



**ZEDA**

*Connecting humanity*

**KING IV REPORT**

2025

## ZEDA'S REPORTING SUITE

The Board of Directors (the Board) of Zeda recognises the link between effective governance, sustainable performance and creating long-term value for all our stakeholders.

Our reporting suite for the financial year 1 October 2024 to 30 September 2025 (FY2025) provides comprehensive disclosures, as outlined below, and can be found at <https://zeda.co.za/investors/annual-integrated-reports/>.

While preparing the annual integrated report, we applied the disclosure guidelines of the King IV Report on Corporate Governance™ for South Africa, 2016<sup>1</sup> (King IV). We demonstrate how we achieved our governance outcomes throughout the report and in this King IV disclosure matrix. We recommend that this disclosure matrix be read in conjunction with our annual integrated report.

This document was reviewed and approved by the Executive Committee (Exco) and the Board.

The King V Report on Corporate Governance™ for South Africa, 2025 was published on 31 October 2025. The effective date for adoption (via disclosure) is the first financial year commencing on or after 1 January 2026. Given the Company's financial year-end, Zeda will only be required to adopt King V for the 2027 financial year. Zeda will endeavour to adopt the application of King V one financial year earlier, in FY2026.

Report	Frameworks and standards
King IV disclosure matrix	King IV
Annual integrated report	<ul style="list-style-type: none"> <li>• &lt;IR&gt; Framework</li> <li>• King IV</li> <li>• Companies Act, 71 of 2008, as amended (Companies Act)</li> <li>• JSE Listings Requirements</li> <li>• Employment Equity Act, 55 of 1998</li> </ul>
Consolidated annual financial statements and summarised annual financial statements	<ul style="list-style-type: none"> <li>• International Financial Reporting Standards (IFRS Accounting Standards)</li> </ul>
Summarised environmental, social and governance (ESG) strategy	<ul style="list-style-type: none"> <li>• None</li> </ul>
Notice of the Annual General Meeting (AGM)	<ul style="list-style-type: none"> <li>• King IV</li> <li>• Companies Act</li> <li>• JSE Listings Requirements</li> </ul>
Broad-Based Black Economic Empowerment (BBBEE) certificates <sup>2</sup>	<ul style="list-style-type: none"> <li>• Amended BBBEE sector codes</li> </ul>
Interim and annual results presentation	<ul style="list-style-type: none"> <li>• None</li> </ul>
Limited assurance report and criteria report for the non-financial indicators	<ul style="list-style-type: none"> <li>• No framework</li> </ul>

<sup>1</sup> Copyright and trademarks are owned by the Institute of Directors in South Africa NPC and all of its rights are reserved.

<sup>2</sup> Zeda's latest BBBEE certificates are available at <https://zeda.co.za/sustainability/bbbee-certificates/>.



## KING IV COMPLIANCE SUMMARY

The Board is committed to transparency, integrity, fairness and accountability, and recognises the need to implement good corporate governance principles.

The Group has assessed the application of the King IV principles to the Group and its subsidiaries, as reflected below. More granular information, such as Board composition, meeting attendance and assessment outcomes, is provided in the integrated report.

This icon  indicates that the Board believes Zeda complies with the relevant principle.

