2020 ANNUAL INTEGRATED REPORT

Santova

INNOVATIVE SOLUTIONS • ENDLESS POSSIBILITIES

CONTENTS

ABOUT US
02 Our Approach to Reporting
03 Our COVID-19 Response

BUSINESS OVERVIEW
04 Who We Are
05 How We Performed
06 Where We Operate
07 Our Strategy
08 Our Business Model
10 Our Investment Case
10 Our Competitive Positioning
11 Our Operating Environment
12 Our Key Differentiators
12 Our Culture and Values
13 Our Key Relationships
14 How We Create Value
15 Six Capitals

PERFORMANCE REVIEW
16 Chairman's and Chief Executive Officer's Review
19 Group Financial Review

GOVERNANCE
27 Who Governs Us
29 Governance Review
35 How We Manage Risk
37 Our Key Inherent Risks
40 How We Remunerate

SHAREHOLDER INFORMATION
48 Shareholder Analysis
49 Directors' Shareholding Analysis
50 Share Performance
51 Shareholders' Calendar
52 Notice of Annual General Meeting
59 Form of Proxy
61 Corporate Information

The following are available at www.santova.com

FINANCIAL
- Annual Financial Statements, including:
  - Audit and Risk Committee Report
  - Social and Ethics Committee Report
- Preliminary Audited Results
- Investor Presentation

GOVERNANCE
- King IV™ Governance Register and Supporting Reports

SOCIAL AND ENVIRONMENTAL
- Social and Environmental Report

OUR APPROACH TO REPORTING

Santova Limited has pleasure in presenting its 2020 Annual Integrated Report ("AIR"), which covers the performance of the Group and its subsidiaries for the year ended 29 February 2020. This report has been produced to present, in a concise manner, those elements of the Group's economic, governance, social and environmental performance that are material to enable stakeholders to make informed assessments of the Group's performance and the Group's ability to create long-term, sustainable value. This report has been prepared primarily for current and potential shareholders who are the providers of the Company's share capital and the primary risk-takers within the business.

SCOPE AND BOUNDARY

This report has been prepared in compliance with applicable legislative reporting requirements, including principally, the International Financial Reporting Standards ("IFRS"), the the South African Companies Act No. 71 of 2008 ("Companies Act"), and the Johannesburg Stock Exchange Limited ("JSE") Listings Requirements.

In drafting the report, we have also been guided by the fundamental concepts and guiding principles of the Integrated Reporting Framework issued by the International Integrated Reporting Council ("IIRC"), as well as the principles of the King IV™ report on Corporate Governance for South Africa ("SA") 2016 ("King IV™"), both of which we remain committed to fully adopting.

The report provides a concise overview of the Group's business model, its operating environment, its competitive positioning, strategies, culture and values and investment case, as well as providing key operating and financial information, executive commentaries and relevant governance and risk reviews. The executive commentaries contain extracts from the Group Consolidated AFS, which have been audited by Moore Johannesburg Inc ("Moore") who expressed an unmodified opinion thereon. These extracts are taken from audited information but are themselves not audited. Stakeholders are referred to the full set of audited Group Consolidated AFS for more detailed financial information. These may be found on the Group's corporate website at www.santova.com.

MATERIALITY

This report focuses only on those material aspects which have the potential to substantially impact on the Group's ability to create and sustain value for its key stakeholders, as dictated by our business model and strategies. As a result, in drafting the report, careful consideration was given to the guiding principal of 'conciseness' from the Integrated Reporting Framework of the IIRC and the key focus of the JSE through its Proactive Monitoring Process to ensure the 'decluttering' of AFS superfluous information.

ASSURANCE

Santova has adopted a combined assurance framework that the Board of Directors ("Board") believes is appropriate with respect to its stage of development, considering the risks it encounters and its strategies. This framework is overseen by the Audit and Risk Committee and involves obtaining assurance from executive and senior management, external assurance providers and internal assurance principally from the Group's central services division.

As part of the adoption of this assurance framework, the following specific external assurances were obtained in compiling this integrated report and the accompanying reports published on our website:

- Our AFS have been audited by Moore, the Group's independent external auditors;
- Our Broad-based Black Economic Empowerment ("B-BBEE") scorecard and disclosures have been audited by an accredited external verification entity; and
- The shareholder analysis and share performance data contained in the shareholder information section of this integrated report have been prepared by an independent stakeholder intelligence consultant.

2020 REPORTING SUITE

This 2020 Santova AIR provides a concise overview of the Group's economic and governance performance. Complementing this report are a number of other reports that are produced for specific stakeholders and which also provide more detailed financial and governance information, as well as social and environmental information. A list of these reports may be found on the contents page. These and other associated reports are available on the Group's corporate website at www.santova.com and should be read in conjunction with this AIR. This suite of reports provides the necessary information to enable stakeholders to make informed assessments of the Group's performance and to identify with the Group's outlook in the short, medium and long-term.

BOARD APPROVAL

The Audit and Risk Committee has oversight on integrated reporting and the preparation of the AIR. The Committee confirms that the report fairly presents the material issues and integrated performance of the Group and recommended the report for approval by the Board. The Board approved the AIR for release to stakeholders on 18 May 2020.

OUR COVID-19 RESPONSE

The Novel Coronavirus ("COVID-19"), which emerged in late 2019 and has subsequently been declared by the World Health Organisation ("WHO") a global pandemic during 2020, has had a far-reaching and drastic impact on almost every business environment globally.

The impact has been felt from a financial and economic as well as a social and legal context. There have been varying measures implemented across global governments, including enforcing country wide 'lockdowns', travel restrictions and even temporary business closures of industries not deemed 'essential', in an effort to manage the outbreak and reduce the impact of this highly contagious and fatal virus.

In response, each Santova region globally has implemented the initiatives set out in the table below, to minimise the financial impact to their respective businesses and the Santova Group as a whole in the short, medium and long-term. Each of these initiatives is subject to local legal regulations and public health guidelines.

Risk Management Initiatives undertaken by the Santova Group in response to the COVID-19 pandemic:

OVERSIGHT	The Santova Group's response to the pandemic has been overseen by the Executive Committee since it was classified as a material risk.
LOCAL CHAMPIONS	Local Champions were appointed in each country to research, monitor and timeously disseminate, on a regular basis, official government regulation and medical advice for their specific regions.
COMMUNICATION	A committee of senior leaders was formed to collect and disseminate critical, time-sensitive information regarding our service offering to clients globally. In addition, Regional Heads and Business Unit Leaders provided region-specific feedback and regular updates to employees to maintain morale, manage expectations and mitigate the impact of the pandemic. This included continuous communications with other stakeholders.
OPERATIONS	Regional Heads and Business Unit Leaders, in conjunction with their regional management teams, strategically re-organised and managed operational structures ensuring uninterrupted service levels. This included arranging remote working access for essential working employees, whilst monitoring staff capacity and responding where required with leave, short-time or furlough initiatives.
ADMINISTRATION	Regional Heads and Business Unit Leaders, in conjunction with the legal and financial teams, managed all areas of administration during the pandemic. Special attention was given to debtor recoveries, credit risk management and cash flow management with additional oversight provided to these areas on a weekly basis.

Whilst still early days at the time of composing this report, we report that trade volumes have been affected in some regions more so than others, the most concerning region being SA where the economy was already in recession prior to 'lockdown'. Both the restriction on the movement of cargo and the limited capacity of airlines, has complicated the situation even further. However, the Group has been decisive in its decisions and immediate in the implementation of action plans to limit the extent to which the earnings of the Group will be adversely impacted.

WHO WE ARE

The Santova Group is a specialist international trade solutions business listed on the main board of the JSE Limited. The Group operates from 20 offices across 4 continents with countries including South Africa, Hong Kong, Australia, Germany, Singapore, the Netherlands, Mauritius and the United Kingdom.

SANTOVA IN NUMBERS

20 OFFICES

8 COUNTRIES

4546 SHAREHOLDERS

MANAGEMENT AND EMPLOYEES OWN 16,72% OF THE COMPANY

NO SINGLE SHAREHOLDER OWNS MORE THAN 11,28% OF THE COMPANY

VISION

To be a recognised brand in global trade solutions through strategic international offices and leading intellectual capital.

PURPOSE

Enabling clients to achieve a competitive advantage through innovative global supply chain solutions.

INNOVATIVE SOLUTIONS • ENDLESS POSSIBILITIES

STRATEGIC SERVICE OFFERINGS

Supply Chain Solutions
Supply chain optimisation through leading intellectual capital, supply chain solutions and systems.

Business Intelligence
Unrivalled systems software unlocking supply chain data and enabling predictive analytics.

Logistics Services
Efficient and effective forward and reverse flow and storage of goods globally.

Client Sourcing and Procurement Management Services
Access to global supplier and product sourcing and validation, reducing cost, ensuring reliability in terms of quality, quantity, time and location.

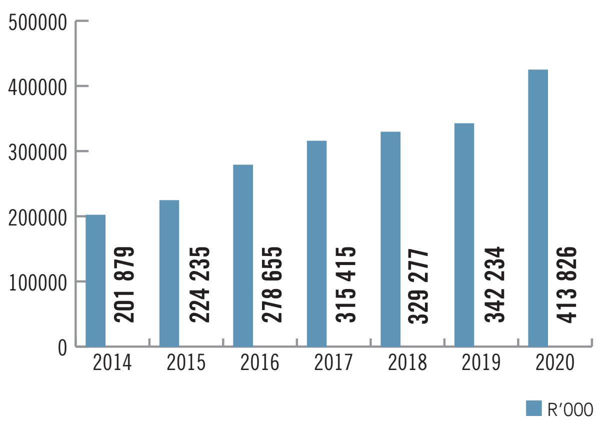
Express or Time-Sensitive Courier Services
International express delivery requests on-demand.

Financial Services
Short-term insurance solutions from captive insurance products, profit share facilities, risk transfer and risk management programmes, to self-insurance funded facilities.

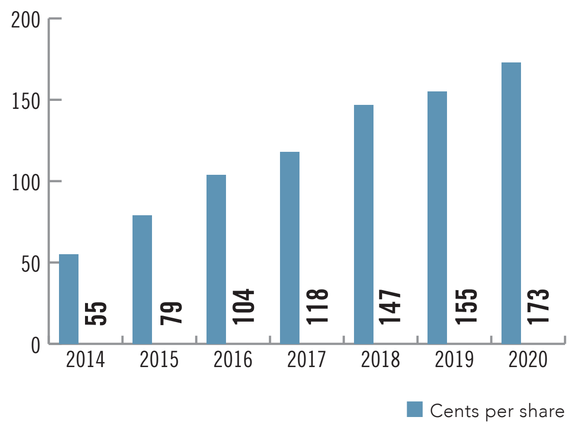
HOW WE PERFORMED against key indicators

		2020	2019	Change
STRATEGIC INITIATIVES				
Growth				
Gross Billings	R'000	**4 341 750**	4 220 581	2,9%
Revenue and net interest income	R'000	**413 826**	342 234	20,9%
Profit before tax	R'000	**82 416**	80 620	2,2%
Dividend per share	cents	**-**	7,50	(100,0)%
Headline earnings per share	cents	**40,78**	38,21	6,7%
Net cash generated from operating activities	R'000	**109 219**	20 210	440,4%
Total assets	R'000	**1 170 181**	1 036 977	12,8%
Capital and reserves	R'000	**564 533**	502 257	12,4%
Total interest bearing debt	R'000	**323 588**	294 498	9,8%
Tangible net asset value per share	cents	**173**	155	11,7%
Diversification				
Number of countries	number	**8**	8	0
Number of offices	number	**20**	20	0
Total staff	number	**319**	329	(10)
Profits generated offshore	%	**79,5%**	58,3%	21,2%
Innovation				
IT development and overhead expenditure	R'000	**11 637**	11 105	4,8%
Total employment related costs	R'000	**216 561**	183 033	18,3%
Operating Efficiency				
Billings to revenue margin	%	**9,5%**	8,1%	1,4%
Operating margin	%	**21.7%**	25,2%	(3.5)%
Effective tax rate	%	**21,1%**	24,2%	(3,1)%
Interest cover	times	**12,1**	15,6	(3,5)
Return on equity	%	**12,2%**	13,3%	(1,1)%
Debtor days	days	**48,9**	52,6	(3,7)
Debt equity ratio	%	**23,9%**	40,8%	(16,9)%

REVENUE AND NET INTEREST INCOME



TANGIBLE NAV PER SHARE



WHERE WE OPERATE

UNITED KINGDOM
LEEDS
Tradeway (Shipping)

MANCHESTER | TAMWORTH | HEATHROW
W.M.Shipping
t/a Santova Logistics

MILTON KEYNES
SAI Logistics

NETHERLANDS
SCHIPHOL | ROTTERDAM
Santova Logistics

GERMANY
FRANKFURT
Santova Logistics

HAMBURG
Santova Logistics
MLG Maritime Cargo Logistics
MWH Administration
MWH Maritime Warehouse

HONG KONG
Santova Logistics
Santova Patent Logistics

MAINLAND CHINA
(19 REPRESENTATIVE OFFICES)

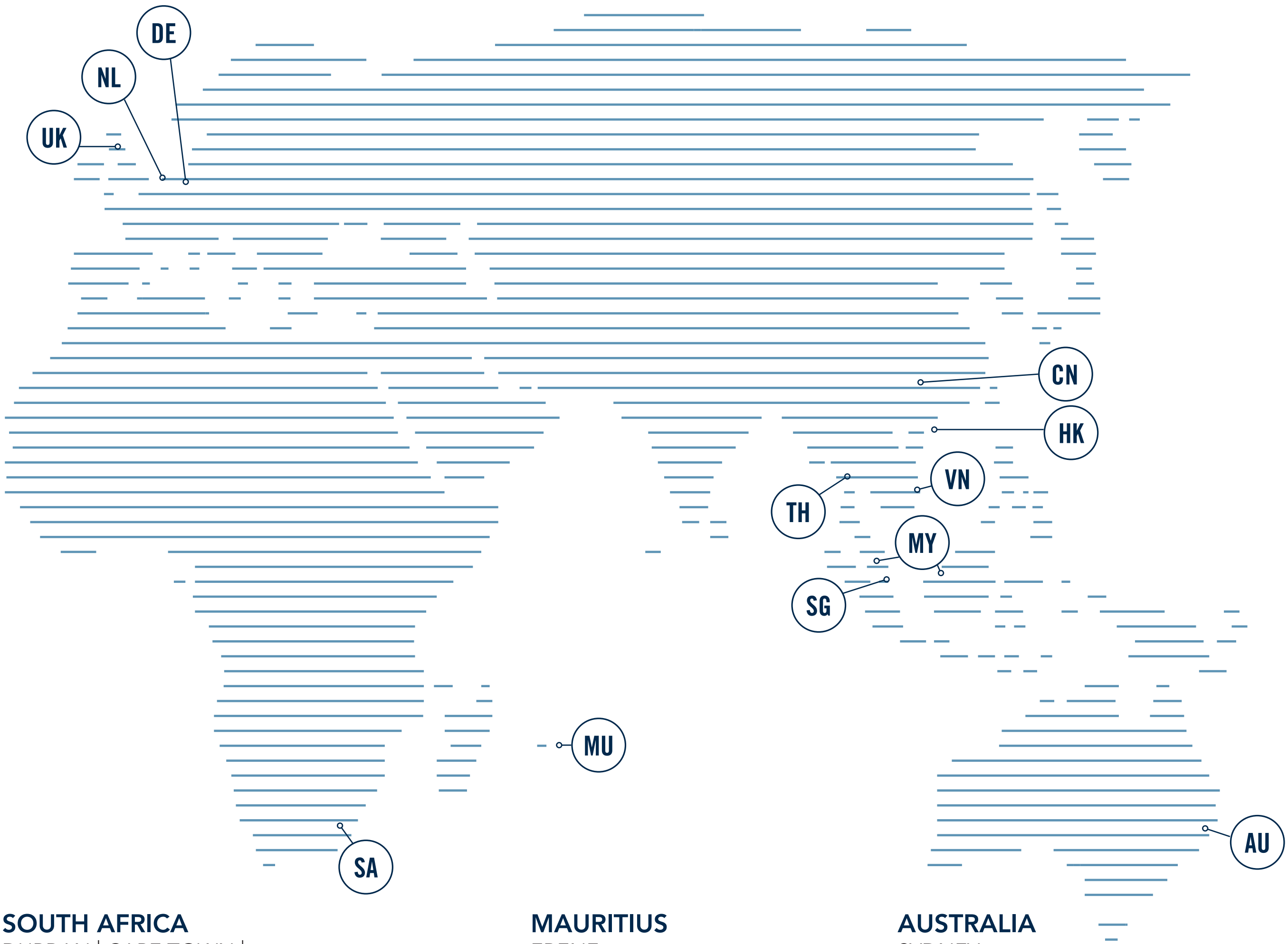
SOUTHEAST ASIA

SINGAPORE
ASM Logistics

THAILAND*
ASM Logistics

VIETNAM*
ASM Logistics

MALAYSIA*
ASM Logistics



SOUTH AFRICA
DURBAN | CAPE TOWN | JOHANNESBURG | PIETERMARITZBURG | PORT ELIZABETH

Santova Logistics
Santova Financial Services
Santova International Trade Solutions

MAURITIUS
EBENE
ASM Global Logistics

AUSTRALIA
SYDNEY
Santova Logistics

**Representative office*

OUR STRATEGY

In consideration of the Group's Vision and Purpose, together with an appreciation of the Group's key differentiators and inherent risks, the Group has set four ongoing medium to long-term initiatives:

1 GROWTH

To achieve consistent year-on-year growth in revenue and profitability through a balanced combination of organic growth and selective acquisitions.

1. Organic growth:
   - New clients
   - New trade routes
   - New services/products
2. Acquisitive growth:
   - 'Bolt-on' acquisitions
   - Strategic acquisitions

2 INNOVATION

1. Technology innovation: leveraging off next generation technology.
   To continually invest and further develop the Group's information technology, so as to provide clients with meaningful information and data – allowing them to achieve a competitive advantage and in so doing ensuring long-term client retention.
2. Supply chain innovation: utilising a knowledge intensive business model.
   To continually invest in and grow the Group's Supply Chain Consulting resources and capabilities both locally and internationally.
3. Talent pool: investing in and cultivating intellectual capital.
   To establish Santova as a 'preferred employer' within the logistics industry thereby attracting and retaining appropriately skilled and experienced staff.

3 OPERATING EFFICIENCY

Executing at high standards, quickly and intelligently.
To leverage off industry best practice and to continually drive operating efficiencies and consistency of systems and procedures across all business units and regions, ensuring free flow of intellectual capital and accurate data (information) based decision-making.

4 DIVERSIFICATION

Relentless diversification of the business, including:
- Geographical
- Currency
- Service/product
- Industries
- Trade routes

OUR BUSINESS MODEL

Santova's business model is that of an integrator that assembles the intellectual capital and technology of the Group, together with the logistics resources and capabilities of specialised external logistics providers, to design, develop and execute comprehensive supply chain solutions for customers.

FORWARD LOGISTICS

SOURCE

INPUTS

INTELLECTUAL CAPITAL
Supply chain optimisation through Process and Technology Innovation

HUMAN CAPITAL
The specialist logistics skills, knowledge and experience held by the Group's employees

SOCIAL & RELATIONSHIP CAPITAL
The key relationships the Group maintains with its key business stakeholders

FUNDING CAPITAL
The funding supplied by the Group's shareholders, primary bankers and creditors

MANUFACTURED CAPITAL
The Group's global infrastructure of offices

NATURAL CAPITAL*
Office-based usage of water, energy, land and carbon emissions

Not material

INFORMATION FLOW

OUTCOMES

INTERNAL	EXTERNAL
Growth in profitability	Supply chain optimisation solutions
Positive cash flows	Providing direct time and cost savings
Investment in key differentiators	Customer satisfaction and retention
Building the Group's employment brand	Growing brand recognition
Value derived from key personnel	Long-term shareholder wealth creation
Effective corporate governance	

REVERSE LOGISTICS

FORWARD LOGISTICS

BUSINESS ACTIVITIES

NON-ASSET BASED
A non-asset based provider of international supply chain solutions

FORWARD & REVERSE LOGISTICS
Co-ordinating the forward and reverse logistics of the entire supply chain

SOURCE TO DESTINATION
Controlling the supply chain from source to destination

SEA, AIR, ROAD AND RAIL
An agent on behalf of its clients providing sea, air, road and rail services

COST EFFECTIVE
Arranging transportation, storage and delivery of goods through the most cost effective means

EXTENSIVE RELATIONSHIPS
Drawing on extensive relationships and agreements with multiple 3rd parties across the globe

PRODUCT FLOW

OUTPUTS

LOGISTICS SERVICES
Customs Clearing, Freight Forwarding, Liner Agency, Groupage and Consolidations, Warehousing, Ship Chartering, Road Haulage and Distribution

SPECIAL PROJECTS
Complex projects and out-of-gauge cargo

SOURCING & PROCUREMENT
Sourcing and procurement of goods and services from external sources

COURIER SERVICES
International express door-to-door delivery of goods

FINANCIAL SERVICES
Short-term insurance risk solutions

DESTINATION

REVERSE LOGISTICS

OUR INVESTMENT CASE

As the primary providers of capital to the Group, Santova aims to create value for shareholders by delivering above average market appreciation and shareholder returns matching the Group's growth in profitability.

