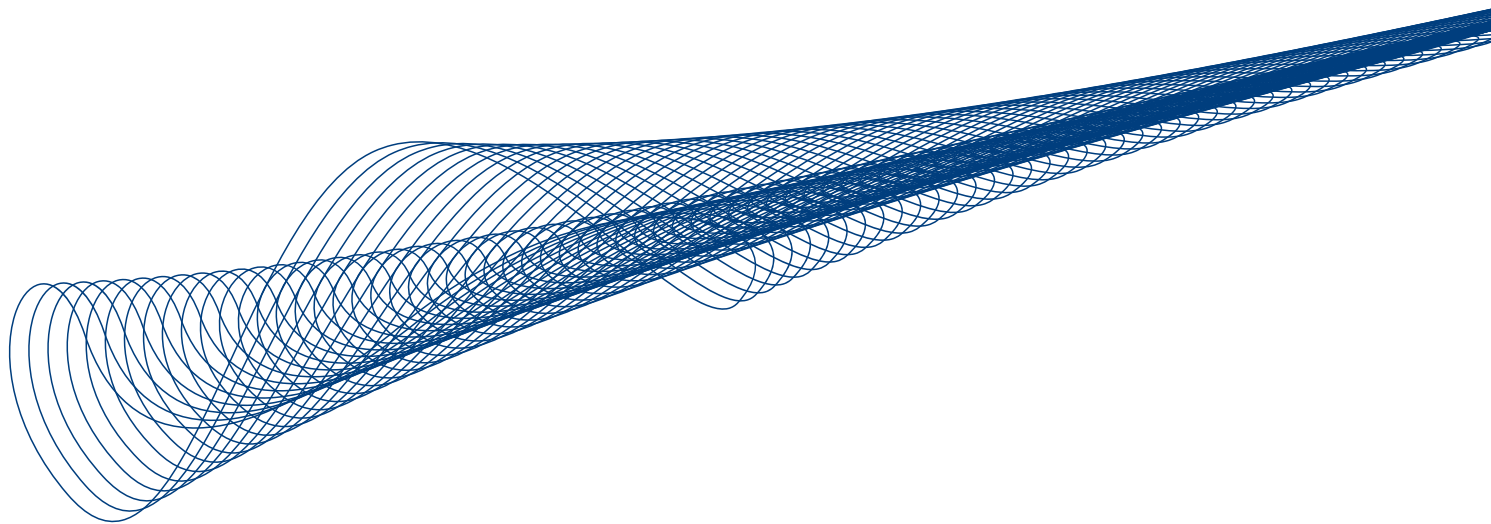


Remgro *Limited*



2014 SUSTAINABLE DEVELOPMENT REPORT

SUSTAINABLE DEVELOPMENT REPORT

“A prerequisite for survival is adaptability and a willingness to serve.”

(Dr Anton Rupert)

INTRODUCTION

Remgro’s current value system incorporates the guidelines drawn up by its founder, Dr Rupert, nearly 60 years ago for doing business successfully. These guidelines include the following:

- ▶ **Honesty** – because it lasts the longest
- ▶ **Correctness** – because it creates trust with friends and opponents
- ▶ **Courtesy** – which means dignity without pride and friendliness without subservience
- ▶ **Service** – in every respect to your client, your fellow-man, your country
- ▶ **Mutual support** – so that you push others up the ladder of success while climbing yourself, because if you pull others down, you will also fall
- ▶ **Trust** – the belief that all will work out well if everyone is doing their duty

Remgro believes that these values incorporate the spirit in which it strives to be a good corporate citizen. From the above it is evident that the three pillars of sustainable development, namely economic, social and environmental sustainability practices have always been part of Remgro’s core values.

Remgro is fully committed to managing its business in a sustainable way and upholding the highest standards of ethics and corporate governance practices. While corporate governance, risk management and IT governance are addressed in the Corporate Governance and Risk Management Reports, the Sustainable Development Report provides a better understanding of Remgro’s efforts on the social and environmental front in order to achieve its key objectives of maximising value creation over the short, medium and long term, whilst doing business ethically. Refer to the table below for the external recognition and achievements during the reporting period in this regard.

SUSTAINABILITY HIGHLIGHTS



COMBINED ASSURANCE

Assurance output	Business processes assured	Provider
Independent external auditor's report	Financial reporting	PricewaterhouseCoopers Inc.
Internal audit reports	Risk-based selection of audit areas	Remgro Risk and Internal audit
Internal risk management	All key business risk areas	Internal management reviews, assisted by Remgro Risk and Internal audit
BBBEE level 5 contributor verification	Broad-based black economic empowerment	Empowerdex
External calculation of carbon footprint	Carbon footprint calculation	Carbon Calculated, assisted by an independent consultant

EXTERNAL ASSURANCE

We acknowledge the increasing requirements from investors and regulatory and other guidelines, such as King III and the integrated reporting guidelines, for the external assurance of selected non-financial information. We further acknowledge our accountability to our stakeholders to present information that is relevant, accurate and reliable. In this regard it should be noted that Remgro follows a combined assurance model, incorporating management, internal audit and external assurance (e.g. BBBEE scorecard verification, Carbon Disclosure Project (CDP) verification), as illustrated in the table above. We believe that these assurance methods provide the necessary assurance over the quality and reliability of the information presented. The different options and levels of external assurance available are continuously being reassessed to determine the way forward on external assurance.

MANAGEMENT APPROACH TO SUSTAINABILITY

Remgro's Board is ultimately accountable for the performance of the Company, appreciating that strategy, risk, performance and sustainability are inseparable. In this regard the Board has delegated the general oversight and reporting of sustainability to the Audit and Risk Committee, assisted by the Social and Ethics Committee. The role and function of this committee is dealt with in more detail in the Corporate Governance Report and the Social and Ethics Committee Report on pages 65 and 78 of the Integrated Annual Report respectively.

ETHICS AND COMPLIANCE

Ethics

The Board believes that ethical behaviour stems from appropriate value systems inherent to the people in the Company's employ as directed and supported by visual ethical leadership and a values-driven corporate culture. Leadership based on ethical foundations results in a culture of ethical and moral behaviour and compliance with laws, rules, codes and standards. The Board therefore retains the

responsibility to establish and maintain a culture of honesty, transparency, fairness, responsibility and accountability in order to position the Company as an investment partner of choice. This is underscored by ethical leadership as ethics cannot be regulated but stems from personal conviction.

In this regard the Company has adopted a Code of Ethics (the code) that provides a framework of ethical practices and business conduct that are applicable to all directors and employees. The code is available to all employees on Remgro's in-house intranet and a copy is provided to all new employees. The code as well as a formal Gifts Policy also provides strict policies regarding gifts, invitations or favours received from suppliers or any other party. The offering of favours to gain unfair commercial advantages is also strictly prohibited.

The Audit and Risk Committee monitors compliance with the code and addresses instances of fraud or irregularities. During the reporting period there were no incidents of fraud or irregularities.

The Company has implemented an **Ethics line** to enable any employee or other stakeholder to report knowledge of perceived and alleged irregular or unethical behaviour in a confidential and controlled environment. The Ethics line is managed by an independent third party and is available on a 24-hour basis. During the year under review no calls were received through the Ethics line which related to alleged governance breaches or ethical anomalies at Remgro. Where calls are received which relate to alleged irregularities at investee companies, such calls are directed to the appropriate governance structures at the respective investee companies via the Remgro representatives serving on the boards of these companies.

Remgro Ethics Hotline 0800 86 4726
or email ethicsline@kpmg.co.za

Competition

The Group supports and adheres to the relevant competition and anti-trust laws applicable in the various jurisdictions in which the Group operates. During the year no enquiries regarding anti-competitive, anti-trust or similar conduct were received which resulted in fines being levied.

Compliance

During the year under review there were no incidents of material non-compliance with any laws, regulations, accepted standards or codes, and no significant fines were imposed either.

STAKEHOLDER RELATIONS

Our relationship with all our stakeholders is based on the following values that are entrenched and supported by Remgro’s Code of Ethics:

- ▶ **Responsibility**, for the assets and actions of the Company
- ▶ **Accountability**, for justifying its decisions and actions to shareholders and other stakeholders
- ▶ **Fairness**, in considering the legitimate interest of stakeholders
- ▶ **Transparency**, in disclosing information in a manner that enables stakeholders to make informed decisions about the Company’s performance and sustainability

Remgro’s Board is the ultimate custodian of its corporate reputation and stakeholder relationships. In this regard a formal Stakeholder Policy sets out the approach and strategy of Remgro with respect to stakeholder engagements, ensuring that a stakeholder-inclusive approach to corporate governance is followed.

