

Board of Directors		Revision No:	3
	R. Frew Chairman: Board of Directors	Effective date:	5 June 2018

Board Charter

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1. Introduction

The Board of Directors of MiX Telematics Limited (“the Company” or “MiX”) acknowledges the need for a Board Charter (“**Charter**”) which documents its role, responsibilities, membership requirements and procedural conduct as recommended in the King IV Report on Corporate Governance for South Africa, 2016 (“King IV”).

This Charter is subject to the provisions of the Companies Act 71 of 2008, as amended (“the Companies Act”), the Company’s Memorandum of Incorporation (“MOI”), the JSE Listings Requirements and any other applicable law or regulatory provision.

This Charter is supplemented by the following policies:

- Board Nominations, Composition and Diversity Policy
- Board Evaluation Philosophy
- Group Approvals Framework

2. Purpose of the Charter

The purpose of this Charter is to set out the Board’s role and responsibilities, as well as the requirements for its composition and meeting procedures.

3. Composition

The Company has a unitary Board, which is suitably constituted and comprises a balance of Executive and Non-Executive Directors, with a majority of Non-Executive Directors. A majority of the Non-Executive Directors are classified as independent from a JSE Listings Requirement perspective. In terms of the MOI, the Board must consist of a minimum of four directors.

Directors are appointed through a formal and transparent process, in accordance with the Board Nominations, Composition and Diversity Policy. The Nominations and Remuneration Committee is mandated with the responsibility of identifying suitable candidates for consideration by the Board and to be proposed for election by the shareholders.

The Board is structured to ensure an appropriate mix and balance of knowledge, skills, experience, diversity and independence appropriate to the strategic direction of the Company.

The Company Secretary is the secretary to the Board.

4. Undertakings by Directors

Directors appointed to the Board should:

- conduct themselves according to the highest standard of personal and professional integrity and set the standard and promote ethical behaviour and compliance with laws and regulations within the Company;
- have sufficient working knowledge of the Company, its industry, the economy, society and the environment in which it operates;
- be aware of the statutory and regulatory requirements affecting the direction of the Company;
- act with due care, skill and diligence, and take reasonably diligent steps to become informed and contribute independent views to matters under consideration by adding value to Board deliberations; and

- regularly attend meetings of the Board and Board Committees on which he or she serves.

5. Induction of New Directors

An induction programme is established for new directors to facilitate their understanding of the Company and the environment in which it operates. The induction programme includes, *inter alia*:

- a summary of the Company's operating environment, its MOI, regulations, applicable laws, the Group Corporate Governance Framework, Board Charter and Committee Terms of Reference respectively;
- the Company's Annual Reports; and
- the directors' roles, fiduciary duties, responsibilities and obligations in terms of the Companies Act, JSE Listings Requirements, King IV, SEC and NYSE listings requirements.

A letter of appointment will be issued to new directors as part of the induction programme, of which the Board Charter will form an integral part.

Continuing professional development programmes are implemented which ensure that directors receive regular briefings on changes in risks, laws, governance and the environment.

6. Period of Office

Appointments of directors by the Board after the last Annual General Meeting ("AGM"), are subject to ratification by shareholders at the first subsequent AGM by ordinary resolution. At least one-third of all directors are subject to retirement by rotation at each AGM and are eligible for re-election.

A Non-Executive Director is eligible to serve up to a nine-year period with three terms of three years, subject to the rotation periods as stated in the MOI. A Non-Executive Director may serve for longer than nine years subject to an annual independent assessment by the Board. Such Non-Executive Director will retire in accordance with the retirement provisions in the MOI, i.e. after the three-year period, unless otherwise decided by the Board.

The termination of an employment contract of an Executive Director will result *ipso facto* in the termination of his or her membership of the Board.

7. Director Remuneration

The Remuneration Committee shall make recommendations to the Board on the annual fees payable to Non-Executive Directors for their contribution as members of the Board; major subsidiary Boards; and their respective Board Committees. All fees will be subject to shareholder approval tabled at each preceding AGM.

Executive Directors will not receive fees for their services as directors of any company within the MiX group as they are paid as employees in accordance with their employment contracts.

