



RCL FOODS LIMITED
**CORPORATE
GOVERNANCE
REPORT**

FOR THE YEAR ENDED JUNE

2022

CORPORATE GOVERNANCE REPORT

STATEMENT OF COMPLIANCE

RCL FOODS supports the governance outcomes, principles and practices as set out in the King IV Code of Corporate Governance. For the period under review, the Board is of the opinion that RCL FOODS has operated in accordance with the requirements of King IV. The Group's application of the applicable principles is explained in our King IV Application Register. The Board is further satisfied that it has met the requirements of the Companies Act of South Africa and the JSE Listings Requirements and has fulfilled its responsibilities in accordance with its approved Board Charter.

The Group advocates the ethical attributes of integrity, competence, responsibility, fairness, and transparency. The Board is tasked with ensuring that these values and characteristics are embodied within the Group through ethical and effective leadership. The Board is held accountable for providing ethical and effective leadership, and an annual evaluation is performed to assess the effectiveness of the Board (along with its Committees and individual members) in this regard.

The full King IV Application Register is available on the RCL FOODS website at www.rclfoods.com/governance/corporate-governance/governance-documents

BOARD OF DIRECTORS

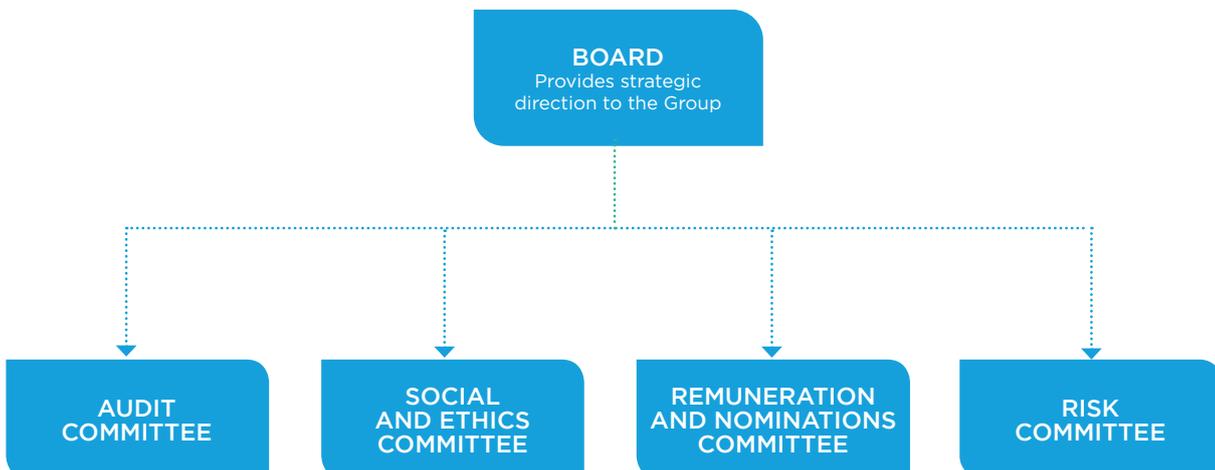
The Group has a unitary Board of 12 directors, of whom five are independent non-executive directors, five are non-executive directors and two are executive directors. Mr PJ Neethling is an alternate non-executive director to Mr JJ Durand. The Chairman of the Board, Mr JJ Durand, is not independent given his role as Chief Executive Officer (CEO) of Remgro Limited (which owns a majority share in RCL FOODS), but the Board deemed this appointment appropriate and key to achieving the business objectives of RCL FOODS. The roles of Chairman and CEO are separate, and a clear division of responsibility exists between the two.

BOARD COMPOSITION

The Board conducts the affairs of the Group on the basis of the diverse industry knowledge and experience of its members and ensures that its composition is appropriate for the effective execution of its responsibilities. The Board ensures that an appropriate balance of power and authority exists so that no individual or block of individuals has unfettered decision-making powers or undue influence on the Board. To ensure good governance, and as recommended by King IV, the Lead Independent Director assumes chairmanship in instances where the Chairman is not independent or is conflicted. Mr GM Steyn has served as Lead Independent Director since 13 November 2020.

Details of the RCL FOODS directorate are provided on pages 58 and 59 of the Abridged Integrated Annual Report, which is available on our website at www.rclfoods.com/financial-results-and-reports-2022

GOVERNANCE STRUCTURE



BOARD RESPONSIBILITIES AND MEETING ATTENDANCE

The Board is the custodian of corporate governance by providing effective leadership based on an ethical foundation. The roles and responsibilities of the Board are set out in a formal Board Charter, which is reviewed annually.

