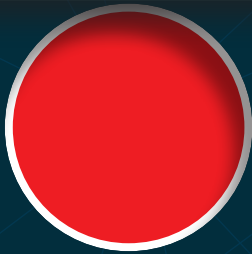


ENSURING ROBUST GOVERNANCE

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THE BOARD AND ITS GOVERNANCE STRUCTURES

Good governance is the bedrock of sustainable success. It fosters an environment of ethical practices, sound decision-making and responsible leadership, where trust and confidence thrive among stakeholders.

Good governance has a wide range of positive organisational outcomes that contribute to the Group's long-term value creation capability. Key outcomes of Super Group's robust governance include:

Enhanced performance

Effective decision-making, strategic planning and risk management result in better financial and operational outcomes.

Stakeholder confidence

Transparent and accountable governance instils trust, leads to stronger relationships and ensures the legitimacy the Group requires to operate successfully.

Risk mitigation

Good governance frameworks identify and address potential risks early, reducing the likelihood of adverse events and minimising their impact.

Ethical culture

A focus on transparency and integrity fosters an ethical culture, encouraging employees to act responsibly and honestly in their day-to-day activities.

Innovation and adaptability

A well-governed Group provides a supportive environment for new ideas and risk-taking. It can also adapt more effectively to changing market conditions and challenges.

EFFECTIVE LEADERSHIP

The Board plays a central and critical role in ensuring good governance. Its active engagement and commitment to good governance principles are vital in fostering an environment of trust and accountability. These principles are outlined in King IV, and following a comprehensive assessment, the Board confirms that Super Group has adhered to the principles in all material respects. A concise overview of how the King IV principles were implemented can be found on page 149.

The Board is satisfied that it has fulfilled its responsibilities as outlined in the Board charter. Both the Board and its committees carried out their fiduciary duties with diligence and care, acting in good faith and safeguarding the best interests of the Group and its stakeholders. The Board is not aware of any material non-compliance with the Companies Act, 2008, the JSE Listings Requirements or Super Group's Memorandum of Incorporation.

THE BOARD

Super Group is led by a diverse Board of directors with experience and expertise relevant to the Group's strategy and operating context. Comprising five Non-Executive Directors and two Executive Directors, the Board is satisfied that its composition reflects the appropriate mix of knowledge, skills, experience, diversity and independence. To enable the Board to function effectively, all directors have full and timely access to information that may be relevant to the proper discharge of their duties. This includes information such as corporate announcements, investor communication and other developments that may affect the Group. It also includes access to management, where required.

The role of the Non-Executive Chairperson is distinct and separate from that of the Group CEO. This separation of responsibilities is designed to ensure that no single person has unfettered decision-making powers and that the appropriate balance of power and authority exists on the Board. Two members of executive management (the Group CEO and CFO) serve on the Board to ensure that Non-Executive Directors have more than one point of direct interaction with management.

The Non-Executive Directors have no fixed terms of appointment as they are subject to re-appointment by the shareholders every three years. With four independent Non-Executive Directors serving on the Board, there is currently no need for the appointment of a lead independent director. Non-Executive Directors retire from the Board at the age of 75. Where circumstances require, the retiring director may be retained on the Board. One third of the non-executive Board members are required to retire by rotation every year and, if eligible, are considered for re-appointment at the AGM. Read more on Executive Directors' contracts on page 105.

EXECUTIVE DIRECTORS



Peter Mountford (65)

BCom, BAcc, HDip Tax, MBA (with distinction, Warwick), CA(SA)

Chief Executive Officer



Colin Brown (54)

BCompt (Hons), MBL, CA(SA)

Chief Financial Officer and Debt Officer



NON-EXECUTIVE DIRECTORS



Valentine Chitalu (59)
ACCA (UK), M.Phil (UK)

Chairperson



David Cathrall (66)
BCom, BAcc, CA(SA)

Independent Non-Executive Director



Pitsi Mnisi (40)
BCom, BCom (Hons) Acc,
BCom (Hons) Tax, CA(SA),
Advanced Certificate in
Emerging Markets and
Country Risk Analysis
(Fordham University, New
York), MBA (Heriot-Watt
University, Edinburgh, UK)

Independent Non-Executive Director



Simphiwe Mehlomakulu (53)
BSc (Chemical
Engineering), Post
Graduate Diploma
(Marketing Management),
MBA (University of
Witwatersrand), Stanford
Executive Programme
(Stanford University of
California, USA)

