
SA CORPORATE REAL ESTATE LIMITED
Nomination Committee
Terms of Reference

Introduction

The Nomination 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 and any other applicable law or regulatory provision.

Membership

1. The committee shall be appointed by the Board and the majority of the members should be independent as defined by King III.
2. The committee shall comprise of no less than three non-executive directors and the majority of members should be independent as defined by King III.
3. The Chairman of the Board should be a member of the committee and should also be its Chairman.
4. The committee's quorum shall be a majority of the members. Members who attend via video or teleconference may be counted in the quorum.
5. The members of the committee as a whole must have sufficient qualifications and experience to fulfil their duties.

Attendance at Meetings

1. The Managing Director may attend by invitation but may not vote.
2. Other Directors shall have the right to attend with the prior consent of the Chairman of the committee that will not be unreasonably withheld but may not vote.
3. 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.
4. The committee's discussion shall at all times be open and constructive. The Chairman shall seek consensus, but may if 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.
5. 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. 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 twice 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

1. Assist the directors in ensuring that the structure, size and composition of the Board and committees are regularly reviewed and maintained at levels which are deemed appropriate and meet sound corporate governance practices.
2. Assessing the mix of skills, experience and diversity on the Board and recommending nominations to the Board.
3. Ensure that directors are appointed through a formal process that includes:-
 - Identification of suitable members of the Board;
 - Reference and background checks of candidates prior to nomination;
 - Formalising the appointment of directors through an agreement between the company and directors.
4. Overseeing the development of a formal induction programme for new directors and ensuring that the ongoing development and training of directors takes place.
5. Consider the performance of directors and take steps to remove directors who do not make an appropriate contribution.
6. Ensure that succession planning is in place for the Board, executive directors and senior management.
7. Assisting the Board in assessing the independence of directors classified as independent on an annual basis.
8. Facilitating the annual evaluation of the Board, its committees and individual directors.

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.

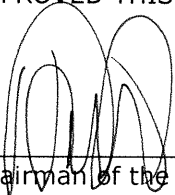
Reporting procedure

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 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.

APPROVED THIS 3RD DAY OF DECEMBER 2015.



Chairman of the Board



Chairman of the Committee