

KING IV™ PRINCIPLES DISCLOSURE MAP

As at 28 February 2022, PSG Group Ltd (“PSG Group”) was invested in various businesses (collectively herein referred to as “investees”) that operate across a diverse range of industries, which include financial services, education, and food and related business, as well as early-stage investments in select 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™”).

As at 28 February 2022, approximately 91% of PSG Group’s total asset value comprised exchange-listed and independently managed investees. 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 and audit/finance and risk committees have been tasked to ensure same.

The table below sets out a disclosure map to PSG Group’s 2022 annual report (“AR”) and other reports 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"> • Environmental, social and governance (“ESG”) report in the AR (page 22).
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"> • ESG report in the AR (page 22).
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"> • ESG report in the AR (page 22).
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"> • Letter to shareholders in the AR (page 6). • ESG report in the AR (page 22).
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"> • Letter to shareholders in the AR (page 6). • ESG report in the AR (page 22).
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.	<ul style="list-style-type: none"> • Details of the board of directors appear on pages 4 & 5 of the AR. • ESG report in the AR (page 22).
8.	The governing body should ensure that its arrangements for delegation within its own	<ul style="list-style-type: none"> • ESG report in the AR (page 22).

	structures promote independent judgement, and assist with balance of power and the effective discharge of its duties.	
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"> • ESG report in the AR (page 22).
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"> • ESG report in the AR (page 22).
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"> • Letter to shareholders in the AR (page 6). • ESG report in the AR (page 22).
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"> • ESG report in the AR (page 22).
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 36).
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"> • ESG report in the AR (page 22). • Report of the PSG Group Audit and Risk Committee in the AR (page 58). • CEO/CFO sign-off on internal financial control in PSG Group's audited annual financial statements available at www.psggroup.co.za.
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.