

Brait PLC Corporate Governance Charter



1. Introduction

- 1.1. The Brait PLC (“**Brait**”, the “**Company**” or the “**Group**”) Board of Directors (the “**Board**”) has the highest commitment to, and seeks to comply with, the principles of best practice in corporate governance.
- 1.2. Brait is an investment holding company whose shares are primarily listed on the EURO MTF market of the Luxembourg Stock Exchange (“**LuxSE**”) with its secondary listing on the Johannesburg Stock Exchange (“**JSE**”). The Company also has issued convertible bonds which are listed on the Open Market (Freiverkehr) segment of the Frankfurt Stock Exchange.

Brait is structured as a European style investment vehicle which is made up exclusively of Non-Executive Directors who are ultimately responsible for the strategic and investment functions of the Group. An Independent Non-Executive Chairman heads up the Board.

- 1.3. This document, which shall be known as the Corporate Governance Charter (the “**Charter**”), reflects Brait’s corporate governance framework. Following the transfer of registered office from Malta to Mauritius, which concluded on 13 September 2021, Brait is required to comply with the National Code of Corporate Governance for Mauritius (the “**Code**”). Given Brait’s primary listing on the EURO MTF market of the LuxSE, this Charter also strives to comply with the Fourth Edition – Revised Version of “The Ten Principles of Corporate Governance of the Luxembourg Stock Exchange” (the “**Principles**”) as published in December 2017, of which, for completeness sake, an extract is attached hereto as Annexure 4 – “**LuxSE Principles**”. Where there are no conflicts with its primary listing requirements of the LuxSE and/or Mauritian law, Brait remains committed to complying with the relevant corporate governance frameworks for its respective exchanges or jurisdictions.
- 1.4. The Code employs an ‘apply-and-explain’ methodology. This Charter is underpinned by the Code and its 8 principles are as follows:
 - Principle 1: Governance Structure
All organisations should be headed by an effective board. Responsibilities and accountabilities within the organisation should be clearly identified.
 - Principle 2: The Structure of the Board and Its Committees
The board should contain independently minded directors. The board should be of a size and level of diversity commensurate with the sophistication and scale of the organisation. Appropriate board committees may be formed to assist the board in the effective performance of its duties.
 - Principle 3: Director Appointment Procedures
There should be a formal, rigorous and transparent process for the appointment, election, induction and re-election of directors. The search for board candidates should be conducted, and appointments made, on merit, against objective criteria (to include skills, knowledge, experience, and independence and with due regard for the benefits of diversity on the board, including gender). The board should ensure that a formal, rigorous and transparent procedure be in place for planning the succession of key officeholders such as directors, BML executives and contracted advisors.
 - Principle 4: Director Duties, Remuneration and Performance
Directors should be aware of their legal duties. Directors should observe and foster high ethical standards and a strong ethical culture in their organisation. Each director must be able to allocate sufficient time to discharge his or her duties effectively. Conflicts of interest should be disclosed and managed. The board is responsible for the governance of the organisation’s information, information technology and information security. The board, committees and

individual directors should be supplied with information in a timely manner and in an appropriate form and quality in order to perform to required standards. The board, committees and individual directors should have their performance evaluated and be held accountable to appropriate stakeholders. The board should be transparent, fair and consistent in determining the remuneration policy for directors and BML executives.

- Principle 5: Risk Governance and Internal Control
The board should be responsible for risk governance and should ensure that the organisation develops and executes a comprehensive and robust system of risk management. The board should ensure the maintenance of a sound internal control system.
- Principle 6: Reporting with Integrity
The board should present a fair, balanced and understandable assessment of the organisation's financial, environmental, social and governance position, performance and outlook in its annual report and on its website.
- Principle 7: Audit
The Company should have an effective and independent audit function that has the respect, confidence and co-operation of both the board and the management. The board should establish formal and transparent arrangements to maintain an appropriate relationship with the organisation's auditors.
- Principle 8: Relations with Shareholders and Other Key Stakeholders
The board should be responsible for ensuring that an appropriate dialogue take place among the organisation, its shareholders and other key stakeholders. The board should respect the interests of its shareholders and other key stakeholders within the context of its fundamental purpose.

1.5. The registered office of the Company is situated at C/o Maitland (Mauritius) Limited Suite 420, 4th Floor, Barkly Wharf, Le Caudan Waterfront, Port Louis, Mauritius.

1.6. This charter was last updated during September 2021 and is available at the Company's registered offices.

2. Corporate governance framework

2.1. Management of the Company

- 2.1.1. The internal regulations for management of the affairs of the Company are laid out in its Constitution. The Company's Constitution describes the respective functions of the Board as well as their powers and obligations.
- 2.1.2. The Board is structured as a European style investment vehicle which is made up exclusively of Non-Executive Directors who are ultimately responsible for the strategic and investment functions of the Group. In line with this structure, the Company has an advisory and service agreement with Brait Mauritius Limited ("**BML**") in terms of which BML is mandated to perform certain advisory services for the Company. BML in turn has an investment advisory and administrative service agreement with Ethos Private Equity Proprietary Limited ("**EPE**") (the "**Investment Advisor**") in terms of which the Investment Advisor is mandated to perform certain advisory services to BML (BML together with the Investment Advisor, the "**Advisory Service Providers**"). Market related fees are paid to the Investment Advisor in terms of the above agreements, which are disclosed in the Integrated Annual Report of the Group.
- 2.1.3. The Board delegates authority to sub-committees to oversee the various functions of the Board and the general running of the Company. These committees are covered in more

detail below.

2.2. Board of Directors

According to its Constitution, the Company shall be managed by a Board of Directors comprised of no less than three but not more than fifteen Directors. The Board acts in the best interests of the Company and protects the general interests of the Shareholders by ensuring sustainable development of the Company.

2.2.1. Powers and obligations of the Board

- 2.2.1.1. The Board has full power to perform all such acts as are necessary or useful to further the objects of the Company.
- 2.2.1.2. The Company will be bound, in all circumstances, by the sole signature of any director appointed with special powers pursuant to the Constitution of the Company.
- 2.2.1.3. To carry out its responsibilities regarding strategy and general policy, the Board of Directors:
 - is responsible for approving Group strategy, setting the accepting level of risk for the Company, together with key policies, and should prepare (or cause to be prepared) the annual financial statements, budgets and periodic accounts;
 - has the widest power to carry out any acts of management or of disposition that shall interest the Company. All that is not expressly reserved for the Shareholders in General Meetings by law or by the Company's Constitution is *intra vires* for the Board;
 - ensures that its obligations towards its Shareholders are understood and met, and reports to the Shareholders on how it has fulfilled its responsibilities; and
 - gives proper consideration to its staff policy and code of business ethics. Brait has a Code of Conduct which has been approved by the Board and circulated to all staff and Advisory Service Providers.

