



KING IV APPLICATION REGISTER 2020

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# KING IV APPLICATION REGISTER

## OUTCOMES AND PRINCIPLES

## EXPLANATION OF APPLICATION OF PRINCIPLES

### OUTCOME: ETHICAL CULTURE

**Principle 1:** The Board should lead ethically and effectively

#### Disclosure requirement in Code

The governing body should disclose the arrangements by which the members are being held to account for ethical and effective leadership.

The charter of the Board (Board Charter) commits the board of directors (Board) to effective and ethical leadership. The Board is also committed to the highest standards of good corporate governance. In addition to fulfilling their statutory and fiduciary duties, all members of the Board are expected to display the characteristics of integrity, competence, responsibility, accountability, fairness and transparency. The chair of the Board is required to monitor the behaviour of Board members in this respect. The Board's performance is independently monitored on an annual basis. The Board acts in accordance with the Board Charter and Memorandum of Incorporation.

The Board sets the strategic direction adopted by the Company's operations to support a sustainable business taking into account *inter alia* the Company's short- and long-term impact on the economy, society, environment and its stakeholders, the best interest of the Company and risks and opportunities. The Chief Executive Officer is responsible for the implementation and execution of the approved strategy, policy and plan; however, the Board oversees and monitors the implementation and execution by management and remains accountable for the responsibility to achieve strategic objectives and other positive outcomes, including the Company's performance, even where delegated.

**Principle 2:** The Board should govern the ethics of the company in a way that supports the establishment of an ethical culture

#### Disclosure requirement in Code

The governing body should with regards to ethics management ensure disclosure on:

- Overview of the arrangements for governing and managing ethics
- Key focus areas during the reporting period
- Measures taken to monitor organisational ethics and how the outcomes were addressed; and
- Planned areas of future focus.

DRDGOLD has a Code of Conduct in place which is applicable to all employees, including the Board. The code is based on the DRDGOLD values of unity, integrity, commitment and accountability. The ethical standards are imbedded in processes for the recruitment, evaluation of performance and reward of employees as well as the sourcing of employees. The Social and Ethics Committee is tasked with ensuring that the Group's ethics are managed effectively. In addition to monitoring adherence to the Code of Conduct, the Social and Ethics Committee is responsible for oversight of organisational ethics. Relevant sanctions and remedies are consistently applied when ethical standards are breached. A whistle-blowing mechanism is in place to assist with the identification of possible unethical behaviour. The Code of Conduct is available on the website: [www.drdgold.com/about-us/governance](http://www.drdgold.com/about-us/governance). Additional information can be found on page 71 of the Integrated Annual Report which is available on the website on [www.drdgold.com/investors-and-media/annual-reports](http://www.drdgold.com/investors-and-media/annual-reports)

**Principle 3:** The Board should ensure that the company is and is seen as a responsible corporate citizen

#### Disclosure requirement in Code

The governing body should with regards to corporate citizenship ensure disclosure on:

- Overview of the arrangements for governing and managing responsible corporate citizenship
- Key focus areas during the reporting period
- Measures taken to monitor corporate citizenship and how the outcomes were addressed; and
- Planned areas of future focus.

Compliance with the laws of the country throughout the Group, including the Constitution of South Africa and the Bill of Rights, is non-negotiable. The core purpose and values of DRDGOLD, as well as its strategy and conduct, are congruent with it being a responsible corporate citizen. The Board has delegated responsibility for monitoring the Group's overall responsible corporate citizenship performance to the Social and Ethics Committee. The scope of the committee's mandate in this regard includes the relevant activities of the Group in the workplace, in the economy, society and the environment. Where relevant, specific targets have been set against which the performance of the Group is monitored on an ongoing basis.

