



The SPAR Group Limited
(Reg. No. 1967/001572/06)

TERMS OF REFERENCE FOR THE NOMINATION COMMITTEE

1. **INTRODUCTION**

The Nomination Committee (the Committee) is constituted as a committee of the Board of Directors (the Board) of The SPAR Group Limited (the Company). The duties and responsibilities of the members of the Committee are set out in this document in addition to those duties and responsibilities that they have as board members.

The delegation by the Board of its responsibilities to the Committee or a member of the Committee will not by or of itself constitute a discharge of the Board's accountability, fiduciary duties, and responsibilities, and they must continue to exercise due care and judgment in accordance with their legal obligations. The Board must apply its collective mind to the information, opinions, recommendations, reports and statements presented by the Committee or a committee member.¹

These terms of reference are subject to:

- the provisions of the Companies Act 2008, as amended;
- the Companies Regulations, 2011;
- the Company's Memorandum of Incorporation (Mol);
- the JSE Listings Requirements;
- the King IV™ Code on Corporate Governance published on 1 November 2016; and
- any other applicable law or regulatory provision.

The purpose of these terms of reference is to set out the Committee's role and responsibilities as well as the requirement for its composition and meeting procedures.

2. **KING IV™ CODE ON CORPORATE GOVERNANCE (King IV™)**

King IV™ states that:

"The Board should consider allocating the oversight of the following to a dedicated committee, or adding it to the responsibilities of another committee as is appropriate for the Company:

- The process for nominating, electing and appointing members of the Board;
- Succession planning in respect of the Board; and
- Evaluation of the performance of the Board."²

¹ Principle 8(49) of King IV™

² Principle 8(60) of King IV™

“The Board should ensure that the evaluation of its own performance and that of its committees, its Chair, Lead Independent Director and its individual members, support continued improvement in its performance and effectiveness.”³

“Delegation to committees should be recorded by means of a formal terms of reference that should be approved and reviewed annually by the Board.”⁴

3. **SCOPE**

3.1 **Membership**⁵

3.1.1 The Committee shall comprise of a minimum of three or more members, subject to legal provisions, where applicable.⁶ All committee members should be non-executive board members. The majority should be independent.⁷

3.1.2 Committee members and its Chair are appointed by the Board. The Chairman of the Board may be appointed to Chair the Committee.

3.1.3 Appointments shall be for a period of up to three years extendable by no more than two additional three-year periods, so long as members of the Committee (other than the Chair of the Board, if he or she is a member of the Committee) continue to be independent.⁸ Tenure beyond nine years shall be at the discretion of the Board and subject to an externally facilitated independence evaluation.

3.1.4 The Chief Executive Officer (CEO) of the Company should not be a member of the Committee⁹, but shall attend committee meetings by standing invitation. Members of the executive committee, senior management and external advisors may be invited to attend all or part of the meeting, as and when appropriate and necessary to provide pertinent information and insights in their areas of responsibility. Every board member is entitled to attend the Committee meeting as an observer. However, unless that member is also a member of the Committee, the member is not entitled to participate without the consent of the Chair of the Committee; does not have a vote; and is not entitled to fees for such attendance, unless payment of fees is agreed to by the Board and Shareholders.¹⁰

3.1.5 Committee members as a whole must have necessary knowledge, skills, experience and capacity to execute it duties.¹¹

3.1.6 A person is ineligible or disqualified to become a member of the Committee if such a person is ineligible or disqualified in terms of section 69 of the Companies Act.

3.2 **Secretary**

The Company Secretary or his or her nominee shall act as the Secretary of the Committee.

³ Principle 9 of King IV™

⁴ Principle 8(42) of King IV™

⁵ Principle 8(43)(a) of King IV™ – Composition of the Committee

⁶ Principle 8(46) of King IV™

⁷ Principle 8(61) of King IV™

⁸ Principle 8(43)(d) of King IV™ – Tenure of the Committee

⁹ Principle 10(79) of King IV™

¹⁰ Principle 8(48) of King IV™

¹¹ Principle 8(45) of King IV™

3.3 **Quorum and voting**

- 3.3.1 The quorum necessary for the transaction of business is a majority of members present, either personally or via electronic medium.
- 3.3.2 Individuals in attendance at Committee meetings by invitation (i.e. invitees) may participate in discussions but do not form part of the quorum for Committee meetings or vote on any business transacted by the Committee.
- 3.3.3 Any business transacted by the Committee shall be approved by all members in attendance at a meeting (unanimous approval), and in the event of unanimous approval not being achieved, the matter shall be escalated to the entire Board for approval.
- 3.3.4 A resolution pursuant to achieving the objectives contained herein signed by all the members (unanimous resolution) shall be as effective for the purposes as if it had been passed at a meeting of the Committee duly convened, held and constituted.

