

# OLD MUTUAL LIMITED

## RESPONSIBLE BUSINESS COMMITTEE (INCORPORATING SOCIAL AND ETHICS)

### TERMS OF REFERENCE



November 2017

#### 1. Introduction and Purpose

1.1 In line with section 72(4) of the Companies Act, 71 of 2008, as amended (Companies Act), read together with regulation 43 of the Companies Regulations, 2011 (Regulations) and the King IV Report on Corporate Governance for South Africa, 2016 (King Code), the Responsible Business Committee (incorporating Social and Ethics) (the Committee) is constituted as a statutory committee of the board of directors of Old Mutual Limited (OML or the Company) (Board), in respect of the statutory duties in terms of section 72(4) and regulation 43 of the Regulations, and as a Board committee in respect of all other duties assigned to it by the Board.

1.2 The primary purpose of the committee is to:

1.2.1 oversee the Company's activities in sustainable social and economic development which, inter alia, include public safety, HIV/Aids, environmental management, corporate social investment, consumer relationships, labour and employment, the promotion of equality and ethics management; and

1.2.2 assist the Board in monitoring the extent to which the Company is achieving its shared value goals, through overseeing the Company's efforts in the delivery of shared value and responsible business practises.

1.3 The Committee is further constituted to, among other things, assist the Board in ensuring that the Company and the other entities in the Old Mutual group of companies (the Group)<sup>1</sup> are and remain committed, socially responsible corporate citizens by creating a sustainable business and having regard to the Company's economic, social and environmental impact on the communities in which it operates.

1.4 The deliberations and work of the Committee do not reduce the individual and collective responsibilities of the Board with regard to the fiduciary duties and responsibilities of the Company's directors, and the Board must continue to exercise due care and judgment in the exercise of its functions, in accordance with their statutory obligations.

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<sup>1</sup> King III, principle 1.1 par 2 and principle 1.2.



- 1.5 These Terms of Reference are subject to the provisions of the Companies Act and the Regulations, the Financial Sector Regulation Act, 9 of 2017 and any standards issued pursuant thereto (FSR Act), OML's Memorandum of Incorporation (MOI) and any other applicable laws and regulatory provisions.
- 1.6 The duties and responsibilities of the members of the Committee as set out in this document are in addition to those duties and responsibilities that they have as members of the Board.
- 1.7 Consistent with the functions set out in these Terms of Reference, the Committee should encourage continuous improvement of, and should foster adherence to, the Company's policies, procedures, and practices at all levels.
- 1.8 The Committee should encourage open communication among the senior management and the Board.

## 2. **Mandate**

- 2.1 The Committee derives its authority from the statutory duties as contained in section 72(4) of the Companies Act and regulation 43 of the Regulations, as well as from the delegated authority of the Board as contemplated in these Terms of Reference, in accordance with section 72(1)(b) of the Companies Act.
- 2.2 The Committee has no ultimate decision-making authority; it provides oversight and makes recommendations to the Board in respect of the matters within the scope of the Committee's functions as set out in these Terms of Reference, for the Board's consideration and, if the Board considers it appropriate, ultimate approval.
- 2.3 The Committee will have oversight and will ensure that the Company and its subsidiary companies comply with all activities related to social and economical development, good corporate citizenship, the environment, public health, and safety principles as set out in the adopted Group Governance Framework (GGF).
- 2.4 The Committee must act independently (with accountability to the Board and the Company's shareholders) and does not assume the functions of management, which remain the responsibility of the Company's executive directors, prescribed officers and other members of senior management.
- 2.5 The Board supports and endorses the Committee, which operates free of any organisational impairment. The Committee acts in accordance with its statutory duties and the delegated authority of the Board as recorded in these Terms of Reference.



