



OCEANA/GROUP

— POSITIVELY IMPACTING LIVES —

APPLICATION OF
KING IV™
REPORT ON
CORPORATE
GOVERNANCE

2023



AGENDA



Leadership, Ethics and Corporate Citizenship



Strategy, Performance and Reporting



Governing Structures and Delegation



Governance Functional Areas



Trust, Good Reputation and Legitimacy



LEADERSHIP, ETHICS AND CORPORATE CITIZENSHIP

01

GOVERNANCE OUTCOMES: **LEADERSHIP, ORGANISATIONAL ETHICS AND GOOD CORPORATE CITIZENSHIP**

PRINCIPLE ONE: LEADERSHIP

The Governing Body should lead ethically and effectively.

Oceana Group Limited (the “Company”) is committed to achieving the highest standards of corporate governance. The Board is the focal point and custodian of corporate governance in the Company and assumes ultimate accountability for the Company’s performance and affairs. It ensures that we continue to operate ethically and sustainably and to deliver long-term value to our shareholders and other stakeholders. All deliberations, decisions and actions of the Board are based on fairness, accountability, responsibility and transparency.

Refer to Pages 25 – 35 of our Integrated Report.

PRINCIPLE TWO: ORGANISATIONAL ETHICS

The Governing Body should govern the ethics of the organisation in a way that supports the establishment of an ethical culture.

The Board considers good corporate governance to be a significant contributor to value creation and ensures that the practices recommended in association with the King IV™ principles are incorporated into the Company’s Governance Framework and related policies and practices.

Our Governance Framework is aimed at managing the Company’s operations in an ethical and responsible manner, after considering risk parameters within an effective control environment. The Board is of the opinion that the Company currently complies with all governance principles contained in King IV™, as well as with all requirements of the Company’s Memorandum of Incorporation, the Companies Act 71 of 2008 and the JSE Listings Requirements.

Refer to Pages 25 – 35 of our Integrated Report.

GOVERNANCE OUTCOMES: LEADERSHIP, ORGANISATIONAL ETHICS AND GOOD CORPORATE CITIZENSHIP

PRINCIPLE THREE: CORPORATE CITIZENSHIP

The Governing Body should ensure that the organisation is seen to be a responsible corporate citizen.

The Board is assisted by the Social, Ethics and Transformation Committee in fulfilling its role in ensuring that the Company is, and is seen to be, a responsible corporate citizen. This role includes ensuring compliance with all applicable laws, regulations and standards impacting the Company, as well as its own code of business conduct and policies.

The Board further has oversight of the Company's social investment initiatives with the aim of uplifting and improving the lives of all, in line with its core values of generosity and positively impacting lives.

The Company is committed to environmental sustainability and is continually striving to improve operations to limit environmental impacts and to operate well within natural boundaries.

Refer to Pages 35 and 80 – 81 of the Oceana Integrated Report.



STRATEGY, PERFORMANCE AND REPORTING

02

GOVERNANCE OUTCOMES: STRATEGY, PERFORMANCE AND REPORTING

PRINCIPLE FOUR: STRATEGY & PERFORMANCE

The Governing Body should ensure 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 Board provides overall guidance and direction for the development and annual review of the strategy, which articulates the key imperatives and enablers required to deliver on the Company's outcomes.

The Oceana Integrated Report, in its entirety, explains how the Board has ensured that the Company's core purpose, its risks and opportunities, strategy, business model, performance and sustainable development are all inseparable elements of the value creation process. Please refer to the Contents Page of the Oceana Integrated Report which explains how to navigate the various sections of the Integrated Report.

PRINCIPLE FIVE: REPORTING

The Governing Body should ensure that the reports issued by the organisation enable the stakeholders to make informed assessments of the organisations performance and its short, medium and long-term prospects.

The Board takes responsibility for the Company's financial and integrated annual reporting, supported by internal and external assurance mechanisms. The Board has ensured that the following reports: Oceana Integrated Report, the Sustainability Report and the Annual Financial Statements, which are available at www.oceana.co.za, enable stakeholders to make informed assessments of the Group's performance and its short, medium and long-term prospects.



