



## DISTRIBUTION & WAREHOUSING NETWORK LIMITED

Corporate governance register, based on KING III, for the year ended 31 March 2017

No.	Requirement	Status	Comments
<b>1. Ethical leadership and corporate citizenship</b>			
1. [1.1]	<b>The board should provide effective leadership based on an ethical foundation.</b>	Applied	<p>The board believes that good and balanced corporate governance creates an environment in which free enterprise has the opportunity to prosper. As governing body members, the directors hold each other accountable for decision-making and acting in a way that displays the ethical characteristics stated in King III.</p> <p>The board is of the opinion that effective leadership is the core of good governance as leaders define the strategy, provide the direction and establish the values and ethics that will influence and guide practices and behaviour to ensure sustainable performance. DAWN's mission, vision and core values are published on its website.</p> <p>The board of directors acknowledges that they are ultimately responsible for the system of internal financial control established by the group and sets standards for internal control aimed at reducing the risk of error or loss in a cost-effective manner.</p> <p>The core values set by the board include that all DAWN's people will ensure a culture of responsible corporate citizenship including, but not limited to, promoting the importance of a sustainable environment. Regulatory requirements are instilled in staff at all levels through the provision of training and mentoring. A corporate citizenship policy was reviewed and adopted by the board on 22 March 2017.</p>

No.	Requirement	Status	Comments
2. [1.2]	<b>The board should ensure that the company is and is seen to be a responsible corporate citizen.</b>	Applied	The board ensures that the group is, and is seen to be, a responsible corporate citizen by having regard to not only the financial aspects of the business of the group, but also the impact that business operations have on the environment and the society within which it operates. The social, ethics and transformation committee provides guidance to the board on non-financial matters. Socio-economic development initiatives are managed centrally by this committee. Environmental initiatives are implemented at each business unit and data and information are collated monthly, with consolidation and reporting at year-end on these matters. A synopsis of sustainability matters in the DAWN group is published in the integrated report and supporting data is published on DAWN's website.
3. [1.3]	<b>The board should ensure that the company's ethics are managed effectively.</b>	Applied	<p>The board is committed to actively cultivating a culture of ethical conduct. The board accordingly sets the values included in the code of ethical conduct, which all stakeholders are required to comply with.</p> <p>The social, ethics and transformation committee assists the board with the monitoring and reporting of social, ethical, transformational and sustainability matters relating to the company, and the committee reports to the board after every committee meeting on matters within its mandate. A whistle-blowing mechanism has been in place for the last ten years for the reporting of suspected fraud and unethical behaviour. DAWN uses an outsourced, anonymous, toll-free hotline, which is managed by KPMG. All reports are submitted to the group governance, risk and compliance executive and financial director. They ensure that all incidents are logged, investigated, actioned (if necessary), reported to the audit and risk committee and resolved. No cases that were reported and investigated during the year under review were regarded as material.</p>

No.	Requirement	Status	Comments
<b>2. Boards and directors</b>			
<b>Role and function of the board</b>			
4. [2.1]	<b>The board should act as the focal point for and custodian of corporate governance.</b>	Applied	<p>The board acts as the focal point and custodian of the group's corporate governance initiative and subscribes to ethical leadership, business sustainability, stakeholder inclusivity and sound values of good corporate governance. The governance environment is enhanced through the application of the King III principles and practices and the JSE Listings Requirements.</p> <p>The board meets at least four times per year and operates in terms of a formal charter which regulates how the board conducts business in accordance with sound corporate governance principles. During the period 1 April 2016 to 31 March 2017, eleven board meetings were held.</p> <p>As its primary function, the board is responsible for determining the company's strategic direction and to exercise prudent control over the company and its affairs. The board continuously monitors the solvency and liquidity of the company and the group.</p>
5. [2.2]	<b>The board should appreciate that strategy, risk, performance and sustainability are inseparable.</b>	Applied	<p>The board contributes to and approves the company's strategy whilst appreciating that strategy, risk, performance and sustainability are inseparable.</p> <p>The board initiates, evaluates and monitors business matters which have an impact on the wellbeing of the group and its stakeholders. These include setting group strategy, determining policy and instituting control measures. The board takes final responsibility for acquisitions and disposals, approves capital expenditure and appraises proposals from the executive committee and other sub-committees of the board.</p> <p>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.</p> <p>The audit and risk committee assists the board in the fulfilment of its corporate governance responsibilities relating to the governance of risk, and the committee reports directly to the board on a regular basis on matters within its mandate.</p>

No.	Requirement	Status	Comments
6. [2.3]	<b>The board should provide effective leadership based on an ethical foundation.</b>	Applied	<i>Refer to principle 1.1 above.</i>
7. [2.4]	<b>The board should ensure that the company is and is seen to be a responsible corporate citizen.</b>	Applied	<i>Refer to principle 1.2 above.</i>
8. [2.5]	<b>The board should ensure that the company's ethics are managed effectively.</b>	Applied	<i>Refer to principle 1.3 above.</i>
9. [2.6]	<b>The board should ensure that the company has an effective and independent audit committee.</b>	Applied	<i>Refer to principle 3.1 below.</i>
10. [2.7]	<b>The board should be responsible for the governance of risk.</b>	Applied	<i>Refer to principle 4.1 below.</i>
11. [2.8]	<b>The board should be responsible for information technology (IT) governance.</b>	Applied	<i>Refer to principle 5.1 below.</i>
12. [2.9]	<b>The board should ensure that the company complies with applicable laws and considers adherence to non-binding rules, codes and standards.</b>	Applied	<i>Refer to principle 6.1 below.</i>
13. [2.10]	<b>The board should ensure that there is an effective risk-based internal audit.</b>	Applied	<i>Refer to principle 7.1 below.</i>
14. [2.11]	<b>The board should appreciate that stakeholders' perceptions affect the company's reputation.</b>	Applied	<i>Refer to principle 8.1 below.</i>
15. [2.12]	<b>The board should ensure the integrity of the company's integrated report.</b>	Applied	<i>Refer to principle 9.1 below.</i>