2.2.2. Board Composition

2.2.2.1. Number

The Board of Directors shall consist of at least three and at most fifteen Members, who need not be shareholders and who are appointed by and can be removed by the General Meeting of Shareholders. The Board makes a conscious effort of selecting Board Members with a variety of skills and experience which would benefit the Company's operations. All Board Members are Non-Executive Members with the majority also being independent Members. The Members of the Board oversee the Group's strategy and investment management function.

2.2.2.2. **Term of mandates**

The Directors shall be appointed for a period of up to six years from date of appointment. However, upon retiring as Director as a result of the expiration of the six-year period, such Director shall be eligible for re-election. The General Meeting of Shareholders may dismiss Directors at any time. In the event of a vacancy on the Board arising otherwise than on the occasion of a General Meeting, the remaining Directors, meeting together, may appoint provisionally a replacement whose term of office shall expire at the next General Meeting.

2.2.2.3. **Eligibility criteria**

The Directors are elected by the General Meeting of Shareholders because of their abilities and the contribution they can make to the administration of the Company. All Members of the Board must be sufficiently able to perform their duties as Directors of the Company.

To qualify as a Board Member, a proposed candidate should have all or most of the following qualities:

- entrepreneurial flair;
- sufficient strategic, analytical, communication and knowledge competencies;
- an ability to appreciate the wider business picture and perspective;
- unquestioned honesty and integrity in personal and business dealings;
- a preparedness to objectively question, challenge and critique what is in the best interest of the Company;
- ability to devote sufficient time to carrying out their duties and responsibilities effectively;
- a willingness to commit to good governance; and
- no conflict of interests with the Company.

2.2.2.4. **Board decisions**

Board meetings are preceded by board packs with supporting information on all key decisions to be made. All Directors engage in constructive and critical discussions of the strategy and key policies put forward by the Advisory Service Providers to ensure that no single Director or group of Directors dominate the Board's decision-making process.

Matters reserved for the Board include:

- Approval of the Group's overall strategy, forecasts and annual operating budget.
- Approval of the Group's half-yearly and annual financial statements and changes in the Group's accounting policies or practices.
- Approval of statements and announcements released on the website of the Luxembourg Stock Exchange and on the Stock Exchange News Service ("SENS") of the JSE Limited.
- Regular reviews of the Group capital structure and efficiency. This includes approval of changes relating to the capital structure of the Group or its regulated status.
- Manage, supervise, implement and execute the Company's treasury

- and funding related matters.
- Approval of the appointment and removal of the Group's contracted investment advisor, including an annual review of performance and compliance with the advisory agreement.
 - Approval of major changes in the nature of business operations or investment strategy.
 - Approval of investments and divestments.
 - Approval of portfolio company valuations at each reporting date as recommended by the Audit and Risk Committee.
 - Regular reviews of the performance and plans for each portfolio company.
 - Approval of share buyback program & bonus share issue/cash dividend policy and declarations.
 - Review of the adequacy of internal control systems; and
 - Appointments to the Board and determination of terms of appointment of directors.

2.2.3. Chairman of the Board of Directors

- 2.2.3.1. The Board elects a Chairman of the Company from among its Non-Executive Members. In the absence of the Chairman, the Board will be chaired by a Director elected by the Directors present at the meeting.
- 2.2.3.2. The Chairman's principal function is to preside over meetings of Directors and to ensure and facilitate the smooth functioning of the Board in the interests of optimal board decision making and good governance. To this end, the Chairman is required to:
- actively participate in the appraisal and selection of Board Members proposed by the Nomination and Remuneration Committee, as well as overseeing Board Meetings;
 - arrange for new Directors appointed to the Board to be properly inducted and oriented, and monitor and evaluate Board and Director appraisals;
 - determine, with input from other directors, an annual plan for the Board against agreed objectives and goals, as well as play an active role in the decision-making process of the Board;
 - ensure that all Directors play a full and constructive role in the affairs of the Company and take a lead role in removing non-performing or unsuitable Directors from the Board; and
 - ensure that all the relevant information and facts are placed before the Board to enable the Directors to reach an informed decision.

2.2.4. Non-Executive Members of the Board of Directors

- 2.2.4.1. The Board of Directors is composed entirely of Non-Executive Directors. A Non-Executive Director is any Member of the Board of Directors who does not carry out an executive function in a company within the Brait Group.
- 2.2.4.2. An Independent Non-Executive Director is any director who meets the following independence criteria set out in the Principles:

A Non-Executive Director:

- is not an Executive Director (or Manager) of the Company or an associated

- company, and has not been in such a position for the previous five years;
- is not an employee of the Company or an associated company, and has not been in such a position for the previous three years;
- is not and does not represent a strategic shareholder with a 10% or larger holding in any way;
- is not, and has not been within the last three years, a partner or employee of the present or former Statutory (External) Auditor of the Company or an associated company;

2.2.4.3. Each Director shall, at least annually, perform a self-assessment of their independence based on the criteria set out in the Principles.

2.2.5. Functioning of the Board of Directors

- 2.2.5.1. The Board of Directors is structured as a European style investment vehicle which is made up exclusively of Non-Executive Directors who are ultimately responsible for the strategic and investment functions of the Group. It is supported in discharging these functions through the agreements it has with the Advisory Service Providers. Each year the Board carries out a self-evaluation of its work.
- 2.2.5.2. The meetings of the Board are held at least three times annually to enable it to perform its tasks. The Board shall also meet when called to do so by the Chairman of the Company or any Director of the Company.
- 2.2.5.3. A Director may attend a meeting of the Board physically or by conference telephone or similar communication equipment (as long as all those participating in the meeting can simultaneously communicate with each other) or may be represented by another Director to whom a proper proxy has been given. The Board may validly deliberate on the matters before it and take decisions only if at least a majority of its Members are present or represented.
- 2.2.5.4. The Directors undertake to participate actively in the work of the Board and the Committees on which they sit. Regular attendance at the meetings of the Board and the Committees is a condition of such participation.
- 2.2.5.5. The agenda lists the matters to be discussed, whether they are there for information, for discussion or for decision making purposes.
- 2.2.5.6. The minutes provide a record of the discussions and state the decisions taken, mentioning where appropriate the reservations expressed by certain Directors.
- 2.2.5.7. Resolutions of the Board shall only be adopted by a majority of the votes cast and the Chairman of the meeting shall have a casting vote.
- 2.2.5.8. Written resolutions, in terms of the Constitution, require unanimous consent.

2.2.6. Confidentiality

- 2.2.6.1. The information communicated to the Directors in the framework of their functions, whether during the meetings of the Board, Special Committees or during private discussions is given "*intuitae personae*". The confidentiality of this information must be strictly observed.

2.2.6.2. The knowledge of inside information results in the prohibition to carry out, for any Member of the Board's own account or for that of a third party, transactions in the shares of the concerned companies, and to communicate such information to third parties or to recommend that a third party engage or induce a third party to engage in a trade (acquire or dispose) or amend or cancel an order on the basis of such information.

