KING IV APPLICATION REGISTER

	Principle	Application
1	**Ethical leadership**	
	The Board should lead ethically and effectively	*Integrity:* Directors adhere to their fiduciary duties in terms of the Companies Act 71 of 2008 by acting in the best interests of the Company. Directors avoid conflicts of interest. However, where such conflicts cannot be avoided, these are declared and managed appropriately. The Board takes responsibility of ensuring ethical leadership throughout the Company. *Competence:* Directors receive regular operational and industry updates, which allows them to make informed decisions in respect of the Company. Comprehensive board papers are prepared and circulated to directors in advance of meetings and management continues to implement methods to improve its reporting processes. New directors are inducted in the Company and regulatory updates and training are provided to the directors on an ongoing basis. *Responsibility:* The Board has an approved delegation of authority and reserves certain key matters for determination. All members of the Board attend Committee meetings by invitation and may contribute to deliberations at those Committee meetings. In taking decisions, the Board deliberates both risk and opportunity. *Accountability:* Directors are cognisant of their responsibilities and that they remain accountable for their actions, even where delegation has taken place. *Fairness:* In making decisions, the Board considers the impact on the Company's stakeholders. The Board engages with stakeholders regularly, through various mediums. *Transparency:* The Board promotes transparency in its communication with its stakeholders and has invested in improving its integrated reporting processes.

2	**Organisational ethics**	
	The Board should govern the ethics of the Company in a way that supports the establishment of an ethical culture	The Board has established a Social and Ethics Committee, which oversees and monitors governance throughout the Company and the ethical standards that are followed. The Board has reviewed and approved a revised Code of Ethics, which addresses key ethical risks in the Company and addresses its interactions with stakeholders. Implementation of the Code of Ethics and entrenching its application through ethics management programs has been delegated to management. The Board has also approved policies that address non-discrimination, anti-racism and appropriate social media conduct. Employment Codes of Conduct also address the ethical engagement with customers and suppliers. Disclosures in respect of ethics management are included in the Integrated Report on an annual basis.
3	**Responsible corporate citizenship**	
	The Board should ensure that the Company is and is seen to be a responsible corporate citizen	The Social and Ethics Committee is responsible for ensuring that the Company acts as a responsible corporate citizen. Consideration is given to the Company's social economic development spend, its carbon emissions and its safety record. Improvements are recommended to management, who are responsible for implementation. The ability of the Company to contribute meaningfully to the economic enhancement of the SME sector is a key strategic initiative.
4	**Strategy and performance**	
	The Board should appreciate that the Company's core purpose, its risks and opportunities, strategy, business model, performance and sustainable development are all inseparable elements of the value creation process	The Board has developed the Growing Huge Strategy, which is aimed at advising the Company's vision and mission. In developing the Growing Huge Strategy, the Board considered stakeholder expectations over the short, medium and long-term. Management is responsible for implementing the Growing Huge Strategy and regularly reports to the Board on its progress. Annual budgets, risk management and remuneration processes are aligned with the delivery of the Growing Huge Strategy and are regularly assessed to ensure alignment. The Board reports on the Company's use of its capital resources in the Integrated Report.

