



2018

GOVERNANCE
REPORT

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GOVERNANCE REPORT

Introduction

As a recent adopter of the King IV Report on Corporate Governance for South Africa™ (King IV™), the Board of Directors is committed to ensuring that the governance structure in the Cape Town International Convention Centre (RF) SOC Limited (CTICC) cultivates good governance outcomes in relation to the CTICC's ethical culture, performance, effective control and legitimacy.

King IV principles disclosure

The requirement for reporting under King IV differs from reporting under King III™, whereby King IV now requires that a company reports on how it has applied the code. This report outlines how the CTICC has applied the code.

Principle 1

The governing body should lead ethically and effectively.

The Board is committed to ensuring that the governance structure of the CTICC cultivates an ethical culture in which it is able to provide effective leadership in accordance with the short-, medium- and long-term strategy of the CTICC.

The Board has a collective responsibility to ensure that the CTICC is managed effectively and ethically in a manner whereby the Board exercises leadership with good faith, integrity and in the best interests of the CTICC at all times.

The Board has ensured that a Board charter, code of conduct and ethics-related policies, through which the CTICC's ethical standards are clearly articulated, have been established and implemented.

The Board charter and code of conduct is reviewed and updated by the Board annually and ethics-related policies biennially. Furthermore, Board evaluations are undertaken on an annual basis to determine the effectiveness of the Board.

Principle 2

The governing body should govern the ethics of the organisation in a way that supports the establishment of an ethical culture.

The Board is explicitly responsible for the stewardship of the CTICC and promoting ethical behaviour and compliance with relevant laws and regulations and the CTICC's ethics-related policies. The Board delegates the implementation and execution of the CTICC's ethics-related policies to management.

The CTICC's ethics-related policies, which apply to all Directors and employees, the Board charter, the code of ethics and the code of conduct, as well as the fiduciary duty as Directors, ensure that the CTICC is effectively managed in the best interests of all stakeholders.

With the assistance of the Social and Ethics Committee and the Executive Team, the Board continuously monitors and revisits its ethics-related policies on an ongoing basis. During the year under review, strong emphasis was placed on maintaining high standards of financial management, accounting and reporting to ensure that the CTICC's affairs are managed in an ethical, transparent and responsible manner, while also taking into consideration appropriate risk parameters. In doing so, the CTICC strives towards best practices in this regard to further the objectives of the CTICC in the best interests of stakeholders.

Principle 3

The governing body should ensure that the organisation is and is seen to be a good corporate citizen.

The Board, through the Board committees and the Executive Team's oversight, ensures that the CTICC's responsible corporate citizenship efforts include compliance with the Constitution of South Africa, applicable laws, leading standards and adherence to its own codes of conduct and policies.

The Board further ensures that collective regard is given to the CTICC's performance, core purpose and values, whilst considering the natural environment and society for the preservation of future generations.

With the assistance of the Social and Ethics Committee, Audit and Risk Committee and the Executive Team, the

Board continuously monitors corporate citizenship. Regular updates on laws and leading standards are provided to these committees on an ongoing basis to ensure compliance thereof at all times.

During the year under review, key emphasis was placed on the effectiveness of the CTICC's systems for monitoring compliance with all applicable laws and regulations, as well as the CTICC's Anti-fraud, Corruption and Whistle-blowing Policy. Furthermore, a staff conference was hosted to create awareness of the values of the CTICC amongst its employees.



Principle 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.

The Board informs and approves the CTICC's strategy annually as part of its business plan. Risks, opportunities and other significant matters connected to the environment, social impact and the economy in which the CTICC operates, are considered. This sets the direction for the realisation of the CTICC's core purpose, which is aligned to its value drivers and the legitimate interests and expectations of its stakeholders.

The Board recognises the interests of both internal and external stakeholders and the performance of the CTICC, whilst embracing sustainable development. The Board continuously monitors the implementation of its strategies, decisions and key policies against operational performance.

Principle 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.

The Board assumes responsibility for the CTICC's reporting by setting the direction for how it should be approached and conducted.

The Board, with the assistance of its committees, oversees that

reports such as this report, the integrated annual report and annual financial statements comply with legal requirements and meet the legitimate and reasonable information needs of material stakeholders.

Principle 6

The governing body should serve as the focal point and custodian of corporate governance in the organisation.

