

## HULAMIN LIMITED

(Registration Number 1940/013924/06)

("the Company")

### MINUTES OF ANNUAL GENERAL MEETING OF SHAREHOLDERS HELD ON WEDNESDAY, 15 MAY 2019 IN THE HULAMIN SIMUNYE ROOM AT MOSES MABHIDA ROAD, PIETERMARITZBURG, KWAZULU-NATAL AT 15H00

#### A. ATTENDANCE

<b>PRESENT:</b>	TP Leeuw (Chairman) on behalf of various shareholders	- representing	232 228 972	shares	(Proxies)
	Chairman (on behalf of the Hulamin 2015 Employee Share Ownership Trust)	- representing	6 600 189	shares	(letter)
	SF Johnstone (on behalf of Ferbros Nominees (Pty) Ltd)	- representing	10 000	shares	(letter)
	Chairman (on behalf of Gardenview Nominees (Pty) Ltd)	- representing	10 000	shares	(letter)
	Chairman (on behalf of Fusion Nominees (Pty) Ltd)	- representing	40 000	shares	(letter)
	RG Jacob	- representing	903 432	shares	
	SP Ngwenya	- representing	36 072 000 (B)	shares	
	PH Staude	- representing	91 610	shares	
	GH Watson	- representing	28 327	shares	
	W Fitchat (Company Secretary)	- representing	75 582	shares	
	A Shkudsky (via telephone conference)				
	C Logan (via telephone conference)				
<b>DIRECTORS:</b>	V N Khumalo A P Krull R L Larson N Maharajh N N A Matyumza Dr B Mehloamakulu M Z Mkhize C A Boles				
<b>IN ATTENDANCE:</b>	B Janse van Vuuren J Padoa K Pancha S Sithebe M Hasenfuss	- Computershare Investor Services - Cox Yeats Attorneys - Ernst & Young Inc. - Ernst & Young Inc. - Editor: Financial Mail (via: telephone conference)			

**B. QUORUM** The necessary quorum being present, the Chairman declared the meeting duly constituted.

**C. NOTICE OF MEETING** The notice convening the meeting, which had been timeously circulated to members, was taken as read.

**D. VOTING** In accordance with the Memorandum of Incorporation (MOI) of the Company, it was unanimously approved that voting would take place on the basis of a poll. A representative of

Computershare Investor Services was appointed as scrutineer.

- E. Report of the Audit Committee, director's statutory report, annual financial statements and independent auditors report**
- The Chairman reported that the Annual Financial Statements of the company on pages 98 to 187 for the year ended 31 December 2018, including the Report of the Directors on page 103, the Independent Auditors Report on pages 104 to 107 and the Audit Committee Report on pages 100 to 102, all of which are incorporated in the 2018 integrated annual report, have been distributed to shareholders.
- F. RESOLUTIONS**
- 1. APPOINTMENT OF AUDITORS**
- ORDINARY RESOLUTION NUMBER 1:**
- The Chairman proposed the ordinary resolution, as set out in the notice of the annual general meeting, regarding the appointment of Ernst & Young as the independent auditors, together with Mr S Sithebe as the designated auditor. The motion was seconded by Ms N N A Matyumza and declared open for discussion.
- There being no questions regarding the proposed resolution, the Chairman requested shareholders to cast their votes on the polling forms provided.
- 2. RE-ELECTION OF DIRECTOR**
- ORDINARY RESOLUTION NUMBER 2.1**
- Mr P H Staude proposed the ordinary resolution, as set out in the notice of the annual general meeting, regarding the re-election of Mr C A Boles as a director of the company. The motion was seconded by Mr V N Khumalo and declared open for discussion.
- There being no questions regarding the proposed resolution, the Chairman requested shareholders to cast their votes on the polling forms provided.
- RE-ELECTION OF DIRECTOR**
- ORDINARY RESOLUTION NUMBER 2.2**
- Dr B Mehloimakulu proposed the ordinary resolution, as set out in the notice of the annual general meeting, regarding the re-election of Mr T P Leeuw as a director of the company. The motion was seconded by Mr R L Larson and declared open for discussion.
- There being no questions regarding the proposed resolution, the Chairman requested shareholders to cast their votes on the polling forms provided.
- RE-ELECTION OF DIRECTOR**
- ORDINARY RESOLUTION NUMBER 2.3**
- Ms N N A Matyumza proposed to the ordinary resolution, as set out in the notice of the annual general meeting, regarding the re-election of Mr N Maharajh as a director of the company. The motion was seconded by Mr A P Krull and declared open for discussion.
- There being no questions regarding the proposed resolution, the Chairman requested shareholders to cast their votes on the polling forms provided.
- RE-ELECTION OF DIRECTOR**
- ORDINARY RESOLUTION NUMBER 2.4**
- Mr S P Ngwenya proposed the ordinary resolution, as set out in the notice of the annual general meeting, regarding the re-election of Mr M Z Mkhize as a director of the company. The motion was seconded by Mr R G Jacob and declared open for discussion.
- There being no questions regarding the proposed resolution, the Chairman requested shareholders to cast their votes on the polling forms provided.
- RE-ELECTION OF DIRECTOR**
- ORDINARY RESOLUTION NUMBER 2.5**
- Mr P H Staude proposed the ordinary resolution, as set out in the notice of the annual general meeting, regarding the re-election of Mr G H M Watson as a director of the company. The motion was seconded by Dr B Mehloimakulu and declared open for discussion.

