



KING IV

THE ROAD TO PROSPERITY

SUMMARY REPORT

2024

FOLLOW THE UNSTOPPABLE JOURNEY OF MTC OVER THE YEARS



WELCOME TO MTC'S KING IV SUMMARY

“ We are delighted to present the summary of our application of relevant King IV¹ principles. This report represents our progress in strengthening MTC's governance to support fulfilling our responsibilities as an NSX² listed company and a leading Namibian corporate citizen.

Theofelus Mberirua, Chairperson

Reporting frameworks

The preparation of this report was informed by:

- Companies Act 28 of 2004, as amended (Companies Act)
- King IV
- The International Integrated Reporting Framework, 2021 (<IR> Framework)



[mtc.com.na](https://www.mtc.com.na)

Navigation

The digital MTC King IV summary report can be navigated by clicking the navigation tabs at the top of each page.

MTC INTEGRATED ANNUAL REPORT

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Our reporting suite

The King IV summary forms part of our integrated reporting suite and should be read with our integrated annual report. It forms part of our suite of online publications and information tailored to meet the information requirements of our stakeholders. We encourage readers to explore the full reporting suite for comprehensive insights into our performance and value creation. The reports are all available at <https://www.mtc.com.na/>.



King IV summary

Provides a summary of our application of relevant King IV principles.



Integrated annual report

Provides a succinct, balanced account of how we fulfil our vision 'To drive an inclusive Namibian digital economy'. The report allows stakeholders to assess how we create, protect and minimise value erosion.



CSI impact report

Reports on our CSI approach, activities and social investments.



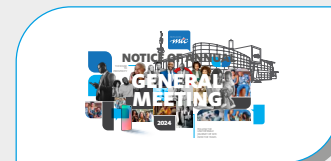
Namibia National Internship Programme report

Provides a summary of the investments and social impact of the national programme MTC supports in collaboration with other donors.



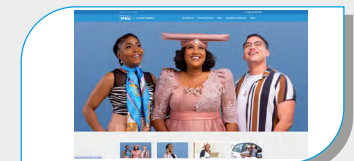
Fast read summaries

Summaries of the integrated annual report and CSI impact report provide readers with an accessible, easy-to-read summary of the full reports.



AGM notice

Notifies shareholders of the date, time and place of the annual general meeting (AGM) and includes the agenda and items to be discussed and voted on at the AGM.



Online investor site

Offers shareholders information on financial results, AGM notices, NENS announcements, share performance and dividend payments.

Feedback

We value feedback on our corporate reporting because it helps us to improve the transparency and quality of our reporting. Stakeholders can send their comments or queries to investor@mtc.com.na

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2 Namibian Stock Exchange

MTC'S APPLICATION OF KING IV PRINCIPLES

MTC is committed to the highest governance standards, business integrity, ethical conduct and professionalism.

MTC recognises that these principles underpin its ability to create, preserve, and prevent value erosion for material stakeholders. We are listed on the NSX and comply with the Companies Act 28 of 2004, as amended (Companies Act), King IV and the listing requirements of the NSX.

Our formal adoption of King IV during 2021, the year we listed, was sanctioned by the NSX. We continue to progressively implement the code's principles of good governance.

As stipulated in the NSX listing requirements, we report on MTC's application of the King IV principles. This summary reflects MTC's application of the 16 relevant principles during the financial year from 1 October 2023 to 30 September 2024 (2024). It includes material developments between 1 October 2024 and the date of Board approval.

The Board is satisfied with the application of King IV principles disclosed in the summary when considering the action plans to close gaps.

