



Boxer Retail Limited

Board Charter

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## 1. DEFINITIONS

For the purposes of this Board Charter:

- 1.1 “**Applicable Laws**” means the Companies Act, the Companies Regulations, the JSE Listings Requirements, the rules of any other applicable securities exchange or any other regulatory body that has jurisdiction over the Group and any other law, rule or regulation which is applicable to the Group or its business in any jurisdiction;
- 1.2 “**ARCC**” means the Audit, Risk and Compliance Committee of the Company;
- 1.3 “**Board**” means the board of directors of the Company, as constituted from time to time;
- 1.4 “**Board Chair**” means the chairperson of the Board;
- 1.5 “**Board Charter**” means this board charter and includes any appendices (as relevant), which shall form part of it;
- 1.6 “**CEO**” means the chief executive officer of the Company;
- 1.7 “**CFO**” means the chief financial officer of the Company;
- 1.8 “**Committees**” means the ARCC, NomGov, RemCom and SETC, and any other committee constituted as a committee of the Board from time to time;
- 1.9 “**Companies Act**” means the Companies Act, No. 71 of 2008, as amended from time to time;
- 1.10 “**Companies Regulations**” means the Companies Regulations, 2011 promulgated in terms of the Companies Act, as amended from time to time;
- 1.11 “**Company**” means Boxer Retail Limited, a public company registered in accordance with the laws of South Africa under registration number 2024/392006/06;
- 1.12 “**Company Secretary**” means the company secretary of the Company;
- 1.13 “**Controlling Shareholder**” means Pick n Pay Stores Limited or any other shareholder of the Company holding more than 50% of the voting rights attaching to the shares of the Company from time to time;
- 1.14 “**Delegation of Authority Policy**” means the Limits and Delegation of Authority Policy adopted by the ARCC from time to time;
- 1.15 “**Director**” means any director of the Company;
- 1.16 “**Executive Director**” means a Director who is employed by the Company and who is involved in the day-to-day management of the Company;
- 1.17 “**Group**” means the Company and all of its Subsidiaries;
- 1.18 “**Independent Director**” means a Non-Executive Director who has been assessed by the Board as independent, taking into consideration the factors set out in paragraph 4.3;
- 1.19 “**JSE Listings Requirements**” means the Listings Requirements of the JSE Limited, as amended from time to time;
- 1.20 “**King IV**” means the King IV Report on Corporate Governance for South Africa, 2016;
- 1.21 “**Lead Independent Director**” means a Director whose appointment and functions are set out in paragraph 10.2;
- 1.22 “**MEs**” means the managing executives, being the CEO and CFO;
- 1.23 “**MOI**” means the memorandum of incorporation of the Company, as amended from time to time;
- 1.24 “**Non-Executive Director**” means a Director who is not employed by and who is not involved in the day-to-day management of the Company;
- 1.25 “**NomGov**” means the Nominations and Corporate Governance Committee of the Company;
- 1.26 “**RemCom**” means the Remuneration Committee of the Company;
- 1.27 “**Senior Management**” means the senior management team of the Company, the composition of which includes the MEs, the Group Executive heads of various divisions and any other person identified by the Board from time to time;
- 1.28 “**SETC**” means the Social, Ethics and Transformation Committee of the Company; and
- 1.29 “**Subsidiary**” means, as contemplated in the Companies Act, a company that is:
  - 1.29.1 a subsidiary of another juristic person where that juristic person, one or more other subsidiaries of that juristic person, or one or more nominees of that juristic person or any of its subsidiaries, alone or in any combination (i) is or are directly or indirectly able to exercise, or control the exercise of, a majority of the general voting rights associated with issued securities of that company, whether pursuant to a shareholder agreement or otherwise; or (ii) has or have the right to appoint or elect, or control the appointment or election of, directors of that company who control a majority of the votes at a meeting of the board; or
  - 1.29.2 a wholly-owned subsidiary of another juristic person where all of the general voting rights associated with issued securities of the company are held or controlled, alone or in any combination, by persons contemplated in paragraph 1.28.1,and “**Subsidiaries**” shall have the corresponding meaning.

## 2. INTRODUCTION

- 2.1 The Board has adopted this Board Charter which sets out the principles for the operation of the Board.
- 2.2 The provisions set out in this Board Charter are subject to and must be read in conjunction with the MOI and Applicable Laws, and with due regard to the recommendations of King IV.
- 2.3 In the event of any ambiguity, discrepancy or conflict between this Board Charter and any of the Applicable Laws, the Applicable Laws shall prevail.

### 3. THE PURPOSE OF THE BOARD CHARTER

- 3.1 The Group endorses and is committed to the principles of good corporate governance and corporate citizenship as set out in King IV. These principles relate to ethical and effective leadership that results in, among other things, ethical culture, good performance, effective control and legitimacy.
- 3.2 In accordance with this commitment, this Board Charter includes:
  - 3.2.1 the composition, powers, role and responsibilities of the Board;
  - 3.2.2 the role and responsibilities of the Board Chair, the Lead Independent Director (as applicable), the CEO, the CFO, the Company Secretary, and certain of the powers and responsibilities that may be delegated to them;
  - 3.2.3 the power and authority of the Board to delegate authority to the Board Chair, the CEO, the CFO and the Committees; and
  - 3.2.4 the procedural conduct of the Board to guide its effective functioning.

