

KING IV™ APPLICATION REGISTER FOR THE YEAR ENDED 31 DECEMBER 2023

The below-mentioned principles embody what SA Corporate Real Estate Limited ("SAC") strives to achieve by the application of various governance practices. The Board, with the support of its Committees, annually assesses SAC's compliance with the King IV principles, and the Group continually strives to attain best-in-class governance practices proportional to its structure and operations. SAC realises the following benefits and value creation through good governance:

✓ Ethical culture ✓ Good performance ✓ Effective control ✓ Legitimacy

King IV Application Register:



**LEADERSHIP, ETHICS AND
CORPORATE CITIZENSHIP**
Principles 1 to 3



**STRATEGY, PERFORMANCE
AND REPORTING**
Principles 4 and 5



**GOVERNING STRUCTURES
AND DELEGATION**
Principles 6 to 10



**GOVERNANCE FUNCTIONAL
AREAS**
Principles 11 to 15



**STAKEHOLDER
RELATIONSHIPS**
Principle 16

PRINCIPLE	APPLICATION	REFERENCE ¹
<p>Principle 1 The Board should lead ethically and effectively</p>	<p>The Board is the custodian of the Group's ethical leadership and corporate governance. A code of ethics and code of conduct is in place which requires all directors and employees to apply moral standards in all business dealings. This includes standards of good, proper and fair conduct, which are supported by the Group's values.</p>	<p>Integrated Annual Report (IAR) – p. 4; 30 ESG Report (ESG) – p. 1; 8</p>
<p>Principle 2 The Board govern the ethics of the Company in a way that supports the establishment ethical culture</p>	<p>The Board is responsible for the Group's ethical leadership and corporate governance and its responsibility in this regard is set out in the Board Charter. A code of ethics is in place which outlines guidelines on stakeholder engagement and is supported by a code of conduct ("the codes") and various policies and procedures relating to specific matters. Directors are required to annually confirm compliance with the codes of ethics and conduct and all employees are required to apply the codes' principles in all their business dealings and interactions with the Group's stakeholder.</p> <p>The codes reinforce the values of the Group. The values are integrated into the Group's performance management process and shape the way it behaves and conducts business.</p>	<p>IAR – p. 2; 30-34 ESG: p. 1; 8 Code of Ethics (web) Code of Conduct (web)</p>

¹ The Company's Integrated Annual Report and ESG Report, Audited Annual Financial Statements for the year ended 31 December 2023, Board Charter and Board Committee Terms of Reference, codes and policies can be found on the Company website: www.sacorporatefund.co.za

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	Whistleblowing reports, as received from WhistleBlowers (Pty) Ltd, are tabled at the SEEC and the ARC for discussion and are actioned by the Board, as required.	
<p>Principle 3 The Board ensure that the Company is and is seen to be a responsible corporate citizen</p>	SAC upholds its responsibilities as a corporate citizen by addressing economic, environment and social concerns as an integral part of its business model.	ESG (full report) IAR: p. 12-24
<p>Principle 4 The Board should appreciate 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</p>	Management develops the strategy and presents it to the Board for approval. The Board takes steps to ensure that long-term planning will result in sustainable outcomes taking account of society, environment and economy. The Board ensures that the strategy is aligned with the purpose of the Company, the value drivers of its business and the legitimate interests and expectations of its stakeholders. Strategy is translated into key performance areas and the associated performance and risk measures are identified and clear.	IAR: p. 6-11; 12-24; 37; 38-42
<p>Principle 5 The Board should ensure that reports issued by the Company enable stakeholders to make informed assessments of the Company's performance and its short, medium-, and long-term prospects.</p>	<p>The Board and its Committees assess the integrity of external reports, ensuring that communication to stakeholders is accurate, transparent, consistent and relevant.</p> <p>SAC's Board acknowledges its responsibility to ensure the integrity of the IAR. The Board is of the opinion that the 2023 IAR is presented in accordance with the <IR> Framework, addresses all material matters and offers a balanced view of the performance of the Group and the impact on its stakeholders. The Board has, therefore, approved this IAR for publication.</p> <p>The directors of SAC are responsible for the preparation and integrity of the Group annual financial statements and the related information included in the annual financial statements of the Company and all its subsidiaries. In order for the Board to discharge its responsibilities, management has developed and continues to maintain a system of internal control. The Board has ultimate responsibility for the system of internal control and reviews its operation, primarily through the Audit and Risk Committee.</p>	IAR: p. 1-2 Annual Financial Statements (AFS)
<p>Principle 6 The Board should serve as the focal point and custodian of corporate governance in the Company</p>	<p>SAC's approach to corporate governance supports the implementation of the principles and recommended practices of King IV and the JSE Listings Requirements. The Company periodically reviews the corporate governance practices, ensuring that it acts in the best interest of the stakeholders, applies the best industry practices and complies with all applicable laws. The Board, with the support of its Committees, annually assesses SAC's compliance with the King IV principles, and the Group continually strives to attain best-in-class governance practices proportional to its structure and operations.</p> <p>The Board is satisfied that the Group complies with all the corporate governance requirements applicable to listed entities, as set out in section 3.84 of the JSELR and in line with King IV's "apply and explain" approach, the Company discloses the extent to which SAC applies the King IV principles</p>	IAR: p. 26-34 ESG: p. 7-14
<p>Principle 7 The Board should comprise the appropriate balance of knowledge, skills, experience, diversity and</p>	Having due regard for the benefits of diversity in the widest sense, the Board has adopted a broad Diversity Policy and voluntary targets aimed at the promotion of diversity and inclusiveness at the Board level. To this end, a voluntary target of at least 40% female representation on the Board was agreed upon, and the target was exceeded in 2023 with the appointment of Ms GZN Khumalo as an independent non-executive director, and	IAR: p.31 ESG: p. 7-14 Board Diversity Policy Statement (web)

