

NEW FRONTIER PROPERTIES LTD

CORPORATE GOVERNANCE AND REMUNERATION COMMITTEE - TERMS OF REFERENCE

1 Membership

- (a) The Committee shall comprise at least 3 members. The Chairman of the Committee shall be appointed by the Board and the other members of the Committee shall be appointed by the Board in consultation with the Chairman.

2 Proceedings

- (a) Only the members of the Committee shall have the right to attend its meetings. The Committee may, subject to these terms of reference and with the assistance of the Company Secretary, regulate its own proceedings.
- (b) The Committee may invite the Company's executives to attend its meetings, in whole or in part, as it considers appropriate.
- (c) In the absence of the Committee's Chairman at a meeting, the remaining members shall elect one of their number to chair the meeting.
- (d) The Company Secretary shall act as secretary of the Committee and shall work in liaison with the Chairman to ensure that the Committee has an appropriate schedule of meetings and receives relevant papers and information electronically in sufficient time to enable full consideration of relevant matters.
- (e) The quorum for the transaction of business at the Committee's meetings shall be three members.
- (f) The Committee shall meet as often as necessary to carry out its duties and shall meet at least twice annually, to coincide with relevant points in the Company's planning cycle, when the principle business of the meeting shall be to review the Company's corporate governance policy.
- (g) Meetings of the Committee shall be convened by the Secretary at the request of any of its members in consultation with the Chairman.
- (h) The Committee is authorised: (i) to seek any information it requires from any employee/director of the company in order to perform its duties; (ii) to obtain, at the company's expense, external legal or other professional advice on any matter within its terms of reference where required; and (iii) to request the attendance of any employee at a meeting of the committee as and when required.
- (i) Unless otherwise agreed, notices of meetings of the Committee shall contain the date, time and venue of the meeting, together with a description of the items of business for consideration. Notices and supporting documents shall be forwarded to each member of the Committee and to others invited to attend, by such methods as individuals have specified, at least 5 working days prior to the meeting.

- (j) The Secretary shall provide appropriate minutes of the Committee's proceedings and shall circulate the draft minutes to members timeously following each meeting. Approved minutes shall be provided to the other members of the Board.

3 Duties

- (a) The Committee is empowered and required to carry out the duties set out in the Appendix to this document: "Duties of the Governance Committee".
- (b) In addition to chairing meetings of the Committee, the Committee's chairman shall consult and maintain a dialogue with key individuals whose roles relate to the Committee's interests, including the Chairman of the Board, the Chief Executive and the Finance Director.
- (c) The Committee's Chairman shall endeavour to make himself available to report to shareholders and respond to their questions at meetings of the Company's members, in particular the Annual General Meeting.
- (d) The Committee's chairman, in liaison with the Secretary, shall ensure that appropriate and timely induction is provided to new members and on a continuing basis for all members.

Appendix: Duties of the Corporate Governance and Remuneration Committee

The Committee shall:

1. Formulate and recommend to the Board for approval a set of best practice corporate governance principles supporting the Company's strategic priorities, in accordance with the applicable Code of Corporate Governance;
2. Monitor the Company's compliance with its adopted corporate governance principles;
3. Review the Company's compliance with all relevant legal and regulatory requirements within the jurisdictions in which the Company operates;
4. Monitor potential changes in such legal and regulatory requirements to ensure that the Company is in a position to respond appropriately to their introduction;
5. Ensure the Company has in place adequate processes for reporting and responding to any material regulatory breaches and the findings of regulatory agencies;
6. Keep under review the Company's conduct and reputational risk profile, ensuring that the Company's executives place appropriate emphasis on the Company's reputation as part of the key decision making process;
7. Ensure that the Company has in place an adequate code of ethics and conduct regulating its dealings with investors, clients, advisers, employees and the public generally, monitoring the effectiveness of the code on an ongoing basis;
8. Report formally to the Board on its proceedings and make recommendations to the Board on any area within its remit;
9. Produce a statement on the Company's governance framework and its performance in relation to it for inclusion in the Company's annual report;
10. At least annually, review its 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;
11. Determine the level of non-executive and independent non-executive fees and recommend same to the Board for approval;
12. Liaise with the Board in relation to the preparation of the Committee's report to shareholders as required and to consider each year (and minute its conclusions) whether the circumstances are such that the Annual General Meeting of the Company should be invited to approve the remuneration policy set out in the Committee's report;
13. Be responsible for evaluating all social and ethics responsibilities, as provided for in the South African Companies Act 71 of 2008 (as amended) (the "Act") and the regulations, and to make recommendations to the Board with regard thereto;
14. To monitor the Company's activities with regard to matters relating to:
 - social and economic development (including the UN Global Compact Principles; the OECD recommendations regarding corruption, attached hereto as annexures); and the Employment Equity Act and the Broad-Based Black

Economic Empowerment Act, to the extent that they would apply to the Company;

- Good corporate citizenship: including promotion of equality, prevention of unfair discrimination, reduction of corruption, contribution to the development of the communities in which its products or services are marketed, record of sponsorship, donations and charitable giving;
 - The environment, health and public safety, including the impact of the Company's activities;
 - Consumer relationships, to the extent applicable to the Company, including the Company's advertising, public relations and compliance with consumer protection laws as applicable;
 - The Company's employment relationships, and its contribution toward the educational development of its employees (if applicable);
15. To report, through one of its members, to the shareholders at the Company's Annual General Meeting on the matters within its mandate and include a report in such regard in the Company's integrated annual report, if deemed necessary.

OECD RECOMMENDATIONS

Anti-corruption guidelines for multinational enterprises are as follows:

- The Guidelines seek to promote and facilitate contributions to the fight against corruption.
- The anti-corruption content of the Guidelines is broader than that of the Convention and the Revised Recommendation, as the Guidelines cover private sector bribery, solicitation of bribes and extortion. They also encourage companies to extend their anti-corruption programmes to their subsidiaries and business partners.
- The standards promoted by the Guidelines reflect more than just the perspectives of developed countries. These standards can be found in other inter-governmental instruments adhered to by a wide range of non-member countries. They have also been integrated in the anti-corruption initiatives of several international private sector associations.
- The Guidelines' distinctive contribution as an anti-corruption instrument is that it provides a framework through which governments and civil society can encourage companies' contribution to the fight against corruption.

UNITED NATIONS GLOBAL COMPACT PRINCIPLES

The ten Principles covering Human Rights, Labour, Environmental and Anti-Corruption aspects are as follows:

- Principle 1: Businesses should support and respect the protection of internationally proclaimed human rights;
- Principle 2: Make sure that they are not complicit in human rights abuses;
- Principle 3: Businesses should uphold the freedom of association and the effective recognition of the right to collective bargaining;
- Principle 4: The elimination of all forms of forced and compulsory labour;
- Principle 5: The effective abolition of child labour;
- Principle 6: The elimination of discrimination in respect of employment and occupation;
- Principle 7: Businesses should support a precautionary approach to environmental changes;
- Principle 8: Undertake initiatives to promote greater environmental responsibility;
- Principle 9: Encourage the development and diffusion of environmentally friendly technologies;
- Principle 10: Businesses should work against corruption in all its forms, including extortion and bribery.