The complete terms of reference of the Board are detailed in the Board Charter, which is available on our website at www.rclfoods.com/governance/corporate-governance/governance-documents

Directors who are unable to attend meetings tender their apologies and reasons for non-attendance in advance and provide feedback to the Chairman prior to the meeting.

MEMBERS	ATTENDANCE
JJ Durand [^] (Chairman)	5/5
HJ Carse [^]	5/5
CJ Hess [*]	5/5
PR Louw [^]	5/5
NP Mageza [*]	5/5
PM Moumakwa [*]	5/5
DTV Msibi [*]	5/5
MM Nhlanhla ^{**}	2/2
GM Steyn [*]	5/5
GCJ Tielenius Kruythoff [^]	5/5
GC Zondi [^]	5/5
PD Cruickshank ^{<}	3/3
RH Field [#]	5/5
M Dally ^{#*}	2/2

2022 KEY ACTIVITIES

- Approved the Group strategy and ratified the business plan for the 2023 financial year.
- Approved the half-year and year-end financial results and JSE announcements.
- Approved the Integrated Annual Report.
- Discussed and considered material issues relating to execution of strategy.
- Approved non-executive directors' fees for tabling at the Annual General Meeting.
- Considered the declaration of directors' personal financial interests.
- Approved major capital expenditure.
- Considered committee report-backs to the Board.

* Independent non-executive director

[^] Non-executive director

[#] Executive director

^{*} Retired: MM Nhlanhla 16 November 2021 and M Dally 30 November 2021

[<] Appointed 1 December 2021

ACCESS TO RECORDS AND INDEPENDENT ADVICE

Directors have unrestricted access to all Group information, records, documents and property. Non-executive directors have access to management and may meet separately with management, without the attendance of executive directors. All directors have access to the advice and services of the Company Secretary, and directors may obtain independent professional advice at the Group's expense, should they deem this necessary.

COMPANY SECRETARY

The Board is cognisant of the duties of the Company Secretary who is accordingly empowered to properly fulfil those duties. Mr JMJ Maher retired as Company Secretary on 28 February 2022 and Ms LG Kelso was appointed as Company Secretary with effect from 1 March 2022. In addition to the statutory duties, Ms LG Kelso fulfils the following functions in line with the Board Charter:

- induction of directors;
- provision of guidance to the Board and individual directors on their duties and responsibilities, and the proper discharge thereof;
- ensures compliance with statutory and regulatory requirements; and
- acts as the primary point of contact between shareholders and the Group.

The Board assessed and was satisfied that the Company Secretary is competent and has the requisite qualifications and experience to effectively execute her duties. The Company Secretary maintains an arm's-length relationship with the Board and the Directors. The Company Secretary is not a director of the Company and is not related to any of the Directors.

DIRECTORS' INDEPENDENCE

All independent non-executive directors are subject to an annual independence evaluation by the Board. The Board considers whether the director is independent in character and judgement and whether there are any relationships or circumstances which are likely to affect, or could appear to affect, the director's independence. On the basis of the findings of this evaluation, the Board is of the opinion that Messrs NP Mageza, DTV Msibi, GM Steyn, Mrs CJ Hess and Dr PM Moumakwa are independent. All directors are required to declare, on an annual basis, any interest in proposed transactions or arrangements with the Group. In addition, all other material interests are required to be disclosed by directors as and when they arise.

CORPORATE GOVERNANCE CONTINUED

APPOINTMENTS TO THE BOARD

The Board has adopted a policy on the promotion of broader diversity at Board level, specifically focusing on the promotion of the diversity attributes of gender, race, culture, age, field of knowledge, skills and experience, although no formal targets are set, this policy will be considered and applied in making appointments to the Board. Procedures for appointment to the Board are formal and transparent, and a matter for the Remuneration and Nominations Committee. This Committee consists of four non-executive directors, and the Chairman of the Board (ex-officio) and meets four times a year. Mr NP Mageza is the Chairman, and the other members are Messrs JJ Durand, GM Steyn and DTV Msibi, and Dr PM Moumakwa. The Lead Independent Director of the Board serves as Chairman of the Committee for nomination matters. The Chief Executive Officer and Chief Human Resources Officer also attend meetings of the Remuneration and Nominations Committee as permanent invitees.