5	**Reporting**	
	The Board should ensure that reports issued by the Company enable stakeholders to make informed assessments of the Company's performance, and its short, medium and long-term prospects	The Board promotes transparent disclosure and endeavours to provide comprehensive explanations to its stakeholders on key issues affecting the Company, including voluntary announcements which exceed the regulatory requirements. The Board has invested in developing its external reporting through the application of the International Framework for Integrated Reporting and supports the ongoing development of disclosures in this regard. The Board assesses the basis for determining the materiality of the information disclosed in the Integrated Report and deliberates the integrity of the information contained therein.
6	**Primary role and responsibilities of the Board**	
	The Board should serve as the focal point and custodian of corporate governance in the Company	The Board continues to assess the governance frameworks required for the Company as it expands by acquisition. The Board sets out its responsibilities in a Board Charter, which is reviewed annually. The Board meets regularly, with a minimum of five scheduled meetings per annum. The Board also meets on an ad-hoc basis, when it is required to deliberate special matters.
7	**Composition of the Board**	
	The Board should comprise the appropriate balance of knowledge, skills, experience, diversity and independence for it to discharge its governance role and responsibilities objectively and effectively	*Composition* The Board is satisfied that its members constitute the appropriate balance of knowledge, skills, experience and independence to discharge its duties and to enable it to deliver on the Growing Huge Strategy. Improved diversity in race and gender remains an ongoing objective of the Board. The majority of directors are non-executive, the majority of whom are independent. Succession plans are in place and non-executive directors stand for appointment on a rotational basis. *Nomination, election and appointment of members to the Board* The Nomination Committee oversees formal selection and appointment of new directors and assesses the independence of directors annually. The Board, Committees, Chairman, Chief Executive Officer and Company Secretary undergo an evaluation on an annual basis. The Audit Committee assesses the appropriateness of the Chief Financial Officer on an annual basis. The categorisation, qualifications, experience, length of service, age and other professional qualifications of the directors is disclosed in the Integrated Report and on the Company's website.

		Independence and conflicts Each director submits a declaration of interests on an annual basis. Directors are afforded an opportunity to disclose any conflicts of interest or potential conflicts of interest at the beginning of each Board meeting. Assessments of independence take into account any matter which a reasonably informed third party may consider likely to influence a director's decision-making ability to act in the best interests of the Company. Annual assessments on the independence of directors who have served on the Board for longer than nine years are conducted. *Chairman of the Board* Dr da Silva is a non-executive director. However, as he also provides ongoing professional advice to the Company in respect of its investment activities, he is not considered to be independent. Accordingly, the Board has appointed Mr Tredoux as the Company's Lead Independent Director. Mr Tredoux assumes the role of the Chairman in instances where Dr da Silva has a conflict of interests. Dr da Silva has extensive knowledge and experience in respect of remuneration matters. The Board considers it in the best interests of the Company that he chairs the Remuneration Committee. The Board is satisfied that there is sufficient independent representation on the Remuneration Committee and that stakeholders will not be prejudiced by Dr da Silva's participation in the Remuneration Committee. The Board makes disclosure of this deviation from the recommendations of King IV in its Integrated Report.
8	**Committees of the Board**	
	The Board should ensure that its arrangements for delegation within its own structures promote independent judgment, and assist with balance of power and the effective discharge of its duties	*General* The Board delegates certain responsibilities to Committees, which are governed by formal charters which are reviewed by the Board annually. The Nomination Committee makes recommendations to the Board in respect of the membership of Committees, taking into account the need for collaboration between Committees, specific skills and experience required for the effective functioning of Committees and the balanced distribution of power across Committees. *Audit Committee* All members of the Audit Committee are independent. The Chairman of the Board is not a member of the Audit Committee. Annually, the Board nominates three suitably skilled and experienced directors to be members of the Audit Committee and recommends their appointment to shareholders at the Company's annual general meeting. The Audit Committee considers the independence of the Company's independent auditor and recommends their appointment to shareholders. The Audit Committee also considers and approves the terms of engagement of the independent auditors. The Chairman of the Audit Committee is also the Chairman of the Risk Committee.