No.	Requirement	Status	Comments
16. [2.13]	<b>The board should report on the effectiveness of the company's system of internal controls.</b>	Applied	<i>Refer to chapters 7 and 9 below.</i>
17. [2.14]	<b>The board and its directors should act in the best interests of the company.</b>	Applied	<p>The board and directors act in the best interests of the company, with the intention to maximise the total economic value and sustainability of the group. Directors are committed to adhering to the legal standards of conduct and disclose any information regarding potential conflicts of interest. Directors also have the authority to access any information they require to fulfil their responsibilities.</p> <p>The group operates a closed period policy in line with the JSE Listings Requirements. A trading in securities policy is in place.</p>
18. [2.15]	<b>The board should consider business rescue proceedings or other turnaround mechanisms as soon as the company is financially distressed as defined in the Act.</b>	Applied	<p>The board continues to regularly monitor the solvency and liquidity of the company and the group to ensure the going concern status of the company and the group. Cash flow is managed on a daily basis by the management team. An executive committee task team meets at least weekly to review the cash flow projections and to debate actions to manage cash flow and profitability.</p> <p>The audit and risk committee specifically evaluated the going concern status of the company and the group during its review of the 2017 integrated report and annual financial statements and reported thereon to the board. Full disclosure of the going concern assessment appears on page 20 and in note 44 on page 212 of the integrated report.</p>
19. [2.16]	<b>The board should elect a chairman of the board who is an independent non-executive director. The CEO of the company should not also fulfil the role of chairman of the board.</b>	Applied	<p>The chairman of the board, Diederik Fouché, is an independent non-executive director of the company. Aligned to the requirements of King IV, Lou Alberts has been re-appointed as lead independent director. The roles of the chairman and the lead independent director are formalised in the board charter and, accordingly, the chairman is responsible for ensuring the integrity and effectiveness of the board and its committees, with the lead independent director fulfilling and underpinning role to the chairman.</p> <p>The CEO of the company is an executive director, whose role is separate and distinct from that of the chairman.</p>

No.	Requirement	Status	Comments
19. [2.16] (cont)			<p>In terms of the board charter, the composition of the board is considered annually, which includes the appointment of the chairman. The chairman's outside directorships and interests were considered on his appointment as chairman. It is also considered at all board meetings, as it is included in the directors' interests schedule.</p> <p>The board, in terms of the board charter, ensures a proper succession plan for the role of the chairman.</p>
20. [2.17]	<p><b>The board should appoint the chief executive officer and establish a framework for the delegation of authority.</b></p>	Applied	<p>All appointments of directors are approved by the board, including the appointment of the CEO. The role of the CEO has been formalised in the board charter, and accordingly the CEO is responsible for providing executive leadership and is accountable to the board for the implementation of strategies, objectives and decisions within the framework of the delegated authorities, values and policies of the group.</p> <p>The board is responsible to define levels of materiality, reserving specific powers to the board and delegating other matters with the necessary written authority to management.</p> <p>The board, on recommendation of the executive directors, provides input regarding senior management appointments.</p> <p>The daily management of the group's affairs is delegated to the chief executive officer, who co-ordinates the implementation of board policy through the executive committee. The interim chief executive officer for the 2017 financial year, Stephen Connelly, was appointed for a 12-month period. On 1 April 2017, Edwin Hewitt was appointed as permanent chief executive officer and Stephen Connelly appointed as deputy executive chairman. The chairman will evaluate the performance of the chief executive officer against specific stipulated criteria.</p>

No.	Requirement	Status	Comments
<b>Composition of the board</b>			
21. [2.18]	<b>The board should comprise a balance of power, with a majority of non-executive directors. The majority of non-executive directors should be independent.</b>	Applied	<p>At year-end, the board comprised nine directors, with six of the directors being non-executive directors. Of these non-executive directors, four directors were classified as being independent.</p> <p>On 1 April 2017, on the appointment of Edwin Hewitt as chief executive officer, Stephen Connelly was appointed as executive deputy chairman.</p> <p>Effective 30 June 2017, David Austin resigned as chief financial officer. On 1 May 2017, Chris Booyens was appointed as chief financial officer.</p> <p>With effect from 20 July 2017, Charles Boles was appointed as independent non-executive director and Theunis de Bruyn as non-executive director.</p> <p>The board on 23 August 2017, therefore, comprises twelve directors, of whom eight are non-executive with five being independent, and four executive directors (including the chief executive officer and financial director).</p> <p>The board evaluated and concluded that five of the eight non-executive directors are independent according to the Companies Act definition. A statement to this effect appears on page 38 of the integrated report.</p> <p>In accordance with DAWN's memorandum of incorporation and the board charter, at least one-third of all the directors, executive and non-executive, retire by rotation at the company's annual general meeting, at which time they may be considered for re-election.</p> <p>One of the directors on the board has served a term exceeding nine years. The board reviewed the independence of Lou Alberts and, after due consideration, concluded that his long association with the group has not impaired his integrity, impartiality and objectivity and that he has retained his ability to act independently.</p> <p>In terms of the company's memorandum of incorporation, the board has the authority to remove any director without shareholder approval.</p>

No.	Requirement	Status	Comments
<b>Board appointment process</b>			
22. [2.19]	<b>Directors should be appointed through a formal process.</b>	Applied	<p>The role of the nomination committee is to assist the board to ensure that the board has the appropriate composition for it to execute its duties effectively. The nomination committee annually reviews the board's required mix of skills, experience and other qualities to assess the effectiveness of the board, its committees and the contribution of each director.</p> <p>The nomination committee performs all the functions necessary to fulfil its role, including ensuring the establishment of a formal process for the appointment of directors, being: assisting with the identification of suitable members for the board and performing of reference and background checks of candidates prior to nomination in accordance with the recommendation for listed companies required by the JSE.</p> <p>On recommendation of the nomination committee, directors, both executive and non-executive, are appointed for their skill, expertise and value offering to DAWN. The appointment of new directors requires the unanimous approval of the board.</p> <p>Formal agreements, which include the director's code of conduct to be complied with and the contribution that is expected from the specific director, exist between non-executive directors and the company. The agreements also set out the remuneration terms of the specific director, which are subject to shareholder approval at the annual general meeting each year, as well as the terms of directors' and officers' liability insurance provided.</p> <p>The names of directors, accompanied by sufficient biographical information, appear on pages 31 to 33 of the integrated report.</p>
<b>Director development</b>			
23. [2.20]	<b>The induction of and ongoing training and development of directors should be conducted through formal processes.</b>	Applied	<p>Induction of an ongoing training and development of directors are conducted through a formal orientation programme, established by the board, to familiarise incoming directors with the group's operations, senior management and its business environment and to induct them in their fiduciary duties and responsibilities.</p>