- **Highly entrepreneurial culture** - Thrives on change and is driven by innovation. Flexible and highly adaptable to a changing environment.
- **Non-asset based business model** - Specialist provider of innovative global trade solutions utilising a non-asset based framework that has a variable cost structure and can be easily and quickly adjusted to meet unexpected challenges.
- **International presence** - Managing a global network of interconnected activities for multinational organisations from origin to point-of-consumption, allowing the Group to duplicate logistics revenue streams at both ends of the supply chain whilst being competitive from a cost and service perspective in each territory.
- **Strategic diversification** - Diversification in terms of geographies, currencies, industries, products and services, creating a hedge against unexpected 'regional risks' whilst at the same time allowing the Group to capitalise on opportunities that may present themselves globally.
- **Global talent pool** - Cultivating high calibre employees across the globe, who are attuned to the Group's entrepreneurial culture and knowledge intensive business model.
- **Next generation technology** - Continuously embracing and leveraging off innovative technology. One common global platform for client engagement and global multi-dimensional interfacing with third parties.

Santova's Investment Case must be considered in context of the entire 2020 AIR, 2020 AFS and Santova's 2020 Social and Environmental Report.

OUR COMPETITIVE POSITIONING

Santova operates in highly competitive markets both regionally and internationally and positions itself as a true outsourced non-asset based supply chain management service provider ("4PL"). As a result, the Group competes internationally across multiple levels in various sectors in the logistics industry and a direct comparison of Santova to any one specific sector or level is challenging.

Santova competes across certain aspects of all of the following sectors within the logistics industry:

- **Regional Third Party Logistics Providers ("3PL")** - Typically local clearing and forwarding agents without international infrastructure, whose business models are traditional and who don't make use of technology and modern supply chain methodologies.
- **International Lead Logistics Providers ("LLP")** - Large multinational logistics providers listed on major international stock exchanges with extensive global asset-based infrastructures and intelligent business models, who focus on large multinational corporations as customers.
- **Supply Chain Consulting Organisations** - Specialist supply chain consulting organisations who consult and generate revenue on a project and time basis from large corporations, but do not supply any traditional clearing and forwarding services.
- **The JSE Transportation Sector** - Other listed organisations that by virtue of being listed, the Group is typically compared to within this sector, however a meaningful comparison is difficult due to the fact that our peers within the sector are typically more asset-based entities and/or more focused on local landside logistics and therefore not necessarily direct competitors.

OUR OPERATING ENVIRONMENT

The operating environment was not without its challenges. Increasing barriers to trade and associated uncertainty weighed on business sentiment and activity globally. With the current uncertainty in the economic environment, companies curtailed both expenditure and investment in global purchases of capital equipment, and consumer demand for durable goods also weakened. As a result, the global economy grew a mere 2,4% in 2019, its weakest growth since the global financial crisis a decade ago.

The context within which the global logistics industry operates is characterised by the following:

- Borderless and integrated world economy - A market environment driven by globalisation and technological advancements.
- Multiple markets and territories - Customers source and procure products and raw materials worldwide and distribute their end products into multiple markets and territories.
- Sophisticated operational supply chain solutions - Customers require extensively sophisticated operational and logistics supply chain solutions across multiple geographies and jurisdictions to facilitate their global trade.
- Changing customer expectations - Customers expect to get shipments delivered faster, with flexibility, with a higher degree of transparency and at a lower price.
- High degree of fragmentation - Many participants within the logistics industry are transactional or commoditised and have low barriers to entry or exit, typified by fragmentation, low margins and high competition.
- Technology re-shaping the logistics industry - The Internet of Things ("IoT"), the cloud, blockchain, data analytics, 3-D printing, drones and robotics are all contributing to the transformation of the logistics industry. The focus is now on driving digital transformation through the application of new technologies to further optimise internal business processes, including communication, documentation, analytics, booking processes, and order and inventory management.

The specific issues that have impacted on Santova and thus the Group's ability to generate greater profitability and cash flows during the past financial period, include:

AFRICAN LOGISTICS MARKET

South Africa - SA experienced its lowest economic growth in 2019 since the 2008–2009 global financial crisis. As a result, SA slid into its third recession since 1994, with seven of the ten industries contracting in the fourth quarter.

Rest of Africa - Although SA finds itself in a difficult situation economically, the rest of Africa remains home to eight of the fifteen fastest growing economies in the world, making it a significant opportunity to all our offices globally.

INTERNATIONAL LOGISTICS MARKET

United Kingdom - The United Kingdom ("UK") Gross Domestic Product ("GDP") growth slowed materially in 2019 relative to previous years. However, despite Brexit and the current economic challenges, the market remains generally optimistic for the future.

Eurozone - The Eurozone experienced very little growth due to a poor performance of its three largest economies, Germany, France and Italy. On an annual basis, the Eurozone only grew by 1,2% in 2019.

Asia Pacific - Solid economic growth has continued in this region and the GDP growth rates in Southeast Asia are expected to remain at 6,2% in 2020. It is also anticipated that trade between Asia Pacific ("AP") economies and developed economies will continue to grow. With Singapore serving as a central pivot point, Vietnam, Thailand, Malaysia and Japan serve as exciting opportunities. India is also expected to be the world's third largest economy by 2030.

COVID-19 PANDEMIC

The unfolding COVID-19 pandemic and the various government responses to managing the pandemic has created uncertainty and has adversely impacted on global economies and trade. With most economists expecting a significant contraction of economies globally, this will not only impact the level of international trade, but also the ability of logistics service providers to provide uninterrupted services globally.

OUR KEY DIFFERENTIATORS

GLOBAL
An **international infrastructure** that provides local representation in key trade centres.

SERVICES
Competitive non-asset based **international logistics products and services.**

SOLUTIONS
Specialist in-house **supply chain intellectual capacity.**

TECHNOLOGY
Intelligent technology and management information systems.

OUR CULTURE AND VALUES

OUR CULTURE
Our culture is one of a leading entrepreneurial 'spirit', which is closely followed by levels of governance necessary to manage or curtail the risks that typically accompany a highly entrepreneurial climate. In the case that there are deviations or transgressions from our expectations and values, our fallback will be to autocracy to restore the status quo.

OUR VALUES

ACCOUNTABILITY
- Responsible for decisions and actions
- Using initiative
- Self-disciplined
- Setting and meeting high standards

INNOVATION
- Creative solutions and ideas
- Challenging and embracing change
- Forward-thinking
- Big-picture approach

INTEGRITY
- Open, honest and transparent
- Ethical and moral behaviour
- Respecting confidentiality
- Honourable and trustworthy

PASSION
- Enthusiastic and self-motivated
- Positive attitude and energy
- Tenacious commitment
- Competitive spirit

TEAM SPIRIT
- Willing participation
- Supportive and helpful
- Adaptable and flexible
- Cooperative attitude

OUR KEY RELATIONSHIPS

As a non-asset based, specialised supply chain business that utilises intellectual capital to provide advice to our clients and recommended preferred suppliers to satisfy their logistical requirements, our relationships with our key stakeholders are core to our strategy and continued existence.

As a result, the Group's business model is highly stakeholder-centric and dependent on the establishment of long-term, mutually beneficial relationships with all stakeholders, which are facilitated through constant daily interaction with our employees across all levels. The Group has identified numerous stakeholders who influence the creation of value in its business model and these include our clients, suppliers, agents, employees, shareholders, financial institutions (banks and credit underwriters), governments, regulators and information technology ("IT") service providers.

The four stakeholders who have the most material impact on implementing our Group strategy and how we engage with them are:

	SHAREHOLDERS	EMPLOYEES	SUPPLIERS	CUSTOMERS
STAKEHOLDER NUMBER	4 546	319	2 532	4 707
VALUE CREATED OR DISTRIBUTED	R69 million	R220 million	R1 629 million	R4 381 million
NATURE OF RELATIONSHIP	The providers of the Company's share capital and the primary financial risk-takers within the business.	Individuals of varying nationalities and qualifications with relevant logistics, supply chain and administrative experience, employed across the Group to service customers and provide support functions.	A global panel of specialised external service providers who are utilised to support our solution to convey clients' products from source to destination via sea, air, road and rail.	Corporate entities of varying sizes across diverse industry sectors that are primarily manufacturers and retailers utilising foreign-sourced products or exporting products to foreign customers.
STAKEHOLDERS' NEEDS	The generation of sustainable, above-market returns through capital appreciation and dividend payments, together with ongoing communication on the Company's performance - all underpinned by the appropriate levels of corporate governance.	Career and personal development in a quality work environment within a successful and stimulating organisation, that ensures job security and appropriate reward for performance.	An ongoing and commercially viable supply of shipping, transport and warehouse service orders from the Group on behalf of Santova's clients.	Supply chain optimisation through the efficient, timeous and cost-effective flow of products from source to destination, thereby meeting specific customer service requirements and adding value and competitive advantage to their organisation.
HOW WE ENGAGE	Formal published communications via stock exchange announcements, annual reports, advertorials, the Group website, shareholder meetings, investor presentations and in the press.	Ongoing formal and informal engagement managed primarily by the Group's Human Resources Department and Business Unit Leaders to ensure employees receive the necessary guidance, motivation, feedback and recognition.	Upfront formal service level agreements followed by daily electronically communicated shipping, transport and warehouse service orders - together with ongoing updates on key supply chain data and timing.	Agreed and documented terms, tariffs and operating procedures, supplemented by daily system-based and interpersonal communication, related to specific shipping instructions and ongoing reviews of client service levels.
ASSOCIATED SIX CAPITALS	Financial Capital	Human Capital	Human Capital, Social and Relationship Capital	Human Capital, Intellectual Capital, Social and Relationship Capital
RELATED SANTOVA STRATEGIC INITIATIVES	Organic and Acquisitive Growth	Talent Pool Innovation	Operating Efficiency	Technology and Supply Chain Innovation

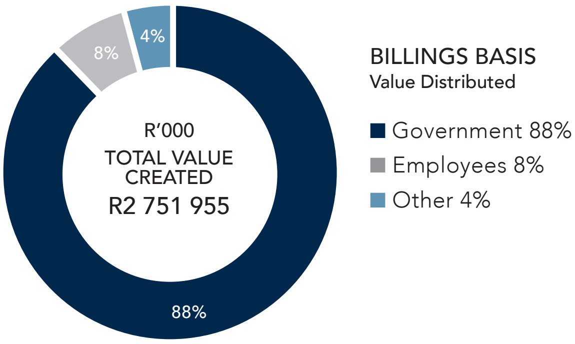
HOW WE CREATE VALUE

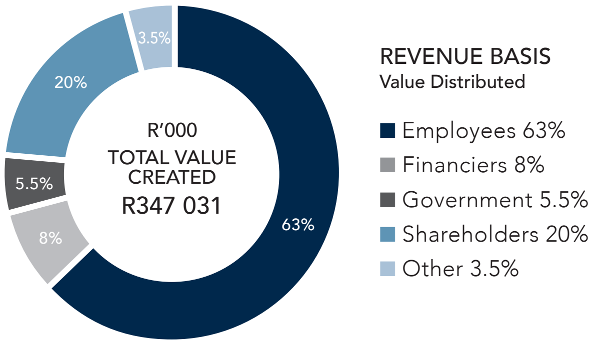
Santova generates value through the co-ordination and control of the transportation of clients' goods across the entire global supply chain from source to destination, in a timely and cost-efficient manner. To achieve this the Group utilises the physical logistics resources and capabilities of specialised external logistics providers, together with the intellectual capacity of our staff and leading in-house developed IT systems.

In creating this value for our key stakeholders, the Group acts as an agent on behalf of our clients by contracting for services from our suppliers and paying for those services on behalf of the clients.

As a result of this, a meaningful evaluation of the value we create and distribute is best described in two ways:

- **Revenue Basis** - where we show how only the direct revenue earned by the Group is created and distributed; and
- **Billings Basis** - where we show how the total recoverable costs incurred on behalf of and recovered from our clients and the direct revenue earned by the Group, are created and distributed.





BILLINGS

VALUE CREATED

On a billings basis, total value created is demonstrated by adding our direct revenue to the costs that the Group incurs and recovers as an agent on its clients' behalf. These costs are primarily customs value added tax ("VAT") and duties and various transportation costs.

VALUE DISTRIBUTED

On a billings basis, the value distributed identifies the significant, legally enforced role that the Group plays as a collection agent on behalf of revenue authorities, principally in SA. It does so through the collection from clients and bulk payment to revenue authorities, of customs-related VAT, taxes and duties.

REVENUE

VALUE CREATED

On revenue basis, the total value we create is through the direct revenue earned by Santova when acting as an agent on behalf of clients and is primarily made up of various agency and logistics-related fees and commission earned.

VALUE DISTRIBUTED

The value distributed on a revenue basis highlights the Group's non-asset based operating model and demonstrates the key role that the Group's employees play in implementing its strategy by being primary benefactors of value distributed, through the payment of fixed and variable remuneration.

VALUE ADDED STATEMENT

	2020			
	Billings Basis R'000	%	Revenue Basis R'000	%
Billings to clients	4 378 907		-	
Revenue from clients	-		450 983	
Paid to suppliers	1 629 438		106 438	
Value Created	2 749 468		344 545	
Value created - per employee	8 619		1 080	
Employees	219 693	8	219 693	63
Governments	2 423 541	88	18 618	5.5
Financiers	25 948	1	25 948	8
IT providers	11 637	0.5	11 637	3.5
Shareholders	68 648	2.5	68 648	20
Value Distributed	2 749 468	100	344 545	100
Value distributed to employees - per employee	689		689	

SIX CAPITALS

The 'capitals' used by Santova to create value are summarised in the table below:

	INTELLECTUAL CAPITAL	HUMAN CAPITAL	SOCIAL AND RELATIONSHIP CAPITAL	FINANCIAL CAPITAL	MANUFACTURED CAPITAL	NATURAL CAPITAL*
DESCRIPTION	In-house developed Supply Chain capabilities and IT resources and software	Group employees' skills, knowledge and experience	Relationships between Group and Stakeholders	Funding supplied by Shareholders, Bankers and Creditors	Global infrastructure of offices and equipment	Office-based usage of water, energy, land and carbon emissions
ASSOCIATED STAKEHOLDERS	Employees IT Service Providers Clients	Employees Suppliers Clients	Shareholders Employees Clients Agents Suppliers Government / Regulators Communities	Shareholders Financial Institutions / Bankers Credit Underwriters Creditors	Suppliers Employees Communities	Government / Regulators Suppliers Communities
ASSOCIATED STRATEGIC INITIATIVES	Technology Innovation Supply Chain Innovation Diversification	Talent Pool Innovation Operating Efficiency Organic Growth	Diversification Operating Efficiency	Acquisitive Growth Organic Growth	Diversification Acquisitive Growth Organic Growth	Diversification Acquisitive Growth Organic Growth
LOCATION IN ANNUAL INTEGRATED REPORT	Our COVID-19 Response Our Strategy Our Key Differentiators Our Investment Case Our Business Model Our Key Relationships Governance Review How We Manage Risk Chairman's and Chief Executive Officer's Review	Our COVID-19 Response Who We Are Our Strategy Our Culture and Values Our Key Differentiators Our Business Model Our Key Relationships How We Manage Risk How We Sustain Value How We Create Value Chairman's and Chief Executive Officer's Review Who Governs Us How We Remunerate	Our COVID-19 Response Our Strategy Our Business Model Our Culture and Values Our Key Differentiators Our Key Relationships How We Manage Risk How We Sustain Value How We Create and Distribute Value Chairman's and Chief Executive Officer's Review Shareholder Information	Our COVID-19 Response How we Performed (Financial Highlights) Our Strategy Our Business Model Our Key Relationships Our Investment Case How We Create Value Financial Review Shareholder Information	Our COVID-19 Response Our Strategy Our Key Differentiators Our Business Model Competitive Positioning Where We Operate How We Create Value Chairman's and Chief Executive Officer's Review	Our COVID-19 Response How We Create Value
LOCATION IN SOCIAL AND ENVIRONMENTAL REPORT	Human Resources Training and Skills Development	Human Resources Wellness Training and Skills Development Skills Development Programmes Employment Equity Health and Safety HIV/AIDS and Other Diseases	Corporate Social Investment Skills Development Programmes Employment Equity Broad-based Black Economic Empowerment Quality			Environment
LOCATION IN ANNUAL FINANCIAL STATEMENTS (Includes Audit and Risk Report and Social and Ethics Committee Report)		Social and Ethics Committee Report		Annual Financial Statements Audit and Risk Committee Report	Annual Financial Statements (Segment Report)	
PREDOMINANT INFLUENCING KING IV™ PRINCIPLES	4, 11, 12	1, 2, 4, 5, 6, 7, 8, 9, 10, 11, 14, 15	1, 2, 3, 4, 5, 9, 11, 13, 14, 15, 16	4, 5, 11	4, 11	3, 4, 11, 13

**Not material*

CHAIRMAN'S AND CHIEF EXECUTIVE OFFICER'S REVIEW

In this continuously challenging and complex operating environment, the Santova Group have exceeded expectations by delivering a strong set of results.

This resiliency is well portrayed by a 6,4% growth in profit, which is a turnaround of 19,7% from the reported decline of 13,3% for the six months ended 31 August 2019. The second six months benefited significantly from the initiatives that were implemented during the first six-month period.

Whilst SA continued to regress economically, improved performances in the Santova offshore businesses, specifically the UK and Europe, offset the impact of the decline in SA through significant increases in profit of 116,0% and 29,3%, respectively.

The financial year under review was not without its challenges. Increasing barriers to trade and associated uncertainty weighed on business sentiment and activity globally. With the current uncertainty in the economic environment, companies curtailed both expenditure and investment in global purchases of capital equipment, and consumer demand for durable goods also weakened. As a result, the global economy grew a mere 2,4% in 2019, its weakest growth since the global financial crisis a decade ago.

AFRICA

SA's economic growth remains on a trend decline, with growth in 2019 the lowest since the 2008–2009 global financial crisis. As a result, SA slid into its third recession since 1994, with seven of the ten industries contracting in the fourth quarter. A clear indicator of business activity is the value of land freight in the last quarter of 2019 this indicator declined to its lowest rate since March 2009; this trading environment translated into a decline in our logistics profit of 46,7% in SA and sees the Group continue its course of structural and operational adjustments better suited to this 'new norm'. Furthermore, 2020 is off to an unpromising start with continued adverse issues at electricity utility, Eskom, and COVID-19 extinguishing any possibility of recovery in the short term.

Although SA finds itself in a precarious situation economically, Africa at large has a growing middle class and increasingly sophisticated consumers and is home to eight of the fifteen fastest growing economies in the world, making it a significant opportunity for all our offices globally. GDP growth in Africa is projected to reach 3,2% in 2020 and 3,5% in 2021, with twenty-five African countries projected to achieve economic growth of at least 5,0% in 2020. In 2018, European Union ("EU") economies such as France and Germany exported to Africa more than double the value of goods that the UK did. As a Group, we will endeavour to participate in this growing economic zone.

UNITED KINGDOM

The UK's GDP growth slowed materially in 2019 relative to previous years. Quarterly GDP growth has been between 0,2% and 0,3% in 2019 on average, continuing the slow-down that has been experienced over the previous five years. However, despite the effects of Brexit and a weak Pound, our businesses in the UK increased both billings and margins, which resulted in a 116,0% increase in profit after tax in local currency ("GBP"). This was also assisted by the previous year's acquisition of SAI Logistics whose earnings were only included in Group earnings in the latter part of 2018.

We remain cautiously optimistic for the future, despite the challenges. Whilst many publications on the UK economy suggest a continuation of the sluggish pattern that typified 2019, our businesses in the UK are well set for notable growth in 2020. This resilience or growth will be underpinned by new trade lanes being developed between our UK offices and our global offices (specifically in Africa and AP). Approximately half the UK's exports find their way to the EU member states, with Germany, France, the Netherlands, and Ireland being amongst the top five export destinations. Given the impact of a hard Brexit scenario, we are expecting companies to seek more open growth strategies, particularly if they are heavily dependent on the EU. In pursuit of these open growth strategies (a 'global free' trading status), the United States ("US") is an obvious focus as it also constitutes one of the UK's top five trading partners. However, Africa and the AP regions also rank as likely contenders for building strong trading ties with the UK, particularly India, China, Japan, Vietnam and other regions in Southeast Asia.

ASIA PACIFIC: FUTURE INTRA-REGIONAL AND GLOBAL TRADE LANES

Economic growth has held up well in emerging Asia, particularly in Southeast Asia where our offices based in Singapore exceeded expectations by delivering a very strong growth in earnings. In contrast, the earnings of our offices in Hong Kong and Australia were down on the previous year, with Hong Kong being adversely impacted by the general downturn in trade volumes in both SA and Australia. The Group will continue to focus on further entrenching its strategic presence in Asia, particularly the Association of Southeast Asian Nations ("ASEAN"). The reason being that, prior to the arrival of COVID-19, GDP growth rates in this region were expected to remain at 6,2% in 2020, whilst also continuing the status of being the US' third largest Asian trading partner and Europe's second largest trading partner. With our offices in Singapore serving as a central pivot point, we will look to establish our own offices at strategic trade points in Vietnam, Thailand, Malaysia and Japan. The reason for a presence in Japan is based on Japan being the ASEAN's second largest export market behind China.

