

Safari Investments RSA Ltd.
(the "Company")

Social & Ethics Committee Terms of Reference

As approved by the Board on 25 June 2014
Revised and approved on 30 August 2017
Revised and approved on _____

Reference to "the Committee" shall mean the Social and Ethics Committee.

Reference to "the Board" shall mean the Board of directors of the Company.

Reference to "the Company or Group" shall mean Safari Investments (RSA) Limited and its subsidiaries.

1. Membership

1.1 The Committee shall be appointed annually by the Board and shall comprise at least three Non-Executive Directors with the majority of the members being independent as the Board shall determine.

1.2 The Board shall appoint the Chairman of the Committee. In the absence of the Chairman of the Committee and/or an appointed deputy, the remaining members present shall elect a Director or Prescribed Officer who is present to chair the meeting.

1.3 If a member of the Committee is unable to act due to absence, illness or any other cause, the Chairman of the Committee may appoint another Director or Prescribed Officer to cover as an alternate member.

1.4 Only members of the Committee shall have the right to attend Committee meetings. However, other individuals such as members of the Company's management and external advisers may be invited to attend for all or part of any meeting as and when considered appropriate by the Committee.

2. Secretary

The Company Secretary of the Company or his nominee shall act as the Secretary of the Committee.

3. Quorum

The quorum necessary for the transaction of business shall be least two members. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

4. Meetings

The Committee shall meet at least twice a year and as and when required by the Board of Chairman of the Committee.

5. Notice of Meetings

5.1 Meetings of the Committee shall be convened by the Secretary of the Committee at the request of the Chairman of the Committee.

5.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, and any other person required to attend, normally no later than four working days before the date of the meeting. Supporting papers shall be sent to Committee members, and to other attendees as appropriate, at the same time.

6. Minutes of Meetings

6.1 The Secretary shall minute the proceedings and resolutions of the Committee meetings, including the names of those present and in attendance.

6.2 Minutes of Committee meetings shall be circulated promptly to all members of the Committee and once agreed, to all members of the Board, unless a conflict of interest exists.

7. Annual General Meeting

Either the Chairman or a nominated member shall attend the Annual General Meeting of the Company and report on the Committee's activities.

8. Duties

The role of the Committee shall be:

- 8.1** to monitor and report on social and economic development, responsible corporate citizenship / corporate responsibility, the environment and public health and safety, consumer relations, labour and employment and ethics management of the Company. The Committee should further have diligent regard to any relevant legislation, other legal requirements or prevailing codes of best practice, with regard to matters relating to:
- 8.1.1** the market place especially considering social and economic development, including the Company's standing in terms of the goals and purposes of employment equity, entering and negotiation of contracts and BEE;
 - 8.1.2** being a good corporate citizenship in the work place taking into consideration promotion of equality, prevention of unfair discrimination, reduction of corruption, employee health and safety and the education of employees;
 - 8.1.3** the social environment with specific reference to public health and safety, including the impact of the company's activities or services contribution to development of the communities in which its activities are predominately conducted and record of sponsorship, donations and charitable giving;
 - 8.1.4** consumer relationships, including the Company's advertising, public relations and compliance with consumer protection laws;
 - 8.1.5** reporting on the ethical performance of the company as recommended in King IV through key information providers which include but are not limited to human resources, internal auditor, external auditor, legal and compliance officer, whistleblowing officer and chief risk officer; and
 - 8.1.6** the promote corporate responsibility in the natural environment taking into consideration the impact on the environment.
- 8.2** to ensure that the Company's ethics is managed and monitored effectively including:
- 8.2.1** leadership demonstrating support for ethic throughout the Company;
 - 8.2.2** a strategy for managing ethics that is informed by the negative and positive risks the Company faces;
 - 8.2.3** ethical standards are articulated in a code of ethics and support the ethic of other policies;
 - 8.2.4** structures, systems and processes are in place to ensure that the various board members, board sub-committees and employees are familiar with and adhere to the Company's ethical standards;
 - 8.2.5** ethics performance is included in the scope of internal audit and reported in the Company's Integrated Annual Report; and
 - 8.2.6** ethics is embedded in the corporate culture.
- 8.3** to ensure that Safari operates under ethical leadership and that its behavior is regarded at the highest ethical standards at all times. In this regards the committee will:
- Review the adequacy and effectiveness of the company's engagement and interaction with its stakeholders;
 - Review and approve the policies and strategies pertaining to the company's corporate social investment;
 - Determine clearly-articulated ethical standards (code of ethics), and ensuring that the company takes measures to achieve adherence to these in all aspects of the business, thus facilitating a sustainable ethical corporate culture within the company;
 - Monitor that management develops and implements programmes, guidelines and practices congruent with the company's social and ethics policies;
 - Review the material risks and liabilities relating to the provisions of the code of ethics, and ensuring that such risks are managed as part of the company's risk management programme;
 - Review the company's performance in implementing the provisions of the code of ethics and the assertions made in this regard;
 - Obtaining independent external assurance of the company's ethics performance on an annual basis, and include in the Annual Integrated Report an assurance statement related to the ethics and the performance of the company; and
 - Ensure that management has allocated adequate resources to comply with social and ethics policies, codes of best practice and regulatory requirements.
- 9. Criteria for monitoring and reporting**
- 9.1** As the statutory responsibilities of the Committee revolve around monitoring and reporting, the following criteria can be used against which it will monitor and report on the areas of social and ethics performance of the Company:
- 9.1.1** The Companies Act and Regulations states that the areas within its domain of responsibility should be monitored against "any relevant legislation, other legal requirements or prevailing codes of best practice" [Regulation 43(5)(a)]. These codes and legislation mentioned in the regulations are not extensive and therefore the monitoring in total is left to the discretion of the Committee to decide what the relevant laws and codes might be.
- 9.1.2** The following legislation and codes of best practice is relevant and should form part of the criteria and monitoring of the Committees duties and responsibilities for monitoring ethics management.