- 2.6 The Committee is entitled to:
- 2.6.1 Attend any general shareholders meeting.<sup>2</sup>
  - 2.6.2 Receive all notices of and other communications relating to any general shareholders meeting.<sup>3</sup>
  - 2.6.3 Be heard at any general shareholders meeting contemplated in this paragraph on any part of the business of the meeting that concerns the Committee's functions.<sup>4</sup>
- 2.7 The Committee is authorised by the Board to:
- 2.7.1 Investigate any activities within the scope of responsibilities set out in these Terms of Reference.
  - 2.7.2 Seek any information or explanation it requires from any employee, the Chairperson of any Board or statutory committees of the Company, any of the Company's directors, prescribed officers or the Group Company Secretary (Company Secretary), within the scope of responsibilities set out in these Terms of Reference, and all these parties will be required to co-operate with any reasonable requests made by the Committee to provide it with information or explanations necessary for the performance of the Committee's functions.<sup>5</sup>
  - 2.7.3 Form and delegate its duties to a sub-committee, sub-committees or to any one or more designated members of the Committee, to the extent that same is permitted by the Companies Act.

### 3. Roles and Responsibilities

- 3.1 To fulfil its responsibilities to the Board, the Committee must perform the following specific activities and any other activities that it or the Board considers appropriate in the context of the Committee's mandate.

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<sup>2</sup> Section 72(8)(c) of the Companies Act.

<sup>3</sup> Section 72(8)(d) of the Companies Act.

<sup>4</sup> Section 72(8)(e) of the Companies Act.

<sup>5</sup> Section 78(8)(a) and (b) of the Companies Act.

- 3.2 The specific activities include but are not limited to:
- 3.2.1 provide input into the development of business strategy in respect of internal and external stakeholders, in particular;
  - 3.2.2 discuss and debate issues affecting transformation, which have an impact on the business, including matters pertaining to:
    - 3.2.2.1 the applicable FSC codes;
    - 3.2.2.2 ownership;
    - 3.2.2.4 skills development;
    - 3.2.2.5 procurement, enterprise and supplier development;
    - 3.2.2.6 socio-economic development and consumer education;
    - 3.2.2.7 empowerment financing; and
    - 3.2.2.8 access to financial services;
  - 3.2.3 the publication of the Company's Broad-Based Black Economic Empowerment (B-BBEE) annual verification certificate;
  - 3.2.4 consider and make recommendation to the Board on carbon footprint and environmental issues important to the Company's business;
  - 3.2.5 review responsible investing measures and activities across the Company's business, and provide input in respect thereof. In this regard, the Committee shall review responsible investing measures and activities by the Old Mutual Investment Group in particular, at least once annually;
  - 3.2.6 ensure that the Group's strategy relating to responsible investment has been aligned and implemented throughout the Group, and report to the Board on how each element of the strategy contributes/enables OML's achievements of its purpose;
  - 3.2.7 ensure that the corporate social investment strategy and investment is aligned with both the Group's overall strategy and responsible business objectives;



- 3.2.8 provide input into the development of the shared value strategy of the Company's business, ensuring that it is aligned with the Company's stated purpose, values and ethical behaviours;
- 3.2.9 determine the ethical standards for the Company and ensure that management is held accountable for the implementation of systems and programmes for their effective application;
- 3.2.10 provide oversight and guidance in respect of the development of the Company's Responsible business programme, and hold executives accountable for its effective planning, resourcing, implementation and delivery. This includes, but is not limited to:
  - 3.2.10.2 ensuring focus areas are appropriately aligned with business purpose, objectives and shared value outcomes;
  - 3.2.10.3 ensuring that appropriate governance systems, performance metrics, internal and external assurance and reporting is in place, to ensure effective delivery and accountability; and
  - 3.2.10.4 providing guidance and input into the Group wide risk management framework, ensuring that appropriate environmental, social and governance related risks are considered and reviewed as a part of the annual materiality assessment for integrated reporting;
- 3.2.11 provide oversight and guidance in respect of the Group internal and external stakeholders programme, in particular reviewing its adequacy and effectiveness;
- 3.2.12 review of the Company's corporate social investment policy and strategy, and ensure that it is aligned with both the Group's overall shared value programme and business objectives;
- 3.2.13 ensure that the Group acts ethically in respect of customer relations, record management and advertising;
- 3.2.14 assist the Board with discharging its responsibilities of providing effective ethical leadership for the Company and setting the appropriate ethical example and tone for the Company (referred to as ethical governance);
- 3.2.15 ensuring that the ethical culture within the Company is aligned to the tone set by the Board through the implementation of appropriate policies and practices;
- 3.2.16 assist the Board to:



- 3.2.16.1 set clear, measurable objectives in respect of ethics management, and monitor the extent of the successful (or unsuccessful) implementation thereof;
- 3.2.16.2 establish a common understanding of the objectives set in respect of ethics management throughout the Company's business, and establishing clear KPIs for management to ensure effective implementation thereof;
- 3.2.16.3 create the Company's 'ethics language' to ensure that the values and culture of the Company's business are appreciated and understood at all levels;
- 3.2.16.4 embed ethical values and culture throughout the Company's business, monitor the Board's success in this regard and disclose the results thereof to the Company's stakeholders;
- 3.2.16.5 ensure that the Company takes the actions it has committed to take in terms of the Positive Futures Plan, including in respect of:
  - 3.2.16.5.1 the implementation of the Company's responsible investment / corporate social investment strategy;
  - 3.2.16.5.2 financial well-being (clients and society);
  - 3.2.16.5.3 financial education (in respect of its South African operations);
  - 3.2.16.5.4 enterprise development;
  - 3.2.16.5.5 micro finance / insurance products;
  - 3.2.16.5.6 green economy (sustainable green projects that benefit society);
  - 3.2.16.5.7 renewable energy projects;
  - 3.2.16.5.8 monitoring and measuring how well the Company's implementation of the Positive Futures Plan delivers against the criteria for being a responsible business in South Africa (for example with reference to JSE's SRI measurement criteria);



- 3.2.16.5.9 external stakeholder perception of the Company as a responsible business;
- 3.2.17 setting the policy regarding outsourcing and, in doing so, considering the Group's wider social context ;
- 3.2.18 ensure that the Group creates an ethical, purposeful and positive work culture for its employees;
- 3.2.19 act as a sounding board for management's ideas on stakeholder relations, and make suggestions for the promotion of the programmes of Old Mutual Emerging Markets Limited (OMEM) in this regard;
- 3.2.20 consider the reputation of OMEM with a view to maximising that reputation to the benefit of all its stakeholders, including legal and compliance issues;
- 3.2.21 assisting the Company's management in its assessment of the Company's products and services, and whether they provide value for money;
- 3.2.22 assisting in the resolution of conflicts between shareholder and policyholder matters;
- 3.2.23 providing input into the development and the monitoring of the implementation of Group Customer Strategy;
- 3.2.24 providing input and guidance in respect of the Company's strategy and plan creation, through reviewing and providing input into the consideration of the stakeholder and customer environment [in which the Company operates], as part of the strategy creation and plan formulation processes, [and make suggestions for the promotion of the Company's programmes in this regard];
- 3.2.25 considering and providing input into the implementation of the Treating Customers Fairly (TCF) project and action plans for the Group, including the ongoing monitoring of plan implementation, and acting as a sounding board for management on overall customer relations and strategy in the implementation of the TCF project and action plans for the Group;
- 3.2.26 considering the market conduct principles and explicit rules underpinning the TCF project and action plans for the Group and ensuring that measures implemented pursuant thereto generate strategic and cost benefits for the Group;



