

Policy on Promotion of Diversity at Board Level

Approved by: Datatec Board

Date: May 2019

BOARD GENDER AND DIVERSITY POLICY

1. Purpose

- a) This Board Gender and Diversity Policy ('the Policy') sets out the approach to gender and race diversity for the Board of Directors (the "Board") of Datatec Limited ("Datatec" or "the Company"). The Board acknowledges its oversight role in driving transformation and empowerment.
- b) In terms of the JSE Listings Requirements the board of directors or the nomination committee, as the case may be, must have a policy on the promotion of gender and race 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.

2. Policy Statement

- a) Diversity is enshrined in Datatec's Code of Conduct and the Board strongly supports the principles of race and gender diversity, and sees promoting race and gender diversity at Board level as an essential element of good corporate governance. A diverse Board will include differences in the skills, industry experience, cultural background, race, gender and other distinctions between members of the Board. These differences will be considered in determining the optimum composition of the Board and when possible should be balanced appropriately.
- b) The Datatec Nomination Committee reviews and assesses the Boards composition on behalf of the Board and recommends the appointment of new directors with respect to race, gender and skills.
- c) In reviewing Board composition, the Nomination Committee will consider the benefits of all aspects of diversity specifically including, but not limited to race and gender diversity, in order to enable it to discharge its duties and responsibilities effectively.
- d) As part of the annual performance evaluation and assessment of the Board, Board committees and individual directors will consider the balance and mix of skills, experience, independence and knowledge and the diversity representation on the Board, including race and gender, how the Board works together as a unit, and any other factors relevant to its effectiveness.
- e) In terms of Regulation 43 (5) of the Companies Act No. 71 of 2008, the Datatec Social and Ethics committee is required to report on, among others, the promotion of equality, diversity and the prevention of unfair discrimination.

3. Monitoring and Reporting

- a) The Nomination Committee shall report annually to the Board on how it takes race and gender diversity into account when nominating candidates to the Board.

- b) The Board shall report annually in the Integrated Report on how the Board has considered this Policy.

4. Measurable Objectives

- a) Annually, the Nomination Committee will discuss and agree proposed objectives, including, without limitation, the setting of voluntary targets, for achieving diversity on the Board and recommend the same to the Board for approval and adoption.
- b) During FY19 the Board set a voluntary target of having two female directors on the Board and this was achieved with the appointment of two female non-executive directors.

5. Approval and Review of the Policy

This Policy was approved by the Board on 14 May 2019. The Board will review this Policy annually.