

Policy on Promotion of Diversity at Board Level

Approved by: Datatec Board

Date: October 2020

BOARD GENDER AND DIVERSITY POLICY

1. Purpose

- a) This Board Diversity Policy ('the Policy') sets out the approach to overall 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 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 diversity in the nomination and appointment of directors. The board of directors or nomination committee may set voluntary targets in respect of diversity in the board.

2. Policy Statement

- a) Diversity is enshrined in Datatec's Code of Conduct and the Board strongly supports the principles of diversity, and sees promoting race, gender and overall diversity at Board level as an essential element of good corporate governance. A diverse Board will include differences in age, gender, race, culture, field of knowledge, skills and industry experience, 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, on behalf of the Board, reviews and assesses the Boards composition on behalf of the Board and recommends the appointment of new directors with respect to race, gender and overall diversity. The Nominations Committee also oversees the conduct of the performance evaluation and assessment of Board effectiveness annually.
- c) In reviewing Board composition, the Nomination Committee will consider the benefits of all aspects of 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, cultural background 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

The Board, through the Nomination Committee shall report annually to the shareholders on how it takes diversity into account when nominating and appointing candidates to the Board. If

applicable, the Nomination Committee will report on progress in respect of agreed voluntary targets on diversity at board level.

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 FY21 there were no voluntary targets set by the Board. In FY19 the minimum of two female non-executive directors was achieved and continues to be in place.

5. Approval and Review of the Policy

This Policy was approved by the Board on 20 October 2020. The Board will review this Policy as requested.