



MultiChoice Group Limited (MCG)

including all subsidiaries and business units, together called the MultiChoice Group

Social and ethics committee charter

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TABLE OF CONTENTS

1. Purpose	3
2. Composition	3
3. Meetings	3
4. Proceedings	4
5. Responsibilities	4
6. Remuneration	5
7. General	6
8. Document Properties	7



1. Purpose

The primary purpose of the social and ethics committee (**the committee**) is to assist the board in ensuring that MultiChoice Group Limited (**MCG**) and its South African Subsidiaries (SA entities) meets its statutory obligations in terms of Section 72 and Regulation 43 of the South African Companies Act, 2008 (**the Act**).

In addition to the committee's statutory duties, which only apply to MCG and its South African subsidiaries, the committee is responsible for overseeing and reporting on organisational ethics, responsible corporate citizenship, sustainable development and stakeholder relationships in relation to MCG and all its subsidiaries, in and outside of South Africa (**MultiChoice Group**), taking into account specific disclosures and best practice as recommended by the King IV Report on Corporate Governance for South Africa (**King IV**).

2. Composition

2.1 The committee must comprise a minimum of 3 MCG directors. A majority of members must not have been involved in the day-to-day management of the business of MCG during the previous three financial years. Members should preferably include:

2.1.1 at least one member of the MCG audit and risk committees;

2.1.2 at least one member of the MCG remuneration committee;

2.1.3 the chief executive officer of MCG; and

2.1.4 the chief financial officer of MCG.

2.2 The committee members are elected by shareholders of MCG at each annual general meeting.

2.3 The MCG board must fill a vacancy within 40 days from when such vacancy arose.

2.4 The chair of the committee is appointed by the MCG board. The chair of the MCG board may not serve as the chair of the committee but may be a member of the committee.

2.5 The MCG company secretary serves as secretary of the committee.

3. Meetings

3.1 Meetings of the committee take place as and when required. However, the committee must meet at least twice annually.

3.2 Attendance may be by electronic means.

3.3 Where appropriate, matters may be dealt with by way of a written consent of a majority of the members, also referred to as a round robin resolution. A decision made by way of a round robin resolution has the same effect as if it had been approved by noting at a meeting provided that all members received notice of such resolution.



- 3.4** The quorum of the committee is a majority of members.
- 3.5** The chair, or at least one other member of the committee, must attend the annual general meeting of MCG and must be prepared to answer shareholders' questions about committee issues.
- 3.6** MCG, MultiChoice South Africa Holdings (Pty) Ltd (**MCSAH**), MultiChoice South Africa (Pty) Ltd (**MCSA**) and Showmax Africa Holdings Limited (**Showmax**) board members are entitled to attend committee meetings as observers. However, non-committee members are not entitled to participate without the consent of the chair; do not have a vote; and are not entitled to fees for attendance.

4. Proceedings

- 4.1** The meetings of the committee are regulated by this charter.
- 4.2** The secretary issues notices regarding meetings, compiles an agenda on points for discussion, and minutes meetings.
- 4.3** The chair must report to the MCG, MCSAH, MCSA and Showmax boards about matters considered by the committee between board meetings. Such a report may be verbal or in writing.

5. Responsibilities

- 5.1** The committee's statutory responsibilities are to monitor SA entity activities, having regard to any relevant legislation, and other legal requirements or prevailing codes of best practice, in respect of matters relating to:

- 5.1.1** Social and economic development, including standing in terms of the goals and purposes of:

- 5.1.1.1** the 10 principles set out in the United Nations Global Compact Principles;
- 5.1.1.2** the Organisation for Economic Co-operation and Development (OECD) recommendations regarding corruption;
- 5.1.1.3** the Employment Equity Act, 1998; and
- 5.1.1.4** the Broad-Based Black Economic Empowerment Act, 2003.

- 5.1.2** Good corporate citizenship, including:

- 5.1.2.1** promotion of equality, prevention of unfair discrimination, and reduction of corruption;
- 5.1.2.2** contribution to development of the communities in which its activities are predominantly conducted or within which its products or services are predominantly marketed; and
- 5.1.2.3** record of sponsorship, donations, and charitable giving.



5.1.3 The environment, health, and public safety, including the impact of the activities and of its products or services.

5.1.4 Consumer relationships, including advertising, public relations, and compliance with consumer protection laws.

5.1.5 Labour and employment, including:

5.1.5.1 the standing in terms of the International Labour Organization Protocol on decent work and working conditions; and

5.1.5.2 the employment relationships and its contribution toward the educational development of its employees.

5.2 In addition to the committee's statutory responsibilities above, which only apply to MCG and its South African subsidiaries, the committee is responsible for overseeing and reporting on organisational ethics, responsible corporate citizenship, sustainable development and stakeholder relationships in relation to the MultiChoice Group, taking into account specific disclosures and best practice as recommended by King IV.

5.3 Review incidents of unethical behaviour by directors of the MultiChoice Group and the executive committee members of MCG.

5.4 Review MCG's code of ethics and conduct. The code of ethics and conduct is reviewed periodically as part of the three-year rotational review plan.

5.5 To draw matters within its mandate to the attention of the MCG, MCSAH, MCSA and Showmax boards as the occasion requires.

5.6 To prepare a committee report for shareholders, in the prescribed manner and form, describing how the committee performed its functions. The committee must present its report, through the chair (or one of its members in the absence of the chair), to the shareholders at MCG's annual general meeting on the matters within its mandate.

5.7 Perform a formal annual evaluation of whether the committee has fulfilled its responsibilities in terms of its charter and report these findings to the MCG board.

6. Remuneration

6.1 The chair and non-executive committee members will receive remuneration for their responsibilities as members of this committee.

6.2 Such remuneration is in addition to the remuneration payable to directors for services as directors.


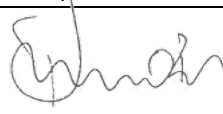


7. General

- 7.1** The committee may, in the execution of its duties in terms of this charter, obtain, at MCG's expense, such external or other independent professional advice as it may deem appropriate to fulfil its responsibilities in accordance with MCG's Obtaining independent professional advice policy.
- 7.2** The committee has unrestricted access to information falling within the committee's mandate and will liaise with management on the information it requires to carry out its responsibilities.



8. Document Properties

MultiChoice Group		Document Number	
		MCG-GRP-BRD-TOR-006	
Social and Ethics Committee Charter		Effective Date	
		1/04/2025	
Originated By:	Reviewed By:	Approved By:	
Carmen Miller	Tim Jacobs	MCG	
Group Company Secretary	Group chief financial officer	Board of directors	
		27 March 2025, minutes	
Rev. No.	Rev. Date	Section/s	Description of Change
1	10 Dec 2018	n/a	New charter
2	2 April 2020	1 and 6	Delegation of various responsibilities from the MCSA board to MCG committees.
3	8 June 2020	2.1	Bring committee composition in line
3	31 March 2021	n/a	Minor word change
4	31 March 2022	2.1	Member clarifications
5	30 March 2023	3.6	Insert paragraph regarding board members' entitlement to attend committee meetings in alignment with other committee charter
		1.1, 3.3, 5.1	Minor semantic/grammatical changes
6	28 March 2024	1	Clarification of scope and mandate of committee.
		3.6 and 4.3	Expand to include Showmax.
		5	Minor wording cleanup and clarification.
7	27 March 2025	2.1, 2.2, 2.3, and 5.6	Alignment to Companies Act amendments relating to membership, election and shareholder reporting requirements
		7.1	Made reference to the MCG Obtaining independent professional advice policy