No.	Requirement	Status	Comments
23. [2.20] (cont)			The company secretary assists with director induction and continuing professional development programmes.
<b>Company secretary</b>			
24. [2.21]	<b>The board should be assisted by a competent, suitably qualified and experienced company secretary.</b>	Applied	<p>The board has appointed an independent, competent, suitably qualified and experienced company secretary, whose role has been formalised in the board charter and who is accountable to the board.</p> <p>The company secretary provides guidance to the board as a whole and to individual directors with regard to how their responsibilities should properly be discharged in the best interests of the group.</p> <p>The company secretary ensures that the board charter and terms of reference of board committees are reviewed and updated annually.</p> <p>The board believes that the company secretary, iThemba Governance and Statutory Solutions (Pty) Ltd represented by Claire Lindsay, maintains an arm's length relationship with the board and satisfies itself on an annual basis of the competence, qualifications and experience of the company secretary.</p>
<b>Performance assessment</b>			
25. [2.22]	<b>The evaluation of the board, its committees and the individual directors should be performed every year.</b>	Applied	An annual evaluation of the board was conducted in 2017 and consisted of a questionnaire being completed by all board members. The results were collated by the company secretary and passed on to the board who assessed the results. Further information is disclosed in the integrated report on page 39.

No.	Requirement	Status	Comments
26. [2.23]	<b>The board should delegate certain functions to well-structured committees but without abdicating its own responsibilities.</b>	Applied	<p>Five board committees are in place to assist the board in discharging its responsibilities. Each of the committees operates under a charter approved by the board. The committees are:</p> <ul style="list-style-type: none"> <li>• the audit and risk committee – constituted as a statutory committee (the audit committee and risk committee were merged into one committee during the year);</li> <li>• the remuneration committee;</li> <li>• the nomination committee;</li> <li>• the social, ethics and transformation committee; and</li> <li>• the IT steering committee.</li> </ul> <p>All committees are constituted in terms of relevant legislation and best practice recommendation. The composition and a summary of the terms of reference of each committee are disclosed in the integrated report. Specific responsibilities have been formally delegated to board committees with defined terms of reference, life span and function, clearly agreed upon reporting procedures and written scope of authority.</p> <p>Each committee is responsible for reviewing its charter and recommend any amendments arising to the board for approval. This process is followed annually.</p> <p>The chief executive officer, executive directors and management, as appropriate, attend meetings by invitation. All committees have the authority to invite external professional advisors to attend any meeting as necessary or appropriate. The company’s external auditors are invited to attend all audit and risk committee meetings. Internal audit has a standing invitation to meetings.</p> <p>In terms of the board charter, all committees and directors are authorised to seek independent advice at the expense of the company, as and when necessary, in accordance with a board-approved process.</p> <p>Further information regarding board committees are disclosed in the integrated report.</p>

No.	Requirement	Status	Comments
<b>Group boards</b>			
27. [2.24]	<b>A governance framework should be agreed between the group and its subsidiary boards.</b>	Applied	<p>The group defines the policies, standards and practices to be applied across the group. Subsidiary boards report to the main board through representative directors and with the adoption of a formal reporting approach. A delegation of authority is in place across the group. All policies, frameworks and charters are approved by the DAWN board of directors and are implemented throughout the group.</p> <p>A governance and compliance framework has been agreed between the group and its subsidiary boards and is outlined in the integrated report on page 30.</p> <p>Board committees are also required to consider matters that affect the entire group, and to this end the audit and risk committee performs the functions required by an audit committee on behalf of the subsidiaries.</p> <p>Directors who have been appointed to a subsidiary board to represent the interests of the holding company are afforded the opportunity to apply their own minds to topics/issues which may arise and are not purely appointed to relate the instructions given to them by the holding company.</p> <p>The group does not have any listed subsidiaries.</p> <p>The group has a formal trading in securities policy, established by the board and implemented by the company secretary, prohibiting dealing in securities by directors, officers and other selected employees from the end of the respective reporting period to the date of the announcement of the financial results or in any other period considered price sensitive.</p>

No.	Requirement	Status	Comments
	<b>Remuneration of directors and senior executives</b>		
28. [2.25]	<b>Companies should remunerate directors and executives fairly and responsibly.</b>	Applied	The directors recognise that remuneration policies and practices are of utmost importance. For detailed disclosure in respect of the remuneration policy and the remuneration of directors, refer to report of the remuneration committee on pages 52 to 75 of the integrated report.
29. [2.26]	<b>Companies should disclose the remuneration of each individual director and prescribed officers.</b>	Applied	<p>The annual financial statements, as audited by the external auditors, sets out the remuneration of each individual director as well as the prescribed officers in note 43 on pages 206 to 210. Further details are also disclosed in the report of the remuneration committee, included on pages 52 to 75 in the integrated report.</p> <p>The summary of DAWN's remuneration policy, as included in the integrated report, states that the basic salary is determined by market value and role played. The remuneration policy and the employment agreement set out the details on the calculation of base pay.</p> <p>The report of the remuneration committee, on pages 71 to 75, includes details with respect to participation in share incentive schemes. A calculation is done on the maximum expected dilution as a result of incentive awards and is disclosed in diluted earnings per share in note 10 on page 139 of the integrated report.</p>
30. [2.27]	<b>Shareholders should approve the company's remuneration policy.</b>	Applied	Shareholders are provided with the opportunity to approve the remuneration policy of the company, outlined on pages 53 to 60 of the integrated report, by way of a non-binding advisory vote at the annual general meeting of shareholders to be held on 24 November 2017.

