

KING IV™ PRINCIPLES DISCLOSURE MAP

PSG Group Ltd (“PSG Group”) is invested in various subsidiaries, joint ventures and associates (collectively herein referred to as “investees”) that operate across a diverse range of industries, which include banking, education, financial services and food and related business, as well as early-stage investments in selected growth sectors.

PSG Group is committed to exercising ethical and effective leadership to achieve the four governance outcomes: ethical culture, good performance, effective control and legitimacy, as advocated in the King IV Report on Corporate Governance™ for South Africa, 2016 (“King IV™”).

More than 90% of PSG Group’s total assets comprise investees that are separately listed on the JSE Ltd (“JSE”) and independently managed. These companies are similarly committed to exercising ethical and effective leadership, and to report thereon to stakeholders in terms of King IV™. Whether listed or not, PSG Group expects all its underlying investees to uphold good corporate governance and our representatives on the respective companies’ boards have been tasked to ensure this.

The table below sets out a disclosure map to PSG Group’s 2018 annual report (“AR”) in respect of the 16 principles contained in King IV™:

Nr	Principle	Disclosure map
1.	The governing body should lead ethically and effectively.	<ul style="list-style-type: none"> Corporate governance section in the AR (page 36).
2.	The governing body should govern the ethics of PSG Group in a way that supports the establishment of an ethical culture.	<ul style="list-style-type: none"> Corporate governance section in the AR (page 36).
3.	The governing body should ensure that PSG Group is and is seen to be a responsible corporate citizen.	<ul style="list-style-type: none"> Page 8 of the chairman’s letter in the AR. Corporate social investment section in the AR (page 10). Corporate governance section in the AR (page 36).
4.	The governing body should appreciate that PSG Group’s core purpose, its risks and opportunities, strategy, business model, performance and sustainable development are all inseparable elements of the value creation process.	<ul style="list-style-type: none"> Chairman’s letter in the AR (page 2). Corporate social investment section in the AR (page 10). CEO & CFO report in the AR (page 22). Corporate governance section in the AR (page 36).
5.	The governing body should ensure that reports issued by PSG Group enable stakeholders to make informed assessments of PSG Group’s performance, and its short, medium and long-term prospects.	<ul style="list-style-type: none"> AR in its entirety. All other announcements and information published on www.psggroup.co.za and the JSE’s Stock Exchange News Service.
6.	The governing body should serve as the focal point and custodian of corporate governance at PSG Group.	<ul style="list-style-type: none"> Page 9 of the chairman’s letter in the AR. Corporate governance section in the AR (page 36).
7.	The governing body should comprise the appropriate balance of knowledge, skills, experience, diversity and independence for it to	<ul style="list-style-type: none"> Details of the board of directors appear on page 19 of the AR.

	discharge its governance role and responsibilities objectively and effectively.	<ul style="list-style-type: none"> Corporate governance section in the AR (page 36).
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.	<ul style="list-style-type: none"> Pages 8 and 9 of the chairman's letter in the AR. Corporate governance section in the AR (page 36).
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.	<ul style="list-style-type: none"> Corporate governance section in the AR (page 36).
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.	<ul style="list-style-type: none"> Pages 8 and 9 of the chairman's letter in the AR. Corporate governance section in the AR (page 36).
11.	The governing body should govern risk in a way that supports PSG Group in setting and achieving its strategic objectives.	<ul style="list-style-type: none"> Chairman's letter in the AR (page 2). CEO & CFO report in the AR (page 22). Corporate governance section in the AR (page 36).
12.	The governing body should govern technology and information in a way that supports PSG Group in setting and achieving its strategic objectives.	<ul style="list-style-type: none"> Page 43 of the corporate governance section in the AR.
13.	The governing body should govern compliance with applicable laws and adopted, non-binding rules, codes and standards in a way that supports PSG Group being ethical and a good corporate citizen.	<ul style="list-style-type: none"> AR in its entirety.
14.	The governing body should ensure that PSG 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.	<ul style="list-style-type: none"> Remuneration report in the AR (page 44).
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 PSG Group's external reports.	<ul style="list-style-type: none"> Corporate governance section in the AR (page 36). Report of the PSG Group Audit & Risk Committee in the AR (page 72).
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 PSG Group over time.	<ul style="list-style-type: none"> AR in its entirety. All other announcements and information published on www.psggroup.co.za and the JSE's Stock Exchange News Service.