



## Introduction

The Social, Ethics and Transformation Committee (“the Committee”) of Tiger Brands Limited (“Tiger Brands” or the “Company”) has been established by the board (“Board”) of directors to act in the capacity of a Social, Ethics and Transformation committee in respect of the Company, and in accordance to Section 72(4) of the Companies Act of 2008, read with Regulation 43 to the said Act.

The duties and responsibilities of the members of the Committee as set out in these terms of reference are in addition to those as Directors or Prescribed officers, if applicable. The deliberations of the Committee do not reduce the individual and collective responsibilities of the members of the Board in regard to their fiduciary duties and responsibilities, and they must continue to exercise due care and judgment in accordance with their legal obligations.

These terms of reference are subject to the provisions of the Companies Act, 2008 (“Companies Act”), the Tiger Brands Memorandum of Incorporation, and any other applicable law or regulatory provision.

## Purpose

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| 1. | The purpose of the Committee is to ensure positive impact of the group’s activities on its many stakeholders including consumers, employees, communities, members’ of the public and environment and report on this to shareholders annually at the AGM. |
| 2. | These terms of reference are to set out the Committee’s role and responsibilities as well as the requirements of its composition and meeting procedures.   |



## Construct

1.	The Committee comprises at least 3 (three) Non-Executive Directors appointed by the Board, the majority of whom shall be Independent Non-Executive Directors, one of which shall serve as Chairperson;
2.	A quorum for meetings is a majority of members;
3.	The Chief Executive Officer shall be an <i>ex officio</i> member of the Committee;
4.	Individuals in attendance at Committee meetings by invitation may participate in discussions, but do not form part of the quorum for Committee meetings;
5.	Meetings may be attended by members of management and other invitees as required;
6.	The Committee must hold such number of scheduled meetings as is required in order to discharge all its duties as set out in these terms of reference, but subject to a minimum of 3 (three) meetings per financial year;
7.	Meetings in addition to those scheduled may be held at the request of any member of the Committee or at the instance of the Board;
8.	The Committee may invite such other persons to attend any meeting of the Committee, or part thereof, as the Committee may reasonably deem necessary or desirable, provided that such invitees will have the right to speak at the meeting, but not to vote;
9.	A Committee secretary will be appointed to attend and minute all meetings; and
10.	If the appointed Chairperson of the Committee is absent from a meeting, the members present must elect one of the members present to act as Chairperson



11.	The Committee Establishes 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.
<b>Duties &amp; Responsibilities</b>	
The Committee must perform the following functions:	
1.	To monitor the Tiger Brands' activities, having regard to any relevant legislation, other legal requirements of prevailing codes of practice with regards to matters relating to:
	<p>a. Social and economic development, including the Company's standing in terms of goals and purpose of the 10 (ten) principles set out in the United Nations Global Compact Principles in that businesses should:</p> <ul style="list-style-type: none"> <li>• Support and respect the protection of internationally proclaimed human rights;</li> <li>• Make sure that they are not complicit in human rights abuses;</li> <li>• Uphold the freedom of association and the effective recognition of the right to collective bargaining;</li> <li>• Eliminate all forms of forced and compulsory labour;</li> <li>• Effectively abolish child labour;</li> <li>• Eliminate discrimination in respect of employment and occupation;</li> <li>• Support a precautionary approach to environmental challenges;</li> <li>• Undertake initiatives to promote greater environmental responsibility;</li> <li>• Encourage the development and diffusion of environmentally friendly technologies; and</li> <li>• Business should work against corruption in all its forms, including extortion and bribery.</li> </ul>



