SUN INTERNATIONAL LIMITED

NOMINATION COMMITTEE

MANDATE AND TERMS OF REFERENCE

1. Introduction

1.1 The Nomination Committee ("the Committee") is constituted as a committee of the board of directors ("Board") of Sun International Limited ("the Company"). The duties and responsibilities of the members of the Committee are in addition to those as members of the Board.

1.2 The deliberations of the Committee do not reduce the individual and collective responsibilities of Board members in regard to their fiduciary duties and responsibilities, and they must continue to exercise due care and judgment in accordance with their statutory obligations.

1.3 These terms of reference are subject to the provisions of the Companies Act, the Company's Memorandum of Incorporation ("MOI") and any other applicable code, charter, law or regulatory provision.

1.4 The Committee operates in accordance with the principles and recommended practices of King V Code on Corporate Governance for South Africa 2025 ("King V") on an "apply and explain" basis.

2. Purpose

The purpose of the Committee is to: -

2.1 regularly review the composition of the Board and the various committees (statutory or otherwise), and if necessary make recommendations to the Board on their composition, the appointment of new executive and non-executive directors, in order for the Board and the committees to execute their duties effectively;

2.2 satisfy itself that consideration is given to executive succession planning throughout the Sun International group ("Group") (including the executive directors, prescribed officers and other senior executives of the Company) as well as ensure succession planning for the Board and the committees;

2.3 ensure that the performance by the Chairman of the Board and the Lead Independent director ("LID"), is assessed on an annual basis;

2.4 conduct periodical evaluations of the Board, the committees (statutory or otherwise) and individual directors' performance;

2.5 ensure that an induction programme and ongoing training and development of directors takes place; and

2.6 ensure that at all times a LID is appointed to lead in the absence of the Chairman of the Board and to serve as a sounding board for the Chairman.

3. Composition of the Committee

3.1 The Chairman of the Committee ("the Committee Chairman") (who should be the chairman of the Board) and members of the Committee shall be appointed by the Board and shall comprise only non–executive directors, the majority of whom should preferably be independent.

3.2 The Committee shall consist of at least three members one of whom shall be the LID and the other the Chairman of the Board.

3.3 The Chief Executive shall attend all meetings by invitation, unless deemed inappropriate by the Committee.

3.4 The Secretary of the Company shall be secretary to the Committee.

3.5 No director should be present when his / her own nomination or performance is discussed.

3.6 The members of the Committee as a whole must have sufficient qualifications and experience to fulfil their duties.

4. Quorum

4.1 The quorum for a meeting shall be a majority of the members, present for that particular decision.

4.2 Decisions of the Committee shall be carried by a vote of the majority of members present at meetings.

5. Term

Subject to paragraph 3.2 hereof, the Board shall have the power at any time to alter the size of the Committee, or to remove any members from the Committee and to fill any vacancies created by such removal and shall review and / or confirm the composition of the Committee annually.

6. Reporting Responsibilities

6.1 The Committee reports to the Board through the Committee Chairman who shall report at each Board meeting on matters relating to the Committee in accordance with these terms of reference.

6.2 The Committee Chairman shall also be available to discuss any matters of a sensitive nature arising from the meetings of the Committee with directors who are not members of the Committee, on request.

6.3 The LID shall lead and introduce discussion at Board and Committee meetings regarding the performance and evaluation of the Chairman of the Board.

6.4 The names of the members of the Committee, the number of formal meetings held and attendance by each member during the financial year shall be published in the Company's integrated report.

6.5 The Committee Chairman or in his / her absence, the LID, or another member of the Committee shall be available to answer questions at the Company's annual general meeting ("AGM") on the subject matter of the Committee's mandate.

6.6 The Committee shall ensure that appropriate disclosures regarding its role, activities and outcomes are included in the Company's integrated report in accordance with King V.

7. Authority

7.1 The Committee acts in terms of the delegated authority of the Board as recorded in these terms of reference.

7.2 The Committee shall have the authority to: -

7.2.1 access any information it needs to fulfil its responsibilities;

7.2.2 seek independent advice at the Company's expense in terms of the Company's Professional Advice Policy;

7.2.3 investigate matters within its mandate; and

7.2.4 consult with the Chief Executive and / or other Group executives, on an as and when required basis.

