



SASOL KHANYISA PUBLIC (RF) LIMITED

**Directors duties and responsibilities in terms of the Company's
Memorandum of Incorporation**

31 October 2020

Agenda

- Nature of Sasol Khanyisa Public (RF) Limited as a company
- Mandate of the Board
- Exercising the mandate and powers by the Board
- The role of the Board and proportionality considerations
- The Board's role in terms of the Board Charter

Nature of Sasol Khanyisa Public (RF) Limited (SKP) as a company

- **Mandate and powers / capacity** of the company is defined by:
 - Memorandum of Incorporation (MOI)
 - Relationship Agreement
 - SA laws
- **Role and mandate of the board** is informed by:
 - The nature and business activities of the company
 - MOI, laws and good practice (King IV)
 - Relationship agreement
 - Board charter
- **Investment company** - ongoing and sustainable B-BBEE ownership for Sasol Limited (Sasol) **through shareholding in Sasol South Africa Limited (SSA)**
- **Black company** as defined under the B-BBEE Codes of Good Practice, 2013 and to remain as such for duration of empowerment period
- **Restrictive conditions** in MOI signaled by (RF) in company name

Role of the Board and proportionality considerations

The Board is guided by the following **proportionality considerations*** specific to the Company:

- The Company's **only income is dividends received** from SSA (if declared by Board) – it does not have operations nor workforce and it does not deliver products or services
- The Company has **limited financial resources** – all costs are carried by SSA
- Administrative services (and associated human resources) are rendered by SSA as its administrative agent – **no employees**
- The Company does not have any activities that impact the **environment**, however it has an impact on **society**, through internal and external stakeholders. The Company's activities will also have an impact on the economy including economic transformation, risks related to fraud and corruption, taxpayer

*Proportionality considerations determine scale of application of King IV eg turnover, size of workforce, resources, extent and complexity of activities

Board's responsibility in terms of the board charter (1)

Within the powers conferred upon the Board by the MOI and the Companies Act, the Board has determined its responsibility to add significant value to the Company by:

- Retaining full and effective control over the Company
- Providing effective leadership in the best interest of the Company
- Informing and approving the strategy and strategic objectives of the Company and ensuring that strategy, risk, performance and sustainability considerations are effectively integrated and appropriately balanced
- Determining and setting the tone of the Company's values including principles of ethical business practice and the requirements of being a responsible corporate citizen
- Bringing independent, informed and effective judgment to bear on material decisions of the Company
- Satisfying itself that the Company is governed effectively in accordance with corporate governance best practices with due regard to proportionality considerations

Board's responsibility in terms of the board charter (2)

- Monitoring and implementing the Board's decisions and policies
- Ensuring that the Company has effective Board committees as required by the Companies Act, MOI and such best corporate governance practice that the Company chooses to apply
- Ensuring that there is an effective risk based internal audit
- Governing the disclosure control processes of the Company including ensuring the integrity of the Company's annual report and reporting on the effectiveness of the Company's system of internal controls
- Ensuring that disputes are resolved as effectively, efficiently and expeditiously as possible
- Monitoring stakeholder relationships



QUESTION AND ANSWER SESSION