
RISK COMMITTEE CHARTER

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1. AUTHORITY AND PURPOSE

- 1.1 This Committee has been established by the Board of Directors (**the Board**) of Huge Group Limited (**the Company**) to assist it, and where applicable, its subsidiary companies (**the Group**), in ensuring that Management identifies and implements appropriate risk management controls.
- 1.2 The Committee acts in terms of delegated authority in respect of its duties and responsibilities assigned to it by the Board. To this end, the Committee must make recommendations for approval by the Board and is accountable to the Board.
- 1.3 This Charter is subject to the provisions of the Companies Act 71 of 2008 (as amended) (**the Act**), the Company's Memorandum of Incorporation (**Mol**) and any other applicable laws or regulations.

2. MEMBERSHIP

- 2.1 The Committee shall comprise at least three Directors and may include Executive Directors. However, the majority of the Members should be Independent Non-Executive Directors.
- 2.2 The Committee should include two Members who are also Members of the Audit Committee.
- 2.3 The Board Chairman may be eligible to be a Member of the Committee or the Chairman thereof.
- 2.4 Collectively, the Members of the Committee must at any particular time have necessary qualifications, skills and experience to execute their duties effectively.
- 2.5 The Chairman of the Committee shall be elected by the Members of the Committee from among their number and may be removed from that role by the Committee.
- 2.6 The Members must keep up to date with key developments affecting their required skills set.
- 2.7 The Company Secretary of the Company will act the Committee Secretary.

3. ROLE, FUNCTIONS AND RESPONSIBILITIES OF THE COMMITTEE

The Committee shall be responsible for:

- 3.1 Ensuring that the effective risk management policies and strategies are in place and are recommended to the Board for approval;
- 3.2 Ensuring that the material risks are identified and that appropriate risk management processes are in place, including the development and updating of appropriate Company policies;
- 3.3 Reviewing the adequacy of the risk management plan and monitoring the implementation thereof by Management;
- 3.4 Approving the Company's risk identification and assessment methodologies;
- 3.5 Reviewing the parameters of the Company's risk and reward strategy, in terms of the risk appetite and tolerance relative to reward and ensuring that risks are quantified where practicable;
- 3.6 Ensuring that opportunities associated with risk are considered and included in the strategy, and the potential positive and negative effects of risks on the achievement of the Company's objectives, as well as the impact of risks on the triple context in which Company operates, and the capitals resources that it uses;
- 3.7 Overseeing the integration and embedding of risk management across the Group's business activities and the culture of the Group;
- 3.8 Reviewing and approving of the Company and Group risk registers, ensuring that the risks are identified on a quantitative and qualitative basis, according to probability and impact;
- 3.9 Reviewing the effectiveness and efficiency of the Company's enterprise risk management system (whether manual or by way of a computerised software program) to ensure that the material risks are identified and that appropriate risk management processes are in place, including the formation and subsequent updating of appropriate Company policies;
- 3.10 Ensuring that appropriate resources are directed towards areas of high risk;
- 3.11 Reporting to the Board any material changes and/or divergence to the risk profile of the Company;
- 3.12 Ensuring that there is integration of technology and information risks into the risk management process;

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- 3.13 Proactively monitoring of all relevant forms of information intelligence in to identify and respond to incidents, including cyber-attacks and adverse social media events;
 - 3.14 Ensuring that the Company's line functions own and manage risks and that the relevant functions facilitate and oversee risk management, in accordance with requirements of reasonable assurance;
 - 3.15 Ensuring that stakeholder risk management as an integral part of the groupwide risk management plan;
 - 3.16 Ensuring that risks in respect of third-party and outsourced service providers is adequately managed;
 - 3.17 Reviewing the insurance and other risk transfer arrangements and considering whether appropriate coverage is in place;
 - 3.18 Reviewing business continuity and disaster management plans and processes and ensuring that material risks are identified and that appropriate contingency plans are in place;
 - 3.19 Reviewing the Company's sustainability risk on a regular basis;
 - 3.20 Review the Company's legal and compliance registers on a regular basis and ensure that Management is proactively addressing key risks in this regard; and
 - 3.21 Reviewing the Risk Committee Report and Risk Report in the Integrated Annual Report to ensure the accuracy, completeness and transparency of the information, and recommending same to the Board for approval.

