

Barloworld

Barloworld Limited
61 Katherine Street Sandton
PO Box 782248 Sandton 2146 South Africa

Tel +27 (0)11 445 1000 Fax +27 (0)11 444 3643
www.barloworld.com

Reg No 1918/000095/06
Tyre Registration Number TPREG0063GAU

15 December 2022

From: **BARLOWORLD LIMITED** (the **Issuer**)

To: **BAW37 Noteholders**

CC: **Nedbank**

Dear Sirs

SUSTAINABILITY CERTIFICATE

1. We refer to the BAW37 Notes. This is a Sustainability Certificate as contemplated in the applicable pricing supplement dated 12 July 2022 (the **BAW37 APS**).
2. Terms and expressions defined in the BAW37 APS shall, unless otherwise defined in this Sustainability Certificate, have the same meanings in this Sustainability Certificate indicating the progress as at reporting date, unless inconsistent with the context.
3. This Sustainability Certificate serves to provide noteholders with progress report on the LTIFR Condition and the Solar Power Condition as at **30 September 2022**.
4. The annual sustainability progress update does not constitute a Margin Adjustment Event and therefore has no implication on the calculation of the applicable margin outlined in item 32 of the APS.

Continued/...

Directors NN Gwagwa (Chairman) DM Sewela (Chief Executive) FNO Edozien[^] HH Hickey NV Lila (Finance Director) MD Lynch-Bell* NP Mnxasana
NV Mokhesi HN Molotsi P Schmid N Chiaranda**

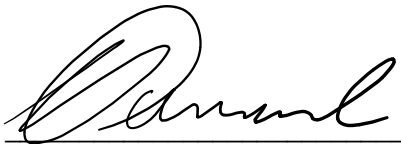
Secretary: N Rapoo * (UK) [^] (Nigerian) ** (Italian)

Continuing operations					
KPI Condition	Metric	Baseline (As at 30 September 2021)	SPT 1 (To be achieved on 30 September 2023)	SPT 2 (To be achieved on 30 September 2024)	Progress as at 30 September 2022
LTIFR Condition ¹	LTIFR	0.37	≤ 0.35 (6% improvement from Baseline)	≤ 0.34 (7% improvement from Baseline)	0.30 ^{LA}
Solar Power Condition ¹	MWh	1 398	≥ 1 680 (20% improvement from Baseline)	≥ 1 764 (20% improvement from Baseline)	1 728 ^{LA}

¹Reporting criteria for the selected KPIs above are defined in the reporting criteria document available on the Barloworld website (URL: <https://www.barloworld.com/pdf/barloworld-non-financial-reporting-criteria-fy2022.pdf>)

LA – Limited Assurance provided by PWC as per [Annexure A](#)

For and on behalf of
BARLOWORLD LIMITED



Name: **Relebohile Malahleha**
Capacity: Executive: Strategic Finance
Who warrants her/his authority hereto



Name: **Nopasika Lila**
Capacity: Group Finance Director
Who warrants her/his authority hereto

Annexure A: Independent Practitioner's Limited Assurance Report

Independent Practitioner's Limited Assurance Report on the Selected Sustainability Information in Barloworld Limited's BAW37 Sustainability Certificate as at 30 September 2022

To the Directors of Barloworld Limited

We have undertaken a limited assurance engagement in respect of the selected sustainability information, as described below, and presented in Barloworld Limited's (the 'Company', "Barloworld" or "you") BAW37 Sustainability Certificate as at 30 September 2022 (the Report). This engagement was conducted by a multidisciplinary team including health, safety, social, environmental and assurance specialists with relevant experience in sustainability reporting.

Subject Matter

We have been engaged to provide a limited assurance conclusion in our report on the following selected sustainability information, marked with a 'LA' on the relevant pages in the Report. The selected sustainability information described below have been prepared in accordance with the Company's reporting criteria that accompanies the sustainability information on the relevant pages of the Report (the accompanying reporting criteria).

Selected Sustainability Information	Unit of measurement	Boundary	Page
Lost-time injury frequency rate	Rate	Barloworld Continuing Operations	Page 2
Solar PV consumption	Megawatt Hours (MWh)	Barloworld Continuing Operations	Page 2

We refer to this information as the "selected sustainability information".

