



Terms of reference for the Ethics and Trade Compliance Committee

1. Membership

- 1.1 The Ethics and Trade Compliance Committee (the “Committee”) shall comprise a minimum of the Chairman, a non-executive director, the Chief Executive, the Chief Financial Officer and the Executive Director, Commercial & Corporate Affairs.
- 1.2 The Chairman of the Committee shall be the Chairman of the Company. In the absence of the Chairman, a non-executive director shall chair the meeting.
- 1.3 The quorum necessary for the transaction of business shall be two, at least one of whom should be the Chairman of the Committee or a non-executive director. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

2. Attendance at meetings

- 2.1 The Committee shall meet at least two times a year and at such other times as the Chairman of the Committee shall require.
- 2.2 The Company Secretary or their nominee shall act as the secretary of the Committee.
- 2.3 The Committee may invite any other person to attend any meeting of the Committee.


3. Notice of meetings

- 3.1 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend, no fewer than three working days prior to the date of the meeting.

4. Duties

The Committee shall:

- 4.1 ensure the implementation and application of the Ethics and Business Conduct Policy, Code of Conduct, Anti-Corruption Policy and the Trade Compliance Policy which have been approved by the Board;
- 4.2 oversee the implementation of the Group’s Ethics and Business Conduct Programme and the Trade Compliance Programme;
- 4.3 ensure appropriate resources are available for the implementation of the respective policies, programmes;

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- 4.4 ensure that appropriate training is provided for employees in both trade compliance and ethics;
 - 4.5 have oversight of any significant ethics or trade compliance violations which occur and the actions taken in response to these;
 - 4.6 review the adequacy and security of the Group's arrangements for its employees and contractors to raise concerns, in confidence, about possible wrongdoing in financial reporting or other matters. The Committee shall ensure that these arrangements allow proportionate and independent investigation of such matters and appropriate follow up action;
 - 4.7 review the Group's systems and controls for the prevention of bribery and receive reports on non-compliance;
 - 4.8 receive reports from and respond to issues raised by the Chairman of the Group's Trade Compliance Councils;
 - 4.9 receive reports from and respond to issues raised by the Vice President, Group Trade Compliance and the Vice President, Ethics and Business Conduct;
 - 4.10 receive a summary of the reports from and respond to issues raised by the Group's external and internal legal advisers, auditors and from its trade compliance consultants;
 - 4.11 ensure there is a programme of internal and external assessment and audit of trade compliance processes in the business;
 - 4.12 oversee the implementation of any required remedial measures and government compliance initiatives; and
 - 4.13 ensure allegations or notice of potential or actual non-compliance are investigated.

5. Reporting responsibilities

- 5.1 Minutes of Committee meetings shall be circulated to all members of the Committee and be available to all members of the Board;
- 5.2 The Committee shall report its activities to the Board at least once a year.

Approved by the Board on 28 July 2016.