Independent Non-Executive Director



Jack Phalane (48)
MBA (University of the
Witwatersrand), M.Com
(South African and
International Tax), LL.M,
BA LLB, Certificate in
Advanced Corporate Law
and Securities Law

Independent Non-Executive Director



- Group Audit Committee
- Group Risk Committee
- Remuneration Committee
- Group Social and Ethics Committee
- Deal Committee
- Nominations Committee

COMPANY SECRETARY



John Mackay (59)
Group Company
Secretary

Gender representation



Male - 86%

Female - 14%

Diversity representation



Black - 57%

White - 43%

Age representation



46 - 55 (43%)



56 - 65 (29%)



35 - 45 (14%)



66 - 76 (14%)

Tenure



0 to 5 - 57%

10 to 15 - 43%

THE BOARD AND ITS GOVERNANCE STRUCTURES

continued

BOARD MEETINGS AND DIRECTOR ATTENDANCE

Board meetings are held a minimum of four times a year, with additional meetings convened when necessary. These meetings are convened by formal notice and incorporate a detailed agenda supported by relevant written proposals and comprehensive reports. Management aims to disseminate relevant and complete information in a timely manner prior to Board meetings. Where necessary, decisions are taken between Board meetings by written resolution, as provided for in the Company's Memorandum of Incorporation.

Details of directors' attendance of Board and committee meetings are set out below:

	Board	Group Audit Committee	Divisional Audit Committee	Group Risk Committee	Remuneration Committee	Deal Committee	Group Social and Ethics Committee
Number of meetings held during the year	5	4	5	2	2	1	1
Meetings attended							
C Brown	5	NM 4	5	2	–	1	NM 1
D Cathrall	5	4	5	2	2	–	–
V Chitalu	5	NM 4	–	1	2	–	–
S Mehloimakulu	5	0	–	–	–	1	1
P Mnisi	5	4	–	–	–	–	1
P Mountford	5	NM 4	5	2	NM 2	1	1
J Phalane ²	2	2	–	–	1	–	–
P Vallet ¹	3	NM 2	–	1	1	1	–

NM: A non-member that attends committee meetings by invitation.

¹ Retired 29 November 2022

² Appointed 30 September 2022

BOARD EVALUATION

The Board ensures continuous improvement in performance and effectiveness through self-evaluation. Overseen by the Chairperson and undertaken as an online assessment, the evaluation explores, inter alia, the:

- Board's performance and impact on critical matters;
- Board's skill and experience;
- effectiveness of Board committees; and
- performance of the Group CFO and Group Company Secretary.

This formal process assesses Board practices and identifies areas of improvement. The Board is satisfied that the evaluation process is improving its performance and effectiveness.

The assessment for 2023 established that the Board:

- Is functioning effectively as a leadership and governance body.
- Is optimally resourced in terms of the required skills and experience.
- Continues to enjoy a healthy relationship with the Group CEO.
- Continues to receive effective support from its committees.
- Considers the Non-Executive Directors that have been nominated for election or re-election at the AGM as competent and committed to serving in the best interests of the Group and its stakeholders.

DIVISIONAL LEADERSHIP

While retaining overall accountability and subject to matters reserved to itself, the Board has delegated the authority to run the day-to-day affairs of the Group to the Executive Directors. The Executive Directors are held accountable through regular reports to the Board and are measured against agreed performance criteria and objectives.

The Executive Directors meet and interface with senior executives regularly. The objective of these meetings is to assist the Group CEO in guiding the overall direction of the Group and to serve as a medium of communication and coordination between operating divisions and the Board. Non-Executive Directors have unrestricted access to management.

GROUP COMPANY SECRETARY

The Group Company Secretary plays a vital role in the corporate governance of the Group and is responsible to the Board for, inter alia, ensuring compliance with procedures and applicable statutes and regulations. The Board has conducted an evaluation of the Group Company Secretary and is satisfied with his effectiveness, qualification and experience. The Board considers its arrangements for accessing professional corporate governance services as effective.

The Group Company Secretary is not a director of the Company and in the view of the directors is suitably independent of the Board. The appointment and removal of the Group Company Secretary is a matter for the Board as a whole. The Group Company Secretary's Certificate is set out on page 112.

BOARD COMMITTEES AND THEIR 2023 FEEDBACK

The Board has constituted six sub-committees to enable it to properly discharge its duties and responsibilities and to effectively guide its decision-making process.

