

DIVERSITY POLICY

1. Introduction

Commitment to diversity

Mahube Infrastructure Limited as well as each of its subsidiaries (“**Mahube**”) is committed to promoting diversity among employees, consultants, senior management and directors and keeping shareholders informed of progress towards implementing and achieving Mahube’s diversity objectives.

In terms of the Listings Requirements of the JSE Limited (item 3.84(i)), an Issuer’s Board of directors (“the **Board**”) or its Nomination Committee must:

- a. 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 **Policy**”);
- b. report to shareholders in its integrated report on how the Board or the Nomination Committee have considered and applied the Policy in the nomination and appointment of directors; and
- c. 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 on the progress in respect thereof on agreed voluntary targets.

2. Purpose

The purpose of this Policy is to inform and guide stakeholders in respect of the scope, nature and extent of Mahube’s approach to embrace and optimize diversity, thereby manifesting a working environment characterized by attitudes and behaviors that reflect a spirit of inclusion. The Policy further outlines Mahube's commitment to fostering a corporate culture that embraces broader diversity, in particular, on composition of its Board. Broader diversity includes, but is not limited to, gender, race, culture, age, field of knowledge, skills and experience background.

Specifically, the Policy aims to guide stakeholders in accomplishing the following:

- promote an inclusive culture for all our stakeholders, including our employees, directors, investee companies, customers and the community
- promote opportunities that are accessible to all
- provide for organizational focus and capability for continuous improvement, learning and sharing of good practice
- identify and eliminate all forms of unfair discrimination and/or related incidents or practices
- positively promote equality in all Company activities and communications
- create an environment in which individual and group differences and the contributions of all our employees, directors and stakeholders are recognized and valued
- create a working environment that promotes dignity and respect for all.

The Policy also provides a process for the Board to determine measurable objectives and procedures which Mahube will implement and report against to achieve its broader diversity goals.

3. Statement

Mahube is committed to creating, cultivating and preserving a culture of diversity and inclusion characterized by an enabling environment where all individual employees, business partners and stakeholders have the opportunity to excel to their full potential and meaningfully contribute to the business, the economy and society as a whole.

A culture of inclusion, which respects and values the diversity of all our people, significantly enhances our success as a Company. To ensure that we embrace diversity fully, our policy is to:

- treat all with whom we interact with respect
- encourage and allow talented individuals with different personalities, points of view, skills and approaches to meaningfully contribute to our Company's success in an environment of mutual support
- promote equal opportunity in all areas of employment and prohibit unfair discrimination against or harassment of employees, job applicants and all other stakeholders
- recognize and encourage workplace diversity and inclusion as everyone's responsibility, thereby we expect all staff to foster and promote a work environment that is inclusive and reflects diversity within the South African context
- understand better the needs of our diverse client base and the communities in which we live and work
- continuously monitor the effectiveness of our diversity policy and take proactive measures to adapt it.

4. Definitions

1	Diversity	Diversity is the existence of many unique individuals in the workplace, marketplace and community and their differences and/or similarities with respect to age, class, ethnicity, gender, health, physical and mental ability, race, sexual orientation (including lesbian, gay, bisexual, transgender and queer or questioning), religion, spirituality, language, population group, stature, educational level, job level and function, personality traits, working styles, management styles, social status, communication styles and other human differences.
2	Inclusion	Inclusion means a work environment where every individual feel welcomed, respected, supported and valued as a member of the organization and/or business unit and/or work team; and has an opportunity to fully participate in creating business success and where each person is valued for his or her distinctive skills, experiences and perspectives.
3	Equality	"Everyone is equal before the law and has the right to equal protection and benefit of the law. Equality includes the full and equal enjoyment of all rights and freedoms. To promote the achievement of equality, legislative and other measures designed to protect or advance persons, or categories of persons, disadvantaged by unfair discrimination may be taken." <i>(Section 9, The Constitution of South Africa)</i>
4	Discrimination	Discrimination is to show favour, prejudice or bias for or against a person on any arbitrary grounds, for example on the basis of race, gender, sex, pregnancy, marital status, family responsibility, ethnic or social origin, colour, sexual orientation, age disability, religion, HIV status, conscience, belief, political opinion, culture, language and birth by an employer. Discrimination against a person on any arbitrary ground is unfair and prohibited unless for reasons related to the following grounds: a) Discrimination based on affirmative action; b) Discrimination based on inherent requirements of a particular job; c) Compulsory discrimination by law; and d) Discrimination based on productivity.
5	Unfair Discrimination	It is deemed to be unfair to show favour, prejudice or bias for or against a person on any arbitrary grounds, save for the following: e) Discrimination based on affirmative action; f) Discrimination based on inherent requirements of a particular job; g) Compulsory discrimination by law; and h) Discrimination based on productivity.

