

ONELOGIX GROUP LIMITED

BOARD CHARTER

I. INTRODUCTION

The King Report on Corporate Governance Principles for South Africa 2009 (King III) recommends that every Board should have a charter setting out its responsibilities. Successful companies have moved from focusing exclusively on profitability to the triple bottom line approach, which encompasses economic, environmental and social aspects of the Company's activities. The challenge is to balance economic efficiency and society's broader objectives, taking into account conformance with governance principles and performance in an entrepreneurial market economy.

This Board Charter is subject to the provisions of the Companies Act 2008 (as amended), the Memorandum of Incorporation (MOI), and any other law or regulatory provision.

II. ROLE OF THE BOARD

1. The Board should determine the Company's purpose, values and stakeholders relevant to its business and develop strategies combining all three elements. The Board should ensure that procedures are in place to monitor and evaluate the implementation of its strategies, policies, business plans, senior management performance criteria and corporate governance processes.
2. The Board should establish and maintain the structure of the Company.
3. The Board should review and approve the financial objectives, plans and actions, including significant capital allocations and expenditure.
4. The Board should exercise leadership, integrity and judgement, based on fairness, accountability, responsibility and transparency.
5. The Board must provide strategic direction to the Company, appoint the Chief Executive Officer and ensure that a succession plan is in place.
6. The Board should ensure that the Company complies with all relevant laws, regulations and codes of best business practice, and that it communicates with its shareowners and relevant stakeholders (internal and external) openly and promptly and with substance prevailing over form.
7. The Board should regularly review processes and procedures to ensure the effectiveness of the Company's internal systems of control, so that its decision-making capability and the accuracy of its reporting are maintained at a high level at all times.
8. The board should define levels of materiality, reserving specific powers to itself and delegating other matters with the necessary written authority to management.
9. The Board should have unrestricted access to all Company information, records, documents and property.
10. The Board should develop a corporate Code of Conduct.

11. The Board should have an agreed procedure whereby directors may, if necessary, take independent professional advice at the Company's expense.
12. The Board should consider whether or not its size, diversity and skills mix makes it effective.
13. The Board must identify key risk areas and key performance indicators which should be regularly monitored, with particular attention given to information technology (IT) and internal controls (including internal audit matters).
14. The Board shall ensure that an IT governance strategy is formulated and implemented.
15. The Board should record the facts and assumptions on which it relies to conclude that the business will continue as a going concern in the financial year ahead or why it will not, and in that case, the steps the Board is taking.
16. The Board must find the correct balance between conforming with governance constraints and performing in an entrepreneurial way.
17. The Board shall establish sub-committees to facilitate efficient decision making. At a minimum, it shall establish an Audit and Risk Committee, Remuneration Committee, Social and Ethics Committee and Executive Committee. The Board shall clearly define the parameters of ad hoc sub-committees.
18. The Board should assess its own effectiveness in fulfilling these and other Board responsibilities.

III. BOARD COMPOSITION AND PROCEDURES

1. The composition of the Board should comprise a balance of executive and non-executive directors, with a majority of non-executive directors, of whom the majority should be independent.
2. The Chairperson should be an independent non-executive director.
3. The position of Chief Executive Officer shall be separate from the Chairperson.
4. The quorum for a Board meeting shall, subject to anything to the contrary in the MOI or Companies Act, be a majority of directors.
5. Directors shall endeavour to attend all Board meetings and prepare adequately. Directors who are unable to attend a meeting should advise the Chairperson or the Secretary at an earlier date.
6. Directors are expected to participate fully, frankly and constructively in Board discussions and other activities and to bring the benefit of their experience, knowledge, skill and abilities to deliberations of the Board.
7. All discussions and recordal thereof will remain confidential unless there is a specific directive from the Board to the contrary, or disclosure is required by law.
8. The Board will usually hold quarterly meetings. However, additional meetings may be held at the request of the Chairperson or any one of the Directors, after discussion with the Chairperson. Directors may invite any person to attend specific meetings or parts of a meeting, with the prior approval of the Chairperson.

9. Directors shall receive Board agenda and papers timeously to allow for sufficient preparation.
10. The Board shall appoint a Secretary who will be responsible for convening meetings and record keeping.

VI. EVALUATION

An evaluation of the Board and its Committees shall be performed on a periodic basis.

VII. INDUCTION OF NEW DIRECTORS

Newly appointed directors should have the benefit of an induction/orientation programme to familiarise them with the Company and the business environment and markets in which the Company operates as well as to introduce them to senior management of the company.

VIII. DIRECTORS' REMUNERATION

1. The Board will determine, the level of remuneration for non-executive directors, which shall be subject to the approval of shareholders at the annual general meeting.
2. Executive directors will receive no fees but will be paid as employees of the Company in accordance with their contracts of employment with the Company.

VI. OTHER BOARD APPOINTMENTS

Directors are at liberty to accept other Board appointments so long as the appointment does not conflict with the business and does not detrimentally affect the Director's performance as a director.

VII. DIRECTORS' AND OFFICERS LIABILITY INSURANCE

The Company will ensure that an insurance policy is in place to indemnify the directors against any loss arising out of a claim for wrongful acts and for which the Company is permitted to grant indemnification to the directors.