For more information on how the Group addressed its responsibilities as a responsible corporate citizen, the reader is referred to the annual integrated report published on our website: [www.drdgold.com/investors-and-media/annual-reports](http://www.drdgold.com/investors-and-media/annual-reports)

# KING IV APPLICATION REGISTER CONTINUED

## OUTCOME: VALUE CREATION

**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

### Disclosure requirement in Code

In respect of disclosure on strategy and performance, refer to Principle 5 below

The Board is deeply aware of the expectation for value creation across various elements of the business and any discussions of strategy, risk and opportunities, as well as the business model and performance are based on the prerequisite for long-term sustainability and sustainable development. This is also within the context of the difficult market and trading conditions faced by the mining industry over an extended period of time. For more information on the vision and future direction of the Group as well as the value created for the Group and its material stakeholders, the reader is referred to the annual integrated report published on our website:

[www.drdgold.com/investors-and-media/annual-reports](http://www.drdgold.com/investors-and-media/annual-reports)

The Board sets key performance measures and targets in order to continuously monitor and assess the achievement of strategic objectives and agreed plans for value creation over the short, medium and long term. Management is expected to implement and execute on the approved strategy and business plans. Management is furthermore expected to continually assess and respond, in a responsible manner, to the negative consequences of the Group's activities and outputs in all areas of the business.

The Board has a particular focus on the general viability of the business and its status as a going concern. For this reason, the solvency and liquidity of the company is monitored on a continuous basis.

With regards to financial and operational performance, the Board commended management for the stability of production outcomes despite unprecedented challenges stemming from the COVID-19 pandemic and the South African National lockdown. The Board remains very confident of management's technical ability to achieve this. This confidence has been augmented by the ongoing fine-tuning of processes, proactive problem-solving approach and the improved quality of the data as well as technical and analytical insights being reported to the Board. The Board is seen to be effective in its strategic contribution. There is agreement that DRDGOLD's future strategic options have increased significantly with the successful implementation of Phase I of FWGR as well as the exercise of the option by Sibanye-Stillwater to increase its shareholding in DRDGOLD from 38.01% to 50.1% during the year, as a strategic keystone.

**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

### Disclosure requirement in Code

The organisation should issue a report annually that presents material information in an integrated manner and that provides its users with a holistic, clear, concise and understandable presentation of the organisation's performance in terms of sustainable value creation in the economic, social and environmental context within which it operates

Refer to the annual integrated report on [www.drdgold.com/investors-and-media/annual-reports](http://www.drdgold.com/investors-and-media/annual-reports) that presents material information in an integrated manner and provides stakeholders and users with a holistic presentation of the Group's performance in a clear, concise and understandable manner. The annual reporting suite contains, amongst others, the annual financial statements, corporate governance disclosures in addition to those contained herein, as well as the notice of the annual general meeting of DRDGOLD shareholders.

The Board, with the assistance of the Audit and Risk Committee, ensures that reports are issued as is necessary to comply with legal requirements and/or to meet the legitimate and reasonable information needs of material stakeholders. The integrity of all reporting is ensured with the assistance of relevant internal and external role players forming part of the integrated assurance process.

# KING IV APPLICATION REGISTER CONTINUED

## OUTCOME: EFFECTIVE CONTROL

**Principle 6:** The Board should serve as the focal point and custodian of corporate governance in the company

### Disclosure requirement in Code

The following should be disclosed in relation to the primary role and responsibilities of the governing body:

- Number of meetings held during reporting period and attendance at those meetings
- Whether the governing body is satisfied that it has fulfilled its responsibilities in accordance with its charter for the reporting period

The Board fully appreciates that it is first and foremost accountable for the application of corporate governance principles and practices in DRDGOLD. It furthermore understands that its key functions are to set the strategic direction of the Group, to approve appropriate policies and plans to give effect to the approved strategy, to delegate implementation of the foregoing to management and adequately monitor management's performance and to ensure accountability through reporting and the principle of transparency. The role and functions of the Board are set out in the Board Charter and also incorporated into the Board's annual workplan. The Board is satisfied that it has fulfilled its responsibilities in accordance with its charter for the reporting period.

As previously indicated, the Board is fully committed to ethical and effective leadership. This entails, amongst others that the Board appropriately manages its duty to act as custodian of corporate governance in the Group.

Refer to the annual integrated report published on our website: [www.drdgold.com/investors-and-media/annual-reports](http://www.drdgold.com/investors-and-media/annual-reports) for the requisite information and disclosure regarding the number of Board meetings and attendance during the reporting period.

