

ROYAL BAFOKENG PLATINUM LIMITED (RBPLAT): APPLICATION OF KING IV PRINCIPLES FOR 2021

The following table has been developed to provide a summary assessment of the application to the principles described in King IV for 2021, including columns to indicate where the company has applied, partially applied or is yet to apply the recommendation (i.e. where a recommendation is 'Under Review' for possibly application in the future or partially applied due to it not being implemented for the entire financial year). Pages 22 to 43 of the 2021 Integrated Report deals specifically with governance, risk management and material matters.

Reference in certain instances may be made to the latest Integrated Report or to the company's website for further information.

<u>Pr.</u>	<u>KING IV PRINCIPLE</u>	<u>APPLICATION / EXPLANATION</u>
1.	The governing body should lead ethically and effectively	The Board assumes responsibility for the governance of ethics in RBPlat including the approval of a code of ethics and fraud and corruption prevention policy. It also includes oversight by the Social & Ethics Committee of the monitoring and review of their implementation and the efforts to establish an ethical culture which is reported on and considered by the Committee on a quarterly basis. Key matters arising from the oversight function is reported to the Board.
2.	The governing body should govern the ethics of the organisation in a way that supports the establishment of an ethical culture	See item 1 above but added to that the company continually reviews and revises its frameworks, policies and controls and develops and implements new ones where necessary, by so doing the approach optimises our corporate governance standards. Internal Audit provides assurances on the effectiveness of governance and ethical initiatives whilst monitoring the ethical culture through various means, including ethical cultural surveys and educational awareness of policies, from time to time. The feedback generally informs the focus areas to concentrate on such as supply chain, IT and financial controls.
3.	The governing body should ensure the organisation is and is seen to be a responsible corporate citizen	In addition to 1 and 2 above, the Board has subscribed to the King IV principles and aims to achieve the outcomes of an ethical culture, good performance, effective control, transparency and legitimacy and thereby ensures the right focus areas are addressed by management to support this philosophy.
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 company recognises that its activities and outputs can have both positive and negative impacts on the economy, society and environment in which it operates and the capital it employs to create value for stakeholders by achieving good performance. It sets its strategic objectives by assessing the risks and opportunities presented in relation to the risk appetite and risk tolerances, establishes its key performance indicators (KPI), the key risk indicators for each KPI and measures its performance against these KRI's. See pages 6 to 17 of the 2021 Integrated Report for more information on strategic objective, business model and stakeholder engagement. Furthermore, see pages 41 to 43 for material risk management information.
5.	The governing body should ensure that reports issued by the organisation enable stakeholders to make informed assessments of the organisation's performance	The Board assumes responsibility for the integrity of the integrated report and integrates the disclosure in the report and satisfies itself as to the assurances obtained in terms of the combined assurance model.

		The model enables an effective internal control environment that supports the integrity of information used for internal decision making by management, the Board and its committees.
6.	The governing body should serve as the focal point and custodian of governance in the organisation	The Board provides direction as governance custodian by establishing accountability, delegation, monitoring and oversight. It facilitates the establishment of an ethical culture by demonstrating ethical leadership, approving an appropriate code of ethics, fraud and corruption prevention policy and ensuring management's accountability for establishing an ethical and performance driven culture and monitors performance against these objectives. It puts in place arrangement for delegation of authorities that promote independent judgement, a balance of power, and leads to the effective discharge of duties within the Board and its committee structures as well as at executive and management level.
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	The Board's composition is such that it caters for diversity and independence in order to discharge its duties effectively and objectively. The Board Charters and committee terms of reference also ensure that a balance of power exists and that conflicts of interest are detected and managed appropriately. The 2021 integrated report provided further information in this regard in the governance section as previously mentioned but the Board in 2021, again assessed its composition and will address its findings in 2022 which relate mainly to added technical skills on the board of directors.
8.	The governing body should ensure that its arrangements for delegation within its own structure promote independent judgement and assist with the balance of power and the effective discharge of its duties	See 7. above but added to that the Board oversees the group's delegation of authority policy which together with the MOI determines the delegated powers to the governance structures and leaders within the business. Certain matters are reserved for the Board as well as Shareholders, which also align with the regulatory environment in which the business operates.
9	The governing body should ensure the evaluation of its and its Committees own performance as well as its chairs' and individual members and support continued improvement in its performance and effectiveness	The Board conducts annual evaluations of its and its committee performances and enlists the assistance of the independent third parties to undertake comprehensive evaluations, at least every three years. The Board conducts a review of the outcomes and utilises the information to identify areas for development, to build on key performance areas. In 2021 substantial progress was made in addressing the areas of improvement identified during the evaluation process, which is noted to be an ongoing process to ensure that performance is maintain at an optimum level.
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	Through the appointment of strong independent directors and clear definition and separation of roles and responsibilities of the independent Chair and CEO, the company establishes balance of power and authority levels. The Board performs its duties within a framework of policies and controls which provide effective risk assessment and management of performance. The Board Charter, Delegation of Authority Policy and MOI also addresses Board and Management responsibilities and powers.
11.	The governing body should govern risk in a way that supports the organisation in setting and achieving its strategic objectives	The Board provides direction as governance custodian by establishing accountability, delegation, monitoring and oversight it ensures appropriate strategies, policies, charters, terms of reference and assurance services and functions are in place to achieve compliance with relevant laws and regulations. In addition, the Board also oversees and ensures effective control at Board, committee, executive and

