

CORONATION GROUP RISK COMMITTEE CHARTER

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

1. CONSTITUTION AND COMPOSITION

- 1.1. The Coronation Group Risk Committee (“Committee”) is constituted by the Board of Directors (“the Board”) to assist the Board in discharging its duties relating to the oversight of risk governance and further ensuring that the company is operating in compliance with all applicable legal, regulatory and reporting requirements and standards.
- 1.2. The Committee discharges its responsibilities on behalf of the Coronation Group.
- 1.3. The Committee, in carrying out its duties under this charter, will have due regard to the Companies Act 71 of 2008, the JSE Listings Requirements, as amended, the King IV Report on Corporate Governance of South Africa 2016 (“King IV Report”), as amended; the Coronation Group’s codes of conduct and policies and all other relevant legislation and those provisions of any codes of leading practice that the Board considers appropriate for application by the Coronation Group.
- 1.4. The Committee shall consist of at least three members the majority of whom must be independent, non-executive directors. At least one member of the committee must simultaneously serve on the Coronation Group Audit Committee
- 1.5. Members of the Committee are elected by the Board and the Board shall appoint one of its members to chair the Committee.
- 1.6. The Company Secretary of the Coronation Group shall act as the secretary of the Committee.

2. PURPOSE AND OBJECTIVES

- 2.1. The purpose and objectives of the Committee include:
 - 2.1.1. supporting the Board to discharge its duty of governing risk in a manner that supports the Coronation Group in setting and achieving its strategic objectives;
 - 2.1.2. advising the Board in relation to the nature and extent of the risks and opportunities facing the Coronation Group;
 - 2.1.3. overseeing the implementation of the Group Risk Management framework and other responses to risk, and
 - 2.1.4. overseeing the governance of compliance with all applicable laws, and adopted, non-binding rules, codes and standards in a way that support the Coronation Group being an ethical and good corporate citizen.

3. MEETING FREQUENCY AND PROCEDURE

- 3.1. The Committee will meet at least three times a year. Meetings should be held prior to Board meetings and correspond with major phases of the financial reporting, external audit and other assurance cycles.
- 3.2. A quorum will be a majority of the members.
- 3.3. The meeting documentation will be circulated to the Committee 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 Committee shall be minuted, including recording the names of those present and in attendance.
- 3.5. The Chair, at their discretion may invite any person to attend and to be heard at meetings of the Committee and remain in attendance for any duration or part thereof. No invited attendee shall have a vote at meetings of the Committee.
- 3.6. All Board members have a standing invitation to attend Committee meetings.

4. ROLE, RESPONSIBILITIES AND DUTIES

4.1.1. Risk Management

The Committee shall assist the Board in its evaluation of the adequacy and effectiveness of the risk management system. To achieve this, the Committee is required to:

- a. Ensure the establishment of an independent risk management function;
- b. Review the adequacy and effectiveness of the Group's internal control policies and procedures in place for the identification, assessment and reporting of risks, as well as the Group's process of risk management, reviewing the risk appetite annually and recommending same to the Board for approval
- c. Assist the Board in identifying and monitoring all key risks and opportunities impacting the business;
- d. Introduce such measures as may serve to enhance the adequacy and effectiveness of the risk management function;
- e. Review the assertions made by management in respect of risk management;
- f. Review and interrogate reports provided by the Risk Officer to the Committee;
- g. Approving the Group Risk Management Framework and Strategy, at least annually;
- h. Monitor the organisation's risk profile and its on-going and potential exposure to risks of various types, and
- i. Review and monitor the company's policies for preventing or detecting fraud;

- j. The establishment and implementation of business continuity arrangements that allow the Group to operate under conditions of volatility, and to withstand and recover from acute shocks.

4.1.2. Compliance with laws and regulations

The Committee shall consider the legal and regulatory requirements to the extent that it may have an impact on the Coronation Group and shall:

- a. Review the effectiveness of the system for monitoring compliance with laws and regulations and the results of management's investigation and follow-up of any instances of non-compliance;
- b. Review the significant findings of any examinations by regulatory agencies, and any audit observations;
- c. Obtain regular updates from the Group Compliance or Legal function, as appropriate, regarding compliance matters, including tax compliance, litigation, disputes and claims;
- d. Obtain reports from management, Group Compliance and the risk assurance manager regarding compliance with all applicable legal and regulatory requirements, and
- e. Review the company's policies for ensuring that the company complies with relevant regulatory and legal requirements; and

4.1.3. Other responsibilities

The Committee should establish procedures to:

- a. Ensure that Information Technology (IT) and Information Systems (IS) risks are adequately addressed, and that appropriate assurance is obtained that controls are in place and are effective in addressing these risks. The Committee should also consider the use of IT and IS to improve audit coverage and efficiency; and
- b. The Committee shall perform such other functions, as may be determined by the Board, from time to time.

5. REPORTING

- 5.1. The chairman of the Committee shall report formally to the Board on its proceedings after each Committee meeting on all matters within its duties and responsibilities.
- 5.2. The Committee shall compile a report to shareholders on its activities to be included in the Company's Integrated Report which shall describe how the Committee has carried out its functions.

6. AUTHORITY AND ACCESS TO RESOURCES

- 6.1. The Committee, in carrying out its tasks under this charter, is authorised by the Board to:

- 6.1.1. Investigate any activities within its terms of reference;
- 6.1.2. Seek outside legal or other independent professional advice at the Coronation Group's expense;
- 6.1.3. Secure the attendance of external invitees at its meetings with the relevant experience and expertise where necessary at the Coronation Group's expense;
- 6.1.4. Seek any information and/or documentation as it requires from any employee or director, and all employees and directors are required to co-operate with any requests made by the Committee; and
- 6.1.5. Further delegate responsibility to a Sub-Committee set up by the Board or an executive Committee or any person within the employ of the Company.

7. EVALUATION OF COMMITTEE PERFORMANCE

The Board will at such intervals as the Board considers appropriate, but on an annual basis as a minimum, evaluate the Committee'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.

8. 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.

Policy	CFM Risk Committee Charter
Version	Version 1
Committee Approval:	17 November 2021
CFM Board Approval:	18 November 2021