

# Group Policy: Sasol Conflicts of Interest Policy

**Effective Date: 11 July 2022**

**Applicable to: All employees**

Document category **Global Policy**  
Next review date

Document owner **Senior Manager Group Ethics**

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Reason: I approve this document



## Approval

Designation of approver **EVP Strategy, Sustainability and Integrated Services**

Name of approver **VD Kahla**

Date of approval **15/06/22**

## 1. Introduction

Sasol is committed to ensuring effective governance, risk management and compliance with the principles of sound corporate governance, as outlined in the King IV Report on Corporate Governance for South Africa (King IV) as well as with the various stock exchange listing requirements, where Sasol is listed.

Conducting business in organisations is often complex, and Employees may regularly be confronted with situations where Conflicts of Interest arise. It is critical that these Conflicts of Interest are dealt with in a responsible and ethical way.

It is important to note that there is often a strong link between Conflicts of Interest and fraud and corruption. Not all Conflicts of Interest will amount to fraud and corruption, but in **ALL** forms of corruption there is an element of a Conflict of Interest - as corruption is using your entrusted power for your private benefit. Conflicts of Interest which are not managed correctly may manifest as corruption.

All Employees must be aware of Conflict of Interest situations, and how to deal with them.

## 2. Purpose / Objective

2.1 The purpose of this Policy is to:

2.1.1 Provide details as to what is likely to be regarded as a Conflict of Interest; and

2.1.2 Set out Sasol's approach in respect of managing Conflicts of Interest.

2.2 Sasol has a zero tolerance to any unethical or illegal conduct irrespective of how it affects its business and thus Sasol is committed to ensuring that Conflicts of Interest situations are managed appropriately and ethically.

2.3 Employees are obliged to declare their interests and to make Conflict of Interest disclosures that they have actual knowledge of or reasonably ought to have knowledge of.

## 3. Definitions

In this Policy the following terms shall have the meaning assigned to them below and cognate expressions shall have corresponding meaning, namely:

3.1 **“Approver”** is the person tasked with assessing whether to approve a Conflict of Interest declared by a Declarer. An Approver must be an Employee who is at the role category of specialisation or above.

3.2 **“Conflict of Interest”** includes, amongst others, a situation in which:

3.2.1 An Employee has a Personal Financial Interest, including as defined in law;

3.2.2 An Employee has private interests or personal considerations or has an affiliation or relationship which affects, or may affect, or may be perceived to affect the Employee's judgement in acting in the best interests of Sasol or could corrupt the Employee's motivations for acting in a particular manner, or which could result in or be perceived as favouritism or nepotism.

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- 3.2.3 An Employee uses his/ her position, privilege or information obtained while acting in their employment capacity for:
- 3.2.3.1 Personal gain, advancement or any other advantage; or
  - 3.2.3.2 The expectation of personal gain, advancement, or any other advantage, accruing to the Employee or any member of his/ her family, friends or business associates.
- 3.3 **“Control”** - a person controls a Juristic Person, or its business, if-
- 3.3.1 in the case of a Juristic Person that is a company-
    - 3.3.1.1 that Juristic Person is a subsidiary of that first person; or
    - 3.3.1.2 that first person together with any related or inter-related person, is:
      - 3.3.1.2.1 directly or indirectly able to exercise or control the exercise of a majority of the voting rights associated with securities of that company, whether pursuant to a shareholder agreement or otherwise; or
      - 3.3.1.2.2 has the right to appoint or elect, or control the appointment or election of, directors of that company who control a majority of the votes at a meeting of the board;
  - 3.3.2 in the case of a Juristic Person that is a close corporation, that first person owns the majority of the members' interest, or controls directly, or has the right to control, the majority of members' votes in the close corporation;
  - 3.3.3 in the case of a Juristic Person that is a trust, that first person can control the majority of the votes of the trustees or to appoint the majority of the trustees, or to appoint or change the majority of the beneficiaries of the trust; or
  - 3.3.4 that first person has the ability to materially influence the policy of the juristic person in a manner comparable to a person who, in ordinary commercial practice, would be able to exercise an element of control referred to in paragraph 3.3.1, 3.3.2 or 3.3.3 above.
- 3.4 **“Declarer”** is the Employee who declared a Conflict of Interest on either the Sasol Declaration System or on the SharePoint Approval Site.
- 3.5 **“Employee”** is any person who has entered into a contract of employment with Sasol and who receives or is entitled to receive remuneration and includes all executive directors.
- 3.6 **“Family Member”** includes relatives such as parents, children, grandparents, sisters, brothers and grandchildren as well as a spouse or partner (a person with whom the individual has entered into some formal marital relationship, be it civil or religious or with whom one is in a committed long term relationship with, whether or not married), parents in law, and daughter/ son in laws, as well as people in any step-, foster- or adopted relationship and any other relative where there is a financial dependency.
- 3.7 **“Juristic Person”** is a corporation, a partnership or other legal entity that is recognized by law as the subject of rights and duties.
- 3.8 **“OME”**, for purposes of this Policy shall mean any Sasol Operating Model Entity which shall also refer to Business Segments and/or Operating Platforms and/or Regional Platforms individually or collectively

