



Motus



King IV application register
2022



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The board is satisfied with the Group's application of the principles of King IV™*.

Principle	Practices	Reference
<p>1 The governing body should lead ethically and effectively.</p>	<p>Motus is led by a diverse board of directors (the board), the majority of whom are independent, with extensive industry knowledge and expertise, subscribing to ethical leadership, sustainability, stakeholder inclusivity, and high standards of corporate governance.</p> <p>Authority is exercised, and decisions are taken within an ethical and predictable framework that promotes accountable decision-making. By setting the tone at the top and leading ethically and with integrity, the board ensures that a culture of good corporate governance cascades down throughout the organisation.</p>	<p>Integrated report: Governance report</p>
<p>2 The governing body should govern the ethics of the organisation in a way that supports the establishment of an ethical culture.</p>	<p>The Group operates in terms of a board-approved Code of Ethics, which sets out the standard of ethical conduct that is expected from employees and directors alike. This includes adherence to honesty, accountability, transparency, fairness and sustainability practices.</p> <p>The board is committed to adhering to ethical conduct and good corporate governance in discharging its duties and responsibilities. The Code of Ethics also guides the interaction between employees, customers, stakeholders, suppliers, and the communities within which Motus operates.</p> <p>Employees and stakeholders are encouraged to report any suspected contravention of the policies and/or law through an independently operated anonymous tip-off line. The responsibility for the implementation of the Code of Ethics and for reporting any material breaches to the Social, Ethics and Sustainability (SES) Committee lies with management. The content and principles embodied in the Code of Ethics are also integrated into employee training.</p> <p>All senior management and operational directors are required to formally confirm compliance with the Code of Ethics and conflict of interest policy and practice.</p>	<p>Integrated report: Governance report – Ethical conduct</p>

* King Report on Corporate Governance for South Africa, 2016, also known as King IV. Copyright and trademarks are owned by the Institute of Directors in Southern Africa NPS and all of its rights are reserved.

Principle	Practices	Reference
<p>3 The governing body should ensure that the organisation is and is seen to be a responsible corporate citizen.</p>	<p>The board oversees the governance and activities of the Group to ensure that Motus continues to be a responsible corporate citizen as outlined in the Companies Act, 2008 (Act 71 of 2008), as amended (Companies Act) and SES Committee's terms of reference.</p> <p>Motus has developed strong relationships with its shareholders and key stakeholders, such as debt providers, industry bodies, government, trade unions, and social partners. When engaging with stakeholders and communities, Motus is aware of its responsibility as a responsible corporate citizen. It is against this background that management carefully considers the utilisation of energy, water, and other environmental resources to ensure an effective contribution is made to sustain the environment for the future.</p> <p>In executing our business strategy, as a responsible corporate citizen, Motus is led in a manner that is environmentally conscious to ensure its sustainability and adopts policies and practices that enhance the growth of the economies in which it operates.</p>	<p>Integrated report: Governance report – Responsible corporate citizenship</p> <p>Integrated report: Governance report – Stakeholder engagement</p> <p>Integrated report: Engaging with stakeholders</p> <p>Integrated report: Strategic priorities</p> <p>Integrated report: Environmental report</p> <p>Integrated report: Social report</p>
<p>4 The governing body should appreciate that the organisation's core purpose, its risks and opportunities, strategy, business model, performance and sustainable development are all inseparable elements of the value creation process.</p>	<p>The Group's long-term strategic priorities remain unchanged and our strategic initiatives underpin the delivery of our aspirations and support our ambition to achieve mobility for good while enhancing shareholder value.</p> <p>Any risk taken is considered within board-approved risk appetite and tolerance levels which are reviewed and, where necessary, updated on a quarterly basis. The Group has a clearly defined strategy with identified risks and opportunities.</p> <p>The board, with the assistance of management and the Audit and Risk Committee (ARC), recognises the key role of integrated risk management in the strategy, performance, and sustainability of the Group.</p> <p>The process of overseeing risk and ensuring that it is within acceptable parameters is delegated to management, who continuously identify, assess, mitigate and manage risks within the existing or future operating environment and ensure that the appropriate controls are in place to mitigate these risks.</p>	<p>Integrated report: Strategic priorities</p> <p>Integrated report: Managing our risks and opportunities</p> <p>Integrated report: Governance report – Combined assurance</p>
<p>5 The governing body should ensure that reports issued by the organisation enable stakeholders to make informed assessments of the organisation's performance and its short, medium and long-term prospects.</p>	<p>Oversight and guidance of the process, reporting approach and content planning, are provided by the Group Executive Committee members, who also oversee the process and controls applied in the information gathering and drafting process.</p> <p>The ARC assists the board in overseeing the quality and integrity of the reporting process across the Group's reporting suite. An ad hoc board sub-committee, consisting of the Group executive directors and the Chairman of the ARC approves the final integrated report on behalf of the board.</p>	<p>Integrated report: Reporting suite</p> <p>Integrated report: About this report – Preparation and presentation of this report</p>

