
Stenprop Limited
("Stenprop" or the "Company")

Terms of reference for the
Social and Ethics Committee

1. Role and Constitution

- 1.1 The Social and Ethics Committee (the "**Committee**") was constituted on [13 September 2017] as a committee of the board of directors of Stenprop Limited (the "**Board**"). The overall objective of the Committee is to assist the directors to discharge their responsibilities relating to organizational ethics, responsible corporate citizenship, sustainable development and stakeholder relationships.
- 1.2 The Committee has an independent role with accountability to the Board. The Committee does not assume the functions of management, which remains the responsibility of the executive directors, officers and other members of senior management.
- 1.3 The purpose of these terms of reference is to set out the Committee's role and responsibilities as well as the requirements for its composition and meeting procedures.

2. Composition of the Committee

- 2.1 The Committee shall consist of at least three members appointed by the Board on the recommendation of the Nomination Committee (if a Nomination Committee was constituted by the Board) and in consultation with the chairperson of the Committee. The Committee should, subject to legal provisions, have executive and non-executive members, with a majority being non-executive directors.
- 2.2 The Board shall appoint a chairperson to the Committee from the members of the Committee. The chairperson shall be a non-executive director. The chairperson of the Board may be a member of the Committee but shall not chair the Committee. In the absence of a Committee chairperson, the remaining Committee members present shall elect one of themselves as chairperson.
- 2.3 Appointments to the Committee shall be for a period of up to three years, which may be extended by no more than two additional periods of up to three years.
- 2.4 The members of the Committee must collectively have sufficient qualifications and experience to fulfil their duties. The Committee members are required to keep up-to-date with developments affecting the required skill-set.

3. Responsibilities

The Committee performs all the functions as are necessary to fulfil its role as stated in section 1 of these terms of reference and including the following duties:

- 3.1 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:
- social and economic development;
 - good corporate citizenship, including the Company's promotion of equality, prevention of unfair discrimination, and prevention of bribery and corruption; contribution to development of the communities in which its activities are predominantly conducted or within which its products or services are predominantly marketed; record of sponsorship, donations and charitable giving;
 - the environment, health and public safety, including the impact of the Company's activities and of its products or services;
 - consumer relationships, including the company's advertising, public relations and compliance with consumer protection laws; and
 - labour and employment, including the Company's employment relationships and its contribution towards the educational development of its employees, decent work and working conditions, the safeguarding of human rights and the right to be free from slavery and servitude;
 - review of legal and compliance matters; and
 - review of relevant risk matters.
- 3.2 Drawing matters within its mandate to the attention of the Board as occasion requires;
- 3.3 Reporting in the Company's annual report on the Committee's key areas of focus during the year under review and through one of its members, to the shareholders of the Company's annual general meeting on the matters within its mandate; and
- 3.4 Formulating and monitoring, from time to time, the group's ethics policy.
4. **Authority**
- 4.1 The Committee shall act in accordance with the delegated authority of the Board as recorded in these terms of reference.
- 4.2 The Committee shall have the power to investigate, at the cost of the Company, any activity within the scope of these terms of reference. The Committee shall have the right to obtain independent outside professional advice to assist with the execution of its duties, at the Company's cost.
- 4.3 The Committee, in the fulfilment of its duties, may call upon the Chairpersons of the other Board committees, any of the executive directors, officers, management, Company secretary or assurance providers to provide it with relevant information.

4.4 The Committee members shall have reasonable access to the Company's records, facilities and employees necessary to discharge their duties and responsibilities.

4.5 The Committee may form, and delegate authority to, subcommittees, one or more designated members of the Committee and to one or more members of the executive to perform certain tasks on its behalf.

5. **Meetings and Procedures**

5.1 The Committee shall hold sufficient scheduled meetings to discharge all its duties as set out in these terms of reference and its annual work plan, but subject to a minimum of one meeting per year.

5.2 The Chief Executive Office and other assurance providers, professional advisors and Board members may be in attendance at Committee meetings, by invitation, at the discretion of the Chairperson.

5.3 Committee members must attend all scheduled meetings of the Committee, including meetings called on an ad hoc-basis for special matters, unless prior apology, with reasons, has been submitted to the Chairperson or Committee.

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

5.5 A detailed agenda, together with supporting documentation, shall be circulated prior to each meeting to the members of the Committee and other invitees. Committee members must be fully prepared for Committee meetings in order to provide appropriate and constructive input on matters discussed.

5.6 The minutes shall be completed as soon as possible after the meeting and circulated to the Chairperson and members of the Committee for review. The minutes must be formally approved by the Committee at its next scheduled meeting.

5.7 Minutes of the meeting, signed by the Chairperson, shall be sufficient evidence that the matters referred to in them have been fully discussed and agreed, whether by way of a formal meeting or otherwise.

5.8 The quorum for meetings shall be a majority of members. A meeting may be conducted by way of electronic media such as video or telephone conferencing which shall enable all members necessary to form a quorum to participate simultaneously.

- 5.9 Each member of the Committee shall have one vote which may be cast on matters considered at the meeting. Votes can only be cast by members attending a meeting of the Committee (in person or by way of electronic media). 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. Decisions will be made by a majority of votes. Save where he has a personal interest, the chairperson of the Committee will have a casting vote.
- 5.10 If a matter that is considered by the Committee is one where a member of the Committee, either directly or indirectly has a personal interest, that member shall not be permitted to vote at the meeting.
- 5.11 Resolutions in writing signed by all the members of the Committee shall be as valid and effective as a resolution passed at a meeting of the Committee. Such resolutions may be contained in one or more documents in the like form each signed by one or more of the members of the Committee.
- 5.12 The Company secretary or his or her nominees shall be the secretary of the Committee and shall ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to the issues.

6. **Evaluation**

The Committee shall perform a self-evaluation of its effectiveness every year and report the results to the Board.

7. **Approval of these terms of reference**

These terms of reference were approved by the Board on 13 September 2017 and will be due for review annually.