Board Diversity Policy
June

2026

Table of contents

1. Purpose

1.1 The purpose of this Board Diversity Policy ("Policy") is to set out the approach adopted by the Board of Directors ("Board") of Pick n Pay Stores Limited ("Pick n Pay") in promoting diversity at Board level.

1.2 This Policy is intended to ensure that the composition of the Board supports the effective discharge of its duties by having due regard to:

- appropriate gender and racial diversity, in line with Pick n Pay's transformation objectives;
- diversity of skills, experience, field of knowledge, background, age, culture and perspectives; and
- the need for the Board to govern the Group effectively, independently and in the best interests of the Company and its stakeholders.

1.3 This Policy is informed by corporate governance best practice, the Companies Act, 71 of 2008, as amended ("Companies Act"), the JSE Limited Listings Requirements ("JSE Listings Requirements"), the King V Report on Corporate Governance for South Africa, 2025 ("King V"), and Pick n Pay's Corporate Governance Charter.

1.4 This Policy is designed to support the Board's accountability for ensuring the implementation of the diversity policy for Board members, as contemplated in Pick n Pay's Corporate Governance Charter. The Charter records that the Board's responsibilities include ensuring implementation of the diversity policies for Board members.

2. Scope

2.1 This Policy applies to the Board of Directors of Pick n Pay Stores Limited. It does not apply to the broader workforce of the Pick n Pay Group, whose diversity, inclusion and transformation are addressed through other Group policies and employment equity initiatives.

3. Policy statement

3.1. The Board recognises that diversity in background, skills, experience and thought enhances the quality of debate, strengthens oversight, promotes better decision-making and supports long-term sustainable value creation.

3.2. The Board therefore commits to promoting diversity at Board level in a manner that:

- supports effective governance;
- reflects the Company's strategic needs and stakeholder context;
- strengthens independence and objectivity; and
- aligns with applicable governance and regulatory requirements.

3.3 The Nominations and Corporate Governance Committee ("NomGov") assists the Board in implementing this Policy.

4. Definition of diversity

4.1 For purposes of this Policy, diversity should be understood as the varied perspectives, approaches and attributes contributed by individuals from different identity groups and backgrounds.

4.2 In the context of Board composition, diversity includes, without limitation, diversity in respect of gender, race, age, culture and background, field of knowledge, skills and competencies, commercial, governance and industry experience, and perspective and thought. The Board will have regard to these differences and distinctions in determining the optimum composition of the Board.

4.3 Diversity must be considered together with the need to maintain an appropriate balance of power, independence, competence and experience on the Board.

4.4 The Board recognises that a board comprising individuals with diverse skills, experience, backgrounds and perspectives is better positioned to discharge its duties effectively. Diversity at Board level supports credibility, strengthens decision-making and dialogue, enhances understanding of opportunities, issues and risks, improves understanding of the customer base and the environment in which the Group operates, and strengthens the Board's capacity to provide effective oversight and governance.

5. Composition of the Board

5.1. The Board should comprise an appropriate mix of executive and non-executive directors, the majority of whom must be non-executive, and a majority of the non-executive directors must be independent. The Board must also maintain a clear balance of power and authority so that no individual director has unfettered powers of decision-making.

5.2. When considering Board composition, the Board and NomGov must have regard to:

5.2.1. the strategic needs of the Group and its committees;

5.2.2. the skills, disciplines and experience required at the time;

5.2.3. the need for diversity across gender, race and broader characteristics;

5.2.4. the independence of non-executive directors; and

5.2.5. continuity and orderly succession.

6. Selection and nomination of directors

6.1. NomGov is responsible for identifying and evaluating candidates for possible appointment to the Board and for recommending such candidates to the Board. In performing this function, NomGov must consider:

6.1.1. the specific skills and expertise required by the Board and its committees;

6.1.2. diversity objectives in terms of this Policy;

6.1.3. integrity, independence, objective judgment and commitment to the values of the Group;

6.1.4. succession requirements; and

6.1.5. the relevant provisions of the Companies Act, King V and the JSE Listings Requirements.

6.2. The Board considers NomGov's recommendations and remains responsible for appointing the person best suited to the position, subject to shareholder election where applicable. All directors classified as independent non-executive directors must satisfy the applicable independence criteria, and independence must be reviewed annually.

7. Board diversity targets

7.1. The Board has adopted the following voluntary targets in respect of Board diversity

Diversity Area	Voluntary Target
Gender diversity	At least 35% of the Board should comprise women
Race diversity	At least 35% of the Board should comprise South African citizens who are African, Coloured or Indian

7.2. Although no specific numerical targets are set for broader diversity attributes other than gender and race, the promotion of broader diversity at Board level is acknowledged and must be accommodated in the composition of the Board.

7.3. The voluntary targets are intended to support the Board's commitment to effective governance, transformation, independence, robust debate and appropriate Board succession planning.

8. Succession planning and Board renewal

8.1. The Board, with the support of NomGov, must maintain an appropriate succession plan for Board membership. This should include the identification, mentorship and development of future candidates and must incorporate this Policy on diversity. The Board receives regular reports on material stakeholder engagement outcomes, including key concerns, emerging risks and opportunities, and review stakeholder engagement practices periodically to ensure continued effectiveness, relevance, and alignment with the Group's strategic objective.

8.2. In implementing succession and renewal, regard must be had to:

- leadership continuity;
- the introduction of new expertise and perspectives;
- the retention of valuable institutional knowledge;
- Board and committee effectiveness; and
- the need to maintain or improve Board diversity over time.

9. Monitoring and reporting

9.1. NomGov must review the composition of the Board and the application of this Policy regularly and, at least annually, assess:

9.2. progress against the Board diversity targets;

9.3. whether the composition of the Board remains appropriate in light of the Group's strategic needs; and

9.4. whether additional measures are required to promote diversity and effective renewal.

9.5. The Board should disclose, in the corporate governance section of the integrated annual report, the manner in which this Policy has been applied and progress made against the stated diversity objectives, in accordance with the JSE Listings Requirements and prevailing good governance practice.

10. Policy review and updates

This Policy must be reviewed by NomGov at least annually, or more frequently if required by legislative, regulatory, governance or strategic developments. Any recommended amendments must be submitted to the Board for approval.