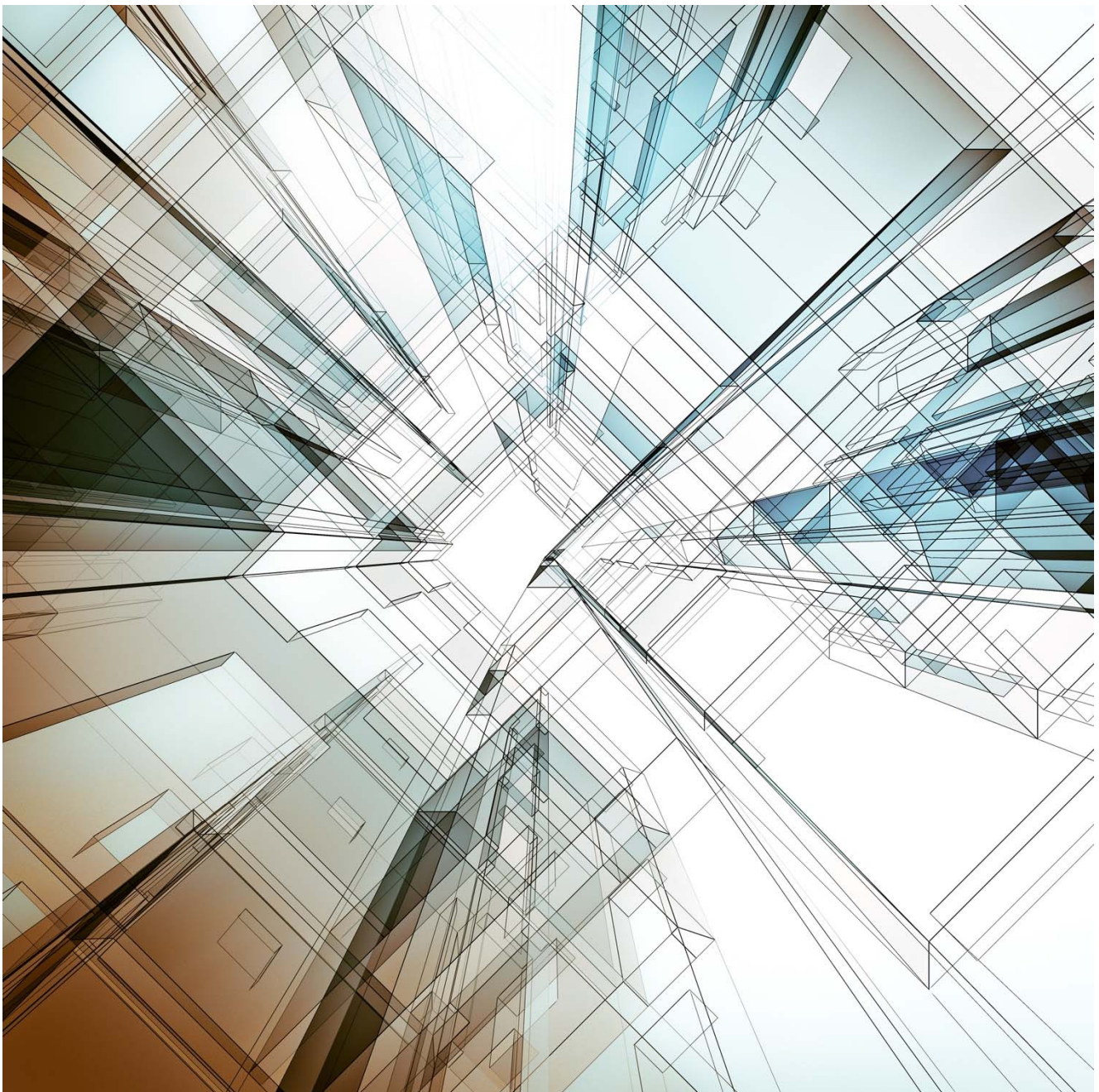


AUDIT & RISK COMMITTEE

TERMS OF REFERENCE

As approved by the Board on 23 June 2021



Definitions:

"the Committee"	shall mean the Audit & Risk Committee.
"the Board"	shall mean the Board of directors of the Company.
"the Company or Group"	shall mean Safari Investments (RSA) Limited and its subsidiaries.
"the Auditor"	shall mean the external auditor of the Company.
"IFRS"	shall mean the International Financial Reporting Standards.
	shall mean the King IV (Code of Corporate Practices in South Africa, representing principles of good corporate governance as laid out in the King Report, as amended from time to time).
"Act"	shall mean the Companies Act 71 of 2008

The Audit and Risk Committee ("the Committee") is constituted as a statutory committee of Safari Investments RSA Limited and / or its subsidiaries ("the Company" or "the Group") in respect of its statutory duties in terms of Section 94(7) of the Companies Act, 2008, and a Committee of the Board in respect of all other duties assigned to it by the Board.

The duties and responsibilities of the members of the Committee as set out in this document are in addition to those duties and responsibilities that they have as members of the Board. The deliberations of the Committee do not reduce the individual and collective responsibilities of board members in regard to their fiduciary duties and responsibilities, and they must continue to exercise due care and judgement in accordance with their legal obligations.

These terms of reference are subject to the provisions of the Companies Act, the Company's Memorandum of Incorporation and any other applicable law or regulatory provision.

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

1 Membership

- 1.1 The Committee shall be made up of at least three members.
- 1.2 The Committee must ensure that all members of the Committee shall be independent non-executive directors or Prescribed Officers and at least one of whom shall have recent and relevant financial experience.
- 1.3 Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the Chairperson of the Board, Chief Executive Officer, Chief Financial Officer, other directors, and other representatives from the finance department may be invited to attend all or part of any meeting as and when appropriate.
- 1.4 The Company's auditor will be invited to attend meetings of the Committee on a regular basis. The Committee shall decide if the executive directors (or any of them) should be present at any meeting attended by the auditor.
- 1.5 The Board of Directors will nominate and present nominees to be appointed as members and Chairperson of the Committee to every Shareholder Annual General Meeting ("**AGM**")
- 1.6 The Shareholders of the Company shall appoint the members and Chairperson of the Committee. The Chairperson shall be a person considered by the Board to be an independent non-executive director.
- 1.7 The Committee shall prepare and regularly review the Terms of Reference in order to guide its work. The Committee is authorised to investigate and undertake any matter forming part of these terms of reference. It is authorised to seek any information it requires in order to perform its duties from any director, employee or professional advisor (subject to paragraph 1.8 below) of the Company or any subsidiary of the Company (the "**Group**") (where the term "**subsidiary**" shall be as defined by the IFRS). It is authorised to call any employee to be questioned at a meeting of the

Committee as and when required. All directors, employees and/or professional advisors (subject to paragraph 1.8 below) of the Company are directed to co-operate with any such request made by the Committee.

- 1.8 If the Committee considers it necessary so to examine any matter forming part of its terms of reference, it is authorised to obtain appropriate external professional advice including, without limitation, legal, taxation and accounting advice and the advice of independent remuneration consultants to assist it in the performance of its duties, to secure the services of outsiders with relevant experience and expertise and to invite such persons to attend meetings of the Committee. The Committee shall have full authority to commission any reports or surveys which it deems necessary to help it fulfil its obligations. The cost of obtaining such advice or services shall be borne by the Company within such limits as may be authorised by the Board from time to time.
- 1.9 The non-executive directors who are members of the committee may from time to time appoint alternates to act in their absence, if and when necessary, provided that the person appointed is also an independent non- executive director of the Company.
- 1.10 Membership of the Committee shall be noted in the annual directors' report of the Company.
- 1.11 Each member of the Committee shall disclose to the Committee:
- (a) any personal, financial or other interest in any matter to be decided or discussed by the Committee; and/or
 - (b) any potential conflict of interest arising from a cross-directorship or otherwise; and
 - (c) any such member shall abstain from voting on resolutions of the Committee related to the conflict of interest. The Board may also decide that such a member is not allowed to participate in discussions or attend meetings concerning the matter, or even that the member should resign from the Committee.