Remgro utilises a wide variety of communication methods to ensure that its communication with stakeholders is clear and understandable, as well as transparent, balanced and truthful, and sets out all relevant facts, whether positive or negative. Care is taken to ensure that engagement with stakeholders is, where appropriate, not just one-way communication but constructive, partnership-based engagement. This ensures that all legitimate stakeholder expectations are identified and addressed as far as possible.

Remgro, like other organisations, has many economic impacts on our stakeholders through, amongst other things, the generation and distribution of value, the creation of employment opportunities, remunerating our employees fairly and competitively, and our corporate social investment. We continuously manage these and engage with our stakeholders on matters relevant to them, as reported elsewhere in this report.



Shareholders and the investment community

Remgro's primary objective is to maximise value creation and sustainable growth and in this regard particular care is taken to ensure that all shareholders, or classes of shareholders, are treated equitably. Special care is taken to protect minority shareholders from actions by or in the interest of the principal shareholder that may be to their detriment. In this regard a Lead Independent Director was reappointed during the year under review to act as chairman during meetings in situations where the independence of the existing Chairman may be potentially conflicted.

Communication with investors is based on the principles of timely, balanced, clear and transparent information. In this regard the investment community has access to the same information as Remgro shareholders. Firm protocols are in place to control the nature, extent and frequency of communication with investors. Shareholders and the investment community are encouraged to attend Remgro's general meetings where topical matters are discussed openly. Further interactions with institutional investors take place twice a year at the dial-in interim and final results presentations, where questions can be directed to the CEO and CFO. The investment community is also welcome to contact senior management directly.

The most recent and historic financial and other information is published on the Company's website at www.remgro.com.

Employees

In order for Remgro to be able to achieve its main objectives it is essential to attract and retain employees of the highest calibre. Our employees are treated fairly and remunerated competitively and Remgro strives to afford all staff the opportunity to realise their full potential. During corporate actions special care is taken to ensure that employees belonging to the Remgro Equity Settled Share Appreciation Right Scheme are not treated more favourably than ordinary shareholders.

As Remgro is an investment holding company with a small staff complement at head office level, communication with employees is kept informal and is conducted through a variety of media, including email updates, the in-house intranet, Remgro website, information sessions and notice boards. Care is taken that all communication with shareholders is also communicated to employees.

Investee companies and other shareholders of such investee companies

Remgro's performance is directly linked to the performance of the underlying investee companies and accordingly communication with those entities and co-shareholders is regarded as very important. Relationships with investee companies are managed principally through board representation, with Remgro directors or senior management acting as non-executive directors on the investee companies' boards. These representatives interact with the directors and senior management of investee companies at investee companies' board meetings and, as and when necessary, representatives of investee companies are encouraged to arrange to meet with Remgro senior management to discuss their business. All dealings with co-shareholders in the investee companies are done fairly in terms of the underlying shareholders' agreements and Remgro strives to add value to these investments.

Community

Corporate citizenship, the commitment of a business to contribute to sustainable economic development, endorses the principle that no business exists in isolation but undeniably forms an integral part of the environment in which it operates.

In its relationship with the community Remgro strives to be a value partner and in this regard its involvement in the community focuses on eradicating the effects of poverty and investing in young people from disadvantaged communities in the belief that such an investment will provide sound dividends far into the future. Remgro's corporate social investment initiatives and donations are discussed in more detail on pages 8 to 12.

Suppliers and service providers

Remgro believes in building long-term partnerships with service providers through establishing a relationship of mutual trust and respect. Various criteria play a role in selecting suitable service providers, such as compliance to quality standards (if applicable), the stability and proven track record of the organisation and available support network.

As Remgro is an investment holding company its cost structure is constantly measured against that of unit trusts to ensure that its shareholders are not prejudiced. As part of managing corporate costs good relationships are maintained with suppliers and service providers.

SUSTAINABLE DEVELOPMENT REPORT

South African government and regulatory bodies

An open and honest relationship is maintained with the government and relevant regulatory bodies. In this regard communication is on an ad hoc basis as and when the need arises and usually in the form of formal meetings. Regulatory bodies like National Treasury, the South African Reserve Bank (SARB) and the JSE Limited are kept up to date regarding corporate actions in accordance with all applicable laws and regulations. Annual meetings are held with the SARB in order to keep them up to date regarding Remgro's offshore activities.

BROAD-BASED BLACK ECONOMIC EMPOWERMENT (BBBEE)

Introduction

The Board believes that BBBEE is a social, political and economic imperative and it supports and encourages the Company's subsidiaries, associates and joint venture initiatives in this regard. To the extent that Remgro's subsidiaries, joint ventures and associates implemented BBBEE, Remgro's shareholders effectively participate in BBBEE initiatives and the associated costs and benefits thereof.

Remgro measures its BBBEE status against the generic scorecard criteria set by the Department of Trade and Industry. In terms of the latest assessment of Remgro's BBBEE status performed during August 2014, Remgro obtained a score of 58.25, thereby retaining its level 5 contributor status. The details of the assessment are fully set out in Figure 1.

It should be noted that the assessment includes the BBBEE initiatives of Remgro's independent operating subsidiaries, RCL Foods (including Foodcorp and TSB Sugar) and Wispeco.

Equity ownership

Verification of BBBEE ownership is governed by the Codes of Good Practice on BBBEE (the Code) which were gazetted on 9 February 2007 in terms of Section 9(1) of the Broad-Based Black Economic Empowerment Act (No. 53 of 2003). The methodology followed for the verification and certification of Remgro's contributions to BBBEE ownership was taken from the provisions of Code Series 100, Statement 102 – Recognition of Sale of Assets.

It should be noted that, in addition to the above, there is also black ownership included in the shareholdings in Remgro held by institutional investors (refer to page 120 of the Integrated Annual Report where Remgro's major shareholders are disclosed). Due to the fact that the records of the ultimate beneficiaries of these shareholdings are not readily available by race and gender, it was not quantified.

Although Remgro's BBBEE score includes the initiatives of RCL Foods and Wispeco, the discussion below regarding the other elements of the generic scorecard criteria only relate to the activities at Remgro's head office in Stellenbosch. For more detail regarding the BBBEE initiatives at investee company level, refer to the section "BBBEE at investee companies" on the next page.

Figure 1

BBBEE SCORECARD

Element	Indicator	Weighting	Score
Equity ownership	Percentage share of economic benefits	20	9.46
Management control	Percentage black persons in executive management and/or executive board committees	10	3.11
Employment equity	Weighted employment equity analyses	15	3.71
Skills development	Skills development expenditure as a proportion of total payroll	15	6.44
Preferential procurement	Procurement from black-owned and empowered enterprises as a proportion of total assets	20	15.53
Enterprise development	Average value of enterprise development contribution as a percentage of the target of 3% of net profit after tax	15	15.00
Socio-economic development	Corporate social investment for the benefit of black persons	5	5.00
Total score		100	58.25

Management control

The composition of Remgro's Board is structured in such a way as to ensure that the collective skills and experience of directors are suitable to carry out its responsibilities and to achieve the Company's objectives. The Board has transformed quite considerably during the past couple of years, with four of the ten non-executive directors (40%) being black. On Management Board level, one of the five members is also black.

Employment equity

Employment equity represents Remgro's most significant transformation challenge. An annual labour plan is submitted to the Department of Labour where Remgro's transformation objectives are set out in detail. Although efforts are focused on improving the Company's black representation at management level, low staff turnover and limited organic growth remain limiting factors. More detail regarding employment equity is presented on page 7.

Remgro's summarised employment equity report as at 31 August 2013 is presented in Figure 2 and sets out the distribution by race of permanent employees per occupation level.

Skills development

Remgro complies with the requirements of the Skills Development Act in terms of which a fixed percentage of its payroll is paid as a training levy to the South African

Revenue Service. An annual report concerning all the training which has taken place in the Company is also submitted to the relevant SETA.

Preferential procurement

As Remgro is not an operating company it has a small procurement function and its procurement profile is characterised by a high service component as opposed to materials purchased. Remgro purchases more than half of its goods and services from BBBEE accredited vendors. The improvement of the preferential procurement score remains a focus area for Remgro.

Enterprise and socio-economic development

A considerable amount of time and resources are spent internally on business development and corporate social investment (CSI) initiatives. Further details regarding the Company's CSI initiatives are provided on page 8.

BBBEE at investee companies

Remgro monitors and contributes to its investees' BBBEE performance through its board representation and participation and facilitation of corporate actions in these investee companies. The BBBEE status of Remgro's investee companies is presented in the "Investment reviews" section on page 34 of the Integrated Annual Report.

Further details regarding the BBBEE status of Remgro's operating subsidiaries are provided in the section dealing with "Sustainability at operating subsidiaries" on page 12.

