



TEXTON

PROPERTY FUND

Introduction

In terms of item 3.84(k) of the JSE Listings Requirements, *“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.”*

In terms of paragraph 3.84 (j) of the JSE Listings Requirements:

“The board of directors or the nomination committee, as the case may be, must have a policy on the promotion of race 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 race 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.”

In summary, Texton Property Fund Limited (“Texton” or the “Company”) needs to adopt a policy regarding racial and gender diversity at a Board level.

Policy

Texton recognises the benefits of having a Board with diverse skills, experience, race, gender, qualifications and cultural backgrounds and views this as a competitive advantage.

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.

The Remuneration and 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 Committee will, on an annual basis:

- discuss and agree proposed objectives, including, setting of voluntary targets, for achieving diversity on the Board and recommend the same to the Board for approval and adoption;
- Measure the actual gender and racial representation on the board against the voluntary targets, if applicable; and
- If and when appropriate, the Committee shall engage with the Social and Ethics committee in terms of seeking its guidance and input around both gender and race diversity at the Board level.

The Social and Ethics committee is required to report on, among others, the promotion of equality, diversity and the prevention of unfair discrimination.

Compliance

To comply with the JSE Listings Requirements, the Company must report to shareholders in its annual report on how the board of directors or the Committee, as the case may be, have considered and applied the policy of gender and racial diversity in the nomination and appointment of directors, and if applicable, the board of directors or the nomination committee must further report progress in respect thereof on agreed voluntary targets.

Approval

This policy was recommended by the Remuneration and Nomination Committee and Social and Ethics Committee and approved by the Board on 27 February 2018 and will be reviewed annually.