Your responsibilities

The directors are responsible for the selection, preparation and presentation of the selected sustainability information in accordance with the criteria set out on Barloworld Limited's corporate website (<https://www.barloworld.com/pdf/barloworld-non-financial-reporting-criteria-fy2022.pdf>) referred to as "Barloworld Non-Financial Reporting Criteria".

This responsibility includes:

- the identification of stakeholders and stakeholder requirements, material issues, commitments with respect to sustainability performance, and
- the design, implementation and maintenance of internal control relevant to the preparation of the Report that is free from material misstatement, whether due to fraud or error.

The Directors are also responsible for determining the appropriateness of the measurement and reporting criteria in view of the intended users of the selected sustainability information and for ensuring that those criteria are publicly available to the Report users.

Inherent limitations

Non-financial performance information is subject to more inherent limitations than financial information, given the characteristics of the subject matter and the methods used for determining, calculating, sampling and estimating such information. The absence of a significant body of established practices on which to draw allows for the selection of different but acceptable measurement techniques which can result in materially

different measurements and can impact comparability. Qualitative interpretations of relevance, materiality and the accuracy of data are subject to individual assumptions and judgements. The precision of different measurement techniques may also vary. Furthermore, the nature and methods used to determine such information, as well as the measurement criteria and the precision thereof, may change over time.

In particular, where the information relies on carbon and other emissions conversion factors derived by independent third parties, or internal laboratory results, our assurance work will not include examination of the derivation of those factors and other third party or laboratory information.

Our Independence and Quality Control

We have complied with the independence and other ethical requirements of the *Code of Professional Conduct for Registered Auditors*, issued by the Independent Regulatory Board for Auditors' (IRBA Code), which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour. The IRBA Code is consistent with the corresponding sections of the International Ethics Standards Board for Accountants' *International Code of Ethics for Professional Accountants (including International Independence Standards)*.

The firm applies the International Standard on Quality Control 1, and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Our responsibility

Our responsibility is to express a limited assurance conclusion on the selected sustainability information based on the procedures we have performed and the evidence we have obtained. We conducted our assurance engagement in accordance with the International Standard on Assurance Engagements 3000 (Revised), *Assurance Engagements other than Audits or Reviews of Historical Financial Information* (ISAE 3000 (Revised)), and, in respect of greenhouse gas emissions, International Standard on Assurance Engagements 3410, *Assurance Engagements on Greenhouse Gas Statements* (ISAE 3410) issued by the International Auditing and Assurance Standards Board. These Standards require that we plan and perform our engagement to obtain limited assurance about whether the selected sustainability information are free from material misstatement.

A limited assurance engagement undertaken in accordance with ISAE 3000 (Revised) ,and ISAE 3410, involves assessing the suitability in the circumstances of the Company's use of its reporting criteria as the basis of preparation for the selected KPIs, assessing the risks of material misstatement of the selected sustainability information whether due to fraud or error, responding to the assessed risks as necessary in the circumstances, and evaluating the overall presentation of the selected sustainability information. A limited assurance engagement is substantially less in scope than a reasonable assurance engagement in relation to both risk assessment procedures, including an understanding of internal control, and the procedures performed in response to the assessed risks. The procedures we performed were based on our professional judgement and included inquiries, observation of processes followed, inspection of documents, analytical procedures, evaluating the appropriateness of quantification methods and reporting policies, and agreeing or reconciling with underlying records.

Given the circumstances of the engagement, in performing the procedures listed above we:

- Interviewed management and senior executives to obtain an understanding of the internal control environment, risk assessment process and information systems relevant to the sustainability reporting process;
- Inspected documentation to corroborate the statements of management and senior executives in our interviews;
- Tested the processes and systems to generate, collate, aggregate, monitor and report the selected sustainability information;
- Performed a controls walkthrough of identified key controls;

- Inspected supporting documentation on a sample basis and performed analytical procedures to evaluate the data generation and reporting processes against the reporting criteria;
- Evaluated the reasonableness and appropriateness of significant estimates and judgements made by the directors in the preparation of the selected sustainability information; and
- Evaluated whether the selected sustainability information presented in the Report are consistent with our overall knowledge and experience of sustainability management and performance at the Company.

