SOCIAL AND ETHICS COMMITTEE

TERMS OF REFERENCE

1. INTRODUCTION

1.1 In line with the requirements of section 72(4) of the Companies Act of 2008 (the Act) the board of directors of Omnia Holdings Limited (the board) has established a statutory committee of the board to be known as the social and ethics committee (the committee).

1.2 The purpose and scope of the committee is to fulfil:

a) the statutory functions of a social and ethics committee as set out in regulation 43(5) of the regulations to the Act in respect of the company and those entities within the Group that are required by law to have such a committee; and

b) such additional duties assigned to it by the board from time to time.

1.3 Beyond the monitoring and support role, the committee plays a strategic role and advises the Group on how it can improve its social and ethics performance. The includes consideration of any matters that have a material impact on the sustainability of the organisation.

2. SOCIAL AND ETHICS DUTIES AND RESPONSIBILITIES

2.1. Statutory duties in terms of regulation 43(5) to the Act

2.1.1 Monitor the activities of the company, having regard to any relevant legislation, other legal requirements or prevailing codes of best practice relating to:

a) Omnia's standing and activities related to the promotion of social and economic development

b) Omnia'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 Employment Equity Act
iv) the Broad Based Black Economic Empowerment Act

c) Good corporate citizenship, including Omnia'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
iii) record of sponsorship, donations and charitable giving

d) The management of Omnia's environmental, health and safety risks, including the impact of Omnia's activities, products and services on people and the environment

e) Omnia's consumer relationships, including advertising, public relations and compliance with consumer protection laws

f) Labour and employment, including:

i) Omnia's standing in terms of the International Labour Organisation Protocol on decent work and working conditions
ii) Omnia's employment relationships, and its contribution toward the educational development of its employees.

2.2 Social and Ethics Duties assigned by the board

Organisational Ethics Responsibilities

2.2.1 Oversee the establishment of an **ethical culture and management of ethics** in the Omnia Group by:

a) Reviewing the relevant policies on organisational ethics, and ensure these meet the recommendations of King IV (Principle 2, par 6) and are effectively communicated
b) Reviewing significant cases of employee conflicts or unethical activity by employees
c) Monitoring the outcome of the management of ethics in the Omnia Group as recommended in King IV (Principle 2, par 9) and
d) Reviewing the disclosure of ethics related information (King IV, Principle 2, par 10)

2.2.2 Monitor **whistleblowing** mechanisms and processes and, where ethical breaches relate to fraud or financial reporting matters, report such matters to the Audit & Risk Committee who will be responsible for dealing appropriately with any concerns or complaints regarding accounting practices, internal audit, the content or auditing of financial statements, and the internal financial controls of the Group.

2.2.3 Review the effectiveness of the **systems for monitoring non-compliance or fraudulent acts** and the results of management investigations and follow-up (including disciplinary action)

Responsible Corporate Citizenship Responsibilities

2.2.4 Ensure that the Group responds to the opportunities and challenges of environmental, social, and economic context in which Omnia operates and the capitals that it uses and affects, with the aim to achieve the creation and protection of value over time and ensure that the Group is and is seen as a responsible corporate citizen
2.2.5 Review transformation initiatives, including setting targets and tracking performance in all relevant areas of the operations
2.2.6 Monitor and report on the diversity, equality and equity initiatives including but not limited to employment equity and equity ownership.
2.2.7 Monitor, approve and report on Transformation strategies, policies and plans to ensure the sustainable development and transformation of the business and communities in which Omnia operates including:

a) Compliance with the applicable B-BBEE Act requirements, and ensuring adequate disclosure of the Group's transformation targets and performance in the integrated annual report as required by the JSE Limited

b) Investment in communities in which Omnia operates to drive sustainable participation in the economy.

c) Monitoring and reviewing social investment projects to ensure they deliver tangible value to the project beneficiaries.

d) Monitoring and reviewing procurement from, and/or the development of, small, micro and medium enterprises to become sustainable participants in the economy.

Stakeholder Relationships Responsibilities

2.2.8 Approve and review policies and frameworks relating to the management of stakeholder relationships

2.2.9 Review and monitor stakeholder engagement plans, guidelines and practices

2.2.10 Monitor, review and report on significant customer complaints and issues in compliance with relevant consumer legislation.