The Board is the focal point of the CTICC's corporate governance framework and is ultimately accountable and responsible for the performance and affairs of the CTICC. The CTICC maintains strong governance principles guided by King IV, which is implemented through the Board.

The Board is explicitly responsible for the stewardship of the CTICC and promoting ethical behaviour and compliance with relevant laws and regulations, audit and accounting principles and practices, as well as the CTICC's own code of conduct, policies and ethics.

The Board monitors and oversees the implementation of its policies and organisational performance thereon. During the year under review, the Board was satisfied that it had fulfilled its responsibilities in accordance with its charter.

Board meetings

The Board met six times during the year under review and will meet at least four times per financial year and more often if circumstances require. The table below sets out the Board meetings held and attendance during the reporting period.

	Vuyo Ntoi *	Deon Cloete *	Sharon Myburgh-De Góis *	Ethel Hamman *	Kholeka Zama	John Fraser *	Solly Fourie	Julie-May Ellingson **	Fairoza Parker **	Akilaq Mahmood *	Barry Lodewyk *	Andrew Borcaine *
24 Aug 2017	•	•	•	•	N/A	N/A	•	•	•	•	•	•
23 Nov 2017	•	•	•	•	•	•	•	•	•	–	•	N/A
4 Dec 2017	•	•	•	–	•	•	•	•	•	–	–	N/A
23 Jan 2018	•	•	•	•	•	•	–	•	•	•	•	N/A
27 Feb 2018	•	•	•	•	–	•	•	•	•	N/A	•	N/A
31 May 2018	•	•	•	•	•	•	•	•	N/A	N/A	N/A	N/A

* Independent

** Executive Director

• Attended

– Absent and apologies

X Not a member

N/A Not a Board member at time of meeting

GOVERNANCE REPORT (CONTINUED)

Principle 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.

During the year under review, and with the assistance of the Nominations Committee, the Board assumed responsibility for its composition by setting the direction and approving the processes for it to attain the appropriate balance of knowledge, skills, experience, diversity and independence to objectively and effectively discharge its governance role and responsibilities.

The Board further reviewed the role and responsibilities assigned to the Chairperson and deemed the Chairperson as independent. Furthermore, the Chairperson is assisted by the lead independent Non-executive Director, Ms Ethel Hamman.

The Board currently comprises of eight Directors, of which seven are Non-executive and one is an Executive Director. Of the Non-executive Directors, five (71%) are independent. The Board is satisfied that its members have a diverse range of knowledge, skills, qualifications and experience, which enables it to contribute meaningfully to the CTICC.

During the year under review and as a result of work and family commitments, the following Board members and committee member resigned from the CTICC Board and the Audit and Risk Committee. The CTICC would like to thank the below Directors and committee member for all of their valuable contributions to the CTICC during their tenure as Directors and committee member:

Director / Committee member	Resignation date
Aklaaq Mahmood	14 February 2018
Fairoza Parker	23 March 2018
Guy Harris	26 April 2018
Barry Lodewyk	28 May 2018

The qualifications of Board members during the year under review were as follows:

Director	Qualifications
Vuyo Ntoi	B.Com (Economics); B.Com (Hons) (Financial Analyst); MBA
Deon Cloete	B.Com; Master's in Business Leadership
Sharon Myburgh-De Gois	B.Soc.Sci (Psychology); H.B.Soc.Sci (Psychology); Master's in Town & Regional Planning
Ethel Hamman	B.Com (Accounting); PGDA; CA(SA)
Julie-May Ellingson	Bachelor's Degree in Development Admin & Economics; Master's in Town & Regional Planning
Kholeka Zama	B.Com (Hons); CA(SA)
John Fraser	B.Com (Accounting)
Solly Fourie	B.Com (Economics); B.Com (Hons); MBA
Barry Lodewyk	B.Com (Accounting); B.Compt (Hons); CA(SA)
Aklaaq Mahmood	B.Com; MBA
Fairoza Parker	B.Com (Hons); CA(SA)
Andrew Boraine	B.A. (Hons) (UCT)



Other positions held by the board are as outlined in the table below.