The procedures performed in a limited assurance engagement vary in nature and timing, and are less in extent than for a reasonable assurance engagement. As a result the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had we performed a reasonable assurance engagement. Accordingly, we do not express a reasonable assurance opinion about whether the Company's selected sustainability information have been prepared, in all material respects, in accordance with the accompanying the Company's reporting criteria.

Limited Assurance Conclusion

Based on the procedures we have performed and the evidence we have obtained, and subject to the inherent limitations outlined elsewhere in this report, nothing has come to our attention that causes us to believe that the selected sustainability information as set out in the Subject Matter paragraph above for the year ended 30 September 2022 are not prepared, in all material respects, in accordance with the reporting criteria.

Other Matters

Our report includes the provision of limited assurance on the Solar PV Consumption. We were previously not required to provide assurance on this selected sustainability information.

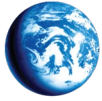
The maintenance and integrity of Barloworld Limited's website is the responsibility of Barloworld Limited's directors. Our procedures did not involve consideration of these matters and, accordingly we accept no responsibility for any changes to either the information in the Report or our independent assurance report that may have occurred since the initial date of presentation on Barloworld Limited's website.

Restriction of liability

Our work has been undertaken to enable us to express a limited assurance conclusion on the selected sustainability information to the directors of the Company in accordance with the terms of our engagement, and for no other purpose. We do not accept or assume liability to any party other than the Company, for our work, for this report, or for the conclusion we have reached.

PricewaterhouseCoopers Inc.

Director: Oswald Wentworth
Registered Auditor
Johannesburg, South Africa
15 December 2022



Barloworld

Barloworld Limited
61 Katherine Street Sandton
PO Box 782248 Sandton 2146 South Africa

Tel +27 (0)11 445 1000 Fax +27 (0)11 444 3643
www.barloworld.com

Reg No 1918/000095/06
Tyre Registration Number TPREG0063GAU

15 December 2022

From: **BARLOWORLD LIMITED** (the **Issuer**)

To: **BAW38 Noteholders**

CC: **Nedbank**

Dear Sirs

SUSTAINABILITY CERTIFICATE

1. We refer to the BAW38 Notes. This is a Sustainability Certificate as contemplated in the applicable pricing supplement dated 12 July 2022 (the **BAW38 APS**).
2. Terms and expressions defined in the BAW38 APS shall, unless otherwise defined in this Sustainability Certificate, have the same meanings in this Sustainability Certificate indicating the progress as at reporting date, unless inconsistent with the context.
3. This Sustainability Certificate serves to provide noteholders with progress report on the LTIFR Condition and the Solar Power Condition as at **30 September 2022**.
4. The annual sustainability progress update does not constitute a Margin Adjustment Event and therefore has no implication on the calculation of the applicable margin outlined in item 32 of the APS.

Continued/...

Directors NN Gwagwa (Chairman) DM Sewela (Chief Executive) FNO Edozien[^] HH Hickey NV Lila (Finance Director) MD Lynch-Bell* NP Mnxasana NV Mokhesi
HN Molotsi P Schmid N Chiaranda**

Secretary: N Rapoo * (UK) [^] (Nigerian) ** (Italian)

Continuing Operations					
KPI Condition	Metric	Baseline (As at 30 September 2021)	SPT 1 (To be achieved on 30 September 2023)	SPT 2 (To be achieved on 30 September 2024)	Progress as at 30 September 2022
LTIFR Condition ¹	LTIFR	0.37	≤ 0.35 (6% improvement from Baseline)	≤ 0.34 (7% improvement from Baseline)	0.30 ^{LA}
Solar Power Condition ¹	MWh	1 398	≥ 1 680 (20% improvement from Baseline)	≥ 1 764 (20% improvement from Baseline)	1 728 ^{LA}

¹Reporting criteria for the selected KPIs above are defined in the reporting criteria document available on the Barloworld website (URL: <https://www.barloworld.com/pdf/barloworld-non-financial-reporting-criteria-fy2022.pdf>)

LA – Limited Assurance provided by PWC as per [Annexure A](#)

For and on behalf of
BARLOWORLD LIMITED



Name: **Relebohile Malahleha**
Capacity: Executive: Strategic Finance
Who warrants her/his authority hereto



Name: **Nopasika Lila**
Capacity: Group Finance Director
Who warrants her/his authority hereto

Annexure A: Independent Practitioner's Limited Assurance Report

Independent Practitioner's Limited Assurance Report on the Selected Sustainability Information in Barloworld Limited's BAW38 Sustainability Certificate as at 30 September 2022

To the Directors of Barloworld Limited

We have undertaken a limited assurance engagement in respect of the selected sustainability information, as described below, and presented in Barloworld Limited's (the 'Company', "Barloworld" or "you") BAW38 Sustainability Certificate as at 30 September 2022 (the Report). This engagement was conducted by a multidisciplinary team including health, safety, social, environmental and assurance specialists with relevant experience in sustainability reporting.

