

## POLICY FOR THE APPOINTMENT OF DIRECTORS TO THE BOARD

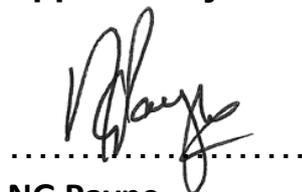
### APPOINTMENT PHILOSOPHY:

It is the Group's intention to maintain a vibrant Board that constructively challenges management's strategies and evaluates performance against established benchmarks. Given the retail environment in which the Group operates, it is essential for there to be a balanced representation of retail experience, whilst consideration is also given to the contribution afforded by skills and experience in other disciplines, including international business experience, which will strengthen the decision making abilities of the Board. A Board majority of independent Directors will be maintained. The Board appreciates the need for gender and ethnicity diversity and has set voluntary diversity targets as set out in the Policy for the promotion of gender and ethnicity diversity. All appointments however, are based on the most suitable skills, experience and fit.

### APPOINTMENT PROCEDURE:

- The Skills Matrix is reviewed and updated annually and the absence of a particular skill or attribute is identified;
- This gives input to the Succession Plan exercise, which is also conducted annually;
- The Remuneration and Nominations committee (Remnomco) is responsible for the reviewing, nominating and recommending suitable candidates for appointment to the Board.
- Nominations for suitable candidates are requested from Board members and Management, Nominations for suitable candidates may also be independently sourced or received, and Remnomco is entitled to make use of professional recruitment services if necessary;
- A suitable candidate as identified above, who has the necessary skills set, is approached and his/her CV is circulated to Remnomco for review.
- A potential director is interviewed to assess suitability by the Chairman and/or the Lead Independent.
- Suitability of a candidate will be determined by having regard to *inter alia* the current diversity requirements of the Board (in terms of fields of knowledge, skills, experience, age, culture, race and gender) and the candidate's existing professional commitments (as a measure of the time available to them to fulfill their responsibilities to the Board).
- If the candidate is considered potentially appropriate, background and reference checks are undertaken to ensure suitability of the candidate.
- The candidate's CV is then recommended by Remnomco to the Board for consideration;
- Upon Board approval of the CV, the individual directors may, at their election, meet the candidate during one-on-one sessions, for further confirmation of suitability;
- If the candidate is considered to be acceptable by the whole Board, then a Letter of Appointment is issued and countersigned by the new Director;
- The new Director, as the inductee, is introduced to the Group via the induction pack and through meetings with the various Managing Directors of each division; and
- Any new director will hold the position until the next Annual General Meeting at which point he/she will retire and may offer him/herself for re-election (as recommended by Remnomco), in line with the requirements of the Memorandum of Incorporation.

### Approved by the Board:

A handwritten signature in black ink, appearing to read 'NG Payne', written over a dotted line.

**NG Payne**

Chairman  
Mr Price Group