There being no questions regarding the proposed resolution, the Chairman requested shareholders to cast their votes on the polling forms provided.

**3. APPOINTMENT OF  
AUDIT COMMITTEE  
MEMBER AND  
CHAIRMAN**

**ORDINARY RESOLUTION NUMBER 3.1**

Mr V N Khumalo proposed the ordinary resolution, as set out in the notice of annual general meeting, regarding the election of Mr N Maharajh as member and Chairman of the Audit Committee subject to the adoption of ordinary resolution 2.3. The motion was seconded by Mr A P Krull and declared open for discussion.

There being no questions regarding the proposed resolution, the Chairman requested shareholders to cast their votes on the polling forms provided.

**APPOINTMENT OF  
AUDIT COMMITTEE  
MEMBER**

**ORDINARY RESOLUTION NUMBER 3.2**

Mr P H Staude proposed the ordinary resolution, as set out in the notice of annual general meeting, regarding the election of Mr C A Boles as member of the Audit Committee subject to the adoption of ordinary resolution 2.1. The motion was seconded by Mr R L Larson and declared open for discussion.

There being no questions regarding the proposed resolution, the Chairman requested shareholders to cast their votes on the polling forms provided.

**APPOINTMENT OF  
AUDIT COMMITTEE  
MEMBER**

**ORDINARY RESOLUTION NUMBER 3.3**

Mr S P Ngwenya proposed the ordinary resolution, as set out in the notice of annual general meeting, regarding the election of Ms N N A Matyumza as member of the Audit Committee. The motion was seconded by Dr B Mehlomakulu and declared open for discussion.

There being no further questions regarding the proposed resolution, the Chairman requested shareholders to cast their votes on the polling forms provided.

**4. APPROVAL OF NON-  
EXECUTIVE DIRECTORS  
FEES**

**SPECIAL RESOLUTION NUMBER 1:**

The Chairman proposed to the special resolution, as set out in the notice of the annual general meeting, regarding approval of non-executive directors' fees for their services as directors for the 12-month period commencing 1 August 2019. The motion was seconded by Mr R G Jacob and declared open for discussion.

There being no questions regarding the proposed resolution, the Chairman requested shareholders to cast their votes on the polling forms provided.

**5. FINANCIAL ASSISTANCE**

**SPECIAL RESOLUTION NUMBER 2:**

The Chairman proposed the special resolution, as set out in the notice of the annual general meeting, regarding the grant of authority for the company to provide financial assistance to any related or inter-related company or corporation. The motion was seconded by Mr A P Krull and declared open for discussion.

There being no questions regarding the proposed resolution, the Chairman requested shareholders to cast their votes on the polling forms provided.