The Board shall report on the remuneration in the Annual Report in terms of the requirements of the Companies Act, the JSE Listings Requirements and King IV, and in the Form 20-F in terms of the SEC and NYSE requirements.

8. Role and Responsibilities

The role and responsibilities of the Board are to:

- 8.1 act as the focal point for, and custodian of, corporate governance by managing its relationship with management, the shareholders and other stakeholders of MiX along sound and ethical corporate governance principles;
 - 8.1.1 steer and set direction with regards to both:
 - the Company’s strategy; and
 - the way in which specific governance areas are to be approached, addressed and conducted;
 - 8.1.2 approve policy and planning that give effect to the Company strategy;
 - 8.1.3 oversee and monitor implementation and execution of the strategy by management; and
 - 8.1.4 ensure accountability for organisational performance through reporting and disclosures;
- 8.2 oversee and monitor that the Company is and is seen to be a responsible corporate citizen by having regard to not only the financial aspects of the business of the Company, but also the impact that business operations have on the environment and the society within which it operates;
- 8.3 consider the Company’s strategy against the six capital resources;
- 8.4 exercise ongoing oversight of the management of ethics within MiX that promote ethical behaviour within the Company;
- 8.5 approve MiX’s financial objectives, including capital expenditure, treasury, capital and funding proposals;
- 8.6 appreciate that strategy, risk, performance and sustainability are inseparable and to give effect to this by:
 - 8.6.1 governing and regularly reviewing and evaluating the enterprise-wide risk management and compliance processes;
 - 8.6.2 contributing to and approving MiX’s strategy;
 - 8.6.3 satisfying itself that the strategy and business plans do not give rise to risks that have not been thoroughly assessed by management;
 - 8.6.4 identifying key performance and risk areas;
 - 8.6.5 overseeing production of a strategy that will facilitate sustainable outcomes;
 - 8.6.6 considering sustainability as a business opportunity that guides strategy formulation; and
 - 8.6.7 overseeing MiX’s performance against agreed targets and objectives;
- 8.7 provide effective leadership on an ethical foundation;
- 8.8 ensure that the Company has an effective and independent Audit Committee;
- 8.9 be responsible for the governance of risk;
- 8.10 oversee and be responsible for the governance of information and technology within MiX;
- 8.11 monitor MiX’s compliance with applicable laws and consider adherence to non-binding rules, codes and standards;
- 8.12 ensure that there are effective risk-based internal controls and audit processes;

- 8.13 adopt a stakeholder-inclusive approach and consider stakeholders' perceptions of MiX's reputation;
- 8.14 review and oversee the integrity of the Company's Annual Report and the relevant disclosures in terms of King IV reporting;
- 8.15 act in the best interests of the Company by ensuring that individual directors:
 - 8.15.1 adhere to legal standards of conduct;
 - 8.15.2 are permitted to take independent advice in connection with their duties in accordance with paragraph 19 below; and
 - 8.15.3 disclose real or perceived conflicts to the Board and deal with them accordingly;
- 8.16 commence business rescue proceedings as soon as the Company is financially distressed;
- 8.17 elect a Chairperson of the Board that is a Non-Executive Director;
- 8.18 appoint and evaluate the performance of the Chief Executive Officer ("CEO") against agreed performance measures and targets;
- 8.19 consider the CEO's membership of additional professional positions, including other organisations, outside MiX;
- 8.20 approve termination of the CEO's employment contract, when applicable;
- 8.21 as individual directors, devote sufficient time and effort to preparing for meetings in order to participate fully and frankly in Board discussions and bring the benefit of their particular knowledge, experience, skills and abilities to bear;
- 8.22 review the succession plan for its directors, including the Chairperson and CEO
- 8.23 governance of technology and information within MiX, and is responsible for ensuring that MiX's approach to technology and information supports the achievement of its strategic objectives; and
- 8.24 approve the MiX Group Corporate Governance Framework that articulates and gives effect to its direction on relationships and the exercise of authority across the Company.

The Board should do everything necessary to fulfil its role as set out above.

9. Role of the Individual Director

In the performance of their fiduciary duties, directors of the Board are required to act in good faith and for a proper purpose, exercise due care and skill in the best interests of the Company and not for any self-interest, in accordance with sections 76 and 77 of the Companies Act, and King IV recommendations.