PRINCIPLE	RESPONSIBILITIES	OUR POSITION IN 2024	ACTIONS TO CLOSE GAPS
<p>O1 Leadership</p> <p>The governing body (the Board) should lead ethically and effectively.</p>	<ul style="list-style-type: none"> Ensure that governance underpins the delivery of MTC's vision and enables MTC to achieve its mission ethically and effectively. Disclose the arrangements to hold Board members to account for ethical and effective leadership. Annually assess the performance of the Board and its committees. In addition to fulfilling statutory and fiduciary duties, Board members should display integrity, competence, responsibility, accountability, fairness and transparency. 	<ul style="list-style-type: none"> The Board discharges its leadership responsibilities according to MTC's Code of Conduct and the Board Charter (the charter), subject to the Companies Act and King IV. Assisted by the Nomination Committee, the Board implemented key outcomes of an independent Board assessment in 2023, including appointing new Non-executive Directors to strengthen skills diversity. The Board and Executive Management (Exco) participated in a conflict resolution intervention to enhance leadership effectiveness. Board members declare conflicts of interest at the beginning of each financial year and prior to all Board meetings. 	<ul style="list-style-type: none"> Appoint two additional directors with skills in finance, sustainability and ESG. Appoint a new Lead Independent Director. Conduct an independently facilitated King IV compliance assessment to identify further governance improvements.
<p>Further reading in the integrated annual report</p> <p>Governance report, page 19, Chairperson's Q&A, page 16.</p>			

PRINCIPLE	RESPONSIBILITIES	OUR POSITION IN 2024	ACTIONS TO CLOSE GAPS
<p>02 Organisational values and ethics</p> <p>The Board should govern MTC's ethics to support establishing an ethical culture.</p>	<ul style="list-style-type: none"> Set the tone of ethical conduct in MTC. Disclose the arrangements for governing and overseeing the management of ethics. Oversee compliance with MTC's Code of Conduct and policies to govern ethics and business conduct (conflict of interest policy, disciplinary policy and procedures, and procurement policy and procedures). Oversee and disclose the process for managing unethical conduct and addressing the outcomes. 	<ul style="list-style-type: none"> The Board, assisted by the Sustainability, Ethics and Social Committee, is the custodian of MTC's values, ethics and culture. Directors, executives, employees and suppliers must sign and comply with MTC's Code of Conduct, which is accessible on MTC's intranet. Directors are required to declare conflicts of interest before each Board meeting. The Board approved a revised procurement policy. The Board oversaw an extensive employee culture transformation programme to address the outcomes of an employee engagement survey and culture audit. MTC conducts compulsory online ethics training for all employees. A 24-hour toll-free MTC hotline managed by an independent third party enables anonymous reporting and management of ethical breaches. There were one tip-off in 2024. 	<ul style="list-style-type: none"> Conduct an independent review of the ethics and conflict of interest policies. Oversee an employee culture and engagement survey in 2025.

Further reading in the integrated annual report

Governance report, page 24; Empowering employee report, page 53.

PRINCIPLE	RESPONSIBILITIES	OUR POSITION IN 2024	ACTIONS TO CLOSE GAPS
<p>03 Responsible corporate citizenship</p> <p>The Board should ensure that MTC is, and is seen to be, a responsible corporate citizen.</p>	<ul style="list-style-type: none"> Set the direction of responsible corporate citizenship by complying with relevant laws, standards and policies. Oversee embedding responsible corporate citizenship in MTC's vision, mission and strategy. Monitor MTC's impacts on the economy, the environment, and Namibian society, and ensure that negative impacts are mitigated. Disclose how corporate citizenship is managed, including current and future focus areas. 	<ul style="list-style-type: none"> The Board, assisted by the Sustainability, Ethics and Social Committee and the Exco, oversees the implementation of MTC's corporate social agenda as part of the company's vision, mission and strategy. The Board oversaw formalising and implementing an environmental, social, and governance (ESG) framework. MTC reports on its corporate social agenda in the integrated annual report (IAR) and publishes an annual corporate social investment (CSI) impact report to disclose its current CSI approach, activities, investments and future focus areas. MTC is certified for Environmental Management System (ISO 14001: 2015) and Occupational Health and Safety Management System (ISO 45001:2018). 	<p>Integrate ESG into governance, risk and strategy processes.</p>

Further reading in the integrated annual report, in addition to the CSI impact report

Responsible corporate citizen report, page 66.