**6. GENERAL PURCHASE OF  
SHARES**

**SPECIAL RESOLUTION NUMBER 3:**

The Chairman proposed the special resolution, as set out in the notice of the annual general meeting, regarding the grant of authority to the directors to facilitate the repurchase of the company's ordinary shares. The motion was seconded by Mr V N Khumalo and declared open for discussion.

There being no questions regarding the proposed resolution, the Chairman requested shareholders to cast their votes on the polling forms provided.

- 7. NON-BINDING ADVISORY VOTE: REMUNERATION POLICY**
- NON-BINDING ADVISORY VOTE - REMUNERATION POLICY**
- The Chairman called proposed the ordinary resolution, as set out in the notice of the annual general meeting, regarding approval of the group's remuneration policy for the financial year ended 31 December 2018, by way of a non-binding advisory vote. The motion was seconded by Ms N N A Matyumza and declared open for discussion.
1. Mr Allan Skhudsky requested clarity on whether the impairment assessment as described within the remuneration policy had been initiated by management, the Board or the company's auditors.
    - Mr Jacob advised that the impairment assessment had been applied by the parties in unison and made reference to the frequent review of the carrying-value of assets on the balance sheet and the cost of capital in terms of forecasting the future cash flows of the business.
    - Due to the fact that the Company's share price was lower than the said carrying-value, the Company was obliged to review the value of fixed assets on an annual basis.
  2. Mr Shkudsky queried the impairment assessment which was, in his view, an unusual approach relative to other JSE Listed companies. Furthermore, he identified an apparent conflict between this approach and the theme of value creation in the Annual Integrated Report.
    - Mr Jacob emphasised that it was a central focus of management to return value to shareholders. Be that as it may, the company's financial performance had been effected by numerous external factors. Mr Jacob advised that a performance framework was in place to incentivise management in terms of value creation. The process of formulating key performance indicators had been independent from the impairment decision.
  3. In light of the fact that the majority of executive share rewards would be based on return of capital employed, Mr Shkudsky questioned whether the impairment assessment would create an imbalance within the performance metrics.
    - Mr Jacob confirmed that targets would be adjusted accordingly to re-base the calculation at a higher level of return on capital employed.
  4. The shareholders noted Mr Shkudsky formal disagreement with the manner in which the company's assets had been impaired.
- There being no questions regarding the proposed resolution, the Chairman requested shareholders to cast their votes on the polling forms provided.
- 8. NON-BINDING ADVISORY VOTE: IMPLEMENTATION REPORT**
- NON-BINDING ADVISORY VOTE – IMPLEMENTATION REPORT**
- The Chairman proposed the ordinary resolution, as set out in the notice of the annual general meeting, regarding approval of the group's remuneration implementation report, by way of a non-binding advisory vote. The motion was seconded by Mr R G Jacob and declared open for discussion.
- There being no questions regarding the proposed resolution, the Chairman requested shareholders to cast their votes on the polling forms provided.
- G. POLLING FORMS**
- The Chairman noted that all resolutions had been put to the meeting and requested that the scrutineer from Computershare collect all polling forms and count the votes.
- H. DECLARATION OF RESULTS**
- After the votes cast (in respect of all resolutions) on the polling forms had been counted by the scrutineer, and the Company Secretary declared that all the resolutions were adopted with the prerequisite majority.
- The resolutions adopted were as follows:

**ORDINARY RESOLUTION NUMBER 1: APPROVAL OF APPOINTMENT OF AUDITORS ERNT & YOUNG WITH MR S SITHEBE AS THE DESIGNATED AUDITOR**

Votes for: 273 135 532 (99,49%)  
 Votes against: 1 393 298  
 Abstentions: 1 531 280

"Resolved that Ernt & Young, together with Mr S Sithebe as the designated auditor, be appointed as auditors of the company for the ensuing financial year."

**ORDINARY RESOLUTION NUMBER 2.1: RE-ELECTION OF Mr C A BOLES AS A DIRECTOR OF THE COMPANY**

Votes for: 275 702 651 (99,95%)  
 Votes against: 132 093  
 Abstentions: 225 368

"Resolved that Mr C A Boles who retires by rotation in accordance with article 33.11 of the company's Memorandum of Incorporation ("MOI"), and being eligible and available for re-election, be re-elected as a director of the company."