The Committee considers the Board's composition, retirements and appointments of additional and replacement directors. Executive directors are appointed to the Board on the basis of skill, experience and level of contribution to the Group, and are responsible for the running of the business. Mr M Dally retired as Chief Executive Officer of the Company, and consequently as an executive director on 30 November 2021. Mr PD Cruickshank was appointed as Chief Executive Officer of the Company and as an executive director, with effect from 1 December 2021.

Non-executive directors are selected on the basis of industry knowledge, professional skills and experience, and consideration and application of the board diversity policy. On their appointment to the Board, new directors visit the Group's businesses and meet with senior management, as appropriate, to facilitate their understanding of the Group and their fiduciary responsibilities. The Board has reviewed its required mix of skills and experience, as well as other qualities such as demographics and diversity, in order to assess its effectiveness and that of its committees and individual directors.

In accordance with the Memorandum of Incorporation, not less than one third of the directors are subject to retirement and re-election by shareholders on an annual basis, as well as any director who has held office for three years since his last election. As a result of these requirements, the following directors will retire by rotation at the 2022 Annual General Meeting: Messrs HJ Carse, RH Field, NP Mageza, and GCJ Tielenius Kruythoff, and Mrs CJ Hess. All retiring directors have made themselves available for re-election, *other than Mrs CJ Hess who will step down as a director at the conclusion of the 2022 AGM.*

BOARD EFFECTIVENESS

For the period under review, the Company Secretary facilitated a performance evaluation of the Board and its committees based on the principles of King IV. These are formal evaluations, which annually assess the effectiveness of the following categories:

- Board composition and meetings;
- Board committees;
- Board information;
- Board orientation and development;
- Board functioning and processes;
- Chairman; and
- Individual evaluation.

The results of the assessments were consolidated by the Company Secretary, and the Chairman of the Board is responsible for determining any actions required to enhance the effectiveness of the Board. The Board is satisfied that the evaluation process is improving its performance and effectiveness.

BOARD COMMITTEES

RCL FOODS is committed to achieving the highest level of corporate governance and ethical business behaviour, in order to create sustainable value for its stakeholders. The directors recognise that good corporate governance is about leadership and that it is necessary to conduct the enterprise with integrity and in compliance with legislation, regulations and best practices relevant to the Group's business. Governance in the Group extends beyond mere legislative and regulatory compliance, and the directors strive to entrench an enterprise-wide culture of good governance and ethical conduct. For RCL FOODS, corporate governance incorporates the structures, processes and practices that the Board uses to assist it in managing and directing the Group's operations.

Board committees assist the Board in discharging its responsibilities. The role and responsibility of each Board committee is set out in its formal charter, which defines terms of reference, duration and functions, clearly agreed upon reporting responsibilities and the scope of authority for each committee. Committees are free to obtain independent external professional advice as and when necessary, and are subject to evaluation by the Board to ascertain their performance and effectiveness.

The complete terms of reference of each of the Board committees are detailed in the individual committee charters available on our website at www.rclfoods.com/governance/corporate-governance/governance-documents

CORPORATE GOVERNANCE CONTINUED

AUDIT COMMITTEE

The Audit Committee ensures that the Group's financial standing is sound. It also ensures that the internal financial controls are adequate and effective. In addition, it approves the external audit fees, ensures that the internal audit function is independent and effective, provides oversight of risk management processes, and makes certain that the finance processes are effective.

Directors who are unable to attend meetings tender their apologies and reasons for non-attendance in advance and provide feedback to the Chairperson prior to the meeting.

MEMBERS	ATTENDANCE
CJ Hess (Chairman)	4/4
NP Mageza	4/4
DTV Msibi	4/4
GM Steyn	3/4
GC Zondi (ex-officio)	4/4
EXTERNAL INVITEES	ATTENDANCE
R Klute ¹	4/4

¹ PricewaterhouseCoopers Inc. (PwC)

The Chief Executive Officer, Chief Financial Officer, Internal Audit Director, and Group Services Finance Director are invitees to Committee meetings.

The Committee is satisfied that it has fulfilled its responsibilities in accordance with its approved Committee Charter.