		The Audit Committee oversees the management of financial risks and the integrity of the Company's external reporting. The Audit Committee meets separately with the independent auditors and confirms its satisfaction with the independence of the auditors to shareholders. *Nomination Committee* The Nomination Committee is constituted of independent non-executive directors. On an annual basis, it considers the evaluation of the performance of the Board, the succession planning processes and makes recommendations to the Board in respect of new appointments. *Risk Committee* All members of the Risk Committee are non-executive directors, the majority of whom are independent. All executive directors attend the Risk Committee meetings as invitees and are able to adequately advise the Risk Committee on the Company's risk governance processes. The Chairman of the Risk Committee is also the Chairman of the Audit Committee. *Remuneration Committee* The Remuneration Committee consists of four members, all of whom are non-executive directors and two of whom are independent. The Chairman of the Board is the Chairman of the Remuneration Committee. Dr da Silva has extensive knowledge and experience in respect of remuneration matters. The Board considers it in the best interests of the Company that he chairs the Remuneration Committee. The Board is satisfied that there is sufficient independent representation on the Remuneration Committee and that the stakeholders will not be prejudiced by Dr da Silva's participation in the Remuneration Committee. The Board makes disclosure of this deviation from the recommendations of King IV in its Integrated Report. *Social and Ethics* The membership of the Social and Ethics Committee is constituted of two independent non-executive directors, one non-executive director and the Company secretary. The Social and Ethics Committee is chaired by an independent non-executive director. The Board is satisfied that while the membership does not include an executive director, the appointment of the Company Secretary is appropriate in assisting the Social and Ethics Committee to oversee and manage its responsibilities. *Investment Committee* The Investment Committee oversees the Company's investment activities and is constituted of independent non-executive, non-executive and executive directors. It is chaired by the Chairman of the Board and reports to the Board on its deliberations and recommendations.

9	**Evaluations of the performance of the Board**	
	The Board should ensure that the evaluation of its own performance and that of its Committees, its Chairman and its individual members, support continuous improvement of its performance and effectiveness	The Nomination Committee considers, on an annual basis, the most appropriate method for evaluating the performance of the Board and its Committees and makes recommendations in this regard. The Board undertakes a formal evaluation process annually. Following the evaluation, the results are considered, and the implementation of recommended improvements are monitored. The Board makes disclosures in respect of its evaluations in the Integrated Report.
10	**Appointment and delegation to management**	
	The Board should ensure that the appointment of, and delegation to, management contribute to the role clarity and the effective exercise of authority and responsibilities	*CEO appointment and role* Mr Herbst, in his capacity as CEO, is responsible for the day-to-day management of the Company and the execution of the Growing Huge Strategy. He acts within the approved delegation of authority and reports to the Board on a regular basis. Mr Herbst is not a member of the Remuneration, Nomination, Risk, Audit or Social and Ethics Committees, but attends all meetings as an invitee. Mr Herbst does not have any material external directorships. The Board is satisfied that adequate succession planning is in place for Mr Herbst. *Delegation* The Board has an approved delegation of authority, which applies to subsidiary companies and is reviewed on a regular basis by the Board. *Professional corporate governance services to the Board* Directors have access to the advice and relevant services of the Company Secretary in respect of the functioning of the Board and its Committees. The Board is satisfied that the Company Secretary has the necessary competence, gravitas and objectivity to provide independence guidance and support to the Board.

11	**Risk governance**	
	The Board should govern risk in a way that supports the Company in setting and achieving its strategic objectives	The Board considers risk as an integral component of its decision-making processes. Through the Risk Committee, the Board delegates to management the responsibility of implementing and executing effective risk management. In doing so, the Board assesses: • risks and opportunities arising from the context in which Huge operates • potential upside or opportunity presented by risks which could have an otherwise negative effect on achieving the Company's strategic objectives • the Company's dependence on resources and relationships • the design and implementation of appropriate risk responses • the establishment and implementation of business continuity arrangements which allows the Company to continue operating in instances of business disruption • the integration and embedding of risk management in business activities and the culture of the Company The Board continues to work on improving its combined assurance mechanisms, taking cognisance of the recommendations of King IV in respect of the five lines of assurance.
12	**Technology and information governance**	
	The Board should govern technology and information in a way that supports the Company setting and achieving its strategic objectives	The Board's responsibility for information and technology governance is included in the Board Charter. Management is responsible for overseeing the implementation of processes and procedures which ensure that effective technology and information management takes place throughout the Company. Particular regard is had to the reliance placed on billing engines and related business continuity structures. In addition, there is considerable focus on ensuring the information and technology resources are protected from unauthorised access. In approving the annual budgets, the Board has cognisance of the capital expenditure required to deliver suitable levels of information and technology governance.
13	**Compliance governance**	
	The Board should govern compliance with applicable laws and adopted, non-binding rules, codes and standards in a way that supports the Board being ethical and a good corporate citizen	The Risk Committee monitors the Company's compliance frameworks, which are implemented and executed by management. Management is also responsible for monitoring the regulatory environment on an ongoing basis and developing appropriate responses to changes and developments. When required, the Company engages with independent professional advisors to ensure that compliance is upheld.

