



SOCIAL AND ETHICS COMMITTEE CHARTER ("Charter")

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1 INTRODUCTION

- 1.1 The social and ethics committee ("**Committee**") of Pioneer Food Group Limited ("**Pioneer**" or the "**Company**") is constituted as a committee of the board of directors ("**Board**" or "**Directors**") of the Company.
- 1.2 The Committee's mandate extends to the Company and all subsidiaries of the Company who are required to have a social and ethics committee ("**Pioneer Group**") (excluding any subsidiary which has its own social and ethics committee) and, save where the context requires otherwise, any reference in this Charter to the Company shall be deemed to include a reference to each such subsidiary.
- 1.3 The duties and responsibilities of the members of the Committee as set out in this Charter are in addition to those as directors or prescribed officers, if applicable, contained elsewhere or arising from any applicable laws. The deliberations of the Committee do not reduce the individual and collective responsibilities of the members of the Board in regard to their fiduciary duties and responsibilities, who must continue to exercise due care and judgement in accordance with their legal obligations.
- 1.4 This Charter is subject to the provisions of the Companies Act, No 71 of 2008 ("**Companies Act**"), the Company's Memorandum of Incorporation, the JSE Listings Requirements, the King IV Report on Corporate Governance for South Africa (2016) (to the extent that its recommended practices have been adopted by the Company), and any other applicable law or regulatory provision.

2 PURPOSE

The purpose of this Charter is to *inter alia* set out the Committee's role and responsibilities as well as the requirements for its composition and meeting procedures.

3 COMPOSITION

- 3.1 The Committee must comprise of not less than 3 (three) members appointed by the Board, who are Directors or prescribed officers of the Company, provided that the majority of these appointees shall be non-executive Directors of the Company who are not involved in the day-to-day management of the Company's business nor have they been so involved at any time during the previous 3 (three) financial years.
- 3.2 The Committee shall be chaired by such member, being a non-executive Board member who is not the chairman of the Board, as may be determined by the Board from time to time. The chairman of the Board may be a member of the Committee, but not its chair.
- 3.3 The members of the Committee as a whole must have sufficient qualifications and experience to fulfil their duties, as contemplated in this Charter.
- 3.4 The Committee members are required to keep up to date with developments affecting the required skills-set to execute their functions as set out in this Charter.
- 3.5 The Board shall have the power at any time to remove any member from the Committee who has been appointed by the Board and to fill any vacancy created by such removal.
- 3.6 The office of a member of the Committee shall be vacated if -
- 3.6.1 he or she resigns his or her office by written notice to the Board and the remaining members of the Committee; or
- 3.6.2 he or she -
- 3.6.2.1 is removed by the Board as a member of the Committee; or
- 3.6.2.2 ceases to be a Director or prescribed officer of the Company, as the case may be.

4 ROLE

The Committee has an independent role and is accountable to the Board. The role of the Committee is to assist the Board with social and ethical matters affecting and/or relating to the Company.

5 RESPONSIBILITIES AND FUNCTIONS

The Committee must oversee and report on matters relating to the Company's ethics, corporate citizenship, sustainable development and stakeholder relationships, and, *inter alia*, perform the following functions:

- 5.1 monitoring 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 -

- 5.1.1 social and economic development, including the Company's standing in terms of the goals and purposes of -
- 5.1.1.1 the 10 (ten) principles set out in the United Nations Global Compact Principles, being -
- Human Rights*
- Businesses should -
- 5.1.1.1.1 Principle 1: support and respect the protection of internationally proclaimed human rights; and
- 5.1.1.1.2 Principle 2: make sure that they are not complicit in human rights abuses;
- Labour*
- Businesses should -
- 5.1.1.1.3 Principle 3: uphold the freedom of association and the effective recognition of the right to collective bargaining;
- 5.1.1.1.4 Principle 4: eliminate all forms of forced and compulsory labour;
- 5.1.1.1.5 Principle 5: effectively abolish child labour; and
- 5.1.1.1.6 Principle 6: eliminate discrimination in respect of employment and occupation;
- 5.1.1.2 *Environment*
- Businesses should -
- 5.1.1.2.1 Principle 7: support a precautionary approach to environmental challenges;
- 5.1.1.2.2 Principle 8: undertake initiatives to promote greater environmental responsibility; and
- 5.1.1.2.3 Principle 9: encourage the development and diffusion of environmentally friendly technologies;
- Anti-Corruption*
- 5.1.1.2.4 Principle 10: Businesses should work against corruption in all its forms, including extortion and bribery;
- 5.1.1.3 the Organisation of Economic Co-Operation and Development ("OECD") recommendations regarding corruption, which include -
- 5.1.1.3.1 the development and adoption of adequate internal controls, ethics and compliance programmes or measures for the purpose of preventing and detecting bribery;
- 5.1.1.3.2 the making of statements in the Company's annual reports or otherwise public disclosure of internal controls, ethics and compliance

