



**2021 AGM Roundup 3:
Sasol Limited
Woolworths Limited
FirstRand Limited**

JUST SHARE

December 2021

Just Share 2021 AGM Roundup 3: 19 November – 1 December 2021

1. Sasol Limited, 19 November (p.1)
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Note: square brackets have been used to indicate those parts of company responses which were unclear and/or inaudible.
 INED = independent non-executive director / NED = non-executive director.

SASOL LIMITED ANNUAL GENERAL MEETING 19 NOVEMBER 2021	
JUST SHARE QUESTION	SASOL RESPONSE
<p>Topic: climate change (Energy Council of South Africa)</p> <p>We note that Fleetwood Grobler is the chairman of the newly established Energy Council of South Africa. On what basis does the Energy Council claim to represent the “unified, collective voice” of the energy sector, when its founding participants are a small group of predominantly fossil fuel entities, and there is no renewable energy participation at all?</p>	<p>Respondent: Fleetwood Grobler, Chief Executive Officer</p> <p>I do want to just give you context, why the need for the Energy Council was identified, and why we have, with the founding members, which is not only fossil fuel producers - there is the chair of the National Association of Automobile Manufacturers of South Africa (NAAMSA), there are mining companies and energy companies part of that. Exxaro is both an energy, green energy and mining company. As well as Eskom, an electricity provider.</p> <p>But the concept here was, that as we go into the future energy needs of South Africa to decarbonise by 2050, we realised that there are areas which is not accounted for in the “energy space”. So, while there is the SAPIA, for refining petrol and fuel producers, and there is a NERSA, for dealing with gas and electricity areas, there is nothing that addresses green hydrogen. There is nothing that is really a comprehensive energy basis addressing the renewable energy space, the battery storage of energy, as well as all those aspects that you can put under one umbrella, called “Energy”.</p> <p>And I think that was the starting point. It was not about fossil fuel companies who want to lobby for a council. That is not the issue, and what we have done in our terms of reference, is to include not the producers of energy, but the “ecosystem of energy” uses. That means the users of energy, the producers, the second derivative of that, so that is why the automotive industry is presented there, and many others.</p>

	<p>So, I believe it is not correct to put it in that context. And we are very clearly opening any membership to renewable energy companies, companies that play into the renewable energy space, hydrogen would be welcomed, and all of those with respect to storage, battery storage, solar, wind and everything associated with that. So, I think that is the intent. We will, as the company or as the council gets traction, employ its permanent workforce to pursue the goals that will be further developed with respect to membership, and you would see definitely a much more representative Council towards the end goal that we have set as a target.”</p>
<p>Topic: climate change (Energy Council of South Africa) Will the Energy Council make public the minutes of its meetings with government? If not, why not? If so, by when, where, and how regularly?</p>	<p>Respondent: Fleetwood Grobler, Chief Executive Officer</p> <p>“We have just launched the council. The final constitution needs to be adopted and settled. And all the ways of working in terms of how we will go about our business, what are our priorities. Those will be part of our work programme that will unfold in the next months, and of course, we will take consideration of your request and how to deal with that going forward. Thank you.”</p>
<p>Topic: climate change (methane emissions, Mozambique) Why does Sasol not disclose methane emissions from its Mozambique operations and when will it do so?</p>	<p>Respondent: Priscillah Mabelane, Executive Vice-President: Energy</p> <p>“In terms of methane, what we are actually currently doing before coming to when we actually going to report, is that I just want to assure shareholders that we have designed operations (particularly the CPF) is designed in line with best practice and top [inaudible] we have the right redundancies in terms of our operations. What we are currently doing, as we move forward, is that there are hardly any methane emissions, but we do now and then get flaring, and as we do that we investigate all of the incidences and ensure that we take any learnings going forward.</p> <p>In terms of our flow lines, we have continued to deploy technology to ensure that we identify opportunities where there could be methane emissions, and we have also recently enhanced that with digital technologies such as drones and will continuously do that; we just want to assure that our designs and practices are in line with best practices, where there are exceptions, we investigate those.</p> <p>What we have now done is that we now are looking at doing a baseline assessment of our methane impact for all our end-to-end operations and we intend that, by the end of the financial year 2022, that baseline will be finalised and we will have clarity on what the target will look like going forward.”</p>