As with China, India shares a border with Southeast Asia and has historical and cultural ties with the region going back centuries. India is expected to be the world's third largest economy by 2030. This makes the world's second most highly populated nation an extremely attractive market for world trade. With our current strong trade volumes between the UK, Europe, SA and India, it is within our strategy to also establish offices in India.

As manufacturing moves to Southeast Asia (including Indonesia, Vietnam, Malaysia and Thailand) and Bangladesh, trade between AP economies (China, India, Japan, Southeast Asia) and developed economies will grow. China's rising wages and continued urban migration as well as India's massive demographics and growing middle class will drive consumption and fast-track economic growth throughout this region. Meanwhile, Vietnam, Malaysia and Thailand are set to grow their labour forces significantly, leading to a rise in per-capita disposable income. Access to this relatively unserviced market is being fast-tracked through the fast-evolving, digital economy.

EUROZONE CONSUMER MORALE AT FIVE-YEAR LOW

The Eurozone experienced growth of only 0,1% in October-December 2019, down from a 0,3% growth in July-September 2019. Nearly stalling in the final quarter of 2019, growth was dragged down by weakness in its three largest economies; Germany, France and Italy. On an annual basis, the Eurozone only grew by 1,2% in 2019.

The most significant contributor to this weakness was Germany where industrial production and orders for manufacturing remained very weak for 2019. This was in large the consequence of the impact that trade conflicts and other sources of uncertainty, including Brexit and the slower growth in emerging economies, had on the country. In fact, the annual growth rate of 0,6% was Germany's worst since 2013. Without unemployment being at historic lows, and public spending rising gradually, the impact of the sluggish German export industry on the economy would have been a lot worse.

In the context of difficult trading conditions, our collective operations in the Eurozone posted an impressive 29,3% year-on-year increase in profits after tax. The Netherlands, the Group's largest offshore region, being the most significant contributor through the attainment of a significant number of new accounts.

ACHIEVEMENTS DURING THE YEAR UNDER REVIEW

Amidst a very challenging environment, we remained well synchronised with market forces and trends by eliminating sources of operational weakness, building scale and developing new capabilities. A significant amount of innovation, restructuring and technological advancements have been made globally, including the further enhancement of Tradenav™ capabilities, the launch of both the Santova Mobile Application ("App") and SUREcargo.

TradeNav™ is our unique, sophisticated suite of software packages (cloud-based system) that interface with client systems, whilst at the same time providing clients with web-based control. This has facilitated the IoT, which offers businesses the ability to transfer data over a network without requiring human-to-human or human-to-computer interaction.

The App is a client-facing mobile application and our latest supply chain management tool. The App is directly linked to TradeNav™ and assists in unlocking supply chain data, enabling visibility, transparency and accurate, real-time tracking functionality. The App is now available on both Android and iOS operating systems.

SUREcargo is an advanced technological development providing an internet or online, and on-demand cargo insurance portal, allowing users to seamlessly apply for instantaneous insurance cover for any mode of transport, including road, air, sea, rail and multimodal. The portal can be used by insurance brokers, companies and individuals alike.

As we continue to advance our technological development, functions, processes and systems will be further integrated and engineered for effectiveness as well as greater efficiency. This, together with the introduction of new services or products such as SUREcargo, which are fully automated (no human intervention required), will largely eliminate the typical corresponding increase in costs as turnover grows. Operating margins should be significantly improved as we move up the developmental curve towards blockchain technology.

CHAIRMAN'S AND CHIEF EXECUTIVE OFFICER'S REVIEW continued

CONCLUSION

On the back of rapid globalisation and buoyant international trade, supply chain logistics has experienced a decade of rapid transformation. Technological advancements and IoT, together with digitisation in artificial and augmented intelligence, advanced analytics and automation, have been instrumental in expediting the rate of growth in international trade. This has also been fuelled by changes in consumer demands and the rise of e-commerce.

Driving efficiencies and effectiveness through digitisation and single seamless channels

We will continue to drive digital transformation through the application of new technologies to further optimise internal business processes, including communication, documentation, analytics, booking processes, and order and inventory management. However, our priority in planning and forecasting operational performance is to collect the right metrics. Our sophisticated suite of software packages (TradeNav™) assists us with this by aggregating and centralising data across all booking processes, and order and warehouse management systems. Only when all the data is in one place can we then consider the overall success metrics that are important to both Santova and our clients. This also enables us to gain valuable analytics and insight on both our internal operations and our clients' ordering patterns.

By reducing non-revenue generating tasks through the automation of most administrative tasks, we will be able to focus on further entrenching our client relationships ("client-centricity"), which are driven by innovative trade solutions.

We are also making good inroads into converging separate channels of information into a single, seamless channel, using a central hub to facilitate complex technological communication between devices. Our App is a good example of this as it ensures every aspect of the supply chain is tracked, evaluated, and communicated upon. There is a need to embrace the data revolution and use analytics, Key Performance Indicators ("KPIs"), and Artificial Intelligence ("AI")-powered suggestions to facilitate operational efficiency and exceed customer expectations. This is the holy grail of end-to-end supply chain logistics management.

Tough times, yet we are well poised to grow amidst global challenges

Economic uncertainty, global trade wars and growing international tensions, together with the arrival of the COVID-19 pandemic in late 2019, continue to interrupt global trade and industry with most economists expecting a significant contraction of economies globally.

In response, we have accepted that the business of today is one of continuous, unrelentingly disruptive change. Whilst this change could be viewed as an existential threat, we view it as an unprecedented growth opportunity. To capitalise on this 'new world', by virtue of our entrepreneurial shape, form and size, we adapt and operate under a set of circumstances that are constantly in flux. We achieve this through exceptional client-centricity, innovation and latest technological software packages. Inherent in this process is hands-on leadership and the constant repositioning and development of our workforce.

By remaining committed to this strategy, we will strive to deliver continuous growth in the face of unprecedented challenges facing all businesses today. However, as we have cautioned each year, whilst we are relatively confident of the continued performance of our offshore offices, SA remains an unpredictable operating environment, which is both a concern and a challenge for the future.

We will also continue to focus on building long-term value through strong operating margins, cash flow and profitability. At the same time, within limitations, we will always consider buying our own shares back when the share price is low, whilst simultaneously making strategic acquisitions when attractive pricing and well-structured transactions become available. This will, when possible, be funded by internal cash flows and/or banking facilities.

APPRECIATION

We express our appreciation to all stakeholders, including staff, executive management and fellow Board members for their buy-in and passion to our shared Vision.

We would also like to pay tribute to Mr Anthony Dixon ("Tony") who passed away on 18 December 2019. Tony had served as an Independent Non-Executive Director since 1 December 2010. He was a unique member of the team who brought a wealth of knowledge and experience to the Board along with strong principles and values, and his significant contribution to the Group will be sorely missed.

To our clients, shareholders, suppliers and business associates, thank you for your continued support and for accommodating our strategic initiatives during these testing, yet exciting times. Taking the lead in making bold decisions at the forefront of innovation in the face of such global challenges requires an unwavering belief and trust in one another. Our culture and strong values will continue to hold us in good stead as we further develop our international capabilities.

GROUP FINANCIAL REVIEW

The 2020 financial year offered an encouraging set of results achieved through a globally diverse portfolio of companies, enabled by both organic and acquisitive growth.

The Group's strategy to build a diversified, global business provided a hedge against the general regression of the SA economy and its currency, with offshore earnings contributing 79,5% to total earnings. Profit for the year for the Group increased by 6,4% from R61,1 million in 2019, to R64,9 million in 2020.

KEY HIGHLIGHTS

NET PROFIT INCREASED
6,4%
TO R64,9 MILLION

NAV INCREASED
16,7%
TO R3,66 PER SHARE

DEBT TO EQUITY DECREASED
16,9%
FROM 40,8% TO 23,9%

CAPITAL AND RESERVES INCREASED
12,4%
TO R564,5 MILLION

OFFSHORE EARNINGS INCREASED TO
79,5%

GROUP PROFITABILITY

The Group's basic earnings per share and headline earnings per share both improved by 6,7% during the 2020 financial year from 38,21 cents per share to 40,77 cents, and from 38,21 cents per share to 40,78 cents, respectively.

The increase in earnings was achieved primarily through:

- Organic growth generated from the UK and Europe, whose combined contributions constituted a 21,6% increase in profit from the region's existing operations excluding acquisitions made in 2019 and 2020;
- Growth from acquisitions on a normalised basis collectively constituted R11,7 million, or 22,1% of the 2020 profit. The normalised profit adjusts for the contributions from the SAI Logistics (UK) and ASM Logistics (Singapore) acquisitions which were completed during the 2019 financial year, and the MLG Maritime Logistics ("Maritime") acquisition completed in 2020; and
- The significant growth in offshore earnings increasing from 58,3% in 2019, to 79,5% in 2020, and continued weakening of the Rand against major currencies in which the Group operates.

Including the impact of the acquisitions made in the 2020 financial year, like-for-like revenue increased by 20,9% and was driven by:

- Gross billings increased by 2,9%, resulting from growth in the UK and European regions;
- The overall billings/revenue margin improved from 8,0% to 9,5%, illustrating the growth in offshore billings where customs, VAT and duties are settled directly by clients;
- Other income increased 63,3% from R11,4 million in 2019, to R18,6 million in 2020. This was due to the reclassification of insurance binder commissions from revenue to other income, increased foreign exchange gains, and rental income received from the sublease of administrative offices in Germany;
- The effective tax rate declined from 24,2% in 2019, to 21,1% in 2020, highlighting the impact of the Group's expansion into offshore regions with lower corporate income tax rates than SA; and
- Consistent with the debtors' policy, the business has taken a prudent and cautious view to increase the provision for doubtful debt by R9,3 million in the current year.

  The following primary factors were applied in reviewing the provisions made:

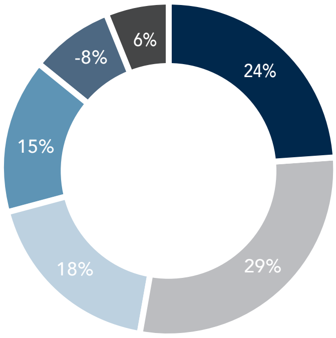
  - Due to the recessionary environment in SA, certain accounts trading beyond their insured limit were provided for; and
  - A conservative view was taken with the unfolding COVID-19 pandemic, which may impact certain debtors included in the 2020 closing balances but only becoming due after year-end.

GROUP FINANCIAL REVIEW continued

GROUP SUMMARISED CONSOLIDATED PROFIT OR LOSS	Including Acquisitions 2020 R'000	2019 R'000	Movement %	Excluding Acquisitions 2020 R'000	Movement %
GROSS BILLINGS	**4 341 750**	4 220 581	2,9	**4 190 170**	(0,7)
Revenue and net interest income	**413 826**	342 234	20,9	**366 171**	7,0
Other income	**18 649**	11 418	63,3	**15 128**	32,5
Depreciation and amortisation	**(24 154)**	(4 191)	476,3	**(18 133)**	332,6
Administrative expenses	**(318 465)**	(263 317)	20,9	**(287 895)**	9,3
Operating profit	**89 856**	86 144	4,3	**75 271**	(12,6)
Finance income	**226**	202	11,8	**208**	2,7
Finance costs	**(7 666)**	(5 726)	33,9	**(7 041)**	23,0
Profit before tax	**82 416**	80 620	2,2	**68 438**	(15,1)
Income tax expense	**(17 424)**	(19 506)	(10,7)	**(15 197)**	(22,1)
Profit for the year	**64 992**	61 114	6,35	**53 240**	(12,9)
Attributable to:					
Owners of the company	**65 022**	61 094	6,4	**53 270**	(12,8)
Non-controlling interests	**(30)**	20	(253,3)	**(30)**	(253,3)
Other comprehensive income for the year					
Exchange rate differences arising from translation of foreign operations	**22 275**	33 975	(34,4)	**22 275**	(34,4)
Net actuarial loss on remeasurement of post-retirement medical aid benefit liability	**(53)**	(7)	(657,1)	**(53)**	(657,1)
Total comprehensive income net of tax	**87 214**	95 082	(8,3)	**75 515**	(20,6)
Key ratios:					
- Billings/revenue margin	**9,5%**	8,1%	1,4	**8,7%**	0,6
- Operating margin	**21,7%**	25,2%	(3,5)	**20,6%**	(4,6)
- Effective tax rate	**21,1%**	24,2%	(3,1)	**22,2%**	(2,0)
- Interest cover (times)	**12,1**	15,6	(22,5)	**11,0**	(29,4)
- Basic earnings per share (cents)	**40,77**	38,21	6,7	**33,40**	(12,6)
- Headline earnings per share (cents)	**40,78**	38,21	6,7	**33,40**	(12,6)
- Dividends per share (cents)	**-**	7,50	(100,0)		
- Dividend cover (times)	**-**	5,1	(100,0)		
- Return on equity	**12.2%**	13.3%	(1.1)		
- Percentage offshore earnings	**79,5%**	58,3%	21,2		
Average exchange rates:					
- USD/ZAR	**14,58**	13,53	7,8		
- GBP/ZAR	**18,63**	17,82	4,5		
- EUR/ZAR	**16,23**	15,76	3,0		
- USD/GBP	**1,28**	1,31	(2,4)		

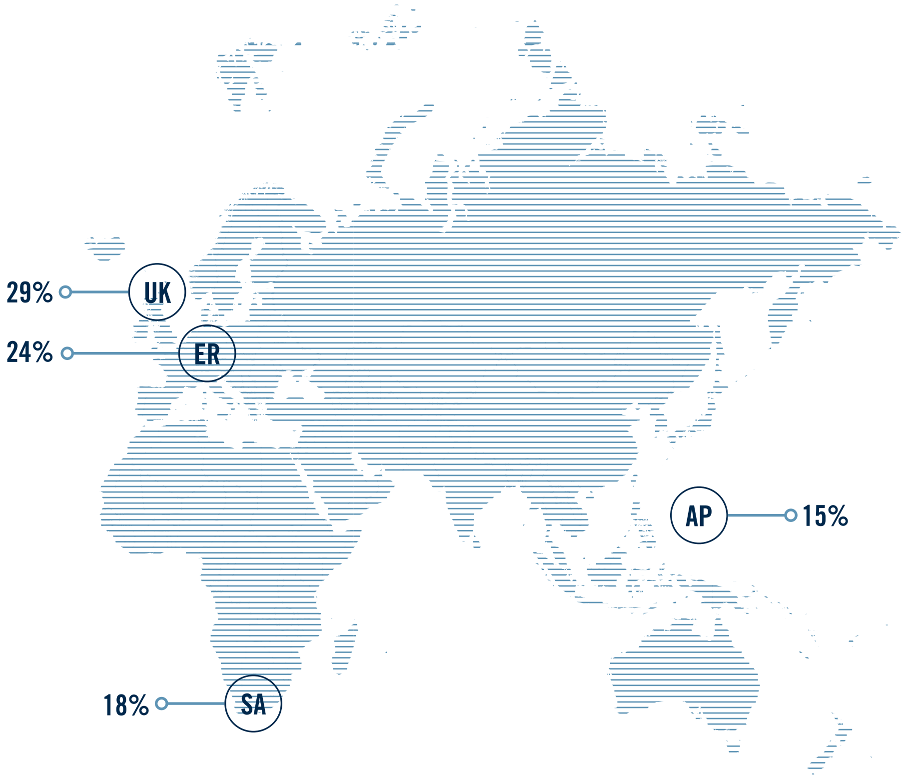
REGIONAL PERFORMANCE

On a regional basis, the following key financial highlights relating to the material regions are noted:



2020 PROFIT BY SEGMENT

- United Kingdom (UK)
- European Region (ER)
- South Africa (SA)
- Asia Pacific (AP)
- Group Office
- Financial Services



GEOGRAPHICAL SEGMENTS	LOGISTICS SERVICES				
	Africa R'000	Asia Pacific R'000	United Kingdom R'000	European Region R'000	TOTAL R'000
29 FEBRUARY 2020					
Gross billings	**2 383 897**	**334 286**	**928 214**	**687 205**	**4 333 602**
Percentage movement	*(5,0)%*	*30,9%*	*17,3%*	*5,0%*	*2,9%*
Revenue after net interest income	**139 934**	**47 918**	**121 148**	**102 863**	**411 863**
Percentage movement	*(1,1)%*	*35,1%*	*47,7%*	*38,7%*	*23,6%*
Operating profit	**21 353**	**13 842**	**25 928**	**23 146**	**84 269**
Percentage movement	*(40,3)%*	*4,2%*	*101,8%*	*21,1%*	*4,0%*
Net profit	**14 094**	**11 337**	**22 031**	**18 798**	**66 260**
Percentage movement	*(46,7)%*	*2,3%*	*116,0%*	*29,3%*	*6,4%*
Total assets	**518 886**	**94 506**	**260 851**	**171 033**	**1 045 276**
Percentage movement	*(2,8)%*	*28,7%*	*8,8%*	*83,5%*	*11,2%*
Total liabilities	**308 115**	**46 152**	**153 737**	**121 590**	**629 594**
Percentage movement	*(9,6)%*	*76,0%*	*13,7%*	*111,6%*	*12,5%*
Key ratios:					
Revenue/billings margin	**5,9%**	**14,3%**	**13,1%**	**15,0%**	**9,5%**
Percentage movement	*0,2%*	*0,4%*	*2,7%*	*3,6%*	*1,6%*

GROUP FINANCIAL REVIEW continued

UNITED KINGDOM

The UK delivered a total profit after tax increase of 116,0% from 2019, with the organic increase in profit from existing operations being 66,3%. This was achieved through the following:

- The optimisation of various sales functions and a drive to put on new clients; and
- The consolidation of three business units in 2019 and a further restructure in the current year benefiting through the associated cost reduction and increased operating margins.

EUROPEAN REGION

The European unit continued its strong performance, with the Netherlands replacing some key accounts lost in 2019, growing revenue by 12,6%.

SOUTH AFRICA

SA operations saw a deterioration in net profit of 44% from R26,8 million in 2019, to R15,1 million in 2020 due to subdued economic growth, lower consumer spending and lower levels of business confidence generally. The reduction in trade and shipment volumes resulted in a 5,6% decrease in revenue from 2019. Overheads increased marginally by 0,3% from 2019, with cost savings through a restructure in the latter half of the 2020 financial year offsetting inflationary increases.

ASIA PACIFIC

The AP region achieved a moderate 2,3% growth in profit from the prior year with the underlying business units continuing to deliver small, yet consistent results.

The acquisition of ASM Logistics (Singapore) in 2019, representing the Southeast Asia operations, has offered pleasing organic growth with net profit increasing by 129,8% in 2020 through both securing new clients, and the synergies achieved through Santova's global offices.

Hong Kong was down in earnings from 2019 due to its reliance on trade with SA, resulting in a decrease aligned to the impact seen in SA.

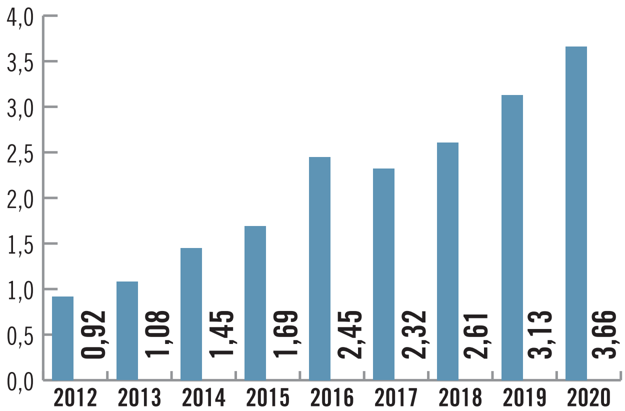
With the Australian economy stagnating in 2020, the business unit also experienced subdued performance.

FINANCIAL POSITION

The Group's balance sheet remains healthy, continuing its growth in capital and reserves. The overall financial position was primarily impacted by three factors during the year:

- The acquisition and consolidation of Maritime, which resulted in an increase across most balance sheet values, resulting from the take on of 'at acquisition' balances and the debt and financial liabilities related to the financing of these transactions;
- The weakening of the SA Rand exchange rate at the reporting date against the Pound Sterling by 7,7% and the Euro by 8,1%, both of which caused significant currency translation gains and an increase across most balance sheet values; and
- The continued profitability of the Group, which saw total capital and reserves increase by 12,4% to R564,5 million, and the total assets increase by 12,8% to R1,17 billion.