2.2.7. Training of Directors

2.2.7.1. In order to acquire a thorough understanding of the Group, Directors undertake an induction programme upon joining the Board. The induction process includes acquiring full knowledge of the functions of the Company, Board and the various committees as well as contact with key internal and external parties such as Advisory Service Providers and external auditors, etc.

2.2.7.2. The Chairman of the Board is responsible for ensuring that the necessary resources are available for improving and updating the knowledge and skills of the Directors.

2.2.8. Conflicts of interest

2.2.8.1. The Directors ensure that their participation in the Board of Directors is not a source of conflict of interest for them, either direct or indirect, as well as on a personal level because of the professional interests they represent.

2.2.8.2. Directors ensure that their participation in the Board of Directors translates to a total independency towards interests outside of the business itself. In particular, cross-exchanges between Directors are to be avoided.

2.2.8.3. Directors must tender their resignation to the Board in case of a substantial change in their functions. In those circumstances, the Board decides whether or not to accept the resignation after advice from the Nomination and Remuneration Committee. They must resign if a change in their situation creates an incompatibility with their mandate as a Director of Brait.

2.2.8.4. Where a Director has, directly or indirectly, an interest of patrimonial nature adverse to a decision or operation falling within the competence of the Board of Directors, he/she must communicate this to the other Members of the Board before the deliberation by the Board. His/her declaration, as well as the reasons justifying the existence of the adverse interest must be recorded in the minutes of the meeting of the Board of Directors, which will need to take the decision.

2.2.8.5. The Board of Directors describes in the minutes the nature of the concerned decision or transaction and a justification for the decision, which was taken, as well as the financial consequences for the Company.

2.2.8.6. In accordance with the Constitution, a Director shall declare their interest in any contract or arrangement which is being discussed by the Board of Directors or which is being or may be entered into by the Company. Such Director shall not be precluded from voting at any meeting where such contracts are being considered. Nonetheless, Directors must always act in the best interests of the Company.

2.2.8.7. Any transactions between a company of the Group and a Director must be concluded on an arm's length basis.

2.2.8.8. Each Director has an obligation to inform the Chairman of the Board and the Company Secretary of Brait (the "**Company Secretary**") of any other directorship, office or responsibility - including executive positions – which he/she takes up outside the Company during the term of his directorship.

2.2.9. **Evaluation of the performance of the Board**

2.2.9.1. The Board regularly evaluates its performance.

2.2.9.2. The Chairman of the Board is responsible for the Board self-evaluation process that happens at least once each year for the purpose of assessing the Board's and individual Director's performance. The Board also examines its composition, organisation and effectiveness as a collective body.

2.2.9.3. A similar evaluation is carried out by each committee of the Board.

2.2.9.4. The evaluation is performed through individual Members completing various forms with specific questions on Board performance which request them to rank each question and suggest recommended changes. The Chairman summarises these and tables the comprehensive report at the next Board meeting.

2.2.9.5. In addition to the self-assessment process, the evaluation of the Audit and Risk Committee includes comments and assessments of the committee members' performance from BML and the Investment Advisor.

2.2.10. **Company Secretary**

2.2.10.1. The Company Secretary assists the Board in the organisation and administration of its various statutory and secretarial tasks, and with the implementation of the rules and procedures regulating the functioning of the Board.

2.2.10.2. The Company Secretary, in conjunction with the Chairman of the Board, reviews the minutes summing up the deliberations, noting any resolutions passed and, where relevant, indicating the votes cast by the Directors.

2.3. **Special Committees**

2.3.1. The Board has established several committees of the Board which perform their task according to the framework of the terms of reference that they have been given and which report regularly on their activities and on the results of their work to the Board.

2.3.2. The Committees may seek expert assistance in obtaining the necessary information for the proper fulfilment of their duties, and the financial resources needed for this are provided by the Company.

Listed below are the various special committees established by the Company.

2.4. **Nomination and Remuneration Committee ("NomRemCo")**

- 2.4.1. The NomRemCo provides the Board with assurance that the Directors and employees of the Group are fairly rewarded, plus it demonstrates to stakeholders that such remuneration and rewards are decided by an independent committee of the Board. Responsibilities in terms of the Charter of the NomRemCo include, inter alia:
- 2.4.1.1. Supervise and review the affairs of the Board and committee composition;
 - 2.4.1.2. Recommendation of new Directors;
 - 2.4.1.3. Leadership and Board evaluations;
 - 2.4.1.4. Review the independence self-assessments performed annually by each Director and report to the Board as appropriate;
 - 2.4.1.5. Reviewing the Directors' and staff remuneration based on time, responsibilities, skills and experience; and
 - 2.4.1.6. Assurance that the policies and remuneration for key personnel at portfolio investments and the Investment Advisor are adequate to ensure retention and performance that is aligned with the Group's strategy.
- 2.4.2. Kindly refer to Annexure 1 – “NomRemco Terms of Reference”, for details of the function and responsibilities of this committee.
- 2.4.3. See Section 3 on remuneration policies below.

2.5. Audit and Risk Committee (“ARC”)

- 2.5.1. The ARC provides the Board with additional assurance regarding the quality and reliability of financial information, plus identifies and monitors group risks and measures the effectiveness of actions taken to mitigate risks.
- 2.5.2. Responsibilities in terms of the Charter of the ARC include, inter alia:
- 2.5.2.1. Reviewing the Group's interim and annual financial statements and changes in the Group's accounting policies or practices;
 - 2.5.2.2. Providing satisfaction to the Board of the effectiveness of the internal control environment of the Group, ensuring that adequate and appropriate financial and operating controls are in place;
 - 2.5.2.3. Ensuring compliance with appropriate standards of governance, reporting and other regulatory requirements in all jurisdictions;
 - 2.5.2.4. Reviewing the scope of the external audit, audit fee budgets and any other related matters;
 - 2.5.2.5. Reviewing the recommendations of the Company's wholly owned subsidiary, BML, on the valuations of portfolio investments, including the benchmarking of those valuations in the context of prevailing market conditions;

- 2.5.2.6. Providing satisfaction to the Board of the performance of the Investment Advisor, as well as consideration of BML's formal assessment in this regard;
 - 2.5.2.7. Reviewing and updating of the ARC charter and corporate governance charter;
 - 2.5.2.8. Reviewing the Group's risk assessment and mitigating factors;
 - 2.5.2.9. Reviewing the Group's long-term debt facility covenant compliance;
 - 2.5.2.10. Reviewing the Group's cash flow forecast and going concern considerations;
 - 2.5.2.11. Reviewing the Integrated Annual Report;
 - 2.5.2.12. Reviewing related party services;
 - 2.5.2.13. Reviewing and approving internal controls, risk and compliance policies, reports and findings;
 - 2.5.2.14. Ensuring that significant business, financial and other risks have been identified and are being managed;
 - 2.5.2.15. Regularly monitoring available Group borrowing facilities and covenants; and
 - 2.5.2.16. Regularly monitoring cash balances, currency exposures and their placement with investment grade institutions.
- 2.5.3. Kindly refer to Annexure 2 – ARC Terms of Reference for details of the function and responsibilities of this committee.