### 4. BOARD COMPOSITION AND INDEPENDENCE

- 4.1 The Board shall comprise:
  - 4.1.1 the appropriate balance of knowledge, skills, experience, diversity and independence to objectively and effectively discharge its governance role and responsibilities; and
  - 4.1.2 a balance of Executive and Non-Executive Directors, with the majority of:
  - 4.1.3 Directors being Non-Executive Directors; and
  - 4.1.4 Non-Executive Directors being Independent Directors.
- 4.2 The Board, with the assistance of the NomGov, shall review the independence of each Independent Director annually to ensure that their classification as independent is appropriate.
- 4.3 When assessing the independence of Directors, the Board must consider:
  - 4.3.1 the indicators set out in King IV, as amended from time to time, holistically and on a substance-over-form basis;
  - 4.3.2 whether the Director exercises objective judgement; and
  - 4.3.3 any interest, position, association or relationship which, when judged from the perspective of a reasonable and informed third party, is considered likely to influence unduly or cause bias in decision-making.
- 4.4 Suitable candidates for appointment to the Board must be independent and objective in thought and behaviour, regardless of their independence classification, as well as loyal to the principles and values upon which the Group is built.
- 4.5 The Board shall, taking into consideration the nominations and/or recommendations from the NomGov:
  - 4.5.1 appoint the Board Chair from among the Non-Executive Directors to lead the Board in the objective and effective discharge of its governance role and responsibilities, as more fully set out in paragraph 10.1;
  - 4.5.2 appoint a Lead Independent Director from among the Directors, in the event that the Board Chair is not considered independent, in the line with the JSE Listings Requirements, and as more fully set out in paragraph 10.2;
  - 4.5.3 appoint the CEO, who must be an Executive Director, as more fully set out in paragraph 11.1; and
  - 4.5.4 appoint the CFO, who must be an Executive Director, as more fully set out in paragraph 11.2.

### 5. PERIOD OF DIRECTOR OFFICE

- 5.1 Subject to the provisions of the MOI regarding the rotation of Directors, each:
  - 5.1.1 Director appointed by the Board during a period between annual general meetings of the Company (“AGMs”), shall be appointed to serve until the close or adjournment of the next annual general meeting at which such Director’s appointment must be confirmed by the shareholders of the Company (“Shareholders”);
  - 5.1.2 Non-Executive Director elected at an AGM, shall be elected to serve for a maximum term of three (3) years, or such lesser period as determined by the NomGov, provided that any Independent Non-Executive Director who has served on the Board for over nine (9) years shall be elected to serve for a term of one (1) year; and
  - 5.1.3 Executive Director elected at an AGM, shall be elected to serve for a term linked to their employment contract.
- 5.2 Each Director retiring at an AGM shall be eligible for re-election at that AGM, subject to the recommendation by the NomGov and provided such Director does not exceed the retirement age of seventy-five (75) years old. In appropriate circumstances, the NomGov may recommend the re-election of a Director who exceeds the retirement age.
- 5.3 Subject to article 5.1.2, a Non-Executive Director may continue to serve for longer than nine (9) years, subject to annual re-election as provided for in paragraph 5.1.2, but not more than twelve (12) years, provided the Board in its absolute discretion and by unanimous decision determines that it is in the best interests of the Company and its stakeholders to extend the Director’s service for an additional recommended time period following a twelve (12) year tenure.
- 5.4 An Independent Director may continue to serve in an independent capacity for longer than nine (9) years, but not more than twelve (12) years (subject to the provisions of article 5.3 above), provided that the Board concludes, on an annual basis, that such Independent Director is still independent, in accordance with article 4.

## 6. INDUCTION OF NEW DIRECTORS

- 6.1 New Directors are required to complete an orientation process to facilitate their understanding of the Company and the environment in which it operates, which process shall include:
- 6.1.1 providing the Directors with access to background material, including but not limited to the MOI, governance policies and frameworks, recent annual reports and annual financial statements, Committee terms of reference and this Board Charter;
  - 6.1.2 meetings with Senior Management;
  - 6.1.3 visits to stores, distribution centres and other Group facilities; and
  - 6.1.4 an overview of the fiduciary duties, responsibilities and obligations of a Director pursuant to Applicable Laws and King IV.
- 6.2 Inexperienced Directors are required to be developed through a mentorship programme and continuing professional development programmes must be implemented, which ensure that directors receive regular briefings on legal and corporate governance developments, and risks and changes in the external environment of the Group.

## 7. POWERS OF THE BOARD

In addition to its statutory rights and powers and its powers under the MOI, the Board has the powers to:

- 7.1 investigate and consider any matter and activity of the Group within the scope of and relevant to its roles and responsibilities;
- 7.2 obtain external legal or other independent professional advice and guidance at the Company's expense in accordance with the process for this purpose, as contemplated in paragraph 15;
- 7.3 access or obtain any information, records, facilities, employee or any other resources, which are required in order to discharge its duties and responsibilities, including fulfilling any function within the scope of its functions as set out in this Board Charter. Any employee approached in this regard will be required to cooperate with any reasonable requests made by the Board;
- 7.4 establish and delegate authority to the Committees or any sub-committees to assist it in carrying out certain of its roles and responsibilities; and
- 7.5 carry out any other roles and responsibilities and exercise any other authority that the MOI and Applicable Laws may assign to or confer upon the Board.