NET ASSET VALUE PER SHARE



Specific balance sheet movements and financial ratios:

- Intangible assets increased by 17,3% to R297,2 million in 2020 due to:
  - Foreign currency gains on the revaluation of goodwill of R14,5 million; and
  - R24,4 million in goodwill was recognised from the acquisition of Maritime.
- The application of IFRS 16 resulted in the Group recognising a right-of-use ("ROU") asset category of R51,7 million;
- Total interest-bearing borrowings increased by 4,7% to R51,3 million in 2020. This was due to an additional €740 000 one-year renewable term loan for the acquisition of Maritime, and a combined R14,6 million repayment of the term loans relating to the acquisition of SAI Logistics and Tradeway (Shipping);
- The debt to equity ratio decreased from 40,8% to 23,9% in 2020, due primarily to the increase in total capital and reserves;
- Total short and long-term financial liabilities increased by 3,2% to R36,3 million in 2020, as a result of the two-year deferred purchase considerations relating to the acquisition of Maritime, which is subject to minimum profit warranty conditions; and
- The net asset value per share increased by 16,7% from R3,13 to R3,66 in 2020.

SHARE BUY BACK

Following the shareholders' approval at the last AGM ("AGM"), the Group repurchased 5 931 830 of its own shares during the 2020 financial year at an average price of R2,08 per share. The Group will continue to be opportunistic and look to repurchase its own shares at the right price.

GROUP SUMMARISED CONSOLIDATED STATEMENT OF FINANCIAL POSITION	2020 R'000	2019 R'000	Movement %
ASSETS			
Non-current assets	**398 359**	294 780	35,1
Property, plant and equipment	**28 573**	27 638	3,4
Right-of-use assets	**51 684**	-	100
Intangible assets	**297 176**	253 344	17,3
Financial assets at fair value through profit or loss	**9 158**	7 574	20,9
Deferred tax	**11 768**	6 224	89,1
Current assets	**771 822**	742 197	4,0
Trade receivables	**581 421**	607 663	(4,3)
Other receivables	**55 522**	43 935	26,4
Current tax assets	**335**	735	(54,4)
Financial assets at fair value through profit or loss	**142**	63	125,4
Cash and cash equivalents	**134 402**	89 801	49,7
Total assets	**1 170 181**	1 036 977	12,8
EQUITY AND LIABILITIES			
Capital and reserves	**564 533**	502 257	12,4
Non-current liabilities	**67 195**	53 958	24,5
Interest-bearing borrowings	**17 170**	30 379	(43,5)
Employee benefit obligation	**1 096**	1 158	(5,4)
Financial liabilities	**16 390**	21 982	(25,4)
Lease liabilities	**31 965**	-	100
Deferred tax	**574**	439	30,7
Current liabilities	**538 453**	480 762	12,0
Trade and other payables	**208 942**	187 850	11,2
Current tax liabilities	**6 290**	3 366	86,9
Interest-bearing borrowings	**34 081**	18 561	83,6
Amounts owing to related parties	**294**	261	12,6
Financial liabilities	**19 910**	13 200	50,8
Lease liabilities	**22 269**	-	100
Overdraft and bank facilities	**218 103**	245 559	(11,2)
Employee benefit obligations	**28 564**	11 965	138,7
Total equity and liabilities	**1 170 181**	1 036 977	12,8
Key ratios:			
- Debtor days	**48,9**	52,6	(3,7)
- Creditor days	**18,9**	17,5	1,4
- Debt to equity ratio	**23,9%**	40,8%	(16,9)
- NAV per share	**3,66**	3,13	16,7
- Tangible NAV per share	**1,73**	1,55	11,5
- Current ratio	**2,0**	2,8	(0,8)
- Number of shares in issue net of treasury shares	**154 432 489**	160 364 319	
Closing exchange rates:			
- GBP/ZAR	**20,02**	18,59	7,7
- EUR/ZAR	**17,22**	15,93	8,1
- GBP/USD	**1,28**	1,33	(3,8)
Credit ratios:			
Credit loss allowance on trade receivables at year-end			
- Total amount	**12 093**	2 800	331,9
- Percentage of trade receivables	**2,08%**	0,48%	1,6
Trade receivables written off during the year			
- Total amount (net of recoveries)	**2 381**	2 156	10,4
- Percentage of trade receivables	**0,41%**	0,37%	0,04
Ageing of trade receivables			
- Total amount >60 days past terms	**19 716**	8 605	129,1
- Percentage >60 days past terms	**3,39%**	1,48%	1,9

GROUP FINANCIAL REVIEW continued

Consistent with the Group's non-asset based operating model, its core asset remains trade receivables, which account for 49,7% of total Group assets.

As a result, the credit management of trade receivables remains a core focus of the Group:

- The credit quality of the trade receivables book remains sound with debtors' days improving by 3,6 to 48,9 days in 2020.

CASH-ON-HAND AND CASH FLOWS

The Group continues to generate positive cash flows with a net increase in cash and cash reserves of R44,6 million, from R89,8 million in 2019, to R134,4 million in 2020.

Cash generated from operations increased by R85,5 million, from R47,8 million in 2019, to R133,2 million in 2020, with the following key movements in working capital noted:

- The R21,1 million payment of lease liability disclosed under financing activities in line with IFRS 16 requirements, with the associated depreciation charge included in cash generated from operations;
- A R10,0 million inflow from the increase in trade and other payables; and
- A R10,0 million inflow from trade receivables, due primarily to the 3,6 day improvement in debtors' days from 2020.

Working capital in the Group remains highly sensitive to changes in trade receivables given the proportionately high value of debtors, specifically within the context of SA, which includes customs VAT and duties being paid on behalf of clients.

When a debtor settles early or late over the year-end close, this has a material knock-on effect, which materially increases or decreases the reported cash generated.

Significant cash flow items:

- The R14,0 million settlement of acquired contingent purchase consideration relates to the final warranty payments to the sellers of ASM Logistics amounting to R2,8 million, and the first warranty payment to the sellers of SAI Logistics amounting to R11,2 million;
- The ongoing quarterly capital repayment of the R60,0 million medium-term loan initiated in 2015 to finance Tradeway (Shipping) and the subsequent acquisition of SAI Logistics, totalled R14,6 million during the year; and
- The net cash flow outflow resulting from the acquisition and payment for Maritime of R13,2 million.

GROUP FINANCIAL REVIEW continued

GROUP SUMMARISED CONSOLIDATED CASH FLOW	2020 R'000	2019 R'000	Movement %
OPERATING ACTIVITIES			
Cash generated from operations	**133 210**	47 755	178,9
Finance income	**226**	202	11,9
Finance costs	**(4 535)**	(5 726)	(20,8)
Taxation paid	**(19 682)**	(22 021)	(10,6)
Net cash flows from operating activities	**109 219**	20 210	440,4
INVESTING ACTIVITIES			
Plant, equipment and intangible assets acquired	**(8 456)**	(5 729)	47,6
Proceeds on disposals of plant and equipment and intangible assets	**83**	483	(82,8)
Proceeds from sale of investment portfolio	**6 882**	-	100
Net cash flows on acquistion of subsidiaries	**(13 260)**	(23 889)	(44,5)
Settlement of acquired contingent purchase consideration	**(14 001)**	(17 380)	(19,4)
Net cash flows used in investing activities	**(28 752)**	(46 515)	(38,2)
FINANCING ACTIVITIES			
Proceeds from interest-bearing borrowings	**12 745**	23 780	(46,4)
Repayment of interest-bearing borrowings	**(10 636)**	(12 690)	16,2
Payment of lease liabilities	**(21 144)**	-	(100,0)
Issue of shares	**-**	737	(100,0)
Treasury shares acquired	**(12 452)**	-	(100,0)
Increase in amounts owing to related parties	**33**	41	(19,5)
Dividend paid	**(11 952)**	(11 202)	6,7
Net cash flows (used in)/from financing activities	**(43 406)**	666	(6617,4)
Net increase /(decrease) in cash and cash equivalents	**37 061**	(25 639)	244,5
Effect of movement in exchange rates on cash held	**7 540**	7 069	6,7
Cash and cash equivalents at beginning of year	**89 801**	108 371	(17,1)
Cash and cash equivalents at end of year	**134 402**	89 801	49,7
Total cash on hand:	**100%**	100%	
- South Africa	**8%**	16%	(8)
- Offshore	**92%**	84%	8
Total funding facilities available	**484 931**	480 364	1,0
Total unutilised funding facilities	**215 577**	185 873	16,0

SUBSEQUENT EVENTS

The COVID-19 pandemic has severely affected global supply chains and is expected to impact, in varying degrees, each of the regions and the underlying businesses in which the Group operates. While it is too early to quantify the full extent to which the pandemic will impact the Group's profitability, the business will endeavour to keep shareholders updated through trading statements when credible and material information becomes available.

WHO GOVERNS US

INDEPENDENT NON-EXECUTIVE DIRECTORS

WARWICK LOMBARD (64)
CA (SA)
Chairman
Appointed: 5 June 2008
Committees: A&RC, SEC, Chairman NC, RC

Warwick qualified as an SA Chartered Accountant ("CA") in 1988. He completed his articles with Kessel Feinstein and moved into the commercial environment in 1987. Over the last thirty years he has served on various boards of both listed and unlisted companies as Financial Director in the construction, mining and technology sectors. He is currently the Group Financial Director of a privately held industrial holding group.

EDWARD (TED) GARNER (80)
CA (SA), MBL (UNISA), MSIA (Carnegie Mellon, USA)
Appointed: 5 June 2008
Committees: A&RC, SEC, NC, Chairman RC

Ted is a CA with a Masters of Business Administration ("MBA"). Most of his working career has been in the Tongaat Sugar company/Tongaat Hulett group, which he joined in 1967. He was appointed Financial Director of the Tongaat Hulett group in 1978 and in addition was Executive Chairman of various operating divisions of the group and Vice-Chairman of Triangle Sugar Corporation in Zimbabwe. Since his retirement from the Tongaat Hulett group in 2000, Ted has focused on various directorships and his business consultancy.

ERNEST NGUBO (55)
Pr Eng, BSc Eng Elec (Natal), NHD Eng Elec (DUT), Financial Management Diploma
Appointed: 25 February 2014
Committees: Chairman SEC, A&RC, NC, RC

Ernest is a founding member and a shareholder in Igoda Projects, of which he has been the Chief Executive Officer ("CEO") since 2004. His career began as an apprentice electrician in 1984, working his way up through Technikon and later University studies. His engineering experience spans over various companies including Unilever, WSP and Transnet. Ernest has also practised as a consulting engineer for more than 15 years, specialising in industrial, commercial buildings and government infrastructural projects. He is a co-founder of the National Society of Black Engineers ("NSBE") and a former member of the regional committee of the Black Management Forum ("BMF"). He has served on various boards of private companies for more than ten years including Fluor Igoda (Pty) Ltd (Chairman) and Electrowave (Pty) Ltd.

EXECUTIVE DIRECTORS

GLEN GERBER (57)
BA (Hons), MBA
Chief Executive Officer
Appointed: 1 February 2003
Committees: EXCO, RMC

Glen attained a Bachelor of Arts ("BA") Honours ("Hons") degree from Rhodes University in 1984 and, following completion of his compulsory national service, he then joined Integrated Business Information Systems (Pty) Ltd as a research and design manager (statistics and research methodology). On completing his MBA at the University of Pretoria, Glen made a strategic career change and joined Investec Group Ltd where he headed both the Northern Transvaal and later the KwaZulu-Natal ("KZN") operations for a continuous period of twelve years, going on to be appointed Divisional Director of Investec Private Bank in 1995. Upon his resignation from Investec Private Bank in 2002, Glen joined Santova and has been instrumental in the development of the Group over the last seventeen years as CEO.

ROBIN HERSELMAN (37)
CA (SA)
Group Financial Director
Appointed: 1 November 2019
Committees: EXCO, IT, RMC, HSC

Robin obtained his Bachelor of Commerce ("BCom") with Hons in Accounting Sciences while running a construction contracting business which he founded. Upon completion of his degree, Robin joined BDO where he completed his articles and qualified as a CA. Following the completion of his articles in 2011, he took a strategic decision to move to Ernst & Young in a business advisory capacity where he advised various multinational organisations on IT, control and business optimisation projects. In 2013 Robin joined International Facilities Services ("IFS"), where he served as the Group Financial Officer ("CFO"). IFS is a private equity-backed mining services group with subsidiaries operating throughout Sub-Saharan Africa. Robin was appointed Group Financial Director at Santova in November 2019.

WHO GOVERNS US continued

ANTHONY (LANCE) VAN ZYL (46)
Appointed: 22 February 2011
Committees: EXCO

Lance started his freight career in 1993 as a consolidator with a medium-sized company specialising in import and export consolidations. He received 'in-house' training and worked through all the divisions, culminating in a managerial position. In 2001 he left the organisation to join Aviocean as General Manager and six months later, bought out his partner to acquire 100% of the business. Lance sold his interest in Aviocean to Santova in March 2010 and as a result, Lance was appointed a Director of Santova in February 2011.

COMPANY SECRETARY

JENNIFER LUPTON (78)
FCIS, M Inst. D
Appointed: 8 May 2003

Jenny is a Fellow Member of Chartered Secretaries Southern Africa and a Member of the Institute of Directors with many years' experience in the field of company secretarial practice and corporate governance. Having begun her career in Rhodesia in the early 1970's working for an investment banking organisation, where she gained experience in all aspects of company secretarial work in a wide variety of industries, she emigrated to SA in 1975 and continued as Company Secretary of various similar organisations and gained listed company experience. In 1994 she moved to KZN, eventually starting her own company, Highway Corporate Services (Pty) Ltd ("Highway"), in 2002. Highway provides outsourced company secretarial and corporate governance services to listed and unlisted companies. It also provides work experience and mentoring for aspiring Company Secretaries and mentoring for emerging businesses seeking to become corporates.

PRESCRIBED OFFICERS

ANDREW LEWIS (41)
BCom, LLB, ACIS, CGC ₠-SA
Group Legal Advisor
Appointed member of EXCO: 25 January 2013
Committees: SEC, EXCO, Chairman RMC, Chairman CM, Chairman HSC

Andrew completed his BCom and Bachelor of Laws ("LLB") degrees at the University of Natal and thereafter he served his articles at Deneys Reitz Incorporated (now trading in SA as Norton Rose Fulbright). During his articles he gained experience in maritime, commercial litigation and labour law and on completion was admitted as an attorney. He left Deneys Reitz to join the Santova Group in early 2005 where he has served as Group Legal Adviser for the past fifteen years. In addition to his role as Group Legal Advisor, he serves as a Director on certain of the Group subsidiary boards, chairs the Risk Management Committee and National Customs Committee, and is a member of the Social and Ethics Committee and Group Health and Safety Committee. Andrew was appointed a member of the Group Exco in January 2013. Andrew is an Associate of the Institute of Chartered Secretaries (SA) and a Corporate General Counsel (SA) having been certified by the Corporate Counsel Association of SA.

GERRIT FOURIE (41)
EMLog (ELA), BTech. IE (TUT)
Divisional Executive: Santova International Trade Solutions
Appointed member of Group EXCO: 22 February 2017
Committees: EXCO, Chairman IT

Gerrit obtained his BTech degree in Industrial Engineering before joining Comparex (now BCX) in a solutions development role. His career spans various full-time and solution advisory roles within the automotive manufacturing, local distribution, fast-moving consumer goods and international logistics sectors for local and multinational organisations. Gerrit is certified through the European Logistics Association as a Master Logistician ("EMLog"). He joined Santova in 2013 to lead the Supply Chain Solutions team and was subsequently appointed to Group Exco in 2017.

COMMITTEE KEY:

A&RC – Audit and Risk Committee
SEC – Social and Ethics Committee
NC – Nominations Committee
RC – Remuneration Committee
EXCO – Group Executive Committee
RMC – Risk Management Committee
IT – IT Risk Management Committee
CM – National Customs Committee
HSC – Group Health and Safety Committee

GOVERNANCE REVIEW

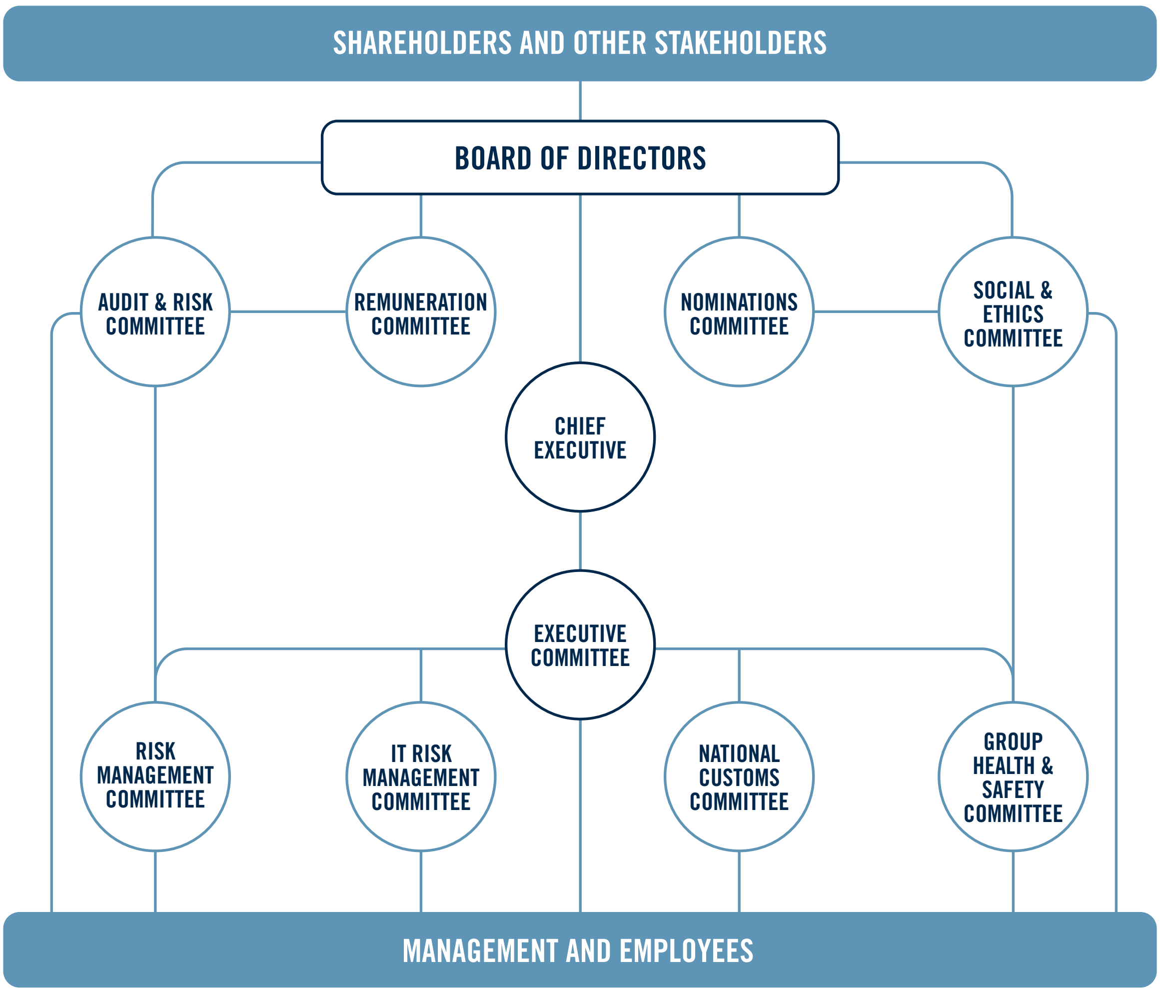
The King IV™ report on governance for SA defines corporate governance as the exercise of ethical and effective leadership by the governing body towards the achievement of the following governance outcomes:

- Ethical culture;
- Good performance;
- Effective control; and
- Legitimacy.

The growth and expansion in the Group as a whole in recent years, as well as the narrative set out in this AIR, bear witness to the effectiveness of the leadership in the organisation in achieving the outcomes listed above.

The Group is fully committed to the promotion of good corporate governance and the application of the Code of Governance Principles set out in the various King Codes. Our governance policies and practices are informed by local and international best practice and most importantly, are underpinned by the culture and values of the Group. Every effort is made on a continuous basis to institute 'best practice' wherever possible to ensure that all aspects of the Group's activities are conducted in accordance with the principles of integrity, accountability, fairness and transparency, as the fundamentals that safeguard the Group's assets and protect value for all stakeholders, as well as our shareholders.

GROUP GOVERNANCE FRAMEWORK



GOVERNANCE REVIEW continued

ETHICS AND COMPLIANCE

Ethics

The Group's vision and purpose as set out on page 7 and its culture and values as set out on page 12 of this AIR, form the foundation of the business and set the moral and ethical tone of the Group. There is an ongoing drive to ensure that each member of the global Group commits to the vision and purpose of the Group and also embraces and lives the Group culture and values. With this in view, annual strategy meetings are held either in SA or in Europe, which are attended by the business unit leaders from the Group's local and foreign operating subsidiaries, to strengthen relationships, communication and cohesion within the Group. These meetings focus on operational co-operation between Group entities and the development of strategies to build on the synergies between them.

Whistle Blowing

The Company has a Whistle Blowing Policy and a Whistle Blowing Inbox, details of which may be found on the Group's website www.santova.com and on the footer of every email emanating from the Group. All emails sent to this inbox are received by the Board Chairman and the Company Secretary. No incidents of fraud were reported during the year under review.