7.3 This mandate shall be reviewed by the Committee on an annual basis and any proposed amendments to the mandate shall be recommended to the Board for its consideration and approval.

7.4 Where appropriate or otherwise as authorised by the Board, decisions of the Committee may be taken by way of round robin resolution.

8. Procedure

8.1 The Committee must hold sufficient scheduled meetings to discharge all its duties as set out in these terms of reference and a minimum of two scheduled meetings shall be held each year.

8.2 Meetings of the Committee shall be called by the secretary of the Committee at the request of the Committee Chairman or in accordance with the predetermined dates set annually in advance by the Chairman of the Board and the Secretary of the Company, as contained in the annual meeting calendar of the Board.

8.3 Informal consultation shall occur as and when required.

8.4 Papers for consideration by the Committee shall be submitted, in the normal course, at least 5 days before a meeting to enable members the time for study and if required prior informal discussion.

8.5 Minutes of the meetings of the Committee shall be circulated by the Secretary to the Committee. Minutes will also be made available on request to the other directors who are not members of the Committee.

8.6 The Committee shall establish an annual meeting plan for each year to ensure that all relevant matters are covered by the agendas of the meetings planned for the year.

8.7 Members and / or invitees of the Committee may participate in and act at any meeting of the Committee through the use of a conference telephone or other communication equipment by means of which all persons participating in the meeting can hear and / or see each other. Participation in such meetings shall constitute attendance and presence in person at the meeting by the person or persons so participating.

9. Terms of Reference

9.1 The Committee shall annually, or at such time intervals as may be instructed by the Board from time to time: -

9.1.1 evaluate the performance of the Chairman of the Board in terms of his / her role and function, and report on the outcome of the evaluation to the Board and the remuneration committee;

9.1.2 consider, in consultation with the Committee Chairman and the Board, the number of outside chairmanships held by the Chairman of the Board;

9.1.3 evaluate, from time to time (both internally and / or using external consultants) the performance of the Board and each Board member (including the performance of the executive directors as "directors") and the committees and report on the outcome of the evaluation to the Board and the Committee;

9.1.4 assess the independence (actual and / or perceived) of those non-executive directors who are classified as independent directors, taking into consideration the criteria for independence as enunciated in King V, the JSE Listings Requirements and best practice;

9.1.5 nominate and approve Company appointed trustees to the Group's medical aid scheme (as and when required), provident fund and its sub-committees as well as to the Group's long-term share-based incentive plans and / or trusts (as and when required);

9.1.6 review the continuing professional education and development of members of the Board to ensure their understanding of the market in which the Group operates;

9.1.7 review such other nomination related matters as may be directed by the Board from time to time;

9.1.8 develop and oversee the induction programme for new members of the Board to ensure their understanding of the Group's history, business environment and market in which the Group operates. Such programme will include the provision of background material (including without limitation access to historical annual reports), meetings with senior management and visits to any relevant operations and facilities in order to provide the new director with: -

9.1.8.1 an overview of the Group (ownership structures, levels of authority, company law, board and committee structures and processes);

9.1.8.2 an overview of the business of the Group (business processes, corporate strategies, organisation, management and staff); and

9.1.8.3 an understanding of what is expected from the director on appointment (discussion with the Chairman of the Board with regard to the new director's expertise and experience, and their potential contribution in light of their particular knowledge and expertise).

9.2 In relation to the composition of the Board and the committees (statutory or otherwise): -

9.2.1 regularly review the structure, size and composition of the Board and make recommendations to the Board with regard to any adjustments that are deemed necessary. Without derogating from the generality of the aforegoing, the Committee in determining the optimum composition of the Board, shall seek to ensure that it collectively contains, inter alia, the skills, experience, diversity, demographics and mix of personalities appropriate to the strategic direction of the Company and necessary to secure its sound performance: Factors determining the number of directors to be appointed include: -

9.2.1.1 evolving circumstances, the needs of the Company and the nature of its business;

9.2.1.2 the need to achieve an appropriate mix of executive and non-executive directors with the majority of the non- executive directors being independent directors;

9.2.1.3 the need to have sufficient directors to structure the statutory and Board committees appropriately;

9.2.1.4 potential difficulties of raising a quorum with a small board;

9.2.1.5 regulatory requirements; and

9.2.1.6 the skills and knowledge needed to make business judgement calls on behalf of the Company.

