

Social & Ethics Committee Report

The mandate of the Social & Ethics Committee (“S&E Co”) is to assist the Board in, *inter alia*, the following:

- reviewing and approving the policy, strategy and structure to manage social and ethics issues in the Group, including the application of the Aspen Code of Conduct (“Code of Conduct”);
- monitoring that subsidiaries develop policies, guidelines and practices congruent with the Group’s social and ethics policies;
- reviewing the Sustainability Report as well as assessing and measuring its performance in respect of social and ethics issues and with reference to the JSE’s Socially Responsible Investment Index, King III, employment equity legislation and related regulations;
- considering substantive national and international regulatory developments as well as practice in the fields of social and ethics management;
- consulting and communicating with internal and external stakeholders with respect to social and ethics issues;
- ensuring that management has allocated adequate resources to comply with social and ethics policies, codes of best practice and regulatory requirements;
- reviewing the Sustainability Report to ensure that the matters falling within the Committee’s area of responsibility are appropriately and accurately reported upon and that the appropriate internal or external assurance over these matters is obtained where necessary; and
- recommending such measures and/or activities which, in the Committee’s opinion, may serve to enhance the overall social and ethics objectives of the Group.

S&E Co Terms of Reference

The S&E Co has adopted formal Terms of Reference as incorporated in the Board Charter which have been approved by the Board of Directors. The Terms of Reference are reviewed and amended as necessary. The Committee has conducted its affairs in compliance with these Terms of Reference and has discharged its responsibilities contained therein.

S&E Co members and attendance at meetings

In accordance with the relevant provisions of the Companies Act and applying the recommendations of King III, the S&E Co consists of a majority of independent non-executive directors, one of whom chairs the Committee. The Deputy Group Chief Executive is also a member of this Committee. Members and the Chairman of this Committee are elected by the Board.

Senior executives of the Group attend meetings of the Committee as appropriate.

In accordance with the Terms of Reference, the Committee meets at least four times annually, but more often if necessary. During the year under review, the Committee met four times. The following table of attendance at S&E Co meetings reflects the Committee’s meetings held during the year and the attendance of these meetings by its members.

S&E Co member	13 August 2015	16 November 2015	17 February 2016	15 June 2016
Sindi Zilwa (Chairman)	✓	Apology	✓	✓
Gus Attridge	Apology	Apology	✓	Apology
Judy Dlamini*	✓	✓	n/a	n/a
Kuseni Dlamini	✓	✓	✓	✓

* Judy Dlamini resigned with effect from 7 December 2016.

The overall average attendance for the S&E Co meetings held during the year was 71,4%.

The Chairman of the Committee represents the S&E Co at the annual general meeting each year and reports to shareholders as required in terms of the Companies Act.

The Company Secretary & Group Governance Officer is the secretary of this Committee.

The following aspects fall within the specific remit of this Committee:

Ethics management and Code of Conduct

Aspen has a zero-tolerance approach to unethical behaviour and is committed to ensuring that the Group and its employees uphold Aspen’s laudable reputation. The Code of Conduct governs the conduct of all Aspen’s employees throughout the Group and is aligned with the Organisation for Economic Cooperation and Development’s recommendations regarding corruption. Furthermore, Aspen’s service providers and suppliers are required to adhere to the Code of Conduct for Suppliers and Service Providers in accordance with terms and conditions included in agreements with these stakeholders.

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The areas covered by the Code of Conduct include:

- acting in accordance with Aspen's values;
- equitable treatment for all;
- acting as ambassadors of Aspen;
- business integrity;
- gifts, entertainment and bribery;
- integrity of qualitative and quantitative information;
- protection and use of property;
- business controls;
- confidential information;
- insider trading;
- safety, health, quality and the environment;
- competition law;
- political activities;
- compliance;
- accountability; and
- corporate governance.

The Code of Conduct is available online.

In line with the recommendations of King III, a formalised ethics management programme has been implemented at all of the Group's businesses. This programme is managed by the Company Secretary & Group Governance Officer under the direction of the S&E Co and is aimed at:

- assisting the Audit & Risk Committee ("A&R Co") and the S&E Co in assessing the Group's ethics profile, risks and opportunities; and
- assisting the S&E Co to monitor the implementation and compliance with the Group's policies which guide expected ethical behaviour.