2.6. Environmental, Social and Governance (“ESG”) Committee

- 2.6.1. The ESG Committee provides the Board with additional assurance regarding the environmental and social risks facing the Company and the practices by which these risks are managed and mitigated. Responsibilities in terms of the Charter of the ESG Committee include, inter alia:
- 2.6.1.1. Defining the Group's corporate and social obligations as a responsible citizen and overseeing its conduct in the context of those obligations through the creation of appropriate policies and measures;
 - 2.6.1.2. Providing satisfaction to the Board that the Group's responsibilities to environmental, social and governance aspects, as defined by the ESG policies, are adequately implemented, measured and publicised;
 - 2.6.1.3. Reviewing and making recommendations to the Board with respect to the Company's policies, programs and practices and the impact that the Company's policies, programs and practices have on the environment, marketplace, workplace and communities in which the Company operates;
 - 2.6.1.4. Identifying, analysing, evaluating and monitoring the social, political, environmental and public policy trends, issues and concerns which could affect the Company's business activities or performance; and

2.6.1.5. Monitoring the Group's engagement with external stakeholders and other interested parties.

2.6.2. Kindly refer to Annexure 3 – the “ESG Sub-Committee Charter” for details of the function and responsibilities of this committee.

2.7. External Audit Function

2.7.1. The financial statements of the Company are subject to statutory audit. Statutory auditors are appointed at the Company's Annual General Meeting (“AGM”) of Shareholders and hold office from the end of that AGM to the end of the following AGM. Auditors must be approved and registered with the local competent authorities in line with the provisions of the EU Statutory Audit Directive.

2.7.2. The external auditor reports to the ARC at least semi-annually, and the audit partner has direct access to the Board and Chairman of Brait at all times.

2.7.3. The Company is audited by PricewaterhouseCoopers.

3. Remuneration Policy

3.1. Objectives of the remuneration policy

3.1.1. Brait's remuneration policies are designed to align the interests of Directors, stakeholders and employees. The policies are designed to build long-term shareholder value, attract and retain employees of the highest calibre who embrace the Group's values and reward contributions to Brait's performance.

3.1.2. The NomRemCo governs the remuneration for the Group and ensures that the determination of incentive plans and fringe benefit policies are regularly reviewed. See Annexure 1 - the “Terms of the NomRemCo”.

3.1.3. The remuneration strategy includes the determination of incentive pay structures for Directors and employees for both short and long-term, and the positioning of these levels in accordance with trends and best practice in local and international markets.

3.2. Directors of the Company

3.2.1. Directors are all non-executive and are not required to have service agreements. Letters of appointment confirm the terms and conditions of their service.

3.2.2. Remuneration packages of Directors are agreed and recommended to the Board by the NomRemCo.

3.2.3. Directors' fees are structured so as to encourage maximum board and sub-committee participation. Certain Directors are paid additional fees depending on the time spent on certain activities of the Group.

3.3. Advisory Service Providers

3.3.1. Included in operating costs are the costs of BML and service fees paid to EPE for

providing advisory functions in accordance with the related agreements.

- 3.3.2. The Board regularly reviews the advisory service agreements to ensure that they are in line with market related terms.

4. Shareholders and other key Stakeholders

4.1. Communication with Shareholders and other key Stakeholders

- 4.1.1. Brait respects the rights of its Stakeholders and ensures that they receive equal treatment. The Company has a policy of active communication with the Shareholders.
- 4.1.2. All Shareholders receive a copy of the Company's annual report as well as having an open invitation to the Company's presentation of its annual and interim results.
- 4.1.3. Brait places a high premium on the quality of its relationship with its individual and institutional Shareholders and other key Stakeholders. The Company is committed to regular dialogue and transparency in its relations with Stakeholders and provides individual Shareholders with regular and interactive information.
- 4.1.4. The Board, through the ARC, reviews the annual report to ensure that a fair, balanced and understandable assessment of the organisation's financial, ESG, performance and outlook is presented.
- 4.1.5. The Group's website www.brait.com provides access to information about the Brait Group for its Stakeholders, including the Group's main publications such as the Integrated Annual Report, interim and final results presentations and market announcements.
- 4.1.6. Shareholders are invited to the Company's Annual General Meeting ("**AGM**") which is held in August each year in Mauritius. Shareholders who cannot attend are allowed to vote in absentia through proxies.
- 4.1.7. Agendas and resolutions for the AGM are communicated at least 14 days before the meeting.
- 4.1.8. In accordance with the Constitution of the Company, one or more Shareholders who together hold at least 10% of the Company's shares may submit proposals to the Board concerning the agenda for the AGM, provided that each item is accompanied by a justification or a draft resolution to be adopted at the AGM and that these should reach the Board at least 7 days prior to the meeting. In the event that such a request or resolution is received after the lapse of the 7 day time limit set out above, the Company shall not be obliged to entertain any requests by such holders of ordinary shares.
- 4.1.9. The Chairman undertakes to respond to questions asked at the AGM except where the answer might seriously harm the Company, its Shareholders, or its personnel.
- 4.1.10. Brait posts the results of votes of an AGM on the website of the LuxSE and the JSE's SENS soon after each meeting.

4.2. Principal Shareholders

Brait discloses all its principal Shareholders, holding at least 5% of the Company, annually in its annual report.

4.3. Profit distribution policy to Shareholders

- 4.3.1. Brait's ability to return capital to Shareholders pursuant to its stated strategy will depend upon it receiving realisations on loans and investments, dividends, other distributions or payments from its portfolio companies (which are under no obligation to pay dividends or make any other distributions to Brait). In addition, Brait's ability to pay any dividends will depend upon distribution allowances under the terms of its drawn borrowing facility ("**BML RCF**").
- 4.3.2. To the extent that surplus cash becomes available at a future date for distribution, the Board will consider the potential for the distribution of such surplus cash by way of special dividend, taking into consideration the requirements pursuant to the Company's issued Convertible Bonds at the time.

5. Compliance with Transparency Laws and Directors and staff dealing in own shares

5.1. In order to foster the transparency of transactions in Brait shares, the Directors and the Advisory Service Providers are requested to declare to the Company Secretary:

- upon entering office, the Brait shares or financial instruments they hold;
- after each operation, the details thereof for the purpose of carrying out the appropriate publications;
- at the end of each year, an update of the Brait shares or financial instruments that they hold.

5.2. Before carrying out any transaction in Brait shares, Directors and its Advisory Service Providers must inform the Company Secretary and the Brait ARC Chairperson of the transaction they are considering entering into.

