



NOMINATION COMMITTEE CHARTER ("Charter")

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1. PREAMBLE

- 1.1 The Nomination Committee ("the Committee") is constituted as a committee of the board of directors ("the Board") of Pioneer Food Group Limited ("the Company"). The duties and responsibilities of the members of the Committee are in addition to those they have as members of the Board or prescribed officers, if applicable, contained elsewhere or arising from any applicable laws.
- 1.2 The deliberations of the Committee do not reduce the individual and collective responsibilities of Board members in regard to their fiduciary duties and responsibilities, who must continue to exercise due care and judgement in accordance with their statutory obligations.
- 1.3 This Charter is subject to the provisions of the Companies Act, No. 71 of 2008, as amended ("the Companies Act"), the Company's Memorandum of Incorporation, the JSE Listings Requirements, the King IV Code on Corporate Governance for South Africa, 2016 ("King IV") and any other applicable law or regulatory provision and may be amended, from time to time, at the discretion of the Committee, with ratification by the Board.

2. PURPOSE OF THE CHARTER

The purpose of this Charter is *inter alia* to define and describe the Committee's -

- 2.1 Composition;
- 2.2 Role;



- 2.3 Responsibilities; and
- 2.4 Requirements for meetings and meeting procedures.

3. COMMITTEE'S COMPOSITION

- 3.1 The Committee comprises at least 3 non-executive directors, a majority of whom are independent.
- 3.2 Members of the Committee are nominated by the Board.
- 3.3 The chairperson of the Board is the chairperson of the Committee ("Chairperson"). If the Chairperson is absent from a meeting, the members present must elect one of the members present to act as chairperson.
- 3.4 The chief executive officer of the Company shall not be a member of the Committee, but attends meetings of the Committee by invitation, if needed to contribute pertinent insights and information, but may not vote.
- 3.5 The members of the Committee as a whole must have sufficient qualifications and experience to fulfill their duties.
- 3.6 The company secretary of the Company is the secretary to the Committee.

4. ROLE OF THE COMMITTEE

- 4.1 The Committee has an independent role, operating as an overseer and a maker of recommendations to the Board for its consideration, and final approval.
- 4.2 The Committee does not assume the functions of management, which remain the responsibility of the Managing Director of the Company, executive management of the Company, officers and other members of senior management.
- 4.3 The role of the Committee is to assist the Board to ensure, on an annual basis, that -
 - 4.3.1 A process is followed for nominating, electing and appointing members to the Board;
 - 4.3.2 The nomination of candidates for election as members of the Board is approved by the Board as a whole;
 - 4.3.3 The Board has the appropriate composition in terms of structure, size, diversity and independence for it to execute its duties effectively;



- 4.3.4 Directors are nominated, elected and appointed through a formal and transparent process;
- 4.3.5 The performance of directors on the Board are evaluated;
- 4.3.6 Induction and ongoing training and development of directors take place; and
- 4.3.7 Formal succession plans for the Board, Managing Director of the Company, executive management of the Company and senior management appointments are in place.

5 COMMITTEE'S RESPONSIBILITIES

The Committee must perform all the functions necessary to fulfill its role as stated above, including the following:

- 5.1 Ensure the establishment of a formal and transparent process for the appointment of directors including:
 - 5.1.1 Identification of suitable members of the Board;
 - 5.1.2 Performance of reference and background checks of candidates prior to nomination; and
 - 5.1.3 Formalising the appointment of directors through an agreement between the Company and the director and a letter of appointment;
- 5.2 Ensure that candidates are nominated in light of the collective knowledge, skills and experience required by the Board, diversity requirements and whether the candidate meets the fit and proper criteria;
- 5.3 Ensure that candidates' backgrounds are independently investigated and their qualifications independently verified;
- 5.4 Consider the professional commitments of candidates for election as non-executive directors and ensure that they provide a statement that confirms that they have sufficient time available to fulfil their responsibilities as a member of the Board before appointment;
- 5.5 Ensure that candidates for election provide a brief professional profile to be presented at the annual general meeting of the Company, which includes details of existing professional commitments, and ensure that it accompanies the notice of the annual general meeting together with the statement from the Board confirming whether it supports the candidate's election or re-election;
- 5.6 Oversee the development of a formal induction programme for new directors to enable them to make the maximum contribution within the shortest period of time;



