

SECTION 21 | APPLICATION OF THE PRINCIPLES

Principle	Description	Status	Arrangements, achievements, measurements and future focus areas
1	The governing body should lead ethically and effectively	Compliant	The Board is composed of members who are committed to ethical and effective leadership, guided by the principles of integrity, fairness, and acting in the best interests of the Group, in line with the Group's Code of Conduct. At each Board and committee meeting, directors are required to disclose any interests and assess potential conflicts to ensure objective and transparent decision-making. The Board possesses the necessary skills and experience to guide the Group's strategic direction effectively. A formal evaluation of directors' performance is conducted annually, with the outcomes discussed and addressed by the relevant stakeholders.
2	The governing body should govern the ethics of the Group in a way that supports the establishment of an ethical culture	Compliant	The Board, through the Social and Ethics Committee, governs the Group's ethics to support an ethical culture. The Code of Ethics, aligned with the Group's core values, is regularly reviewed and approved by the Board with implementation delegated to management. Ethical conduct is promoted through documented and communicated ethics policies, ongoing training and an independent whistle-blowing mechanism. These practices ensure ethical leadership and integrity throughout the Group.
3	The governing body should ensure that the Group is and is seen to be a responsible corporate citizen	Compliant	The Board recognises the Group's standing as a juristic person with both rights and responsibilities to society. In its strategic decision-making, it considers sustainability factors such as its social, environmental, and economic impacts. The Social and Ethics Committee oversees the Group's corporate citizenship by monitoring its contribution to social and economic development, managing social investment initiatives, and reviewing environmental impact, labour practices, and human rights compliance. These practices reinforce the Group's commitment to its societal obligations and support its legitimacy as a responsible corporate citizen.



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4	The governing body should appreciate that the Group's core purpose, its risks and opportunities, strategy, business model, performance and sustainable development are all inseparable elements of the value creation process	Compliant	The Board ensures that the Group's strategy is intrinsically linked to its core purpose, risks and opportunities, business model, performance and sustainable development, recognising these as inseparable components of long-term value creation. Regular strategy sessions are held throughout the year during which executive directors review evolving internal and external factors, including resource dependencies, stakeholder expectations and changes in the broader operating environment. These strategic discussions ensure alignment between the Group's purpose and the practical execution of its plans. Both financial and non-financial metrics are considered when monitoring Management's performance against indicators such as operational policies and key targets, ensuring a balanced approach to assessing progress. These practices demonstrate the Board's commitment to ensuring that the Group's strategy is not only purpose-driven but also responsive to the interconnected dynamics of its operating environment.
5	The governing body should ensure that reports issued by the Group enable stakeholders to make informed assessments of its performance, and its short, medium and long-term prospects	Compliant	The Board ensures that all reports issued by the Group enable stakeholders to make informed assessments of its performance and its short-, medium-, and long-term prospects and takes full responsibility for overseeing the integrity and transparency of all published reports, including the Annual Financial Statements and the Integrated Report. These reports are supported by a robust framework of internal and external controls and are subject to thorough review and formal approval by the Board prior to publication. The Integrated Report is a key tool in communicating the Group's value creation story. It covers a wide range of information including strategic intent, governance practices, risk management and both financial and non-financial performance. The report includes key sections such as the Chairperson's Review, the Group Chief Executive Officer's Message, Governance and Committee Reports, the King IV application register, and independently audited financial statements, offering stakeholders a comprehensive and balanced view of the Group's sustainability and future outlook. By making this information publicly available and ensuring its reliability, the Group promotes stakeholder confidence and accountability, reinforcing its commitment to transparency and responsible corporate governance.

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6	The governing body should serve as the focal point and custodian of corporate governance in the Group	Compliant	<p>The Board recognises its role as the ultimate custodian of corporate governance within the Group and exercises this responsibility through a structured and transparent governance framework, formalised in its Board charter (terms of reference), which outlines the Board's duties, powers, and responsibilities. The charter is reviewed regularly to ensure it remains aligned with evolving best practices and the Group's strategic direction. The Board meets at least four times a year, with consistently high levels of attendance and active engagement from all members. It maintains a protocol that enables members, particularly non-executive directors, to access relevant information, engage with management when necessary, and obtain independent professional advice to fulfil their oversight role effectively.</p> <p>To support its governance duties, the Board has established a set of specialised committees, each governed by clearly defined mandates. These committees include members with the necessary skills, independence, and experience to assess and oversee specific areas such as audit and risk, social and ethics and remuneration and nominations. They meet regularly to consider matters within their remit and submit recommendations to the Board for consideration and approval.</p> <p>This governance structure demonstrates the Group's commitment to accountability, transparency and ethical conduct, ensuring that corporate governance is not only centralised in the Board but also embedded throughout the Group.</p>
7	The governing body should comprise the appropriate balance of knowledge, skills, experience, diversity and independence for it to discharge its governance role and responsibilities objectively and effectively	Compliant	<p>The Board comprises eight directors, including six independent non-executive- and two executive directors, with diverse skills and experience to effectively fulfill its governance responsibilities. Formal, transparent nomination and appointment processes ensure the right balance of expertise, independence and diversity, supported by succession planning and annual performance assessments. The Board proactively manages conflicts of interest and maintains transparency through regular disclosures. An independent chairperson leads the Board, ensuring strong, objective oversight.</p>

