

King IV Code of Corporate Governance Statement

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DEUTERONOMY 15:6 - KJV

“For the LORD thy God blesseth thee, as he promised thee: and thou shalt lend unto many nations, but thou shalt not borrow; and thou shalt reign over many nations, but they shall not reign over thee.”



King IV Code of Corporate Governance Compliance Statement

Goneke Investment Group (GIG)

At Goneke Investment Group (GIG), we recognise that sound corporate governance is essential to sustainable value creation, stakeholder trust, and long-term business resilience. As a leading private equity and alternative asset management firm with a global outlook and deep African roots, GIG is committed to the principles and recommended practices set out in the **King IV™ Report on Corporate Governance for South Africa, 2016**, and strives to apply these in a manner proportionate to the size, complexity, and strategic objectives of our business.

Our governance approach is also informed by global best practices, including standards promoted by the **International Corporate Governance Network (ICGN)**, the **Principles for Responsible Investment (PRI)**, and the **OECD Guidelines on Corporate Governance of State-Owned Enterprises**. This alignment ensures that GIG maintains the highest levels of integrity, transparency, accountability, and ethical conduct across all business operations.

Below is a comprehensive overview of our application of the King IV principles:

1. Ethical and Effective Leadership

Principle: The governing body should lead ethically and effectively.

Compliance:

- GIG's Board of Directors comprises individuals with diverse expertise, demonstrable integrity, and an unwavering commitment to ethical leadership.
- A robust **Code of Ethics and Conduct**, applicable at all organisational levels, underpins ethical decision-making, reinforces our values, and fosters a culture of accountability.
- Directors undergo annual evaluations and continuous professional development to ensure effectiveness in discharging their fiduciary duties.
- ESG integration and responsible investing principles are embedded in our decision-making to ensure positive societal impact and alignment with our purpose of "Creating Sustainable Abundance."



2. Strategy, Performance, and Reporting

Principle: The governing body should ensure that the organisation's strategy and performance are aligned with its core purpose, values, and stakeholder expectations.

Compliance:

- Our strategy is purpose-driven, designed to address Africa's structural challenges through targeted investments in infrastructure, healthcare, food systems, energy, real estate, and logistics.
 - Strategic and operational performance is measured through rigorous KPIs, value creation metrics, and ESG impact benchmarks.
 - GIG adopts an integrated thinking model, aligning strategy with long-term sustainability and value creation for all stakeholders.
 - Regular performance reviews and strategic recalibrations are conducted by the Board and executive leadership.
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3. Responsible Governance Structures and Delegation

Principle: The governing body should serve as the focal point and custodian of corporate governance.

Compliance:

- The Board is supported by formally constituted and chartered committees, including:
 - **Audit and Risk Committee**
 - **Investment and Portfolio Committee**
 - **Nominations and Remuneration Committee**
 - **Sustainability and Impact Committee**
- Each committee has defined mandates, ensuring robust oversight of financial integrity, risk, human capital, ESG, and investment processes.
- Delegation of authority is formalised, documented, and regularly reviewed.
- Board and committee performance is independently assessed annually to ensure continued effectiveness and alignment with evolving governance expectations.



4. Risk Governance

Principle: The governing body should govern risk in a way that supports the organisation in setting and achieving its strategic objectives.

Compliance:

- A mature **Enterprise Risk Management (ERM)** framework enables the proactive identification, evaluation, and mitigation of risks across all portfolio companies and asset classes.
 - The Risk Committee oversees risk appetite and tolerance thresholds, scenario stress testing, and emerging risk trends (e.g., geopolitical, climate, regulatory).
 - Strategic risk management is integrated with capital allocation and investment committee decisions.
 - Cybersecurity, regulatory compliance, and business continuity planning are central pillars of the Group's risk posture.
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5. Information and Technology Governance

Principle: The governing body should govern technology and information in a way that supports the organisation in achieving its strategic objectives.

Compliance:

- GIG has instituted a forward-looking **Digital and Data Governance Framework** that safeguards data privacy, enhances operational agility, and enables predictive analytics across investment portfolios.
 - IT systems are audited annually by independent experts to ensure alignment with international standards such as **ISO/IEC 27001**.
 - A centralised knowledge management system ensures information transparency, risk awareness, and agile decision-making across our global operations.
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6. Stakeholder Engagement and Relationship Management

Principle: The governing body should ensure that stakeholder relationships are managed proactively and transparently.

Compliance:

- GIG's stakeholder engagement strategy is founded on proactive communication, collaborative partnerships, and inclusive dialogue.
- We maintain multi-stakeholder platforms—including investor briefings, ESG forums, and industry roundtables—to ensure responsive and transparent interaction.
- Dedicated grievance and feedback channels are available to stakeholders, and material concerns are escalated directly to the executive leadership and Board where applicable.
- Our partnerships with development finance institutions, sovereign wealth funds, and multilateral agencies reflect our commitment to shared prosperity.



7. Integrated Reporting and Disclosure

Principle: The governing body should ensure that reports issued by the organisation enable stakeholders to make informed assessments of its performance and prospects.

Compliance:

- GIG publishes an **Annual Integrated Report** that complies with the **International Integrated Reporting Council (IIRC)** Framework and the **Global Reporting Initiative (GRI)** Standards.
- Disclosures cover financial performance, strategy execution, ESG impacts, risk management, and governance practices.
- Our ESG reporting aligns with **SASB**, **TCFD**, and the **UN Sustainable Development Goals (SDGs)** to ensure transparency and comparability across global stakeholder groups.
- External assurance is obtained for both financial and selected non-financial metrics.

Conclusion

Goneke Investment Group remains deeply committed to upholding the highest standards of governance, transparency, and accountability. Our application of the King IV principles is not merely a compliance exercise, but a strategic imperative that reinforces our credibility, resilience, and long-term impact.

We continually review our governance structures and frameworks to ensure they evolve in line with our growth, regulatory developments, and the dynamic expectations of a global investor base.