### Leadership, ethics and corporate citizenship

Principle	Compliance summary
<p><b>1. The governing body should lead ethically and effectively.</b></p> <p></p>	<p>Zeda's Board prioritises ethical and effective leadership by ensuring the highest standards of corporate governance and ethical conduct in daily operations. The Board holds Directors and employees accountable through Zeda's ethics policies and Code of Conduct, emphasising competence, integrity, fairness, transparency and collective responsibility.</p> <p>The Chairman and the Board collectively ensure alignment with Zeda's values, business policies, ethics policies and Code of Conduct, which is assessed through Board effectiveness evaluations and executive performance assessments, among other implementation and monitoring mechanisms.</p> <p>Disclosures of other directorships, personal financial interests, and any other conflicts of interest involving a relevant member or a person related to them are standard Board agenda items. The Company Secretary is responsible for circulating, updating, and ensuring the accurate maintenance of the Directors' interests schedule. A Director who discloses a conflict of interest must recuse themselves from the deliberation and voting on the subject of the conflict.</p> <p>The Group's policy on insider trading and dealing in Company securities is as legislated and prohibits Directors from using their positions or information that is confidential and price-sensitive to benefit themselves or any related parties. All Directors' dealings are disclosed in accordance with the JSE Listings Requirements. The policy also prohibits Directors and employees from trading in Company securities during closed periods. The Company Secretary notifies the Directors when the Company is in a closed period.</p> <p>Upon appointment, all new Directors undergo an induction process to provide them with the requisite knowledge of the Group's operations, business environment and their respective duties as Directors in terms of the Companies Act, King IV and JSE Listings Requirements. To enable Directors to effectively fulfil their responsibilities to the Group, they are required to stay abreast of developments and trends in the business environment and the market in which the Group operates.</p>
<p><b>2. The governing body should govern the ethics of the organisation in a way that supports the establishment of an ethical culture.</b></p> <p></p>	<p>The Board mandates Zeda's Social, Ethics and Transformation Committee (SETC) to oversee the Group's ethical posture and approve relevant policies such as those on anti-bribery and anti-corruption, conflict of interest, gifts and hospitality, and whistle-blowing. The SETC oversees the Groups ethical posture as it continues to mature, including monitoring regulatory compliance and transformation trends. It also reviews the status of ethics-related matters and receives reports on ethics training and related activities.</p> <p>An independently managed whistle-blower hotline is in place to report unethical behaviour. The anonymity and protection of whistle-blowers are prioritised, and investigations are conducted independently and objectively.</p> <p>The Chief Risk and Sustainability Officer champions the ethics programme, ensuring all employees receive ethics training. Compliance is monitored in accordance with Zeda's combined assurance model and reported to the appropriate governance structures.</p>

## Strategy, performance and reporting

Principle	Compliance summary
<p><b>3. The governing body should ensure that the organisation is and is seen to be a responsible corporate citizen.</b></p> <p>✓</p>	<p>Being a good corporate citizen is fundamental to Zeda's social licence to operate. The Board, through the SETC, oversees the Group's ESG strategy and monitors performance across environmental, social and governance dimensions. This includes assessing alignment with approved ESG commitments, goal statements and key performance indicators. Periodic reporting on ESG goal statements, strategic initiatives and key performance indicators provides the SETC with insight into ongoing activities and the extent to which these are advancing the Group's ESG vision and commitments. This oversight ensures alignment with relevant legislation, regulatory requirements and applicable codes of best practice, embedding responsible corporate citizenship into our operations, policies and practices.</p> <p>Our commitment to good corporate citizenship is deeply integrated into our business practices, emphasising transparency, fairness and ethical operations. This supports our ESG goal statement on governance and corporate stewardship.</p>
<p><b>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.</b></p> <p>✓</p>	<p>In approving Zeda's strategy, the Board recognises the interconnectedness of the Group's purpose, vision, values, business model, risks, opportunities, and performance.</p> <p>The strategy reflects integrated thinking by linking strategic value drivers to ensure comprehensive performance that generates shared social, economic and environmental value.</p> <p>The Board reviews the Group strategy annually. It evaluates associated risks and opportunities, reviews progress in implementation, and ensures that overall conduct aligns with Zeda's core purpose and values, promoting sustainability and long-term success.</p> <p>The Information Technology and Risk Committee (ITRC) supports this by monitoring material risks and related exposures and overseeing the design and effectiveness of risk management controls.</p> <p>The Audit Committee (AC) reviews management's documented assessment of the Group's going concern premise annually and when dividend payments are considered. Based on the AC's recommendation, the Board confirms that the Group is solvent, liquid, and continues to operate as a going concern.</p>
<p><b>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.</b></p> <p>✓</p>	<p>Zeda publishes a comprehensive suite of reporting publications to meet the diverse needs of key stakeholders (<a href="https://zeda.co.za/investors/annual-integrated-reports/">https://zeda.co.za/investors/annual-integrated-reports/</a>).</p> <p>The Board, recognising its responsibility for the integrity of external reports ensures that all the reports are prepared in accordance with statutory, regulatory and applicable best practices. All external reports are reviewed and approved by the Board before publication.</p> <p>The reporting suite offers a comprehensive evaluation of Zeda's capacity to generate value, addressing the key factors critical to the Group's commercial sustainability and societal impact. This integrated approach enables stakeholders to form a clear view of how material priorities, risks and strategic objectives influence the Group's ability to create sustainable value.</p>