Director	Name of company	Capacity
Vuyo Ntoi	Cape Town International Convention Centre (RF) SOC Ltd	Director
	Trans Africa Concessions (Pty) Ltd	Director
	AIIF2 Towers SA (Pty) Ltd	Director
	Umoya Energy (RF) (Pty) Ltd	Director
	Hopefield Wind Farm Local	Director
	Community Company NPC (Pty) Ltd	Director
	Cenpower Generation Company Ltd	Director
	Airports Fund Trust	Trustee
	Manco Funding Trust	Trustee
	Business Venture Investments 1676 (Pty) Ltd	Director
Deon Cloete	Cape Town International Convention Centre (RF) SOC Ltd	Director
	National Sea Rescue Institute	Director
	The Debel Trust	Trustee
Sharon Myburgh-De Gois	Cape Town International Convention Centre (RF) SOC Ltd	Director
Ethel Hamman	Cape Town International Convention Centre (RF) SOC Ltd	Director
	Horwath Advisory (Cape) (Pty) Ltd	Director
	Horwath Taxation (Cape) (Pty) Ltd	Director
	Horwath Technical Centre SA (Pty) Ltd	Director
	Zelkar Investments Eighty Seven CC	Member
Kholeka Zama	Cape Town International Convention Centre (RF) SOC Ltd	Director
	Mazwane & Associates (Pty) Ltd	Director
	Ithemba Projects Trust	Director
	Women Legal Centre Trust	Director
	Communicare NPC	Director
	Wesgro	Director
	Sea Harvest Ltd	Director
John Fraser	Cape Town International Convention Centre (RF) SOC Ltd	Director
Solly Fourie	Cape Town International Convention Centre (RF) SOC Ltd	Director
	Wesgro	Director
	NIK and EM Consulting CC	Member
	AIPC	Director
Julie-May Ellingson	Cape Town International Convention Centre (RF) SOC Ltd	Director
	Cape Town Tourism	Director
	AIPC	Director

GOVERNANCE REPORT (CONTINUED)

Principle 8

The governing body should ensure that its arrangements for delegation within its own structure promote independent judgement and assist with the balance of power and the effective discharge of its duties.

Audit and Risk Committee

Committee members during the period under review

- Ethel Hamman (Chair)
- Kholeka Zama
- Lindiwe Ndaba
- Divya Singh
- Mervyn Burton

Composition of the committee during the period under review

- Two independent;
- Three City-elected members in terms of the MFMA;
- Independent Chair;
- Majority of members have relevant financial qualifications.

External advisors who attended committee meetings during the period under review

- Internal Audit – Deloitte Inc.;
- External Audit – Auditor-General SA.

Responsibilities during the period under review

- Exercises oversight of the internal financial controls of the CTICC; makes submissions to the Board of Directors, and advises the Board, the Accounting Officer and the Management of the CTICC on matters relating to internal financial control and internal audit; risk management; accounting policies; the adequacy, reliability and accuracy of financial reporting and information; performance management and evaluation; effective governance and compliance with the MFMA and other applicable legislation; and any other matters referred to it by the Board;
- Ensures that the combined assurance received is appropriate to address all the significant risks facing the company; and monitors the relationship between the external assurance providers and the CTICC;
- Oversees and reviews the expertise, resources and experience of the CTICC's finance function;
- Oversees the internal audit function, which is outsourced and which reports directly to the Audit Committee; reviews and approves the internal audit plan, and monitors the effectiveness of the internal audit function in terms of its scope of work, progress with execution of the internal audit plan and independence;
- Expresses a view on the effectiveness of the internal control environment by monitoring internal controls for effectiveness;
- Oversees the external audit process and approves the terms of engagement and remuneration of the external auditors and reviews the effectiveness of the external audit process. Any significant issues arising from the audit are brought to the committee's attention;
- Assists the Board in ensuring that the Company has implemented an effective policy and plan for risk management, which will enhance the Company's ability to achieve its strategic objectives;
- Forms an integral part of the risk management process and specifically oversees financial reporting risks, internal financial controls, fraud risk in relation to financial reporting, and information technology risks as they relate to financial reporting;
- Oversees the development and annual review of the Company's risk management action plan and ensures that frameworks and methodologies are implemented to increase the possibility of anticipating unpredictable risks;
- Monitors implementation of the risk management action plan and ensures that risk management assessments are performed on a continuous basis and reports to the Board in this regard;
- Makes recommendations to the Board concerning levels of tolerance and risk appetite;
- Oversees compliance with all applicable laws and regulations and reviews the effectiveness of the CTICC's systems for monitoring compliance.