The detailed report of the Audit Committee has been included in the Abridged Integrated Annual Report on pages 105 to 107, available on our website at

 www.rclfoods.com/financial-results-and-reports-2022

RISK COMMITTEE

The Risk Committee is responsible for overseeing the adequacy and overall effectiveness of the Group's risk management function and its implementation by management.

The Committee is satisfied that it has fulfilled its responsibilities in accordance with its approved Committee Charter.

Further details of the risk management process are included on pages 10 to 12 of this report. The material risks impacting the Group are included as part of the Abridged Integrated Annual Report available on our website at  www.rclfoods.com/financial-results-and-reports-2022

Directors who are unable to attend meetings tender their apologies and reasons for non-attendance in advance and provide feedback to the Chairman prior to the meeting.

MEMBERS	ATTENDANCE
GC Zondi (Chairman)	3/3
PD Cruickshank ¹	2/2
RH Field	3/3
CJ Hess	3/3
GM Steyn	3/3
M Dally ²	1/1
EXTERNAL INVITEES	ATTENDANCE
R Klute (PwC)	3/3

¹ Appointed 1 December 2021

² Retired on 30 November 2021

2022 KEY ACTIVITIES

- Reviewed the risk profile to ensure its alignment with Group strategic objectives.
- Considered changes in the risk profile of the Group and its divisions, and their impact on the business.
- Reviewed strategic risks for all divisions, confirming mitigation strategies developed by management.
- Specific focus on fire risk mitigation across the Group.
- Reviewed assurance results of the combined assurance model against approved monitoring plans.
- Reviewed the Group's sustainability strategy and received updates on:
 - » Progress against sustainability targets; and
 - » The status of the implementation of key sustainability projects relating to energy and water conservation.
- Evaluated the insurance programme to ensure that all insurable risks were covered where practical.
- Key IT focus areas, including cyber security and other digital projects were assessed.
- Key legal matters were reviewed.

The Chief Business Services and Risk Officer, Chief IT Officer, Group Services Legal Director, Group Risk Executive, Rainbow Managing Director and Vector Logistics Managing Director, and the Director responsible for sustainability are invitees to Risk Committee meetings.

CORPORATE GOVERNANCE CONTINUED

REMUNERATION AND NOMINATIONS COMMITTEE

REMUNERATION MATTERS

The Committee is responsible for the assessment and approval of the remuneration strategy for the Group; determination of short- and long-term incentive pay structures for Group executives; positioning of senior executive pay levels relative to local and international industry benchmarks; and assessment and authorisation of specific reward proposals for Group executive directors and management.

NOMINATION MATTERS

The Committee's role is to assist the Board to ensure that it has the appropriate composition for it to execute its functions effectively and to ensure that formal succession plans are in place.

The Committee is satisfied that it has fulfilled its responsibilities in accordance with its approved Committee Charter.

 For more information, refer to the detailed Remuneration Report available on our website at www.rclfoods.com/governance/corporate-governance/governance-documents

Directors who are unable to attend meetings tender their apologies and reasons for non-attendance in advance and provide feedback to the Chairman prior to the meeting.

MEMBERS	ATTENDANCE
NP Mageza (Chairman)	5/5
JJ Durand ¹	5/5
PM Moumakwa	5/5
DTV Msibi	5/5
GM Steyn	5/5

¹ One meeting attended by alternate director on his behalf

2022 KEY ACTIVITIES

- Reviewed and finalised the management long-term incentive scheme.
- Approved the RCL FOODS Board diversity policy.
- Reviewed director, prescribed officer and senior executives' packages and ensuring their alignment to market.
- Initiated an extensive CEO succession process.

The Chief Executive Officer and Chief Human Resources Officer are invitees to Remuneration and Nominations Committee meetings.

SOCIAL AND ETHICS COMMITTEE

The role of the Social and Ethics Committee is to assist the Board with monitoring and reporting on social, ethical and transformational practices that are consistent with good and responsible corporate citizenship. The Chairman of the Social and Ethics Committee, Mr GC Zondi, will be available at the Annual General Meeting to answer any questions relating to the statutory obligations of the Committee.

The Committee is satisfied that it has fulfilled its responsibilities in accordance with its approved Committee Charter.

Directors who are unable to attend meetings tender their apologies and reasons for non-attendance in advance and provide feedback to the Chairman prior to the meeting.