## 8. ROLES AND RESPONSIBILITIES

- 8.1 The Board takes overall responsibility for the Group, ensuring that it is managed in a transparent, equitable and responsible manner that balances the needs, interests and expectations of all stakeholders and the best interests of the Group.
- 8.2 Each Director is responsible for:
- 8.2.1 acting with the degree of care, skill and diligence that may be reasonably expected of a person (i) carrying out the same functions in relation to the Company as those carried out by that Director and (ii) having the general knowledge, skill and experience of that Director;
  - 8.2.2 applying themselves in a manner that is consistent with (i) their responsibilities to the Group and Group stakeholders, (ii) Applicable Laws, and (iii) King IV;
  - 8.2.3 having sufficient working knowledge of the organisation, its industry, the economy, society and environment in which it operates;
  - 8.2.4 being available at each AGM to respond to Shareholders' queries on how the Board executed its governance duties; and
  - 8.2.5 preparing for and regularly attending meetings of the Board and the Committees to which they are appointed from time to time.
- 8.3 The Board is responsible for:
- 8.3.1 acting in accordance with, and ensuring the Group complies with, Applicable Laws and King IV;
  - 8.3.2 acting in good faith, for a proper purpose and in the best interest of the Company;
  - 8.3.3 avoiding and/or managing actual and potential conflicts of interest;
  - 8.3.4 approving changes to the Group's mission statement, vision and values;
  - 8.3.5 selecting, monitoring, evaluating (against key performance indicators), compensating and, if necessary, replacing the CEO, CFO and Senior Management;
  - 8.3.6 preparing, reviewing and updating any mandates to the Board Chair, the Lead Independent Director, the CEO, the CFO and Senior Management;
  - 8.3.7 ensuring that succession plans are in place for the Board Chair, the Lead Independent Director, the CEO, the CFO and Senior Management;
  - 8.3.8 drafting, reviewing, approving and ensuring implementation of the diversity policy for the Board, as approved by the NomGov in accordance with the JSE Listings Requirements;
  - 8.3.9 reviewing and approving management's strategic and business plans;
  - 8.3.10 ensuring that proper systems are in place for effective risk management of the Group;
  - 8.3.11 reviewing and approving the Group's financial, environmental, social and governance objectives, plans and actions, including significant or material capital expenditures;

- 8.3.12 reviewing and approving material transactions not in the ordinary course of business;
  - 8.3.13 monitoring corporate performance against the strategic and business plans, including reviewing the financial and operating results twice per year;
  - 8.3.14 ensuring ethical behaviour and compliance with Applicable Laws, auditing and accounting principles, and the Group's own governing documents;
  - 8.3.15 staying up to date with legal and corporate governance developments, as well as risks and changes in the external environment;
  - 8.3.16 assessing the Board's effectiveness in fulfilling its responsibilities, including through formal annual evaluations of committee and individual Board member performance;
  - 8.3.17 appointing a Lead Independent Director in accordance with paragraph 10.2;
  - 8.3.18 appointing and removing the Company Secretary;
  - 8.3.19 appointing the head of Group internal audit services on the recommendation of the ARCC;
  - 8.3.20 nominating, on the recommendation of the ARCC, the Group's external auditors for election by the Shareholders;
  - 8.3.21 appointing Committees and formulating and reviewing Committee terms of reference and mandates to Committees;
  - 8.3.22 reviewing the reports of the Committees; and
  - 8.3.23 performing any other functions as prescribed by Applicable Law, or by the Group's governing documents.
- 8.4 The sharing of information on the Group's affairs is strictly managed. Only the Board Chair, the Lead Independent Director, CEO and the CFO are entitled to make media statements or engage in social media or private messaging platforms regarding the Group's affairs. Directors shall refer any media enquiry to the Board Chair, Lead Independent Director, CEO or the CFO, as appropriate, for a response.

## 9. BOARD MEETINGS

### 9.1 *Frequency*

- 9.1.1 Board meetings shall be held at least four (4) times a year.
- 9.1.2 Additional Board meetings may be held if required and requested by a Director in accordance with section 73(1) of the Companies Act.

### 9.2 *Notice*

Unless agreed otherwise, notice of each meeting confirming the venue, time and date together with an agenda and supporting documents shall be forwarded to each Director, and any other person required/invited to attend, no fewer than seven (7) days prior to the date of the meeting.

### 9.3 *Agenda and Minutes*

- 9.3.1 The Board shall establish an annual workplan for each year to ensure that all relevant matters are covered by the agendas of the meetings planned for that year.
- 9.3.2 The Board Chair, CEO and CFO, in collaboration with the Company Secretary and based on the annual work plan of the Board shall establish the agenda for each Board meeting. Directors may request that matters that require deliberation be added to the agenda.
- 9.3.3 Minutes of Board meetings shall be completed by the Company Secretary or their nominee and reviewed by the Board Chair as soon as practicable after the meeting whereafter it shall be circulated to the Board members timeously for review and comments, if any.
- 9.3.4 The minutes shall be confirmed as an accurate record of the proceedings by the Board via electronic communication on a round robin basis, or at the next Board meeting, as required, whereafter it will be signed by the Board Chair.

### 9.4 *Attendance*

- 9.4.1 Board members should attend all scheduled and ad-hoc Board meetings unless prior apology, with reasons, has been submitted to the Board Chair and Company Secretary.
- 9.4.2 Senior Management, assurance providers and professional advisors may attend meetings at the invitation of the Board Chair only, and they may not vote on any issues discussed at the meeting.

### 9.5 *Secretary*

The Company Secretary shall be the secretary of the Board.

### 9.6 *Quorum and Voting*

- 9.6.1 In accordance with the MOI, the quorum required for a Board meeting is a majority of the Directors.
- 9.6.2 In the event the Board Chair is absent from a meeting, the meeting shall be chaired by the Lead Independent Director, if present. If the Lead Independent Director is not present at the meeting, the Directors present at the meeting must elect one (1) of the Directors present to act as chairperson of the meeting.
- 9.6.3 Invitees in attendance at Board meetings are encouraged to take part in Board discussions, but do not form part of the required quorum and do not vote on resolutions.
- 9.6.4 A decision of the Board at a meeting shall be approved by a majority of votes cast by the Directors who are eligible to vote at a meeting.

- 9.6.5 A resolution in writing adopted by the majority of the Directors is valid and effective as if it had been passed at a duly called and constituted meeting, provided that each Director has received notice of the matter to be decided. Such resolution shall be presented at the next meeting for noting and minuting.
- 9.6.6 In the absence of a quorum and subject to the discretion of the Board Chair, the meeting can either be postponed to a later date or can proceed as an informal meeting with all resolutions required to be taken at the meeting being formally approved by way of a written resolution.
- 9.6.7 No resolutions tabled for approval by the Board at a meeting which is not quorate shall be implemented or given effect to until formally approved via written resolution or a formal meeting. The written resolutions circulated in terms of paragraphs 9.6.5 and 9.6.6 above, require majority approval, in the absence of which a special meeting of the Board shall be convened for the matter to be discussed and formally approved during this special meeting.

