

The **Coronation Group** includes Coronation Fund Managers Limited (“**Coronation Fund Managers**”) and all companies that, from time to time, qualify directly or indirectly as subsidiaries of Coronation Fund Managers.

## 1. CONSTITUTION AND COMPOSITION

- 1.1. The Coronation Group Remuneration and Nominations Committee (“Group Remco”) is constituted by the board of Coronation Fund Managers (“the board”) to fulfil the functions and meet the requirements as laid down the Listings Requirements of the JSE; the King IV Report on Corporate Governance of South Africa 2016 (“King IV Report”), as amended; the Constitution of South Africa (including the Bill of Rights), the Coronation Group’s codes of conduct and policies, and to fulfil such other functions as set out in this Charter. The Group Remco discharges its responsibilities on behalf of the Coronation Group.
- 1.2. The Group Remco is constituted in such a way that it is enabled to exercise competent and independent judgement on remuneration policies and practices and appointments to the board. The Group Remco should have a minimum of three members, ideally with experience and knowledge of the investment industry, with members being nominated and appointed by the board. Only non-executive directors shall be eligible for appointment as members of the Group Remco and the majority of its members must be independent directors.
- 1.3. It is a combined committee that is structured in compliance with the JSE Listings Requirements. On matters that relate to nominations, the committee will be chaired by the chairman of the board, and on matters of remuneration, it will be chaired by a member appointed from the remaining members of the committee.
- 1.4. Members will not have a fixed tenure, however membership will automatically terminate when a member retires as a director from the board. The board will annually review the composition of the Group Remco to consider, inter alia, whether any rotation of members is required and to ensure that members remain suitably qualified and skilled to achieve the mandate of the Group Remco. All appointments and terminations to/from the Group Remco must be approved by the board.

## 2. PURPOSE AND OBJECTIVES

- 2.1. The purpose and objectives of the Group Remco include:
  - 2.1.1. Ensuring that the remuneration policy and structures are appropriate for the achievement of Coronation Group strategy and objectives and that remuneration is fair, responsible and transparent;
  - 2.1.2. Ensuring that remuneration principles are structured in a manner that attracts, retains and motivates key employees;
  - 2.1.3. Ensuring that a succession plan for directors and senior executives is in place and current;
  - 2.1.4. Ensuring that the Group Remco operates in an independent and objective manner to provide assurance to stakeholders;

- 2.1.5. Adhering to good corporate governance practices and reporting; and
- 2.1.6. Monitoring the nominations policy and diversity policy to ensure that these policies are appropriate for achieving the objectives of fair, responsible and transparent appointments and the promotion of race and gender diversity.

### **3. MEETING FREQUENCY AND PROCEDURE**

- 3.1. The Group Remco will meet at least three times per year. The meetings will take place in April, September and October of each financial year, or as required by the Group Remco. A quorum shall be at least three members.
- 3.2. Senior executives will be invited, as appropriate, to attend, as non-voting attendees and any others as the Group Remco may deem necessary.
- 3.3. The meeting documentation will be circulated to the Group Remco members at least five days prior to the date of each meeting unless all members agree to a shorter period of time in circumstances when this is warranted.
- 3.4. The proceedings and resolutions of all meetings of the Group Remco shall be minuted, including recording the names of those present and in attendance.

### **4. ROLE, RESPONSIBILITIES AND DUTIES**

#### **4.1. The Group Remco's role and associated responsibilities and functions are as follows:**

##### **4.1.1. Remuneration**

- a. Review and propose the remuneration policy having due regard to the purpose and objectives stated above;
- b. Monitor the effective implementation of the remuneration policy. This will include monitoring the remuneration process with a view to ensuring that it is robust and fair, and more specifically to:
  - review and approve the overall total remuneration structure, including mix of cash and deferred remuneration; and
  - review and approve the proposed individual remuneration allocations to all employees.
- c. Review and propose the fees payable to non-executive directors;
- d. Review and propose the remuneration disclosure in the Coronation Group AFS and Integrated Annual Report; and
- e. Recommend to the board any remuneration-related resolutions to be tabled at the AGM.

##### **4.1.2. Nominations**

- a. Propose and review the nominations policy having due regard to the purpose and objectives stated above;
- b. Monitor the effective implementation of the nominations policy;

- c. Recommend to the board suitable candidates for board membership for board approval and appointment;
- d. Assist the board in reviewing and assessing the performance of board members;
- e. Present shareholders and the annual general meeting with suitable candidates for election or re-election to the board and audit and risk committee;
- f. Assess the succession plans for senior management and board membership and recommend to the board for approval; and
- g. Attend to any other tasks as may be allocated to it by the board, from time to time that relate to remuneration and/or appointments.

#### **4.1.3. Reporting**

- a. The chairman shall report formally to the board on the Group Remco's proceedings after each meeting on all matters within its duties and responsibilities; and
- b. The Group Remco shall make whatever recommendations to the board it deems appropriate on any area within its remit where action or improvement is needed.

#### **4.1.4. Authority and access to resources**

- a. The Group Remco is appointed and authorised by the board to fulfil the role, responsibilities and functions set out in this charter;
- b. The Group Remco may obtain and/or co-opt external advice and expertise at the expense of the Coronation Group; and
- c. The Group Remco members have unrestricted access to information and officials of the Coronation Group in the execution of its duties.

#### **4.1.5. Evaluation of the group remco's performance**

The board will at such intervals as the board considers appropriate, but on an annual basis as a minimum, evaluate the Group Remco's performance and whether it has met its objectives as set out in this Charter during the relevant review period, using performance review methodologies as the board determines is appropriate.

#### **4.1.6. Review of charter**

This charter will be reviewed on an annual basis (or earlier if required from time to time) and any amendments thereof will be subject to the approval of the board.