



Nampak
packaging excellence

NAMPAK LIMITED

INVESTMENT COMMITTEE CHARTER

1. INTRODUCTION

The Investment Committee (the “Committee”) is constituted as a committee of the board of directors of Nampak Limited (the “Company”) (hereinafter referred to as “the Board”) to provide strategic direction and ensure prioritisation and optimisation on group-wide, high risk and value investment and funding decisions and related activities in line with the Group’s strategy. The duties and responsibilities of the members of the Committee are in addition to those as members of the Board.

This Charter is subject to the provisions of the Companies Act 71 of 2008 (“the Companies Act”), the Company’s Memorandum of Incorporation (“MOI”), the Listings Requirements of the JSE Limited (“JSE Listings Requirements”) and any other applicable law or regulatory provision.

2. PURPOSE OF THIS CHARTER

The purpose of this Charter is to set out the Committee's role and responsibilities as well as the requirements for its composition and meeting procedures.

3. COMPOSITION

- 3.1 The Committee shall consist of not less than five members appointed by the Board, the majority of whom shall be independent non-executive directors.
- 3.2 The Chief Executive Officer and the Chief Financial Officer shall be members of the Committee.
- 3.3 The Board shall appoint an independent non-executive director as the Chairman of the Committee.
- 3.4 The members of the Committee as a whole must have sufficient qualifications and experience to fulfil their duties.
- 3.5 The Committee shall nominate a committee secretary.

4. ROLE

- 4.1 The Committee acts independently and as Investment Committee of the Company and all direct and indirect subsidiaries of Nampak Limited (“the Group”) in respect of which the Company has the right, or power, to fulfil the functions as detailed in this Charter.
- 4.2 The Committee will make decisions or recommendations to the Board for its consideration and approval as appropriate. The Committee does not assume the functions of management, which remain the responsibility of the executive directors, the Group Executive Committee members and other members of senior management.

5. RESPONSIBILITIES

The Committee is responsible to:

- 5.1 consider and recommend to the Board for approval:
 - a. capital expenditure and investments in the Group above R250 million; and
 - b. all disposals of businesses within the Group.

- 5.2 consider and approve all capital expenditure and investments between R150 million and R250 million.
- 5.3 monitor the execution/ implementation of all investments of more than R150 million by whichever means the Committee deems appropriate;
- 5.4 approve the Group's capital expenditure approval policy; and
- 5.5 when evaluating or monitoring any matter within its mandate, the Committee should as appropriate to the applicable phase of the project:
 - a. assess alignment with the Group strategy, financial viability, financing, feasibility and sustainability;
 - b. assess the cost benefit analysis, considering key risks and the short- and long-term environmental and social-economic impacts, ensuring that necessary mitigation controls are implemented;
 - c. assess the sensitivity to determine whether investments would remain feasible if assumptions used in the calculations /projections were to change;
 - d. assess cost effectiveness and arrangements for implementation in order to ensure efficiency and execution within time and budget;
 - e. consider the Group structure and funding strategies which would best support the investment; and
 - f. consider the appropriateness of a communication strategy if applicable.

6. AUTHORITY AND REPORTING

- 6.1 The Committee acts in terms of authority delegated to it by the Board as recorded in this Charter. It has the power to investigate any activity within the scope of its Charter.
- 6.2 The Committee, in the fulfilment of its duties, may call upon the chairmen of the other Board committees, any of the executive directors, the Company Secretary, or any other employee to provide it with information.
- 6.3 The Committee will have access to the Company's records, facilities and any other resources necessary to discharge its duties and responsibilities.
- 6.4 The Committee may form and delegate authority to, sub-committees and may delegate authority to one or more designated members of the Committee.
- 6.5 The Committee has the right to obtain independent outside professional advice to assist with the execution of its duties, at the Company's cost, subject to the Company's internal approval policies and processes.
- 6.6 The Committee makes recommendations to the Board that it deems appropriate on any area within the ambit of its Charter where action is required.
- 6.7 The Committee shall ensure sufficient disclosures are provided as required by the Companies Act and the Listings Requirements and as recommended in terms of the King Report on Corporate Governance for South Africa 2016 ("King IV").
- 6.8 The Chairman of the Committee, or a person nominated by him/her, will be available at the

Company's annual general meeting to respond to questions regarding any matter within the Committee's mandate.

7. MEETING PROCEDURES

Frequency

- 7.1 Meetings of the Committee will be held as and when required in order to discharge all its duties as set out in this Charter.
- 7.2 The Chairman of the Committee or any member of the Committee may call meetings as and when required. A meeting of the Committee may also be held at any time at the instance of the Board.
- 7.3 The meetings of the Committee may be held in person, by telephone, or other form of long distance conference facility as circumstances may require (such person shall be deemed as being present at the meeting), provided that the required quorum is met.
- 7.4 The Chairman of the Committee may meet with the Chief Executive Officer and/or the committee secretary prior to a Committee meeting to discuss important issues and agree on the agenda.

Attendance

- 7.5 Members of the Group Executive Committee or senior management, as may be required, assurance providers, professional advisors and Board members may attend Committee meetings, but by invitation only. Invitees may not vote.
- 7.6 Committee members must attend all meetings of the Committee, unless prior apology, with reasons, has been submitted to the Chairman of the Committee or Company Secretary.
- 7.7 If the Chairman of the Committee is not present at a meeting, the members present must elect one of the members present to act as Chairman.

Agenda and minutes

- 7.8 The notice of each meeting of the Committee, confirming the venue, time and date and enclosing a detailed agenda of items to be discussed, together with supporting documentation if applicable, must be circulated, at least five working days prior to the date of the meeting.
- 7.9 Committee members must be fully prepared for Committee meetings to be able to provide appropriate and constructive input on matters for discussion.
- 7.10 The committee secretary shall take minutes of meetings. Any director may, provided that there is no conflict of interest and with the consent of the Chairman, obtain copies of the Committee's minutes.
- 7.11 The minutes must be completed as soon as possible after the meeting and circulated to the Chairman and the Committee members for review and subsequent approval at the next Committee meeting.
- 7.12 The Chairman of the Committee shall report back to the Board. The Committee shall keep the Board fully informed of its actions, decisions or recommendations, unless there are relevant legal or regulatory restrictions on its ability to do so.

Quorum

- 7.13 A quorum of the Committee shall be a majority of members present throughout the meeting. A decision shall be deemed as passed if a majority vote on the matter for decision is passed by the members present at the Committee.
- 7.14 Individuals in attendance at Committee meetings by invitation may participate in discussions but do not form part of the quorum for Committee meetings.

Written Resolution

- 7.15 A decision that could be voted on at a meeting of the Committee may instead be adopted by written consent of a quorum of members, given in person, or by electronic means, provided that each member received notice of the matter to be decided. A decision made in such manner has the same effect as if it had been approved at a meeting. Where decisions are required by way of written resolution, a quorum shall constitute a majority of members, of whom one shall be the Chairman of the Committee.

8. REMUNERATION

- 8.1 Having regard to the functions performed by the members of the Committee in addition to their functions as directors, and pursuant to the MOI of the Company, members of the Committee may be paid such remuneration in respect of their appointment as shall be recommended by the Board and approved by the shareholders.
- 8.2 Such remuneration shall be in addition to any fees payable to directors.

9. EVALUATION

The performance of the Committee and the Committee members must be assessed at least every two years.

10. APPROVAL AND REVIEW OF THIS CHARTER

- 10.1 This Charter was approved by the Board on 30 May 2018.
- 10.2 The Committee will annually review this Charter and make recommendations with respect to amendments, if any, to the Board for approval.