

IRONGATE

Nomination and Remuneration Committee Charter

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Irongate Group

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1. ABOUT THIS CHARTER

1.1 Policy statement

The purpose of this Charter is to specify the authority delegated to the Committee by the Board and to set out the role, responsibilities, membership and operation of the Committee.

The Committee is a committee of the Board established in accordance with the RE's constitution and authorised by the Board to assist it in fulfilling its statutory, fiduciary and regulatory responsibilities. It has the authority and power to exercise the role and responsibilities set out in this Charter and granted to it under any separate resolutions of the Board from time to time.

The Fund is listed on JSE and ASX. As such, this Charter must comply with the requirements of both the JSE and ASX. Where the requirement of one exchange is more stringent than the requirement of another exchange, compliance with the more stringent requirement is required.

If it is not possible to comply with both the JSE LR and the ASX LR, the RE must comply with the rule or requirement of the Main Trading Exchange at the relevant time.

1.2 Defined terms

Act	Corporations Act 2001 (Cth)
ASX	ASX Limited or Australian Securities Exchange, as the context requires
ASX LR	ASX Listing Rules
Audit and Risk Committee	Audit and risk committee of the RE
Board	Board of directors of the RE
CEO	Chief Executive Officer of the Fund
CFO	Chief Financial Officer of the Fund
Charter	This charter as amended from time to time
Committee	Nomination and remuneration committee
Constitution	The constitution of each of Irongate Property Fund I and Irongate Property Fund II (as amended from time to time)
Fund	Irongate Property Fund I and Irongate Property Fund II
JSE	JSE Limited or Johannesburg Stock Exchange, as the context requires
JSE LR	JSE Listings Requirements
Main Trading Exchange	Has the meaning given to it in the Constitution
Member	Member of the Committee
PLS	Pre-listing statement for the Fund dated 25 September 2013
RE	Irongate Funds Management Limited or any other entity acting as responsible entity of the trusts that comprise the Fund from time to time

1.3 Review

This Charter will be reviewed annually to check that it is consistent with the Committee's authority, objectives and responsibilities and whether any changes are required to the Charter.

2. ROLE OF THE COMMITTEE

2.1 Nomination

The Committee assists and advises the Board on:

- Board succession planning generally;
- induction and continuing professional development programs for Directors;
- the development and implementation of a process for evaluating the performance of the Board, its committees and Directors;
- the process for recruiting a new Director, including evaluating the balance of skills, knowledge, experience, independence and diversity on the Board and, in the light of this evaluation, preparing a description of the role and capabilities required for a particular appointment;
- the appointment and re-election of Directors; and
- ensuring there are plans in place to manage the succession of the CEO and other senior executives, to ensure that the Board is of a size and composition conducive to making appropriate decisions, with the benefit of a variety of perspectives and skills and in the best interests of the RE as a whole.

2.2 Remuneration

The Committee also assists and advises the Board on remuneration policies and practices for the Board, the CEO, the CFO, senior executives and other persons whose activities, individually or collectively, affect the financial soundness of the RE.

The policies and practices are designed to:

- enable the RE to attract, retain and motivate Directors, executives and employees who will create value for investors within an appropriate risk management framework, by providing remuneration packages that are equitable and externally competitive;
- be fair and appropriate having regard to the performance of the RE and the relevant Director, executive or employee; and
- comply with relevant legal requirements.

2.3 Diversity

The Committee also assists and advises the Board by:

- reviewing and approving measurable objectives for achieving diversity, including gender diversity across, and at various levels of, our organisation as appropriate;
- annually assessing these objectives and the progress in achieving them;

- reviewing and monitoring the effectiveness of the Diversity Policy, including in relation to Board diversity;
- reporting to the Board, for publication to investors in the Fund's annual report, on how the Committee has considered and applied the Diversity Policy in the nomination and appointment of Directors and if applicable, the Committee must explain why any of the diversity attributes of gender, race, culture, age, field of knowledge, skills and experience have not been applied and further report progress in respect thereof on agreed voluntary targets, to the extent required by the JSE;
- reporting to and providing information to the Board on diversity issues generally and make appropriate recommendations including the proportion of women in the organisation;
- overseeing recruitment and selection processes across all levels of the RE so that, where applicable, a diverse range of candidates are considered and review on a regular basis the RE's recruiting practices, policies and procedures to reduce bias, both conscious and unconscious;
- identifying and overseeing the implementation of programs that will assist in the development of a broader and more diverse pool of skilled and experienced employees and that, over time, will prepare them for senior management and Board positions;
- setting appropriate key performance indicators for senior executives to measure the achievement of diversity objectives;
- overseeing the implementation of programs and initiatives designed to maintain gender diversity on the Board and achieve gender diversity in senior management as applicable; and
- introducing appropriate procedures for proper implementation of this Charter including all relevant training and a review mechanism to assess the effectiveness of the Charter.