MEMBERS	ATTENDANCE
GC Zondi (Chairman)	2/2
PD Cruickshank ¹	1/1
RH Field	2/2
PM Moumakwa	2/2
M Dally ²	1/1
MM Nhlanhla ³	1/1

¹ Appointed on 1 December 2021

² Retired on 30 November 2021

³ Retired on 16 November 2021

2022 KEY ACTIVITIES

- Reviewed the Group's progress against the Employment Equity plan. Implementation of the Group's 2025 Employment Equity targets.
- Diversity and Inclusivity initiatives rolled out to employees.
- Reviewed current developments with respect to labour relations, e.g., compliance with the National Minimum Wage Act, update on wage negotiations and multi-year agreements.
- Reviewed the Group's consumer relations, including advertising, public relations and compliance with consumer protection laws.
- Reviewed the results of anti-corruption efforts in relation to the outcomes of the whistle-blowing hotline investigations and considered fraud risk mitigation measures.
- Evaluated the key environmental and consumer related issues.
- Focus on ESG enhancements.

Chief Human Resources Officer, Chief Business Services and Risk Officer, and the Executive responsible for Corporate Social Investment are permanent invitees to Social and Ethics Committee meetings.

CORPORATE GOVERNANCE CONTINUED

GOVERNANCE PROCESS

CODE OF CORPORATE CONDUCT AND ETHICS

It is a fundamental policy of the Group to conduct its business with honesty, integrity and in accordance with the highest legal and ethical standards. The Code of Ethics governs the conduct of all employees. RCL FOODS' induction programme educates new employees on the ethics, values and business culture of the Group. It is a requirement that all employees sign an acknowledgement that they have read and understood the contents of the policy, and that contravention of the basic standards contained therein may result in disciplinary action, including dismissal. The Code of Ethics is available to all employees on the Group's intranet. A key area of focus for the year included enhancing the Group's Code of Ethics and the commencement of the roll out of ethics compliance training via an e-learning solution.

Refer to King IV application register: Principle 2 for more detail on the Group's governance of ethics, available on our website at www.rclfoods.com/governance/corporate-governance/governance-documents



ANTI-BRIBERY AND CORRUPTION

RCL FOODS has a zero-tolerance policy with regard to bribery, fraud and corruption. The Code of Ethics sets out the guidelines that define acceptable and responsible behaviour of the Group and all employees.

The code prohibits:

- all cash gifts;
- the giving or receiving of gifts, loans, favours or any other benefit which may be regarded as influencing business, labour or governmental decisions;
- donations or contributions to a political party; and
- engaging in activities which may involve a conflict of interest with the Group's employment position.

As part of the Group's anti-fraud and anti-corruption efforts, internal audits are conducted to assess the status of internal controls, including controls to minimise the risk of fraud.

From an information security and technology perspective, the Group's fraud prevention activities include, but are not limited to:

- email protection;
- network and perimeter protection;
- access control to sensitive information;
- antivirus and malware protection supported by adequate patch management;
- attack and penetration reviews; and
- continuous monitoring over procurement and payroll.

The Board recognises the need for a confidential reporting mechanism (whistle-blowing hotline) covering fraud and other risks. The Tip-offs Anonymous whistle-blowing hotline, an anonymous toll-free number, provides an impartial facility for all stakeholders to report fraud, statutory malpractice, crime and deviations from policy.

Procedures are in place for the independent investigation of matters reported and for appropriate follow-up action. In line with its commitment to transparency and accountability, the Group takes action against employees and others who are guilty of fraud, corruption or other misconduct, or who are in breach of Group policies.

During the year under review, 74 allegations were received via the whistle-blowing hotline, management queries and investigation of specific areas highlighted during internal control reviews. 21 of these allegations were valid, with fraud/theft being the most common category followed by human resource issues. These matters were resolved, resulting in criminal charges, dismissals or disciplinary action against the relevant individuals.

Future focus areas include the continuation of ethics training initiatives, where required, which will be made over time in line with our objective to continuously improve and entrench ethical and anti-fraud practices.

CORPORATE GOVERNANCE CONTINUED

LEGAL COMPLIANCE

RCL FOODS manages its business responsibly and in compliance with statutory and regulatory requirements. These requirements underpin the legal compliance frameworks of the individual divisions, which are designed to increase awareness of applicable legislation and to provide assurance to the Board that the risks posed by non-compliance are being addressed.