4. COMMITTEE MEETINGS

- 4.1 The Committee shall meet at least twice per financial year, provided that any other Member of the Committee, through the Chairman, may call a meeting at any other time. Non-Committee members may be invited to attend meetings but shall not be entitled to vote at Committee meetings.
- 4.2 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 each meeting.
- 4.3 A quorum for meetings of the Committee shall be a majority of Members present in person or via telecommunication facilities. Non-Committee members in

attendance at Committee meetings by invitation do not form part of the quorum of Committee meetings.

- 4.4 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. No attendee who is not a member of the Committee shall have a vote at meetings of the Committee, nor shall he or she form part of the quorum of the meeting.
- 4.5 Where the Chairman is not present within fifteen minutes of the time stipulated for the Committee meeting, the Committee Members present must elect one of them to chair that meeting.
- 4.6 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.
- 4.7 Each Member of the Committee has one vote on a matter before the Committee and a majority of the votes cast on a resolution is sufficient to approve that resolution.
- 4.8 In the case of a tied vote, the Chairman may not cast a deciding vote, even if the Chairman did not initially have or cast a vote and the matter being voted fails.
- 4.9 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 the majority of the Members have noted 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.
- 4.10 The Company Secretary shall ensure that minutes of all Committee meetings are taken. Minutes must be formally approved by the Board at the next meeting thereof.
- 4.11 The Chairman of the Committee or failing him or her, a Member of the Committee, shall be present at each Annual General Meeting of the Company to answer questions concerning matters falling within the authority of the Committee.

4.12 Minutes of meetings shall be taken by the Company Secretary and circulated to all the Members of the Committee within one month of the date of each meeting and may also, if the Chairman so decides, be circulated to other Members of the Board. Minutes must be formally approved by the Committee at its next meeting.

5. CONDUCT OF COMMITTEE MEMBERS

Committee Members are expected to:

- 5.1 Act in the best interests of the Company and the Group as a whole, with good faith and with integrity and adhere to all relevant legal standards of conduct;
- 5.2 Avoid conflicts of interest between their personal affairs and those of the Company or, where unavoidable, disclose any such conflicts or potential conflicts;
- 5.3 Disclose any information they may be aware of that is material to the Company and of which the Committee is not aware, unless such director is bound by ethical or contractual obligations of non-disclosure;
- 5.4 Keep all information learned by them, in their capacity as Committee Members, strictly confidential; and
- 5.5 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.

6. NO PERSONAL LIABILITY ARISING FROM APPOINTMENT

Subject to the above provisions and any relevant legislation, the Members of the Committee shall not attract any personal liability arising from their appointment, and the Company shall indemnify Members of the Committee against all and any claims howsoever arising.

7. COMMITTEE EXPENSES

The Company 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.

8. REMUNERATION

- 8.1 Having regard to the functions performed by the Members of Committee, in addition to their functions as Directors of the Board and in relation to the activities of the Committee, Members of the Committee shall be paid such special remuneration in respect of their appointment as shall be approved by the Board, on the recommendation of the Remuneration Committee, and subject to the approval of shareholders at the Annual General Meeting of the Company held each year.
- 8.2 The Company shall pay the professional membership fees of those Members registered with a professional institution or body, such as may be relevant to the Member performing his or her functions on the Board.

9. GENERAL

- 9.1 The Committee, in carrying out its tasks under this Charter, may obtain such outside or other independent professional advice as it considers necessary to carry out its duties.
- 9.2 The Committee shall review and reassess the adequacy of this Charter periodically and recommend any changes to the Board for approval.
- 9.3 The Committee shall review its own performance on an annual basis and assess the efficacy with which it has discharged its duties in terms of this Charter and report its findings to the Board.
- 9.4 The Committee has reasonable access to the information, including records of the Company's property, employees, facilities and other resources, as well as to that of the Group, 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.