Figure 2

SUMMARISED EMPLOYMENT EQUITY REPORT (as at 31 August 2013)

Occupational levels	Male				Female				Foreign nationals		Total
	A	C	I	W	A	C	I	W	Male	Female	
Top management	0	1	0	5	0	0	0	0	0	0	6
Senior management	1	0	0	13	0	0	0	3	0	0	17
Professionally qualified and experienced specialists and mid-management	0	1	2	20	0	0	0	8	0	0	31
Skilled technical and academically qualified workers, junior management, supervisors, foremen, and superintendents	4	5	1	10	1	8	0	33	0	0	62
Semi-skilled and discretionary decision-making	18	26	0	1	7	9	0	0	0	0	61
Unskilled and defined decision-making	0	0	0	0	0	0	0	0	0	0	0
Total permanent	23	33	3	49	8	17	0	44	0	0	177
Temporary employees	0	1	0	0	0	0	0	0	0	0	1
Grand total	23	34	3	49	8	17	0	44	0	0	178

OUR PEOPLE

Employee composition

Remgro believes that the quality of its staff represents an important sustainable advantage. Being an investment holding company, it has a relatively small staff complement, with only 173 people being employed as at 30 June 2014 (2013: 175 employees). Refer to Figure 3 where more detail regarding the composition of our employees by race, gender and age is illustrated.

For the year under review Remgro’s employee turnover rate was 9.8%, compared to 8.0% for the comparative year to 30 June 2013. The turnover rates were calculated by using the total number of employees at year-end. By only taking into account resignations (thus avoidable employee turnover), the above numbers reduce to 4.0% for 2014 (2013: 2.9%).

Recruitment and selection policy

In order to ensure that Remgro remains an investment partner of choice it is imperative to attract, select and retain employees of the highest calibre. In this regard the Company will at all times endeavour to appoint the best candidate in a position. Remgro believes that all persons are entitled to equal employment opportunities and accordingly no unfair discrimination against employees or applicants based on gender, race, religion or any other factor is allowed.

Employment equity

Remgro endorses the principles of the Employment Equity Act, and in this regard its employment equity policy

strives to offer equal opportunities to all employees and aims at identifying suitable individuals and developing and compensating them in line with their performance, dedication and loyalty. Special attention is given to those groups which, because of historic reasons, may be in a disadvantaged position.

Employee remuneration

Our objective is to reward our employees fairly and competitively, according to their capabilities, skills, responsibilities and performance levels. The level of salaries we pay is one of a number of elements in our strategy to retain, motivate and, where necessary, recruit high-quality people. In addition, Remgro also offers its staff a stimulating working environment. Remgro has a formal Remuneration Policy that sets out the remuneration approach for directors and members of the Management Board. Refer to the Remuneration Report on page 89 of the Integrated Annual Report where Remgro’s remuneration approach is set out in detail.

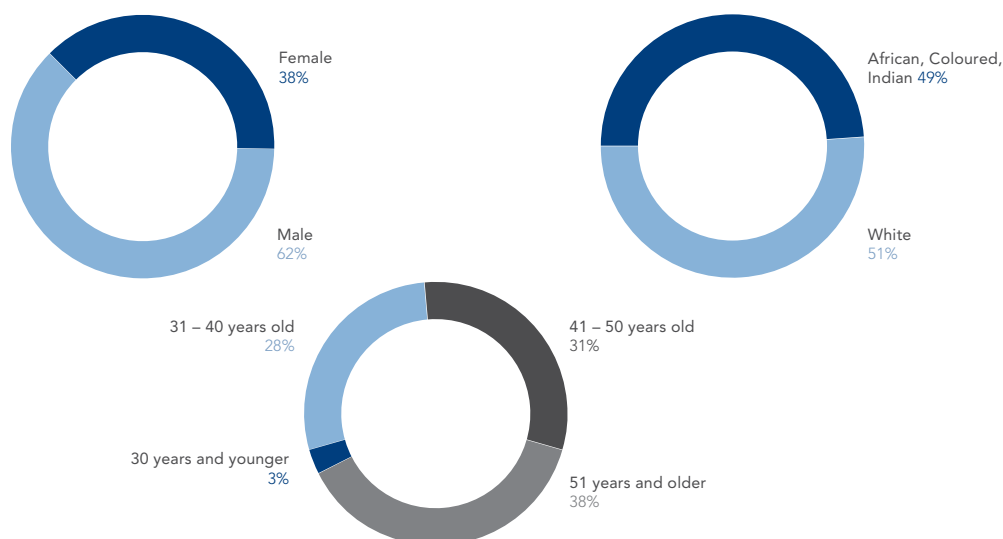
Remgro offers retirement benefits to its employees in the form of a defined-benefit (closed fund) and a defined-contribution fund that are administered independently of the finances of the Company. In addition employees are also offered medical insurance and study assistance.

Training and skills development

The main purpose of training is to equip employees in such a way that they can realise their full potential to benefit the Company and themselves. Due to the specialised nature of Remgro’s workforce resulting from it being an investment holding company, no prescribed training programmes are

Figure 3

COMPOSITION OF EMPLOYEES (as at 30 June 2014)



promoted. Individuals are, however, encouraged to attend training programmes which will better equip them to do their jobs. During the past few years numerous workshops and training sessions on King III, the Companies Act and the Competition Act were held to ensure that its directors and management are equipped to implement and practise sound corporate governance at all levels where they are involved.

Health and safety

The Company has a duly constituted Health and Safety Committee, as required by the Occupational Health and Safety Act. The committee is a subcommittee of the Risk and IT Governance Committee and ensures that the Company provides and maintains a safe and healthy risk-free environment for staff and visitors by identifying risks and ensuring that controls designed to mitigate these risks are effective and complied with.

HIV/Aids

From an investment holding company perspective, the risk of HIV/Aids comprises two elements:

Group risk

Given the potential impact of HIV/Aids on the markets, on human capital, cost of employment and on the operational processes of the various businesses invested in, this risk is managed within the governance structures of the various investee companies. The progress of these policies and strategies is monitored against best practice standards. More information regarding the management of HIV/Aids by Remgro's operating subsidiaries is provided on page 12 of the report.

Company risk

Remgro has a formal HIV/Aids Policy and is committed to actively manage the pandemic, and the business risks associated with it. The policy makes provision, inter alia, for the following:

- ▶ Compliance with all legal requirements as far as HIV/Aids is concerned
- ▶ No discrimination against employees or potential employees based on their HIV status
- ▶ Strict confidentiality of information on the HIV status of employees
- ▶ General measures to prevent accidental infection

Remedi Medical Aid Scheme, of which most of Remgro's staff are members, has a management plan for HIV/Aids in which employees can choose to participate.

INVESTING IN THE COMMUNITY

Remgro's corporate social investment initiatives and donations programme covers a broad spectrum of society and can be summarised as follows:

- ▶ Community development
- ▶ Cultural development
- ▶ Entrepreneurship, training and education
- ▶ Environment
- ▶ Healthcare
- ▶ Sport development

Remgro aims to maintain a corporate social investment (CSI) spend of approximately 2.5% of its net free cash flow annually. In this regard an official donations committee meets regularly to consider and approve grants to institutions in need. Donations to qualifying institutions are made on an annual basis for a specific period and, although such contributions cover a wide range, there are two noticeable exceptions: political parties and religious institutions. Remgro respects its employees' choice to participate in these institutions, but does not exercise a choice itself.

During the year under review Remgro's CSI spending amounted to R23 million (2013: R14 million), as set out in the table below.

	Year 30 June 2014 R million	Year 30 June 2013 R million
Summary of CSI spend		
Community development	8	4
Cultural development	3	2
Entrepreneurship, training and education	9	4
Environment	1	2
Healthcare	1	1
Sport development	1	1
	23	14

During the year under review the most notable initiatives that Remgro has been involved in, were the following:

Community development

Strengthen our Society (SOS) – was founded by Remgro, together with the Greater Stellenbosch Development Trust, to broaden the scope of a selected group of 24 charitable organisations in the region. Most community institutions are not lacking leadership or enthusiasm, but they are often hamstrung by a lack of structural capacity which prevents them from breaking through and realising their full potential.

The SOS initiative aims to bridge the gap between interested business enterprises and charitable organisations and endeavours to assist beneficiaries with funding, governance, expert advice, human relations, systems, management and legal matters. During the past year good progress has been made in all these categories. A very positive outcome of the SOS programme is the sense of belonging and of being valued experienced by participants.

The SOS project completed its second year during May 2014 and therefore an independent post-assessment was conducted to evaluate the successes and challenges of the initiative in its second cycle.

