INNOVATIVE SOLUTIONS • ENDLESS POSSIBILITIES

2021 ANNUAL INTEGRATED REPORT

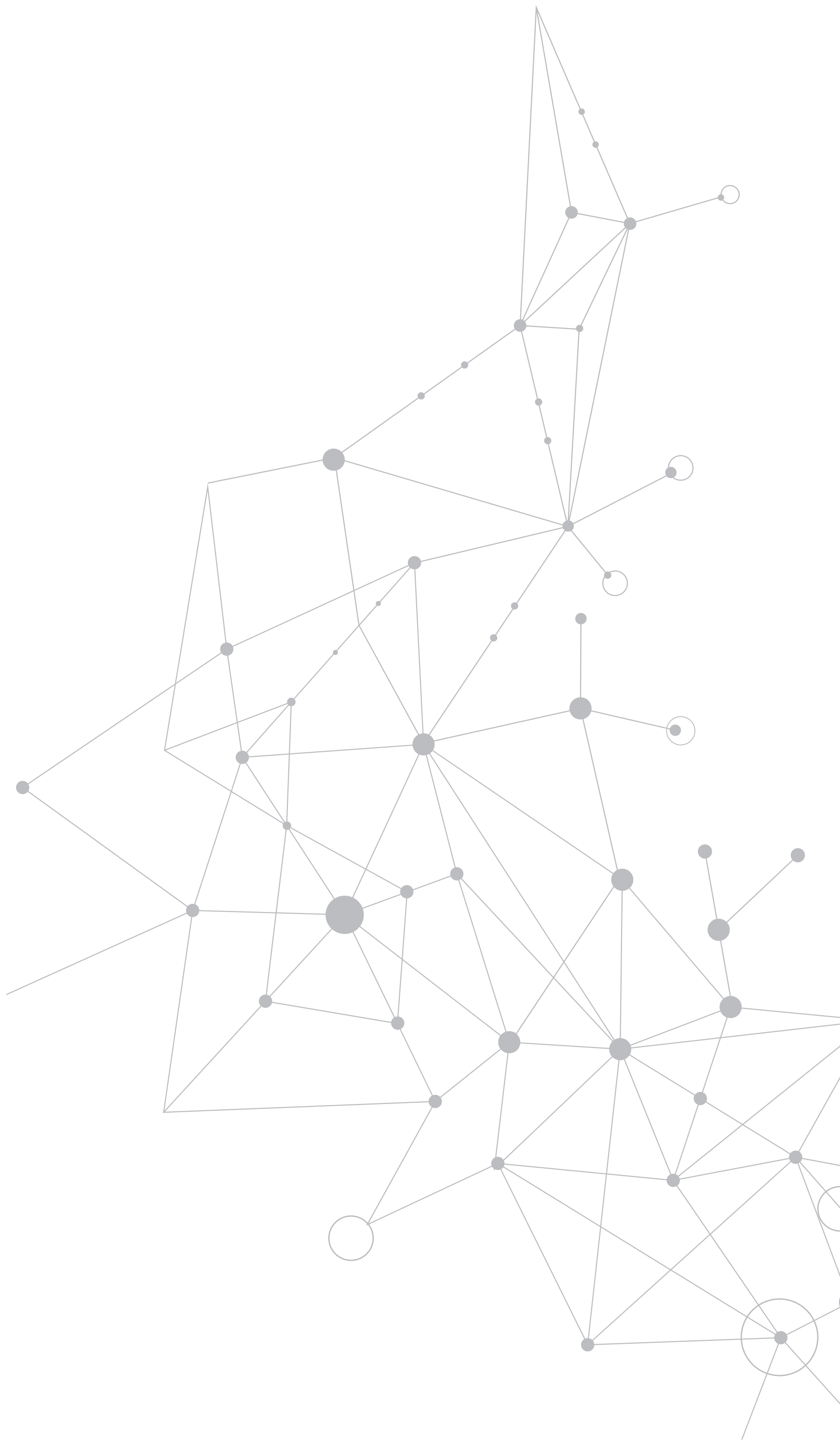


TABLE OF CONTENTS

The following documents that form part of this report are available at www.santova.com:

OUR APPROACH TO REPORTING

Santova Limited ("Santova") has pleasure in presenting its 2021 Annual Integrated Report ("AIR"), which covers the performance of the Santova Group ("the Group") and its subsidiaries for the year ended 28 February 2021. 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 South African Companies Act, No. 71 of 2008 ("the Companies Act"), and the JSE 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 and Separate Financial Statements, which have been audited by Moore Johannesburg Inc. ("Moore") who has expressed an unmodified opinion thereon. These extracts are taken from the audited information but are themselves not audited. Stakeholders are referred to the full set of Annual Financial Statements ("AFS") for more detailed financial information. These may be found under the results centre on the Group's corporate website (www.santova.com).

MATERIALITY

This report focuses only on those material aspects that 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.

Materiality was a key consideration in determining which matters to be included in this report. The process followed in determining material information includes:

- Identifying potentially relevant matters;
- Considering the significance of those matters and determining each matter's ability to materially influence assessments of the Group's ability to create value over time; and
- Prioritising and reporting those matters identified as material.

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 Consolidated and Separate Financial Statements have been audited by Moore, the Group's Independent External Auditor;
- 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.

2021 REPORTING SUITE

This 2021 Santova AIR provides a concise overview of the Group's economic and governance performance. Complementing this report are several other reports that are produced for specific stakeholders and which 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 website (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 2021 AIR on 17 May 2021.

OUR COVID-19 RESPONSE

The ongoing Coronavirus disease 2019 ("COVID-19") pandemic continues to have an unprecedented and far-reaching impact on almost every business environment globally.

Santova's updated response to the pandemic is set out below and the success of our response can be seen in the financial results of each region around the globe. Whilst the pandemic is far from over and many challenges remain, Santova's response has, to date, been efficient and effective.

Each Santova region has managed countrywide 'lockdowns', travel restrictions, temporary business closures, volatile economic conditions, surges and shortages of supply, to not only manage the risk of the pandemic for our employees, but to also maintain the high levels of service and delivery to our customers and other stakeholders.

The Risk Management Initiatives undertaken by the Santova Group in response to the COVID-19 pandemic, subject to local legal regulations and public health guidelines, include:

OVERSIGHT

The Santova Group's response to the pandemic continues to be overseen directly by the Executive Committee ("EXCO") since it was classified as a material risk in early 2020.

LOCAL CHAMPIONS

Local Champions were appointed in each country to research, monitor and timeously disseminate, on a regular basis, official government regulations and medical advice for their specific regions. The Local Champions discharged their duties appropriately and continue to be active in monitoring their individual regions.

COMMUNICATION

Initially, a centralised approach was utilised to collect and disseminate critical, time-sensitive information to our stakeholders globally. Santova provided continual and region-specific feedback to stakeholders, to ensure stakeholders remained informed of the latest developments throughout the pandemic. At the time of writing this report, communication is now handled in a decentralised manner with each region responding to current conditions 'as and when' required.

OPERATIONS

Following the initial strategic re-organisation of operational structures at the start of the pandemic, Regional Heads and Business Unit ("BU") Leaders, in conjunction with their regional management teams, now maintain existing structures and monitor developments to ensure uninterrupted service levels. Most of the necessary redundancy, leave, short-time or furlough initiatives have been concluded.

ADMINISTRATION

Regional Heads and BU Leaders, in conjunction with the legal and financial teams, successfully managed all areas of administration during the pandemic, which included debtor recoveries, credit risk management and cash flow management. Oversight of these areas continues on a regular but less frequent basis.

Global trade remains affected by the pandemic, but the position can vary from region to region and between the various services on a regular basis. Volumes of trade and pricing remain unpredictable. The Santova Group anticipates that the pandemic will continue to effect global trade and our industry throughout the upcoming financial year but is of the view that the levels of governance necessary to manage or curtail the risks that lie ahead are in place.

WHO WE ARE

The Santova Group is an international, technology-based trade solutions specialist listed on the main board of the JSE. The Group is represented in 10 countries through its own offices in South Africa, Mauritius, Germany, the Netherlands, United Kingdom, Australia, Hong Kong, Singapore, Thailand and Vietnam.

SANTOVA IN NUMBERS

5 057
SHAREHOLDERS

21 OFFICES **10** COUNTRIES

MANAGEMENT AND EMPLOYEES OWN
16,14%
OF THE COMPANY

NO SINGLE SHAREHOLDER OWNS MORE THAN
11,15%
OF THE COMPANY

VISION

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

PURPOSE

To enable clients to achieve a competitive advantage through leading, cloud-based, technological supply chain solutions and a multidimensional, innovative approach to international trade.

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 and ensuring reliability in terms of quality, quantity, time and location.

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

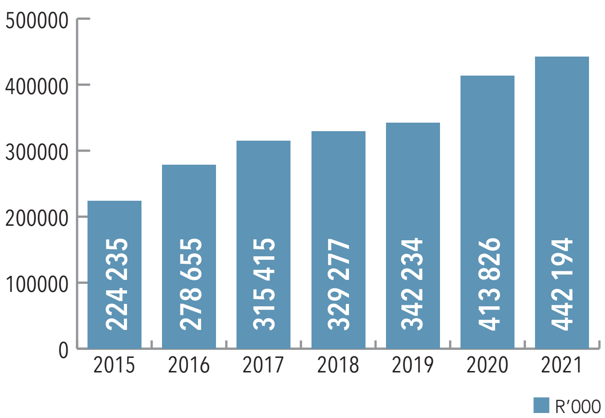
Financial Services
Short-term insurance solutions from captive insurance products, profit share facilities, risk transfer and risk management programmes, to self-insurance funded facilities.

INNOVATIVE SOLUTIONS | ENDLESS POSSIBILITIES

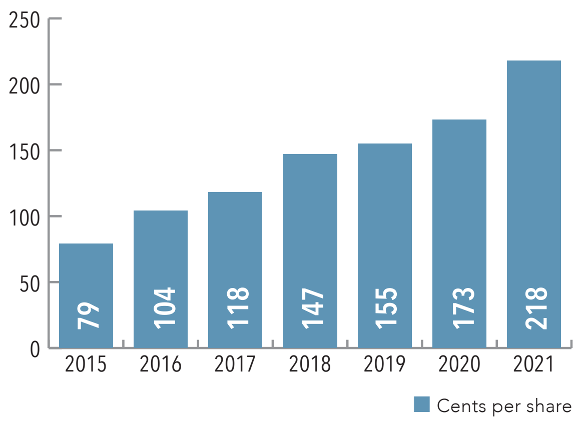
HOW WE PERFORMED against key indicators

		2021	2020	Change
STRATEGIC INITIATIVES				
Growth				
Gross billings	R'000	**4 463 487**	4 341 750	2,8%
Revenue and net interest income	R'000	**442 194**	413 826	6,9%
Profit before tax	R'000	**91 902**	82 416	11,5%
Dividend per share	cents	**-**	7,50	(100)%
Headline earnings per share ("HEPS")	cents	**47,08**	40,78	15,4%
Net cash generated from operating activities	R'000	**149 710**	109 219	37,1%
Total assets	R'000	**1 318 775**	1 170 181	12,7%
Capital and reserves	R'000	**619 040**	564 533	9,7%
Total interest-bearing borrowings	R'000	**234 115**	269 354	(13,1)%
Tangible Net Asset Value ("NAV") per share	cents	**218**	173	25,8%
Diversification				
Number of countries	number	**10**	8	2
Number of offices	number	**21**	20	1
Total staff	number	**259**	319	(60)
Profits generated offshore	%	**91,0%**	79,5%	11,5%
Innovation				
IT development and overhead expenditure	R'000	**14 713**	11 523	27,7%
Total employment related costs	R'000	**217 805**	216 561	0,6%
Operating Efficiency				
Billings to revenue margin	%	**9,9%**	9,5%	0,4%
Operating margin	%	**22,0%**	21,7%	(0,3)%
Effective tax rate	%	**24,1%**	21,1%	3,0%
Interest cover	times	**18,0**	12,1	5,9
Return on equity	%	**11,8%**	12,2%	(0,4)%
Debtor days	days	**48,4**	48,9	(0,5)
Debt to equity ratio	%	**14,0%**	33,5%	(19,5)%