PRINCIPLE	RESPONSIBILITIES	OUR POSITION IN 2024	ACTIONS TO CLOSE GAPS
<p>04 Strategy and performance</p> <p>The Board should appreciate MTC's core purpose, risks and opportunities, strategy, business model, performance and sustainable development, which are all inseparable elements of the value creation process.</p>	<ul style="list-style-type: none"> • Guide and set MTC's purpose and strategic direction. • Delegate strategy formulation and implementation to the Exco, ensuring that the strategy responds to risks and opportunities, mobilises resources and relationships effectively and considers legitimate stakeholder interests and expectations. • Monitor risks and dependencies that may affect MTC's solvency, liquidity, capital and business continuity. 	<ul style="list-style-type: none"> • The Board reviewed MTC's strategy to ensure it remains responsive to changes in the company's operating environment. • Strategy implementation is delegated to management. • The Board sets and monitors KPIs to support effective strategy implementation, value creation and sustainability. Some KPIs are linked to employee remuneration to incentivise strategic alignment and performance. • The Board routinely monitors MTC's going concern position and business continuity measures. • Risk management processes and procedures relating to major strategic initiatives are aligned with MTC's integrated risk management function. This ensures adequate controls are in place to support effective implementation. 	<p>No material actions are required.</p>
<p>Further reading in the integrated annual report Building an inclusive Namibian digital economy report, page 13, Managing Director's strategic review, page 33.</p>			

PRINCIPLE	RESPONSIBILITIES	OUR POSITION IN 2024	ACTIONS TO CLOSE GAPS
<p>05 Reporting</p> <p>The Board should ensure that reports issued by MTC enable stakeholders to make informed assessments of MTC's performance and its long-term, medium-term and short-term prospects.</p>	<ul style="list-style-type: none"> • Consider and approve an integrated reporting framework to enable MTC to engage transparently and timeously with shareholders and other relevant stakeholders. • Review and approve the IAR and the basis for determining which information to include in the report (materiality). • Ensure that all public reports comply with relevant regulatory requirements. 	<ul style="list-style-type: none"> • MTC's IAR demonstrates a commitment to integrated thinking and progressive enhancements in reporting across the company. MTC also has an integrated strategic business plan that is updated annually. • The IAR is supplemented by a suite of online publications and information tailored to meet stakeholders' information requirements. • The reporting suite demonstrates MTC's transparency in how it applies and leverages its resources to create and preserve value in the short-, medium-, and long-term. • The reporting suite is prepared and reviewed by several internal stakeholders, including the Exco, Internal Audit and the Audit, Risk and Compliance Committee, and approved by the Board. Independent external auditors audit the annual financial statements. 	<p>Oversee the ESG governance and disclosure protocols, clarifying roles and responsibilities.</p>
<p>Further reading in the integrated annual report What guided the preparation of the report, page 04.</p>			

PRINCIPLE	RESPONSIBILITIES	OUR POSITION IN 2024	ACTIONS TO CLOSE GAPS
<p>06 Governing structures and delegation</p> <p>The Board should serve as the focal point and custodian of corporate governance in MTC.</p>	<ul style="list-style-type: none"> Discharge its leadership role based on the charter and articles of association. Constitute a governance structure, including Board committees with terms of reference. Ensure that Board members can function effectively by providing information and access to the Managing Director (MD) and senior management. Disclose the number of Board and Board committee meetings and attendance. Disclose the key focus areas of the Board and its committees. 	<ul style="list-style-type: none"> The Board is accountable for the application of King IV in MTC. The Board's roles and responsibilities are set out in the charter, the Board's annual work plan and the articles of association. The charter is integral to each director's letter of appointment. The Board is satisfied that it fulfilled its roles and responsibilities in accordance with the charter. The Board discharges key governance functions such as: <ul style="list-style-type: none"> » Setting MTC's strategic direction. » Approving policies and plans to give effect to the strategy. » Delegating strategy implementation to management and monitoring management's performance. » Ensuring accountability through reporting and transparency. » The Board implemented the newly constituted Nomination Committee and approved its terms of reference. The frequency of Board and committee meetings, meeting attendance records, and the key focus areas of the Board and Board committees are published in the IAR. 	<p>Conduct an independent King IV compliance assessment to identify further governance improvements.</p>
<p>Further reading in the integrated annual report Chairperson's Q&A, page 16; Governance report, page 25.</p>			

