



Ensuring effective control



The board is the focal point and custodian of corporate governance in the group. To this end, the board ensures corporate governance and good practice are inherent in fulfilling its responsibilities. The board charter sets out its roles and responsibilities. The board holds its directors accountable for their integrity, competence, responsibility, fairness and transparency.

Succession planning and performance

The board is satisfied the company is appropriately resourced and its delegation to management contributes to an effective arrangement according to which authority is exercised and responsibilities are fulfilled. The board approves the CEO and CFO's appointments. The remuneration committee is required to consider the CEO and CFO's performance annually against agreed performance incentive objectives. The audit committee is required to consider the performance of the CFO and the finance function and reports thereon in its report included in the annual financial statements. Succession plans for the CEO and senior executives are in place and are reviewed annually by the nomination committee.

The board determines and approves, from time to time, the levels of authority for the CEO and the various members of senior management. The audit and risk committees monitor compliance with these predetermined levels of authority. The risk management function supports the audit and risk committees by monitoring and reporting any material non-compliance to the committees. The board meets as often as required, but at least four times annually.

Board chair, lead independent non-executive director and CEO

In FY24, the board had a non-executive chair, Imtiaz Patel. In September 2023 it was announced that Imtiaz Patel would retire as chair of the board and as a non-executive director with effect from 31 March 2024 and that Elias Masilela, an independent non-executive director, had been appointed as the chair of the board with effect from 1 April 2024. At the end of March 2024, Imtiaz and the board mutually agreed that he would remain on the board as chair until a date to be determined by the board in light of developments on the Groupe Canal+ mandatory offer transaction, with which Imtiaz had been involved for several months. It was further agreed that Elias would fulfil the deputy chair and lead independent director roles in the interim.

Following the release of the firm intention announcement by the group and Groupe Canal+ on 8 April 2024, Imtiaz stepped down from the board with effect from the 23 April 2024 and Elias was accordingly appointed as chair as initially planned.

Jim Volkwyn served as lead independent director in FY24 until stepping down at the end of March. Elias stepped into the role as deputy chair and lead independent director with effect from 1 March 2024 and vacated this role on his appointment as chair on 23 April 2024. Subsequent to the aforementioned board changes, the board has not appointed a new lead independent director and will consider such an appointment in due course as part of its ongoing evaluation as to the suitability of its composition in light of the needs of the group.

The CEO, Calvo Mawela, is responsible for leading the implementation and execution of the approved strategy, policy and operational planning of the group, and for ensuring the group's day-to-day affairs are appropriately supervised and controlled.

Information

Information relevant to a meeting is supplied to the board on a timely basis, which ensures directors can make informed decisions. To ensure directors can competently discharge their duties and effectively carry out their delegated responsibilities as committee members, they have access to information relating to matters associated with the group. This is governed by an approved board policy with the process conducted in an orderly manner via the board chair. Similarly, board committees have unrestricted access to information that will allow them to act in accordance with their respective charters.

Conflicts of interest

Potential conflicts are appropriately managed to ensure candidates and existing directors have no interests that may cause conflict between their obligations to MultiChoice and their personal interests. All directors are required to declare personal interests at least annually. Declaration

of directors' interests is a standing item on the board's agenda. Any director who believes they may be conflicted in a matter to be discussed by the board, must advise the company secretary as soon as practicable and, when appropriate, must recuse themselves from the decision-making process associated with that matter. The process required by section 75 of the Companies Act is applied in this regard. Directors are required to adhere to the group's policy on trading in MultiChoice Group securities. The trading in securities policy is aligned to the Financial Markets Act No 19 of 2012 and JSE Listings Requirements.

Shareholder communication

The group is committed to ongoing and transparent communication with its shareholders. In all communication with shareholders, the board aims to present a balanced and understandable assessment of the group's position. This is done through adhering to principles of openness, substance-over-form reporting, and striving to address matters of material significance to shareholders.

This integrated annual report is our primary form of comprehensive communication with shareholders, in accordance with King IV and the JSE Listings Requirements. We also engage with our shareholders through our interim and annual financial statements, during interim and final results presentations, and on a periodic basis through investor roadshows and conferences. Further, the board encourages shareholders' attendance at AGMs and, where appropriate, will provide full and understandable explanations of the effects of resolutions to be proposed.