REVENUE AND NET INTEREST INCOME



TANGIBLE NAV PER SHARE



WHERE WE OPERATE

UNITED KINGDOM (UK)
LEEDS
Tradeway (Shipping)

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

MILTON KEYNES
SAI Logistics

THE NETHERLANDS (NL)
SCHIPHOL | ROTTERDAM
Santova Logistics

GERMANY (DE)
DÜSSELDORF
Santova Logistics

FRANKFURT
Santova Logistics

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

HONG KONG (HK)
Santova Logistics
Santova Patent Logistics

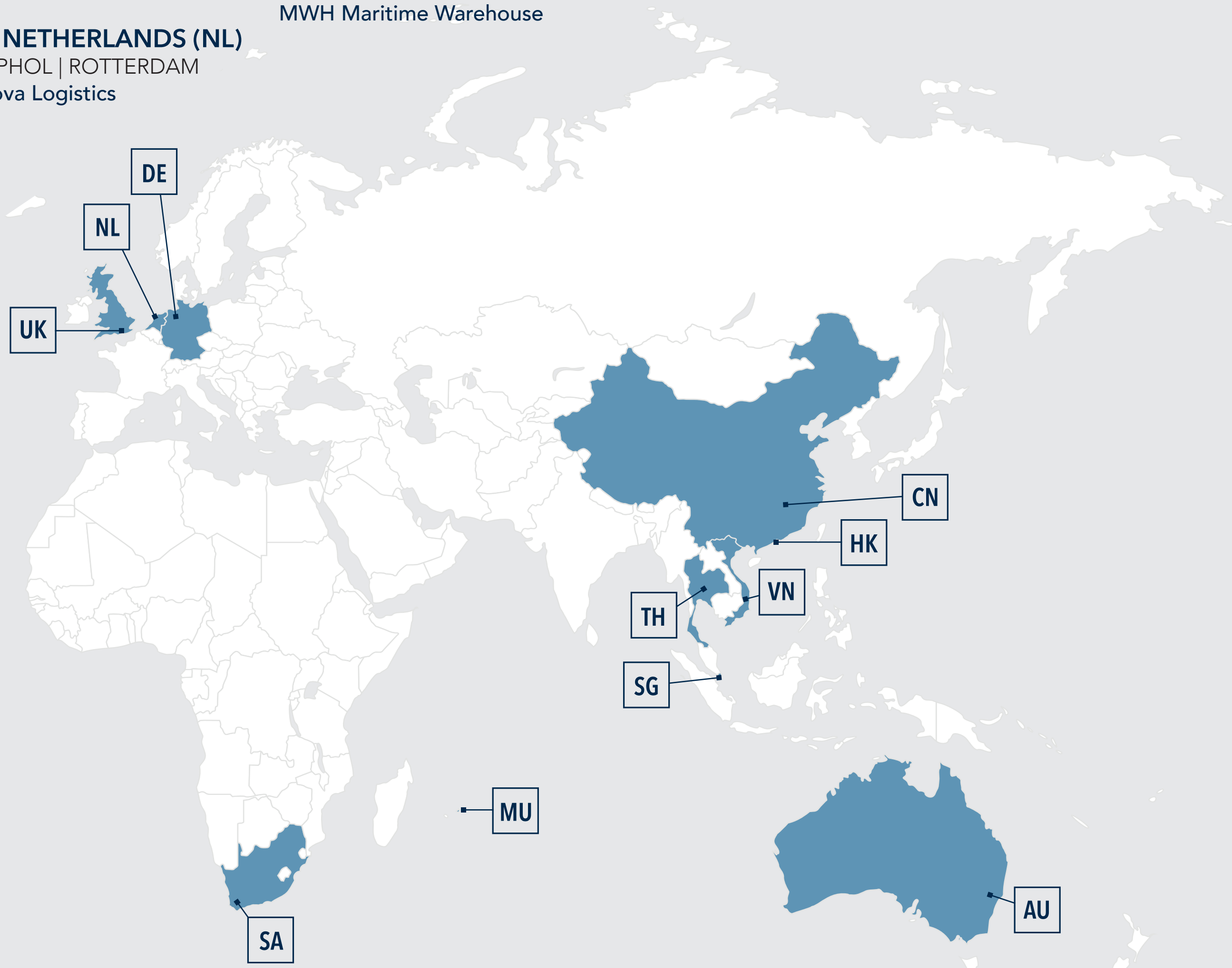
MAINLAND CHINA* (CN)
(19 REPRESENTATIVE OFFICES)

SOUTHEAST ASIA:

SINGAPORE (SG)
ASM Logistics
Santova Express Singapore

THAILAND (TH)
ASM Logistics

VIETNAM (VN)
Santova Logistics Vietnam



SOUTH AFRICA (SA)
DURBAN | JOHANNESBURG | CAPE TOWN | PORT ELIZABETH | PIETERMARITZBURG
Santova Logistics
Santova Financial Services
Santova International Trade Solutions
Santova Express

MAURITIUS (MU)
EBENE
ASM Global Logistics

AUSTRALIA (AU)
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 ("YOY") 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 and 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 ("IT"), 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 solutions' resources and capabilities both locally and internationally.

3

INTELLECTUAL CAPITAL

1. 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.
2. 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 employees.

4

DIVERSIFICATION

Relentless diversification of the business, including:
- Geographies
- Currencies
- Services
- Products
- 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

INPUTS

INTELLECTUAL CAPITAL
Supply chain optimisation through Process and Technological 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 our 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*

SOURCE

INFORMATION FLOW

OUTCOMES

INTERNAL	EXTERNAL
Growth in profitability	Supply chain optimisation solutions
Investment in key differentiators	Providing direct time and cost savings
Value derived from key personnel	Customer satisfaction and retention
Positive cash flows	Growing brand recognition
Building the Group's employment brand	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 & RAIL
An agent on behalf of our 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

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

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

FINANCIAL SERVICES
Short-term insurance risk solutions

SPECIAL PROJECTS
Complex projects and out-of-gauge cargo

DESTINATION

REVERSE LOGISTICS

OUR INVESTMENT CASE

As the primary providers of capital to the Group, Santova aims to create value for shareholders. However, profits or share price are not necessarily a reflection of value, particularly from a South African listed environment perspective, and as such value per share is a more accurate measure.

- **Highly entrepreneurial culture** - Thrives on change and is driven by innovation. Flexible and highly adaptable to a changing environment.
- **Next generation technology** - Continually embracing and leveraging off innovative technology. Optimising operations and customer experience through one common global platform for client engagement and global multidimensional interfaces with third parties.
- **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.
- **Global talent pool** - Cultivating high calibre employees across the globe, who 'live' the Group's Values and are attuned to the Group's entrepreneurial Culture and knowledge-intensive business model.
- **International solutions** - 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, trade routes 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.

Santova's Investment Case must be considered in the context of the entire 2021 AIR, 2021 AFS and Santova's 2021 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, technology driven trade solutions service provider ensuring 'best of breed' through innovative technologies. As a result, the Group competes internationally across multiple levels and in various sectors within the logistics industry and as such, a direct comparison of Santova to any one specific sector or level would be inaccurate.

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.
- **Fourth-Party Logistics Providers ("4PL") and International Lead Logistics Providers ("LLP")** - Typically 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** - By virtue of being listed on the JSE, the Group is typically compared to other listed organisations within the transportation 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 are not necessarily direct competitors.

OUR OPERATING ENVIRONMENT

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 extensive 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, at a lower price, with flexibility and with a higher degree of transparency.
- **High degree of fragmentation** - Many participants within the logistics industry are transactional or commoditised and have low barriers to entry or exit, characterised by fragmentation, low margins and high competition.
- **Technology reshaping the logistics industry** - The Internet of Things ("IoT"), the cloud, blockchain, data analytics, 3-D printing, Artificial Intelligence ("AI"), 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.

Our operating environment is discussed in further detail according to each of our geographical segments in the Chairman's and Chief Executive Officer's Review on pages 15 to 17 of this AIR.

OUR KEY DIFFERENTIATORS

GLOBAL	SOLUTIONS	INTELLECTUAL CAPITAL	TECHNOLOGY
An **international infrastructure** that provides local representation and strong capabilities in key trade centres.	International solutions through competitive **non-asset based international logistics products and services**.	Intellectual capital enabling a **multidimensional, innovative approach** to international trade.	**Intelligent cloud-based 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 cases where there are deviations or transgressions from our expectations, Culture 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

INTEGRITY

+ Open, honest and transparent
+ Ethical and moral behaviour
+ Respectful of confidentiality
+ Honourable and trustworthy

TEAM SPIRIT

+ Willingness to participate
+ Supportive and helpful
+ Adaptable and flexible
+ Cooperative attitude

INNOVATION

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

PASSION

+ Enthusiasm and self-motivation
+ Positive attitude and energy
+ Tenacious commitment
+ Competitive spirit

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 and mutually beneficial relationships with all stakeholders, which are facilitated through regular 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 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 NUMBERS	**5 057**	**259**	**2 180**	**4 811**
VALUE CREATED OR DISTRIBUTED	**R72 million**	**R220 million**	**R2 203 million**	**R4 498 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 ("HR") and BU 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	Growth (Organic and Acquisitive)	Intellectual Capital (Talent Pool)	Intellectual Capital (Executing at High Standards)	Innovation (Technology and Supply Chain)

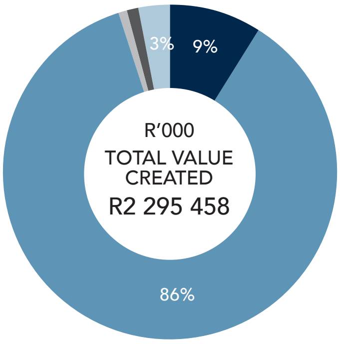
HOW WE CREATE VALUE

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.

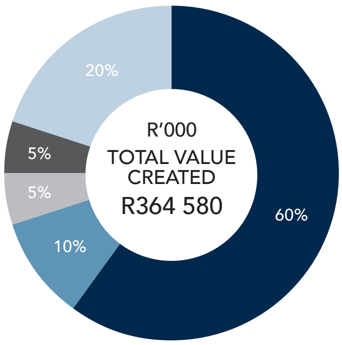
As a result of this, a meaningful evaluation of the value we create and distribute is best described in two ways:

- **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; and
- **Revenue Basis** - where we show how only the direct revenue earned by the Group is created and distributed.



BILLINGS BASIS
Value Distributed

- Employees 9%
- Governments 86%
- Financiers 1%
- IT Providers 1%
- Shareholders 3%



REVENUE BASIS
Value Distributed

- Employees 60%
- Governments 10%
- Financiers 5%
- IT Providers 5%
- Shareholders 20%

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 behalf of our clients. These costs are primarily customs Value Added Tax ("VAT") and duties (in SA) 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 a revenue basis, the total value we create is through the direct revenue earned by Santova when acting as an agent on behalf of our 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 our employees play in implementing its strategy by being primary benefactors of value distributed, through the payment of fixed and variable remuneration.

