

Mahube Infrastructure Limited

NOMINATION COMMITTEE

TERMS OF REFERENCE

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1. Introduction

- 1.1 The Board of Directors (hereinafter referred to as the “Board”) of Mahube Infrastructure Limited (hereinafter referred to as “Mahube” or as “the Company”) has resolved to establish a Committee of the Board to be known as the "Nomination Committee" (hereinafter referred to as “the Committee”) to act in the capacity of a Nomination Committee for Mahube and all of its subsidiaries.
- 1.2 The duties and responsibilities of the members of the Committee are in addition to those as members of the Board.
- 1.3 The deliberations of the Committee do not reduce the individual and collective responsibilities of Board members in regard to their fiduciary duties and responsibilities, and they must continue to exercise due care and judgment in accordance with their statutory obligations.
- 1.4 These Terms of Reference are subject to the provisions of:
 - 1.4.1 The Companies Act and Regulations, 71 of 2008, as amended from time to time (“the Companies Act”);
 - 1.4.2 The Company’s Memorandum of Incorporation;
 - 1.4.3 The King Report on Corporate Governance; and
 - 1.4.4 any other applicable law or regulatory provision.

2. Purpose of Terms of Reference

The purpose of these Terms of Reference is to set out the Committee’s role and responsibilities as well as the requirements for its composition and meeting procedures.

3. Composition and Tenure

- 3.1 The Committee comprises of at least three Non-Executive Directors, a majority of whom is Independent Non-Executive Directors.
- 3.2 Members of this Committee and its Chairman are nominated by the Board.
- 3.3 The Chairman of the Board is the Chairman of this Committee.

- 3.4 The members of the Committee as a whole must have sufficient qualifications and experience to fulfill their duties.
- 3.5 The Board shall determine the period for which the Chairman and Committee members shall hold office.
- 3.6 A Committee member, who holds office as a director of the Board, will automatically cease to be a member of the Committee upon resignation from the Board.

4. Role

The Committee has an independent role, operating as an overseer and a maker of recommendations to the Board for its consideration and final approval. The Committee does not assume the functions of Management, which remain the responsibility of the Executive Directors, Officers and other Members of the Senior Management.

The role of the Committee is to assist the Board to ensure that:

- 4.1 the Board has the appropriate composition for it to execute its duties effectively;
- 4.2 directors are appointed through a formal process;
- 4.3 induction and ongoing training and development of directors take place; and
- 4.4 formal succession plans for the Board, Chief Executive Officer and senior management appointments are in place.

5. Responsibilities

The Committee must perform all the functions necessary to fulfil its role as stated above and including the following:

- 5.1 Ensure the establishment of a formal process for nominating, electing and appointment of directors, including:
 - 5.1.1 identification of suitable members of the Board;
 - 5.1.2 performance of reference and background checks of candidates prior to nomination;
 - 5.1.3 ensuring that the identified candidate(s) meet the appropriate fit and proper criteria;
 - 5.1.4 formalising the appointment of directors through an agreement between the Company and the director; and

- 5.1.5 ensuring that the Board comprises a balanced mix of male and female representatives, in line with the Board Gender Diversity Policy and paragraph 3.84 (or as amended from time to time) of the JSE Listings Requirements.
- 5.2 Oversee the development of a formal induction program for new directors.
- 5.3 Ensure that inexperienced directors are developed through a mentorship program.
- 5.4 Oversee the development and implementation of continuing professional development programs for directors.
- 5.5 Ensure that directors receive regular briefings on changes in risks, laws and the environment in which the Company operates.
- 5.6 Consider the performance of directors individually and of the Board as a whole and take steps to remove directors who do not make an appropriate contribution.
- 5.7 Find and recommending to the Board a replacement for the Chief Executive Officer when it becomes necessary.
- 5.8 Ensure that formal succession plans for the Board, Chief Executive Officer and Senior Management appointments are developed and implemented.
- 5.9 Review and recommend the Board Gender Diversity Policy and review the status of female representation on the Board relative to the Board Gender Policy.

6. Reporting Responsibilities

- 6.1 The Chairman of the Committee shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities;
- 6.2 The Committee shall make whatever recommendations to the Board it deem appropriate, on any area within its ambit, where action or improvement is needed;
- 6.3 In performing their duties and functions, each Committee member must act in the best interest of the Company in terms of their fiduciary duties and also in accordance with their duties under the Company's Code of Ethics. Committee members should maintain appropriate relationships with relevant executives of the Company.