- b. The Organisation of Economic Co-Operation and Development (“OECD”) recommendation regarding corruption, which includes:
- The development and adoption of adequate internal controls, ethics and compliance programmes or measures for the purpose of preventing and detecting bribery;
  - The making of statements in the Company’s annual reports or otherwise public disclosure of internal controls, ethics and compliance programmes or measures (including those which contribute to preventing and detecting bribery) adopted by the Company;
  - The provision of channels for communication by and protection of persons not willing to violate professional standards or ethics under instructions or pressure from hierarchical superiors, as well as for persons willing to report breaches of the law or professional standards or ethics occurring within the Company in good faith and on reasonable grounds, and the taking of appropriate action (including the making of recommendations to the Board) based on such reporting; and
  - Internal monitoring of the Company’s implementation of the OECD “Good practice guidance on internal.
- c. The Employment Equity Act, 1998, the goals of which include:
- Promoting equal opportunity and fair treatment in employment through the elimination of unfair discrimination; and
  - Implementing affirmative action measures to redress the disadvantages in employment experienced by designed group, in order to ensure their equitable representation in all occupational categories and levels in the Company.



- d. The Broad-Based Black Economic Empowerment Act, 2003, the goals of which include:
- Promoting economic transformation in order to enable meaningful participation of black people in the economy;
  - Achieving a substantial change in the racial composition of ownership and management structures and in the skilled occupations of existing and new enterprises;
  - Increasing the extent to which communities, workers, cooperatives and other collective enterprises own and manage existing and new enterprises and increasing their access to economic activities, infrastructure and skills training;
  - Increasing the extent to which black women own and manage existing and new enterprises, and increasing their access to economic activities, infrastructure and skills training;
  - Promoting investment programmes that lead to broad-based and meaningful participation in the economy by black people in order to achieve sustainable development and general prosperity;
  - Empowering rural and local communities by enabling access to economic activities, land, infrastructure, ownership and skills; promoting access to finance for black start-ups, small, medium and micro enterprises, co-operatives and black entrepreneurs, including those in the informal business sector; and
  - Increasing effective economic participation and black owned and managed enterprises, including small, medium and micro enterprises and co-operatives and enhancing their access to financial and non-financial support.
- e. Good corporate citizenship, including the Company's
- Promotion of equality, prevention of unfair discrimination, and reduction of corruption;
  - Contribution to development of the communities in which the Company's activities are predominantly conducted or within which its products or services are predominantly marketed; and
  - Sponsorship, donations and charitable giving programme;



- f. The environment, health and public safety, including the impact of the Company's activities and of its products or services;
- g. Consumer relationships, including the Company's advertising, public relations and compliance with consumer protection laws;
- h. Labour and employment, including:
- the Company's standing in terms of the International Labour Organisation ("ILO") Protocol on decent work and working conditions and;
  - the Company's employment relationships, and its contribution toward the educational development of its employees;
- i. To draw matters within its mandate to the attention of the Board as occasion requires; and
- j. To report, through one of its members, to the Shareholders at the Company's annual general meeting on the matters within its mandate.

## Rights

The Committee acts in terms of the delegated authority of the board as recorded in these terms of reference and can do the following:

1.	Investigate any activity within the scope of its terms of reference;
2.	Call upon the Chairperson of the other board committees, any of the executive directors, officers or Company secretary or assurance providers to provide it with information, subject to following a board approved process;



3.	Be afforded reasonable access to the Company's records, facilities and any other resources necessary to discharge its duties and responsibilities
4.	Obtain independent outside professional advice to assist with the execution of its duties, at Company's cost, subject to following a board approved process;
5.	May form, and delegate authority to, sub-committees, one or more designated members of the Committee and to one or more members of the executive to perform certain tasks on its behalf; and
6.	Make recommendations to the board that it deems appropriate on any area within the ambit of its terms of reference where action or improvement is required.

### Evaluation

The board must perform an evaluation of the effectiveness of the Committee every year.

### Reporting

The Chairperson of the Committee shall report to the board at its next meeting on matters dealt with by the Committee.

### Approval

These terms of reference shall be reviewed on an annual basis and shall be amended, as required, with the approval of the Board.