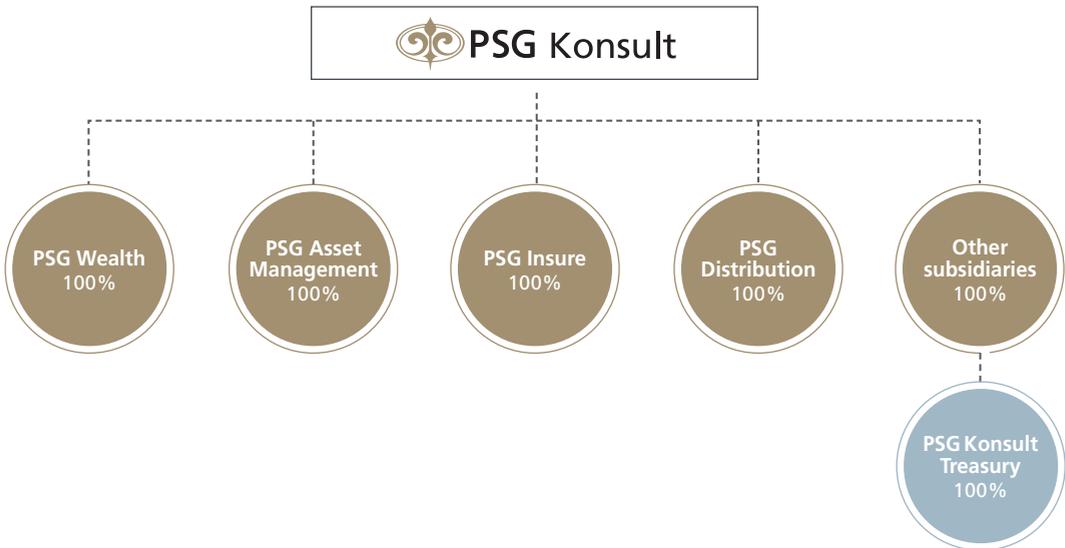


PSG KONSULT KING IV™ PRINCIPLES DISCLOSURE REGISTER

PSG Konsult Limited (PSG Konsult) adheres to the principles of the King IV Report on Corporate Governance™ for South Africa, 2016 (King IV™)¹. The following register endeavours to explain our application of the principles and is transparent in areas we need to enhance. The register provides a high-level overview of disclosures relating to the King IV™ principles, with references to the areas of the integrated report and other resources where detailed information can be found. We have indicated the level of application and explanation of the group's King IV™ disclosure, to indicate the status of such disclosure.

PSG Konsult Treasury Limited (PSG Konsult Treasury) is a wholly owned subsidiary which is supported by committees established by PSG Konsult. In particular, audit and risk matters are adequately and independently overseen by relying on the PSG Konsult audit and risk committees respectively. The board at all times consists of a chief executive officer and at least one other executive, appointed to ensure that the board has more than one point of direct interaction with management.



PSG Konsult Treasury's board charter incorporates the King IV™ principles and JSE Listings Requirements pertaining to debt issuers. For the majority of the King IV™ principles, PSG Konsult Treasury disclosures align with those of the group. Exceptions are indicated in the register below*.

Principle	Disclosure requirements and context	Further information	Status of disclosure
1. The governing body should lead ethically and effectively	Board members are held accountable for ethical and effective leadership through a code of ethical conduct and performance evaluations.	Corporate governance report, pages 84 to 85 View from the chairman, page 29	Effective disclosure

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Principle	Disclosure requirements and context	Further information	Status of disclosure
2. The governing body should govern the ethics of the organisation in a way that supports the establishment of an ethical culture	Arrangements for governing and managing ethical conduct through key current and future focus areas are provided, combined with measures taken to monitor and respond to the establishment of an ethical culture.	Creating an ethical culture, pages 84 to 85	Effective disclosure
3. The governing body should ensure that the organisation is and is seen to be a responsible corporate citizen	Arrangements for governing and managing responsible corporate citizenship through key current and future focus areas are provided, in combination with measures taken to monitor and respond to corporate citizenship outcomes.	Corporate governance report, page 84 Our core business principles, page 26 View from the chairman, page 29 Stakeholders, pages 50 to 51	Effective disclosure with intent to monitor and respond to corporate citizenship outcomes in future
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 creation process	The integrated report, corporate governance report and annual financial statements provide an overview of PSG Konsult's value creation process and performance.	View from the chairman, pages 28 to 29 Group overview, pages 8, 10 to 15 Strategy development process, page 56	Effective disclosure
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 integrated report, corporate governance report and annual financial statements provide an overview of PSG Konsult's performance and prospects.	PSG Konsult's approach to reporting, page 4 Shareholder and analyst engagement, page 49 *PSG Konsult Treasury publishes its annual financial statements and DMTN programme memorandum on the PSG website.	Effective disclosure
6. The governing body should serve as the focal point and custodian of corporate governance in the organisation	The number of board meetings and attendance is supported by a statement from the board on the fulfilment of its responsibilities.	Corporate governance report, pages 89 to 90	Effective disclosure

