Committee Statement

During the 2025 financial year, restatement of the group 2023 and 2024 annual financial statements was identified regarding the recognition of financial liabilities at acquisition date (1 October 2022) of Studio 88. The committee has assessed and reviewed the accounting disclosure of the restatements. The committee has assessed management's evaluation of the root cause, as well as corrective efforts to internal financial controls to reduce future risks.

The committee is satisfied that it has fulfilled its responsibilities in accordance with its mandate for the 2025 financial year, including duties in terms of the Companies Act, JSE LR and King IV™. The independent performance assessment conducted during the reporting period by The Board Practice concluded that the committee is a key support structure of the board and is highly effective in fulfilling and delivering value on its responsibilities and mandate. The committee reviewed the accounting policies and annual financial statements to ensure that the annual financial statements comply with IFRS Accounting Standards and are appropriate for recommendation to the board of directors for approval. Having given due consideration, the committee believes and confirms that Praneel Nundkumar, who is the financial director and carries the title chief financial officer (CFO), possesses the appropriate expertise and experience to effectively fulfil his responsibilities. The committee is also of the view that the group's financial function incorporates the necessary expertise, resources and experience to adequately and effectively carry out its role. The committee was not required to deal with any complaints relating to accounting practices, internal audit,nor to the content of or auditing of the financial statements, internal controls and any related matters.

The committee chair will be available at the AGM to answer any questions relating to the committee's statutory obligations.

Integrated Assurance

As depicted on pages 113 - 120 of the Integrated report, the enterprise risk management (ERM) process directs the group's handling of its major strategic risks. The group continues to work to integrate all assurance efforts that assures the management of key risks and the accomplishment of group-wide strategic objectives.

The group's integrated assurance journey sets out to achieve the following:

- Safeguarding of the group's strategic pillars
- Optimal and cost-efficient assurance coverage is promoted with coverage directed where the group is at largest risk
- The group's stakeholders are better protected as assurance is focused on key strategic risks

01	First line of defence	Risk ownership is handled by front line managers who have day-to-day ownership and management of their risks and encompass: • Operating controls • Direct control and monitoring by management
02	Second line of defence	A portion of the risk process is under the management and supervision of the risk director. Internal control and risk management procedures are created, implemented, and modified by second-line functions. This would include: • Risk management • Governance and compliance
03	Third line of defence	Its significant degree of organizational independence sets this third line of defence apart from the first two and encompass: • Internal audit • External audit • Other assurance providers

Internal Audit

The committee approved the internal audit charter which is aligned to the new Global Internal Audit Standards that came into effect on 9 January 2025. The group operates in a highly volatile, global community where various interconnected forces are driving extensive organisational transformation and, in turn, requires an agile internal audit function. Reacting to these new demands required new thinking, formulating a value proposition with a different lens on how the group earns and maintains the trust of its stakeholders, changes in mindset, new capabilities, and new delivery models. Internal audit (KPMG) therefore focused on working more efficiently aided by the increased use of technology, and creating added value by providing actionable insights.

A rolling three-year risk-based internal audit plan was developed and aligned to the strategic pillars of the group after considering:	The internal audit plan therefore includes the following focus areas:
• Significant risk areas as identified during the Dynamic Risk Assessment, Divisional Risk Assessment Process and a dedicated IT Risk and Controls Assessment • Materiality and the requirements of the JSE regarding internal financial controls • External audit requirements and alignment to a combined assurance approach • King IV™ report on corporate governance • Focused sessions with all trading divisions and centres of excellence (COE) to understand hotspots and emerging risks • Consideration of latest and global audit best practices and KPMG insights	• Enterprise risk management, business continuity and combined assurance • Internal financial controls • IT general controls across multiple systems and applications • External audit support and control self-assessment • Technology, governance, risk and compliance • Specialist technology and pro-active monitoring • Fraud risk management • Cyber security • IT and major capex expenditure assurance

Methodology and Independence

KPMG has confirmed that its internal audit methodology is aligned to the Institute of Internal Audit standards and aims to provide independent, objective assurance to add value and improve the company's operations. KPMG confirmed its independence for FY2025. For the financial year ended 29 March 2025, work performed has been summarised and results reported to the respective board committees responsible for governance, risk management and internal control processes within the group.

Conclusions

Governance, risk management and combined assurance

Management have progressed well towards the desired risk management maturity level over the past four financial years. The combined assurance policy outlines the integrated combined assurance process. It translates the combined assurance policy into a combined assurance plan to identify the various lines of assurance and assurance providers involved per key risk. A combined assurance roadmap exists to provide the group with a "24 month and beyond" view to maturing combined assurance. Management has made substantial progress in implementing key activities in the roadmap. Internal audit assisted in the mapping process with an aim to provide oversight committees with a consolidated view of assurance obtained from the various assurance providers over the significant or strategic risks of the group.

