



NOMINATION COMMITTEE CHARTER

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1. DEFINITIONS AND INTERPRETATION

Term	Meaning
“AGM”	Annual General Meeting, being a yearly meeting of the shareholders of a company, especially for holding elections and reporting on the year's events.
“board”	The board of directors of Northam Platinum Limited.
“B-BBEE Codes of Good Practice”	Broad-Based Black Economic Empowerment Codes of Good Practice in support of the Broad-Based Black Economic Empowerment Act.
“Broad-Based Socio-Economic Empowerment Charter for the South African Mining Industry”	A charter with the goal to create an industry that will proudly reflect the promise of a non-racial South Africa.
“business days”	Every official workday of the week.
“charter”	The nomination committee charter herein governing the role and responsibilities of the committee.
“Chief Executive Officer” or “CEO”	A Chief Executive Officer is the highest-ranking executive in a company. This director's primary responsibilities include making major corporate decisions, managing the overall operations and resources of a company, and acting as the main point of communication between the board and corporate operations.
“Chief Financial Officer” or “CFO”	A Chief Financial Officer is an executive director primarily responsible for managing the financial risks of a company. This director is also responsible for financial planning and record keeping, as well as financial reporting to the board.
“code of ethics”	Northam code of ethics outlining the mission and values of the company, how employees can seek advice, the ethical principles based on the company's core values and the standards to which employees are held.
“Companies Act”	Companies Act No 71 of 2008, as amended.
“group”	Northam Platinum Limited and all its subsidiaries.
“King IV”	King IV Code on Corporate Governance of South Africa, 2016.
“memorandum”	Northam Platinum Limited memorandum of incorporation.
“nomination committee” or “committee”	The nomination committee reviews the structure, size and composition of the board, the appointment of members to board committees and also makes recommendations to the board as appropriate.
“Northam” or “company”	Northam Platinum Limited.
“shareholder”	An owner of shares in Northam.

2. INTRODUCTION

The nomination committee has been established by the board. The committee members are to recommend director nominees to the board for approval by the company's shareholders at the AGMs and are to ensure that the interests of shareholders are properly protected in relation to the leadership and management of the company.

3. PURPOSE AND OBJECTIVES

The purpose of this charter is to set out the role and responsibilities of the committee. The committee reviews the structure, size and composition of the board, the appointment of members to board committees and also makes recommendations to the board as appropriate.

4. SCOPE AND APPLICABILITY

This charter applies to all members of the committee.

5. COMPOSITION OF COMMITTEE, CHAIRPERSON, QUORUM AND TENURE

5.1. The committee shall comprise not less than 3 (three) non-executive directors of the company. A majority of members of the committee must be independent.

5.1.1. The board shall appoint the members of the committee.

5.1.2. The chairperson of the board or, if the chairperson is not independent, the lead independent director, must chair the committee meetings.

5.1.3. A majority of the committee members is a quorum.

5.1.4. The tenure of all board and committee members shall be reviewed annually.

5.1.5. The members of the committee as a whole must have sufficient qualifications and experience to fulfill their duties.

6. MEETINGS

6.1 The committee shall meet as and when required.

6.2 The committee may invite the CEO, CFO, other board members or, professional consultants to attend meetings. These invitees have no voting power.

- 6.3 The notice of each meeting of the committee, confirming the venue, time and date and enclosing an agenda of items to be discussed, shall be forwarded to each member of the committee at least 4 (four) business days prior to the date of each meeting.
- 6.4 The chairperson of the committee may consult members of the committee at any time and members may conclude any matter requiring the approval of the committee by means of a round robin resolution to be approved by the entire committee.
- 6.5 The committee may specifically delegate to any of its members the authority to conclude any matter requiring the authority of the committee. The outcome of any such delegation shall be reported to the committee at its next meeting.
- 6.6 The company secretary shall act as secretary to the committee, and shall be responsible for keeping minutes of all meetings. Minutes of the meetings should be circulated in good time for members to review and must be formally approved at each following meeting. Once approved, these minutes should be distributed to all the members of the board for information purposes.
- 6.7 The chairperson of the committee shall report to the board at its next succeeding meeting and shall be present at the company's AGM to answer any questions concerning matters governed by the committee.