	2021			
VALUE ADDED STATEMENT	**Billings Basis R'000**	**%**	**Revenue Basis R'000**	**%**
Billings to clients (includes Gross Billings + Other Income items)	4 498 425		-	
Revenue from clients	-		477 132	
Paid to suppliers	2 202 967		112 552	
Value Created	2 295 458		364 580	
Value created - per employee	8 863		1 408	
Employees	220 223	9	220 223	60
Governments	1 967 146	86	36 268	10
Financiers	18 963	1	18 963	5
IT providers	16 771	1	16 771	5
Shareholders	72 355	3	72 355	20
Value Distributed	2 295 458	100	364 580	100
Value distributed to employees - per employee	850		850	

SIX CAPITALS

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

	INTELLECTUAL CAPITAL	HUMAN CAPITAL	SOCIAL & 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 + Governments / Regulators + Communities	+ Shareholders + Financial Institutions / Bankers + Credit Underwriters + Creditors	+ Suppliers + Employees + Communities	+ Governments / Regulators + Suppliers + Communities
ASSOCIATED STRATEGIC INITIATIVES	+ Innovation (Technology) + Innovation (Supply Chain) + Diversification	+ Innovation (Talent Pool) + Intellectual Capital (Executing at High Standards) + Growth (Organic)	+ Diversification + Intellectual Capital (Executing at High Standards)	+ Growth (Acquisitive) + Growth (Organic)	+ Diversification + Growth (Acquisitive) + Growth (Organic)	+ Diversification + Growth (Acquisitive) + Growth (Organic)
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 and Distribute 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 & Risk and Social & Ethics Committees' Reports)		+ 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

CHAIRMAN'S AND CHIEF EXECUTIVE OFFICER'S REVIEW

2020 has been one of the most unexpected and unsettled years of recent times. The COVID-19 pandemic has adversely impacted global economies, disrupted global trade, and put additional demands on an already strained logistics industry. For the United Kingdom ("UK") and the rest of Europe ("EU"), this was further compounded by the complexities associated with a last-minute Brexit deal. In addition, despite countries being under pressure to restore normality as fast as possible, the ongoing uncertainties, lack of consumer confidence, and supply chain challenges continue to exert a stranglehold or 'stumbling block' to recovery. To this extent, the International Monetary Fund ("IMF") anticipates that the United States ("US") Gross Domestic Product ("GDP") for 2020 will be approximately 8% lower than 2019 and recovery in 2021 will be subdued.

Whilst 2020 was a turbulent start to a new decade, every crisis also represents an opportunity. As the world continues to navigate the ongoing issues arising out of COVID-19, heightened innovation, changes in consumer behaviour, and the way in which businesses now operate represents a significant paradigm shift. Despite the pandemic lockdowns and the economic downturn, there are winners benefitting from the pandemic such as the e-commerce market and its retailers, online platforms, and service providers.

The Group has been decisive in the repositioning of the business in the face of a 'changed world'. A review of the results for the period ending February 2021 supports the view that these initiatives have proven to be effective. Other than the drive for efficiencies through consolidation, the Group focused on points of differentiation that are demonstrated around technology and service. With the global pandemic applying pressure to the supply chain in ways not previously seen, many companies were pressured to look towards third-party experts, advanced digital capabilities, and accelerated automation of manual processes within the supply chain. Evidence of this can best be confirmed by the significant number of quality new clients that have been acquired in some of the regions - particularly in SA, the Netherlands and the UK.

The Group's strong earnings growth has been predominantly off the back of surging shipping rates as the cost to ship goods soared on higher demand and the shrinking pool of empty containers. To safeguard against this year's volatile market and to maintain profits, the shipping lines adopted certain capacity management measures (restricted services, blank sailings, and re-routed vessels), all of which caused a severe disruption in the normal repositioning of empty containers, the result being that available capacity in the market was no longer sufficient. Whilst there was a shortage of empty containers in Asia, the ports in the US became congested and freight rates reached an all-time high. However, whilst our global volumes were significantly down on the previous year, our profit margins were substantially higher amidst this disrupted market.

Four trends have been accelerated by COVID-19:

- A recognition by global supply chains that they require greater resilience and efficiencies in the flow of goods. During the year under review, many businesses realised that outsourcing their supply chain activities to specialists, with an integrated end-to-end offering, allowed them to reduce risk, increase flexibility, focus on their core business and respond more quickly to changes in consumer behaviour.
- A growing need to incorporate greater automation through integrated software packages, which are now becoming more readily available. These include technologies such as the Internet of Things ("IoT"), Artificial Intelligence ("AI"), blockchain, advanced data analytics and wearable devices that will fast-track companies to e-commerce or the digital marketplace and simplify their operations.
- A rapid growth in e-commerce or the digital marketplace, which will continue to grow at an even faster rate than originally anticipated pre-pandemic, bringing forward the widespread adoption of online shopping by nearly a decade in just a couple of years. While local retailers were severely impacted, leading online marketplaces, such as Amazon and Alibaba, were able to expand their market share during the lockdowns.
- Closely aligned to the rapid emergence of online shopping is the global courier, express and parcel market. This market is experiencing strong growth, which is being driven by the burgeoning e-commerce sector, along with the growing cross-border trade. The development of cross-border trade channels, especially in the emerging nations, has enhanced the adoption of the movement of smaller parcels or shipments and Business to Consumer ("B2C") shipments.

CHAIRMAN'S AND CHIEF EXECUTIVE OFFICER'S REVIEW continued

Three of the four trends, mentioned above, revolve around the application of technology. With Santova being at the forefront of the application of technological initiatives, the outlook for our initiatives looks very positive. These technologies will enable Santova to increase our overall operational efficiency whilst meeting our client and consumer requirements effectively.

EUROPE

The Eurozone economy experienced tough trading conditions during 2020. From a first quarter contraction of almost 12%, it recovered somewhat to a 7% contraction by the end of 2020. The UK, on the other hand, was impacted to a greater extent with their GDP contracting by 9,9 %, their largest annual fall on record. Overall, the impact on the EU region was far greater than on the US economy, where GDP only contracted by 3,7%.

Albeit a challenging environment, our operations benefited from a resurgence in unpredictable volumes from small e-traders and inventory restocking by businesses that faced acute supply chain disruptions and increased pressure to supply certain goods that were in demand during lockdown. In addition, equipment shortages, port congestions, and unpredictable vessel turnaround times have also strengthened earnings through greater than normal intervention and re-engineering of value chains internationally. It is likely that the delay in rolling out vaccines in many regions and limitations imposed on mobility will keep freight rates abnormally high and volatile in the short term.

ASIA PACIFIC

Although the pandemic disrupted economic activities in the Asia Pacific ("AP") region, many of the countries making up this region have managed to contain the disease successfully. As a result, the recovery in this region has been significantly faster than expected. From a contraction of 2,2% in 2020, it is expected to grow by 6,9% in 2021. However, the rebound is likely to be uneven and largely powered by the trade of goods to and from developing countries, especially by the very strong performance of East Asian economies. On a year-on-year ("YOY") basis, trade in goods originating from East Asia grew around 12% in Quarter Four ("Q4") 2020, with goods imports increasing by around 5% (IMF Report, January 2021).

Our operations in these countries have performed exceptionally well off the back of this continued 'buoyant' trade, despite the impact of the pandemic. Recovery and strong growth in this region were anchored by the resilience of private consumption, the uncertainties of Brexit and, to a larger extent, trade tensions between China and the US.

However, whilst most cargo is destined for the US and EU via East-West trade lanes, there has been a rise to prominence of intra-Asia trade. Today it is no longer only countries such as China, Japan and South Korea that have large modern container ports - other AP nations are investing in significant upgrades to ensure the demand for growing quantities of containerised goods are being met.

Our earnings were also boosted by the sharp impact on the global market for the supply of Personal Protective Equipment ("PPE"), the manufacturing of which was predominantly concentrated in China. Global demand for the supply of PPE increased rapidly during the year, leading to constraints in production, distribution and various supply chain challenges.

AFRICA

At the beginning of 2020, SA had entered a recession and, with the arrival of COVID-19, the country declared some of the most severe lockdown restrictions worldwide. Together, the recession and lockdown restrictions resulted in extremely tough economic conditions.

The manufacturing, trade, catering and accommodation industry as well as the transport, storage and communication industry, and the mining and quarrying industry each decreased by between 65% and 75% (Moneyweb 2020), and household expenditure 'slumped' by 49,8%. The logistics industry was significantly impacted by the regulations on the movement of goods and the lower quantities moved, resulting in companies being subjected to major upheavals (restructures and closures) that have permanently altered the landscape of SA's local operations.

Santova however was able to harness some of these challenges to our advantage. The restructuring, downsizing, consolidation and closure of a significant number of competitors in the logistics industry, resulted in Santova acquiring a record number of quality new clients. In addition, the lack of financial capacity, within the current environment, to invest in skills and technology provided inherent opportunities for our business to not only secure new clients but also to introduce improvement and optimisation both internally and externally to the business. As the lack of maintenance and infrastructure investment continues to prevail, as well as the challenges associated with congested and inefficient ports, the opportunity for innovation and improvement (digital skills development and knowledge transfer) is encouraging for our business.

OUTLOOK FOR THE YEAR AHEAD

The year ahead appears to be brighter. As the world continues to roll out vaccines, we should witness better control of the pandemic and an easing of lockdown measures, which together are projected to result in a rebound in global economies. We could even go so far as to predict that post the pandemic economy, we might witness a stronger than anticipated pent-up demand due to accumulated savings and/or growing stock replenishment needs.

With some of the more established economies in the AP region bouncing back at a faster rate than expected, particularly China and Vietnam, we can expect to benefit from the relatively increased levels of activity within this region.

With the possibility of a no-deal Brexit looming during the financial year, the rate of economic growth slowed due the risk of tariffs being imposed (and therefore prices being raised) on almost every item imported from the EU. However, the new Free Trade Agreement ("FTA") that has been regulating trade relations between the UK and the EU from the 1st January 2021, should allow both Britain and the EU to continue trading without interruption. This bodes well for our operations in both of these regions.

Having been thrust into COVID-19 without warning or guidelines on how to respond, we quickly learnt how to incorporate the protocols of the 'new normal'. In transitioning to remote working and contactless services, we reinvented systems, workflow processes and business interactions that are arguably both innovative and entrepreneurial in form. During this period of lockdowns, great strides were made to digitise and thereby future-proof our business. We have embraced and implemented more AI and cloud services that have allowed us to reduce the number of employees required to operate an effective business. This is well illustrated by the fact that over the last ten years, Santova has experienced an inverse relationship between the growing levels of activity and the number of staff employed. Resetting our businesses globally during the pandemic has thereby given us a solid platform for 2021.

Finally, with the exceptional rate at which e-commerce (the digital marketplace) is rising, consumers now expect competitive pricing on products as well as fast and free delivery. Whilst this will offer technology-based businesses like Santova an exciting opportunity, it will certainly impact on traditional logistics and supply chain models that will be forced to adjust their strategies to provide low-cost and on-demand delivery services. With the imminent launch of our e-commerce platform for clients operating in conjunction with our automated, time-sensitive express services, we will look to grow our share of the e-commerce market as more and more retailers turn to online sales and distribution.

ACKNOWLEDGEMENT AND APPRECIATION

There is no simple manner in which to sum up this year. It has been turbulent on so many fronts, presenting both individuals and businesses alike with formidable challenges, the impact of which will extend well beyond the year itself. Globally, our colleagues united and displayed the Culture, Values and depth of character that are the 'signature' of Santova today. The unwavering commitment and enthusiasm that has been displayed by our colleagues during this complex period of extraordinary challenges has been admirable. We would like to extend our sincere appreciation and thanks to them for being who they are and for their support and dedication that has been so freely forthcoming.

To my fellow directors and executive management, thank you for the support, guidance and 'togetherness' that is essential for any business seeking to exceed expectations. With such support there is no doubt that Santova will continue to be at the forefront of our industry and break new ground as we stride ahead. The multinational structure of our business opens up a host of recent and future developments, and exciting opportunities for us to harness for our continued success.

On a final note, our appreciation goes out to our clients, suppliers, business associates and shareholders for their steadfast encouragement and support. In light of the prospects for 2021, the year ahead is set to be an exciting, productive and profitable journey wherein every opportunity will be embraced with the entrepreneurial flair that characterises our business today.

GROUP FINANCIAL REVIEW for the financial year ending February 2021

The 2021 financial year was accompanied by some of the most unpredictable and volatile market conditions witnessed in recent times, with significant pressure being placed on global supply chains and the maritime sector in general. The Santova Group has again displayed resilience throughout this period, delivered by its globally diverse portfolio of companies, which have offered sector, currency, and geographical hedges against the general market disruption.

