

CHARTER OF  
THE TRANSFORMATION, SOCIAL AND ETHICS COMMITTEE



PEERMONT

HOTELS CASINOS RESORTS

## 1. Establishment

- 1.1 The board of directors of Peermont Global Holdings I (Pty) Ltd (“**PGH I**”) hereby establishes a Transformation, Social and Ethics Committee subject to the terms and conditions contained in this charter.
- 1.2 The Committee shall, subject to clause 1.3, perform the functions of the Transformation, Social and Ethics Committee of each of PGH I and each of its subsidiaries (collectively the “**Group**”) which do not itself appoint a Transformation, Social and Ethics Committee (each such company referred to herein as the “**Company**”), irrespective of whether such subsidiary is required to appoint a Transformation, Social and Ethics Committee pursuant to the Companies Act 2008, as amended (the “**Act**”) and/or the regulations made in terms of the Act from time to time (the “**Regulations**”).
- 1.3 Nothing in this charter shall be construed as creating an obligation upon any company in the Group to appoint a Transformation, Social and Ethics Committee (“**the Committee**”) if such obligation does not exist in terms of the Act or Regulations.

## 2 Composition of the Committee

- 2.1 The Committee shall consist of three members all of whom are members of the board of directors of PGH I or are prescribed officers, as defined in the Act, of PGH I (“**Directors**”) appointed by the board of directors of PGH I (the “**Board**”) from time to time: provided that at least one of the members must be a non-executive Director of PGH I.
- 2.2 The Board shall appoint the chairperson of the Committee from time to time.
- 2.3 The Board shall have the power at any time to remove any members from the Committee and to fill any vacancies created by such removal.

## 3. Functions

The Committee has the following functions:

- 3.1 to monitor the Company’s activities, taking into consideration any relevant legislation, other legal requirements or prevailing codes of best practice, with regards to matters relating to:
  - 3.1.1 social and economic development, including the Company’s standing in terms of the goals and purposes of –
    - 3.1.1.1 the 10 principles set out in the United Nations Global Compact Principles;
    - 3.1.1.2 the recommendations of the Organisation for Economic Co-operation and Development on corruption;
    - 3.1.1.3 the Employment Equity Act; and

- 3.1.1.4 the Broad-based Black Economic Empowerment Act;
- 3.1.2 good corporate citizenship, including the Company's –
  - 3.1.2.1 promotion of equality, prevention of unfair discrimination and reduction of corruption;
  - 3.1.2.2 contribution to development of the communities in which its activities are predominantly conducted or within which its products or services are predominantly marketed; and
  - 3.1.2.3 record of sponsorship, donations and charitable giving;
- 3.1.3 the environment, health and public safety, including the impact of the Company's activities and of its products or services;
- 3.1.4 consumer relationships, including the Company's advertising, public relations and compliance with consumer protection laws; and
- 3.1.5 labour and employment, including
  - 3.1.5.1 the Company's standing in terms of the International Labour Organization Protocol on decent work and working conditions; and
  - 3.1.5.2 the Company's employment relationships, and its contribution toward the educational development of its employees;
- 3.2 to draw matters within its mandate to the attention of the Board of the Company as occasion requires;
- 3.3 to report, through one of its members to the shareholders of the Company's annual general meeting, if any, on the matters within its mandate.
- 3.4 to propose initiatives to the Board to optimize compliance with the activities listed in 4(1) above.

#### 4. **Ethics**

- 4.1 The Committee is required to assess, monitor, report and disclose the progress of the Group's implementation of its ethics management programme.
- 4.2 The ethics management programme is to include, *inter alia*,
  - 4.2.1 an ethics risk profile;
  - 4.2.2 a code of conduct articulating the Group's ethical standards;
  - 4.2.3 the integration of the Group's ethical standards into all of its strategies and operations.

## **5. Entitlement**

The Committee is entitled to:

- 5.1 require from any director or prescribed officer of the Company any information or explanation necessary for the performance of the Committee's functions and may require their attendance at these meetings;
- 5.2 request from any employee of the Company any information or explanation necessary for the performance of the Committee's functions;
- 5.3 attend any general shareholders meeting;
- 5.4 receive all notices of and other communications relating to any general shareholders meeting; and
- 5.5 be heard at any general shareholders meeting contemplated in this paragraph on any part of the business of the meeting that concerns the committee's functions.

## **6. Meetings and Procedures**

### **6.1 Frequency**

- 6.1.1 The Committee must hold sufficient scheduled meetings to discharge all its duties as set out in this charter but subject to a minimum of two meetings per year.
- 6.1.2 The company secretary of PGHI is the secretary to this Committee but may delegate this function to another person.
- 6.1.3 If the chairperson of the Committee is absent from a meeting, the members present may elect one of the members present to act as chairperson.

### **6.2 Quorum**

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