5.3. Immediately after carrying out any transaction in Brait shares, the following persons are required to report such transaction to the Company Secretary and Brait ARC Chairperson:

5.3.1. Persons Discharging Managerial Responsibilities ("**PDMR**"), being a person within Brait who is:

5.3.1.1. a member of the administrative, management or supervisory body of Brait; or

5.3.1.2. a senior executive who is not a member of the bodies referred to in point above, but who has regular access to inside information relating directly or indirectly to the Company and who has power to take managerial decisions affecting the future developments and business prospects of the Company; and

5.3.2. Persons Closely Associated with PDMRs ("**PCA**"), being:

5.3.2.1. a spouse, or a partner considered to be equivalent to a spouse in accordance with national law;

- 5.3.2.2. a dependent child, in accordance with national law;
- 5.3.2.3. a relative who has shared the same household for at least one year on the date of the transaction concerned;
- 5.3.2.4. a legal person, trust or partnership, the managerial responsibilities of which are discharged by a PDMR or by a person referred to in the above points 5.3.2.1, 5.3.2.2 or 5.3.2.3 or which is directly or indirectly controlled by such a person or which is set up for the benefit of such a person or the economic interests of which are substantially equivalent to those of such a person.

The necessary publications on the LuxSE website, JSE SENS and Brait website are made and the necessary documents are lodged with the *Commission de Surveillance du Secteur Financier* (“**CSSF**”) in Luxembourg.

- 5.4. Except with the prior agreement of the Brait ARC Chairperson, Directors and personnel of the Advisory Service Providers must desist from carrying out:
- any transaction in Brait shares during the period from year end, 31 March, and interim results, 30 September, until after the public announcement of the respective financial results (“**closed period**”);
 - any transaction in Brait shares during the sensitive periods communicated to them by the Company Secretary and determined by the ARC on the basis of a general policy (“**prohibited period**”); and
 - any operation contrary to a previous operation with the exception of the sale of shares consequent upon the exercise of options within a period of six months therefrom.
- 5.5. The foregoing obligations regarding Brait shares, in addition to applying to PDMRs and PCAs of Brait, apply to Directors and personnel of the Advisory Service Providers, their actual spouses and any children who have not yet attained majority.
- 5.6. The Company Secretary ensures that the Directors and personnel of the Advisory Service Providers are acquainted with the rules set out in the foregoing paragraphs.
- 5.7. Brait has also put in place internal controls to comply with the following key transparency laws:
- 5.7.1. Luxembourg law of 23 December 2016 on market abuse, as amended; and
 - 5.7.2. Regulation (EU) No 596/2014 the European Parliament and of the Council of 16 April 2014 on market abuse and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC as regards exemptions for buy-back programmes and stabilisation of financial instruments.
- 5.8. All the above laws are aimed at promoting transparency in the purchase or sale of the Company’s shares, as well as dissemination of market sensitive information by the Company. Brait has put in place effective controls, monitored by the Board through the Company Secretary, to ensure that there is full compliance with the above laws.

6. Compliance with Anti-Fraud and Anti-Corruption Laws of Mauritius and those countries in which portfolio companies are domiciled

6.1. Introduction

- 6.1.1. The Group is committed to high ethical standards, transparency and accountability to all internal and external stakeholders, including personnel, portfolio companies, suppliers, service providers, clients, investors and any cooperating partners. Brait has a zero tolerance policy for any form of fraud, bribery or corruption practice and fully supports the anti-corruption provisions provided for in the Mauritian Prevention of Corruption Act of 2002, the Mauritian Financial Intelligence and Anti-Money Laundering Act of 2002 as well as the Mauritian Civil Code, Criminal Code and Companies Act. These Acts identify numerous crimes of corruption, including corruption relating to public officers, foreign public officials, contracts (both with private and public bodies), procurement, and auditors.
- 6.1.2. In addition, Brait takes further cognisance of other international corruption prevention legislation, such as the Foreign Corrupt Practices Act (U.S.) and the Bribery Act (U.K.), both of which encompasses a global reach as the anti-bribery provisions contained therein, also extends to foreign firms and persons who trade or conduct business in these countries. Furthermore, Brait has an acute awareness of the Organisation for Economic Co-operation and Development (“OECD”) recommendations regarding corruption, provided in the OECD Legal Instruments on Corruption Prevention.
- 6.1.3. All forms of fraud and corruption, prejudicial or beneficial to Brait, are prohibited. A policy on the prevention of fraud, corruption and other irregularities is supportive of good corporate governance practices.

6.2. Purpose

- 6.2.1. The purpose of this policy is to state Brait’s commitment to managing the threat of fraud and corruption and to provide the organisation with a framework upon which to build a corruption resistant culture. The policy provides a clear statement to staff forbidding fraud and corruption. In addition, it identifies areas of potential fraud and corruption risk where mechanisms, designed to prevent, deter and detect fraud and corruption (internal controls and procedures), should be implemented to manage Brait’s vulnerability.

6.3. Scope

- 6.3.1. This policy applies to any fraudulent or corrupt practices involving Brait personnel. Fraud and corruption prevention, like any other risk, is the responsibility of everyone in the organisation. When dealing with allegations of fraud/corruption and other irregularities at Brait, the organisation will strive to protect the rights of all parties involved in terms of the Constitutions and laws of Mauritius, or the laws of any other country in which the Group may operate.

6.4. Related Documents

- 6.4.1. This policy does not replace Brait’s existing policies which may also cover various aspects of fraud, corruption and bribery and should be read in conjunction with the Group Code of Conduct and any other applicable Group policy documents.

- 6.4.2. Definitions

There are several important key definitions which are required to be considered, in order to understand and implement this policy effectively. They are described below:

Fraud	commonly defined as the unlawful and intentional making of a misrepresentation which causes actual prejudice or which is potentially prejudicial to another.
Corruption	<p>Any person is guilty of the offence of corruption when he/she, directly or indirectly –</p> <p>(a) accepts or agrees or offers to accept any gratification from any other person, whether for the benefit of himself or for the benefit of another person; or</p> <p>(b) gives or agrees or offers to give to any other person any gratification, whether for the benefit of that other person or for the benefit of another person;</p> <p>The above includes but is not limited to –</p> <ol style="list-style-type: none"> i. any conduct whereby, in return for a gratification, a person does or neglects from doing an act in contravention of his public duties; ii. the offer, promise, soliciting or receipt of a gratification as an inducement or reward to a person to do or not to do any act, with a corrupt intention; iii. the abuse of a public or private office for private gain; iv. any agreement between 2 or more persons or any conspiracy to act or refrain from acting in violation of a person's duties in the private or public sector for profit or gain; and v. any conduct by an accomplice which promotes or incites the above or aids in the above.
Irregularity	means any conduct that is in contravention of any approved policy at Brait including, amongst others, fraud.
Vested interest	exists where a person has a special interest in protecting or supporting something for the purpose of self-interest, gain or benefit, whether financially or otherwise.

6.5. Actions constituting fraud and corruption

- Embezzlement;
- Extortion;
- Bribery;
- Misappropriation;
- Theft;
- Falsification & Forgery;
- Overstatement of assets & income to conceal unauthorised transactions;
- Understatement of liabilities and expenses to conceal illegal transactions; or

- False and / or omitted disclosures, etc.