Members of the Board are expected to conduct themselves according to the highest standard of personal and professional integrity and set the standard for MiX's ethical conduct and promote ethical behaviour and compliance with laws and regulations.

10. Board Leadership

The responsibilities for the running of the Board and the Company are distinct tasks. The roles of Chairperson and CEO shall be separate with a clear division of responsibilities.

10.1 Role of the Chairperson

The Board should elect a Chairperson who can provide the direction necessary for an effective Board. The Chairperson should be appointed by the Board every year after carefully monitoring his independence and factors that may impair his or her independence. Any factor affecting the independence of the Chairperson should be weighed against the positive factor of continuity of the Chairperson.

The Chairperson of the Board should be independent and free of conflicts of interest at appointing, failing which the Board must appoint a Lead Independent Non-Executive Director (“LID”). In situations where the independence of the Chairperson is questionable or impaired, a LID should be appointed for as long as the situation exists.

The Chairperson shall be responsible for, *inter alia*:

- 10.1.1 setting the ethical tone for the Board and MiX;
- 10.1.2 providing overall leadership to the Board without limiting the principle of collective responsibility for Board decisions, while at the same time being aware of the individual duties of directors;
- 10.1.3 identifying and participating in selecting directors (via a Nominations and Remuneration Committee), and overseeing a formal succession plan for the Board, including the CEO and certain senior management appointments such as the Chief Financial Officer (“CFO”);
- 10.1.4 formulating, with the CEO and Company Secretary, the yearly work plan for the Board against agreed objectives, and playing an active part in setting the agenda for Board meetings;
- 10.1.5 presiding over Board meetings and ensuring that time in meetings is used productively. The Chairperson should encourage collegiality amongst directors without inhibiting candid debate and creating tension among directors;
- 10.1.6 managing conflicts of interest. It is not sufficient to merely table a register of interests. All internal and external legal requirements must be met. The Chairperson must ask affected directors to recuse themselves from discussions and decisions in which they have a conflict, unless they are requested to provide specific input, in which event they should not be party to the decision;
- 10.1.7 acting as the link between the Board and management, and particularly between the Board and the CEO;
- 10.1.8 being collegial with directors and management, while at the same time maintaining an arms’ length relationship;
- 10.1.9 ensuring that directors play a full and constructive role in the affairs of the Company and taking a lead role in the process for removing non-performing or unsuitable directors from the Board;
- 10.1.10 ensuring that complete, timely, relevant, accurate, honest and accessible information is placed before the Board to enable directors to reach an informed decision;

- 10.1.11 monitoring how the Board works together and how individual directors perform and interact at meetings. The Chairperson should meet with individual directors once a year about evaluating their performance. The Chairperson should know directors' strengths and weaknesses;
- 10.1.12 mentoring to develop skill and enhance directors' confidence (especially those new to the role) and encouraging them to speak up and make an active contribution at meetings. The mentoring role is encouraged to maximise the potential of the Board;
- 10.1.13 ensuring that all directors are appropriately made aware of their responsibilities through a tailored induction programme, and ensuring that a formal programme of continuing professional education is adopted at Board level;
- 10.1.14 ensuring that good relations are maintained with MiX's major shareholders and its strategic stakeholders, and presiding over shareholders' meetings;
- 10.1.15 building and maintaining stakeholders' trust and confidence in MiX;
- 10.1.16 upholding rigorous standards of preparation for meetings by, for example, meeting with the CEO before meetings and studying the meeting information packs distributed; and
- 10.1.17 ensuring that decisions by the Board are executed.

The Chairperson's ability to add value to MiX, and the Chairperson's actual performance against criteria developed from his or her formalised role and functions, should form part of a yearly evaluation by the Board. The Chairperson should meet with the CEO or CFO or the Company Secretary, or all three, before a Board meeting to discuss important issues and agree on the agenda.

With regard to serving on other Committees:

- the Chairperson should not be a member of the Audit Committee;
- the Chairperson should not chair the Remuneration, Audit and Risk, and Social and Ethics Committees, but may be a member of the Committees; and
- the Chairperson should be a member of the Nominations Committee and may also be its Chairperson, if categorised as independent.