KEY HIGHLIGHTS

NET PROFIT INCREASED **7,3%** TO R69,7 MILLION

NAV INCREASED **24,8%** TO R4,39 PER SHARE

DEBT TO EQUITY DECREASED FROM 33,5% TO **14,0%**

OFFSHORE EARNINGS INCREASED TO **91,0%**

HEPS INCREASED **15,4%** TO 47,08 CPS

Net profit after tax increased by 7,3% to R69,7 million (2020: R65,0 million), with offshore earnings generated outside of SA increasing to 91,0% (2020: 79,5%). Cash flows remained robust with cash generated from operations increasing by 32,1% to R176,0 million (2020: R133,2 million), with 92,7% of the Group's cash now held by offshore entities in foreign currencies. NAV per share increased by 24,8% to R4,39 per share due to the growth in earnings and the Group continuing to acquire its own shares, reducing the effective number of shares in issue.

GROUP PROFITABILITY

The Group's basic earnings per share increased 14,1% to 46,51 cents per share ("CPS") (2020: 40,77 CPS) and headline earnings per share ("HEPS") increased 15,4% to 47,08 CPS (2020: 40,78 CPS).

The results of the 2021 financial year can be compared directly on a like-for-like basis to the 2020 financial year without adjustment for acquisitions as there were no new transactions concluded in the current financial year.

The primary drivers of the growth in earnings are attributed to:

- Organic growth from existing operations with the EU and AP regions delivering 21,0% and 70,6% growth in earnings respectively;
- The average weakening of the SA Rand ("ZAR") against the major currencies in which the Group operates which, together with the strong organic growth, resulted in the earnings contribution from offshore Business Units increasing to 91,0% (2020: 79,5%);
- A R2,7 million increase in other income, the majority of which relates to realised foreign exchange gains; and
- A R2,1 million reduction in finance costs, which is primarily due to the ongoing repayment of the medium-term loans.

Other notable movements included:

- With the financial toll of COVID-19 still unfolding on companies globally, the Group has remained conservative and cautious in its approach to credit risk management and has increased its credit loss allowance from R12,1 million in 2020 to R40,2 million in 2021; and
- The effective tax rate increased by 3% to 24,1% (2020: 21,1%) primarily due to the following factors:
  - Increased profit in Hong Kong has transitioned the company into the higher tax bracket of the two-tier tax mechanism in the region,
  - Foreign exchange losses arising from foreign denominated contingent consideration (acquisition warranty payments) being treated as permanent differences,
  - Increased profits in the Netherlands, which has a maximum tax rate of 25%, and
  - A prior period under provision being recognised in the current year in Germany.

GROUP SUMMARISED CONSOLIDATED PROFIT OR LOSS	Audited 2021 R'000	Audited 2020 R'000	Movement R'000	Movement %
GROSS BILLINGS	4 463 487	4 341 750	121 737	2,8
Revenue and net interest income	**442 194**	413 826	28 368	6,9
Other income	**21 385**	18 649	2 736	14,7
Depreciation and amortisation	**(27 124)**	(24 154)	(2 970)	12,3
Administrative expenses	**(333 057)**	(316 084)	(16 973)	5,4
Impairment loss on trade receivables	**(6 182)**	(2 381)	(3 801)	159,6
Operating profit	**97 216**	89 856	7 360	8,2
Finance income	**110**	226	(116)	(51,3)
Finance costs	**(5 520)**	(7 666)	2 146	(28,0)
Share of associate companies' profit after tax	**96**	-	96	100,0
Profit before tax	**91 902**	82 416	9 486	11,5
Income tax expense	**(22 184)**	(17 424)	(4 760)	27,3
Profit for the year	**69 718**	64 992	4 726	7,3
Attributable to:				
Owners of the Company	**69 680**	65 022	4 658	7,2
Non-controlling interest	**38**	(30)	68	(226,7)
Other comprehensive income for the year				
Exchange differences arising from translation of foreign operations	**16 299**	22 275	(5 976)	26,8
Remeasurements of post-retirement medical aid benefit liability	**(15)**	(53)	38	0,0
Total comprehensive income	**86 002**	87 214	(1 212)	(1,4)
Key ratios:				
- Billings/revenue margin	**9,9%**	9,5%		0,4
- Operating margin	**22,0%**	21,7%		0,3
- Effective tax rate	**24,1%**	21,1%		3,0
- Interest cover (times)	**18,0**	12,1	5,9	48,8
- Basic earnings per share (cents)	**46,51**	40,77	5,7	14,1
- Headline earnings per share (cents)	**47,08**	40,78	6,3	15,4
- Dividends per share (cents)	**-**	-	-	-
- Dividend cover (times)	**-**	-	-	-
- Return on equity	**11,8%**	12,2%		(0,4)
- Percentage offshore earnings	**91,0%**	79,5%		11,5
Average exchange rates:				
- USD/ZAR	**16,50**	14,58	1,92	13,2
- GBP/ZAR	**21,31**	18,63	2,68	14,4
- EUR/ZAR	**19,08**	16,23	2,85	17,6
- USD/GBP	**1,30**	1,28	0,02	1,6

GROUP FINANCIAL REVIEW for the financial year ending February 2021 continued

REGIONAL PERFORMANCE

AFRICA (AF)

Africa earnings, represented predominantly by SA, declined by 53,7% to R6,5 million (2020: R14,1 million) due to the following primary reasons:

- In SA, shipping volumes declined 20,3% from 2020, primarily due to the partial closure of ports during the 'hard lockdown' between March and May 2020;
- Net revenue declined 13,7% to R114,7 million (2020: R132,7 million), primarily due to a low-margin high-volume customer entering into business rescue and ceasing trade with Santova;
- As a result of the restructure, triggered by COVID-19 and the struggling economy, administrative expenses decreased 6,4% in the first half of the financial year to better align the region with the Group's enhanced technological environment;
- Restructuring costs of R3,0 million were incurred in the current financial year relating to the above realignment;
- A customs licence held by Jet Air & Ocean Freight Services Ltd in Mauritius totalling R781 000 was impaired in preparation for the dissolution of the entity, which is no longer trading; and
- Mauritius incurred an operational loss of R1,1 million due to the severely depressed local economy, which has been impacted by COVID-19 related restrictions and intermittent lockdowns.

UNITED KINGDOM (UK)

Revenue in the UK increased 8,9% to R131,9 million (2020: R121,1 million) with earnings increasing 2,2% to R22,5 million (2020: R22,0 million), including the following:

- The Tradeway (Shipping) ("Tradeway") business, which specialises in the export of scrap products and second-hand garments to the Middle East and Africa, was impacted when COVID-19 related restrictions were initially enforced in the UK. The business however witnessed a recovery in the second half of the year with revenue for the full year only 11% down on 2020;
- W.M. Shipping (trading as "Santova UK"), added a number of new clients and successfully diversified their service offering, reversing their net loss position in 2020; and
- The provision for credit losses was increased by R14,9 million cumulatively across all UK entities.

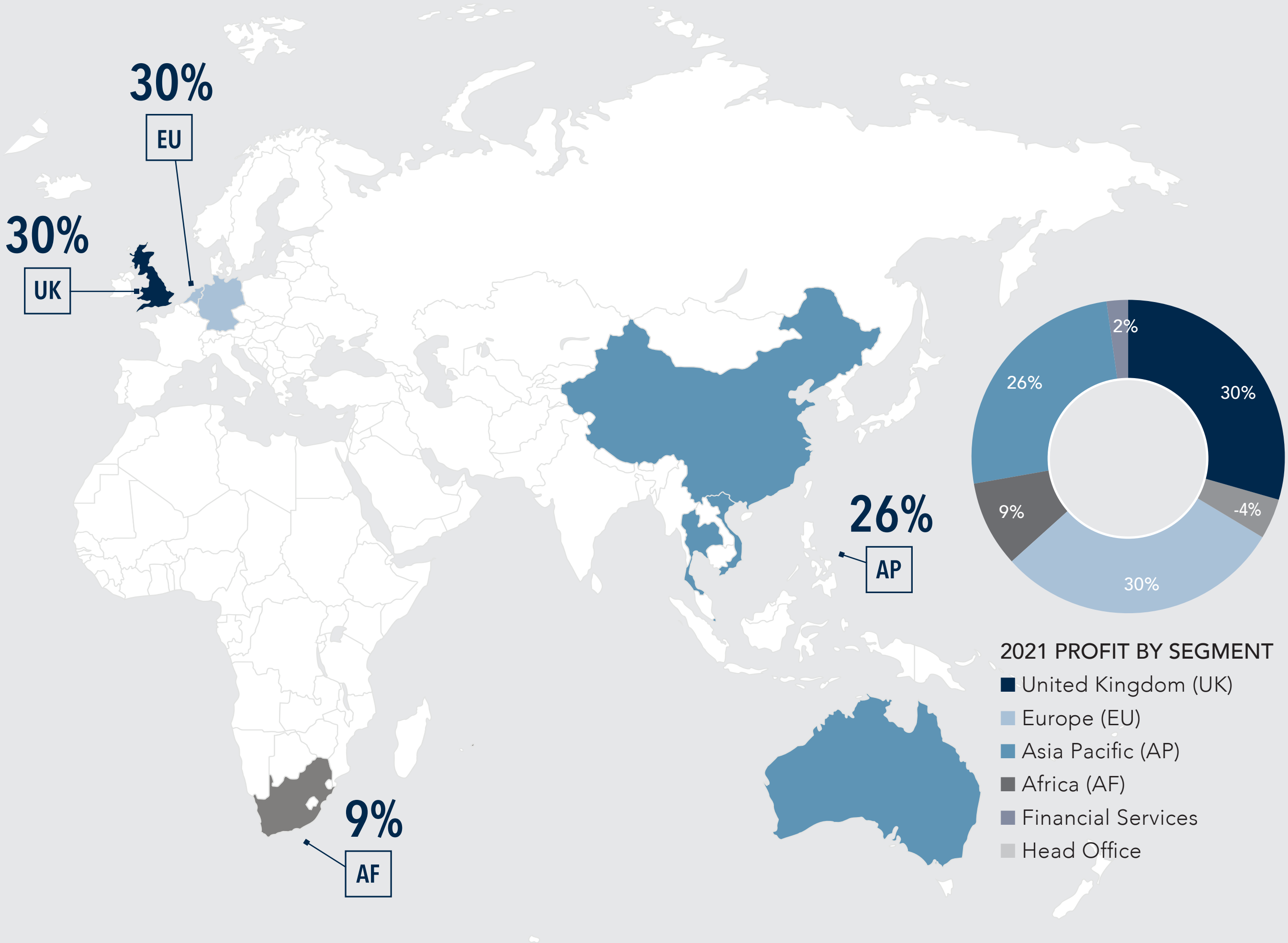
EUROPE (EU)

Led by the Netherlands, the EU region grew revenue by 22,1% to R125,6 million (2020: R102,9 million), with earnings increasing 21,0% to R22,8 million (2020: R18,8 million).

ASIA PACIFIC (AP)

The AP region saw revenue increase by 29,5% to R62,1 million (2020: R47,9 million), with earnings increasing 70,6% to R19,3 million (2020: R11,3 million), including the following:

- Hong Kong benefitted from the surge in global trade, specifically in PPE related supply out of China, increasing revenue and earnings in local currency by 47,5% and 78,0% respectively. With the Hong Kong office having capacity to manage the increased volume without adding additional resources, the additional margin generated translated directly into pre-tax profits;
- Singapore also benefitted from the increased global trade with Asia, growing revenue in local currency by 11,1%. Increased staff costs and foreign exchange losses resulting from significant US Dollar denominated balances, which weakened against the Singapore Dollar, resulted in a net decrease in earnings of 8,1% in local currency; and
- While revenue in Australia was relatively flat with a 1,2% decline in local currency terms, earnings in local currency increased 78,7% due to a lean operational structure and COVID-19 related support received from government.