Group Audit
Committee

Group Risk
Committee

Remuneration
Committee

Group Social and
Ethics Committee

Deal Committee

Nominations
Committee

Aligned to the guidelines and requirements of the Companies Act and King IV, each committee has a Board-approved charter that incorporates its responsibilities and terms of reference. This charter is routinely reviewed and updated where necessary to ensure compliance with all regulatory and legislative guidelines

Each board committee confirmed that it has executed its duties in accordance with its terms of reference and the requirements of the Companies Act and King IV.

GROUP AUDIT COMMITTEE

Composition and members

- Dave Cathrall, Chairperson
- Pitsi Mnisi
- Jack Phalane

Overall meeting attendance of 100% in 2023

The committee is appointed by the shareholders from among the Non-Executive Directors and consists of a minimum of three members. The Chairperson of the Board is not the Chairperson or a member of the committee.

The membership of the committee encompasses an appropriate mix of skills, including appropriate financial management skills, to ensure that they are able to conduct a proper assessment of the risks facing the Group. At least one-third of the members of the committee at any time must have academic qualifications, or experience, in economics, law, corporate governance, finance, accounting, commerce, industry, public affairs or human resource management.

Permanent invitees

Peter Mountford (Group CEO)
Colin Brown (Group CFO and Debt Officer)
Valentine Chitalu (Board Chairperson)
Ahmed Bulbulia (Designated Audit Partner from EY Inc.)
Bronwen Rugg (Group Audit Manager from Ernst & Young Inc.)
Zack Sieberhagen (Group Financial Controller)
Elton Biljon (Group Financial Manager)
Frikkie Knoetze (Projects Executive and Risk Manager)
Reyaaz Mahmood (Head of Group Audit Services)
Johan Venter (Group Tax Manager)

Committee purpose

The overarching purpose of the Audit Committee is to enhance the integrity and effectiveness of Super Group's financial reporting and internal control systems. The committee plays a crucial role in promoting transparency, accountability and compliance across the Group.

Primary functions and responsibilities include:

- assessment of the internal and external audit processes;
- financial reporting oversight;
- independent oversight of the assurance functions;
- internal control evaluation; and
- compliance monitoring.

By performing these duties, the committee plays a critical role in maintaining stakeholders' confidence in the Group's financial reporting and overall governance, helping to prevent financial mismanagement, fraud and other irregularities. It also supports the Board in fulfilling its fiduciary responsibilities.

Focus areas in 2023

Also refer to the Group Audit Committee Report (page 114).

- Appointment of Ernst & Young Inc. as the external auditor
- Approval of the audit fee
- Approved the internal audit charter and audit plan
- Considered appropriateness of key audit matters outlined in Independent Auditor's Report

THE BOARD AND ITS GOVERNANCE STRUCTURES

continued

GROUP RISK COMMITTEE

Composition and members

- Dave Cathrall, Chairperson
- Valentine Chitalu
- Pitsi Mnisi
- Peter Mountford
- Colin Brown

Overall meeting attendance of 100% in 2023

The committee consists of at least four Executive and Non-Executive Directors appointed by the Board, of which at least two members are Non-Executive Directors. The committee members, and the Chairperson, are appointed for a minimum of two years.

The Board appoints a Non-Executive Director as the committee Chairperson. The Chairperson of the Board is eligible to be the committee Chairperson.

The membership of the committee encompasses an appropriate mix of skills, including appropriate financial management skills, to ensure that they are able to conduct a proper assessment of the Group's risks.

Permanent invitees

Reyaaz Mahmood (Head of Group Audit Services)

Alan Chambers (Group Legal Counsel)

Adrian Lewis (CIO)

Committee purpose

The committee's responsibilities include reviewing and assessing the integrity, reliability and effectiveness of Super Group's risk management systems, policies and strategies. It is also tasked with defining the scope, role, responsibilities and authority of the risk management function within the Group.

The committee actively monitors external developments related to corporate accountability and associated risk reporting, including emerging potential impacts, and carefully reviews any financial, business and strategic risk reports presented by management. To maintain objectivity, it conducts an independent and impartial overview of the information provided by management.

The committee must:

- establish and maintain a shared understanding of the risk universe;
- monitor and support the agreed risk profile;
- coordinate risk management and assurance across the Group; and
- regularly report risk management efforts and actions to the Board.

