

Governance of ethics, social and environmental impacts continued

Imperial board

The board of directors is ultimately responsible for ESG performance (including people and culture matters) and is kept abreast of all critical concerns and regulatory matters to ensure it has effective oversight of ESG aspects. It delegates responsibility for ESG issues to the group SES committee and the executive management team.

Group audit and risk committee
(board committee)

The group audit and risk committee assists the board in fulfilling its fiduciary duty to shareholders by overseeing the trustworthiness of Imperial's financial reporting, reviewing the internal and external audit process, assessing the functionality of internal controls, setting the appetite and tolerance for risk and ensuring that the group's risk management systems are adequate. The committee comprises five independent non-executive directors with the necessary experience, and technical and general expertise in terms of our strategy and operating context to apply healthy scepticism. The collective skills of the committee and attendees include commerce, finance, law, industry and information security. The audit and risk committee meets quarterly, and is updated on all key risks, including ESG risks.

Group SES committee
(board committee)

The SES committee has a statutory mandate to ensure that citizenship and stewardship are intrinsic to our daily business conduct. It brings a social conscience to board and group decisions, ensuring balance between the group's need to compete for limited resources in the interest of commercial success, with the need to sustain the health of the broader ecosystem we live in, with its interconnected social, economic and natural elements.

The committee has an approved annual work plan, complies with the requirements of the Companies Act, and follows the established guidelines of King IV. It monitors our performance in social and economic development, good corporate citizenship, environment, health and safety, consumer relationships, and labour and employment. It also oversees the management of the whistle-blowing hotline and the actions taken when misconduct is identified.

 **RSES committee work plan:**
<https://www.imperiallogistics.com/esg-reporting.php>

The SES committee meets quarterly and is chaired by an independent non-executive director. It has five members - four non-executive directors, including the group chairman, and the group CEO.

Executive committee

The group executive committee monitors the integration of ESG into daily business practices. The executive vice president of corporate affairs and investor relations, who is responsible for ESG, is a member of the group executive committee team and reports to the committee on ESG performance in all businesses.

ESG/CSI committee
(management committee)

A dedicated ESG/CSI committee supports the SES committee, providing strategic oversight on good corporate practices including ESG, corporate social investment (CSI) and enterprise development. The committee also approves CSI and enterprise development projects and spend to ensure they align with our strategic objectives, and reviews safety, compliance and environmental matters. The committee meets quarterly and members include representatives at a group and divisional level. The executive vice president of corporate affairs and investor relations chairs the committee.