Key focus areas for FY 2018/19

- Continuous effective risk management;
- Ensuring the effectiveness of the control environment;
- Ensuring the effectiveness of the compliance monitoring framework.



The Board acknowledges that overall responsibility for managing the CTICC with the Board as a whole. To assist it in fulfilling its responsibilities, the Board delegates some its functional responsibilities to its committees by means of clearly defined mandates. These committees report to the Board on their deliverables in accordance with their Board-approved terms of references on a continual basis. Each committee was satisfied that it had discharged its duties accordingly during the year under review.

There are four Board committees to facilitate efficient decision-making and assist the Board in the execution of its duties, powers and authorities as follows:

- Audit and Risk Committee
- Human Resources and Remuneration Committee
- Social and Ethics Committee
- Nominations Committee.

HR and Remuneration Committee	Social and Ethics Committee	Nominations Committee
<ul style="list-style-type: none"> • Deon Cloete (Chair) • Vuyo Ntoi • John Fraser • Sharon Myburgh-De Gois 	<ul style="list-style-type: none"> • Sharon Myburgh-De Gois (Chair) • Ethel Hamman • Kholeka Zama • Julie-May Ellingson 	<ul style="list-style-type: none"> • Vuyo Ntoi (Chair) • Solly Fourie
<ul style="list-style-type: none"> • Majority independent; • Independent Chair and not Board Chair. 	<ul style="list-style-type: none"> • Three independent; • One prescribed officer; • Independent Chair. 	<ul style="list-style-type: none"> • One independent; • Independent Chair who is Chair of the Board.
<ul style="list-style-type: none"> • Remuneration Specialist – Auld Compensation Consulting. 		
<ul style="list-style-type: none"> • Assists the Board in ensuring that the CTICC remunerates its Directors and executives fairly and responsibly and that the disclosure of remuneration is accurate, complete and transparent and in accordance with the laws and regulations applicable to the CTICC; • Monitors the administration of remuneration at all levels in the CTICC; • Oversees the establishment of a remuneration strategy, which promotes the achievement of the CTICC's strategic objectives and encourages individual performance; • Selects appropriate comparative groups when comparing remuneration levels in the Company; • Ensures that all benefits, including retirement benefits and other financial arrangements, are justified and correctly valued; • Evaluates the performance of the Chief Executive Officer in determining her remuneration; • Exercises oversight on matters relating to human resource management and succession planning. 	<ul style="list-style-type: none"> • Oversight and monitoring of organisational ethics; • Oversight and monitoring of Social and Economic Development; • Oversight and monitoring of good corporate citizenship; • Oversight and monitoring of customer relations; • Oversight and monitoring of environment, health and public safety; • Oversight and monitoring of Broad-Based Black Economic Empowerment; • Oversight and monitoring of labour and employee engagement; • Compliance with applicable laws and regulations. 	<ul style="list-style-type: none"> • Assists the Board in determining that the Board has the appropriate composition to enable it to execute its duties effectively to the extent permissible in terms of the CTICC's MOI; • Assists the Board in ensuring that Directors are appointed through a formal and transparent process to the extent permissible in terms of the CTICC's MOI; • Assists the Board in ensuring that the respective Board committees have the appropriate skill sets to enable them to fulfil their responsibilities; • Ensures that induction, ongoing training, development and evaluation of Directors takes place; • Ensures that an appropriate succession plan is in place in respect of the Chief Executive Officer and Board of Directors; • Assists the Board with the annual Board and Board committees' effectiveness evaluations; • Reviews the Board charter annually; • Reviews the role of the Chairperson of the Board annually; • Assists the Board in determining the retirement and succession of Directors; • Reviews the policy governing the seeking of independent professional advice by individual board members.
<ul style="list-style-type: none"> • Ongoing review and implementation of remuneration policy to attract and retain vital talent. 	<ul style="list-style-type: none"> • Continued efforts fostering a great ethical culture; • Ensuring the effectiveness of the compliance monitoring framework. 	<ul style="list-style-type: none"> • Ensuring an appropriate Board composition is in place to enable the Board to execute its duties effectively.

GOVERNANCE REPORT (CONTINUED)

Principle 8 (continued)

Attendance at committee meetings for the year under review are as outlined in the tables below.

