

KING IV* DISCLOSURE AND REFERENCE INDEX FOR THE 2020 SPAR INTEGRATED ANNUAL REPORT

The table below provides a brief summary of SPAR's application of the King IV principles, with references to where these are addressed in the integrated annual report.

Principle	Arrangements, achievements, measurements and future focus areas	Examples and references in the integrated annual report
<p>1 The governing body should lead ethically and effectively</p>	<p>The board endeavours to meet the highest ethical standards of business practice and acknowledges that ethics is the foundation of, and reason for, corporate governance.</p> <p>The board is responsible for ensuring that management actively cultivates a culture of ethical conduct and establishes the values we must uphold.</p> <p>We value independent judgement and require that each board member prepare, participate and contribute at each meeting, in addition to informal discussions and interaction with the Chairman related to the SPAR business.</p> <p>The board meets formally four times year.</p>	<p>Chairman's message</p> <p>Group CEO's report</p> <p>Our governance system</p> <p>Nominations Committee report</p>
<p>2 The governing body should govern the ethics of SPAR in a way that supports the establishment of an ethical culture</p>	<p>SPAR's culture is informed by its values of entrepreneurship, family values and passion, in combination with the SPAR Code of Ethics. The board sets a leadership example through its adherence to the relevant guidelines, regulations and benchmarks for good corporate governance and ethics. This includes adherence to the Universal Declaration of Human Rights and the International Labour Organisation's Declaration on Fundamental Principles and Rights at Work.</p> <p>The Social and Ethics Committee, which functions independently of the board, oversees SPAR's actions and promotes a positive impact through its activities on the environment, consumers, employees, communities, stakeholders and all other members of the public.</p> <p>The committee is responsible for monitoring and making recommendations in relation to the following:</p> <ul style="list-style-type: none"> • Social and economic development, including compliance with the United Nations Global Compact, the Organisation for Economic Co-operation and Development (OECD) recommendations on corruption, the Employment Equity Act, No. 55 of 1998 and Broad-based Black Economic Empowerment Act, No. 53 of 2003. • Good corporate citizenship, including the promotion of equality, prevention of unfair discrimination, reduction of corruption, contribution to community development, sponsorship, donations and charitable giving, environmental risks, health and public safety as well as reputational risks and other related risks. • Consumer relationships, including advertising, public relations and compliance with Consumer Protection laws. • Labour and employment, including employment relationships and contributions towards the educational development of employees. This also includes compliance with standards such as the International Labour Organisation Protocol on decent work and working conditions. 	<p>Our governance system</p> <p>Social and Ethics Committee report</p> <p>Environmental and social supplementary report</p>

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<p>2 The governing body should govern the ethics of SPAR in a way that supports the establishment of an ethical culture continued</p>	<ul style="list-style-type: none"> • Ethics management, including recognising the importance of all stakeholders while minimising the negative impacts and maximising the positive impacts of SPAR on the communities within which it operates. The committee exercises oversight by reviewing the programme to monitor compliance with the SPAR Code of Ethics annually. • Employee recruitment, on-boarding and training interventions contain elements that relate to expected behaviours aligned to SPAR's values and culture. <p>The independent whistleblowing hotline provides a mechanism for stakeholders to report any ethics breaches. These are reported to the Social and Ethics Committee and appropriate action is taken, where necessary.</p> <p>SPAR has a customer care line which directs complaints to the relevant distribution centres from where these are relayed to retailers. The distribution centres take ownership of complaints and are responsible for communication with the relevant manager of store in question to address any issues.</p>	
<p>3 The governing body should ensure that SPAR is and is seen to be a responsible corporate citizen</p>	<p>SPAR's vision positions the group as a responsible corporate citizen: to be the first-choice brand in the communities we serve. A strong community focus is supported by the SPAR values of demonstrating passion, living our family values and encouraging entrepreneurship in our leadership as well as through our relationships. Where we are able to create authentic shared value, as per our sustainability pledge, we build our reputation as a good corporate citizen and strengthen the material relationships that enable value creation.</p> <p>Our supermarket strategy's outcomes all consider our internal and external interactions with stakeholders and the environment to support our commitment to being a responsible corporate citizen. Our sustainability pledge aims to create authentic shared value through the following outcomes:</p> <ul style="list-style-type: none"> • Contribution to societal change • Contribution to responsible living • Opportunity creation • Resources stewardship <p>The report contains extensive context and commentary on SPAR's material relationships, including interfaces with SPAR International and the guilds.</p> <p>SPAR's voluntary trading model is furthermore based on relationships of trust and co-operation between SPAR and our retailers, for mutual benefit. For the voluntary trading model to operate effectively, all parties have to display responsible corporate citizenship.</p> <p>Corporate citizenship is one of the elements monitored by the Social and Ethics Committee and is based on SPAR's stakeholder-inclusive approach. The committee approves and monitors corporate social development spend and impact, for example in the case of the emerging farmer programme. It also tracks progress with SPAR's BBBEE rating.</p>	<p>Our governance system</p> <p>Social and Ethics Committee report</p> <p>Environmental and social supplementary report</p>

