

TERMS OF REFERENCE

SASOL LIMITED

NOMINATION AND GOVERNANCE COMMITTEE

1. PURPOSE AND OBJECTIVES

The Nomination and Governance Committee (the Committee) is a committee of the Sasol Limited Board of Directors (the Board) established to support the Board in ensuring ethical and effective leadership, sound governance and sustainable value creation across the Group: In fulfilling this role, the Committee is responsible for:

- promoting ethical and effective leadership, with due regard to stakeholder inclusivity and long-term value creation;
- ensuring optimal Board and Board Committee composition, including succession planning, performance evaluation and director independence;
- providing oversight of the Group's governance framework, including governance policies, disclosures and emerging governance related risks; and
- overseeing director induction and ongoing development to strengthen Board capability and effectiveness.

The Committee attends to Sasol Limited (the Company) and its subsidiaries and affiliates (the Group) in respect of the matters within its mandate, including corporate governance, legal and regulatory oversight, Board and executive appointments, succession planning and related governance responsibilities.

2. COMPOSITION AND ATTENDANCE

- 2.1 The Committee shall comprise the respective chairman of the formal Board Committees, being no less than three independent, non-executive directors.
- 2.2 The Chairman of the Committee shall be the Chairman of the Board.
- 2.3 The Company Secretary of the Company shall be the Committee Secretary.

3. MANDATE

The Committee shall:

3.1 Governance framework oversight

- 3.1.1 consider, at least every second year, the extent to which the general corporate governance mechanisms and framework of the Group are appropriate and effective,

in view of developments in the Group, its business environment, new corporate governance requirements and benchmarks and relevant global regulatory developments, and making recommendations to the Board in line with the Group's limits and delegations of authority; and

- 3.1.2 review the annual corporate governance report, consider any significant differences reported in the annual written affirmation to the New York Stock Exchange¹ (NYSE) and consider any area of non-compliance with the Johannesburg Stock Exchange (JSE) listings and disclosure requirements, or a significant deficiency in the control environment pertaining to this area as reported in the JSE annual compliance certificate or any regulatory filing or public disclosure relating to the Group's corporate governance practices².

3.2 Board composition, diversity and succession

- 3.2.1 make recommendations to the Board on the appointment and re-appointment of executive and non-executive directors and the balance between executive and non-executive directors;
- 3.2.2 annually review the independence of non-executive directors and conduct independence assessment aligned to corporate governance requirements, and making recommendations to the Board, if necessary;
- 3.2.3 consider and make recommendations to the Board on the appointment of members of the Group Executive Committee (GEC);
- 3.2.4 regularly review the Board structure, size and composition, taking into consideration the Board's succession plans, and make recommendations to the Board with regards to any adjustments that are deemed necessary in support of the promotion of broader diversity at Board level;
- 3.2.5 identify and nominate candidates for approval by the Board to fill Board and Committee vacancies, as and when they arise, and implement forward-looking succession plans that ensure continuity of critical skills and competencies. These succession plans must expressly cover the Chairman of the Board, the Lead Independent Director and the President and Chief Executive Officer (CEO), as well as the broader set of key Board skills required to support Sasol's strategy;
- 3.2.6 maintain and annually review a Board skills and competency matrix, identifying gaps and future needs to support succession plans;
- 3.2.7 recommend for re-election directors that are retiring by rotation, or who are retiring or will retire in terms of clause 22 of the Sasol Limited Memorandum of Incorporation (MOI);

¹ Authority to approve the annual written affirmation to the NYSE delegated to the Company Secretary who is authorised to file the written affirmation with the NYSE.

² Authority to certify to the JSE that Sasol and its directors have complied with all JSE listings- and disclosure requirements delegated to the Company Secretary, including the authority to sign on behalf of Sasol and its directors, subject to all directors signing the required compliance declaration.

3.2.8 annually review the number, structure, composition and expertise of Board Committees and making recommendations to the Board in this regard;

3.3 Director induction and development

3.3.1 oversee induction programmes for new directors covering, inter alia, strategy, risk governance and operational themes;

3.3.2 ensure continuous professional development of directors guided by a director development plan structured around the capability pillars (digital, AI and data governance, ESG, transition, circular economy and reporting, geopolitics, risk integration and organisational resilience and stakeholder capitalism, governance evolution and board dynamics), each organised into clear thematic modules to progressively build Board proficiency from foundational understanding to applied oversight; and

3.3.3 assist the Chairman and the Board in evaluating the performance of the Board, its committees and individual directors.

3.4 Legal compliance and ethical oversight

3.4.1 monitor compliance with corporate regulatory requirements;

3.4.2 monitor compliance with the policies of the Group in respect of insider trading;

3.4.3 review declarations of interests of directors and making recommendations on any existing or potential conflict of interest or questionable situations of a material nature;

3.4.4 review and, where necessary making recommendations to the Board on all legal and regulatory matters including legal and compliance frameworks and processes; and

3.4.5 provide reasonable assurance regarding the quality, integrity and reliability of the Group's compliance risk management by:

(a) approving and monitoring compliance with the group's Compliance Policy and frameworks; and

(b) ensuring compliance with applicable laws, and adopted non-binding rules, codes and standards in a way that supports the Company being ethical and a good corporate citizen;

3.4.6 inform the Safety, Social and Ethics Committee of ethical matters which may have an impact on codes of conduct and behavioural expectations; and

3.4.7 inform the Audit Committee of legal, regulatory and compliance matters which may have an impact on the financial statements.

3.5 Stakeholder governance

The Committee shall support the Board in its role of ensuring that all stakeholders' needs and interests are taken into account and balanced by:

- 3.5.1 ensuring that stakeholders' needs, interests and expectations are understood and taken into account in the Group's strategy;
- 3.5.2 overseeing shareholder engagement strategy, including response protocols for activism and governance-linked investor concerns; and
- 3.5.3 monitoring significant movements in the prices of the Company's shares and the holdings of major shareholders, takeover risks and shareholder sentiment, ensuring that adequate systems are in place to respond to these risks; and

3.6 General

- 3.6.1 The Committee shall annually consider and approve the dates for the Company's Board and Board Committee meetings.