Ensuring adequate business continuity plans, including disaster recovery plans, is also a vital part of its mandate. A systematic, documented, formal risk assessment is conducted at least once a year to achieve these objectives.

Focus areas in 2023

Also refer to specific divisional risks in the divisional chapter starting on page 42.

- Cyber security
- Loadshedding and social unrest in South Africa
- Impact of socio-economic volatility
- Fluctuating commodity pricing
- Supply chain disruptions

DEAL COMMITTEE

Composition and members

- Valentine Chitalu, Chairperson
- Colin Brown
- Simphiwe Mehloakulu
- Peter Mountford

Overall meeting attendance of 100% in 2023

The committee consists of at least three Executive and Non-Executive Directors appointed by the Board. The Board endorses the appointment of the committee Chairperson, a Non-Executive Director, and determines the period for which he/she shall hold office.

The committee membership encompasses an appropriate mix of skills, including appropriate financial management skills, to ensure that they are able to conduct a thorough assessment of potential investment opportunities.

Committee purpose

The committee's goal is to protect the interests of shareholders and other stakeholders by making informed and strategic decisions regarding potential acquisitions and disposals.

The committee sets the Group's investment criteria (page 23) and evaluates potential acquisitions and disposals within pre-set levels of authority.

Thorough deal evaluation requires astute committee oversight and understanding of:

- due diligence, financial analysis and risk assessment;
- legal and regulatory compliance;
- negotiations;
- integration planning;
- stakeholder communication; and
- conflict of interest management.

Focus areas in 2023

Assessing the strategic fit, financial viability and potential risks and rewards of proposed deals.

NOMINATIONS COMMITTEE

Composition and members

- Valentine Chitalu, Chairperson
- David Cathrall
- Simphiwe Mehloakulu
- Pitsi Mnisi
- Jack Phalane

The Nominations Committee met as part of the Board meeting held on 30 September 2022

The Non-Executive Directors of the Board are all members of the committee.

Committee purpose

The purpose of the committee is to identify, evaluate and recommend individuals who are best suited to serve on the Board. It plays a critical role in ensuring that the Group's leadership is composed of qualified and experienced individuals who can effectively oversee and guide Super Group's operations and strategic direction.

Board composition and succession planning are primary responsibilities, and the committee ensures that the Board and its committees are appropriately structured and resourced to operate optimally.

As an independent body, the committee ensures that appointments to the Board and its committees are made through a formal and transparent process and that formal succession plans for the Board, Group CEO, Group CFO and divisional leadership are in place.

Focus areas in 2023

The matter of the Chairperson's successor and the appointment of an additional Independent Non-Executive Director were important focus areas for the committee.

As a result:

- Post the AGM in November 2022, Valentine Chitalu assumed the role of Chairperson.
- Jack Phalane assumed the role of Independent Non-Executive Director effective 30 September 2022.

The committee also reviewed the composition of the Board committees and found them to be appropriate in terms of the required knowledge, skills, experience, diversity and independence.

THE BOARD AND ITS GOVERNANCE STRUCTURES

continued

REMUNERATION COMMITTEE

Composition and members

- Jack Phalane, Chairperson
- Valentine Chitalu
- Dave Cathrall

Overall meeting attendance of 100% in 2023

The committee is appointed by the Board from among the Non-Executive Directors and consists of at least two members. The Board endorses the appointment of the committee Chairperson. The Chairperson of the Board is not eligible to be the Chairperson of the committee.

Permanent invitees

The Group CEO attends meetings by invitation and is not entitled to vote. He recuses himself and does not participate in discussions regarding his own remuneration.

Committee purpose

The committee plays a critical role in ensuring that the Group's compensation practices align with its overall strategy, while considering fairness, transparency and alignment with shareholders' interests.

By fulfilling its responsibilities, the committee aims to create a compensation framework that encourages prudent risk-taking, accountability and sustainable growth for the Group.

The duties and responsibilities of the committee are to:

- Ensure alignment of the remuneration strategy and policy with the Group's business strategy and desired culture.
- Provide the remuneration packages needed to attract, retain and motivate high-performing directors and executive management.
- Ensure that remuneration levels relative to other comparable companies are pitched at the desired level considering relative performance.
- Be sensitive to the wider operating context, including pay and employment conditions, so that decisions will be consistent and fair and be seen as such.
- Communicate remuneration policies, strategic goals and objectives to all stakeholders.

Focus areas in 2023

Also refer to the full remuneration report starting on page 97.

