

Attacq Limited
Lead Independent Director Charter
June 2017



1. INTRODUCTION

- 1.1. The Lead Independent Director, is a member of the Board of Directors of the Attacq Limited ('Attacq') (as a listed public company) and subsidiaries ('the Attacq Group'), who meets the requirements for an Independent Director in the Companies Act 71 of 2008 and King IV, and any other criteria evidencing objectivity and independence, established by the Board.

2. PURPOSE OF THIS CHARTER

- 2.1. The purpose of this Charter is to set out the Lead Independent Director's ("LID") role and responsibilities.

3. APPOINTMENT AND ROLE

- 3.1. Annually, the Board of Directors will select an LID. Although elected annually, the LID will be expected to serve for at least two years.
- 3.2. The appointment of the LID becomes effective and he/she starts serving actively in this capacity where the Chairperson is absent or not able to perform his/her duties for whatsoever reason or where independence of the Chairperson of the Board is questionable or impaired. The independence of the Chairperson will be considered to be impaired if the majority of Board members bear out this view. The LID actively serves in this capacity for as long the circumstances that caused the Chairperson's absence, inability or conflict exists;
- 3.3. The appointment of the LID assist the Board to deal with management of any actual or perceived conflicts of interest that arise;
- 3.4. On the appointment becoming effective in circumstances described above; the LID coordinates the activities of the other Independent Directors, and performs other duties and responsibilities as the Board of Directors may determine.

4. RESPONSIBILITIES

- 4.1. The LID, once the appointment becomes effective, performs the functions as necessary to fulfil his role, including the following:
 - 4.1.1. Presiding at all meetings of the Board at which the Chairperson is not present or where the Chairperson is conflicted, including any sessions of the Independent Directors;
 - 4.1.2. Calling meetings of the Independent Directors where necessary;
 - 4.1.3. Serving as principal liaison between the Independent Directors and the Chairperson;
 - 4.1.4. Performing all such functions that cannot be performed by the Chairperson due to his/her absence or the existence of a conflict of interest;

- 4.1.5. Liaising with major shareholders if requested by the Board in circumstances or transactions in which the Chairperson is conflicted;
- 4.1.6. Performing other duties that the Board of Directors may from time to time delegate; and
- 4.1.7. To lead the performance appraisal of the Chairperson.

5. ADVISORS

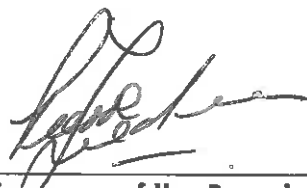
- 5.1. The Company Secretary and outside advisers (where necessary) will provide support to the LID in fulfilling his/her role.

6. DISCLOSURE

- 6.1. In instances where the Board appoints a Chairperson who is a Non-Executive but is not Independent, or is an Executive Director, this should be disclosed in the integrated report, together with the reasons and justifications for the appointment, as well as the mitigating controls in place, i.e. the existence of a LID.

7. APPROVAL AND REVIEW OF THIS CHARTER

- 7.1. On an annual basis, the Nominations Committee reviews this Charter and recommends to the Board of Directors any modifications, for approval by the Board.
- 7.2. This Charter is approved by the Board of directors on 7 September 2017 and signed on their behalf by:



Chairperson of the Board

