



SOCIAL, ETHICS, TRANSFORMATION AND SUSTAINABILITY COMMITTEE

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CHAIR

Lucia Swartz

MEMBERS

Mark Blair, Jane Canny

ROLE

The committee is constituted as a statutory committee in respect of its duties in terms of Section 72(4) and regulation 43(1) of the Companies Act, 71 of 2008 (Companies Act) and a committee of the board in respect of additional duties assigned to it. The committee mandate is available on the group’s website www.mrpricegroup.com.

The committee members, their qualifications and experience, the number of meetings held and attendance at meetings is detailed in the [Governance report](#) on [pages 157 - 158](#) and [170](#) respectively. The committee is responsible for fulfilling the functions set out in the Companies Act and provides oversight of and reporting on organisational ethics, responsible corporate citizenship, sustainable development, and stakeholder relationships. It reviews and monitors sustainable business practices (including social and environmental practices, corporate citizenship and social investment), business ethics and transformation, to ensure that the business achieves its strategic imperatives responsibly and ethically. This also encompasses an overview of labour practices to ensure fairness and monitoring the group’s commitment to promoting and protecting human rights. As a responsible citizen the group aims to build a business in support of its strategy to sustainably protect, create and enable environmental, social and economic value. Meaningful stakeholder engagement, together with impact assessments and materiality, guide the formulation of appropriate and relevant business responses. The group’s sustainability approach and strategy can be found on [page 7](#) of this report.

As delegated by the board, the committee oversees and guides the achievement of this strategy, which is owned and managed by the group’s ESG Centre of Excellence, supported primarily by the People Centre of Excellence (in respect of transformation and elements of social matters) and Mr Price Foundation, and implemented across operations by the group’s trading divisions. Sustainable value creation across social, environmental, economic and governance elements is integrated through the group’s retail operations and performance against key defined targets is included in management’s performance indicators for both short-term incentives (STIs) and long-term incentives (LTIs).

Further information on the ESG scorecard applicable to the LTIs can be found on [page 18](#) of this report and in the [Remuneration report](#) on [page 214](#).

KEY FOCUS AREAS FY2026

- Integration of Studio 88 into the group’s B-BBEE scorecard
- Strengthening the group’s transformation strategy particularly the approval of the group’s 5-year EE plan for the period 2026 - 2030
- Monitoring the implementation of Mr Price Foundation’s strategy
- Continued monitoring of the group’s organisational health index, including the results of its associate engagement survey and mid-year pulse survey
- Development of talent retention strategy
- Overseeing and monitoring the management, investigation and resolution of complaints reported through the group’s FairCall whistleblowing function
- Monitoring business and reputational risk regarding Newcastle factory compliance and overseeing appropriate management response
- Approving and recommending to Remnomco the ESG scorecard applicable to LTI awards made during the financial year
- Monitoring progress against key performance indicators (KPIs) and targets to support the sustainability strategy

FUTURE FOCUS AREAS

- Monitor progress against the group’s 5-year EE plan
- Overseeing the implementation of actions to further mature the group’s social responsibility programme and reduce value chain risk
- Approval of the Climate Change Action Plan
- Continued monitoring of the group’s organisational health index
- Sustained oversight of organisational readiness, including adoption and assurance alignment, for ISSB’s IFRS S1 and IFRS S2 standards
- Continued social compliance progression to target major health and fire safety non-compliances

COMMITTEE STATEMENT

The committee is satisfied that it has fulfilled its responsibilities in accordance with its mandate for the 2026 financial year, including duties in terms of the Companies Act, JSE Listings Requirements and King IV™. The independent performance assessment is conducted every two years. The Board Practice in FY2025 concluded that the committee is a key support structure of the board and is highly effective in fulfilling and delivering value on its responsibilities and mandate. The next performance assessment will be conducted in FY2027. The committee chair will be available at the AGM to answer any questions relating to the committee’s statutory obligations.