## Governing structures and delegation

Principle	Compliance summary
<p><b>6. The governing body should serve as the focal point and custodian of corporate governance in the organisation.</b></p> <p>☑</p>	<p>The Board operates under approved Terms of Reference, ensuring its roles, responsibilities and accountability are documented and adhered to. The Terms of Reference specifically set out the Board's responsibilities relating to corporate governance.</p> <hr/> <p>The Board is satisfied that it has fulfilled its responsibilities in accordance with its Terms of Reference for FY2025.</p>
<p><b>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.</b></p> <p>☑</p>	<p>On 30 September 2025, the Board consisted of nine members, including seven Independent Non-Executive Directors and two Executive Directors. One Independent Non-Executive Director resigned from the Board due to ill health, with effect from 15 October 2025.</p> <p>The Zeda Board structure is considered suitably sized for the Group's effective governance.</p> <p>Annually, pursuant to the Nomination Committee's evaluation and considered recommendations, the Board reviews and, if satisfied, approves the classification of each Director's independence. This process is aligned with the principles set out in King IV, the Companies Act, and the JSE Listings Requirements.</p> <p>The Group's diversity policy is based on its appreciation of the innate benefits of maintaining broad perspectives (including the promotion of diversity in gender, race, culture, age, field of knowledge, skills, and experience).</p> <p>The Board supports the principle of equitable gender representation, which is essential for both transformation and competitiveness and is currently composed of at least 50% women and at least 75% black South Africans.</p> <hr/> <p>Non-Executive Directors bring diverse perspectives and actively challenge management during Board deliberations.</p> <hr/> <p>The Board is satisfied that its composition reflects the appropriate mix of knowledge, skills, experience, diversity, and independence.</p> <hr/> <p>In accordance with the Group's Memorandum of Incorporation (MOI), one-third of the Non-Executive Directors retire from office at each AGM. Retiring Directors are eligible for re-election. Executive Directors are not subject to retirement by rotation in terms of the MOI.</p> <hr/> <p>The Board is responsible for overseeing succession planning and ensuring that appropriate strategies are in place to ensure the smooth continuation of the roles and responsibilities of members of the Board and Exco.</p>

