Public Investment Corporation SOC Ltd
Private Bag X187
Pretoria 0001
Republic of South Africa

Call for appointment of Independent Experts to the Public Investment Corporation's Investment Committee

The Public Investment Corporation SOC Limited (PIC) was established in terms of the Public Investment Corporation Act, 2004 (Act No 23 of 2004) (the PIC Act), as amended, as a wholly State-Owned Company. The Minister of Finance is the sole shareholder representative on behalf of the South African Government.

The PIC is a registered Financial Service Provider (FSP), licenced Category II FSP, in terms of the Financial Advisory and Intermediary Services Act, 2002 (Act No 37 of 2002) as amended. The primary purpose of the PIC is to invest certain monies received or held by, for or on behalf of the Government of the Republic of South Africa and certain bodies, councils, funds and accounts. As custodian of substantial assets generated by the labour of generations of South Africa's public sector employees, the PIC has a responsibility to conduct its affairs with integrity, transparency and in an exemplary manner. The PIC work contributes to the well-being of present and future generations of pensioners, member beneficiaries and South Africans at large.

The PIC manages a diversified portfolio to generate good financial returns for clients over a long-term period whilst supporting positive and long-term socio-economic development.

The clients of the PIC are mainly pension, provident, social security and guardian funds. PIC's mandate is to invest funds on behalf of these clients, based on investment mandates agreed with each client and approved and regulated by the Financial Sector Conduct Authority (FSCA). Among the PIC's clients are the Government Employees Pension Fund (GEPF), the Unemployment Insurance Fund (UIF) and the Compensation Fund (CF).

The PIC has a Board of Directors that govern and has overall accountability for the well-functioning of the company. The Board has established an Investment Committee (IC) in line with Section 72 of the Companies Act, 2008 (Act No 73 of 2008), as amended; Section 7 of the PIC Act and Principle 8 of King IV Report on Corporate Governance for South Africa, 2016. The IC was established to assist the Board to discharge its statutory duties and responsibilities in relation to investment activities; consider and approve investment related policies; investment proposals recommended by PIC Management; and make such recommendations as it considers appropriate to the Board in line with the applicable Delegation of Authority Framework. The IC is also responsible for overseeing the implementation of investment decisions, monitoring the performance of investments, and reporting on investment activities.

In line with the IC's Board approved Terms of Reference, the PIC seeks to appoint two (2) Independent Experts to enrich the skills of the IC and therefore invites qualified, experienced, competent and interested individuals to submit a comprehensive curriculum vitae with a cover letter for consideration to be appointed as Independent Experts to the IC.

The key responsibilities of the successful individuals will include, but are not limited to:

- Contribute to the investment expertise of the IC by providing independent technical, and financial input to assist members of the IC to enable decision making regarding investments; and
- Provide, as and when required, input regarding recent developments within a specific sector or industry to enhance members' decision-making process.

Individuals interested to be appointed as Independent Experts must have integrity, demonstrate ethical behaviour and meet a combination of the following criteria:

- Independence/lack of conflicts of interests
- Bring demographic diversity to committee membership
- At least 15 years' experience in investment analysis, asset manager selection, pension fund investments in respect of either listed or unlisted investments, at least 5 of which were at a senior level
- Experience in serving on investment or credit committees, with a particular focus on skills related to empathy and mentoring investment teams
- Honesty and willingness to demonstrate independent thinking from group positions in a constructive manner
- Possesses a qualification in investment analysis, actuarial science or similar financial discipline, further academic or professional qualification preferred
- Be committed to the PIC's mission
- Not be disqualified to be appointed as a Director or Trustee

Soft copies of a framework with detailed specifications, minimum requirements and the envisaged role of the Independent Experts can be accessed and downloaded from the PIC's website, www.pic.gov.za.

The submissions must be emailed to the following email address: INDEPENDENTEXPERTS@pic.gov.za or posted to the PIC offices and marked for the attention of:

Company Secretariat
Public Investment Corporation
Private Bag X187
PRETORIA, 0001

Closing date for submission of CVs: 23 July 2021

Written enquiries can be send via email to INDEPENDENTEXPERTS@pic.gov.za.

By submitting your application for consideration as an Independent Expert, you are granting the PIC consent to process your personal information in accordance with the Protection of Personal Information Act, 4 of 2013 as amended. Applicants will be subjected to a vetting process to ensure that candidates shortlisted for consideration have integrity, are honest, ethical, appropriately qualified, skilled, and experienced.

Correspondence on the outcome of the appointment process shall be limited to the successful candidates.

The PIC is an equal opportunity employer with an objective to include 50% women and 5% people with disabilities to its governance structures. Preference will be given to South African citizens.