Cognisant of the significant role remuneration plays in driving performance and stakeholder value, the committee continued to focus on strengthening the Group's remuneration frameworks, including assessing the remuneration policy's ability to:

- Drive long-term, sustainable performance in tough operating environments.
- Link the achievement of business and individual performance targets to remuneration outcomes.
- Enable market-leading ESG positioning within the Company's relevant operational sectors.

Such an assessment required the committee to:

- Consider remuneration comparators that inform a view on market best practice and benchmarking.
- Review and interrogate an appropriate mix of short and long-term remuneration that aligns with the Group's performance objectives.
- Determine what constitutes fair and responsible pay for executives and all employees.
- Consider the effectiveness of ESG programmes and potential benchmarks in the longer term.
- Evolve its reporting on remuneration matters in line with best practice and stakeholders' interests.

GROUP SOCIAL AND ETHICS COMMITTEE

Composition and members

- Pitsi Mnisi, Chairperson
- Simphiwe Mehlomakulu
- Peter Mountford

Overall meeting attendance of 100% in 2023

Committee purpose

The committee consists of Executive and Non-Executive Directors, with a majority being Non-Executive Directors. The members, and Chairperson, are appointed to the committee for a period of two years. The Board appoints a Non-Executive Director as committee Chairperson.

The committee plays a vital and multi-faceted role in exercising rigorous oversight of Super Group's organisational integrity and responsible business practices.

Through its mandate, the committee ensures that the Group:

- upholds ethical standards;
- promotes social and economic development;
- practices good corporate citizenship;
- maintains regulatory compliance;
- prioritises environmental sustainability;
- ensures health and safety standards;
- engages with stakeholders; and
- effectively addresses labour and employment issues.

At the core of the committee's purpose is the commitment to positively impact the Group's wide range of stakeholders, including employees, communities and the environment. The committee strives to foster an environment where Super Group prioritises the well-being and interests of all those affected by their operations. Through annual reporting, the committee ensures transparency and accountability to these stakeholders, providing them with comprehensive insights into the Group's efforts to create a positive impact on society and the environment.

By actively monitoring and encouraging responsible practices, the committee plays a crucial role in promoting sustainable and socially responsible business behaviour, contributing to the overall well-being of the Group and the communities and clients it serves.

Focus areas in 2023

Also refer to the Group Social and Ethics Committee report on page 93.

- Monitoring the implementation and impact of the Group's operational excellence/sustainability initiatives.
- Overseeing the integration of ESG factors into the Group's overall strategy and decision-making processes.
- Improving the monitoring, measuring and recording of key metrics related to environmental performance.
- Better understanding the impact of climate change on the Group and its stakeholders to proactively manage the potential risks.



COMPLIANCE

The Board has delegated legal and statutory compliance for the Group in South Africa to the Group Legal Manager and Group Company Secretary. Outside of South Africa, these responsibilities are delegated to the CEOs of the applicable businesses.

Areas of focus include the Companies Act, JSE Listings Requirements, JSE Debt Listings Requirements, labour laws, taxation, health and safety regulations, environmental regulations and national and regional laws and statutes in respect of the various businesses and their operations. During the year, the Group companies were not given notice of any material breach of laws or statutes.

The Group's ongoing focus is on monitoring and assimilating changes to laws and regulations and ensuring that all the Group's businesses remain compliant. No material or regulatory penalties, sanctions or fines for contraventions of or non-compliance with statutory obligations were imposed on the Group, its directors or appointed officers. The Group did not face any sanction or prosecution for non-compliance with environmental laws.

The directors are responsible for the Group's system of internal controls. While no system can provide absolute guarantees and protection against material loss, the systems are designed to give the directors reasonable assurance that potential problems can be identified promptly and appropriate remedial action taken.

CONFLICTS OF INTEREST

All Super Group directors and prescribed officers must disclose and declare, at the beginning of each meeting of the Board or its committees, whether they have any conflict of interest in respect of any matter(s) on the agenda.

Any such conflicts are proactively managed in accordance with Section 75(5) of the Companies Act, which stipulates that if a director has a personal financial interest, interests in Group contracts, or knows that a related person has a financial interest, in any matter to be considered by the Board, that director must:

- disclose the interest to the Board; and
- recuse himself/herself and not take any further part in the consideration of that matter.