PRINCIPLE	RESPONSIBILITIES	OUR POSITION IN 2024	ACTIONS TO CLOSE GAPS
<p>07 Board composition</p> <p>The Board should have an appropriate balance of knowledge, skills, experience, diversity, and independence to discharge its governance role and responsibilities objectively and effectively.</p>	<ul style="list-style-type: none"> Set the process to attain the appropriate composition for the Board to effectively discharge its governance role and responsibilities. Disclose Board diversity and independence and the gaps that must be filled to achieve an appropriate balance. Recommend appropriately skilled candidates to the shareholders for appointment to the Board. Arrange the annual rotation and re-election of Board members. Plan for Board succession. 	<ul style="list-style-type: none"> The Board, assisted by the Nomination Committee, appointed three new Non-executive Directors with expertise and experience in digital ICT, business leadership and human resources. The appointments will be ratified by shareholders at the AGM. The Board comprised six Independent Non-executive Directors, including the Chairperson, three Non-executive Directors and two Executive Directors; 73% of Board members were Black and 27% were Black women. A new Board training policy was implemented. Directors were trained in information and communication technology (ICT) and cybersecurity. 	<ul style="list-style-type: none"> Appoint two additional directors with skills in accounting and ESG. Consider the Board's gender diversity goals during the recruitment process.
<p>Further reading in the integrated annual report Chairperson's Q&A, page 16, Governance report, page 20.</p>			

PRINCIPLE	RESPONSIBILITIES	OUR POSITION IN 2024	ACTIONS TO CLOSE GAPS
<p>08</p> <p>Board committees</p> <p>The Board should ensure that its arrangements for delegation within its structures promote independent judgement and assist with the balance of power and effective discharge of its duties.</p>	<ul style="list-style-type: none"> • Ensure a clear balance of power and authority so that no Board member has unfettered decision-making powers. • Constitute Board committees with the requisite capacity and capability to support the Board in discharging its duties. • Constitute statutory Board committees and ensure compliance with required disclosures (Audit, Risk and Compliance Committee and Sustainability, Ethics and Social Committee). 	<ul style="list-style-type: none"> • The charter assigns clear roles and responsibilities to the Board, the Chairperson, the Lead Independent Director and the MD. • The charter demarcates matters reserved for the Board's decision, some on recommendations made by Board committees. • The Board delegates duties to Board committees (Audit, Risk and Compliance Committee, HR and Remuneration Committee, IT and Cybersecurity Committee and Sustainability, Ethics and Social Committee and the Nomination Committee). • The committees are properly constituted and members are appointed by the Board. • Committee compositions were amended to accommodate new Board appointments and the retirement/resignation of two directors. • The committees report to the Board quarterly and each committee reports annually to stakeholders in the IAR. • Each committee is satisfied that it fulfilled its responsibilities in accordance with its terms of reference for the financial year. 	<p>No material actions are required.</p>
<p>Further reading in the integrated annual report</p> <p>Governance report (Board committee feedback), page 26.</p>			

PRINCIPLE	RESPONSIBILITIES	OUR POSITION IN 2024	ACTIONS TO CLOSE GAPS
<p>09</p> <p>Board evaluation</p> <p>The Board should ensure that the evaluation of its performance and that of its committees and individual members support continued improvement in its performance and effectiveness.</p>	<ul style="list-style-type: none"> • Conduct annual assessments of the performance of the Board and its committees. • Track and monitor the implementation of recommendations from the Board assessment. • Assess whether implementation of the recommendations improves Board effectiveness. 	<ul style="list-style-type: none"> • A Board assessment was not conducted in 2024 as the Board continued to implement the outcomes of the 2023 assessment, including: <ul style="list-style-type: none"> » Appointment of directors to address skills gaps. » Implementation of a Board training plan. » Implementation of a conflict resolution intervention between the Board and the Exco. 	<p>Conduct an independent assessment of the performance of the Board, its committees and individual members.</p>
<p>Further reading in the integrated annual report</p> <p>Governance report, page 24.</p>			

PRINCIPLE	RESPONSIBILITIES	OUR POSITION IN 2024	ACTIONS TO CLOSE GAPS
<p>10 Appointment and delegation to management</p> <p>The Board should ensure that the appointment of and delegation to management contribute to role clarity and effective exercise of authority and responsibilities.</p>	<ul style="list-style-type: none"> • Appoint and define the MD and Financial Director (FD) roles and responsibilities. • Delegate authority to management and ensure clarity of roles and authority levels within MTC. • Monitor the exercise of delegated power by management. 	<ul style="list-style-type: none"> • The Board appoints the MD, FD and Company Secretary and reviews their performance annually. • The Board maintains ultimate accountability and authority for matters reserved for the Board. Still, it delegates authority and powers to the MD, the FD and the Exco for day-to-day management. • The Board's delegation to management is set out in MTC's delegation of authority policy, which was reviewed and revised. • The Board is satisfied that the delegation of authority policy contributes to role clarity and effectively exercising authority and responsibilities. 	<p>Implement succession planning for executive directors.</p>
<p>Further reading in the integrated annual report Governance report, page 25.</p>			

