



SANLAM LIMITED
(“Sanlam” / “the Company”)

NON-EXECUTIVE DIRECTORS
COMMITTEE CHARTER
(“the Charter”)



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1. INTRODUCTION

- 1.1 The Non-Executive Director (“NED”) Committee (“the Committee”) is a Committee of the Board of Directors (the “Board”) of Sanlam Limited (“Sanlam” or “the Group” or “the Company”).
- 1.2 The Committee is constituted in alignment with the King IV Report on Corporate Governance for South Africa, 2016 (“King IV™”) to the extent that its recommended practices have been adopted by the Company.
- 1.3 The duties and responsibilities of the Committee as set out in this Charter are in addition to those duties and responsibilities that they have as members of the Board.
- 1.4 The deliberations of the Committee members do not reduce their individual and collective responsibilities as members of the Board in regard to their fiduciary duties and responsibilities, and they must continue to exercise due care and judgement in accordance with their legal obligations; and
- 1.5 These terms of this Charter are subject to the provisions of the Companies Act 71 of 2008 as amended (the “Companies Act”), Sanlam’s Memorandum of Incorporation (“Moi”), the JSE Listings Requirements (to the extent applicable), the Prudential Authority’s Governance and Operational Standards relevant to Insurance Groups (“GOG”) and insurers (“GOIs”) as well as the recommendations outlined in King IV™ including any other applicable law and/or regulatory provision.

2. PURPOSE OF THE CHARTER

- 2.1 The purpose of this Charter is to set out *inter alia* the Committee’s role and responsibilities delegated to it by the Board, as well as the requirements for its composition and meeting procedures.

3. DELEGATION BY THE BOARD

- 3.1 Any delegation by the Board of any of its responsibilities to the Committee will not by or of itself constitute a discharge of the Board’s accountability or abdicating its own responsibilities.

- 3.2 The Board remains accountable to apply its collective mind to the information, opinions, recommendations, advice, reports and statements presented and recommended by 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 executive directors, officers and other members of senior management.
- 4.3 The role of the Committee includes, but is not limited to, assisting the Board to discharge its governance role and responsibilities objectively and independently.

5. **RESPONSIBILITIES OF THE COMMITTEE**

The Committee's responsibilities include, but are not limited to, the following:

- 5.1 To strengthen and enhance governance practices at a Board level, by assisting and providing governance support to the Board;
- 5.2 Objectively and independently oversee and give due and careful consideration to the interests of Sanlam and all its different stakeholder groups; and
- 5.3 Consider and address general issues of concern that are relevant to the Sanlam Group.

6. **COMPOSITION AND COMMITTEE MEMBERSHIP**

- 6.1 The Committee will consist of all the non-executive directors serving on the Board of Sanlam.
- 6.2 The Committee will be chaired by the Chairperson of the Board.
- 6.3 The Company Secretary of Sanlam will act as the Secretary to the Committee.
- 6.4 The Committee may request any other officer or employee of Sanlam or Sanlam's outside counsel to attend a meeting as invitees of the Committee or to meet with any members of, or consultants to, the Committee.

7. **QUORUM AND VOTING**

- 7.1 A representative quorum for the Committee to transact business, will be more than one half (fifty percent) of the members appointed to the Committee.
- 7.2 Each member will have one vote to exercise for the purposes of decision-making.
- 7.3 Individuals, assurance providers and/or professional advisors in attendance at Committee meetings by invitation, may participate in discussions but do not form part of the quorum for Committee meetings.
- 7.4 The members of the Committee must attend all scheduled meetings, including meetings called on an *ad hoc* basis for special matters, unless prior apology with reasons, has been submitted to the Chair of the Committee or the Group Company Secretary.