7. Authority

- 7.1 The Committee has authority to make decisions in so far as it is empowered to do so by the Board and as recorded in these Terms of Reference. On matters beyond its authority, the Committee makes recommendations to the Board for its approval.
- 7.2 The Committee, in carrying out its duties, has powers to consider and make decisions on:
- (a) The need to investigate any activity within its scope of responsibilities;
 - (b) Consulting with or seeking any information it requires from any employee who shall be obliged to co-operate with the Committee;
 - (c) Access internal or external resources to properly carry out its duties;
 - (d) Obtain independent professional advice at the Company's expense if it believes this is necessary to fulfil its duties. Such advisors may attend meetings at the invitation of the Chairman;
 - (e) Access relevant Company records, facilities and any other resources necessary to discharge its duties and responsibilities;
 - (f) Delegate its authority and duties, in so far as it is not precluded from doing so by these Terms of Reference or legal or regulatory requirements, to other Board Committees, working groups or other persons including employees or individual members of the Committee;
 - (g) Make recommendations to the Board for approval by the Board;
- 7.3 The Committee, in fulfillment of its duties, may call upon the chairmen of the other Board Committees, any of the executive directors, officers or Company Secretary to provide it with information, subject to following a Board approval process.
- 7.4 The Committee may not perform any management functions or assume any management responsibilities and shall have no executive powers with regard to its findings and recommendations.

8. Overlap and Efficiency of all Committees

The Committee must take cognisance that its roles and responsibilities may overlap with those of other committees. In instances where the Committee needs to exercise oversight on matters handled by other committees or where there is a clear overlap, the Committee Chairman should agree with

the relevant committee chairman/chairmen as to which committee shall deal with the matter and report to the Board. Duplication must be avoided.

9. Meeting Procedures

9.1 Frequency

9.1.1 The Committee must hold sufficient scheduled meetings to discharge all its duties as set out in these Terms of Reference but subject to a minimum of two meetings per year.

9.1.2 Meetings in addition to those scheduled may be held at the request of the Chief Executive Officer or other members of Senior Management or at the instance of the Board.

9.1.3 The Chairman of the Committee may meet with the Company Secretary prior to a Committee meeting to discuss important issues and agree on the agenda.

9.2 Attendance

9.2.1 The Chief Executive Officer, Chief Financial Officer or other members of Senior Management as may be required, assurance providers, professional advisors and Board members may be in attendance at Committee meetings, but by invitation only and they may not vote.

9.2.2 Committee members must attend all scheduled meetings of the Committee, including meetings called on an *ad hoc*-basis for special matters, unless prior apology, with reasons, has been submitted to the Chairman or Company Secretary.

9.2.3 A decision that could be voted on at a meeting may instead be adopted by written resolution provided a quorum of members is obtained. A decision made in such a manner has the same effect as if it had been approved at a meeting.

9.2.4 If the Chairman of the Committee is not present within thirty minutes of the scheduled start time of the meeting or is unable to attend a meeting, the Committee members present shall nominate an acting Chairman from among themselves;

9.2.5 Where decisions are required by way of written resolution, a quorum shall constitute the majority of members, one of whom must be the Chairman;

9.2.6 If a member is unable to act for any reason, and there is no quorum for the Committee to deliberate on a matter before it, then the Chairman may, in consultation with the members, co-opt another independent director as an additional member.

9.2.7 Meetings may be held in person, by telephone, videoconference or other form of electronic means that would prove efficient, provided that the required quorum is met. All persons shall be deemed to be present at the meeting.

9.2.8 The Company Secretary is the secretary of this Committee.

9.3 Agenda and Minutes

9.3.1 The Committee must establish an annual work plan for each year to ensure that all relevant matters are covered by the agendas of the meetings planned for the year. The annual plan must ensure proper coverage of the matters laid out in these Terms of Reference: the more critical matters will need to be attended to each year while other matters may be dealt with on a rotation basis over a three-year period. The number, timing and length of meetings and the agendas are to be determined in accordance with the annual plan. The work plan should be reviewed each year to ensure that all items are covered.

9.3.2 A detailed agenda together with supporting documentation must be circulated, at least seven days prior to each meeting to the members of the Board and other invitees.

9.3.3 Committee members must be fully prepared for Committee meetings to be able to provide appropriate and constructive input on matters for discussion.

9.3.4 The minutes must be completed as soon as possible after the meeting and circulated to the Chairman and members of the Committee for review thereof.

9.3.5 The minutes must be formally approved by the Committee at its next scheduled meeting.

9.4 Quorum

A representative quorum for meetings is a majority of members of the Committee present in person or *via* telecom facilities.

Individuals in attendance at Committee meetings by invitation may participate in discussions but do not form part of the quorum for Committee meetings

10. Evaluation

The Board must perform an evaluation of the effectiveness of the Committee every year and evaluate the performance of the Committee and its members, including an evaluation of the Committee's compliance with these Terms of Reference, at least annually.

11. Approval of these Terms of Reference

These Terms of Reference was approved by the Board __ November 2019 and will be due for review in November 2020.

Signed by the Chairman of the Board on _____ 2019 at Johannesburg.

Chairman of the Board

and

Signed by the Chairman of the Committee on _____ 2019 at Johannesburg.

Chairman of the Committee