



LEWIS GROUP LIMITED

REGISTRATION NUMBER 2004/009817/06

("The Company" or "Lewis")

BOARD NOMINATION AND APPOINTMENT POLICY

1. INTRODUCTION

The board of directors of Lewis Group Limited acknowledges the need for a policy detailing the procedures for the nomination and appointment of directors to the Board as recommended by the King IV Report on Corporate Governance for South Africa, 2016 ("King IV") and is subject to the provisions of the Companies Act 71 of 2008 ("Act"), Companies Memorandum of Incorporation and any other applicable law or regulatory provision.

It is recognised that directors should be appointed through a formal and transparent process and should be assisted by the nominations committee, subject to shareholder approval. It is in the best interest of the shareholders that the board be properly constituted from the viewpoint of skills and representation.

2. BOARD APPOINTMENTS

- The board will include a chairman and a chief executive officer, these roles will be separate.
- All non-executive directors are to be elected by the shareholders of the Company.
- The appointment of directors appointed by the board to fill a vacancy will be confirmed by shareholders at the next Annual General Meeting following their appointment to the board.
- A minimum of two executive directors should form part of the main board namely the CEO and the CFO.
- The board of directors will comprise of at least three directors, this is in addition to the number of directors that the Company must have to satisfy any requirement to appoint an audit committee, or a social and ethics committee, in terms of the Act or its MOI.
- The majority of the directors must be independent as assessed by the board.
- In accordance with the provisions of the MOI, the age limit for non-executive directors is 70 years, subject to the Board's discretion to allow a director who has reached the age limit to continue to hold office upon such terms and conditions as the Board may determine in accordance with the provisions of the MOI.

- The age limit for executive directors is 65 years; however their conditions of employment can be extended depending on the continued value derived from the particular executive director.
- Non-executive directors are formally appointed for a period of three years and a third will be available for re-election by rotation yearly, usually at the annual general meeting or otherwise prescribed.

3. PERFORMING A NEEDS ASSESSMENT FOR DIRECTORS

- When determining the appropriateness of a director appointment, the mix of skills and experience will be considered. In addition to their skills and experience, personal style and diversity aspects will also be considered.
- No single director will be allowed to dominate the board and the majority of directors appointed will be independent and non-executive.
- The independence of an independent non-executive director who serves more than nine years will be reviewed by the board on a continuous basis.

4. PROCESS FOR THE NOMINATION OF PROSPECTIVE DIRECTORS FOR BOARD APPOINTMENTS

A mandate will be given to the nominations committee, for them to locate and consider prospective directors. It is recommended that all proposals are accompanied by the prospective director's consent to act as a director and a detailed CV, including the prospective director's relevant expertise, experience and qualifications, will be submitted to the board of directors.

Prospective directors will be assessed on their CV, background checks and interviews undertaken, as well as experience as a previous director, competencies, independence, number and nature of other directorships.

5. NOMINATIONS

The nomination committee will recommend to the board, which will determine and agree on the nominees who will be put forward for election and re-election.

6. VOTING

The election of directors will be conducted as a series of votes which will continue until all vacancies are filled. The vacancy is filled only if a majority of the voting rights exercised support the prospective director.

7. CONCLUSION AND REVIEW

The policy serves to formalise the director nomination process.

This policy will be reviewed and approved by the board every three years.