

REUNERT

REUNERT LIMITED

TERMS OF REFERENCE
INVESTMENT COMMITTEE

APPROVED BY THE BOARD ON 29 AUGUST 2024

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1. Introduction

The investment committee (“**the Committee**”) is constituted as a standing committee of the board of directors (“**the Board**”) of Reunert Limited (“**the Company**”) and its subsidiaries, and associates and joint ventures to the extent relevant (“**the Reunert Group**”), to assist the Board with its oversight of material mergers, acquisitions, disposals and other material transactions, and matters related thereto, as set out in these terms of reference.

2. Purpose of these terms of reference

The purpose of this document is to constitute the terms of reference for the Committee by setting out the role and responsibilities of the Committee, to regulate the affairs of the Committee and to deal with administrative matters relating thereto.

3. Composition

3.1 Appointment of and requirements relating to members

The Committee must have at least four members. All of its members must be non-executive directors and the majority must be independent. The collective skills and experience of the members must be appropriate to carrying out the role and associated responsibilities of the Committee.

Members of the Committee are recommended by the nomination and governance committee and appointed from time to time by the Board.

3.2 Filling of casual vacancies

The Board must appoint an individual to fill a vacancy (that is, when the number of members on the Committee falls below four), as soon as possible, but no later than the next scheduled meeting of the Board after the vacancy arose.

The Committee may continue to execute its mandate and will be able to take binding decisions on matters that fall within its mandate (including in circumstances where the Board fails to fill a vacancy as envisaged above), if it has less than four, but not less than three, members.

3.3 Required attendance

The Committee may require any employee of the Reunert Group, external consultant, or subject matter expert, to attend some or all of the meetings of the Committee, but (unless appointed to the Committee in accordance with the process in paragraphs 3.1 and 3.2) these individuals may not be members of the Committee and, as such, may not vote on any matters before the Committee.

Generally, unless the Committee decides otherwise, the chief executive officer and the chief financial officer are required to attend the meetings of the Committee.

3.4 Chair of the Committee

The nomination and governance committee recommends, for approval by the Board, a member of the Committee to be its chair. The chair must be an independent non-executive director of the Company.

If the appointed chair of the Committee is absent from a meeting, the members present shall elect one of them to act as chair of that meeting.

4. Mandate

The role and associated responsibilities and functions of the Committee are described below:

4.1 Portfolio evaluation

The Committee annually receives an update from management on the execution of changes in the Group's asset or liability portfolio, to the extent that such changes were approved (or provisionally approved) at the Board's most recent Strategy Review or Strategy Implementation Review meeting.

When applicable, the Committee provides oversight over changes to the portfolio of assets and liabilities of the Reunert Group, in accordance with the Reunert Group Board-approved strategy from time to time.

4.2 Capital structure evaluation

The Committee oversees the Group's capital structure as follows:

- Quarterly, individually consider the following information provided to each of the members of the Committee:
 - The Reunert Group's actual and forecasted income statement, balance sheet and cash flow statement (in the same format in which this information is provided to the board);
 - Working capital movements;
 - Activity/efficiency ratios (cash flow, accounts payable days, accounts receivable days and inventory days);
 - Confirmation of compliance with financial Bank covenants (looking forward);
 - ROCE (Return on Capital Employed) forecast; and
 - any issues that the investment committee should be aware of, and

which members may request a meeting of the Committee (in accordance with the process contemplated in paragraph 7.1) to discuss the above information, should any of the members have material questions or concerns that require the full Committee's consideration; and

- Annually, as a Committee, review the Group's budgeted capital structure and endorse it (with qualifications if the Committee deems it necessary) for the board's consideration during the board's assessment of the Group's budget for the upcoming financial year.

4.3 Corporate action and material transactions

The executive management of the Reunert Group is responsible for identifying relevant corporate action opportunities such as acquisition, merger, joint ventures, disposals and Reunert securities repurchases and restructures. The Committee oversees and gives guidance to executive management on the pursuit of opportunities and other material transactions as contemplated in the formal "Delegation of Authority" document approved by the Board from time to time.

The Committee approves proposed transactions (to the extent that the authority to do so has been delegated in the "Delegation of Authority" document) or makes recommendations to the Board in relation to the opportunities or transactions. The Committee monitors, on behalf of the Board, and reports to the Board on material transactions as contemplated in the "Delegation of Authority" document. The Committee reviews the implementation of approved transactions and the relevant investment's performance against the presented business case, from 18 months after implementation.