GEOGRAPHICAL INFORMATION	LOGISTICS SERVICES				
	Africa R'000	Asia Pacific R'000	United Kingdom R'000	Europe R'000	TOTAL R'000
28 FEBRUARY 2021					
Gross billings	**1 936 614**	**566 654**	**1 134 173**	**818 447**	**4 455 888**
Percentage movement	*(18,8)%*	*69,5%*	*22,2%*	*19,1%*	*2,8%*
Revenue and net interest income	**120 776**	**62 046**	**131 936**	**125 663**	**440 421**
Percentage movement	*(13,7)%*	*29,5%*	*8,9%*	*22,2%*	*6,9%*
Operating profit	**9 463**	**23 424**	**27 328**	**31 954**	**92 169**
Percentage movement	*(55,7)%*	*69,2%*	*5,4%*	*38,1%*	*9,4%*
Net profit	**6 519**	**19 344**	**22 520**	**22 749**	**71 132**
Percentage movement	*(53,7)%*	*70,6%*	*2,2%*	*21,0%*	*7,4%*
Segment assets	**544 275**	**160 926**	**286 316**	**235 883**	**1 227 400**
Percentage movement	*4,9%*	*70,3%*	*9,8%*	*37,9%*	*17,4%*
Segment liabilities	**325 228**	**94 288**	**170 040**	**171 047**	**760 603**
Percentage movement	*5,6%*	*104,3%*	*10,6%*	*40,7%*	*20,8%*
Key ratios:					
Revenue/billings margin	**6,2%**	**10,9%**	**11,6%**	**15,4%**	**9,9%**
Percentage movement	*0,4%*	*(3,4)%*	*(1,4)%*	*0,4%*	*0,4%*

GROUP FINANCIAL REVIEW for the financial year ending February 2021 continued

FINANCIAL POSITION

The Group's statement of financial position remains robust resulting from a keen focus on capital preservation, credit risk management and responsible earnings growth in the current financial year.

The following significant statement of financial position items were noted:

+ The SA Rand ("ZAR") weakened at closing against the Pound Sterling ("GBP") by 4,9% and the Euro ("EUR") by 5,7%, both of which resulted in significant currency translation gains and an increase across most line items in the statement of financial position; and
+ The continued profitability of the Group resulting in Capital and Reserves increasing by 9,7% to R619,0 million (2020: R564,5 million), and total assets increasing by 12,7% to R1,319 billion (2020: R1,170 billion).

Specific movements in balances and financial ratios included the following:

+ Intangible assets increased by 5,0% to R312,2 million (2020: R297,2 million), primarily due to a R12,3 million foreign currency gain on the revaluation of Goodwill;
+ Trade receivables, excluding the provision for credit losses, increased by 6,5% to R632,0 million (2020: R593,5 million) in line with the overall 6,9% increase in consolidated Group revenue including the following:
  - The SA trade receivables book accounts for 63,4% of total trade receivables due to customs VAT and duties being paid on behalf of clients in contrast to all other regions where it is remitted directly to the authorities by the client, and
  - While the SA book decreased by 8,5%, driven by the region's lower revenue levels, this was offset by the ZAR weakening against major currencies, which resulted in a net increase in the translation of foreign denominated trade receivables;
+ Total short and long-term interest-bearing borrowings decreased by 36,4% to R32,6 million (2020: R51,3 million) including the following:
  - The decrease was due to the continued repayment of the medium-term loans relating to the acquisition of SAI Logistics ("SAI") and Tradeway, which will be fully settled in the 2022 financial year, and
  - The €740 000 loan from the sellers of MLG Maritime Cargo Logistics ("Maritime") remains in place and can be settled on 3 months' notice by either party;
+ Trade and other payables increased by 64,8% to R391,4 million (2020: R237,5 million) due in part to the growth in offshore revenue and the significant increase in shipping rates during the course of the financial year;
+ The Debt to Equity ratio decreased to 14,0% (2020: 33,5%), primarily due to the increase in total Capital and Reserves and reduction in interest-bearing borrowings;
+ Long-term financial liabilities decreased by 94,8% to R0,9 million (2020: R16,4 million) with the remaining balance being the deferred purchase consideration for the acquisition of ASM Thailand;
+ The short-term financial liability of R19,5 million (2020: R19,9 million) primarily consists of the deferred purchase consideration relating to the final warranty payments for the acquisition of Maritime and SAI, which will be settled in the 2022 financial year - subject to minimum profit warranty conditions; and
+ NAV per share increased by 24,8% to R4,39 per share (2020: R3,66 per share).

SHARE BUY BACK

The Group continued to repurchase its own shares following the shareholders' approval at the last Annual General Meeting ("AGM") and as announced through the Stock Exchange News Service ("SENS"). The Group repurchased 13 679 514 shares during the 2021 financial year at an average price of R2,35 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	Audited 2021 R'000	Audited 2020 R'000	Movement %
ASSETS			
Non-current assets	**403 015**	398 359	1,2
Property, plant and equipment	**27 752**	28 573	(2,9)
Right-of-use ("ROU") assets	**39 989**	51 684	(22,6)
Intangible assets	**312 177**	297 176	5,0
Investment in associate	**1 342**	-	100,0
Financial assets at fair value through profit or loss	**7 558**	9 158	(17,5)
Deferred tax assets	**14 197**	11 768	20,6
Current assets	**915 760**	771 882	4,0
Trade and other receivables	**725 102**	636 943	13,8
Current tax receivable	**179**	335	(46,6)
Financial assets at fair value through profit or loss	**448**	142	215,5
Cash and cash equivalents	**190 031**	134 402	41,4
Total assets	**1 318 775**	1 170 181	12,7
EQUITY AND LIABILITIES			
Capital and reserves	**619 040**	564 533	9,7
Non-current liabilities	**43 350**	67 195	(35,5)
Interest-bearing borrowings	**12 810**	17 170	(25,4)
Employee benefit obligations	**984**	1 096	(10,2)
Financial liabilities at fair value through profit or loss	**857**	16 390	(94,8)
Lease liabilities	**27 966**	31 965	(12,5)
Deferred tax liabilities	**733**	574	27,7
Current liabilities	**656 385**	538 453	21,9
Trade and other payables	**391 354**	237 506	64,8
Current tax liabilities	**9 447**	6 290	50,2
Interest-bearing borrowings	**19 781**	34 081	(42,0)
Amounts owing to related parties	**285**	294	(3,1)
Financial liabilities at fair value through profit or loss	**19 482**	19 910	(2,1)
Lease liabilities	**14 512**	22 269	(34,8)
Overdrafts and bank facilities	**201 524**	218 103	(7,6)
Total equity and liabilities	**1 318 775**	1 170 181	12,7
Key ratios:			
- Debtor days	**48,4**	48,9	(0,5)
- Creditor days	**30,7**	18,9	11,9
- Debt to equity ratio	**14,0%**	33,5%	(19,5)
- NAV per share	**4,39**	3,66	24,8
- Tangible NAV per share	**2,18**	1,73	30,7
- Current ratio	**1,6**	2,0	(0,4)
- Number of shares in issue net of treasury shares	**140 872 975**	154 432 489	
Closing exchange rates:			
- GBP/ZAR	**21,00**	20,02	4,9
- EUR/ZAR	**18,21**	17,22	5,7
- GBP/USD	**1,39**	1,28	8,7
Credit ratios:			
Credit loss allowance on trade receivables at year-end			
- Total amount	**40 199**	12 093	232,4
- Percentage of trade receivables	**6,79%**	2,08%	4,7
Trade receivables written off during the year			
- Total amount (net of recoveries)	**6 182**	2 381	159,6
- Percentage of trade receivables	**1,04%**	0,41%	0,6
Ageing of trade receivables			
- Total amount >60 days past terms	**72 469**	19 716	267,5
- Percentage >60 days past terms	**12,25%**	3,39%	8,9

GROUP FINANCIAL REVIEW for the financial year ending February 2021 continued

CASH ON HAND AND CASH FLOWS

The Group continues to generate positive cash flows with a net increase in cash and cash equivalents of R48,6 million to R190,0 million (2020: R134,4 million). Cash generated from operations increased by 32,1% to R176,0 million (R133,2 million). The increase is primarily due to the following key factors:

- An R88,2 million outflow resulting from the increase in trade receivables, primarily due to the increase in international freight rates. Debtor days have remained consistent at 48,4 days (2020: 48,9 days);
- A R153,9 million inflow resulting from the increase in trade and other payables. While trade payables saw an overall YOY increase due to the significant increase in international freight rates, the net cash inflow was attributed to creditor days increasing by 11,9 days to 30,7 days (2020: 18,9 days); and
- A R16,6 million outflow relating to the settlement of trade receivables financed through the South African invoice discounting facility.

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.

Other notable movements include:

- The R20,4 million settlement of contingent purchase consideration relating to the penultimate warranty payments to the sellers of SAI and Maritime;
- The ongoing quarterly capital repayment of the medium-term loan initiated to finance the purchase of Tradeway and the subsequent acquisition of SAI, totalled R19,7 million during the year; and
- The R32,5 million cash deployed for the repurchase of the Company's own treasury shares.

GROUP SUMMARISED CONSOLIDATED CASH FLOWS	Audited 2021 R'000	Audited 2020 R'000	Movement %
CASH FLOWS FROM OPERATING ACTIVITIES			
Cash generated from operations	**175 985**	133 210	32,1
Finance income	**110**	226	(51,3)
Finance costs	**(5 244)**	(4 535)	15,6
Tax paid	**(21 141)**	(19 682)	7,4
Net cash from operating activities	**149 710**	109 219	37,1
CASH FLOWS FROM INVESTING ACTIVITIES			
Acquisition of plant and equipment	**(1 939)**	(2 959)	(34,5)
Acquisition and development of intangible assets	**(4 459)**	(5 497)	(18,9)
Proceeds on disposals of plant and equipment	**72**	83	(13,3)
Proceeds on disposal of financial asset	**-**	6 882	(100,0)
Settlement of contingent consideration on business combination	**(20 398)**	(14 001)	45,7
Acquisition of subsidiaries and associates net of cash acquired	**(835)**	(13 260)	(93,7)
Net cash used in investing activities	**(27 559)**	(28 752)	(4,1)
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from interest-bearing borrowings	**-**	12 745	(100,0)
Repayment of interest-bearing borrowings	**(19 694)**	(10 636)	85,2
Payment of lease liabilities	**(21 491)**	(21 144)	1,6
Proceeds from issue of share capital	**50**	-	100,0
Treasury shares acquired	**(32 446)**	(12 452)	160,6
Increase/(decrease) in amounts owing to related parties	**(9)**	33	(127,3)
Dividends paid	**-**	(11 952)	(100,0)
Net cash used in financing activities	**(73 950)**	(43 406)	75,4
Net increase in cash and cash equivalents	**48 561**	37 061	31,0
Effect of movements in exchange rates on cash held	**7 057**	7 540	(6,3)
Cash and cash equivalents at beginning of year	**134 402**	89 801	49,7
Cash and cash equivalents at end of year	**190 020**	134 402	41,4
Debt to equity ratio	**14,0%**	33,5%	(19,5)
Total cash on hand:	**100%**	100%	
- South Africa	**7,3%**	8,5%	(1,2)
- Offshore	**92,7%**	91,5%	1,2
Total funding facilities available	**456 750**	484 931	(5,8)
Total unutilised funding facilities	**236 790**	215 574	7,5

EVENTS AFTER THE REPORTING PERIOD

There were no events material to the understanding of the financial statements that occurred in the period between the reporting date and the publication date of the financial statements, except for the ongoing effects of the COVID-19 pandemic.

WHO GOVERNS US

INDEPENDENT NON-EXECUTIVE DIRECTORS

WARWICK LOMBARD (65)
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 five 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 (81)
CA (SA), MBA (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 (56)
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, shareholder and Chief Executive Officer of Igoda Group. 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 twenty 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 fifteen years including Fluor Igoda (Pty) Ltd (Chairman) and Electrowave (Pty) Ltd.

EXECUTIVE DIRECTORS

GLEN GERBER (58)
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 (38)
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 that 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 Chief 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.

ANTHONY (LANCE) VAN ZYL (47)
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.

