

SOCIAL AND ETHICS COMMITTEE REPORT

/ 01 / 02 / 03 / 04 / 05 / 06

Being accountable

The social and ethics committee consists of two independent non-executive directors, SS Mafoyane (chairman) and MM Dyasi and one executive director, being RM Buttle (formerly L Lynch). The committee is chaired by an independent non-executive director. The committee met twice this year and attendance is set out on page 24 [Ⓢ]. The chief financial officer and senior management attend the committee meetings by invitation and assist the committee in its deliberations. The committee's terms of reference prescribe that the effectiveness of the committee, its chairman and individual members is assessed annually.

Roles and responsibilities

The committee is satisfied that it has executed its responsibilities in keeping with the requirements of the Companies Act, the JSE Listings Requirements and the recommendations of King IV, as well as its additional requirements prescribed by its terms of reference which have been endorsed by the board of directors. Its key areas of responsibilities are to:

- execute its statutory duties in terms of the requirements of the Companies Act and King IV
- monitor the group's corporate social investment ("CSI")
- monitor the group's achievements against its social and ethics plan
- review any statements on ethical standards or requirements for the company and the procedures or review system implemented to promote and enforce compliance
- review the company's code of ethics

- review and recommend any corporate citizenship policies to the board for approval
- review significant cases of employee conflicts of interest, misconduct or fraud, or any other unethical activity by employees or the company
- ensure that the company's ethics performance is assessed, monitored, reported and disclosed
- be informed of sustainability risks; and review and attend to whistleblowing activities.

The committee is aware that its function will continue to evolve as it addresses all its responsibilities within its mandate. Economic and social sustainability is important to the group and more detail on its human resources, environmental, CSI and other significant matters relating to the group's obligations to all stakeholder is set on pages 20 and 21 [Ⓢ] of this integrated annual report.

SS Mafoyane

Chairman of the social and ethics committee

17 September 2018