To the extent that it is appropriate with reference to the nature of the relevant (proposed) transaction, the following points must be taken into consideration when evaluating or monitoring a matter within the Committee's mandate:

- assessing alignment with the Reunert Group strategy, as well as the financial viability, financing, feasibility and sustainability;
- analysing the cost versus the potential benefit, considering key risks and the likely short- and long-term impacts and ensuring that mitigation controls are considered;
- assessing the sensitivity of assumptions used in calculations and projections to determine whether investments or other transactions would remain feasible if assumptions used in the calculations or projections were to change;
- assessing the cost effectiveness and arrangements for implementation in order to ensure efficiency and execution within time and budget;
- considering the Reunert Group's structure and funding strategies which would best support the proposed transaction; and
- considering the appropriateness of a communication strategy, if applicable.

4.4 Other delegated duties

The Board may, by way of its formal "Delegation of Authority" document or on an ad hoc basis, mandate the Committee to fulfil any additional functions that the Board deems appropriate.

5. Reporting

With respect to its activities during each financial year the Committee discloses by way of the integrated report or another publicly available platform (as the Committee in its discretion decides), on matters which fall within its mandate and as recommended by the King IV Code:

- its overall role and associated responsibilities and functions;
- its composition, including each members' qualifications and experience;
- any external advisors or invitees who regularly attend meetings;
- key areas of focus during the reporting period and key areas of future focus;
- the number of meetings held during the reporting period and attendance at those meetings; and
- whether the Committee is satisfied that it has fulfilled its responsibilities in accordance with these terms of reference, for the reporting period.

6. Authority

The Committee has the authority to:

- investigate, monitor and report to the Board on any activity within the scope of its mandate as contemplated in these terms of reference, the formal "Delegation of Authority" document, or granted on an ad hoc basis, and to take and implement decisions on such matters to the extent that the authority to do so is expressly or impliedly bestowed in terms of its mandate;
- sub-delegate any of the authority delegated to it;
- in the fulfilment of its roles and associated responsibilities, call on the chairs of other Board committees, any of the executive directors or officers, or the company secretary of the Company to provide it with information, subject to following a Board-approved process, if any;
- access the records of the Company and its subsidiaries, facilities and any other resources necessary to discharge its role and associated responsibilities, subject to following a Board-approved process, if any; and
- obtain independent outside professional advice to assist with the execution of its role and associated responsibilities, at the cost of the Company, subject to following a Board-approved process.

7. Administration and meetings

7.1 Frequency

The Committee will hold one pre-scheduled meeting per year, in August, in order to:

- receive an update from management on the execution of changes in the Group's asset or liability portfolio, to the extent that such changes were approved (or provisionally approved) at the Board's most recent Strategy Review or Strategy Implementation Review meeting (see paragraph 4.1);
- review the Group's budgeted capital structure and endorse it (with qualifications if the Committee deems it necessary) for the board's consideration during the board's assessment of the Group's budget for the upcoming financial year (see paragraph 4.2); and
- conduct post-acquisition reviews of transactions implemented 18 months or more before the meeting (see paragraph 4.3).

Other than its regular meeting in August, the Committee does not have a formal meeting schedule and meets as often as is required or desirable, having regard to the matters that fall within its mandate.

Meetings are scheduled by the chair of the Committee, in consultation with the chief executive officer and the secretary, or at the instance of the Board.

7.2 Attendance

Committee members are expected to make every effort to attend all meetings of the Committee. Attendance may be in person or by way of electronic communication.

If it is not possible for a member of the Committee to attend any meeting of the Committee, prior apology, with reasons, must be submitted to the chair of the Committee or to its secretary.

7.3 Quorum

A majority of the members of the Committee shall constitute a quorum.

Non-members (including required attendees) and the secretary are not taken into account when determining a quorum.

7.4 Written resolutions

In the event that the members of the Committee decide a matter by way of a written process (including any form of electronic communication, such as e-mail), support for the decision by a majority of the members (which may be electronically communicated) shall constitute a valid decision by the Committee, provided that all members of the committee received notice of such process.

8. Approval of the terms of reference

These terms of reference were approved on behalf of the Committee and by the Board, on **29 August 2024**.