

TRELIDOR HOLDINGS LIMITED

GENDER DIVERSITY POLICY

Noted that Trellidor is required to put in place a policy for the promotion of gender diversity pursuant to paragraph 3.84(k) of the JSE Listings Requirements (the “Requirements”) and that same must be disclosed in all annual reports issued on or after 1 January 2017.

JSE listing requirements para 3.84 (k)

“The board of directors or the nomination committee, as the case may be, must have a policy on the promotion of gender diversity at board level.

The issuer must confirm this by reporting to shareholders in its annual report on how the board of directors or the nomination committee, as the case may be, have considered and applied the policy of gender diversity in the nomination and appointment of directors. If applicable, the board of directors or the nomination committee must further report progress in respect thereof on agreed voluntary targets.”

1. INTRODUCTION AND BACKGROUND

In terms of changes to the JSE Listings Requirements (item 3.84(k)), which became effective on 1 January 2017, an Issuer’s board of directors (“the Board” or its Nomination Committee) must:

- 1.1. have a policy on the promotion of gender diversity (“the Policy”); and
- 1.2. report to shareholders in its integrated report on how the Board has considered and applied the Policy in the nomination and appointment of directors.

2. POLICY AND MANDATE

Against the above background, the following Board Gender Diversity Policy (“the Policy”) is adopted as a policy of the Company:

- 2.1. The Company supports the principles and aims of appropriate gender diversity at board level.

- 2.2. Although no voluntary target has been set, the approach to gender diversity adopted by the board of the Company shall be as follows:
 - 2.2.1. Should a vacancy on the board arise, or should there be a requirement for an additional board appointment, consideration will be given to the appointment of female director(s) so as to attain and maintain a level of gender diversity within the board that is considered appropriate at the time, having due regard to the skills, expertise, experience and background required to fill any such board position(s), the availability of suitable candidates, the development potential of candidates and to any additional requirements that may be necessary to ensure a mix of skills, and experience on the board and its committees that will best serve the interests of the Company and its stakeholders.
 - 2.2.2. Application of the Policy in effecting new or replacement appointments to the board will be subject to the approval/ratification of the shareholders of the Company to such appointments at Annual General Meetings of the Company.
- 2.3. The Nomination and Remuneration Committee is mandated to assist the board in managing the Policy.
- 2.4. The Nomination and Remuneration Committee shall:
 - 2.4.1. review the state of the board's gender representation on an ongoing basis and ensure that the Policy is appropriately applied; and
 - 2.4.2. should a vacancy on the board arise and, in the opinion of the committee, should a suitable female candidate be available to fill the position, make recommendations to the board regarding her appointment.
- 2.5. In order to comply with the JSE Listings Requirements, the Company shall annually report to shareholders in its integrated report on how the board has considered and applied the Policy in the nomination and appointment of directors to the board of the Company.
- 2.6. The Policy shall apply equally to any appointment of executive, non-executive and/or alternate directors to the board.

3. APPROVAL

This policy was approved by the board on 9 March 2017 and will be reviewed on a regular basis.