

King IV™ Detailed Report by Practice - Preview

Quantum Foods Holdings Limited

Run Date: 12/18/2017 2:01:03 PM

Registration Number: 2013/208598/06

Prepared by: Ntokozo Makomba

Principle 1	The governing body should lead ethically and effectively.	King IV™ Outcome	King IV™ Reference
	The Board acts in good faith and in the best interests of the Company by ensuring that the legitimate interests of stakeholders are considered when taking decisions.	Ethical Culture	K IV™ P1 Prac 1.a.i
	The board is aware of the requirements to disclose or avoid conflicts of interest. Directors are required to declare their directorships in other companies at least once a year. In addition, the declaration of interests is a standing agenda point at each scheduled board meeting.	Ethical Culture	K IV™ P1 Prac 1.a.ii
	The Board accepts collective responsibility for defining how ethics and ethical behaviour should be implemented in the Group. This includes setting out the conduct of individual Board members, to ensure that they act with integrity, competence, responsibility, accountability, fairness and transparency. These characteristics set the tone from the top to support an ethical culture within the Group.	Ethical Culture	K IV™ P1 Prac 1.a.iii
	Board members in line with the Group Code of Ethics act with integrity, competence, responsibility accountability, fairness and transparency.	Ethical Culture	K IV™ P1 Prac 1.a.iv
	Members of the board have sufficient working knowledge of the company and the environment in which it operates. Members of the board are updated with industry affairs and opportunities are availed to the board as part of induction or ongoing development to visit the business operations.	Ethical Culture	K IV™ P1 Prac 1.b.i
	The members of the board are seasoned directors who understand the duty to act with due care, skill and diligence and take reasonably diligent steps to become informed about matters requiring decisions.	Ethical Culture	K IV™ P1 Prac 1.b.ii K IV™ P1 Prac 2
	The board recognises the need to continuously develop their competence in order to lead effectively. Training needs are identified during the board appraisal process and addressed accordingly. During the year the board was provided with basic King IV training.	Ethical Culture	K IV™ P1 Prac 1.b.iii

King IV™ Detailed Report by Practice - Preview

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Principle 1	The board annually evaluates and approves the strategy of the Group at the board strategy session. The board further approves policy and planning, oversees and monitors the implementation and execution by management; and ensures accountability on organisational performance.	Ethical Culture	K IV™ P1 Prac 1.c.i K IV™ P2 Prac 6.a K IV™ P2 Prac 6.b
	The board's risk appetite framework was approved at its September board meeting and which guides management accordingly.	Ethical Culture Effective Control	K IV™ P1 Prac 1.c.ii
	The board endeavours to mitigate any negative outcomes of the businesses activities and outputs.	Ethical Culture	K IV™ P1 Prac 1.c.iii
	The board is satisfied with the attendance of meetings by its members and that sufficient time and effort is devoted to preparing for meetings.	Ethical Culture	K IV™ P1 Prac 1.c.iv
	The board delegates certain responsibilities to its committees and to management but ultimately remains responsible in terms of its Decision Making Framework.	Ethical Culture	K IV™ P1 Prac 1.d
	The board promotes the stakeholder-inclusive approach of governance and takes account of the impact of the company's operations on internal and external stakeholders into account.	Ethical Culture	K IV™ P1 Prac 1.e.i
	The social and ethics committee of the board monitors the impact of the business on the environment, society and its sustainability for the future.	Ethical Culture	K IV™ P1 Prac 1.e.ii
	Decisions of the board are communicated through management and other appropriate avenues throughout the company and to relevant stakeholders.	Ethical Culture	K IV™ P1 Prac 1.f
	The board is subject to the company's Code of Ethics. The board further conducts an annual self-evaluation in order to ensure that it is functioning effectively and contains the right skills mix. In accordance with the provisions of King IV the board amended its Charter to provide for a formal evaluation every second year and an informal evaluation every other year.	Ethical Culture	K IV™ P1 Prac 3
Principle 2	The governing body should govern the ethics of the organisation in a way that supports the establishment of an ethical culture.		

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Principle 2		King IV™ Outcome	King IV™ Reference
	The company maintains a Code of Conduct which is reviewed as necessary. The board monitors any ethics breaches through the social and ethics committee. The company further maintains a tip-off's anonymous hotline for reporting of any suspicious activities. The activities on the hotline are reported to the board quarterly as well as actions taken.	Ethical Culture	K IV™ P2 Prac 4 K IV™ P2 Prac 5 K IV™ P2 Prac 9.c
	The code of conduct will be made available on the company's website.	Ethical Culture	K IV™ P2 Prac 7.a K IV™ P7 Prac 7.b
	Management is tasked with ensuring that the codes of conduct and ethics policies provide for arrangements that familiarise employees and other stakeholders with the organisation's ethical standards.	Ethical Culture	K IV™ P2 Prac 7.c K IV™ P2 Prac 8
	The board through its social and ethics committee exercises oversight over the management of ethics.	Ethical Culture	K IV™ P2 Prac 9.a
	The board takes any breach of ethics seriously and the breach by employees of such standards may result in disciplinary action or dismissal and the institution of a criminal case where appropriate.	Ethical Culture	K IV™ P2 Prac 9.b K IV™ P2 Prac 9.d
	The board maintains a ode of ethics which is reviewed annually by the social and ethics committee for final recommendation to the board. Once approved the code of ethics is circulated internally to the rest of the organisation.	Ethical Culture	K IV™ P2 Prac 10.a
	During the reporting period the Company conducted an online web based Fraud Health Check Survey through the Internal Auditors (Deloitte). The objective of the survey was for the Company to determine the level of employee awareness and how to report fraud, dishonesty or irregularities in the work place. The tip-off hotline activity was also noted. A total of 10 tip-offs were reported and resolved during the reporting period.	Ethical Culture	K IV™ P2 Prac 10.b K IV™ P2 Prac 10.c

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Principle 2	<p>Going forward, the focus will be on ensuring that the Code of Ethics is reviewed to incorporate all stakeholders of the Company.</p> <p>Further awareness initiatives will further be conducted to ensure that stakeholders are aware of the avenues available for reporting fraud or irregular conduct of employees.</p> <p>The publishing of the Code of Ethics and relevant policies will be published on the website.</p>	Ethical Culture	K IV™ P2 Prac 10.d
Principle 3	<p>The governing body should ensure that the organisation is and is seen to be a responsible corporate citizen.</p> <p>The social and ethics committee considers matters of corporate citizenship.</p> <p>The company is bound by the laws of the country and endeavours to comply will all relevant legislation.</p> <p>The board oversees that the organisation's core purpose and values, strategy and conduct are congruent with it being a responsible corporate citizen.</p> <p>The social and ethics committee and the remuneration and human capital committee monitor the workplace environment (including employment equity; fair remuneration; and the safety, health, dignity and development of employees)</p> <p>The board considers the contribution of the company to the economy (including economic transformation; prevention and detection and response to fraud and corruption as well as responsible and transparent tax management). See the 2017 integrated report for disclosure on these matters.</p> <p>The board monitors the impact of the company and its operations on society (including public health and safety; consumer protection; community development; and protection of human rights)</p> <p>The board considers the impact of the company and its operations on the environment (including responsibilities in respect of pollution and waste disposal; and protection of biodiversity)</p>	<p>King IV™ Outcome</p> <p>Ethical Culture</p> <p>Ethical Culture</p> <p>Ethical Culture Effective Control Legitimacy</p> <p>Ethical Culture Effective Control</p> <p>Ethical Culture Legitimacy</p> <p>Ethical Culture Effective Control</p> <p>Ethical Culture</p>	<p>King IV™ Reference</p> <p>K IV™ P3 Prac 11</p> <p>K IV™ P3 Prac 12</p> <p>K IV™ P3 Prac 13</p> <p>K IV™ P3 Prac 14.a</p> <p>K IV™ P3 Prac 14.b</p> <p>K IV™ P3 Prac 14.c</p> <p>K IV™ P3 Prac 14.d</p>

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Quantum Foods Holdings Limited