Social and economic development

- United Nations Global Compact Principles;
- OECD recommendations regarding corruption;
- Employment Equity Act; and
- Broad-based Black Economic Empowerment Act.

Other relevant laws and codes are:

- Further guidance documents related to the United Nations Global Compact, such as Blueprint for Corporate Sustainability Leadership, Guiding Principles on Business and Human Rights (the so-called Ruggie Report of 2011) and Reporting guidance on the 10th principle against corruption;
- Transparency International's Business Principles for Countering Bribery;
- International Labour Organization Discrimination (employment and occupation) Convention;
- Prevention and Combating of Corrupt Activities Act; and
- Industry Charters (e.g. Mining Charter).

Good corporate citizenship

No specific codes or laws relating to good corporate citizenship are mentioned in the Regulations. Some relevant laws and codes are:

- Employment Equity Act;
- Bill of Rights of the South African Constitution (specifically the Right to Equality);
- Promotion of Equality and Prevention of Unfair Discrimination Act;
- United Nations Global Compact: Reporting guidance on the 10th principle against corruption;
- Prevention and Combating of Corrupt Activities Act; and
- Competition Act.

The environment, health and public safety

Likewise, with regard to this area of social responsibility no specific codes or laws are mentioned in the Regulations. Some relevant laws and codes are:

- Consumer Protection Act (product safety provisions);
- National Environmental Management Act;
- Environment Conservation Act;
- National Water Act;
- ISO 14000; and
- United Nations Environment Programme (business guidance publications).

A company's carbon footprint can also be used as a criterion for monitoring and reporting its environmental impact.

Consumer relationships

In this area of social responsibility no specific codes or laws are mentioned in the Regulations. Some relevant laws and codes are:

- Consumer Protection Act;
- National Credit Act; and
- Code of Advertising Practice of the Advertising Standards Authority of South Africa.

Labour and employment

With regard to labour and employment, the "International Labour Organization Protocol on decent work and working conditions" is mentioned in the Companies Regulations, but, no such protocol exists. However, guidance on decent work can be found in the core conventions of the International Labour Organization listed below:

- International Labour Organization Declaration on Fundamental Principles and Rights at Work (in particular the eight core Conventions 100, 111, 87, 98, 138, 182, 29, 105).

Also the following laws and codes are relevant:

- Basic Conditions of Employment Act;
- Occupational Health and Safety Act;
- Labour Relations Act;
- Skills Development Levies Act;
- Unemployment Insurance Act; and
- Protected Disclosures Act.

Ethics

The following codes and standards would be relevant:

- King IV Practice Notes on Ethics Management;
- JSE SRI Index (ethics criteria);
- The EthicsSA South African Corporate Ethics Indicator (SACEI) Index.

This Committee will develop a set of criteria for monitoring and reporting based upon the specific prescriptions provided in the Regulations as well as upon a review of relevant legislation and codes, such as those mentioned above. The above list is however not an exhaustive list of relevant legislation and codes.

9.1.3 The following framework elements will apply when reviewing effective ethics management of Safari:

- i. The appropriate and clear values, including that of integrity and ethical conduct, are approved by the Board, emphasised, articulated and positioned.
- ii. The assertion is made that a code of conduct / code of ethics has been developed, approved and disseminated to all employees.

- iii. A fraud or whistle blowing “hotline” has been established.
- iv. The respective roles of the board, executive management, employees and, where applicable, stakeholders should must be clearly described.
- v. Adequate practical arrangements must be in place to support the meeting of ethical standards.
- vi. Specific ethics risks and opportunities in relation to the company’s operating context should be formally and rigorously identified and documented.
- vii. The adequacy of resources to properly perform on the responsibilities allocated should be considered.
- viii. The conducting of surveys and interpreting their results, analysing the root cause of relevant incidents (including those emanating from the hotline), board evaluations, peer reviews should be considered in order to measure and monitor ethical status.
- ix. Regular and accurate internal written feedback and assessment of the state of ethical performance to executive management and board;
 - x. Report by this Committee should be a standard item on the board agenda.
 - xi. Adopting a combined assurance approach to ethics performance which reduces the risk of incorrect information, and the existence of an inappropriate ethical culture, to an acceptable minimum;
 - xii. Establishing and maintaining the trust of stakeholders by the furnishing of appropriate external and independent assurance.

10. Reporting Responsibilities

- 10.1** The Chairman of the Committee shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 10.2** The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

11. Authority

- 11.1** The Committee is authorised by the Board to seek any information it requires from any employee of the Company in order to perform its duties.
- 11.2** The Committee is authorised by the Board to obtain, at the Company’s expense, any outside legal or other professional advice it shall reasonably require in connection with the performance of its duties.