

## Transactions and Service Delivery Committee

The Transactions and Service Delivery Committee consists of the following Non-Executive Directors:

- Mr. Owen Kemp (Chairperson)
- Prof. Aly Karam
- Mr. Newton Baloyi
- Mr. Patrick Corbin
- Ms. Maggie Mojapelo
- Mr. Mphethi Morojele

This committee, which makes recommendations to the Board or the shareholder, considers all property transactions. The committee has delegated powers from the Board to deal effectively with certain operational issues relating to the property portfolio of the shareholder and operates within the terms and reference, as approved by the Board.

The committee met five times in the period under review and discussed issues in line with its approved terms of reference.

## Transformation, Social and Ethics Committee

The Transformation, Social and Ethics Committee consists of the following Non-Executive Directors:

- Mr. Oscar Maseko (Chairperson)
- Mr. Mphethi Morojele
- Mr. Newton Baloyi
- Ms. Modi Hlobo
- Mr. Patrick Corbin

The purpose of the committee is to monitor the company's activities that relate to any relevant legislation, other legal requirements or prevailing codes of best practice. It studies the social and economic development, including the company's standing in terms of its goals and purposes, good corporate citizenship, the environment, health and public safety, and consumer relationships, including the company's advertising, public relations and compliance with consumer protection laws and labour and employment.

The Transformation, Social and Ethics Committee is also responsible for ground-breaking interventions in transformative property programmes led by JPC. JPC aims to align transformation with the corporate strategy, to define how JPC will transform the property industry, to develop the transformation policy, strategy and implementation plan, and to support the transformation strategic framework through monitoring the development of detailed plans that ensure that every department in the company delivers on transformation.

The company has approved the code of conduct on the management of ethics in line with the MSA, and declarations of interest for the purposes of transparency and compliance with King III. The JPC Board ensures effective, ethical leadership and corporate citizenship. This is entrenched in the work conducted by the Transformation, Social and Ethics Committee, the mandate of which is to ensure that the entity behaves in a manner consistent with a good corporate citizen. The implementation of the company's ethics management process is effective and thorough, and includes the prevention of fraud and corruption by:

- Fostering ethical standards
- Raising awareness through training, reporting and providing advice
- Encouraging whistle-blowing through mechanisms such as the fraud and corruption hotline
- Conducting forensic investigations where necessary

The committee met once as a joint committee during quarter 4. The Social and Ethics Committee met twice before the merger and three times before the transformation. The joint terms of reference will be tabled to the Board for approval during quarter 1 of the 2017/18 cycle.