Subject Matter

We have been engaged to provide a limited assurance conclusion in our report on the following selected sustainability information, marked with a 'LA' on the relevant pages in the Report. The selected sustainability information described below have been prepared in accordance with the Company's reporting criteria that accompanies the sustainability information on the relevant pages of the Report (the accompanying reporting criteria).

Selected Sustainability Information	Unit of measurement	Boundary	Page
Lost-time injury frequency rate	Rate	Barloworld Continuing Operations	Page 2
Solar PV consumption	Megawatt Hours (MWh)	Barloworld Continuing Operations	Page 2

We refer to this information as the "selected sustainability information".

Your responsibilities

The directors are responsible for the selection, preparation and presentation of the selected sustainability information in accordance with the criteria set out on Barloworld Limited's corporate website (<https://www.barloworld.com/pdf/barloworld-non-financial-reporting-criteria-fy2022.pdf>) referred to as "Barloworld Non-Financial Reporting Criteria".

This responsibility includes:

- the identification of stakeholders and stakeholder requirements, material issues, commitments with respect to sustainability performance, and
- the design, implementation and maintenance of internal control relevant to the preparation of the Report that is free from material misstatement, whether due to fraud or error.

The Directors are also responsible for determining the appropriateness of the measurement and reporting criteria in view of the intended users of the selected sustainability information and for ensuring that those criteria are publicly available to the Report users.

Inherent limitations

Non-financial performance information is subject to more inherent limitations than financial information, given the characteristics of the subject matter and the methods used for determining, calculating, sampling and estimating such information. The absence of a significant body of established practices on which to draw allows for the selection of different but acceptable measurement techniques which can result in materially different

measurements and can impact comparability. Qualitative interpretations of relevance, materiality and the accuracy of data are subject to individual assumptions and judgements. The precision of different measurement techniques may also vary. Furthermore, the nature and methods used to determine such information, as well as the measurement criteria and the precision thereof, may change over time.

In particular, where the information relies on carbon and other emissions conversion factors derived by independent third parties, or internal laboratory results, our assurance work will not include examination of the derivation of those factors and other third party or laboratory information.

Our Independence and Quality Control

We have complied with the independence and other ethical requirements of the *Code of Professional Conduct for Registered Auditors*, issued by the Independent Regulatory Board for Auditors' (IRBA Code), which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour. The IRBA Code is consistent with the corresponding sections of the International Ethics Standards Board for Accountants' *International Code of Ethics for Professional Accountants (including International Independence Standards)*.

The firm applies the International Standard on Quality Control 1, and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Our responsibility

Our responsibility is to express a limited assurance conclusion on the selected sustainability information based on the procedures we have performed and the evidence we have obtained. We conducted our assurance engagement in accordance with the International Standard on Assurance Engagements 3000 (Revised), *Assurance Engagements other than Audits or Reviews of Historical Financial Information* (ISAE 3000 (Revised)), and, in respect of greenhouse gas emissions, International Standard on Assurance Engagements 3410, *Assurance Engagements on Greenhouse Gas Statements* (ISAE 3410) issued by the International Auditing and Assurance Standards Board. These Standards require that we plan and perform our engagement to obtain limited assurance about whether the selected sustainability information are free from material misstatement.

A limited assurance engagement undertaken in accordance with ISAE 3000 (Revised) ,and ISAE 3410, involves assessing the suitability in the circumstances of the Company's use of its reporting criteria as the basis of preparation for the selected KPIs, assessing the risks of material misstatement of the selected sustainability information whether due to fraud or error, responding to the assessed risks as necessary in the circumstances, and evaluating the overall presentation of the selected sustainability information. A limited assurance engagement is substantially less in scope than a reasonable assurance engagement in relation to both risk assessment procedures, including an understanding of internal control, and the procedures performed in response to the assessed risks. The procedures we performed were based on our professional judgement and included inquiries, observation of processes followed, inspection of documents, analytical procedures, evaluating the appropriateness of quantification methods and reporting policies, and agreeing or reconciling with underlying records.

