



## **SA Khadinang Limited**

### Corporate Governance Charter

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#### **1. Introduction**

SA Khadinang Limited (“the Company”) is committed to the highest standards of corporate governance, ethical leadership, and sustainable value creation. This Charter outlines the principles, structures, and practices that guide the governance of the Company in alignment with the Companies Act of South Africa (2008) and the King IV Code on Corporate Governance.

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#### **2. Governance Principles**

The Company commits to:

Ethical and effective leadership.

Transparency and accountability in decision-making.

Fair treatment of all shareholders and stakeholders.

Responsible management of risk, resources, and reputation.

Long-term sustainability through environmental, social, and governance (ESG) practices.

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#### **3. The Board of Directors**

##### 3.1 Role of the Board

The Board is the custodian of corporate governance and is responsible for the strategic direction, oversight, and control of the Company.

### **3.2 Composition**

The Board will consist of a mix of executive and independent non-executive directors.

The roles of Chairperson and Chief Executive Officer (CEO) shall be separated.

The Board shall ensure diversity in skills, expertise, and demographics.

### **3.3 Responsibilities**

#### **The Board will:**

Approve strategy and monitor implementation.

Oversee financial integrity and reporting.

Monitor risk management and internal controls.

Ensure compliance with laws and regulations.

Uphold ethical standards across the Company.

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## **4. Board Committees**

The Board may delegate responsibilities to committees but remains accountable for their performance. The following committees shall be established:

1. Audit & Risk Committee – Oversees financial reporting, risk, and compliance.
2. Remuneration & Nominations Committee – Ensures fair pay practices and succession planning.
3. Social & Ethics Committee – Oversees ethics, transformation, ESG, and stakeholder engagement.

Each committee will operate under a formal Terms of Reference.

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## **5. Risk Management & Compliance**

The Company shall maintain an Enterprise Risk Management (ERM) Framework to identify, assess, and mitigate risks.

A risk register shall be reviewed quarterly by the Board.

The Company shall comply with all legal, regulatory, and industry requirements.

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## **6. Ethics & Integrity**

A Code of Ethics shall guide directors, employees, and contractors.

A whistleblowing mechanism shall be available to report unethical conduct confidentially.

The Company adopts a zero-tolerance policy on fraud, corruption, and bribery.

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## **7. Stakeholder Engagement**

Shareholders shall be engaged through transparent communication, AGMs, and regular reporting.

Communities impacted by developments shall be consulted and supported to ensure social legitimacy.

The Company commits to open dialogue with regulators, partners, and investors.

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## **8. Sustainability & ESG**

The Company is committed to sustainable development through:

Environmental stewardship: Green building practices, energy efficiency, and resource conservation.

Social impact: Job creation, skills transfer, and inclusive community development.

Governance: Transparent reporting and ethical conduct at all levels.

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## **9. Reporting & Disclosure**

The Company shall prepare an integrated annual report covering financial performance, strategy, risks, and ESG outcomes.

Disclosures shall be accurate, timely, and accessible to stakeholders.

## **10. Review & Amendment**

This Governance Charter will be reviewed annually by the Board and updated to reflect best practices, regulatory changes, and evolving stakeholder expectations.

**Approved by the Board of Directors of SA Khadinang Limited**

Date: 25 August 2024. Venue: Johannesburg