

Comprising:

CONDUIT CAPITAL LIMITED AND ITS SUBSIDIARIES; AND
ENTITIES ASSOCIATED WITH AND/OR CONDROLLED BY A DIRECTOR OF CONDUIT CAPITAL LIMITED

HEREINAFTER REFERRED TO AS THE "CONDUIT GROUP" OR "THE COMPANY"

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The Conduit Capital Limited group of companies recognise the importance of operating in an open and transparent manner in all aspects of its business, be it with clients, suppliers, service providers or members of the greater business community, be they directly a part of the financial services industry or not. Whilst legislative requirements may be the foundation of this policy, this statement is more practical in its application and utilises basic business ethics and practices as its overall primary standard. This policy statement has been approved by the board of directors of the above listed insurers and the Financial Service Providers.

Approved by the Board of Directors

Date: 5 October 2018

INTRODUCTION AND CONSTITUTION

The Nomination Committee (“the Committee”) is constituted in terms of the King Report on Corporate Governance for South Africa, 2016 (“King IV”) as a committee of the board of directors of the Company (“Board”) in respect of all duties that the Board has delegated to it in terms of these Committee terms of reference (“Terms of Reference”) and the Board’s approved delegation of authority policy, with the Board remaining ultimately accountable for such delegated responsibilities.

These Terms of Reference are subject to the provisions of the Companies Act, 2008 (“the Act”), the Company’s Memorandum of Incorporation (“the Memorandum of Incorporation”) and any other applicable laws and regulations.

MEMBERSHIP

- The Committee should consist of no fewer than three (3) members, a majority of whom must be independent non-executives, who are appointed by the Board on the recommendation of the Nominations Committee.
- The Board shall appoint an independent non-executive director as the Committee Chairperson and determine the period for which he/she shall hold office.
- The members of the Committee must collectively have sufficient qualifications and experience to fulfil their duties.
- The Chairperson of the Board must be appointed as Chairperson of the Committee
- The Board may from time to time consider the composition of the Committee and make such changes thereto as it deems fit.
- The following persons shall attend all Committee meetings as invitees in an ex-officio capacity, unless otherwise decided by the Chairperson of the Committee:
 - the Chief Executive Officer;
 - the Chief Financial Officer;
 - the executive responsible for Human Resources; and
 - any other persons, as determined by the Chairperson required to attend a specific meeting (or part thereof) to report on any particular matter/issue.

TERMS OF REFERENCE

- The purpose of these Terms of Reference is to set out, among other things -
 - the functions, responsibilities and duties of the Committee;

- the requirements for membership of the Committee; and
- the meeting procedures of the Committee.

RESPONSIBILITIES

The functions, responsibilities and duties of the Committee shall be to:

- have a policy on the promotion of gender diversity at board level, which must be confirmed to shareholders in the integrated annual report, including how the policy of gender diversity has been applied in the nomination and appointment of directors, together with progress made in respect of attaining agreed voluntary targets.
- have a policy on the promotion of race diversity at board level, which must be confirmed to shareholders in the integrated annual report, including how the policy of gender diversity has been applied in the nomination and appointment of directors, together with progress made in respect of attaining agreed voluntary targets.
- identify, evaluate and make recommendations to the board, in respect of candidates to be appointed to the Board and Board committees.
- consider and make recommendations on a periodic basis regarding the composition and membership of the Board, the needs of the board and any “gaps” perceived in the composition of the board. The assessment must take the following into account – the company’s strategy, customers/markets served, board diversity, skills and experience of board members, continued eligibility for membership (e.g. age), evaluation of effectiveness and performance of the director, roles and primary strengths of current board members.
- conduct annual evaluations of the effectiveness and performance of the Board as a whole and consider the contribution of each non-executive director.
- in the case of any director who has served in an independent capacity for longer than nine years, the Committee must conduct an annual assessment of the continued independence of that director, with a view to confirming that the director continues to exercise independent/objective judgement and that there is no interest, position, association or relationship which, when judged from the perspective of a reasonably informed third party is likely to unduly influence or cause bias in decision making.
- review the Board’s training, development and orientation needs. This includes induction programmes for new directors, training and development needs arising from the annual director/board performance evaluation process and the annual board training/workshop programme.
- review the performance of the CEO and executive directors and planning regarding succession in respect of the CEO and executive directors.

AUTHORITY

- The Committee is accountable to the Board. To this end the Committee must make recommendations for approval by the Board, unless otherwise mandated by the Board in these Terms of Reference and the Board’s approved delegation of authority policy.

- The Board supports and endorses the Committee and acts in accordance with its delegated authority of the Board as recorded in these Terms of Reference.
- The Board has an oversight responsibility and the Committee assists the Board in fulfilling this responsibility.
- The Committee is authorised by the Board to:
 - investigate any activities within these Terms of Reference;
 - access outside legal or other independent professional advice in order to provide:
 - (i) professional and independent guidance on corporate governance and its legal duties; and
 - (ii) support to co-ordinate its functioning, at the Company's expense, in accordance with a procedure developed by the Board for this purpose;
 - secure the attendance, at Committee meetings, of non-Committee members with the relevant experience and expertise where necessary, at the Company's expense, in accordance with any protocol or procedure developed by the Board for this purpose; and
 - seek any information it requires from any employee, the Chairmen of Board or statutory committees of the Company, any of the Company's executive directors, Company officers or the Company Secretary, and all these parties are required to co-operate with any reasonable requests made by the Committee, to provide it with information or explanations necessary for the performance of its functions.