Run Date: 12/18/2017 2:01:03 PM

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Principle 3	See the 2017 integrated report under ensuring responsible business.	Ethical Culture	K IV™ P3 Prac 15.a
	Key areas of focus will be disclosed in the integrated report.	Ethical Culture	K IV™ P3 Prac 15.b
	See the 2017 integrated report under ensuring responsible business for measures taken to monitor corporate citizenship.		K IV™ P3 Prac 15.c
	Planned future focu areas in relation to corporate citizenships will be disclosed in the integrated report.	Ethical Culture	K IV™ P3 Prac 15.d
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.		
		King IV™ Outcome	King IV™ Reference
	The board reviews and approves the strategy for the company annually.	Good Performance Effective Control Legitimacy	K IV™ P4 Prac 1
	Management presents the strategy of the company to the board for approval annually.	Good Performance Effective Control	K IV™ P4 Prac 2
	The board reviews compliance with timelines presented by management on the strategy and reviews the progress of the timelines that were set in the previous year.	Ethical Culture Good Performance	K IV™ P4 Prac 3.a
	In approving the strategy, the board considers the risks, opportunities and other significant matters connected to the triple context in which the organisation operates.	Ethical Culture Good Performance	K IV™ P4 Prac 3.b
The board considers the resources and relationships connected to the various forms of capital that are required before approving the strategy.	Ethical Culture Good Performance	K IV™ P4 Prac 3.c	

King IV™ Detailed Report by Practice - Preview

Quantum Foods Holdings Limited

Run Date: 12/18/2017 2:01:03 PM

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Principle 4	The board considers the legitimate and reasonable needs, interests and expectations of material stakeholders when approving the strategy.	Ethical Culture Good Performance	K IV™ P4 Prac 3.d
	The board considers the effect of the strategy on the various forms of capitals that may result from the execution of the proposed strategy before approving it.	Ethical Culture Good Performance Effective Control	K IV™ P4 Prac 3.e
	The board considers sustainability a business opportunity; i.e. long-term sustainability is linked to strategy and guides strategy.	Ethical Culture Good Performance Effective Control	K IV™ P4 Prac 3.f
	The strategy informs the key performance measures and targets for assessing the achievement of strategic objectives and positive outcomes over the short, medium and long term	Ethical Culture Good Performance Effective Control	K IV™ P4 Prac 4
	The responsibility to implement and execute the approved policies and operational plans is delegated to management.	Ethical Culture Good Performance Effective Control	K IV™ P4 Prac 5
	The board exercises ongoing oversight of the implementation of strategy and operational plans by management against the agreed performance measures and targets.	Good Performance Effective Control	K IV™ P4 Prac 6
	The board continually assesses, and responsibly responds to, the negative consequences of its activities and outputs on the triple context in which it operates, and the capitals which it uses and affects	Effective Control	K IV™ P4 Prac 7
	The board reviews the going concern status bi-annually and the liquidity and solvency of the company before expanding funds in accordance with the provisions of the Companies Act.	Ethical Culture Good Performance	K IV™ P4 Prac 8

King IV™ Detailed Report by Practice - Preview

Quantum Foods Holdings Limited

Run Date: 12/18/2017 2:01:03 PM

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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.	King IV™ Outcome	King IV™ Reference
	The board remains responsible for all internal and external audit reports.	Effective Control	K IV™ P5 Prac 9
	The board does not currently have a reporting framework but uses guidelines in terms of the laws and rules regulating the company.	Effective Control Legitimacy	K IV™ P5 Prac 10
	The board oversees that the reports issued by the company meet the legitimate and reasonable information needs of stakeholders.	Effective Control Legitimacy	K IV™ P5 Prac 11
	The board oversees the integrated reporting process.	Effective Control Legitimacy	K IV™ P5 Prac 12
	The materiality of matters is proposed by management and approved by the board.	Legitimacy	K IV™ P5 Prac 13
	Refer to principle 15 dealing with assurance.	Good Performance Effective Control	K IV™ P5 Prac 14
	The required corporate governance disclosures are available on the company's website.	Ethical Culture Legitimacy	K IV™ P5 Prac 15.a
	The integrated report is published annually on the company's website.	Legitimacy	K IV™ P5 Prac 15.b
	The annual financial statements are published annually on the company's website.	Legitimacy	K IV™ P5 Prac 15.c

King IV™ Detailed Report by Practice - Preview

Quantum Foods Holdings Limited

Run Date: 12/18/2017 2:01:03 PM

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Principle 6	The governing body should serve as the focal point and custodian of corporate governance in the organisation.	King IV™ Outcome	King IV™ Reference
	The board exercises its leadership role by steering the organisation and setting its strategic direction. The Board attends an annual strategy session in which the short and long term strategy is evaluated and adjusted to suite the business needs. The board then approves the strategy proposed by management and approves the budget in line with the strategy.	Good Performance Effective Control	K IV™ P6 Prac 1.a K IV™ P6 Prac 1.b
	The board oversees and monitors implementation and execution of the strategy by management.	Good Performance Effective Control	K IV™ P6 Prac 1.c
	The board ensures accountability for performance through reporting and disclosure to stakeholders.	Effective Control	K IV™ P6 Prac 1.d
	The board is guided in its duties by its charter, which is reviewed at least every second year.	Effective Control	K IV™ P6 Prac 2
	The board members may to take independent professional advice in connection with their duties at company cost following a board approved procedure. The committees of the board may also seek independent professional advice in connection with their duties at the cost of the company by following a board approved procedure.	Good Performance Effective Control	K IV™ P6 Prac 3
	The board has unrestricted access to all company information, records, documents and property subject to following a board approved process. The Board may request any document from the executive directors or company secretary. An online instrument enabling access to board documents is currently being implemented.	Effective Control	K IV™ P6 Prac 4
	The board holds at least 5 meetings per financial year. Attendance of the meetings is disclosed in the Integrated Report.	Effective Control	K IV™ P6 Prac 5.a
	The board sets an annual work plan in line with its Charter. The Board is satisfied that it fulfilled its responsibilities in accordance with its Charter and annual work plan.	Effective Control	K IV™ P6 Prac 5.b

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Run Date: 12/18/2017 2:01:03 PM

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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.	King IV™ Outcome	King IV™ Reference
	The board assumes 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.	Good Performance Effective Control	K IV™ P7 Prac 6
	In line with the JSE requirements the board will set its race and diversity targets for the 2018 financial year.		
	The board consists of 7 total directors. 4 of the directors are independent non-executive directors, one of the directors is a non-executive director and 2 of the directors are executive directors. The directors have a mix of knowledge, skills and experience.	Effective Control	K IV™ P7 Prac 7.a
	The board is satisfied with the mix of its skills and experience. The board has adopted a policy on race and gender diversity and will set targets in line with the JSE requirements.	Effective Control	K IV™ P7 Prac 7.c
	The board has a sufficient quorum at meetings in order to discharge its duties.	Effective Control	K IV™ P7 Prac 7.d
	The board considers all relevant factors when determining the required number of members. There was however no new appointments to the board during the financial year. A Hanekom was appointed to the social and ethics committee during the year.	Effective Control	K IV™ P7 Prac 7.e
	The setting of diversity targets is on the agenda of the board for the 2018.	Effective Control	K IV™ P7 Prac 7.f
	The Board comprises of 7 directors, the majority of whom are independent non-executive members.	Effective Control	K IV™ P7 Prac 8
	The CEO and CFO sit on the Board.	Effective Control	K IV™ P7 Prac 9
	The board comprises of a diverse group of directors. The board will set gender and diversity targets during 2018.	Effective Control	K IV™ P7 Prac 10 K IV™ P7 Prac 11