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<p>independence for it to discharge its governance role and responsibilities objectively and effectively</p>	<p>Ms NNN Radebe, as an executive director and Chief Operating Officer, balancing gender diversity on the Board to 50/50 male and female. Of the total Board, 80% of directors are from previously disadvantaged groups, with 50% of these directors being women. The Board's Diversity Policy and targets are reviewed periodically and adjusted as appropriate.</p>	
<p>Principle 8 The Board should ensure that its arrangements for delegation within its own structures promote independent judgement, and assist with balance of power and the effective discharge of its duties</p>	<p>The Board delegates certain responsibilities to structured and appropriately mandated Board Committees without abdicating its own accountability. Delegation to such Committees is formalised in Board-approved terms of reference for each Committee and the Board appoints the members for each Committee for the skills required to effectively provide strategic direction to the Group, as well as for monitoring and overseeing the activities of the Group to contribute to the effective discharge of the Board's duties and responsibilities to grow and protect stakeholder value.</p> <p>The composition and mandate of each Committee is annually reviewed, and each Committee undergoes an annual evaluation of performance. During the period under review, the Committees were: Audit and Risk Committee; Nomination Committee; Remuneration Committee; Investment Committee; and the Social, Ethics and Environmental Committee.</p>	<p>IAR: p. 33-34 Board Charter Committees' terms of reference</p>
<p>Principle 9 The Board 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>A formal performance evaluation of the Board, its Committees, individual directors, the Chairman and the Group Company Secretary is conducted at least every two years, and in every alternate year, an opportunity is provided for reflection and discussion by the Board of its performance and that of its Committees, the Chairman, individual directors and the Group Company Secretary. At the beginning of 2024, a formal, externally-facilitated, Board evaluation process was undertaken in accordance with the requirements of King IV™. The process assessed the performance and effectiveness of SA Corporate's Board, its Committees, the executive and non-executive directors individually, the Chairman, and the Group Company Secretary. In addition, a skills assessment was performed to assist the Board in determining the skills which are currently available within its structures as well as any additional skills that would be beneficial going forward.</p> <p>The Board was satisfied with its performance and effectiveness, and the areas identified for improvement or enhancement will be addressed throughout the year.</p>	<p>ESG: p. 9 Board Charter Committees' terms of reference</p>
<p>Principle 10 The Board 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 Group's approvals framework sets out matters reserved for the Board and those delegated to its Committees and management. The approvals framework applies to the Group, including all subsidiaries and JVs in which the Group has an interest. The Board is satisfied that the delegation of authority framework contributes to role clarity and effective arrangements by which authority and responsibilities are exercised. The framework is reviewed periodically to ensure accuracy and relevance.</p>	<p>IAR: p. 33-34 ESG: p. 8; 11-4</p>
<p>Principle 11 The Board should govern risk in a way that supports the Company in setting and achieving its strategic objectives</p>	<p>The Group annually undertakes an in-depth review of the top risks per the risk register, aimed at ensuring relevance, proportionality and accuracy. This review is done at the Board level, during the Board's annual strategy session. In addition, emerging risks and the extent to which identified risks become more pervasive are also considered.</p> <p>The Board, with the assistance of the ARC and other Board Committees, have identified and considered the top risks that could impact the ability of the Group to achieve its strategic objectives. Management is responsible for ensuring that these risks are appropriately managed, on an ongoing basis, within the Group's Board-approved risk appetite levels and risk tolerance limits.</p>	<p>IAR: p. 44-52</p>