Principle	Compliance summary
<p><b>8. The governing body should ensure that its arrangements for delegation within its own structures promote independent judgement and assist with the balance of power and the effective discharge of its duties.</b></p> <p>✓</p>	<p>The Board receives support from several committees, each with distinct mandates and oversight responsibilities outlined in the Company's Memorandum of Incorporation, Board charter, and each committee's Terms of Reference. These committees are the:</p> <ul style="list-style-type: none"> <li>• Audit Committee</li> <li>• Information Technology and Risk Committee</li> <li>• Investment and Transactions Committee</li> <li>• Nomination Committee</li> <li>• Remuneration Committee</li> <li>• Social, Ethics and Transformation Committee</li> </ul> <p>The Board determines the composition of each committee, considering members' skills, experience, applicable regulations, and the mandate of each committee.</p> <p>The Chairman of each Board committee ensures its effective functioning by overseeing the committee's detailed oversight work, providing regular updates, and submitting formal reports to the Board in the form of Chairman reports. This enables the Board to make well-informed decisions on strategic matters. Chairman reports are included in the Board packs for review and approval, as well as to facilitate informed engagement, thereby strengthening governance, accountability, and transparency.</p> <p>The responsibilities of each committee are detailed in their respective Board-approved Terms of Reference, which are subject to annual review. The committees' compliance with the Board's mandates is reviewed annually.</p> <p>While the Board remains accountable and responsible for the Group's performance and affairs, the Board committees assist the Board in discharging its duties and responsibilities. These committees do not relieve the Board of its duties and responsibilities in any way.</p>
<p><b>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.</b></p> <p>✓</p>	<p>The Board, its committees, and individual members undergo performance evaluations every two years.</p> <p>Evaluation findings inform action plans, which the Board agrees upon, and the Group Company Secretary tracks to ensure implementation.</p> <p>Acorim Proprietary Limited conducted the Board's inaugural evaluation to assess the Board and its committees' effectiveness in FY2024. The FY2024 evaluation concluded that the Board and its committees are functioning effectively.</p> <p>The next mandatory Board and committee evaluation will be conducted in FY2026 and facilitated by an external service provider. In addition to the biennial formal evaluations in line with the focus on agility, the Board considers evaluation outcomes as part of the Group's strategy review each year.</p>
<p><b>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.</b></p> <p>✓</p>	<p>The Board is responsible for appointing the Group Chief Executive Officer (Group CEO) and, through the Nomination Committee, ensures continuous updates to the succession plan for that role. The Group CEO's role is clearly defined in writing, and the Chairman conducts evaluations of the Group CEO's performance in consultation with the Board.</p> <p>By delegating appropriate authority in writing, the Board empowers the Exco to manage the Group's business affairs, which is balanced by accountability for the Group's performance. The delegation of authority framework is reviewed annually from multi-disciplinary perspectives to ensure the ongoing appropriateness of operational and financial limits.</p> <p>The Group CEO monitors the effective implementation of delegated authority.</p> <p>All Directors have unfettered access to the Company Secretary, who assists with a full range of services to ensure that the Board and individual Directors can discharge their roles and responsibilities. The Board considers the competence, qualifications and experience of the Company Secretary annually. The Board is satisfied that the Company Secretary has the requisite competence, qualifications, and experience to meet the requirements of the role.</p>

## Governance functional areas

Principle	Compliance summary
<p><b>11. The governing body should govern risk in a way that supports the organisation in setting and achieving its strategic objectives.</b></p> <p>☑</p>	<p>The Board assumes leadership, direction, and oversight for the strategy, design, development, and operation of risk management and assurance structures, processes, and activities.</p> <p>The ITRC, on behalf of the Board, oversees risk governance, setting the direction and regularly reviewing the adequacy and effectiveness of the enterprise risk management framework. The committee evaluates the nature and extent of opportunities and associated risks, supporting a disciplined and controlled environment. The Group maintains an ongoing enterprise-wide risk assessment process aligned with its risk philosophy. An independent risk management maturity assessment confirmed that the Group's risk management structures and processes are appropriately designed and operating effectively.</p> <p>The ITRC monitors compliance with the Board-approved Risk Appetite Statement through key risk indicators and approved risk tolerance levels.</p> <p>The combined assurance processes encompass three lines:</p> <ul style="list-style-type: none"> <li>• <b>First line:</b> Management, which provides assurance activities and other relevant oversight functions</li> <li>• <b>Second line:</b> Corporate functions and internal assurance providers such as risk management, compliance and legal</li> <li>• <b>Third line:</b> Independent functions, such as internal and external auditors, the International Organization for Standardization (ISO) and other certification bodies</li> </ul> <p>Zeda's combined assurance framework applies to all its subsidiaries, controlled entities, operations, functions, and divisions. A coordinated approach to assurance activities supports efficient and effective coverage, enabling Exco to verify the existence of suitable controls and coordinate remediation of any deficiencies, while the ITRC oversees these control areas through management and assurance reports. Zeda's combined assurance framework was reviewed and updated to ensure it remains in line with best practices and has taken into consideration operational changes.</p>
<p><b>12. The governing body should govern technology and information in a way that supports the organisation setting and achieving its strategic objectives.</b></p> <p>☑</p>	<p>Recognising the integral role of information and technology in Zeda's strategy, the Board delegated oversight of information management and technology governance to the ITRC.</p> <p>This includes overseeing key areas such as information technology (IT) risks, cyber security, technology resilience, change management, asset life cycle considerations, data governance, significant IT investments and system performance, and monitoring alignment of the IT and data strategies with Zeda's strategic objectives. Operational management and implementation of the IT governance framework are delegated to Exco.</p> <p>Technology and information risk are incorporated into the Group's enterprise risk management and are considered part of its oversight of operational enterprise risks.</p>