Audit and Risk Committee

	Barry Lodewyk *	Ethel Hamman *	Divya Singh #	Lindiwe Ndaba #	Guy Harris #	Mervyn Burton #	Aklaaq Mahmood #	Solly Fourie
16 Aug 2017	•	•	N/A	N/A	N/A	N/A	–	–
8 Nov 2017	•	•	•	•	•	N/A	N/A	N/A
14 Feb 2018	•	•	•	•	•	N/A	N/A	N/A
9 May 2018	–	•	•	–	N/A	•	N/A	N/A

HR and Remuneration Committee

	Deon Cloete *	Vuyo Ntoi *	Sharon Myburgh-De Gois *	John Fraser *	Andrew Boraine *
15 Aug 2017	•	•	–	N/A	•
7 Nov 2017	•	•	•	•	N/A
20 Nov 2017	•	•	•	•	N/A
13 Feb 2018	•	•	•	•	N/A
8 May 2018	•	•	•	•	N/A

Social and Ethics Committee

	Ethel Hamman *	Barry Lodewyk *	Kholeka Zama	Julie-May Ellingson **	Aklaaq Mahmood *
15 Aug 2017	•	N/A	N/A	•	•
20 Feb 2018	•	•	•	•	N/A
8 May 2018	•	–	–	•	N/A

Nominations Committee

	Vuyo Ntoi *	Aklaaq Mahmood *	Sollie Fourie	Andrew Boraine *
22 Aug 2017	N/A	N/A	•	•
13 Feb 2018	•	•	–	N/A

* Independent

** Executive Director

• Attended

– Absent and apologies

X Not a member

N/A Not a Board member at time of meeting

City-elected



Principle 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.

The Board annually evaluates its own performance as a whole, along with that of its committees. This is facilitated by each individual Director completing a questionnaire anonymously. The responses of the questionnaire are then collected and collated, after which the results are tabled to the Board. Discussions are then held between the Chairperson and each individual Director with regard to their performance and corrective action taken, if required.

During the year under review, the Board effectiveness evaluation was undertaken by an independent service provider in accordance with recommended practice 74 of King IV. The Board was satisfied that the evaluation was effective and assisted in improving the Board's performance.

Principle 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.

The Chief Executive Officer has delegated authority from the Board regarding the responsibility and custodianship for day-to-day operations and risk management.

This mandate authorises the Chief Executive Officer to command required resources, internal and external, to ensure that the CTICC is managed in accordance with its strategic objectives. The Chief Executive Officer is further assisted in carrying out her duties by an Executive Team and Senior Management. Regular meetings are held between the Executive Team and Senior Management to attend to day-to-day operations and risk management. The Board is satisfied that the delegation of authority framework contributes to role

clarity and the effective exercise of authority.

With the assistance of the HR and Remuneration Committee, a succession plan for the Chief Executive Officer and Executive Team is currently in place. Both the Board and the Executive Team have access to corporate governance services which are deemed effective.

The other professional commitments of the Chief Executive Officer are outlined on page XX of this report. The notice period for the Chief Executive Officer, as stipulated in her employment contract, is XX calendar months.

Principle 11

The governing body should govern risk in a way that supports the organisation in setting and achieving strategic objectives.

The Board is responsible for the governance of risk and delegates oversight thereof to the Audit and Risk Committee to monitor the risk management framework and risk management processes. Risk management is an integral part of the CTICC's strategic management and is essential in ensuring sustainable growth.

The Board is assisted by the Audit and Risk Committee, as well as the internal auditor, in managing the risk management framework that articulates and gives effect to its set direction on risk. The Executive Team further continues to monitor and identify key risks in the business.

During the year under review, a risk assessment workshop was held whereby the Board identified key risks within the business, including strategic risks. Further emphasis was placed on mitigating key risks that had been identified in the industry, such as the drought in the Cape metropole. Various water initiatives were implemented to mitigate the impact of the drought on securing and successfully hosting events. The CTICC will continue to assess and monitor this risk in the coming year.

GOVERNANCE REPORT (CONTINUED)

Principle 12

The governing body should govern technology and information in a way that supports the organisation setting and achieving its strategic objectives.

In accordance with the strategic objectives of the CTICC, the Board has adopted a Corporate Governance of Information Communications and Technology (ICT) policy and charter to ensure that effective internal controls to govern technology and information are in place, as well as to manage risk, promote efficiencies and to comply with universally accepted technology and information standards and methods.