- programmes or measures (including those which contribute to preventing and detecting bribery) adopted by the Company;
- 5.1.1.3.3 the provision of channels for communication by, and protection of, persons not willing to violate professional standards or ethics under instructions or pressure from hierarchical superiors, as well as for persons willing to report breaches of the law or professional standards or ethics occurring within the Company in good faith and on reasonable grounds, and the taking of appropriate action (including the making of recommendations to the Board) based on such reporting; and
- 5.1.1.3.4 internal monitoring of the Company's implementation of the OECD "Good practice guidance on internal controls, ethics, and compliance" a copy of which is annexed hereto as **Annexure 1**;
- 5.1.1.4 the Employment Equity Act, No 55 of 1998, the goals of which include -
- 5.1.1.4.1 promoting equal opportunity and fair treatment in employment through the elimination of unfair discrimination; and
- 5.1.1.4.2 implementing affirmative action measures to redress the disadvantages in employment experienced by designated groups, in order to ensure their equitable representation in all occupational categories and levels in the Company; and
- 5.1.1.5 the Broad-Based Black Economic Empowerment Act, No 53 of 2003, the goals of which include -
- 5.1.1.5.1 promoting economic transformation in order to enable meaningful participation of black people in the economy;
- 5.1.1.5.2 achieving a substantial change in the racial composition of ownership and management structures and in the skilled occupations of existing and new enterprises;
- 5.1.1.5.3 increasing the extent to which communities, workers, cooperatives and other collective enterprises own and manage existing and new enterprises and increasing their access to economic activities, infrastructure and skills training;
- 5.1.1.5.4 increasing the extent to which black women own and manage existing and new enterprises, and increasing their access to economic activities, infrastructure and skills training;
- 5.1.1.5.5 promoting investment programmes that lead to broad-based and meaningful participation in the economy by black people in order to achieve sustainable development and general prosperity;
- 5.1.1.5.6 empowering rural and local communities by enabling access to economic activities, land, infrastructure, ownership and skills; and
- 5.1.1.5.7 promoting access to finance for black economic empowerment; and
- 5.1.2 good corporate citizenship, including the Company's -
- 5.1.2.1 promotion of equality, prevention of unfair discrimination, and reduction of corruption;

- 5.1.2.2 contribution to development of the communities in which the Company's activities are predominantly conducted or within which its products or services are predominantly marketed; and
- 5.1.2.3 record of sponsorship, donations and charitable giving;
- 5.1.3 the environment, health and public safety, including the impact of the Company's activities and of its products or services;
- 5.1.4 consumer relationships, including the Company's advertising, public relations and compliance with consumer protection laws; and
- 5.1.5 labour and employment, including -
 - 5.1.5.1 the Company's standing in terms of the International Labour Organization Protocol on decent work and working conditions; and
 - 5.1.5.2 the Company's employment relationships, and its contribution toward the educational development of its employees;
- 5.1.6 stakeholder relationships, including -
 - 5.1.6.1 methodologies for identifying individual stakeholders, material stakeholders and stakeholder groupings;
 - 5.1.6.2 managing stakeholder risks;
 - 5.1.6.3 formal mechanisms for engagement and communication with stakeholders; and
 - 5.1.6.4 measuring the quality of material stakeholder relationships, and responses to the outcomes;
- 5.1.7 organisational ethics, including -
 - 5.1.7.1 application of the Company's ethical standards to recruitment, evaluation and performance of employees, and the sourcing of suppliers;
 - 5.1.7.2 sanction and remedies for when the Company's ethical standards are breached;
 - 5.1.7.3 protected disclosure or whistleblowing mechanisms; and
 - 5.1.7.4 monitoring adherence to the Company's ethical standards by employees and other stakeholders through periodic independent assessments;
- 5.2 to draw matters within its mandate to the attention of the Board as occasion requires; and
- 5.3 to report, through one of its members, to the Shareholders at the Company's annual general meeting on the matters within its mandate.