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<p>4 The governing body should appreciate that SPAR's core purpose, risks and opportunities, strategy, business model, performance and sustainable development are all inseparable elements of the value creation process</p>	<p>The board recognises that SPAR creates value on a global scale through the voluntary trading model. It creates significant value for our independent retailers, who benefit from the economies of scale gained by our buying efficiencies, and the cost savings through operational efficiency and a wide scope of products offered and distributed through our distribution centres. Our material relationships provide input into our business activities and help us mitigate the risks, including waste and resource depletion, associated with a distribution and wholesale business.</p> <p>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 group's outcomes. Progress with the implementation of the strategy is measured according to financial and non-financial indicators, combined with an enterprise risk management programme which considers SPAR's entire value chain.</p> <p>The board formally considered the going concern assertion of SPAR and is of the opinion that it is appropriate for the forthcoming financial year.</p>	<p>Strategic risk and opportunities</p> <p>Group FD's financial review</p> <p>Audit Committee report</p> <p>Risk Committee report</p> <p>Environmental and social supplementary report</p>
<p>5 The governing body should ensure that reports issued by SPAR enable stakeholders to make informed assessments of SPAR's performance, and its short, medium and long-term prospects</p>	<p>The board takes responsibility for SPAR's financial and integrated annual reporting, supported by internal and external assurance mechanisms.</p> <p>SPAR's integrated annual reports aim to provide our readers with a broad understanding of the group's past performance in the context of the external environment, demonstrated through a wide range of activities, interactions and relationships. This should enable readers to gauge the prospects and future trajectory of SPAR's value creation abilities.</p> <p>Our commitment to reporting according to the <IR> Framework means that we only report on what is material for SPAR to be able to create value over the short, medium and long term, and this is structured according to our material relationships.</p> <p>Our full reporting suite and archives are available on the SPAR website.</p>	<p>Our reporting approach</p>
<p>6 The governing body should serve as the focal point and custodian of corporate governance at SPAR</p>	<p>The board works according to an annual board plan which ensures a structured and formal approach to governance. There are at least four formal board meetings per annum and board members are provided with ample context, reports and indicators to be able to ensure that the group acts ethically, performs according to expectations, maintains the necessary controls and is being perceived as a responsible corporate citizen. Board meeting attendance is high and additional conversations between board members are encouraged for updates or when pertinent decisions require more deliberation.</p> <p>The board is satisfied that it has fulfilled its responsibilities according to its board charter for the year.</p>	<p>Our governance system</p> <p>Environmental and social supplementary report</p>

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<p>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</p>	<p>SPAR's core governance structure includes the board and its committees; however, the wider governance ecosystem also encompasses the guild structures and external assurance providers, who all assist the board in discharging its governance role and responsibilities.</p> <p>The board member profiles in the integrated annual report summarise the demographics, qualifications, capacity, status and memberships of each board member and indicate their respective tenures.</p> <p>A board diversity policy is in place and sets voluntary targets. In terms of this policy there are a minimum of three black people and two females.</p> <p>An internally facilitated independence assessment is conducted annually by the Nomination Committee for each non-executive director who has served on the board beyond nine years. An externally facilitated, independent assessment is conducted every three years.</p> <p>The SPAR policy for board appointments is implemented by the Nominations Committee, who ensures that there is an appropriate balance of diversity, skills and experience within the board's ranks to fulfil its mandate and covers both financial and sustainability roles and responsibilities.</p>	<p>Chairman's message</p> <p>Our governance system</p> <p>Nominations Committee</p>
<p>8 The governing body should ensure that its arrangements for delegation with its own structures promote independent judgement, and assist with balance of power and the effective discharge of its duties</p>	<p>The board delegates specific roles and responsibilities to the Group CEO and the board committees. Each committee has terms of reference that is reviewed annually. In addition to the four committees, there are five Executive Committees according to our geographies, each with very specific functions and responsibilities.</p> <p>Diverse backgrounds and cross-membership between committees, including guild memberships, ensure that there is appropriate balance in judgement and influence.</p> <p>The committee reports contain details of membership, responsibilities, advisors, attendance and key areas of focus.</p>	<p>Our governance system</p> <p>Nomination Committee report</p>
<p>9 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</p>	<p>The board and its committees conduct an annual self-evaluation process to measure its respective performances and the chairman of the board and committees present to the board the results of those self-assessments.</p> <p>Board and Committee performance evaluations are conducted bi-annually. The assessment criteria includes the effectiveness of the board's composition, governance processes and procedures; the effectiveness of the board's committees in discharging their respective mandates; the effectiveness of the executive directors; and the effectiveness and contributions of each of the directors.</p>	<p>Our governance system</p> <p>Nomination Committee report</p>