Principle	Compliance summary
<p><b>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.</b></p> <p>✓</p>	<p>The Board, through the SETC, oversees compliance with applicable laws and considers adherence to non-binding rules, codes and standards, recognising the complexity posed by the diverse jurisdictions in which Zeda operates.</p> <p>With the support of management, the SETC and the ITRC, the Board monitors adherence to applicable laws, regulations and adopted non-binding rules, codes, and standards.</p> <p>The Board delegates responsibility for implementing regulatory compliance to management, with the Chief Risk and Sustainability Officer championing the compliance programme. This programme forms part of Zeda’s compliance risk management framework.</p> <p>The Group systematically scans and evaluates the regulatory environment to ensure a proactive understanding of legislative developments and follows a risk-based approach in prioritising action plans that are responsive to regulatory requirements. Compliance efforts prioritise legislation with the most significant impact on the business. This supports the timely identification and mitigation of potential compliance risks.</p> <p>Zeda conducts training and awareness programmes for process owners to bolster compliance literacy and competence, fostering Group-wide awareness, ownership and advocacy. Regular monitoring of the compliance-management process provides oversight on its ongoing effectiveness and alignment with regulatory requirements, and informs continuous improvement.</p>
<p><b>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.</b></p> <p>✓</p>	<p>Zeda’s Remuneration Committee plays a pivotal role in ensuring that the Group adopts remuneration policies and practices that remain aligned with its strategic objectives. These policies are designed to uphold sound risk management principles while reflecting Zeda’s core values and ethical standards.</p> <p>By fostering a balanced approach to compensation, the committee supports sustainable value creation. This reinforces the Group’s long-term growth and resilience. The Remuneration Committee reviews the remuneration policies regularly to ensure that remuneration practices continue to motivate sustained high performance and remain linked to individual and corporate performances.</p> <p>The Board also ensures transparency and disclosure to enable stakeholders to make a reasonable assessment of Zeda’s reward practices and governance processes.</p>
<p><b>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.</b></p> <p>✓</p>	<p>The ITRC and AC ensure that Zeda applies a combined assurance model, fostering a coordinated approach to all assurance activities. The AC oversees combined assurance as it relates to financial reporting, internal controls, internal audit and external audit, consistent with its mandate under King IV. The ITRC reviews plans and outputs from external and internal auditors, compliance, and integrated operational risk work, supported by the joint sitting of the committee, SETC and AC. The ITRC considers the adequacy of control measures to address key risks that could compromise the integrity of information used for decision-making and external reporting, and highlights areas requiring improvement where necessary.</p> <p>The AC is responsible for overseeing Zeda’s internal audit function, as well as reviewing and approving the internal audit charter and annual audit plan. The committee evaluates the independence, effectiveness and performance of the outsourced internal audit services, ensuring compliance with the charter.</p> <p>The AC reviews significant issues raised during internal audit processes and monitors the resolution of reported deficiencies, seeking assurance that corrective or mitigating actions are implemented appropriately and on a timely basis. The committee also evaluates the performance of the internal audit function and the appropriateness of assigned resources.</p> <p>In respect of external auditors and the external audit process, the AC recommends auditor appointments to shareholders and oversees the external audit, including the scope and quality of the examination of financial matters.</p>