There should be a succession plan for the position of the Chairperson.

10.2 Role of the Lead Independent Director ("LID")

The main function of a LID is to provide leadership and advice to the Board, without detracting from the authority of the Chairperson, when the Chairperson has a conflict of interest. Such assistance may be provided:

- at any Board meeting (including meetings of Committees of the Board) or at any other meeting of the Company;
- at any meeting the Chairperson might initiate with the LID;
- in any consultations that any other director or executive of MiX might initiate with the LID; and
- in any consultation that the LID might initiate.

- 10.2.1 The LID should, at all times, be aware that the role is that of support to the Chairperson and the Board, and not in any way undermine the authority of the Chairperson. His or her role fulfils the following functions:
- to lead in the absence of the Chairperson;
 - to serve as a sounding board for the Chairperson;
 - to act as an intermediary between the Chairperson and other members of the Board;
 - to deal with shareholders’ concerns where contact through the normal channels has failed to resolve concerns, or where such contact is inappropriate;
 - to strengthen the independence of the Board if the Chairperson is not an Independent Non-Executive Director; and
 - to chair discussions and decision-making by the Board on matters where the Chairperson has a conflict of interest.
- 10.2.2 The LID should also chair the Board meetings which deal with the succession of the Chairperson and the Chairperson’s performance appraisal.
- 10.2.3 The term of the LID’s appointment will depend on the circumstances of the Company and could either be an ongoing appointment or one of limited duration for so long as the actual or perceived lack of independence or conflict of interest of the Chairperson endures. The role of the LID and deputy Chairperson, if one is appointed, is combined.
- 10.2.4 The term of the LID’s appointment will be reviewed annually, concurrently with the appointment of the Chairperson of the Board, for so long as the actual or perceived lack of independence or conflict of interest of the Chairperson endures.

10.3 Role of the CEO

The Board should appoint the CEO whose duties and responsibilities include the following:

- 10.3.1 developing MiX’s strategy for consideration and approval by the Board;
- 10.3.2 serving as the chief link between management and the Board by leading the implementation and execution of approved strategy, policy and operational planning;
- 10.3.3 setting the tone in providing ethical leadership and creating an ethical environment;
- 10.3.4 recommending or appointing the executive team and ensuring proper succession planning and performance appraisals;
- 10.3.5 developing and recommending to the Board yearly business plans and budgets that support MiX’s long-term strategy;
- 10.3.6 being accountable and reporting to the Board on the performance of MiX and its conformance with compliance imperatives;
- 10.3.7 establishing an organisational structure for MiX which is necessary to enable execution of its strategic planning;
- 10.3.8 ensuring that the assets of MiX are adequately maintained and protected;

- 10.3.9 ensuring that MiX complies with all relevant laws and corporate governance principles; and
- 10.3.10 ensuring that MiX applies all recommended best practices and, if not, that the failure to do so is justifiably explained.

10.4 Role of the Company Secretary

The role of the Company Secretary is important for providing guidance on corporate governance and legal responsibilities, and coordinating the functions of the Board, its Committees, and other companies within MiX. The Board, via the Nominations and Remuneration Committee, is responsible for the appointment and removal of the Company Secretary and should empower him or her to properly fulfil his or her duties. The performance and independence of the Company Secretary should be evaluated annually by the Board, via the Nominations and Remuneration Committee.

The Board should ensure that the Company Secretary has the necessary competence, gravitas and objectivity to fulfil his or her responsibilities at the highest level of decision-making within MiX. The Company Secretary will not be a director of MiX.