<p>Topic: climate change (GHG emissions)</p> <p>Despite the urgency to reduce GHG emissions to limit the worst impacts of the climate crisis, Sasol's emissions have increased in both of the years (2020 and 2021) since it set its first emission reduction target in 2019. As Sasol has set no measurable emission reduction target until 2025, can the company confirm that there will be no further emission increases between now and then?</p>	<p>Respondent: Fleetwood Grobler, Chief Executive Officer</p> <p>"I will deal with the first one and I will ask Priscillah, to weigh in on the second part of the question. So, the question you pose is why there are no measurable emissions targets until 2025, I think we have indicated, and again, I want to refer you to page 14 of the Climate Change Report which you have seen.</p> <p>And the first tranche of renewables, we are currently busy with the procurement process of a 600MW of renewables in partnership with Air Liquide. The Sasol 200MW of renewables will realise before 2025, and that reduction will show up as a measurable target of electricity emission reduction by that time. The fact of the matter is that it takes time from when you make a decision to get renewable energy and you have got a procurement contract that would deliver that on the terms that you have agreed, till it's implemented. So that period can be anything between 24-36 months to see that electricity, so we drive clear, measurable triggers to start the procurement process.</p> <p>Once that procurement process is signed, you need to get the execution, the build, and the finalisation of that renewable energy and only then do we have it available in our facilities to see the electricity reductions in emissions. So that is clearly articulated in our pathway of the Climate Change Report and I think that is the nature of it. So, we can't accelerate the procure and build of renewables. It takes a certain amount of months, that we can't accelerate, it's not possible. And those are the milestones that we plotted out and that is how it will come into fruition."</p>
<p>Topic: climate change (renewable energy ambitions)</p> <p>What are Sasol's plans and relevant timelines to overcome the grid capacity challenges in relation to its renewable energy ambitions?</p>	<p>Respondent: Fleetwood Grobler, Chief Executive Officer</p> <p>"First of all, the plans with respect to grid capacity and that risk around grid capacity. Yes, you are correct, to evacuate renewable electricity from the Northern Cape area there is not enough current transmission infrastructure to evacuate the full potential from that region to where it's needed elsewhere in the country. However, having said that, the renewables that we are in the procurement process of does not necessarily have to come from the Northern Cape. There are many other well-endowed wind and sun areas within Southern African and those areas do not have the risk of the transmission to our facility in Secunda and that is where we would focus and facilitate the procurement processes such that we do not have to wait for another factor to play out before we can get the renewable energy into our system in Secunda. So, I think that there are ways around how to mitigate that specific issue. We are not only exposed to the Northern Cape where that infrastructure is wanting, as a matter of fact we believe that the areas that the IPP will be bringing the electricity for will not have any grid restriction or grid capacity challenges to the extent that we should be thinking that our ambition is at threat."</p>

	<p>Respondent: Priscillah Mabelane, Executive Vice-President: Energy</p> <p>“Thank you Fleetwood, just on the previous comment regarding renewable energy just to give tangible milestones to it. So, if we look at the first 600 megawatts that we’re intending to source of which 200 megawatts will be on stream by 2023. We've already gone out on an RFP1 and now we are out on an RFP2 which went out in September, closure is early in December.</p> <p>We've done an analysis of all of the projects in line with what Fleetwood has said. And what's been quite encouraging is that we already have identified a number of projects that are already shovel ready, and also have grid connectivity in terms of quotes from Sasol - sorry - from Eskom. So, we busy finalising that and we'll select the best, so the fact that most of this were oversubscribed, and it gives us an opportunity to optimise costs it's quite helpful for us.</p> <p>And for the first tranche, we will be focusing more on solar opportunities and then wind as well which comes back later in the second tranche of 2025.”</p>
<p>Topic: climate change (gas supplies)</p> <p>Given that Sasol’s emission reduction strategy relies heavily on its access to affordable and adequate supplies of fossil gas (as yet unavailable), what plans (plus timelines) has Sasol made to cater for the eventuality that it does not secure the fossil gas supplies necessary for its emission reductions?</p>	<p>Respondent: Fleetwood Grobler, Chief Executive Officer</p> <p>“With respect to the second part Chair from Greer where he [sic] indicates that the reduction strategy relies heavily on the access of affordable and adequate supply of fossil gas, you know what are the plans, what happens if we can’t secure it, it’s a very valid question. It’s part of our risk mitigation framework to ask what are our plan, B and C, D if we can’t secure that? I think I’m going to ask Priscillah to give you a flavour of where we are in the process and I believe we have made tangible progress to realise our ambition with respect to gas.”</p> <p>Respondent: Priscillah Mabelane, Executive Vice-President: Energy</p> <p>“As far as the gas is concerned, just to give some highlights in terms of where we are, as Fleetwood has actually mentioned, our gas, GHG reduction plans are significantly reliant on gas and as such, we're not necessarily just looking at one source for our gas going forward, we've got a number of risk mitigations and strategic initiatives that we’re driving. Just in terms of where we are today, PPAs expected, the plant is expected to start declining in 2025. In the last AGM and also during our previous discussions when we released financials, we spoke about the MERIC [Mozambique Exploration, Remediation and Infill] campaign which is intended to ensure that we’re extending the wells of our existing, sorry the life of the existing wells. We’re also drilling an additional three wells as part of this and also plugging and abandoning some of our old wells.</p>