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<p>6 The governing body should serve as the focal point and custodian of corporate governance in the organisation.</p>	<p>The board is committed to good corporate governance and as the focal point and custodian thereof, it ensures that Motus adheres to the highest standard of accountability, fairness and ethics, which are essential in building and maintaining trust, and delivering value creation. The board is equally aware of the importance of setting the tone at the top. It is against this background that the Companies Act, Memorandum of Incorporation (MOI), the Listings Requirements of the JSE Limited, and the principles and practices of King IV and internal policies form the foundation upon which Motus' governance practices are founded.</p>	<p>Integrated report: Governance report</p>
<p>7 The governing body should comprise the appropriate balance of knowledge, skills, experience, diversity and independence for it to discharge its governance role and responsibilities objectively and effectively.</p>	<p>Motus is led by a diverse board of directors, the majority of whom are independent, with extensive industry knowledge, experience and expertise, subscribing to ethical leadership, sustainability, stakeholder inclusivity, and high standards of corporate governance.</p> <p>Motus recognises its obligations in society and embraces the need and benefits of having a diverse board membership with differences in backgrounds, skills and experience. To give effect to this obligation, the board has adopted a broad diversity policy through which diversity, i.e. gender, race, culture, age, field of knowledge and experience, is promoted and measured.</p>	<p>Integrated report: Governance report</p> <p>Integrated report: Governance report – The board</p>
<p>8 The governing body should ensure that its arrangements for delegation within its own structures promote independent judgement, and assist with balance of power and the effective discharge of its duties.</p>	<p>The business and affairs of the Group are managed under the direction of the board, which derives its authority from the Companies Act, MOI and board charter. The board is chaired by an independent non-executive director whose role is clearly defined in the board charter and MOI and is separate from that of the Chief Executive Officer (CEO). The Chairman presides over meetings of the board and is responsible for ensuring the integrity and effectiveness of the board governance processes. The Chairman provides overall leadership to the board without limiting the principle of collective responsibility for board decisions.</p> <p>The responsibility for the day-to-day executive management of Motus is the responsibility of the CEO, who reports and is accountable to the board for the Group's objectives and strategy. Board committees are generally constituted with powers of recommendation unless specified in a board resolution, board charter, or legislation.</p> <p>The board has adopted and regularly reviews, a written policy that governs delegation of authority to management and matters reserved for decision by the board as well as those reserved for shareholders' authority. The board has delegated the day-to-day management of the Group to the CEO. The board still ensures that key functions are managed by competent and appropriately qualified individuals who are adequately resourced.</p>	<p>Integrated report: Governance report – Separation of roles and responsibilities</p> <p>Integrated report: Governance report – Delegation of authority</p>

Principle	Practices	Reference
<p>9 The governing body should ensure that the evaluation of its own performance and that of its committees, its chair and its individual members, support continued improvement in its performance and effectiveness.</p>	<p>The evaluation of the board’s performance and that of its sub-committees, its Chairman and its individual members is conducted every two years to support continued improvement in its performance and effectiveness. An evaluation was last conducted in 2021 and its outcome was reported in the 2021 integrated report. The next board evaluation will be conducted in 2023.</p>	<p>Integrated report: Governance report – Board evaluation</p>
<p>10 The governing body should ensure that the appointment of, and delegation to, management contribute to role clarity and the effective exercise of authority and responsibilities.</p>	<p>The board has adopted and regularly reviews, a written policy that governs delegation of authority to management and matters reserved for decision by the board as well as those reserved for shareholders’ authority. The responsibilities of the board include issues of strategic direction, business plans and annual budgets, major acquisitions and disposals, changes to the board, and other matters that have a material effect on the Group or are required by legislation.</p> <p>The board has delegated the day-to-day management of the Group to the CEO. The board still ensures that key functions are managed by competent and appropriately qualified individuals who are adequately resourced.</p> <p>The board is satisfied that the delegation of authority framework of the company contributes to role clarity and effective exercise of authority and responsibilities.</p>	<p>Integrated report: Governance report – Delegation of authority</p>
<p>11 The governing body should govern risk in a way that supports the organisation in setting and achieving its strategic objectives.</p>	<p>The board, with the assistance of management and the ARC, recognises the key role of integrated risk management in the strategy, performance, and sustainability of the Group.</p> <p>Our integrated risk management framework aims to ensure a consistent (value-based) and responsible (within tolerance levels) manner of responding to the uncertainty faced in our operating context, i.e. risks and opportunities associated with our strategy and present in our internal and external operating environment. Both existing and emerging risks are addressed.</p> <p>Any risk taken is considered within board-approved risk appetite and tolerance levels which are reviewed and, where necessary, updated on a quarterly basis. Management monitors emerging risks on an ongoing basis until they are formally assessed and incorporated into our risk profile. Risks are classified as emerging when their extent, nature and timing are uncertain.</p>	<p>Integrated report: Governance report – Combined assurance</p> <p>Integrated report: Managing our risks and opportunities</p>