3. NOMINATION RESPONSIBILITIES

The Committee is responsible for:

- **(Board size)** making recommendations regarding the size of the Board, being a size that encourages efficient decision making;
- **(Director competencies)** identifying and making recommendations regarding the necessary and desirable competencies of Directors;
- **(skills matrix)** formulating a Board skills matrix setting out the mix of skills and diversity that the Board currently has or is looking to achieve in its membership;
- **(Director recommendations)** developing and reviewing the process for the selection, appointment and re-election of Directors, and making recommendations to the Board by:
 - evaluating the balance of skills, experience, independence, knowledge and diversity of Directors sitting on the Board;
 - in light of this evaluation, preparing a description of the role and capabilities required for a particular appointment; and
 - undertaking appropriate checks before putting forward a candidate for appointment or election as a Director;
- **(providing information)** providing investors in the Fund with material information in the Committee's possession relevant to a decision as to whether or not to elect or re-elect a Director;

- **(diversity culture)** identifying ways to promote a culture supportive of diversity including recruitment from a diverse pool of candidates and reviewing nomination practices against measurable objectives for achieving gender diversity;
- **(induction)** implementing induction programs for new Directors, including ensuring that Directors have sufficient understanding of accounting matters to fulfil their responsibilities in relation to financial statements;
- **(on-going programs)** implementing programs to enhance Director competencies so they can perform their roles as Directors effectively, and to update Directors' knowledge and skills, including:
 - key developments affecting the RE, industry and environment in which it operates; and
 - ongoing briefings on developments in accounting standards;
- **(assessing performance)** implementing a formal and rigorous process (including considering whether to use external facilitators) to evaluate the performance of the chairperson, Board, Board committees, individual Directors and senior executives and addressing issues that may arise from the review;
- **(assessing time commitment)** reviewing the time required to be committed by non-executive Directors to properly fulfil their duties to the RE and whether non-executive Directors are meeting these requirements;
- **(assessing independence)** assisting the Board in assessing the independence of each non-executive Director;
- **(succession plans)** reviewing Board and senior executive succession plans and processes, including for the CEO and other senior executive positions and being conscious of each Director's tenure, to maintain an appropriate balance of skills, experience, expertise and diversity; and
- **(governance matters)** reviewing and making recommendations in relation to any corporate governance issues as requested by the Board from time to time.

4. REMUNERATION RESPONSIBILITIES

4.1 General

- The Committee is responsible for developing, reviewing and making recommendations to the Board on:
 - **(Directors' fees)** the RE's remuneration framework for Directors, including, the process by which any pool of Directors' fees approved by investors is allocated to Directors;
 - **(senior executives)** the remuneration packages to be awarded to senior executives;
 - **(disclosure)** separately disclosing its policies and practices regarding the remuneration of non-executive Directors and the remuneration of executive Directors and other senior executives;
 - **(policies)** the RE's recruitment, retention and termination policies for the CEO and senior executives and any changes to those policies;
 - **(incentive schemes)** incentive schemes, if appropriate, for the CEO and senior executives;
 - **(equity based)** equity based remuneration plans, if appropriate, for senior executives and other employees; and
 - **(superannuation)** superannuation arrangements for Directors, senior executives and other employees.

- The Committee is also responsible for monitoring and providing input to the Board regarding:
 - **(updates)** legislative, regulatory or market developments likely to have a significant impact on the RE and legislative compliance in employment issues;
 - **(RE trends)** the remuneration trends across the RE, including
 - (a) the trends in base pay for senior management relative to that of all RE employees; and
 - (b) remuneration by gender; and
 - **(benefits)** major changes to employee benefits structures in the RE.

4.2 Incentive schemes and equity based remuneration

For any incentive schemes or equity based plans which are adopted, the Committee is responsible for:

- **(reviewing)** reviewing their terms (including any eligibility criteria and performance hurdles);
- **(administration)** overseeing their administration (including compliance with applicable laws that restrict participants from hedging the economic risk of their security holdings) and disclosing its policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme;
- **(investor approval)** considering whether investor approval is required or desirable for the schemes or plans and for any changes to them; and
- **(payments and awards)** ensuring that payments and awards of equity are made in accordance with their terms and any investor approval.

4.3 Structure of remuneration

In fulfilling these responsibilities, the Committee will ensure that:

- **(distinguishing structures)** a clear distinction is maintained between the structure of non-executive Directors' remuneration and that of executive Directors and senior executives;
- **(linking rewards)** a proportion of executive Directors' and senior executives' remuneration is structured in a manner designed to link rewards to corporate and individual performance (reflecting short and long-term performance objectives appropriate to the RE's circumstances and goals);
- **(remuneration consultant)** any engagement of a remuneration consultant is approved by the Board or the Committee and the remuneration consultant must report its recommendation directly to either or both of the members of the Board (other than an executive Director) or Members;
- **(no influence)** the Committee and the Board are satisfied with the arrangements put in place to ensure that any remuneration recommendation made by the remuneration consultant is made free from undue influence from any member of the key management personnel to whom the recommendation relates; and
- **(providing information)** the Committee will provide the Board with information sufficient to ensure that the Board makes an informed decision in relation to the Committee's recommendations.

