



HOMECHOICE INTERNATIONAL PLC SOCIAL AND ETHICS COMMITTEE CHARTER

1. Preamble

A Social and Ethics Committee (“the Committee”) has been constituted as a committee of the board of directors of HomeChoice International PLC (“the Board”) and its subsidiaries (collectively “the Group”). The duties and responsibilities of the members of this committee are in addition to those as members of the Board.

The deliberations of the committee do not reduce the individual and collective responsibilities of the board members in regard to their fiduciary duties and responsibilities, and they must continue to exercise due care and judgement in accordance with their statutory obligations.

2. Membership

The Committee shall comprise no less than three directors as members. At least two of the members of the Committee shall be a director who is not involved in the day-to-day management of the company’s business (non-executive), and must not have been so involved within the previous three financial years.

The members of the Committee shall be appointed by the Board and shall serve until such member's resignation or removal. Any member of the Committee may be removed from the Committee, with or without cause, by the Board. Unless a chairperson is designated by the Board, the members of the Committee shall appoint a chairperson by majority vote of the Committee. The chairperson will chair all regular sessions of the Committee and set agendas for Committee meetings.

3. Members

- Eduardo Gutierrez (Chair) - Non-Executive Director
- Robert Hain - Non-Executive Director
- Paul Burnett - Executive Director

4. Period of office

The Nomination committee shall consider, at least on an annual basis, whether the Committee’s composition is appropriate, and assess the independence of non-executive directors. The termination of an employment contract of an executive director will result in the termination as a member of the Committee.

5. Delegation to Sub-Committee

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee and, to the extent not expressly reserved to the Committee by the Board or by applicable law, rule or regulation, to any other committee of directors of the Company appointed by it, which may or may not be composed of members of the Committee.

6. Role

The Committee has the following functions:

- 6.1. Draw matters to the attention of the Board and report to shareholders at the annual general meetings;
- 6.2. To monitor the company's activities, having regard to any relevant legislation, other legal requirements or prevailing codes of best practice, regarding matters relating to:
 - 6.2.1. Social and economic development, including the company's standing in terms of the goals and purposes of—
 - i) the 10 principles set out in the United Nations Global Compact Principles;
 - ii) the OECD recommendations regarding corruption;
 - iii) the South African Employment Equity Act; and
 - iv) the South African Broad-Based Black Economic Empowerment Act;
 - 6.2.2. Good corporate citizenship, including the company's—
 - i) promotion of equality, prevention of unfair discrimination, and reduction of corruption;
 - ii) contribution to development of the communities in which its activities are predominantly conducted or within which its products or services are predominantly marketed; and
 - iii) record of sponsorship, donations and charitable giving;
 - 6.2.3. The environment, health and public safety, including the impact of the company's activities and of its products or services;
 - 6.2.4. Sustainability;
 - 6.2.5. Consumer relationships, including the company's advertising, public relations and compliance with consumer protection laws; and
 - 6.2.6. Labour and employment, including—
 - i) the company's standing in terms of the International Labour Organization Protocol on decent work and working conditions; and
 - ii) the company's employment relationships, and its contribution toward the educational development of its employees;
- 6.3. Where necessary or desirable, assist the company in discharging its responsibilities referred to in 5.2 above;
- 6.4. Draft and update Ethics, anti-bribery, anti-corruption and related policies;
- 6.5. Draw matters within its mandate to the attention of the Board as occasion requires; and
- 6.6. Report, through one of its members, to the Board on the matters within its mandate.

7. Responsibilities and Duties

To fulfill its responsibilities and duties, the Committee shall amongst other things:

- 7.1. Assist management in the formulation and implementation of policies, principles and practices to foster the sustainable growth of the Company. "Sustainable Growth" shall encompass a business model that creates value consistent with the long-term preservation and enhancement of financial, environmental and social capital.
- 7.2. Assist management in setting strategy, establishing goals and integrating sustainability into the business activities across the Company.

- 7.3. Review on a continuing basis new and innovative technologies that will permit the Company to achieve sustainable growth and Company actions to protect those technologies.
- 7.4. Review on a continuing basis partnerships and relationships, both current and proposed, with customers and others that support the Company's sustainable growth.
- 7.5. Review on a continuing basis the Company's communication and marketing strategies relating to sustainable growth.
- 7.6. Ensure that executive management has an effective talent management strategy, has put in place specific Individual Development Programs (IDP) for high talent candidates and is actively managing talent in the organization on an on-going basis.
- 7.7. Review on a continuing basis supplier governance and ensure ethical trading across the business.
- 7.8. Monitor adherence to the group's Environmental, Social, Governance (ESG) undertakings.
- 7.9. Review on a continuing basis any matters that may have a reputational impact to the Company.

8. Reporting Process

- 8.1. Review the Company's annual sustainability reporting prior to its issuance.
- 8.2. Report to the Board (i) following meetings of the Committee, (ii) with respect to such other matters as are relevant to the Committee's discharge of its responsibilities and (iii) with respect to such recommendations as the Committee may deem appropriate. The report may take the form of an oral report by the chairperson or any other member of the Committee designated by the Committee to make such report.

9. Accountability

The Committee shall elect its chairperson, who shall, *inter alia*, account to the Board for its activities and make recommendations to the Board concerning the Committee's role and responsibilities.

10. Meetings

- 10.1. The meetings of the Committee will be held as frequently as the Committee consider appropriate, but not less than once a year. The Board including members of the Committee may through the chairperson, call further meetings.
- 10.2. The quorum for decisions of the Committee shall be the majority of current members at any given time.
- 10.3. A representative quorum for the meeting is majority of elected members being present. Individuals in attendance by invitation may participate in discussions but do not form part of the quorum.
- 10.4. 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 Chairman or Company Secretary;
- 10.5. The notice and papers of each Committee meeting, shall other than under exceptional circumstances, be forwarded to each member no fewer than five days prior to the date of the

meeting. Any director may request, through the Chairman or the Group Company Secretary, for a matter to be included in the notice of the meeting.

- 10.6. The Committee should establish an annual work plan for each year to ensure that all relevant matters are covered by meetings held during the year. A detailed agenda, together with supporting documentation will be circulated at least one week prior to the meeting to the committee members.
- 10.7. The Chairman may at his discretion, authorise the use of audio or video conferencing for a meeting to enable members to participate in a meeting should attendance in person not be possible.
- 10.8. Minutes of meetings shall be completed within 14 days of such meetings and be circulated to all members of the Board. The minutes must be formally approved at its next scheduled meeting.

11. Authority of the Committee and resources available to it

The Committee of a company is entitled to

- 11.1. require from any director or employee of the company any information or explanation necessary for the performance of the Committee's functions;
- 11.2. attend and be heard at any general shareholders meeting or any part of the meeting that concerns the Committee's functions;
- 11.3. receive all notices of and other communications relating to any general shareholders meeting; and
- 11.4. 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.

12. Other Matters

- 12.1. The Committee shall perform a review and evaluation, at least annually, of the performance of the Committee and its members, including a review of adherence of the Committee to this Charter.
- 12.2. On an annual basis, the Committee shall review this charter and propose any amendments to the Board. The Committee shall conduct such evaluation and reviews in such manner as it deems appropriate.

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