MEETING PROCEDURES

FREQUENCY

- Meetings of the Committee will be held as frequently as the Committee considers appropriate, but it will normally meet every quarter.
- The Committee must hold sufficient scheduled meetings to discharge all its duties as set out in this Terms of Reference.

AGENDAS, MEETING PAPERS AND MINUTES

- A detailed agenda, together with supporting documentation must be circulated approximately seven (7) days prior to each meeting to the members of the Committee and other invitees.
- The Chairperson, with the assistance of the Company, must ensure that the agenda, as prepared, raises all relevant issues requiring attention in such a way and sequence that effective proceedings are facilitated.
- The minutes must be completed, by the Company Secretary, within two (2) weeks of the meeting. The draft minutes must be circulated to the Company for review, where after the minutes shall be circulated to the Chairperson for review.
- The minutes will be formally approved by the Chairperson at its next scheduled meeting and will thereafter be signed by the Chairperson.

- The directors must treat the meeting papers with the strictest of confidence and to manage their electronic access to their meeting packs with due care and vigilance.

ATTENDANCE

- Directors shall attend all Committee meetings and prepare adequately.
- Directors who are unable to attend a meeting should advise the Chairperson or the Company Secretary at least one (1) week prior to the intended meeting date.
- Directors may invite any person to attend specific meetings or part of a meeting, with the prior approval of the Chairperson.
- Directors are expected to provide appropriate and constructive input on matters for discussion and also to participate fully, frankly and constructively in order to bring the benefit of their particular knowledge, experience, skills and abilities to bear in discharging their duties as directors.
- Executive management, assurance providers and advisors may be in attendance at meetings, but by invitation only.
- Invitees shall not have a right to vote at the meetings of the Committee.

QUORUM

- The Committee shall not have a quorum to proceed with a meeting if more than one of its members is not present.
- Invitees and a representative of the Company Secretary shall not be taken into account when determining a quorum.

WRITTEN RESOLUTIONS

- A resolution in writing, signed by all the members of the Committee shall be as valid and effectual as if it has been passed at a duly constituted meeting of the Committee, provided that each member of the Committee was afforded reasonable opportunity to express an opinion on the matter to which such resolution relates.

COMPANY SECRETARY

- The Company Secretary provides a central source of guidance and support to the Board and its committees and within the Company on matters of good governance and changes in legislation.
- The Committee is aware of the duties of the Company Secretary and empowers them to fulfil those duties.
- The Company Secretary maintains an arms' length relationship with the Board and its directors as far as is reasonably possible.

- The Company Secretary is not a director of the Company and has a direct channel of communication to the Chairperson.
- The Company Secretary is accountable to the Board.
- The Company Secretary shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute these accordingly.
- The Company Secretary shall be the secretary of the Committee.

REPORTING

- The Chairperson of the Committee shall report to the Board on its proceedings, after each meeting, on all significant matters within its duties and responsibilities as set out in these Terms of Reference.
- The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is required.
- The Chairperson or in his/her absence, any other member of the Committee shall attend the AGM of the company to provide a report relating to the affairs of the Committee.

ENFORCEMENT

These terms of reference shall be recommended to the Board by the Committee, following a review by its members and ultimately approved by the Board.

REMUNERATION

- The Board will determine the level of remuneration for non-executive directors and remuneration to be approved at the Annual General Meeting of shareholders, as set out in the Companies Act.
- Executive directors shall not receive any fees but will be paid as employees of the Company in accordance with their contracts of employment with the Company.

GENERAL

- Unless varied by these Terms of Reference, meetings and proceedings of the Committee will be governed by the Company's MOI, regulating the proceedings of the meetings of the Committee.
- The Committee, in carrying out its responsibilities under these Terms of Reference is authorised to investigate any matter within its terms of reference, may at its discretion, require other employees of the Company to attend meetings or parts of meetings and may consult with and seek any information it requires from any employees. All employees shall be required to cooperate with any request made by the Committee in the course of its duties.

- The Committee may obtain such outside or other independent professional advice as it considers necessary to carry out its duties, in terms of the approval process determined by the Board.
- The Board will ensure that the Committee will have access to professional advice both inside and outside the Company for it to perform its duties.

CLOSING

The Group may amend this Terms of Reference from time to time and shall be reviewed no less than once within each calendar year cycle. Reasonable efforts will be made to inform all members of any amendments to the policy. Non-compliance with this Terms of Reference will be dealt with in accordance with the Code of Conduct.

REVISION HISTORY

Version	Date	Author	Organisation	Revision
1.0	May 2015	R. Kok	Ops Manager	Created charter
2.0	Feb 2018	R. Kok	Ops Manager	Amendments made for review by CoSec
3.0	Aug 2018	R. Kok	Ops Manager	Amendments made for review by Board