

ENDURING ETHICAL LEADERSHIP

CORPORATE GOVERNANCE REPORT

The Board of Directors ('Board') is committed to upholding good ethical standards and the application of corporate governance principles in accordance with the King IV Report on Corporate Governance for South Africa ("King IV™"). As a recent adopter of King IV™, the Board of Directors ensures that the governance structure within the CTICC cultivates good governance outcomes in relation to its ethical culture, performance, effective control and legitimacy.

King IV principles disclosure

The requirement for reporting under King IV™ differs from reporting under King III™, whereby King IV™ now requires that a company reports on how it has applied the code. A Governance Report outlining the CTICC's governance framework is available on our website (www.cticc.co.za).

Board of Directors

The Board provides leadership and determines our strategic objectives of the CTICC and acts as the custodian of our corporate governance framework. The Board is supported by four committees and delegates the responsibility of running the business to its executive managers. The Board monitors the implementation of its strategies, decisions and key policies, and is satisfied that it has fulfilled its responsibilities required by its mandate this year.

Composition of the Board

The Board comprises 11 Directors, of which nine are Non-executive, and two are Executive Directors. Of the Non-executive Directors, seven (78%) are independent. The Board is satisfied that its members have a diverse range of knowledge, skills, qualifications and experience, which enables it to contribute meaningfully to the Convenco.

Conflicts of interest

Directors are required to declare their personal financial interests and those of related persons in contracts with the group. Directors are further asked to recuse themselves from any discussions and decisions where they have a material financial interest.

Chairperson and Chief Executive Officer

The roles of the Chairperson of the Board and the Chief Executive Officer are separated and clearly defined. The Chief Executive Officer is responsible for the day-to-day management of the group and implementation of the strategy and objectives adopted by the Board. The Chairperson of the Board manages the relationship between the Board, the Chief Executive Officer and the various Board committees.

Board committees

The Board acknowledges that its overall responsibility for Convenco rests with the Board as a whole. To assist it in fulfilling its responsibilities, the Board delegates some of its functional responsibilities to its committees by means of clearly defined mandates. These committees report continuously to the Board on their deliverables in accordance with their Board-approved charters. A detailed report on the composition and responsibilities of these four committees is set out on pages 124 and 125.

Company Secretary

The company secretary is responsible for providing the Board with guidance on discharging its responsibilities in terms of legislation and regulatory requirements, and coordinating the functioning of the Board and its committees. The Board is satisfied that the company secretary has performed all formalities and substantive duties timeously and in an appropriate manner and that there is an arm's length relationship between the company secretary and the Board.

Board meetings

The Board met four times during the year under review and will meet at least four times per financial year and more often if circumstances require. The table on the following page sets out the Board meetings held and attendance during the reporting period.



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