



MULTI CHOICE
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MultiChoice Group Limited (MCG)

Including all subsidiaries and business units, together called the MultiChoice Group

Nomination Committee Charter

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1. Purpose

- 1.1 The main purpose of the nomination committee (**the committee**) is to assist the MultiChoice Group Limited (**MCG**), MultiChoice South Africa Holdings (Pty) Ltd (**MCSAH**), MultiChoice South Africa (Pty) Ltd (**MCSA**) and Showmax Africa Holdings (**Showmax**) boards of directors (collectively **the boards**) to determine and regularly review the size, structure, composition and effectiveness of the boards and their committees.

2. Composition

- 2.1 The committee must comprise a minimum of three MCG directors. All the members of the committee must be non-executive directors.
- 2.2 The chair of the committee must be an independent director of MCG.
- 2.3 The MCG board may at any time remove a member from the committee.
- 2.4 The chair of the committee is appointed by the MCG board. The chair of the MCG board may be a member of the committee and may serve as chair of the committee if the chair of the MCG board is an independent director.
- 2.5 The MCG company secretary serves as secretary of the committee.

3. Meetings

- 3.1 Meetings of the committee take place as and when required. However, the committee must meet at least twice annually.
- 3.2 Attendance may be by electronic means.
- 3.3 Where appropriate, matters may be dealt with by way of a written consent of a majority of the members, also referred to as a round robin resolution. A decision made by way of a round robin resolution has the same effect as if it had been approved by noting at a meeting provided that all members received notice of such resolution.
- 3.4 The quorum of the committee is a majority of the members.
- 3.5 The chair of the committee must attend the annual general meeting of MCG and must be prepared to answer shareholders' questions about committee issues.
- 3.6 MCG, MCSAH, MCSA and Showmax board members are entitled to attend committee meetings as observers. However, non-committee members are not entitled to participate without the consent of the chair; they do not have a vote; and are not entitled to fees for attendance.

4. Proceedings

- 4.1 The meetings of the committee are regulated by this charter.
- 4.2 The secretary issues notices regarding meetings, compiles an agenda on points for discussion, and minutes meetings.
- 4.3 The chair must report regularly to the MCG, MCSAH, MCSA and Showmax boards about matters considered by the committee. Such a report may be verbal or in writing.

5. Responsibilities

- 5.1 Review annually the charters of the boards and the committee charter and, if appropriate, recommend, for approval by the boards, required amendments thereto.

- 5.1.1 Determine for approval by the boards:

- 5.1.1.1 the policy for diversity at board level;
- 5.1.1.2 restrictions on the number of listed company boards on which an MCG director may serve as stated in board charters;
- 5.1.1.3 retirement and succession in respect of directors; and
- 5.1.1.4 a policy governing the seeking of independent professional advice by individual board members.

- 5.1.2 Review annually the structure, size, and composition of the boards and, where appropriate, make recommendations to the relevant board in respect thereof. The following should be taken into account when considering the composition of boards:

- 5.1.2.1 the appropriate mix of knowledge, skills, and experience, including the business, commercial and industry experience, needed to govern the company;
- 5.1.2.2 the appropriate mix of executive, non-executive, and independent non-executive members;
- 5.1.2.3 the need for a sufficient number of members that qualify to serve on the committees of the board;
- 5.1.2.4 the need to secure a quorum at meetings;
- 5.1.2.5 regulatory requirements; and
- 5.1.2.6 diversity as elaborated on in the board diversity policy.

- 5.1.3 Make recommendations to the relevant board with regard to the appointment of new directors, including the group CEO and group CFO who are directors of the board. For all nominations in respect of board appointments a 'fit and proper' test must be conducted. Nominated candidates must complete the required

declarations in compliance with the listings requirements of the JSE, and any other exchange on which the relevant company's shares are listed, where applicable.