Given the circumstances of the engagement, in performing the procedures listed above we:

- Interviewed management and senior executives to obtain an understanding of the internal control environment, risk assessment process and information systems relevant to the sustainability reporting process;
- Inspected documentation to corroborate the statements of management and senior executives in our interviews;
- Tested the processes and systems to generate, collate, aggregate, monitor and report the selected sustainability information;
- Performed a controls walkthrough of identified key controls;

- Inspected supporting documentation on a sample basis and performed analytical procedures to evaluate the data generation and reporting processes against the reporting criteria;
- Evaluated the reasonableness and appropriateness of significant estimates and judgements made by the directors in the preparation of the selected sustainability information; and
- Evaluated whether the selected sustainability information presented in the Report are consistent with our overall knowledge and experience of sustainability management and performance at the Company.

The procedures performed in a limited assurance engagement vary in nature and timing, and are less in extent than for a reasonable assurance engagement. As a result the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had we performed a reasonable assurance engagement. Accordingly, we do not express a reasonable assurance opinion about whether the Company's selected sustainability information have been prepared, in all material respects, in accordance with the accompanying the Company's reporting criteria.

Limited Assurance Conclusion

Based on the procedures we have performed and the evidence we have obtained, and subject to the inherent limitations outlined elsewhere in this report, nothing has come to our attention that causes us to believe that the selected sustainability information as set out in the Subject Matter paragraph above for the year ended 30 September 2022 are not prepared, in all material respects, in accordance with the reporting criteria.

Other Matters

Our report includes the provision of limited assurance on the Solar PV Consumption. We were previously not required to provide assurance on this selected sustainability information.

The maintenance and integrity of Barloworld Limited's website is the responsibility of Barloworld Limited's directors. Our procedures did not involve consideration of these matters and, accordingly we accept no responsibility for any changes to either the information in the Report or our independent assurance report that may have occurred since the initial date of presentation on Barloworld Limited's website.

Restriction of liability

Our work has been undertaken to enable us to express a limited assurance conclusion on the selected sustainability information to the directors of the Company in accordance with the terms of our engagement, and for no other purpose. We do not accept or assume liability to any party other than the Company, for our work, for this report, or for the conclusion we have reached.

PricewaterhouseCoopers Inc.

Director: Oswald Wentworth
Registered Auditor
Johannesburg, South Africa
15 December 2022

INDEPENDENT ASSURANCE REPORT TO THE DIRECTORS OF BARLOWORLD LIMITED

INTRODUCTION

IBIS Environmental Social Governance Consulting South Africa Pty Ltd ('IBIS') has been requested by Barloworld Limited ('Barloworld') to conduct a limited assurance engagement related to the performance data disclosed in its annual Gender-linked Bond reporting for 2022 in its Integrated Report 2022.

The assurance engagement was conducted by assurance practitioners and subject matter specialists from IBIS under the lead of Petrus Gildenhuys and supported by Seko Mbatha and Gretchen Blake.

SCOPE AND SUBJECT MATTER

The scope of the subject matter for limited assurance based on the ISAE3000 (Revised) assurance standard, as captured in the agreement with Barloworld, included the following selected disclosures relating to its gender-linked bond performance targets on page 64 of the 2022 Integrated Report:

KPIs		Baseline as at 30 September 2021	Progress as at 30 September 2022
KPI 1	% Female representation in Leadership	44.9%	43.28%
KPI 2	Discretionary Spend procurement from black women-owned suppliers as a % of total measured discretionary procurement spend	13.8%	16.26%