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<p>12 The governing body should govern technology and information in a way that supports the organisation setting and achieving its strategic objectives.</p>	<p>The board, through the ARC, oversees the governance of IT. Technology and information, as well as ongoing investment in the Group's innovation strategy, are of key importance to the achievement of the Group's strategy and support longer-term value creation.</p> <p>The Group has board-approved IT governance and information management policies, standards and procedures in place and a consolidated Group IT report, which includes governance, cyber risks and incidents, as well as IT audit issues, is distributed quarterly to the ARC. IT strategy and governance are formulated by Group IT and executed by individual business segments. Group IT oversees the adherence of business segments to Group policies and standards. The Motus IT strategy is guided by strategic principles that allow our employees to act quickly by empowering them to make strategically consistent choices.</p>	<p>Integrated report: Governance report – Technology, information and innovation</p>
<p>13 The governing body should govern compliance with applicable laws and adopted, non-binding rules, codes and standards in a way that supports the organisation being ethical and a good corporate citizen.</p>	<p>The Group is committed to compliance with all the applicable laws and regulations in the geographies in which we operate, as well as the adopted non-binding codes and standards. Accordingly, the regulatory universe impacting the Group has been defined, to enable the board, with the assistance of management and the ARC as well as other committees where relevant, to focus on laws and regulations that are relevant to Motus. The day-to-day responsibility for compliance is delegated by the board to management. Motus is committed to complying with the relevant laws where it operates, its MOI, and its policies.</p>	<p>Integrated report: Governance report – Compliance</p>
<p>14 The governing body should ensure that the organisation remunerates fairly, responsibly and transparently so as to promote the achievement of strategic objectives and positive outcomes in the short, medium and long term.</p>	<p>The board is assisted by the Remuneration Committee (RemCo) in the governance of all remuneration matters.</p> <p>The Motus remuneration policy is formulated to attract and retain high-calibre executives and motivate them to develop and implement the Group's strategy to optimise long-term shareholder value.</p> <p>The Group regularly benchmarks the remuneration packages of the non-executive directors, executive directors, and senior staff members with the assistance of independent remuneration specialists. A detailed benchmarking exercise was performed in the prior year. The review included: total guaranteed pay (TGP), short-term incentives (STIs), long-term incentives (LTIs), key performance criteria and the constituents of the peer group. Findings confirmed that the respective remuneration packages are aligned to the market and the remuneration mix has a higher proportion of variable pay, which supports the Group's pay-for-performance reward philosophy.</p>	<p>Integrated report: Remuneration report</p>

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<p>15 The governing body should ensure that assurance services and functions enable an effective control environment, and that these support the integrity of information for internal decision-making and of the organisation's external reports.</p>	<p>The ARC is responsible for the oversight and management of the Group's combined assurance approach.</p> <p>In our commitment to implementing risk management, Motus recognises the relationship as set out in the risk management and the combined assurance frameworks. The combined assurance framework is intended to ensure that Motus employs a co-ordinated effort in the governance and management of risks throughout the organisation and provides comfort on the management of the key significant risks to the relevant stakeholders.</p> <p>The board, with the assistance of management and the ARC, recognises the key role of integrated risk management in the strategy, performance, and sustainability of the Group.</p>	<p>Integrated report: Governance report – Combined assurance</p>
<p>16 In the execution of its governance role and responsibilities, the governing body should adopt a stakeholder-inclusive approach that balances the needs, interests and expectations of material stakeholders in the best interests of the organisation over time.</p>	<p>The Group's stakeholders include a wide range of groups and individuals who may be affected by our activities, products, and services, and whose actions can be reasonably expected to affect Motus' ability to successfully implement its strategic objectives.</p> <p>All stakeholder groups have varying levels of involvement in the business, and diverse and sometimes conflicting interests and concerns that need to be balanced over time.</p>	<p>Integrated report: Engaging with stakeholders</p>
<p>17 The governing body of an institutional investor organisation should ensure that responsible investment is practiced by the organisation to promote the good governance and the creation of value by the companies in which it invests.</p>	<p>N/A – the Group is not an institutional investor.</p>	<p>N/A</p>



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