#### 9.7 *Information*

- 9.7.1 Directors can elect to receive as much information as they need to satisfy their duties as Directors.
- 9.7.2 Non-Executive Directors must be notified immediately by management of any circumstances that could have a materially adverse effect on the business and affairs Group (including its financial position and reputation), including, inter alia, serious misconduct by members of management, material fraud, material unanticipated loss, the onset of material litigation against the Group or any other circumstance deemed material to the business and affairs of the Group.

### 10. **BOARD LEADERSHIP**

To ensure effective governance, the roles of Board Chair and CEO are separate with a clear division of responsibilities. It is important that the Board Chair and the CEO enjoy a constructive working relationship based on mutual trust and respect.

#### 10.1 *Board Chair*

- 10.1.1 Following consideration of any recommendation by NomGov, and after consultation with the Controlling Shareholder, the Board shall appoint a Non-Executive Director to serve as the Board Chair for a term of three (3) years, subject to the provisions of paragraph 5. Notwithstanding the intended tenure, the Board is entitled to remove and replace the Board Chair at any time if deemed necessary.
- 10.1.2 The Board Chair is responsible for:
  - 10.1.2.1 providing leadership to the Board;
  - 10.1.2.2 identifying and participating in selecting Directors (in co-operation with the NomGov);
  - 10.1.2.3 ensuring, in co-operation with the NomGov, an effective succession plan for the Board and the Board Chair;
  - 10.1.2.4 establishing effective policies and procedures to govern the Board's work;
  - 10.1.2.5 ensuring the Board's full discharge of its duties;
  - 10.1.2.6 overseeing the scheduling of Board meetings and, in co-ordination with the Committee chairs, Committee meetings, by the Company Secretary;
  - 10.1.2.7 overseeing the preparation and presentation of Board meeting agendas by the Company Secretary;
  - 10.1.2.8 ensuring proper flow of information to the Board, including reviewing the adequacy and timing of documentary materials in support of management's proposals;
  - 10.1.2.9 ensuring adequate lead time for effective study and discussion of business under consideration;
  - 10.1.2.10 assisting the Board fulfil its goals by assigning specific tasks to members of the Board;
  - 10.1.2.11 presiding over Board meetings;
  - 10.1.2.12 identifying and disseminating guidelines for the conduct of the Directors;
  - 10.1.2.13 monitoring and evaluating each Director's contribution to the Board;
  - 10.1.2.14 acting as the liaison between the Board, the CEO and management;
  - 10.1.2.15 together with the chair of the RemCom, assessing the CEO and CFO's performance against the annual key performance indicators set by the RemCom;
  - 10.1.2.16 working with the NomGov to ensure proper Committee structures, including assignment of members and Committee chairs;
  - 10.1.2.17 in cooperation with the NomGov, conducting annual surveys of the effectiveness of the Board and Committees;
  - 10.1.2.18 making statements to the media regarding the Group's policies and affairs; and
  - 10.1.2.19 carrying out other duties as requested by the CEO, CFO and Board as a whole, depending on need and circumstances.
- 10.1.3 The Board may mandate that the Board Chair represent the Board in certain instances, in addition to the responsibilities outlined above. Any such mandate shall be reviewed annually by the Board.

#### 10.2 *Lead Independent Director*

- 10.2.1 The Board shall, following consideration of the recommendation by the NomGov, appoint a Director to the position of Lead Independent Director to serve in such position for a term linked to his/her term of office. The Board may at any time remove and/or replace the Lead Independent Director.

- 10.2.2 The Lead Independent Director is responsible for:
- 10.2.2.1 providing leadership to the Board and chairing discussions and decision-making by the Board in the event the Board Chair has a conflict of interest;
  - 10.2.2.2 leading in the absence of the Board Chair;
  - 10.2.2.3 serving as a sounding board for the Board Chair;
  - 10.2.2.4 acting as an intermediary between the Board Chair and other Directors, if necessary;
  - 10.2.2.5 dealing with Shareholders' concerns where contact through the normal channels has failed to resolve concerns, or where such contact is inappropriate;
  - 10.2.2.6 leading the performance appraisal of the Board Chair, where an independent service provider is not used to facilitate the process; and
  - 10.2.2.7 performing other duties that the Board may from time to time delegate to him/her.

### 10.3 *Company Secretary*

10.3.1 The Board shall appoint the Company Secretary to provide guidance on corporate governance and the Board's legal responsibilities.

10.3.2 The Company Secretary is responsible for:

- 10.3.2.1 assisting the Board Chair to co-ordinate and administer the operations of the Board;
- 10.3.2.2 providing professional corporate governance services;
- 10.3.2.3 assisting with the identification and induction of new Directors;
- 10.3.2.4 providing the Directors, collectively and individually, with guidance on the discharge of Director duties, responsibilities and powers;
- 10.3.2.5 making the Directors aware of any law or amendments to any law relevant to or affecting the Company;
- 10.3.2.6 reporting to the Board any failure, of which the Company Secretary becomes aware, on the part of the Company or a Director to comply with the MOI or rules of the Company or the provisions of the Companies Act;
- 10.3.2.7 providing guidance on the Company's compliance with all Applicable Law, King IV and the MOI;
- 10.3.2.8 ensuring that minutes of all Shareholder, Board and Committee meetings are properly recorded in accordance with the Companies Act;
- 10.3.2.9 ensuring that all shareholder and beneficial interest registers as required by Applicable Law are properly maintained, and making any disclosures required in relation thereto are made to the Takeover Regulation Panel, JSE Limited or any other applicable regulatory body;
- 10.3.2.10 certifying in the Company's annual financial statements whether the Company has filed required returns and notices in terms of the Companies Act, and whether all such returns and notices appear to be true, correct and up to date;
- 10.3.2.11 ensuring that a copy of the Company's annual financial statements is sent, in accordance with the Companies Act, to every person who is entitled to it;
- 10.3.2.12 being the designated person in the annual return filed with the Companies and Intellectual Properties Commission as the person responsible for the Company's compliance with Part C of Chapter 2 of the Companies Act (Transparency, accountability and integrity of companies) and Chapter 3 of the Companies Act (Enhanced accountability and transparency) and carrying out the functions associated with such designation; and
- 10.3.2.13 ensuring that the relevant announcements required by Applicable Law are timeously made in the appropriate media.

