Investec

OUT OF THE ORDINARY

DLC Social & Ethics Committee

Terms of Reference | May 2024

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1. Authority, mandate, objectives, and reporting

1.1. Introduction

Delivery on the Group's Purpose, "Create enduring worth, living in, not off, society." will guide the Committee's actions in this regard as it is understood that the Group's long-term sustainability is contingent on the success of the societies and environment in which it does business.

Social & Ethics Committees (SEC) are required under the South African Companies Act (71 of 2008) regulations and came into effect when the Companies Act came into force in 2008. Initially the duties of the Social & Ethics Committee were limited. Investec established the Social & Ethics Committee as a Group committee. The mandate and responsibilities of the Committee are developing in step with the Group's strategic intent to align its commercial and operational activities with established Environmental, Social and Corporate Governance (ESG) principles.

This Terms of Reference documents the authority and mandate delegated to the Committee by the Board but does not preclude the Committee from carrying out such additional functions and adopt such additional measures as may be required to effectively discharge its responsibilities.

1.2. Terminology and definitions

- DLC: Investec plc and Investec Limited together as a dual listed company
- The Group: Investec plc and Investec Limited and its subsidiaries
- The DLC Social and Ethics Committee or (DLC SEC)
- The DLC Board Risk and Capital Committee (DLC BRCC)
- The Directors of the Group / The DLC Board / The Group Board: The Boards of Investec plc and Investec Limited
- CSI: Corporate Social Investment
- SDGs: Sustainable Development Goals
- ESG: Environmental, Social and Corporate Governance
- Key operating and regulated subsidiaries: list of key subsidiaries as listed in Appendix 5.2

1.3. Legislation and regulation informing the mandate of the Committee

As a committee mandated by the Boards of Investec Limited and Investec plc, the mandate of the SEC is informed by legislation, regulation, and stakeholder expectations in both the United Kingdom (UK) and South Africa (SA). In line with principles established by the Group, to the extent that there is a conflict, the DLC SEC will apply the more onerous provisions. The list below highlights key legislation and regulations and is not exhaustive.

SA

- The Companies Act (71 of 2008) and regulations
- The Johannesburg Stock Exchange (JSE) Listings Requirements
- The King IV Code on Corporate Governance (King IV)
- The Skills Development Act (97 of 1998)
- The Employment Equity Act (55 of 1998)
- The Broad-Based Black Economic Empowerment Act (53 of 2003)
- Section 72 of the SA Companies Act read with Regulation 43 of the Companies

Act as well as other generally accepted international standards.

UK

- UK Corporate Governance Code
- UK Listing rules

Other

- Stakeholder expectations – shareholder voting policies and regulatory expectations
- Commitments made to various memberships - UN Global Compact, UN Principles for Responsible Investments, UN Environment Programme Financing Initiative, UN Principles for Responsible Banking, Net-Zero Banking Alliance

1.4. Authority & mandate

The DLC SEC (SEC / the Committee) is mandated by the Board of Directors of the Group (the Board) to be responsible for oversight of and reporting on organisational ethics, responsible corporate citizenship, sustainable development, and stakeholder relationships for the Group, including Investec Bank Limited, Investec Bank plc, and Investec Wealth & Investment International SA.

The Committee may sub-delegate any of its powers, authorities and responsibilities to a sub-committee comprising such other forums or committees or individuals and, on such terms, and conditions, and may revoke or vary such delegation, as it sees fit.

1.5. Annual workplan

The Committee will evidence how it discharged its mandate and exercised its authority by amongst others, following an annual work plan. The annual work plan will also record ad hoc tasks, work and duties undertaken by the Committee which are not expressly recorded within these Terms of Reference.