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<p>10 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</p>	<p>The SPAR governance bodies are all governed by a delegation of authority framework, which is reviewed annually and sets out the matters reserved for determination by shareholders, the board, and those matters delegated to management and the Executive Committees.</p> <p>The board is satisfied that the delegation of authority framework contributes to role clarity and the effective exercise of authority and responsibilities.</p> <p>The CEO is accountable to the board for the daily management of the company and co-ordinates the implementation of board policy and strategy through the Executive Committees. The CEO's responsibilities include, among other things, ensuring that the company conducts its affairs within the rule of law and abides by the company's Code of Ethics, and keeping the board informed of all its major business proposals and developments by way of specific reports, within limits set by the board.</p> <p>The CEO's notice period is three months and his performance is measured as per the remuneration policy.</p> <p>Succession planning is an ongoing focus area and will become important in medium term as a number of senior management members will be reaching retirement age.</p> <p>SPAR's Company Secretary is a suitably qualified and experienced employee who is able to provide the board with the requisite support for its efficient functioning and discharge of its duties. She contracts with the necessary service providers to provide specialist input or guidance on board matters, including, for example, PwC, the Chartered Governance Institute of Southern Africa, Garlicke & Bousfield, the Institute of Directors in South Africa, The Ethics Institute and the company's JSE sponsors. We believe these arrangements are effective and appropriate for the efficient functioning of the board.</p>	<p>Chairman's message</p> <p>Group CEO's report</p> <p>Our governance system</p> <p>Nomination Committee report</p> <p>Audit Committee report</p> <p>Remuneration Committee report</p>
<p>11 The governing body should govern risk in a way that supports SPAR in setting and achieving its strategic objectives</p>	<p>SPAR operates according to a voluntary trading model, which creates unique challenges for effective control as retailers have the freedom to operate independently under the SPAR brand. Our primary area of control extends to operations at the distribution centres, including delivery, with more limited control in the retail environment. SPAR's retail operations team, in co-operation with the guilds, provides the necessary structures to facilitate the most appropriate risk mitigation, and financial and reputational controls for retail.</p> <p>In terms of distribution centres, subsidiaries and central office functions, the board relies on a range of internal and external assurance mechanisms in combination with formal policies and frameworks. External mechanisms include, for example, the auditors, sponsors and verification agencies, while internal audit and management reviews provide internal control.</p> <p>SPAR's risk management ability is integral to the achievement of strategic objectives. The integrated annual report includes detail reporting on these risks – showing the risk ranking, mitigation actions and a link to the relevant strategic imperative. We also identify the most strategic risks per material relationship.</p> <p>Risk is governed and managed through the Risk Committee. The committee oversees the company's risk management, information technology (IT) and compliance processes to ensure that management identifies potential risks in these areas which may affect the company or its operations. It implements effective policies and plans to mitigate any risks, enhance the company's ability to achieve its strategic objectives, and support the company in being ethical and a good corporate citizen.</p>	<p>Risk Committee report</p>

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<p>12 The governing body should govern technology and information in a way that supports SPAR in setting and achieving its strategic objectives</p>	<p>Technology and information at SPAR is governed through the Risk Committee mandate, which ensures that IT is managed as an integral and strategic part of the business. The IT strategy supports and enables the business strategy and delivers value through cost and resource management, risk management and regulatory compliance.</p> <p>IT serves all aspects, components and processes of SPAR in South Africa, with limited integration with the international entities. The South African IT team creates synergies between the group operations where possible and provides the teams in Ireland and Switzerland with guidance and support to ensure acceptable governance measures are in place.</p> <p>IT is therefore leveraged to create opportunities and to gain a competitive advantage. The board is cognisant that, as much as IT is a strategic asset within the group, it also presents the organisation with significant risks.</p> <p>IT is represented on the SPAR Executive Committee. This generates continual information management dialogue, aligned to the short, medium and long-term business requirements. Demands placed on IT resources are expected to exceed the capacity of these resources for the foreseeable future. It is therefore crucial that the limited resources available are put to optimal use. To this end proposed projects will be selected and ranked by the Executive Committee according to their value to SPAR. Application maintenance is limited to necessary fixes and selected change requests for which a convincing business case exists. All projects have an owner outside the IT department, responsible for the overall project management, acceptance by the business and implementation. IT work is divided in major projects, minor projects and maintenance. Each type is dealt with differently.</p> <p>Some of the acts that have a direct effect on IT are:</p> <ul style="list-style-type: none"> • The Electronic Communications and Transactions Act, No. 25 of 2002 • The Promotion of Access to Information Act, No. 2 of 2002 • The Regulation of Interception of Communications and Provision of Communications Related Information Act, No. 70 of 2002 • Payment Card Industry Data Security Standard • Protection of Personal Information Act, No. 4 of 2003 • Consumer Protection Act, No. 68 of 2008 <p>Non-compliance with this legislation exposes SPAR to unnecessary risk. It is the specific responsibility of the IT Information Security Officer to keep abreast of legislative developments by subscribing to a suitable legal service.</p> <p>Any significant IT investments form part of the budget process and are submitted to the board for final approval. The board subsequently oversees the return on investment from these projects.</p>	<p>Risk Committee report</p>