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clustered under any of Sasol's Business Units (i.e. Energy Business Unit and Chemicals Business Unit). This definition shall include Business Functions, and Corporate Centre and associated functions.

- 3.9 **“Personal Financial Interest”** means a direct material interest of a financial, monetary or economic nature, or to which a monetary value may be attached.
- 3.10 This **“Policy”** is this Sasol Conflicts of Interest Policy.
- 3.11 The **“Process and Guideline”** is the Sasol Conflicts of Interest Process and Guideline document detailing the processes and procedures to be followed when declaring and managing Conflicts of Interest.
- 3.12 **“Public Officials”** include:
- 3.12.1 an employee or officer of a government entity, state owned entity or department, agency or instrumentality thereof;
  - 3.12.2 any person acting in an official capacity for or on behalf of any such government or instrumentality;
  - 3.12.3 any federal, state, regional, county or municipal working person or functionary;
  - 3.12.4 employee or officer of an organization authorized by the local government to perform government functions;
  - 3.12.5 personnel of federal, state, regional, county or municipality -owned or -controlled commercial corporations, enterprises, institutions or organizations (whether partially or wholly owned);
  - 3.12.6 outside directors of state, regional, county or municipality -owned entities;
  - 3.12.7 legislators (whether full or part-time);
  - 3.12.8 person holding an honorary or ceremonial government position;
  - 3.12.9 political party officials, and candidates for political office; and
  - 3.12.10 officers or employees of public international organizations such as the World Bank.
- 3.13 **“Related Party/ Parties”** includes Family Members (as defined above), close friends, and any Juristic Person if you directly or indirectly control that Juristic Person.
- 3.14 **“Sasol”** means Sasol Limited its subsidiaries and Sasol operated joint ventures.
- 3.15 **“SDS”** means the Sasol Declaration System which is an electronic platform available to employees to declare any Conflicts of Interest and/ or to obtain pre-approval for the receipt or offering of Gifts, Entertainment and Hospitality.
- 3.16 **“SharePoint Approval Site”** means the automated process for the declaration of Conflicts of Interest and for Gift, Entertainment and Hospitality pre-approval used in Eurasia.

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**4. Owner of this Policy**

The Group Ethics Office is the custodian of this Policy, and the Senior Manager Ethics is the owner.

**5. Scope and Application**

- 5.1 This Policy applies to the Sasol Group as a whole, inclusive of all Employees, subsidiaries and legal entities (including joint ventures to the extent that Sasol has majority shareholding and/or management control) and subject to, if required, the acceptance and approval of the Policy by the respective entities' Board of Directors or other responsible corporate decision-making body. Entities in which Sasol does not have majority shareholding and/or management control are encouraged to apply this Policy or a similar standard.
- 5.2 In any country where this Policy conflicts with legislative or other regulatory requirements, such local legislative or other regulatory requirements shall override this Policy to the extent required and the Owner of this Policy will accordingly be notified.
- 5.3 This Policy must be read and understood in conjunction with the Sasol Anti-Bribery Policy, Sasol Gifts, Entertainment and Hospitality Policy, Code of Conduct and the External Directorship Policy.