1.6. Objectives

The Committee's principal objective is to assist the Board in ensuring that the Investec Group is, and remains a committed, socially responsible corporate citizen in the context of the economy, society, and environment in which the Group operates (known as the 'Triple Context' in SA). It is responsible for monitoring the Group's activities having regard to any relevant legislation, other legal requirements, or prevailing codes of best practice, with regard to, amongst other things, the areas prescribed to it by regulation 43 of the Companies Regulations, 2011. In summary:

- Social & Economic Development
  Assessing, and developing where appropriate, the Group's social and ethics framework against relevant legislation and international benchmarks encompassing principles and obligations relating to:
  - Protecting human rights
  - Promoting labour rights and working conditions, including, the rights to collective pay bargaining, eliminating child labour and modern slavery, preventing discrimination, and creating equal opportunities in the context of belonging, inclusion, and diversity

  - Promoting environmental responsibility (including action on climate change and biodiversity considerations)
  - Preventing bribery and corruption
  - Promoting broad-based black economic empowerment (Investec Limited)

- Good Corporate Citizenship
  Assessing, and developing where appropriate, the Group's achievements within the realm of equality and corporate social investment – in particular:
  - Promotion of diversity, equality, belonging and inclusion, prevention of unfair discrimination, and elimination of corruption
  - Contribution to development of the communities in which its activities are predominantly conducted or within which its products or services are predominantly marketed
  - Sponsorship, donations, and charitable giving
  - Specific aspects as per King IV recommendations including:
    - Fraud prevention
    - Responsible and transparent tax practices
    - Fair remuneration

- Environmental Management
  - Assessing, and where appropriate, minimising, the impact of the Group's activities and its products and services on the environment, health, and public safety
  - Considers, reviews and monitors climate-related elements and sustainable financing opportunities.

- Consumer Relationships:
  - Overseeing the Group's advertising, public relations, and compliance with consumer protection laws

- Stakeholder Relationships:
  - Overseeing the Group's stakeholder relationships including materiality assessments on an annual basis
  - Overseeing the Groups reputation management

- Labour & Employment
  - Assessing, and where appropriate developing, the Group's social and ethics framework against certain global benchmarks encompassing principles relating to the promotion of decent work and working conditions
  - Assessing and where appropriate developing, the efficacy of the relationship of confidence and trust between the Group and its employees, and the Group's contribution towards the educational development of its employees

1.7. Reporting

The Committee's reporting line is Committee →IBL Board, IBP Board & DLC Board.

The Committee chair shall report to the Board after each meeting on the nature and content of its discussion, recommendations, and action to be taken, and shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

The Committee shall provide the appropriate disclosures on its activities and other applicable matters in the annual report, and the Committee Chairperson shall report to shareholders at the Annual General Meeting if required.

1.8. Interaction with other committees

The DLC SEC is the SEC for the Group. It is expressly recorded that Social & Ethics Committees have not been established for any of the key operating and regulated subsidiaries. The membership of the Committee could include members from key operating subsidiaries of the DLC.

It is expressly noted that the Committee has delegated responsibilities to the following committees:

- Transformation Committee monitoring Investec Limited and its subsidiaries activities, with regard to matters relating to:
  - The Skills Development Act
  - The Employment Equity Act
  - The Broad-Based Black Economic Empowerment Act
- DLC ESG Committee – which is responsible for aligning and integrating sustainability and to assist Investec in conducting its business in a responsible manner as well as to manage non-financial risks in relation to environmental, social and governance (ESG) matters incorporating considerations across Philanthropy, Social issues (including Philanthropy, Corporate Social Investment (CSI), Belonging, Inclusion and Diversity (BID) ESG screening, ESG investing, impact investing, sustainable finance and the SDGs
- The Employment Equity Committee monitoring Investec Limited with regard to matters relating to the Employment Equity Act

The Committee will rely on the work and regular written or verbal reports from the Chairs of the Transformation Committee, the DLC ESG Committee, DLC Remuneration Committee, DLC Audit Committee (Tax Transparency Confirmation), DLC BRCC (Fraud prevention) and the Employment Equity Forum.

1.9. Matters reserved for the Group Committee

Given that the DLC SEC relies on work done by other committees and forums within the Investec Group, the DLC SEC reserves the right of approval for the following matters:

- Material changes in policy as it relates to sustainability
- New sustainability policies
- The sustainability report published as part of the annual reporting process
- The Employment Equity Plan prior to submission to the Investec Bank Limited Board
- Final review of the Broad Based Black Economic Empowerment scorecard prior to submission to the Department of Labour
- Review of the Terms of Reference for the DLC ESG Executive Group Committee, Transformation Committee and Employment Equity Forum
- Review of changes to the Group's chosen SDGs

2. Composition and quorum

2.1. Composition

Members of the Committee, including the designated Chair, are appointed and/or removed by the Board on the recommendation of the DLC Nominations and Directors' Affairs Committee (DLC Nomdac) in consultation with the Committee Chair.

