benefit of their particular knowledge, experience and skills in discharging their duties; and
- vi. The proceedings of all Committee meetings will be recorded in writing as minutes of the meetings and the minutes will be circulated to the chairman of the Committee and Committee members for review thereof. The minutes must be formally approved by the Committee at its next scheduled meeting.

6 ROLES AND RESPONSIBILITIES OF THE COMMITTEE

6.1 The collective roles and responsibilities of the Committee are to:

- i. Make appropriate recommendations to the Board on any aspect within the scope of its duties recorded in these terms of reference;

- ii. Ensure that a formal and transparent process is established for nominating, electing and appointing members to the Board;
- iii. Ensure that director candidates are nominated in light of the collective knowledge, skills and experience required by the Board, diversity requirements and whether the candidate meets the appropriate fit and proper criteria;
- iv. Ensure that the Board consists of a majority of non-executive directors, with a majority of the non-executive directors being independent directors, and reflects racial, cultural, age and gender diversity that is in line with the Company's race and gender representation targets, as well as diversity in respect of relevant business, industry, geographic and academic backgrounds, in line with corporate governance best practices;
- v. Ensure that a diversity policy is established and implemented in respect of the Board and disclose in the annual integrated report how the policy is applied and considered in the nomination and appointment of directors;
- vi. Ensure that director candidates' backgrounds are independently investigated, and their qualifications independently verified;
- vii. Consider the professional commitments of candidates for election as non-executive directors, and ensure that they each provide a statement that confirms that they have sufficient time available to fulfil their responsibilities as a member of the Board;
- viii. Ensure that director candidates provide a brief professional profile to be presented at the annual general meeting of the Company, which includes details of existing professional commitments, and ensure that it accompanies the notice of the annual general meeting together with a statement from the Board confirming whether it supports the candidate's election or re-election (as applicable);
- ix. Consider the nomination for re-election of a director on the basis of the relevant director's past performance and contribution, including the director's attendance at Board and Board committee meetings;
- x. Ensure that the nomination of candidates for election as non-executive members of the Board are recommended by the Board as a whole for formal Shareholder approval at the Annual General meeting¹;
- xi. Ensure that the nomination of candidates for election as executive members of the Board are approved by the Board as a whole for Shareholder confirmation at the next Annual

¹ Clause 27.3 of the Memorandum of Incorporation of PSG Konsult Limited

General meeting²;

- xii. Upon election of a director, ensure that the terms and conditions for serving as a member of the Board are formalised in a letter of appointment;
- xiii. Oversee the development of a formal induction programme for new directors to enable them to make the maximum contribution within the shortest period of time;
- xiv. Ensure that inexperienced directors are developed through a mentorship programme and are encouraged to undergo training;
- xv. Ensure the development of professional development programmes for directors and regular briefings on legal and corporate governance developments, and risks and changes in the external environment in which the Company operates;
- xvi. Evaluate the performance of the chairman and directors on the Board;
- xvii. Ensure that formal succession plans for the Board are developed, implemented and reviewed on an annual basis; and
- xviii. Ensure that formal succession plans for Executive Management are developed, implemented and reviewed on an annual basis.

6.2 PSG Konsult Treasury Limited (“PSG Konsult Treasury”):

- i. Ensure that a formal and transparent process is established for nominating, electing and appointing members to the Board of PSG Konsult Treasury;
- ii. Ensure that director candidates are nominated in light of the collective knowledge, skills and experience required by the Board of PSG Konsult Treasury, and whether the candidate meets the appropriate fit and proper criteria; and
- iii. Ensure that formal succession plans for the Board, Managing Director and Chairman of PSG Konsult Treasury are developed, implemented and reviewed on an annual basis.

6.3 Key subsidiaries (insurance entities and other entities with non-executive directors):

- i. Ensure that formal succession plans for all the key subsidiaries (insurance entities and other entities with non-executive directors) are developed, implemented and reviewed on an annual basis.

7 RESOURCES

- 7.1 In exercising its delegated authority, the Committee shall have access to the Company's records, facilities and any other resources necessary to discharge its duties and responsibilities.

² Clause 30 of the Memorandum of Incorporation of PSG Konsult Limited

- 7.2 The Committee may obtain independent, external professional advice, at the cost of the Company, to assist it in executing its duties as necessary.

8 EVALUATION

- 8.1 The Board will evaluate the Committee at least once every two years. In each alternate year the Board will consider, reflect and discuss the performance of the Committee in combination with that of the latter's members and chairman.
- 8.2 The Committee may also elect to evaluate itself, with feedback provided to the Board.

9 APPROVAL AND REVIEW OF THESE TERMS OF REFERENCE

- 9.1 The Committee will review these terms of reference once a year, as close as possible to and by no later than the anniversary date of the approval of these terms of reference; and
- 9.2 The Committee is responsible for these terms of reference and will make recommendations to the Board for approval.