Principle	Disclosure requirements and context	Further information	Status of disclosure
<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</p>	<p>The board, with assistance from the nominations committee, confirms its satisfaction with its composition, including gender and race representation. Changes to the board as well as detail member profiles are disclosed.</p>	<p>Corporate governance report, pages 87 to 89</p>	<p>Effective disclosure</p>
<p>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.</p>	<p>For each committee, its overall membership, role, responsibilities and functions are set out, including support from external subject matter experts. Each committee provides key focus areas during the reporting period and states whether it is satisfied that it has fulfilled its responsibilities in accordance with its terms of reference for the reporting period. Additional information is provided on the audit committee.</p>	<p>Corporate governance report, pages 92 to 95 Annual financial statements, pages 118 to 119</p>	<p>Effective disclosure</p>
<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, supports continued improvement in its performance and effectiveness</p>	<p>The board and committee performance evaluations are completed in line with the recommended intervals and disclosure is provided on the outcomes of these evaluations.</p>	<p>Corporate governance report, pages 89, 93 to 95</p>	<p>Effective disclosure</p>
<p>10. The governing body should ensure that the appointment of, and delegation to, management contributes to role clarity and the effective exercise of authority and responsibilities</p>	<p>The delegated authority policy provides clarity and the effective exercise of responsibilities. Details on the chief executive officer's employment and succession are provided. The arrangements for accessing professional corporate governance services and effectiveness thereof are set out.</p>	<p>Corporate governance report, pages 91, 93</p>	<p>Effective disclosure</p>
<p>11. The governing body should govern risk in a way that supports the organisation in setting and achieving its strategic objectives</p>	<p>The nature and extent of risks are provided within the context of PSG Konsult's arrangements for governing and managing risk. Key current and future focus areas are included.</p>	<p>Risk report, pages 100 to 103</p>	<p>Effective disclosure</p>

Principle	Disclosure requirements and context	Further information	Status of disclosure
<p>12. The governing body should govern technology and information in a way that supports the organisation setting and achieving its strategic objectives</p>	<p>Arrangements for governing and managing risk through key current and future focus areas are provided, combined with actions taken to monitor and respond to the effectiveness of technology and information management, with a specific focus on cyber security.</p>	<p>Information technology (IT) governance, page 99</p>	<p>Effective disclosure</p>
<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 organisation being ethical and a good corporate citizen</p>	<p>Arrangements for governing and managing compliance through key current and future focus areas, combined with actions taken to monitor and respond to the effectiveness of compliance. This includes a statement on material or repeated regulatory penalties.</p>	<p>Corporate governance report, pages 84, 98 Reporting compliance, page 5 View from the chairman, page 29 Group structure, page 24 How PSG Konsult creates value for clients, pages 44 to 45 Government, regulatory bodies and industry associates, pages 52 to 53</p>	<p>Effective disclosure with intent to monitor and respond to the effectiveness of compliance in future</p>
<p>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 the short, medium and long term</p>	<p>Details on PSG Konsult's remuneration approach, the main provisions of the remuneration policy and the implementation thereof are included, with more detailed disclosures on long-term incentives. The voting results at the 2018 annual general meeting are also disclosed.</p>	<p>Remuneration report, pages 104 to 115</p>	<p>Effective disclosure</p>
<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 organisation's external reports</p>	<p>The type of assurance processes and providers for each report is provided in addition to a statement by the board about the integrity of the report.</p>	<p>PSG Konsult's approach to reporting, page 5 Annual financial statements, pages 118 to 119</p>	<p>Effective disclosure</p>

Principle	Disclosure requirements and context	Further information	Status of disclosure
<p>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 organisation over time</p>	<p>Arrangements for governing and managing stakeholder relationships through key current and future focus areas are provided, combined with actions taken to monitor and respond to the effectiveness of stakeholder management.</p>	<p>View from the chairman, page 29 Corporate governance report, pages 84, 89 to 91 Stakeholders, page 34</p>	<p>Effective disclosure with the intent to improve actions to monitor the effectiveness of stakeholder engagement in future</p>
<p>17. The governing body of an institutional investor organisation should ensure that responsible investment is practised by the organisation to promote the good governance and the creation of value by the companies in which it invests</p>	<p>Disclosures include PSG Asset Management's commitment to responsible investing.</p>	<p>PSG Asset Management, page 74 *Not applicable to PSG Konsult Treasury</p>	<p>Effective disclosure</p>