

STADIO

— HOLDINGS —

BROADER DIVERSITY POLICY BOARD PARTICIPATION

PURPOSE

The purpose of this Policy is to set out the approach and targets of STADIO Holdings Ltd (“**the Company**”) towards attaining diversity on its Board of Directors (“**the Board**”) in accordance with the JSE Listings Requirements.

SCOPE OF APPLICATION

The policy applies only to the diversity of the Board and not to diversity in relation to employees of the Company.

DEFINITIONS

“**Diversity**” – means but is not limited to difference and inclusivity-based age, gender, race, culture, field of knowledge, skills, and industry experience.

POLICY STATEMENT

The Company believes that diversity at the Board level maximises opportunities to achieve its business goals through an informed understanding of the diverse environments in which it operates.

A truly diverse board will include, and make good use of differences in age, gender, race, culture, field of knowledge, skills, industry experience, and other distinctions between directors.

These differences will be considered when determining the optimum composition of the Board and, insofar as reasonably possible, will be balanced appropriately.

The Company commits to evolve and always place the necessary importance on diversity at Board level.

The selection of the Board members is made on merit, in the context of the skills, experience, independence and knowledge, which is critical to the Board to ensure its effective functioning, taking into consideration the diversity

targets as set in this Policy and the size of the Company.

APPOINTMENT AND EVALUATION

The Nominations Committee (“**Committee**”) assesses the composition and recommends the appointment of directors and will be the main body responsible for evaluating, promoting, and ensuring diversity on the Board.

In reviewing the Board composition, the Committee will consider the benefits of all aspects of diversity including, but not limited to, those described above, to enable the Board to discharge its duties and responsibilities effectively.

In identifying suitable candidates for appointment to the Board, the Committee will consider candidates on merit against objective criteria and with due regard for the benefits of diversity on the Board and will follow the agreed procedures to nominate and appoint a new board member as approved by the Committee and the Board.

For the annual performance evaluation of the effectiveness of the Board, the Committee will consider the balance, skills, experience and the diversity representation of the Board and other factors relevant to its effectiveness.

TECHNICAL AND KNOWLEDGE EXPERTISE AND TRACK RECORDS

Given the nature of its business, the following areas are of importance in the broader membership of the Board, recognising that they do not constitute a finite list of required skills and competencies:

- a) Sound knowledge and understanding of matters relating to corporate governance including but not limited to King IV principles, strategic leadership and innovation in the twenty-first century;
- b) Solid understanding and appreciation of the socio-economic, environmental, ethical and transformation challenges facing our country;
- c) Track record in understanding and advancing sound financial management and control in the interests of public and shareholder accountability and delivering shareholder value;
- d) Understanding and experience in the higher education environment, including its regulatory and policy frameworks, and the changes and evolution of the sector;
- e) Sound understanding of the critical role of ICT in enabling the efficient, effective and successful operations the Company, and in mediating the delivery of learning and teaching in higher education;
- f) An understanding of the IT needs of students – both school-leavers and adult learners – and the role of ICTs in student learning; and
- g) A good understanding of the increasingly complex interplay between economic and industrial growth and the social and environmental challenges facing our country and the role of higher education therein.

AGE DIVERSITY

The Board recognises ageism as a form of discrimination and respects that age diversity on the Board yields a broad range of valuable experience and insight into the overall business of the Company. Age diversity enshrines wisdom, past experience and knowledge whilst ensuring the Company remains relevant. It is against these principles that new members will be appointed to the Board.

The Board categorises age in the following groupings:

< 40 years old

40 – 50 years old

50 – 60 years old

> 60 years old

With the understanding that representation across all age categories identified above is important but not essential.

CULTURAL DIVERSITY

The Board acknowledges that certain prejudices and/or perspectives may exist as a result of an individual's cultural background and recognises the importance of ensuring any such prejudices are appropriately balanced through fitting representation on the Board.

Age, gender, race, ethnicity, language, skills and experience are contributing factors that lead to cultural diversity and are factors that are considered on the identification and/or appointment of an appropriate member to the Board.

MEASURABLE OBJECTIVES

The Committee will discuss and agree annually all measurable targets for achieving diversity on the Board to the extent deemed necessary.

The Committee may at any given time seek to improve any aspects of the Board diversity, and measure progress accordingly.

The current Diversity targets set by the Board are as follows:

Racial Diversity: maximum 40% white Board membership

Gender Diversity: minimum of 30% female Board membership

Skills and Knowledge Diversity: ensure there is an appropriate representation on the board covering the key skills

and knowledge identified under 'Technical and Knowledge Expertise and Track Records' above

Age Diversity: a minimum of one board member per age category defined above

Cultural Diversity: The Board believes that the attainment of the above targets will ensure the achievement of a reasonable level of cultural diversity.

REPORTING

The Committee will report annually, in the corporate governance section of the Annual Report, on the progress and process it has used in relation to the Board appointments for the period under review.

The report will include an assessment of the effectiveness of the Policy, the measurable objectives set for implementing the Policy, and the progress made towards achieving the objectives.

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 also discuss any revisions that may be required and recommend any revisions to the Board.

Approved by: The Board