



EPE CAPITAL PARTNERS LTD

SOCIAL AND ETHICS COMMITTEE ("the Committee", "SEC")

CHARTER

1. Constitution

- 1.1 The Social and Ethics Committee is constituted as a Committee of the Board of Directors ("the Board") of EPE Capital Partners Ltd ("Ethos Capital" or "the Company").
- 1.2 The Committee is an organ of the Company established in terms of the JSE Listings requirements, and per the Board resolution made on 13 March 2018.
- 1.3 Its prime objective is to support the Board in discharging its responsibilities relative to the social and ethical conscience of the business and to ensure that the Company behaves like a responsible corporate citizen.

2. Membership

- 2.1 The Committee members and its Chairperson shall be appointed by the Board.
- 2.2 The Committee shall comprise a minimum of three members, a majority of whom shall be non-executive Directors of the Company.
- 2.3 The Committee Chairperson ("the Chairperson") shall be an independent non-executive Director of the Company. The Chairperson of the Board may be a member of the Committee, but shall not chair the Committee.
- 2.4 All members of the Committee must be suitably skilled and knowledgeable with, collectively, sufficient qualifications and experience to fulfil their duties.

3. Reporting Line

- 3.1 The Committee reports to the Board on a regular basis, and at least annually.
- 3.2 The Chairperson shall give feedback to the Board on Committee deliberations, decisions and recommendations.
- 3.3 The Committee shall provide a summary in the Integrated Annual Report on its role, composition, number of meetings, and how it has fulfilled its duties.
- 3.4 The Chairperson shall attend the Annual General Meeting ("AGM") of shareholders to present on Committee matters and deliberations.

4. Meetings and Proceedings

- 4.1 The Committee shall meet at least once per annum for the purpose of discharging its business.
- 4.2 Further meetings may be called by the Chairperson, any member of the Committee or the Board, or the Senior Advisers. In terms of protocol, any such person shall first bring the reasons for the proposed meeting to the notice of the Chairperson who may then choose to convene an additional meeting.
- 4.3 The quorum for the transaction of business shall be a majority of members, present in person or by way of electronic media such as video or telephone conferencing which shall enable a quorum to participate simultaneously.
- 4.4 Meeting agendas shall be prepared by the Company Secretary and the Chairperson, with input from the Senior Advisers, and distributed at least 5 (five) working days in advance of the meeting, together with appropriate information to enable Committee members to prepare for meetings.
- 4.5 The Committee agenda or agendas for the year will be based on an annual committee work-plan which must ensure that the Committee's duties and responsibilities are all adequately catered for with sufficient frequency and time for effective discussion, across the scheduled meetings for the year.
- 4.6 Committee members must be fully prepared for Committee meetings to be able to provide appropriate and constructive input on matters for discussion.
- 4.7 The Company Secretary shall act as secretary to the Committee, and shall, with the Chairperson, ensure that minutes are taken at all meetings of the Committee, that they are reviewed and distributed timeously, and are approved by the Committee. The Chairperson may distribute the minutes to the Board.

5. Attendance at Meetings and Conflict Declarations

- 5.1 In addition to all members of the Committee, the Senior Advisers as per the Investment Services Agreement with Ethos Private Equity, shall be invited to all meetings, and shall have unrestricted access to the Chairperson and any other member of the Committee as is required in relation to any matter that falls within the remit of the Committee.
- 5.2 Other professional advisors, or representatives of Ethos Private Equity, may be invited to the meetings, at the discretion of the Chairperson.
- 5.3 No invitee shall be counted in the quorum, nor have a vote at meetings of the Committee.
- 5.4 Board members shall have the right of attendance.
- 5.5 The Chairperson may excuse from the meeting or from discussion on any item on the agenda, any of the attendees at a meeting who may have or may be considered by the Committee to have a conflict of interest.

- 5.6 At the beginning of each meeting of the Committee, all members shall declare any conflict of interest in respect of a matter on the agenda. Any such conflicts should be proactively managed as determined by the Committee, subject to legal provisions.

6. Terms of Reference, Duties and Responsibilities

The Committee's objective is to support the Board in discharging its responsibilities relative to the social and ethical conscience of the business, sustainability, stakeholder relationships, and to ensure that the company behaves like a responsible corporate citizen.

Its duties and responsibilities include to monitor and assess Ethos Capital's activities and compliance with regards to any relevant legislation, other legal requirements or prevailing codes of best practice, including guidelines on responsible investing, to the extent applicable and appropriate, relating to and including:

- 6.1 Review and approve the policies, framework and procedures to manage ethics and the avoidance of any corruption in Ethos Capital, and monitor same.
- 6.2 Review and monitor Ethos Capital's progress towards achievement of its broad based black economic empowerment and transformation objectives, including all elements of any relevant "scorecard" framework and sector charter.
- 6.3 Review and monitor Ethos Capital's policies and procedures to assess compliance with applicable health, safety and environmental laws and regulatory requirements, and their impact on investments and stakeholder relations.
- 6.4 Review and monitor the quality and appropriateness of Ethos Capital's stakeholder relations.
- 6.5 Monitor and assess the appropriateness of Ethos Capital's corporate social investment activities relative to the business imperative and the brand.
- 6.6 Given the Investment Services Agreement with Ethos Private Equity, and the services and support provided by it, interact with the Senior Advisers regarding, and to obtain assurances on, the related policies, procedures and activities in Ethos Private Equity pertaining to the above matters, and the adequacy and appropriateness thereof insofar as they impact Ethos Capital.
- 6.7 Consider and propose to the Board for approval, any changes to the Policies and Procedures, or activities and compliance of the Company, relating to any of the above matters.

7. Authority

The Committee, in carrying out its duties and responsibilities:

- 7.1 Is authorised to investigate any activity, or consult externally, or obtain independent professional advice, on any matter within its terms of reference.
- 7.2 May, at the discretion of the Committee, require the Senior Advisers, professional advisors or others to attend meetings or part thereof.
- 7.3 May collectively or individually consult external professional advisors on relevant matters, after having advised the Chairperson or Company Secretary as appropriate. The Company shall be obliged to bear the costs of these consultation services.
- 7.4 Has unfettered access to all information, records, documents, and property of the Company; similarly, the Committee has access to and may consult with or seek information from the Senior Advisers, insofar as such information is pertinent to the Investment Services Agreement and to the mandate of the Committee.

The Board will perform, or cause to be performed, an annual assessment of the performance and effectiveness of this Committee.

8. Review and Approval of this Charter

This Charter was reviewed and approved by the Board on 13 March 2018.

This Charter will be reviewed and amended as appropriate, and approved by the Board from time to time.

The dates of subsequent reviews and amendments of this Charter, and Board approval thereof are recorded in **Annexure A** to this Charter.

