 <p>DELTA PROPERTY FUND</p>	<p>DELTA PROPERTY FUNDS LIMITED</p> <p>Registration Number: 2002/005129/06</p>	<p>Revision No. & Date</p>
		<p>V2.0 – February 2022 V2.1 - February 2024</p>
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TERMS OF REFERENCE OF THE RISK AND COMPLIANCE COMMITTEE


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1. CONSTITUTION

- 1.1 In line with the requirements of the King Report on Governance (“King IV™”), the Board of directors of the company (“the Board”) resolved to establish a statutory Committee of the Board to be known as the Risk & Compliance Committee (“the Committee”).
- 1.2 The Committee has an independent role, operating as an overseer and a maker of recommendations to the Board for its consideration and final approval. The Committee does not assume the functions of management, which remain the responsibility of the executive directors, officers and other members of senior management.
- 1.3 Neither the appointment nor the duties of the Committee reduce the functions and duties of the Board or the directors of the Company.
- 1.4 Any reference in this Terms of Reference (“ToR”) to “the Group” is to be interpreted to include any Company or companies within the Group.
- 1.5 The Terms of Reference shall be read with the Board Charter the memorandum of the Company (“MoI”), the JSE Listings Requirements and any other applicable law or regulatory provision.


2. PURPOSE AND ROLE OF THE COMMITTEE

The overall objectives of the Committee are to assist the Board in reviewing the adequacy and effectiveness of the risk management process, the significant risks facing the company and the mitigating controls and activities.

3. RESPONSIBILITIES AND DUTIES

3.1. Risk Management

- a. Oversee the identification, prioritisation and management of financial reporting risk, internal financial controls, market risk, credit risk, liquidity risk, operational risk and commercial risk, fraud risk and IT related risk insofar as it relates to financial reporting.
- b. Directing the facilitation of risk management and measurement to determine the material risks to which the Group may be exposed and to evaluate the strategy, skills and actions required for managing those risks.
- c. Review the processes implemented to monitor the on-going management of risks.
- d. Submit an annual report to the Board on the total risk management and assessment process and outcomes for purposes of the integrated report.
- e. Review the adequacy of the Disaster Recovery and Business Resumption plans.

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- f. Monitor procedures to deal with and review disclosure of information to third parties in so far as these disclosures could pose a risk to the Group.
- g. Evaluating whether the roles and responsibilities of the Committee and especially the integration of risk management into decision-making and other organisational processes, as stated in the Risk Management policy, are effectively achieved.
- h. Review adequacy of sustainability model.
- i. Review the status of tax risks and the management of these risks - Review and assess the integrity of the overall risk exposure and risk control systems.
- j. Define and review a tax risk strategy framework; and
- k. Review reporting concerning risk management that is to be included in the integrated report for it being timely, comprehensive, accurate and relevant.

3.2. Compliance

- l. assist the Board with high-risk issues relating to compliance with relevant laws, rules, codes and standards.
- m. Review the group’s compliance with legal and regulatory provisions, its memorandum of incorporation and the rules established by the Board, if any, and any significant breaches thereof.
- n. ensure that there is an adequate and effective risk management process in respect to the significant compliance risks facing the company.
- o. review any report on risk management to be included in the Company’s Integrated Report.

3.3. Technology and Information Governance

- p. Oversee the state of IT Governance across the Group.
- q. approve a policy direction on the management of technology and information and oversee management’s implementation including:
 - (i) compliance with applicable IT laws.
 - (ii) Overseeing the management of information and technology, in particular:
 - (iii) The integration of information and technology risks into the organisation-wide risk management.
 - (iv) The resiliency of the organisation’s information and technology.
 - (v) The existence of an enabling and supportive information and technology architecture.
 - (vi) The management of information and technology sourcing, contracting and third-party risks.
 - (vii) The ability to identify and respond to cyber-attacks and the continued monitoring of information security arrangements.

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- r. The organisation’s response to disruptive technologies and the identification of technology opportunities.

