

TERMS OF REFERENCE

JSE GROUP INVESTMENT COMMITTEE

1. Introduction

- 1.1 The Group Investment Committee (“GIC” or the “Committee”) is constituted as a standing committee of the Board of JSE Limited (“JSE”). The duties and responsibilities of the members of the Committee as set out in this document are in addition to those duties and responsibilities that they have as members of the Board.
- 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, and they must continue to exercise due care and judgement in accordance with their legal obligations.
- 1.3 These terms of reference are subject to the provisions of the Companies Act, the JSE Memorandum of Incorporation, and any other applicable law or regulatory provision.

2. Purpose of the terms of reference

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

3. Composition

- 3.1 The Committee shall be appointed by the Board and shall comprise not less than four members (non-executive and executive directors of the JSE), with at least three members being independent non-executives.
- 3.2 The Chairman of the Committee –
 - must be a non-executive director of the JSE,
 - may be the Chairman of the Board; and
 - shall be appointed by the Board.
- 3.3 All members of the Committee must be suitably skilled and experienced directors.
- 3.4 The members of the Committee must collectively have sufficient qualifications and experience to fulfil their duties.

4. Role

- 4.1. The Committee provides a forum to:
 - 4.1.1 consider and evaluate potential opportunities for strategic partnerships, mergers, acquisitions and material transactions, and
 - 4.1.2 exercise oversight of all Own Fund investment strategies and of the Investor Protection Funds.
- 4.2. The Committee does not assume the functions of management, which remain the responsibility of the executive directors, prescribed officers and other members of senior management.

5. Mandate

5.1 *Role vis-a vis executive management*

- 5.1.1 Executive management shall be responsible for identifying and assessing potential opportunities for strategic partnerships, mergers and acquisitions.
- 5.1.2 The Committee shall provide guidance to executive management on such opportunities and any other material transactions not in the ordinary course of business.
- 5.1.3 The Committee shall approve any recommendations or proposals to be made to the Board in relation to such opportunities or transactions.

5.2 *Role vis-a vis Board of directors*

- 5.2.1 The Committee shall provide guidance and oversight on all potential opportunities for strategic partnerships, mergers, acquisitions and related transactions, and shall make formal recommendations to the Board in respect of all such opportunities and material transactions.

5.3 *Investment oversight role*

- 5.3.1 The Committee shall exercise oversight of all investment decisions by management and of the performance of any independent fund managers appointed from time to time (by the Committee) to invest funds on behalf of the JSE (Own Fund investments) or of the JSE Investor Protection Funds.

5.4 *Other delegated matters*

The Committee shall –

- 5.4.1 Draw matters within its mandate to the attention of the Board as the occasion requires.
- 5.4.2 Perform any additional duties, delegated by the Board from time to time.

6. Authority

- 6.1 The Committee acts in accordance with the delegated authority of the Board as recorded in this terms of reference. It has power to investigate any activity within the scope of its terms of reference.
- 6.2 The Committee, in fulfilment of its duties, may call upon the chairmen of other Board committees, any of the executive directors, officers or Group Company Secretary to provide it with information.
- 6.3 The Committee has reasonable access to the JSE's records, facilities and any other resources necessary to discharge its duties and responsibilities.
- 6.4 The Committee may form, and delegate authority to, sub-committees and may delegate authority to one or more designated members of the Committee, and to one or more members of the executive to perform certain tasks on its behalf.

- 6.5 The Committee has the right to obtain independent outside professional advice to assist with the execution of its duties, at the JSE's cost, subject to compliance with JSE policies.
- 6.6 The Committee may investigate any matter within the ambit of its terms of reference and may make recommendations to the Board that it deems appropriate on any matter within its terms of reference.

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 these terms of reference but subject to a minimum of three meetings per year.
- 7.1.2 Meetings in addition to those scheduled may, with the approval of the Committee Chairman, be held at the request of members of the Board or the Chief Executive Officer.
- 7.1.3 The Committee Chairman may meet with the Group Chief Executive Officer or the Group Company Secretary prior to Committee meetings to discuss important issues and agree on the agenda.

7.2 Attendance

- 7.2.1 Committee members are expected to make every effort to attend Committee meetings, unless prior apology has been submitted to the Chairman or Group Company Secretary.
- 7.2.2 The Group Company Secretary is the secretary to this Committee.
- 7.2.3 If the nominated Chairman of the Committee is absent from a meeting, the members present must elect one of the members present to act as Chairman for that meeting.
- 7.2.4 Relevant executives and senior management, and professional advisors, may be in attendance at Committee meetings, but by invitation only and they may not vote.

7.3 Agenda and Minutes

- 7.3.1 The Committee must establish an annual work plan for each year to ensure that all relevant matters are covered by the agendas of the meetings planned for the year. The number, timing and length of meetings and the agenda are to be determined in accordance with the annual plan.
- 7.3.2 A detailed agenda, together with supporting documentation, must be circulated, at least one week prior to each meeting to Committee Board and other invitees.
- 7.3.3 Committee members must be fully prepared for Committee meetings to be able to provide appropriate and constructive input on matters for discussion.

7.3.4 The minutes must be completed as soon as possible after the meeting and circulated to the Chairman and members of the Committee for review thereof. 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, with the number of executive directors not outnumbering the number of non-executive directors, at least one of whom must be an independent non-executive director.

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

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

8. Approval of Terms of Reference

8.1 The Committee shall review these terms of reference annually for continued relevance and applicability.

8.2 Record of review and approval of these terms of reference (originally as Group Deal Committee, and subsequently as Group Investment Committee):

- Reviewed and adopted by Group Deal Committee on 21 May 2019
- Approved by JSE Board on 22 May 2019 (in respect of Group Deal Committee)
- Reviewed and confirmed by Group Deal Committee on 9 April 2020 (for 2020 year)
- Reviewed and confirmed by Group Deal Committee on 16 November 2021 (for 2021/2 years)
- Approved by JSE Board on 28 February 2022 (new mandate as Group Investment Committee)
- Reviewed and confirmed by Group Investment Committee on 18 November 2022 (for 2023 year)
- Reviewed and confirmed by Group Investment Committee on 15 November 2023 (for 2024 year)