No.	Requirement	Status	Comments
<b>3. Audit committees</b>			
31. [3.1]	<b>The board should ensure that the company has an effective and independent audit committee.</b>	Applied	<p>During the year under review, the audit and risk committees were merged into one committee, the audit and risk committee. Three members, all of whom are independent non-executive directors, assume the responsibility of audit committee members with additional responsibility for risk. Two executive directors and one member from executive management are members, from a risk perspective only, on the combined committee.</p> <p>The composition, purpose and duties of the audit and risk committee are clearly set out in the committee's terms of reference as well as in DAWN's memorandum of incorporation, in compliance with the Companies Act.</p> <p>The audit committee's terms of reference states that sufficient scheduled meetings must be held to discharge all of the committee's duties, but subject to a minimum of two meetings per year. During the year under review, six meetings were held.</p> <p>The report of the audit and risk committee, containing disclosure in respect of this section 3, is published on pages 93 to 96 of the integrated report.</p>
<b>Membership and resources of the audit committee</b>			
32. [3.2]	<b>Audit committee members should be suitably skilled and experienced independent non-executive directors.</b>	Applied	<p>All the members of the audit and risk committee, assuming responsibility for the functions of an audit committee, are independent non-executive directors.</p> <p>The chairman of the board is neither the chairman nor a member of the audit and risk committee. The chairman of the board has, during the year under review, attended all the audit and risk committee meetings as an invitee.</p> <p>The members of the audit and risk committee, responsible for the functions of an audit committee, have more than 90 years' combined experience in their respective fields and have the necessary professional and financial qualifications to fulfil their duties.</p> <p>The external auditors provide regular reports to the audit and risk committee on developments in the audit and accounting arena. In addition, members of the committee are expected to keep up to date with all developments affecting the mandate of the committee.</p>

No.	Requirement	Status	Comments
32. [3.2] (cont)			<p>The committee has the authority to access any information it needs to fulfil its responsibilities and to seek independent advice in accordance with a board-approved process. This authority is confirmed in the terms of reference of the audit and risk committee.</p> <p>Should any vacancies arise on the audit and risk committee in respect of the audit committee functions, the board will fill such vacancy within 40 business days, in accordance with the Companies Act, and the appointment of the member will be subject to shareholder approval at the next annual general meeting.</p> <p>Saleh Mayet resigned as independent non-executive director of DAWN and chairman of the audit and risk committee on 20 February 2017. Akhter Moosa was appointed as independent non-executive director of DAWN and chairman of the audit and risk committee on 28 March 2017.</p>
33. [3.3]	<b>The audit committee should be chaired by an independent non-executive director.</b>	Applied	<p>The chairman of the audit and risk committee, which has been appointed by the board, is an independent non-executive director of the company.</p> <p>The agenda for each audit and risk committee meeting is based on the committee's approved annual work plan. The chairman of the audit and risk committee gives additional input on agenda items which should be included for deliberation.</p> <p>The terms of reference of the audit and risk committee requires that the chairman of the committee attends the annual general meetings to answer questions, through the chairman of the annual general meeting, on the committee's activities and its responsibilities, should this be required. The chairman of the audit and risk committee attends annual general meetings.</p>

No.	Requirement	Status	Comments
<b>Responsibilities of the audit committee</b>			
34. [3.4]	<b>The audit committee should oversee integrated reporting.</b>	Applied	<p>The audit and risk committee has regarded all factors and risks that may impact on the integrity of the integrated report, including factors that may predispose management to present a misleading picture, significant judgements and reporting decisions made, as well as any evidence that brings into question previously published information and forward-looking statements or information. The audit and risk committee has presented the integrated report to the board for approval, which approval was granted on 23 August 2017.</p> <p>The audit and risk committee has reviewed the annual financial statements and summarised integrated information contained in the integrated report.</p> <p>The audit and risk committee has reviewed the disclosure of the sustainability synopsis contained in the integrated report to ensure that it is reliable and does not conflict with the financial information.</p> <p>The audit and risk committee considers whether the external auditors should perform assurance procedures on the company's results.</p> <p>The audit and risk committee has reviewed the content of the summarised financial information and concluded that it provides a balanced view of the group's performance. The external auditor provided assurance on the summarised financial information contained in the integrated report.</p> <p>In compliance with the JSE Listings Requirements, DAWN issues interim results on SENS. The audit and risk committee considers whether or not the interim report should be subject to an independent review by the auditors.</p> <p>In addition, the social, ethics and transformation committee, in terms of its charter, assumes responsibility for sustainability issues. The CSI projects undertaken are subject to an annual assessment, which are reported on to the board by the social, ethics and transformation committee.</p>

No.	Requirement	Status	Comments
35. [3.5]	<b>The audit committee should ensure that a combined assurance model is applied to provide a coordinated approach to all assurance activities.</b>	Applied	<p>The audit and risk committee has adopted a combined assurance framework in order to integrate assurance on the group's key risks. In accordance with its mandate, the audit and risk committee ensures that a combined assurance model is applied to provide a co-ordinated approach to all assurance activities.</p> <p>Furthermore, the efforts of management, internal and independent assurance providers are co-ordinated to increase their collaboration, thereby developing a shared and more holistic view of the group's risk profile.</p> <p>The audit and risk committee assesses every external assurance provider to ensure that an arm's length relationship exist between the assurance provider and DAWN.</p> <p>The audit and risk committee evaluated the combined assurance received and satisfied itself that the assurance received is appropriate to address all the significant risks facing the group.</p>
<b>Internal assurance providers</b>			
36. [3.6]	<b>The audit committee should satisfy itself of the expertise, resources and experience of the company's finance function.</b>	Applied	<p>The audit and risk committee annually evaluates the expertise, resources and experience of the company's finance function and its financial director.</p> <p>The audit and risk committee has considered, and has satisfied itself of, the appropriateness of the expertise and adequacy of resources of the finance function and experience of the senior members of management responsible for the finance function.</p> <p>On 14 July 2016, the financial director of the group, Dries Ferreira, resigned, effective 31 October 2016. On the same date, Hanré Bester was appointed as acting financial director. On 18 November 2016, following David Austin's appointment as financial director, Hanré Bester resigned as interim financial director. On 17 March 2017, David Austin resigned as financial director of DAWN, effective 30 June 2017. With effect from 1 May 2017, Chris Booyens has been appointed as financial director.</p> <p>The audit committee confirms that it has satisfied itself of the expertise and experience of the acting financial director and financial directors, as disclosed on page 96 of the integrated report.</p>