The Company Secretary should:

- 10.4.1 assist the Nominations and Remuneration Committee and ensure that the procedure for the appointment of directors is properly carried out;
- 10.4.2 assist in the proper induction, orientation, ongoing training and education of directors, including assessing the specific training needs of directors and executive management in their fiduciary and other governance responsibilities;
- 10.4.3 provide guidance on directors' responsibilities and duties, and how such responsibilities and duties should be properly discharged in the best interests of MiX;
- 10.4.4 provide a central source of guidance and advice to the Board, and within MiX, on matters of good governance, changes in legislation and compliance;
- 10.4.5 have a direct channel of communication to the Chairperson and should be available to provide comprehensive practical support and guidance to directors, with particular emphasis on supporting the Non-Executive Directors, the Chairperson of the Board and the Board's Committees;
- 10.4.6 ensure that statutory books, the Charter and Board Committees' Charters and Terms of Reference are appropriately maintained in accordance with legislation and King IV as relevant;
- 10.4.7 be responsible for the proper compilation and timely circulation of Board papers and for assisting the Chairperson of the Board and the Board's Committees with drafting of yearly work plans;
- 10.4.8 have the duty to obtain appropriate responses and feedback to specific agenda items and matters arising from earlier meetings in Board and Committee deliberations. The Company Secretary's role should also be to raise matters that may warrant the attention of the Board;
- 10.4.9 ensure that the proceedings of Board and Committee meetings are properly recorded and the minutes of meetings are circulated to the directors in a timely manner, after having been reviewed by the Chairperson of the Board and of the relevant Committees;

- 10.4.10 assist the Board with the performance evaluations of the Board and its Committees;
- 10.4.11 have unfettered access to the Board, but maintain an arms' length relationship;
- 10.4.12 keep abreast of and inform the Board of current governance thinking and practice; and
- 10.4.13 facilitate directors' meetings with management and the requisitioning of documentation by directors, as and when necessary.

11. Board Committees

The Board is authorised to form Committees to facilitate efficient decision-making, promote independent judgement, and assist with the balance of power and the execution of its duties. Committees are constituted with due regard to members' skills, qualifications and experience to effectively fulfil their duties.

The Board has three standing Committees, namely the Audit and Risk Committee and the Social and Ethics Committee (both of which are also statutory committees in terms of the Companies Act), and the Nominations and Remuneration Committee.

Board Committees should:

- o observe the same rules of conduct and procedure as the Board;
- o act on behalf of the Board when specifically authorised; and
- o ensure transparency and full disclosure when reporting to the Board, except where the Committee has been mandated otherwise.

Formal terms of reference are established and approved for each Committee and reviewed annually. The Nominations and Remuneration Committee oversees the effective collaboration amongst Committees through cross-membership, where appropriate.

12. Delegation

The Board delegates certain functions to well-structured committees, subsidiary boards and the CEO, but without abdicating its own responsibilities. Delegation is formal and involves the following:

- 12.1 the implementation and execution of approved strategy, through policy and operational plans, mandating management through the CEO;
- 12.2 delegating authority to the CEO and management to facilitate efficient decision-making;
- 12.3 all Board authority conferred on management is delegated to the CEO. In turn, the authority, decision-making and accountability of management will operate within the framework of this authority in terms of strategic direction, risk and value;
- 12.4 delegating to management the responsibility and execution of the Codes of Ethics and Conduct policies and having sanctions and remedies in place in the event of a breach in the organisation's ethical standards;
- 12.5 setting delegation limits by taking into account the balance between making efficient decisions close to the business activity and the need for the Board and management to oversee areas of significant impact on MiX in terms of strategic direction, risk and value;

- 12.6 establishing delegation limits in response to risk profiles and expectations;
- 12.7 the authority to approve a transaction is taken to include the authority to terminate or cancel a transaction including the authority to terminate a contract evidencing the transaction (subject to dispute settlement delegation limitations).

Board Meeting Procedures

13. Frequency and Quorum

The Board must hold sufficient scheduled meetings to discharge all its duties as set out in this Charter, but subject to a minimum of four meetings per year. The meetings will be held at such times and at such venues as the Board deems appropriate. Meetings in addition to those scheduled may be held at the request of a director.

A representative quorum for meetings is as provided for in the Company's MOI, i.e., a majority of directors for the time being in office. Individuals in attendance at Board meetings by invitation may participate in discussions but do not form part of the quorum for Board meetings.

Board and Committee meeting dates are set up in advance and these are tabled at Board meetings for the Board's notice and approval. Short notice periods for meetings may be given for special *ad hoc* meetings.

14. Attendance

Members of senior management, assurance providers and professional advisors may be in attendance at meetings, but by invitation only, and they may not vote on any issues discussed at the meeting.

