



Gender and Diversity Policy



BOARD GENDER AND DIVERSITY POLICY

1. Purpose

- 1.1. This Gender and Diversity Policy (“the Policy”) of ARC Investments Limited (“the Company”) sets out the approach to gender and race diversity for the Board of Directors (the “Board”) of the Company.

Gender

- 1.2. In terms of paragraph 3.84 (k) of the Johannesburg Stock Exchange Listing Requirements (“JSE LRs”):

“The board of directors or the nomination committee, as the case may be, must have a policy on the promotion of 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 the nomination 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 nomination committee must further report progress in respect thereof on agreed voluntary targets.”

- 1.3. All annual reports issued on or after 1 January 2017 must comply with this required disclosure.

Diversity

- 1.4. In terms of paragraph 3.84 (j) of the JSE LRs:

“The board of directors or the nomination committee, as the case may be, must have a policy on the promotion of 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 race diversity in the nomination and appointment of directors. If applicable, the board of directors or the nomination committee must further report progress in respect thereof on agreed voluntary targets.”

- 1.5. All annual reports issued on or after 1 June 2018 must comply with this required disclosure.

2. Policy Statement

- 2.1. The Company recognise and embraces the benefits of having a diverse Board and see increasing racial and gender diversity at Board level as an essential element in maintaining a competitive advantage. A diverse Board will include and make good use of, differences in skills and regional and 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. All Board appointments are made on merit, in the context of the skills, experience, independence and knowledge which the Board requires to be effective.
- 2.2. In identifying suitable candidates for appointment to the Board, the Board will consider candidates on merit against objective criteria and with due regard to the benefits of diversity on the Board.
- 2.3. As part of the annual performance evaluation and assessment of the Board, Board committees and individual directors, the Board 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.

3. Measurable Objectives

Annually, the Board 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 shareholders of the Company (the “Shareholders”) for approval and adoption. If and when appropriate, the Board shall engage with Shareholders in terms of seeking its guidance and input around both gender and race diversity at the Board level.

4. Monitoring and Reporting

The Board will report annually to the Shareholders in the corporate governance section of the ARCI Integrated Annual Report, on the process adopted in relation to Board appointments and the consideration given to diversity on the Board in general and more specifically race and gender diversity.

If applicable, the Board will further report progress in respect thereof against agreed voluntary targets.