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# NOMINATION COMMITTEE CHARTER

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## 1. AUTHORITY AND PURPOSE

- 1.1 This Committee has been established by the Board of Directors (**the Board**) of Huge Group Limited (**the Company**) to determine the process for nominating, electing and appointing members to the Board and its Committees, succession planning and Board and Committee evaluation.
- 1.2 The Committee acts in terms of delegated authority in respect of its duties and responsibilities assigned to it by the Board. To this end, the Committee must make recommendations for approval by the Board and is accountable to the Board.
- 1.3 This Charter is subject to the provisions of the Companies Act 71 of 2008 (as amended) (**the Act**), the Company's Memorandum of Incorporation (**Mol**) and any other applicable laws or regulations.

## 2. MEMBERSHIP

- 2.1 The Committee shall comprise at least three Non-Executive Directors and a majority of the Members should be Independent Non-Executive Directors.
- 2.2 The Board Chairman may be eligible to be a Member of the Committee or the Chairman thereof.
- 2.3 Collectively, the Members of the Committee must at any particular time have necessary qualifications, skills and experience to execute their duties effectively.
- 2.4 The Chairman of the Committee shall be elected by the Board and may be removed from that role by the Board.
- 2.5 The Members must keep up to date with key developments affecting their required skills set.
- 2.6 The Company Secretary of the Company will act the Committee Secretary.

## 3. ROLE, FUNCTIONS AND RESPONSIBILITIES OF THE COMMITTEE

The Committee shall have the following authorities, responsibilities and duties:

- 3.1 Developing and recommending criteria for the selection of candidates to serve on the Board;

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- 3.2 Reviewing the structure, composition and size of the Board on a periodic basis, with a view to determining the efficacy of the Board and report to the Board thereon;
  - 3.3 Considering the rotation of directors and making recommendations to the Board thereon;
  - 3.4 Identifying and evaluating nominees and recommending same to the Board for election to the Board at the Annual General Meeting of shareholders, or appointments to fill vacancies on the Board, after assessing the credentials and fitness for office of each proposed nominee;
  - 3.5 Identifying and evaluating nominees to the Audit Committee and recommending such nominees for election to the Audit Committee at the Annual General Meeting of shareholders, after assessing the credentials and fitness for office of each proposed nominee;
  - 3.6 Identifying successors to the Chairman, Lead Independent Director, as well as the Chief Executive Officer and the Chief Financial Officer, and making recommendations to the Board;
  - 3.7 Considering the selection and rotation of committee members and Chairs of each Board Committee and submitting recommendations to the Board;
  - 3.8 Evaluating the effectiveness of the Board and its Committees and reporting to the Board;
  - 3.9 Reviewing committee member qualifications and conduct performance evaluations on committees annually;
  - 3.10 Consider the proposed appointment of Managing Directors to major subsidiaries and discuss with Management;
  - 3.11 Keeping abreast of corporate governance practices, making recommendations to the Board on the need, where appropriate, for Board participation in continued education programmes;
  - 3.12 Ensuring that adequate Directors' and Officers' Liability Insurance coverage for all Board directors and prescribed officers is in place and that such insurance premiums are paid by the Company. The adequacy of such cover should be reviewed by the Committee from time to time and should include cover for all risks relating to legal costs; and
  - 3.13 Developing and facilitating an induction programme for new directors to ensure their understanding of the Company and its subsidiaries, and the business environment in which it operates; and

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- 3.14 Reviewing the Nomination Committee Report in the Integrated Annual Report, to ensure the accuracy, completeness and transparency of information, and recommending same to the Board for approval.

#### **4. COMMITTEE MEETINGS**

- 4.1 The Committee shall meet at least twice per financial year, provided that any other Member of the Committee, through the Chairman, may call a meeting at any other time. Non-Committee members may be invited to attend meetings but shall not be entitled to vote at Committee meetings.
- 4.2 Notice of each meeting of the Committee, confirming the venue, time and date and enclosing an agenda of items to be discussed, shall be forwarded to each Member of the Committee at least five working days prior to the date of each meeting.
- 4.3 A quorum for meetings of the Committee shall be a majority of Members present in person or via telecommunication facilities. Non-Committee members in attendance at Committee meetings by invitation do not form part of the quorum of Committee meetings.
- 4.4 Suitably qualified persons may be invited to attend Committee meetings or be consulted by the Committee from time to time to render such specialist services as may be necessary to assist the Committee in its deliberations on any particular matter. No attendee who is not a Member of the Committee shall have a vote at meetings of the Committee, nor shall he or she form part of the quorum of the meeting.
- 4.5 Where the Chairman is not present within fifteen minutes of the time stipulated for the Committee meeting, the Committee Members present must elect one of them to chair that meeting.
- 4.6 A meeting of the Committee may be conducted by electronic communication and/or one or more Members may participate in a meeting of the Committee by electronic communication so long as the electronic communication facility employed ordinarily enables all persons participating in that meeting to communicate concurrently with each other, without an intermediary, and to participate effectively in the meeting.