**ORDINARY RESOLUTION NUMBER 2.2: RE-ELECTION OF Mr T P LEEUW AS A DIRECTOR OF THE COMPANY**

Votes for: 242 062 761 (87,84%)  
 Votes against: 33 508 662  
 Abstentions: 488 689

"Resolved that Mr T P Leeuw who retires by rotation in accordance with article 33.11 of the company's Memorandum of Incorporation ("MOI"), and being eligible and available for re-election, be re-elected as a director of the company."

**ORDINARY RESOLUTION NUMBER 2.3: RE-ELECTION OF Mr N MAHARAJH AS A DIRECTOR OF THE COMPANY**

Votes for: 275 218 830 (99,91%)  
 Votes against: 252 593  
 Abstentions: 588 689

"Resolved that Mr N Maharajh who retires by rotation in accordance with article 33.11 of the company's Memorandum of Incorporation ("MOI"), and being eligible and available for re-election, be re-elected as a director of the company."

**ORDINARY RESOLUTION NUMBER 2.4: RE-ELECTION OF Mr M Z MKHIZE AS A DIRECTOR OF THE COMPANY**

Votes for: 275 824 362 (99,95%)  
 Votes against: 134 103  
 Abstentions: 101 647

"Resolved that Mr M Z Mkhize who retires by rotation in accordance with article 33.11 of the company's Memorandum of Incorporation ("MOI"), and being eligible and available for re-election, be re-elected as a director of the company."

**ORDINARY RESOLUTION NUMBER 2.5: RE-ELECTION OF Mr G H M WATSON AS A DIRECTOR OF THE COMPANY**

Votes for: 241 985 356 (87,85%)  
 Votes against: 33 462 346  
 Abstentions: 612 410

"Resolved that Mr G H M Watson who retires by rotation in accordance with article 33.11 of the company's Memorandum of Incorporation ("MOI"), and being eligible and available for re-

election, be re-elected as a director of the company.”

**ORDINARY RESOLUTION NUMBER 3.1: APPOINTMENT OF Mr N MAHARAJH AS MEMBER AND CHAIRMAN OF THE AUDIT COMMITTEE**

Votes for: 274 705 510 (99,91%)  
 Votes against: 252 593  
 Abstentions: 1 102 009

“Resolved that Mr N Maharajh, an independent non-executive director, be appointed as member and chairman of the Audit Committee.”

**ORDINARY RESOLUTION NUMBER 3.2: APPOINTMENT OF Mr C A BOLES AS MEMBER CHAIRMAN OF THE AUDIT COMMITTEE**

Votes for: 274 926 010 (99,95%)  
 Votes against: 132 093  
 Abstentions: 1 002 009

“Resolved that Mr C A Boles, an independent non-executive director, be appointed as member of the Audit Committee.”

**ORDINARY RESOLUTION NUMBER 3.3: APPOINTMENT OF Ms N N A MATYUMZA AS A MEMBER OF THE AUDIT COMMITTEE**

Votes for: 270 984 697 (98,52%)  
 Votes against: 4 073 406  
 Abstentions: 1 002 009

“Resolved that Ms N N A Matyumza, an independent non-executive director, be appointed as member of the Audit Committee.”

**SPECIAL RESOLUTION NUMBER 1: APPROVAL OF NON-EXECUTIVE DIRECTORS’ FEES**

Votes for: 256 346 539 (93,42%)  
 Votes against: 18 059 622  
 Abstentions: 1 653 951

“Resolved as a special resolution that the proposed fees, set out above, payable to non-executive directors for their services as directors on the Board and on Board Committees and as invitees to board committees, when invited by the chairman of the Board Committee to attend a meeting as an invitee, for the 12-month period commencing 1 August 2019, be and are hereby approved.”