7. FUNCTIONS AND DUTIES

The functions of the committee shall be to:

- 7.1. Identify, evaluate, select and recommend to the board proposed candidates to serve on the board;
- 7.2. Review and evaluate from time to time the size and composition of the board and its committees, with particular reference to the directors' effectiveness, expertise, experience, demographic representation, diversity, qualifications and skills;
- 7.3. Recommend to the board the composition of the board and its committees taking into account the desired spread of executive, non-executive and independent non-executive directors;
- 7.4. Before any appointment is made by the board, evaluate the balance of skills, knowledge, experience and diversity on the board, and, in the light of this evaluation assess the role and capabilities required for a particular appointment. In identifying suitable candidates, the committee shall:

- 7.4.1. consider candidates from a wide range of backgrounds; and
- 7.4.2. consider candidates on merit and against objective criteria and with due regard for the benefits of diversity on the board, including gender, taking care that appointees have enough time available to devote to the position.
- 7.5. Give full consideration to succession planning for directors and other senior executives, taking into account the challenges and opportunities facing the company, and the skills and expertise needed on the board in the future;
- 7.6. For the appointment of a chairperson, the committee should take into consideration any significant commitments before appointment and any changes to the chairperson's commitments should be reported to the board as they arise;
- 7.7. Prior to the appointment of a director, the proposed appointee should be required to disclose any other business interests that may result in a conflict of interest and be required to report any future business interests that could result in a conflict of interest;
- 7.8. Ensure that on appointment to the board, non-executive directors receive a formal letter of appointment;
- 7.9. Ensure that induction and ongoing training and development of directors takes place, ensuring that directors receive briefings on changes in risks, laws and the environment in which the company operates when necessary.
- 7.10. Review, from time to time:
 - 7.10.1. the voluntary targets pertaining to gender diversity at board level;
 - 7.10.2. measure the actual female representation on the board against the voluntary targets;
 - 7.10.3. make recommendations to the board regarding the voluntary targets and the appointment of female representatives to the board.
- 7.11. Report to shareholders in the annual integrated report regarding the application of the policy on promotion of gender diversity at board level (as detailed in paragraph 9 below);
- 7.12. Review the performance of the board and evaluation of the effectiveness of the board;
- 7.13. Report to shareholders in the annual integrated report regarding the application of the policy on board diversity and targets thereto; and
- 7.14. Perform such other functions and duties as may be delegated to the committee by the board from time to time.

8. AUTHORITY

- 8.1. The committee acts in terms of the delegated authority of the board, as recorded in this charter.
- 8.2. The committee is allowed to obtain independent outside advice to assist with the execution of its duties.

9. BOARD GENDER DIVERSITY POLICY

- 9.1. In terms of paragraph 3.84(k) of the JSE Limited Listings Requirements “the board of directors or the nomination committee, as the case may be, must have a policy on the promotion of gender diversity at board level. The issuer must confirm this by reporting to shareholders in its annual report on how the board of directors or the nomination committee, as the case may be, have considered and applied the policy of gender diversity in the nomination and appointment of directors. If applicable, the board of directors or the nomination committee must further report progress in respect thereof on agreed voluntary targets.”
- 9.2. The company supports the principles and aims of gender diversity at board level.
- 9.3. The voluntary target set by the company is that at least 20% (twenty percent) of the board should comprise of women.
- 9.4. The obligations under this charter are in addition to the requirements of the Broad-Based Socio-Economic Empowerment Charter for the South African Mining Industry, as amended from time to time and the B-BBEE Codes of Good Practice, as amended from time to time and any other laws or regulatory provisions. Where this charter transgresses legislation and/or rules of the Companies Act, that legislation and/or regulation takes precedence over the charter.

10. EVALUATION

An independent evaluation of the effectiveness of this committee may be performed every second year.

The committee should, at least once every 3 (three) years, review its own performance and that of its members, constitution and Charter to ensure it is operating at maximum effectiveness.

11. RELATED POLICIES, LEGISLATION AND STANDARDS

The charter is subject to the provisions of:

- 11.1 Companies Act;
- 11.2 Approval framework;

11.3 Code of ethics;

11.4 JSE Limited Listings Requirements;

11.5 King IV;

11.6 Memorandum;

11.7 Northam Combined Assurance Policy and Framework;

11.8 Northam Risk Management Policy and Framework.

12. GOVERNANCE

This Charter must be approved by the board and the chairperson of this committee, and should be reviewed at least once every 3 (three) years to ensure effective functioning of the committee, compliance with the latest corporate governance best practice and alignment with the company's responsibilities with respect to being and being seen as a responsible corporate citizen.