No.	Requirement	Status	Comments
37. [3.7]	<b>The audit committee should be responsible for overseeing of internal audit.</b>	Applied	<p>The audit and risk committee is mandated in its terms of reference to oversee the internal audit function of the group. The committee oversees the appropriate structure and functioning of internal audit, as outlined in the internal audit terms of reference, and the results of the internal audit plan is reviewed and adjusted on a continuous basis to ensure its effectiveness and that it addresses the relevant degree of inherent risk. The internal audit plan for F2017 was reviewed and approved by the audit and risk committee.</p> <p>The results of internal audit activities are reported at each audit and risk committee meeting.</p> <p>In compliance with King III, the board, through its audit and risk committee, ensures that the internal audit function is subject to independent quality review of period of at least once every five years.</p>
38. [3.8]	<b>The audit committee should be an integral component of the risk management process.</b>	Applied	<p>The audit committee was an integral component of the risk management process, which resulted in the merging of the audit committee and the risk committee into one committee to increase efficiencies. The audit and risk committees' charters confirm that the purpose of the committee is, <i>inter alia</i>, to assist the board with the discharging of its responsibility to operate adequately and to ensure that effective systems of internal control, risk management and governance are in place.</p> <p>The audit and risk committee fulfils and oversight role regarding financial reporting risks, internal financial controls, fraud risks and information technology risks as they relate to financial reporting and the control environment.</p>
<b>External assurance providers</b>			
39. [3.9]	<b>The audit committee is responsible for recommending the appointment of the external auditor and overseeing the external audit process.</b>	Applied	<p>The audit and risk committee is responsible for overseeing the external audit process, fees and terms of engagement of the external auditors and to recommend same for approval to the board. The audit and risk committee, through the board, also recommends the appointment of the external auditor for approval by shareholders at the company's annual general meeting.</p>

No.	Requirement	Status	Comments
39. [3.9] (cont)			<p>The audit and risk committee nominated PricewaterhouseCoopers Inc as independent auditor and Isak Buys as the designated partner for appointment for the F2017 audit. This appointment was approved by shareholder at the annual general meeting held on 18 November 2016.</p> <p>The audit and risk committee, in consultation with executive management, agreed to the engagement letter, terms, nature and scope of the audit function and audit plan for F2017. The duties of the audit and risk committee include reviewing the scope and results of the external audit and its cost effectiveness, as well as the independence and objectivity of the external auditors.</p> <p>There is a formal procedure that governs the process whereby the auditor is considered for non-audit services and such services are explicitly monitored by the audit and risk committee. Refer to page 95 of the integrated report for information on non-audit services rendered by the auditors during the year under review.</p> <p>The audit and risk committee ensures that there is a process for the members to be informed of any Reportable Irregularities (as identified in the Auditing Profession Act, 2005) as identified and reported by the external auditor. The auditors therefore present their audit findings to the audit and risk committee when the annual financial statements of the company are considered. This would include reportable irregularities, should any be identified. During the year, reportable irregularities were reported by the auditors to the Independent Regulatory Board of Auditors with respect to the transactions relating to an operating lease liability and the Swan Plastics written put. The external auditors have confirmed to the Independent Regulatory Board of Auditors that these irregularities are not continuing. Full disclosure on the matter was made in the F2016 annual financial statements.</p> <p>The audit and risk committee has satisfied itself through enquiry that the auditor of DAWN is independent, as defined in the Companies Act, and as per the standards stipulated by the auditing profession. The committee has again nominated, for approval at the annual general meeting to be held on Friday, 24 November 2017, PricewaterhouseCoopers Inc. as the external auditor and Isak Buys as the designated auditor, for F2018. The committee confirms that the auditor and designated auditor are accredited by the JSE Limited.</p>

No.	Requirement	Status	Comments
<b>Reporting</b>			
40. [3.10]	<b>The audit committee should report to the board and shareholders on how it has discharged its duties.</b>	Applied	The audit and risk committee reports to the board and to shareholders on how it has discharged its duties in terms of its mandate. To this end, a report of the audit and risk committee is included in the annual financial statements on pages 93 to 96 of the integrated report, which report contains full disclosure.

## 4. The governance of risk

The board's responsibility for risk governance			
41. [4.1]	<b>The board should be responsible for the governance of risk.</b>	Applied	<p>The board takes responsibility for the governance of risk, and this is confirmed in the board charter. The board is responsible for the total process of risk management, as well as forming its own opinion on the effectiveness of the process, and sets the risk strategy, which is based on the need to identify, assess, manage and monitor all known forms of risks across the group, in liaison with the executive directors and senior management. The audit and risk committee assists the board in this regard and the committee is responsible for, <i>inter alia</i>, reviewing and approving the risk strategy and framework. The audit and risk committee reports to the board on a regular basis on matters within its mandate.</p> <p>The group has adopted an ongoing, systematic and documented risk management process that ensures that all material risks are identified, evaluated, effectively managed, and where it is practical, quantified. The board considers the system and process of risk management to be effective and reviews the implementation of the risk management plan at least annually whilst monitoring of risk occurs at each audit and risk committee meeting.</p> <p>The board commented on the effectiveness of the system and process of risk management and the top ten risks, together with mitigating strategies, are disclosed in the integrated report on pages 45 to 48.</p>
42. [4.2]	<b>The board should determine the levels of risk tolerance.</b>	Applied	<p>The board formally defines its appetite for risk, which is reviewed on an annual basis, and has the responsibility to ensure that the group has implemented an effective ongoing process to identify risk, to measure its impact against a broad set of assumptions and then to activate what is necessary to proactively manage these risks.</p> <p>Risk management and internal control are practices throughout the group and are embedded in day-to-day activities.</p>

No.	Requirement	Status	Comments
43. [4.4]	<b>The risk committee or audit committee should assist the board in carrying out its risk responsibilities.</b>	Applied	<p>The audit and risk committee assists the board in fulfilling its risk governance responsibilities (i.e. the approval, oversight and monitoring of risk management). In addition, the audit and risk committee specifically oversees financial reporting risks, internal financial controls, fraud risks as they relate to financial reporting and IT risks as they relate to financial reporting.</p> <p>As at 23 August 2017, the audit and risk committee consists of seven members, of whom three are independent non-executive directors, three are executive directors and one member of senior management. Other executive directors may be invited to attend meetings of this committee, either on a permanent or an <i>ad hoc</i> basis, at the discretion of the committee.</p> <p>The terms of reference of the audit and risk committee stipulates that the committee must hold sufficient scheduled meetings to discharge all of its duties and responsibilities, but subject to a minimum of two meetings per year. During the year under review, six meetings were held.</p>
	<b>Management's responsibility for risk management</b>		
44. [4.5]	<b>The board should delegate to management the responsibility to design, implement and monitor the risk management plan.</b>	Applied	<p>Management is accountable to the board for designing, implementing and monitoring the process of risk management and integrating it into the day-to-day activities of the group.</p> <p>The group governance, risk and compliance executive oversees the execution of the risk management plan of the group. The management of individual group companies sees to the integration of risk in the day-to-day activities of the respective businesses.</p>
	<b>Risk assessment</b>		
45. [4.6]	<b>The board should ensure that risk assessments are performed on a continual basis.</b>	Applied	<p>Management is responsible for continuously identifying, assessing and responding to risks and opportunities that affect the group's goals. Executive directors exercise active monitoring and oversight of key risks and divisional management report their progress on key risks at the divisional board meetings. Through the audit and risk committee, the board is apprised of key risks and the audit results of these key risk areas. These interventions ensure that risks are continually assessed.</p>