GOVERNING STRUCTURES AND DELEGATION

03

GOVERNING STRUCTURES AND DELEGATION

GOVERNANCE OUTCOMES: **GOOD PERFORMANCE AND EFFECTIVE CONTROL**

PRINCIPLE SIX: PRIMARY ROLE AND RESPONSIBILITIES OF THE BOARD

The Governing Body should serve as a focal point and custodian of corporate governance in the organisation.

The Board embraces its role as custodian of governance in the Company and is fully committed to business integrity, fairness, transparency and accountability of all its activities.

Refer to the Chairman's Report on Pages 23 – 24 and the sections on Board Governance and Leadership on Pages 25 – 35 of our Integrated Report.

PRINCIPLE SEVEN: COMPOSITION OF THE BOARD

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 composition aligns with the relevant King IV™ principles and its membership comprises the diversity, expertise, skills and experience to lead the Company.

The independence of non-executive directors is reviewed on an annual basis against the criteria outlined in King IV™. The Corporate Governance and Nominations Committee has the delegated responsibility of assessing the skills and composition of the Board. It is satisfied that the composition of the Board is appropriate and constitutes a balance of power and authority so that no one individual is able to dominate the Board's decision-making process.

Board member profiles are reflected in our Integrated Report, summarising the qualifications, status of each Board member and tenures. Brief resumes of the directors and the Board Appointment and Diversity Policy are available at www.oceana.co.za.

GOVERNING STRUCTURES AND DELEGATION

GOVERNANCE OUTCOMES: **GOOD PERFORMANCE AND EFFECTIVE CONTROL**

PRINCIPLE EIGHT: COMMITTEES OF THE BOARD

The Governing Body should ensure that its arrangements for delegation within its own structures promote independent judgement and assist with the balance of power and effective discharge of its duties.

The Board is satisfied that its arrangements for delegation within its own structures promote independent judgement and assist with the balance of power and effective discharge of its duties. Please refer to Pages 30 – 35 of our Integrated Report for an explanation of how the Board delegates within its own structures.

PRINCIPLE NINE: PERFORMANCE OF THE BOARD

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.

The Corporate Governance and Nominations Committee annually reviews the performance of all directors. The Board undertakes an external independent evaluation process every two years, with an internal process in the intervening year. Evaluations for each Committee are also conducted, and this feedback is reported to the Board. An internal evaluation process was undertaken in 2023 with no significant areas of concern. Refer to Pages 30 – 35 of our Integrated Report on the Board and its Committees.

PRINCIPLE TEN: APPOINTMENT AND DELEGATION TO MANAGEMENT

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.

The Board is satisfied that the appointment of, and the delegation to Management contributes to role clarity and the effective exercise of authority and responsibilities. The Authorities Framework guides the decision-making parameters at Board and Executive Director levels. The Group Company Secretary guides and advises individual directors and the Board collectively on discharging their responsibilities and duties and on matters of good governance. Individual directors or the Board Committees are entitled, at the expense of the Company, to take independent professional advice in connection with their duties, subject to an approved process being followed. Please refer to Pages 25 - 35 of our Integrated Report for an overview of Management and their interaction with the Board.



GOVERNANCE FUNCTIONAL AREAS

04

GOVERNANCE FUNCTIONAL AREAS

GOVERNANCE OUTCOMES: ETHICAL CULTURE, GOOD PERFORMANCE AND EFFECTIVE CONTROL

PRINCIPLE ELEVEN: RISK GOVERNANCE

The Governing Body should govern risk in a way that supports the organisation in setting and achieving its strategic objectives.

The Board's responsibility for risk governance is expressed in the Board charter and the risk management plan and policy. Management is tasked with demonstrating to the Board that its risk responses provide for the identification and capitalisation of opportunities to improve the performance of the Company. The Board delegates to Management the responsibility to continuously identify, assess, mitigate and manage risks within the existing operating environment. To the extent appropriate, mitigating controls are in place to address these risks, which are monitored on a continuous basis.

