

TRELLIDOR HOLDINGS LIMITED

(“Trellidor” or “the Issuer”)

DIVERSITY POLICY

Noted that Trellidor is required to put in place a policy for the promotion of broad diversity pursuant to paragraph 3.84(i) of the JSE Listings Requirements (the “Requirements”) and that same must be disclosed in all annual reports.

JSE listing requirements para 3.84 (i)

The board of directors or the nomination committee, as the case may be, must have a policy on the promotion of broader diversity at board level, specifically focusing on the promotion of the diversity attributes of gender, race, culture, age, field of knowledge, skills and experience. The issuer must confirm this by reporting to shareholders in its integrated annual report on how the board of directors or the nomination committee, as the case may be, have considered and applied the policy of broad diversity in the nomination and appointment of directors. If applicable, the board of directors or the nomination committee must explain why any of the above diversity indicators have not been applied and 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(i)), an Issuer’s board of directors (“the Board” or its Nomination Committee) must:

- 1.1. have a policy on the promotion of broader 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 Diversity Policy (“the Policy”) is adopted as a policy of the Company:

- 2.1. The Company supports the principles and aims of appropriate broader diversity at board level.
- 2.2. Although no voluntary targets have been set, the approach to 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 (a) a female director(s) and/or (b) a black person as defined in the Broad-Based Black Economic Empowerment Act, 2003, as amended so as to attain and maintain a level of both gender and race diversity within the board that is considered appropriate at the time, having due regard to the attributes of culture, age, 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 board's composition 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 skilled and experienced candidate, who is a female and/or a black person, be available to fill the position, make recommendations to the board regarding his/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 and will be reviewed on a regular basis.

Board approved on : 8 October 2020