Statement by Internal Audit
Based on the results of procedures performed in terms of the agreed scope of the projects, as reflected in the approved Internal Audit Plan for FY2024 - FY2025 we report that:

- We evaluated the current system of internal control implemented by the group. Certain areas of improvement were identified and reported to management who have agreed to implement corrective actions or mitigating controls in response to reported internal audit findings, within an acceptable timeframe. The timely closure of the issues reported on is tracked by the Divisional Assurance Board committee on a quarterly basis
- Areas of improvement of a significant nature as well as a summary of the results of reviews completed have been reported to the Audit and Compliance Committee throughout the financial year

Considering the above and the results of our prior year findings, the overall system of internal control has been assessed as adequate and effective for the financial year ended 29 March 2025.

The committee has received the plans taken or to be taken by management to remediate the improvement areas noted by internal audit and was satisfied that managements proposed remedial actions will improve the internal control environment. Having considered the above the committee has no reason to believe that the design and implementation of internal financial controls is not effective and is therefore satisfied that it forms a basis for the preparation of reliable financial statements.

External Audit

Deloitte & Touche were re-appointed and approved by shareholders in August 2024 as the group's external auditor for the FY2025 reporting period.

As part of the committee mandate, the committee has assessed the extent of non-audit services as minimal. The committee engaged with the external auditors on its performance and provided recommendations on service delivery requirements. This remains an area that is continuously monitored with no excessive, unusual or unnecessary engagements noted which is consistent with the group's non-audit services policy which is strictly followed.

The committee's assessment of the audit team assigned to the audit, Deloitte & Touche's independence, its relationship with stakeholders, audit planning and scope of activities, and the extent of non-audit services provided, were further points taken into consideration during the assessment of the audit quality and has resulted in a view that the group received a quality external audit.

The committee met with Deloitte & Touche prior to the approval of this report to discuss key audit matters, the group's annual financial statements, commentary thereon and general matters.

The committee recommends Deloitte & Touche for reappointment as the group's independent, external auditors for the 2026 financial year, with Camilla Howard- Browne, as the designated engagement partner in accordance with paragraph 3.84(g)(iii) of the JSE Listings Requirements. As part of this assessment, the committee considered the decision letters and explanations issued by IRBA and any summaries relating to monitoring procedures and/or deficiencies issued to both Deloitte & Touche and Camilla Howard- Browne. The committee is satisfied that Deloitte & Touche is independent of the group.

The committee acknowledges the following matter identified by Deloitte & Touche as the key audit matter: (see page 17), and notes the following:

- The acquisitions have resulted in goodwill and indefinite useful life intangible assets of R4.6bn being recognised at the year end. Management has performed the annual impairment test, using discounted cash flow models which are inherently complex and judgemental in nature due to the level of estimation uncertainty associated with forecasting future cash flows

Compliance

The board is ultimately responsible and sets the tone for compliance in the group. The board is committed to ensuring that the group complies with the company's memorandum of incorporation and all applicable laws, regulations and adopted nonbinding rules, codes and standards in the countries in which the group operates. The board delegates it's responsibility to the committee, which is accountable for setting the direction on how compliance is managed by approving the group's compliance policy, framework and exercising ongoing oversight of compliance governance.

Lines of defence
The committee delegates the implementation and execution of effective compliance management to the group's senior management as the first line of defence. The second line of defence is the group's compliance function, which assists the board, management and associates in fulfilling their responsibility to comply with its obligations by providing compliance risk management services. High risk compliance areas are included in the group's annual internal audit plan with reviews conducted by the group's outsourced internal audit function as the third line of defence to assess the effectiveness of compliance processes and activities in the group. In addition, KPMG provides assurance on the group's **Together We Do Good report**.

Regulatory environment
The group operates within a complex and demanding regulatory environment, which is monitored through regulatory alert systems for both South Africa and Africa. Additionally, the group keeps track of publications by professional and industry bodies, as well as other stakeholders. This assists the compliance function and business to identify material regulatory changes across all countries in which the group operates. Business impact is also determined and appropriate controls implemented to ensure the group remains in a defendable compliance position.

The group's regulatory universe is reviewed and updated annually by the its compliance function and approved by the committee. The responsibility for compliance with legislation is delegated to senior management. The group compliance function monitors material group and divisional compliance risks, trends and mitigation measures. It formally reports to senior management at the quarterly ESG Centre of Excellence board meetings. There is also reporting to the board, through the Social, Ethics, Transformation and Sustainability Committee (SETS) regarding compliance matters relevant to the SETS's areas of oversight. In addition to structured reporting to the committee at quarterly committee meetings, senior management and the group compliance function provide annual assurance to the committee in respect of their delegated areas of responsibility through a legal assurance process, which assurance supports year end procedures.

Financial services
Mr Price Money, the group's financial services business, is highly regulated and to manage this, a dedicated compliance officer operates within the division, reporting to and aligning with the group compliance function. In addition, an external compliance officer monitors and provides additional assurance on applicable financial services legislation. Guardrisk, as the underwriters of the insurance business, also provides periodic advice and assurance by conducting reviews of the group's processes. In-store monitoring is a biannual process and there was no material non-compliance brought to the attention of the committee. Implementation of compliance measures and controls is managed within other trading divisions and centres of excellence as part of existing roles as appropriate, guided and overseen by the group compliance function.