



**Directors and Prescribed Officers
Declaration of Interests Policy**

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| Policy Title | Super Group Directors and Prescribed Officers Declaration of Interest Policy | Version | 2020/01 |
| Author | Graeme Barnard | Date issued | 26 November 2020 |
| Reviewed & Approved by | Super Group Board of Directors | Date Revised | 26 November 2020 |
| Disclosure | Public | | |

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DIRECTORS AND PRESCRIBED OFFICERS DECLARATION OF INTERESTS POLICY

1. Introduction

A conflict of interest arises where a director or prescribed officer is in a situation where he or she has a personal interest which competes against that of the company of which he or she is a director or prescribed officer. Such conflicts may be intrinsic in nature and present such a serious and continuous conflict that the director should resign or not take up the appointment. The aim of this policy is to provide direction to directors and prescribed officers on the handling of actual or potential conflicts of interests.

2. Scope and Application

This policy is applicable to directors and prescribed officers.

The Companies Act 71 of 2008, as amended (Companies Act), defines a director as

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“A member of the board of a company as contemplated in section 66, or an alternate director of a company and includes any person occupying the position of director or alternate director, by whatever name designated”.

The Companies Act defines a prescribed officer as a person who either –

“Exercises general executive control over and management of the whole, or a significant portion, of the business and activities of the company”; or

“Regularly participates to a material degree in the exercise of general executive control over and management of the whole, or a significant portion, of the business and activities of the company.”

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3. Declaration of Interests

Section 75(5) of the Companies Act 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 of the company, that director must:

- a) firstly, disclose the interest to the Board; and
- b) secondly, recuse himself/herself and not take any further part in the consideration of that matter.

3.1 General Declaration

All Super Group directors and prescribed officers must disclose and declare:

- a) at the time of appointment as director or prescribed officer;
- b) thereafter, annually in the first month of the financial year; and
- c) at any time, any personal financial interest in advance,

by delivering to the board (via the Group Company Secretary) a notice in writing setting out the nature and extent of that interest, to be used generally for the purposes of this section until changed or withdrawn by further written notice from that director.

3.2 Specific Declaration

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 should be proactively managed as determined by the Board or its committees and subject to legal provisions.

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3.3 Conflict of Interest Register

Super Group will maintain a current register of any conflicts of interest and/or personal financial interests, which will also be published on Super Group's internet website at the time when the Group publishes its Integrated Report. A negative statement will be made where there are no recorded conflicts of interest.

4. Serving as Director Outside Super Group

A director or prescribed officer may not accept membership of the Board of directors of any company without the prior written consent of the company. The appointment will be approved by the Group Chief Executive Officer (CEO) and the Board. A copy of such approval must be kept on the individual's personal file. The approval process will assess, whether:

- a) there will be no conflict of interest for an employee to be appointed as a board member of another company;
- b) the execution of the employee's day to day operation will not be impacted;
- c) there is benefit to the organisation or personal growth where applicable.

Any fees or remuneration and/or costs relating to the directorship will be in a personal capacity and Super Group will not bear any expenses in relation to the agreement. Full disclosure will be done on the remuneration or benefits received by a director or prescribed officer being a board member of another company. It should be noted that the company reserves the right to withdraw approval and request resignation from the outside organisation at any point in time.

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5. Third-Party Reporting of Conflict of Interest

The Board may be advised of actual or perceived conflicts of interests, from time to time, by either internal or external parties. In such instances, the Board must advise the director or prescribed officer of the reported conflict and provide the implicated director or prescribed officer at least seven (7) working days to respond to the alleged conflict. The Board may, at its own discretion, investigate the alleged conflict of interest, but will reserve a finding until such time that the implicated director or prescribed officer has had an opportunity to respond to the allegations.

6. Resolution of Conflict of Interest

The Board shall, upon a receiving a declaration of conflict of interest or on receiving a report on alleged conflict of interest, investigate such conflict of interest within a reasonable time, and after affording the implicated director or prescribed officer at least seven (7) days to respond to the allegations. Upon validating a conflict of interest the Board can:

- 1) acknowledge the conflict of interest, but determine that the conflict is immaterial and therefore does not have a significant impact on the Group;
- 2) acknowledge the conflict of interest and determine that the conflict is material and does have a significant impact on the Group in which case:
 - a. the Board can request the director to resign as a director; and/or
 - b. the Board can, after following due process, initiate disciplinary action and/or legal action against the conflicted director or prescribed officer; or
 - c. implement any other appropriate remedial measure, after following due procedure.

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7. Trading in Super Group or SG Fleet Shares

All Exec and Non-exec directors of Super Group Limited are required to obtain clearance prior to trading in Company securities. Such clearance must be obtained from the Chairman of the Company or in his absence from a designated director. The Chairman consults the CEO and Group Company Secretary prior to his trading in the Company's securities.

Prescribed officers are required to obtain clearance prior to trading in Company securities, from the Group CEO.

Directors and prescribed officers are required to inform their portfolio/investment managers not to trade in the securities of the Company unless they have specific written instructions from that director to do so. Directors and prescribed officers also may not trade in their shares during closed periods.

Directors and Prescribed officers are further prohibited from dealing in the Company's shares at any time when they are in possession of unpublished price-sensitive information in relation to those securities, or otherwise where clearance to deal is not given.

8. Non Compliance

Should it be established that a director or prescribed officer's interests were not disclosed at all, or such disclosures were either incomplete or false, Super Group reserves its rights to take appropriate steps, including legal or disciplinary action.

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