Role	Present fees to 31 July 2019		Proposed fees from 1 August 2019	
	Annual retainer Rand	Attendance per meeting Rand	Annual retainer Rand	Attendance per meeting Rand
Chairman of the Board	454 680	38 970	477 410	40 920
Member of the Board	166 140	14 240	174 450	14 950
Chairman of the Audit Committee	119 570	17 080	125 550	17 930
Member of the Audit Committee	69 480	9 930	72 950	10 430
Invitee of the Audit Committee		9 930		10 430
Chairman of the Risk and Safety, Health and Environment Committee	82 560	11 790	86 690	12 380
Member of the Risk and Safety, Health and Environment Committee	45 310	6 480	47 580	6 800
Invitee of the Risk and Safety, Health and Environment Committee		6 480		6 800
Chairman of the Remco	82 560	11 790	86 690	12 380
Member of the Remco	45 310	6 480	47 580	6 800
Invitee of the Remco		6 480		6 800
Chairman of the Transformation, Social and Ethics Committee	82 560	11 790	86 690	12 380
Member of the Transformation, Social and Ethics Committee	45 310	6 480	47 580	6 800
Invitee of the Transformation, Social and Ethics Committee		6 480		6 800
Chairman of an ad hoc Board committee	82 560	11 790	–	12 380
Member of an ad hoc Board committee	45 310	6 480	–	6 800
Invitee of an ad hoc Board committee		6 480		6 800
Fees for international NEDs	(€) 30 797	2 638	31 320	2 680
Fees for international NEDs	(\$ 31 163	2 670	31 720	2 720

### SPECIAL RESOLUTION NUMBER 2: PROVISION OF FINANCIAL ASSISTANCE

Votes for: 275 192 129 (99,98%)  
 Votes against: 67 025  
 Abstentions: 800 958

“Resolved as a special resolution, subject to the provisions of section 45(2) of the Companies Act, that the provision of any financial assistance by the company to any company or corporation which is related or inter-related to the company (as defined in the Companies Act), on the terms and conditions which the directors may determine, be and is hereby approved.”

### SPECIAL RESOLUTION NUMBER 3: GENERAL REPURCHASE OF SHARES

Votes for: 275 118 408 (99,91%)  
 Votes against: 240 746  
 Abstentions: 700 958

“Resolved as a special resolution that the board of directors is hereby authorised in terms of section 48(8) of the Companies Act by way of a renewable general authority, in terms of the provisions of the Listings Requirements of the JSE Limited (“JSE”) and as permitted by the company’s Memorandum of Incorporation, to approve the purchase by the company of its ordinary shares, and/or the purchase of ordinary shares in the company by any of its subsidiaries or any trust controlled by the company, upon such terms and conditions and in such amounts as the board may from time to time determine, but subject to the Memorandum of Incorporation of the company, the provisions of the Companies Act and the Listings Requirements of the JSE, when applicable, and provided that:

- the general repurchase by the company of ordinary shares in terms of this general authority may not, in the aggregate, exceed in any one financial year 5% of the company’s issued ordinary share capital as at the beginning of the financial year from the date of the grant of this general authority;
- any such repurchase of securities shall be implemented through the order book operated by the JSE trading system and without any prior understanding or arrangement between the company and the counter party;
- this general authority shall only be valid until the company’s next annual general meeting, provided that it shall not extend beyond 15 months from the date this resolution is passed;
- the company will only appoint one agent at any point in time to effect any repurchase(s) on its behalf;
- general repurchases by the company and/or any subsidiary of the company and/or any trust controlled by the company in terms of this authority, may not be made at a price greater than 10% above the weighted average of the market value at which such ordinary shares are traded on the JSE, as determined over the five business days immediately preceding the date on which the repurchase of such ordinary shares is effected by the company and/or any subsidiary of the company and/or any trust controlled by the company
- the company and/or any subsidiary of the company and/or any trust controlled by the company may not repurchase securities during a prohibited period, as detailed in the JSE Listings Requirements, unless the company has a repurchase programme in place where the dates and quantities of securities to be traded during the relevant period are fixed (and not subject to any variation) and has been submitted to the JSE in writing prior to the commencement of the prohibited period. The company must instruct an independent third party, which makes its investment decisions in relation to the company’s securities independently of and uninfluenced by the company, prior to the commencement of the prohibited period to execute the repurchase programme submitted to the JSE; and
- a SENS and press announcement will be published giving such details as may be required in terms of the JSE Listings Requirements as soon as the company and/or any subsidiary and/or any trust controlled by the company has in terms of this general authority, repurchased ordinary shares constituting on a cumulative basis 3% of the number of ordinary shares in issue at the date of the passing of this resolution, and for each 3% in aggregate of the initial number of shares acquired thereafter.”