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<p>Principle 12 The Board should govern technology and information in a way that supports the Company in setting and achieving its strategic objectives</p>	<p>The Group's top risks are assessed based on materiality which considers both quantitative and qualitative likelihood and impact criteria, thereby ensuring a complete assessment across multiple factors.</p> <p>SA Corporate's ICT policies and procedures cover, inter alia, the use and safeguarding of the Group's information and systems, the use of social media, business continuity and disaster recovery plans, and the regular updating and improvement of technology.</p> <p>The ARC is responsible for oversight of ICT risk, as integrated into the Group's risk management processes, and monitoring ICT governance. An ICT Steering Committee, under the chairmanship of the CEO, is responsible for carrying out the ICT-related responsibilities assigned to it in terms of a Board-approved term of reference. This includes, inter alia, motivating and monitoring ICT project budgets and progress, recommending policy and standards that articulate and give effect to the Group's direction on ICT, accounting for the implementation and execution of effective ICT management, and ensuring the implementation of reasonable independent assurance on the effectiveness of ICT management within the Group.</p>	<p>ESG: p. 10</p>
<p>Principle 13 The Board should govern compliance with applicable laws and adopted, non-binding rules, codes and standards in a way that supports the Company being ethical and a good corporate citizen</p>	<p>SAC complies with the provisions of the Companies Act, as amended, specifically relating to its incorporation and that it is operating in conformity with its MOI. A review of the Group's statutory and regulatory compliance landscape is undertaken periodically to ensure the proportionality, relevance and accuracy thereof. During such reviews, consideration is given to the completeness of the statutory and regulatory landscape, the structure and presentation of the compliance register and related monitoring, as well as the format of reporting on material compliance matters through the Group's governance structures.</p> <p>During the year under review, no significant fines were levied for non-compliance with statutory and regulatory requirements and there were no regularity censures. No fines were levied for non-compliance with any environmental laws and regulations. SAC was not party to any legal action for uncompetitive behaviour, and no requests were received or denied for information in terms of the Promotion of Access to Information Act.</p> <p>SAC has adopted a risk management policy in line with section 13.46(h) of the JSE Listings Requirements. The policy is in accordance with industry practice and specifically prohibits SAC from entering into any derivative transactions that are not in the normal course of SAC's business. The ARC confirms that it has monitored compliance with the policy during the year under review and also that the Company has, in all material respects, complied with the policy.</p>	<p>ESG: p. 8</p>
<p>Principle 14 The Board should ensure that the Company 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>SA Corporate believes that fair and responsible executive remuneration that is closely aligned with the interests of stakeholders, as well as being equitable with overall employee remuneration, is a vital component of sustainable value creation. SA Corporate's remuneration policy has been developed and approved with these objectives in mind. SA Corporate maintains disciplined adherence to the remuneration policy which sets clear targets and benchmarks for performance. The annual remuneration outcomes are comprehensively and transparently disclosed, and we invite robust engagement with shareholders to ensure the alignment of our practices with shareholders' interests. The Remuneration Committee assists the Board in setting the Company's remuneration policy and the directors' remuneration.</p>	<p>IAR: p. 83-101 Remuneration Policy (web)</p>
<p>Principle 15 The Board should ensure that assurance services and functions</p>	<p>The Group's internal auditor, BDO, confirmed based upon the half-yearly Internal Financial Control Reviews performed for the 2023 financial year, and their scope of work and controls tested, as well as reliance on an</p>	<p>AFS IAR: p. 51-52</p>

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<p>enable an effective control environment, and that these support the integrity of information for internal decision-making and external reporting purposes</p>	<p>independent internal auditor for Indluplace, that the system of internal financial controls in operation at SA Corporate is adequate and on aggregate operating as intended.</p> <p>Regarding the overall effectiveness of SA Corporate’s governance, risk management and control processes, BDO further confirmed that based upon the internal audit work performed for the months of May 2023 to February 2024 for the 2023 financial period as per their approved internal audit plan, they could conclude, based on their scope of work and controls tested, that the system of internal controls in operation at SA Corporate is adequate and operating as intended.</p> <p>The ARC confirmed that nothing had come to its attention to indicate a material breakdown in the functioning of the financial reporting controls, procedures or systems during the year ended 31 December 2023.</p>	
<p>Principle 16 In the execution of its governance role and responsibilities the Board should adopt a stakeholder-inclusive approach that balances the needs, interests and expectations of material stakeholders in the best interests of the Company over time</p>	<p>SAC maintains a formalised stakeholder engagement policy and disclosure control procedures which are aimed at identifying and prioritising all individuals, entities and groups who may impact or be impacted by the Group’s investments, operations and activities. Engaging with our stakeholders forms a critical part of our business strategy and value system, and SAC invests in understanding its stakeholders’ views and needs and ensuring that transparent, balanced, and timely information is accessible to all.</p> <p>The Board’s Committees, and in particular the Social, Ethics and Environmental Committee (“SEEC”), and to the extent relevant the Audit and Risk- and Nomination Committees, assist the Board in carrying out this responsibility by considering and discussing specific stakeholder issues and disclosure matters at its meetings.</p> <p>No critical concerns were raised by stakeholders relating to SAC’s conduct in its operations and its business relationships.</p>	<p>IAR: p. 15-21 ESG: p. 27-33 Group’s Stakeholder Policy and Disclosure Controls (web)</p>