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8	The governing body should ensure that its arrangements for delegation within its own structures promote independent judgement, and assist with balance of power and the effective discharge of its duties	Compliant	<p>The Board ensures a balanced distribution of roles and responsibilities among directors and Committees to promote independent judgement and prevent any single member from dominating decision-making, maintaining a clear separation of roles between the Group Chief Executive Officer and the Chairperson, supporting a balance of power and effective fulfillment of duties. While delegation is in place, the Board retains ultimate accountability.</p> <p>To support its governance role, the Board has established three key Committees namely Audit and Risk Committee, Remuneration and Nominations Committee and Social and Ethics Committee. Formal terms of reference for each Committee clearly define their roles and responsibilities, which the Board reviews annually to ensure continued relevance and effectiveness.</p> <p>The Board also formally documents and approves the delegated authorities of the Group Chief Executive Officer and Group Chief Financial Officer within a structured delegation of authority framework, ensuring clarity in operational responsibilities while enabling the Board to maintain oversight.</p>
9	The governing body should ensure that the evaluation of its own performance and that of its committees, its chair and its individual members, support continued improvement in its performance and effectiveness	Compliant	<p>The Board assumes full responsibility for evaluating its own performance, as well as that of its committees, the Chairperson, and individual members. To support continuous improvement in governance effectiveness, the Board conducts an annual self-assessment covering all these areas. The results of this evaluation are reviewed by the Remuneration and Nominations Committee, which presents its findings and any recommended actions to the Board for consideration.</p>



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10	The governing body should ensure that the appointment of, and delegation to, management contribute to role clarity and the effective exercise of authority and responsibilities	Compliant	<p>The Board, supported by the Remuneration and Nominations Committee, is responsible for the appointment of the Group Chief Executive Officer, ensuring that this key leadership role is filled by a competent individual capable of driving the implementation of the Group's strategy. The Group Chief Executive Officer's reports to the Board quarterly on strategy execution, policy adherence, and significant business developments, providing clarity on roles and maintaining effective communication. Delegation of authority is clearly defined, with the Group Chief Executive Officer overseeing delegated functions and subject to an annual performance review, the results of which are discussed with the Board to ensure accountability and continuous improvement.</p> <p>Succession planning for the Chief Executive Officer, Group Chief Financial Officer and other key executive positions are actively managed to safeguard leadership continuity. The Board has approved a formal delegation of authority framework that reserves certain powers to itself while delegating appropriate authority to management through the Group Chief Executive Officer, ensuring clear role delineation and effective exercise of responsibilities.</p> <p>To support governance effectiveness, the Group Secretary provides professional corporate governance services and reports directly to the Board on statutory, regulatory, and governance matters, while also liaising with the CEO on administrative issues. The Board annually assesses the performance and independence of the Company Secretary, confirming the adequacy of these governance support services.</p>
11	The governing body should govern risk in a way that supports the Group in setting and achieving strategic objectives	Compliant	<p>The Board governs risk in a manner that supports the achievement of the Group's strategic objectives by embedding risk management as a core element of decision-making. It sets the overall approach to risk governance, including defining the Group's risk appetite and tolerance levels, and approves the risk management policy. This framework ensures that opportunities and risks, both positive and negative, are considered when formulating strategy.</p> <p>To effectively oversee risk, the Board has delegated responsibility to the Audit and Risk Committee, which monitors the Group's risk profile and ensures the implementation of a robust risk management framework. The Committee ensures management actively identifies and assesses potential risks that could impact the Company's operations and strategic goals. This oversight ensures that risk is managed proactively and continuously.</p>

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12	The governing body should govern technology and information in a way that supports the Group setting and achieving its strategic objectives	Compliant	<p>The Board recognises that effective governance of technology and information is essential to support the Group in setting and achieving its strategic objectives. To this end, the Board has approved a comprehensive IT policy that establishes the framework for technology and information governance, including adherence to relevant standards and ethical principles. Responsibility for implementing this policy and managing day-to-day technology operations is delegated to management, ensuring clear accountability and effective execution.</p> <p>Oversight of technology and information governance is entrusted to the Audit and Risk Committee, which monitors key aspects such as business resilience, cybersecurity, social media risks, third-party service provider risks and the value derived from technology investments. This includes reviewing major IT projects and investments, ensuring management conducts appropriate risk assessments and cost evaluations prior to approval. The Committee also supervises information management practices, including information architecture, privacy protection and compliance with applicable laws.</p>
13	The governing body should govern compliance with applicable laws and adopted non-binding rules, codes and standards in a way that supports the Group being ethical and a good corporate citizen	Compliant	<p>The Board is committed to governing compliance with applicable laws, non-binding rules, codes, and standards in a manner that upholds the Group's ethical standards and corporate citizenship. To support this commitment, the Board directs compliance governance by approving a comprehensive compliance policy that clearly defines roles and responsibilities. Responsibility for implementing and managing compliance is delegated to management, ensuring accountability and ongoing oversight.</p> <p>The Board receives guidance on regulatory compliance from Java Capital, the Group's appointed Sponsor, which advises on adherence to the JSE Listings Requirements. Additionally, the Board consults regularly with the Company Secretary, the Group's legal advisors, and external auditors to maintain a holistic understanding of the regulatory environment and to respond proactively to changes. This oversight includes continuous monitoring to ensure the Group remains compliant and that any risks of non-compliance are addressed promptly.</p> <p>As a result of these practices, the Group has maintained a clean regulatory record, with no penalties, sanctions or fines imposed by the JSE or other regulatory bodies on the Group or its directors.</p>