- 3.2.27 with regard to the regulatory treatment of scrip lending transactions, the Committee shall review OMLACSA's Scrip Lending Policies at least once annually, and make recommendations to the Board in respect of any changes required thereto, for its approval.<sup>6</sup>
- 3.3 Discharge the functions of a Social and Ethics Committee as prescribed by the Regulations, as follows:
- 3.3.1 To monitor the Company's activities, having regard to any relevant legislation, other legal requirements or prevailing codes of best practice, with regard to matters relating to:
- 3.3.1.1 social and economic development, including the Company's standing in terms of the goals and purposes of:
- 3.3.1.1.1 the ten principles set out in the United Nations Global Compact Principles (being those set out in Annexure B hereto);
- 3.3.1.1.2 the Organisation for Economic Co-Operation and Development (OECD) recommendations regarding corruption;
- 3.3.1.1.3 the Employment Equity Act, 1998;
- 3.3.1.1.4 Broad-Based Black Economic Empowerment Act, 2003;
- 3.3.1.2 good corporate citizenship, including the Company's:
- 3.3.1.2.1 promotion of equality, prevention of unfair discrimination, and reduction of corruption;
- 3.3.1.2.2 contribution to development of the communities in which its activities are predominantly conducted or within which its products or services are predominantly marketed; and
- 3.3.1.2.3 record of sponsorships, donations and charitable giving;
- 3.3.1.3 the environment, health and public safety, including the impact of the Company's activities and of its products or services;

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<sup>6</sup> FSB Directive 154.A.i (LT&ST).

- 3.3.1.4 consumer relationships, including the Company's advertising, public relations and compliance with consumer protection laws; and
- 3.3.1.5 labour and employment, including:
  - 3.3.1.5.1 the Company's standing in terms of the International Labour Organization Protocol on decent work and working conditions;
  - 3.3.1.5.2 the Company's employment relationships, and its contribution toward the educational development of its employees;
- 3.3.2 draw matters within its mandate to the attention of the Board as occasion requires; and
- 3.3.3 report, through one of its members, to the shareholders at the Company's annual general meeting on the matters within its mandate;
- 3.4 review at least every second year, the following strategies and policies of the Company, designed to achieve responsible corporate citizenship, and the shared value and business objectives of the Company:<sup>7</sup>
  - 3.4.1 broad-based black economic empowerment policy;
  - 3.4.2 environmental policy;
  - 3.4.3 health and safety policy;
  - 3.4.4 employment equity policy;
  - 3.4.5 sustainable development framework and policy;
  - 3.4.6 whistle blowing policy;
  - 3.4.7 supply chain policy;
- 3.5 monitor compliance with applicable laws, rules, codes and standards relating to broad-based black economic empowerment, employment equity, environmental management, health and safety, HIV/Aids, corporate social responsibility, consumer relationships and human resources;<sup>8</sup>

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<sup>7</sup> King III, principle 1.2 par 30 and 31.

<sup>8</sup> King III, principle 6.1.



- 3.6 encourage independently managed entities and associates of the Group and significant investment entities within the Group to develop policies, guidelines and practices congruent with the Group's social, economic and environmental policies;<sup>9</sup>
- 3.7 ensure facilitated participation, co-operation and consultation within the Group on social, economic and environmental matters with government, industry, national and international organisations and institutions;
- 3.8 take cognisance of material national and international regulatory and technical developments in the fields of social, economic and environmental management;
- 3.9 be informed of sustainability risks;<sup>10</sup>
- 3.10 review annually the Company's integrated annual and sustainable development reports for recommendation to the Board in conjunction with the Audit Committee and Risk Committee for appropriate communication of:
- 3.10.2 the effect the Company's operation has had on the economic, social and environmental wellbeing of the communities within which the Company operates; and
- 3.10.3 significant risks within the ambit of the Committee's responsibilities;
- 3.11 ensure that sustainability reporting conforms with applicable legal provisions. The Committee is tasked with overseeing of sustainability issues in the integrated annual report and the sustainable development report;<sup>11</sup>
- 3.12 ensure that a formal process of assurance with regard to sustainability reporting is established through the Audit Committee and Risk Committee;<sup>12</sup>
- 3.13 approve material elements of sustainability reporting over which the external assurance provider should provide assurance;<sup>13</sup>
- 3.14 to the extent that sustainability reports are subject to assurance, the Committee should ensure that the name of the assurer is clearly disclosed in those reports, together with the period under review, the scope of the assurance exercise and the methodology adopted;<sup>14</sup>

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<sup>9</sup> King III, principle 1.2, par 31.

<sup>10</sup> King III, principle 2.2, par 9.

<sup>11</sup> King III, principle 3.4, par 34.

<sup>12</sup> King III, principle 9.3, par 17.

