

**SASOL INZALO PUBLIC LIMITED (RF)**  
(“the Company”)

**NOMINATION COMMITTEE: TERMS OF REFERENCE**

The Nomination Committee (“the Committee”) has been appointed by the Sasol Inzalo Public Limited (RF) Board (“the Board”) as a committee of the Board to consider, amongst other things, the balance of skills and experience on the Board and to recommend the appointment or election of directors and the composition of committees from time to time as more fully described below.

**1. MEMBERSHIP**

- 1.1 The Committee shall consist of not less than three directors appointed by the Board;
- 1.2 The Chairperson of the Board shall be the Chairperson of the Committee;
- 1.3 The Committee has the power to fill a vacancy on the Committee, if required in order for the Committee to execute its functions under its terms of reference, which appointment shall be valid only until the first following Board meeting; and
- 1.4 The Company Secretary shall appoint the Committee secretary.

**2. FUNCTIONS**

The Committee shall:

- 2.1 Consider the balance of skills, experience and diversity on the Board and Board Committees;
- 2.2 Be responsible for identifying and nominating candidates for approval by the Board and/or shareholders, as the case may be, to fill Board and Committee vacancies as and when they arise, as well as putting in place a succession plan for the Chairperson;
- 2.3 Make recommendations on the composition of Board committees from time to time;
- 2.4 Annually review its terms of reference and composition and make recommendations to the Board with regards to any adjustments that are deemed necessary in this regard;

- 2.5 Annually review and make recommendations to the Board with respect to the independence of directors, taking into account all applicable corporate governance requirements; and
- 2.6 Make recommendations to the Board with respect to directors' training and professional development.

### **3. MEETINGS**

- 3.1 The Committee shall hold at least one meeting per annum. Other meetings of the Committee will be held as and when deemed necessary by the Chairperson of the Board. Meetings should be organised so that attendance by members is maximised;
- 3.2 Reasonable notice of meetings and the business to be conducted shall be given to the members of the Committee;
- 3.3 The quorum for decisions of the Committee shall be any two members present throughout the meeting;
- 3.4 The following persons will attend Committee meetings:
  - Committee secretary; and
  - Senior Vice President: Governance, Compliance and Ethics and/or Vice President: Company Secretarial Services of Sasol Limited.

### **4. PROCEEDINGS**

- 4.1 Unless varied by these terms of reference, meetings and proceedings of the Committee will be governed by the Company's memorandum of incorporation regulating the meetings and proceedings of the Board and its committees; and
- 4.2 The Committee secretary shall take minutes of meetings. Minutes of all meetings shall be circulated to all the members of the Committee, and may also, if the Chairperson of the Committee so decides be circulated to other members of the Board.

### **5. REMUNERATION**

Members of the Committee will be paid such additional remuneration for their service as members of the Committee as may be determined by Sasol Limited.

### **6. GENERAL**

- 6.1 The Committee, in carrying out its functions under these terms of reference, may at the Company's cost in consultation with the Company Secretary,

- obtain such professional advice or external service provider support as it considers necessary to carry out its duties;
- 6.2 The Committee may require from any director, prescribed officer or employee of Sasol Limited any information or explanation necessary for the performance of the Committee's functions;
  - 6.3 These terms of reference may be amended by the Board on recommendation of the Committee;
  - 6.4 The Committee shall at least annually assess the effectiveness of the Committee and its members; and
  - 6.5 The Committee shall report to the Board on any significant matter arising from the Committee's proceedings.

**APPROVED BY THE BOARD ON 16 MARCH 2017**

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**CHAIRMAN**