	<p>That programme is on track and we're expecting that we'll be able to start delivering gas going forward in line with the plans we put forward. At the same time, we are continuing with [PSA], which is the announcement that the board made following the February board meeting, and that's also progressing very well. That too on a P50 level will probably extend, apply to about 2027-2028 and at the back of that we're working on a number of opportunities.</p> <p>We've discussed a number of those A5A, PT5C as well as tranche three. We're working with partners to say how do we develop those going forward. At the right time, we'll disclose the level of resources that we think we'll get. But to make sure that we are mitigating this in line with our GHG reduction, we're also working on LNG as Fleetwood has actually articulated. We're quite encouraged with the progress that we've made in terms of LNG. For Matola we've almost now finalised our commercial terms with our partners. There are a few CP's that we still need to close, and we'll be able to as we announce our financial results for FY 2023 to be able to give a comprehensive update on where we are, thank you".</p>
<p>Topic: climate change (gas infrastructure)</p> <p>It appears that Sasol expects the South African government to fund the development of the new pipeline capacity and fossil gas infrastructure required to support its 2030 ambition. What are the estimated costs of such capacity and infrastructure; how will they be financed; and what impact will this have on South Africa's achievement of the lower range of its updated Nationally Determined Contribution?</p>	<p>Respondent: Fleetwood Grobler, Chief Executive Officer</p> <p>"The pipeline capacity that's at stake here - remember we got a pipeline coming in from Mozambique, the Rompco pipeline, that brings in gas into our operations in Secunda and in Sasolburg, to Sasolburg. So we are pursuing a number of optionalities.</p> <p>The one, is to look at additional gas or LNG via Maputo, and we are dealing with Matola Gas Company and the LNG suppliers in that regard, and so the investment that has to be made is to do a line from the port of Maputo to the Rompco pipeline, to get that connected, and that would be investment that would be part and parcel of the agreement that we are busy talking with, or discussing with, relevant parties. So, it is premature to divulge any costs et cetera out of that pipeline, suffice to say, we do not intend to invest into the pipeline to enable the reaching or connection to our Rompco pipeline that exists, and that can carry the adequate amount of gas as LNG into our operations in South Africa.</p> <p>The second part of it is that we are also looking at gas via Richards Bay, and of course there is an existing pipeline that goes down to Richards Bay which is called the Lily Pipeline and that is the existing infrastructure. The area that we are now partnering with the Central Energy Fund, and we have announced the MOU to discuss the role of being the gas aggregator with Sasol. As you know that there are other demands for natural gas, the government is looking at the various initiatives to bring in more gas to help with the electricity demand or supply rather, and that is also part and parcel of the aggregator of gas, so not everything is for Sasol, but we will play that aggregator role.</p>

	<p>And in that process there are various parties, again, multinational companies and others that we collaborate with to bring in gas via the Richards Bay system. Of course, there needs to be connections from that gas, from that a floating regasification ship into bringing in the LNG into the existing pipeline infrastructure. All of those studies are progressing so again, it is premature to divulge any detail around that.</p> <p>Suffice to say, that the LNG gas that we would bring into South Africa, is integral and part and parcel of our 30% reduction target and it is also reflective of our Nationally Determined Contribution into which this was taken into account of the impact that would have and actually, to bring in gas has got a positive impact, because that helps us to reduce the targets as we have articulated. I hope that answers your question.”</p>
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**WOOLWORTHS LIMITED ANNUAL GENERAL MEETING
24 NOVEMBER 2021**