Super Group maintains a current register of any conflicts of interest and/or personal financial interests. This register and the conflicts of interest policy is available on the Group's website at <https://supergroup.co.za/bondholder-information/>

Code of conduct

Super Group is committed to the highest standards of transparency and integrity. The Board-approved Code of Business Standards and Ethics sets out the ethical conduct expected from employees, who are surveyed annually to ensure awareness and understanding of the code. The Group's Supplier Code of Conduct and Ethics governs the interactions between the Group and its suppliers. These policies can be viewed on the Group's website at <https://supergroup.co.za/our-policies/>

FRAUD HOTLINE

Good corporate governance requires companies to implement mechanisms to combat theft, fraud and other unethical practices. Among other initiatives, Super Group's fraud hotline acts as a tool to combat unethical behaviour and underpins a zero-tolerance approach to crime, corruption and unethical behaviour. The hotline is managed as an independent reporting mechanism in partnership with an experienced external service provider. Whistle-blowers can register tip-offs anonymously via telephone, fax, email or the service provider's website.

The tip-offs are reported to the Head of Group Audit Services, who reports the detail to the relevant Group executive for investigation and feedback. Where possible, the outcome of the investigation is provided to the whistle-blower and relevant employees. A tip-off register is presented at Audit and Risk Committee meetings. Minor tip-offs were received during the year and, following investigation, no significant issues were identified.

From time to time, internal communication campaigns are undertaken to stimulate awareness of the hotline and reinforce the anonymity and confidentiality aspects of the process.

INSIDER TRADING

No director, employee or officer may deal, either directly or indirectly, in the Company's shares while having knowledge of unpublished price-sensitive information. No director, employee or officer may trade in the Company's shares during the closed embargo periods determined by the Board in terms of the Group's formal policy.

Any trading in shares by directors of Super Group and the Group Company Secretary, as well as the directors of major subsidiary companies, must be approved in writing by the Group CEO. Any trading in shares by the Group CEO must be approved in writing by the Chairperson prior to any such trade taking place.

Periods of embargo are from the end of a reporting period to the announcement of financial results and from the date of a cautionary announcement until a terms announcement. A register of directors and officers is available for inspection at the Company's registered office in Sandton, South Africa.

ANTI-BRIBERY AND CORRUPTION

An anti-bribery and corruption stance is not an optional ethical consideration for Super Group – it is an imperative pillar upon which the ethical culture of the business is built. This stance reinforces compliance with legal and regulatory frameworks, mitigates legal risks and fosters an environment of lawful conduct.

As part of our commitment to fair trading, Super Group awards orders, contracts and commitments to suppliers of goods and services on a sound business basis and does not make decisions based on personal preferences or bias. The Group does not collude with any competitor in respect of the sharing of customer information, fixing of prices or the manipulation of tenders, and does not unfairly differentiate between customers when supplying products or services.

GROUP SOCIAL AND ETHICS COMMITTEE REPORT



“

The Social and Ethics Committee's importance lies in fostering a culture of responsibility and sustainable growth, where empathy and integrity intertwine with business decisions and where the collective well-being of stakeholders is safeguarded.”

Pitsi Mnisi
Committee Chairperson

As a socially conscious organisation, Super Group understands that its actions reverberate beyond the boardroom, impacting the communities in which it operates. The purpose of the Social and Ethics Committee is actively supported and widely shared by the business – to uphold the principles of responsible business practice, sustainability and societal impact while striving to create long-term value for our stakeholders.

Climate change is one of the most pressing issues affecting the value creation capability of organisations across the world. According to climate scientists, July 2023 marked the hottest month on record across the globe. As the global climate shifts, companies like Super Group face a range of challenges and opportunities that directly affect their financial performance, reputation and long-term viability.

The Group has made good strides in understanding and tackling the risks associated with climate change. More than ever, this is evident in the way the Group thinks and the manner in which it acts. The committee was pleased to see an ESG perspective firmly embedded in everything from business continuity planning and risk management to operational excellence and CSI initiatives.

In true Super Group fashion, the business is tackling climate change in a manner that is at once pragmatic and ingenious. Environmental initiatives not only help save the planet, but are also a source of competitive advantage – driving cost savings and unlocking efficiencies. Read more on page 68.



GROUP SOCIAL AND ETHICS COMMITTEE REPORT continued

Strategy in action

Environmental awareness also presents opportunities to create new revenue streams, Super Group's partnership with LiBCycle being a prime example. LiBCycle is a startup with a vision to make the recycling of lithium-ion batteries in Europe sustainable and efficient. The business provides an innovative, comprehensive solution for the transportation of lithium-ion batteries, including specially developed packaging.