PRESCRIBED OFFICERS

ANDREW LEWIS (42)
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 sixteen 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 (42)
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.

COMPANY SECRETARY

JENNIFER LUPTON (79)
FCG, 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.

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 and Steering Committee
CM – National Customs Committee
HSC – Group Health and Safety Committee

GOVERNANCE REVIEW

The King IV™ Report on Governance for South Africa 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 underpinned by the Culture and Values of the Group and are guided by local and international best practice. These fundamentals ensure that all aspects of the Group's activities are conducted in accordance with the principles of integrity, accountability, fairness and transparency, to safeguard the Group's assets and protect value for all stakeholders.

ETHICS AND COMPLIANCE

ETHICS

The Group's Vision and Purpose as set out on page 4 and its Culture and Values as set out on page 11 of this AIR, constitute its code of ethics 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 embraces the Culture and Values. With this in view, under normal circumstances, annual strategy workshops attended by the BU Leaders from the Group's local and foreign operating subsidiaries, are held 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. Unfortunately, due to the COVID-19 pandemic, it has not been possible to hold such a workshop in the financial year under review.

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. The Policy was audited and refreshed during the period. 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. A full report on Risk may also be found on pages 32 to 35 of this AIR.

APPLICATION OF KING IV™

The Company continued on its journey to implement the principles and practices of King IV™ in the 2021 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, retains full and effective control of the Group and gives 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.

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).

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. As a result of the growth of the Group internationally, during the year under review, the previous one-dimensional Delegation of Authority document has been upgraded to a matrix-style working tool. The new template: (i) ensures alignment across all Group entities worldwide; (ii) increases the reach of the delegations to ensure all business processes/activities are covered; and (iii) bundles the delegations in summary form with the underlying standard operating procedures to ensure a more procedural and practical approach in its application. The tool covers all known business transactions and activities that could be encountered by both trading and corporate entities across the Group, along with the necessary pre-requisite actions required prior to approval where applicable.

The responsibilities of the Board include the following:

COMPLYING	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; and
REVIEWING	the performance of the various Board Committees established to assist in the discharge of its duties.

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.

COMPOSITION			1	2	3	4
Independent 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	4					
5 - 10 years	1					
0 - 5 years	1					

**The term Historically Disadvantaged South Africans (HDSA) refers to any person, category of persons or community, disadvantaged by unfair discrimination before the Constitution of the Republic of South Africa, 1993 (Act No. 200 of 1993) came into operation.*

There were no changes to the composition of the Board during the 2021 financial year. Brief biographical details each of the current directors are set out on pages 26 to 27 of this AIR under the heading "Who Governs Us".

GOVERNANCE REVIEW continued

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 nine 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.

Due to the disruptions caused by COVID-19, there were no new appointments of non-executive directors during the year under review. The Board intend to appoint a non-executive director in the coming financial year.

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. All future Board appointments will be made with this Policy in mind.

BOARD AND COMMITTEE EVALUATION

Due to the disruptions cause by COVID-19, no evaluation process of the Board and its Committees was instituted during the period under review.

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.

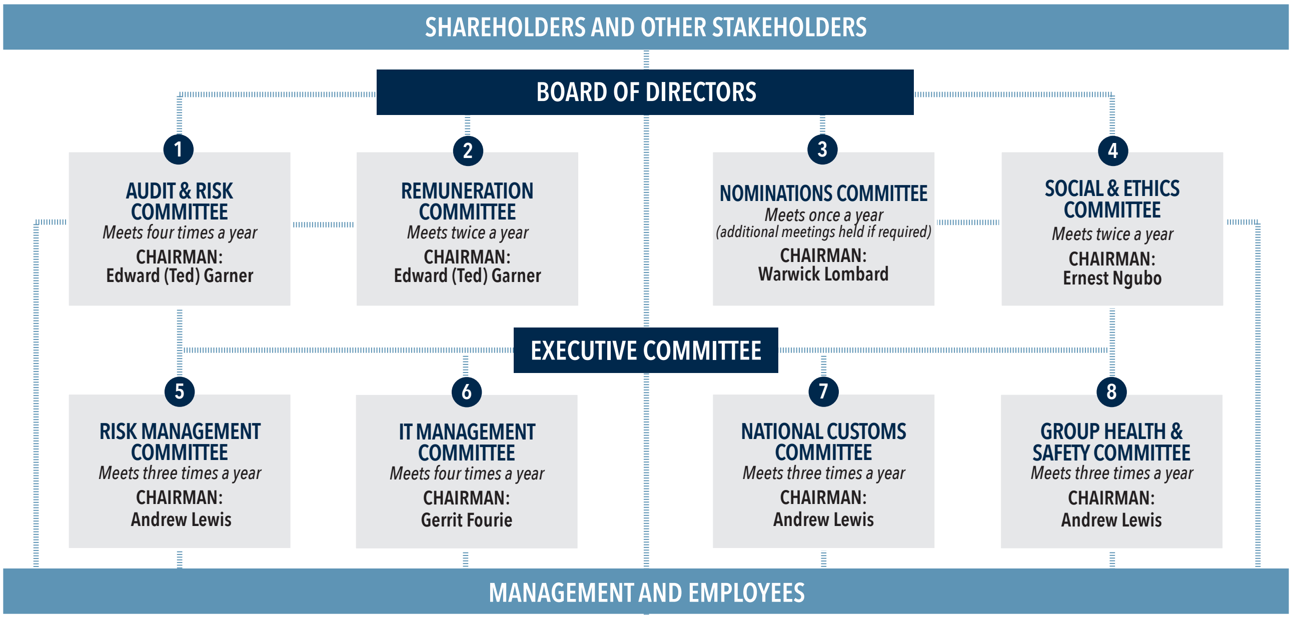
DEALING IN SECURITIES

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.

ATTENDANCE AT BOARD AND COMMITTEE MEETINGS

		BOARD	AUDIT & RISK	NOMINATIONS	REMUNERATION	SOCIAL & ETHICS
INDEPENDENT NON-EXECUTIVE DIRECTORS						
WA Lombard	Board Chair, Nominations Committee Chair	4/4	4/4	1/1	2/2	2/2
ESC Garner	Audit & Risk Committee Chair, RC Chair	4/4	4/4	1/1	2/2	2/2
EM Ngubo	Social & Ethics Committee Chair	4/4	4/4	1/1	2/2	2/2
EXECUTIVE DIRECTORS						
GH Gerber	Group Chief Executive Officer	4/4	4/4	1/1	2/2	2/2
RH Herselman	Group Financial Director	4/4	4/4	-	-	-
AL van Zyl		4/4	-	-	-	-
PRESCRIBED OFFICER						
AKG Lewis	Group Legal Advisor	-	-	-	-	2/2

GROUP GOVERNANCE FRAMEWORK



BOARD COMMITTEES

The Audit and Risk, Remuneration, Nominations, and Social and Ethics Committees are formally constituted Committees of the Board each assigned to deal with various matters required in terms of the Companies Act, the JSE Listings Requirements, and King IV™. 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 Group Secretary is the secretary of all the Board Committees and the Group CEO is a permanent invitee to all of these formal Board Committees.

1 AUDIT AND RISK COMMITTEE

A full Audit and Risk Committee Report, which addresses the roles, responsibilities and activities of the Group, may be found on pages 4 to 5 of the AFS and on the Group's website (www.santova.com).

The Group Financial Director attends Audit and Risk Committee meetings and, in the interests of broadening Board members' knowledge of the Company, all directors, who are not members of the Audit and Risk Committee are invited to attend meetings and usually do so.

2 REMUNERATION COMMITTEE

The Group's Remuneration Policy and the Remuneration Committee's activities for the period under review, are fully explained in the "How We Remunerate" report on pages 36 to 41 of this AIR and further information on the Group's Human Capital and Social Responsibility and Investment may be found in the Social and Environmental Report, which is available on the Group's website (www.santova.com).

3 NOMINATIONS COMMITTEE

During the year the Committee:

- 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.

4 SOCIAL AND ETHICS COMMITTEE

A full report of the Social and Ethics Committee may be found on pages 6 to 8 of the AFS and on the Group's website (www.santova.com).

5 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 32 to 35 of this AIR.

6 IT RISK MANAGEMENT AND STEERING COMMITTEE

This Committee has the day-to-day responsibility for overseeing the implementation of IT strategy and governance in all regions and reports directly to the Audit and Risk Committee. The Group's IT strategy is fully aligned to the Group's business strategy and follows a cloud-based outsourced model so as to minimise IT risks and gain the benefit of appropriate external expertise.

During the year the Committee:

- Launched a Progressive Web Application for use on mobile and desktop devices allowing clients full access to TradeNav functionality;
- Deployed a structured Application Programming Interface ("API") environment to accelerate and standardise integration projects;
- Continued the cloud migration to remove all key dependencies on internal infrastructure;
- Continued the Process Automation to support Governance and process integrity initiatives;
- Deployed the centralised Business Intelligence platform for Operational and Financial metrics; and
- Continued optimisation and refinement of data and hardware security protocols.

7 NATIONAL CUSTOMS COMMITTEE

This Committee oversees the risk of customs compliance within the SA business. The SA business has a larger exposure to customs risk than most foreign jurisdictions as Santova typically pays VAT and duties on behalf of our clients.

8 GROUP HEALTH AND SAFETY COMMITTEE

This Committee oversees the risk of Health and Safety compliance within the Group. Further information on this Committee as well as Health and Safety compliance may be found in the Social and Environmental Report, which is available on the Group's website (www.santova.com).

GROUP SECRETARY

Brief biographical details of the Group Secretary are set out on page 27 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 has 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

Santova undertakes disciplined and proactive risk management, which forms a central part of its overall corporate governance structure. This is achieved through a structured and continual Risk Management Process, supported by Risk Tools, within the overall Risk Management Framework.

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. These objectives are achieved through the Santova Risk Management Process, which encompasses the identification, analysis, and response to risk with the assistance of the Risk Tools.

RISK MANAGEMENT OBJECTIVES

Within the ambit of the goals set out in King IV™, Santova has set its Risk Management Objectives:

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:

ESTABLISHED	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 34 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 pages 28 to 31 of this AIR.
	FUNCTION	The Framework applies the Risk Management Process, 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 who support 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 two 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, Santova Logistics (SA) FD, Legal Advisor, the Santova International Trade Solutions Divisional Executive and the Santova Logistics KZN Regional Head.
	FUNCTION	The Committee interacts directly with Management (and where appropriate, employees of all levels) to ensure the 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 always available 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 Risk Register facilitates and provides the complete record of the Risk Management Process implemented by the Risk Management Framework.

RISK MANAGEMENT PROCESS

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

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

SET RISK TOLERANCE
Set the level of Residual Risk that the Board is prepared to accept in the pursuit of value.

IDENTIFY RISKS
Identify risks using the Risk Tools as set out on page 32.

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

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

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.

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

MONITOR AND REPORT
Risk Management Framework to continually monitor and report risks to ensure that the desired response strategy and action required for each 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

The key material inherent risks of the Group are set out in the table below. The risks are described, the potential impact on value creation is explained and the risk response (mitigation) is then detailed.