6.6. Misconduct at Brait that constitutes fraud, corruption and other irregularities

Any Director or employee who commits, amongst others, any of the following acts would be considered to have committed an act of fraud / corruption or an irregularity against the organisation:

- Misappropriation or misuse of funds and property that belongs to Brait.
- Destruction, removal or concealment of Brait property.
- Alteration or falsification of documents prejudicial or potentially prejudicial to Brait or any party conducting business with Brait.
- Presenting any false claim for reimbursement by any party associated with Brait.
- Theft of property in any form, corporeal or incorporeal, from Brait.
- Knowingly creating, condoning or presenting inaccurate financial statements contrary to proper financial reporting standards adhered to at Brait.
- Colluding, for a benefit, with any party (internal or external) in any manner that creates actual or potential prejudice to Brait.
- Improper handling or reporting of financial transactions.
- Knowingly giving authority for the payment of or signing for fictitious goods and services.
- Knowingly submitting or authorising false overtime, reimbursable travel or expenditure claims.
- The use of or authorising the use of any Brait logo or trademarks in any manner that causes prejudice to the organisation.
- Exercising, or failing to exercise, any power or authority delegated to the individual as a Brait employee resulting in the employee, or his/her immediate family member, obtaining a personal benefit.
- Failing to disclose any vested interest where there is likely to be any conflict of interest while conducting Brait business.
- Making any misrepresentation of facts that result in actual or potential prejudice against any party at Brait.
- Failure to comply with the provisions of any policy and / or procedure duly approved by the Board in a manner that causes prejudice to the organisation.
- Failure to act in a reasonable manner, or to refrain from acting, where such conduct or omission is not regulated by policy, causing prejudice to Brait.

6.7. Duty to report Fraud/Corruption and other Irregularities

- Any employee, consultant, service provider or supplier / vendor who becomes aware of, or *reasonably suspects/believes* that another person is committing or has committed fraud/corruption or any other irregularity against Brait, has a duty to report such contravention.
- Any person who becomes aware of or reasonably believes or suspects that another person is or has committed fraud/corruption or any other irregularity, will refrain from confronting that person, conducting any unauthorised investigation or discussing the incident with any person other than a party in a position of authority and who has been authorised to receive such information as indicated in the next section of this policy.

6.8. Procedures for reporting Fraud/Corruption and other Irregularities

- Any person may, depending on the circumstances, report fraud/corruption and other irregularities to any of the following:
 - His/her line manager
 - The relevant line manager where the alleged fraud is, or was, committed
 - A director on the BML board
 - Any other party, within Brait, in a position of authority and appropriate structure
- Any person who makes unfounded and/or malicious allegations of fraud/corruption or other irregularities against another person will be committing an act of misconduct and disciplinary action may be taken against him/her.
- Where a person has reason to suspect that he/she may be victimised for making a report with regard to fraud/corruption or other irregularities, he/she may submit a report requesting anonymity to any of the following:
 - The Company Secretary
 - The Chairman of the ARC

6.9. Civil and Criminal Proceedings

Brait reserves the right to report any conduct that constitutes a criminal act, or a contravention of any law that it becomes aware of, to the relevant authorities. The matter will be reported to the relevant authorities irrespective of whether or not the act was beneficial to Brait.

Where Brait has suffered a loss as a result of the fraudulent/corrupt/irregular behaviour, a preliminary investigation shall be conducted to establish:

- The nature and amount of the loss incurred
- The possibility of recovering the loss
- The desirability of instituting criminal and/or civil proceedings against the party/parties concerned.

A report, detailing the results of the preliminary investigation, shall be submitted to the Brait Board for a final decision on recovery of the loss and any disciplinary action required.



6.10. Availability and access

This policy is annexed to the Group Code of Conduct, included in Brait's employment induction pack.

6.11. Compliance

All Brait personnel shall acknowledge having received, read and understood this policy, together with the Brait Group Code of Conduct, and undertake to abide by its terms. Non-compliance with this policy shall be subject to Brait's disciplinary procedures, as described in the relevant employment contracts and applicable policy documents, and, if required, necessary action being taken against employees, which may result in an employee's dismissal. It must be noted that any avoidance, limitation or circumvention of this policy, by whatever means, will be seen as non-compliance.

ANNEXURE 1 – Nomination and Remuneration Committee (“NomRemCo”)

Function

Has the responsibility and authority to supervise and review the affairs of Brait as they relate to Board and Committee composition and leadership, as well as Board evaluations.

To provide the Brait Board with assurance that the Directors and employees of the Group are fairly rewarded for their individual contributions to the Group's performance and to demonstrate to stakeholders that such remuneration and rewards are set by an independent committee of the Board.

Scope

The scope of NomRemCo's work shall extend to the Group as a whole. Group subsidiaries and associates will not establish their own committees unless specifically required. Portfolio companies have their own remuneration committees, in which Brait has its own representation.

Responsibilities

The following shall be the principal recurring functions of the NomRemCo in carrying out its responsibilities. The functions are set forth as a guide with the understanding that the committee may modify or supplement them as appropriate.

- Supervise and review the affairs of the Board and committee composition;
 - Monitor the composition, size and independence of the Board and recommend changes to the Board as appropriate
 - Review the transformation of the Board
 - Review and make recommendations to the Board regarding proposals submitted by shareholders for presentation at a shareholder meeting
 - Report to the Board on NomRemCo's activities on a regular basis
- Recommendation of new Directors;
 - Seek out appropriate, qualified candidates to serve as Directors of Brait and encourage and receive recommendations for director candidates from all sources
 - Recommend to the Board candidates for nomination as Directors
 - Develop and recommend to the Board the appropriate skills and characteristics required of Directors, as well as any additional qualifications appropriate for any one or more Directors, based on the needs of Brait from time to time, and confer with the full Board as to the application of these criteria in connection with identifying new Board candidates
 - Monitor the Company's procedures for the receipt and consideration of Director nominations by shareholders and other persons
 - Interview and otherwise examine Director candidates and their credentials

- Perform such other advisory functions with respect to the selection and nomination of Directors of Brait as are deemed appropriate by the member of NomRemCo
- Leadership and Board evaluations:
 - Review periodically the continued appropriateness of Board Membership for each Director, including upon a change in a Director's employment or other relevant circumstances
 - Prepare or review disclosure regarding NomRemCo's duties required to be included in Brait's annual report
 - Develop and implement director orientation and continuing education programs
 - Establish and monitor procedures by which the Board will conduct, at least annually, evaluations of its performance
 - Recommend to the Board the annual assignment of Directors to Board Committees and the nomination of committee chairpersons
 - Oversee an annual review by the Board on succession planning, including transitional leadership for unplanned vacancies at Board level
 - Review the independence self-assessments performed annually by each Director and report to the Board as appropriate
- Remuneration:
 - Review the Directors' and staff remuneration based on time, responsibilities, skills and experience.
 - Review the policies and remuneration for key personnel at portfolio investments and Investment Advisor to ensure adequate retention and performance that is aligned with the Group's strategy.
 - These principal responsibilities include:
 - annual review of policies for Directors.
 - annual review of the basis of calculation of Directors and employees' remuneration to ensure that it appears reasonable.
 - periodic reviews of current industry remuneration practice.
 - review of different methods of remuneration.
 - review and measurement of performance and incentive awards.
 - review of fringe benefits.
 - communication with Shareholders to gauge their views on remuneration packages.