Please refer to Page 34 and Page 79 of our Integrated Report for an overview of how the Board governs risk in a way that supports Oceana in setting and achieving its strategic objectives.

PRINCIPLE TWELVE: TECHNOLOGY AND INFORMATION GOVERNANCE

The Governing Body should govern technology and information in a way that supports the organisation setting and achieving its strategic goals.

Governance processes and structures are in place to manage the operational, tactical and strategic initiatives of the Company's information technology. A dedicated Chief Information Officer is responsible for IT governance. Call management, incident management and change management are in place and measured against agreed service levels.

Please refer to Page 79 of our Integrated Report for an overview of IT.

GOVERNANCE FUNCTIONAL AREAS

GOVERNANCE OUTCOMES: ETHICAL CULTURE, GOOD PERFORMANCE AND EFFECTIVE CONTROL

PRINCIPLE THIRTEEN: COMPLIANCE GOVERNANCE

The Governing Body should govern compliance with applicable laws and adopted, non-binding rules, codes and standards in a way that supports the organisation being ethical and a good corporate citizen.

Our Integrated Report and Sustainability Report provides an overview of how the Board governs compliance:

- Integrated Report Page 79 “Evaluate and mitigate risk and maintain effective governance processes”
- Integrated Report Page 80 “Monitor, manage and mitigate our impact on the environment”
- Integrated Report Page 14 “Our strategic objectives and enablers”
- Sustainability Governance and Management – Refer to the Oceana Sustainability Report on www.oceana.co.za

PRINCIPLE FOURTEEN: REMUNERATION GOVERNANCE

The Governing Body should ensure that the organisation remunerates fairly, responsibly and transparently so as to promote the achievement of strategic objectives and positive outcomes in the short, medium and long term.

The Group’s Remuneration Policy Framework is based on the principles of fair and responsible remuneration and is formulated to attract, retain, motivate and reward high performing employees. We aim to encourage high levels of performance that are sustainable and aligned with the strategic direction and specific value drivers of the business. Remuneration of our employees reflects the dynamics of the market, as well as the social, economic and environmental context in which the Company operates.

The Remuneration Policy and Implementation Report will be tabled at the Oceana Group Limited Annual General Meeting, scheduled on 06 February 2024, for separate non-binding advisory votes by shareholders.

Please refer to our Remuneration Committee Report on Pages 87 – 102 of our Integrated Report.

GOVERNANCE FUNCTIONAL AREAS

GOVERNANCE OUTCOMES: ETHICAL CULTURE, GOOD PERFORMANCE AND EFFECTIVE CONTROL

PRINCIPLE FIFTEEN: ASSURANCE

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 reports.

The Board is satisfied that its combined assurance model enables an effective control environment and supports the integrity of information used by Oceana for internal decision-making and for its external reports. The approach includes, but is not limited to, the Company's established risk management and compliance functions, outsourced internal audit function, external auditors, regulators, and other external assurance providers as may be appropriate.

The Group Company Secretary provides guidance on aspects of corporate governance, and the JSE sponsor advises on the JSE Listings Requirements.

Please refer to "About This Report" section on Page 4 of the Integrated Report and Sustainability Report, and the Audit Committee Report on Pages 7 – 17 of the 2023 Audited Annual Financial Statements.



TRUST, GOOD REPUTATION AND LEGITIMACY

05

TRUST, GOOD REPUTATION AND LEGITIMACY

PRINCIPLE SIXTEEN: STAKEHOLDERS

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.

The Social, Ethics and Transformation Committee assists the Board with monitoring stakeholder management and setting the approach to stakeholder relationships.

Our stakeholders, our engagement approach and our contribution to value creation is addressed in both our Integrated Report and Sustainability Report.

Please refer to the “Protect our reputation and build trusted relationships with key stakeholders” section on Pages 76 – 78 of our Integrated Report. Please further refer to the Sustainability Report.



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THANK YOU