**Principle 7:** The Board should comprise the appropriate balance of knowledge, skills, experience, diversity and independence for it to discharge its governance role and responsibilities objectively and effectively

### Disclosure requirement in Code

The governing body should ensure disclosure on the following:

- Whether the governing body is satisfied that its composition reflects the appropriate mix referred to above
- Targets set for gender and race representation and progress against these targets
- Categorisation of each member of the governing body as executive or non-executive
- Categorisation of non-executive members of the governing body as independent or not, and when a non-executive member has been serving for longer than nine years, a summary of the views of the governing body on the independence of the member
- The qualifications and experience of members
- The length of service and age of members of the governing body
- Other governing body and professional positions held by each member
- Reasons for removal, resignation or retirement of members of the governing body

The Board is continuously evaluating its composition to ensure that it is aligned with socio-economic transformation reflective of the country's population demographics.

To ensure a formal and transparent appointment process, any new appointment of a Director is considered by the Board as a whole, on the recommendation of the Nominations Committee. The selection process involves considering the existing balance of knowledge, skills and experience on the Board and a continual process of assessing the needs of DRDGOLD and the Board's effectiveness and ability to discharge its governance role and responsibilities objectively and effectively.

On an annual basis, a review of the independence of the directors of the Board is undertaken within the meaning ascribed thereto in the JSE Listings Requirements and King IV.

The Board took cognisance of the amendments to the JSE Listings Requirements which came into effect on 19 June 2017 and elected to revise its diversity policy which appeared on its website, to be reflective of both gender and race.

The Board has adopted a policy on the promotion of gender and race diversity and inclusion at the Board level.

The composition of the Board is diverse and reflective of transformation and the country's demographics.

# KING IV APPLICATION REGISTER CONTINUED

## OUTCOME: EFFECTIVE CONTROL *continued*

The governing body should disclose on the independence of the chair and whether or not a lead independent director had been appointed and the role and responsibilities assigned to the position

With legal, financial and engineering experience represented amongst the independent non-executive directors, complimenting the extensive skills and experience of the chairman and executive directors, the Board has an appropriate mix of knowledge, skills and experience. The composition of the Board also introduces the required element of diversity and independence. The Board is therefore comfortable with its composition under current circumstances and considering the challenges faced by the business.

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Refer to the DRDGOLD website at [www.drdgold.com/about-us/directors-officers-and-executives](http://www.drdgold.com/about-us/directors-officers-and-executives) and disclosure regarding the composition of the Board and each of the directors.

The Nominations Committee continues to play an active role in assessing the Board composition and identifying appropriate candidates for appointment to the Board. To this end, the Nominations Committee assisted the Board in additional appointments which are both race and gender diverse, notably, with the appointment of Mr Timothy Cumming and Ms Charmel Flemming in August 2020.

A formal induction programme is available for new directors including background material on the company's business and Board matters, guidance on directors' duties and responsibilities, and meetings with senior executives. All directors have been on site visits to familiarise them with the operations and to meet with senior management. Ongoing training includes workshops presented by external advisors and additional training is facilitated as required. Site visits to the operations are held from time to time and directors receive regular briefings on legal and other developments, including changes in the business and the business environment.

Two of the independent non-executive directors have served on the Board for longer than nine years.

The non-executive chairman of the Board, Mr Geoffrey Charles Campbell, who is categorised as independent, has been on the Board since 2006 and has fulfilled the role of chairman since March 2002.

Mr Edmund Abel Jeneker has been serving as an independent non-executive director since November 2007. Furthermore, Mr Jeneker serves as lead independent director and his main responsibilities include:

- Leading in the absence of the chairman
- Serving as sounding Board for the chairman
- Acting as intermediary between the chairman and other Board members, when necessary
- Strengthening independence of the Board
- Leading the assessment of the performance of the chairman

# KING IV APPLICATION REGISTER CONTINUED

## OUTCOME: EFFECTIVE CONTROL *continued*

**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

### Disclosure requirement in Code

The governing body should ensure disclosure of the following as regards each of its committees:

- The role and functions
- Composition, including each member's qualifications and experience
- Any external advisers who regularly attend or are invited to attend committee meetings
- Key areas of focus
- Number of meetings and attendance, and
- Whether the committee is satisfied that it has fulfilled its responsibilities for the reporting period in accordance with the terms of reference

The following Board committees were established:

- Audit and Risk Committee
- Nominations and Remuneration Committee
- Social and Ethics Committee

Each committee has a minimum of three members as recommended by King IV. The composition of each committee is also aligned with the King IV recommendations. The other members of the Audit and Risk Committee are both independent non-executive directors. The chairman of the Board does not serve on the Audit and Risk Committee. The Board is furthermore of the opinion that the extensive experience of the chairman of the Board in the business of the Group outweighs the potential downside of the chairman having served in excess of 17 (seventeen) years. The Board is comfortable that the current composition of the Audit and Risk Committee contributes to its effectiveness in fulfilling its duties. This position is monitored on a continuous basis and was reassessed in that the Board appointed two additional independent non-executive directors in August 2020.

Information about the Nominations and Remuneration Committee and the Social and Ethics Committee is on page 79 and pages 80-86 of the 2020 Integrated Annual Report at [www.drdgold.com/investors-and-media/annual-reports](http://www.drdgold.com/investors-and-media/annual-reports).

With effect from 22 October 2020, pursuant to good corporate governance, the Board decided to restructure the Company's Audit and Risk Committee and the Remuneration and Nominations Committee and has established four separate committees. For more information, refer to the SENS announcement dated 23 October 2020 on our website on <https://www.drdgold.com/investors-and-media/sens-news-view/2020/48f9bcc2-0350-4db5-919d-49e519332a81>

# KING IV APPLICATION REGISTER CONTINUED

## OUTCOME: EFFECTIVE CONTROL *continued*

In addition to the general disclosure required in respect of each committee of the governing body in terms of this Code and statutory disclosure, the audit committee should ensure disclosure on the following:

- Whether the audit committee is satisfied that the auditor is independent of the organisation which disclosure should be done with reference to:
  - the nature and extent of non-audit services rendered
  - audit firm tenure and, in the event of the audit firm having been involved in a merger or acquisition, including tenure of its predecessor
  - rotation of the designated audit partner, and
  - significant changes in management during tenure of external audit firm
- Significant matters that the audit committee has considered in relation to the AFS and how these were addressed by the committee
- The audit committee's view on the quality of the external audit, with reference to audit quality indicators such as those that may be included in inspection reports issued by external audit regulators
- The audit committee's view on the effectiveness of the chief audit executive and the arrangements for internal audit
- Its views on the effectiveness of the design and implementation of internal financial controls, and on the nature and extent of any significant weaknesses in the design, implementation or execution of internal financial controls that resulted in material financial loss, fraud, corruption or errors
- Audit Committee's views on the effectiveness of the CFO and the finance function
- The arrangements in place for combined assurance and its views on the effectiveness thereof

The Board is also comfortable that the current composition of the Board committees contributes to effective collaboration as well as a balanced distribution of power so that no individual has the ability to dominate decision-making and no undue reliance is placed on any individual.

The terms of reference for each of the Board committees which are disclosed in our integrated annual report provide the following information:

- Composition of each committee and qualifications and experience of members
- Information on external advisors who regularly attend committee meetings
- Key areas of focus of each committee
- Number of committee meetings and attendance
- Confirmation by each committee that it is satisfied that it has fulfilled its responsibilities for the reporting period

Refer to the DRDGOLD website at [www.drdgold.com/investors-and-media/annual-reports](http://www.drdgold.com/investors-and-media/annual-reports) for access to the report of the Audit and Risk Committee included in the annual financial statements. The report confirms, amongst others, that the audit committee has satisfied itself with:

- The independence and performance of the external audit firm as well as the quality of the external audit
- The effectiveness of the internal audit function as well as the CFO and finance function
- The effectiveness of the design and implementation of the internal financial controls
- The effectiveness of the combined assurance process

# KING IV APPLICATION REGISTER CONTINUED

## OUTCOME: EFFECTIVE CONTROL *continued*

**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

### Disclosure requirement in Code

The governing body should ensure disclosure on:

- A description of the performance evaluations undertaken during the reporting period, including the scope, whether formal or informal and whether in-house or facilitated externally
- An overview of results and remedial actions taken, and
- Its views on whether the evaluation process is effective in improving performance and effectiveness of the governing body