Authority

The NomRemCo shall have the resources and authority appropriate to discharge its responsibilities, including sole authority to retain and terminate search firms, special counsel and other experts or consultants. Brait shall provide for appropriate funding, as determined by NomRemCo, for payment of compensation to any such advisors.

Further, NomRemCo shall have access to any information it needs to fulfil its responsibilities. This shall include the authority to require Directors and/or Advisory Service Providers of the Group to attend meetings and submit reports requested by the committee. It shall also have the right to seek independent advice, acquire surveys and publications on industry norms in carrying out its duties and have the power to investigate matters falling within its parameters of responsibility.

NomRemCo shall perform an advisory function to the Board.

Composition

The NomRemCo shall be comprised of at least three (3) Directors, the majority of whom shall be independent and non-executive. The Board shall designate one Member as Chairman of the NomRemCo, who must be independent. The Board may remove members with or without cause. NomRemCo may, at its discretion in accordance with applicable law or regulation, delegate to one or more of its members the authority to act on behalf of NomRemCo.

Meetings

At least one meeting per financial year shall be held and NomRemCo shall hold such additional meetings as deemed necessary or desirable by the Chairman of NomRemCo and as may be required to perform the functions described under "Responsibilities" above. A quorum shall consist of two members.

Reasonable notice of meetings shall be given, and members may be represented at meetings in person, by proxy (given to another attending Member) or by telephone conference. Formal minutes of meetings shall be kept.

Annual Review

The NomRemCo shall review on at least an annual basis (i) this Charter and the scope of responsibilities of NomRemCo and (ii) NomRemCo's performance of its duties. Any proposed changes to this Charter or the committee's scope of responsibilities, where indicated, shall be referred to the Board for appropriate action.

Operating Procedures

Formal actions to be taken by NomRemCo shall be by unanimous written consent or by a majority of the persons present (in person or by conference telephone) at a meeting at which a quorum is present. A quorum shall consist of at least two of the Members of the committee.

ANNEXURE 2 - Audit and Risk Committee (“ARC”)

Function

To provide the Board of Directors with additional assurance regarding the quality and reliability of the financial information used by the Board and to assist them in the discharge of their duties relating to the safeguarding of the assets, the operation of adequate systems of internal control and the issuance of financial statements. ARC also identifies and monitors Group risks and measures the effectiveness of actions taken to mitigate risks.

The Board further delegates authority to the ARC to supervise, manage and execute the Company's treasury and funding related matters.

Scope

The responsibilities of ARC shall extend to the Group as a whole. Audit committees will not be established for unlisted subsidiaries or unlisted controlled associated group companies unless specifically required.

Responsibilities

The following shall be the principal recurring functions of the ARC, or any person appointed by the ARC to act on its behalf, in carrying out its responsibilities. The functions are set forth as a guide with the understanding that the ARC may modify or supplement them as appropriate. The principal responsibilities of the ARC shall include:

- Reviewing the Group's interim and annual financial statements and changes in the Group's accounting policies or practices
 - review of the financial statements and interim reports prior to approval by the Board, including the accounting policies adopted
 - consideration of the quality of financial information produced
- Providing satisfaction to the Board of the effectiveness of the internal control environment of the Group, ensuring that adequate and appropriate financial and operating controls are in place;
 - review of the internal control structure including financial control, accounting systems and reporting
 - review of the effectiveness of the Company's systems of internal control
- Ensuring compliance with appropriate standards of governance, reporting and other regulatory requirements in all jurisdictions;
 - monitoring the compliance of the Group's legal requirements
 - monitoring the compliance with the Group's code of conduct
 - reviewing the Group's compliance in respect of corporate governance
 - monitor the legal, stock exchange, bank supervisory and other compliance obligations of the Group

- monitoring the ethical conduct of the Company, its Directors and employees
- Reviewing the scope of the external audit, audit fee budgets and any other matters;
 - recommendations on the appointment or retention of auditors
 - review and discussion of the scope of the audit
 - satisfying itself that the audit plan makes provision for effectively addressing the critical areas of the Group
 - evaluation of the performance of auditors
 - liaison with external auditors and consideration of their effectiveness
- Reviewing the recommendations of the Company's wholly owned subsidiary BML on the valuations of portfolio investments, including the benchmarking of those valuations in the context of prevailing market conditions;
 - developing and approving the group's valuation policy
 - review of major judgmental areas
- Evaluating the performance of the Investment Advisor, for which it annually receives a formal assessment from BML;
- Reviewing the Group's risk assessment and mitigating factors;
 - reviewing the Group's risk management processes
- Reviewing the Group's long term debt facility covenant compliance;
- Reviewing the Group's cash flow forecast and going concern considerations;
 - reviewing the going concern status
- Reviewing the Integrated Annual Report;
- Reviewing related party services;
 - review Directors' philosophy towards control of corporate assets and the efficient and effective utilisation thereof
- Reviewing and approving internal controls, risk and compliance policies, reports and findings; and
 - review of significant internal control matters relating to the Company and its response
- Ensuring that significant business, financial and other risks have been identified and are being managed.
 - preparation and submission of formal reports on its activities to the Board

- communication to stakeholders regarding its activities
- monitoring Directors, Advisory Service Providers' response to reported weaknesses in controls, deficiencies in systems and recommendations for improvement
- consideration of differences of opinion between the Company and auditors
- report back to the Board
- Regular monitoring of available Group borrowing facilities and covenants; and
- Regular monitoring of cash balances, currency exposures and their placement with investment grade institutions.

Composition

The ARC shall be comprised of at least three (3) Directors, the majority of whom shall be independent and non-executive. The Board shall designate one Member as Chairman of the ARC, who must be independent. The Board may remove members with or without cause. ARC may, at its discretion in accordance with applicable law or regulation, delegate to one or more of its members the authority to act on behalf of ARC.

Meetings

At least three meetings per financial year shall be held and ARC shall hold such additional meetings as deemed necessary or desirable by the Chairman of ARC and as may be required to perform the functions described under "Responsibilities" above. A quorum shall consist of two members.

Reasonable notice of meetings shall be given, and members may be represented at meetings in person, by proxy (given to another attending Member) or by telephone conference. Formal minutes of meetings shall be kept and timorously given to the Board.

Representatives of the Advisory Service Providers External Auditor and Company Secretary attend meetings by invitation.