#### **NON-BINDING ADVISORY VOTE - REMUNERATION POLICY**

Votes for:	210 187 927	(78,37%)
Votes against:	58 013 402	
Abstentions:	7 858 783	

“Resolved that the company’s remuneration policy for financial year-ended 31 December 2018, as contained in the remuneration report set out on pages 86 to 92 of the 2018 Integrated Annual Report of which this notice forms part, be and is hereby approved, through a non-binding advisory vote, in accordance with the JSE Listings Requirements and the



recommendations of King IV.”

#### **NON-BINDING ADVISORY VOTE – IMPLEMENTATION REPORT**

Votes for: 244 880 411 (90,88%)  
 Votes against: 24 580 132  
 Abstentions: 6 599 578

“Resolved that the company’s implementation report, as contained in the remuneration report set out on pages 92 to 95 of the 2018 Integrated Annual Report of which this notice forms part, be and is hereby approved, through a non-binding advisory vote, in accordance with the JSE Listings Requirements and the recommendations of King IV.”

- I. Feedback Report form the Transformation, Social and Ethics Committee** Mr Vusi Khumalo, as Chairman of the Transformation, Social and Ethics Committee provided feedback on social and ethics matters pertaining to the company as set out in Annexure A of the Annual General Meeting notice and attached hereto.
- J. GENERAL** The Chairman advised that a number of written questions had been received prior to the meeting from Mr Chis Logan and led the discussion as follows:

#### Question 1:

The first question dealt with the topic of sustainability and the opportunity it presented to the Company. The question had been supplemented with an article to highlight the increase in consumer distaste of plastic and an industry reference to Ball Corporation who had observed significant growth in the demand of certain aluminium packaging products.

The Chairman advised that the company was beginning to see evidence of the substitution of plastic with aluminium in packaging materials. It was likely that this trend would form a tailwind supporting the future margins and cash flows of the business. Canned stock products were limited to forty percent of the company’s product range and any impact in sales would be in the same proportion. In addition, canned stock contracts were predominantly multi-year in duration and any re-rating in pricing would take place in due course.

Mr Jacob added that a significant shift towards canned packaging by customers, particularly in the beverages industry, had been observed. However, the ability of the Company to shift production from automotive products, for example, to canned packaging was limited to the technical capabilities of its capital equipment to a large extent. The historical sales figure on beverage products of forty three percent was near to the capacity threshold. An agency arrangement had been implemented to meet the growing demand for canned stock products at a regional level which strategy had been developed to circumvent the need for a substantial capital investment in “rolling” plant.

#### Question2:

The second question from Mr Logan queried whether or not the Company was sufficiently promoting the advantages of aluminium to all stakeholders with reference to the activities of Ball Corporation in this regard.

The Chairman advised that the Company had focussed their marketing on the key industry decision makers in terms of aluminium packaging. The level of marketing in respect of the aluminium value chain had been satisfactory.

Mr Logan urged the Company to strongly convey the message to the market that aluminium was the solution to the global plastic crisis.

#### Question 3:

Mr Logan’s third question was a request for confirmation of what percentage of the company’s production related to recycled inputs, the quantum of the local recycling spread as well as future targets.

Although details of specific prices, spreads and volumes of recycled material were both comparative and confidential in nature, the Chairman advised that canned beverages

comprised approximately forty percent of the Company's sales volumes and accordingly a relative can scrap limit would result.

Mr Jacob drew a distinction between the Company's product range and that of a competitor, Novelis. The latter had a significantly higher limit in terms of the extent to which beverage can scrap could be recycled for production. He confirmed that the Company was aware of the potential to increase margins through the focussed and effective re-utilisation of recycled materials.

**Question 4:**

The fourth question from Mr Logan centred on the disparity between the size of the Board and the intention of the Board to adopt a cost-conscious culture.