No.	Requirement	Status	Comments
45. [4.6] (cont)			<p>The group utilises a heat risk-mapping process aimed at identifying key risk areas on an inherent and residual basis. It assesses and addresses, <i>inter alia</i>, physical and operational risk, HR risk, technology risk, business continuity and disaster recovery, credit and market risk and governance and compliance risk. This assists the board in its assessment and management of risk.</p> <p>The risk-mapping process in each individual business includes:</p> <ul style="list-style-type: none"> <li>• ranking the top ten risks that could impact the achievement of business plans;</li> <li>• the inherent risk rating;</li> <li>• current controls in place to mitigate risks;</li> <li>• the residual risk rating;</li> <li>• evaluating the impact of the risk on the business plan as extreme, high, medium or low; and</li> <li>• the target completion date.</li> </ul> <p>A top-down approach is adopted in the risk assessment process.</p> <p>The objective of the risk registers of the subsidiaries and the consolidated risk register for the group is to provide divisional risk management oversight and guidance to management. The group's key risks are presented to the board on a regular basis.</p> <p>The board ensures that key risks are quantified as far as possible and where practicable.</p>
46. [4.7]	<b>The board should ensure that frameworks and methodologies are implemented to increase the probability of anticipating unpredictable risks.</b>	Applied	<p>The risk management framework, coupled with the integrated strategic processes, increase the group's ability to identify key risks and opportunities that impact its goals and sustainability. The board, supported by the audit and risk committee, ensures that frameworks and methodologies are implemented to increase the possibility of anticipating unpredictable risks.</p>

No.	Requirement	Status	Comments
	<b>Risk response</b>		
47. [4.8]	<b>The board should ensure that management considers and implements appropriate risk responses.</b>	Applied	In terms of the risk management framework, the executive and divisional management are responsible to monitor and report to the chief executive officer and financial director the effectiveness of risk response, taking into account the assessment and exploitation of opportunities to improve the performance of the group. The audit and risk committee is responsible for monitoring and communicating to the board the progress on risk management response plans. Risks, responses and actions are reported via risk registers at a board, audit and risk committee and entity/divisional level.
	<b>Risk monitoring</b>		
48. [4.9]	<b>The board should ensure continual risk monitoring by management.</b>	Applied	The board, assisted by the audit and risk committee, ensures that continuous risk monitoring by management takes place and risk registers are completed by each business in the group for evaluation by the board.
	<b>Risk assurance</b>		
49. [4.10]	<b>The board should receive assurance regarding the effectiveness of the risk management process.</b>	Applied	<p>The board receives multiple assurance statements regarding the effectiveness of the group's risk management process. These include management's annual representation letters, confirming that controls have been implemented and are operating effectively in relation to key risks.</p> <p>The audit and risk committee, given the input of the individual businesses' management and, after having ensured that management considered and implemented appropriate risk responses, provides assurance to the board that the risk management plan is integrated in the day-to-day activities of the group.</p> <p>Internal audit provided a written assessment regarding the effectiveness of the system of internal controls and risk management to the board, which enabled it to report on the effectiveness of the system of internal control, as disclosed in the integrated report and in the annual financial statements.</p>

No.	Requirement	Status	Comments
	<b>Risk disclosure</b>		
50. [4.11]	<b>The board should ensure that there are processes in place enabling complete, timely, relevant, accurate and accessible risk disclosure to stakeholders.</b>	Applied	<p>The group's risk management framework is structured in such a way so as to provide assurance to the board on the processes in place to enable complete, timely, relevant, accurate and accessible risk disclosure to stakeholders.</p> <p>The effectiveness of the risk management process is disclosed in the integrated report. Undue, unexpected or unusual risks are disclosed in the integrated report on pages 45 to 48.</p>

No.	Requirement	Status	Comments
<b>5. The governance of information technology</b>			
51. [5.1]	<b>The board should be responsible for information technology (IT) governance.</b>	Applied	<p>Information technology (IT) governance is the ultimate responsibility of the board. The audit and risk committee, in terms of its charter, assists the board with the oversight of IT investment priorities for the group and the monitoring of IT-related controls.</p> <p>The IT steering committee further monitors the progress on key IT projects and is responsible for monitoring overall IT governance, including the implementation of the IT framework.</p>
52. [5.2]	<b>IT should be aligned with the performance and sustainability objectives of the company.</b>	Applied	<p>The IT strategy is aligned to the company's strategy and IT systems are therefore designed or purchased to support the company's operations and growth and to enable future efficiencies. The IT steering committee oversees, guides and monitors the alignment of IT and the company's strategic objectives and priorities.</p> <p>The board, through the IT steering committee, has facilitated the integration of the IT strategy into group companies' strategic and business processes. A robust process has been implemented to identify and exploit, where appropriate, opportunities to improve performance and sustainability of the group, in line with triple bottom line objectives, through the use of IT.</p>
53. [5.3]	<b>The board should delegate to management the responsibility for the implementation of an IT governance framework.</b>	Applied	<p>The board recognises the important role that IT governance plays in the management of risks and the achievements of group objectives and the design, implementation, monitoring and reporting of suitable control or related frameworks has been delegated to management with the IT steering committee providing an oversight role.</p> <p>Management is responsible for the implementation of the structures, processes and mechanisms for the IT governance framework, which has been approved by the board. The IT steering committee oversees the implementation and provides guidance to management.</p>