During the year under review, the Company commissioned The Ethics Institute to undertake an independent assessment of the Group's ethics management programme. The assessment confirmed that this programme was effective in all material respects and that significant ethics interventions had been implemented throughout the Group in a short span of time. Certain recommendations were made as a result of this assessment and the efforts are underway to implement these recommendations.

Aspen's induction programme educates new employees on the ethics, values and the business philosophy of the Group. All new employees are given a copy of, and are required to sign an acceptance of, the Code of Conduct on commencement of their employment with the Group. The Code of Conduct is available to all employees on the Group's intranet and is also contained in the employee handbook.

Although the Group conducts its business in a highly regulated environment, the potential for unethical marketing and promotional practices remains inherent. Aspen endorses the ethical marketing of medicines and subscribes to the rigorous application of the Marketing Code of Practice of the Pharmaceutical Industry Association of South Africa. The Group has a written policy on gifts and benefits in terms of which employees of the Group, including directors, are prohibited from accepting or giving gifts or hospitality that are not of a nominal value or participating in events sponsored by current or prospective customers or suppliers. Any employee who receives a gift or other benefit exceeding the local currency equivalent of USD100 is required to disclose this in writing to the Company Secretary & Group Governance Officer. Some types of gifts, benefits or entertainment are prohibited even if the value falls below this threshold. A Group-wide register of gifts is maintained by the Company Secretary & Group Governance Officer and is noted by the Group Ethics Committee on a periodic basis. This register is also made available for inspection by the S&E Co, Board or any member of senior management on request.

Aspen does not make payments or other contributions to political parties, organisations or their representatives or take part in party politics. Employees are free to participate in the political process in their private capacity, provided it does not constitute a breach of the principles set out in the Code of Conduct and/or the relevant employee's obligations to Aspen under a contract of employment and does not negatively influence their productivity or the credibility of the Group.

Tip-Offs Anonymous Hotline

Aspen endeavours to promote a culture of openness and transparency throughout the Group and, as such, employees and other stakeholders are encouraged to report unethical conduct and other transgressions which they may become aware of.

An independently monitored whistle-blowing hotline, Deloitte's Tip-Offs Anonymous, has been made available to employees across the Group's businesses, whereby all stakeholders are able to report suspected fraud and/or activities which are considered to be transgressions of the Code of Conduct. Tip-offs training and awareness sessions are conducted periodically to promote utilisation of the facility where necessary. The tip-offs service has also been extended to key customers and suppliers in the South African business and to selected suppliers and customers at Aspen's international businesses. The details in respect of this hotline are available online.

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All calls were logged and, where appropriate, reported to the relevant managers timeously. Disciplinary action has been taken where employees have been found to have transgressed and corrective actions have been implemented where necessary to improve controls and to prevent recurrence of the incident. Quarterly reports detailing the tip-offs received, how these tip-offs have been investigated and the corrective measures taken, are submitted to the A&R Co and S&E Co as appropriate.

While the use of this hotline by Aspen's stakeholders is actively encouraged by the Group, the Committee was pleased to note that there had been an increase in the number of direct tip-off reports from employees via internal reporting and management channels during the year, following a campaign to create awareness in respect of the Group's whistleblowing policies and procedures.

Conflicts of interest

The Board has adopted a formal policy to regulate conflicts of interest and trading in the Company's securities. The latter policy, which incorporates the JSE Listings Requirements and the requirements of the Financial Markets Act, 2012, prohibits any trade in the Company's shares by any director, their associates or executive employees of the Group during a closed period or while they are in possession of inside information. The Group currently has two formal closed periods, commencing 24 hours prior to the close of the interim reporting period (31 December) and the financial year end (30 June) up to the end of 24 hours after the respective results announcement is made. In addition, the Group may declare other closed periods or restrict dealing in the Company's shares at any other time if directors and employees have access to potentially price-sensitive information which is not in the public domain.

Directors and their associates (including directors of any of its material subsidiaries) and the Company Secretary & Group Governance Officer may only trade with prior written approval from the Chairman. Such approval is sought and coordinated through the office of the Company Secretary & Group Governance Officer. An announcement of all directors' share dealings is published in compliance with the JSE Listings Requirements.