FRAMEWORK AND GUIDELINES FOR THE APPOINTMENT OF INVESTMENT INDEPENDENT EXPERTS

April 2021

Document inception, review and approval

Revision history

Version	Author	Date	Revision
1	Company Secretary	8 April 2021	Inception
1	Sello Nkoane	8 April 2021	Inception

This document has been reviewed and recommended by

Version	Reviewer	Date
1	Investment Committee (Listed and Unlisted)	

This document has been reviewed and approved by the following Committees

Version	Approver	Date
1	Board	

This document has been approved by PIC IC as evidence by the signatures below:

Name	Signature	Date
1 Sholto Dolamo (Acting CIO)		
2 Bongani Mathebula (Company Secretary)		
3 Abel Sithole (CEO)		

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1 PURPOSE

1.1. The purpose of this document is to provide guidelines for the appointment of Independent Experts to serve on the Investment Committees (Listed and Unlisted). The Independent Experts will assist the IC in discharging its duties and oversight responsibilities with respect to listed and unlisted investment activities of the PIC, by providing independent, technical and financial expert opinion on transactions under consideration by the IC.

2 BACKGROUND DISCUSSION

2.1. The Public Investment Corporation SOC Limited (PIC) was established in terms of the Public Investment Corporation Act, 2004 (Act No 23 of 2004) (the PIC Act) as amended and, is wholly owned by the South African Government. The Minister of Finance is the sole shareholder representative on behalf of the South African Government.

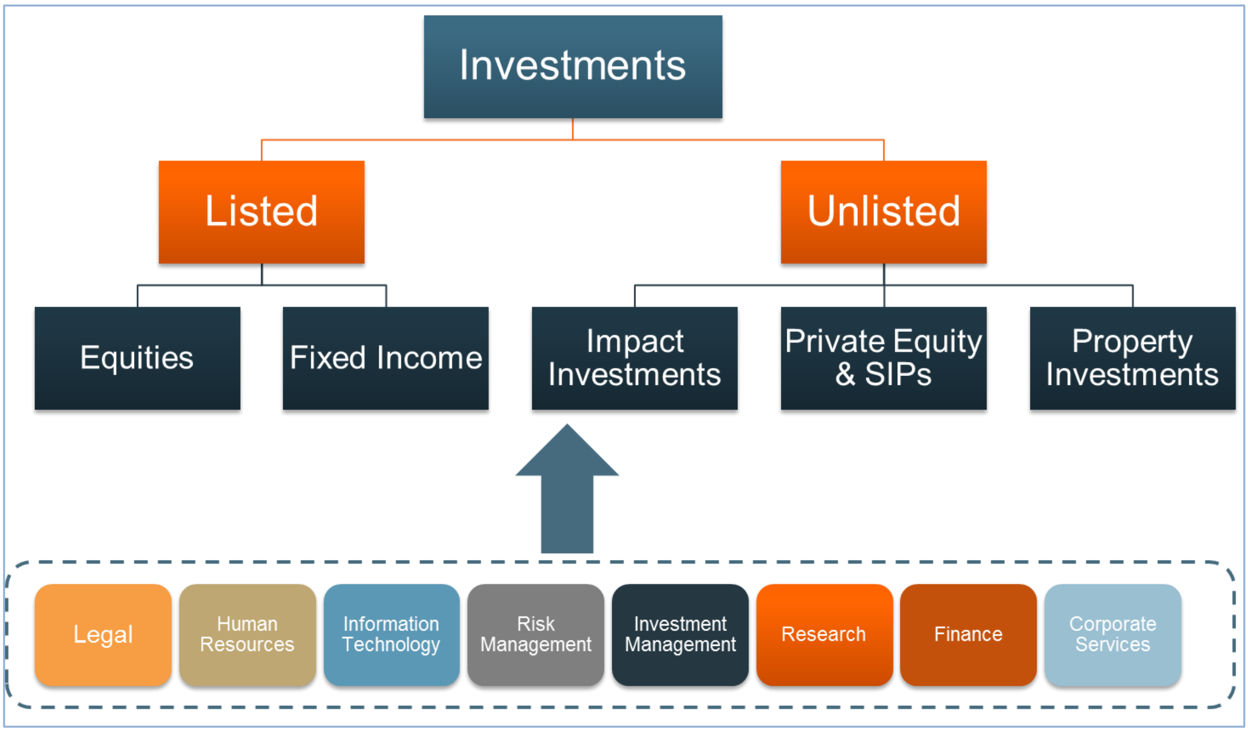
2.2. The PIC is a registered Financial Service Provider (FSP), licenced Category II FSP, in terms of the Financial Advisory and Intermediary Services Act, 2002 (Act No 37 of 2002) as amended. The primary purpose of the PIC is to invest certain monies received or held by, for or on behalf of the Government of the Republic of South Africa and certain bodies, councils, funds and accounts. As custodian of substantial assets generated by the labour of generations of South Africa's public sector employees, the PIC has a responsibility to conduct its affairs with integrity, transparency and in an exemplary manner. The PIC work contributes to the well-being of present and future generations of pensioners and member beneficiaries, and South Africans at large.