2.2.11 Monitor and review Procurement plans, guidelines, and practices on an annual basis.

Responsibilities in terms of Safety

2.2.12 Oversee the development of all elements of safety including process safety and required governance policies and monitor their implementation

2.2.13 Review safety performance and identify areas where improvements can be made

2.2.14 Ensure the allocation of sufficient resources, such as funding, staff, and equipment, to ensure that Omnia can implement its safety policies effectively

2.2.15 Review and assess safety hazards and risks specific to the Group's operations to ensure that appropriate mitigations and controls are in place

2.2.16 Ensure adequate safety awareness, training and education on safety practices, procedures, and risks for employees and stakeholders

2.2.17 Ensure appropriate safety reporting and disclosure mechanisms are in place for safety incidents and accidents, and that these mechanisms are communicated effectively to employees and stakeholders

2.2.18 Review incidents and accidents and management's recommendations to prevent future occurrences

2.2.19 Ensure that the company is complying with all safety regulations and standards set by the government and relevant industry bodies

2.2.20 Promote a culture of safety within the company where employees are encouraged to report safety hazards and incidents

2.2.21 Review safety incidents and accident investigations and management's recommendations to prevent future occurrences

Responsibilities in terms of Environmental, Social and Governance

2.2.22 Oversee the development of an ESG[1] strategy and policies and ensure they are aligned with the overall business strategy

2.2.21 Oversee the development of an Environmental strategy with the aim of reducing the impact on the planet.

2.2.22 Review ESG objectives, monitor ESG performance and impact, and identify areas for improvement

[1] Environment, Social and Governance

2.2.23 Ensure that accurate and meaningful information is disclosed to stakeholders, including investors, employees and customers

2.2.24 Review current and emerging ESG trends, relevant international standards and legislative requirements; identify how these are likely to impact the strategy, operations, and reputation of the Company; and determine if and how these are incorporated into or reflected in the company's ESG policies and objectives

2.2.25 Review material non-compliance reports from internal or external assurance providers

2.2.26 Review rehabilitation provisions for recommendation to the audit committee

3. COMPOSITION

3.1 At each annual general meeting, the names of at least 3 (three) directors shall be tabled for consideration and, if supported, elected by shareholders of the company as members of the committee.

3.2 The committee shall comprise of at least one executive director; and a majority of non-executive directors.

The chair of the committee shall be appointed by the Board and shall be one of the members of the committee as elected by shareholders at the annual general meeting.

4. MEETINGS

4.1 Frequency

The committee shall meet at least four times a year but may at its discretion meet more often, depending on the circumstances. Meetings shall be scheduled in advance and no formal notice of the meeting shall be given, excluding the agenda and supporting meeting papers.

4.2 Attendance

4.2.1 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 with the consent of the chair, but not to vote.

4.2.2 Members of the Board who are not members of the committee, are not entitled to fees for attendance unless approved by the Board.

4.2.3 Committee members shall 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 chair of the committee or the company secretary

4.3 Reporting Responsibilities

4.3.1 The chair of the committee shall provide a verbal report on the committee's most recent activities, approvals and recommendations at every subsequent board meeting. The minutes of preceding meetings of the committee shall be presented to the board for noting

4.3.2 The chair of the committee shall report to the shareholder at the company's annual general meeting (AGM) on matters within its mandate.

4.4 Agenda

4.4.1 The company secretary in consultation with the committee chair, shall prepare an agenda and related documents that will be circulated to the committee no later than 7 (seven) days prior to the meeting of the committee.

4.4.2 Closed session meetings of the committee, where only members of the committee are present, may be held as and when deemed appropriate by the chair of the committee. The company secretary shall be in attendance at in-committee meetings for minute purposes. Separate minutes shall be prepared for in-committee meetings and shall be circulated to members for confirmation via electronic communication.

4.5 Quorum

The quorum for a meeting of the committee shall be a majority of members being present in person or via electronic communication.

4.6 Written Resolutions

A round robin resolution should be consented to by all members of the committee

5. PERFORMANCE OF THE COMMITTEE AND COMMITTEE FEES

5.1 The performance of the committee shall be evaluated in accordance with the methodology approved by the board from time to time.

5.2 Committee members shall be paid such fees as approved by shareholders of the Company from time to time on recommendation from the Remuneration and Nominations Committee.

6. REVIEW OF THE TERMS OF REFERENCE

This terms of refence shall be reviewed on an annual basis by the committee and amended, subject to the approval of the board.

Chair of the Committee	Signature	Date
W Plaizier		8 July 2025

Chair of the Board	Signature	Date
T Eboka		8 July 2025

7. REVISION HISTORY

Rev	Date	Reviewed by
1	1 June 2023	DM, FT, TK
2	8 July	SM