Receiving periodic independent assurance on the effectiveness of the organisation’s technology and information arrangements, including outsourced services.

- s. Review of the performance of and the risks pertaining to third party and outsourced service providers.

3.4. Insurance

- t. Oversees the effective administration of the Group’s insurance.
u. Review the adequacy of insurance coverage.

4. AUTHORITY


4.1.1 The Board supports and endorses the Committee, which operates independently of management and is free of any organisational influences. The Committee acts in accordance with its delegated authority of the Board as recorded in this ToR.

4.2 The Board has an oversight responsibility and the Committee assist the Board in fulfilling this responsibility.

4.3 In order to enable it to fulfil its functions the Committee has unrestricted access to internal and external auditors as well as access to all information, including records, property and employees of the Group, and must be provided with adequate resources in order to fulfil its responsibilities.

4.4 The Committee is authorised by the Board to:

- 4.4.1 Investigate any activities within its Terms of Reference.
- 4.4.2 Seek outside legal or other independent professional advice.
- 4.4.3 Secure the attendance of outsiders with the relevant experience and expertise where necessary at the Company’s expense.
- 4.4.4 Seek any information it requires from any employee, the chairman of other Board Committees, any of the executive directors, Company Officers, Company Secretary or assurance providers, and all these parties are required to co-operate with any requests made by the Committee.
- 4.4.5 The Committee may form, and delegate authority to sub -committees and may delegate authority to one or more designated members of the Committee, if and when necessary; and

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5. MEMBERSHIP

5.1 Composition

- 5.1.1. The Committee members shall be nominated by the Nominations Committee and appointed by the Board. The Committee shall comprise of Executive and Non-Executive directors, with a majority being non-executive directors.
- 5.1.2. The Committee shall comprise such number of members as the Board may from time to time decide and have a mix of skills and business experience suitable for the purpose of the Committee. The members shall consist of at least two non-executive directors, the Chief Executive and the Chief Financial Officer.
- 5.1.3. The members of the Committee must collectively have sufficient qualifications and experience to fulfil their duties.
- 5.1.4. Individuals in attendance at Committee meetings by invitation may participate in discussions but do not vote on resolutions or form part of the quorum for Committee meetings.

5.2 The Chairman of the Committee shall be appointed by the Board, from its members, and shall be a non-executive director.

5.3 All Committee members will be required to keep up to date with developments affecting the areas of responsibility of the committee.


5.4 Termination

The Board may terminate membership of any person serving on the Committee on recommendation of Committee or on recommendation of the Nomination Committee.

6. MEETINGS

6.1 Frequency of Meetings

- 6.1.1 The Committee will meet at least four (4) times a year, or more frequently as circumstances dictate.
- 6.1.2 Meetings should be held prior to Board meetings and correspond with major phases of the financial reporting, external audit and internal audit cycles.
- 6.1.3 Meetings in addition to those scheduled may, with approval of the Chairman of the Committee, be held at the request of the internal auditors, the Chief Executive Officer, Chief Financial Officer or at the instance of the Board.
- 6.1.4 As part of its responsibilities to foster open communication, the Committee will meet at least annually with the Chief Executive Officer and the Head of the Internal Audit in separate meetings to discuss matters that the Committee or any of these groups believe should be discussed privately.

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6.2 Quorum


- 6.2.1 A quorum for meeting of the Committee shall be a majority of members present in person or via telecommunication facilities.
- 6.2.2 If the Chairman of the Committee is not present within fifteen (15) minutes of the stipulated time for such meetings, then the members of the Committee present shall elect a chairman from among them to act as Chairman of the meeting.

6.3 Agenda

- 6.3.1 The Company Secretary in consultation and agreement with the Chairman of the Committee shall draft the agenda, which shall be circulated with supporting documentation, preferably five (5) business days prior to each meeting to the members of the Committee.,.
- 6.3.2 The Committee must establish an annual work plan for each year to ensure that all relevant matters are covered by the agendas of the meetings planned for the year. The annual work plan must ensure proper coverage of the matters laid out in this ToR.
- 6.3.3 Committee members must be fully prepared for the meetings, to provide appropriate and constructive input on matters to be discussed.