The effectiveness and performance of the Board as a whole and the individual Board Committees is evaluated annually. The 2020 evaluation and report into the effectiveness of the Board as a collective was based on qualitative interviews and a quantitative questionnaire. Generally, the review was positive. The Board members are mature, committed, value-adding and fulfil their duties with the necessary preparedness and diligence. The Board works well and functions optimally in all of its obligations, role, function and accountabilities. The directors have the requisite mix of skills to ensure that they have a robust understanding of the business and remain in tune with the operating context. The integrity, quality and value of the governance reporting is of a high standard with ongoing refinement of information and discussions. It was noted that the Board is now diverse, from a transformation perspective and the gender composition had also been addressed. Given the long tenure of some directors on the Board, a comprehensive succession plan is still required. The Board remains resolute in its focus and commitment to ensuring ongoing operational, technical and process improvement (The flow of information between the Board and Management is effective and we are adequately kept abreast of developments with appropriate updates between meetings.

### Social and Ethics Committee:

The Board is satisfied with the quality of and on-going refinements to integrated reporting on sustainability and the environment as an integral part of risk management and strategic objectives of the Company. The Social and Ethics Committee has noted that environmental, social and corporate governance reporting has become an integral component to measuring the sustainability and ethical impact and performance of the Company.

### Audit and Risk Committee:

The Audit and Risk Committee assists the Board with the governance of risk and monitors risk management. The Board has delegated to the Audit and Risk Committee oversight of, *inter alia*, the effectiveness of the Company's assurance services, with particular focus on combined assurance, including external audit, risk and internal audit and the finance function as well as the integrity of the annual integrated report and the annual financial statements. The Board remains satisfied with the combined assurance and overall integrity and quality of financial, budgeting and forecasting information.

### Remuneration and Nominations Committee:

The combined Remuneration and Nominations Committee continues to be effective.

# KING IV APPLICATION REGISTER CONTINUED

## OUTCOME: EFFECTIVE CONTROL *continued*

**Principle 10:** The Board should ensure that the appointment of, and delegation to, management contributes to role clarity and the effective exercise of authority and responsibilities

### Disclosure requirement in Code

The governing body should ensure disclosure on:

- In relation to the CEO:
  - notice period in employment contract and contractual conditions related to termination
  - other professional commitments of the CEO, including membership of governing bodies outside the organisation
  - whether succession planning is in place for the CEO position
- In relation to delegation:
  - statement on whether the governing body is satisfied that the delegation of authority framework contributes to the role clarity and the effective exercise of authority and responsibilities
- In relation to the company secretary:
  - arrangements in place for accessing professional corporate governance services and a statement on whether the governing body believes those arrangements are effective

The Board has the authority to exercise all of the powers and perform any of the functions of the company, except as otherwise provided in the Companies Act, 71 of 2008 or the Memorandum of Incorporation of the company. Specific authority and powers of the Board have been delegated to management and such delegation is captured in a formal delegation of authority framework that is reviewed by the Board on a regular basis. The Board is comfortable and satisfied that this framework contributes to role clarity and the effective exercise of authority and responsibilities.

Additional information on executive management can be found on the DRDGOLD website and in the annual integrated report at [www.drdgold.com/about-us/directors-officers-and-executives](http://www.drdgold.com/about-us/directors-officers-and-executives)

The CEO does not have any commitments outside of DRDGOLD. The notice period of the CEO in terms of his employment contract is three months. There are no other conditions relating to termination of employment for the CEO which are not standard employment conditions in the Group. A succession plan is in place for the CEO position.

The Company Secretary is appointed by the Board in accordance with the Companies Act and the JSE Listings Requirements and her performance is evaluated annually during the independent assessment of Board effectiveness. The Board is satisfied that the Company Secretary is properly qualified and experienced to competently carry out the duties and responsibilities of Company Secretary.

**Principle 11:** The Board should govern risk in a way that supports the company in setting and achieving its strategic objectives

### Disclosure requirement in Code

The governing body should ensure disclosure of the nature and extent of the risks and opportunities the organisation is willing to take without compromising sensitive information.