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14	The governing body should ensure that the Group remunerates fairly, responsibly and transparently so as to promote the achievement of strategic objectives and positive outcomes in the short, medium and long term	Compliant	<p>The Board, through its Remuneration and Nominations Committee, ensures that the Group remunerates fairly. The Committee sets and regularly reviews the Group's remuneration policy to ensure that it is aligned with the Group's strategic goals and ethical values, and that it promotes responsible corporate citizenship.</p> <p>The remuneration policy is designed to attract, motivate, and retain skilled individuals who can contribute meaningfully to the Group's performance. It addresses remuneration across the Group, including executive management, and is structured to be fair and competitive in the market. The policy outlines all elements of remuneration, including fixed pay, variable incentives linked to performance and long-term retention mechanisms. It also provides for appropriate measures to ensure fairness between executive pay and general employee remuneration.</p> <p>Implementation of the policy is overseen by the Remuneration and Nominations Committee to ensure it achieves its intended objectives. The Corporate Governance Report contains full details on the Group's remuneration approach, including how it contributes to the achievement of strategic objectives and supports ethical and sustainable business practices.</p>
15	The governing body should ensure that assurance services and functions enable an effective control environment, and that these support the integrity of information for internal decision-making and of the Group's external reports	Compliant	<p>The Board recognises the importance of assurance services in maintaining an effective control environment and supporting the integrity of information used for both internal decision-making and external reporting. To this end, the Board has delegated oversight of assurance-related functions to the Audit and Risk Committee, which plays a central role in ensuring that assurance processes across the Group are robust, integrated, and aligned with the Group's strategic objectives and risk profile.</p> <p>The Group relies on skilled and qualified personnel to enforce, maintain, and monitor internal controls, with clearly defined authority levels, responsibility matrices, and reporting lines to safeguard operational integrity. A combined assurance approach is applied across the Group to address significant risks and material matters. This model includes contributions from line management, compliance and risk management functions and independent external auditors. For the year under review, the consolidated and separate annual financial statements were independently audited by Nexia SAB&T. Their audit ensures the reliability of the annual financial statements, which form part of the Integrated Report, and compliance with regulatory requirements.</p> <p>The Integrated Report brings together the Group's performance, risks, opportunities and future outlook, with the Board and the Audit and Risk Committee satisfied with the integrity of the information presented. The Committee reviews the effectiveness of the control environment and the assurance processes that support it, including the suitability and independence of external auditors.</p>

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16	In the execution of its governance role and responsibilities, the governing body should adopt a stakeholder inclusive approach that balances the needs, interests and expectations of material stakeholders in the best interests of the Group over time	Compliant	<p>The Board adopts a stakeholder-inclusive approach to governance, recognising that the long-term success of the Group depends on balancing the needs, interests, and expectations of material stakeholders. Responsibility for overseeing stakeholder relationships is delegated to the Social and Ethics Committee, which plays a central role in monitoring the Group's performance in areas such as social and economic development, corporate citizenship, environmental stewardship, health and safety, labour practices and employment equity. This oversight ensures that stakeholder-related matters are addressed holistically and proactively, and that the Group remains responsive to evolving stakeholder concerns.</p> <p>The Group has identified key stakeholders across its value chain including shareholders, employees, customers, regulators and communities. Through formal mechanisms for engagement, such as meetings, surveys, integrated reporting, and compliance forums, management maintains open lines of communication, enabling stakeholders to provide input on issues that materially affect the Group.</p> <p>In the context of shareholder relationships, the Group promotes transparency and inclusivity by ensuring that all directors and the external audit partner are available at the Annual General Meeting (AGM), and by making the minutes of the AGM publicly available. This practice fosters trust and facilitates informed shareholder participation. Equal treatment of all shareholders, including the protection of minority interests, is actively upheld.</p> <p>For group governance, the Board ensures that the Group governance framework is clearly defined and implemented. Subsidiary boards are actively involved in the development of this framework, with clear recognition of their independent fiduciary responsibilities. The governance arrangements establish appropriate delegation of authority, avoid conflicts of interest, and include mechanisms to mitigate the risk of information misuse across entities with cross-directorships.</p>