King IV™ Detailed Report by Practice - Preview

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Principle 7	At least one third of non-executive directors rotates every year.	Effective Control	K IV™ P7 Prac 12
	Succession planning is included in the annual work plan of the board.	Effective Control	K IV™ P7 Prac 13
	The nomination and election of members is a matter of the board as a whole.	Effective Control	K IV™ P7 Prac 14
	The appointment of members of the board is a matter for the board as whole and is done transparently.	Effective Control	K IV™ P7 Prac 15
	The board has not made any recent appointments to the board but continues to evaluate the knowledge and skills mix.	Effective Control	K IV™ P7 Prac 16.a
	Diversity is a considerations when nominating candidates. The Board will set its diversity targets in the new financial year.	Effective Control	K IV™ P7 Prac 16.b
	Whether a candidate meets the appropriate fit and proper criteria is a consideration when appointing candidates to the board.	Effective Control	K IV™ P7 Prac 16.c
	The board is satisfied with the contribution by its directors as well as the attendance of meetings by the members of the board and its committees.	Effective Control	K IV™ P7 Prac 17
	The directors are required to provide details of professional commitments at least once a year. The meeting calendar is approved by the board and directors attend the meetings satisfactorily. The Board does not require any statements with reference to availability of time as the directors understand their duties to the Board.	Effective Control	K IV™ P7 Prac 18
	No recent nominations or appointments have been made to the board. Background checks of candidates will be undertaken for all future appointments to the board.	Effective Control	K IV™ P7 Prac 19
	A brief CV of each director standing for election or re-election at the annual general meeting (AGM) accompanies the notice of the AGM	Effective Control	K IV™ P7 Prac 20
Letters of appointment will be issued for all new appointments to the board going forward. No letters of appointment were previously issued to existing board members.	Effective Control	K IV™ P7 Prac 21	

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Principle 7	Members of the board are provided with induction material and may visit operational sites to gain an understanding of the business operations.	Effective Control	K IV™ P7 Prac 22
	Current members of the board are experienced and skilled directors. The board will explore the provision of mentorship and training for lesser skilled directors where appropriate.	Effective Control	K IV™ P7 Prac 23
	Professional development and regular briefings on legal and corporate governance developments, and risks and changes in the external environment of the organisation, is provided to the members of the board from time to time.	Effective Control	K IV™ P7 Prac 24
	Board members are required to notify the company of any significant changes to the financial, economic and other interests held in the company at least once a year. The members of the board also declare their interests before any board meeting in relation to matters on the Agenda.	Ethical Culture	K IV™ P7 Prac 25
	At the beginning of each meeting of the board meetings, all members are required to declare whether any of them have any conflict of interest in respect of a matter on the agenda.	Ethical Culture	K IV™ P7 Prac 26
	Members of the board must constantly evaluate themselves as to whether they are still independent. Members submit declaration of directorships in other companies as well as sign a declaration of interests in relation to matters on the agenda.	Ethical Culture	K IV™ P7 Prac 27
	The provision of financial capital is a consideration when directors assess their independence.	Ethical Culture	K IV™ P7 Prac 28.a
	The non-executive directors of the Company do not participate in a share-based incentive scheme of the Company.	Ethical Culture	K IV™ P7 Prac 28.b
	The company has a policy regarding dealing in securities by directors, officers and selected employees. The materiality of shareholding to personal wealth is a consideration when directors assess their independence.	Ethical Culture	K IV™ P7 Prac 28.c
	No non-executive member of the board has been in the employ of the company in the previous 3 years.	Ethical Culture	K IV™ P7 Prac 28.d
No member of the board has been a key member of the audit team of the external audit firm, during the preceding three financial years	Ethical Culture	K IV™ P7 Prac 28.e	
No director on the board is a significant or ongoing professional adviser to the company.	Ethical Culture	K IV™ P7 Prac 28.f	

King IV™ Detailed Report by Practice - Preview

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Principle 7	No independent director of the board is an executive manager of the company or a significant customer or supplier of the company.	Ethical Culture	K IV™ P7 Prac 28.g
	No independent director is a board member or executive of another company which is a related party to the company.	Ethical Culture	K IV™ P7 Prac 28.h
	The longest serving period on the Board is 4 years.	Ethical Culture	K IV™ P7 Prac 29
	The board assesses its composition during its appraisal and is satisfied that its composition reflects an appropriate mix of knowledge, skills, experience, diversity and independence.	Ethical Culture	K IV™ P7 Prac 30.a
	The board has a race and gender policy and will set the targets in the new financial year.	Effective Control	K IV™ P7 Prac 30.b
	The categorisation of the board is disclosed in the integrated report of the company.	Ethical Culture Effective Control	K IV™ P7 Prac 30.c
	The qualifications of the board members are disclosed in the integrated report as well as the Notice of AGM in respect of the directors up for re-election.	Ethical Culture Effective Control	K IV™ P7 Prac 30.e
	The period of service of board members is disclosed in the integrated report.	Ethical Culture	K IV™ P7 Prac 30.f
	The age of each member of the board is disclosed in the integrated report.	Ethical Culture	K IV™ P7 Prac 30.g
	The professional positions held by the members of the board are briefly disclosed in the integrated report.	Ethical Culture	K IV™ P7 Prac 30.h
	The chairman of the board is an independent non-executive director.	Effective Control	K IV™ P7 Prac 31
	The Lead independent director was elected by the board in its September board meeting.	Effective Control	K IV™ P7 Prac 32.a

King IV™ Detailed Report by Practice - Preview

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Principle 7	The Lead Independent director has been appointed.		K IV™ P7 Prac 32.b
	The Lead independent director acts as an intermediary between the chair and other members of the governing body where necessary.	Effective Control	K IV™ P7 Prac 32.c
	The chairman of the board is an independent non-executive director.	Good Performance Legitimacy	K IV™ P7 Prac 32.e
	The Lead Independent director will lead the performance appraisal of the chairman.	Effective Control	K IV™ P7 Prac 32.g
	The roles of the chairman and the Lead independent directors is set out in a Charter.	Effective Control	K IV™ P7 Prac 33
	The chairman and the CEO are not the same person.	Ethical Culture	K IV™ P7 Prac 34
	The board is satisfied that the chairman is able to perform his duties effectively.	Effective Control	K IV™ P7 Prac 35
	The chairman is not a member of the audit & risk committee but may attend as an observer.	Ethical Culture Effective Control	K IV™ P7 Prac 36.a
	The chairman of the board does not chair the remuneration committee.	Ethical Culture Effective Control	K IV™ P7 Prac 36.b
	The board does not have a separate risk committee. The audit and risk committee dedicates at least one meeting to deal with risk matters.	Effective Control	K IV™ P7 Prac 36.d
	The chairman was recently appointed as a member of the social and ethics committee but does not chair it.	Effective Control	K IV™ P7 Prac 36.e
	Succession planning in its annual work plan.	Effective Control Legitimacy	K IV™ P7 Prac 37

King IV™ Detailed Report by Practice - Preview

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Principle 7	The Chairman is considered to be an independent director.	Effective Control	K IV™ P7 Prac 38.a
	The Lead independent director has been appointed.	Effective Control	K IV™ P7 Prac 38.b
Principle 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.		
		King IV™ Outcome	King IV™ Reference
	The board delegates to the audit and risk, social and ethics and remuneration and human capital committees as well as management.	Effective Control	K IV™ P8 Prac 39
	The board delegates to its committees but ultimately remains responsible for the decisions made.	Effective Control	K IV™ P8 Prac 40
	Any delegation to an individual is set out in the decision making framework. Any delegation to an individual is done in writing when appropriate.	Effective Control	K IV™ P8 Prac 41
	The board delegates to its committees in terms of Charters which are reviewed at least twice a year or as necessary.	Effective Control	K IV™ P8 Prac 42
	All members of committees of the board are members of the board or prescribed officers.	Effective Control Legitimacy	K IV™ P8 Prac 43.a
	The role and responsibilities of the committees are set out in the Charters.	Effective Control	K IV™ P8 Prac 43.b
	The board annually reviews and approves the decision making framework which sets out the delegation of authority.	Effective Control	K IV™ P8 Prac 43.c
	The Charter of the board deals with the tenure of the committees.	Effective Control	K IV™ P8 Prac 43.d
The committee Charters as well as the work plans of the board and committees set out when and how the committees should report to the board.	Effective Control	K IV™ P8 Prac 43.e	