5. REPORTING AND DISCLOSURE

The Committee will liaise with the Audit and Risk Committee and the Board in relation to the REs remuneration related reporting in the financial statements and remuneration report required by the Act.

The Committee will approve an annual remuneration report containing information on the RE's remuneration policy, practices, attendance at and frequency of Committee meetings and make recommendations to the Board for the inclusion of the remuneration report in the RE's annual report.

The Committee will make recommendations to the Board regarding the process for evaluating performance of the Board, its committees and the Directors individually.

The Committee will ensure that all applicable governance, accounting and legal requirements regarding disclosure of remuneration, in all forms, are complied with.

The Committee chairperson will attend the Fund's annual general meetings prepared to respond to any unitholder questions on the Committee's activities.

6. DELEGATION

The Committee may delegate any of its powers and responsibilities as the Committee thinks appropriate for the administration of Director, senior executive and employee security, option or other plans, to senior executives.

7. MEMBERSHIP

7.1 Composition and size

The Committee will consist of:

- the non-executive chairperson of the Board;
- only non-executive Directors;
- a majority of independent Directors; and
- at least 3 Members.

The RE will disclose the Members.

Each Member must be free from any interest, business or other relationship which, in the opinion of the Board, could, or could reasonably be perceived to, materially interfere with the exercise of his or her independent judgment as a Member.

Each Member is expected to possess adequate remuneration, regulatory and industry knowledge to carry out his or her responsibilities as a Member.

The term of service of Members will be reviewed by the chairperson at least annually, with a view to rotating Members periodically, but without losing the continuity of experience and knowledge gained by the Members.

Each Member must inform the chairperson of the Committee before accepting any new appointment as a director of another listed entity, any other material directorship or any other position with a significant time commitment attached.

The CEO should not be a Member, but should attend by invitation any meeting, or part thereof, if needed to contribute pertinent insights and information in accordance with paragraph 7.4 of this Charter.

7.2 Chairperson

The chairperson of the Committee must be an independent non-executive Director but may not be the chairperson of the Board. The chairperson of the Committee is appointed by the Board. If, for a particular Committee meeting, the Committee chairperson is not present within 10 minutes of the nominated starting time of the meeting, the Committee may elect a chairperson for the meeting.

7.3 Secretary

The company secretary is the secretary of the Committee.

8. COMMITTEE MEETINGS AND PROCESS

8.1 Meetings

Meetings and proceedings of the Committee are governed by the provisions in the RE's constitution regulating meetings and proceedings of the Board and committees of the Board in so far as they are applicable and not inconsistent with this Charter.

Members may attend meetings in person or by electronic means.

8.2 Frequency and calling of meetings

The Committee will meet as frequently as required to perform its functions, but not less than quarterly. The chairperson must call a meeting of the Committee if requested by any Member, the external auditor, the internal auditor or the chairperson of the Board.

At the end of each reporting period, the Board will disclose the number of times the Committee met throughout that reporting period and the individual attendance of each Member at those meetings.

8.3 Quorum

Two Directors constitute a quorum for meetings of the Committee.

8.4 Attendance by management and advisers

The Committee chairperson may invite the CEO, CFO, other senior executives, Directors who are not members of the Committee and external advisers to attend meetings of the Committee.

8.5 Conflicts

No Member will participate in the determination of their own remuneration or the specific remuneration policies that are applicable to them.

8.6 Notice, agenda and documents

Unless otherwise agreed or considered necessary by the chairperson, notice of each meeting confirming the venue, date and time together with an agenda of items to be discussed and supporting documentation, will be circulated by the secretary to each Member and any other individual invited to attend, not less than 5 working days before the meeting.

8.7 Minutes

The secretary will keep minute books to record the proceedings and resolutions of Committee meetings.

The chairperson of the Committee, or delegate, will report to the Board after each Committee meeting. Minutes of Committee meetings will be included in the papers for the next Board meeting after each Committee meeting.

The Committee must refer any matter of significant importance to the Board for its consideration and attention.

8.8 Access to information and advisers

The Committee has direct and unlimited access to all resources necessary to discharge its duties and responsibilities, including engaging counsel, accountants or other experts as it considers appropriate. This may include requesting management or engaging external remuneration consultants to provide information to the Committee.

The Committee also has the authority to conduct or direct any investigation required to fulfil its responsibilities.

9. COMMITTEE'S PERFORMANCE EVALUATION

The Committee will review its performance at least annually, or earlier if circumstances dictate, and whenever there are major changes to the management structure of the RE or the Fund.

The performance evaluation will have regard to the extent to which it has met its responsibilities in terms of this Charter.

Members must be available to meet with external bodies if requested to do so in accordance with relevant laws, regulations or prudential standards.