JUST SHARE QUESTION	WOOLWORTHS RESPONSE
<p>Topic: climate change (Woolworths’ scope 3 emissions)</p> <p>We note from Woolworths’ annual reports that you have set targets for reducing your scope 1 and 2 emissions, and that you intend to work with your top suppliers to help them to set their own emission reduction targets. Woolworths’ scope 3 emissions, however, account for 48% of your total emissions. Do you also plan to set your own scope 3 emission reduction target in the next reporting cycle?</p>	<p>Respondent: Belinda Earl, INED, Chair of the Sustainability Committee, Chair of the Risk and Compliance Committee</p> <p>“You are quite right, we have set targets for both scope 1 and scope 2 emissions, we are in the process of really understanding the detail behind the scope 3 emissions and once we’ve done that, we will be setting internal targets and we will be publishing those for the group”.</p> <p>Hubert Brody, Chairman, INED,</p> <p>“That’s a work in progress which we are very firmly aware of (in our scope so to say)”.</p>

<p>Topic: inequality (wage gap)</p> <p>Thank you Ms. Skweyiya for this outline of the work of the social and ethics committee (SEC). Has the SEC considered the public disclosure of gender pay gaps within the group?</p>	<p>Respondent: Thembisa Skweyiya, INED, Chair Social and Ethics Committee</p> <p>“As you are aware, the social and ethics committee certainly considers the whole question of pay parity in the context of gender very seriously. We have obviously engaged with that within the committee, but in terms of the detail with regards to pay gaps it is in terms of how Woolworths is structured, is dealt with in our remuneration committee, so I would like Zarina to handle that particular question”.</p> <p>Zarina Bassa, Lead INED, Chair Risk and Compliance Committee</p> <p>“Thank you Thembisa. As an organisation, Woolworths subscribes to equal pay for equal work. So from that perspective, all our staff, irrespective of gender, are paid according to the specific role that they are in – irrespective of gender”.</p>
<p>Follow up gender pay gap question:</p> <p>Thank you, Ms Bassa, for your response to my question. For clarity, can I confirm that Ms Bassa is saying that Woolworths has no gender pay gap?</p>	<p>Zarina Bassa, Lead INED, Chair Risk and Compliance Committee</p> <p>“It is our policy that we do not have a pay gap from the gender point of view. Unlike many other organisations, Woolworths is effectively one that has a majority of female employees, so the typical disclosure that you would see elsewhere that is influenced by a significant number of male employees does not apply. We would not see that impact within Woolworths.</p> <p>Our focus area is on fair pay, as you know, we brought into place what we refer to as the fair pay barometer, we did that in 2017 and has been included in our remuneration reports since then. The objective of our fair pay barometer is to ensure that fair and responsible remuneration will be paid throughout the group, across all levels within the group. As you know we have also had a focus on the just wage which we embarked on this journey a few years ago, so that is not just about gender, it covers both genders but our focus is on ensuring that our employees across (particularly the group in South Africa), where we have the type of social injustices and legacy aspects that we do have in South Africa, but our focus where the bulk of our staff are concerned is on eliminating the income gap and ensuring that we offer, over time, a just wage to our employees.”</p>
<p>Topic: inequality (wage gap)</p> <p>Woolworths’ recognition of “the critical need to close the remuneration gap in the context of the socio-economic environment in SA”, and your disclosures in relation to the wages of</p>	<p>Zarina Bassa, Lead INED, Chair Risk and Compliance Committee</p> <p>“I think for us at Woolworths, given our focus on the good business journey, our commitment to our just wage initiative started a number of years ago. Over time, you would have heard us referring to it as “value for values” as the way that we do business. We embarked on this journey a number of years ago and to us, it’s the right thing to do. It’s about how we do business and notwithstanding the rhetoric anywhere in the market,</p>