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Principle 8	The committees of the board have access to resources and information through the company Secretary and executive directors. The board approved a protocol for the access to external professional advise where required by the board, its members and the committees.	Effective Control	K IV™ P8 Prac 43.f
	The meeting procedures are set out in the board and committee Charters.	Effective Control	K IV™ P8 Prac 43.g
	The Charters make provision for the formal evaluation of the board and its committees at least once every two years and an informal evaluation every alternate year.	Effective Control	K IV™ P8 Prac 43.h
	The board is satisfied with the allocation of roles and associated responsibilities and reviews this when the the Charters are reviewed.	Effective Control	K IV™ P8 Prac 44.a
	The board is satisfied that where more than one committee has jurisdiction to deal with a similar matter, the specific role and positioning of each committee in relation to such matters is defined to ensure complementary rather than competing approaches.	Effective Control	K IV™ P8 Prac 44.b
	The board is satisfied that there is a balanced distribution of power in respect of membership across committees, so that no individual has the ability to dominate decision-making, and no undue reliance is placed on any individual.	Effective Control	K IV™ P8 Prac 44.c
	The board is satisfied that each committee, as a whole, has the necessary knowledge, skills, experience and capacity to execute its duties effectively.	Effective Control	K IV™ P8 Prac 45
	All committees have a minimum of 3 members in accordance with the applicable legal provisions and set out in the Charters.	Effective Control	K IV™ P8 Prac 46
	The CEO and CFO are permanent invitees to all board and committee meetings. Other executives attend all the board meetings and may attend committee meetings on invitation.	Effective Control	K IV™ P8 Prac 47
	Every board member is entitled to attend any committee meeting as an observer.	Effective Control	K IV™ P8 Prac 48
	The board takes ultimate responsibility for decisions even though it delegates to management and its committees.	Effective Control	K IV™ P8 Prac 49
The board and committee Charters contain the overall role and associated responsibilities and functions of the board and each committee of the board.	Effective Control	K IV™ P8 Prac 50.a	

King IV™ Detailed Report by Practice - Preview

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Principle 8	The composition of the board and its committees as well as the qualifications and experience of the members are disclosed in the integrated report.	Effective Control	K IV™ P8 Prac 50.b
	The External and Internal Auditors attend the meetings of the Audit and Risk Committee. This is disclosed in the integrated report.	Effective Control	K IV™ P8 Prac 50.c
	The key areas of focus during the reporting period are set out in the integrated report.	Effective Control	K IV™ P8 Prac 50.d
	The number of meetings and attendance is disclosed in the integrated report.	Effective Control	K IV™ P8 Prac 50.e
	The disclosure of whether the board and its committees are satisfied that they fulfilled their responsibilities in accordance with the Charters for the reporting period is contained in the integrated report.	Effective Control	K IV™ P8 Prac 50.f
	The board has a duly appointed audit and risk committee.	Effective Control	K IV™ P8 Prac 51.a
	The audit and risk committee provides independent oversight and oversees the integrity of the annual financial statements and, to the extent delegated by the board, other external reports issued by the company including the integrated report	Effective Control	K IV™ P8 Prac 51.b
	The audit and risk committee is accountable for its statutory duties and those duties set out in its Charter.	Effective Control	K IV™ P8 Prac 52
	The audit and risk committee has designated 1 of its 3 annual meetings to deal solely with risk.	Effective Control	K IV™ P8 Prac 53
	The audit and risk committee specifically has oversight of financial reporting risks, internal financial controls, fraud risks as these relate to financial reporting and IT risks as these relate to external reporting.	Effective Control	K IV™ P8 Prac 54
	Audit and risk committee members collectively have knowledge skills and experience to exercise their duties. The cv's of the members of the audit and risk committee are set out in the integrated report and Notice of AGM.	Effective Control Legitimacy	K IV™ P8 Prac 55
All members of the audit and risk committee are independent non-executive directors.	Effective Control Legitimacy	K IV™ P8 Prac 56	

King IV™ Detailed Report by Practice - Preview

Quantum Foods Holdings Limited

Run Date: 12/18/2017 2:01:03 PM

Registration Number: 2013/208598/06

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Principle 8	The chairperson of the audit and risk committee is the lead independent non-executive director and he is not the chairperson of board.	Effective Control Legitimacy	K IV™ P8 Prac 57
	An opportunity is extended to external and internal auditors to have a meeting without management at each meeting of the audit and risk committee.	Effective Control Legitimacy	K IV™ P8 Prac 58
	The satisfaction of the audit and risk committee with the independence of the external auditors and non-audit services performed is detailed in the integrated report under the report of the audit and risk committee.	Ethical Culture Effective Control Legitimacy	K IV™ P8 Prac 59.a.i
	The tenure of PwC as the external audit firm and audit partner is detailed in the integrated report under the report of the audit and risk committee.	Effective Control Legitimacy	K IV™ P8 Prac 59.a.ii
	The rotation of the designated external audit partner is detailed in the integrated report.	Effective Control	K IV™ P8 Prac 59.a.iii
	The details of any significant changes in the management of the organisation during the external audit firm's tenure which may mitigate the attendant risk of familiarity between the external auditor and management will be detailed in the integrated report under the report of the audit and risk committee if applicable.	Effective Control	K IV™ P8 Prac 59.a.iv
	Significant matters that were considered by the audit and risk committee in relation to the annual financial statements, and how these were addressed are disclosed in the integrated report under the report of the audit and risk committee.	Effective Control	K IV™ P8 Prac 59.b
	The audit and risk committee's views on the quality of the external audit, with reference to audit quality indicators is disclosed in the integrated report under the audit and risk committee report.	Effective Control	K IV™ P8 Prac 59.c
	The internal audit function is outsourced to Deloitte & Touch.e. The audit and risk committee disclosed its satisfaction with the internal audit arrangements in the integrated report under the audit and risk committee report.	Effective Control	K IV™ P8 Prac 59.d

King IV™ Detailed Report by Practice - Preview

Quantum Foods Holdings Limited

Run Date: 12/18/2017 2:01:03 PM

Registration Number: 2013/208598/06

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Principle 8	The audit and risk committee's views on the effectiveness of the design and implementation of internal financial controls, and on the nature and extent of any significant weaknesses in the design, implementation or execution of internal financial controls that resulted in material financial loss, fraud, corruption or error are disclosed in the integrated report under the audit and risk committee report.	Effective Control	K IV™ P8 Prac 59.e
	The audit and risk committee's views on the effectiveness of the CFO and the finance function is expressed in the integrated report under the audit and risk committee's report.	Effective Control	K IV™ P8 Prac 59.f
	The arrangements in place for combined assurance and the audit and risk committee's views on its effectiveness are disclosed in the integrated report under the report of the audit and risk committee.	Effective Control	K IV™ P8 Prac 59.g
	Due to the size of the board, there is no separate nomination committee. The nomination and appointment of members is a matter for the board as a whole.	Effective Control	K IV™ P8 Prac 60.a
	The board has added the consideration of succession planning in respect of its members in its annual work plan for the 2018 financial period.	Effective Control	K IV™ P8 Prac 60.b
	Evaluation of the performance of the governing body is conducted internally by means of a survey every 2 years and an informal discussion will be held every alternate year in accordance with the recommendations of King IV.	Effective Control Legitimacy	K IV™ P8 Prac 60.c
	The audit and risk committee oversees risk governance and schedules 1 of its 3 annual meetings to deal exclusively with risk matters.	Effective Control	K IV™ P8 Prac 62
	The CEO and CFO are permanent invitees of the audit and risk committee; in the meeting that deals with risk only, members of senior management and independent risk management experts toare invited where necessary	Effective Control	K IV™ P8 Prac 64
	Remuneration is overseen by the remuneration and human capital committee.	Effective Control	K IV™ P8 Prac 65
	All members of the remuneration committee are non-executive directors with the majority being independent non-executive directors.	Effective Control	K IV™ P8 Prac 66
	The remuneration and human capital committee is chaired by the lead independent director.	Effective Control	K IV™ P8 Prac 67
The company has a social and ethics committee.	Good Performance	K IV™ P8 Prac 68	