PRINCIPLE	RESPONSIBILITIES	OUR POSITION IN 2024	ACTIONS TO CLOSE GAPS
<p>11 Risk governance</p> <p>The Board should govern risk in a way that supports MTC in setting and achieving its strategic objectives.</p>	<ul style="list-style-type: none"> • Review and evaluate current and future risks and opportunities. • Disclose arrangements for governing and managing risk. • Identify and monitor key business risks and KPIs. • Monitor management's implementation of Board-defined strategy and financial objectives. • Review and monitor MTC's risk management processes. • Oversee internal controls to mitigate against risks. 	<ul style="list-style-type: none"> • The Board, assisted by the Audit, Risk and Compliance Committee (the committee), routinely reviews risk and opportunity and ensures that comprehensive, appropriate internal controls are in place to evaluate, manage and mitigate risks. • The Board defines risk appetite and risk tolerance guidelines, ensuring that risks remain within those guidelines and maintains an appropriate balance between risk and reward. • Internal Audit assists management in evaluating risk management processes, and the risk function monitors MTC's risk register and submits quarterly reports to the committee. These functions, together with combined assurance reviews, enable the Board to monitor the effectiveness of risk management. • The Board oversaw governance risk and compliance software implementation to strengthen risk identification and control measures. • The Board oversaw the monitoring and mitigation of key risks impacting the new MTC Maris operation. 	<p>Improve the risk management culture throughout MTC.</p>
<p>Further reading in the integrated annual report Managing our risk report, page 43; Audit, Risk and Compliance Committee report, page 26.</p>			

PRINCIPLE	RESPONSIBILITIES	OUR POSITION IN 2024	ACTIONS TO CLOSE GAPS
<p>12 Technology and information governance</p> <p>The Board should govern technology and information in a way that supports MTC in setting and achieving its strategic objectives.</p>	<ul style="list-style-type: none"> Oversee the assurance and integrity of MTC's technical environment, projects and acquisitions. Safeguard MTC's ICT assets. Disclose arrangements for and oversee IT governance and strategy. Ensure that technology and IT systems and processes support the delivery of MTC's strategy. Oversee internal controls to mitigate IT and cyber risks. 	<ul style="list-style-type: none"> Assisted by the IT and Cybersecurity Committee and the Audit, Risk and Compliance Committee, the Board oversees the implementation of an IT governance framework. The Board monitors the integrity and operation of adequate and effective technology and IT systems and control processes. The Board monitors the integrity of integrated reporting systems and internal controls, including financial reporting and sustainability matters. The Board ensures an information security management system is operational and aligned with ISO 27001. The technology and IT strategy implementation is delegated to management, which integrates the strategy into the business strategy and activities and reports quarterly to the Board. 	<p>Continuous monitoring and enhancement of the resilience and readiness of cybersecurity measures.</p>

Further reading in the integrated annual report

Insight into operational performance (Technology and infrastructure), page 56; IT and Cybersecurity Committee report, page 28.

PRINCIPLE	RESPONSIBILITIES	OUR POSITION IN 2024	ACTIONS TO CLOSE GAPS
<p>13 Compliance governance</p> <p>The Board should govern compliance with applicable laws and adopt non-binding rules, codes and standards in a way that supports MTC's ethical and good corporate citizenship imperatives.</p>	<ul style="list-style-type: none"> Ensure that the company complies with relevant laws, regulations and codes of business practice. Disclose and oversee arrangements for governing and managing compliance. Monitor the effectiveness of compliance management and the treatment of outcomes. Disclose material or repeated regulatory penalties, sanctions or fines for contraventions or non-compliance with statutory obligations. 	<ul style="list-style-type: none"> The Audit, Risk and Compliance Committee assists the Board in overseeing compliance management and ensuring that reporting obligations are supported by internal controls. Management monitors the regulatory environment to identify new developments or changes that may affect MTC and, based on a compliance checklist, issues regulatory updates and reminders to ensure compliance. Key management receives training in new regulatory requirements. MTC was not issued sanctions, penalties or non-compliance notices from any regulatory body. 	<p>Benchmark the combined assurance approach against industry standards to identify improvement areas.</p>

Further reading in the integrated annual report

Managing our risk report, page 43; Audit, Risk and Compliance Committee report, page 26.