Compliance

The Board receives assurance on the Group's compliance with applicable legislation, regulations, codes and standards via reports from the Chairmen of Board Committees and compliance is a regular item on the agenda of each of these Board Committee meetings. A full legal and risk report is presented by the Group Legal Advisor at each Audit and Risk Committee meeting.

The Board has satisfied itself that during the period under review the Group has, in all material respects, complied with the Listing Requirements of the JSE, the Companies Act and all other applicable legislation and regulations.

Application of King IV™

The Company continued on its journey to implement the principles and practices of King IV™ in its 2020 financial year.

THE BOARD OF DIRECTORS

The Board is the custodian of corporate governance within the Group and its objective is to ensure responsible leadership in a manner that balances the needs of all stakeholders and aims to retain full and effective control of the Group and to give strategic direction to management. The deliberations of the Board are guided by a Board Charter and supported by a Delegation of Authority, both of which are reviewed annually. The Delegation of Authority sets out the delegation of matters by the Board to its committees and the Group Executive Committee. A number of governance policies provide context for execution in terms of the Delegation of Authority.

The responsibilities of the Board include the following:

COMPLIANCE	with all applicable laws, regulations and codes of business practice
ESTABLISHING	the strategic objectives of the Group
DETERMINING	investment and capital allocation criteria
ACCOUNTING	for the performance, proper management and ethical behaviour of the Group
DEFINING	levels of materiality, reserving specific powers to itself and delegating other matters to executive management in terms of a limits of authority framework
MONITORING	the management of key strategic and operational risk issues and performance areas and identifying key non-financial issues relevant to the Group
REVIEWING	the performance of the various Board committees established to assist in the discharge of its duties

For the year under review the Board fulfilled its responsibilities in compliance with its Charter. The Charter is available on the Group's website www.santova.com.

COMPOSITION

The following changes took place to the Board during the 2020 financial year:

1. DC Edley resigned as Group Financial Director on 30 September 2019 to pursue a career overseas.
2. RM Herselman was appointed Group Financial Director on 1 November 2019.
3. AD Dixon passed away on 18 December 2019.

Brief biographical details of each of the current directors are set out on pages 27 and 28 of this AIR under the heading "Who Governs Us".

COMPOSITION	
	Unitary Board of six directors
	All non-executive directors are independent
	Extensive financial, corporate governance and business experience, balanced with entrepreneurial flair
	Size of the Board is considered appropriate to the present size of the Group
	Adopted a Division of Responsibilities Policy that ensures a clear division of responsibilities and a balance of power and authority
	Chairman and Chief Executive Officer roles are separated and their responsibilities clearly defined
	The Chairman is an independent non-executive director

APPOINTMENTS

The Board has adopted a formally documented policy detailing procedures for appointments to the Board and all appointments are formal and transparent and a matter for the Board as a whole but assisted by the Nominations Committee when required.

In terms of the Company's Board Charter:

- Non-executive directors who have served for more than 9 years on the Board retire annually;
- If eligible and available, they are considered for re-appointment by the shareholders at the AGM; and
- Non-executive directors appointed during the course of the year to fill casual vacancies retire at the following AGM to provide shareholders with the opportunity to confirm their appointment.

There were no new appointments of non-executive directors during the year under review.

COMPOSITION			1	2	3	4
Independant Non-Executive Directors	3	50%				
Executive Directors	3	50%				
HDSA Directors	1	16,66%				
AGE						
> 60 years	2					
50 - 60 years	2					
40 - 50 years	1					
30 - 40 years	1					
TENURE						
>10 years	3					
5 - 10 years	2					
0 - 5 years	1					

GOVERNANCE REVIEW continued

DIVERSITY POLICY

The Board has adopted a formal policy for diversity to promote diversity at Board level and within the Group subsidiaries. In terms of this policy the Board recognised the benefits of a truly diverse Board and as a result the policy addresses diversity across the following areas: skills, gender, regional and industry experience, background, race, and other distinctions. The appointment of a non-executive director to fill the vacancy created by the death of the late Tony Dixon will be made with the principles of the policy in mind.

BOARD AND COMMITTEE EVALUATION

Due to the changes that occurred to the Board during the 2020 financial year, no evaluation process of the Board and its Committees was instituted and will not be instituted in the 2021 financial year until a new appointment has been made and the Board and Committees have settled down again.

Conflict of Interest

Directors are obliged to disclose at every Board meeting, any potential conflicts of interest, direct or indirect, that may arise. These are appropriately managed and are recorded in the minutes. In addition, a general disclosure of their interests in the form of shareholdings, directorships and other appointments are made annually and updated when changes take place.

Dealing in Securities

The Board has adopted formal policies governing the dissemination of price-sensitive information to third parties and for dealing in the Group's equity securities. Directors and senior management of the Group who have access to unpublished and price-sensitive information are prohibited from dealing in shares of the Group during closed or prohibited periods and are required to always seek permission from the Chairman of the Board prior to any dealing.

BOARD COMMITTEES

The Board Committees each have clear terms of references set out in their Charters delineating their scope of authority and specific responsibilities. The Charters are reviewed annually to ensure that they are current and relevant.

The Audit and Risk Committee and the Social and Ethics Committee have taken on their respective functions for all of the SA subsidiaries to deal with the matters required to be dealt with iin terms of the Companies Act, the JSE Listings Requirements, and King IV™ on behalf of those subsidiaries.

The CEO is a permanent invitee to all formal Committee meetings and the Group Financial Director attends Audit and Risk Committee meetings. The Group Secretary is the secretary of all the formal Board Committees. In the interests of broadening Board members' knowledge of the Company, all directors who are not members of the formal Committee are invited to attend all Committee meetings.

AUDIT AND RISK COMMITTEE

A full Audit and Risk Committee Report, which addresses the role, responsibilities and activities of the Committee in terms of its statutory duties, as well as its role in the oversight and the management of risk across all entities in the Group, both locally and internationally, may be found on pages 3 to 5 of the AFS and on the Group's website, www.santova.com.

A table setting out membership of the Board and its Committees and attendance at meetings by Committee members during the year is set out below:

ATTENDANCE AT BOARD AND COMMITTEE MEETINGS

		Board	Audit & Risk	Nominations	Remunerations	Social & Ethics
Independent Non-Executive Directors						
WA Lombard	Board/Nominations Committee Chair	4/4	4/4	1/1	2/2	2/2
ESC Garner	Audit & Risk Committee Chair, Remco Chair	4/4	4/4	1/1	2/2	2/2
AD Dixon[1]	Audit & Risk Committee Chair	3/3	3/3	-	1/1	2/2
EM Ngubo[2]	Social & Ethics Committee Chair	4/4	1/1	1/1	1/1	2/2
Executive Directors						
GH Gerber	Group Chief Executive Officer	4/4	4/4	1/1	2/2	2/2
DC Edley[3]	Group Financial Director	2/2	2/2	-	-	-
RH Herselman[4]	Group Financial Director	1/1	1/1	-	-	-
AL van Zyl		4/4	-	-	-	-
Prescribed Officer						
AKG Lewis	Group Legal Advisor	-	-	-	-	2/2

[1] Deceased 18 December 2019; [2] Appointed a member of the Audit & Risk Committee and the Nominations Committee on 28 February 2020 to fill the vacancy created by the passing of the late AD Dixon; [3] Resigned 30 September 2019; [4] Appointed 1 November 2019

RISK MANAGEMENT COMMITTEE

A full commentary on how risk is managed in the Group and the role of the Risk Management Committee, may be found on pages 35 and 39 of this report.

The IT Risk Management Committee was re-constituted during the year under the chairmanship of GP Fourie, a member of the Executive Committee with responsibility for IT, and the committee has been very active in the financial year under review. The Committee Chairman presents a report to the Audit and Risk Committee at each meeting of that Committee.

The Group's IT strategy is fully aligned to the Group's business strategy. As a non-asset based supply chain consulting business, the IT strategy follows a Cloud-based outsourced model so as to minimise IT risks and to gain the benefit of appropriate external expertise.

The Group's IT Risk Management Committee has the day-to-day responsibility for overseeing the implementation of IT strategy and governance in all regions. The IT Risk Management Committee met four times during the past financial year and reports directly to the Audit and Risk Committee. The Committee is chaired by the Group Supply Chain Executive and is made up of senior management with the requisite IT knowledge and experience.

The key IT challenges that the Group is currently faced with are the risk of disruptive technologies in the industry and commoditisation of services and information, as well as cyber security. The following key initiatives were undertaken during the year:

- Robin Herselman (Group Financial Director) was appointed to the Committee in November 2019; Robin's technology background bolsters the commercial and governance capability of the Committee;
- The Santova App was successfully deployed globally, enhancing the Group's technological footprint;
- SA was successfully migrated to Cargowise, the Group standardised Enterprise Resource Planning ("ERP") system;
- Additional migration to the Microsoft Azure Platform as a Service ("PaaS") and Software as a Service ("SaaS") further reduced internal infrastructure vulnerability, as well as migrating infrastructure spend from a fixed to a variable cost; and
- Various process automation projects were completed making use of Robotic Process Automation resulting in improved operational and information accuracy.

During the 2021 financial year, the key focus areas of the Committee will be:

- Deploying a structured Application Programming Interface ("API") environment to accelerate and standardise integration projects;
- Continuation of the Cloud migration to remove all key dependencies on internal infrastructure;
- Continuation of Process Automation to support Governance and process integrity initiatives;
- Deployment of the centralised Business Intelligence platform for Operational and Financial metrics; and
- Continued optimisation and refinement of data and hardware security protocols.

NOMINATIONS COMMITTEE

The Committee meets once a year. Additional meetings may be held on an ad hoc basis if the need arises. One meeting was held during the year under review, which all three members attended. During the year the committee:

- Has undertaken the task of finding a suitable candidate to fill the vacancy left by the passing of the late AD Dixon.
- Appointed EM Ngubo a member of the Committee to fill the vacancy created by the passing of AD Dixon;
- Reviewed the Charter and an Annual Work Plan;
- Reviewed the succession plan for executive directors and senior positions in the Group;
- Confirmed the independence of the non-executive directors through a documented assessment;
- Established the percentage increase for non-executive directors' fees to become effective following the AGM, subject to the approval of shareholders; and
- Reviewed the Diversity Policy.

REMUNERATION COMMITTEE

The Committee held two meetings during the year under review and focused on the following key activities:

- Reviewed the Charter and the Annual Work Plan;
- Set the overall parameters for salary increases and bonuses;
- Approved the remuneration of senior executives and determined the remuneration of executive directors; and
- Approved performance bonuses for senior employees in the Group for exceptional performance.

The Group's Remuneration Policy is fully explained in the "How We Remunerate" report on pages 42 to 47.

The Group has an extremely active and efficient Group Human Resources ("HR") team who, together with the Business Unit Leaders, look after the issues of human resource management in terms of social transformation, moral and social responsibility.

The Group has active training programmes to enhance the skills of all its employees both locally and internationally and train them in the Group's business. For more detail on the Group's HR practices and procedures please refer to the Social and Environmental Report, which is available on the Group's website at www.santova.com.

GOVERNANCE REVIEW continued

SOCIAL AND ETHICS COMMITTEE

The Group Legal Advisor has compiled a compliance register for the Social and Ethics Committee based on a detailed analysis of each of the matters listed in Regulation 43(5)(b) of the Companies Regulations, 2011 and the Committee interrogates each of the items on an ongoing basis for their relevance to the Group and to assess the Group's level of compliance in relation thereto.

The full Report of the Social and Ethics Committee may be found on pages 6 and 7 of the AFS and on the Group's website at www.santova.com.

GROUP SECRETARY

Brief biographical details of the Group Secretary are set out on page 28 of this AIR. The independence, effectiveness, qualifications and experience of the Group Secretary are reviewed annually by the Board and the Board has satisfied itself that the Group Secretary is independent and competent and has the necessary qualifications and experience required to fulfill the role and the responsibilities placed upon a Group Secretary by the Companies Act, the JSE Listings Requirements and King IV™.

JSE SPONSOR

River Group have been the sponsor to the Group since it listed in 2002 and is consulted on a regular basis on matters concerning the JSE Listings Requirements.

HOW WE MANAGE RISK

Disciplined and proactive risk management is an integral part of effective corporate governance. To achieve this, a structured and continuous process of identifying and resolving risks is used to help mitigate the effects of risks on organisations.

Santova's Risk Management Objectives guide the Group to proactively calculate uncertainties and predict their effect on business to reduce both the possibility of a risk occurring and its impact. Santova's Risk Management Process encompasses the identification, analysis, and response to risk with the assistance of the Risk Management Tools.

Within the ambit of the goals set out in King IV™, Santova has set its Risk Management Objectives and manages its risks using the Risk Management Process and Risk Management Tools as explained further in this report.

CREATE	an awareness and understanding of risk.
	a culture of risk management accountability at all levels within the organisation.
IDENTIFY	risks completely and capture these risks in Santova's Risk Register.
	Santova's risk tolerance, which will allow for the achievement of strategic and business objectives.
ENGAGE	risks and manage them effectively within the risk tolerance parameters.
	risk management as part of the normal operations, which includes linking risks to controls.
COMPLY	with appropriate risk management practices.
	with corporate governance guidelines and relevant codes of good practice.

KING IV™

The Board has assumed responsibility for risk governance and in terms of Principle 11 read with Principles 4, 8 and 10, the Board has:

- Set the approach and strategy to risk governance within the Group where risk is an integral part to decision-making and adherence to roles and duties;
- Stipulated the Group's Risk Policy, which defines the Risk Management Objectives, Risk Management Framework, Risk Management Process and clarifies the concept of the Group's Risk Tolerance;
- Delegated the implementation and execution of effective risk management to management through its Risk Management Framework; and
- Overseen the management of risk within the Group and participated in the rating and assessment of the Group's Key Inherent Risks, an extract of which is disclosed on page 37 of this report.

RISK TOOLS

The following risk tools are used in the implementation of the Risk Management Process to achieve the Risk Management Objectives:

RISK MANAGEMENT FRAMEWORK	PURPOSE	The framework is made up of all role players who manage risk and implement the Risk Management Process. This includes management and the various Group Committees and is ultimately overseen by the Board. A graphical representation of the framework can be seen in the "Governance Review "on page 29 of this integrated report.
	FUNCTION	This framework applies the Risk Management Process and embeds risk principles and instills a 'risk culture' into daily operations. The usage of the committees within the framework allows for the contribution by specialist role players and also draws on external assurance provided by external role players to these Committees.
RISK MANAGEMENT COMMITTEE	PURPOSE	This is the Committee to which the Audit and Risk Committee has delegated the daily oversight of the Risk Management Process for all areas of risk. The Committee met on three occasions during the past financial year and is made up of the following role players: Group CEO, Group Financial Director, Group Legal Advisor (Chairman), Group Financial Manager (Secretary), Santova Financial Services Managing Director ("MD"), Santova Logistics (SA) Financial Director and Santova Logistics KZN Regional Head.
	FUNCTION	The Committee interacts directly with management (and where appropriate, employees of all levels) to ensure complete implementation of the Risk Management Process.
RISK INBOX PROCESS	PURPOSE	This process allows any employee to identify and communicate a risk to the Risk Management Committee via a dedicated email address.
	FUNCTION	Whilst this opportunity is available at all times for any employee, the secretary of the Risk Management Committee also communicates with top, senior and certain middle management to encourage and discuss risk observations.
RISK REGISTER	PURPOSE	This is the complete register of all identified Santova risks captured into three main components, namely: Basic Risk Information, Risk Assessment and Risk Response Information.
	FUNCTION	The register facilitates and provides the record of the complete Risk Management Process implemented by the Risk Management Framework.

HOW WE MANAGE RISK continued

RISK MANAGEMENT PROCESS

The Santova Risk Management Framework manages risk by using the following risk management cycle:

1 IDENTIFY AND UNDERSTAND OBJECTIVES
Identify and fully understand Santova's strategic, business and process objectives.

2 SET RISK TOLERANCE
Set the level of residual risk that the Board is prepared to accept in the pursuit of value.

3 IDENTIFY RISKS
Identify risks using the Risk Tools as set out on page 35.

4 ASSESS RISKS
Capture risks onto the Risk Register and rate the impact and probability of risks to establish the Inherent Risk score.

5 IDENTIFY CONTROLS
Assign an owner to the risk, identify the current controls and rate the Perceived Control Effectiveness.

6 ESTABLISH RESIDUAL RISK
The remaining risk is automatically calculated by the Risk Register by weighing the Inherent Risk up against the Perceived Control Effectiveness to establish Residual Risk.

7 IDENTIFY RESPONSE STRATEGY AND ACTION REQUIRED
Identify controls and actions which should be in place in order to reduce the Residual Risk to an acceptable level.

8 REPORTING AND MONITORING
Continuous monitoring by the Risk Management Framework to ensure that the desired response strategy and action required for risk is implemented successfully.

INHERENT RISK	PERCEIVED CONTROL EFFECTIVENESS	RESIDUAL RISK
The impact and probability of risk, arising out of circumstances or existing in an environment, in the absence of any action to control.	The rating by management of the effectiveness of the current controls.	The portion of the risk that remains after current controls have been implemented.

OUR KEY INHERENT RISKS

NO.	KEY RISK DESCRIPTION	POTENTIAL IMPACT ON VALUE CREATION	RISK RESPONSE AND MITIGATION
1	Risk associated with current economic environment and socio-political instability both within SA and internationally.	Weakening in financial stability and profitability due to heightened probability of decreases in trading volumes and reducing margins, increased cost of funding, increased operational costs, currency volatility, increased interest rates and inflation.	○ Maintain close relationships with clients, banks and credit underwriters; ○ Monitor sources of information on industry and country trends; ○ Diversification of the business, including geographical, currency, service/ product, industries and trade routes; and ○ Anticipate and control the elements that are controllable and develop natural hedges against this risk by expanding offshore offices in multiple jurisdictions.
2	Failure to adequately service and retain existing key clients.	Reduced profitability due to loss of client revenue, thus not meeting market expectations and resulting in lower returns for shareholders and reputational damage.	○ Implementation of key account management team and development of operations controllers to handle relationship management; ○ Implementation of revised client visit plan for all levels of management including key visits by senior personnel; ○ Focus on regular client visits and the formal reporting and follow-up of those visits through the courtesy call report; ○ Addressing key client concerns (feedback) with operational management through the needs analysis review and service level review; and ○ Development of formal client management reporting in SA through the International Organization for Standardization ("ISO") Quality Management System.
3	Failure to grow the business through new client acquisition.	Reduced profitability due to lower revenue growth, thus not meeting market expectations and resulting in lower returns for shareholders and reputational damage.	○ A Group marketing strategy formulated and approved at main Board level; ○ Recruitment of new and experienced sales personnel globally; ○ Development of key differentiators to empower sales personnel; ○ Standardised, quality marketing material produced centrally at the Global Head Office; ○ Employee training and development through 'road shows' and workshops; ○ Greater accountability amongst Business Unit Leaders for organic growth through workshops and training; ○ Each region leveraging off the global client base; and ○ Close monitoring of new client growth through budgets and management reports.
4	Pricing/tariff pressure from competitors lowering margins.	Loss of revenue and possibly clients due to loss of margin.	○ Ongoing monitoring of margins and client financial analysis; ○ Gradual building of volumes and market share to lower buying rates and in turn, selling rates; ○ Internal processes and experience when dealing with clients approached by competitors; ○ Focus on business model and value-add so as to make the Group less likely to lose a client solely due to a quoted rate; ○ General measures to steer client away from the 'rates chase' to a broader service offering; and ○ Staff awareness and training of staff in modern supply chain theory.
5	The risk of not meeting all investor expectations and the possible result of a loss of reputation due to adverse publicity.	Loss of reputation and investor confidence affecting share price and shareholder value.	○ Ensuring consistent and strong financial performance; ○ Application of Group strategy as well as its culture and values; ○ Adherence to high levels of corporate governance, risk management and ethical business practices; and ○ Ongoing engagement and communication with stakeholders.

OUR KEY INHERENT RISKS CONTINUED

OVERVIEW OF OUR KEY INHERENT RISKS

The key material inherent risks of the Group are set out on page 37 of the report entitled "Our Key Inherent Risks". The risks are described, the potential impact on value creation is explained and the risk response (mitigation) is then detailed. In the next section on this page, we summarise these risks into categories. On page 39 we cross reference the risks with core focus areas of strategic initiatives, the six capitals, and stakeholders to provide context.