King IV™ Detailed Report by Practice - Preview

Quantum Foods Holdings Limited

Run Date: 12/18/2017 2:01:03 PM

Registration Number: 2013/208598/06

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Principle 8	The responsibilities of the social and ethics committee should include its statutory duties and such responsibilities as are delegated to it by the board.	Effective Control	K IV™ P8 Prac 69
	The social and ethics committee is composed of a majority of independent non-executive directors as well as a prescribed officer. The CEO and CFO are permanent invitees of the committee.	Effective Control	K IV™ P8 Prac 70
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.		
		King IV™ Outcome	King IV™ Reference
	The board and its committees perform a formal evaluation of their performance at least every 2 years and an informal evaluation every alternate year.	Ethical Culture Effective Control	K IV™ P9 Prac 71
	The chairman's individual performance has not been assessed. The board evaluates itself as a whole.	Effective Control	K IV™ P9 Prac 72
	The board and committee charters were amended to make provision for the formal evaluation every 2 years.	Ethical Culture Effective Control	K IV™ P9 Prac 73
	An opportunity for consideration, reflection and discussion of its performance and that of its committees, its chair and its members as a whole has been added to the work plans of the board and committees.	Effective Control	K IV™ P9 Prac 74
	During the period, a survey was compiled and completed in consultation with the internal auditors. The company secretary received the completed surveys and computed the results. The outcome of the survey was presented to the board and minor areas of concern raised were discussed.	Effective Control	K IV™ P9 Prac 75.a
	The board was satisfied with its composition and skills and knowledge mix. The board was further satisfied with the running of the meetings and the role players. The board requested additional training and development which will be included in the new financial year.	Effective Control	K IV™ P9 Prac 75.b
The board was satisfied that the evaluation process is improving its performance and effectiveness.	Effective Control	K IV™ P9 Prac 75.c	

King IV™ Detailed Report by Practice - Preview

Quantum Foods Holdings Limited

Run Date: 12/18/2017 2:01:03 PM

Registration Number: 2013/208598/06

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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.	King IV™ Outcome	King IV™ Reference
	The CEO is appointed by the board.	Effective Control	K IV™ P10 Prac 76
	The CEO is responsible for leading the implementation and execution of approved strategy, policy and operational planning, and serve as the chief link between management and the the board.	Effective Control	K IV™ P10 Prac 77
	The CEO is accountable and reports to the board.	Effective Control	K IV™ P10 Prac 78
	The CEO is not a member of the board committees but a permanent invitee to such meetings.	Effective Control	K IV™ P10 Prac 79
	The CEO currently does not hold additional professional positions.	Ethical Culture Effective Control	K IV™ P10 Prac 80
	The remuneration and human capital committee deals with succession planning of the CEO and the executive annually and is satisfied that there are sufficient measures in place to ensure continuity.	Effective Control	K IV™ P10 Prac 81
	The evaluation of the CEO is delegated to the remuneration and human capital committee and is performed annually.	Effective Control	K IV™ P10 Prac 82
	The notice period in the CEO's contract is disclosed in the remuneration report contained in the integrated report.	Effective Control	K IV™ P10 Prac 83.a
	Other professional commitments of the CEO, including membership of governing bodies outside the organisation to be disclosed from new financial period.	Effective Control	K IV™ P10 Prac 83.b
	Succession planning has been considered for the CEO position.	Effective Control	K IV™ P10 Prac 83.c
	The board has a decision making framework which details the matters which can be approved at management level and those which require board approval.	Effective Control	K IV™ P10 Prac 84

King IV™ Detailed Report by Practice - Preview

Quantum Foods Holdings Limited

Run Date: 12/18/2017 2:01:03 PM

Registration Number: 2013/208598/06

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Principle 10	A delegation of authority framework that articulates its set direction on reservation and delegation of power is in place.	Effective Control	K IV™ P10 Prac 85
	The appointment of other members of the executive team is delegated to the CEO.	Effective Control	K IV™ P10 Prac 86
	The board delegates the evaluation of the executive team to the the remuneration and human capital committee.	Effective Control	K IV™ P10 Prac 87.a
	Management is tasked with overseeing that key management functions are adequately resourced.	Effective Control	K IV™ P10 Prac 87.b
	Succession planning has been considered for executive management and other key positions to provide continuity of leadership.	Effective Control	K IV™ P10 Prac 88
	The board is satisfied that the delegation of authority framework contributes to role clarity and effective exercising of authority and responsibilities.	Effective Control	K IV™ P10 Prac 89
	The company secretary assists the board with corporate governance and its legal duties and may also access external legal advice.	Effective Control	K IV™ P10 Prac 90
	The board has an appointed a company secretary.	Effective Control Legitimacy	K IV™ P10 Prac 91
	The board has an appointed company secretary.	Effective Control Legitimacy	K IV™ P10 Prac 92
	The office of the company secretary is empowered and the position carries the necessary authority.	Effective Control Legitimacy	K IV™ P10 Prac 93
	The appointment of the company secretary is approved by the board.	Effective Control Legitimacy	K IV™ P10 Prac 94
	The board gives final approval on the appointment and removal of the company secretary.	Effective Control	K IV™ P10 Prac 95

King IV™ Detailed Report by Practice - Preview

Quantum Foods Holdings Limited

Run Date: 12/18/2017 2:01:03 PM

Registration Number: 2013/208598/06

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Principle 10	The company secretary has unrestricted access to the board and maintains an arm's length relationship with the board.	Effective Control	K IV™ P10 Prac 96
	The company secretary reports directly to the board on statutory matters and to the CFO in relation to her other duties.	Effective Control	K IV™ P10 Prac 97
	The performance of the company secretary is evaluated annually.	Effective Control	K IV™ P10 Prac 98
	The board has in place the arrangements for accessing professional corporate governance advice.	Effective Control	K IV™ P10 Prac 99
Principle 11	The governing body should govern risk in a way that supports the organisation in setting and achieving strategic objectives.		
		King IV™ Outcome	King IV™ Reference
	The board's responsibility for risk governance is expressed in the board charter and risk policy and plan.	Effective Control Legitimacy	K IV™ P11 Prac 1.a
	The board delegates matters of risk to the audit and risk committee but remains ultimately responsible. The board considers both risk and opportunities when evaluating risks.	Good Performance Effective Control	K IV™ P11 Prac 1.b
	Risk is integral to the way the board makes decisions and executes its duties.	Effective Control	K IV™ P11 Prac 2
	The board, on recommendation of the audit and risk committee reviews the risk appetite framework and risk register regularly.	Effective Control	K IV™ P11 Prac 3
	During the financial year, the board put in place a risk appetite framework which sets out the nature and extent of risks that is tolerable to the company.	Effective Control	K IV™ P11 Prac 4.a
	The limit of the potential loss that the organisation has the capacity to tolerate is included in the risk tolerance framework.	Effective Control	K IV™ P11 Prac 4.b
	Management is responsible for implementing and executing effective risk management.	Effective Control	K IV™ P11 Prac 5

King IV™ Detailed Report by Practice - Preview

Quantum Foods Holdings Limited

Run Date: 12/18/2017 2:01:03 PM

Registration Number: 2013/208598/06

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Principle 11	The board through its audit and risk committee regularly assesses the risks and opportunities for the business by monitoring the combined assurance model and risk register at least on an annual basis.	Effective Control	K IV™ P11 Prac 6.a
	The board regularly reviews risks and identifies opportunities arising from such risks.	Effective Control	K IV™ P11 Prac 6.b
	The board constantly evaluates its dependence on resources and relationships as represented in the various forms of capital. Further information can be obtained from the integrated	Effective Control	K IV™ P11 Prac 6.c
	The combined assurance model which is reviewed annually details the design and implementation of appropriate risk responses.	Effective Control	K IV™ P11 Prac 6.d
	The board delegates the monitoring of business continuity arrangements to the audit and risk committee.	Effective Control	K IV™ P11 Prac 6.e
	Management provides assurance to the board that the risk management plan is integrated in the daily activities of the company.	Effective Control	K IV™ P11 Prac 6.f
	The internal audit function is outsourced to Deloitte & Touche. Management and the audit and risk committee identifies risk areas which must form part of the internal audit annual work plan and the results and management actions undertaken are reported to the audit and risk committee and board if necessary.	Effective Control	K IV™ P11 Prac 7
	The integrated report sets out the material risks and opportunities identified by the business.	Effective Control	K IV™ P11 Prac 8
	A risk framework approved by the board sets out the various risks that should be considered as part of the risk identification process. These potential risks are updated annually to ensure all relevant matters affecting the business are considered.	Effective Control	K IV™ P11 Prac 9.a
	Key areas of focus during the reporting period are set out in the integrated report under the reports of the external auditors, internal audit and audit and risk committee report.	Effective Control	K IV™ P11 Prac 9.b
The internal audits assist with the monitoring of the effectiveness of risk management. Any control weaknesses that are identified are addressed by management within the specified timelines and follow up audits are conducted by management.	Effective Control	K IV™ P11 Prac 9.c	

