1. Purpose

1.1. This Board Diversity Policy (‘the Policy’) sets out the approach to diversity on the Sun International Limited Board (the “Board”).

1.2. On 30 November 2015, the JSE amended its Listings Requirements to add a disclosure obligation to the implementation of gender diversity at board level. In terms of paragraph 3.84(k) of the Listings Requirements of the JSE:

“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. The implementation date in 1.2 above is 01 January 2017. As such all annual reports issued on or after 01 January 2017 have to comply with this required disclosure.

2. Policy Statement

2.1. Sun International recognises and embraces the benefits of having a diverse Board, and sees increasing 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 the skills, regional and industry experience, 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 as a whole requires to be effective.

2.2. The Sun International nomination committee (“the Committee”) reviews and assesses Board composition on behalf of the Board and recommends the appointment of new directors. The Committee also oversees the conduct of the annual performance evaluation and assessment of Board effectiveness. In terms of Regulation 43 (5) of the Companies Act No. 71 of 2008 (“the Act”), the Sun International social and ethics committee (“the S & E Committee”) is required to report on, among others, the promotion of equality, diversity and the prevention of unfair discrimination.
2.3. In reviewing Board composition, the Committee will consider the benefits of all aspects of diversity specifically including, but not limited to gender and race diversity, in order to enable it to discharge its duties and responsibilities effectively.

2.4. In identifying suitable candidates for appointment to the Board, the Committee will consider candidates on merit against objective criteria and with due regard to the benefits of diversity on the Board.

2.5. As part of the annual performance evaluation and assessment of the Board, Board committees and individual directors, the Committee will consider the balance and mix of skills, experience, independence and knowledge and the diversity representation on the Board, including gender and race, how the Board works together as a unit, and any other factors relevant to its effectiveness.

3. Measurable Objectives

Annually, the 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. If and when appropriate, the Committee shall engage with the S & E committee in terms of seeking its guidance and input around both gender and race diversity at the Board level.

4. Monitoring and Reporting

The Committee will report annually to its shareholders in the corporate governance section of the Sun International Limited 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 gender and race diversity. Such report should include a narrative on how the Board or the Committee, as the case may be, have considered and applied this Policy in the nomination and appointment of directors. If applicable, the Board or the Committee must further report progress in respect thereof against agreed voluntary targets.

5. Approval and Review of the Policy

5.1. This Policy was approved by the Board on 24 March 2017, retrospective with effect from 01 January 2017.

5.2. The Committee and when applicable, the S & E Committee, will review this Policy annually, and where required may propose any revisions thereto, to the Board for approval.