<p>lowest paid workers, has set an important example in corporate South Africa.</p> <p>As you are no doubt aware, the wage gap disclosure provisions of the Companies Amendment Bill have attracted strong criticism from some sectors of the business community, most notably BLSA (of which Woolworths is a member). BLSA has said that the provisions will “add significant administrative burdens” and “diminish South Africa’s attractiveness as a place to do business”.</p> <p>Has Woolworths experienced any negative consequences as a result of its wage gap transparency? And conversely, have there been any positive consequences?</p>	<p>our focus is on a just wage and as you know, that just wage at this point in time is 54% above the national minimum, and 18% above the retail sector minimum.</p> <p>I am not aware that there has been criticism of that, but for us it's the right thing to do in the way that we do business. I will ask Roy to come in on that shortly, but we started on this journey a few years ago and it is our intent to continue this journey and we will effectively invest R120 million over the next 3 years as a continuation of this journey in increasing [decreasing] that pay gap.”</p> <p>Response: Roy Bagattini, Executive Director, Group CEO</p> <p>“Thanks, Zarina, yes, thanks for coming off with some of those stats, we remain very much committed to this journey on a going forward basis. We certainly see for us in our minimum wage not being a living wage and a living wage not being a just wage, this concept that we have been talking about, in fact, we are talking about here, a “Woolies wage”. It's an aspiration we have, that for all our people that they have the access to and are able to secure the appropriate standard of living. I think there’s no more to add.”</p> <p>Hubert Brody, Chair, INED</p> <p>“Thank you Roy, I also think that our listeners will find it interesting to read on our “Inclusive Justice initiative”, which also covers this concept but on a broader front in our GBJ report, which provides further detail on the very interesting concept we call Inclusive Justice.”</p>
<p>FIRSTRAND LIMTED ANNUAL GENERAL MEETING 1 DECEMBER 2021</p>	
<p>JUST SHARE QUESTION</p>	<p>FIRSTRAND RESPONSE</p>
<p>Topic: diversity & transformation (race and gender diversity targets)</p> <p>We note from your reports that the percentage of female representation on your board has decreased by 8% from 2020 to 2021 (from 31% to 23%).</p>	<p>Respondent: Roger Jardine, INED, Chair</p> <p>“I will also call on the chair of the SEC comm. in a moment but with regard to our gender diversity, in 2018, the Prudential Authority introduced directive four which required some of our directors who have served 9 years to step off the board. Four non-executive directors left towards the end of 2019 till the end of 2020 and all four were women, specifically black women, we are endeavouring to correct that, but that accounts for</p>

FirstRand states that it is committed to increasing gender and race diversity at board level, but these recent changes appear to undermine that commitment. Why has FirstRand not set any race and gender diversity targets as required by JSE listing requirements, and will you commit to doing so in the upcoming financial year?

the change in the last two years which we envisage to revert to our position, possibly improving in the upcoming period. There was just some change due to a regulatory requirement but it is something that we are addressing. Miss Roscherr, would you like to comment further?"

Respondent: Zelda Roscherr, INED, Chair Social, Ethics and Transformation committee

[Couldn't hear Mrs Roscherr's initial response as she was on mute. A number of shareholders asked her to repeat her response].

Roger Jardine:

"We will be correcting in the incoming period; we have been looking at prospective, other directors including in terms of our skills requirement, as well as gender and race and that is something that we expect to accelerate, obviously it's been a bit difficult to have in person conversations with people but that is something that we will change in the future. Thank you"

Zelda Roscherr – asked to repeat her answer:

"Just a comment on that, I think the specific question is about the board composition. Just taking it back to the SETCom mandate, we are looking at this on a quarterly basis and the advancement of gender specifically and that the transformation targeted is being set. Now our specific mandate goes towards STRATCO and the rest of the group and I can assure Mrs Chironga that there is a lot of scrutiny around this and that there's also been a lot of advancement made around the advancement of women and gender specific at senior levels, if you look at the composition of the STRATCO at the moment, between last year and this year, there's been a lot of potential that was coming through the ranks, through the bench and its currently sitting at a STRATCO level. So, it is getting a lot of attention and I can definitely give the assurance that the group is committed to the gender equity side. Thank you chair."

Roger Jardine

"Thank you Zelda. I've asked the chair of the SETCom to comment to really illustrate that this topic we are seized with it throughout the organisation, both at the operating level and at the board level. We've had some attrition for reasons I have set out and is something that we are looking to address going forward."

<p>Follow up question:</p> <p>Can you kindly clarify whether it is the board's position to set a specific target in future for board composition?</p>	<p>Respondent: Roger Jardine</p> <p>"We haven't set a specific target and we are comfortable that we are on the right track but it is something that we continue to look at, but we have not set a specific target. We have historically had a strong preponderance of women and our race and gender diversity as being very good and it is a position that we want to reinstate, but we have not imposed targets at this stage."</p>
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