

NOMINATION AND APPOINTMENT OF DIRECTORS POLICY

Policy:

1. This policy (“**the Policy**”) shall apply equally to any appointment of executive, non-executive and/or alternate directors to the board of directors (the “**Board**”) of Tradehold Limited (“**Tradehold**” or the “**Company**”).
2. In terms of the Memorandum of Incorporation (“**MOI**”) of the Company, the Board of Tradehold shall comprise not less than four Directors and not more than twenty Directors.
3. The Board composition and structures are reviewed by the Board on a regular and ongoing basis, which includes the size and composition of the various Board committees, and ensuring an appropriate balance of executive, non-executive and independent directors.
4. The process for appointing new directors is performed by the Board as a whole, and new directors are obliged to retire and offer themselves for re-election at the first annual general meeting following their appointment.
5. The Board, in nominating and recommending the appointment of directors to the Tradehold Board, shall take into account the requirements of the Policy.
6. Tradehold promotes broader diversity at Board level, specifically diversity attributes of gender, race, culture, age, field of knowledge, skills and experience.
7. Should a vacancy on the Board arise, or should there be a requirement for an additional Board appointment, consideration will be given by the Board to the appointment of a director(s) so as to attain and maintain broad diversity of the Board, having due regard to the gender, race, culture, age, skills, expertise, experience and background required to fill any such position(s), the availability of suitable candidates, the development potential of candidates and any additional requirements that may be necessary to ensure a mix of skills and experience on the Board and its committees that will best serve the interests of the Company and its stakeholders.
8. The formal process for the appointment of directors to the Board includes :
 - (i) identification of suitable members as candidates for appointment to the Board;
 - (ii) performance of detailed reference, background and media profile checks of candidates prior to nomination;
 - (iii) ascertaining any and all potential conflicts of interest and personal financial interests prior to nomination;
 - (iv) ascertaining that potential new Board members are fit and proper and not disqualified from being directors; and

- (v) ensuring that newly appointed directors have a thorough understanding of their fiduciary duties, responsibilities and obligations as member of the Board.
9. All directors are subject to the retirement and re-election provisions of the MOI, which require one-third of the non-executive directors to retire and, if they so wish, offer themselves for re-election at each annual general meeting.
 10. The approval / ratification of all new or replacement directors and any alternate directors shall be made by Ordinary Resolution of the Shareholders at annual general meetings of the Company.

Approval:

This policy was updated and approved by the Board on 20 May 2021.

C H WIESE

CHAIRMAN