The governing body should ensure disclosure on:

- Overview of arrangements for governing and managing risk
- Key focus areas during the reporting period, including objectives, key risks as well as undue, unexpected or unusual risks and risks taken outside of risk tolerance levels
- Actions taken to monitor the effectiveness of risk management and how the outcomes were addressed, and
- Planned areas of future focus

The governance and oversight of risk management has always been a material item on the Board's workplan. This function is fulfilled with the assistance of the Audit and Risk Committee. The committee's responsibilities in respect of risk include, amongst others:

- Developing an integrated risk management strategy for approval by the Board
- Assisting the Board in setting the levels of risk tolerance and appetite
- Ensuring effective communication of all risk related information, instructions and recommendations throughout the Group

A comprehensive risk management process is in place for identifying, evaluating and monitoring the nature and extent of risks affecting the business. Risk is assessed on an ongoing basis in a "bottom-up and top-down" approach. Internal audit assists management in evaluating the process for managing key operational, financial and compliance risks while the dedicated, internal risk officer monitors and reviews the Group risk register on a continuous basis and submits a risk report at each meeting of the Audit and Risk Committee.

Refer to the DRDGOLD website at [www.drdgold.com/investors-and-media/annual-reports](http://www.drdgold.com/investors-and-media/annual-reports) for access to the risk report included in the integrated annual report. The report elaborates on the arrangements for governing and managing risk as well as the key focus areas during the reporting period and the planned areas of future focus. Key risks and actions taken to monitor the effectiveness of the risk management process are also addressed in the report.

# KING IV APPLICATION REGISTER CONTINUED

## OUTCOME: EFFECTIVE CONTROL *continued*

**Principle 12:** The Board should govern technology and information in a way that supports the company setting and achieving its strategic objectives

### Disclosure requirement in Code

The governing body should with regards to technology and information ensure disclosure on:

- Overview of arrangements for governing and managing technology and information
- Key focus areas during the reporting period, including objectives, significant changes in policy, significant acquisitions and remedial action taken as a result of major incidents
- Actions taken to monitor the effectiveness of technology and information management and how the outcomes were addressed, and
- Planned areas of future focus

Technology and information governance is ultimately the responsibility of the Board. The Audit and Risk Committee oversee the information and technology governance in respect of DRDGOLD's environment, integrated into key business objectives and monitored for compliance and performance. Among the key aims of the information and technology framework are to standardise business processes across the Group, reduce internal costs and ensure sound governance. The company has engaged a Chief Information Officer effective 2 November 2020 to drive the "big data" projects within the Group, as well as other technology projects.

The Board receives an annual update on information and technology risks from the Manager: Risk and Internal Audit. All risks presented in the year were deemed to be within defined tolerance levels and not considered material. These included:

- Business continuity
- Prolonged downtime
- Back-up and off-site storage
- Security of network and devices
- Policies on electronic communications and social media
- Corporate governance compliance
- Physical access to servers
- Level of third-party vendor access to the network
- Copyright infringement
- Software licensing

**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

### Disclosure requirement in Code

The governing body should with regards to compliance ensure disclosure on:

- Overview of arrangements for governing and managing compliance
- Key focus areas during the reporting period
- Actions taken to monitor the effectiveness of compliance management and how the outcomes were addressed, and
- Planned areas of future focus

The governing body should also ensure disclosure on:

- Material or repeated regulatory penalties, sanctions or fines for contraventions of, or non-compliance with, statutory obligations – whether imposed on the organisation or on members of the Board or officers in relation to the organisation
- Details of monitoring and compliance inspections by environmental regulators, findings of non-compliance with environmental laws or criminal sanctions and prosecutions for such non-compliance

The Board is ultimately responsible for the governance of compliance with applicable laws and adopted, non-binding rules, codes and standards by setting the direction for how compliance should be approached and addressed. The Board's approach to compliance is addressed in the Board charter and confirms that the Group is expected to be a law-abiding citizen of the country. Compliance is considered by the Board not only for the obligations it creates but also the rights and protection it affords.

The regulatory universe is continually monitored by management to identify changes and developments that may have an impact on the Group. New legislation that impacts the Group is discussed at Board meetings. The company secretary as well as executive management, assists in this regard with the use of a comprehensive compliance checklist.

There were no regulatory penalties, sanctions or fines for contraventions of, or non-compliance with any statutory obligations. No adverse compliance inspections by environmental regulators took place during the period under review and no incidences of non-compliance with environmental laws were identified.