Directors must attend all scheduled meetings of the Board and relevant Committees, including meetings called on an *ad hoc* basis for special matters, unless prior apology, with reasons, has been submitted to the Chairperson or Company Secretary.

The Chairperson may, at his discretion, authorize the use of audio or video conferencing facilities to facilitate participation in a Board meeting should attendance in person not be possible.

If the nominated Chairperson is absent from a meeting, the members present must elect one of the members present to act as Chairperson. In the event that there is a LID and the LID is present, he or she will act as Chairperson.

A director who absents himself from Board meetings for three consecutive meetings without leave of the Board and is not represented at such meetings, may be required to vacate his or her office should the Board so resolve.

15. Agenda, Board Papers and Minutes

The Company Secretary and the Chairperson should establish an annual work plan for each year so that all relevant matters are covered by the agendas of the meetings planned for the year. The annual plan must ensure proper coverage of the matters laid out in this Charter. The more critical matters will need to be attended to each year, while other matters may be dealt with on a rotation basis. The number, timing and length of meetings, and the agendas are to be determined in accordance with the annual plan.

A detailed agenda, together with Board papers, must be circulated to the Board and other invitees at least one week prior to each meeting. All matters to be discussed and/or voted on at Board meetings must be present on the agenda for that Board meeting. Any director may request, through the Company Secretary and Chairperson, that any matter requiring Board deliberation be added to the agenda.

Directors should be entitled to have access to all relevant information to assist them in the discharge of their duties and responsibilities and to enable them to make informed decisions. Directors agree that the maintenance of the confidentiality of Board proceedings is of paramount importance.

The minutes of the meetings must be completed as soon as possible after the meeting and circulated to the Chairperson for review thereof. The minutes must be formally approved by the Board and Committees at the next scheduled meeting.

16. Disclosure and Conflicts of Interest

Directors must avoid any conflicts of interest in accordance with section 75 of the Companies Act. Any conflict of interest in respect of matters on the agenda, should be disclosed at the beginning of each meeting, with such conflicts being proactively managed. If any matter is to be discussed at a meeting of the Board which would involve one or more directors having a conflict of interest, those conflicted directors:

- shall not receive the relevant papers;
- shall not be present at the meeting when the matter is being discussed; and
- shall not participate in any decision on the matter.

A declaration of all financial, economic and other interests held by directors and their related parties must be tabled at each Board meeting and duly confirmed and signed by each director at least annually.

17. Indemnification and Directors and Officers Insurance

MiX will pay the premiums for Directors and Officers Insurance for cover in the event that directors and officers are exposed to certain wrongful acts such as error, misleading statements, omission, neglect or breach of duty, in the course of discharging directors' duties within the necessary authority.

18. Board and Committees' Performance Evaluation

The performance evaluation of the Board, its Committees and individual directors must be conducted at least every two years. Every alternate year, the Board must consider its progress against the agreed outcomes of the prior evaluation process, if any.

The evaluation of the Chairperson will be managed by the LID, or an Independent Non-Executive Director, in the event of no appointed LID.

19. Independent Professional Advice

Any member of the Board is empowered to consult independent experts when necessary and within his duties as a director of MiX. All requests for independent, professional advice should be directed in writing to the Chairperson and/or Company Secretary. Costs incurred as a result of the independent advice will be borne by MiX, subject to approval by the Chairperson.

20. Compliance with Charter

The Board should be required, on an annual basis, to confirm whether it has fulfilled its responsibilities in accordance with this Charter.

21. Review of the Board Charter

This Charter is subject to annual review by the Board.