To ensure that the Group is responsive to the constant changes in legislation and regulations, the Group has enhanced its approach to drive continued compliance with applicable laws and regulations. This approach is underpinned by a formal RCL FOODS Legal Compliance Policy. Acknowledging that commitment to compliance is a fundamental component of business, the Group has established a Regulatory Universe which uses a risk-based approach to codify and prioritise the key legislation impacting RCL FOODS. This prioritisation has provided insight on key focus areas throughout the Group, which are addressed through communication, training and other awareness initiatives. The establishment of clear responsibilities, accountabilities and reporting processes for compliance, positions the Group to proactively identify compliance risks and respond to them in a systematic manner. Pursuant to this objective, the Group remains up to date with all intended or promulgated legislation through regular interaction with its corporate attorneys, who keep it informed of changes in the legal landscape.

The internal audit, risk and legal teams and other external assurance providers assess significant legal risks and the Group's level of compliance as part of their annual audit activities. Reports from the various functions are submitted to the Risk, Audit and Social and Ethics Committees on a regular basis.

CONSUMER AND PRODUCT LEGISLATION

As a participant in the food industry, RCL FOODS views the health and safety of its customers as paramount. The Group therefore endeavors to comply with the strictest food safety standards by embedding best international practice across the supply chain to build customer trust, ensure customer satisfaction and drive sustainability in a changing environment. The Group's adherence to consumer protection laws is continuously monitored by internal and external parties.

INTERNAL AUDIT FUNCTION

Internal Audit is an independent, objective function that provides assurance on the Group's activities by adopting a risk-based audit approach geared towards creating value and improving business processes. It considers risks that may affect the achievement of the Group's strategic objectives and evaluates the adequacy and effectiveness of the internal control systems and risk management measures.

The detailed Report of the Audit Committee has been included in the Abridged Integrated Annual Report on  pages 105 to 107, available on our website at www.rclfoods.com/financial-results-and-reports-2022

CORPORATE GOVERNANCE CONTINUED

INFORMATION TECHNOLOGY (IT) GOVERNANCE

IT remains a strategic enabler within RCL FOODS and is essential to the support, growth and sustainability of the Group's ambitions. The Group has a dedicated Chief IT Officer, who is represented at relevant executive forums. The Group IT strategy is aligned to the overall business strategy and guides appropriate investment in IT systems and technology. The overall responsibility for IT governance lies with the Board, which has delegated the day-to-day management of IT to an Executive Management team, who provide the day-to-day oversight through the application of a proven IT governance framework. Information and technology risk is integrated into the Group's risk management processes and is considered by the Risk Committee as part of its oversight of IT governance. A mature IT Framework governs the classification and execution of IT initiatives in the business, which are consistently applied as Group IT's "ways of working".

The Group's Transformation Management Office (TMO), reporting to the Chief IT Officer, continues to be effective in integrating people, technologies, information and processes across the Group. The TMO plays an integral role, together with Group IT, in terms of monitoring the overall effectiveness of IT systems and information management to ensure that anticipated project benefits are realised and that business needs are fully satisfied. This practice is further complimented by a very mature IT General Controls (ITGC) external audit process that continues to run as a single standardised audit process across the Group. Group IT is continually looking for opportunities to standardise the IT systems landscape and further enhance IT governance controls where appropriate. Information security and Cyber Security remains a key strategic priority on Group's IT agenda. Good progress has been made during this reporting period to further enhance the Group's overall security posture, leveraging the formal cyber security maturity assessment concluded in the prior reporting together with the opportunities identified to further enhance RCL FOODS overall cyber maturity. Initial efforts to ensure the requirements for Protection of Personal Information Act compliance were met for the year ended June 2022 have been reinforced with additional focused effort aimed at further maturing the Group's overall level of compliance. A focus that will continue into the next reporting period.

With Vector Logistics' take-on of the Imperial Logistics South Africa Proprietary Limited's cold chain business, a key focus has been on consolidating two separate temperature-controlled distribution networks. Vector Logistics is now in the final stage of concluding this consolidation which will realise the benefits associated with one synergised network. Significant focus for this reporting period has been directed at realising the Rainbow stand-alone legal entity change which was successfully concluded in October 2021, as well as the IT enablement of the LIVEKINDLY Collective Africa Joint Venture which was concluded at the end of August 2021. The Milling business process and systems review together with comprehensive as-is and to-be process mapping was reinitiated during October 2021, post the successful conclusion of the Rainbow stand-alone legal entity change and the LIVEKINDLY Collective Africa Joint Venture enablement. Great progress has been made on the Milling initiative and the go-live date at the beginning of July 2022 has subsequently been achieved.

