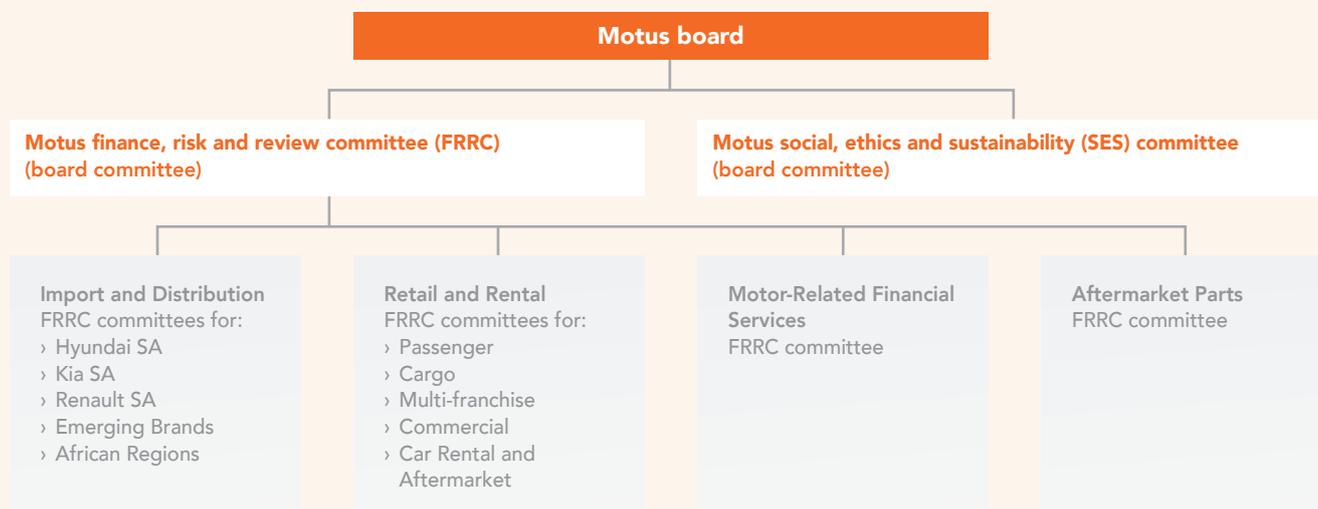


Sustainable development governance



Note: the businesses in the United Kingdom (UK) and Australia have their own formal structure to manage and report issues related to health, safety and the environment.

Finance, risk and review committee

Chairman: independent non-executive director.

Attended by: the chief executive officer (CEO), chief financial officer (CFO) and the chief internal audit, risk and sustainability officer as well as representatives from risk, internal audit and the external auditor.

Meetings: four times a year.

Responsibilities:

- › Ensures appropriate measures are in place to manage identified risks within Motus’ risk appetite and tolerance levels.
- › Approves Motus’ risk framework and ensures robust risk processes are in place.
- › Considers financial (including risks related to hedging), organisational, operational, strategic, health and safety and IT risks, as well as emerging risks.

Areas of focus for the reporting period:

- › The volatility of the exchange rate due to political and global tension.
- › Changes in exchange rate methodology by Renault.
- › The current economic climate and growth factors affecting volumes and margins.
- › Compliance issues: right to repair, changes to financial regulatory framework and protection of personal information.
- › The IT strategy to support the consolidation of Motus.

Social, ethics and sustainability committee

Chairman: independent non-executive director.

Attended by: majority independent non-executive directors, CEO, chief people officer and the chief internal audit, risk and sustainability officer as well as the executive responsible for risk and sustainability.

Meetings: four times a year.

Responsibilities:

- › Performs the statutory duties required by the Companies Act.
- › Oversees the management and reporting of social, environmental and ethics issues, in line with the code of ethics, as well as human capital management, transformation, stakeholder relationship, and health and safety.
- › Critically evaluates fatalities and serious accidents.
- › Reviews and approves Motus’ sustainability reporting.

Areas of focus for the reporting period:

- › The committee’s agenda and applying its terms of reference given the unbundling of Motus from the Imperial Holdings group.
- › Water crisis in the Cape region: business continuity and the impact on employees.
- › Human capital management framework.
- › Broad-based black economic empowerment.
- › Training and development.

Ethics management

Our values are to be fair, accountable, driven and to ensure that we operate in an environmentally friendly and responsible manner. This includes complying with rules and regulations, dealing at the highest levels of integrity and ethics and ensuring business practices are non-discriminatory.

[Link to material issues](#)

› Demonstrate governance best practice.

Our ethical promises

Nothing but the truth

- › Create an environment where honesty and accountability flourish and compliance is a central focus.
- › A commitment across Motus to maintain the highest ethical standards in all business dealings.

Everyone, everywhere

- › Every employee, representing or working for Motus is expected to follow the code of ethics at all times.
- › All persons, including service providers, sub-contractors and business partners, are required to act consistently with the code of ethics when acting on Motus' behalf.

Higher standards for managers

- › All managers have additional responsibilities to create an open environment in which employees feel comfortable to ask questions, raise concerns and report misconduct.
- › Leaders with behavioural integrity are valued and promoted.

Driving the Motus culture and way of doing business

During the roadshows undertaken during the year to communicate the Motus strategy and way forward, the executive teams of each business were tasked with ensuring that the code of ethics is embedded within their operations.

All employees with access to email have received an electronic copy of the code of ethics and printed booklets are being made available to the remainder of the workforce.

In addition, training on Motus' values and ethics will be incorporated into the induction programme for new employees.

Our leadership teams drive an ethical culture and are supported by a code of ethics, and ethics training and awareness initiatives. The code clearly defines a comprehensive set of ethical business practices that cover compliance, fostering an inclusive and fair workplace, respect for human rights, anti-bribery and corruption, the handling of confidential information and company property, insider trading, fair competition and health and safety. It also provides guidance on the acceptance of gifts and hospitality and avoiding conflicts of interest. However, the code cannot address every situation an employee is likely to encounter. Employees are therefore responsible for exercising their good judgement and obtaining further guidance on appropriate business conduct, where required.

We adhere to the principles embodied in the Universal Declaration of Human Rights, the South African Constitution and the International Labour Organisation's Declaration on Fundamental Principles and Rights at Work. Our assessments indicate that there are no instances of material risk relating to freedom of association or collective bargaining, child labour, or forced or compulsory labour within Motus. In the supply chain, we will not hesitate to terminate agreements and relationships that contravene international human rights standards.

The whistle-blowing hotline is operated by independent service providers, enabling our stakeholders to anonymously report concerns. The hotline's details are easily accessible and it is compulsory for our dealerships to display tip-off posters that provide information on the hotline. Retaliation against whistle-blowers is not tolerated.

Sustainable development best practice – continued

Whistle-blowing hotline

	2018	2017
Total number of tip-offs registered	110	103
By category		
Fraud	12	17
Governance	16	3
Human resources	65	64
Enquiry	1	5
Other crime	2	
Corruption	5	2
Theft	7	8
Fleet management irregularities	1	3
Procurement irregularities	1	1

Whistle-blowing hotline

All cases, including those related to discrimination, were investigated with one tip-off finalised post year end. Where required, disciplinary hearings were held and where allegations were substantiated and the circumstances warranted, the offending employees were dismissed. Five incidents of non-disclosure of conflicts of interest reported through the tip-off line and corrective action taken.