Appendix A: Emphasis of Board Meetings

In the Board's endeavour to fulfil its multi-faceted role in ensuring sound governance principles, assessing strategic decisions and executions, the following process for Board meetings shall be followed:

1. The main business of the quarterly Board meetings shall be strategic and these discussions shall be held prior to the procedural issues where possible.
2. One day shall be set aside for strategic conversations every year in March, whilst a review of the performance against the strategy will take place at every meeting.
3. Board papers shall be geared around the strategic intent of the Company and management's view of the current position.
4. Sufficient context and background shall be provided to give the opportunity to engage in a balanced discussion and debate.
5. Where a decision is required at a meeting, sufficient background information and briefing shall be done prior to the publishing of papers and the Board meeting.
6. Management shall formulate the strategy for MiX, which will be approved by the Non-Executive Directors on an annual basis.
7. Significant and material risks shall be considered; the Board is to guide the risk appetite and tolerance to drive the strategic objectives.
8. Customers' needs shall be considered and discussed.
9. The Non-Executive Directors shall be properly prepared for the debate.
10. The Board packs shall be prepared in the following manner:
 - o designed to facilitate focussed strategic debate of the issues, in particular, performance against one and three-year plans;
 - o measurements and targets agreed in the plan shall be reported on upfront, and financial reporting shall be in relation to this information;
 - o income statements, balance sheets and other documentation as required for good corporate governance shall be included;
 - o reports shall be made on a quarterly basis against the achievement of targets set for various incentive and share schemes;
 - o the economic outlook, locally and globally, and competitors' information will be considered to understand the threats and opportunities to the business model; and
 - o input shall be prepared by Non-Executive Directors on request.
11. The following generic items shall be submitted to the Board at every quarterly meeting:
 - o CEO's review;
 - o amendments to declarations of interest in contracts, if any;
 - o major shareholders' movements;
 - o CFO group financial performance review;

- the consolidated MiX risks profile report, escalated to the Board; and
- Board sub-Committee reporting on material issues.

The following business shall be discussed in the respective quarters:

Meeting	High Level Focus
<p>May Q4/Full year results</p>	<ul style="list-style-type: none"> ○ Review and approve year-end financial statements and associated matters, including the press release for SENS. ○ Review and approve the annual report (or by round-robin resolution). ○ Approval for the re-election of directors retiring by rotation. ○ Nomination of members of the Audit Committee for election by shareholders. ○ Approval of the Remuneration Report, containing the Remuneration Policy and Implementation Report, for inclusion in the Notice of AGM. ○ Approval for the convening of MiX’s AGM and the Notice of AGM (or by round-robin resolution). ○ Consider the declaration of a year-end dividend with supporting solvency and liquidity test, and going concern status confirmation. ○ Approval of annual rolling allocations of share instruments. ○ Annual review of the application of governance matters. ○ Performance evaluation of the Company Secretary. ○ Review the appropriateness of the Board Charter and Delegation of Authority. ○ Review the Board and Committees’ evaluation results. ○ Approve the appointment of the Chairperson and the Lead Independent Director. ○ Confirm whether the Board has fulfilled its responsibilities in accordance with the Board Charter.
<p>July Q1 results</p>	<ul style="list-style-type: none"> ○ Review and approve quarterly results and associated matters, including the press release for SENS. ○ Consider the declaration of a quarterly dividend with supporting solvency and liquidity test, and going concern status confirmation. ○ Review the forecasts and consider the need for a market guidance update. ○ Various policies as recommended by Board Committees tabled for annual review and approval.
<p>October Q2 results</p>	<ul style="list-style-type: none"> ○ Review and approve quarterly results and associated matters, including the press release for SENS. ○ Consider the declaration of a quarterly dividend with supporting solvency and liquidity test, and going concern status confirmation. ○ Review the forecasts and consider the need for a market guidance update. ○ Review MiX’s performance against strategy. ○ Various policies as recommended by Board Committees tabled for annual review and approval.
<p>January Q3 results</p>	<ul style="list-style-type: none"> ○ Review and approve quarterly results and associated matters, including the press release for SENS. ○ Consider the declaration of a quarterly dividend with supporting solvency and liquidity test, and going concern status confirmation.

Meeting	High Level Focus
	<ul style="list-style-type: none"> ○ Consider directors retiring by rotation at the AGM and the impact it may have on Board composition. ○ Review and approve the Board Committees’ Terms of Reference, and Committee policies.
<p>March Strategy</p>	<ul style="list-style-type: none"> ○ Review and consider performance against strategic objectives and targets. ○ Consider for approval, the strategy, three-year business plan and one-year business plan. ○ Consider for approval the forecasts and budget for the next financial year. ○ Approval of corporate targets for the Broad-Based Black Economic Empowerment scorecard for the financial year.