2.3. The PIC manages a diversified portfolio to generate good financial returns for clients over a long-term period whilst supporting positive and long-term socio-economic development.

2.4. The clients of the PIC are mainly pension, provident, social security and guardian funds. PIC's mandate is to invest funds on behalf of these clients, based on investment mandates agreed with each client and approved and regulated by the Financial Sector Conduct Authority (FSCA). The PIC invests funds on both a segregated and a unitised basis. Among the PIC's clients are the Government Employees Pension Fund (GEPF), the Unemployment Insurance Fund (UIF), the Compensation Fund (CF).

2.5. The PIC has a Board of Directors that governs and has overall accountability for the well-functioning of the PIC. The Board has established an Investment Committee (IC) in line with Section 72 of the Companies Act, 2008 (Act No 73 of 2008), as amended; Section 7 of the PIC Act, and Principle 8 of King IV Report on Corporate Governance for South Africa, 2016. The IC was established to assist the Board to discharge its statutory duties and responsibilities in relation to investment activities; consider and approve investment related policies; investment proposals recommended by PIC Management; and make such recommendations as it considers appropriate to the Board in line with the applicable Delegation of Authority Framework. The IC is also responsible for overseeing the implementation of investment decisions, monitoring the performance of investments, and reporting on investment activities.

2.7. The table below shows the high-level operating model of the PIC:



2.8. In line with the Investment Committee's Terms of Reference, the Board approved the appointment of Independent Experts to enrich the skills of the IC. The Independent Experts shall serve on the Listed and Unlisted Investment Committees respectively to assist the members of the IC to perform its duties in respect of its terms of reference . In support of the appointment of these Experts, the Board has recognised the complex environment within which the PIC operates and consequently the complex developmental projects considered in the Unlisted Investment Portfolio.

3 STATUS OF THE INDEPENDENT EXPERTS

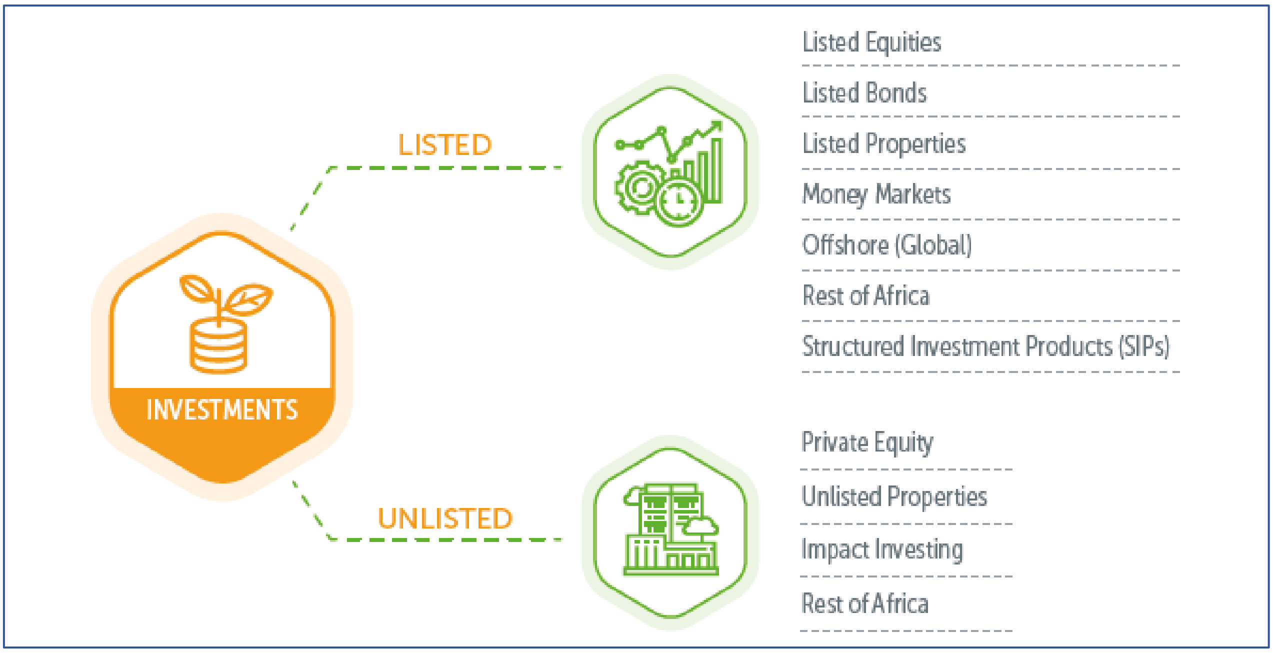
3.1. The Independent Experts are expected to bring independent judgment and advice on investments being considered, whilst being mindful of the size of the asset manager, and the need to build a more inclusive and sustainable economy in South Africa and the geographies where the PIC invests. The Independent Experts are not members of the IC. They shall attend the meetings of the IC on an advisory capacity or occupy an advisory status.