No.	Requirement	Status	Comments
54. [5.4]	<b>The board should monitor and evaluate significant IT investments and expenditure.</b>	Applied	<p>The board has approved a long-term investment for the implementation of warehousing and distribution management systems as well as an ERP system across the group to add value to the business and mitigate risks. The business value proposition is proportional to the level of investment.</p> <p>The IT steering committee, which is accountable to the board, oversees, guides and monitors the alignment of IT and the group's strategic objectives and priorities. The IT steering committee monitors the return on investment from significant IT projects and reports thereon to the board</p> <p>The IT steering committee, as a sub-committee of the board, ensures that the intellectual properties contained in the information systems are protected.</p>
55. [5.5]	<b>IT should form an integral part of the company's risk management.</b>	Applied	<p>IT risk forms an integral part of the group's risk management process. In addition to divisional directors considering IT risks that affect their respective divisions, the executive directors are responsible for identifying, assessing and responding to group-wide IT risks and document these in the group's risk register.</p> <p>The IT steering committee ensures compliance with internal policies, selected industry standards, external laws and regulations, as relevant.</p>
56. [5.6]	<b>The board should ensure that information assets are managed effectively.</b>	Applied	<p>The board is responsible for the governance of IT and accordingly ensures that information assets are identified, managed and treated as important business assets. IT information assets are managed on a day-to-day basis in line with DAWN's IT policies, contributing to secure and accurate information.</p>
57. [5.7]	<b>A risk committee and audit committee should assist the board in carrying out its IT responsibilities.</b>	Applied	<p>The audit and risk committee ensures that IT risks are addressed through its risk management, monitoring and assurance processes, supported by assurance from the IT steering committee and internal audit. The audit and risk committee is an integral component of the risk management process and fulfils an oversight role of the risk management process and specifically oversees financial reporting risks, internal financial controls, fraud risks as it relates to financial reporting and IT risks as it relates to financial reporting as well as the going concern of the company and the group.</p>

No.	Requirement	Status	Comments
<b>6. Compliance with laws, codes, rules and standards</b>			
58. [6.1]	<b>The board should ensure that the company complies with applicable laws and considers adherence to non-binding rules, codes and standards.</b>	Applied	<p>The board is committed to act in the best interests of the group, which includes the adherence to applicable laws, rules and standards, taking into account the spirit of compliance, as well as embracing the letter of the law. To this end, the board is assisted by the respective board committees to monitor compliance with laws and regulations and the DAWN code of ethical conduct.</p> <p>In addition, the board delegates legal compliance responsibility to relevant senior management, who receives support in fulfilling these responsibilities from legal advisors. Furthermore, the company secretary ensures that the directors are aware of their statutory duties and that compliance with governance-related legislation is maintained.</p> <p>The responsibility to facilitate compliance throughout DAWN has been delegated to the group governance, risk and compliance executive, who oversees compliance aspects throughout the group. The management of compliance risk forms part of the overall risk management framework of DAWN. The compliance charter sets out the group's approach to managing its compliance risks.</p> <p>Senior management at all subsidiaries are required to do bi-annual self-assessments and to submit written self-certification to the group governance, risk and compliance executive, which reporting coincides with the year-end reporting dates.</p> <p>The compliance framework and the combined assurance processes are disclosed in the integrated report on page 30 and pages 49 to 51, respectively.</p>
59. [6.2]	<b>The board and each individual director should have a working understanding of the effect of the applicable laws, rules, codes and standards on the company and its business.</b>	Applied	<p>The directors are primarily responsible for acquiring the skills necessary for the effective discharge of their duties, although the group does share in this responsibility. To that end, directors are informed of any applicable changes to legislation. The company secretary ensures that the directors are aware of their duties and responsibilities.</p>

No.	Requirement	Status	Comments
60. [6.3]	<b>Compliance risk should form an integral part of the company's risk management process.</b>	Applied	Compliance risk forms an integral part of the risk management process and is included in the risk management framework. Management identifies, assesses and responds to the risk of non-compliance through the risk management processes. Compliance matters are discussed at the executive committee, audit and risk committee and board level.
61. [6.4]	<b>The board should delegate to management the implementation of an effective compliance framework and processes.</b>	Applied	The responsibility for compliance with legislation is clearly documented and delegated to responsible senior management. Management is required to design and implement appropriate compliance structures, processes and systems. In addition, they are responsible for monitoring and evaluating the compliance structures in order to ensure legislative compliance. The audit and risk committee reviews the effectiveness of the system and, on an annual basis, management is required to provide the audit and risk committee with assurance that the delegated legislation has been complied with and aligns with the compliance framework.

No.	Requirement	Status	Comments
<b>7. Internal audit</b>			
<b>The need for and role of internal audit</b>			
62. [7.1]	<b>The board should ensure that there is an effective risk-based internal audit.</b>	Applied	<p>The group's internal audit function is responsible for providing assurance on the effectiveness of key governance, risk management and internal control processes and systems. An internal audit charter, which was adopted by the board, includes details of the duties and responsibilities of the internal audit function. The reliability of the internal audit findings is furthermore ensured by the application of the Standards for the Professional Practice of Internal Auditing, which includes the code of ethics of the Institute of Internal Auditors.</p> <p>The internal audit function is responsible for providing reasonable assurance regarding the effectiveness of the company's governance processes, risk management processes and systems of internal control through the adoption of a systematic, disciplined approach. Due to the governance, risk and compliance executive fulfilling the role of the chief audit executive (CAE), a list of safeguards, recommended by the Institute of Internal Auditors South Africa, have been implemented and are monitored to assure effectiveness is maintained.</p> <p>Internal audit provides assurance to the company's stakeholders that the company operates in a responsible manner by providing a source of information, as appropriate, regarding instances of fraud, corruption, unethical behaviour and irregularities.</p>
<b>Internal audit's approach and plan</b>			
63. [7.2]	<b>Internal audit should follow a risk-based approach to its plan.</b>	Applied	<p>The group's internal audit function has the responsibility to develop a risk-based and integrated approach to audit, which ensures that the internal audit annual plan is focused on key strategies, key risks as well as input from the board, the audit and risk committee, external audit and executive management.</p>