<sup>13</sup> King III, principle 3.4, par 36.

<sup>14</sup> King III, principle 9.3, par 21.

- 3.15 review (at least every second year) the Group code of ethics and recommend revisions thereto to the Board for approval;<sup>15</sup>
- 3.16 review and approve (at least every second year) the Company's stakeholder management plan and policy;<sup>16</sup>
- 3.17 at all times give due consideration to the relevant provisions of the Companies Act, read with the Regulations, the JSE Listings Requirements, the approved Group Delegation of Authority Framework and the King Code.

#### 4.1 Appointment and Tenure

- 4.1.1 The Committee shall be appointed by the Board on the recommendation of the Corporate Governance and Nominations Committee from amongst the directors of the Company.
- 4.1.2 The Chairperson of the Committee (Committee Chairperson) shall be appointed by the Board and shall be an independent non-executive director. The Board shall determine the period for which the Committee Chairperson shall hold such office.
- 4.1.3 Notwithstanding paragraph 4.1.4 below, the Board may at any time remove a member of the Committee and shall from time to time review and, where appropriate, revise the composition of the Committee, taking into account the need for an adequate combination of skills and knowledge.
- 4.1.4 The maximum tenure for Committee members is three terms of three years.

#### 4.2 Composition and Quorum

- 4.2.1 The chairperson of the Board may be a member of the Committee, but may not be the Committee Chairperson. The Committee must comprise at least three members, of whom the majority shall be non-executive directors and at least one member (being the Committee Chairperson) shall be an independent non-executive director.
- 4.2.2 Members of the Committee will be considered and appointed by the Board based on skills and experience required to deliver on the Committee's mandate.

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<sup>15</sup> King III, principle 1.3, par 41.

<sup>16</sup> King III, principle 8.2, par 10.

4.2.3 The Board shall from time to time review and, where appropriate, revise the composition of the Committee in accordance with recommendations received from the Corporate Governance and Nominations Committee, as described above, taking into account the need for an adequate combination of financial and business skills and knowledge.

4.2.4 The quorum at any meeting of the Committee shall be a majority of members.

#### 4.3 **Attendees**

4.3.1 The OML Chief Executive Officer will have a standing invitation to attend all meetings of the Committee.

4.3.2 The Committee may invite any executive management team members or other individuals to attend meetings of the Committee as they consider appropriate.

4.3.3 The Committee may secure the attendance, at Committee meetings, of non-Committee members with the relevant experience and expertise where necessary, at the Company's expense, in accordance with any procedure developed by the Board for this purpose.<sup>17</sup>

4.3.4 The Company Secretary or his/her designated representative shall be the secretary of the Committee.

#### 4.4 **Frequency of Meetings**

4.4.1 Meetings of the Committee shall be held at least four times a year prior to scheduled OML Board meetings, at which Board meetings the Committee Chairperson will present a report on the activities of the Committee.

4.4.2 The Committee Chairperson may within the framework of any relevant directives set by the Board, convene a meeting of the Committee at any time and at his/her discretion.

#### 4.5 **Participation and resolutions**

4.5.1 Committee members who are unable to attend Committee meetings shall inform the Committee Chairperson or Company Secretary at an early date.

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<sup>17</sup> King III, principle 2.23 par 132.



- 4.5.2 Committee meetings may be conducted entirely by electronic communication or a Committee member may participate in a meeting by electronic communication, as contemplated in section 73(3) of the Companies Act (including by means of, inter alia, telephone, closed circuit television, webinar or video conferencing), so long as the electronic communication facility employed ordinarily enables all persons participating in that meeting to communicate concurrently with each other without an intermediary, and to participate effectively in the meeting.
- 4.5.3 Committee members should participate fully and constructively in discussions and other activities and contribute by sharing their knowledge, skills and abilities.
- 4.5.4 Each Committee member has one vote on a matter before the Committee.
- 4.5.5 A majority of the votes cast on a Committee resolution is sufficient to approve that resolution and, in the case of a tied vote, the Committee Chairperson shall not have a casting vote and the matter being voted on fails.
- 4.5.6 A Committee resolution in writing (round robin resolution) signed by the majority of the Committee members shall be as valid and effectual as if it had been passed at a Committee meeting.
- 4.5.7 The passing of Committee round robin resolutions must not detract from the requirement for frequency of Committee meetings as set out in these Terms of Reference.
- 4.5.8 All Committee round robin resolutions should be tabled at the next Committee meeting for noting.