To date, the following key quantitative success indicators were identified:

- ▶ A total of 1 580 actual training hours for all the organisations combined.
- ▶ Altogether 201 hours of Remgro employee volunteering.
- ▶ Each organisation received, on average, 88 hours of training.

Ikamva Labantu – this broad-based community organisation caters for the needs of destitute people in the poverty-stricken townships of Cape Town. It has a holistic approach to the development of impoverished communities and focuses especially on orphans and vulnerable children, early childhood development and the needs of senior citizens, health and wellness. Over the past 14 years, Ikamva's partnership with Remgro has had a substantial impact on vulnerable communities by providing them with services, development and hope. By funding Ikamva's support structure, Remgro has helped to strengthen the engine behind many of this organisation's initiatives and projects.

Stellenbosch Community Development Programme (SCDP) – this initiative is based in Kayamandi, a township on the outskirts of Stellenbosch, where the majority of residents live in informal settlements and in dire poverty. SCDP's main focus is to eradicate all forms of malnutrition and, in so doing, alleviate poverty amongst beneficiaries.

Food is provided to some 2 000 high-school, primary and pre-school children, while approximately 100 unemployed parents are involved in a sustainable livelihood programme.

Stellenbosch Feeding in Action – a recent survey has indicated that 28% of the local population does not enjoy food security. Feeding in Action addresses this need by providing 8 500 meals and 1 000 food parcels per week to 4 000 needy people at 30 feeding points. Assistance is also given to 25 other organisations such as Youth Outreach, the Haven, various crèches and schools. An additional focus of Feeding in Action is to participate in community projects aimed at youth upliftment and to reach out to terminal patients (HIV/Aids and TB) by visiting clinics and inviting patients to existing feeding points. Furthermore, approximately 3 000 supportive meals are distributed per month. Stellenbosch disaster management is supported in times of crisis.

Child Welfare South Africa (Stellenbosch) – protects, safeguards and promotes the interest of children and their families. The social needs of individuals and families are addressed through the rendering of professional social work services. People from communities are empowered through capacity building programmes and developmental projects.

Cultural development

Field Band Foundation (FBF) – has 40 bands across the country and reaches some 4 800 young people between the ages of seven and 21. It creates life-inspiring opportunities for the youth through the disciplines and creativity of music and movement. Coming from poor backgrounds they learn not only music and movement, but also confidence and social skills, culminating in leadership training that will carry them forth into adult life.

The Cape Whaler Field Band, sponsored by Remgro, operates in one of the most stable regions in the FBF and continues to enjoy the support of several schools in Stellenbosch and Macassar that serve as rehearsal venues for the band.

Entrepreneurship, training and education

TSiBA – founded in 2004 with the vision to ignite opportunity, this unique private business school gives people who cannot access higher education a head start in life. This is done by providing emerging leaders an opportunity to study high-quality, accredited academic courses which are focused on developing entrepreneurship and leadership. TSiBA integrates personal development with business learning and provides a wide variety of experiential learning opportunities through coordinated internships, mentorship, leadership, entrepreneurship and career management programmes, which are core to the degree offering.

Shalamuka Foundation – was established in 2006 to raise long-term funding, inter alia through its participation in BEE transactions, for the highly regarded Penreach Programme, a non-profitmaking, holistic school development initiative. The foundation aims at improving the skills of teachers and the quality of education in schools in Mpumalanga and surrounding areas. Some 2 400 teachers and 400 000 learners from 900 schools per annum reap the benefits of this initiative – the largest school-based education outreach in Africa. At least 91% of direct overall beneficiaries (teachers) are women.

SciMathUS – since its inception 13 years ago, more than 700 students successfully completed this bridging programme of the Stellenbosch University of whom almost 70% were registered for undergraduate studies at Stellenbosch and other institutions of higher education. The programme's main aim is to assist talented black students from disadvantaged communities to gain access to mainstream higher education and to further their studies in physical and applied sciences, engineering, medical and health services, economic and management sciences.

Columba Leadership – offers leadership academies at schools to develop responsible leadership amongst the South African youth, thereby producing socially and environmentally conscious and active citizens who lead through service. It activates the potential of young people to drive positive social change by eliciting their self-belief and giving them a framework of values.

Bergzicht Training Centre – founded in 1992 in response to the pressing need for training of unskilled and unemployed people in the Western Cape, this Stellenbosch-based centre provides education through condensed and comprehensive courses in job-related skills such as home management, educare, frailcare and catercare. It also has an in-house placement bureau to support students after the completion of their courses to find permanent employment or to create their own job opportunities.

ORT-Tech – during the past year, the Remgro-ORT SEED project, which aims to improve the numeracy and literacy results of Gr. 6 learners in twelve schools in the Stellenbosch district, has continued to focus on teacher development in mathematics. Moderate successes were achieved, as evidenced by the increase in pass percentages in most of the schools involved in the programme.

Of great concern, however, is the low level of literacy in schools. Despite an increase in the availability of reading/library books, learners' poor reading levels remain a critical deficiency. This is a pervasive problem which hinders learning in all subjects, including mathematics.

ORT is now addressing this problem by introducing an after-school reading programme for Gr. 3 and Gr. 6 learners at project schools.

Thuthuka Bursary Fund – the main focus of this fund is to grow the number of chartered accountants (CAs) in the country; to promote the CA brand as a premier career; to transform the demographics of the profession to match the country's demographic profile and to place and support about 400 African and Coloured scholars per annum at selected SAICA (South African Institute for Chartered Accountants)-accredited universities. Through this transformation and skills development initiative, Thuthuka will endeavour to strengthen the country's economy.

Helpmekaar Bursary Fund – for more than 90 years this fund has been involved in providing Afrikaans-speaking students of all races with the means to further their studies at institutions of higher education. In many cases financial support has a loan and a bursary component and, after the completion of their studies, students are afforded a generous period to reimburse their loans. The fund, one of only a few institutions which cater for the full financial needs of students, is driven by the belief that an investment in the talents and ability of our youth is the most effective way to influence the future positively and to ensure that the opportunities created by training will help to sustain the country's economic growth.

The Click Foundation – aims to innovate and test non-conventional, technology-based solutions that have the potential of scale and to meaningfully impact education for individuals. Through the Reading Eggs literacy programme learners are assisted to achieve English literacy proficiency at an age appropriate level.

The Mandela Rhodes Foundation – a Mandela Rhodes Scholarship is much more than a bursary. It constitutes a unique leadership development opportunity on the African continent. Though the costs of scholars are generously covered during their period of study, of equal importance is the leadership development component attached to the scholarship programme. After a rigorous nomination and selection process, young Africans who show academic prowess as well as broader leadership potential are elected to the Mandela Rhodes Scholarship programme. They are given the opportunity to complete a postgraduate degree at Honours or Masters level, while simultaneously participating in a customised leadership programme devised for each participant under the leadership of the scholarships manager. This includes attending three special leadership development workshops per year.

SA College for Tourism – each year this College accommodates 90 young women from disadvantaged backgrounds in a year-long course that focuses exclusively on developing hospitality service skills. Thus equipped, they are able to return to their countries of origin to seek employment in the tourism industry. To date, 708 young women have graduated at the College. During the past four years, the College's Tracker Academy has also trained 15 trackers per year.

Schools Project – as part of the corporate social investment initiative, the Company funds a support programme for schools with challenging educational circumstances in the Stellenbosch region, which forms part of the Cape Wine-lands Education District. Taken into account the numerous complexities in the education sphere, it endeavours to make a holistic, integrated and sustainable contribution.

As part of the above initiative, a Stellenbosch Schools Broadband Initiative (SSBI) has been started by Remgro to roll out broadband to all the schools in the Stellenbosch municipal area. The aim of the initiative is to act as a catalyst in closing the digital divide that exists in the Stellenbosch area. Each school learner in the area should have an equal opportunity to be exposed to the new digital era we are entering. During the year, 16 of the approximately 40 schools have been connected to the network. The service is superior to the existing commercial offerings and creates an environment conducive to learning and experimenting. The feedback from the schools are extremely positive. During the new financial year further roll-out will take place, with the focus on rural schools.

Environment

Peace Parks Foundation (PPF) – PPF was founded by the late Dr Anton Rupert, the late Prince Bernhard of the Netherlands, and the late former president, Mr Nelson Mandela, with the visionary idea of supporting countries in the Southern African Development Community (SADC) to jointly manage their natural resources to increase socio-economic development opportunities through tourism. At the time they could hardly have foreseen that 17 years later the SADC region's peace parks, or transfrontier conservation areas (TFCAs), would encompass over a million square kilometres of conservation estate. Southern Africa's competitive advantage in ecotourism is its wildlife, with a very large number of livelihoods depending on the industry. During the past year, there has been a marked increase in wildlife crime (especially the slaughtering of high-value species such as elephant and rhino) to a level where it is threatening the continued existence of the region's TFCAs.