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- 4.7 Each Member of the Committee has one vote on a matter before the Committee and a majority of the votes cast on a resolution is sufficient to approve that resolution.
  - 4.8 In the case of a tied vote, the Chairman may not cast a deciding vote, even if the Chairman did not initially have or cast a vote and the matter being voted fails.
  - 4.9 A round robin resolution of Members shall be as valid and effectual as if it had been passed at a meeting of the Committee duly called and constituted, provided that each Member has received notice of the matter to be decided upon and that the majority of the Members have noted in favour of the matter. A round robin resolution may be executed in any number of counterparts and will have the same effect as if the signatures on the counterparts were on a single copy of the round robin resolution.
  - 4.10 The Company Secretary shall ensure that minutes of all Committee meetings are taken. Minutes must be formally approved by the Board at the next meeting thereof.
  - 4.11 The Chairman of the Committee or failing him or her, a Member of the Committee, shall be present at each Annual General Meeting of the Company to answer questions concerning matters falling within the authority of the Committee.
  - 4.12 Minutes of meetings shall be taken by the Company Secretary and circulated to all the Members of the Committee within one month of the date of each meeting and may also, if the Chairman so decides, be circulated to other Members of the Board. Minutes must be formally approved by the Committee at its next meeting.

## **5. CONDUCT OF COMMITTEE MEMBERS**

Committee Members are expected to:

- 5.1 Act in the best interests of the Company, with good faith and with integrity and adhere to all relevant legal standards of conduct;
- 5.2 Avoid conflicts of interest between their personal affairs and those of the Company or, where unavoidable, disclose any such conflicts or potential conflicts;
- 5.3 Disclose any information they may be aware of that is material to the Company and of which the Board is not aware, unless such director is bound by ethical or contractual obligations of non-disclosure;

- 5.4 Keep all information learned by them, in their capacity as Committee Members, strictly confidential; and
- 5.5 Exhibit the degree of care, skill and diligence that may reasonably be expected of a person carrying out the same functions in relation to the Company as those carried out by that person, and having the general knowledge, skill and experience of that person.

## **6. NO PERSONAL LIABILITY ARISING FROM APPOINTMENT**

Subject to the above provisions and any relevant legislation, the Members of the Committee shall not attract any personal liability arising from their appointment, and the Company shall indemnify Members of the Committee against all and any claims howsoever arising.

## **7. COMMITTEE EXPENSES**

The Company will pay all expenses reasonably incurred by the Committee in executing its duties. The Committee must be provided with adequate resources in order to properly discharge its duties.

## **8. REMUNERATION**

- 8.1 Having regard to the functions performed by the Members of Committee, in addition to their functions as Directors of the Board and in relation to the activities of the Committee, Members of the Committee shall be paid such special remuneration in respect of their appointment as shall be fixed by the Board under recommendation of the Remuneration Committee and subject to the approval of shareholders at the Annual General Meeting of the Company held each year.
- 8.2 The Company shall pay the professional membership fees of those Members registered with a professional institution or body, such as may be relevant to the Member performing his or her functions on the Board.

## **9. GENERAL**

- 9.1 The Committee, in carrying out its tasks under this Charter, may obtain such outside or other independent professional advice as it considers necessary to carry out its duties.
- 9.2 The Committee shall review and reassess the adequacy of this Charter periodically and recommend any changes to the Board for approval.
- 9.3 The Committee shall review its own performance on an annual basis and assess the efficacy with which it has discharged its duties in terms of this Charter and report its findings to the Board.
- 9.4 The Committee has reasonable access to the information, including records of the Company's property, employees, facilities and other resources, as well as to that of the Group, as may be necessary to discharge its duties and responsibilities. The Committee shall follow any relevant Board approved process in discharging any of its duties and responsibilities.