6.4 Minutes and reporting procedure

- 6.4.1 The Company Secretary shall attend and minute all meetings.
- 6.4.2 The minutes of the Committee meetings shall be completed within fourteen (14) business days of such meeting and shall be circulated to all members of the Committee and other relevant personnel as directed by the Committee.
- 6.4.3 The minutes must be formally confirmed by the Committee at its next scheduled meeting.
- 6.4.4 The secretary shall incorporate the confirmed minutes of the meeting of the Committee in the meeting files prepared for meetings of the Board for noting purposes.
- 6.4.5 In addition to the above, the Chairman of the Committee will provide verbal feedback at the meetings of the Board of directors on the Committee’s recent activities.
- 6.4.6 A written resolution (“round robin resolution”) signed by a majority of the members of the Committee at the time when such resolution is released for signature, shall be as valid and effectual as if it has been passed at a duly constituted meeting of the Committee, provided that each member of the Committee shall have been afforded

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a reasonable opportunity to express an opinion on the matter to which such resolution pertains.

6.5 Attendance

- 6.5.1 Members of senior management of the company as may be required, assurance providers, professional advisors and board members may be in attendance at Committee meetings, but by invitation only and they may not vote, nor shall they receive fees for their attendance/participation at the Committee meetings.
- 6.5.2 The members may, if they deem fit, confer by telephone, closed circuit television or video conferencing (“Conference”). Notwithstanding that the members are not present together in one place at the time of the Conference, a resolution passed by members constituting a quorum at such a Conference shall, provided such resolution is recorded in writing and confirmed at the next meeting of the Audit and Risk Committee.
- 6.5.3 The Committee may invite any other relevant person to attend the Committee meetings, but by invitation only. Such persons may not vote on any matters.
- 6.5.4 The Company Secretary shall be the secretary of the Committee.
- 6.5.5 Committee members must attend all scheduled meetings of the Committee, including meetings called on an ad hoc basis for special matters, unless prior apology, with reasons, has been submitted to the Chairman or Company Secretary.

7. **MEMBER SKILLS AND TRAINING**

- 7.1 The Committee’s effectiveness in performing its duties depends on its members’ knowledge and competence in risk and compliance management as well as the business of the company.
- 7.2 In exercising its duties, the Committee will be permitted to consult with specialists or consultants subject to prior Board approval.
- 7.3 Opportunities for continuous education and training on technical issues should be actively pursued by each member.
- 7.4 All Committee members will be required to keep up to date on developments affecting the areas of responsibility of the Committee.

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8. REMUNERATION OF MEMBERS

Members of the Committee shall be paid for their services such remuneration as the Board may decide on the recommendation of the remuneration Committee. The chairman of the Committee may be paid such additional sum for services as the Board may decide on the recommendation of the remuneration Committee. However, these levels of remuneration must be submitted to the shareowners in general meeting for approval.

9. SELF-ASSESSMENT

- 9.1. The performance of the Committee shall be evaluated in accordance with the methodology approved by the Board from time to time.
- 9.2. After completing its evaluation, the Committee should review the results with the Board of directors, so that where necessary, appropriate action can be taken on any recommendations resulting from the review.

10. REVIEW OF TERMS OF REFERENCE

The Committee shall review the terms of reference annually, to ensure that they remain consistent with its statutory duties and Board's objectives and responsibilities. The terms of reference may be amended as required, subject to the approval of the Board.

11. GENERAL

- 11.1. The Committee members are obliged to disclose in writing any interests they have within or outside the Company and the Group that may interfere or conflict with the performance of their duties.
- 11.2. All Company related information that becomes known to directors in their performance of their duties must at all times be kept confidential.