This ICT policy and charter sets the direction on the employment of technology and information, which includes ICT governance structures, processes and principles. The Executive Team is responsible for ensuring that the policy and charter is implemented and managed accordingly.

The Board has a collective responsibility to ensure that the CTICC's technology and information is managed effectively and ethically. The Board has ensured that ICT-related policies, through which the CTICC's ICT standards are clearly articulated, have been established and implemented.

The Audit and Risk Committee assists the Board in carrying out its responsibilities by ensuring that technology and information

risks are adequately addressed through its risk management and monitoring processes.

During the year under review, emphasis was placed on efficiently meeting the requirements of the business and its stakeholders, achieving a full conformance maturity level in line with the best practice assessment standards, mitigating identified risks both internally and externally, enhancing IT governance and information security requirements and assessing business processes which informed the ICT continuity plan.

Planned areas of focus for the next financial year will include the harnessing of emerging technologies to improve service delivery, the modernising of the digital infrastructure, providing services that support the business and event-hosting activities, as well as the upgrading of systems to enhance cyber security and disaster resilience.

Principle 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.

The Board is assisted in achieving compliance with all applicable laws and regulations by the Audit and Risk Committee and the Social and Ethics Committee, the Executive Team and the Company Secretary. Regular legislative updates are provided to the committees to assist the committees, and the Board, in ensuring compliance with all applicable laws and regulations.

During the year under review and with the assistance of the Social and Ethics Committee and the Audit and Risk Committee, key emphasis was placed on the effectiveness of the compliance reporting framework. Continued emphasis will

be placed on ensuring the effectiveness of the monitoring of compliance with all laws and regulations in the ensuing financial year.

Management with the assistance of the internal auditor further commenced with the facilitation of a Promotion of Access to Information Act readiness assessment, in preparation of the implementation of the Promotion of Access to Information Act's regulations.



Principle 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.

The Board, with the assistance of the Human Resources and Remuneration Committee, assumes responsibility for policies relating to non-executive, executive and employee remuneration and the establishment of a remuneration strategy to promote the achievement of the CTICC's strategic objectives and encourage individual performance.

The remuneration of the Non-executives, Executives and Senior Managers are aligned with the Municipal Finance Management Act. The Cape Town City Council sets and revises the upper limits of remuneration for the Non-executives, as well as the Chief Executive Officer and all staff reporting directly to her.

A performance-based incentive scheme is in place in respect of all levels of the CTICC to acknowledge the contributions of individual employees by rewarding them for exceptional

performance. Key performance indicators (KPIs) are identified and agreed between each staff member and his/her immediate superior and his/her performance is measured against these agreed indicators. Individuals' KPIs are linked to the CTICC's KPIs as a means of ensuring that the CTICC achieves its objectives. Furthermore, a reward and recognition programme is in place.

During the year under review and with the assistance of the Human Resources and Remuneration Committee and independent external advice received from Auld Compensation Consulting, the Board reviewed the remuneration trends in the market. All remuneration packages in the CTICC were benchmarked and adjusted to similar positions in the meetings industry to ensure that they were fair and competitive.

Principle 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.

The Board assumes responsibility for assurance by setting the direction concerning the arrangements for assurance services and functions to enable an effective internal control environment. The Board and its committees have a duty to assess with objectivity and to form their own opinion on the integrity of information and reports, both internal and external.

The Audit and Risk Committee is primarily responsible for assisting the Board in carrying out its duties with regard to accounting policies, internal controls, audit, financial reporting,

identification and monitoring of risk and the relationship with the internal auditors and external auditors.

The Board has satisfied itself that an adequate combined assurance model is applied which incorporates and optimises the various assurance services and functions so that, taken as a whole, these support the objectives for assurance as described in the Integrated Annual Report and Annual Financial Statements.

