



## **INVESTMENT COMMITTEE (the “Committee”)**

### **Terms of reference**

(Updated and approved by the Committee on 12 February 2021)



**COMMITMENT**



**ACCOUNTABILITY**



**RESPECT**



**ENABLING**



**SAFETY**

## 1. **AUTHORITY AND PURPOSE**

- 1.1. The Investment Committee ("the Committee") is constituted in terms of principle 8 of the King IV Report on Corporate Governance for South Africa, 2016 ("King IV") as a committee of the board of directors of the Company ("the Board") in respect of all duties that the Board has delegated to it, in terms of these Committee terms of reference ("these Terms of Reference"), with the Board remaining ultimately accountable for such delegated responsibilities.
- 1.2. The scope of the Committee's activities extends to all relevant operations of (i) the Company; and (ii) any company which is a subsidiary of the Company over which the Company has management control (collectively, "the Group").
- 1.3. The Committee has an independent role with accountability to the Board. The Committee does not assume the functions of management of the Company, which functions remain the responsibility of the Company's executive directors, executive management or senior managers.
- 1.4. These Terms of Reference are subject to the provisions of the Companies Act, 2008 ("the Act") read with the Companies Regulations, 2011 ("the Regulations"), the Company's Memorandum of Incorporation ("the Memorandum of Incorporation") and any other applicable laws or regulations.

## 2. **COMPOSITION OF COMMITTEE AND CHAIR**

- 2.1. The Committee shall comprise at least three non-executive directors of Sibanye-Stillwater, all of whom must be independent. Members of the Committee, including the chairperson (the "Committee Chair"), shall be appointed by the Board and may be removed by the Board.
- 2.2. The CEO, COO, CFO and EVP: Business Development shall be permanent invitees of the Committee. The CEO reserves the right to change these permanent invitees.
- 2.3. Members of the Committee, including the Committee Chair, shall be appointed for such period of time as the Board requires.
- 2.4. The Company Secretary of Sibanye-Stillwater or their designee shall act as secretary to the Committee.

### 3. **FUNCTIONS AND DUTIES**

3.1. The functions, responsibilities and duties of the Committee shall be to:

- 3.1.1. consider investments and divestments, including acquisitions and disposals, major capital projects and other deployments of capital such as buybacks and dividends proposed, major commercial and procurement agreements as presented by management that require approval at Board level in accordance with the Board's approved Approvals Framework and make such recommendations as it considers appropriate to the Board;
- 3.1.2. ensure that investments, disposals or acquisitions are in line with the Company's overall strategy;
- 3.1.3. confirm that appropriate due diligence procedures have been followed when acquiring or disposing of assets;
- 3.1.4. assess the risks of proposed projects and activities and outputs in the context of the economic, social and natural environments in which it operates, and in the context of the 'six capitals' model (i.e. financial, manufactured, intellectual, human, social & relational and natural/environmental capital) that the Company uses and affects;
- 3.1.5. review planning and forecasting to enable the Board to take informative decisions with regard to major investment matters;
- 3.1.6. periodically review and recommend to the Board reports from management on capital allocation within the Group, and specifically evaluate how effectively the allocation of capital has:
  - 3.1.6.1. enhanced stakeholder value and met the Company's strategic and financial criteria; and
  - 3.1.6.2. conformed with the Group's overall strategy;
- 3.1.7. assess disposals, acquisitions and organic projects proposed and presented by management (collectively "Proposals");

- 3.1.8. recommend whether to proceed with, delay or discontinue work on Proposals;
- 3.1.9. recommend a Proposal to the Board for approval once the Committee has received such request from management and is satisfied to proceed with recommending such Proposal for approval;
- 3.1.10. test how the financial obligations arising from any major investment/ project or commercial agreement might impact the debt profile of the company going forward to ensure that the maximum potential impact is understood and how this might affect Group covenants;
- 3.1.11. review and recommend fundamental transactions in terms of sections 112 (Proposals to dispose of all or greater part of the Groups assets or undertaking), 113 (Proposals for amalgamations or mergers) and 114 (Proposals for schemes of arrangement) of the Act;
- 3.1.12. monitor and consider risks in relation to the matters that fall within the Committee's mandate, in a way that supports the Company in setting and achieving its strategic objectives;
- 3.1.13. perform such other investment related functions as may be determined by the Board from time to time;
- 3.1.14. at all times give due consideration to the relevant provisions of the Act read with the Regulations, the Listings Requirements, the Board's approved Approvals Framework, the Memorandum of Incorporation / the Company's constitutional documents and King IV.

#### **4. REMUNERATION**

- 4.1. Having regard to the functions performed by the members of the Committee, in addition to their functions as directors on the Board and in relation to the activities of the Committee, members of the Committee may be paid such remuneration for serving on the Committee as shall be recommended by the Remuneration Committee and, to the extent required by the Act, approved by the shareholders of Sibanye-Stillwater at a general meeting / annual general meeting; and
- 4.2. Such remuneration shall be a per meeting fee.