The Committee shall comprise of four members, at least two of whom must be independent non-executive directors. Where possible, members will also be appointed from key operating subsidiaries of the DLC. The DLC Chair may be a member of the Committee but may not be the Chair.

Only members of the Committee have the right to vote at meetings. However, other individuals may be invited to attend and speak at meetings at the Chair's discretion.

Members of the Committee are as set out in Appendix 5.1.

2.2. Quorum

The quorum necessary for the transaction of business shall be 2 members.

If a member is in any way, either directly or indirectly, interested in a matter before the Committee they must declare the nature and extent of that interest to the other members either at the beginning of the applicable meeting or in advance by email to members. A member who is interested in a matter before the Committee may not be counted as participating in the decision-making process for quorum or voting purposes unless the conflict of interest has been disclosed to and authorised by the members.

3. Committee operations

3.1. Frequency, notice and agenda

The Committee will meet at least four times per year (approximately quarterly) and as often as is necessary to discharge its duties and objectives, on such dates and times as agreed with the Chair.

At least 3 days' notice of a meeting must be given to members but need not be in writing.

The notice of the meeting should include the date and time of the meeting, details of the venue (whether in person or virtual), and, if relevant, an outline of the business to be discussed. Proposed agenda items should be discussed and agreed with the Chair prior to calling the meeting.

3.2. Chair, decision making and virtual meetings

The Chair of the Committee shall be appointed by the Board on the recommendation of the DLC Nomdac. The Chair shall be an independent non-executive of the Board. In the Chair's temporary absence, one of the Independent non-executive Committee members nominated by the Chair or elected by the other members of the Committee will act as Chair.

Meetings may be convened, and decisions taken either in person or by electronic means (including for the avoidance of doubt, conference call, email, or any other electronic means of audio-visual communication that facilitates the members of the Committee making an informed, collective decision).

If meetings are held in person, at the Chair's discretion any subsequent amendments, approvals, recommendations, or satisfaction of any conditions precedent and antecedent may be addressed by the Committee electronically.

Decisions taken electronically have no effect unless the approving members would have formed a quorum at a meeting held in person, but otherwise, all decisions taken electronically have the same force as if they had been made at a meeting held in person.

3.3. Record keeping

A member of the Company Secretarial function will act as Secretary of the Committee and will keep a record of the meeting papers and minutes of proceedings. Copies of the minutes of meetings will be circulated to members for comment no later than 14 days after the relevant meeting and thereafter provided to the Chair for comment and/or approval.

4. Review and approval of Terms of Reference

The Committee will review its own performance and composition at least once a year by way of the annual board effectiveness review.

The Committee will review the terms of reference at least once a year.

Any changes to the appendices to the Terms of Reference, with the exception of the Committee membership, may be amended by agreement between the Chair and Company Secretary.

Appendices reflecting membership changes may be updated by the Company Secretary after approval from the Board.

Any changes to the main body of the Terms of Reference must be tabled at the next meeting of the Committee for approval.

5. Appendices

5.1. Membership

The members of the Committee are:

Name	Designation
Niki Newton-King	Independent non-executive director (Chair)
Morris Mthombeni	Independent non-executive director (Investec Bank Limited)
Fani Titi	Group Chief Executive Officer
Jasandra Nyker	Independent Non-Executive Director

The following are regular attendees:

Joubert Hay	Investec Wealth & Investment International SA
Rishi Madlani	Sustainability (UK)
Melanie Janse Van Vuuren	Sustainability (SA)
Samantha Mooi	Sustainability (SA)
Lesley-Anne Gatter	Global People and Organisation
Marc Kahn	Global Head of Strategy
Ruth Leas	Investec Bank plc Chief Executive Officer
Kevin McKenna	Investec Bank plc Chief Risk Officer
Cumesh Moodliar	Investec Bank Limited Chief Executive Officer
Abey Mokgwatsane	Group Chief Marketing Officer
Mark Currie	Group Chief Risk Officer
Phillip Hourquebie	Chair-DLC Board & IBL Board

5.2. Appendices | Lists of subsidiaries that the committee is responsible for

Investec Bank Limited
Investec Bank plc
Investec Wealth and Investments International

5.3. Appendices | Workplan