Leveraging information for profitability along with our progress towards an "insights driven" organisation remains a key IT thrust, with a number of data for insights initiatives completed and in progress, specifically in our Finance, Sourcing and Customer functional areas. Data insight benefits continue to be leveraged in the Sugar, Groceries and Baking business units with the plan to extend further into Milling. Digital transformation continues to be a key strategy. Group IT has continued to build on the key robotic process automation wins that have been realised, with the overall objective of achieving further efficiency gains. Key process automation projects are currently in progress within our Finance teams, with further opportunities identified and included in our Digital portfolio. The Vector Logistics Empty Trips digital platform has a dedicated focused Executive leadership and has now been made available to the external market. Empty Trips remains an exciting opportunity aligned to our theme of re-imagining new business models and exponential growth.

CORPORATE GOVERNANCE CONTINUED

RISK MANAGEMENT

Risk management is recognised by the Board as an integral part of responsible management and is an essential element of good corporate governance. The objective of the Group's risk management programme is not to eliminate risk, but to maximise opportunities and create benefits whilst managing potential exposures. This process will help protect the Group against uncertainties that could threaten the achievement of business objectives and will enable sustainable creation of shareholder value.

RCL FOODS has adopted an enterprise-wide approach to risk management, enabling a formal and systematic process for identifying and assessing the Group's material risks. The Board has assigned oversight of the Group's risk management function to the Risk Committee. The Chairperson of the Audit Committee is also a member of the Risk Committee, and the Chairman of the Risk Committee is an *ex-officio* member of the Audit Committee, thereby ensuring that information relevant to these committees is transferred regularly.

The Board has an approved risk management policy and a formal Risk Charter that defines the objectives of risk management and governs the Group's response. The charter is based on principles of the International Committee of Sponsoring Organisations of the Treadway Commission (COSO) framework and complies with the requirements of King IV. It involves continuous risk identification at both strategic and operational levels, as well as the evaluation of mitigating controls.

On an ongoing basis, the top risks for each division are updated through a robust revision process and are evaluated for completeness and accuracy at each divisional sub-risk committee. Details of the risk management process are illustrated in the diagram alongside. Formal risk assessments are performed bi-annually, where existing risks are re-assessed and new and emerging risks are identified through a combination of facilitated workshops and interviews with Group executives and management.

The Group's risk management process provides a platform for identifying and realising opportunities to deliver sustainable value for all our stakeholders. Through various strategy and business review sessions, the leadership team is responsible for evaluating key opportunities in line with each divisions' strategic objectives, risks and performance. The scope of the Group's opportunities identified and managed include cost containment initiatives, growth and expansion opportunities and sustainability efficiencies *et cetera*.

Refer to the Sustainable Business Report and Abridged Integrated Annual Report for more detail on the Group's opportunities and, available on our website at

 www.rclfoods.com/financial-results-and-reports-2022



CORPORATE GOVERNANCE CONTINUED

Through the Risk Committee, the Board monitors and reviews the risk management process. The following areas were key priorities for the reporting period in line with the Group's terms of reference:

- the material risks facing RCL FOODS and each division, which include the strategic, operational, compliance and finance-related risks;
- key mitigations and the adequacy and effectiveness thereof;
- a view on further remedial actions taken in response to the risks identified;
- scrutiny of the material incidents, root causes and associated losses; and
- assessment of the results and performance of various assurance providers.

Our risk management processes and responses will continue to evolve in line with changes within our operating environment and material trends that continue to shape the Group's strategy. Our key focus areas for the year ahead include:

- continual monitoring and improvement in our risk management processes and internal controls;
- enhancing risk reporting and analytics using dashboard tools;
- continuous improvement plans to maintain and enhance risk culture and communication throughout the Group;
- analysis of reputational risk exposures; and
- roll-out of refined ethics and compliance training.

The material risks impacting the Group are listed alongside and further detail is included as part of the Abridged Integrated Annual Report available on our website at www.rclfoods.com/financial-results-and-reports-2022

MATERIAL RISKS

In addition, the Group's risk profile incorporates a watch list of key emerging and potential risks that are monitored. This includes, but is not limited to:

- Commodity price fluctuations;
- Pricing pressure;
- Reduced demand;
- Business interruption – supply chain;
- Food and product safety;
- Social Unrest;
- Industrial Action;
- Water Security and Pricing;
- Energy Security and Pricing;
- Non-availability of Information Systems;
- Business Interruption – Health and Safety; and
- Non-compliance with laws and regulations.