WWF South Africa (WWF-SA) – during the past 46 years, WWF-SA has played a key role in conserving our precious natural resources and in finding solutions for environmental issues of national and international importance. However, the challenges have rather increased than diminished and at present South Africa's natural resources are under threat as never before. Climate change, irresponsible mining and fisheries practices and rhino poaching are just some of the issues WWF-SA is grappling with. Ultimately, conservation is about people and about changing people's behaviour. WWF-SA exists to ensure a future in which people live in harmony with nature.

Healthcare

Wits Donald Gordon Medical Centre (WDGMC) – Remgro committed itself in 2004 to support the first private academic hospital in South Africa for a period of ten years. WDGMC was established to create a facility in the private sector for the training of top specialists in an attempt to retain their skills to the benefit of the healthcare sector in South Africa. A gladdening aspect of the Centre's programme is that a large portion of the doctors who completed their training over the years have chosen to stay on and set up practices there rather than exploiting opportunities elsewhere or overseas.

Organ Donor Foundation of SA – for the past 26 years the Foundation has played a critical role in obtaining life-sustaining organs for those in need of a transplant. For recipients the availability of organs is often a matter of life or death. During the past year, Remgro again made a contribution to this admirable cause by sponsoring a number of flights for the transportation of organs. A special word of thanks must go to the staff of the aviation company Falconair for their wonderful support in this regard.

Sport development

SA Golf Development Board (SAGDB) – since 1999 the SAGDB has grown a network of coaches and officials who work across the country to develop the game in the cities and the most remote areas. SAGDB has 1 704 active players in the programme, with 29 coaches coaching the players across the country. Coaching sessions are conducted on a weekly basis. In addition to its annual contribution, Remgro also sponsors a monthly tournament in the Boland region. These tournaments give many players the opportunity to play competitively, while managers and coaches are assisted in identifying the best talent on offer.

Endurocad SA Endurance Academy – offers a complete solution for elite endurance athletes by specialising in the field of endurance, offering specialist and professional coaching to endurance athletes. The programme offers a complete sport management solution, including race management, contract sourcing and negotiations, brand and enterprise development, marketing and reputation management, life skills development and other support services.

SUSTAINABILITY AT OPERATING SUBSIDIARIES

Remgro's two operating subsidiaries, namely RCL Foods and Wispeco, are operated and managed on a decentralised basis as independent entities with autonomous boards of directors. Only summarised "non-financial" disclosure relating to their governance structures, as well as social and environmental performance is provided in this report, while their financial performance is discussed in more detail in the "Investment reviews" section on pages 38 and 50 of the Integrated Annual Report.



RCL Foods

Introduction

RCL Foods is listed on the JSE Limited under the "Consumer Goods – Food Producers" sector, with the share code "RCL".

Previously RCL Foods had three operating subsidiaries, i.e. Rainbow Farms, Vector Logistics and Foodcorp. Effective 1 January 2014 RCL Foods acquired TSB Sugar RSA Proprietary Limited (TSB) from Remgro. TSB is a leading South African producer of sugar and value-added products and the products are primarily sold under the well-established *Selati* brand. By-products of the sugar manufacturing process like bagasse and molasses are used in the production process of *Molatek*, TSB's animal feed operation. The reporting regarding sustainability that follows relates to all of RCL Foods' operations, unless otherwise indicated.

Rainbow Farms' business includes the breeding and rearing of its own poultry which it feeds from its own feed mills, as well as the processing and marketing of fresh, frozen, value-

added and further processed chicken. Vector Logistics is a specialist third-party logistics service provider for the frozen, chilled and ambient goods industry in Southern Africa providing integrated logistics services to the retail, wholesale and food service sectors, including services to Rainbow Farms. Rainbow Farms' and Vector's brands such as *Rainbow*, *Farmer Brown*, *Rainbow FoodSolutions*, *Epol*, *Cobb* and *Vector logisticsolutions* are well-known.

Foodcorp's brands are also well established and include names such as *Nola*, *Ouma*, *Yum Yum*, *Catmore*, *Dogmor*, *Bobtail*, *Mageu*, *Sunbake* and *Piemans*.

Governance, risk management and compliance

RCL Foods' board consists of nine non-executive (five of whom are independent) and two executive directors. It should be noted that the Chairman of the Board, Mr Jannie Durand, is not independent given his role as CEO of Remgro Limited, RCL Foods' major shareholder. In this regard RCL Foods has appointed Mr R V Smither as Lead Independent Director on 30 August 2011, to act as chairman during meetings in situations where the independence of the Chairman may be potentially conflicted.

As RCL Foods is a listed company it has to comply with the JSE Listings Requirements and King III. The Social and Ethics Committee reviews and monitors the company's performance on areas such as good corporate citizenship, consumer relations, employment equity and labour relations. RCL Foods' Risk Committee, which is a subcommittee of the board, is responsible for overseeing the adequacy and overall effectiveness of the group's risk management function and its implementation by management. It is assisted by an internal audit department that comprises a dedicated team of appropriately qualified and technically experienced personnel.

Key sustainability areas

Customers are becoming increasingly proactive with regard to issues such as health and safety, farming practices, animal welfare, product safety, and product labelling. RCL Foods addresses these issues in a variety of ways and below is an abbreviated extract from its Sustainability Report in this regard. Management Systems such as ISO, FSSC, OHSAS, NOSA and SANS have been implemented throughout RCL Foods in order to comply with quality requirements and regulations.

STAKEHOLDER CONCERNS

WHAT WE DO

Product quality and safety

Appointment of product inspectors and processing and engineering personnel to ensure safe products which comply with defined specifications

Labelling

Appointing SHEQ teams to verify processing, food safety, legal and quality compliance by conducting audits

Compliance with ISO 22000 and FSSC 22000

Farming practices (Rainbow)

Conforms to the regulations in Foodstuffs, Cosmetics and Disinfectant Act (No. 154 of 1972) and regulation R146

Supports the Consumer Goods Council of South Africa (CGCSA) and Global Standards (GS1) in listing of all products with GS1

Animal welfare (Rainbow)

Subscribes to the British Poultry Council's Assured Chicken Production Programme that sets the highest standards for the nutrition and welfare of poultry

Animal welfare audit by independent accredited auditors throughout agricultural discipline to verify compliance to animal welfare requirements

Bird housing (Rainbow)

Stock density of each house is determined by the floor space of the house and the equipment in the house

Feed

Access to farms regulated by strict bio-security measures

Feed raw materials are controlled by the Fertilizers, Farms Feeds, Agricultural Remedies and Stock Remedies Act (No. 36 of 1947)

Animal health and safety (Rainbow)

Flock treatment is controlled by the Medicines and Related Substances Control Act (No. 101 of 1965)

Regular SPCA inspections

Halaal status (Rainbow and Foodcorp)

Chickens are slaughtered by Halaal slaughterers and regular inspections from the South African Halaal Authority (SANHA) and from the Muslim Judicial Council (MJC).

At Foodcorp inspections from the MJC and Islamic Council of South Africa (ICSA) ensure that all practices are in accordance with Halaal standards at the following divisions:

- Piemans
- Speciality Foods
- Groceries
- Baking

Consumer insight

Marketing and Product Development teams ensure that RCL Foods develop and market competitive brands at competitive prices

People

RCL Foods is committed to creating an organisational culture in which all employees are able to perform to their full potential. As a result of the recent acquisition of TSB as well as Rainbow’s decision to convert some of its temporary/casual employees to permanent staff, RCL Foods’ number of full-time employees increased by 4 650 to 17 958 on 30 June 2014. Through constructive recognition agreements, RCL Foods has a significant bargaining unit, with 78% of its employees being within the bargaining unit, and for whom their recognised trade unions negotiate annually their salaries and conditions of employment. Due to the recent acquisitions of Foodcorp and TSB, RCL Foods is in the process of creating a revised Employment Equity five year plan leading to 2020. RCL Foods remains focused on pursuing the transformation imperative to create a diverse and inclusive workforce that is reflective of its customer base and the society in which it operates. The composition of RCL Foods’ workforce by race, gender and age is illustrated in Figure 4.