## 11. COMPANY LEADERSHIP AND STRUCTURE

### 11.1 *Chief Executive Officer*

- 11.1.1 The Board shall appoint the CEO, taking into consideration the nomination from the NomGov, and after consultation with the Controlling Shareholder, to manage the day to day affairs and operations of the Group on its behalf.
- 11.1.2 The CEO oversees and controls the management of the day-to-day affairs of the Group and is responsible for leading the implementation and execution of approved strategy, policy and operational planning and, through the Board Chair, serving as the chief link between management and the Board.
- 11.1.3 The CEO is responsible for:
  - 11.1.3.1 ensuring Group-wide adherence and commitment to the principles and values of the Group;
  - 11.1.3.2 fostering a corporate culture that promotes ethical practices, encourages individual integrity, and fulfils social and environmental responsibility;
  - 11.1.3.3 fostering a corporate culture that requires adherence to all local and international anti-corruption, anti-money laundering and anti-bribery legislation and regulation;
  - 11.1.3.4 maintaining a positive and ethical work climate that is conducive to attracting, retaining and motivating top-quality employees;



- 11.1.3.5 developing and recommending to the Board a long-term strategy and vision for the Group;
  - 11.1.3.6 implementing the approved long-term strategy and vision for the Group;
  - 11.1.3.7 recommending to the Board the appointment of the CFO of the Company, as well as the Group Executive heads of various divisions;
  - 11.1.3.8 ensuring that the day-to-day business affairs of the Group are appropriately managed by Senior Management and that proper systems and controls are in place for effective risk management of the Group;
  - 11.1.3.9 ensuring, in co-operation with the NomGov, that there is an effective succession plan for the CEO and CFO;
  - 11.1.3.10 informing the Board of the appointment of members of Senior Management, and ensuring that succession plans are in place and that the relevant mandates (as applicable) are reviewed annually;
  - 11.1.3.11 monitoring the Company's programme for management development, employment equity and transformation and reporting such findings to the Board annually;
  - 11.1.3.12 together with the CFO, recommending to the Board the appointment and removal of bankers and JSE sponsor;
  - 11.1.3.13 consistently striving to achieve the Group's financial and operating goals and objectives and implement Board decisions;
  - 11.1.3.14 overseeing the formulation, approval and implementation of the budget for revenue and capital for the Group;
  - 11.1.3.15 ensuring continuous improvement in the quality and value of the Group's products and service provided;
  - 11.1.3.16 ensuring that the Group achieves and maintains a satisfactory competitive position within its industry;
  - 11.1.3.17 formulating and overseeing the implementation of major corporate policies; and
  - 11.1.3.18 serving as the chief spokesperson for the Group, which includes making statements to the media regarding the Group's executive and operational affairs.
- 11.1.4 The Board may mandate that the CEO has authority to act in certain instances, in addition to the responsibilities outlined above. Any such mandate shall be reviewed annually by the Board. As at the date of this Board Charter being adopted, the Board has issued a mandate to the CEO, which mandate is attached hereto as Appendix (I), read together with the Delegation of Authority Policy.

## 11.2 *Chief Financial Officer*

- 11.2.1 The Board shall appoint the CFO, taking into consideration the nomination from the NomGov and the requirements of Applicable Law, and after consultation with the Controlling Shareholder, to run the fiscal functions of the Group.
- 11.2.2 The CFO is responsible for directing the fiscal, financial and compliance functions of the Group in accordance with the JSE Listings Requirements, King IV, International Financial Reporting Standards and generally accepted accounting principles, and financial management techniques and practices as appropriate.
- 11.2.3 The CFO is responsible for:
  - 11.2.3.1 ensuring adherence and commitment to the fiscal and financial principles and values of the Group;
  - 11.2.3.2 fostering a fiscal and financial culture that promotes ethical practices and encourages individual integrity;
  - 11.2.3.3 fostering a corporate culture that requires adherence to all local and international anti-corruption, anti-money laundering and anti-bribery legislation and regulation;
  - 11.2.3.4 maintaining a positive and ethical work climate that is conducive to attracting, retaining and motivating top-quality employees in the finance division;
  - 11.2.3.5 providing leadership, direction and management of the finance and accounting teams;
  - 11.2.3.6 executing the financial strategy of the Group;
  - 11.2.3.7 ensuring that appropriate internal controls are put in place and managing financial controls, forecasting, budgeting and accounting procedures;
  - 11.2.3.8 overseeing the preparation of all financial reporting;
  - 11.2.3.9 taking responsibility for Group financial reporting;
  - 11.2.3.10 ensuring full transparency over the financial performance of the Group;
  - 11.2.3.11 managing the capital structure of the Group, determining the appropriate combination of debt, equity and internal financing;
  - 11.2.3.12 together with the CEO, recommending to the Board the appointment and removal of the Group's bankers and JSE sponsor;
  - 11.2.3.13 effectively and clearly communicating potential risks in a timely manner;
  - 11.2.3.14 proposing action plans to ensure that annual financial objectives are attained;
  - 11.2.3.15 maintaining speed and accuracy of billings and payments;
  - 11.2.3.16 coordinating and producing all tax documentation as required;
  - 11.2.3.17 assisting the CEO in representing the Group in investor relations and financial presentations; and
  - 11.2.3.18 serving as the chief link between the fiscal and financial functions of the Group and the Board.