3.4 **Meetings**¹²

- 3.4.1 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 three meetings per year.
- 3.4.2 Meetings of the Committee shall be called by the Secretary of the Committee in accordance with the year planner. Meetings in addition to those scheduled may be held at the request of the Board, the Chair of the Committee, the Chair of the Board, the CEO or other members of the executive committee or senior management.
- 3.4.3 Unless otherwise agreed, notice of the meeting confirming venue, time and date together with agenda items to be discussed, shall be forwarded to each member of the Committee, any other person required to attend, no later than five (5) working days before the date of the meeting. Supporting papers shall be sent to committee members and to other attendees at the same time.
- 3.4.4. Committee members must attend all scheduled meetings, including meetings called on an ad hoc-basis, unless prior apology, with reasons, has been submitted to the Committee Chair or Secretary.
- 3.4.5 Committee members must be fully prepared for the Committee meeting and should provide appropriate and constructive input on matters discussed.
- 3.4.6 In the absence of the Committee Chair, the remaining members present shall elect one of themselves to chair the meeting.
- 3.4.7 The Committee shall on an annual basis establish work plan to ensure that all relevant matters are covered by the agendas of the meetings planned for the year. The work plan must ensure proper coverage of the duties 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 work plan.

¹² Principle 8(43)(g) of King IV™ – Meeting Procedures

3.4.8 Draft minutes of committee meetings shall be circulated promptly to all committee members. Once approved, minutes should be circulated to all other members of the Board. The minutes must be formally approved by the Committee at its next scheduled meeting.

3.4.9 A meeting may be conducted by way of electronic media such as video or telephone conferencing.

3.5 **Annual General Meeting**

The Committee Chair, or in his absence any one member of the Committee, should attend the Annual General Meeting to answer any shareholder questions on the Committee's activities.

3.6 **Duties**¹³

The Committee's primary responsibility is to manage the appointment process for new board members.

The Committee should:

3.6.1 be responsible for identifying and nominating for the approval of the Board, candidates to fill board vacancies as and when they arise. In identifying suitable candidates, the Committee shall utilise the Board Appointment Policy;

3.6.2 regularly review the performance, structure, size and composition (including the skills, knowledge, experience and diversity) of the Board and its committees and make recommendations to the Board with regard to any changes by way of either appointments and/or terminations;¹⁴

3.6.3 review the **Board Appointment Policy** and the required powers and duties of board members, including the CEO;

3.6.4 give full consideration to succession planning for board members and other senior executives in the course of its work by reviewing the succession plan and BEE analysis, taking into account the challenges and opportunities facing the Company, and the skills and expertise needed on the Board in the future;¹⁵

3.6.5 implement a formal process for evaluating the performance of the Board, its committees, its Chair and individual members at least every two years;¹⁶

3.6.6 review the results of the board performance evaluation process that relate to the composition of the Board and its committees, including its Chair and its individual members;¹⁷

3.6.7 evaluate the performance of the CEO against agreed performance measures and targets and provide feedback to the Board;¹⁸

¹³ Principle 8(43)(b) of King IV™ – Role, Responsibilities and Functions

¹⁴ Principle 8(60)(a) of King IV™ & Article 51(8) of the Company's Memorandum of Incorporation

¹⁵ Principle 8(60)(b) of King IV™ – Succession Planning

¹⁶ Principle 9(73) of King IV™

¹⁷ Principles 8(60)(c) & 9(71) to 9(75) of King IV™ – Evaluation of the Performance of the Board

¹⁸ Principle 10(82) of King IV

- 3.6.8 review the **Board Diversity Policy**. The policy should set voluntary targets in respect of race and gender diversity at board level within a certain timeframe;¹⁹
- 3.6.9 consider the appointment of the Chair and Lead Independent Director of the Board for the ensuring year and review their required roles and functions. For the appointment of the Chair, the Committee should prepare a job specification, including the time commitment expected;
- 3.6.10 keep under review the leadership needs of the Company, both executive and non-executive by ensuring that newly appointed directors receive proper induction as well as by considering ongoing training and development, as may be appropriate, for board members, executive and senior management;
- 3.6.11 consider the appointment of an independent non-executive member to lead the evaluation of the Chair's performance if a lead independent is not in place;²⁰
- 3.6.12 review annually the independence of all non-executive directors, with particular focus on any non-executive director who has served in such capacity on the Board for longer than nine-years. Due regard should also be given to their performance and ability to continue to contribute to the Board;
- 3.6.13 keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates, such as HR risks, which are (but not limited to) talent management and succession planning;