CORPORATE GOVERNANCE CONTINUED

RISK MANAGEMENT PROCESS

STEP

1



Context setting and risk identification

Through interviews, facilitated workshops, surveys and industry benchmarking, executives and management identify and define risks that would impact the achievement of strategic goals which may include operational, financial, regulatory and strategic risks.

STEP

2



Risk analysis and evaluation

Risks are assessed (both quantitatively and qualitatively), and rated and ranked by management, as defined in the RCL FOODS risk assessment criteria, based on probability, impact and control effectiveness.

STEP

3



Risk response

Risks are reviewed and appropriate treatment methods, that would manage risks to an acceptable level aligned with strategy, are approved by management. Management may decide to avoid the risk by eliminating risk through preventative processes, accept the risk by maintaining the risk at its current level, share the risk with an independent counterparty or manage the risk by implementing policies and procedures to lower risk.

STEP

4



Risk reporting and monitoring

The relevant operating Executive Boards and Risk Committee are periodically updated on management's assessment of existing and emerging risks, risk response strategies and mitigating controls in place to manage risks to an acceptable level. Assurance on controls is provided through the combined assurance model.

CORPORATE GOVERNANCE CONTINUED

COMBINED ASSURANCE

RCL FOODS operates a combined assurance framework which co-ordinates the efforts of management, internal assurance providers and external assurance providers in a manner that ensures collaboration and assists in bringing about a holistic view of an organisation’s risk profile and assurance activities.

The Risk Committee considers the risks and the assurance provided through the combined assurance framework, and it periodically advises the Board on the state of risks and controls in RCL FOODS’ operating environment. This information is used as the basis for the Board’s review, sign-off and reporting to stakeholders (via the Abridged Integrated Annual Report) on risk management and the effectiveness of internal controls within the Group. The Committee is satisfied with the arrangements in place for ensuring an effective and efficient combined assurance model within the Group.

The five groups of assurance providers to the Group are illustrated below:

COMBINED ASSURANCE MODEL: FIVE LINES OF DEFENCE



CORPORATE GOVERNANCE CONTINUED

DEALING IN SECURITIES

The Group has a formal policy, established by the Board and implemented by the Company Secretary, prohibiting dealing in securities by directors, officers and other selected employees for a designated period preceding the announcement of its financial results or in any other period considered sensitive. The Chairman, through the Company Secretary, approves all dealings by directors.

REPORTING TO STAKEHOLDERS

Effective stakeholder engagement is vital to good corporate governance. The Group is committed to ensuring that relevant and accurate information is timeously communicated to all stakeholders.

 For more detail on the stakeholder engagement process, refer to the Sustainable Business Report, available on our website at www.rclfoods.com/financial-results-and-reports-2022

CORPORATE CITIZENSHIP

The Board, via the Social and Ethics Committee mandate, drives the advancement of economic and social development of our communities through collaborative long-term partnerships. Responsible corporate citizenship is strongly embedded in the Group's strategy, underpinned by the RCL FOODS strategic thrust of driving sustainable business. The Social and Ethics Committee assists the Board with the monitoring and reporting of social, ethical and transformational practices that are consistent with responsible corporate citizenship. These are described in the Sustainable Business Report, available on our website  at www.rclfoods.com/financial-results-and-reports-2022

STAKEHOLDERS

The Board has delegated the governance of stakeholder relationships to the Social and Ethics Committee. A formal, inclusive Stakeholder Engagement Framework is in place which has been approved by the Board.

 For more information, refer to the Abridged Integrated Annual Report and the Sustainable Business Report available on our website at www.rclfoods.com/financial-results-and-reports-2022

ACCESS TO INFORMATION

The Group has complied with the requirements of the Promotion of Access to Information Act, 2000.

INTERNAL CONTROLS

The executive directors are responsible for ensuring that internal control systems exist that provide reasonable assurance regarding the safeguarding of assets and the prevention of their unauthorised use or disposal; the maintenance of proper accounting records; and the reliability of the financial and operational information used in the business.

 The full King IV application table is available on our website at www.rclfoods.com/governance/corporate-governance/governance-document

www.rclfoods.com