TSOGO SUN
CASINOS . HOTELS

BOARD NOMINATION POLICY

1. INTRODUCTION AND PURPOSE

This Board Nomination Policy ("Policy") sets out the approach to the nomination of candidates for election and/or re-election to the board of directors ("the Board") of Tsogo Sun Limited (Registration Number: 1989/002108/06) ("Tsogo Sun" or "the Company").

The Board and its committees are committed to compliance with the Listings Requirements of the JSE Limited, including those relating to the nomination, election and appointment of directors to the Board.

The Board has delegated to the Human Resources and Remuneration Committee ("the Committee"), *inter alia*, the responsibility of assessing and selecting suitable and eligible candidates to be proposed for membership to the Board, on the basis that the Committee shall, following such assessment and selection process, communicate their recommendations to the Board, for consideration by the Board.

The Board as a whole remains ultimately responsible for approving the nomination of any recommended candidate/s for election and/or re-election as director/s to the Board.

All nominations for appointment shall be made on merit, having due regard to the benefits of broader diversity, including gender, race, culture, age, skills, field of knowledge, competencies, business, industry and academic experience and independence, which the Board as a whole requires to be effective in the governance and management of the Company and the group's business.

This Policy must be read together with the Group's Board Diversity Policy.

2. PROCEDURE FOR THE SELECTION AND NOMINATION OF DIRECTORS TO THE BOARD

In its assessment and selection of suitable and eligible candidate/s to be recommended for nomination as directors to the Board, the Committee shall first:

2.1 assess the diversity of the Board across a variety of attributes at such time, including the mix of gender, race, culture, age, skills, field of knowledge, competencies, and experience; and

2.2 assess the collective competencies, expertise, experience and independence of the Board as a whole,

and identify any gaps/needs at such time, and going forward, having regard to the Group's Board Diversity Policy and all legislative, regulatory and corporate governance requirements and recommendations applicable to optimal Board composition at such time, and the Committee shall thereafter:

2.3 consider and assess the eligibility and suitability of potential candidates having regard to the above assessments and the factors set out in 3.4, and shall identify suitably qualified, skilled and experienced, appropriately diverse, "fit and proper" candidate/s for recommendation to the Board for their consideration.

3. PRINCIPLES TO WHICH THE COMMITTEE MUST ADHERE

The formal procedures set by the Committee to assess and identify suitable candidate/s to be proposed for nomination to the Board must comply with the following:

3.1 the procedure must be transparent and fair;

3.2 the procedure must ensure that decisions and recommendations are not affected by a conflict of interest of any member of the Committee;

3.3 the members of the Committee must expressly consider, either at a meeting or by way of telephonic or written communication, the merits of any candidate being proposed for membership to the Board;

3.4 when considering the eligibility and suitability of any proposed candidate, the Committee must consider all relevant factors, including:

(a) the proposed candidate’s qualifications, experience, skills, reputation and character;

(b) in the case of non-executive directors, the proposed candidate’s other professional commitments, including other board appointments, and time available to the proposed candidate to fulfil his/her responsibilities if appointed;

(c) in the case of a candidate being considered for re-election following his/her retirement by rotation, the proposed candidate’s past performance and contribution made during his/her current tenure, including such candidate’s record of attendance at Board and committee meetings; and

(d) any preference or requirement that would contribute to an optimal composition of the Board, having regard to the Group’s Board Diversity Policy and any voluntary targets that may have been set from time to time in terms thereof;

3.5 before recommending the nomination of any candidate for election as a director to the Board, the Committee must have conducted a thorough check into the background and integrity of the candidate concerned (which check is required to include an independent verification of the candidate's qualifications as well as a “fit and proper” assessment), and the Committee must have satisfied itself that:

(a) the proposed candidate/s are free of any conflict of interests between their duties to the Company and their private interests;

(b) the proposed candidate is not ineligible or disqualified from acting as a director in terms of the Companies Act, 71 of 2008;

(c) the proposed candidate meets the appropriate “fit and proper” criteria;

(d) due regard has been given to the Group’s Board Diversity Policy;

(e) the requisite balance of executive, non-executive and independent non-executive directors following the election of such proposed candidate would be maintained; and

(f) due regard has been given to the sufficiency of number of members who qualify to serve on the various committees of the Board.

4. REPORTING

A statement must be included in each annual report of the Company on how this Policy was applied in the nomination for election and/or re-election of directors in such year, where applicable.

5. REVIEW OF THE POLICY

The Committee will review this Policy as required.