

Board nomination policy



POLICY AND PROCEDURES

Document Title : Pepkor Board Nominations Policy

Origination Date : 2020/12/15

Effective Date : 2020/12/31

Applicable To : Pepkor Holdings Limited board members and officers

Version 2020, Issue 1

PEPKOR HOLDINGS LIMITED

REGISTRATION NUMBER 2017/221869/06

(*"The Company" or "Pepkor"*)

BOARD NOMINATIONS POLICY

1. INTRODUCTION

Pepkor acknowledges the importance of implementing a nominations policy that entrenches the Company's commitment to making appointments to its board of directors, which appointments are fair, transparent and appropriate.

The objective of this policy is to document the principles, commitment and objectives in relation to the nomination of any candidate for election to the board.

2. GOVERNANCE

The Nomination Committee is responsible for establishing and implementing this nomination policy.

3. PURPOSE AND OBJECTIVES

In performing its responsibilities and duties and in particular its duty to make recommendations to the board with regard to board appointments, due consideration shall be given to the following:

- an appropriate balance of skills, experience, diversity independence and knowledge is required on the board
- each director should have sufficient and appropriate experience in a discipline whereby the director can add value to the deliberations of the board
- appropriate diversity is required on the board in order that differing perspectives can be provided in discussion of issues at hand. Diversity will include attributes of gender, race, culture, age, field of knowledge, skills and experience.
- the appropriate size and composition of the board and in so doing shall consider the following:
 - the changing circumstances and needs of the company and the nature of its business;
 - an appropriate mix of non-executive and executive directors;
 - preferably the majority of non-executive directors being independent;
 - the need to have sufficient and appropriately qualified directors to serve on the committees of the board;
 - the need to ensure a quorum at all meetings;
 - an appreciation of the legislative, regulatory and compliance requirements applicable to the Company; and
 - collective skills, knowledge and experience.

To assist better decision-making, the composition of the board should be diverse in terms of academic qualifications, expertise, skills, experience, age, race and gender.

The following skills should be considered prior to nominating a candidate for election as a director:

Disclaimer:

The contents of this document should only be used for and by Pepkor Holdings Limited (Pepkor) and may not be distributed unlawfully. Older versions are not deemed official. Only the latest version is acceptable.

- the existing collective skills, knowledge and experience and requirements on the board;
- the ethical integrity and reputation of a candidate;
- details of other boards of directors on which the candidate serves or previously served;
- the existence of actual or perceived conflicts of interests;
- the skills, knowledge and experience of the candidate;
- the capacity of the candidate to be able to dedicate the necessary time to be able to discharge his/her duties as a director; and
- any other matter considered relevant.

The company is committed to achieving an appropriate level of diversity on the board and in particular diversity in respect of race and gender. Where practically and commercially possible, preference will be given to candidates that promote the achievement of race and gender diversity on the board.

When considering whether an incumbent board member is nominated for re-election, consideration will be given to the board member's performance, including attendances at meetings of the board and its committees.

4. REVIEW OF POLICY

This policy will be reviewed and assessed on a regular basis to ensure that it meets its objectives. In any event it will be reviewed at least on an annual basis.

5. GENERAL

This policy although giving guidance and direction does not place any legally binding obligations on the Company. The Board at its sole discretion may at any time be entitled to amend this policy and where deemed appropriate, under the circumstances, to deviate from this policy provided that any such deviation is permissible in terms of any relevant legislation or regulation that may be applicable to the Company.

Disclaimer:

The contents of this document should only be used for and by Pepkor Holdings Limited (Pepkor) and may not be distributed unlawfully. Older versions are not deemed official. Only the latest version is acceptable.