Resources and Authority

The ARC shall have the resources and authority appropriate to discharge its responsibilities, including sole authority to retain and terminate special counsel and other experts or consultants, the authority to require Advisory Service Providers to attend meetings and submit reports requested by the committee and the right to seek independent advice in carrying out its duties. The Company shall provide for appropriate funding, as determined by the ARC, for payment of compensation to any such advisors.

Further, the ARC shall have power to investigate all matters falling within its parameters of responsibilities and shall have direct access to the Chairman, investee companies, subsidiaries, controlled associates, and the Advisory Service Providers.

Annual Review

The ARC shall review on at least an annual basis (i) this Charter and the scope of responsibilities of this committee and (ii) the ARC's performance of its duties. Any proposed changes to this Charter or the ARC's scope of responsibilities, where indicated, shall be referred to the Board for appropriate action.

ANNEXURE 3 – ESG Committee Purpose

The Board delegates authority to the ESG Committee to supervise, manage and execute the Company's policies on environmental and social related matters.

Composition

The ESG Committee shall be comprised of at least three (3) Directors, the majority of whom shall be independent and non-executive. The members may select a chairperson and secretary of the committee if necessary. The Board may remove ESG Committee members with or without cause. The ESG Committee may, at its discretion in accordance with applicable law or regulation, delegate to one or more of its members the authority to act on behalf of the committee.

The invitees to the ESG Committee may include the Chairman of the Board, any of the Directors of the Board and any other persons whose expertise would assist the committee.

Meetings and Operating Procedures

The ESG Committee will meet at least once annually, with additional meetings being called as required from time to time after consultation with the members.

Any member of the ESG Committee may act at any meeting by appointing, in writing whether in original, by telefax, cable, telegram, telex or e-mail to which an electronic signature is affixed, another committee member as his/her proxy. One member of the ESG Committee may represent more than one member attending by proxy at a meeting of the ESG Committee provided always that quorum, set out in the paragraph below, is reached.

The Chairman shall be responsible for establishing the agendas for meetings of the Committee. An agenda, together with materials relating to the subject matter of each meeting, shall be sent to members of the Committee prior to each meeting. Minutes for all meetings of the Committee shall be prepared to document the Committee's discharge of its responsibilities. The minutes shall be circulated in draft form to all Committee members to ensure an accurate final record, shall be approved at the next meeting of the Committee and such minutes shall be distributed periodically to the Board. The Committee shall also make regular written reports to the Board.

All determinations of the Committee shall be made either at a meeting duly constituted and held or by a written consent to the actions taken, signed by all of the members of the Committee.

Responsibilities and Powers

The following shall be the principal recurring functions of the ESG Committee, or any person appointed by the ESG Committee to act on its behalf, in carrying out its responsibilities. The functions are set forth as a guide with the understanding that the ESG Committee may modify or supplement them as appropriate.

The ESG Committee has the responsibility, subject to the guidance of the Board, to manage, supervise, implement and execute the Company's policies on environmental and social related matters, which include:

- Defining the Group's corporate and social obligations as a responsible citizen and oversee its conduct in the context of those obligations through the creation of appropriate policies and measures;

- Ensuring that the Company has a ESG strategy and that it remains fit for purpose, with policies regularly reviewed to ensure they remain updated and compliant with relevant national and international legislation
- Providing satisfaction to the Board that the Group's responsibilities in respect of social and environmental aspects, as defined by the ESG policies, are adequately implemented, measured and publicised;
 - Short and long term objectives of the Company's ESG activities are in place and key metrics are reported on
- Reviewing and making recommendations to the Board with respect to the Company's policies, programs and practices and the impact that the Company's policies, programs and practices have on the environment, marketplace, workplace and communities in which the Company operates;
 - The adequacy of the Company's policies, programs and standards must be reviewed and communicated to the Board in so far as they relate to ESG
- Identifying, analysing, evaluating and monitoring the social, political, environmental and public policy trends, issues and concerns which could affect the Company's business activities or performance, and shall make recommendations to the Board regarding how the Company should respond to these trends, issues and concerns to more effectively achieve its business and ESG goals; and
- Monitoring the Group's engagement with external stakeholders and other interested parties;
 - Appropriate communications policies are in place and working effectively to build and protect the Group's reputation both internally and externally.

Resources and Authority

The ESG Committee shall have the resources and authority appropriate to discharge its responsibilities, including sole authority to retain and terminate other experts or consultants. The Company shall provide for appropriate funding, as determined by the ESG Committee, for payment of compensation to any such advisors.

Annual Review

The ESG Committee shall review on at least an annual basis (i) this Charter and the scope of responsibilities of this committee and (ii) the ESG Committee's performance of its duties. Any proposed changes to this Charter or the ESG Committee's scope of responsibilities, where indicated, shall be referred to the Board for appropriate action.

ANNEXURE 4 – LUXSE Principles

- Principle 1 - Corporate governance framework
The company will adopt a clear and transparent corporate governance framework for which it will provide adequate disclosure.
- Principle 2 - The board of director's remit
The board will be responsible for the management of the company. As a collective body, it will act in the corporate interest and will serve all the Shareholders by ensuring the long-term success of the company. They shall consider corporate social responsibility aspects and shall take into account the interests of all stakeholders in their deliberations. The board shall regularly evaluate the way in which it operates and its relations with the management and the Investment Advisor.
- Principle 3 - Composition of the board of directors and of the special committees
The board will be composed of competent, honest, and qualified persons. Their choice will take account of the specific features of the company. The board will establish the special committees necessary for the proper execution of its remit.
- Principle 4 - Appointment of directors, executive managers and contracted advisors
The company will establish a formal procedure for the appointment of members of the board of directors, executive managers¹ and Investment Advisor.
- Principle 5 - Professional ethics
The directors must exercise the mandate with integrity and commitment. Each shall represent the shareholders as a whole, and shall make decisions in the company's interest, and independently of any conflict of interest.
- Principle 6 - Executive management
The board is directly responsible for the management of the company through executive management appointed by it in its subsidiaries. It shall clearly define the assignments and duties of the executive management and shall delegate to it the powers required for the proper discharge thereof.
- Principle 7 - Remuneration policy
The company shall establish a fair remuneration policy for its directors and the members of its executive management that is compatible with the long-term interests of the company.
- Principle 8 - Financial reporting, internal control and risk management
The board will establish strict rules designed to protect the company's interests in the areas of financial reporting, internal control and risk management.
- Principle 9 – Corporate social responsibility (CSR)
The company shall define its corporate social responsibility policy with respect, including to it those responsibilities related to social and environmental aspects. It shall set out the measures taken for its implementation of that policy and shall provide for these to be adequately published.
- Principle 10 - Shareholders
The company will respect the rights of its shareholders and ensure they receive equal treatment. The company shall define a policy of active communication with its shareholders and shall establish a related structured set of practices.

¹ The Principles mention that “executive managers” are senior managers who are not board directors but who are members of a body of executives who are charged with the day-to-day management of the company”. This refers to the BML executives in the context of Brait.