ANALYSIS OF OUR KEY INHERENT RISKS ON OUR CORE FOCUS AREAS

Our current Key Inherent Risks are summarised into the following categories:

CATEGORIES	RISK NO.				
STRATEGIC			3	4	
FINANCIAL	1	2			
OPERATIONAL	1				5
LEGAL & COMPLIANCE					5

Our Key Inherent Risks impact our core focus areas as follows:

CORE FOCUS AREAS		RISK NO.				
STRATEGIC INITIATIVES	ORGANIC GROWTH	1		3	4	
	ACQUISITIVE GROWTH	1	2		4	
	DIVERSIFICATION	1	2		4	
	TECHNOLOGY INNOVATION	1			4	5
	SUPPLY CHAIN INNOVATION	1		3	4	
	TALENT POOL INNOVATION	1		3	4	
	OPERATING EFFICIENCY	1			4	5
SIX CAPITALS	INTELLECTUAL CAPITAL	1		3	4	5
	HUMAN CAPITAL	1		3	4	5
	SOCIAL AND RELATIONSHIP CAPITAL	1	2	3	4	5
	FINANCIAL CAPITAL	1	2			
	MANUFACTURED CAPITAL	1	2			
	NATURAL CAPITAL *(not material)*	1				
STAKEHOLDERS	SHAREHOLDERS	1	2	3		
	EMPLOYEES	1		3	4	5
	FINANCIAL INSTITUTIONS *(Bankers and Credit Underwriters)*	1	2			
	CLIENTS	1		3	4	5
	SUPPLIERS *(Operational Suppliers, Agents and IT Service Providers)*	1	2		4	5
	GOVERNMENT AND REGULATORS	1	2		4	
	COMMUNITIES	1				

HOW WE REMUNERATE

1. BACKGROUND STATEMENT ON REMUNERATION

In following the strategy of an international, non-asset based, outsourced provider of supply chain solutions, the Group's human capital remains as one of the four primary capital inputs of the value creation process. It is therefore important that our reward strategies and remuneration structures are designed to attract, motivate and retain high-calibre talent at all levels within the Group, whilst fostering a culture of performance, thereby entrenching Santova as a leading employer within the logistics industry.

As a result, when determining an employee's reward, consideration is given to achieving an appropriate balance between fixed and variable remuneration, and short and long-term incentives for all employee rewards, with the overall aim being to ensure that the remuneration policy promotes:

- The achievement of the Group's four key medium and long-term strategic initiatives of Growth, Innovation, Diversification and Operating Efficiency;
- An ethical culture and responsible corporate citizenship in line with the Group's well-entrenched Cultures and Values; and
- The achievement of long-term sustainable growth and success of the Group through fair, responsible and transparent remuneration practices.

GOVERNANCE

The Remuneration Committee has responsibility for the oversight of the Group's remuneration policies and practices. The Committee is a formally constituted sub-committee of the Board which has delegated its authority in terms of a formally documented Charter that is reviewed annually.

In line with best practice, membership of the Committee is comprised solely of independent non-executive directors. The Committee meets at least twice during the financial year. The CEO attends Committee meetings as an invitee, but recuses himself from discussions relating to his personal performance and remuneration.

The "Governance Review" on pages 29 to 34 of this AIR contains details of the composition, meetings and mandate of the Remuneration Committee. The Committee did not engage any external remuneration consultants during the course of the past financial year.

COMMITTEE ACTIVITIES

Key areas of focus and key decisions taken by the Committee during the year include:

- Reviewing and approving the annual overall guaranteed pay benchmark increases for all employees in the Group for the 2021 financial year, relative to current inflation levels and market practice within each region in which the Group operates internationally;
- Specific approval of the annual guaranteed pay increases for the Executive Directors and Executive Committee members for the 2021 financial year;
- Reviewing and approving the annual overall performance metrics and parameters for short-term incentive payments for all employees of the Group for the 2019 financial period, relative to the financial performance within each region in which the Group operates internationally;
- Specific approval of the annual short-term incentive payments for the Executive Directors and Executive Committee members for the 2019 financial period, relative to individual role-based KPIs and overall Group financial performance;
- Reviewing the current status and availability of unissued options of the Group's two long-term share option plans and approving:
  - The further issue of share options in terms of the Santova Share Option Scheme No. 1 and No. 2 to Executive Directors and senior management;
- Reviewing and approval of a revised version of the Group's formally documented Remuneration Policy;
- Approving the once-off awarding of an incentive bonus in the form of fully paid-up shares to certain high performing key employees as a long-term incentive;
- Reviewing the Santova Long Service Awards Policy for all employees of the Group internationally;
- Reviewing the Committee Charter and Work Plan;
- Considering and approving an increase in Non-Executive Directors' fees as set out in the Notice of AGM on page 55; and
- Reviewing the performance of the Santova Pension and Provident Funds.

The Remuneration Committee is satisfied that its members are independent and objective and that the Group's Remuneration Policy has achieved its stated objectives during the current financial year. Areas of focus for the Board and Remuneration Committee for the coming year include:

- To engage an external consultant to perform an independent review of the investment strategy, benefits and structure of the Group's Pension and Provident Funds in SA;
- To implement a new Group-wide HR software system that will act as a central database and facilitator of Group HR internationally; and
- To continue to enhance the Group's remuneration practices and disclosures to ensure that they are in alignment with the principles of King IV™ and, in particular, to ensure that the remuneration of executive management is fair and responsible in the context of overall employee remuneration in the organisation.

The internal and external factors affecting the the Group HR practices and remuneration continue to be related to sourcing, development and retaining of high-quality talent within the logistics industry. As a business with a truly non- asset based consulting model within an industry that is typically asset intensive, the Group has embarked on a strategy over the past few years to improve the technical competence and abilities of its workforce by building its employment brand and improving its remuneration practices.

STAKEHOLDER ENGAGEMENT

At the Company's AGM held on 29 July 2019, shareholders were asked to vote on and approve two non-binding resolutions in terms of the recommendations of King IV™. These resolutions enabled shareholders to express their views and to approve the Company's Remuneration Policy and Implementation Report as detailed in the 2019 AIR.

The results of that meeting were that more than 76% of shareholders present in person or by proxy voted in favour of the non-binding advisory endorsement of the Remuneration Policy and more than 98% of shareholders present in person or by proxy voted in favour of the Company's Implementation Report.

In terms of the requirements of King IV™, should 25% or more of the votes cast annually at an AGM be against one or both of the non-binding ordinary resolutions, the Company must undertake to engage directly with the shareholders concerned to ascertain the reasons why they voted against the resolutions and to seek external professional advice on how better to structure its Remuneration Policy and practices. Based on this feedback, the Company must then undertake to make recommendations to its Remuneration Committee.

As a result of the outcome at the 2019 AGM, there was no necessity for Santova to implement a formal plan of engagement with shareholders or stakeholders during the year with regards to its Remuneration Policy. However, senior executives of Santova do communicate regularly on an informal basis during the year with various shareholders, investors and analysts, during which discussions they receive feedback on the Group's Remuneration Policy and any significant matters raised are passed on to the Remuneration Committee for consideration.

2. REMUNERATION POLICY OVERVIEW: GENERAL POLICY ON REMUNERATION

The Company has a formally documented Remuneration Policy which is available on the Company's website www.santova.com.

The Board is committed to fair and responsible remuneration within the Group, so as to promote the achievement of the Group's overall strategies across all levels of employees. To this end, remuneration packages and incentives are offered and structured on an identical basis for all employees, senior management and executive directors, in each region in which the Group operates.

There is a formal, annualised process whereby each employee is assessed on an individual basis and benchmarked against market remuneration levels in each region relative to the specific role occupied and responsibility assumed by the respective employee. Employees are assessed:

- In comparison to employees in like roles across all operating regions so as to ensure consistency;
- Against their performance in their specific roles; and
- To the extent to which they have lived the culture and values of the Group.

In a formal annual process, the Group Executive Committee assesses each employee with regard to the award of:

- Inflationary increases;
- Annual bonuses;
- Incentive awards; and

makes recommendations to the Remuneration Committee, which sets the parameters for annual increases and adjudicates senior management increases, bonuses and incentive awards.

The guaranteed remuneration component paid to executive directors and employees is based on industry benchmarks and targeted just below the median of the market for organisations of a comparable size. The Remuneration Committee has discretion to authorise the payment of a premium to the median for the attraction and retention of key personnel.

EXECUTIVE DIRECTORS' SERVICE CONTRACTS AND REMUNERATION

Executive directors are appointed to the Board to bring management expertise and strategic direction to the Group and to provide the necessary skills and experience appropriate to its needs as a diversified, leading global business.

HOW WE REMUNERATE continued

Each executive director is bound by a formal contract of employment. The contracts are for variable terms subject to notice periods ranging between 30 to 90 days and all contracts carry post-employment restraints for a period of two years, providing protection to the Group's client base, employees and confidential information. There are no provisions in the employment contracts of executive directors that would give rise to payments or obligations on termination. In addition, no executive directors or senior management have received sign-on, retention or restraint payments.

The CEO conducts an annual review of the performance of all senior executives founded on established established KPIs for each individual determined by his/her specific role. Based on the outcome of these reviews, the CEO then makes recommendations to the Remuneration Committee with regards to the awarding of short and long-term incentives and the determination of salary packages for the ensuing year. The Remuneration Committee evaluates the performance of the CEO based on his established KPIs and determines his salary package for the ensuing year and eligibility for short and long-term incentives.

NON-EXECUTIVE DIRECTORS' CONTRACTS

All non-executive directors have terms of appointment of three years and one third of the non-executive directors retire each year at the AGM in terms of the Group's Memorandum of Incorporation. Each retiring director who is eligible and offers himself for re-election is then subject to re-election by shareholders.

The Board Charter requires that all directors who have served nine or more years on the Board retire annually at the AGM. Each retiring director who is eligible and offers himself for re-election is then subject to re-election by shareholders.

NON-EXECUTIVE DIRECTORS' REMUNERATION

The Chairman receives an annual fee, which takes into consideration his role as Chairman of the Group and the breadth of that role, coupled with the associated levels of commitment and expertise, and covers his attendance at Board and Committee meetings.

Other non-executive directors receive fixed fees for service on the Board and Board Committees on the basis of meetings attended and chairmanship of Board Committees. Non-executive directors do not participate in short or long-term incentive schemes. The fees paid to non-executive directors from 1 August 2019 to 31 July 2020 were approved by shareholders at the AGM held on 29 July 2019.

REMUNERATION MIX

The Group seeks to achieve a balance between guaranteed remuneration and short and long-term variable incentives, which are directly linked to financial performance and long-term value creation for shareholders.

As part of this philosophy, the Group aims to ensure that a larger proportion of remuneration for senior management is linked to performance-based targets and paid as short and long-term incentives. As a result, the Remuneration Committee has established a financial model to determine the short and long-term incentives that can be awarded to the CEO and Executive Committee members annually based on Performance Measures (six weighted financial and non-financial KPIs) and Performance Outcomes (three performance 'hurdles' being the achievement of "threshold" earnings, "on-target" earnings or "stretch" earnings).

The key Performance Outcome criteria used in this financial model to generate the resultant incentive allocations are:

- **"Threshold" earnings levels:** These are minimum levels requiring that the financial related KPIs need to be achieved at the same or higher levels than the previous financial year;
- **"On-target" earnings levels:** The financial performance that needs to be achieved to meet stakeholders' expectations and to achieve consistent long-term sustainable earnings growth; and
- **"Stretch" earnings levels:** The financial performance in excess of the on-target earnings level.

As part of the annual budget process, the Remuneration Committee will set the target earnings levels and for the 2020 financial year the following targets were set:

- **"On-target" earnings:** 5,15 times the monthly total cost to Company of the CEO and Executive Committee members; and
- **"Stretch" earnings:** The CEO and Executive Committee members share in an additional bonus pool allocation constituting 35% of that amount in excess of 'on-target earnings'.

The graphs below demonstrate the potential achievable remuneration mix for the CEO and Executive Committee members assuming the achievement of "threshold", "on-target" or "stretch" KPIs for the 2020 financial period:

Illustrative example:
CEO & Executive Committee members' remuneration mix

	0%	50%	100%
Threshold	100%		
On-target	70%	25%	5%
Stretch	54%	39%	7%

Guaranteed · Short-Term Incentives · Long-Term Incentives

GUARANTEED REMUNERATION

Executive directors' fixed remuneration components are quantified on a 'total cost to company' basis ("TCC") and are reviewed annually in March of each year by the Remuneration Committee so as to ensure sustainable performance and market competitiveness. In performing this review the remuneration packages are:

- Compared to current remuneration surveys and levels within other comparable SA public companies; and
- Reviewed in light of the individual director's own personal performance, role specific KPIs, experience, responsibility and Group performance.

The philosophy behind these annual reviews is to award percentage increases that are typically linked to current and historic inflation levels, so as to primarily compensate for loss of real disposable income.

The fixed remuneration component, or TCC, typically constitutes three elements:

- A fixed base salary;
- Contributions by the Group to defined contribution retirement plans on behalf of the executive directors on the basis of a percentage of pensionable salary and includes death and disability cover; and
- Contributions to the Group's medical healthcare scheme.

SHORT-TERM INCENTIVES

The Remuneration Committee aims to align the executive directors' total remuneration with stakeholders' interests by ensuring that a significant portion of their package is variable in nature. Executive directors qualify for an annual incentive bonus calculated and paid in May of each year following the finalisation of the Group's annual results for the previous financial period.

The payment of this incentive bonus is subject to the achievement of certain performance targets that are directly linked to:

- The overall Group financial and operational performance of the specific division or function for which the director is responsible;
- The extent to which the director shows commitment to the implementation of the Group's key ongoing strategic initiatives;
- The individual director's personal performance against role specific KPIs; and
- The extent to which the director lives the Group's culture and values, demonstrating the highest levels of corporate governance and ethical behaviour.

The remuneration model utilised by the Remuneration Committee to measure the achievement of the performance targets utilises six weighted financial and and non-financial KPIs, including:

Weighting Assigned to Performance Parameters	Weight
1. Headline earnings per share	30.00%
2. Return on average shareholders' funds	15.00%
3. Operating margins	10.00%
4. Earnings after tax	18.00%
5. Culture and values of the Group	13.00%
6. Duties and responsibilities	14.00%
	100.00%

Executive directors do not receive directors' fees for attending Board and Committee meetings and are not specifically remunerated in any way for their role as directors of the Group.

LONG-TERM INCENTIVES

The Group operates two Santova Share Option Schemes specifically approved by shareholder resolutions in 2012 and 2015 as a means of providing long-term incentives and retaining senior management and executive directors. Allocations from schemes are generally made on an annual basis, subject to the discretion of the Remuneration Committee.

The rules of each Scheme are set down in documents that have been approved by the JSE and filed with the Companies and Intellectual Property Commission. The Group Secretary has been appointed the Compliance Officer of the Schemes and the Remuneration Committee governs the Schemes on an ongoing basis. Non-executive directors are not entitled to participate in either of the Schemes.

HOW WE REMUNERATE continued

The following are the key features of the two schemes:

- The total number of unissued shares, which may be utilised for purposes of Share Scheme No. 1 and Share Scheme No. 2 each, is 6 700 000 ordinary shares of no-par value in Santova Limited;
- The maximum number of shares in respect of which an employee may hold options in terms of each scheme shall not exceed 2 685 500 of the issued shares of Santova Limited;
- The option strike price will be determined with reference to the 30-day Volume Weighted Average Price ("VWAP") on the grant date;
- The share options granted in terms of Share Scheme No. 1 have a vesting period of three years and the share options granted in terms of Share Scheme No. 2 have a vesting period of five years;
- Employees will have to remain in the employment of the Group in order for the options to vest. Certain additional conditions will apply in the event of death or retirement of a participating employee prior to reaching a vesting period;
- The share options will need to be exercised within a period of six years (initially one year and now extended) in the case of Share Scheme No. 1 and three years in the case of Share Scheme No. 2 of vesting and employees must exercise 100% of the options granted in each tranche; and
- On exercise of the share options in terms of Share Scheme No. 1 the employee will be paid a cash contribution equal to 50% of the cost of shares to be acquired at the option strike price. The contribution is paid specifically for the purpose of exercising the share options and will not be paid to the employee, but will be set off against the cost of the shares being acquired. The cash contribution will be fully taxable in terms of the Income Tax Act.

3. REMUNERATION POLICY IMPLEMENTATION REPORT

GUARANTEED REMUNERATION

Guaranteed remuneration is reviewed annually on 1 March and during the 2020 financial year the Remuneration Committee set the following overall guaranteed remuneration benchmark increases for the Group as a whole:

	2020/21 %	2019/20 %
South Africa	**4,1**	5,0
International Operations - Average across all regions	**1,9**	1,9

Guaranteed remuneration of executive directors and prescribed officers were increased by the Remuneration Committee as follows:

	2020/21 %	2019/20 %
Chief Executive Officer	**5,0**	5,0
Key Senior Executives	**5,0**	5,7

SHORT-TERM INCENTIVES

The CEO and Executive Committee members qualified to participate in a short-term incentive allocation as determined by the financial model and parameters are detailed above in the Remuneration Policy overview.

Based on the actual results achieved by the Group for the 2019 financial period and the resultant scoring of the six key KPIs utilised by the model as detailed below, the CEO and Executive Committee members were deemed to have acheived an "on-target" earnings score of 44% against a target of 100%.

2019 FINANCIAL PERFORMANCE RATING SCORES

Performance Criteria	Weight	Threshold	Target	Stretch	Score	Actual Weighted Score
		0%	100%	200%	0-200%	
1. Headline earnings per share	30%				0%	0%
2. Return on average shareholders' funds	15%				0%	0%
3. Operating margins	10%				0%	0%
4. Earnings after tax	18%				0%	0%
5. Culture and values of the Group	13%				175%	23%
6. Duties and responsibilities	14%				150%	21%
	100%				**Total**	**44%**

EXECUTIVE DIRECTORS' REMUNERATION

The actual remuneration paid to the CEO and Executive Committee members during the 2020 financial period is as follows:

EXECUTIVE DIRECTORS' AND PRESCRIBED OFFICERS' REMUNERATION

	Basic remuneration R'000	Retirement, medical and other benefits R'000	Total guaranteed pay R'000	Performance bonus R'000	Share-based payments R'000	Total remuneration R'000
2020						
Executive Directors						
DC Edley*	1 162	394	**1 556**	40	-	**1 596**
GH Gerber	3 451	218	**3 669**	-	-	**3 669**
RM Herselman**	606	77	**683**	-	-	**683**
AL van Zyl	2 241	155	**2 396**	10	-	**2 406**
Prescribed Officers						
GP Fourie	1 473	348	**1 821**	10	-	**1 831**
AKG Lewis	1 410	516	**1 926**	5	-	**1 931**
	10 343	**1 708**	**12 051**	**65**	**-**	**12 116**
2019						
Executive Directors						
DC Edley	1 751	308	**2 059**	736	**1 963**	**4 758**
GH Gerber	3 286	66	**3 352**	1 383	-	**4 735**
AL van Zyl	2 141	140	**2 281**	844	-	**3 125**
Prescribed Officers						
GP Fourie	1 413	288	**1 701**	630	-	**2 331**
AKG Lewis	1 279	162	**1 441**	529	-	**1 970**
	9 870	**964**	**10 834**	**4 122**	**1 963**	**16 919**

* Resigned 30 September 2019
** Appointed 1 November 2019

HOW WE REMUNERATE continued

LONG-TERM INCENTIVES

A summary of share options granted, forfeited, exercised and still to be exercised by executive directors and the prescribed officers during the current financial year are set out below:

	Options as at 1 March 2019	Options awarded	Options lapsed/ forfeited	Options exercised	Options as at 29 February 2020	Option price (cents)	Vesting date	Expiry date
2020								
Executive Directors								
DC Edley	168 649	-	168 649	-	-	415	22 Feb 2019	21 Feb 2025
	131 351	-	131 351	-	-	415	22 Feb 2021	21 Feb 2024
	136 000	-	136 000	-	-	298	18 May 2023	17 May 2026
	436 000	-	**436 000**	-	-			
GH Gerber	800 000	-	-	-	800 000	85	30 Nov 2015	29 Nov 2021
	500 000	-	-	-	500 000	186	26 May 2017	25 May 2023
	562 165	-	-	-	562 165	415	22 Feb 2019	21 Feb 2025
	437 835	-	-	-	437 835	415	22 Feb 2021	21 Feb 2024
	266 000	-			266 000	298	18 May 2023	17 May 2026
	-	500 000	-	-	500 000	194	26 Feb 2025	27 Feb 2028
	2 566 000	**500 000**	**-**	**-**	**3 066 000**			
RM Herselman	-	120 000	-	-	120 000	194	26 Feb 2025	27 Feb 2028
	-	**120 000**	**-**	**-**	**120 000**			
AL van Zyl	350 000	-	-	-	350 000	186	26 May 2017	25 May 2023
	168 649	-	-	-	168 649	415	22 Feb 2019	21 Feb 2025
	131 351	-	-	-	131 351	415	22 Feb 2021	21 Feb 2024
	151 000	-			151 000	298	18 May 2023	17 May 2026
	-	200 000	-	-	200 000	194	26 Feb 2025	27 Feb 2028
	801 000	**200 000**	**-**	**-**	**1 001 000**			
Prescribed Officers								
GP Fourie	250 000	-	-	-	250 000	415	22 Feb 2021	21 Feb 2024
	102 000				102 000	298	18 May 2023	17 May 2026
	-	200 000	-	-	200 000	194	26 Feb 2025	27 Feb 2028
	352 000	**200 000**	**-**	**-**	**552 000**			
AKG Lewis	199 000	-	-	-	199 000	85	30 Nov 2015	29 Nov 2021
	150 000	-	-	-	150 000	186	26 May 2017	25 May 2023
	253 537	-	-	-	253 537	415	22 Feb 2019	21 Feb 2025
	197 463	-	-	-	197 463	415	22 Feb 2021	21 Feb 2024
	110 000				110 000	298	18 May 2023	17 May 2026
	-	200 000	-	-	200 000	194	26 Feb 2025	27 Feb 2028
	910 000	**200 000**	**-**	**-**	**1 110 000**			
	5 065 000	**1 220 000**	**436 000**	**-**	**5 849 000**			

