

**SOCIAL AND ETHICS COMMITTEE
CHARTER**

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1. OBJECTIVE

The social and ethics committee oversees and reports on the group's organisational ethics, responsible corporate citizenship (including the promotion of equality, prevention of unfair discrimination, the environment, health and public safety, including the impact of the company's activities and of its products or services), and sustainable development and stakeholder relationships.

2. MEMBERSHIP

The members of the committee are appointed by the board and serve until a successor is elected and qualified, they resign or are removed. Any member of the committee may be removed, with or without cause, by a majority vote of the board.

To ensure that the social and ethics committee continually comprises the best balance of knowledge, skills, experience, diversity and independence, the board will review its membership annually.

3. RESPONSIBILITIES AND DUTIES

The main function of the social and ethics committee is to monitor the company's activities, having regard to any relevant legislation, other legal requirements or prevailing codes of best practice. The committee must draw certain matters to the attention of the board. These matters include:

- Oversight of the compliance function;
- Social and economic development;
- Good corporate citizenship;
- The environment, health and public safety;
- Consumer relationships;
- Labour and employment; and
- Comprehensive, timely and relevant sustainability reporting

4. AUTHORITY

The social and ethics committee:

- Has the power to investigate any activity within the scope of its mandate as delegated by the board;

- Assists the board in fulfilling its responsibilities regarding the compliance with relevant legal requirements; and
- Has reasonable access to all information, including group records, property and personnel, and must be provided with resources to fulfil its responsibilities.

5. REPORTING

The social and ethics committee draws to the attention of the board matters within its mandate as occasion requires and reports to shareholders at the company's annual general meeting.

The committee shall make a statement in the integrated report on:

- Its overall role and associated responsibilities and functions;
- Its composition, including each member's qualifications and experience;
- Any external advisors or invitees who regularly attend committee meetings;
- Key areas of focus during the reporting period;
- The number of meetings held during the reporting period and attendance at those meetings; and
- Whether the committee is satisfied that it has fulfilled its responsibilities in accordance with its terms of reference for the reporting period.

6. MEETINGS

The social and ethics committee meets at least once per financial year. Ad hoc meetings are held to consider special business, as required.

The company secretary, in consultation with the chairman of the social and ethics committee, will prepare an agenda to be circulated, with supporting documentation, to all committee members, at least three days prior to each meeting. A quorum of the social and ethics committee will be a majority of the members. Where necessary, the social and ethics committee will invite any other relevant person to attend committee meetings. If the chairman is absent, those present shall elect one member to chair the meeting.

A copy of the minutes of each meeting will subsequently be made available to the board.

Committee members shall participate either in a review of their own performance or reappointment.

The social and ethics committee charter will be reviewed and updated when circumstances change or at least once a year.

7. ATTENDANCE

The chairman of the committee shall attend the annual general meeting to answer questions concerning matters falling within the ambit of the committee.

8. EFFECTIVE DATE

This charter replaces any previous board charter of the committee, which shall cease to be of any further force and effect from the date this charter is approved by the board.

This charter will be deemed to be accepted by, and be binding upon, all existing and future members of the board and/or board committee members from their acceptance of appointment as directors and/or board committee members, as the case may be, without any further action required.