RCL Foods has a National Health and Safety Policy which commits all operations and facilities to the provision and maintenance of a working environment that is healthy

and safe. The company’s divisions have achieved the following “disabling incident frequency rate” (DIFR) in 2013:

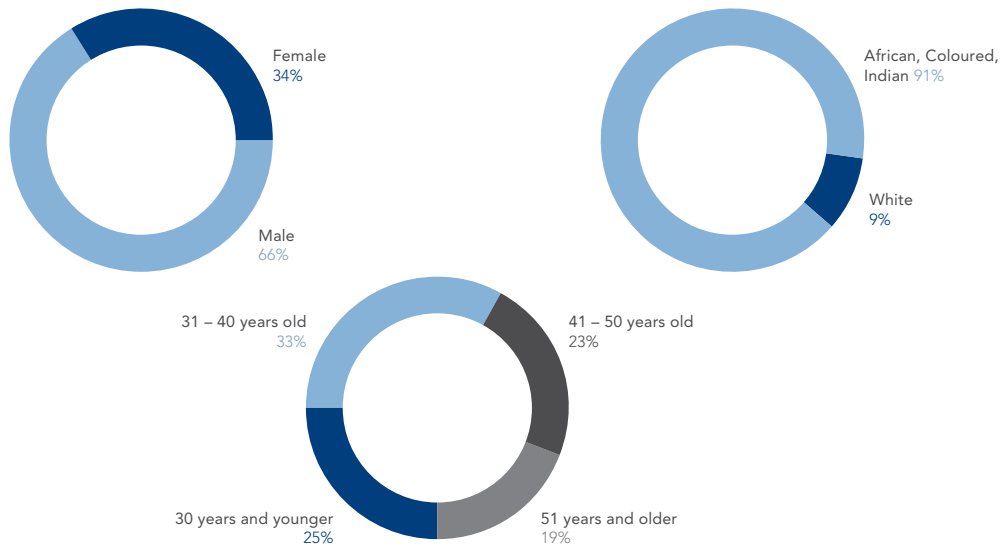
- ▶ Rainbow and Vector: 1.8 (2012: 1.7)
- ▶ Foodcorp: 2.1
- ▶ TSB: 1.2

The DIFR is an internationally accepted standard to measure safety performance and relates to the number of disabling incidents per 200 000 man-hours worked.

RCL Foods’ HIV/Aids policy guides the company in the management of HIV/Aids, placing emphasis on education and peer education, prevention and voluntary counselling and testing. The policy also ensures that there is no discrimination in the workplace and employees attending clinic services do so with full confidentiality. Rainbow also sponsors HIV/Aids awareness youth days annually to increase community awareness.

RCL Foods’ training expenditure for the year to June 2014 amounted to R23 million compared to R18 million for the year to June 2013.

Figure 4
COMPOSITION OF WORKFORCE (as at 30 June 2014)



BBBEE

RCL Foods' latest BBBEE verification process was based on the information for the year ended 30 June 2013 and included the results of Foodcorp for the first time. A level 5 contribution level, equating to an 80% procurement recognition level and a total of 55.86 points on the agriculture sector code, was achieved. RCL Foods firmly believes that successful transformation is critical to it remaining competitive and as such continually seeks to improve in areas such as management control, employment equity and preferential procurement.

Corporate social investment (CSI)

In terms of RCL Foods' CSI policy it has identified two focus areas where it believes it can make a significant/long-term sustained contribution to disadvantaged communities:

- ▶ Community development (e.g. education, as well as sports and recreational projects), and
- ▶ Food security

CSI expenditure for the year to June 2014 amounted to R11 million (TSB only included for six months) (2013: R4 million, excluding Foodcorp).

Environment

Refer to the "Environment" section on page 17 where the environmental practices of RCL Foods are also incorporated.

RCL Foods' complete Sustainability Report is available on its website at www.rclfoods.com.



Wispeco

Introduction

Wispeco is a wholly owned subsidiary of Remgro and has become one of South Africa's leading aluminium suppliers. Its main business is the manufacturing and distribution of extruded aluminium profiles used mainly in the building, engineering and durable goods sectors. Currently the company is the largest supplier of aluminium profiles to the architectural market and leads the way with development of architectural aluminium products to meet market needs.

Governance, risk management and compliance

Wispeco's board of directors currently consists of four directors of whom one is independent. The composition of the board does thus not comply with the independence requirements of King III. Remgro currently has two

representatives on Wispeco's board and as part of their duties they ensure that sound corporate governance and sustainability practices are followed through the adoption and implementation of Remgro's policies, processes and procedures. Wispeco's Social and Ethics Committee meets twice a year.

It should further be noted that the composition of Wispeco's Audit Committee also does not comply with the requirements of the Companies Act and that of King III. In this regard it acts as a subcommittee of the Remgro Audit and Risk Committee and reports to that committee by way of including its minutes of meetings in the agenda for information and ratification of its resolutions. Remgro's internal audit division is responsible for all internal audit work at Wispeco and in this regard assists the Wispeco board to maintain a comprehensive risk management system.

Key sustainability areas, risks and opportunities

Stakeholder concerns at Wispeco mainly involve areas such as product quality, safety, raw material procurement, customer service and environmental issues. On the next page is a summary of the ways in which Wispeco addresses these issues.

Low-cost imported copies of its products represent the main risk area to the long-term sustainability of Wispeco's manufacturing business. This, however, presented the company with the incentive to improve its production efficiencies and develop competitive pricing structures.

People

The remuneration rates of unionised employees (representing approximately 78% of the permanent workforce of Wispeco) are determined by the Main Agreement negotiated periodically between the Metal and Engineering Industries Bargaining Council and the unions. The three-year settlement agreement that was reached in July 2011, expired in June 2014, and a new settlement agreement was reached on 29 July 2014. This agreement stipulates the terms and conditions of employment for a new three-year period ending 30 June 2017. Employment equity within Wispeco is managed through an Employment Equity Committee that meets on a monthly basis and provides input in the finalisation of the annual labour plan submitted to the Department of Labour. Most of the transformation objectives set in Wispeco's previous Employment Equity Plan were achieved. Refer to Figure 5 where details regarding the composition of Wispeco's workforce by race, gender and age are illustrated.

STAKEHOLDER CONCERNS

WHAT WE DO

Product quality
Safety
Raw material procurement
Customer service
Environmental impact (also refer to the "Environmental" section on page 17)

Appointment of dedicated quality controllers on each production line to ensure production within defined tolerance levels and specifications

Monthly quality meetings where quality trends are monitored and problem areas identified and resolved

Extrusions produced according to BS-EN755, finishing produced according to SANS1796 and SANS999

Dedicated safety officer supported by safety officers on plant level

Monthly safety inspection reports for submission to monthly safety meetings

High-quality virgin billet procurement from four dedicated sources around the globe

Extensive procurement of second hand aluminium which is sorted to remove impurities and blended with virgin material to correct metallurgical composition to specification

In line with its vision of "One-Day-Delivery", the company is able to activate spare capacity and overtime shifts in all operational units on short notice to deal with any peaks in order intake

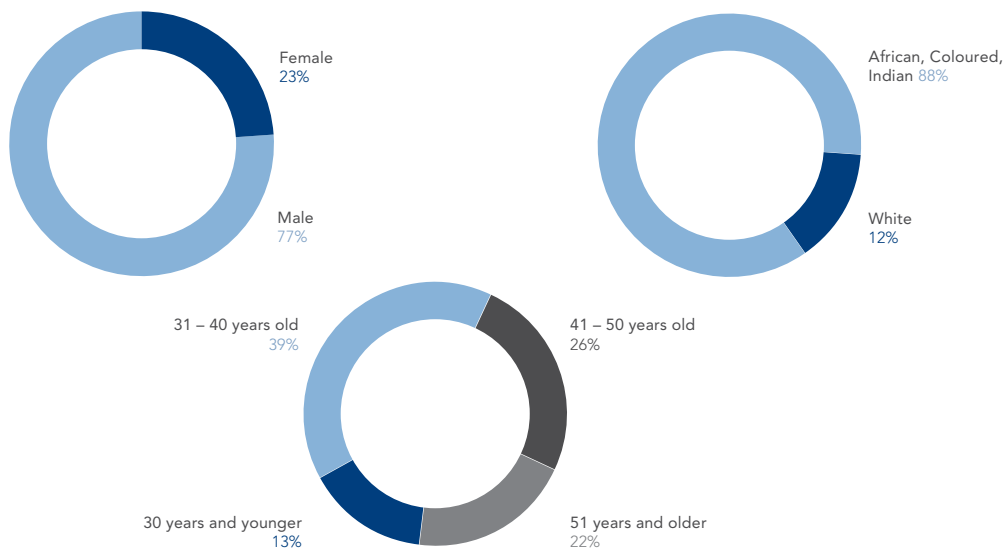
Shift systems allow for a large degree of flexibility in terms of labour availability and production capacity

Flexible production scheduling allows for urgent orders and special requests from customers to be included in daily production schedules

The continuous monitoring and controlling of effluent waste streams from the company's anodising and powder coating plants to ensure compliance to required discharge limits

The continuous monitoring of energy usage to ensure maximum efficiency and to identify opportunities for energy usage reduction

Figure 5
COMPOSITION OF WORKFORCE (as at 30 June 2014)



Wispeco management recognises its responsibility towards health and safety, as well as improving the working environment of its staff. In this regard Wispeco has a dedicated safety officer that is responsible for the management of its health and safety programme. Each site also has a dedicated safety representative which conducts monthly safety inspections. During the year ended 30 June 2014, Wispeco had 42 injuries which were treatable at the in-house clinic (2013: 35 injuries). Reportable cases in terms of the Compensation Occupational Injuries and Diseases Act amounted to 12 during the same period (2013: 15 cases). The company has contracted an independent consultant to audit its health and safety processes with specific emphasis on issues such as noise and dust measurements and the wearing of protective clothing. The next health and safety audit is due in October 2014.