King IV™ Detailed Report by Practice - Preview

Quantum Foods Holdings Limited

Run Date: 12/18/2017 2:01:03 PM

Registration Number: 2013/208598/06

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Principle 11	The planned areas of focus are set out in the work plans of the internal auditors as well of the audit and risk committee.	Effective Control	K IV™ P11 Prac 9.d
Principle 12	The governing body should govern technology and information in a way that supports the organisation setting and achieving its strategic objectives.		
		King IV™ Outcome	King IV™ Reference
	The board delegates the oversight of IT and information management to the audit and risk committee. The audit and risk committee is further assisted by an independent committee, the IT steering committee which reports to management on its day to day operations.	Effective Control	K IV™ P12 Prac 10
	An IT charter approved by the board regulates the functioning of the IT steering committee	Effective Control	K IV™ P12 Prac 11
	Management is responsible for the implementation of all the structures, processes and mechanisms for the IT and information governance. Management delegates to the IT steering committee.	Effective Control	K IV™ P12 Prac 12
	The board through the audit and risk committee and management ensures that the IT and information management is integrated with the company's strategic and business processes.	Effective Control	K IV™ P12 Prac 13.a
	The audit and risk committee assists the board in carrying out its IT governance responsibilities by ensuring that IT risks are adequately addressed through its risk management and monitoring processes. IT risks are audited through the internal audits as well as external audit in order to identify any significant weaknesses.	Effective Control	K IV™ P12 Prac 13.b
	The IT services are outsourced to a third party. The arrangements to provide for business continuity are regularly monitored.	Effective Control	K IV™ P12 Prac 13.c
	Measures are in place to identify and respond to incidents such as cyber attacks. This is regulated by a service agreement with the third party.	Effective Control	K IV™ P12 Prac 13.d
The IT steering committee manages the performance of, and the risks pertaining to, third-party and outsourced service providers which is report through management to the audit and risk committee.	Effective Control	K IV™ P12 Prac 13.e	

King IV™ Detailed Report by Practice - Preview

Quantum Foods Holdings Limited

Run Date: 12/18/2017 2:01:03 PM

Registration Number: 2013/208598/06

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Principle 12	In the years since listing on the JSE in 2014, the business has focused on putting the relevant IT infrastructure and governance in place. The next steps will be to assess the value delivered to the organisation through significant investments in technology and information, including the evaluation of projects throughout their life cycles and of significant operational expenditure.	Effective Control	K IV™ P12 Prac 13.f
	IT technology used by the business is leased from 3rd parties. The disposal of obsolete technology is regulated through the service level agreement.	Effective Control	K IV™ P12 Prac 13.g
	Ethical and responsible use of technology and information is important for the business. Policies are in place to provide guidance on the ethical use of information and technology.	Ethical Culture Effective Control	K IV™ P12 Prac 13.h
	The board oversees compliance with laws through internal and external professional advice. The business is in the process of implementing measures to comply with the Protection of Personal Information Act which is not as yet effective.	Effective Control	K IV™ P12 Prac 13.i
	The board through the audit and risk committee oversees the leveraging of information to sustain and enhance the organisation's intellectual capital.	Effective Control	K IV™ P12 Prac 14.a
	The business is in the process of ensuring that the information architecture supports confidentiality, integrity and availability of information. To this effect management identified the top information assets and reviewed the security and availability of the information.	Effective Control	K IV™ P12 Prac 14.b
	In 2017 an assessment for the Protection of Personal Information was conducted as part of the internal audit which is the basis for measures that are being implemented to ensure that personal information is adequately protected.	Effective Control	K IV™ P12 Prac 14.c
	The security of information is a concern for the business. The IT steering committee through the management monitors information security and any major security incidents are reported to the audit and risk committee.	Effective Control	K IV™ P12 Prac 14.d
	Management provides assurance to the board through the audit and risk committee that the technology architecture enables the achievement of strategic and operational objectives. This is monitored through the IT steering committee.	Effective Control	K IV™ P12 Prac 15.a
	The risks associated with the sourcing of technology from third parties is continuously monitored by the board through its audit and risk committee and IT steering committee.	Effective Control	K IV™ P12 Prac 15.b

King IV™ Detailed Report by Practice - Preview

Quantum Foods Holdings Limited

Run Date: 12/18/2017 2:01:03 PM

Registration Number: 2013/208598/06

Prepared by: Ntokozo Makomba

Principle 12	Monitoring and appropriate responses to developments in technology, including the capture of potential opportunities and the management of disruptive effects on the organisation and its business model is delegated to the IT steering committee which is responsible for IT at the operational level.	Effective Control	K IV™ P12 Prac 15.c
	PWC reviews the IT internal controls, including the out sourced IT services.	Effective Control Legitimacy	K IV™ P12 Prac 16
	The 2017 integrated report under the IT governance report contains more information.	Effective Control	K IV™ P12 Prac 17.a
	The key focus areas will be included in the integrated report onwards.	Effective Control	K IV™ P12 Prac 17.b
	The 2017 integrated report under the IT governance report. contains more information.	Effective Control	K IV™ P12 Prac 17.c
	The planned areas of focus include the implementation of measures for the implementation of the Protection of Personal Information Act as well as ensuring that the disaster recovery measures are documented in more detail.	Effective Control	K IV™ P12 Prac 17.d
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.		
		King IV™ Outcome	King IV™ Reference
	The company has identified key legislation which is monitored constantly	Ethical Culture Effective Control	K IV™ P13 Prac 18
	The company strives to adhere to all relevant national laws and codes that are binding including rules such as those of the JSE.	Effective Control	K IV™ P13 Prac 19
	The responsibility for implementation and execution of effective compliance management is delegated to management.	Effective Control	K IV™ P13 Prac 20
Compliance with applicable laws is understood not only in terms of the obligations that they create, but also for the rights and protection that they afford.	Effective Control	K IV™ P13 Prac 21.a	

King IV™ Detailed Report by Practice - Preview

Quantum Foods Holdings Limited

Run Date: 12/18/2017 2:01:03 PM

Registration Number: 2013/208598/06

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Principle 13	The board oversees that the compliance policy and system provide for examination of the context of law, and how other applicable laws interact with it.	Effective Control	K IV™ P13 Prac 21.b
	Management continually monitors the regulatory environment and appropriate responses to changes and developments. Such changes are reported to the board at board meetings.	Effective Control	K IV™ P13 Prac 21.c
	The board considers the need to receive periodic independent assurance on the effectiveness of compliance management when compiling the internal audit plan.	Effective Control	K IV™ P13 Prac 22
	The company has identified legislation which is most relevant for it and continuously monitors compliance to such legislation by tracking any changes to legislation.	Effective Control	K IV™ P13 Prac 23.a
	The key focus areas will be disclosed in the integrated report.	Effective Control	K IV™ P13 Prac 23.b
	During the period the company did not have any areas of non compliance that required specific remedial action.	Effective Control	K IV™ P13 Prac 23.c
	The planned areas of future focus will be disclosed in the 2018 integrated report.	Effective Control	K IV™ P13 Prac 23.d
	No regulatory penalties, sanctions or fines for contraventions or noncompliance with statutory obligations were imposed on the company or any of its directors or officers.	Ethical Culture Effective Control Legitimacy	K IV™ P13 Prac 24
	There were no findings of environmental non-compliance during the reporting period.	Effective Control	K IV™ P13 Prac 25
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.		
		King IV™ Outcome	King IV™ Reference
	The remuneration and human capital committee assists the board in setting and administering remuneration.	Effective Control	K IV™ P14 Prac 26
	The board reviewed and approved the Group Remuneration Policy in 2017.	Effective Control	K IV™ P14 Prac 27