14	**Remuneration governance**	
	The Board should ensure that the Company remunerates fairly, responsibly and transparently so as to promote the achievement of strategic objectives and positive outcomes in the short, medium and long-term	*Remuneration Policy* Through the Remuneration Committee, the Board has developed the Remuneration Policy, which sets out the Company's remuneration philosophy in terms of the delivery of the Growing Huge Strategy. The Remuneration Policy also ensures that the Company's employees, including its directors and executives, are fairly rewarded for their contribution. *Remuneration Report and the Remuneration Implementation Report* The Remuneration Report and the Remuneration Implementation Report, the Company discloses details of the Remuneration Policy, factors which influence remuneration decisions, focus areas for remuneration, directors' and prescribed officers' remuneration, as well as other disclosures related to fixed and variable remuneration, ex gratia payments and the Company's obligations in terms of employment contracts. The Remuneration Committee utilises external reports and benchmarking tools in making recommendations on executive and non-executive director remuneration. *Voting on remuneration* The Board presents the Remuneration Report and the Remuneration Implementation Report to shareholders at the annual general meeting, for a non-binding advisory vote. Where more than 25% of the shareholders vote against the Remuneration Report and/or the Remuneration Implementation Report, the Remuneration Committee will engage with the shareholders and provide feedback on the contents of that engagement.
15	**Assurance**	
	The Board 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 Company's reports	*Combined assurance* The Board continues to work on improving its combined assurance mechanisms, taking cognisance of the recommendations of King IV in respect of the five lines of assurance. The Board, through the Audit Committee and the Risk Committee, monitors assurance processes implemented by management and assesses the results of the independent audit. *Assurance of external reports* The Board is cognisant of its duty of ensuring the integrity of external reports and the importance of processes to provide assurance in respect of such reports. Prior to approving external reports, the Board considers the data relied upon and process used to compile these reports. Where the Board relies on independent professional advisors to assist in the Company in its external reporting, the Board considers the suitability of their relevant skills and experience. The Audit Committee assesses the independence of the independent auditor on an annual basis and agrees the terms of engagement.



		Internal audit Due to the nature of the Company's historical legal structure, assets, size and its stage of development, the Audit Committee is of the view that an internal audit function is presently not required. The Audit Committee has enquired and received assurance from its independent auditor that the internal financial controls of the Company are adequate. The Audit Committee continues to monitor the Company's requirement for an internal audit function.
16	**Stakeholders**	
	In the execution of its governance role and responsibilities, the Board should adopt a stakeholder-inclusive approach that balances the needs, interests and expectations of material stakeholders in the best interests of the Company over time.	*Stakeholder relationships* The Board strives to achieve the appropriate balance between its stakeholder groups, in the best interests of the Company. The Board has identified its key stakeholder groupings and continues to develop methods of engagement through which it can assess how the each stakeholder grouping assisted the Company in delivering its Growing Huge Strategy, how the Company created value for the stakeholder and how the Company can continue to do so in future. The Board engages with its stakeholders through different mediums and takes into account feedback received from each group of stakeholders. The Board has approved investor relations policies and engagements between the Board and shareholders. The Board encourages shareholders to attend and participate in the Company's annual general meeting. *Relationships within a group of companies* Stakeholders within the group of companies are subject to the Company's governance framework, delegation of authority and relevant policies. These structures comply with the memoranda of incorporation of each statutory entity in the group of companies and the Board recognises that each subsidiary Company is a separate and independent juristic person to whom its directors owe fiduciary duties.