11.2.4 The Board may mandate that the CFO has authority to act in certain instances, in addition to the responsibilities outlined above. Any such mandate shall be reviewed annually by the Board. As at the date of this Board Charter being adopted, the Board has issued a mandate to the CFO, which mandate is attached hereto as Appendix (II).

### 11.3 *Group Executive Team*

11.3.1 The composition of the Group Executive Team (excluding the CEO and CFO) is determined by the CEO. As at the date of the adoption of this Board Charter, the Group Executive Team comprises the CEO, CFO, and certain members of Senior Management.

11.3.2 The Group Executive Team operates as follows:

11.3.2.1 the CEO, CFO and divisional heads meet on a regular basis to assist the CEO in operational strategy implementation;

11.3.2.2 the Group Executive Team meet on a regular basis to assist the CEO in operational strategy implementation and to act as a sounding board on issues to be presented to the Board; and

11.3.2.3 the CEO holds regular meetings with the executives and senior management teams of each operational company and division to assist in operational strategy implementation and general management.

### 11.4 *Senior Management*

11.4.1 The Senior Management team comprises the heads of various divisions and assists the CEO with the management of the day-to-day business affairs of the various divisions of the Group.

11.4.2 Senior Management is responsible for:

11.4.2.1 ensuring adherence and commitment to the principles and values of the Group;

11.4.2.2 fostering a corporate culture that promotes ethical practices, encourages individual integrity and fulfils social responsibility;

11.4.2.3 fostering a corporate culture that requires adherence to all local and international anti-corruption, anti-money laundering and anti-bribery legislation and regulation;

11.4.2.4 maintaining a positive and ethical work climate that is conducive to attracting, retaining and motivating top-quality employees;

11.4.2.5 developing, together with the CEO, a long-term strategy and vision for the Company ensuring it is in line with the overall Group strategy and vision;

11.4.2.6 ensuring that the day-to-day business affairs and operations of the Company are appropriately managed and that proper systems and controls are in place for effective risk management;

11.4.2.7 consistently striving to achieve the financial and operating goals and objectives;

11.4.2.8 ensuring continuous improvement in the quality and value of the products and services provided by the Company's operating units;

11.4.2.9 ensuring that the Company achieves and maintains a satisfactory competitive position within its industry and market;

11.4.2.10 ensuring, in co-operation with the CEO, that there is an effective succession plan in place for Senior Management;

11.4.2.11 ensuring that effective operational mandates are in place and adhered to at management level and below; and

11.4.2.12 formulating and overseeing the implementation of major corporate policies.

11.4.3 The CEO, acting under authority delegated to the CEO by the Board, may mandate that Senior Management has the authority to act in certain instances. Any such mandate shall be reviewed annually by the Board.

## 12. **BOARD COMMITTEES**

12.1 The Board is empowered by the MOI to establish Committees and delegate powers to these Committees to assist it in discharging its role and responsibilities. Committees are constituted with due regard to the skills, qualifications and experience required by each Committee to effectively fulfil their duties.

12.2 The delegation by the Board to these Committees is recorded in written terms of reference for each Committee, which are approved by the Board and reviewed annually.

12.3 As at the date of this Board Charter being adopted, the Board has established the following standing Committees:

12.3.1 the Audit, Risk and Compliance Committee ("**ARCC**");

12.3.2 the Social, Ethics and Transformation Committee ("**SETC**");

12.3.3 the Remuneration Committee ("**RemCom**"); and

12.3.4 the Nominations and Corporate Governance Committee ("**NomGov**").

12.4 Neither the establishment nor the delegation of duties to any Committee reduces the functions and duties of the Board or the Directors, who must continue to exercise due care and diligence in accordance with their statutory and fiduciary duties.

12.5 Each Committee shall have decision-making power in respect of its duties, where decision-making power has been specifically delegated by the Board to the Committee in its terms of reference. In respect of all other duties, the Committee shall only have the power to make recommendations to the Board.

### 13. BOARD AND COMMITTEE EVALUATIONS

The performance evaluations of the Board, the Committees and individual Directors, including the Board Chair, shall be conducted annually in order to ensure continued improvement in the Board's performance and effectiveness.

### 14. DISCLOSURE AND CONFLICT OF INTEREST

14.1 Each Director shall disclose in writing, at least annually, or whenever there are changes, any personal financial interests of such Director or of any "related person" (as defined in section 75 of the Companies Act) of such Director, in terms of section 75 of the Companies Act, and do everything reasonably required to avoid a conflict of interest in the execution of their duties and responsibilities to the Company.

14.2 Any possible conflict of interest shall at all times be declared by no later than the beginning of any Board meeting in respect of a matter on the agenda to which the conflict relates. The Director concerned:

14.2.1 must disclose to the meeting the interest and its general nature before the matter is considered at the meeting, as well as any material information relating to the matter, and known to the Director;

14.2.2 must not take part in the consideration of the matter except to disclose any material information relating to the matter, and known to the Director or any observations or pertinent insights relating to the matter if requested to do so by the other Directors;

14.2.3 if present at the meeting, must leave the meeting immediately after making any disclosure required;

14.2.4 while absent from the meeting, is to be regarded as being present at the meeting for the purpose of determining a quorum for the meeting; however, is not regarded as being present at the meeting for the purpose of determining whether a resolution has sufficient support to be adopted; and

14.2.5 must not execute any document on behalf of the Company in relation to the matter unless specifically requested or directed to do so by the Board.