NO.	RISK CATEGORY	RISK SUB-CATEGORY	KEY RISK DESCRIPTION	POTENTIAL IMPACT ON VALUE CREATION	RISK RESPONSE AND MITIGATION
1	OPERATIONAL RISKS/ FINANCIAL RISKS	Economic Risk	Risk associated with the widespread effects of a virus outbreak (COVID-19 or similar) in the future and the related supply chain and business disruptions.	Potential reduced profitability, including through a decline in volumes traded or bad debt. Also could result in credit underwriters reducing or withdrawing cover on clients, which impacts on ability to trade. Possible challenges with staffing availability and remote working. The possibility of a recession or depressed economy in the medium term.	Risk Management Initiatives undertaken by the Santova Group in response to the COVID-19 pandemic are described under the following categories on page 3 of the AIR: + Oversight; + Local Champions; + Communication; + Operations; and + Administration.
2	STRATEGIC RISKS	Competitive Risk	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 clients away from the 'rates chase' to a broader service offering; and + Staff awareness and training of staff in modern supply chain theory.
3	FINANCIAL RISKS	Credit Risk	The risk that a counterparty/debtor will default/renege on its contractual obligations to pay its debts when due - due to a variety of possible reasons.	Potential effect on earnings due to bad debt write-offs. Possible impact/damage to relationships with credit underwriters affecting future insurability and rates. Potential cost of legal/recovery fees and impact on availability of future bank facilities and the pricing thereof.	+ Centralised oversight credit risk by Head Office; + Debtors book insurance in SA and the Netherlands and use of credit bureau reports across other regions; + Good long-standing relationships with credit insurers and bankers globally; + The use of signed or referenced new account applications (credit applications) and Standard Terms of Contract in all regions providing contractual protection; + Use of a Board-controlled Delegation of Authority to manage authority limits and overtrading; and + Regular debtors meetings for all subsidiaries/branches globally and consistent, accurate use of our internal provisions policy to provide cover for bad debt.
4	OPERATIONAL RISKS	People/Human Resources Risks	Risks associated with succession. Reliance on key personnel and/or a lack of depth at senior management level.	Potential loss of profit due to business interruption and temporary lack of leadership. Likely additional costs of recruitment. Remaining senior management being 'stretched' and having to focus on problem areas to the detriment of the greater part of the business. Potential loss of client base due to poor servicing and failure to maintain relationships.	+ Personal development initiatives at all levels of management to bolster and broaden the leadership base; + Clear Key Performance Indicators ("KPIs") (including back-up and quality control of colleagues), business development reviews and performance coaching of management, to promote a 'team spirit' Culture that will support management when capacity is limited; + Move away from traditional emphasis on formal structures and hierarchies to a more consultative, collaborate effort with limited barriers and fewer key personnel; and + Growth of management teams at all levels and growth of the various management forums, which will alleviate succession 'bottlenecks'.
5	OPERATIONAL RISKS	Competitive Risk	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 client focused KPIs and associated Quality initiatives to provide an improved and enhanced service to our clients.

On the next page, we cross reference the above risks with core focus areas, strategic initiatives, the six capitals and stakeholders to provide context.

Our current Key Inherent Risks are summarised into the following Risk Categories:

	CORE FOCUS AREAS	RISK NO.				
RISK CATEGORIES	STRATEGIC		2			
	FINANCIAL	1		3		
	OPERATIONAL	1	2		4	5
	LEGAL AND COMPLIANCE	1				
STRATEGIC INITIATIVES	ORGANIC - GROWTH	1	2	3		
	ACQUISITIVE - GROWTH	1			4	
	TECHNOLOGY - INNOVATION	1	2		4	5
	SUPPLY CHAIN - INNOVATION	1	2		4	5
	EXECUTION - INTELLECTUAL CAPACITY	1	2		4	5
	TALENT POOL - INTELLECTUAL CAPACITY	1	2	3	4	5
	DIVERSIFICATION	1				5
SIX CAPITALS	INTELLECTUAL CAPITAL	1	2		4	5
	HUMAN CAPITAL	1		3	4	5
	SOCIAL AND RELATIONSHIP CAPITAL	1	2	3		5
	FINANCIAL CAPITAL	1		3		5
	MANUFACTURED CAPITAL	1				
	NATURAL CAPITAL *(not material)*	1				
STAKEHOLDERS	SHAREHOLDERS	1	2	3		5
	EMPLOYEES	1		3	4	5
	FINANCIAL INSTITUTIONS *(Bankers and Credit Underwriters)*	1				
	CLIENTS	1	2	3	4	5
	SUPPLIERS *(Operational Suppliers, Agents and IT Service Providers)*	1	2	3	4	5
	GOVERNMENT AND REGULATORS	1				
	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, Intellectual Capital, and Diversification;
- An ethical culture and responsible corporate citizenship in line with the Group's well-entrenched Culture and Values; and
- The achievement of long-term, sustainable growth and success of the Group through fair, responsible and transparent remuneration practices.

GOVERNANCE AND THE REMUNERATION COMMITTEE

The Remuneration Committee has responsibility for the oversight of the Group's remuneration policies and practices. The Committee is a formally constituted subcommittee 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 28 to 31 of this AIR contains details of the composition, attendance and meetings of the Remuneration Committee during the period under review.

COMMITTEE ACTIVITIES

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

- Reviewed and approved the annual overall performance metrics and parameters for short-term incentive payments for all employees of the Group for the 2021 financial period, relative to the financial performance within each region in which the Group operates internationally;
- Specifically approved the annual short-term incentive payments for the executive directors and Executive Committee ("EXCO") members for the 2020 financial period, relative to individual, role-based Key Performance Indicators ("KPIs") and overall Group financial performance;
- Reviewed the status and availability of unissued options of the Group's two long-term Share Option Schemes with no further options issued in the 2021 financial year;
- Reviewed and approved a revised version of the Group's formally documented Remuneration Policy;
- Approved 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;
- Reviewed the Santova Years of Service Policy, which governs long service awards for all employees of the Group internationally;
- Reviewed the Committee Charter and Work Plan;
- Considered and approved an increase in non-executive directors' fees as set out in the Notice of AGM;
- Reviewed the performance of the Santova Pension and Provident Funds;
- Reviewed and approved the annual overall guaranteed pay benchmark increases for all employees in the Group for the 2022 financial year, relative to current inflation levels and market practice within each region in which the Group operates internationally; and
- Specifically approved the annual guaranteed pay increases for the executive directors and EXCO members for the 2022 financial year.

The 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 the 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 continue the implementation of a Group-wide Human Resources ("HR") platform 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 Group HR practices and remuneration continue to be related to the sourcing, development and retainment 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 our workforce by building our employment brand and improving our remuneration practices.

STAKEHOLDER ENGAGEMENT

At the Company's AGM held on 31 July 2020, 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 2020 AIR.

The results of that meeting were that 76,5% of shareholders present in person or by proxy voted in favour of the non-binding advisory endorsement of the Remuneration Policy and 99,8% 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 2020 AGM, there was no need for Santova to implement a formal plan of engagement with shareholders or stakeholders during the year with regards to our 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.

HOW WE REMUNERATE continued

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 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 EXCO 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 our needs as a diversified, leading, global business.

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, 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 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 his 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, 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 for non-executive directors from 1 August 2020 to 31 July 2021 were approved by shareholders at the AGM held on 31 July 2020.

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 EXCO members annually. This model is based on Performance

Measures (six weighted financial and non-financial KPIs) and Performance Outcomes (three performance 'hurdles', namely the achievement of "threshold" earnings, "on-target" earnings and "stretch" earnings).

Given Management's prudent and conservative approach to reporting, where significant provisions have been raised, these provisions are normalised in the assessment of earnings for remuneration purposes.

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

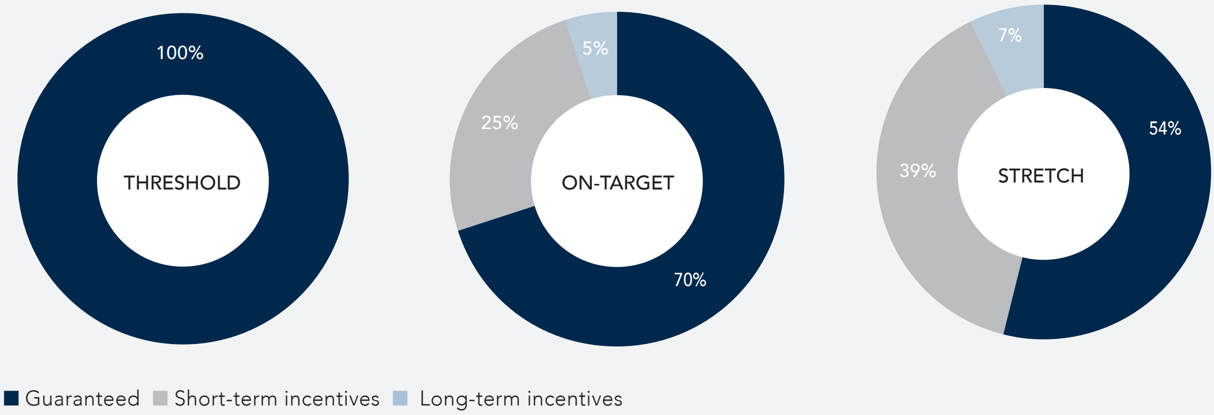
- **"Threshold" earnings levels:** These are minimum levels requiring that the financial related KPIs need to be achieved at the same or higher levels than the previous financial year;
- **"On-target" earnings levels:** The financial performance that needs to be achieved to meet stakeholders' expectations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

As part of the annual budget process, the Remuneration Committee will set the target earnings levels and for the 2021 financial year the following targets were set:

- **"On-target" earnings:** 5,15 times the Total Cost to Company ("TCC") of the CEO and EXCO members; and
- **"Stretch" earnings:** The CEO and EXCO members share in an additional bonus pool allocation constituting 35% of that amount in excess of "on-target" earnings.

The charts below demonstrate the potential achievable remuneration mix for the CEO and EXCO members assuming the achievement of "threshold", "on-target" and "stretch" KPIs for the 2021 financial period:

Illustrative example: CEO & EXCO members' remuneration mix



GUARANTEED REMUNERATION

Executive directors' fixed remuneration components are quantified on a TCC basis and are reviewed annually in March of each year by the Remuneration Committee 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 with consideration to 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, 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 based on a percentage of pensionable salary and includes death and disability cover; and
- Contributions to the Group's medical healthcare scheme.

HOW WE REMUNERATE continued

SHORT-TERM INCENTIVES

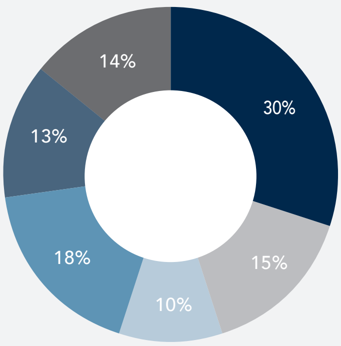
The Remuneration Committee aims to align the executive directors' total remuneration with stakeholders' interests by ensuring that a significant portion of their package is variable in nature. Executive directors qualify for an annual incentive bonus calculated and paid in May of each year following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

WEIGHTING ASSIGNED TO KPIs

The remuneration model utilised by the Remuneration Committee to measure the achievement of the performance targets utilises six weighted financial and non-financial KPIs as listed and graphically illustrated below:



- Headline earnings per share (HEPS)
- Return on average shareholders' funds
- Operating margins
- Earnings after tax
- Culture and Values of the Group
- Duties and responsibilities

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.

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 respectively, 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 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 of vesting in the case of Share Scheme No. 1, and three years of vesting in the case of Share Scheme No. 2, 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 2021 financial year the Remuneration Committee set the following overall guaranteed remuneration benchmark increases for the Group as a whole:

	2021/22 %	2020/21 %
South Africa	3,3	4,1
International Operations - Average across all regions	0,7	1,9

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

	2021/22 %	2020/21 %
Chief Executive Officer	4,0	5,0
Key Senior Executives	4,4	5,0

SHORT-TERM INCENTIVES

For the 2020 financial period the CEO and EXCO members qualified to participate in a short-term incentive allocation as determined by the financial model and KPIs detailed above in the Remuneration Policy overview.

Based on the actual results achieved by the Group for the 2020 financial period and the resultant scoring of the six key KPIs utilised by the model as detailed below, the CEO and EXCO members were deemed to have achieved an "on-target" earnings score of 116% against a target of 100%.

2020 FINANCIAL PERFORMANCE RATING SCORES

Performance Criteria	Weight	Threshold	Target	Stretch	Score	Actual Weighted Score
		0%	100%	200%	0-200%	
1. Headline earnings per share (HEPS)	30%				99%	30%
2. Return on average shareholders' funds	15%				92%	14%
3. Operating margins	10%				93%	9%
4. Earnings after tax	18%				98%	18%
5. Culture and Values of the Group	13%				185%	24%
6. Duties and responsibilities	14%				150%	21%
	100%				**Total**	**116%**

EXECUTIVE DIRECTORS' REMUNERATION

Details of the remuneration paid to the CEO and EXCO members during the 2021 financial period are set out on pages 57 to 59 of the AFS, which form part of this AIR.

