



TRELLIDOR HOLDINGS LIMITED

BOARD MEMBERS APPOINTMENT POLICY

1. PURPOSE

This policy has been adopted by the Trellidor Holdings Limited (hereinafter referred to as Trellidor) Board and is intended to cover all committees, and board members appointed as executive and/or non executive members to the board of Trellidor, or the external representation of an employee of Trellidor on a board outside the scope of Trellidor.

2. APPLICATION

2.1 General appointment process for appointing Trellidor board member

Principle

The recruitment process should be in line with the culture and purpose of the organisation

Practice

- 2.1.1 The current board members to clearly define the skills required by the board for its effective functioning.
- 2.1.2 The board should consider the nature of issues, goals and risks faced by the company.
- 2.1.3 The board has established a Nomination Committee which is the Nomination & Remuneration Committee (“REMCO”).
- 2.1.4 The REMCO should assist with the process of identifying possible suitable members of the board.
- 2.1.5 Interviews should be conducted by a nominated team from the REMCO to identify the best candidate, prior to the nomination and appointment of directors.
- 2.1.6 Background and reference checks should be performed before the nomination and appointment of directors.
- 2.1.7 The identified suitable candidates should not be sitting in other external boards which are a direct competition or in conflict with Trellidor.
- 2.1.8 The appointment of non-executive directors should be formalised through a letter of appointment.
- 2.1.9 The board should make full disclosure regarding individual directors to enable shareholders to make their own assessment of directors.

2.2 Composition of the TRELLIDOR Board

Principle

The composition of the Trellidor board should be in line with the requirements of King IV and in the context of its Gender Diversity Policy.

Practice

- 2.2.1 The majority of board members should be non-executive directors.
- 2.2.2 The majority of the non-executive directors should be independent.
- 2.2.3 When determining the number of directors serving on the board, the knowledge, skills and resources required for conducting the business of the board should be considered.
- 2.2.4 The board members should consider whether the board size, diversity and demographics make it effective. Every board should have a minimum of two executive directors of which one should be the CEO and the other the director responsible for finance.
- 2.2.5 At least one third of the non-executive directors should rotate every year.
- 2.2.6 The board, through its REMCO, should recommend the eligibility of prospective directors.
- 2.2.7 Any independent non-executive directors serving more than 9 years should be subjected to a rigorous review of their independence and performance by the board.
- 2.2.8 The board should include a statement in the integrated report regarding the assessment of the independence of the independent non-executive directors.
- 2.2.9 The board should be permitted to remove any director without shareholder approval.

3. EXTERNAL BOARD MEMBERSHIP BY AN EMPLOYEE OF TRELIDOR

This section of the policy deals with the process that must be followed when one of the employees of Trellidor is recruited to sit on any of the boards of a public company outside of Trellidor.

The following process must be followed:

Principle

The sitting on external board/s outside Trellidor requires appropriate approval and due process being followed

Practice

- 3.1 A formal notice must be given to your line Manager and the Group CEO as proof of appointment to any board/s.
- 3.2 The CEO in conjunction with the Trellidor Board Chairman to give in writing their approval/disapproval of the appointment. This approval process must include an assessment of any conflict of interests to Trellidor.
- 3.3 The approval/disapproval process will be done based on the set criteria for Trellidor.
- 3.4 Should the appointment be approved, the following will take place:
 - a) Formal notification shall be sent to the concerned employee, HR Manager and CFO.
 - b) The employee concerned shall be requested to disclose the board fee to be received per sitting. Such fee shall be for the benefit of the Trellidor and not for the employee concerned, unless otherwise authorised in writing by the Trellidor Board Chairman.
 - c)
 - d) The maximum number of external boards an employee can participate in will be 3 (three) in a given moment. This number may be reviewed from time to time and can be amended at the discretion of the CEO in conjunction with the Trellidor Chairman.

- 3.5 The candidate must possess the requisite skills, knowledge, attitude and experience to perform at board level.
- 3.6 The decision to appoint the candidate to the subsidiary board will be for the Trellidor CEO.

4. DIRECTOR DEVELOPMENT

For the Directors to remain relevant and adding value to our organisation, the Trellidor board views their development crucial for the success of the organisation. A constant monitoring of their performance and development will be the main driver for the directors own career development.

Principle

The induction of and ongoing training and development of directors should be conducted through formal processes

Practice

The board should ensure that:

- 4.1 A formal induction programme is established for new directors;
- 4.2 Inexperienced directors are developed through mentorship programmes;
- 4.3 Continuing professional development programmes are implemented; and
- 4.4 Directors receive regular briefings on changes in risks, laws and the environment