6 AUTHORITY AND POWERS

- 6.1 The Committee acts in terms of the authority granted to the Committee in terms of the Companies Act and the regulations in terms of the Companies Act. It has the power to investigate any activity within the scope of this Charter.

- 6.2 The Committee is entitled to -
- 6.2.1 require from any Director or prescribed officer of the Company any information or explanation necessary for the performance of the Committee's functions;
 - 6.2.2 request from any employee of the Company any information or explanation necessary for the performance of the Committee's functions;
 - 6.2.3 attend any general Shareholders' meeting;
 - 6.2.4 receive all notices of and other communications relating to any general Shareholders' meeting; and
- 6.3 be heard at any general Shareholders' meeting on any part of the business of the meeting that concerns the Committee's functions.
- 6.4 The Company shall pay all the expenses reasonably incurred by the Committee, including, if the Committee considers it appropriate, the costs or the fees of any external consultant or specialist engaged by the Committee in the performance of its functions.
- 6.5 The Committee may form, and delegate authority to, sub-committees and may delegate authority to one or more designated members of the Committee.
- 6.6 The Committee is entitled to reasonable access to the Company's records, facilities and any other resources necessary to discharge its duties and responsibilities.
- 6.7 The Committee will make recommendations to the Board that it deems appropriate on any area within the ambit of this Charter where action or improvement is required.

7 MEETINGS AND PROCEDURES

7.1 Frequency

- 7.1.1 The Committee must hold such number of scheduled meetings as is required in order to discharge all its duties as set out in this Charter, but subject to a minimum of 2 (two)¹ meetings per financial year.
- 7.1.2 Meetings in addition to those scheduled may be held at the request of any member of the Committee or at the instance of the Board.

7.2 Attendance

- 7.2.1 The Committee may invite such other persons to attend any meeting of the Committee, or part thereof, as the Committee may reasonably deem necessary or desirable, provided that such invitees will have the right to speak at the meeting, but not to vote.
 - 7.2.2 The company secretary of Pioneer will be the secretary of the Committee ("Company Secretary").
 - 7.2.3 Committee members must attend all scheduled meetings of the Committee, including meetings called on an *ad hoc* basis for special matters, unless prior
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apology, with reasons, has been submitted to the chairperson of the Committee or the Company Secretary.

- 7.2.4 If the appointed chairperson of the Committee is absent from a meeting, the members present must elect one of the members present to act as chairperson (provided that the chairman of the Board may not be so elected).

7.3 Notices of meetings

The Board may determine the manner and form of providing notice of the meetings of the Committee.

7.4 Agenda and Minutes

- 7.4.1 The Committee must establish an annual work plan for each financial year to ensure that all the relevant matters are covered by the agendas of the meetings planned for the year.

- 7.4.2 A detailed agenda, together with supporting documentation, must be circulated, at least 5 (five) business days prior to each meeting to the members of the Committee and other invitees.

- 7.4.3 Committee members must be fully prepared for Committee meetings to be able to provide appropriate and constructive input on matters for discussion.

- 7.4.4 The minutes must be completed as soon as possible after the meeting and circulated to the chairperson and members of the Committee for review thereof. The minutes must be formally approved by the Committee at its next scheduled meeting.

7.5 Quorum

A representative quorum for meetings is a majority of members. Individuals in attendance at Committee meetings by invitation may participate in discussions, but do not form part of the quorum for Committee meetings.

7.6 Decisions

All decisions to be taken by the Committee will be taken by a majority of the members of the Committee present and voting on the relevant matter.

8 EVALUATION

The Board must perform an evaluation of the effectiveness of the Committee at the end of every financial year.

9 APPROVAL OF THIS CHARTER

- 9.1 This Charter was approved by resolution of the Board on 16 May 2018 and will be due for review annually thereafter.

- 9.2 This Charter shall be published on Pioneer's website, or such other platforms or through media as is appropriate.