Awareness in respect of HIV/Aids within Wispeco is promoted mainly through training programmes, supported by 17 Peer Group Educators at Wispeco's head office. The Peer Group Educators provide informal support and guidance to affected employees and their families. The company also supports the Government's ARV programme and ensures the confidentiality of all employees' HIV status. A qualified medical practitioner also visits the in-house clinic once a week to assist with more complex issues.

A well-established Training Committee within Wispeco is responsible for identifying the training needs of staff and for the development of training programmes to enable staff to maintain and develop the required skills in order for the company to remain competitive in the market. These initiatives include formal training programmes in the form of learnerships for leadership development, as well as technical training in the form of apprenticeships. During the previous year the Certificate in Management (NQF level 3) training programme was expanded even further and more than 50 first-line managers and people with leadership potential started the programme in Gauteng and Cape Town. The process of identifying potential candidates for the expansion of the programme to include branches in other areas has already been rolled out. During the previous year formal training programmes for higher NQF levels (levels 4 and 5) commenced in Gauteng with 20 managers in the programme. The internal apprenticeship programme for artisans is also ongoing. The company also has a proud record in the training of the disabled, with formal technical training for the deaf being provided for the past eight years. In this regard the 2013 group of 9 young black males and females completed the aluminium fabrication learnership successfully and the 2014 group of 10 learners is progressing well. The MERSETA again ringfenced discretionary grant funding for Wispeco for this disabled youths training initiative.

Training expenditure for both 2013 and 2014 amounted to more than R6 million per year.

BBBEE

Wispeco's latest BBBEE verification process was concluded during May 2014 by BEEScore and it achieved a level 4 contribution level, equating to a 100% procurement recognition level and a total of 69.72 on the generic scorecard. Wispeco performed well in maintaining its BBBEE rating of Level 4 despite the application of new thresholds in respect of employment equity and procurement. The elements of skills development, enterprise development and socio-economic development continue to be a priority to Wispeco.

Corporate social investment (CSI)

Wispeco's CSI programme mainly involves training programmes in the fabrication and installation of architectural products. This practical training is facilitated by experienced trainers in technical training centres situated in Cape Town, Durban and at the company's head office in Johannesburg. During the past year approximately 710 people (2013: 700) were trained at a cost of approximately R0.8 million. Training includes both introductory programmes as well as advanced product-specific curricula. Another aspect of Wispeco's CSI programme is the well-established SpazAL small business development initiative. This initiative aims to empower young black entrepreneurs to start and successfully run aluminium fabrication businesses in rural areas around the country. There are currently 16 active SpazALs operating in the Gauteng, Limpopo and KwaZulu-Natal areas.

Refer to the "Environment" section below where the environmental practices of Wispeco are also incorporated.

For more detail regarding Wispeco, refer to its website at www.wispeco.co.za.

ENVIRONMENT

Remgro recognises that the operations of its various subsidiaries impact the environment while, at the same time, these operations are dependent on critical environmental services such as potable water, fertile soil and clean air. It also acknowledges that climate change and environmental degradation pose a risk to areas of Remgro's operations, while increased consumer awareness and changing demand for goods with low environmental impact can provide opportunities to explore and capture new markets. Hence, Remgro continuously analyses its impact on the environment; its response to changing environmental realities; and the pursuit of new opportunities that might arise as a result of responsible environmental management. Of priority is a focus in all subsidiaries on issues relating to carbon emissions, energy, water and waste management.

In order to manage its impact on the environment, Remgro has implemented an Environmental Management Policy (the Policy). The Policy includes Remgro Management Services Limited (RMS – its service company), RCL Foods and Wispeco. The Remgro Board is ultimately responsible

for the implementation of the Policy, but has delegated its responsibilities to the Risk and IT Governance Committee who is responsible to review and recommend the approval of environmental procedures implemented and maintained by RMS. With regard to RCL Foods and Wispeco, it is the responsibility of Remgro’s representatives on the boards of these companies to obtain assurance regarding the effectiveness and efficiency of its respective environmental management processes.

Carbon emissions

Remgro continues to engage the services of external consultants to calculate and verify the carbon footprint for each subsidiary and at a Remgro level.

In 2013, Remgro was placed in the top ten of the Leadership and Performance Indices of the Carbon Disclosure Project (CDP) in South Africa. This continues our year-on-year improvement in CDP participation. The CDP allows Remgro to report the risks and opportunities associated with climate change, and these are closely monitored across all affected subsidiaries. The CDP is an investor-led initiative in terms of which the top 100 listed companies on the Johannesburg Stock Exchange disclose their carbon emission profiles and climate change mitigation and adaptation strategies.

While total carbon emissions increased due to the incorporation of Foodcorp, a decrease has been realised in the intensity-related emissions per full-time employee (FTE), from 75.31 to 64.66 tonnes of carbon dioxide equivalent/FTE.

In terms of the Greenhouse Gas (GHG) Protocol, emissions can be analysed in the following categories:

- ▶ Scope 1 – direct emissions from equipment owned by Remgro, e.g. factories of RCL Foods, Wispeco, etc.
- ▶ Scope 2 – indirect emissions from the consumption of electricity
- ▶ Scope 3 – indirect emissions from third-party suppliers, e.g. business travel, office paper, third-party transport, etc.
- ▶ Non-Kyoto GHG gases, e.g. freon, which is used in air-conditioning and refrigeration equipment.

Refer to Figure 6 for an analysis of Remgro’s GHG emissions per category, expressed in terms of “tonnes of carbon dioxide equivalent (tCO₂e)”.

Figure 6
REMGR0’S GHG EMISSIONS (tCO₂e)

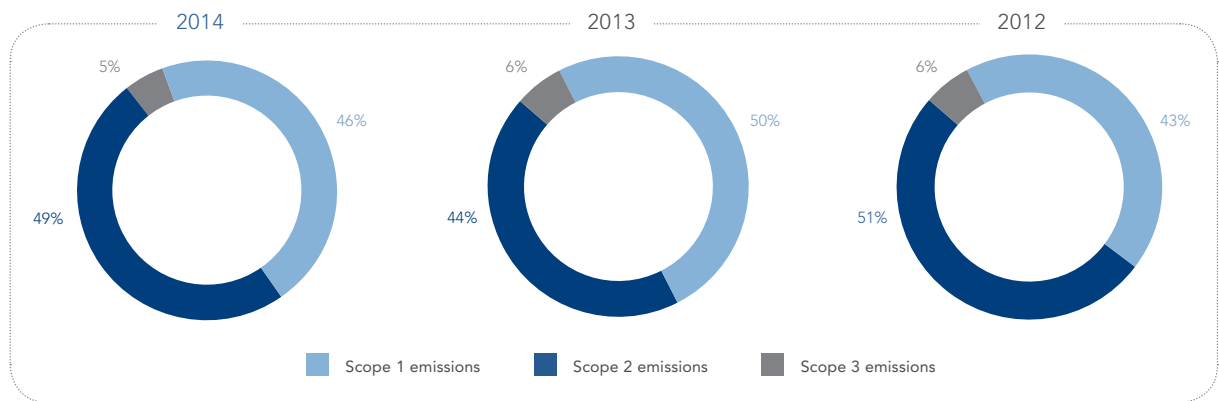
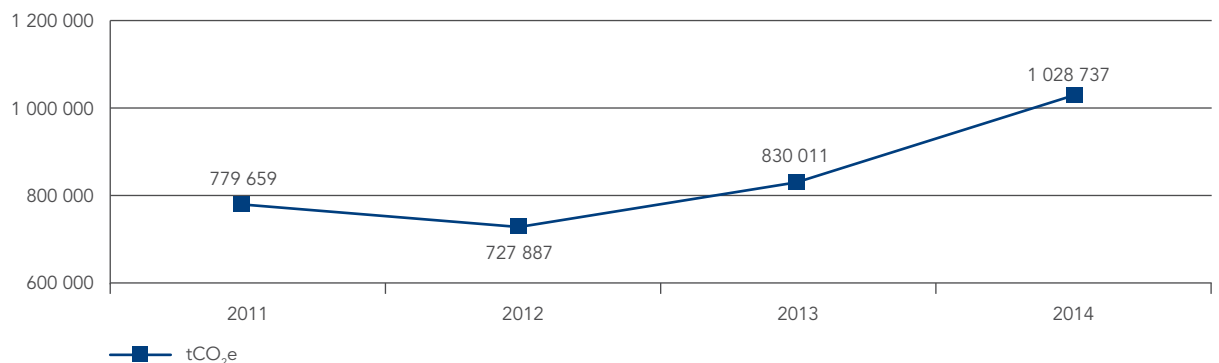