2 Secretary

The Company secretary or his nominee shall act as the secretary of the Committee.

3 Quorum

The quorum necessary for the transaction of business shall be two members. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

4 Frequency of meetings

The committee shall meet at least four times per year at appropriate times in the reporting and audit cycle, and otherwise as required.

5 Notice of Meetings

- 5.1 Meetings of the Committee shall be called by the secretary of the Committee at the request of any of its members or at the request of the auditors if they consider it necessary.
- 5.2 Unless otherwise agreed upon, notice of each meeting confirming the venue, time and date, together with the meeting pack, shall be forwarded to each member of the Committee, and any other person required to attend, no later than five working days before the date of the meeting. The meeting pack shall include: the minutes of the previous meeting, the agenda and other supporting documentation. Regarding the venue, the committee may also decide to conduct meetings electronically, through the internet or telephone system.

6 Proceedings at Meetings

- 6.1 Care should be taken to minimise the risk of any conflict of interest that might be seen to give rise to an unacceptable influence. Where possible, the Chairperson of the Committee and members of the Committee should be rotated on a regular basis subject to paragraph 1.6 above.
- 6.2 Each member of the Committee shall have one vote. In the event of an equality of votes, the Chairperson of the Committee shall have a second or casting vote.
- 6.3 In the absence of the Chairperson or any appointed deputy at any meeting, the remaining members present shall elect one of them to chair the meeting.

7 Agenda of the Committee Meetings

In addition to the normal matters on the agenda such as workplan review, management reports, minutes and declaration of interest, the following specific matters will be dealt with at the meetings referred to:

Planning meeting (held in March/April)

- Internal Controls Management- review of internal audit report; assess findings; oversee implementation of an action plan and monitor progress thereon
- Financial Reporting - review, assess and revise the group's annual audit plan, appoint external auditor
- Committee's Terms of Reference- review, assess and amend if required
- Committee Evaluation- consider the outcome of the committee and Board performance evaluations and implement recommendations
- External Valuation- consider, review and assess the evaluation report and make formal recommendation to accept and approve the report by the Board

Annual Financial Statements (AFS) Approval Meeting (held in June)

- Financial Reporting- review, assess and note the report by the external auditor. Note and report to the Board the following:
 - Significant findings;
 - Any accounting and audit judgements; and
 - Management's responses;
- Integrated Annual Report (IAR)
 - Confirm and approve the format
 - Approve the Committee Report
 - Monitor the control environment
 - Review the effectiveness of the audit from an external auditor perspective as well as from Management's perspective
 - Sign off and recommend for approval the IAR of the Group to the Board of Directors
 - Ensure that appropriate financial reporting procedures exist and are being applied, which should include consideration of all entities included in the consolidated group
 - Ensure that a combined assurance model is applied
 - Consider factors and risks which may impact the integrity of the IAR
 - Assess the need for an external assurance provider
 - Review the audit and financial reporting process to ensure appropriateness of procedures and finance team functionalities
 - Monitor integrity of information including operational, financial and corporate governance statements
- Cash Distribution
 - Review, assess and approve Solvency and Liquidity requirements
 - Review CFO findings and management's recommendations
 - Make a formal recommendation to the Board on final distribution to shareholders
- Assess the performance and qualifications of Chief Financial Officer and Company Secretary

Half Year Review Planning Meeting (meeting held in August/ September)

- Internal Control Management - review and monitor unresolved matters from the audit report, note any IFRS and other accounting standards changes and review the interim financial review process;
- Insurance - review and assess insurance cover and consider proposals for renewal
- Whistleblowing - Review and assess the effectiveness of whistleblowing policy and procedures

Half Year Review Approval Meeting (held in November after completion of formal Review Process)