		management level, effective risk management, technology and information governance, and facilitates responsible corporate citizenship and a stakeholder engagement that will help the organisation achieve its objectives and vision. The Board by setting the direction for how the organisation approaches and addresses risk ensures that the company has the appropriate risk management framework, people, processes and technology in place to evaluate and manage the uncertainties we face in protecting and creating stakeholder value and manage risk tolerance levels. The Board accepts that it is responsible for the governance of risk and has the ultimate responsibility not only for risk management but also for developing the risk appetite and monitoring risk tolerance levels.
12.	The governing body should govern technology and information in a way that supports the organisation setting and achieving its strategic objectives	Technology and information governance is a key focus area of the Board sub-committee, the Audit and Risk Committee. Executive responsibility lies with the Financial Director (FD). The Information Management Steering Committee oversees the implementation of the information governance framework and manages related risks which it reports to the Audit and Risk Committee through the FD. The governance and risk around IT and Supply Chain matters has received specific focus in the past 2 to 3 years and Internal Audit together with other assurance providers assist in addressing short-comings to enhance overall control to ensure continuous improvement as technology and information management has become an integral part of any successful business.
13.	The governing body should govern compliance with applicable laws, non-binding rules, codes and standards in a way that supports the organisation being ethical and a good corporate citizen	The sub-committees of the Board, especially the Audit and Risk and Social and Ethics Committees assist the Board in monitoring of compliance with key legislation. The risk and compliance function has in place a framework in place to monitor the key compliance matters related to the legal environment of the business, assisted by the champions for these regulations whilst Internal Audit and independent assurance providers assist with assurances in this regard with the outcomes used to address development areas. Compliance software and automation is has been implemented to ensure more efficient oversight of the processes. The company has remained compliant with the Companies Act, particularly with reference to the incorporation provisions as set out in the Companies Act and has operated in conformity with the company's MOI during the year under review.
14.	The governing body should ensure that the organisation remunerates fairly, responsibly and transparently so as to promote the achievement or strategic objectives and positive outcomes in the short, medium and long term	The company understands that it is essential that its strategies, risks, performances and rewards are aligned to enable the creation of shareholder value. The Remuneration and Nominations Committee is charged with ensuring that management and employees are fairly rewarded by applying the remuneration framework and policies and based on their performance and overall contributions. The remuneration and implementation reports can be found on pages 110 to 128 of the 2021 integrated report.
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 and internal reports	To ensure adequate assurance across the group, and to prevent gaps or duplication in assurance efforts, a combined assurance approach is implemented. The Risk and Assurance function is responsible for maintaining the combined assurance plan in consultation with the relevant other functions in the organisation. Progress in this regard is reported to the Social and Ethics and Audit and Risk Committees

		on a quarterly basis, depending on the areas assured. The Audit and Risk Committee also received the necessary assurances aligned to its statutory responsibilities. Further information on environmental management and climate change can be found on pages 98 to 105 of the integrated report.
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	Balancing the needs, interests and expectations of company's stakeholders is a material issue. Additional information on how the company approaches its stakeholder relationships can be found in the integrated report on pages 13 and under the social performance section on page 80 to 93.