

KUMBA BOARD BROADER DIVERSITY POLICY

Valid from:	17/02/2023
Policy owner:	Kumba Company Secretariat



**“Our Policies guide us
to do the right thing.”**

Chief Executive

1. Purpose

The Board Broader Diversity Policy ('the Policy') sets out the approach to diversity on the Kumba Iron Ore ("Kumba") Limited Board (the "Board").

On 2 December 2019, the JSE amended its Listings Requirements to add a disclosure obligation for the implementation of broader diversity at Board level. In terms of paragraph 3.84(i) 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 broader diversity at board level, specifically focusing on the promotion of the diversity attributes of gender, race, culture, age, field of knowledge, skills and experience. 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 broad diversity in the nomination and appointment of directors. If applicable, the board of directors or the nomination committee must explain why any of the above diversity indicators have not been applied and further report progress in respect thereof on agreed voluntary targets"

The above provision applies to issuers with a year-end on or after 28 February 2020.

The Policy is intended to address broader diversity at Board level in a single policy document.

2. Policy statement

- 2.1. Kumba recognises and embraces the benefits of having a diverse Board and sees diversity at Board level as an essential element in maintaining a competitive advantage. Robust discussions about challenging issues require deep insight, multiple angles and collective experience which is where the value of having a diverse Board lies. The diversity profile should encompass variables such as gender, race, culture, age, field of knowledge, skills and experience, ethnicity, competencies, philosophies, accomplishments and religion. Skills needed in the diverse boardrooms of the future include adaptability and resilience, strategic thinking, stakeholder engagement, interpersonal skills and embracing diversity. A diverse Board will include and make good use of all the diversity attributes between members of the Board to encourage debate and make well rounded decisions. These diversity attributes will be considered in determining the optimum composition of the Board and should be balanced appropriately.
- 2.2. The Kumba nominations and governance committee ("the Committee") reviews and assesses the Board composition on behalf of the Board and recommends the appointment of new directors. The Committee also annually reviews the sub-committee composition on behalf of the Board to ensure the optimal membership and functioning of these committees. The Committee also oversees the conduct of the annual performance evaluation and assessment of Board effectiveness.
- 2.3. In terms of Regulation 43 (5) of the Companies Act No. 71 of 2008 ("the Act"), the Kumba Social and Ethics committee ("the SetCo) is required to report on, among others, the promotion of equality, diversity and the prevention of unfair discrimination.

- 2.4. In reviewing the Board and sub-committee composition, the Committee will consider the benefits of all aspects of diversity to enable the Board to discharge its duties and responsibilities effectively.
- 2.5. 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 broader diversity on the Board.
- 2.6. As part of the annual performance evaluation and assessment of the Board, Board committees and individual directors, the Committee will consider the balance of the diversity representation on the Board, 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 broader 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 SetCo in terms of seeking its guidance and input around diversity at Board level.

4. Monitoring and reporting

The Committee will report annually to its shareholders in the corporate governance section of the Kumba Integrated Report, on the process adopted in relation to Board appointments and the consideration given to broader diversity on the Board. Such report should include a narrative on how the Board or the Committee, as the case may be, has 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 17 February 2023.
- 5.2. The Committee and when applicable, the SetCo, will review this Policy annually, and where required may propose any revisions thereto to the Board for approval.

APPROVED BY THE BOARD ON 17 FEBRUARY 2023



Fazila Patel
Company Secretary

Revision history

Policy governance commitment:

Version number:	2
Approval date by Kumba Board:	17/02/2023

Document control

Frequency of Policy review after date of issue:	As required
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If this Policy has one or more approved waivers in place:

No.:	N/A
Waiver applies to:	N/A
Waiver in place from:	N/A
Expiration of waiver:	N/A
Date waiver approved:	N/A

The following changes have been made since this document was previously issued:

Old Policy name:	Kumba Board Diversity Policy
Old Policy date:	21/07/2020
Old Policy version number:	1
Main changes made:	No substantial amendments to the policy have been made save for the inclusion of skills required in the diverse boardrooms of the future.