



**NOMINATION
COMMITTEE
CHARTER**

Title: 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 the company, for, <i>inter alia</i> , presenting elections of directors to the board and reporting on the year’s events.
“board”	The board of directors of Northam.
“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”	The Broad-Based Socio-Economic Empowerment Charter for the Mining and Minerals Industry, 2018, published in Government Notice 639, Government Gazette No. 41934, dated 27 September 2018, as amended by Government Notice 1398, Government Gazette No. 42118, dated 19 December 2018..
“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 and conduct 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 and all its subsidiaries, joint arrangements and associates.
“King IV”	King IV Code on Corporate Governance of South Africa, 2016.
“memorandum”	Northam memorandum of incorporation.
“nomination committee” or “committee”	A sub-committee of the board which 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, to which this charter relates.
“Northam” or “company”	Northam Platinum Holdings 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 constitutes 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.

5.1.6. The failure by the committee to have the minimum number of members does not limit or negate the authority of the committee or invalidate anything done by the committee while their number is below the minimum number fixed in accordance with this charter.

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 / written resolution approved by a majority of members.
- 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 of the company 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; and
- 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 (refer to annexure "A");
- 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. 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;

- 7.5. take into consideration any significant commitments before the appointment of a chairperson and any changes to the chairperson's commitments should be reported to the board as they arise;
- 7.6. ensure that on appointment to the board, non-executive directors receive a formal letter of appointment;
- 7.7. 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.
- 7.8. review, from time to time, the voluntary targets pertaining to broader diversity at board level;
- 7.9. measure the actual diversity and representation on the board against the voluntary targets;
- 7.10. make recommendations to the board regarding the voluntary targets and the appointment of relevant representatives to ensure broader diversity at board level,
- 7.11. report to shareholders in the annual integrated report regarding the application of the policy on promotion of broader diversity at board level (as detailed in paragraph 9 below);
- 7.12. review the performance of the board and evaluate 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. BROAD BOARD DIVERSITY POLICY

- 9.1. In terms of paragraph 3.84(i) 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 broader diversity at board level, specifically focusing on the promotion of the diversity attributes of gender, race, culture, age, field of knowledge, skills and experience. 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 broad diversity in the nomination and appointment of directors. If applicable, the board of directors or the nomination committee must explain why any of the above diversity indicators have not been applied and further report progress in respect thereof on agreed voluntary targets.*”
- 9.2. The company supports the principles and aims of broad diversity at board level, in that, and as further detailed in Annexure A, in making any nomination or appointment to fill a vacancy, the committee and/or the board shall consider the particular skill set requirements of any vacancy required to be filled as well as the potential contribution a candidate may make in respect of diversifying the knowledge, skills, experience, age, culture, race and gender of the board, in conjunction with the voluntary targets set out below. The candidate should possess attributes that complement and expand the skill set, experience and expertise of the board as a whole, having regard to the current structure, size, diversity profile and skills matrix of the board and the needs of the board.
- 9.3. The voluntary targets set by the company are that:
- 9.3.1. at least 20% (twenty percent) of the board should comprise of women; and
- 9.3.2. at least 50% (fifty percent) of the board should comprise historically disadvantaged persons.
- 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 the:

- 11.1 Companies Act;
- 11.2 Approval framework;
- 11.3 Code of ethics and conduct;
- 11.4 JSE Limited Listings Requirements;
- 11.5 King IV; and
- 11.6 Memorandum.

12. GOVERNANCE

This charter must be approved by the board 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 practices and alignment with the company's responsibilities with respect to being and being seen as a responsible corporate citizen.

DIRECTOR NOMINATION PROCESS

Before any appointment is made by the board, and as further explained in paragraph 9.2 of this charter, the committee shall evaluate the balance of skills, knowledge, experience and diversity on the board, and, in light of this evaluation assess the role and capabilities required for a particular appointment. In identifying suitable candidates:

- the committee shall consider candidates from a wide range of backgrounds;
- the committee shall consider candidates on merit and against objective criteria with due regard to the benefits of diversity on the board (including gender, race, culture, age, field of knowledge, skills and experience) and ensuring that appointees have sufficient time available to devote to the position;
- prior to being recommended to the board, and through his/her tenure as a director if appointed, the proposed appointee will be required to disclose any business interests that could result in a conflict of interest, and thus disqualifying him/her from being appointed as a director, in terms of the Companies Act; and
- following the shortlisting and interview process, recommend qualifying candidates for appointment by the board. The board has the final authority on determining suitable director candidates for appointment and recommendation to shareholders for approval.

The committee does not consider domestic prominent influential persons (as defined in the Financial Intelligence Centre Act No. 38 of 2001, as amended) for nomination and/or appointment as directors.