	Options as at 1 March 2018	Options awarded	Options lapsed	Options exercised	Options as at 28 February 2019	Option price (cents)	Vesting date	Expiry date
2019								
Executive Directors								
DC Edley	450 000	-	-	450 000	-	85	30 Nov 2015	29 Nov 2021
	350 000	-	-	350 000	-	186	26 May 2017	25 May 2023
	168 649	-	-	-	168 649	415	22 Feb 2019	21 Feb 2025
	131 351	-	-	-	131 351	415	22 Feb 2021	21 Feb 2024
	-	136 000	-	-	136 000	298	18 May 2023	17 May 2026
	1 100 000	**136 000**	**-**	**800 000**	**436 000**			
GH Gerber	800 000	-	-	-	800 000	85	30 Nov 2015	29 Nov 2021
	500 000	-	-	-	500 000	186	26 May 2017	25 May 2023
	562 165	-	-	-	562 165	415	22 Feb 2019	21 Feb 2025
	437 835	-	-	-	437 835	415	22 Feb 2021	21 Feb 2024
	-	266 000			266 000	298	18 May 2023	17 May 2026
	2 300 000	**266 000**	**-**	**-**	**2 566 000**			
AL van Zyl	350 000	-	-	-	350 000	186	26 May 2017	25 May 2023
	168 649	-	-	-	168 649	415	22 Feb 2019	21 Feb 2025
	131 351	-	-	-	131 351	415	22 Feb 2021	21 Feb 2024
	-	151 000	-	-	151 000	298	18 May 2023	17 May 2026
	650 000	**151 000**	**-**	**-**	**801 000**			
Prescribed Officers								
GP Fourie	250 000	-	-	-	250 000	415	22 Feb 2021	21 Feb 2024
	-	102 000	-	-	102 000	298	18 May 2023	17 May 2026
	250 000	**102 000**	**-**	**-**	**352 000**			
AKG Lewis	199 000	-	-	-	199 000	85	30 Nov 2015	29 Nov 2021
	150 000	-	-	-	150 000	186	26 May 2017	25 May 2023
	253 537	-	-	-	253 537	415	22 Feb 2019	21 Feb 2025
	197 463	-	-	-	197 463	415	22 Feb 2021	21 Feb 2024
	-	110 000	-	-	110 000	298	18 May 2023	17 May 2026
	800 000	**110 000**	**-**	**-**	**910 000**			
	5 100 000	**765 000**	**-**	**800 000**	**5 065 000**			

NON-EXECUTIVE DIRECTORS' REMUNERATION

Details of the remuneration paid to each non-executive director for the past financial year may be found in the table below:

NON-EXECUTIVE DIRECTORS' FEES

	2020 Directors' fees R'000	2019 Directors' fees R'000
AD Dixon*	256	382
ESC Garner	290	282
WA Lombard	519	494
EM Ngubo	233	216
	1 298	1 374

* Deceased 18 December 2019

In light of the COVID-19 pandemic, the Remuneration Committee have recommended that non-executive directors fees are not increased for the 2020/21 financial year. At the AGM to be held on 31 July 2020, shareholders will be asked to pass a special resolution to approve the proposed amounts are set out in the Notice of AGM on page 55 of this AIR.

APPROVAL

This report was approved by the Remuneration Committee and the Board on 18 May 2020. The Remuneration Committee as well as the Board are satisfied that there were no material deviations from the Remuneration Policy during the 2020 financial year.

ESC Garner
Chairman 18 May 2020

SHAREHOLDER ANALYSIS

	Number of shareholder accounts	% of total shareholder accounts	Number of shares	% of issued shares
SHAREHOLDER SPREAD				
1 - 1 000 shares	1 592	35,02	481 842	0,30
1 001 - 10 000 shares	1 762	38,76	7 329 572	4,54
10 001 - 100 000 shares	1 013	22,28	31 721 895	19,66
100 001 - 1 000 000 shares	160	3,52	40 330 513	24,99
1 000 001 shares and over	19	0,42	81 497 223	50,51
Totals	**4 546**	**100,00**	**161 361 045**	**100,00**
SHAREHOLDER TYPES				
Banks, Brokers & Nominees	22	0,48	4 503 863	2,79
Close Corporations	36	0,79	1 400 072	0,87
Collective Investment Schemes	8	0,18	4 681 909	2,90
Control Accounts & Unclaimed Shares	6	0,13	5 995	0,00
Hedge Funds	1	0,02	18 012 353	11,16
Lending, Collateral & Pledged Accounts	3	0,07	4 538 558	2,81
Non-SA Custodians	10	0,22	7 312 259	4,53
NPO & Charity Funds	6	0,13	122 259	0,08
Pooled & Mutual Funds	11	0,24	772 012	0,48
Private Companies	123	2,71	10 375 110	6,43
Retail Individuals	4 033	88,71	81 724 907	50,65
Retirement Benefit Funds	108	2,38	2 911 521	1,81
Treasury Holdings	1	0,02	6 928 556	4,29
Trusts & Investment Partnerships	178	3,92	18 071 671	11,20
Totals	**4 546**	**100,00**	**161 361 045**	**100,00**
KEY SHAREHOLDERS				
Non-Public Shareholders	**13**	**0,29**	**51 914 617**	**32,17**
Directors	11	0,24	26 973 708	16,72
Barca Capital LLC (>10% of Issued Shares)	1	0,02	18 012 353	11,16
Treasury Holdings	1	0,02	6 928 556	4,29
Public Shareholders	**4 533**	**99,71**	**109 446 428**	**67,83**
Totals	**4 546**	**100,00**	**161 361 045**	**100,00**
FUND MANAGERS HOLDING >5% OF ISSUED SHARES				
Barca Capital			18 012 353	11,16
Totals			**18 012 353**	**11,16**
BENEFICIAL SHAREHOLDERS HOLDING >5% OF ISSUED SHARES				
van Zyl Anthony Lance Mr			18 208 106	11,28
Barca Capital			18 012 353	11,16
Totals			**36 220 459**	**22,45**

DIRECTORS' SHAREHOLDING ANALYSIS

Non-public shareholder type	Account	29 February 2020	%
STRATEGIC SHAREHOLDERS (>10% OF ISSUED SHARES)		**18 012 353**	**11,16**
Barca Capital	Barca Global Master Fund LP	18 012 353	11,16
DIRECTORS		**24 662 064**	**15,28**
van Zyl, AL	van Zyl Anthony Lance Mr	18 208 106	11,28
Gerber, GH	Gerber Glen Henry Mr	4 209 975	2,61
Gerber, GH	Lloyd Investment Trust	1 501 329	0,93
Garner, ESC	Delmas Crushers CC	497 922	0,31
Garner, ESC	Sanlam Life Insurance Limited	142 760	0,09
Lombard, WA	Lombard Warwick Adrian Mr	101 972	0,06
SUBSIDIARY DIRECTORS		**2 311 644**	**1,43**
Heald, JE	JE Heald	2 021 233	1,25
Boelens, VP	Boelens Vincent Patrick Mr	203 480	0,13
Notelovitz, L	Notelovitz Leon Mr	81 833	0,05
Lewis, AKG	Lewis Andrew Kenneth Grant Mr	5 098	0,00
TREASURY HOLDINGS		**6 928 556**	**4,29**
Santova Financial Services (Pty) Ltd	Santova Financial Services (Pty) Ltd	6 928 556	4,29
NON-PUBLIC SHAREHOLDER TOTALS		**51 914 617**	**32,17**

No non-beneficial interests were held by any of the directors. There have been no changes in the above interests since the financial year-end and the date of approval of the financial statements.

SHARE PERFORMANCE

ANALYSIS OF TRADES

Year	Month	High sale	Low sale	Number of deals	Volume	Value
2019	March	260	235	284	1 689 975	4 224 155
2019	April	290	235	342	1 687 480	4 354 984
2019	May	268	225	421	2 655 009	6 712 073
2019	June	260	225	203	1 340 201	3 217 960
2019	July	235	190	438	2 350 121	5 110 424
2019	August	219	158	407	3 519 007	6 438 285
2019	September	200	145	449	1 354 223	2 442 802
2019	October	179	150	305	2 281 314	3 789 102
2019	November	178	151	307	3 859 357	6 321 033
2019	December	175	155	284	2 265 987	3 709 801
2020	January	199	152	1 022	3 100 502	5 320 987
2020	February	216	175	648	9 425 695	18 756 416

MARKET DATA

MARKET DATA		2020	2019
Traded price (cents per share)			
High	cents per share	**290**	450
Low	cents per share	**145**	225
Close	cents per share	**199**	258
Market capitalisation	Rands	**321 108 480**	416 311 496
Value of shares traded	Rands	**70 398 022**	95 389 732
Value traded as % of market capitalisation	percentage	**21,92%**	22,91%
Volume of shares traded	number of shares	**35 528 871**	29 015 030
Volume traded as % of shares in issue	percentage	**22,02%**	17,98%
PE ratio	multiple	**4,88**	6,75
Dividend per share	cents per share	**-**	7,50
Dividend yield	percentage	**-**	2,91
Earnings yield	percentage	**17,78%**	14,8%
Period-end market price/NAV	ratio	**0,55**	0,82
Shares in issue	number of shares	**161 361 045**	161 361 045
Shares issued	number of shares	**-**	1 133 000
Number of shareholders	number	**4 546**	4 611
Treasury shares held	number of shares	**6 928 556**	996 726
Shares in issue net of treasury shares	number of shares	**154 432 489**	160 364 319
Capital and reserves	Rands	**564 533 352**	502 257 991

SHAREHOLDERS' CALENDAR

ACTIVITY	DATE
Financial year-end	29 February 2020
Release of Preliminary Group Audited Results on SENS	19 May 2020
Dispatch of 2020 Annual Integrated Report - on or about	29 May 2020
Publication of 2020 Annual Financial Statements on the Group website	29 May 2020
Publication of 2020 Corporate Governance material on the Group website	29 May 2020
Publication of 2020 Social and Environmental report on the Group website	29 May 2020
2020 Annual General Meeting - 12 noon in Durban	31 July 2020
Release of Interim Statements for the six months ending 31 August 2020	29 October 2020

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN to shareholders recorded in Santova Limited's ("the Company") securities register on Friday, 24 July 2020 that the AGM of the shareholders of the Company will be held in the Ridgeside Boardroom, 3rd Floor, 53 Richefond Circle, Ridgeside Office Park, Umhlanga Ridge, 4319 on Friday, 31 July 2020 at 12 noon for the purposes of considering and, if deemed fit, passing with or without modification, the ordinary and special resolutions set out hereunder in the manner required by the Companies Act, No. 71 of 2008 ("the Companies Act"), as read with the JSE Listings Requirements. It is expected that by the end of July 2020 it will be possible to hold the AGM at the Company's offices. If circumstances change and this becomes impossible, the Company will release a SENS announcement and circular to shareholders advising them of the alternative arrangements.

PRESENTATION OF ANNUAL FINANCIAL STATEMENTS

The audited Annual Financial Statements ("the AFS") of the Company and the Group for the year ended 29 February 2020 (as approved by the Board of Directors of the Company), including the Report of the Directors, the Independent Auditor's Report, the Report of the Audit and Risk Committee, and the Social and Ethics Committee Report, are to be presented to shareholders.

The percentage of voting rights required for ordinary resolutions numbers 1 to 9 to be adopted is 50% (fifty percent) or more of the voting rights exercisable on these resolutions.

1. RE-ELECTION OF DIRECTORS

The Board of Directors of the Company ("the Board") has assessed the performance and independence of each of the directors retiring at this AGM and believes each of them exercises objective judgement, is independent, is a valuable member of the Board and the Board recommends to shareholders the re-election of each of the retiring directors as set out in ordinary resolutions 1.1.1 and 1.1.2.

Brief profiles of each of the retiring directors may be found on pages 27 to 28 of this AIR.

1.1 RETIREMENT DUE TO LENGTH OF SERVICE

The following two non-executive directors, who have served for longer than nine years, retire in terms of the Company's Board Charter, which requires that all directors who have been on the Board for more than nine years retire every year at the AGM. Being eligible, both directors have offered themselves for re-election. Each director must be re-appointed by way of a separate resolution:

1.1.1 ORDINARY RESOLUTION NUMBER 1 – ESC GARNER

"Resolved that Edward Sephton Clayton Garner, who has served for longer than nine years and retires in terms of the Company's Board Charter and, being eligible, offers himself for re-election, be and is hereby re-elected as a non-executive director of the Company."

1.1.2 ORDINARY RESOLUTION NUMBER 2 – WA LOMBARD

"Resolved that Warwick Adrian Lombard, who has served for longer than nine years and retires in terms of the Company's Board Charter and, being eligible, offers himself for re-election, be and is hereby re-elected as a non-executive director of the Company."

2. ELECTION OF AUDIT AND RISK COMMITTEE MEMBERS

"That the shareholders re-elect, each by way of a separate resolution, the following independent non-executive directors as members of the Company's Audit and Risk Committee to remain members until the conclusion of the next AGM of the Company."

2.1 ORDINARY RESOLUTION NUMBER 3 – Edward Sephton Clayton Garner
2.2 ORDINARY RESOLUTION NUMBER 4 – Warwick Adrian Lombard
2.3 ORDINARY RESOLUTION NUMBER 5 – Ernest Mbusowenkosi Ngubo

Explanatory note to ordinary resolutions numbers 3 - 5
Section 94(2) of the Companies Act requires that a company that is required to have an audit committee must elect an audit committee at each AGM. The three members standing for re-election meet the conditions of eligibility set out in Sections 94(4) and (5) of the Companies Act and Regulation 42 of the Companies Regulations 2011 and are recommended to shareholders for re-election.

EM Ngubo was appointed a member of the Audit and Risk Committee during the year following the passing of the late AD Dixon in December 2019. The profiles of the Committee members standing for re-election as outlined in ordinary resolutions numbers 3 to 5 above appear on pages 27 to 28 of this AIR.

3. ORDINARY RESOLUTION NUMBER 6 – APPOINTMENT OF MOORE JOHANNESBURG INC AS INDEPENDENT AUDITORS AND THE APPOINTMENT OF CA WHITEFIELD AS REGISTERED AUDIT PARTNER OF THE COMPANY

"That the appointment of Moore Johannesburg Inc, as recommended by the Company's Audit and Risk Committee, as independent auditors of the Company, and the appointment of CA Whitefield as the registered partner, to hold office until the conclusion of the next AGM of the Company, be and are hereby approved."

4. NON-BINDING ADVISORY VOTES ON THE COMPANY'S REMUNERATION POLICY AND IMPLEMENTATION REPORT

Principle 14 and sub-practice 37 of King IV™ recommends that companies present their Remuneration Policy and Implementation Report every year to shareholders at the AGM for a non-binding advisory vote. This vote enables shareholders to express their views on the remuneration policy adopted and on its implementation. These resolutions are of an advisory nature only and failure to pass this resolution will therefore not have any legal consequences relating to existing arrangements. However, the Board of the Company will take the outcome of the vote into consideration when reviewing the Company's Remuneration Policy.

Shareholders are reminded that in terms of King IV™, should 25% (twenty-five percent) or more of the votes cast be against one or both of the non-binding ordinary resolutions, the Company undertakes to engage with shareholders as to the reasons therefore and undertakes to make recommendations to the Remuneration Committee based on the feedback received.

4.1 ORDINARY RESOLUTION NUMBER 7 – REMUNERATION POLICY

"That the Company's remuneration policy for the financial year ended 29 February 2020, as set out in the Remuneration Report on pages 40 to 47 of the AIR of which this notice forms part, be and it is hereby approved through a non-binding advisory vote in accordance with the JSE Listings Requirements and the recommendations of King IV™."

4.2 ORDINARY RESOLUTION NUMBER 8 – IMPLEMENTATION REPORT

"That the Company's Implementation Report, as set out in the Remuneration Report on page 44 of the AIR of which this notice forms part, be and it is hereby approved through a non-binding advisory vote in accordance with the JSE Listings Requirements and the recommendations of King IV™."

5. ORDINARY RESOLUTION NUMBER 9 – UNISSUED SHARES TO BE PLACED UNDER THE CONTROL OF THE DIRECTORS

"That the authorised but unissued ordinary shares in the capital of the Company are hereby placed under the control and authority of the directors of the Company. Subject to the provisions of any applicable legislation and the JSE Listings Requirements, the directors are hereby authorised and empowered to allot and issue all or any of such ordinary shares to such person or persons on such terms and conditions and at such times as the directors may, from time to time, in their discretion deem fit."

Motivation for ordinary resolution number 9
In terms of the Company's Memorandum of Incorporation, the shareholders of the Company are required to approve any placement of the unissued ordinary shares under the control of the directors.

The percentage of voting rights required for ordinary resolution number 10 and special resolutions numbers 1 to 4 to be adopted is 75% (seventy-five percent) or more of the voting rights exercisable on these resolutions.

NOTICE OF ANNUAL GENERAL MEETING continued

6. ORDINARY RESOLUTION NUMBER 10 - GENERAL AUTHORITY TO ISSUE SHARES, AND TO SELL TREASURY SHARES, FOR CASH

"That the directors of the Company and/or any of its subsidiaries, from time to time, be and they are hereby authorised, by way of a general authority, to:

- Allot and issue equity securities or options in respect of the authorised but unissued ordinary shares in the capital of the Company up to a number that equates to 15% (fifteen percent) of the issued share capital or 24 204 157 ordinary shares; and/or
- Sell or otherwise dispose of, or transfer, or issue any share or options in respect of, equity securities in the capital of the Company purchased by subsidiaries of the Company for cash, to such person/s on such terms and conditions and at such times as the directors in their discretion deem fit, subject to the requirements of the Companies Act, the Memorandum of Incorporation of the Company, the JSE Listings Requirements and the following limitations:
  - the equity securities and/or options which are the subject of the issue for cash must be of a class already in issue, or where this is not the case, must be limited to such securities or rights that are convertible into a class already in issue;
  - any such issue may only be made to public shareholders as defined by the JSE Listings Requirements and not to related parties;
  - securities which are the subject of a general issue for cash may not exceed 15% (fifteen percent) of the applicant's listed equity securities as at the date of the notice of AGM seeking the general issue for cash authority, provided that:
    - (i) this general authority shall be valid until the earlier of the Company's next AGM or expiry of a period of 15 (fifteen) months from the date that this authority is given;
    - (ii) the calculation of the applicant's listed equity securities must be a factual assessment of the applicant's listed equity securities as at the date of the notice of AGM, excluding treasury shares;
    - (iii) the specific number of shares representing the number up to 15% (fifteen percent)) of the applicant's listed equity securities as at the date of the notice of AGM must be included as a number in the resolution seeking the general issue for cash authority;
    - (iv) any equity securities issued under the authority during the period from the date of granting of the authority until the date of the next AGM or 15 (fifteen) months from the granting of the authority, whichever period is shorter, must be deducted from such number referred to in (iii) above; and
    - (v) in the event of a sub-division or consolidation of issued equity securities during the period contemplated in (iv) above, the existing authority must be adjusted accordingly to represent the same allocation ratio.
  - the maximum discount at which equity securities may be issued is 10% (ten percent) of the weighted average traded price of such equity securities measured over the 30 (thirty) business days prior to the date that the price of the issue is agreed between the issuer and the party subscribing for the securities. The JSE should be consulted for a ruling if the applicant's securities have not traded in such 30 (thirty) business-day period;
- A SENS announcement giving full details, including in the case of options/convertible securities the impact on the net asset value per share, tangible net asset value per share, earnings per share and headline earnings per share, will be published when the Company has issued ordinary shares representing, on a cumulative basis within 1 (one) financial year, 5% (five percent) or more of the number of ordinary shares in issue prior to the issue;
- Whenever the Company wishes to use ordinary shares, held as treasury stock by a subsidiary of the Company, such use must comply with the JSE Listings Requirements as if such use was a fresh issue of ordinary shares; and
- Approval of the general issue for cash resolution is achieved by a 75% (seventy-five percent) majority of the votes cast in favour of such resolution by all equity securities holders present or represented by proxy at the general meeting convened to approve such resolution. The resolution must be worded in such a way as to include the issue of any options/convertible securities that are convertible into an existing class of equity securities, where applicable."

7. SPECIAL RESOLUTION NUMBER 1 – REMUNERATION OF INDEPENDENT AND NON-EXECUTIVE DIRECTORS

"That in terms of Section 66(9) of the Companies Act and with immediate effect and until the conclusion of the next AGM in 2021, the fees payable to the independent and non-executive directors of the Company for their services as directors be approved as follows:"

BOARD / COMMITTEE	Proposed
Board of Directors	
Chairman	R529 500[1]
Non-executive directors	R18 000[2]
Audit and Risk Committee	
Chairman	R32 500[2]
Member	R15 000[2]
Remuneration and Nominations Committee	
Chairman	R20 000[2]
Member	R11 500[2]
Social and Ethics Committee	
Chairman	R20 000[2]
Member	R11 500[2]

[1] *Annual fee which includes attendance at all Board and Committee meetings.*

[2] *Fees per meeting attended.*

Explanatory note to special resolution number 1

In terms of Section 66(8) and 66(9) of the Companies Act, remuneration may only be paid to directors, for their services as directors, in accordance with a special resolution approved by the shareholders within the previous 2 (two) years and if not prohibited in terms of the Company's Memorandum of Incorporation.