Human rights and labour practices

Aspen's Code of Conduct requires all employees and others to be treated with fairness, equality and respect to foster an open, transparent, progressive and trusting environment which is free from prejudice, discrimination, bias, harassment and/or violation. The reference to discrimination includes gender, race, physical health, sexual orientation and/or belief systems. All employees sign the Code of Conduct.

The S&E Co monitors the implementation of policies and procedures which apply to the Group as a whole in respect of the application of the letter and the spirit of the 10 principles set out in the United Nations Global Compact ("UN Global Compact"). These principles deal, *inter alia*, with human rights, basic labour rights, environmental responsibilities and the fight against corruption. Aspen became a signatory of the UN Global Compact with effect from 31 July 2013 and is currently an active participant in this Compact. In its capacity as a signatory to the UN Global Compact, Aspen looks forward to building on its existing reputation for respecting basic human rights, engaging in fair labour practices, being environmentally responsible and having a zero-tolerance approach to corruption.

Suppliers and service providers are required to sign the Ethical Standards and Human Rights Undertaking, which is contained in all new supplier and service provider contracts. In signing this document, signatories warrant that:

- they do not use or engage in child labour;
- no forced or indentured labour is used;
- a safe and healthy workplace is provided for employees;
- employees are not unfairly discriminated against;
- no corporal punishment, any form of abuse nor cruelty is applied nor supported;
- each employee is paid at least a minimum wage or a fair representation of the prevailing industry wage;
- all laws on working hours and employment rights relevant to the business are complied with; and
- employees are free to join and form independent trade unions and have the freedom of association.

In accordance with Broad-Based Black Economic Empowerment ("BBBEE") Codes, Aspen's Transformation Policy promotes employment equity and the provision of advancement opportunities to historically disadvantaged individuals. During the year, no incidents of unfair discrimination were identified in the Group (2015: zero).

Aspen's employees are free to belong to employee trade unions and collective bargaining groups. A detailed explanation on Aspen's recognition of employees' rights to belong to trade unions and collective bargaining groups is provided in the Integrated Report.

The following aspects also fall within the remit of the S&E Co:

- environment, health and public safety, including the impact of the activities of the Group and its products and services (these issues are more fully dealt with in the Sustainability Data Supplement available online); and

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- consumer relationships, including advertising, public relations and compliance with consumer protection laws.

Promoting BBBEE in South Africa

One of the primary roles of the S&E Co is to assist the Board in ensuring that it discharges its fiduciary duties and obligations in respect of the South African businesses' transformation in accordance with approved policy. The Board recognises the critical role it has to play in the development and empowerment of historically disadvantaged individuals in South Africa and that transformation is essential to the economic and social sustainability of the country. The S&E Co, which is responsible for developing and implementing the Group's transformation strategy, while striving to ensure that management embraces transformation across the South African business, ensures alignment with the revised Department: Trade and Industry's BBBEE Act, and the associated Codes of Good Practice.

The S&E Co has defined clear guidelines and objectives for each of the five elements of the revised BBBEE Codes and has an ongoing responsibility to monitor and review all aspects of the Group's BBBEE strategies. Aspen achieved a Level 4 contributor status for the 2016 financial year in accordance with the Department of Trade and Industry's Codes of Good Practice. More information on Aspen's BBBEE philosophy, its performance in this respect for 2016 and its approach to the revised BBBEE Codes which came into effect on 1 May 2015 is available online.

Environment, health and safety

The Committee monitors the Group's activities in respect of the environment, health and safety (including employees and the public) and does so while having regard to any relevant legislation, other legal requirements or prevailing codes of best practice. For more information regarding the Group's activities in this regard

please refer to the Sustainability Data Supplement which is available online.

Responsible corporate citizenship

Aspen's vision to deliver value to its stakeholders as a responsible corporate citizen that provides high quality, affordable medicines and products globally is contained in its Responsible Corporate Citizenship Philosophy which is available online.

The S&E Co monitors the Group's performance against this vision and makes recommendations to the Board to meet the expectations of various stakeholders of the Group. The Committee also considered, and was satisfied with progress made in dealing with how the Company engages with consumers and the status of consumer relationships, including advertising, public relations and compliance with consumer protection laws, insofar as these are applicable to Aspen.

Sindi Zilwa

S&E Co Chairman

24 October 2016