

Corporate Governance

TERMS OF REFERENCE OF THE HUMAN RESOURCES & REMUNERATION COMMITTEE

- References to "the Committee" shall mean the Human Resources and Remuneration Committee.
- References to "the Board" shall mean the Board of Directors.
- References to "the Company" shall mean African Sun Limited.

Membership

- Members of the Committee shall be appointed by the Board, on the recommendation of the Nomination Committee in consultation with the Chairman of the Committee. The Committee shall be made up of at least three (3) members.
- All members of the Committee shall be non-executive Directors, The Chairman of the board shall not be a member of the Committee.
- Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the Chairman of the Board, Managing Director, Finance Director, other Directors, Human Resources Managers and representatives from the Human Resources function or for that matter any other functions as the Committee may determine may be invited to attend all or part of any meeting as and when appropriate.
- Appointments to the Committee shall be for a period of up to three (3) years, or as otherwise advised by the Board
- The Board shall appoint the Chairman of the Committee who shall be a non-executive Director. In the absence of the Chairman of the Committee and/ or an appointed Deputy, the remaining members present shall elect one among themselves to chair the meeting.

Secretary

- The Company Secretary shall also be the Secretary of the Committee.

Quorum

- The quorum necessary for the transaction of business shall be two (2) members. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

Frequency of Meetings

- The Committee shall meet at least four (4) times a year at appropriate times in the reporting cycle and otherwise as required.
- Outside of the formal meeting programme, the Chairman of the Committee will maintain dialogue with key individuals involved in the Company's Human Resources function, including the Board Chairman, the Managing Director and the Human Resources Director.

Notice of Meetings

- Meetings of the Committee shall be summoned by the Secretary of the Committee at the request of any of its members.
- Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed shall be forwarded to each member of the Committee, any other person who is required to attend and all other non-executive Directors, no later than (5) five working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.
- The Chairman of the Committee shall ensure that sufficient time is allowed to enable the Committee to undertake as full a discussion as may be required
- The Chairman of the Committee shall be responsible for reporting all issues that would have arisen from the committee meetings to the Board

Minutes of Meetings

- The Secretary shall minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance.
- The Secretary shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.
- Minutes of Committee meetings shall be circulated promptly to all members of the Committee and, once agreed, to all members of the Board.

Annual General Meeting

The Chairman of the Committee shall attend the Annual General Meeting prepared to assist the Chairman of the Board to respond to any shareholder questions on the Committee's activities.



Duties

The Committee should carry out the duties below for the parent company, major subsidiary undertakings and the group as a whole, as appropriate.

- Determine the remuneration and emoluments of the Company's executives, and to review the levels thereof from time to time, having regard to:
 - Prevailing market conditions;
 - Nature and extent of the responsibilities and duties of the executives;
 - Levels of performance of the executives;
 - Maximised motivation of the executives.

- Grant Options to acquire shares in the Company's Share Capital, on terms and conditions as prescribed in such Share Option Schemes as approved by the Company's Shareholders in General Meetings from time to time, founding such grants of Options upon.
 - Merit;
 - Length of service;
 - Levels of authority, responsibility and duties of recipients of Options;
 - Anticipated motivational effects, of such grants of Options, upon recipients thereof;

and such other considerations as may from time to time be determined by the Board of Directors of the Company or by the Committee.

- Determine and prescribe parameters of remuneration and other employment emoluments of non-executive personnel of the Company, for the guidance of management in its reviews and determinations of such remuneration and emoluments.
- Procure and/or monitor the Company's compliance with all relevant labour legislation, with especial reference to employee remuneration, terms and conditions of service and allied issues.
- Monitor the operations of the Company's Pension and Group Life Assurance, and Medical Aid schemes.