14.3 While compliance with section 75 of the Companies Act is a strict requirement, additional guidance on conflicts of interest, whether real, potential or perceived, is provided in the Code of Conduct forming part of the Board Charter (see Appendix III).

### 15. PROCESS ON DIRECTORS OBTAINING PROFESSIONAL ADVICE

The Board should approve a process to be followed in the event it or any of its members or the Committees need to:

15.1 obtain independent, external professional guidance or advice at the cost of the Company on matters within the scope of their duties (including in relation to corporate governance and the Board's legal duties);

15.2 call upon the chairpersons of the Committees, Company employees or assurance providers to provide it with information; and/or

15.3 access the Company's records, facilities, employees and any other resources necessary to discharge their duties and responsibilities.

### 16. ANNUAL REPORTING TO STAKEHOLDERS

16.1 The Board shall prepare a report, for inclusion in the Integrated Annual Report or annual Corporate Governance Report, as relevant, which describes the Board's function, composition and responsibilities and how these responsibilities were discharged during the financial year.

16.2 The Directors shall attend each AGM and be prepared to respond to any Shareholder questions on how the Board executed its governance duties.

### 17. REMUNERATION OF BOARD MEMBERS

Non-Executive Directors, including the Board Chair and the Lead Independent Director, shall be paid such remuneration in respect of their appointment as recommended by the RemCom and the Board and approved annually by Shareholders.

### 18. CONFIDENTIALITY

18.1 Subject to paragraph 18.2 below, all information in whatever form and howsoever obtained by Directors in the course of serving as members of the Board ("**Confidential Information**") must be kept confidential and the Directors must not disclose any of the Confidential Information within their knowledge or possession in any manner to any person, company or other entity ("**Person**").

18.2 The provisions of paragraph 18.1 above shall not apply to Confidential Information which:

18.2.1 was in the public domain prior to its disclosure to the relevant Director or subsequently came to be in the public domain in any way other than by wrongful disclosure by such Director;

18.2.2 is disclosed directly or indirectly by the relevant Director to any Person who is a Director, employee, agent, consultant, adviser or contractor of or to the Company, as the case may be, whose knowledge or possession of such Confidential Information is necessary for that Person to perform their particular functions; or

18.2.3 the disclosure of which is required by any Applicable Law, by an order of court or by the rules of any securities exchange on which the Company's shares are listed or by any other regulatory body to which the Company is subject.

### 19. REVIEW OF THE BOARD CHARTER

The Board must review and approve this Board Charter annually to ensure that it remains relevant to the business objectives of the Group. The review process will be initiated by the Company Secretary in consultation with the Board Chair.

### 20. APPROVAL OF BOARD CHARTER

This Board Charter was approved by the Board on 10 October 2024.

**Appendix (I)**  
**Code of Conduct for Board Members**  
**(FOR INTERNAL PUBLICATION ONLY)**

**1. INTRODUCTION**

- 1.1 The Board has adopted the following Code of Conduct (the “**Code**”). This Code is intended to focus on areas that provide guidance to the Board to assist them to recognise and deal with ethical issues and to help them foster a culture of honesty and accountability.
- 1.2 No code or policy can anticipate every situation that may arise. Accordingly, this Code is intended to serve as a source of guiding principles for the Board. Each Director must comply with the letter and spirit of this Code.
- 1.3 The Board is encouraged to bring questions about particular circumstances that may involve one or more provisions of this code to the attention of the Board Chair.

**2. OVERALL DUTIES OF DIRECTORS**

- 2.1 Board members may only use their position, or any information which they become privy to whilst holding that position, to the advantage of the Company and its subsidiaries (the “**Group**”). They are therefore prohibited from advancing any personal gain, or that of someone else. Also, they are prohibited from knowingly causing harm to the Group.
- 2.2 The Companies Act, 2008, sets out general duties that the directors owe to the Company. These include exercising the powers and performing the functions of a director (i) in good faith and for a proper purpose, (ii) in the best interests of the Company, and (iii) with the degree of care, skill and diligence that may reasonably be expected of a person carrying out the same functions in relation to the Company as those carried out by that director, and having the general knowledge, skill and experience of that director.

**3. CONFLICT OF INTEREST**

- 3.1 Members of the Board are expected to perform their responsibilities outlined in the Board Charter conscientiously and honestly in the best interests of the Group and to always comply with the requirements of the Companies Act, including but not limited to, section 75 as set out in paragraph 14 of the Board Charter.
- 3.2 Members of the Board must not use their positions and knowledge obtained during their term for personal gains, especially if such interest may result in a conflict between the Group and their personal interest. Personal interest may include but is not limited to commercial, financial and industrial interests.
- 3.3 A member of the Board must declare any financial interest or asset which might create a conflict of interest in the performance of their duties. The declaration shall include any interests by the Board members' spouse or immediate family which might entail a conflict of interests.
- 3.4 A member of the Board who has a direct or indirect financial, personal or other interest in any matter to be discussed at a meeting and which entails or may entail a conflict or possible conflict of interest must, before or during such meeting, declare the interest.
- 3.5 Any person may, in writing, inform the chairperson of a Board meeting, before a meeting, of a conflict or possible conflict of interest of a Board member of which such person may be aware.
- 3.6 No member of the Board must vote upon or take part in the discussion of any matter in which he or she has a conflict, or a possible conflict of interest and the member concerned must recuse him or herself from the meeting of the Board for the duration of such discussion and voting.
- 3.7 No member of the Board shall receive corporate gifts, hospitality, preferential treatment or benefits which might affect or reasonably appear to affect the ability of the recipient to make an independent judgement on the Group's business transactions, except to the extent permitted by the gift policy.
- 3.8 A member of the Board must avoid the use of the Group's resources or time for personal gain or for the benefit of persons/organisations unconnected with the Group.
- 3.9 If a director is unsure about whether the particular circumstances give rise to a conflict, or the appearance of a conflict, they should consult the Board Chair. If the Board Chair is unsure about whether the particular circumstances give rise to a conflict, or the appearance of a conflict, he or she should consult the Board.
- 3.10 This Code of Conduct does not attempt to describe all possible conflicts of interest that could arise. Some of the common conflicts which Board must refrain from however are set out below:
  - *Relationship of the Company with third parties:* Members of the Board should not engage in conduct or activities that are inconsistent with the interests of the Group or which may impair the relationship of the Group with any person or entity with which the Group has or proposes to enter into a business or contractual relationship.
  - *Compensation from non-Company Sources:* Members of the Board should not, without the prior written consent of the Board, accept compensation (in any form) for services performed for the Group from any source other than from the Group through open and transparent practices.
  - *Gifts:* Members of the Board and members of their immediate family should not accept gifts from persons or entities who deal with the Group where any such gifts are, or could reasonably be believed to have been, offered with an intention to influence the Board member's actions as a member of the Board or where acceptance of the gift may create or be seen to be a conflict of interest.
  - *Personal use of company assets:* Members of the Board should not use the assets of the Group, labour or information for personal use unless approved by the Board Chair, or as part of an expense reimbursement programme available to all members of the Board.