Assurance

The board, through the audit committee, oversees the group's assurance services and ensures these functions enable effective control and support the integrity of the group's information. The group follows a combined assurance model, which covers key risks through an appropriate combination of assurance service providers and functions. The assurance model includes line functions that own and manage risks, specialist internal audit, risk management support and compliance



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functions (for the group and significant subsidiaries), as well as external auditors and other relevant parties, such as regulatory inspectors and insurance risk assessors. This model is linked to key risks. An assessment of the effectiveness of our combined assurance model is reported on to the audit and risk committees. Internal audit reports on the internal control environment are submitted to the audit committee. The company secretary, group general counsel and external counsel guide the board on legal requirements. The audit committee appoints the head of internal audit, who has unrestricted access to and meets periodically with the committee chair.

Company secretary

The company secretary is responsible for guiding the board in discharging its regulatory responsibilities. Directors have unlimited access to the advice and services of the company secretary, who plays a pivotal role in MultiChoice's corporate governance policies and processes. She ensures that, in accordance with the pertinent laws, the proceedings and affairs of the board, MultiChoice Group, and where appropriate, shareholders, are properly administered. The company secretary monitors directors' dealings in securities and ensures adherence to closed periods. She attends all board and committee meetings. In accordance with King IV, the performance and independence of the company secretary are evaluated annually.

The nomination committee is responsible for recommending a suitable candidate for appointment as the company secretary; reviewing the competence, qualifications and experience of the company secretary annually; and reporting on whether it is satisfied therewith.

Carmen Miller is the group company secretary and the board is satisfied with Carmen's competence, qualifications, experience, independence and suitability. Carmen is not a director of MultiChoice and, after due consideration, the board is satisfied that she maintained an arm's length relationship with the board during the year.

Information and technology (I&T) governance

MultiChoice's information and insights officer, chief information security officer (and executive head of technology strategy), and executive head of emerging technologies work closely with each other to support functions and to oversee I&T management in the group. The board recognises the importance of I&T in relation to MultiChoice's strategy and I&T governance is integrated into the operations of the group's businesses.

Management of each subsidiary or business unit is responsible for ensuring effective processes for I&T governance are in place. The risk committee assists the board with overseeing I&T-related matters and I&T governance is a standing point on the risk committee agenda. I&T objectives are included in the risk committee charter. The risk committee considers the risk register, and reports on I&T from an internal audit and risk management perspective. The group's code of ethics and conduct, I&T governance charter, cybersecurity policy and legal compliance, and data privacy policies address legal compliance, ethical, and responsible use of I&T.

Data privacy remains a high priority. Assurance providers, including risk management, and external and internal audit, provide assurance to management, the risk committee and board on the effectiveness of I&T governance, based on detailed controls to manage identified risks and reduce the likelihood of occurrence of data privacy breaches or mishaps. These arrangements for governing and managing I&T enable the risk committee, and ultimately the board, to oversee the group's I&T governance.





The application of all approved policies and standards supporting the I&T control environment is assessed for maturity. Control self-assessments for each policy/standard are completed by the I&T governance, risk and compliance function to determine required improvements.

The group has international content protection certification from the CDSA. Both Samrand and Randburg production environments were accredited in terms of this international security standard. The accreditation is renewed annually.

Cybersecurity

As part of its enterprise risk management (ERM) framework, the organisation assesses and manages cybersecurity risks in accordance with worldwide best practice and laws in the nations in which it conducts business.

The group focuses on the following four areas to mitigate cyber risks:

 Data Protection	 Cybersecurity
 Cyber vigilance	 Cyber resilience

The group assesses, manages, and reports on its I&T-related risks in accordance with a board approved I&T governance charter. The MultiChoice Group provides oversight and guidance while setting a policy to ensure activities happen in the approved ERM framework that supports the achievement of strategic objectives.

As part of continuing business assessments, the MultiChoice Group regularly evaluates the businesses' security readiness and requests quarterly governance status reports from the group's executives and governance structures. Businesses are supported by the segment risk and compliance departments' risk management efforts, and outside providers periodically conduct tests and scans for cyber vulnerabilities.

The group risk committee periodically reviews and reauthorises the cybersecurity policy, and its implementation as part of its oversight and governance responsibilities. The group risk committee reports to the board in this regard.

Artificial intelligence (AI)

MultiChoice has expanded the use of AI across a variety of business areas, realising the benefits it offers for improving customer experience, operational efficiency, and revenue management. MultiChoice continues to invest in both specialised AI research and AI applications. AI-based systems deployed into the business have improved customer service (using chatbots), localisation of content (using machine translation), platform personalisation (using machine learning), and media operations (using video analytics).