#### 4.6 **Agenda, meeting papers and minutes**

- 4.6.1 The procedure to be followed for the convening of meetings, notice of meetings, and preparing agendas and minutes of meetings (to the extent not regulated in these Terms of Reference) will be determined from time to time and managed by the Company Secretary, in consultation with the Committee Chairperson and the Board.
- 4.6.2 To the extent reasonably practicable, Committee papers will be circulated to all Committee members at least one week before the meeting and full and appropriate information will be supplied to Committee members by way of succinct position papers or reports with the Committee pack to enable Committee members to form an opinion on the issues on the agenda prior to the meeting and, if necessary, to request additional information before the meeting. Additional

documentation may be circulated to Committee members prior to the Committee meeting and will, to the extent applicable and appropriate, be clearly labelled to indicate that such documentation constitutes additional but non-essential reading.

4.6.3 The Company Secretary shall keep appropriate records of all meetings of the Committee as well as minutes of the proceedings and all decisions made.

4.6.4 Minutes of the Committee meetings, signed by the Committee Chairperson, shall be sufficient evidence that the matters referred to therein have been fully discussed and agreed, whether by way of a formal meeting or otherwise.

4.6.5 The Company Secretary shall circulate the minutes of the meetings of the Committee to all members of the Committee and to the Chairperson of the Board. Any director of the Company may, upon request to the Company Secretary, provided that there is no conflict of interest, obtain copies of the Committee's meeting agenda and minutes.

## 5. **Committee work plan**

An annual work plan will be prepared for the Committee and a list of issues which need to be considered by the Committee annually will be tabled at the first Committee meeting of each year. The agenda for discussion of these issues will be spread over the meetings of the year so that each of these issues are addressed at least once a year. A proposed work plan is attached hereto marked as Annexure C. The work plan will be formulated by the Committee Chairperson working with the Company Secretary.

## 6. **Training**

The Committee, via the Company Secretary, shall make available to new members of the Committee a suitable induction process and, for existing members, ongoing training, where appropriate and as discussed with the Committee.

## 7. **Committee evaluation**

The Committee will be independently evaluated as required by legislation and/or best practice governance and actions from the evaluation should be agreed and implementation tracked and reported to the Board of directors.



## 8. Access to resources and information

- 8.1 The Committee has unrestricted access to Company information falling within the Committee's mandate and will liaise with management on its information needs and the appropriate reports and information that it should receive to enable it to monitor, evaluate and report to shareholders on the progress made with respect to social, ethical, environmental and responsible business matters relating to the Company.
- 8.2 With the prior notification to the Committee Chairperson or the Chairperson of the Board, the Committee or any of its individual members, may take outside legal, accounting or other independent professional advice on matters relating to matters within the Committee's mandate, at the expense of the Company, in accordance with any procedure developed by the Board for this purpose. A formal mandate is to be entered into between such independent advisor and the Company to be facilitated by the Company Secretary.<sup>18</sup>

## 9. Reporting

- 9.1 The Committee Chairperson shall report to the Board at the first Board meeting following the last Committee meeting on the activities of the Committee.
- 9.2 The Committee shall report on an annual basis to the shareholders at the annual general meeting as well as through the Integrated Annual Report Committee Report on the following items:
- 9.2.1 The Committee's overall role and associated responsibilities and function.
- 9.2.2 Its composition, including each member's qualifications and experience.
- 9.2.3 Any external advisers or invitees who regularly attend the Committee meetings.
- 9.2.4 Key areas of focus during the reporting period, - elements to be included include:
- 9.2.4.1 key responsible business-related matters; and
- 9.2.4.2 the nature of the Group's dealings with its stakeholders taking conflict of interest and the outcomes into consideration.

