

# Corporate Governance

## TERMS OF REFERENCE OF THE MARKETING COMMITTEE

- References to "the Committee" shall mean the Marketing 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 Nominations Committee in consultation with the Chairman of the Committee. The Committee shall be made up of at least three 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, Sales and Marketing Managers and representatives from the or for any other person 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 years, or as otherwise advised by the board
- The Board shall appoint the Committee Chairman who shall be a non-executive director. In the absence of the Committee Chairman and/or an appointed deputy, the remaining members present shall elect one of 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 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 times a year at appropriate times in the reporting cycle and otherwise as required.
- Outside of the formal meeting programme, the committee chairman will maintain a dialogue with key individuals involved in the Company's Sales and Marketing function, including the Board Chairman, the Managing Director and other Sales and Marketing representatives in the Company.

### 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 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 Committee Chairman shall ensure sufficient time is allowed to enable the Committee to undertake as full a discussion as may be required
- The chairman 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 shall carry out the duties below for the parent company, major subsidiary undertakings and the group as a whole, as appropriate.

The Committee's duties shall include the following

- Participate in the development of the Company's Marketing Policy and Strategy.
- Monitor the performance of the Company's Marketing Strategy.
- Review and agree Marketing Policy to include all elements of the marketing mix undertaken by the Company.
- Review and agree corporate profile policy and issues related to branding and the image of the Company.
- Provide overall guidance and direction for the Company's marketing communications, including publications and promotional programmes, and contribute towards their implementation.
- Develop and monitor policies and strategies, concerning such matters as:
  - African Sun Limited's brands;
  - The total package offered by African Sun limited;
  - The pricing of African Sun Limited's offerings;
  - The service standards provided by African Sun Limited.
- Advise the Board on the appropriate form of marketing infrastructure best suited to serve African Sun Limited.
- Ensure that recommendations and decisions embody appropriate attention to quality assurance and are consistent with the African Sun Limited Strategic Plan.
- Ensure positive relations with partners, suppliers, and customers.
- Assist in identifying and/or developing new customers for products and services.
- Provide input into the selection of senior sales and marketing executives.