No.	Requirement	Status	Comments
64. [7.3]	<b>Internal audit should provide a written assessment of the effectiveness of the company's system of internal control and risk management.</b>	Applied	The group's internal audit function provides a written assessment regarding the effectiveness of the system of internal controls and risk management to the audit and risk committee and the board. This supports the board in its report on the effectiveness of the system of internal controls in the integrated report.
65. [7.4]	<b>The audit committee should be responsible for overseeing internal audit.</b>	Applied	<p>The audit and risk committee is responsible for overseeing the internal audit function and the appointment/dismissal/evaluation of performance of the CAE, as it relates to the responsibility for overseeing the internal audit function.</p> <p>The audit and risk committee is responsible for approving the internal audit plan based on the agreed scope of work that needs to be performed and annually assesses the effectiveness of the internal audit function.</p> <p>An independent quality review of the internal audit function is performed every five years.</p> <p>The CAE reports administratively to the chief executive officer and reports functionally to the audit and risk committee.</p> <p>Internal audit has a standing invitation to audit and risk committee meetings.</p>
<b>Internal audit's status in the company</b>			
66. [7.5]	<b>Internal audit should be strategically positioned to achieve its objectives.</b>	Applied	<p>To ensure that it can provide objective assurance and consulting services, the internal audit function operates independently from management, is strategically positioned in terms of its reporting lines and has access to strategic meetings or reviews minutes, as required to fulfil its purpose. The CAE has unlimited access to all officers of the company, including the chairmen of the board and the audit and risk committee, and the chief executive officer.</p> <p>The annual allocation of internal audit resources is established on the basis of an approved internal audit plan.</p> <p>The CAE develops and maintains the quality assurance and improvements programmes and the audit and risk committee annually assesses the internal audit function's effectiveness.</p>

No.	Requirement	Status	Comments
<b>8. Governing stakeholder relationships</b>			
67. [8.1]	<b>The board should appreciate that stakeholders' perceptions affect a company's reputation.</b>	Applied	<p>The board is the custodian of the company's reputation and stakeholder relationships and it appreciates the link between the two. The board considers stakeholder engagement to be crucial to the future sustainability of the company and as such an engagement framework has been developed to manage stakeholder perceptions and expectations.</p> <p>The board, through the social, ethics and transformation committee, considers the stakeholder engagement strategy, mapping and progress as part of its corporate services strategy.</p> <p>Stakeholders identified by the board and the group's engagement with them are disclosed in the integrated report on pages 26 to 29.</p>
68. [8.2]	<b>The board should delegate to management to proactively deal with stakeholder relationships.</b>	Applied	<p>It is the board's responsibility, amongst others, to manage the company's relationship with shareholders, financiers, customers, suppliers and other key stakeholders of the group. To this end, an overall stakeholder engagement framework, which aligns the group's engagement with its stakeholders with the King III Principles, has been developed, and management is responsible for monitoring key issues and responding accordingly. The stakeholder engagement framework considers different levels and various methods of engagement. These methods include a mix of formal and informal interactions.</p> <p>The company's integrated report, which incorporates the notice of annual general meeting, is distributed to all shareholders, whom are encouraged to attend.</p>
69. [8.3]	<b>The board should strive to achieve the appropriate balance between its various stakeholder groupings, in the best interests of the company.</b>	Applied	<p>The board recognises that there are many stakeholders interested in its financial, social and environmental performance, and takes these interests into account in its decision-making processes.</p>

No.	Requirement	Status	Comments
70. [8.4]	<b>Companies should ensure the equitable treatment of shareholders.</b>	Applied	DAWN ensures the equitable treatment of all shareholders, including non-controlling interest, driven by compliance with the company's memorandum of incorporation as well as with the JSE Listings Requirements.
71. [8.5]	<b>Transparent and effective communication with stakeholders is essential for building and maintaining their trust and confidence.</b>	Applied	The company is committed to providing complete, timely, accessible information to its stakeholders and its stakeholder engagement process is guided by the principles set out in the stakeholder engagement framework.  The stakeholder engagement framework outlines communication guidelines that support a responsible communication programme.
<b>Dispute resolution</b>			
72. [8.6]	<b>The board should ensure disputes are resolved as effectively, efficiently and expeditiously as possible.</b>	Applied	The board is committed to ensuring that disputes are resolved effectively, efficiently and expeditiously. To this end, the company has a disciplinary code in place which governs internal disputes, which includes disciplinary and incapacity procedures. External disputes are guided by arbitration clauses, as contained in third party agreements. An alternative dispute resolution policy has been implemented.  Any disputes pertaining to labour are addressed by human resources. The individuals appointed to represent the company in any other disputes are the chief executive officer and the group executive.

No.	Requirement	Status	Comments
<b>9. Integrated reporting and disclosure</b>			
<b>Transparency and accountability</b>			
<b>73.</b> [9.1]	<b>The board should ensure the integrity of the company's integrated report.</b>	Applied	<p>The board reviews and approves the integrated report, it ensures that the integrated report addresses all material issues, and includes a fair representation of the integrated performance of the group. The internal and external auditors assist the company in the verification process.</p> <p>The audit and risk committee oversaw the integrated reporting process, as outlined in the report of the audit committee in the integrated report and in the annual financial statements, and recommended the integrated report for approval by the board. The board approved the integrated report on 23 August 2017.</p> <p>The integrated report is prepared every year, with F2017 being DAWN's seventh year of presenting an integrated report to stakeholders. Sustainability data and the corporate governance register are made available on DAWN's website. The integrated report contains a synopsis of sustainability information, King III Chapter 2 disclosure and annual financial statements. As integrated reporting is an evolving process, it is DAWN's aim to introduce annual improvements to improve on the meaningfulness of the content.</p>
<b>74.</b> [9.2]	<b>Sustainability reporting and disclosure should be integrated with the company's financial reporting.</b>	Applied	<p>DAWN's integrated report aims to provide both financial and non-financial information to stakeholders in a meaningful manner. Commentary on the group's financial results is included in the chief financial officer's report on pages 21 to 25.</p> <p>The board believes that the group is solvent and liquid for the 12 months following 14 July 2017 and a going concern assessment appears on page 20 of the integrated report and in note 44 on page 212 of the annual financial statements.</p> <p>The integrated report confirms DAWN's group structure and geographic footprint on pages 6 and 7 and disclosure of the positive and negative impacts of the group's operations is contained in the chief executive officers' reviews on pages 15 to 19.</p>

No.	Requirement	Status	Comments
75. [9.3]	<b>Sustainability reporting and disclosure should be independently assured.</b>	Applied	<p>The F2017 annual financial statements have been audited by the external auditor, PricewaterhouseCoopers Inc.</p> <p>Information contained within the sustainability data and content and disclosures from certain external sources have been independently verified, such as the broad-based black economic empowerment rating (Empowerdex). The group internal audit department independently provides risk-based assurance on the sustainability data.</p> <p>External independent assurance may in the future be sought for the sustainability report.</p> <p>The audit and risk committee has reviewed the sustainability issues in the sustainability data and in the integrated report to ensure that they are reliable and that there is no conflict with the financial information and to ensure that it represents a true reflection of the company's business operations.</p> <p>The audit and risk committee followed an oversight process of all information provided in the integrated report.</p>