FORTUNA
INVESTMENT HOLDINGS

Fortuna Investment Holdings Propriety Limited recognises the importance of operating in an open and transparent manner in all aspects of its business. Whilst legislative requirements may be the foundation of this policy, this statement is more practical in its application and utilises basic business ethics and practices as its overall primary standard. This policy statement has been approved by the Board of Directors.

Approved by the Board of Directors

25 March 2019

INVESTMENT COMMITTEE: TERMS OF REFERENCE

1. Introduction

1.1 The Investment Committee is constituted as a Board Committee of the Company.

1.2 The Investment Committee has an independent role, operating as an overseer and a maker of recommendations to the Board for its consideration and final approval.

2. Composition of the Committee

2.1 The Investment Committee is a committee of the Board, advisory in nature and answerable to the Board.

2.2 The Investment Committee shall consist of three members.

2.3 The members of the Investment Committee shall be appointed by the Board from time to time.

2.4 The chairperson of the Investment Committee shall also be a member of the Board, whereas the remaining two members shall be independent with suitable qualifications and experience.

3. Rules, Responsibilities and Powers

3.1 The Investment Committee assists the Company to execute its Investment Mandate.

3.2 The CEO of the Company is responsible for identifying acquisition, merger and disposal opportunities. The Investment Committee assists and provides advice to the CEO on such opportunities and all aspects of other material transactions not in the ordinary course of business, and matters related thereto. It is the Investment Committee's responsibility to approve any recommendations or proposals to be made to the Board in relation to such opportunities or transactions.

3.3 The Investment Committee reviews any due diligence findings.

3.4 The Investment Committee makes recommendations to the Board, monitors on behalf of the Board and reports to the Board on material acquisition, merger, or disposal opportunities and ongoing material transactions and matters related thereto.

3.5 The Investment Committee reviews the performance of investee companies and also reviews the value at which all investments are recorded in the books of the Company.

3.6 The Investment Committee reviews the investment of surplus cash in liquid deposits and/or income funds.

4. Attendance at annual general meetings

The chairperson of the Investment Committee or, in his or her absence, any one other member from time to time of the Investment Committee shall be in attendance at annual general meetings of Shareholders and respond to any questions relating to the work of the Investment Committee.

5. Meeting procedures

5.1 Frequency

5.1.1 Meetings and proceedings of the Investment Committee shall be governed, *mutatis mutandis*, by the provisions of the MOI regulating the meetings and proceedings of the Directors, so far as the same are applicable thereto and are not superseded by any of the conditions laid down in this Terms of Reference.

5.1.2 The Investment Committee meets as often as is required or desirable, having regard to the matters that fall within its mandate.

5.2 Materials

5.2.1 Proposals and reviews shall always be presented in a consistent manner, giving recognition to approved benchmarks and targets.

5.2.2 All content shall always be distributed before meetings with five clear in between working days.

5.3 Quorum

The quorum for the transaction of business shall be a majority of members.

5.4 Attendance

Senior management where relevant, shall normally be invited to attend the meetings of the Investment Committee. The Investment Committee is entitled to invite financial and/or legal advisors of the Company to attend meetings or parts of any meeting for purposes of advising the Investment Committee and to attend to any queries that the Investment Committee may have. Any invited attendees may be requested to recuse themselves from certain discussions.

5.5 Minutes

Minutes shall be kept of all meetings and included in the materials of the next meeting of the Board for reference under a standing agenda point where the chairperson of the Investment Committee provides feedback to the Board.

6. Evaluation

6.1 The Investment Committee shall be evaluated annually by the chairperson of the Investment Committee, and the chairperson of the Investment Committee shall be evaluated annually by the Board, based on criteria that the Board shall determine in its sole discretion, alternatively such evaluation shall be conducted by an independent external party.

6.2 The chairperson of the Investment Committee will determine the role, functions, duties and performance criteria, to serve as a benchmark for the performance appraisal of the Investment Committee members.

6.3 The nomination for re-appointment of an Investment Committee member occurs annually after the evaluation of the performance of the Investment Committee.