**6. What is a Conflict of Interest?**

- 6.1 Good business practice requires that Employees of Sasol make fair and objective decisions that are in Sasol's best interest. Such decisions can only be made if the Employee is not unduly influenced by a personal benefit or by a benefit for a Related Party.
- 6.2 A Conflict of Interest may occur where an Employee is confronted with choosing between the requirements of his/her official duties as a Sasol Employee and his/her own private interests (or the interests of Related Parties and the interests of Sasol).
- 6.3 Thus, a Conflict of Interest exists whenever an Employee's personal interests are inconsistent with and/or conflict with or supersede, the interests of Sasol.
- 6.4 Three different types of Conflicts of Interest may arise, these are an actual Conflict of Interest, potential Conflict of Interest or a perceived Conflict of Interest.
- 6.5 A direct or actual Conflict of Interest will occur where an Employee is influenced by a real and existing conflict between his or her private interests (or the interests of those of a Related Party) and those of Sasol when doing his or her job.
- 6.6 A perceived Conflict of Interest is where an Employee is in a position where they appear to be influenced by their private interests (or the interests of those of a Related Party) when doing their job - whether or not this is in fact the case. Perceived Conflicts of Interest are often as bad as actual Conflicts of Interest as they arise due to the perception of third parties and may therefore contribute to the impairment of Sasol's reputation.
- 6.7 A potential Conflict of Interest will occur where Employees are in a position where they may be influenced in the future by their private interests (or the interests of those of a Related Party) when doing their job.
- 6.8 This Policy includes Conflicts of Interest which fall in one or any of the actual, potential and/or perceived Conflicts of Interest categories.

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## 7. Sasol's policy regarding Conflicts of Interest

- 7.1 The responsibility for identifying, addressing and managing Conflicts of Interest lies with each Employee. The process for declaring Conflicts of Interest is set out in detail in the Process and Guideline.
- 7.2 Employees must avoid Conflict of Interest situations, however if these cannot be avoided then they must be fully disclosed and declared through the Conflict of Interest declaration process set out in this Policy and the Process and Guideline. In some cases, an Employee may not realize that a conflict exists until he or she is already engaged in the activity. In such cases, the Employee should contact his or her OME Ethics Officer or the Group Ethics Office as soon as the he or she becomes aware that the potential for conflict exists.
- 7.3 If an Employee is unsure about whether a contemplated activity might constitute a potential Conflict of Interest, he or she should contact the Group Ethics Office or the OME Ethics Officer for guidance concerning whether the declaration of the Conflict of Interest is required.
- 7.4 Upon completion of a Conflict of Interest declaration, the Approver will assess the Conflict of Interest and issue a determination, the process for which is described in the Process and Guideline. Note that declaring a Conflict of Interest is the first step, as once approved the Declarer is obliged to implement the risk mitigation steps and/or actively manage any restrictions placed on him or her for the duration of the existence of the Conflict of Interest.
- 7.5 When dealing with any Conflict of Interest, Employees must comply with all applicable laws, regulations, Sasol policies and Code of Conduct.
- 7.6 Employees must make all decisions and take all actions in Sasol's best interest.
- 7.7 Employees may not take business opportunities which rightfully belong to Sasol for their, or their Related Parties', benefit.
- 7.8 Employees may not disclose any proprietary or confidential Sasol information for their, or their Related Parties', gain or profit.
- 7.9 Besides the customary remuneration for services rendered, no Employee shall derive any other personal profit or gain, directly or indirectly because of his or her services to Sasol.
- 7.10 Employees must undertake all their responsibilities and obligations towards Sasol in good faith and may not be involved in activities which may interfere with their performance of Sasol's duties.
- 7.11 No Employee may either directly or indirectly (via a Juristic Person controlled by them) provide goods or services to Sasol on a commercial basis. This amounts to a significant Conflict of Interest and cannot be managed or approved and thus neither an Employee nor any Juristic Person controlled by them will be allowed on the Sasol vendor list.
- 7.12 An appropriate due diligence shall be performed by the Sasol representatives involved in the appointment of agents or other third-party representatives that are appointed to facilitate business for Sasol, to ensure that any Conflicts of Interests involving the agents or third-party representatives are identified and appropriate measures are taken to manage and mitigate any such risks and conflicts.
- 7.13 Job applicants and newly appointed Employees must disclose in writing any Conflict of Interest that they may have immediately during the appointment process. Newly appointed employees must

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notwithstanding this disclosure during the appointment process also make the necessary declarations on the SDS or SharePoint System.

