

# SASOL LIMITED

## REMUNERATION COMMITTEE

### TERMS OF REFERENCE

#### 1. PURPOSE AND OBJECTIVE

The Remuneration Committee (the Committee) is a committee of the Sasol Limited Board of Directors (the Board) and is responsible for assisting the Board in discharging its duties relating to fair, responsible and transparent remuneration for all levels in the Group, in a manner that supports the achievement of the Group's strategic objectives and promotes sustainable value creation within its economic, social, and environmental context.

The Committee acts as remuneration committee for Sasol Limited and its direct and indirect subsidiaries and joint ventures (the Group) in respect of which Sasol Limited has the right, or power, to fulfill the functions as Remuneration Committee in terms of prevailing regulatory requirements.

#### 2. CONSTITUTION AND ATTENDANCE

- 2.1 The Committee shall comprise at least three members. All members shall be independent non-executive directors appointed by the Board.
- 2.2 The Chairman of the Board may not be a member or Chairman of the Committee, but may attend any meetings by invitation.
- 2.3 The Committee shall invite the Chairman of the Board and the Chief Executive Officer to attend meetings as appropriate.
- 2.4 No person attending a Committee meeting shall participate in any discussion or decision in respect of their own remuneration.
- 2.5 The Committee shall appoint the Committee Secretary.

#### 3. MANDATE

In accordance with delegated authority, the Committee shall:

##### 3.1 Remuneration framework and policies

- 3.1.1 approve the Group's remuneration policy and its annual implementation, ensuring that the annual remuneration report, included in the annual Integrated Report, is

aligned with legislative and regulatory requirements, and provides sufficient level of disclosure as required in terms of the King V<sup>1</sup>;

- 3.1.2 as part of the Group's remuneration policy, approve:
  - 3.1.2.1 the principles governing the mix between guaranteed and variable components of remuneration for all levels of employees;
  - 3.1.2.2 the benchmarking methodologies adopted in the Group for the setting of base salaries and incentive target amounts; and
  - 3.1.2.3 the payment of a living wage for locations where Sasol has large operations, confirming that the Company pays at least a living wage in all countries of operation.
- 3.1.3 approve the non-executive director's remuneration policy;
- 3.1.4 approve a Malus and Clawback policy enabling the adjustment, forfeiture or recovery of variable remuneration in circumstances of material misstatement, misconduct, error, reputational harm or failure of risk management;
- 3.1.5 approve the Executive Recovery policy as required by the SEC<sup>2</sup>;
- 3.1.6 approve a Minimum Shareholding Requirement (MSR) policy;
- 3.1.7 approve Group material<sup>3</sup> human resources policies with an impact on remuneration;
- 3.1.8 approve retention schemes with or without corporate performance targets; and
- 3.1.9 review standard conditions of employment and employee benefits.

## **3.2 Incentive plans and performance measures**

- 3.2.1 in determining performance measures and remuneration outcomes, consider financial, operational, ESG and risk outcomes, and ensure that remuneration does not incentivise excessive or inappropriate risk-taking;
- 3.2.2 approve short- and long-term incentive plans including all bonus plans and related design principles, target setting and allocation principles, and where required, make recommendations to the Board for approval by the shareholders;
- 3.2.3 determine and approve performance criteria necessary to measure the performance of executive directors and prescribed officers, ensuring alignment between individual

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<sup>1</sup> King V Code on Corporate Governance for South Africa, 2025, copyright and trademarks of which are owned by the Institute of Directors in South Africa

<sup>2</sup> United States Securities and Exchange Commissions

<sup>3</sup> The Sasol Limited Board determines materiality

and group performance and reward outcomes to enable the approval of all awards to prescribed officers and in respect of executive directors and the company secretary, for recommendation to the Board for approval;

- 3.2.4 annually review the list of participants in the Sasol Retention plan as approved within the parameters of the Retention policy;
- 3.2.5 consider the distribution of annual rewards to Senior Vice Presidents confirming that there is no unfair discrimination in the Company's reward practices; and

### **3.3 Executive and director remuneration matters pertaining to all levels in the organisation**

- 3.3.1 Review and approve terms and conditions of service agreements of executive directors and prescribed officers;
- 3.3.2 approve all changes in total remuneration (including incentive outcomes) for prescribed officers and recommend changes in total remuneration for the company secretary and the executive directors to the Board for approval;
- 3.3.3 Approve the incentive pools made available for distribution to eligible employees in role categories below the Group Executive Committee;
- 3.3.4 Approve the annual salary increase mandates for employees in collective bargaining units and the annual salary increase budgets for employees not covered by collective bargaining units; and
- 3.3.5 recommend non-executive directors' remuneration to the Board for approval by shareholders, considering input from external remuneration specialists and management.

### **3.4 Governance, assurance and oversight**

- 3.4.1 obtain assurance in respect of the internal and disclosure controls over reporting on matters for which the Committee has responsibility; and
- 3.4.2 consider the health of in-house pension funds, provident funds, medical aid, and other similar schemes.

## **4. PRINCIPLES IN EXERCISING THE MANDATE**

The Committee will apply the following principles in exercising its mandate:

- 4.1 ensure that there is alignment between individual performance and rewards and the application of objective discretion as and when required disclosing the use of discretion in the annual remuneration report;

- 4.2 ongoing engagement with shareholders and other relevant stakeholders;
- 4.3 co-ordinate its activities with the Chairman of the Board and the CEO;
- 4.4 the broad framework and cost of executive remuneration should be a matter for the Board on advice of the Committee and in line with the remuneration policy approved by the Committee; and
- 4.5 liaise with the Board in relation to the preparation of the Committee's remuneration report and referral thereof to shareholders as may be required by the law or any applicable regulatory requirements.

## **5. REPORTING AND SHAREHOLDER ENGAGEMENT**

- 5.1 The Chairman (or in his/her absence, an alternative member) of the Committee shall attend the annual general meeting and answer questions concerning the remuneration of directors or any other questions that may arise from the Committee's remuneration report.
- 5.2 The Chairman of the Committee shall engage with shareholders and other relevant stakeholders as required, to obtain input or provide clarity on the remuneration policy and its implementation report. Where significant shareholder opposition is expressed to the remuneration policy or implementation report, the Committee shall ensure that appropriate engagement, response and disclosures are undertaken in accordance with applicable regulatory requirements and governance codes.

## **6. GENERAL**

When accessing professional advice, the Committee will ensure such external advisers meet the independence tests as stipulated in the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010.