King IV™ Detailed Report by Practice - Preview

Quantum Foods Holdings Limited

Run Date: 12/18/2017 2:01:03 PM

Registration Number: 2013/208598/06

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Principle 14	See remuneration policy as set out in the 2017 integrated report .	Effective Control	K IV™ P14 Prac 28.a
	The remuneration and human capital committee ensures that the mix of fixed and variable pay, in cash, share appreciation rights and other elements, meets the company's needs and strategic objectives.	Effective Control	K IV™ P14 Prac 28.b
	See remuneration policy contained in the 2017 integrated report.	Effective Control	K IV™ P14 Prac 28.c
	See remuneration policy in 2017 integrated report.	Ethical Culture Effective Control	K IV™ P14 Prac 28.d
	See remuneration policy in 2017 integrated report.	Ethical Culture Effective Control	K IV™ P14 Prac 29.a
	See remuneration policy in 2017 integrated report.	Good Performance Effective Control	K IV™ P14 Prac 29.b
	The remuneration policy is tabled non-binding shareholder approval at the annual general meeting.	Effective Control	K IV™ P14 Prac 29.c
	See remuneration policy in the 2017 integrated report.	Effective Control	K IV™ P14 Prac 30.a
	See remuneration policy in 2017 integrated report.	Good Performance Effective Control	K IV™ P14 Prac 30.b
	See remuneration policy in 2017 integrated report.	Effective Control	K IV™ P14 Prac 30.c
	See remuneration policy in 2017 integrated report.	Good Performance Effective Control	K IV™ P14 Prac 30.d

King IV™ Detailed Report by Practice - Preview

Quantum Foods Holdings Limited

Run Date: 12/18/2017 2:01:03 PM

Registration Number: 2013/208598/06

Prepared by: Ntokozo Makomba

Principle 14	See remuneration policy in 2017 integrated report. The company does not have any claw-back provisions in any employment contracts.	Effective Control	K IV™ P14 Prac 30.e
	See remuneration report in the 2017 integrated report.	Effective Control	K IV™ P14 Prac 30.f
	See remuneration report in 2017 integrated report.	Effective Control	K IV™ P14 Prac 31
	See remuneration report in 2017 integrated report.	Effective Control	K IV™ P14 Prac 32.a
	See remuneration report in 2017 integrated report.	Effective Control	K IV™ P14 Prac 32.b
	See remuneration report in 2017 integrated report.	Effective Control	K IV™ P14 Prac 32.c
	See remuneration report in the 2017 integrated report.	Effective Control	K IV™ P14 Prac 33.a
	See remuneration report in 2017 integrated report.	Effective Control	K IV™ P14 Prac 33.b
	See remuneration report in 2017 integrated report.	Effective Control	K IV™ P14 Prac 33.c
	See remuneration report in 2017 integrated report.	Effective Control	K IV™ P14 Prac 33.d
	See remuneration report in 2017 integrated report.	Effective Control	K IV™ P14 Prac 33.e
	See remuneration report in 2017 integrated report.	Effective Control	K IV™ P14 Prac 33.f
	See remuneration report in 2017 integrated report.	Effective Control	K IV™ P14 Prac 34.a

King IV™ Detailed Report by Practice - Preview

Quantum Foods Holdings Limited

Run Date: 12/18/2017 2:01:03 PM

Registration Number: 2013/208598/06

Prepared by: Ntokozo Makomba

Principle 14	See remuneration report in 2017 integrated report.	Ethical Culture Effective Control	K IV™ P14 Prac 34.b
	See remuneration report in 2017 integrated report.	Ethical Culture Effective Control	K IV™ P14 Prac 34.c
	See remuneration report in 2017 integrated report.	Ethical Culture Effective Control	K IV™ P14 Prac 34.d
	See remuneration report in 2017 integrated report.	Effective Control	K IV™ P14 Prac 34.e
	See remuneration report in 2017 integrated report.	Effective Control	K IV™ P14 Prac 34.f
	See remuneration report in 2017 integrated report	Effective Control	K IV™ P14 Prac 34.g
	See remuneration report in 2017 integrated report	Effective Control	K IV™ P14 Prac 34.h
	See remuneration report in 2017 integrated report	Effective Control	K IV™ P14 Prac 35.a.i
	See remuneration report in 2017 integrated report.	Effective Control	K IV™ P14 Prac 35.a.ii
	See remuneration report in 2017 integrated report.	Effective Control	K IV™ P14 Prac 35.a.iii
	See remuneration report in 2017 integrated report.	Effective Control	K IV™ P14 Prac 35.b
	See remuneration report in 2017 integrated report.	Effective Control	K IV™ P14 Prac 35.c

King IV™ Detailed Report by Practice - Preview

Quantum Foods Holdings Limited

Run Date: 12/18/2017 2:01:03 PM

Registration Number: 2013/208598/06

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Principle 14	See remuneration report in 2017 integrated report.	Effective Control	K IV™ P14 Prac 35.d
	Non-executive directors fees are approved annually at the AGM	Effective Control	K IV™ P14 Prac 36
	The remuneration policy and implementation report will be tabled separately at the 2018 AGM to be held on 23 February 2018 for non-binding advisory votes.	Ethical Culture Effective Control	K IV™ P14 Prac 37
	See remuneration report in 2017 integrated report.	Ethical Culture Effective Control	K IV™ P14 Prac 38.a
	See remuneration report in 2017 integrated report.	Ethical Culture Effective Control	K IV™ P14 Prac 38.b
	See remuneration report in 2017 integrated report.	Effective Control	K IV™ P14 Prac 39.a
	See remuneration report in 2017 integrated report.	Ethical Culture Effective Control	K IV™ P14 Prac 39.b
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.		
		King IV™ Outcome	King IV™ Reference
	The audit and risk committee oversees the internal and external audit which provides assurance of effective internal controls. See the audit and risk committee report contained in the integrated report.	Effective Control	K IV™ P15 Prac 40.a
The audit and risk committee oversees the assurance process which is aimed at providing information of the highest integrity used for internal decision-making by management, the board and its committees.	Effective Control	K IV™ P15 Prac 40.b	

King IV™ Detailed Report by Practice - Preview

Quantum Foods Holdings Limited

Run Date: 12/18/2017 2:01:03 PM

Registration Number: 2013/208598/06

Prepared by: Ntokozo Makomba

Principle 15	External reports include annual financial statements which are assured by the external auditors, the integrated report which has elements which are independently assured but which is overall assured by management. The audit and risk committee reviews the external audit report and oversees the integrated reporting process.	Effective Control Legitimacy	K IV™ P15 Prac 40.c
	The audit and risk committee oversees the application of the combined assurance model and is satisfied that the internal auditor fulfilled its roles and responsibilities as outlined in the Charter and with the assessment of the internal control environment.	Effective Control	K IV™ P15 Prac 41
	The significant risks identified by the business and set out in the combined assurance model are monitored by the audit and risk committee by means of a risk register and report which sets out those risks that materialised during the reporting period and the mitigation in place.	Effective Control	K IV™ P15 Prac 42.a
	The design and implementation of the combined assurance model effectively covers the company's significant risks and material matters, which is overseen by the audit and risk committee. See the integrated report for the identified material matters and strategic risks.	Effective Control	K IV™ P15 Prac 42.b
	The internal audit services are outsourced to Deloitte & Touche which provides assurance in respect of internal controls.	Effective Control	K IV™ P15 Prac 42.c
	The external audit services are provided by PwC.	Effective Control	K IV™ P15 Prac 42.d
	The combined assurance model makes provision for the engagement of external assurance providers where necessary.	Effective Control	K IV™ P15 Prac 42.e
	Regulatory inspections are done at the egg packstations, feedmills and farms to ensure that the operations are conducted at the expected standards.	Effective Control	K IV™ P15 Prac 42.f
	The board and its committees apply themselves when assessing combined assurance to form their own opinion on the integrity of information and reports, and the degree to which an effective control environment has been achieved.	Effective Control Legitimacy	K IV™ P15 Prac 43
	The assurance of external reports is done through a combination of internal and external sources which include the internal and external audit assurance as well as management assurance.	Effective Control	K IV™ P15 Prac 44
Legal requirements are considered when taking into account the assurance to be applied to underlying data used to prepare and present reports.	Effective Control	K IV™ P15 Prac 45.a	

