

Audit Committee Report

Membership

The audit committee, comprising three independent non-executive directors, was appointed by shareholders at the previous annual general meeting and the board of directors appointed Eddy Oblowitz as chairman of the committee for the 2016 financial year.

Shareholders will be requested to vote on and approve the appointment of the members of the audit committee for the 2017 financial year at the forthcoming annual general meeting.

The committee's operation is guided by its detailed terms of reference that are informed by the Companies Act of South Africa and the King III Report and approved by the board.

The committee met with the external auditors on two occasions. In addition, the chairman of the committee met from time to time with the auditors, with and without management being present.

Purpose

The primary purpose of the committee is:

- to assist the board in discharging its duties relating to the safeguarding of assets, the operation of adequate systems, control and reporting processes, and the preparation of accurate reporting and financial statements in compliance with the applicable legal requirements and accounting standards;
- to meet with the external auditors at least on an annual basis;
- to review the company and group annual financial statements and reports as well as reports from subsidiary companies; and
- to conduct reviews of the committee's work and terms of reference and make recommendations to the board to ensure that the committee operates at maximum effectiveness.

Execution of functions

The audit committee has executed its duties and responsibilities during the financial year in accordance with its terms of reference as they relate to the group's accounting, internal control and financial reporting practices.

During the year under review:

- In respect of the external auditor and the external audit, the committee amongst other matters:
 - nominated KPMG Inc to the shareholders for appointment as external auditor for the financial year ended 31 December 2016, and ensured that the appointment complied with all applicable legal and regulatory requirements for the appointment of an auditor. The committee confirms that the auditor and the designated auditor are accredited by the JSE;
 - approved the external audit engagement letter, the audit plan and the budgeted audit fees payable to the external auditor;
 - reviewed the audit, evaluated the effectiveness of the auditor and its independence and evaluated the external auditor's internal quality control procedures;

- obtained an annual written statement from the auditor confirming that its independence was not impaired; and
- determined the nature and extent of all non-audit services provided by the external auditor and pre-approved all non-audit services undertaken.
- In respect of the financial statements, the committee amongst other matters:
 - confirmed the going concern status as the basis of preparation of the interim and annual financial statements;
 - examined and reviewed the interim and annual financial statements, as well as all financial information disclosed to the public, prior to submission and approval by the board;
 - ensured that the interim and annual financial statements fairly present the financial position of the company and of the group as at the end of the financial year and the results of operations and cash flows for the financial year and considered the basis on which the company and the group were determined to be going concerns;
 - considered accounting treatments, significant unusual transactions and accounting judgements;
 - considered the appropriateness of the accounting policies adopted and changes thereto;
 - reviewed the external auditor's audit report;
 - considered any problems identified and reviewed any significant legal and tax matters that could have a material impact on the financial statements;
 - considered the JSE report on pro-active monitoring of financial statements; and
 - met separately with management and the external auditor.
- In respect of internal control, the committee amongst other matters:
 - received assurance that proper and adequate accounting records were maintained and that the systems safeguarded the assets against unauthorised use or disposal thereof; and
 - based on the above, formed the opinion that there were no material breakdowns in internal control, including financial controls, business risk management and maintaining effective material control systems.

Independence of external auditor

The audit committee is satisfied that KPMG Inc is independent of the group.

Annual financial statements

Having achieved its objectives, the committee recommended the audited annual financial statements for the year ended 31 December 2016 for approval by the board. The board subsequently approved the financial statements, which will be open for discussion at the forthcoming annual general meeting.