

**SOCIAL, ETHICS AND SUSTAINABILITY COMMITTEE – ANNUAL WORK PLAN**

1. Duties and Responsibilities	February	June	August	October
<p>The role of the Committee is to perform statutory duties as contemplated in Regulation 43(5) of the Act, and complementary to its statutory duties, will assist the company to discharge its social, ethics &amp; sustainability responsibility with regard to any relevant legislation, any other legal requirements and the implementation of practices that are consistent with good corporate citizenship with particular focus on the following general duties:</p>				
<p><b><u>Divisional Reviews</u></b></p>				
<ul style="list-style-type: none"> <li>• South African Businesses</li> </ul>		✓		
<ul style="list-style-type: none"> <li>• African Regions Businesses</li> </ul>			✓	
<ul style="list-style-type: none"> <li>• International Businesses</li> </ul>				✓
<p><b><u>Corporate Governance</u></b></p>				
<ul style="list-style-type: none"> <li>• The King IV Code of Corporate Governance.</li> </ul>				✓
<ul style="list-style-type: none"> <li>• Imperial Logistics Code of Ethics and Corporate Values.</li> </ul>	Confirm Compliance			
<ul style="list-style-type: none"> <li>• Triple bottom line reporting requirements as described in the JSE Limited's Socially Responsible Investment Index.</li> </ul>			✓	
<ul style="list-style-type: none"> <li>• The 10 principles set out in the United Nations Global Compact Principles.</li> </ul>				✓
<ul style="list-style-type: none"> <li>• The OECD recommendations regarding corruption.</li> </ul>			✓	
<ul style="list-style-type: none"> <li>• Consumer relationships, including the company's advertising, public relations and compliance with consumer protection laws.</li> </ul>			✓	
<ul style="list-style-type: none"> <li>• Significant ethical breaches – declaration.</li> </ul>	ONGOING			
<p><b><u>Human Capital</u></b></p>				
<ul style="list-style-type: none"> <li>• Review and monitor the current status of divisional and group human capital initiatives, people philosophy and people strategy.</li> </ul>	✓	✓	✓	✓

<b><u>Transformation and Employment Equity</u></b>				
<ul style="list-style-type: none"> <li>BBBEE requirements as described in the DTI's Combined Generic Scorecard (excluding ownership targets) and associated Codes of Good Practice.</li> </ul>			Review Quarterly	
<ul style="list-style-type: none"> <li>Imperial's Transformation commitments as described in the group transformation strategy document and division specific BBBEE plans.</li> </ul>			Review Quarterly	
<ul style="list-style-type: none"> <li>The Employment Equity Act.</li> </ul>			Confirm Compliance	
<ul style="list-style-type: none"> <li>The Broad-Based Black Economic Empowerment Act.</li> </ul>			Confirm Compliance	
<ul style="list-style-type: none"> <li>The company's standing in terms of the International Labour Organisation Protocol on descent work and working conditions.</li> </ul>			Confirm Compliance	
<ul style="list-style-type: none"> <li>The company's employment relationships and its contribution toward the educational development of its employees.</li> </ul>			✓	
<ul style="list-style-type: none"> <li>Promotion of equality, prevention of unfair discrimination, and reduction of corruption.</li> </ul>			✓	
<b><u>Health, Safety, Environment &amp; Sustainability</u></b>				
<ul style="list-style-type: none"> <li>Review Health, Safety and Environmental incident reports.</li> </ul>	✓	✓	✓	✓
<ul style="list-style-type: none"> <li>Environmental commitments as described in Imperial Logistics Environmental policy framework.</li> </ul>	✓	✓	✓	✓
<ul style="list-style-type: none"> <li>The environment, health and public safety, including the impact of the company's activities and of its products or services.</li> </ul>	✓	✓	✓	✓
<ul style="list-style-type: none"> <li>Imperial Logistics sustainability commitments.</li> </ul>				✓
<b><u>Corporate Social Investment</u></b>				
<ul style="list-style-type: none"> <li>Corporate Social Investment (CSI) commitments as described in Imperial's CSI policy.</li> </ul>			✓	
<ul style="list-style-type: none"> <li>Contribution to development of the communities in which its activities are predominantly conducted or within which its products or services are predominantly marketed.</li> </ul>			✓	
<ul style="list-style-type: none"> <li>Record of sponsorship, donations and charitable giving.</li> </ul>			✓	
<ul style="list-style-type: none"> <li>The social, ethics &amp; sustainability committee shall provide an open avenue of communication.</li> </ul>			ONGOING	

<b><u>Other Responsibilities</u></b>				
<ul style="list-style-type: none"> <li>The social, ethics &amp; sustainability committee must establish a work plan to ensure that all relevant matters are covered by the agendas of the meetings planned for the year.</li> </ul>				✓
<ul style="list-style-type: none"> <li>Establish and maintain a common understanding of the social, ethics &amp; sustainability matters that need to be addressed in order to achieve corporate objectives.</li> </ul>	ONGOING			
<ul style="list-style-type: none"> <li>Identify and agree the social, ethics &amp; sustainability profile of the group.</li> </ul>				✓
<ul style="list-style-type: none"> <li>Co-ordinate the group's social, ethics &amp; sustainability management processes.</li> </ul>	ONGOING			
<ul style="list-style-type: none"> <li>Ensure that adequate coverage of social, ethics &amp; sustainability matters are achieved</li> </ul>	ONGOING			
<ul style="list-style-type: none"> <li>Assess social, ethics &amp; sustainability risk and develop strategies to mitigate risk.</li> </ul>		✓		✓
<ul style="list-style-type: none"> <li>Continuously improve social, ethics &amp; sustainability strategies, processes and measures.</li> </ul>	ONGOING			
<ul style="list-style-type: none"> <li>Comment on the completeness of a social, ethics &amp; sustainability assessment for the purpose of making a public statement in the annual report.</li> </ul>			✓	
<b>2. Reporting</b>				
<ul style="list-style-type: none"> <li>The Committee shall ensure that minutes of its meetings be submitted to the board of directors and report on its activities at board meetings with such recommendations as the committee may deem appropriate.</li> </ul>	✓	✓	✓	✓
<ul style="list-style-type: none"> <li>It shall prepare a statement for inclusion in the annual report that describes the committee's composition and responsibilities and how these responsibilities were discharged.</li> </ul>			✓	
<ul style="list-style-type: none"> <li>The Chairperson of the Committee, or in his absence, any member of the Committee shall be in attendance at the annual general meeting of members of the company and respond to any questions relating to the work of the Committee.</li> </ul>			✓	
<b>3. Remuneration of social, ethics &amp; sustainability committee members</b>				
<ul style="list-style-type: none"> <li>Committee members, not holding executive office in the organisation, shall be remunerated for their services on the committee as determined by the remuneration committee.</li> </ul>				✓

4. Evaluation				
<ul style="list-style-type: none"><li>The committee must annually review its compliance with these terms of reference.</li></ul>				✓