

BOARD GENDER DIVERSITY POLICY

1. BACKGROUND

The AfroCentric Group ("AfroCentric") is committed to the promotion of gender equality and diversity in all its subsidiaries and the eradication of all forms of unfair gender discrimination. AfroCentric further commits itself to the values of dignity, equality and freedom underlying the Constitution of the Republic of South Africa and the relevant provisions of the Promotion of Equality and Prevention of Unfair Discrimination Act.

2. POLICY STATEMENT

This policy shall be the underpinning framework in ensuring that gender imbalances are addressed in order to comply with relevant legislation.

3. POLICY OBJECTIVES

Board of Directors Policy Application

In line with regulation 3.84(k) of the JSE Listings Requirements, "*The Board of Directors or its Nominations Committee, as the case may be, must have a policy on the promotion of its gender diversity at board level. The issuer must confirm this by reporting to shareholders in its Annual Report on how the Board of Directors or its Nominations Committee, as the case may be, have considered and applied the policy of gender diversity in the nomination and appointment of directors. If applicable, the Board of Directors or the Nominations Committee must further report in respect thereof on agreed voluntary targets*".

AfroCentric supports the principles and aims of gender diversity at board level. The voluntary targets set by the Board of Directors are as follows:

- At least 40% of the Board membership should comprise of women by 2020.
- The Nominations Committee shall annually:
 - Review the voluntary targets agreed;
 - Measure the actual female representation on the Board of Directors of Company against the voluntary targets as agreed;
 - Make recommendations to the Board of Directors with regard to the suggested way forward on the abovementioned.
- The Nominations Committee, in nominating and recommending the appointment of directors to the AfroCentric Board, shall take into account the requirements of the policy.
- Principle 7(10) and (11) of the King IV Code states that,

"The Board should promote diversity in its membership across a variety of attributes relevant for the promoting better decision making and effective governance, including field of knowledge, skills and experience as well as age, culture, race and gender.

The Board should set targets for race and gender representation in its membership".

BOARD GENDER DIVERSITY POLICY

- To comply with the JSE Listing Requirements, the Company must report to shareholders in its Annual Report on how the Board of Directors, through the Nominations Committee, have considered and applied the Gender Diversity Policy in the nomination and appointment of Directors, and if applicable, the Board of Directors through the Nominations Committee, must further report progress in respect thereof on agreed voluntary targets.
- The obligations under this policy are in addition to the requirements of the B-BBEE Codes.

4. SCOPE OF APPLICATION

The provisions of this policy shall apply to the Board of Directors of the Afrocentric Group by the Social & Ethics Committee and the Nominations Committee for Board approval and reviewed every 24 months.

5. RELEVANT LEGISLATION

- The Constitution of the Republic of South Africa Act, 109 of 1996
- Promotion of Equality and Prevention of Unfair Discrimination Act, 4 of 2000
- Employment Equity Act, 76 of 1998, as amended
- JSE Listings Requirements as amended
- Gender Equality Act, 39 of 1996, as amended

6. RELATED POLICIES

- Code of Ethics Policy
- Employee Equity Policy
- Disciplinary Management Policy
- Grievance Process Management Policy & Procedure

7. DEFINITION OF TERMS

The table below contains terms utilised in the policy:

TERM	DESCRIPTION
Afrocentric	The reference to the word “Afrocentric” in this document includes the Afrocentric Group, and its subsidiary companies.
Employee	An employee of Afrocentric or any of its subsidiaries.
Board of Directors	The Board of Directors “Board” of AfroCentric and all Boards of its Subsidiaries

BOARD GENDER DIVERSITY POLICY

8. POLICY PRINCIPLES

- No employee of AfroCentric shall be discriminated against for any position or privilege based on his or her gender.

9. POLICY PROVISIONS

- To ensure the successful advancement of women beyond formal and strictly equal access, effective enabling conditions, including mentoring and training programmes, will be instituted and continually reviewed.
- All barriers preventing women, both executives and employees, from fulfilling their occupational, academic and learning potential will be identified and removed.
- All barriers pertaining to current facilities that prevent employees from fulfilling their social, occupational, academic and learning potential will be removed.
- The above targets shall be met on or before the targeted date for review of this policy as recorded under Clause 4.

10. ROLES & RESPONSIBILITIES

ROLE	DESCRIPTION
Group Company Secretary	Monitoring Implementation at Board level
Executive Director: Human Capital & Transformation	Custodian and Owner at Organisational level


11. POLICY APPROVAL



GROUP COMPANY SECRETARY

20 July 2018

DATE



**AFROCENTRIC GROUP:
CHIEF EXECUTIVE OFFICER**

20 July 2018

DATE

BOARD GENDER DIVERSITY POLICY

<hr/> AFROCENTRIC GROUP: BOARD CHAIRMAN	<hr/> <i>20 July 2018</i> DATE
--	--