



**KING IV APPLICATION REGISTER  
FOR THE FINANCIAL YEAR ENDED 28 FEBRUARY 2018**

This document sets out the application of the corporate governance principles by Reatile Group (Pty) Limited (“the Group”) as recommended by the King IV Report on Corporate Governance™.

**LEADERSHIP**

**PRINCIPLE 1: The governing body should lead ethically and effectively**

The Group’s Board of Directors (the Board) is the governing body and provides effective leadership resulting in the achievement of strategic objectives of the Group by embodying the ethical characteristics of integrity, competence, responsibility, accountability, fairness and transparency.

The directors hold one another accountable to conduct business, make decisions and discharge their responsibilities, as stipulated in the Memorandum of Incorporation (“MOI”), ethically and effectively. The Board exercises control through the governance framework which includes detailed regular reporting to the Board and its Committees. The Group’s subsidiaries have adopted the Group’s policies specifically with regards to governance, risk, information and technology, compliance and remuneration.

**ORGANISATIONAL ETHICS**

**PRINCIPLE 2: The governing body should govern the ethics of the organisation in a way that supports the establishment of an ethical culture**

The Board, assisted by the Social & Ethics Committee, is responsible for the governance of ethics in the Group.

The Board approves the codes of conduct and policies that clearly articulates the ethical business conduct required when interacting with identified stakeholders and addressing key ethical risks in the organisation. Codes of conduct and policies are published internally for all employees and compliance training is provided for risk areas identified.

Management has been delegated the responsibility for implementation and execution of the codes of conduct and policies. The whistle-blower hotline is outsourced and managed externally by Deloitte & Touché. Access to the whistle-blower hotline is published on the Group and subsidiary websites and is available to all stakeholders to report unethical behaviour anonymously without the fear of victimisation. In addition, management of subsidiaries are invited to the Social & Ethics Committee to raise, detect and resolve ethical breaches.

**RESPONSIBLE CORPORATE CITIZENSHIP**

**PRINCIPLE 3: The governing body should ensure that the organisation is and is seen to be a responsible corporate citizen**

The Board, assisted by the Social & Ethics Committee, is responsible for the governance and activities relating to demonstrating that the Group is a good corporate citizen and includes compliance with the Constitution of South Africa, the laws and legislation, standards and Group specific codes of conduct and policies.

The Board approves Group policies and monitors performance against measures and targets in areas of:

- Workplace (including employment equity, remuneration, health, safety and development of employees);
- Economy (including transformation and prevention, detection and response to fraud and corruption);
- Society (consumer protection, community development, protection of human rights); and
- Environment (including responsibility in respect of pollution, waste disposal and environmental affairs).

## STRATEGY AND PERFORMANCE

**PRINCIPLE 4: The governing body should appreciate that the organisation's core purpose, its risks and opportunities, strategy, business model, performance and sustainable development are all inseparable elements of the value.**

The Board is responsible for organisational performance and sets the direction for realisation of the Group's purpose and values through its strategy.

Management has been delegated the responsibility to formulate and develop the organisational short, medium and long term strategy taking into account associated risks and opportunities, which is approved and monitored by the Board against key performance measures and targets regularly. As part of this oversight of performance, the Board continually monitors the general viability of the Group with regards to its reliance on capital, its solvency and liquidity and its status as a going concern.

The Board, assisted by the Investment Committee, if applicable, will approve any acquisitions, investments or disposals in terms of the approved investment criteria matrix in terms of the delegation of authorities' matrix.

## REPORTING

**PRINCIPLE 5: The governing body should ensure that reports issued by the organisation enable stakeholders to make informed assessments of the organisation's performance, and its short, medium and long-term prospects.**

The Board, assisted by the Finance & Risk Committee, ensures the necessary controls are in place to verify the integrity of the annual financial statements and other disclosures and published reports.

The Group complies with all required disclosures. The audit plan and materiality is approved by the Finance & Risk Committee to ensure compliance with standards, legislative and regulatory requirements.

## PRIMARY ROLE AND RESPONSIBILITIES OF THE GOVERNING BODY

**PRINCIPLE 6: The governing body should serve as the focal point and custodian of corporate governance in the organisation**

The Board steers the Group and sets its strategic direction through approving strategy and policies, monitoring the implementation and execution by management and ensuring accountability for performance by means of regular transparent reporting and disclosures.