# KING IV APPLICATION REGISTER CONTINUED

## OUTCOME: EFFECTIVE CONTROL *continued*

**Principle 14:** The Board should ensure that the company remunerates fairly, responsibly and transparently so as to promote the achievement of strategy objectives and positive outcomes in the short, medium and long term

### Disclosure requirement in Code

The governing body should ensure that remuneration is reported on in three parts: (i) background statement; (ii) an overview of the organisation's policy on remuneration; and (iii) an implementation report in terms of the Companies Act, if applicable, which contains details of all remuneration and benefits paid and awarded to individual members of the Board and prescribed officers during the reporting period.

The Remuneration and Nominations Committee supports the Board with the governance of remuneration throughout the Group and ensuring fair and responsible remuneration practices.

Detailed disclosure regarding remuneration is contained in the annual integrated report which can be accessed on [www.drdgold.com/investors-and-media/annual-reports](http://www.drdgold.com/investors-and-media/annual-reports)

**Principle 15:** The Board should ensure that assurance services and functions enable an effective control environment, and that these support the integrity of information for internal decision-making and of the company's external reports

### Disclosure requirement in Code

- External reports should disclose information about the type of assurance process applied to each report, in addition the independent external audit opinions provided in terms of legal requirements. The information should include:
  - a brief description of the nature, scope and extent of the assurance functions, services and processes underlying the preparation and presentation of the report; and
  - a statement by the governing body on the integrity of the report and the basis for this statement, with reference to the assurance applied.

Refer to audit committee disclosures for recommended disclosure by the committee concerning:

- Application of combined assurance
- Internal audit arrangements and the internal control environment

The Board has delegated to the Audit and Risk Committee oversight of, *inter alia*, the effectiveness of DRDGOLD's assurance services, with particular focus on combined assurance, including external audit, internal audit and the finance function as well as the integrity of the annual financial reporting suite, particularly the integrated report and annual financial statements; and, to the extent delegated by the Board, any other external reports issued by DRDGOLD.

The Audit and Risk Committee also considers annually, and satisfies itself of, the appropriateness of the expertise and experience of the CFO and the overall finance function.

Refer to the annual integrated report on [www.drdgold.com/investors-and-media/annual-reports](http://www.drdgold.com/investors-and-media/annual-reports) for information on assurance provided.

# KING IV APPLICATION REGISTER CONTINUED

## OUTCOME: LEGITIMACY

**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

### Disclosure requirement in Code

The governing body should with regards to stakeholder relationships ensure disclosure on:

- Overview of arrangements for governing and managing stakeholder relationships
- Key focus areas during the reporting period
- Actions taken to monitor the effectiveness of stakeholder management and how the outcomes were addressed, and
- Planned areas of future focus

Minutes of AGMs of listed companies should be publicly available.

A holding company should disclose an overview of the group governance framework that is implemented across the group.

The Board has identified material stakeholders of the Group and considers the legitimate and reasonable needs, interests and expectations of such stakeholders on an ongoing basis as part of the decision-making process and in acting in the best interest of the company.

Refer to the website and integrated annual report on [www.drdgold.com/investors-and-media/annual-reports](http://www.drdgold.com/investors-and-media/annual-reports) for additional information on the management of stakeholder relationships as well as the results of the previous annual general meeting, as contemplated in the relevant announcement via the Stock Exchange News Service.

A formal governance framework is in the process of being put in place between the company as holding company and its operating subsidiaries. The Board fully recognises the separate legal existence of each subsidiary as well as the statutory and fiduciary duties of the directors of such subsidiaries. The Audit and Risk Committee as well as the Social and Ethics Committee fulfil oversight functions also in respect of relevant subsidiaries. Group policies are applied in all subsidiaries unless regarded as not being in the interest of a subsidiary in which event the directors of the subsidiary may recommend appropriate amendments to such policy.

**Principle 17:** The Board of an institutional investor organisation should ensure that responsible investment is practised by the company to promote good governance and the creation of value by the companies in which it invests

### Disclosure requirement in Code

The responsible investment code adopted by the institutional investor and the application of its principles and practices should be disclosed.

The company is not an institutional investor.