The Committee shall also make recommendations to the Board concerning:

- 3.6.14 formulating plans for succession for both executive and non-executive members of the Board and in particular for the key roles of Chair and CEO;
- 3.6.15 membership of the various committees, in consultation with the Chair of those committees;
- 3.6.16 the annual election by the Shareholders of the members of the Audit Committee, having due regard to independence, skills and experience and performance and ability to continue to contribute to the Audit Committee.
- 3.6.17 the re-election by shareholders of the retirement by rotation provisions of the MoI, having due regard to tenure, independence, performance and ability to continue to contribute to the Board and the need for progressive refreshing of the Board (particularly in relation to independent non-executive directors being re-elected for a term beyond nine years);²¹
- 3.6.18 any matters relating to the continuation in office of any board member at any time including the suspension or termination of services of an executive director as an employee of the Company subject to the provisions of the law and their service contract;
- 3.19 recommend to the Board a replacement of the Chief Executive Officer and Company Secretary, when necessary;

¹⁹ Paragraph 3.84(k) of the JSE Listing Requirements

²⁰ Principle 9(72) of King IV™

²¹ Article 5.1(10) & (11) of the Company's Memorandum of Incorporation

- 3.20 monitor Director and Officer insurance to ensure cover is maintained and adequate, subject to the reasonable costs thereof, and
- 3.6.21 fulfil such other additional functions as may be delegated to it by the Board.

3.7 **Reporting Responsibilities**

- 3.7.1 The Committee Chair shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 3.7.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 3.7.3 The Committee shall ensure that provisions regarding disclosure of information are fulfilled and produce a report to be included in the Company's annual report. The following should be disclosed:²²
- 3.7.3.1 its overall role and associated responsibilities and functions;
 - 3.7.3.2 its composition, including each member's qualifications and experience;
 - 3.7.3.3 any external advisers or invitees who regularly attend committee meetings;
 - 3.7.3.4 key areas of focus during the reporting period and planned areas of future focus;
 - 3.7.3.5 the number of meetings held during the reporting period and attendance at those meetings;
 - 3.7.3.6 whether the Committee is satisfied that it fulfilled its responsibilities in accordance with these terms of reference for the reporting period;
 - 3.7.3.7 a statement in respect of the Board's policy on diversity; and
 - 3.7.3.8 the process used to make appointments.

3.8 **Other Matters**

The Committee shall:

- 3.8.1 have reasonable access to sufficient resources in order to carry out its duties, including access to the Secretary for assistance as required;²³
- 3.8.2 be provided with appropriate and timely training, both from an induction programme for new members and on an on-going basis;
- 3.8.3 give due consideration to laws, regulations and any published guidelines or recommendations as appropriate;
- 3.8.4 arrange for a biennial review of the Committee's performance;²⁴

²² Principle 8(50)(a) to (f) of King IV™ – Disclosure Requirements

²³ Principle 8(43)(f) of King IV™ – the Committee's access to resources and information

²⁴ Principles 8(43)(h) & 9(74) of King IV™ – Evaluating the Committee's Performance

- 3.8.5 at least annually, review these terms of reference for continued relevance and applicability and recommend any changes it considers necessary to the Board for approval;²⁵
- 3.8.6 oversee any investigation of activities which are within these terms of reference; and
- 3.8.7 form and delegate authority to sub-committees or to one or more designation committee members, as and when required.

3.9 **Authority**²⁶

The Committee is authorised:

- 3.9.1 to obtain any information it requires from any employee or director of the Company in order to perform its duties;
- 3.9.2 to obtain, at the Company's expense, outside legal or otherwise professional advice on any matters within these terms of reference; and
- 3.9.3 to request the attendance of any executive committee member, senior management or employee at a meeting of the Committee, as and when required.

The non-executive directors:

- 3.9.4 may, provided there is no conflict of interest and with the consent of the Chairman of the Committee, have access to the Committee records.

4. **REMUNERATION**

Committee members not holding executive office in the Company shall be compensated for their services with the Chair being entitled to an additional fee for the service in accordance with a special resolution approved by the Shareholders in terms of the section 66(9) of the Companies Act 71 of 2008.

5. **ADMINISTRATION OF THESE TERMS OF REFERENCE**

The custodian of these terms of reference is the Company Secretary who will be responsible for its administration, revision, interpretation and application. Any alternations are subject to approval by the Board.

These terms of reference were reviewed by the Committee on 10 August 2021 and approved by the Board on 11 August 2022 and becomes effective immediately on approval.

²⁵ Principle 8(42) of King IV™

²⁶ Principle 8(43)(c) of King IV™ – Delegation of Authority