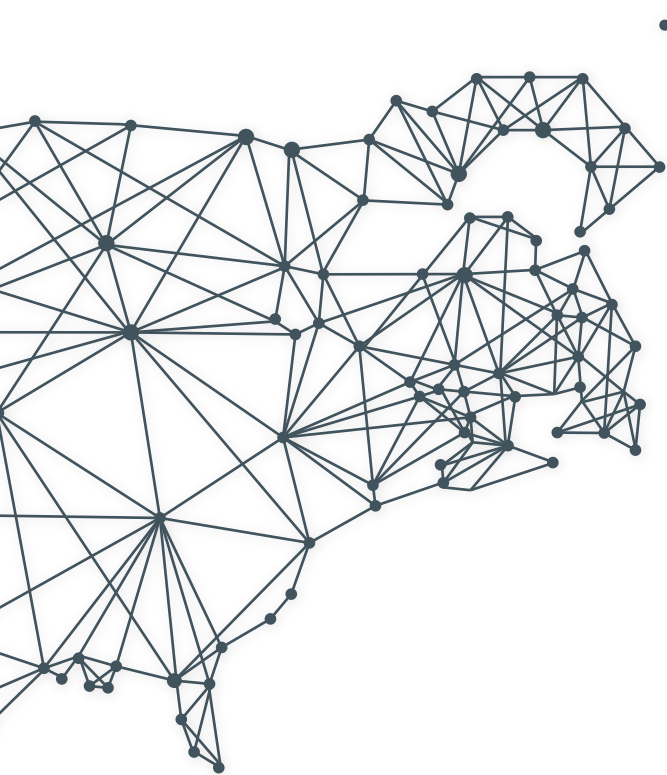
Principle 16

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.

The Board assumes responsibility for the governance of stakeholder relationships by setting the direction for how stakeholder relationships should be approached and conducted in the organisation.

Regular communication, engagement and feedback is a cornerstone of building relationships with our stakeholders. The maintaining of stakeholder relationships is upheld via the Board and management through various communication touch points to ensure that stakeholders feel part of, and integral to, the CTICC.

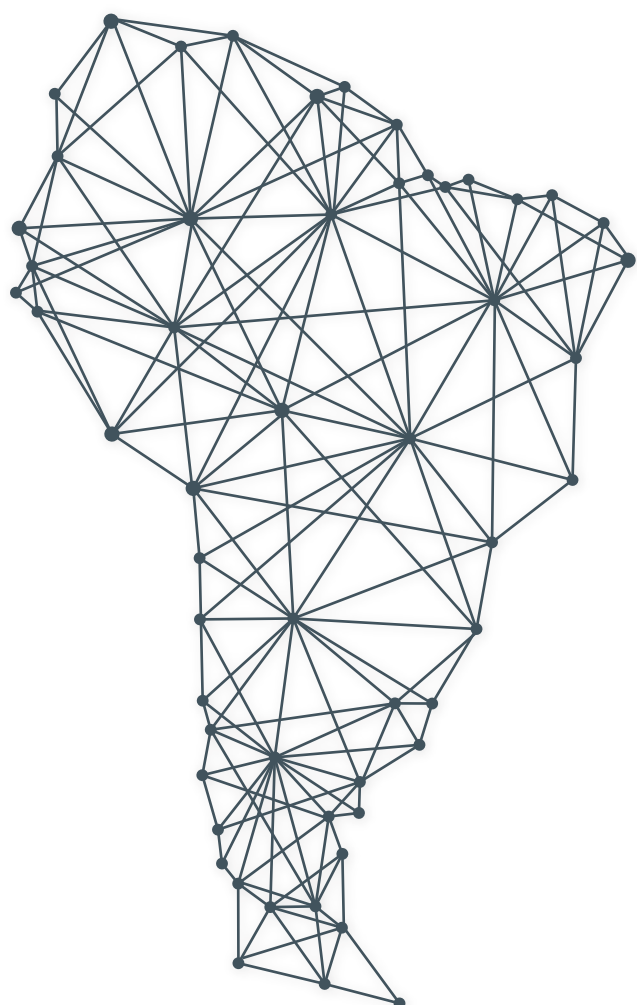
A range of information is made available to stakeholders via our website, as well as road shows and one-on-one stakeholder engagements. Other shareholder engagement activities include the Annual General Meeting, which takes place annually in October. Please refer to the detailed report on stakeholder engagement on page XXX of the Integrated Annual Report.



CTICC 1
Convention Square,
1 Lower Long Street,
Cape Town 8001, South Africa
GPS co-ordinates: -33.915141°, 18.425657°

CTICC 2
Corner of Heerengracht & Rua Bartholomeu Dias,
Foreshore,
Cape Town 8001, South Africa
GPS co-ordinates: -33.91747°, 18.42908°

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[cape town international convention centre](https://www.linkedin.com/company/cape-town-international-convention-centre)