

# Board committees

All committees discussed below operate within a defined terms of reference and authority granted to them by the board. Subsequent to year end, all committees (excluding the executive committee) will comprise only non-executive directors.

| Committee                | Purpose  | Composition  | Meetings  |
|--------------------------|--|--|---|
| Executive committee      | <p>Responsible for assisting and advising the chief executive in implementing the strategies and policies determined by the board, managing the business and affairs of the company, prioritising the allocation of capital, technical and human resources and establishing best management practices.</p> <p>Monitors the performance of the company and assists the chief executive and financial officers in preparing the annual budget for review and approval by the board.</p> <p>Responsible for reviewing and monitoring the company's system of internal control.</p>  | Comprised nine executives, under the chairmanship of the chief executive officer, during the year under review.  | Meets regularly, approximately every three weeks and further meets formally each month with senior executive management, designated staff members and divisional directors. |
| Audit and risk committee | <p>Responsible for the integrity of financial reporting and the audit process. In fulfilling this role, the committee reviews accounting principles, policies and practices adopted in the preparation of financial information in South Africa, the UK, Europe and Australia.</p> <p>Responsible for the risk management and internal control systems are maintained.</p> <p>Considers significant risk and control issues arising from the chief financial officer's report on financial and accounting frameworks.</p> <p>Oversees relations with external auditors and reviews the effectiveness of the internal audit function.</p> <p>Approves external auditors' appointment, terms of engagement, fees, scope of work, process of annual audit, applicable levels of materiality.</p> <p>Reviews the independence of external auditors and the services they provide, and ensures that their independence is not impaired by non-audit services provided.</p> <p>Responsible for overall compliance with corporate governance principles regarding external audit function.</p> <p>Manages the internal control and audit function. These functions report and have unrestricted access to the audit and risk committee.</p> | Comprised four members, three of whom were independent non-executive directors, under the chairmanship of the independent, non-executive director, Len Konar, during the year under review. Policy review lead to all executive directors resigning from the various board committees. | Meets formally at least four times per annum, with the external auditors attending the meetings.  |

| Committee                                  | Purpose   | Composition   | Meetings  |
|--|---|---|---|
| Human resources and remuneration committee | <p>Responsible to review and approve the remuneration and employment terms and conditions of executive directors and senior group executives.</p> <p>Considers new appointments to the group.</p> <p>Responsible for group's remuneration philosophy, policies, annual incentive bonus schemes and allocation of share rights.</p> <p>Determine the rewards of the chairman, chief executive, executive and non-executive directors and senior executives for individual contributions to the company's overall performance. Reviews executive succession and development plans.</p> <p>Reviews the remuneration strategies, packages and schemes and monitor these so that it remains related to performance objectives, suitably competitive and give due regard to shareholders' interests.</p> <p>Ensures maintenance of appropriate human resource strategies, policies and practices.</p> | <p>Comprised three independent, non-executive directors and one executive director, under the chairmanship of Dirk Ackerman, during the year under review.</p>  | <p>Meets at least twice a year with <i>ad hoc</i> meetings as required.</p> |
| Nomination committee                       | <p>Makes recommendations to the board on the appointment of executive and non-executive directors and the composition of the board generally.</p>   | <p>Comprised two non-executive directors and one executive director. These directors acted in consultation with the executive chairman during the year under review. Chairmanship of this committee now vests in Len Konar.</p> | <p>Meets at least once a year.</p>  |
| Group risk advisory committee              | <p>Assists the board in reviewing risk management processes and significant risks facing the group.</p> <p>Sets group's risk strategy in consultation with executive directors and senior management, making use of generally recognised risk management and internal control frameworks.</p> <p>Monitors and reports on key performance indicators and risks.</p>  | <p>Comprised five non-executive directors under the chairmanship of Len Konar during the year under review.</p>   | <p>Meets at least once a year.</p>  |