8 MEETING PROCEEDINGS

- 8.1 Unless varied by this Charter, meetings and proceedings of the Committee will be governed by Sanlam's Mol regulating the meetings and proceedings of directors and committees.
- 8.2 Meetings of the Committee will be held as the Committee deems appropriate. However, the Committee will always meet immediately after the conclusion of the Sanlam Board meetings. Meetings will be organised so that attendance is maximised. The Chair of the Committee or any member of the Committee may call a meeting at any other time.
- 8.3 At the commencement of each Committee meeting, each of the members of the Committee should declare whether they have any actual or perceived conflict of interests in respect of a matter on the agenda. Those Committee members with personal financial interests and/or conflicts of interest are not allowed to vote or participate in the consideration of the matter and must follow the provisions of Section 75 of the Companies Act and the MOI in this regard.
- 8.4 The Company Secretary shall maintain a declaration of interests' register, to be completed by each of the Committee members and updated regularly.
- 8.5 The Company Secretary will take minutes of each meeting.
- 8.6 The number, timing and length of meetings as well as the agendas are to be determined in advance.
- 8.7 A round robin resolution in writing adopted by the majority of the Committee members, will be valid and effective as if it had been passed at a duly called and constituted Committee meeting – i.e. provided that each Committee member received notice of the matter to be decided. Such resolution will afterwards be presented at the next Committee meeting for ratification and record purposes.
- 8.8 The Chair of the Committee will after each meeting refer all issues of concern to the Board (if any), except where the Committee agrees to another plan of action in any particular case.
- 8.9 The Committee must report at least annually to the Sanlam Board on its function, responsibilities and activities. It will include the evaluation of the effectiveness of the Committee as well as recommending amendments (if any) to its Charter.
- 8.10 The Chair (or in his/her absence, the deputy Chair) and/or any other member of the Committee will attend the Annual General Meeting ("AGM") to answer questions concerning the governance and functioning of the Board.

9. COMMITTEE AUTHORITY

- 9.1 The Committee acts in terms of the delegated authority of the Board as recorded in this Charter.
- 9.2 The Committee, in the fulfilment of its duties, is authorised to call upon the Chairs of the other Board Committees, any of the executive directors, company officers, company secretaries and/or assurance providers including any employees within the Sanlam Group, to provide it with information as and when required.
- 9.3 The Committee will also have the power to delegate its authority and duties to sub-committees or individual members of the Committee as it

deems appropriate, provided it is not precluded by legal or regulatory requirements from doing so.

- 9.4 The Committee is authorised to investigate any activity within its mandate and to seek any information it requires from any employee in the Sanlam Group. All employees are expected to co-operate with any request made by the Committee.
- 9.5 The Committee has reasonable access to the Company's records, facilities and any other resources necessary to discharge its duties and responsibilities.
- 9.6 The Committee, in carrying out its tasks under this Charter, may after consultation with the Group Finance Director, and in cooperation with the Group Company Secretary, obtain such independent professional advice (from both inside and outside Sanlam) at the Company's cost subject to the relevant Board approved process being followed, as it considers necessary to carry out its duties.
- 9.7 The Committee makes the recommendations to the Board that it deems appropriate on any area within the ambit of this Charter, where action or improvement is required.

10. RELATIONSHIP WITH OTHER COMMITTEES

- 10.1 The Committee will provide input to other Board Committees as and when required, on such matters that are relevant to those Committees to enable it to perform its responsibilities, in circumstances where aspects of those same matters fall within the scope of responsibility of other Board Committees.

11. FEES

- 11.1 The remuneration of the Committee members will annually be determined for the next year by the shareholders of Sanlam Limited at the AGM after considering recommendations in this regard from the Sanlam Limited Board.
- 11.2 Having regard to the functions performed by the members of the Committee (in addition to their functions as directors) in relation to the activities of the Committee, and pursuant to the specific power conferred upon the Board by the MoI, the members of the Committee may, upon the recommendation of the Sanlam Board, be paid special remuneration as permitted under Sanlam's approved Remuneration Policy; and
- 11.3 Such special remuneration will be in addition to the annual fees payable to directors.

12. APPROVAL AND REVIEW OF THIS CHARTER

- 12.1 On an annual basis, the Committee shall review this Charter and recommend it to the Board for approval.
- 12.2 This Charter shall be published on Sanlam's website, or such other platforms or through media as is appropriate.