6	Culture	The set of shared attitudes, values goals and practices that characterize a specific institution, such as a Company or workplace, as manifested in the general way of thinking, behaving, or working.
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5. Corporate Culture

By focusing on diversity, Mahube aims to promote an environment that is innovative by appointing well-qualified and experienced Board candidates who will embrace the benefits of having a diverse Board and maintain a competitive advantage.

Mahube aims to actively promote a corporate culture that supports diversity in the workplace, in the composition of its Board and throughout Mahube as a whole.

Mahube supports a corporate culture which embraces broader diversity, encourages and facilitates opportunities and provides skills and career development initiatives in the workplace irrespective of gender, race, culture, age, field of knowledge, skills and experience backgrounds.

Mahube acknowledges the known corporate benefits that flow from diversity at its Boards, in particular gender, race, culture and age diversity, including identification and rectification of gaps in the skills and experience of Directors, enhanced Director retention, greater innovation and maximization of available talent to achieve corporate goals and better financial performance.

6. Diversity commitments

In order to foster a corporate environment where Board diversity is achievable and maintained, Mahube will implement the following diversity commitments:

1. the Board will review and determine, as frequently as required, strategies, programs and initiatives that will foster broader diversity and meet the particular needs of Mahube, including identifying the skill and experience set for the Board to effectively oversee its business and achieve its corporate goals;
2. through the Nomination Committee, the Board will seek to ensure that broader diversity is a factor that is taken into account in the selection and appointment of Board candidates and will consider options in order to expand the pool of qualified candidates to select from, including through the use of a professional intermediary to assess candidates to promote appointments in accordance with the diversity profile; and
3. the Board will seek to identify and consider programs and initiatives that will:
 - a. assist in the development of a broader pool of skilled and experienced Board candidates, in particular gender, race, culture and age, including initiatives focused on skills development, such as executive mentoring programs or more targeted practices relating to career advancement including those that develop skills and experience that prepare employees for senior management or Board positions
 - b. give effect to the objectives and spirit of our laws and strategies impacting diversity and inclusion in the workplace
 - c. assist with enhancing retention, in particular that of women, including programs that foster career development and personal skills and, where possible, initiatives that address competing demands between work and other obligations
 - d. establish, grow and nurture increased understanding and respect of the diverse needs, interests, values, beliefs and the like within our workforce, client base and communities in which we live and work

- e. provide for measures to identify and eliminate barriers to a culture of diversity an inclusion and provide guidelines for the continuous monitoring of the effectiveness of our diversity culture, initiatives and interventions to ensure continuous improvement and timeous corrective action as necessary and appropriate
- f. assist with minimizing career disruption when employees take time out of the workplace to meet other obligations and attempt to re-enter the workforce
- g. where reasonable, possible and in line with the needs and objectives identified by the diversity profile, facilitate or permit Board members to access such programs or initiatives.

While the key focus of this Policy and the recommendations is on promoting the role of gender within organisations, Mahube recognises that other forms of diversity such as age, race and cultural background are also important and will seek to promote and facilitate a range of broader diversity initiatives throughout Mahube.

Recruitment Policy

A policy on workplace diversity (i) makes a commitment to foster equal opportunity through the removal of systemic barriers, (ii) reinforces compliance with human rights legislation, and (iii) forms part of a statement of Mahube's values.

Human Resources Practices must set the trend for a culture of diversity and inclusion and must reflect the overall Company strategy in terms of diversity and inclusion. The following areas are merely an indication, and thus not exhaustive, of some of the HR Practice areas and the sensitivity and consideration required in the formulation of policies, practices and processes in view of the promotion of a Company culture that embraces diversity and inclusion.

- Recruitment and selection – to ensure an inclusive process free of unfair bias, recruitment and selection policies and practices must be free of barriers not conducive to a culture of diversity and inclusion and/or opportunities for improvement
- Talent management and career planning - to provide equal opportunities within the pre-requisite parameters established in law and company strategy with regards to areas such as Employment Equity and BBBEE compliance
- Training and development - to capitalize on the strength of a diverse workforce and to help us grow the company for the benefit of all, alignment to the overall company strategy and objectives are crucial
- Employee and management relations - Ongoing conversation around matters impacting diversity and the level of inclusion within the workplace is necessary between all relevant stakeholders.

Mahube recruits people from different gender, race, culture, age and professional backgrounds. We believe that our Board members from many different genders, race, cultural, age and professional backgrounds provide us with valuable knowledge for understanding the market in which Mahube operates in. We have established programmes to identify talented individuals from under-represented backgrounds for recruitment.