The Board's role, responsibilities, composition requirements and procedural conduct is stipulated in the MOI and is regularly reviewed to assess its effective functioning.

During the 2018 financial year the Board and its Committees internally assessed its fulfilment of its responsibilities in terms of legislation, regulations and the policies and practices stipulated in the MOI and Committee Terms of References and found it compliant and satisfactory.

#### COMPOSITION OF THE GOVERNING BODY

**PRINCIPLE 7: The governing body should compromise the appropriate balance of knowledge, skills, experience, diversity and independence for it to discharge its governance role and responsibilities objectively and effectively.**

The Board is satisfied that the current composition of the Board, taking into account the size of the Group, is the optimal mix of diversity, knowledge, skills, experience, independence, the requirements in numbers for its committees, quorum requirements and regulatory requirements.

The majority of the Board members are independent non-executive directors and full details of the Board members are published on the Group's website. The nomination, election and appointment of board members are governed by the policies and practices stipulated in the MOI, which is a formal and transparent process. Board members are re-elected at each AGM.

Subject to legal provisions, Board members' declarations of interests are tabled at every Board meeting and are formally updated when a change occurs.

The Chairman of the Board is elected in terms of the policies and practices as stipulated in the MOI and the roles and responsibilities of the Chair is also documented in the MOI. The Chairman of the Board is not a member of the Finance & Risk Committee. The Chairman of the Board is a member but not the Chair of the Remuneration Committee.

#### COMMITTEES OF THE GOVERNING BODY

**PRINCIPLE 8: The governing body should ensure that its arrangements for delegation within its own structure promote independent judgement, and assist with balance of power and the effective discharge of its duties**

The Board established several committees to assist in discharging its responsibilities as stipulated in the Companies Act and the MOI. Each committee has a formal terms of reference, approved by the Board, recording the responsibilities delegated to it. Details of the members of the committees are published on the Group's website. During the 2018 financial year, the FRC and SEC internally assessed the performance of the committees and its members against the respective terms of reference and legislative requirements and is compliant and satisfactory.

The **Finance & Risk Committee ("FRC")** primarily provide independent oversight of the assurance functions and on the integrity of the annual financial statements and other external reports as delegated by the Group. In addition the FRC is responsible for establishing the IT governance framework and risk management framework for the Group, to mitigate risks. The FRC members are non-executive directors and observers of the Board

The **Remuneration Committee ("RC")** is responsible for oversight of remuneration, the governance and implementation of the remuneration policies of the Chairman and non-executive directors and the Chairman of the RC is an independent non-executive director.

The **Social & Ethics Committee ("SEC")** has been established to carry out its statutory duties as well as the remuneration governance relating to executives and general staff. The Chairman of the SEC is a non-executive director of the Board. The other members of the SEC comprise of one non-executive director of the Board and one executive director of the Board.

The **Investment Committee ("IC")** is only established as and when the Board collectively agrees the need for such a committee in terms of the MOI. During the 2018 financial year, all investment and acquisitions pursued were approved by the Board directly in terms of the investment criteria matrix.

Each Subsidiary Board is required to establish an **Executive Committee ("EXCO")** which is the management team to which the Group Board delegate responsibilities to in terms of performance, governance and policies.

**EVALUATION OF THE PERFORMANCE OF THE GOVERNING BODY**

**PRINCIPLE 9: The governance 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.**

The Board conducts an evaluation process on its effectiveness, the Chairman, its committees and individual directors at least every two years.

During the 2018 financial year, the Board, FRC and SEC internally assessed the performance of the committees and its members against the respective terms of reference and legislative requirements and is compliant and satisfactory.

The Board and Committees were also assessed in terms of its effectiveness and corrective measures to increase its effectiveness were identified for the 2019 financial year.

**APPOINTMENT AND DELEGATION TO MANAGEMENT**

**PRINCIPLE 10: The governing body should ensure that the appointment of, and delegation to, management contribute role clarity and effective exercise of authority and responsibilities.**

The Board delegated the responsibility of the CEO to the Chairman, who is responsible for leading strategy implementation and will regularly reports to the Board on the progress thereof.

During the 2018 financial year, the Board approved the succession plan for the CEO/Chairman and the monitoring is ongoing.