Figure 7
TOTAL REMGR0 GHG EMISSIONS



Energy

Collectively, Remgro and its subsidiaries are significant users of different sources of energy. Of this, the majority contributor is electricity consumption. Although total electricity usage increased significantly since 2013, mainly due to the inclusion of Foodcorp, total electricity usage per tonne of production remained constant. Some critical interventions in reducing electricity consumption during 2014 included the following:

- Wispeco > Installation of a new gas burner system including procedural changes that assists in the melting process and ensures less gas utilisation – saving some 973 000 kWh.
- RCL Foods > Continued installation of low-energy LED lighting in poultry houses – saving 2 096 000 kWh
 - > Power factor correction of motor drives in its chicken processing plants – saving 371 000 kWh
 - > More efficient use of steam by implementing steam lagging and condensate return projects, thereby reducing dependence on coal – saving some R2 million in costs.

TSB continues to use large amounts of electricity generated by the burning of bagasse (a renewable energy by-product of sugar cane), as well as consuming hydropower to collectively generate some 165 192 496 kWh of renewable electricity. Of this, 32 745 873 kWh that was not used by TSB, was fed into the national electricity grid.

Water

The availability and quality of potable water is a serious concern for Remgro’s subsidiaries, especially those in the agricultural sector. The effects of climate change and potential increased incidences of droughts and floods require close attention by Remgro’s water-dependent operations.

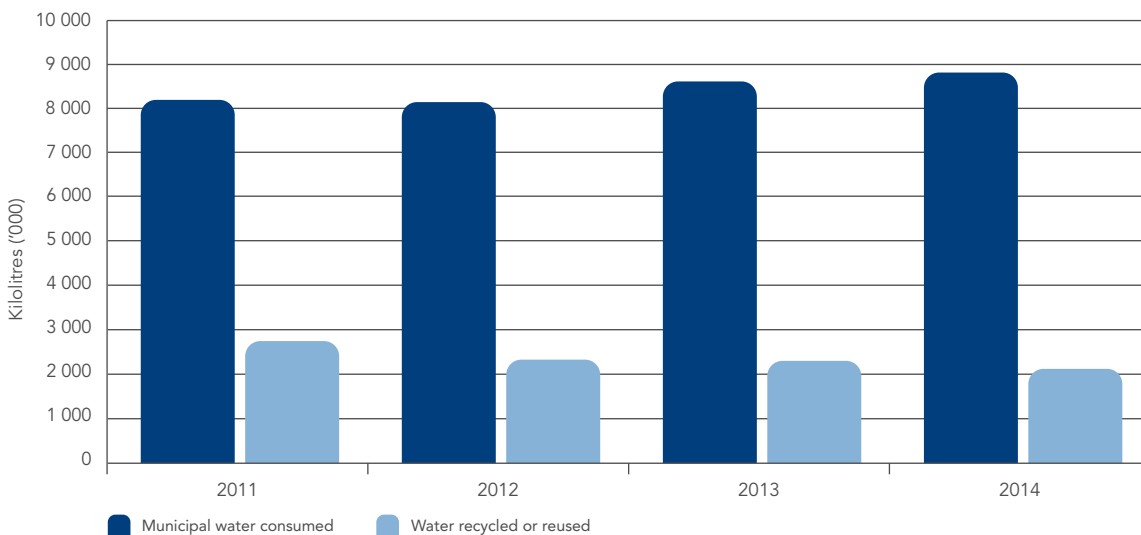
Hence, subsidiaries’ own water use is closely monitored and, where possible, new and environmentally sound alternative sources of water are developed, recycled or reused. These initiatives have resulted in a reduction over time in the total volume of water consumed per tonne of product.

Some key interventions include:

- RCL Foods > Mitigation of the risk of water supply shortages at chicken farming operations by building reservoirs to hold the required capacity in times of shortage.
- > Investment in two artificial wetlands where natural fauna is used to break down and extract organic matter from poultry house wash water. Water samples are taken from these wetlands on a regular basis to evaluate the efficiency of this zero energy, zero carbon water-recycling solution.
- > Recycled water from the three major primary chicken processing plants is used as grey water for outside cleaning and transporting production waste. Water is only discharged or used as recycled water once the Biological oxygen demand (BOD) and chemical oxygen demand (COD) levels are reduced to acceptable standards.

Figure 8

TOTAL WATER CONSUMPTION 2011 – 2014*



* The water consumption reflects 100% of the consumption by all subsidiaries

- TSB
- > Has set itself performance measures and consumption targets to minimise its environmental impact. Given the moisture content in sugar cane, TSB repatriates more water back into the environment than originally used in the production process.
 - > Employs a variety of irrigation systems on its sugar cane farms ranging from overhead dragline sprinklers, large centre pivot systems and drip irrigation systems that are suited to the specific irrigation profile of each area. No municipal water is consumed.

Waste

The generation and safe disposal of waste continues to be an important issue in South Africa. Landfill sites are fast reaching capacity and Remgro is cognisant that its subsidiaries are significant producers of waste. To this end, waste reduction measures are implemented where feasible and cultures of reduce, recycle and reuse is instilled through all subsidiaries.

Wispeco continues to focus on the use of post-consumer recycled aluminium and process waste as raw material in its production processes.

RCL Foods has a company-wide target to reduce food waste by 30%, and waste to landfill by 10% between 2013 and 2020.

	RCL Foods (excl Foodcorp)	TSB	Wispeco
2014			
Waste to landfill	6 332 t	137 277 t	1 579 t
Recycled waste	912 t	216 993 t	26 362 t
2013			
Waste to landfill	9 271 t	132 160 t	1 521 t
Recycled waste	808 t	237 463 t	25 705 t

Compliance

During the year under review there was no material non-compliance with any environmental laws, regulations, accepted standards or codes applicable to the Group, and no significant fines were imposed.

SUSTAINABLE DEVELOPMENT REPORT

ENVIRONMENTAL INDICATORS*

Indicator and description	2014	2013	2012	Units
Emissions, effluents and waste				
Total direct and indirect GHG emissions				
Scope 1 – Direct emissions	474 796	415 581	311 701	tCO ₂ e
Scope 2 – Indirect emissions	499 120	365 045	368 359	tCO ₂ e
Scope 3 – Indirect emissions	52 315	46 406	44 208	tCO ₂ e
Other relevant indirect GHG emissions	2 506	2 979	3 619	tCO ₂ e
Energy				
Direct energy consumption by primary source				
Petrol	397	494	515	kilolitres
Diesel	18 842	12 268	10 734	kilolitres
Aviation fuel	1 094	978	1 036	kilolitres
Natural gas	7 732 294	5 571 407	5 556 938	m ³
LPG	5 795	19 140	30 837	kilolitres
Coal	192 183	158 476	112 479	tonnes
Paraffin	2 360	81	58	kilolitres
Heavy furnace oil	1 294	1 320	1 423	kilolitres
Carbon dioxide	1 531	1 895	1 973	tonnes
Indirect energy consumption by primary source				
Electricity (non-renewable)	606 331 427	451 367 582	458 279 356	kWh
Electricity (renewable)	165 192 496	167 729 602	190 254 941	kWh
Water				
Total water withdrawal at source	8 933 382	8 729 872	8 257 419	kilolitres
Total volume of water recycled and reused	2 157 702	2 340 960	2 368 833	kilolitres

* The numbers referred to above include RCL Foods (including Rainbow, Foodcorp and TSB), Wispeco and RMS, and cover the twelve-month periods ended 30 June 2012, 30 June 2013 and 30 June 2014.

FEEDBACK

We welcome any feedback on Remgro's sustainable development practices and this report. In this regard please contact:

The Company Secretary
 Mariza Lubbe
 Tel: +27 (0)21 888 3311, Fax: +27 (0)86 581 0061
 Email: ml@remgro.com
 Postal address: PO Box 456, Stellenbosch 7599