King IV™ Detailed Report by Practice - Preview

Quantum Foods Holdings Limited

Run Date: 12/18/2017 2:01:03 PM

Registration Number: 2013/208598/06

Prepared by: Ntokozo Makomba

Principle 15	The nature, scope and extent of assurance is taken into account when determining the suitability to the intended audience of a report. Guidelines provided in terms of the JSE listings rules and relevant legislation and codes are taken into account.	Effective Control	K IV™ P15 Prac 45.b
	The specification of applicable criteria for the measurement or evaluation of the underlying subject matter of the report is determined by the board in accordance with the legal guidelines and management's recommendations.	Effective Control	K IV™ P15 Prac 45.c
	See the audit and risk committee's report in the 2017 integrated report in respect of the statements underlying the integrity of the external reports.	Effective Control	K IV™ P15 Prac 46
	See the audit and risk report in the 2017 integrated report as well as the integrated report itself for the assurance functions, services and processes underlying the preparation and presentation of the report.	Effective Control	K IV™ P15 Prac 47.a
	See 2017 integrated report on the integrity of the report and the basis on which the board is satisfied with the assurance applied.	Effective Control	K IV™ P15 Prac 47.b
	The internal audit Charter sets out the responsibilities of the internal auditors. The annual work plan which is compiled in consultation with management and the board sets the direction for internal audit arrangements.	Effective Control	K IV™ P15 Prac 48
	The board approved the internal audit Charter which is reviewed at least once every 2 years.	Effective Control	K IV™ P15 Prac 49
	The board approves the internal audit budget annually in order to ensure that there are sufficient resources to support the internal audit requirements.	Effective Control	K IV™ P15 Prac 50
	The internal audit function is outsourced there is therefore no CAE role.	Effective Control	K IV™ P15 Prac 51
	The internal audit function is outsourced as a whole.	Effective Control	K IV™ P15 Prac 55
	The internal audit plan and approach is informed by the strategy and risks of the company.	Effective Control	K IV™ P15 Prac 58.a
The risk profile of the business is regularly reviewed by the audit and risk committee which has at least one meeting per year dedicated to risk matters only but risk matters are also considered at the other 2 meetings of the audit and risk committee.	Effective Control	K IV™ P15 Prac 58.b	

King IV™ Detailed Report by Practice - Preview

Quantum Foods Holdings Limited

Run Date: 12/18/2017 2:01:03 PM

Registration Number: 2013/208598/06

Prepared by: Ntokozo Makomba

Principle 15	See the audit and risk committee's report in the 2017 integrated report.	Effective Control	K IV™ P15 Prac 59
	The board considers quality of the internal audit function which is outsourced	Effective Control	K IV™ P15 Prac 60
	The board receives assurance from the internal auditors that the the internal audit conforms with the recognised industry code of ethics.	Effective Control	K IV™ P15 Prac 61
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.		
		King IV™ Outcome	King IV™ Reference
	The board has an approved stakeholder engagement policy which was approved in 2017.	Ethical Culture Effective Control	K IV™ P16 Prac 1
	The board has an approved stakeholde engagement policy.	Ethical Culture Legitimacy	K IV™ P16 Prac 2
	The responsibilty for stakeholder engagement is delegated to management in terms of the stakeholder engagement policy.	Ethical Culture Legitimacy	K IV™ P16 Prac 3
	The company has identified its individual and stakeholder groupings in its policy which is reviewed at least every 2 years .	Ethical Culture Effective Control Legitimacy	K IV™ P16 Prac 4.a
	The group has identified its material stakeholders which include shareholders, employees, customers etc. See the 2017 integrated report for more details.	Ethical Culture Effective Control	K IV™ P16 Prac 4.b
Stakeholder matters are delegated to the social and ethics committee which monitors them as part of its responsibilities. Stakeholder risks further form an integral part of the company's risk management.	Ethical Culture Effective Control	K IV™ P16 Prac 4.c	

King IV™ Detailed Report by Practice - Preview

Quantum Foods Holdings Limited

Run Date: 12/18/2017 2:01:03 PM

Registration Number: 2013/208598/06

Prepared by: Ntokozo Makomba

Principle 16	The company engages with stakeholders by using various formal and informal engagement methods as well as various dispute resolution mechanisms that are available and will aim to resolve any dispute effectively.	Ethical Culture Effective Control	K IV™ P16 Prac 4.d
	See stakeholder engagement policy in relation to arrangements for engagement with stakeholders.	Ethical Culture Effective Control	K IV™ P16 Prac 5.a
	The key areas of focus will be disclosed in the 2018 integrated report.	Ethical Culture Effective Control Legitimacy	K IV™ P16 Prac 5.b
	The integrated report discloses the nature of the company's dealings with stakeholders and the outcomes of these dealings when appropriate.	Ethical Culture Effective Control Legitimacy	K IV™ P16 Prac 5.c
	Stakeholder engagement and management is a standing item on the agenda of the social and ethics committee and remains a focus area.	Ethical Culture Effective Control Legitimacy	K IV™ P16 Prac 5.d
	Shareholders may engage with the company throughout the year including at the AGM and analyst presentations.	Ethical Culture Effective Control Legitimacy	K IV™ P16 Prac 6
	All directors attend AGM's unless they have excused themselves due to other engagements.	Ethical Culture Effective Control Legitimacy	K IV™ P16 Prac 7
	The external audit partner attends the AGM	Ethical Culture Effective Control Legitimacy	K IV™ P16 Prac 8

King IV™ Detailed Report by Practice - Preview

Quantum Foods Holdings Limited

Run Date: 12/18/2017 2:01:03 PM

Registration Number: 2013/208598/06

Prepared by: Ntokozo Makomba

Principle 16	All interests of shareholders are taken into account when decisions affecting the company are taken.	Ethical Culture Effective Control Legitimacy	K IV™ P16 Prac 9
	The minutes of the AGM's will be made available on the company's website.	Ethical Culture Effective Control Legitimacy	K IV™ P16 Prac 10
	The board assumes responsibility for governance across the group by setting the direction for how the relationships and exercise of power within the group should be approached and conducted.	Ethical Culture Effective Control	K IV™ P16 Prac 11
	The board approved a governance framework in 2017.	Ethical Culture Effective Control	K IV™ P16 Prac 12
	The board ensures that the boards of its subsidiaries are included in the development of the group governance framework. The subsidiary boards considered and adopted the group governance framework.	Ethical Culture Effective Control	K IV™ P16 Prac 13
	The board constantly monitors, through the company secretary, that the group governance framework does not conflict with the memoranda of incorporation, delegations of authority, shareholder agreements, board charters, board committee terms of reference, and related policies and agreements within the group.	Ethical Culture Effective Control Legitimacy	K IV™ P16 Prac 14
	Each subsidiary within the group is recognised as a separate and independent juristic person to whom its directors owe fiduciary duties.	Ethical Culture Effective Control Legitimacy	K IV™ P16 Prac 15
	The group governance framework addresses governance matters as is appropriate for the group.	Ethical Culture Effective Control Legitimacy	K IV™ P16 Prac 16.a

King IV™ Detailed Report by Practice - Preview

Quantum Foods Holdings Limited

Run Date: 12/18/2017 2:01:03 PM

Registration Number: 2013/208598/06

Prepared by: Ntokozo Makomba

Principle 16	The company's audit and risk committee serves as the group's audit and risk committee of the South African operations while the subsidiary board serves as the audit and risk committee of the other African operations..	Ethical Culture Effective Control	K IV™ P16 Prac 16.b
	The subsidiary boards adopt the group's policies taking into account the different jurisdictional needs.	Ethical Culture Effective Control	K IV™ P16 Prac 16.c
	The directors of subsidiaries are approved by management under the authority of the board.	Effective Control	K IV™ P16 Prac 16.d
	The board is aware of the risk of breaching legal duty in relation to the use of information obtained while acting as director of one company in the group for the purposes of another company and will put measures in place to provide guidance on this.	Effective Control	K IV™ P16 Prac 16.e
	The subsidiary boards have adopted and implemented the group governance framework.	Effective Control	K IV™ P16 Prac 17
	The group governance framework will be made available on the website.	Effective Control Legitimacy	K IV™ P16 Prac 18

King IV™ Detailed Report by Practice - Preview

Quantum Foods Holdings Limited

Registration Number: 2013/208598/06

Run Date: 12/18/2017 2:01:03 PM

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