#### **4. COMPLIANCE WITH APPLICABLE LAWS AND REGULATIONS**

- 4.1 It is the Board policy to comply with all applicable laws, rules and regulations. It is the personal responsibility of each member of the Board to adhere to the standards and restrictions imposed by laws, rules and regulations (including the JSE Listings Requirements and the King Report on Governance for South Africa, 2016 (“**King IV**”).
- 4.2 No member of the Board shall commit an illegal or unethical act, or instruct others to do so, for any reason when conducting the business of the Group.
- 4.3 Members of the Board must complete all induction and education programmes required of them by the Board to build and maintain their awareness and understanding of relevant laws, policies, procedures and practices.
- 4.4 The Group will not condone any violation of the law or any unethical business dealings by its Board (collectively or individually) including participation in an illegal act such as bribery or money laundering.

#### **5. CORPORATE OPPORTUNITIES**

Members of the Board are prohibited from:

- 5.1 taking for themselves personally or for companies with which they are affiliated opportunities that are discovered through the use of Group property, Group assets, company information or their position as director;
- 5.2 using the Group’s property, information, or their position for personal gain; and
- 5.3 competing with the Group for business opportunities unless the Group has already determined that it will not pursue that opportunity.

#### **6. CONFIDENTIALITY**

- 6.1 Members of the Board must maintain the confidentiality of information entrusted to them by the Group and any other confidential information about the Group or a third party that comes to them from whichever source, in their capacity as directors, except for when disclosure is authorised by the Board or required by applicable laws, rules and regulations (including the JSE Listings Requirements and King IV).
- 6.2 For the purpose of this Code, “confidential information” includes all non-public information that may be harmful to the Group or its customers if disclosed. Examples may include but are not limited to:
  - non-public information about the Group’s financial condition, strategic and operational plans, information relating to mergers and acquisitions;
  - non-public information concerning third party transactions; and
  - non-public price sensitive information in relation to the Company’s securities.
- 6.3 Members of the Board must comply with the “insider trading” provisions of the South African Financial Markets Act, 2012 in relation to Company information and securities.

#### **7. TRADING IN THE COMPANY’S SECURITIES**

Trading in the Company’s securities at any time by members of the Board is not to occur without the required permissions. Trading is to occur in accordance with the Group’s Dealing in Securities policy and all applicable law.

#### **8. COMMUNICATION WITH THE MEDIA**

- 8.1 The Board Chair, CEO and CFO are the only authorised spokespersons for the Group.
- 8.2 No member of the Board shall give an interview or issue a statement in the name of the Group without the prior, express approval of the Board Chair.

#### **9. FAIR DEALING**

- 9.1 The Board must deal fairly with the employees, customers, suppliers, the public and competitors of the Group.
- 9.2 The Board must not take any unfair advantage of anyone through manipulation, concealment, abuse of privileged or confidential information, misrepresentation of material facts, or any other unfair dealing practice.

#### **10. BOARD MEETINGS**

- 10.1 Members of the Board are expected to participate in the meetings and other functions of the Board and those committees of the Board in relation to which they are members. Members of the Board should participate actively in meetings, seeking as much information as needed to assist the Board to come to its decisions.
- 10.2 A member of the Board must bring an enquiring, open and independent mind to Board meetings, listen to the debate on each issue raised, consider the arguments for and against each motion and reach a decision they believe to be in the best interests of the Company as a whole.
- 10.3 An opportunity must be provided for a member of the Board to put their views on issues before the Board or a committee on which they sit. While members of the Board must treat each other with courtesy and observe the rules in this Code, they should also be able to engage in vigorous debate on matters of principle.
- 10.4 Members of the Board will be required to vacate office if they are absent, without a leave of absence having first been granted by the Board, from 2 consecutive meetings of the Board for which reasonable notice was given.

#### **11. WAIVER**

Waivers to the provisions in this Code of Conduct will only be made or allowed in exceptional circumstances, and only by a unanimous vote of the members of the Board.

**12. MONITORING COMPLIANCE WITH THIS CODE**

- 12.1 Any breaches of this Code of Conduct should be reported to the Board Chair (or to the chairperson of the Social and Ethics Committee).
- 12.2 The annual performance evaluation of each member of the Board will include a consideration of compliance with this Code.
- 12.3 If members of the Board need more information or are unsure of their obligations under this Code, they should consult the Company Secretary and General Counsel.

**13. APPROVAL OF THE BOARD CODE OF CONDUCT**

This Code was approved by the Board on 10 October 2024 and shall be reviewed annually.