



TECHNOLOGY COMMITTEE CHARTER

1. Introduction

This charter outlines the purpose, authority, responsibilities, composition, meetings and compensation of the Technology Committee (“Committee”) established by Nambawan Super Limited (“NSL”) through its Board of Directors.

2. Purpose

The purpose of the committee is to assist the Chief Executive Officer and Senior Management identify and strategize relevant technological improvements as a key enabler for sustainable and competitive growth.

3. Authority

The Committee is established in accordance with Clause 21.13 of the Company’s Constitution. The Committee has the authority and power to exercise its responsibilities set out in this Charter and under any separate resolutions of the Board that may be handed down to it from time to time.

4. Responsibilities

The role and responsibilities of the Committee include:

- (a) Review and assess business cases related to information technology and communication (ICT) investments to ensure spend is relevant, cost effective, returns benefit, and risks are identified and mitigated.
- (b) ensure that appropriate ICT strategies are in place to support long term sustainability and a member centric culture;
- (c) oversee the effective implementation of ICT projects, ensuring project outcomes are delivered and critical documentation maintained;
- (d) develop tracking systems to monitor the returns delivered after implementation;

5. Committee Membership

5.1 Composition and Size

- (a) The Committee shall be comprised of a minimum of three suitably qualified independent Directors, the Chief Executive Officer and the Head of ICT.
- (b) Members of management may be requested to attend the meeting by invitation.
- (c) The Directors must be able to provide an objective, non-executive assessment of business cases and strategies.
- (c) At least one member of the Committee must have Information Technology qualifications, skills and relevant experience.

- (d) Membership will be reviewed annually and re-appointment to the Committee shall not be automatic. All appointments and changes will be decided by the Board
- (e) Directors who are not members of the Committee are entitled to attend meetings of the Committee as observers.

5.2 Chairperson

- (a) The Chairperson of the Committee must be an independent Director, must possess general business management experience and be a person other than the Chairperson of the Board.
- (b) The Chairperson must not be the Chairperson of any other Board Committee.
- (c) The Chairperson of the Committee is appointed by the Board. If, for a particular Committee Meeting, the Committee Chairperson is not present within 15 minutes of the nominated starting time of the Meeting, the Committee may elect a Chairperson for the Meeting.

5.3 Knowledge

- (a) The Committee shall collectively have skills and knowledge in the all facets of business management and should be abreast of technological advancements.
- (b) If the Committee Chairperson approves, a Committee Member may attend seminars or training related to the functions and responsibilities of the Committee, at the expense of the Company.

5.4 Commitment of Committee Members

Committee Members are expected to devote the necessary time and attention for the Committee to carry out its responsibilities.

At the first Committee Meeting after their appointment and when the Board review Committee membership, each Committee Member must confirm that they are able to devote sufficient time and attention to the Committee for the coming year.

5.5 Secretary

The Company Secretary will be the Secretary of the Committee.

6. Committee Meetings and Procedures

6.1 Meetings

Meetings and proceedings of the Committee are governed by the provisions of NSL's Constitution regulating Meetings and proceedings of the Board and Committees of the Board in so far as they are applicable and not inconsistent with this Charter.

6.2 Frequency and calling of Meetings

The Committee will meet as required by the annual business plan to undertake its role effectively. The Chairperson must call a Meeting of the Committee, if requested by any member of the Committee or the Chairperson of the Board.

6.3 Quorum

Two of the Members specified in Clause 5.1(a) who are directors will constitute a quorum for Meetings of the Committee.

6.4 Attendance by consultants or suppliers

Where required, consultants or suppliers engaged onto specific projects may be requested by the committee to attend meetings or make presentation.

6.5 Agenda and documents

The Chairperson of the Committee is to determine the Meeting Agenda after appropriate consultation.

The Secretary will distribute the Agenda and any related documents to all Committee Members and other attendees, at least five (5) working days before each proposed Meeting.

6.6 Minutes

- (a) The Secretary will keep minute books to record the proceedings and resolutions of its Meetings.
- (b) The Chairperson of the Committee, or delegate, will table decision items to the Board. In addition, the Committee should report to the Board on key specific matters within its responsibility or as requested by the Board. Minutes of Committee Meetings will be included in the papers for the next Board Meeting after each Committee Meeting.

7. Remuneration

An attendance fee for each formal meeting of the Committee is payable to Directors on the Committee. All fees are to be approved by the shareholders of NSL.

8. Review

This charter will be reviewed every two years to ensure it is relevant to changing circumstances.

This charter is to be made available on the company's website and the key features published in the annual report.

Document History

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Document Approvals

Approved by (name)	Title	Signature	Date
Lesieli Taviri	Tehnology Committee Chairperson		13.02.17
Anthony Smaré	NSL Board Chairman		08.10.17