- 5.7 Ensure that inexperienced directors are developed through a mentorship programme and are encouraged to undergo training;
- 5.8 Oversee the development and implementation of continuing professional development programmes for directors;
- 5.9 Ensure that directors receive regular briefings on changes in risks, laws and corporate governance best practices, and the changes in the external environment in which the Company operates;
- 5.10 Consider the performance of directors and take steps to remove directors who do not make an appropriate contribution;
- 5.11 Sourcing and recommending to the Board a replacement for the Managing Director of the Company when that becomes necessary;
- 5.12 Ensure that formal succession plans for the Board, Managing Director of the Company and executive management are developed and implemented;
- 5.13 Evaluate the performance of the chairperson of the Board and of the Board as a whole;
- 5.14 Report, in the Integrated Annual Report, the list of the directors' current details, composition of Board committees, number of meetings held; and attendance at meetings;
- 5.15 Consider the nomination for re-election of directors on the basis of the directors' performance, including the directors' attendance at Board and Board committee meetings; and
- 5.16 Make recommendations for the reappointment of directors with regard to retirements due to rotation.

6. AUTHORITY

- 6.1 The Committee acts in terms of the delegated authority of the Board as recorded in this Charter. It has the power to investigate any activity within the scope of this Charter.
- 6.2 The Committee, in the fulfillment of its duties, may call upon the chairperson of the other Board committees, any of the executive directors, executive management, officers; or company secretary to provide it with information.
- 6.3 The Committee has reasonable access to the Company's records, facilities and any other resources necessary to discharge its duties and responsibilities.



- 6.4 The Committee may form, and delegate authority to, subcommittees and may delegate authority to one or more designated members of the Committee.
- 6.5 The Committee has the right to obtain independent, outside professional advice to assist with the execution of its duties, at the Company's cost.
- 6.6 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.

7. MEETING PROCEDURES

7.1 Frequency

- 7.1.1 The Committee must hold sufficient scheduled meetings to discharge all its duties as set out in this Charter, but subject to a minimum of 2 meetings, per year.
- 7.1.2 Meetings in addition to those scheduled may be held at the request of the Chairperson, Managing Director of the Company, Executive: Human Resources, other members of executive or senior management; or at the instance of the Board.
- 7.1.3 The Chairperson may meet with the Managing Director of the Company, Executive: Human Resources and/or the company secretary, prior to a Committee meeting to discuss important issues and agree on the agenda.

7.2 Attendance

- 7.2.1 The Managing Director of the Company 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.
- 7.2.2 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 Chairperson or company secretary.
- 7.2.3 If the nominated Chairperson is absent from a meeting, the members present must elect one of the members present to act as chairperson.

7.3 Agenda and Minutes

- 7.3.1 The Committee must establish an Annual Work Plan each year to ensure that all relevant matters are covered by the agendas of the meetings planned for the year.



- 7.3.2 The Annual Work Plan must ensure proper coverage of the matters laid out in this Charter: 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.
- 7.3.3 The number, timing and length of meetings, and the agendas are to be determined in accordance with the Annual Work Plan.
- 7.3.4 A detailed agenda, together with supporting documentation, must be circulated, at least one week prior to each meeting to the members of the Committee and other invitees.
- 7.3.5 Committee members must be fully prepared for Committee meetings to be able to provide appropriate and constructive input on matters for discussion.
- 7.3.6 The minutes must be completed as soon as possible after the meeting and circulated to the Chairperson and members of the Committee for review thereof.
- 7.3.7 The minutes must be formally approved by the Committee at its next scheduled meeting.

7.4 Quorum

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

7.5 Evaluation

The Board must perform an evaluation of the effectiveness of the Committee every 2nd year.

8. APPROVAL OF THIS CHARTER

This Charter will be reviewed annually and approved by the Nomination Committee for recommendation to the Board for their approval, in November, each year.