5. **MEETINGS**

- 5.1. The Committee shall meet on an adhoc basis; provided that the Committee Chair or any other member of the Committee may call a meeting at any other time. The Committee shall report to the Board on its activities at the Board meeting following each Committee meeting;
- 5.2. The quorum at any meeting of the Committee shall be 3 members of the Committee present in person or via telecommunication facilities;
- 5.3. Suitably qualified persons may be invited to attend Committee meetings or be consulted by the Committee from time to time to render such specialist services as may be necessary to assist the Committee in its deliberations on any particular matter. Such persons do not form part of the quorum for Committee meetings and shall not be entitled to vote at Committee meetings;
- 5.4. Where the Committee Chair is not present within 15 minutes of the time stipulated for a Committee meeting, the Committee members present at the meeting must elect one of them to chair that meeting;
- 5.5. A meeting of the Committee may be conducted by electronic communication and/or one or more members may participate in a meeting of the Committee by electronic communication so long as the electronic communication facility employed ordinarily enables all persons participating in that meeting to communicate concurrently with each other without an intermediary, and to participate effectively in the meeting;
- 5.6. Each member of the Committee has 1 vote on a matter before the Committee at meetings of the Committee, and a majority of the votes cast on a resolution is sufficient to approve that resolution;
- 5.7. In the case of a tied vote the Committee Chair may not cast a deciding vote even if the Chairman did not initially have or cast a vote and the resolution being voted on is then not approved;
- 5.8. The Committee Chair may consult members of the Committee at any time and may conclude any matter requiring the approval of the Committee by means of a round robin resolution to be approved by the full Committee. A round robin resolution of members shall be as valid and effectual as if it had been passed at a meeting of the Committee duly called and constituted, provided that each member has received

notice of the matter to be decided upon and that each member has voted on the matter, and that a majority of votes have voted in favour of the matter. A round robin resolution may be executed in any number of counterparts and will have the same effect as if the signatures on the counterparts were on a single copy of the round robin resolution; and

- 5.9. The Committee may specifically delegate to any one or more of its members authority to conclude any matter requiring the authority of the Committee. The outcome of any such delegation shall be reported to the Committee at its next meeting.

## **6. NOTICE AND PROCEEDINGS OF MEETINGS**

- 6.1. A notice of each meeting of the Committee, confirming the venue, time and date and enclosing an agenda of items to be discussed, shall be forwarded to each member of the Committee at least five working days prior to the date of the meeting;
- 6.2. All members of the Committee shall declare any conflicts of interests in respect of any matters on the agenda at the start of each meeting, unless varied by these terms of reference, meetings and proceedings of the Committee will be governed by the provisions of Sibanye-Stillwater's Memorandum of Incorporation regulating the meetings and proceedings of directors and committees; and
- 6.3. Minutes of meetings shall be taken by the Committee Secretary. Minutes of all meetings shall be circulated to all the members of the Committee within 2 weeks of the date of each meeting, and may also, if the Committee Chair so decides, be circulated to other members of the Board. Minutes must be formally approved by the Committee at its next meeting.

## **7. CONDUCT OF COMMITTEE MEMBERS**

Committee members are expected to:

- 7.1. act in the Company's best interests, in good faith and with integrity and adhere to all relevant legal standards of conduct;
- 7.2. avoid conflicts of interest between their personal affairs and those of the Company or, where unavoidable, disclose any such conflict or potential conflict at any time and as per 6.2 above;

- 7.3. disclose any information they may be aware of that is material to the Company and of which the Board is not aware, unless such director is bound by ethical or contractual obligations of non-disclosure;
- 7.4. keep all information learned by them, in their capacity as Committee members, strictly confidential; and
- 7.5. exhibit the degree of care, skill and diligence that may reasonably be expected of a person carrying out the same functions in relation to the Company as those carried out by that person, and having the general knowledge, skill and experience of that person.

8. **COMMITTEE EXPENSES**

Sibanye-Stillwater will pay all expenses reasonably incurred by the Committee in executing its duties. The Committee must be provided with adequate resources in order to properly discharge its duties.

9. **GENERAL**

- 9.1. The Committee shall approve the uploading of these terms of reference on the Company's website;
- 9.2. The Committee, in carrying out its tasks under these terms of reference, may obtain such outside or other independent professional advice as it considers necessary to carry out its duties;
- 9.3. The Committee has the authority to request management to conduct, and then present, PIRs (post investment reviews) on all major transactions/projects or commercial agreements above a certain threshold within a set time (as determined by the Committee from time to time) of completion in order that any lessons can be learned;
- 9.4. These terms of reference may from time to time be amended pursuant to a resolution of the Committee as required, subject to the approval of the Board;
- 9.5. The Committee has reasonable access to the information, including records, of Sibanye-Stillwater, and to the Company's property, employees, facilities and other resources, as well as to that or those, as the case may be, of the other entities within the Group of entities of which Sibanye-Stillwater forms part, as may be necessary to discharge its duties



and responsibilities. The Committee shall follow any relevant Board approved process in discharging any of its duties and responsibilities; and

- 9.6. Subject to the above provisions and to the fullest extent permitted under relevant rules, laws and other regulations, the members of the Committee shall not attract any personal liability arising from their appointment or the performance in good faith of their duties as Committee members. Sibanye-Stillwater shall indemnify members of the Committee against all and any claims arising from the execution of their duties.