3.2. They shall not participate in decision making process of the IC nor shall they exert any influence on members of the IC to sway a decision to a particular direction. They will however make recommendations for consideration by the committee with substantiations on issues of concern.

4 APPOINTMENT OF THE INDEPENDENT EXPERTS

4.1. The PIC shall appoint Independent Experts with expertise within the sectors/industries and focus areas as contained in the client mandates. The appointment of Independent Experts is delegated to the IC and follows an open and transparent process in line with this framework.

4.2. The broad categories of the investment asset classes where the PIC invests are shown in the diagram below:



5 ROLES AND RESPONSIBILITIES OF THE INDEPENDENT EXPERTS

5.1. The Independent Experts shall have the following as their main roles and responsibilities:

5.1.1. **Role**

The role of the Independent Experts on the investment committee is to:

- Provide independent, technical and financial input to the members of the IC to enable decision making regarding the committee's duties; and
- Scrutinise the expected return, risk, strategic fit, impact and mandate compliance of the investments with the relevant client and the relevant portfolio into which the investment will be placed, while adhering to the highest standards of ethics, integrity, objectivity and the PIC's values.

5.1.2. **Responsibilities**

The responsibilities of the Independent Expert on the investment committee are to:

- Provide independent input as to whether the deals presented should be invested in or not, as per the Delegation of Authority Framework;
- Participate in IC discussions in meetings and related meetings as reasonably requested;

- Provide updates to the Chairperson of the IC regarding the effectiveness of the IC processes and their role as adviser to the IC;
- Attend internal training to deepen their investment expertise as per the asset classes and investment areas, and enhance their understanding of the PIC's investments and strategies; and
- Adhere to a commitment to confidentiality and professionalism.

6 OPERATIONS OF THE INDEPENDENT EXPERTS

6.1. Independent Experts shall be appointed for a fixed term contract of twelve (12) months.

6.2. Once appointed, PIC and the Independent Expert shall conclude a service level agreement and non-disclosure which shall be signed, on behalf of PIC, by the Chairperson of the IC or his/her delegate.

6.3. The appointed Independent Expert shall have access to meeting documents including due diligence reports. This is to ensure that the Independent Expert has the necessary information available at hand for them to provide proper and adequate advisory services and independent opinion to members of the IC.

7 REMUNERATION OF THE INDEPENDENT EXPERTS

7.1. The Independent Expert shall be classified as an independent contractor for Income Tax proposes and shall be remunerated in line with the PIC Board remuneration policy.

8 CONFLICT OF INTEREST

8.1. An Independent Expert attending IC meetings shall be required to disclose and declare conflict of interest, if any, which shall be managed in line with PIC's approved policies and procedures.

9 MINIMUM RQUIREMENTS FOR THE INDEPENDENT EXPERTS

Title	Key Competency	Qualifications
Investment Committee Independent Experts	• Minimum of 15 years' experience in investment analysis, asset manager selection, and pension fund investment in either listed or unlisted investments of which at least 5 years were held at senior level • Experience in participating in investment or credit committees, with a particular focus on skills related to empathy • Experience in Project Finance and/or corporate finance and/or equity transaction structures • Technical and/or operational understanding of the asset classes within which the PIC invests in • Asset Management experience in South Africa, rest of Africa and internationally • Consultancy and/or advisory experience on Investment Committees / Board committees/Advisory Boards • Critical evaluation of investment proposals • Value adding attitude • Honesty and willingness to express views robustly but constructively • Commitment to the PIC's mission	• Honours/Master's Degree in Actuarial Science or equivalent relevant area of specialisation (MBA/MFI/Mcom/MSc, etc) • Any relevant recognised professional qualifications such CA/CFA, etc