- Internal Control Management - assess internal control mechanisms and the risk of potential breaches of such control mechanisms, the need to appoint an internal auditor and his/her scope

of work (should it be decided to appoint such an auditor), and present a formal recommendation to the Board to appoint the internal auditor

- Cash distribution
 - Review, assess and approve Solvency and Liquidity requirements
 - Review the CFO's findings and recommendations
 - Make a formal recommendation to the Board on an interim distribution to shareholders
- Financial Reporting
 - Review and recommend the unaudited interim financial statements (IFS) to the Board
 - Assess the need for external assurance on IFS
 - Monitor the integrity of financial information presented in the IFS
 - Ensure that the combined assurance model is applied
 - Ensure that the financial returns are submitted timeously
 - Review and challenge the consistency of accounting policies, the methods used for significant or unusual transactions, the appropriateness and clarity of accounting standards used, , and whether sufficient disclosures are made in the financial reports
- Committee evaluation - evaluate the composition, performance and the role and mandate of the members, chairperson and committee as a unit.

Meeting agendas will also contain other items raised by Committee members. The following items must, for example, be dealt with on a regular basis:

Risk related matters (at every Committee meeting)

Risk related matters (as per the Risk Register) will be reported and assessed at every Committee meeting. Risks which were previously identified and reported should be monitored and progress or actions taken related to such risks should be reported to the Committee and ultimately, the Board. Further, recommendations on mitigating controls related to new risks reported should be made to management and reported to the Board.

Capital structure of the Company (at every Committee meeting)

Review and assess the Company's capital structure on a regular basis (i.e., hedging, debt facilities expiry dates and financial covenants.). If required, the Committee must make formal recommendations to the Board in this regard.

JSE proactive monitoring

Consider all the correspondence received (if any) from the JSE relating to proactive monitoring, prepare a response and address the issues with the JSE.

8 Minutes of Meetings

- 8.1 The secretary shall minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those in attendance.
- 8.2 The Chairperson shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest. Conflicts of interest must specifically be minuted.
- 8.3 Minutes of Committee meetings shall be circulated promptly to all members of the Committee and, once agreed, to all members of the Board, unless a conflict of interest exists. In such a case the Committee may decide that the conflicted member may not receive a copy of the minutes.

9 Annual General Meeting

The Chairperson of the Committee shall attend the Company's AGM and be prepared to respond to any shareholder questions regarding the Committee's activities.

10 Duties

The Committee should carry out the duties below (related to the Company)

10.1 Financial Reporting (in general)

- 10.1.1 The Committee shall monitor the integrity of the financial statements of the Company, including its annual integrated and interim reports, preliminary results' announcements and any other formal announcement relating to its financial performance, and reviewing any significant financial reporting issues and judgments which they may contain. The Committee shall also review summary financial statements, significant financial returns to regulators and any financial information contained in certain other documents, such as announcements of a price sensitive nature.
- 10.1.2 The Committee shall review and challenge where necessary, the following:
 - 10.1.2.1 the consistency of, and any changes to, accounting policies, both on a year on year basis and across the Group;
 - 10.1.2.2 the methods used to account for significant or unusual transactions where different approaches are possible;
 - 10.1.2.3 whether the Company has applied appropriate accounting standards and made appropriate estimates and judgments, taking into account the views of the auditor;
 - 10.1.2.4 the clarity of disclosure in the Company's financial reports and the context in which statements are made; and
 - 10.1.2.5 all material information presented with the financial statements, such as the operating and financial review and the corporate governance statement (insofar as it relates to the audit and risk management requirements).

10.2 Internal Controls and Risk Management Systems

The Committee shall:

- 10.2.1 keep under review the effectiveness of the Company's internal controls and risk report; and
- 10.2.2 review and approve the statements to be included in the IAR concerning internal controls and risk management, which in any event will also be done by the Board as a whole.

10.3 Whistleblowing

- 10.3.1 review the Company's arrangements for its stakeholders to raise concerns, in confidence, about possible wrongdoing in financial reporting or other matters. The Committee shall ensure that these arrangements allow proportionate and independent investigation of such matters and appropriate follow up action.