7.14 If the contemplated activity at Sasol of a former Public Official relates directly to the functions held or supervised by that Public Official during his/her previous role, the former Public Official shall not be hired or engaged in any capacity at Sasol before a reasonable period has passed after such Public Official left public office.

## **8. Declaring Conflicts of Interest.**

### **8.1 Who must declare a Conflict of Interest?**

8.1.1 All Employees must avoid Conflicts of Interest. If it is felt that such a Conflict of Interest is unavoidable, the Employee must proactively declare the Conflict of Interest, provide details as to how it will be managed and mitigated, and obtain prior written approval that the conflict situation can be managed and would not be in contravention with this Policy. The details as to how to make a declaration are contained in the Process and Guideline.

8.1.2 If there is any uncertainty as to whether a matter should be declared please contact your line manager, OME Ethics Officer or any member of the Group Ethics Office for guidance.

8.1.3 Job applicants and newly appointed employees must disclose in writing during the appointment process any Conflict of Interest that they may have.

8.1.4 Agents and third-party representatives must disclose in writing any Conflicts Interest that arise because of their engagement with Sasol. The Sasol representative engaging that agent, or third party is obliged to obtain these written Conflict of Interest declarations.

### **8.2 When to declare a Conflict of Interest.**

8.2.1 Employees must declare and seek approval for any Conflict of Interest as soon as it arises.

8.2.2 If a previously declared and approved Conflict of Interest situation continues into the following year the Declarer must resubmit that Conflict of Interest for reassessment each and every year that the Conflict of Interest continues.

8.2.3 If during the year any facts or circumstances change regarding the declared and approved Conflict of Interest, then the Declarer must resubmit that Conflict of Interest for reassessment, specifically setting out the details of the changed circumstances.

8.2.4 In addition to declaring and obtaining approval for a Conflict of Interest, the Employee is expected to declare this conflict in every instance where it has relevance, and they are expected to refrain from participating in any business activities related to the declared Conflict of Interest and to substitute themselves with a more senior person.

8.2.5 In terms of Sasol's policies, the South African Companies Act 71 of 2008 (the South African Companies Act), listings requirements, reporting standards and sound corporate governance practices, certain identified Employees are required to annually disclose and provide details on whether they or an associate had entered into a material transaction with Sasol Limited or any of its subsidiaries during a financial year.

8.2.6 Directors and prescribed officers (as defined in the South African Companies Act) who have Personal Financial Interests in respect of a matter to be considered at a meeting or when

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contracting, or who knows that a related person (as defined in the Companies Act) has a Personal Financial Interest in the matter, must disclose the interest in line with the South African Companies Act and the declaration of interest process managed by the office of the Group Company Secretary. It is further required that directors and prescribed officers annually declare directorships, provide details of any share ownership in Sasol Limited or Sasol American depository shares/ receipts (ADRs) held by the director, prescribed officer or an associate of the director, and disclose whether the director, prescribed officer or an associate had entered into a material transaction with Sasol Limited or any of its subsidiaries during the financial year.

**9. Consequences of non-compliance and where to get assistance**

- 9.1 Any non-adherence to this Policy may lead to disciplinary action in accordance with Sasol's approved disciplinary processes.
- 9.2 Should you feel that any attempt is being made by a third party to unfairly influence you through the existence of a Conflict of Interest please inform your OME Ethics Officer or the Group Ethics Office.
- 9.3 Sasol is committed to ensuring that Employees can speak up with confidence if they have any concerns or need to ask for help. If you suspect or observe anything that you think might be in contravention of this Policy, you are required to inform your line manager, legal advisor or the Sasol Ethics Line.
- 9.4 If you require any additional information or guidance regarding this Policy or Conflicts of Interest, please speak to your OME Ethics Officer or the Group Ethics Office.

**10. Data Privacy**

- 10.1 Personal data collected during the declaration process shall be handled in accordance with local data protection laws.
- 10.2 In the event that personal data of third parties (such as related parties or family members) needs to be disclosed, the declarer further warrants that he or she has informed such third parties whose personal data the declarer provides to Sasol via the declaration process, about the nature and purpose of the declaration process, and that they may be contacted by Sasol, as the responsible party for the processing of their personal data.

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