




Boxer Retail Limited

Board Diversity Policy

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TABLE OF CONTENTS

1. PURPOSE	3
2. SCOPE OF APPLICATION	3
3. DEFINITION OF DIVERSITY	3
4. BOARD STATEMENT	3
5. COMPOSITION OF THE BOARD	3
6. PROCEDURE FOR SELECTION AND NOMINATION OF DIRECTORS	3
7. BOARD CHANGES AND SUCCESSION PLANNING	3
8. ROTATION OF DIRECTORS AND DIRECTOR TERM LIMIT	4
9. BOARD DIVERSITY AND TARGETS	4
10. MONITORING AND REPORTING	4
11. REVIEW OF THE POLICY	4

1. Purpose

The Board Diversity Policy (“**the Policy**”) sets out the approach that will be adopted by the Board of Directors (“**the Board**”) of Boxer Retail Limited (“**the Company**”) with respect to all aspects of diversity on the Board.

The purpose of this Policy is to ensure that the Board is comprised of members with due regard to:

- diversity in respect of the Company’s transformation initiatives and appropriate gender representation;
- skills, experience and backgrounds; and
- meeting its primary responsibility of promoting the success of the Company in a way that ensures that the interests of stakeholders are protected.

The Policy is informed by corporate governance best practice and meets regulatory requirements.

2. Scope of Application

The Policy applies to the Board of Directors of the Company. The Policy does not apply to the employees of the Company or any of its subsidiaries (collectively “**the Boxer Group**”) as the value of diversity and transformation is covered in the Boxer Group’s Code of Ethics.

3. Definition of Diversity

Diversity includes diversity in terms of skills, geographical, commercial and industry experience, field of knowledge, background, culture, age, race, gender and other distinctions between members of the board.

4. Board statement

The Board believes in the benefits of diversity and recognises that diversity in background, skill, experience and thought is advantageous for the business. The Board is committed to enhance diversity to achieve these benefits. The Nominations and Corporate Governance Committee (“**the NomGov**”) assists the Board in implementing this Policy.

The Board functions in accordance with the requirements of King IV and within the context of the Companies Act, the Listings Requirements of the JSE Limited and other applicable laws, rules and codes of governance.

In accordance with paragraph 3.84(a) of the JSE Listings Requirements, the Board Charter and individual Committee Terms of Reference ensure a clear balance of power and authority on the Board, preventing any single director from having unfettered decision-making powers.

In accordance with paragraph 3.84(i) of the JSE Listings Requirements, the Board is required to adopt a formal policy on the promotion of diversity at Board level.

5. Composition of the Board

- 5.1 The Board should comprise members that come from diverse backgrounds and possess a wide range of skills and experience across various geographies in line with the Boxer Group’s geographic footprint.
- 5.2 There should be a clear balance of power and authority at Board of Directors’ level and no one Director should possess unfettered powers of decision-making.
- 5.3 The Board will delegate certain functions to its Committees, which will allow allocation of sufficient time and attention to decision-making on material matters. This also allows for the delegated matters to be deliberated on at Committee level.

6. Procedure for selection and nomination of Directors

The Procedure is as follows:

- The NomGov proposes Directors to the Board for consideration on the basis of their skills, knowledge and experience, and taking into account diversity appropriate to the needs of the Company.
- The Board then considers the recommendations of the NomGov before making an appointment.
- All newly appointed Directors are subject to confirmation at the next annual general meeting of shareholders following their appointment.

The Board ensures that all directors classified as independent non-executive directors have met the criteria for independence as established by the Companies Act, the JSE Listings Requirements and King IV. Independence is re-assessed on an annual basis.

7. Board changes and succession planning

The Company is committed to forward-thinking succession planning to ensure stability within the leadership. The Board ensures that it has resilient succession plans that recognise the businesses’ current and future needs, taking into account the Group’s strategy.

8. Rotation of Directors and Director Term limit

The rotation of Directors is done in accordance with the Memorandum of Incorporation of the Company.

In order to keep renewing the composition and independence of the Board, one-third of the non-executive Directors who have served longest since their previous re-election, are required to retire annually, and if available and eligible, stand for re-election at the Company's annual general meeting.

A non-executive Director elected at an AGM, shall be elected to serve for a maximum period of three 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 years, shall be elected to serve for a term of one year.

A retiring Director will be considered for re-election subject to the Committee recommending their eligibility, taking into account past performance and contribution made.

In terms of the Director Term limit policy, if a Director reaches the age of 75, he or she should retire at the next AGM. In appropriate circumstances, the Nominations and Corporate Governance Committee may recommend the re-election of a director who exceeds the retirement age.

A Director may continue to serve for longer than nine years, but not more than 12 years, provided the Board in its absolute discretion and unanimous decision determines that it is in the best interests of the Company and its shareholders to extend the Director's service for an additional recommended time period.

9. Board Diversity and Targets

This Policy applies to all aspects of diversity at Board level.

Having a Board composed of men and women with diverse skills, experience, backgrounds and perspectives means:

- competitive advantage;
- robust understanding of opportunities, issues and risks;
- inclusion of different concepts, ideas, and relationships;
- a solid understanding of the customer base and environment the business operates in;
- enhanced decision-making and dialogue; and
- heightened capacity for oversight of the organisation and its governance.

The Board will comprise of gender and racially diverse Directors with skills, knowledge and experience to discharge the Board's responsibilities and independence.

The voluntary target set by the Board for race diversity at Board level is that at least 44% of the Board should comprise of South African citizens who are African, Coloured or Indian (ACI).

The voluntary target set by the Board for gender diversity at Board level is that at least 44% of the Board should comprise of women.

The following Board race and gender diversity targets have been approved effective October 2024:

	Race	Gender
Short-term (three years)	44% ACI	44% Female
Long-term (six years)	50% ACI	50% Female

Currently the Board comprises of 44% ACI individuals and 44% women. This is a standard that needs to be constantly applied and strengthened as the Company moves towards a more diverse Board over the next five years.

10. Monitoring and Reporting

The NomGov will report annually, in the Corporate Governance sections of the Integrated Annual Report, on the processes it has used in relation to Board appointments. This report will include a summary of this Policy and the measurable objectives that were set out to implement the Policy as well as the progress that is being made to achieve these objectives.

11. Review of the Policy

The Committee will review the Policy annually, which will include an assessment of the effectiveness of the Policy. The Committee will discuss any revisions that may be required and recommend such revisions to the Board for approval.