NON-EXECUTIVE DIRECTORS' REMUNERATION

In light of the COVID-19 pandemic, the non-executive directors elected not to increase their fees for the 2020/21 financial period. The Remuneration Committee has recommended an increase of 8,5% for non-executive directors' fees for the 2021/22 financial year.

Details of the remuneration paid to each non-executive director during the 2021 financial period are set out on pages 57 to 59 of the AFS, which form part of this AIR.

At the AGM to be held on 26 July 2021, shareholders will be asked to pass a special resolution to approve the proposed amounts as set out in the Notice of AGM.

APPROVAL

This report was approved by the Remuneration Committee and the Board on 17 May 2021. The Remuneration Committee as well as the Board are satisfied that there were no material deviations from the Remuneration Policy during the 2021 financial year.

ESC Garner
Chairman

17 May 2021

SHAREHOLDER ANALYSIS

	Number of shareholder accounts	% of total shareholder accounts	Number of shares	% of issued shares
SHAREHOLDER SPREAD				
1 - 1 000 shares	2 342	46,31	566 187	0,35
1 001 - 10 000 shares	1 652	32,67	6 850 600	4,24
10 001 - 100 000 shares	902	17,84	28 398 342	17,59
100 001 - 1 000 000 shares	144	2,85	37 330 121	23,12
1 000 001 shares and over	17	0,33	88 335 795	54,70
Totals	**5 057**	**100,00**	**161 481 045**	**100,00**
SHAREHOLDER TYPES				
Banks, Brokers & Nominees	22	0,43	3 644 197	2,26
Close Corporations	30	0,59	1 212 056	0,75
Collective Investment Schemes	6	0,12	3 110 946	1,93
Control Accounts & Unclaimed Shares	6	0,12	5 995	0,00
Hedge Funds	1	0,02	18 012 353	11,15
Lending, Collateral & Pledged Accounts	4	0,08	3 953 505	2,45
Non-SA Custodians	7	0,14	4 228 220	2,62
NPO & Charity Funds	6	0,12	114 907	0,07
Pooled & Mutual Funds	9	0,18	616 962	0,38
Private Companies	122	2,41	11 366 153	7,04
Retail Individuals	4 442	87,84	78 221 379	48,44
Retirement Benefit Funds	233	4,61	2 987 670	1,85
Treasury Holdings	1	0,02	20 608 070	12,76
Trusts & Investment Partnerships	168	3,32	13 398 632	8,30
Totals	**5 057**	**100,00**	**161 481 045**	**100,00**
KEY SHAREHOLDERS				
Non-Public Shareholders	**13**	**0,26**	**64 690 652**	**40,06**
Directors	11	0,22	26 070 229	16,15
Barca Capital LLC (>10% of Issued Shares)	1	0,02	18 012 353	11,15
Treasury Holdings	1	0,02	20 608 070	12,76
Public Shareholders	**5 044**	**99,74**	**96 790 393**	**59,94**
Totals	**5 057**	**100,00**	**161 481 045**	**100,00**
FUND MANAGERS HOLDING >5% OF ISSUED SHARES				
Barca Capital			18 012 353	11,15
Totals			**18 012 353**	**11,15**
BENEFICIAL SHAREHOLDERS HOLDING >5% OF ISSUED SHARES				
Santova Financial Services (Pty) Ltd (Treasury Holdings)			20 608 070	12,76
Barca Capital			18 012 353	11,15
van Zyl Anthony Lance Mr			17 208 106	10,66
Totals			**55 828 529**	**34,57**

DIRECTORS' SHAREHOLDING ANALYSIS

Non-public shareholder type	Account	28 February 2021	%
STRATEGIC SHAREHOLDERS (>10% OF ISSUED SHARES)		**18 012 353**	**11,15**
Barca Capital	Barca Global Master Fund LP	18 012 353	11,15
DIRECTORS		**23 662 064**	**14,66**
van Zyl, AL	van Zyl Anthony Lance Mr	17 208 106	10,66
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		**2 408 164**	**1,49**
Heald, JE	JE Heald	2 021 233	1,25
Boelens, VP	Boelens Vincent Patrick Mr	300 000	0,19
Notelovitz, L	Notelovitz Leon Mr	81 833	0,05
Lewis, AKG	Lewis Andrew Kenneth Grant Mr	5 098	0,00
TREASURY HOLDINGS		**20 608 070**	**12,76**
Santova Financial Services (Pty) Ltd	Santova Financial Services (Pty) Ltd	20 608 070	12,76
NON-PUBLIC SHAREHOLDER TOTALS		**64 690 651**	**40,06**

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
2020	March	206	100	387	2 297 259	3 662 878
2020	April	175	120	408	944 762	1 484 862
2020	May	170	140	178	1 306 695	2 012 561
2020	June	185	140	515	3 024 644	4 884 706
2020	July	193	162	277	1 901 242	3 385 507
2020	August	216	161	335	6 340 244	11 811 270
2020	September	225	175	209	1 048 010	2 137 922
2020	October	289	184	257	2 074 348	4 551 191
2020	November	293	236	424	2 550 181	6 919 753
2020	December	289	240	433	2 292 455	6 389 191
2021	January	294	275	1 023	4 960 100	13 892 276
2021	February	319	280	495	2 024 228	5 907 449

MARKET DATA		2021	2020
Traded price at cents per share (CPS)			
High	CPS	**319**	290
Low	CPS	**100**	145
Close	CPS	**290**	199
Market capitalisation	ZAR	**468 295 031**	321 108 480
Value of shares traded	ZAR	**67 039 566**	70 398 022
Value traded as % of market capitalisation	%	**14,32**	21,92
Volume of shares traded	number of shares	**30 764 168**	35 528 871
Volume traded as % of shares in issue	%	**19,05**	22,02
Price Earnings (PE) ratio	multiple	**6,55**	4,88
Dividend per share	CPS	**-**	-
Dividend yield	%	**-**	-
Earnings yield	%	**15,27**	17,78
Period-end market price/NAV	ratio	**0,66**	0,55
Shares in issue	number of shares	**161 481 045**	161 361 045
Shares issued	number of shares	**120 000**	-
Number of shareholders	number	**5 057**	4 546
Treasury shares held	number of shares	**20 608 070**	6 928 556
Shares in issue net of treasury shares	number of shares	**140 872 975**	154 432 489
Capital and reserves	ZAR	**619 040 509**	564 533 352

SHAREHOLDERS' CALENDAR

ACTIVITY	DATE
Financial year-end	28 February 2021
Release of Preliminary Group Audited Results on SENS	17 May 2021
Dispatch of 2021 Annual Integrated Report and Notice of AGM - on or about	28 May 2021
Publication of 2021 Annual Financial Statements on the Group website	28 May 2021
Publication of 2021 Corporate Governance material on the Group website	28 May 2021
Publication of 2021 Social and Environmental Report on the Group website	28 May 2021
2021 Annual General Meeting - 12 noon in Durban	26 July 2021
Release of Interim Statements for the six months ending 31 August 2021	25 October 2021

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, FCG
Highway Corporate Services (Pty) Ltd
PO Box 1319, Hillcrest, 3650, South Africa

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

GROUP AUDITOR
Moore Johannesburg Inc.
50 Oxford Road, Parktown,
Johannesburg, 2193, South Africa

SHARE REGISTRAR
Computershare Investor Services (Pty) Ltd
Private Bag X9000, Saxonwold, 2132, South Africa

INVESTOR RELATIONS
Contact Persons
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RM Herselman (Group Financial Director)

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SANTOVA HEAD OFFICE AND REGISTERED OFFICE
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Umhlanga Ridge, 4319, South Africa

Postal Address
PO Box 6148, Durban, 4000, South Africa

Registered Office
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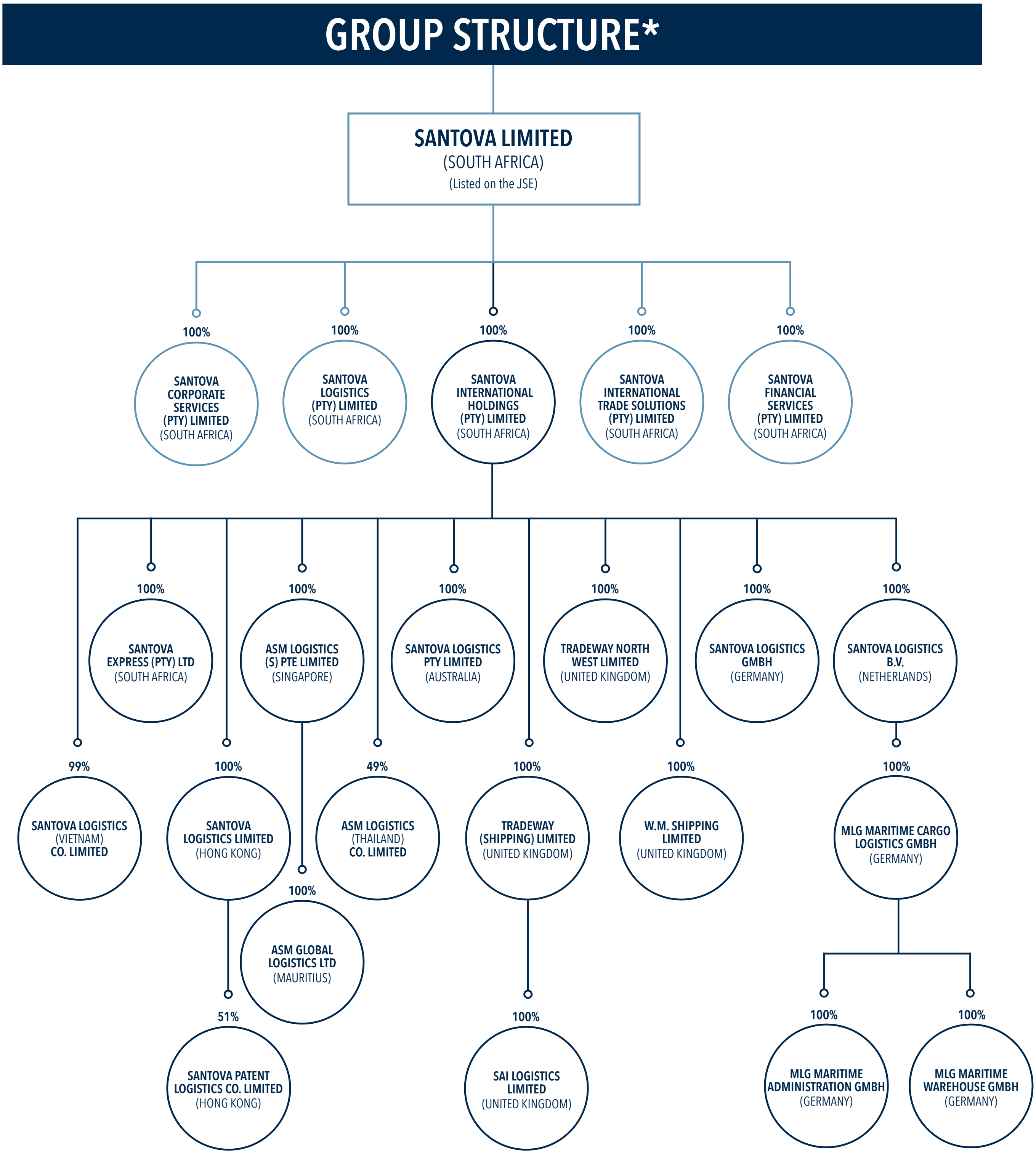
Durban, 4001, South Africa

Contact Number
+27 31 521 0160

CORPORATE BANKERS
Nedbank Limited
PO Box 1144, Sandown, 2196, South Africa

CORPORATE STRUCTURE



*Dormant and non-trading entities are excluded from the Group structure.

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.

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