Recognising both the opportunities as well as the risks of AI implementations, the group has implemented an AI ethics and governance policy to ensure that we conceptualise, develop and deploy AI systems responsibly and in line with our corporate values to ensure sustainable integration of AI technologies into group operations. The AI ethics and governance policy is underpinned by the MultiChoice Group's responsible AI principles: fairness, reliability and safety, data privacy, security, explainable AI, and accountability. The AI ethics and governance committee governs and oversees all AI-related activities within the group, and reports from this committee are reported to the risk committee and in turn, the board.



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Data governance and privacy

The data privacy team has been established and is a group function responsible for ensuring compliance, monitoring and improvement with data protection laws for the group, while ensuring that privacy by design is entrenched in the business operations, functions and technology of the business across the group.

The development of a data governance and data privacy council made up of data protection officers, legal and regulatory experts, as well as business unit representatives and management underpin the data governance approach.

The administration of data privacy rights is managed through the data privacy team function. This data privacy team reports to the group's risk committee and social and ethical committee through one of its members, and those committees in turn report to the board.

Data processing

The group's public and employee privacy policies outline what personal information is acquired from users (data subjects) utilising MultiChoice's systems and platforms, how and why that information is obtained, and how that information is processed.

In line with the European GDPR, South African POPIA, and other country-specific data protection regulations, data protection agreements have been implemented for third-party service providers that require access to personal information to perform contracted services. A revised Data Protection Addendum/Agreement has been published for the group, including new Standard Contractual Clauses and variations of local country legislation; all relevant service providers are required to re-sign any existing agreement using the new version. Additional compliance measures have been put in place to ensure additional due diligence on third-party data processors.

The data privacy team function conducts Data Processing Impact Assessments across various functions, and relevant projects across the group to assist with ensuring that any risks are identified timeously and managed accordingly.

The MultiChoice Group recognises the following data subject rights:

- Right of access
- Right of accuracy
- Right to be forgotten
- Right to restriction of processing
- Right to portability
- Right to object
- Right to complain

Data loss prevention

Data loss prevention tools have been implemented for all Microsoft programmes utilised by employees. This allows an employee to categorise data in accordance with the group data classification policy and enables better oversight of information shared to prevent the unauthorised sharing of personal and/or confidential information.

Data classification

To ensure employees do not disclose information in error, automatic scanning for sensitive fields in email attachments is performed. When sensitive information is found, the file is classified as strictly business confidential and automatically encrypted. At the same time, an alert notifies the data governance team when sensitive or private information leaves the organisation and when it is stored on local drives. This enables MultiChoice to proactively scan and prevent data losses.

Employee training and awareness

Employee awareness initiatives, such as the #PrivacyGuardian, #BeSecure and #Opt-In campaigns, emphasise raising awareness through newsflashes, screensavers, activations, and electronic communications.

Data privacy and governance e-learning modules and department-specific face-to-face training assist in giving practical tools to employees on how to implement data privacy into their day-to-day functions. All employees and contractors who deal with our employees', customers' and suppliers' personal information are required to complete the following online courses:

- POPIA module
- GDPR and Data Governance module
- Africa Data Privacy and Governance module

Data privacy issues

We enable customers to log any data privacy issues via the privacy notice on the MultiChoice.com website, our self-service portals, call centres and contact centres. These queries are logged in an incident management system and tracked to ensure we adhere to reporting standards as supplied and required by the GDPR, POPIA and other country-specific privacy regulations.

We enable staff to log any data privacy issues via the internal reporting system which allows for incident reporting. This allows staff to easily and efficiently report any data privacy incidents for investigation, handling and timeous reporting to relevant country-specific privacy regulators.

There were 4 (four) substantiated complaints received regarding complaints related of customer privacy rights from regulatory bodies, with all complaints responded to and the matters resolved with the regulatory bodies.

There was 1 (one) breach incident identified which was reported. Necessary steps were taken to report the matter to the relevant regulatory body, notify affected parties, and ensure that necessary measures to ensure that affected parties were able to protect themselves from any potential negative impact to them of this occurrence. Furthermore, we increased staff awareness of data privacy related risks and improved security measures. Following these data privacy issues, we have taken remedial measures to ensure to prevent reoccurrence, including but not limited to, increased awareness initiatives and improvement of security measures.

No fines or enforcement notices were issued against MCG entities for failure to comply with relevant data protection laws.

Performance and future focus

Monthly evaluations to pinpoint, weigh, and evaluate I&T risks in significant I&T domains are undertaken monthly because the group relies heavily on its I&T systems and processes to enable and support the timely and effective fulfilment of its strategic objectives. The group will continue to refine its I&T processes and focus on mitigation plans to address material risks identified through monthly evaluations.