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<sup>18</sup> Section 72(9) of the Companies Act.

- 9.2.5 The number of meetings held during the reporting period and attendance at those meetings.
- 9.2.6 Whether the Committee is satisfied that it has fulfilled its responsibilities for the reporting period in accordance with its Terms of Reference.
- 9.3 The Committee Chairperson shall be required to attend the Company's annual general meeting to answer relevant questions posed by shareholders.

## 10. General

- 10.1 The Committee members are obliged to disclose to the Committee in writing any personal financial interest (as contemplated in section 75 read with section 1 of the Companies Act) and any other interests they have within or outside the Company and the Group that may be of interest to the Company or that may interfere or conflict with the performance of their duties as members of the Committee; provided that this is not applicable to any Committee members to the extent that they are directors of the Company and have disclosed such interests in accordance with paragraph 11 of the Board Charter and section 75 of the Companies Act.
- 10.2 All Company and Group related information that becomes known to directors in the performance of their duties must at all times be kept confidential.
- 10.3 Except to the extent of legal or regulatory provisions to the contrary, Committee members, being non-executive directors, are entitled to rely on the executives of the Company and those of other entities within the Group in relation to matters within their area of expertise and may assume the accuracy of information provided by such persons, provided that the Committee member is not aware of any reasonable grounds upon which reliance or assumption may be inappropriate.

## 11. Approval of the Committee Terms of Reference

- 11.1 The Committee shall review its Terms of Reference annually and amend them as appropriate, subject to approval from the Board.
- 11.2 These Terms of Reference were recommended to the Committee for approval by the Committee Chairperson on 27 November 2017 and approved by the Board on 30 November 2017 and will be due for review in 30 November 2018.



## Annexure A

### Definitions

1. In the context of these Terms of Reference:

1.1 "stakeholders" are defined as:

1.1.1 employees;

1.1.2 business partners (including suppliers, intermediaries); joint ventures, partnerships and

1.1.3 government and regulatory bodies;

1.1.4 trade unions;

1.1.5 the communities within which the Company and the Group operates, and the broader South African society;

1.1.6 the environment; and

1.1.7 shareholders.

1.2 "environmental issues" impacting the business are defined as:

1.2.1 transformation;

1.2.2 reputational issues;

1.2.3 stakeholder engagement;

1.2.4 climate change and environment;

1.2.5 legal and compliance;

1.2.6 sustainability.



## Annexure B The UN Global Compact's Ten Principles

1. The UN Global Compact's ten principles in the areas of human rights, labour, the environment and anti-corruption enjoy universal consensus and are derived from:

1.1 the Universal Declaration of Human Rights;

1.2 the International Labour Organization's Declaration on Fundamental Principles and Rights at Work;

1.3 the Rio Declaration on Environment and Development;

1.4 the United Nations Convention Against Corruption.

2. The UN Global Compact asks companies to embrace, support and enact, within their sphere of influence, a set of core values in the areas of human rights, labour standards, the environment and anti-corruption:

### 2.1 Human Rights

2.1.1 Principle 1: Businesses should support and respect the protection of internationally proclaimed human rights; and

2.1.2 Principle 2: make sure that they are not complicit in human rights abuses.

### 2.2 Labour

2.2.1 Principle 3: Businesses should uphold the freedom of association and the effective recognition of the right to collective bargaining;

2.2.2 Principle 4: the elimination of all forms of forced and compulsory labour;

2.2.3 Principle 5: the effective abolition of child labour; and

2.2.4 Principle 6: the elimination of discrimination in respect of employment and occupation.

### 2.3 Environment

2.3.1 Principle 7: Businesses should support a precautionary approach to environmental challenges;

2.3.2 Principle 8: undertake initiatives to promote greater environmental responsibility; and



2.3.3 Principle 9: encourage the development and diffusion of environmentally friendly technologies.

2.4 **Anti-Corruption**

Principle 10: Businesses should work against corruption in all its forms, including extortion and bribery.

