

Part (a)

1. Given that one of the objectives of the King IV Report on Corporate Governance for South Africa ("the King Report") is to promote corporate governance as integral to the running an organization and delivering governance outcomes such as an ethical culture, good performance, effective control and legitimacy, it would be in Anglo Africa Ltd's best interest to consider the King Report to as it continues to grow and needs to fulfil its role as a responsible corporate citizen. (2)
2. The King Report "aspires to apply to all organisations, regardless of their form of incorporation" (King Report, page 35). (1)
3. When drafting the Report, the principles and outcomes were phrased so that they can be applied to achieve good governance in any organization. (1)
4. The practices, as recommended in the Code, however are positioned at the level of leading practices, and may therefore not be suitable and appropriate for all organisations – and these can be "scaled" accordance to the size and nature of the organization (King Report, page 37). (1)
5. Therefore, as a "large" company that intends applying for a listing on the JSE in due course, the directors of Anglo Africa Ltd should give due consideration to the application of the 16 principles in the Code, and implementing or adapting the recommended practices in the Code to suit the company's unique circumstances – on its path towards listing. (1)
6. Once Anglo Africa Ltd is listed on the JSE, it will be required by the JSE Listings Requirements to include an explanation of which King Code principles have been applied – in addition to having to meet specific Listings Requirements that are similar / identical to recommended practices in the King Code. (2)

Maximum (5)

Part (b)

In what follows, examples are provided of recommended practices contained in the King IV Code that have not been implemented by Anglo Africa Ltd:

1. In terms of recommended practice 8 (linked to principle 7), the board should comprise a majority of non-executive directors. The majority of non-executive directors should be independent. (1)
 - 1.1 The board of Anglo Africa Ltd currently comprises three (3) non-executive directors and three (3) executive directors – so the non-executive directors are not in the majority. (1)
 - 1.2 Neither are the majority of non-executive directors independent – only one of the three non-executives can be regarded as independent. (1)
 - 1.2.1 As Mr Major is the managing director of the company's subsidiary, his independence as a non-executive director is doubtful (i.e. he is an executive manager of a related entity). (1)
 - 1.2.2 Mrs Sisulu cannot be considered independent as her husband is employed by the company as CEO – as it is unlikely that a reasonable and informed third party will judge her to be free from interests that may influence unduly (recommended practice 27, linked to principle 7). (1)

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