The Board has approved and implemented a Delegation of Authority matrix, which details the powers and matters for itself and those to be delegated to management. The Board ensures that key management functions are led by a competent and appropriately authorised individuals and are adequately resourced.

**RISK GOVERNANCE**

**PRINCIPLE 11: The governing body should govern risk in a way that supports the organisation in setting and achieving its strategic objectives**

The Board, with the assistance of the Finance & Risk Committee, is responsible for the governance of risk and sets direction for how risks are approached and addressed in the Group taking into account opportunities and associated strategic risks.

The Board delegated to management the responsibility to implement and execute effective risk management. During the 2018 financial year, the Board, assisted by the Finance & Risk Committee, approved a formalised risk management framework to affectively mitigate and manage risks.

#### TECHNOLOGY AND INFORMATION GOVERNANCE

##### **PRINCIPLE 12: The governing body should govern technology and information in a way that supports the organisation setting and achieving its strategic objectives**

The Board, together with the Finance & Risk Committee, is responsible for the governance of IT by setting the direction of how technology and information is approached and addressed in the Group taking into account:

- Integration of all IT resources across the Group;
- Management of the performance and risks pertaining to outsourced service providers;
- Assessment of the value delivered to the Group through significant investment in IT, including significant operational expenditure and ad hoc IT projects;
- Ethical and responsible use of technology and information;
- The protection of privacy of personal information;
- The continual monitoring of security of information
- The technology architecture that enables the achievement of strategic and operational objectives;

The Board delegated to management the responsibility to implement and execute effective IT management.

#### COMPLIANCE GOVERNANCE

##### **PRINCIPLE 13: The governing body should govern compliance with applicable laws and adopted, non-binding rules, codes and standards in a way that it supports the organisation being ethical and a good corporate citizen**

The Board, with the assistance of the Finance & Risk Committee and the Social & Ethics Committee, ensures that the Group complies with applicable laws and adopted, non-binding rules, codes and standards. The Social & Ethics Committee implemented a legislation compliance matrix to ensure compliance.

The Board delegated to management the responsibility to implement and execute effective compliance management.

#### REMUNERATION GOVERNANCE

##### **PRINCIPLE 14: The governing body should ensure that the organisation remunerates fairly, responsibly and transparently so as to promote the achievement of strategic objectives and positive outcomes in short-, medium-, and long-term.**

The Board, assisted by the Social & Ethics Committee and the Remuneration Committee, is responsible the governance of remuneration on a Group-wide basis.

The Board, assisted by the Social & Ethics Committee, ensures approved policies relating to remuneration are designed to attract and retain human capital, promote the achievement of strategic objectives, positive outcomes, an ethical culture and responsible corporate citizenship.

The Board delegated to the Committees the responsibility to implement and execute remuneration policies to achieve the objectives of the Group.

## ASSURANCE

**PRINCIPLE 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 organisation's external reports.**

The Board, assisted by the Finance & Risk Committee, is responsible for assurance by:

- Enabling an effective internal control environment;
- Supporting the integrity of internal and external reports and information used for decision making;
- Selection, management and monitoring of service providers such as external auditors, internal auditors, specialists, etc.

The committees and the Board receive regular reports and updates from the external audit engagement partner, the Chief Financial Officer, the Group Compliance Officer and the Group Company Secretary in respect of the issues as set out above.

## STAKEHOLDERS

**PRINCIPLE 16: In the execution of its governance roles and responsibilities, the governing body should adopt a stakeholder-inclusive approach that balances the needs, interests and expectations of material stakeholders in the best interest of the organisation over time.**

The Board, assisted by the Social & Ethics Committee, is responsible for the governance of stakeholder relationships by:

- Clearly articulating stakeholder conduct in relevant Group policies;
- Exercising ongoing oversight of stakeholders in terms of identification, materiality, risks, engagement and communication and quality of relationships including Shareholder relationships;
- Setting direction for how the relationships and exercise of power within the Group is conducted and policies are adopted.

## RESPONSIBILITIES OF INSTITUTIONAL INVESTORS

**PRINCIPLE 17: The governing body of an institutional investor organisation should ensure that responsible investment is practiced by the organisation to promote the good governance and the creation of value by the companies in which it invests**

Not applicable, the Group is not an institutional investor.