

SUN INTERNATIONAL LIMITED
SOCIAL & ETHICS COMMITTEE
MANDATE AND TERMS OF REFERENCE

1 Introduction

- 1.1 The social & ethics committee ("the Committee") is constituted as a statutory Committee in respect of its statutory duties in terms of section 72(4) of the Companies Act, 2008 ("the Act") read together with regulation 43 of the Companies Regulations, 2011 and as a Committee of the Board in respect of all other duties assigned to the Committee by the Board.
- 1.2 The deliberations of the Committee do not reduce the individual and collective responsibilities of Board members in regard to their fiduciary duties and responsibilities, and they must continue to exercise due care and judgment in accordance with their statutory obligations.
- 1.3 These terms of reference are subject to the provisions of the Act, the Company's Memorandum of Incorporation and any other applicable law or regulatory provision.

2 Purpose

- 2.1 The purpose of the Committee is to regularly monitor the Sun International Limited Group's activities, including those subsidiary companies on behalf of which the Committee undertakes this function, having regard to any relevant legislation, other legal requirements or prevailing codes of best practice, with regard to matters relating to the items listed below:
 - 2.1.1 social and economic development, including the Company's standing in terms of the goals and purposes of:
 - a) the 10 principles set out in the United Nations Global Compact Principles;
 - b) the OECD recommendations regarding corruption;
 - c) the Employment Equity Act, as amended; and
 - d) the Broad-Based Black Economic Empowerment Act, as amended.
 - 2.1.2 good corporate citizenship, including the Company's:
 - a) promotion of equality, prevention of unfair discrimination, and reduction of corruption;
 - b) contribution to development of the communities in which its activities are predominantly conducted or within which its products or services are predominantly marketed;
 - c) record of sponsorship, donations and charitable giving;

- 2.1.3 the environment, health and public safety, including the impact of the Company's activities and of its products or services;
- 2.1.4 consumer relationships, including the Company's advertising, public relations and compliance with consumer protection laws; and
- 2.1.5 labour and employment, including:
 - a) the Company's standing in terms of the International Labour Organisation Protocol on decent work and working conditions; and
 - b) the Company's employment relationships, and its contribution toward the educational development of its employees.
- 2.1.6 overseeing that the Group's ethics are managed effectively as recommended in principle 1.3 of the King Report on Governance for South Africa, 2009, including –
 - a) leadership demonstrating support for ethics throughout the Group;
 - b) ethical standards are articulated in a code of ethics and supporting ethics policies;
 - c) structures, systems and processes are in place to ensure that the various boards, employees and supply chains are aware of the Group's ethical standards;
 - d) ethics contraventions are reviewed by Group Internal Audit; and
 - e) processes are in place to embed an ethical corporate culture.

3 Composition of the Committee

- 3.1 The Committee shall consist of no less than three members, all of whom shall be non-executive directors, the majority of whom are independent, and who shall be appointed by the Board.
- 3.2 The secretary of the Company shall be secretary to the Committee.
- 3.3 The Chief Executive, Chief Financial Officer, Director: Legal Affairs (SIML), Director: Group Human Resources (SIML) and Group Environmental Manager (and their successors in title) shall be standing invitees of the Committee.
- 3.4 The Director: Operations, Director: Internal Audit, other assurance providers, professional advisors and Board members may be in attendance at Committee meetings by invitation and at the discretion of the Committee Chairman.
- 3.5 Individuals in attendance at Committee meetings by invitation may participate in discussions but do not form part of the quorum for Committee meetings and accordingly may not vote on any matter.
- 3.6 The members of the Committee as a whole must have sufficient qualifications and experience to fulfil their duties.

4 Quorum

- 4.1 The quorum for a meeting shall be a majority of the members, present throughout the meeting.
- 4.2 Decisions of the Committee shall be carried by vote of the majority of members present at meetings.

5 Term

- 5.1 The Board shall have the power at all times to alter the size of the Committee, or to remove any members from the Committee, and to fill any vacancies created by such removal, and shall review the composition of the Committee annually, as soon as practicable after the annual general meeting.

6 Reporting Responsibilities

- 6.1 The Committee reports to the Board through its Committee Chairman, or in his absence another member of the Committee nominated by the Chairman, who shall report at each Board meeting on matters relating to the Committee in accordance with these terms of reference.
- 6.2 The Committee Chairman, or in his absence another member of the Committee member nominated by the Chairman, shall attend the Annual General Meeting to answer questions on matters falling within the ambit of the Committee.
- 6.3 The Committee shall report on matters within its mandate in the Group's Integrated Annual Report.
- 6.4 The names of the members of the Committee, the number of formal meetings held and attendance by each member during the financial year shall be published in the Group's Integrated Annual Report.

7 Authority

- 7.1 The Committee acts in accordance with its statutory duties and in terms of the delegated authority of the Board as recorded in these terms of reference.
- 7.2 The Committee shall have the authority to:
 - 7.2.1 access any information, including access to any employee of the Company, in order to fulfil its responsibilities;
 - 7.2.2 seek independent advice at the Company's expense in terms of the Company's Professional Advice Policy;
 - 7.2.3 investigate matters within its mandate;
 - 7.2.4 consult with the Chief Executive and other Group executives; and
 - 7.2.5 be heard at any shareholders' meeting or any part of the meeting that concerns the Committee's functions;
- 7.3 This mandate shall be reviewed by the Committee on an annual basis and any proposed amendments to the mandate shall be recommended to the Board for their consideration and approval.

8 Procedure

- 8.1 The Committee must hold sufficient scheduled meetings to discharge all its duties as set out in these terms of reference and a minimum of two scheduled meetings shall be held a year.
- 8.2 Informal consultation shall occur as and when required.
- 8.3 The Committee may hold its scheduled and/or ad hoc meetings either in person and/or via suitable electronic means including, without limitation, telephone conference or video calls or a combination as may be deemed appropriate by the Members.
- 8.4 If the Chairman is absent from a meeting, the members present must elect one of the members present to act as Chairman for the duration of the meeting.
- 8.5 Papers for consideration by the Committee shall be submitted, in the normal course, at least 5 days before a meeting to enable members the time for study and if required prior informal discussion.
- 8.6 Minutes of the meetings of the Committee shall be circulated by the secretary to the Committee. Minutes will also be circulated to the other directors who are not members of the Committee.
- 8.7 The Committee shall establish an annual meeting plan for each year to ensure that all relevant matters are covered by the agendas of the meetings planned for the year.

9 Duties

- 9.1 The Committee shall monitor the Company's activities and review any policies and practices that relate to the following:
 - 9.1.1 reviewing and reporting on the Group's mechanisms to manage social and ethical issues;
 - 9.1.2 the Company's social, environmental and economic development;
 - 9.1.3 the Company's standing as a good corporate citizen;
 - 9.1.4 the impact of the Company's products and/or services, including any health and public safety;
 - 9.1.5 the Company's practices in so far as these relate to its consumer relationships taking into account the relevant legislation;
 - 9.1.6 the Company's labour practices; and
 - 9.1.7 reviewing the content of the Integrated Annual Report insofar as it relates to matters relevant to the Committee's terms of reference.
- 9.2 The Committee shall take cognisance of current industry or corporate practices in relation to its consideration of the Company's practices.
- 9.3 The Committee shall carry out an annual self-evaluation of its own performance, the results of which shall be reported to the Board.