

Report of the audit and risk committee

The committee is pleased to present its report for the financial year ended 31 December 2025.

The audit and risk committee is an independent statutory committee appointed by the shareholders. Further duties are delegated to the audit and risk committee by the board of directors of the company. This report includes both sets of duties and responsibilities.

The committee is responsible for ensuring the integrity of integrated reporting and reviewing the effectiveness of the financial reporting process, the system of internal control and management of financial risks, the assurance process, and the company's process for monitoring compliance with laws and regulations and its own code of business conduct. The committee recommends the annual financial statements for approval to the board and is responsible for monitoring, engaging with, and determining the remuneration of the external auditor.

Terms of reference

The audit and risk committee has adopted a formal audit and risk committee charter that has been approved by the board of directors, and the committee has executed its duties during the past financial year in compliance with the terms of reference. The terms of reference, including roles and responsibilities, were aligned with the recommendations of the King IV Report on Corporate Governance for South Africa, 2016 (King IV™), the requirements of the South African Companies Act and other regulatory requirements.

Composition and meeting proceedings

At 31 December 2025, the audit and risk committee consisted of four non-executive directors who act independently as described in section 94 of the Companies Act.

For the financial year ended 31 December 2025, the members of the audit and risk committee were:

- B Patel (Chairperson)
- F Britz
- L Cronje
- B Mathews

The committee met twice in the financial year under review and had full attendance.

At the meetings, the members fulfilled all their functions as prescribed by the Companies Act, as well as those additional functions as determined by the board.

In addition, the CEO and the CFO attended all audit and risk committee meetings by invitation.

The external auditors, in their capacity as auditor to the company, attended and reported to all meetings of the audit and risk committee.

Duties

In execution of its statutory duties during the past financial year, the audit and risk committee has reviewed the interim and year-end financial statements, culminating in a recommendation to the board.

During its review, the committee:

- takes appropriate steps to ensure that the financial statements are prepared in accordance with IFRS Accounting Standards;
- reviews the JSE pro-active monitoring reports and implementation thereof;
- considers and, when appropriate, makes recommendations on internal financial controls;
- deals with concerns or complaints relating to:
 - accounting policies;
 - the auditing or content of annual financial statements; and
 - internal financial controls;
- reviews the external audit report on the annual financial statements;
- reviews the risk management reports and, where relevant, makes recommendations to the board;
- evaluates the effectiveness of risk management, controls, and the governance processes;
- verifies the independence of the external auditor and of any nominee for appointment as the designated individual auditor;
- approves the audit fees and engagement terms of the external auditor; and
- determines the nature and extent of allowable non-audit services and approves the contract terms for the provision of non-audit services by the external auditor.

Legal requirements

The audit and risk committee has complied with all applicable legal, regulatory, and other responsibilities for the financial year.

External auditor

The board sets a policy that governs the level and nature of non-audit services, which requires pre-approval by the audit and risk committee for all non-audit services. In determining the independence of the external auditors, the committee considers the level and types of non-audit services provided as well as other enquiries and representations. As required by the Companies Act, the committee has satisfied itself that CA&S Group's external auditor, Deloitte & Touche, was independent of the company, as set out in sections 90(2)(c) and 94(8) of the Companies Act and is thereby able to conduct its audit functions without any undue influence from the company.

In its assessment of the suitability of the appointment/re-appointment of the auditor, the information set out in paragraph 5.7(h)(iii) of the JSE Listings Requirements, was provided by the audit firm and individual auditor to the audit committee, who was satisfied with same. The committee has satisfied itself that Deloitte & Touche are suitable for re-appointment at the 2026 AGM.

Report of the audit and risk committee continued

Financial function

In terms of the JSE Listings Requirements, the audit and risk committee performs an annual evaluation of the financial reporting function in CA&S Group. The committee was satisfied that the financial reporting function had appropriate resources, skills, expertise, and experience. The committee ensured that the appropriate financial reporting procedures exist and are operating as contemplated in paragraph 5.7(h)(ii) of the JSE Listings Requirements. The committee also satisfied itself in terms of paragraph 5.7(h)(i) of the JSE Listings Requirements that Frans Reichert, the group chief financial officer, possesses the appropriate skills, expertise, and experience to meet the responsibilities required for that position during his service as such.

Internal financial controls

The audit and risk committee evaluated the company's internal financial controls including the combined assurance model and based on the information and explanations given by management, the committee is satisfied that there was no material breakdown in the internal financial controls during the financial year under review. During the year, control self-assessments were conducted, and management received monthly internal control check lists from the operations.

The audit and risk committee considered reports from management on IT risks and evaluated the effectiveness of IT controls. The committee is satisfied that adequate processes are in place to manage IT risks and support the integrity of financial reporting.

The group's internal auditors, outsourced to PricewaterhouseCoopers Inc., operate under the direction of the committee, which approves the scope of the work to be performed. Significant findings are reported to both executive management and the committee, and corrective action is taken to address the identified internal control deficiencies. During the year under review, internal audit findings were reported on against an approved internal audit plan. The internal audit function was evaluated during the year and the committee has satisfied itself that the internal audit function is operating effectively.

Governance of risk

The board has assigned oversight of the company's risk management function to the audit and risk committee. The audit and risk committee oversees financial reporting risks, internal financial controls, fraud, and IT risks as these relate to financial reporting.

Going concern

The audit and risk committee reviewed a documented assessment prepared by management, including key assumptions, of the going concern status of the company and made a recommendation to the board in accordance with this assessment. The board's statement on the going concern status appears on page 7 of the annual financial statements.

Annual report

The committee has evaluated the annual financial statements of the group and company for the year ended 31 December 2025, with specific consideration of the following significant financial reporting matters during the year:

- The key judgements used in the impairment assessment of goodwill.

In assessing the appropriateness of the key judgements used in the valuation of intangible assets, the committee determines whether they are reasonable in terms of the current macroeconomic climate and in line with assumptions utilised by comparable third parties. Refer to notes 1 and 5 of the annual financial statements for further information.

Based on the information provided to the committee, the committee considers that the group complies, in all material respects, with the requirements of the Companies Act and IFRS Accounting Standards.



B Patel

Chairperson of audit and risk committee

26 March 2026