Special resolution number 1 is required in order to obtain the approval of the Company in general meeting of the remuneration payable to the independent and non-executive directors for the period commencing immediately after this AGM and ending at the conclusion of the next AGM. Increases in remuneration are implemented only after formal approval has been obtained. Due to the uncertainties created by the COVID-19 pandemic and the subsequent protracted 'lock-down', the non-executive directors have decided that their fees should not be increased for the forthcoming year.

8. SPECIAL RESOLUTION NUMBER 2 – GENERAL AUTHORITY FOR THE PROVISION OF FINANCIAL ASSISTANCE IN TERMS OF SECTION 44

"To the extent required by Section 44 of the Companies Act, the Board may, subject to compliance with the provisions of the Company's Memorandum of Incorporation, the Companies Act and the JSE Listings Requirements, each as presently constituted and as amended from time to time, as a general authority authorise the Company to provide direct or indirect financial assistance by way of a loan, guarantee, the provision of security or otherwise to any person for the purpose of, or in connection with, the subscription of any option, or any securities, issued or to be issued by the Company or a related or inter-related company, or for the purchase of any securities of the Company or a related or inter-related company, provided that the provision of financial assistance is pursuant to an employee share scheme that satisfies the provisions of Section 97 of the Companies Act; the Board has applied the solvency and liquidity tests as set out in section 4 of the Companies Act and has concluded that the terms under which the financial assistance is proposed to be given are fair and reasonable to the Company, period of 1 (one) year until the conclusion of the next AGM."

Explanatory note to special resolution number 2

The reason for, and effect of this special resolution number 2 is to obtain the necessary approvals from shareholders to allow the Company to provide financial assistance in accordance with the provisions of Section 44 of the Companies Act, as and when required. This special resolution does not authorise the provision of financial assistance to a director and/or prescribed officer of the Company other than that necessary in terms of the approved Santova Share Option Schemes and other means of incentivising senior employees that falls within the ambit of the wording of the above special resolution.

NOTICE OF ANNUAL GENERAL MEETING continued

9. SPECIAL RESOLUTION NUMBER 3 – GENERAL AUTHORITY FOR THE PROVISION OF FINANCIAL ASSISTANCE IN TERMS OF SECTION 45

"To the extent required by Section 45 of the Companies Act, the Board the Company may, subject to compliance with the provisions of the Company's Memorandum of Incorporation, the Companies Act and the JSE Listings Requirements, each as presently constituted and as amended from time to time, by way of a general authority, authorise the Company to provide at any time and from time to time any direct or indirect financial assistance to any one or more present or future related or inter-related companies or corporations of the Company in the ordinary course of business, for a period of 1 (one) year until the conclusion of the next AGM."

Explanatory note to special resolution number 3

The reason for and effect of this special resolution number 3 is to obtain the necessary approvals from shareholders to allow the Company to provide financial assistance to the Company's related or inter-related companies in accordance with the provisions of Section 45 of the Companies Act, as and when required. This special resolution does not authorise the provision of financial assistance to a director and/or prescribed officer of the Company.

10. SPECIAL RESOLUTION NUMBER 4 – GENERAL AUTHORITY TO BUY OWN SHARES

"That the Company or any subsidiary of the Company may, subject to the Companies Act, the Company's Memorandum of Incorporation and the JSE Listings Requirements and any other stock exchange upon which the securities in the capital of the Company may be quoted or listed from time to time, repurchase ordinary shares issued by the Company, provided that this authority shall be valid only until the date of the next AGM of the Company or for 15 (fifteen) months from the date of the resolution, whichever is the shorter, and may be varied by a special resolution at any general meeting of the Company at any time prior to the AGM."

It is recorded that the Company or any subsidiary of the Company may only make a general repurchase of ordinary shares if:

- Any such acquisition of ordinary shares is effected through the order book operated by the JSE trading system and done without any prior understanding or arrangement between the Company and the counter-party;
- The Company is so authorised by its Memorandum of Incorporation;
- The Company is authorised thereto by its shareholders in terms of a special resolution of the Company in general meeting, which authorisation shall only be valid until the Company's next AGM or 15 (fifteen) months from the date of passing of this special resolution, whichever is the shorter;
- The repurchases are made at a price no greater than 10% (ten percent) above the volume weighted average of the market value for such securities for the 5 (five) business days immediately preceding the date on which the repurchase is effected;
- At any point in time, the Company may only appoint 1 (one) agent to effect any repurchases on the Company's behalf;
- The Company or its subsidiaries do not repurchase securities during a prohibited period defined in terms of the JSE Listings Requirements, unless it has a repurchase programme where the dates and qualities of securities to be trading during the relevant period are fixed (not subject to any variation) and full details of the programme have been disclosed in an announcement on SENS prior to the commencement of the prohibited period;
- A paid press announcement, containing full details of such repurchases is published as soon as the Company has repurchased ordinary shares constituting, on a cumulative basis, 3% (three percent) of the number of securities in issue prior to the repurchases and for each 3% (three percent), on a cumulative basis, thereafter; and
- Acquisitions of the Company's securities by the Company or its subsidiaries in the aggregate in any one financial year may not exceed 20% (twenty percent) of the Company's issued share capital from the date of the grant of this general authority.

In terms of the general authority given under this special resolution, any acquisition of ordinary shares shall be subject to:

- The Companies Act;
- The JSE Listings Requirements and any other applicable stock exchange rules, as may be amended from time to time;
- The sanction of any other relevant authority whose approval is required in law; and
- A resolution by the Board that they authorise the repurchase, that the Company passed the solvency and liquidity test and that since the test was done there have been no material changes to the financial position of the Company or the Group.

After having considered the effect of any repurchases of ordinary shares pursuant to this general authority, the directors of the Company in terms of the Companies Act and the JSE Listings Requirements, confirm that they will not undertake such repurchase of ordinary shares unless at the time that the contemplated repurchase is to take place:

- The Company and its subsidiaries will be able to pay their debts as they become due in the ordinary course of business for a period of 12 (twelve) months after the date of the notice of the AGM;
- The consolidated assets of the Company and its subsidiaries, fairly valued in accordance with International Financial Reporting Standards ("the IFRS"), will be in excess of the consolidated liabilities of the Company and its subsidiaries for a period of 12 (twelve) months after the date of the notice of the AGM;
- The Company and its subsidiaries will have adequate capital and reserves for the ordinary business purposes of the Company and its subsidiaries for a period of 12 (twelve) months after the date of the notice of the AGM; and
- The working capital available to the Company and its subsidiaries will be sufficient for the Group's ordinary business purposes for a period of 12 (twelve) months after the date of the notice of the AGM.

There are no legal or arbitration proceedings (including any such proceedings that are pending or threatened of which the Company is aware), which may or have had a material effect on the Company's financial position over the past 12 (twelve) months preceding the date of this notice of AGM.

Explanatory note to special resolution number 4

The Company's Memorandum of Incorporation contains a provision allowing the Company or any subsidiary of the Company to repurchase securities issued by the Company. This is subject to the approval of the shareholders in terms of the Company's Memorandum of Incorporation and the JSE Listings Requirements. The existing general authority, granted by members at the 2019 AGM, is due to expire unless renewed.

The directors of the Company are of the opinion that it would be in the best interests of the Company to extend such general authority and thereby allow the Company or any subsidiary of the Company, to be in a position to repurchase the securities issued by the Company through the order book of the JSE, should the market conditions and price justify such action.

Repurchases will only be made after the most careful consideration, where the directors believe that an increase in earnings per share will result and where repurchases are, in the opinion of the directors, in the best interests of the Company and the Group.

The reason for the passing of the special resolution is to enable the Company or any of its subsidiaries, by way of a general authority from the shareholders, to repurchase ordinary shares issued by the Company.

The effect of passing the special resolution will be to permit the Company or any of its subsidiaries in the appropriate circumstances to repurchase such ordinary shares in terms of the Companies Act.

11. ORDINARY RESOLUTION NUMBER 11 – AUTHORITY TO EXECUTE REQUISITE DOCUMENTATION

"That any director of the Company, or the Company Secretary where appropriate, be and hereby is authorised to do all such things and to sign all such documents issued by the Company required to give effect to ordinary resolutions numbers 1 to 10 and special resolutions numbers 1 to 4."

NOTICE OF ANNUAL GENERAL MEETING continued

PROXY AND VOTING PROCEDURE

In compliance with the provisions of Section 58(8)(b)(i) of the Companies Act, a summary of the rights of a shareholder to be represented by proxy, as set out in Section 58 of the Companies Act, is set out immediately below:

1. An ordinary shareholder entitled to attend and vote at the AGM may appoint any individual (or two or more individuals) as a proxy or as proxies to attend, participate in and vote at the AGM in the place of the shareholder. A proxy need not be a shareholder of the Company.
2. A proxy appointment must be in writing, dated and signed by the shareholder appointing a proxy, and, subject to the rights of a shareholder to revoke such appointment (as set out below), remain valid only until the end of the AGM.
3. A proxy may delegate the proxy's authority to act on behalf of a shareholder to another person, subject to any restrictions set out in the instrument appointing the proxy.
4. The appointment of a proxy is suspended at any time and to the extent that the shareholder who appointed such proxy chooses to act directly and in person in the exercise of any rights as a shareholder.
5. The appointment of a proxy is revocable by the shareholder in question cancelling it in writing, or making a later inconsistent appointment of a proxy, and delivering a copy of the revocation instrument to the proxy and to the Company. The revocation of a proxy appointment constitutes a complete and final cancellation of the proxy's authority to act on behalf of the shareholder as of the later of (a) the date stated in the revocation instrument, if any; and (b) the date on which the revocation instrument is delivered to the Company as required in the first sentence of this paragraph.
6. If the instrument appointing the proxy or proxies has been delivered to the Company, as long as that appointment remains in effect, any notice that is required by the Companies Act or the Company's Memorandum of Incorporation to be delivered by the Company to the shareholder, must be delivered by the Company to (a) the shareholder, or (b) the proxy or proxies, if the shareholder has (i) directed the Company to do so in writing; and (ii) paid any reasonable fee charged by the Company for doing so.

Forms of proxy and/or letters of representation may be presented at the meeting, but to enable the Company to ensure prior to the meeting that a quorum will be present at the meeting, it would be helpful if proxy forms and/or letters of representation could be delivered to the Company's registered office, Santova House, 88 Mahatma Gandhi Road, Durban, 4001 (PO Box 6148, Durban, 4000) as early as possible prior to the meeting, or to the offices of the transfer secretaries, Computershare Investor Services (Pty) Ltd, Rosebank Towers, 15 Bierman Avenue, Rosebank, 2196 (PO Box 61763, Rosebank, 2107) 48 hours prior to the meeting. Attention is also drawn to the "Notes to the Form of Proxy" which appear on the reverse of the form.

RECORD DATES

Shareholders are reminded to take note of the following dates:

- The last day to trade in order to be eligible to vote at the AGM will be Tuesday, 21 July 2020.
- The record date in order to be eligible to vote at the AGM will be Friday, 24 July 2020.

IDENTIFICATION OF MEETING PARTICIPANTS

Kindly note that meeting participants (including shareholders and proxies) are required to provide reasonably satisfactory identification and the person presiding at the AGM must be reasonably satisfied that the right of any person to participate in and vote (whether as a shareholder or as a proxy for a shareholder) has been reasonably verified. Any shareholder having difficulty or queries with regard to the above may contact the Company Secretary on +27 31 765 4989.

ELECTRONIC PARTICIPATION

Shareholders (or their proxies) may participate (but not vote) electronically in the AGM. Shareholders (or their proxies) wishing to participate in the AGM by electronic means should contact the Group Financial Manager on +27 31 521 0160 at least 5 (five) business days prior to the AGM. Access to the AGM by way of electronic participation will be at the shareholder's expense. Only persons physically present at the meeting or represented by a valid proxy, will be entitled to cast a vote on any matter put to shareholders for a vote.

By order of the Board

J A Lupton, FCIS
Company Secretary

18 May 2020

Registered Office:
Santova House
88 Mahatma Gandhi Road
Durban
4001

FORM OF PROXY

SANTOVA LIMITED

Incorporated in the Republic of South Africa (Registration number 1998/018118/06)
Share code: SNV. ISIN: ZAE000159711. ("Santova" or "the Company")

For use at the Annual General Meeting ("the AGM") of the Company to be held in the Ridgeside Boardroom, 3rd Floor, 53 Richefond Circle, Ridgeside Office Park, Umhlanga Ridge, 4319 on Friday, 31 July 2020 at 12 noon and at any adjournment thereof:

To be completed by holders of certificated shares and holders of dematerialised shares with own name registration only. Shareholders who have dematerialised their shares with a Central Securities Depository Participant ("CSDP") or broker or broker, other than with "own name" registration, must arrange with the CSDP or broker concerned to provide them with the necessary authorisation to attend the AGM or the shareholders concerned must instruct their CSDP or broker as to how they wish to vote in this regard. This must be done in terms of the agreement entered into between the shareholder and the CSDP or broker concerned.

I/We (BLOCK LETTERS please)

Of (Address)

Telephone Work:	Telephone Work:
Cellphone Number:	Email:

being the holder/custodian of ordinary shares in the Company, hereby appoint

1. or, failing him/her

2. or, failing him/her

3. the Chairman of the meeting

as my/our proxy to act on my/our behalf at the AGM of the Company to be held for the purpose of considering and, if deemed fit, passing, with or without modification, the ordinary and special resolutions to be proposed thereat and at any adjournment thereof, and to vote for or against the ordinary and special resolutions or to abstain from voting in respect of the ordinary shares registered in my/our name/s in accordance with Note 2 of the "Notes to the Form of Proxy" below.

		For	Against	Abstain
1.	Ordinary resolution number 1 – Re-election of ESC Garner retiring as a director due to length of service.			
2.	Ordinary resolution number 2 – Re-election of WA Lombard retiring as a director due to length of service.			
3.	Ordinary resolution number 3 – Re-election of ESC Garner as a member of the Audit and Risk Committee.			
4.	Ordinary resolution number 4 – Re-election of WA Lombard as a member of the Audit and Risk Committee.			
5.	Ordinary resolution number 5 – Re-election of EM Ngubo as a member of the Audit and Risk Committee.			
6.	Ordinary resolution number 6 – Re-election of Moore Johannesburg Inc as independent auditors and appointment of CA Whitefield as registered audit partner.			
7.	Ordinary resolution number 7 – Non-binding advisory vote on the Company's Remuneration Policy.			
8.	Ordinary resolution number 8 – Non-binding advisory vote on the Company's Remuneration Policy Implementation Report.			
9.	Ordinary resolution number 9 – Shares to be placed under control of the directors.			
10.	Ordinary resolution number 10 – General authority to issue shares for cash.			
11.	Special resolution number 1 – Approval of non-executive directors' remuneration.			
12.	Special resolution number 2 – General authority to provide financial assistance in terms of Section 44.			
13.	Special resolution number 3 – General authority to provide financial assistance in terms of Section 45.			
14.	Special resolution number 4 – General authority to buy back own shares.			
15.	Ordinary resolution number 11 – Authority to execute requisite documentation.			

(Indicate instruction to proxy by way of a cross in the space provided above.)
Unless otherwise instructed, my/our proxy may vote as he/she thinks fit.

Signed this day of 2020

Signature

Please read the notes on the reverse side hereof.

NOTES TO THE FORM OF PROXY

1. A shareholder may insert the name of a proxy or the names of 2 (two) alternative proxies of the member's choice in the spaces provided, with or without deleting "the Chairman of the meeting", but any such deletion must be initialled by the member. The person whose name stands first on the form of proxy and who is present at the meeting will be entitled to act as proxy to the exclusion of those whose names follow.
2. Please insert an "X" in the relevant spaces according to how you wish your votes to be cast. However, if you wish to cast your votes in respect of a lesser number of shares than the total number of shares that you own in the Company, insert the number of ordinary shares held in respect of which you desire to vote. Failure to comply with the above will be deemed to authorise the proxy to vote or to abstain from voting at the AGM as he/she deems fit in respect of all the shareholder's votes exercisable thereat. A member or his/her proxy is not obliged to use all the votes exercisable by the member or by his/her proxy, but the total of the votes cast and in respect whereof abstention is recorded may not exceed the total of the votes exercisable by the shareholder or by his/her proxy.
3. Forms of proxy and/or letters of representation may be presented at the meeting, but to enable the Company to ensure prior to the meeting that a quorum will be present at the meeting, it would be helpful if proxy forms and/or letters of representation could be delivered to the Company's registered office, Santova House, 88 Mahatma Gandhi Road, Durban, 4001 (PO Box 6148, Durban, 4000) as early as possible prior to the meeting, or to the offices of the transfer secretaries, Computershare Investor Services (Pty) Ltd, Rosebank Towers, 15 Bierman Avenue, Rosebank, 2196, (PO Box 61763, Rosebank, 2107) 48 hours prior to the meeting.
4. The completion and lodging of this form of proxy will not preclude the relevant shareholder from attending the AGM and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof.
5. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity must be attached to this form of proxy unless previously recorded by the Company's transfer secretaries or waived by the Chairman of the AGM.
6. Any alteration or correction made to this form of proxy must be initialled by the signatory/ies.
7. A minor must be assisted by his/her parent or guardian unless the relevant documents establishing his/her legal capacity are produced or have been registered by the transfer secretaries of the Company.
8. The Chairman of the AGM may reject or accept a form of proxy, which is completed and/or received other than in accordance with these notes, if the Chairman is satisfied as to the manner in which the shareholder wishes to vote.

Certificated and "own name" registered dematerialised shareholders

If you are unable to attend the AGM of Santova Limited to be held at 12 noon on Friday, 31 July 2020 in the Ridgeside Boardroom, 3rd Floor, 53 Richefond Circle, Ridgeside Office Park, Umhlanga Ridge, 4319 and wish to be represented thereat, you must complete and return this form of proxy in accordance with the instructions contained herein and lodge it with, or post it to the Company's registered office address or the transfer secretaries' address, both detailed in point 3 above.

Dematerialised shareholders

If you hold dematerialised shares in Santova Limited through a CSDP or broker and do not have an "own name" registered dematerialised registration, you must timeously advise your CSDP or broker of your intention to attend and vote at the AGM or be represented by proxy thereat in order for your CSDP or broker to provide you with the necessary letter of representation to do so, or should you not wish to attend the AGM in person, you must timeously provide your CSDP or broker with your voting instructions in order for the CSDP or broker to vote in accordance with your instructions at the AGM.

CORPORATE INFORMATION

SANTOVA LIMITED

Country of Incorporation
Republic of South Africa

Registration Number
1998/018118/06

Share Code
SNV

ISIN
ZAE000159711

NATURE OF BUSINESS
International Supply Chain Solutions

DIRECTORS

Independent Non-Executive Directors
WA Lombard (Chairman)
ESC Garner
EM Ngubo

Executive Directors
GH Gerber (Chief Executive Officer)
RM Herselman (Group Financial Director)
AL van Zyl

COMPANY SECRETARY
JA Lupton, FCIS
Highway Corporate Services (Pty) Ltd
PO Box 1319, Hillcrest, 3650, South Africa

JSE SPONSOR
River Group
Unit 2, 211 Kloof Street, Waterkloof, Pretoria 0145

GROUP AUDITOR

Moore Johannesburg Inc.
50 Oxford Road, Parktown, Johannesburg, 2193

SHARE REGISTRAR

Computershare Investor Services (Pty) Ltd
PO Box 61051, Marshalltown, 2107

INVESTOR RELATIONS

Contact Persons
GH Gerber (Chief Executive Officer)
RM Herselman (Group Financial Director)

Email Address
investor@santova.com

Contact Number
+27 31 521 0160

SANTOVA HEAD OFFICE AND REGISTERED OFFICE

Head Office
53 Richefond Circle, Umhlanga Ridge, 4319, South Africa

Postal Address
PO Box 6148, Durban, 4000

Registered Office
Santova House, 88 Mahatma Gandhi Road,
Durban, 4001

Contact Number
+27 31 521 0160

CORPORATE BANKERS
Nedbank Limited
PO Box 1144, Sandown, 2196

Santova

INNOVATIVE SOLUTIONS • ENDLESS POSSIBILITIES

A Specialist Provider of Innovative Global Trade Solutions.

- Santova's diversification in terms of geographies, currencies, industries, products and services enables it to manage a global network of inter-connected activities for multinational organisations from origin to point-of-consumption.
- This diversification also enables it to hedge against unexpected 'regional risks' whilst at the same time allowing it to capitalise on opportunities that may present themselves globally.

Head Office
53 Richefond Circle, Umhlanga Ridge,
4319, South Africa

Tel: +27 031 521 0160
Email: enquiries@santova.com
www.santova.com