

Omnicanne Limited

# Investment Committee Charter

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# 1. Objectives

The Investment Committee (the 'Committee') has been established under the scope of Omnicane Limited to assist the Board in discharging its duties relating to the strategic investment or disinvestment decisions.

# 2. Composition

The Committee shall consist of at least four members.

The Chairperson shall be a non-executive director, whose appointment is subject to approval of the Board.

The Company Secretary of the Board shall be the Committee Secretary.

# 3. Meetings

The Committee shall meet at least on a quarterly basis.

The quorum for meetings and decision-making shall comprise of three members present throughout, whether physically or by telecommunication.

The Company Secretary shall minute, record and document all proceedings/resolutions as well as any conflict of interest.

Each member of the Committee shall disclose any potential conflicts of interest related to investment decisions or matters under discussion. In the event of a potential conflict, the concerned member shall abstain from participating in the decision-making process and shall not be counted in the quorum for the specific agenda item.

The notice of each meeting should consist of the details of the date, time and venue, agenda of items and supporting documents. These documents should be given to the members within a convenient time frame.

The Chairperson of the Committee may in case of absence designate an alternate. In case of absence of the Chairperson and where no alternate has been designated, the present members shall collectively appoint one of their fellow Committee members as an alternate Chair for that specific meeting, ensuring the smooth conduct of discussions and adherence to the agenda. The alternate Chair's authority is limited to that meeting and his/her role is to facilitate proceedings in line with established procedures and the Committee's responsibilities as defined in this charter.

# 4. Remuneration

With respect to the performance by the members of the Committee, in addition to their directorship and pursuant to the provision under the Company's constitution, members of the Committee shall be entitled to a remuneration befitting their appointment and presence upon Committee meetings.

# 5. Roles & Responsibilities

The Committee shall review and recommend to the Board strategic investment or disinvestment choices, based on advice received, as required, from the management team and/or outside consultants.

In so doing, the Committee should perform the following:

- Verify that all necessary steps and controls have been performed prior to strategic investment proposal being formulated by the management; Verify adherence to strategic investment policy defined by the Board; Discuss and consider relevant issues (returns, volatility and absolute risk) to decide whether to invest or not in specific assets or ventures;

- The Committee's core responsibilities encompass formulating investment strategies, conducting thorough evaluations of potential investment opportunities, performing risk assessments, reviewing financial performance and providing recommendations for disinvestment as needed;
- The Committee shall perform any other activities or responsibilities from time to time assigned to it by the Board, which are consistent with these terms of reference and the Company's governing law, as the Committee or the Board deem necessary or appropriate.

## 6. Authority

The Committee shall act in an advisory capacity and shall, after due deliberation, recommend all decisions to the Board of Omnicane Limited for subsequent approval.

## 7. Other Provisions

### 7.1. Code of Conduct and Confidentiality

All members of the Committee shall adhere to a code of conduct that emphasises ethical behaviour, professionalism and confidentiality. This includes maintaining the confidentiality of sensitive information discussed during committee meetings and refraining from disclosing such information to unauthorised parties.

### 7.2. Professional Advice

The Committee collectively, and each Committee member individually, has the right to seek independent professional advice as they consider necessary to fulfil their responsibilities and permit independent judgement in decision-making, subject to the approval of the Chair of the Committee, and at the Group's expense.

### 7.3. Information Accessibility

The Committee is authorised to access sufficient resources in order to fulfil its duties, including assistance from the Company Secretariat whenever required.

### 7.4. Reporting

The Chairperson of the Committee shall report to the Board regarding the Committee's deliberations at the next scheduled Board Meeting.

The Committee shall ensure that those reports which fall under regulatory and/or statutory requirements, or which have been requested by the Board, shall be included in the Annual Report.

## 8. Performance Review

The Committee shall arrange for periodic reviews of its own performance and review its terms of reference to ensure that it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board.

## 9. Amendments

Amendments to this charter may be proposed by any member of the Committee or the Board of Directors. Proposed amendments shall be reviewed and approved by a majority vote of the Committee members. Any approved changes shall be communicated promptly to the Board of Directors for final ratification and the updated charter shall be made available to all relevant stakeholders.