10.4 Internal Audit

The Committee shall assess annually whether the group require an internal audit and if so, make formal recommendations to the Board regarding the appointment and scope of the audit.

10.5 External Audit

The Committee shall:

- 10.5.1 consider and make recommendations to the Board, to be put to the shareholders for approval at the AGM, on the appointment, re-appointment and/or removal of the Company's auditor. The Committee shall oversee the selection process for new auditors and if an auditor resigns the Committee shall investigate the issues leading to the resignation and decide whether any action is required;
- 10.5.2 oversee the relationship with the auditor including (but not limited to):
 - 10.5.2.1 ensure that the appointment of the auditor complies with the provisions of the Act and any other legislation relating to the appointment of the auditor
 - 10.5.2.2 approval of their fee, whether this be for audit or non-audit services and ensuring that the level of fees is appropriate to enable an adequate audit to be conducted;
 - 10.5.2.3 approval of their terms of engagement, including the issuing of any engagement letter at the start of each audit, the scope of the audit and authorisation of a director to sign the letter of engagement;
 - 10.5.2.4 assessing annually their independence and objectivity taking into account relevant professional and regulatory requirements and the relationship with the auditing firm as a whole, including the provision of any non-audit services;
 - 10.5.2.5 satisfying itself that there are no relationships (such as family, employment, investment, financial or business) between the auditor and the Company (other than in the ordinary course of business);
 - 10.5.2.6 monitoring the auditor's compliance with relevant ethical and professional guidance on the rotation of audit partners, the level of fees paid by the Company compared to the overall fee income of the firm, office and partner, and other related requirements; and
 - 10.5.2.7 assessing annually their qualifications, expertise and resources and the effectiveness of the audit process which shall include a report from the auditor on their own internal quality procedures;
- 10.5.3 meet regularly with the auditor, including at the planning stage before the audit and after the audit at the reporting stage.

10.6 Integrated Reporting

The Committee oversees integrated reporting. In particular the Committee must:

- 10.6.1 have regard to all factors and risks that may impact on the integrity of the integrated report, including factors that may predispose management to present a misleading picture, significant judgements and reporting decisions made, monitoring or enforcing actions by a regulatory body, any evidence that brings into question previously published information, forward-looking statements or information;
- 10.6.2 review the annual financial statements, interim reports, preliminary or provisional results announcements, summary integrated information, any other intended release of price sensitive information and prospectuses, trading statements or similar documents;
- 10.6.3 comment in the annual financial statements, the accounting practices and the effectiveness of the internal financial controls;
- 10.6.4 review the disclosure of sustainability issues in the integrated report as to ensure that it is reliable and does not conflict with the financial information;
- 10.6.5 recommend to the Board whether to engage an external assurance provider on material sustainability issues;

- 10.6.6 recommend the integrated report for approval by the Board;
- 10.6.7 consider the frequency for issuing interim results;
- 10.6.8 consider whether the external auditor should perform assurance procedures on the interim results;
- 10.6.9 review the content of the summarised information to ensure that it provides a balanced view; and
- 10.6.10 engage the external auditor to provide assurance on the summarised financial information.

10.7 Combined Assurance

The Committee will ensure that a combined assurance model is applied to provide a coordinated approach to all assurance activities, and in particular the Committee should:

- i) Ensure that the combined assurance received is appropriate to address all the significant risks facing the Company; and
- ii) Monitor the relationship between the external assurance providers and the Company.

The Committee reviews the expertise, resources and experience of the Company's financial function, and discloses the results of the review in the integrated report.

10.8 Reporting Responsibilities

- 10.8.1 The Committee Chairperson shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 10.8.2 The Committee shall make whatever recommendations to the Board it deems appropriate.
- 10.8.3 The Committee shall compile a report to shareholders on its activities to be included in the Company's IAR report. The Committee shall report on the follow issues;
 - 10.8.3.1 describing how the Committee carried out its functions;
 - 10.8.3.2 stating whether the Committee is satisfied that the auditor was independent of the Company; and
 - 10.8.3.3 comment in anyway the Committee considers appropriate on the annual report, the accounting practices and the internal financial control of the Company.

