

**ESOR LIMITED**  
(Registration Number 1994/000732/06)  
("Wearne" or "the Company")

**HUMAN RESOURCES AND NOMINATIONS COMMITTEE TERMS OF REFERENCE**

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**HUMAN RESOURCES COMMITTEE TERMS OF REFERENCE:**

**Constitution**

- The Human Resources Committee ("the Committee") is constituted as a committee of the board of directors of Esor Ltd.
- The duties and responsibilities of the members of the Committee are in addition to those as members of the board.
- 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 judgement in accordance with their statutory obligations.
- These terms of reference are subject to the provisions of the Companies Act of 2008, the Company's memorandum of incorporation and any other applicable laws or regulatory provisions.

**Membership**

- The Committee comprises at least three non-executive directors, a majority of whom is independent non-executive directors.
- Members of this Committee and its chairman are nominated by the board. The members of the Committee as a whole must have sufficient qualifications and experience to fulfil their duties.

**Authority**

- The Committee acts in terms of the delegated authority of the board as recorded in these terms of reference. It has the power to investigate any activity within the scope of its terms of reference.
- The Committee, in the fulfilment 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 approved process.
- The Committee has reasonable access to the Company's records, facilities and any other resources necessary to discharge its duties and responsibilities.
- The Committee may form, and delegate authority to sub-committees and may delegate authority to one or more designated members of the Committee.
- 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.

- The Committee makes 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.
- 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 senior management.
- The role of the Committee is to assist the board to ensure that the Company remunerates directors and executives fairly and responsibly and the disclosure of director and executive remuneration is accurate, complete and transparent.

### **Meeting Procedures and frequency**

- 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.
- Meetings in addition to those scheduled may be held at the request of the chief executive officer, head of human resources or other members of senior management or at the instance of the board.
- The chairman of the Committee may meet with the chief executive officer, head of human resources and/ or the company secretary prior to a Committee meeting to discuss important issues and agree on the agenda.

## **NOMINATIONS COMMITTEE TERMS OF REFERENCE:**

### **Constitution**

- The Nominations Committee (“the Committee”) is constituted as a committee of the board of directors of the Company.
- The duties and responsibilities of the members of the Committee are in addition to those as members of the board.
- 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 judgement in accordance with their statutory obligations.
- These terms of reference are subject to the provisions of the Companies Act, 2008 the Company's Memorandum of Incorporation and any other applicable laws or regulatory provisions.

### **Membership**

- The Committee comprises of at least three non-executive directors, a majority of whom is independent nonexecutive directors.
- Members of this Committee and its chairman are nominated by the board.
- The chairman of the board is the chairman of the Committee. The members of the Committee as a whole must have sufficient qualifications and experience to fulfil their duties.

## **Authority**

- The Committee acts in terms of the delegated authority of the board as recorded in these terms of reference.
- It has the power to investigate any activity within the scope of its terms of reference.
- The Committee, in the fulfilment 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 approved process.
- The Committee has reasonable access to the company's records, facilities and any other resources necessary to discharge its duties and responsibilities.
- The Committee may form, and delegate authority to, subcommittees and may delegate authority to one or more designated members of the Committee.
- 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.
- 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.
- 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 senior management.
- The role of the Committee is to assist the board to ensure that the board has the appropriate composition for it to execute its duties effectively; directors are appointed through a formal process; induction and ongoing training and development of directors take place; and formal succession plans for the board, chief executive officer and senior management appointments are in place.

## **Meeting procedures and frequency**

- 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.
- Meetings in addition to those scheduled may be held at the request of the chief executive officer, head of human resources or other members of senior management or at the instance of the board.
- The chairman of the Committee may meet with the head of human resources and/ or the company secretary prior to a Committee meeting to discuss important issues and agree on the agenda.

## **Attendance**

- The chief executive officer, chief financial officer, head of human resources 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.

- 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.
- The company secretary is the secretary to this Committee.
- If the nominated chairman of the Committee is absent from a meeting, the members present must elect one of the members present to act as chairman.

### **Agenda and minutes**

- 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.
- A detailed agenda, together with supporting documentation, must be circulated, at least one week prior to each meeting to the members of the board and other invitees.
- Committee members must be fully prepared for Committee meetings to be able to provide appropriate and constructive input on matters for discussion.
- The minutes must be completed as soon as possible after the meeting and circulated to the chairman and the Committee members for review thereof.
- The minutes must be formally approved by the Committee at its next scheduled meeting.
- A resolution in writing, signed by a majority of the members of the Committee who are present in South Africa at the time when such resolution is released for signature, 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 shall have been afforded a reasonable opportunity to express an opinion on the matter to which such resolution relates.

### **Quorum**

- A representative quorum for meetings is a majority of members present.
- Individuals in attendance at Committee meetings by invitation may participate in discussions, but do not form part of the quorum for Committee meetings.

### **Duties**

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

- Ensure the establishment of a formal process for the appointment of directors, including:
  - identification of suitable members of the board;
  - performance of reference and background checks of candidates prior to nomination;
  - formalising the appointment of directors through an agreement between the company and the director; and
  - oversee the development of a formal induction programme for new directors.

- Ensure that inexperienced directors are developed through a mentorship programme.
- Oversee the development and implementation of continuing professional development programmes for directors.
- Ensure that directors receive regular briefings on changes in risks, laws and the environment in which the Company operates.
- Consider the performance of directors and take steps to remove directors who do not make an appropriate contribution.
- Drive an annual process to evaluate the board, board committees and individual directors.
- Find and recommending to the board a replacement for the chief executive officer when that becomes necessary.
- Ensure that formal succession plans for the board, chief executive officer and senior management appointments are developed and implemented.

### **Reporting procedure**

- The approved minutes of meetings of the Committee shall be incorporated in the meeting files prepared for meetings of the board for noting purposes.
- In addition to the above, the chairman of the Committee shall provide a verbal report on the Committee's most recent activities at every board meeting.

### **Evaluation**

The board must perform an evaluation of the effectiveness of the Committee every year.

### **Remuneration of the Committee members**

The Committee members, not holding executive office in the Company or the Group, shall be remunerated for their services as recommended by the Human Resources Committee and approved by the shareholders.

These terms of reference were approved by the Board of Directors on \_\_\_\_\_  
2014.

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**Chairman of the Board**