- 5.1.4 Identify and nominate candidates to fill board vacancies.
- 5.1.5 Approve the role and responsibilities of the chair of the boards and the lead independent director for MCG and lead director for MCSAH and ensure there is a succession plan in place for the position of the chair of the boards.
- 5.1.6 Formally evaluate every two years the performance of the MCG and MCSAH boards and its individual directors and consider every alternate year the performance of the MCG and MCSAH boards and the individual directors. This includes a recommendation to the relevant board about the reappointment of directors who retire by rotation at the annual general meeting every year on the basis of those directors' performance, including attendance at meetings of the board and its committees, as well as the evaluation of independence of directors who have served for more than nine years.
- 5.1.7 Formally evaluate every two years, and consider every alternate year, the performance of the chair of the boards and make the necessary recommendations to the relevant board in this regard.
- 5.1.8 Review the allocation of roles and associated responsibilities, composition, and effectiveness of committees of the boards, and make recommendations to the relevant board with regard to:
 - 5.1.8.1 the continuance (or not) of the service of any director as a member of any committee;
 - 5.1.8.2 effective collaboration through cross-membership of committees;
 - 5.1.8.3 ensuring adequate coverage of all matters delegated by the board; and
 - 5.1.8.4 ensuring an efficient approach is followed on matters dealt with by more than one committee.
- 5.2 Perform a formal annual evaluation of whether the committee has fulfilled its responsibilities in terms of its charter and report these findings to the boards.
- 5.3 Review and assess annually the charters of the MultiChoice Group's significant subsidiaries' nomination committees and review their annual assessment of compliance with their charters to establish if the MCG committee can rely on the work of the subsidiary companies' committees.

- 5.4 Evaluate the performance of the chief executive officer of MCG and MCSAH and report on such performance to the remuneration committee for consideration when determining his/her remuneration, including incentive payments.
- 5.5 Evaluate annually the performance and independence of the company secretary and make the necessary recommendations to the MCG and MCSAH boards in this regard.

6. Remuneration



- 6.1 The chair and committee members will receive remuneration for their responsibilities as members of this committee.
- 6.2 Such remuneration is in addition to the remuneration payable to directors for services as directors.

7. General

- 7.1 The committee may, during the execution of its duties in terms of this charter, obtain, at MCG's expense, such external or other independent professional advice as it may deem appropriate to fulfil any of its responsibilities in accordance with MCG's Obtaining independent professional advice policy.
- 7.2 The committee has unrestricted access to company information falling within the committee's mandate and will liaise with management on the information it requires to carry out its responsibilities.



8. Document Properties

MultiChoice Group		Document Number	
		MCG-GRP-BRD-TOR-003	
Nomination Committee Charter		Effective Date	
		01/04/2025	
Originated By:	Reviewed By:	Approved By:	
Carmen Miller	Tim Jacobs	MCG	
Group Company Secretary	Group chief financial officer	Board of directors	
		27 March 2025, minutes	
Rev. No.	Rev. Date	Section/s	Description of Change
1	10 Dec 2018	n/a	New charter
2	2 April 2020	Para 1 and 6	Delegation of various responsibilities from the MCSA board to MCG committees.
3	31 March 2021	n/a	Minor wording changes
4	31 March 2022	Para 1	Insert definition of "committee"
		Para 5.1.2.3	Deletion of responsibility to review service period of directors as this is already addressed by the one-third rotation requirements of NEDS and in executive employment contracts
		Para 5.1.3	Clarified the wording to ensure that the nomination committee will still be responsible for the group CEO and group CFO appointments notwithstanding that the appointment of the direct reports of the group CEO will be approved by the remuneration committee.
		Para 5.1.6	Clarification of board performance review wording
		Para.5.6	Removal of responsibility previously delegated to Nomco by Remco (function to revert to Remco once more).
5	30 March 2023	Para 2.1, 2.2, and 3.3	Minor semantic/grammatical changes
6	28 March 2024	Para 1.1, 3.6 and 4.3	Expand scope to include Showmax.
		Para 5.1.6 and 5.2	Committee scope clarification relating to specific responsibilities.
7	27 March 2025	6.1	Referred to the MCG Obtaining Independent professional advice policy