The idea for LiBCycle was born in 2020 at the Technical University of Munich where the two young founders, Philipp Brunotte and Áron Németh, were studying. Philipp studied mechanical engineering and management and represents the entrepreneurial heart of the company. Áron studied mechanical engineering and is the technological brain. Together they realised their vision to develop a box that simplifies the transport of lithium-ion batteries.

Having successfully patented their design, they engaged with Super Group's inTime business as a potential investor – culminating in LiBCycle becoming part of the Group in June 2021. Intensive work was undertaken to develop several prototypes, all of which were rigorously evaluated by the European automotive industry. Based on the findings regarding size and shape, the first transport box was finally developed and approved by the German authorities.

The business already boasts a leading German car manufacturer as a client, with many more set to follow. Read more about this exciting venture at www.libcycle.com.



The committee was pleased to see the rigour and discipline Super Group has applied in improving the monitoring, measuring and recording of key metrics related to environmental performance (view a snapshot of key metrics on page 145). Leveraging technology and partnering with market leaders has improved ESG disclosure and helped the Group better understand and communicate its global environmental performance and impact. Super Group continues to partner with Greenstone to collect, manage and analyse its environmental data. Greenstone provides sustainability, supply chain and ESG software solutions to clients across 15 industry sectors in over 100 countries worldwide.

Our long-term partnerships with market leaders such as Greenstone and Risk Insights help the Group to stay abreast of evolving requirements and to benchmark itself against those who are spearheading the transition to a green economy.

To track the progression of its sustainability journey, Super Group partners with Risk Insights, Africa's first machine learning and artificial intelligence ESG sustainability rating tool. The tool measures and rates the long-term sustainability of companies based on their ESG disclosure and more than 200 global ESG best practice frameworks, country laws and regulations, and IFRS reporting standards. I am proud to report that Super Group has maintained its good rating. This reaffirms the Group's dedication to environmentally sustainable business practices and serves as a strong incentive to further enhance its efforts.

Super Group's commitment to fostering a culture of integrity and empathy is most visible in its CSI efforts. Amounting to an investment of over R26.4 million (2022: R21.1 million), these initiatives actively address urgent societal challenges such as education, unemployment, hunger and healthcare. With employees actively involved and relationships that span decades, the Group's CSI efforts go beyond mere financial contributions; they embody a genuine desire to make a meaningful and lasting impact on communities. Read more on page 80.

Embracing diversity and creating an inclusive work environment are also vital components of the Super Group culture. The committee oversees the Group's people practices and initiatives to promote gender equality, inclusivity and representation across all levels. The Group retained its Level 2 B-BBEE accreditation, with Black employees now representing 89% (2022: 85%) of the South African workforce and 81% (2022: 78%) of South African management employees. Read more on page 74 to 76.

Training and skills development play a pivotal role in Super Group's success. Investing in employee training not only enhances an employee's expertise and efficiency but also boosts their confidence, job satisfaction and loyalty. A well-trained workforce is better equipped to handle complex tasks, problem-solving and decision-making, leading to improved productivity and operational efficiency. Moreover, by providing ongoing training opportunities, Super Group fosters a culture of continuous learning and innovation, attracting top talent and retaining valuable employees.

In today's rapidly evolving business landscape, staying competitive requires a workforce that is adaptable, knowledgeable and capable of tackling new challenges.

In 2023, 41% (2022: 42%) of the Group's employees received training and more than 3% of payroll cost was invested in skills development initiatives, including learnerships, apprenticeships and management development programmes. Designed to equip individuals with the expertise necessary to excel in current and future roles, formal programmes at higher education institutions are an important part of the training curriculum. Together with on-the-job training, workshops and mentoring, these initiatives cater to diverse learning styles and needs.

The Group's skills development strategy also ensures that disabled learners participate in skills development programmes. In one such initiative, 65 (2022: 54) disabled African women were recruited to participate in the Group's contact centre learnership programme. This brings the number of women who have graduated from this programme to 119.

The Group's unwavering commitment to the safety and well-being of its people, both on the roads and within its operations, remains paramount. The state of South African roads continues to present a significant threat to our employees, with road accidents still the leading cause of workplace fatalities and injuries. It is with sadness that I report one road accident-related fatality. The committee extends its heartfelt condolences to the family concerned.

