

PERSONAL INFORMATION

NAME: Karen Elizabeth Robinson

TERTIARY EDUCATION

QUALIFICATION: **LLM (Corporate Law)**
INSTITUTION: University of South Africa
YEAR OBTAINED: 2015

QUALIFICATION: **LLB**
INSTITUTION: UNISA
YEAR OBTAINED: 2006

QUALIFICATION: **CERTIFICATE IN ADVANCED CORPORATE & SECURITIES LAW (pass with distinction)**
INSTITUTION: University of South Africa
YEAR OBTAINED: 2005

QUALIFICATION: **Program in Advanced Bank Management (UNISA)**
INSTITUTION: University of South Africa

PRESENT STUDIES: **Certificate in Compliance Management**
INSTITUTION: University of Johannesburg

MEMBERSHIP: **FCIS, Chartered Secretaries Southern Africa (CSSA)**
Non-executive Director, CSSA
Chairman, Education and Examinations Committee, CSSA
Professional Standards Committee, ICOSA
Admitted Advocate of the High Court of South Africa

TUTORING: **Tutoring and mentoring of CSSA students**
2009 - 2016

ARTICLES PUBLISHED:

Applied Governance textbook, CSSA, 2018 (in process)

*The Role of Governance in Implementing Strategy
Boardroom, CSSA, July 2015*

*In the Eye of the Storm: When the eyes of the Board are focussed on you...where do you go for support? And how far can you lean on the independent element of your position?
Without Prejudice, June 2015*

*Marketing your Governance
Boardroom, CSSA, March 2015*

PRESENTATIONS GIVEN:

*Effective Minute taking
Continued Professional Development, CSSA, May 2017; February 2018*

Effective Minute Taking

Workshop for the Auditor-General, March 2018

*Improving Governance and Leadership Standards at Small and Medium Businesses
Corporate Governance Conference, Prodimensions, February 2015*

*Minute Taking Workshop for Company Secretaries
Continued Professional Development, CSSA, November 2015*

*Combining the Role of the Company Secretary and the Compliance Officer; should you do it?
Premier Corporate Governance Conference, CSSA, October 2015*

*Panelist: The Changing Role of the Company Secretary: from Compliance to Governance
Premier Corporate Governance Conference, CSSA, September 2014*

HIGH DEGREE OF PROFICIENCY IN THE FOLLOWING LEGISLATION & REGULATIONS

Companies Act
JSE Listings Requirements
Take-Over Regulation Panel
King Report on Corporate Governance
Occupational Health & Safety Act
Mine Health & Safety Act and Social & Labour Plans
Collective Investment Schemes Control Act
Financial Advisory & Intermediary Services Act
Long Term Insurance Act
Pension Funds Act
Protection of Personal Information Act

EMPLOYMENT HISTORY

COMPANY: Huge Group
POSITION: Company Secretary
DATE: September 2017 to date
DUTIES:

- Full Company Secretarial function in terms of Section 88 of the Companies Act including management of meetings and all things related thereto; accurate compilation and timeous distribution of electronic board packs; minutes and action items; distribution and monitoring of action items
- Ensuring compliance with JSE Listings Requirements and A2X Market
- Developing and implementing governance structures with reference to King IV
- Administration related to the development of strategy, including facilitating strategy sessions, drafting strategy documents, related research and implementing and monitoring strategic implementation plan
- Act as group compliance officer for legislation and regulation, particularly that related to ICASA
- Develop and implement BBBEE compliance plans
- Oversee group insurance and conduct exercise to reassess group's insurance requirements
- Assist in implementing investor relations activities in conjunction with the Chairman and interacting with institutional shareholders, where required
- Advising on and compiling integrated annual report to align with International <IR> Framework

COMPANY: GladAfrica Group
 POSITION: Director of Corporate Services
 DATE: January 2017 to August 2017
 DUTIES:

- Full Company Secretarial function in terms of Section 88 of the Companies Act including management of meetings and all things related thereto; accurate compilation and timeous distribution of electronic board packs; minutes and action items; distribution and monitoring of action items
 - Full legal advisory function focussing on construction and engineering related agreements including FIDIC, JBCC and general legal matters
 - Providing guidance in respect of compliance with recommended best practices in terms of Corporate Governance and King IV
 - Assisting with the roll out of strategic implementation plans and development of corporate culture
 - Responsibility for Legal, Human Resources, Facilities Management and Information Technology departments
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COMPANY: **FedGroup**
 POSITION: Group Company Secretary and Legal Counsel
 DATE: September 2014 to December 2016
 DUTIES:

- Full Company Secretarial function in terms of Section 88 of the Companies Act including management of meetings and all things related thereto; accurate compilation and timeous distribution of electronic board packs; minutes and action items; distribution and monitoring of action items
 - Implementing King III recommendations in respect of corporate governance best practice
 - Fulfilled roles of Head of Risk Management and Head of Compliance: responsible for compliance and risk management identification, assessment, management and monitoring
 - Developing a corporate governance framework in line with best practice and financial regulatory requirements, with particular focus on Board Notice 158 of 2014 which requires implementation of comprehensive corporate governance and risk management frameworks for long term insurance companies
 - Developing an approvals framework in line with the requirements of the business
 - Liaison with National Treasury in respect of draft amendments to the Income Tax Act, with a special focus on the petitioning for the inclusion of participation bonds in the proposed savings benefits
 - Liaison with the Financial Services Board in respect of onsite reviews and compliance queries
 - Legal advisory and contract management responsibilities including drafting, vetting and negotiating of contracts
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COMPANY: **Gold Fields Limited**
 POSITION: Company Secretary
 DATE: January 2013 – July 2013
 DUTIES:

- Full Company Secretarial function in terms of Section 88 of the Companies Act including management of meetings and all things related thereto; accurate compilation and timeous distribution of electronic board packs; minutes and action items; directors' travel and accommodation and ensuring that each director's specific requirements were met; distribution and monitoring of action items
- Providing support and advisory services to the Board of Directors in their individual capacities and as a group particularly with regard to sensitive and complex matters
- Performing board evaluations, updating Board and Committee Charters and Annual Work Plans

- Ensuring compliance with multiple Listed Stock Exchanges including JSE and NYSE and liaising with sponsors in respect of foreign listings and ADR program
- Overseeing, advising and assisting with corporate actions and in particular performed a key role in the unbundling and listing of Sibanye Gold Limited
- Assisted and advised on the revision of the existing Share Incentive Schemes and in particular the JSE Listings Requirements
- Responsible for the revision of the Memorandum of Incorporation for the listed entity and all subsidiary companies, including compliance with the Companies Act, 2008 and the JSE Listings Requirements, and overseeing shareholder approval processes and all incidental matters
- Responsible for developing shared information systems across the company secretarial department, and enhancing operational efficiencies
- Responsible for relevant sections of Integrated Annual Reporting
- Responsible for all matters related to the Annual General Meeting and ensuring that the statutory and regulatory requirements were met
- Responsible for governance related to the Executive Committee including minutes and the compilation and distribution of papers
- Responsible for statutory, regulatory and legislative compliance, including Social and Labour Plans for Mines, Mines Health & Safety Act, Sarbanes Oxley Act, New York Stock Exchange Regulations and Foreign Corrupt Practices Act.

COMPANY: **Gold Fields Limited**
 POSITION: Assistant Company Secretary
 DATE: November 2011 – December 2012
 DUTIES:

- Assisting the Company Secretary in managing all board related matters, including arranging of meetings, board packs, minutes taking and the compilation and collation of reports
- Developing and assisting with board evaluations, updating Board and Committee Charters and Annual Work Plans
- Ensuring compliance with JSE Listed Stock Exchange requirements
- Compilation of the Integrated Annual Report (achieved “excellent” in Ernst & Young Integrated Reporting Awards)
- Responsible for Annual General Meeting and Proxy Forms, with particular regard to complexities of the Companies Act, 2008, special resolutions and amendments required to the Memorandum of Incorporation
- Responsible for governance related to the Executive Committee including minutes and the compilation and distribution of papers
- Responsible for developing shared information systems across the company secretarial department, and enhancing operational efficiencies

COMPANY: **Aveng Limited**
 POSITION: Company Secretary
 DATE: March 2010 – November 2011
 DUTIES:

- Full Company Secretarial function in terms of Section 88 of the Companies Act including management of meetings and all things related thereto; accurate compilation and timeous distribution of electronic board packs; minutes and action items; directors’ travel and accommodation and ensuring that each director’s specific requirements were met
- Providing support and advisory services to the Board of Directors in their individual capacities and as a group particularly with regard to sensitive and complex matters
- Performing board evaluations, updating Board and Committee Charters and Annual Work Plans

- Assisted and advised on the revision of the existing Share Incentive Schemes and in particular the JSE Listings Requirements and approval processes
 - Arranging and attending at site visits by the Board of Directors
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COMPANY: **Murray & Roberts Limited**
POSITION: Assistant Company Secretary
DATE: January 2009 – February 2010
DUTIES:

- Assisted Company Secretary in managing all board related matters, including arranging of meetings, board packs, minutes and reports.
 - Developed and conducted appropriate board evaluations and provided guidance on outcomes
 - Assisted with compilation of integrated annual report
 - Assisted in compliance with statutory, regulatory and legislative compliance and compliance related to an unsponsored ADR program
 - Responsible for corporate actions including the restructure of a publically held subsidiary company
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COMPANY: **Kagiso Trust Investments (Pty) Limited (Now Kagiso Tiso Holdings Limited)**
POSITION: Company Secretary
DATE: September 2007 – February 2009
DUTIES:

- Full company secretarial function for all board related matters, including arranging of meetings, board packs, minutes and reports
 - Provided guidance on investment in respect of listed entities and developed policies on disclosure of information and inside trading
 - Compliance with statutory, regulatory and legislative compliance
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COMPANY: **Jasco Limited**
POSITION: Assistant Company Secretary
DATE: January 2004 – August 2007

- Assisted Company Secretary in managing all board related matters, including arranging of meetings, board packs, minutes and reports.
- Assisted with compilation of integrated annual report
- Assisted in compliance with statutory, regulatory and legislative compliance