RESPECTIVE RESPONSIBILITIES

Barloworld

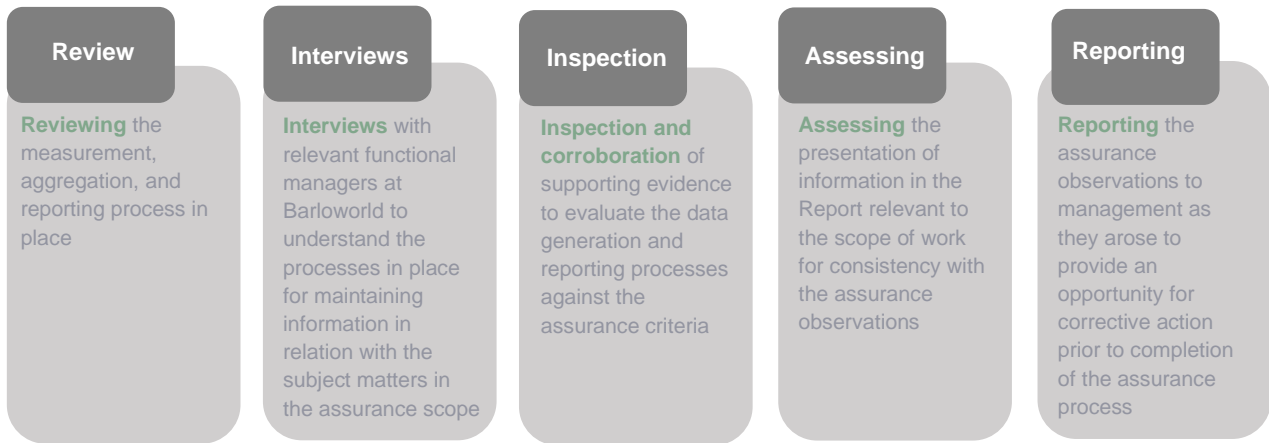
The Directors of Barloworld are responsible for the generation, collection and presentation of the selected sustainability information within the Report. Barloworld is also responsible for maintaining adequate records and internal controls that support the reporting process during the reporting period.

IBIS

IBIS' responsibilities were to conduct an assurance engagement and to report its conclusions to the Directors in accordance with the assurance procedures followed. IBIS conducted the engagement based on the International Standard on Assurance Engagements (ISAE) 3000 (Revised), Assurance engagements other than audits or reviews of historical financial information issued by the International Auditing and Assurance Standards Board, which Standard inter alia requires that the assurance practitioner follows due process and comply with ethical requirements. IBIS' responsibilities do not extend to any other disclosures or assertions.

SUMMARY OF WORK PERFORMED

Barloworld provided IBIS with the relevant supporting information and documentation related to the selected sustainability information reported. IBIS applied the Barloworld Gender-Linked Bond Framework, and International Capital Market Association Sustainability-Linked Bond Principles as audit criteria in respect of the underlying data in the scope of the assurance engagement. IBIS' limited assurance procedures, based on our professional judgement, consisted of:



INHERENT LIMITATIONS

The reliability of the reported sustainability data is subject to inherent uncertainty, given the available methods for determining, calculating, or estimating the underlying information. It is important to understand our assurance conclusions in this context.

Evidence to support the information reported was obtained electronically for review and assessment as a basis for our assurance conclusion. In addition, the evidence-gathering procedures performed in a limited assurance engagement vary in nature and are less in extent than for, a reasonable assurance engagement. As a result, the level of assurance obtained in a limited assurance engagement is lower than the assurance that would have been obtained had we performed a reasonable assurance engagement.

OTHER MATTERS

The maintenance and integrity of Barloworld's website is the responsibility of Barloworld's management. Our procedures did not involve consideration of these matters and, accordingly, we accept no responsibility for any changes to either the information in the report or our independent assurance report that may have occurred since the initial date of presentation on the Barloworld website.

RESTRICTION OF LIABILITY

Our work has been undertaken to enable us to express the opinion and conclusions on the selected sustainability information to the Directors of Barloworld Integrated Report in accordance with the terms of our engagement and for no other purpose. We do not accept or assume responsibility to any third parties i.e., other than to the Directors and the company, for our work or for this report to the fullest extent permitted by law, save where such third parties have obtained our prior written consent.

ASSURANCE CONCLUSION

We believe that the information provided by Barloworld and the work performed by IBIS are sufficient and appropriate to form a basis for our limited assurance conclusion.

In our view, and based on our limited assurance procedures, nothing has come to our attention that causes us to believe that the selected sustainability information set out in the assurance scope above and prepared for the year ended 30 September 2022, is not fairly represented in all material respects.

Petrus Gildenhuys

Director, IBIS ESG Consulting Africa (Pty) Ltd

Johannesburg, 15 December 2022