We remain focused on mitigating risks and promoting safer road practices. To address this challenge, our drivers undergo rigorous training to enhance their skills and awareness, and technology is actively deployed to monitor and guide driver behaviour. While the business has seen positive outcomes from these measures, it is unfortunate that certain contributing factors remain beyond its direct control. The Group will continue to invest in employee training, leverage technology and collaborate with relevant stakeholders to address road safety challenges in a comprehensive manner.

Over the past year, the total number of accidents decreased from 549 to 526. With the aim of proactively preventing their recurrence, the committee closely oversees the diligent work across the business to investigate the root causes of all accidents. The primary focus remains on minimising accidents and injuries by continuously refining safety procedures and incorporating the latest insights from the investigations.

The committee ensures the consistent review and update of the Group's occupational health and safety protocols. This drives adherence to industry-leading best practice. By embracing this approach, Super Group is proactively developing a culture of safety that permeates every level of its operations, empowering all employees to prioritise safety as a core value.

In the coming year, the committee will be focusing on:

- Strengthening our response to climate change and further enhancing ESG reporting to provide clearer insights into the Group's sustainability efforts and progress.
- Collaborating with local communities to identify CSI projects that address their specific needs and concerns, ensuring initiatives remain impactful and sustainable.
- Expanding employee wellness programmes to promote a healthier and more inclusive workplace, fostering a sense of belonging and pride among our workforce.

GROUP SOCIAL AND ETHICS COMMITTEE REPORT continued

Strategy in action

Using technology to keep our drivers and all road users safe



With the aim of keeping our drivers and all road users safe, Super Group uses various technologies to track and improve driver behaviour.

As a standard, all vehicles are fitted with state-of-the-art telematics systems that ensure driver and road user safety and well-being, protect Super Group assets and safeguard customers' cargo. These systems combine GPS technology, onboard diagnostics and various sensors to collect data on vehicle and driver performance – tracking metrics such as speed, acceleration, braking, idling time and location.

On-board technology hardware includes:

- **A fleet management unit (digital event recorder)** that provides visibility of the vehicle via live tracking, enabling reporting on driver behaviour, accident analysis and historical tracking.
- **An in-vehicle camera unit** that provides visibility of the road and cab. Footage can be easily retrieved if an incident, harsh braking or lane departure event occurs.
- **A voice communication unit and keypad.** This hands-free voice kit enables two-way communication with the driver.
- **A panic button** is available to the driver in case of an emergency.
- **A driver immobiliser tag** is used to start the vehicle and identify the driver.
- **A wired stolen vehicle recovery device and a Beame** are installed in every vehicle. The Beame is a battery-operated, wireless unit used for recovery purposes. Trailer units are also fitted with a Beame device.

AI in-cab cameras are installed in much of the Super Group fleet. These AI-powered “smart dash cams” detect risky behavioural patterns and alert both the driver and operations to driver fatigue, mobile device usage, smoking, eating and distracted driving. Such early detection is key to preventing accidents and ensuring driver safety.

The data collected from these technologies is analysed to identify trends and patterns in driver behaviour and predictive analytics is applied to anticipate potential issues or unsafe behaviour. For example, this data can be used to predict when a driver is at risk of fatigue or when a vehicle is due for maintenance. The insights are used for training purposes, enabling the Group to give drivers targeted coaching and feedback to drivers to improve their skills and safety.

The in-cab systems use dedicated eye-tracking hardware, such as infrared sensors, to detect changes in the driver's pupil size, gaze direction and blink rate and track eye movement, facial expressions and head posture to assess alertness. These systems can precisely track where the driver is looking and detect if their eyes are closing or if they are not focusing on the road. They are particularly effective at night or in low-light conditions. Advanced computer vision algorithms analyse video footage of the driver's face to detect signs of drowsiness.

Super Group's stringent vehicle replacement programme ensures that its fleet is kept up to date with the latest safety features. These include stability control, active brake assist, roll control, lane assistant, proximity control, driver airbags and advanced retarder functions that assist in slowing down the vehicle without relying solely on the brakes.

In conclusion, I express my gratitude to my colleagues on the committee, the dedicated executive leadership team and the entire Super Group community for their unwavering commitment to generating sustainable value for all stakeholders. Your collective efforts serve as a shining example of the extraordinary possibilities that arise when individuals collaborate to make a positive impact on the world.

Pitsi Mnisi

Chairperson of the Group Social and Ethics Committee

29 September 2023