## Stakeholder relationships

Principle	Compliance summary
<p data-bbox="118 338 448 730"><b>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.</b></p> <p data-bbox="156 757 193 792">✔</p>	<p data-bbox="480 338 1481 454">The Board, through the SETC, oversees the development of policies that acknowledge the impact of stakeholder perceptions on Zeda's reputation. Stakeholder engagement activities follow a Board-approved policy that allocates the management of stakeholder relationships appropriately among Exco, the Board, and the Chairman.</p> <p data-bbox="480 488 1481 568">In managing relationships, Zeda pursues a balanced approach to address the legitimate needs, interests, and expectations of material stakeholders and of the Group. The ongoing oversight of stakeholder management is a continuous commitment.</p> <p data-bbox="480 602 1481 772">The SETC delegates to Exco the responsibility for implementing effective tools for stakeholder management. This involves establishing methodologies for identifying individuals and groups of stakeholders, with a focus on material stakeholders. Exco is entrusted with managing stakeholder risks, implementing formal engagement and communication mechanisms, measuring the quality of stakeholder engagement, and ensuring appropriate responses to engagement outcomes.</p> <p data-bbox="480 806 1481 862">Zeda invites all shareholders to attend its AGM and facilitates participation through focused proxy solicitation and electronic means.</p>

## FORWARD-LOOKING STATEMENT DISCLAIMER

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This King IV register contains forward-looking statements. All statements, other than statements of historical facts, including, among others, statements regarding our strategy, future financial position and plans, objectives, projected costs and anticipated cost savings, and financing plans and projected levels of growth in the automotive markets, are forward-looking statements. Forward-looking statements can be identified by terminology such as “may”, “might”, “should”, “expect”, “envisage”, “intend”, “plan”, “project”, “estimate”, “anticipate”, “believe”, “hope”, “can”, “is designed to”, or similar phrases. However, the absence of such words does not necessarily mean a statement is not forward-looking. Forward-looking statements involve several known and unknown risks, uncertainties and other factors that could cause our actual results and outcomes to materially differ from historical results or any future results expressed or implied by such forward-looking statements. Factors that could cause our actual results or outcomes to differ materially from our expectations include, but are not limited to, those risks identified in Zeda’s financial reports available at [www.zeda.co.za](http://www.zeda.co.za).

Zeda cautions readers not to place undue reliance on these forward-looking statements. All written and verbal forward-looking statements attributable to Zeda or persons acting on behalf of Zeda are qualified in their entirety by these cautionary statements. Unless we are required by law to update these statements, we will not necessarily update any of these statements after the date of publication of this document so that they conform either to the actual results or to changes in our expectations.

Any forward-looking information disclosed in the King IV register for the financial year ended 30 September 2025 has not been reviewed, audited, or reported on by our independent external auditors.

## CORPORATE INFORMATION

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### Directors

#### Independent Non-Executive Directors

Lwazi Bam (Chairman)  
Yolanda Miya  
Sibani Mngomezulu  
Ngao Motsei  
Marna Roets  
Donald Wilson

#### Executive Directors

Ramasela Ganda (Group Chief Executive Officer)  
Thobeka Ntshiza (Group Finance Director)

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### Company’s Registered Office

2 Sysie Road, Croydon, 1691, South Africa  
(PO Box 221, Isando, 1600)

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### Company Secretary

#### Chioneso Sakutukwa<sup>1</sup>

2 Sysie Road, Croydon, 1691, South Africa  
(PO Box 221, Isando, 1600)  
[companysecretary@zeda.co.za](mailto:companysecretary@zeda.co.za)

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### Sponsor to Zeda Limited

#### Nedbank Corporate and Investment Banking, a division of Nedbank Limited

(Registration number: 1951/000009/06)  
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Sandton, 2196, South Africa  
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### Independent Auditor

#### SizweNtsalubaGobodo Grant Thornton Inc.

(Registration number: 2005/034639/21)  
Summit Place Office Park, Building 4, 221 Garsfontein Road  
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### Transfer Secretaries

#### JSE Investor Services Proprietary Limited

(Registration number: 2000/007239/07)  
13th Floor, 19 Ameshoff Street, Braamfontein, South Africa  
(PO Box 4844, Johannesburg, 2000)

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<sup>1</sup> Effective from 1 October 2024.



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