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<p>13 The governing body should govern compliance with applicable laws and adopted, non-binding rules, codes and standards in a way that supports SPAR being ethical and a good corporate citizen</p>	<p>One Capital is SPAR's sponsor and advises the board, through the Company Secretary on compliance with the JSE Listings Requirements. We subscribe to LexisNexis's online legal library and engaged with LexisNexis to provide their Lexis Assure programme, which is a notification service that informs SPAR of any regulation changes and allows SPAR to view all the relevant Acts pertaining to its business, as well as the level of associated compliance risk for each Act.</p> <p>SPAR has had no regulatory penalties, sanctions or fines and had not had any inspections by environmental regulators.</p> <p>SPAR adheres to the Code of Commercial Conduct of the Industry Association for Responsible Alcohol Use and is a co-signatory to industry and government bodies on issues relating to fishery improvements. We are aligning our seafood procurement to be within the parameters of the World Wide Fund for Nature (WWF) South African Sustainable Seafood Initiative (SASSI) guidelines on how seafood should be caught and sold.</p> <p>SPAR's commitment to food safety and nutrition provides consumers with quality assurance and aims to promote healthy living. We deliver on our promise to provide consumers with high-quality, traceable product through strict adherence to product and packaging specifications. This includes providing information on sourcing and ingredients.</p> <p>To ensure our products meet the highest health and safety standards, we contract with an external laboratory that conducts random monthly testing across our entire product range.</p> <p>South African retailers rely on SPAR's supplier management and audits to ensure food safety compliance for the products provided by the distribution centres. Where retailers elect to source their own products from smaller suppliers, they take responsibility for food safety. Since this poses a risk to SPAR and retailers alike, we work with retailers and hold them accountable to ensure that the appropriate controls are in place and documented. We also assist small suppliers to improve and align with programmes such as GFSI.</p> <p>An additional food safety control takes the form of quarterly inspections of all stores by a SPAR service provider.</p> <p>The operations in Ireland, Switzerland and Poland rely, to a larger extent, on government inspectors who enforce food safety regulations, enhanced by an internal SPAR audit programme.</p>	<p>Risk Committee report</p> <p>Audit Committee report</p> <p>Environmental and social supplementary report</p> <p>Directors' report</p>
<p>14 The governing body should ensure that SPAR remunerates fairly, responsibly and transparently so as to promote the achievement of strategic objectives and positive outcomes in the short, medium and long term</p>	<p>SPAR's employees are pivotal in meeting our strategic objectives. The board is committed to paying fair, competitive and market-related remuneration to ensure that SPAR is able to attract, retain and motivate top-quality and talented employees.</p> <p>The Remuneration Committee report contains details on SPAR's approach to remuneration, policy and implementation.</p>	<p>Remuneration Committee report</p>

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<p>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 SPAR's external reports</p>	<p>The board relies on internal and external assurance providers for effective control. Financial information contained in the 2020 integrated annual report was independently audited by PwC and external assurance was sought on non-financial data. This includes the group's 2020 BBBEE verification, which was evaluated independently by mPowerRatings.</p> <p>The SPAR Group board applied its collective mind to the contents of the integrated annual report and is satisfied that it provides a fair account of the business's performance, risks, opportunities and prospects.</p>	<p>Audit Committee report</p>
<p>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</p>	<p>The board takes SPAR's responsibility as a corporate citizen seriously, which means that we continually evaluate the group's impact on stakeholders and the environment. The Social and Ethics Committee is mandated to provide guidance on and oversight of SPAR's activities regarding the environment, consumers, employees, communities and other stakeholders, and to monitor the company's sustainability and governance performance in this regard. The committee also ensures that these activities take place in a compliant and ethical manner that contributes to the welfare of the business and our stakeholders.</p> <p>To further expand on the group's legitimacy, the SPAR guilds also have Social and Ethics Committees.</p> <p>Our sustainability pledge is to create authentic shared value through the following outcomes:</p> <ul style="list-style-type: none"> • Contribution to societal change • Contribution to responsible living • Opportunity creation • Resources stewardship <p>Our commitment to creating authentic shared value is inherently linked to our values.</p>	<p>Our governance system</p> <p>Social and Ethics Committee report</p> <p>Environmental and social supplementary report</p>