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**SA CORPORATE REAL ESTATE LIMITED**  
**Investment Committee**  
**Terms of Reference**

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**Introduction**

The Investment Committee ("the Committee") is constituted as a Committee of the board of the directors of SA Corporate Real Estate Limited ("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, the Company's Memorandum of Incorporation, the JSE Listing Requirements, REIT tax provisions and any other applicable law or regulatory provisions.

**Membership**

1. The members shall be appointed by the Board and the majority of the members must be independent as defined by King III.
2. The Committee's quorum shall be a majority of the members and must include two independent non-executive directors. Members who attend via video or teleconference may be counted in the quorum.
3. The chairman of the Committee shall be appointed by the Board and shall be a non-executive director and preferably independent.
4. The members of the Committee must collectively have sufficient qualifications and experience to fulfil their duties.

**Attendance at meetings**

1. If not members, the Executive Directors will be required to attend meetings of the Committee but may not vote.
2. Other Directors shall have the right to attend with the appropriate notice to the Chairman of the Committee but may not vote.
3. Asset Managers and Financial Managers may attend by invitation.
4. The Company Secretary shall be the secretary of the Committee and will be responsible for the preparation of the agenda in consultation with the Chairman and Executive Managing Director.
5. The Committee's discussion shall at all times be open and constructive. The Chairman shall seek consensus, but may where required, call a vote on the matter under discussion. If there is an equality of votes, the matter will be referred to the Board. The Chairman shall not have a casting vote. Where a member strongly disagrees with a decision his/her dissent should be noted and recorded in the minutes of the meeting.
6. Round robin resolutions must be sent to all members and must be signed by all members of the Committee who are available and contactable and as a minimum require a quorum and the approval by no less than two-thirds of the members. Failure

by a member to sign the resolution will be counted as vote against the resolution. Any such resolution shall be deemed to be signed on the date it was signed by the last Committee member (unless a statement to the contrary is made in that resolution).

### **Frequency of meetings**

1. The Committee will meet formally four times a year and more frequently as required. Meetings should be organised so that attendance is maximised.
2. Any member of the Committee may request a meeting and a meeting will then be arranged in consultation with the Chairman of the Committee.

### **Duties and Responsibilities**

This Board Committee is accountable to the Board for the decisions around the investment of shareholder funds, subject to overall policy guidelines from the Board. These responsibilities include but are not limited to:

1. Recommending an appropriate investment strategy and guidelines to the Board to ensure the appropriate investment of shareholder funds.
2. Recommending and/or effecting disposals within the approved investment policy/strategy and authority limits.
3. Recommending and/or effecting acquisitions and developments within the approved investment policy/strategy and authority limits.
4. Evaluate whether the targeted yields were achieved by means of post-acquisition and -redevelopment reviews one year after the investment.
5. Review the due diligence processes for acquisitions.
6. Review of the annual budget, including capital expenditure budgets and recommendation to the Audit Committee.
7. Review of the property valuations and recommendation to the Audit Committee.
8. To consider all risks within its areas of responsibility and mandate and to provide input to the Risk & Compliance Committee in this regard,
9. To deal with all items under this Committee's responsibility in terms of the approval framework.
10. Review of portfolios performance, actuals and forecasted and against IPD benchmarks.
11. Review of outsourced Property Managers performance against KPI's.

Refer to the detailed approval framework for this Committee's limits of authority and specific responsibilities.

### **Authority**

1. The Committee acts in terms of the delegated authority of the Board as recorded in these terms of reference. It is authorised by the Board to investigate any activity within the scope of its terms of reference.

2. The Committee, in the fulfillment of its duties, is authorised to obtain information it requires from the chairmen of the other board Committees, any of the executive directors, officers or company secretary.
3. The Committee has the right to obtain independent outside professional advice to assist with the execution of its duties, at company's cost, subject to following a Board approved process.
4. 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.

### **Reporting procedure**

1. The secretary shall include copies of the approved minutes of Committee meetings in the board packs for noting purposes.
2. If minutes are not available, the Chairman shall report verbally to the Board on the proceedings of the Committee.
3. The Committee shall annually review its compliance with its terms of reference and report to the Board thereon.

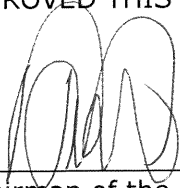
### **Review and Assessment**

1. The Committee's terms of reference will be reviewed and updated annually and approved by the Board.
2. The Committee's activities and effectiveness shall be assessed by the Board on an annual basis.

### **Attendance by invitation:**

Asset Managers

APPROVED THIS 2<sup>ND</sup> DAY OF DECEMBER 2016.



Chairman of the Board



Chairman of the Committee