10.9 Risk Related Matters

- 10.9.1 advise the Board on the Company's overall risk appetite, tolerance and strategy, taking account of the current and prospective macroeconomic and financial environment and drawing on financial stability assessments such as those published by relevant industry and regulatory authorities and other authoritative sources that may be relevant to the Company's riskpolicies;
- 10.9.2 oversee the development and annual review of a policy and plan for risk management to recommend for approval to the Board;
- 10.9.3 monitor the implementation of the policy and plan for risk management
- 10.9.4 ensuring that the risk management plan is widely disseminated throughout the Company and integrated into the day-to-day activities of the Company
- 10.9.5 oversee and advise the Board on the current risk exposures of the Company and future risk strategy;
- 10.9.6 in relation to risk assessment:
 - a) keep under review the Company's overall risk assessment processes that inform the Board's decision making process, ensuring that both qualitative and quantitative metrics are used;
 - b) review regularly and approve the parameters used in these measures and the methodology adopted; and

- c) set a standard for the accurate and timely monitoring of large exposures and certain risk types of critical importance.
- 10.9.7 review the Company's capability to identify and manage new risks;
- 10.9.8 ensure that management considers and implements appropriate risk responses;
- 10.9.9 before a decision is taken by the Board, it shall in conjunction with the Investment Committee, advise the Board on proposed strategic transactions including acquisitions or disposals, ensuring that a due diligence appraisal of the proposition is undertaken, focusing in particular on risk aspects and implications for the risk appetite and tolerance of the Company, and taking independent external advice where appropriate and available;
- 10.9.10 review reports on any material breaches of risk limits and the adequacy of proposed action;
- 10.9.11 review the adequacy of the Company's arrangements for its employees and contractors to raise concerns, in confidence, about possible wrongdoing in financial reporting or other matters. The Committee shall ensure that these arrangements allow proportionate and independent investigation of such matters and appropriate follow up action;
- 10.9.12 review the Company's procedures for detecting fraud;
- 10.9.13 review the Company's procedures for the prevention of bribery;
- 10.9.14 consider and approve the remit of the risk management function and ensure it has adequate resources and appropriate access to information to enable it to perform its function effectively and in accordance with the relevant professional standards. The Committee shall also ensure the function has adequate independence and is free from management and other restrictions;
- 10.9.15 as and when necessary recommend to the Board the appointment and/or removal of the Chief Risk Officer ("CRO");
- 10.9.16 if applicable review promptly all reports on the Company from the CRO;
- 10.9.17 review and monitor management's responsiveness to the findings and recommendations of the CRO;
- 10.9.18 ensure the CRO shall be given the right of unfettered direct access to the Chairperson of the Board and to the Committee;
- 10.9.19 work and liaise as necessary with all other Board Committees.

10.10 Other Matters

The Committee shall:

- 10.10.1 have access to sufficient resources in order to carry out its duties, including access to the Company secretary for assistance as required;
- 10.10.2 be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members;
- 10.10.3 give due consideration to laws and regulations, the best practice corporate governance principles of the Republic of South Africa, the Johannesburg Stock Exchange's and the JSE Listing Requirements as appropriate;
- 10.10.4 oversee any investigation of activities which are within its terms of reference and act as a court of the last resort;
- 10.10.5 at least once a year, review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval; and
- 10.10.6 to consider such other matters as may be requested by the Board from time to time.

11 Authority

The Committee is authorised:

- 11.1 to seek any information, it requires from any employee of the Company in order to perform its duties;
- 11.2 to obtain, at the Company's expense, outside legal or other professional advice on any matter within its terms of reference;
- 11.3 to call any employee to be interviewed at a meeting of the Committee as and when required; and
- 11.4 to publish in the Company's annual report details of any issues that cannot be resolved between the Committee and the Board.