The Chairman advised that the composition of the Board was reviewed on an annual basis and that the concerns over an inflated Board would be reflected upon during the next review process. It was noted that a balance between an effective blend of the skills necessary to execute the functions of the Board and justifiable directors' fees would be pursued.

**Question 5:**

The final question from Mr Logan identified an absence of benefit to the Company, as an exporter, from rand depreciation over the short to medium term. In his view, the Company's positioning in the global cost curve was unclear.

The Chairman confirmed that the Company's sensitivity to rand fluctuations against the dollar remained in the range of R200m per one rand movement in the value of the currency. The Chairman identified a number of factors which had contributed to the Company's performance over the same period such as a reduction in market prices due to intensified competition from China, domestic inflation levels and greater than expected increases in energy costs.

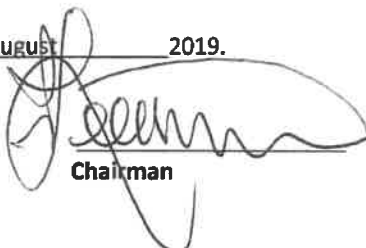
It was noted that the Company would, over time, re-focus its product range into products in which its combination of cost and capability competitiveness would result in optimal shareholder returns.

The Chairman provided a general business update for the benefit of the shareholders. In accordance with Paragraph 3.8 of the JSE Listings Requirements, the full "Chairman's Statement at the Annual General Meeting of Shareholders" was published through SENS.

**K. CLOSURE**

There being no further business, the Chairman declared the meeting closed and thanked the members for their attendance.

Read and verified this 21 day of AUGUST 2019.



Chairman

## ANNEXURE A

### The chairman of the transformation, Social and Ethics Committee feedback report

As the Chairman of the Transformation, Social and Ethics Committee, I advise that the following, *inter alia*, were discussed at the Transformation, Social and Ethics Committee meetings held during 2018.

- The terms of reference incorporating the responsibilities prescribed for a Social and Ethics Committee in terms of the Companies Act, King IV Code of Corporate Governance and the annual workplan
- Evaluation of the Transformation, Social and Ethics Committee
- Strategy on how Hulamín will achieve its transformation, social and ethics goals
- Employment equity targets and the progress made in achieving same
- Hulamín's BEE scorecard report and the impact of the new B-BBEE codes on Hulamín's score
- Environmental sustainability matters and Hulamín's carbon footprint
- Report on disputes and stakeholder engagement issues
- Report on Hulamín's contribution to the greater Pietermaritzburg, Richards Bay and Olifantsfontein area and Hulamín's granting of sponsorships, donations and charitable giving
- Report on the educational development of employees
- Report on labour regulatory compliance
- Assurance from the Risk and Safety, Health and Environment Committee that appropriate safety, health and environment policies are implemented
- Assurance on the implementation of Hulamín's compliance policies in customer dealings
- Review of the following codes and policies:
  - Stakeholder engagement policy
  - Code of ethics incorporating code of conduct and ethics pertaining to the procurement staff
  - Code of conduct for suppliers and service providers
  - Corporate compliance policy
  - Whistle blowing policy
  - Crimes involving dishonesty
  - Conflict of interest and gifts policy for employees.
  - Noting the fraud policy and fraud prevention strategy approved by the Audit Committee.

In addition, the committee, whose terms of reference include the functions to be performed by a Social and Ethics Committee, as prescribed by the Companies Act of 2008, wishes to confirm that:

Compliance by the group with the United Nations Global Compact Principles and the OECD recommendations is mandatory, which in essence relate to: social, labour, environmental and anti-corruption standards. Any non-compliance is therefore not tolerated by the group.

The group complies with the Employment Equity and Black Economic Empowerment Acts. Specific targets have been set for the company to increase its levels of compliance with these Acts over the short to medium term.

The group complies with its Code of Ethics. The Code of Ethics of the group requires all directors and employees to be committed to fair dealing, honesty and integrity in the conduct of its business. The Code of Ethics has been endorsed by the Board and distributed to all employees in the group. Compliance by all employees to the high moral, ethical and legal standards of the Code is mandatory, and if employees become aware of, or suspect, a contravention of the Code, they must promptly and confidentially report it in the prescribed manner.