Implementing diversity commitments

The Board will aim to ensure that appropriate procedures and measures are introduced, and responsibilities delegated to the Nomination Committee to ensure that Mahube's broader diversity commitments are implemented appropriately.

7. Measurable objectives

7.1 Setting measurable objectives

Although no voluntary targets have been set, the Board, in consultation with the Nomination Committee, will set measurable objectives for achieving broader diversity, in particular gender, race, culture, age and professional backgrounds, in accordance with this Policy and the diversity profile set by the Board and will review the effectiveness

and relevance of these measurable objectives on an annual basis.

The measurable objectives should identify ways and, where applicable, specify benchmarks against which the achievement of broader diversity is measured, in order for the Board to assess and report annually on Mahube 's progress towards achieving its diversity goals.

In order to set meaningful objectives, the Board (in consultation with the Nomination Committee) will assess its current diversity levels and identify any deficiencies. Measurable objectives will then be developed which are tailored towards improving broader diversity in areas where development and improvement is required.

7.2 Types of measurable objectives

Mahube acknowledges that there are a number of different types of measurable objectives which may be implemented to assist in meeting its diversity goals, including:

1. procedural and structural objectives – for example, implementing internal review and reporting procedures or ensuring that candidates are interviewed by a diverse selection/interview panel;
2. broader diversity targets – setting targets for gender, race, culture, age and professional backgrounds throughout Mahube or to increase the proportion of broader diversity within senior management positions and implementing timeframes for this; and
3. initiatives and programs – for example, identifying appropriate initiatives and programs and determining how the initiatives will operate, who will be responsible for implementing them and setting a timetable for its introduction.

7.3 Measurable objectives as key performance indicators

The Board, in consultation with the Nomination Committee, will consider the extent to which the achievement of these measurable objectives should be tied to key performance indicators for the Board, the chief executive officer and other senior management.

8. Annual disclosure to shareholders

8.1 Purpose of reporting

Mahube acknowledges that reporting to shareholders on its diversity profile and objectives facilitates greater transparency and accountability in relation to diversity matters and that such reporting and transparency has been endorsed by the Board.

It is anticipated that shareholders will have assurance in Mahube and the Board if they are fully informed of the policies and the measurable objectives which have been implemented to facilitate the performance of Mahube.

8.2 What will be reported?

As part of its annual reporting requirements to shareholders, Mahube will disclose the measurable objectives set by the Board for achieving broader diversity in accordance with the diversity Policy and will report on its progress against those objectives. A copy of these measurable objectives may also be published on Mahube's website from time to time.

A component of Mahube 's disclosure on diversity in its annual report should also include information about the gender, race, culture, age and professional backgrounds of the Board. The Board will determine the most appropriate method to present this information to ensure that it is accurate.

8.3 Board selection process

Mahube is also committed towards achieving greater transparency of the Board candidate selection and nomination process and may include in its annual report information about the mix of skills and broader diversity which the Board is looking to achieve in membership of the Board

Measurement and monitoring

Mahube's diversity strategy should include assessment of the effectiveness of initiatives and interventions in order to monitor progress and document results. Specific areas of measurement that impact progress in terms of diversity and inclusion in the workplace includes:

- Workplace demographics – Employment Equity Plan, the degree to which the Company is reflective of the national population in terms of representation with regards to gender and populations groups
- Skills Development – the degree to which the Company is reflective of the national population in terms of representation in all recognized skills programs with regards to gender and populations groups
- BBBEE – BEE Scorecard elements – the degree to which the Company achieved the targets as defined and dictated in the BEE Scorecard Elements, as may be applicable to the Company's diversity strategy
- The ability to recruit and retain top talent as evidenced in employee turnover statistics, reasons for termination of employment, information obtained from exit interviews, replacement costs of key positions (direct and indirect)
- Productivity and performance appraisal – the measurement of specific factors that impact the level of inclusion within the organization such as level of participation, management style, degree of work autonomy; and
- All diversity initiatives and interventions have to be measured, at completion, in terms of its achievement of all the pre-defined intervention objectives.

9. Responsibility

The Board may delegate these obligations to the Nomination Committee, but the Board retains ultimate responsibility for ensuring that these reporting benchmarks are met.

Implementation

The Nomination Committee will be responsible for implementing the Mahube diversity Policy on an ongoing basis and ensure that the Policy is appropriately applied and complied with. The Nomination Committee will be responsible for reviewing and reporting to the Board, at least annually on the proportion of gender, race, culture, age and professional backgrounds in the workforce at all levels of Mahube.

Internal review

An internal review will be undertaken by the Nomination Committee as required to ensure that it remains relevant and appropriate to Mahube, to determine the effectiveness of this Policy and to recommend changes to correct any identified deficiencies.