PRINCIPLE	RESPONSIBILITIES	OUR POSITION IN 2024	ACTIONS TO CLOSE GAPS
<p>14 Remuneration governance</p> <p>The Board should ensure that MTC remunerates fairly, responsibly, and transparently to achieve its strategic objectives and positive outcomes in the short-, -term, and long-term.</p>	<ul style="list-style-type: none"> • Set MTC's remuneration direction. • Design a remuneration policy. • Disclose the remuneration policy and implementation, including details of all remuneration and benefits paid and awarded to Board members and prescribed officers. 	<ul style="list-style-type: none"> • MTC's remuneration philosophy is to pay fair and responsible remuneration that attracts and retains talent. • The Board, assisted by the HR and Remuneration Committee, oversees remuneration governance throughout MTC. • MTC's remuneration report is published in the IAR and presented at the AGM for shareholder approval through a non-binding advisory vote. • The Board engaged dissenting shareholders to address legitimate concerns about MTC's remuneration policy. • The Board oversaw an extensive independent review and benchmarking of MTC's remuneration policy and incentive schemes. • An amended remuneration policy and implementation plan will be presented to shareholders at the AGM. 	<p>Implement amendments to the remuneration policy and implementation plan.</p>
<p>Further reading in the integrated annual report Remuneration report, page 70.</p>			

PRINCIPLE	RESPONSIBILITIES	OUR POSITION IN 2024	ACTIONS TO CLOSE GAPS
<p>15 Assurance</p> <p>The Board should ensure that assurance services and functions enable an effective control environment and that these support the integrity of information for internal decision-making and MTC's external reports.</p>	<ul style="list-style-type: none"> • Ensure that MTC's assurance providers are effective and have the requisite expertise and independence. • Disclose the assurance process applied to external reports and independent external audit opinions where legally required. 	<ul style="list-style-type: none"> • The Board, assisted by the Audit, Risk and Compliance Committee (the committee), oversees MTC's internal control and risk management systems and assesses their effectiveness. • The Board appoints external auditors. • Internal Audit is integral to governance structures and functions under policies established by the Board. • The committee monitors the combined assurance model and reviews interim and annual financial results before submitting them to the Board for approval. • MTC's control environment is strengthened by implementing six ISO standards for quality, environmental, occupational health and safety, information security, business continuity and IT service management. 	<p>No material actions are required.</p>
<p>Further reading in the integrated annual report What guided the preparation of the report, page 04; Governance report (Audit, Risk and Compliance Committee), page 26; Managing our risk report, page 43.</p>			

PRINCIPLE	RESPONSIBILITIES	OUR POSITION IN 2024	ACTIONS TO CLOSE GAPS
<p>16 Stakeholders</p> <p>The Board adopts a stakeholder inclusive approach that balances material stakeholders' needs, interests and expectations in the best interests of MTC over time.</p>	<ul style="list-style-type: none"> • Disclose and oversee arrangements for governing and managing stakeholder relationships. • Disclose actions taken to monitor the effectiveness of stakeholder management and the treatment of outcomes. • Ensure that MTC communicates with shareholders and other stakeholders transparently and promptly. 	<ul style="list-style-type: none"> • MTC identifies its key stakeholders and balances their legitimate needs, interests and expectations in the best interests of MTC during decision-making processes. • MTC's Board-approved stakeholder engagement plan facilitates engagement primarily at an operational level, with matters escalated to the Exco or the Board when necessary. • The Board engaged extensively with MTC's main shareholders on remuneration and regulatory matters during 2024. • Key resolutions of shareholders' meetings are accessible on the MTC website, and the outcomes of these meetings are published on NENS. 	<p>Review MTC's articles of association to ensure balance between interests of shareholders and stakeholders as well as independence between MTC and its shareholders.</p>

Further reading in the integrated annual report
 Chairperson's Q&A, page 16; Building trust with stakeholders report, page 41.