9.2.2 be responsible for nominating for the approval of the Board, candidates to fill Board and prescribed officer vacancies as and when they arise. Procedures for the appointment of directors to the Board, as well as prescribed officers, should be formal and transparent and should be a matter for the Board as a whole, assisted by the Committee;

9.2.3 apply the pre-requisites for Board membership as set out in the Board charter;

9.2.4 prepare or confirm a description of the role and capabilities required for a particular appointment, as well as conduct criminal and / or civil record checks and / or other checks (such as reference, qualification or credit checks). Prior to and following their appointment, the directors' and / or prescribed officers' backgrounds should be investigated along the lines of the approach required for listed companies by the JSE Limited ("JSE"). It is also important to ensure that new directors and prescribed officers have not been declared delinquent nor are serving probation. The Committee should play an integral role in this process;

9.2.5 ensure, prior to appointing potential candidates to the Board that they have sufficient time available to devote to their duties as a Board member. In this regard (i) executive directors should be encouraged to hold other non-executive directorships only to the extent that this does not interfere with their immediate management responsibilities; and (ii) non-executive directors should carefully consider the number of board appointments they hold so as to ensure that the Company enjoys the full benefit of their experience;

9.2.6 make recommendations to the Board regarding: -

9.2.6.1 the continuation (or not) in service of any director who has reached the age of 75. Such recommendations shall be made on an annual basis, following an evaluation by the Committee of, among others, such director/s past performance, contribution to the Board and its committees and the need for refreshing the Board. Any director/s whom the Committee recommends should continue to serve on the Board, despite having reached the age of 75, shall be required on an annual basis thereafter to retire by rotation at the Company's AGM and, if deemed appropriate by the shareholders, re-elected at such meeting;

9.2.6.2 the annual appointment by the Board of the Board Chairman after carefully monitoring factors such as, among others, past performance, contribution and the objectivity of business judgement calls;

9.2.6.3 the continued independence of any independent non-executive director at the conclusion of any term beyond nine years. All such assessments by the Committee should evaluate and weigh all relevant factors that may impair independence including, inter alia, the past performance of the director, his or her independence of character and ensuring that the director's judgement is not in any way affected or impaired by the length of service. A statement to such effect and information regarding the assessment shall be included in the Company's annual statutory report;

9.2.7 ensure compliance with those provisions of the MOI and governance codes governing the rotation of directors and make the appropriate recommendations to the Board in regard to the eligibility of retiring directors of the Company for re-election, if deemed appropriate based on a performance evaluation;

9.2.8 evaluate any conflict of interests or duties notified by directors, to recommend authorisations or other measures to the Board and annually to evaluate the Company's procedures for ensuring that the Board's powers to authorise conflicts are operated effectively;

9.2.9 review the outcome of the binding remuneration report ordinary resolution, voted on at the previous AGM and, consider whether any or all of the members of the remuneration committee need to stand for re-election to that committee or the Board, as the case may be, at the following AGM, or must stand down from the Board and the remuneration committee, in the latter case for a period of two (2) years;

9.3 The Committee shall on an annual basis make a recommendation to the Board, regarding the competence, qualifications and experience of the Company Secretary of the Company including whether or not the Company Secretary maintains an arms-length relationship with the Board and is not a director of the Company;

9.4 The Committee shall develop and regularly review a policy on the promotion of diversity at Board level, focusing specifically on those aspects of diversity highlighted in paragraph 3.84 of the JSE Listings Requirements, including the promotion of the diversity attributes of gender, race, culture, age, field of knowledge, skills and experience. The Company shall confirm this by reporting to shareholders in its integrated report on how the Board and / or the Committee have considered and applied the policy on diversity in the nomination and appointment of directors. In addition, the Committee must further report progress made in terms of achieving its agreed voluntary targets; and

9.5 The Committee shall every alternate year conduct a self-evaluation regarding its own performance, the results of which shall be reported to the Board.



Chairman

4 September 2026