Second Code for Responsible Investing in South Africa, 2022

(“CRISA 2”)

CRISA
Code for Responsible Investing
in South Africa

CRISA AT A GLANCE

The five principles of CRISA 2

1. ESG integration

Investment arrangements and activities should reflect a systematic approach to integrating material environmental, social and governance (ESG) factors.

2. Stewardship

Investment arrangements and activities should demonstrate the acceptance of ownership rights and responsibilities diligently enabling effective stewardship.

3. Capacity building & Collaboration

Acceptance and implementation of the principles of CRISA 2 and other applicable codes and standards should be promoted through collaborative approaches (as appropriate) and targeted capacity building throughout the investment industry.

4. Governance

Sound governance structures and processes should be in place (including at all levels of the organisation) to enable investment arrangements and activities that reflect and promote responsible investment and diligent stewardship, including proactively managing conflicts of interest.

5. Transparency

Investment organisations should ensure disclosures are meaningful, timeous and accessible to enable stakeholders to make informed assessments of progress towards the achievement of positive outcomes.

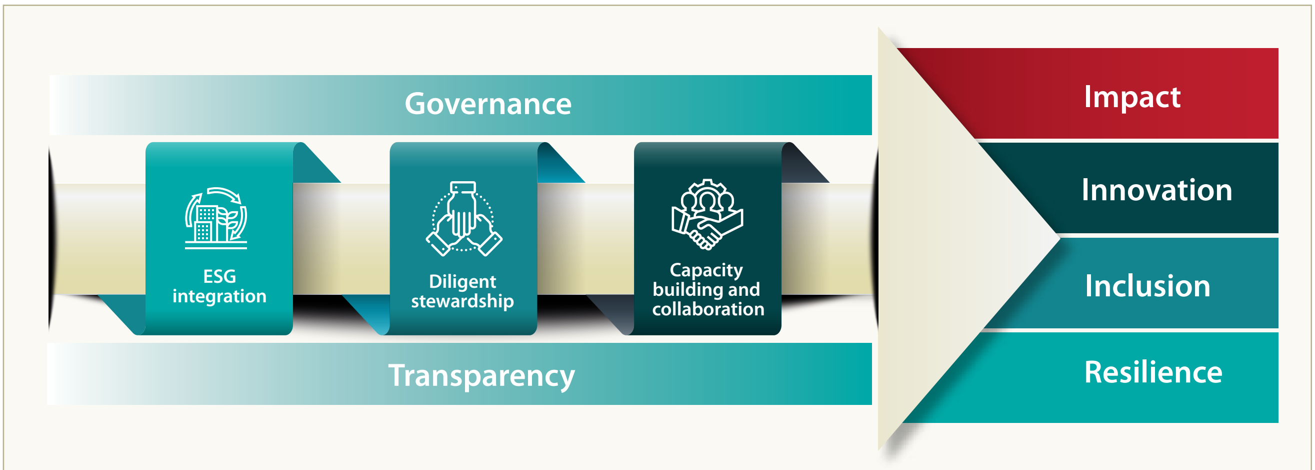
CRISA
Code for Responsible Investing in South Africa

Implementation of the principles

Implementing the 5 principles of CRISA 2 is intended to be a systematic, iterative process of:

- integrating material environmental, social and governance (ESG) factors into investment arrangements and activities (Principle 1); and
- demonstrating the acceptance of ownership rights and responsibilities diligently enabling effective stewardship (Principle 2); and
- contributing to capacity building and collaboration (Principle 3),
- in an accountable manner through being founded in sound governance practices (Principle 4) and
- promoting transparency (Principle 5) through meaningful disclosure, towards the attainment of positive outcomes.

CRISA outcomes



Effective date

The effective date for reporting publicly on the application of CRISA 2 is **1 February 2023.**

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FOREWORD, CRISA CHAIR

Significant progress has been made in the decade since the launch of the initial CRISA Code in 2011. Globally we have seen considerable focus on the importance of effective stewardship and responsible investment for improved outcomes for investors, society and the planet. Most recently, the International Financial Reporting Standards (IFRS) and its establishment of the International Sustainability Standards Board (ISSB)[1] to develop a comprehensive global baseline of sustainability-related disclosure standards providing investors and other stakeholders with information about companies' sustainability-related risks and opportunities, are just one example, of how mainstream the demand for high-quality, transparent, reliable and comparable reporting by companies on climate and other environmental, social and governance (ESG) matters has become.

At the heart of CRISA when it was launched in 2011 was the recognition of the importance of integrating sustainability issues, including ESG, into long-term investment strategies. Our commitment then and now was to highlight the critically important stewardship role that institutional investors, as long-term investors and fiduciaries, have towards investing responsibly in a way that promotes the long-term sustainability of our clients' investments, our society and our planet. CRISA 2 remains a voluntary code containing five principles that are capable of universal relevance and flexible application, as the context may require, by asset owners, asset managers and service provider organisations within the investment value chain who wish to voluntarily align themselves with the principles.

With the launch of CRISA in 2011, South Africa became the first emerging-market country to issue a stewardship code[2]. Today, the International Corporate Governance Network (ICGN) lists 22[3] domestic stewardship codes around the world, including CRISA. As of September 2022, the Principles for Responsible Investment (PRI) now counts a global signatory base of just over 5 000 signatories[4], collectively representing more than USD120 trillion[5] of assets under management. The collaborative nature of PRI as platform supported by the United Nations Environment Programme Finance Initiative (UNEP FI) made it possible to put asset owners at the forefront of the "Race to Zero" campaign on climate change. The Net-Zero Asset Owner Alliance[6] consists of asset owners representing more than USD5 trillion and growing, who have pledged to make their portfolios net-zero of emissions by 2050. We have come a long way since the early days of CRISA and PRI. Regulation 28, Guidance Note 1 of 2019 and National Treasury's Sustainable Finance Initiative continue to build on the foundations set in 2011.

However, despite the successes and progress achieved in the last decade, there is still much work to be done. The triple ills of poverty, inequality and unemployment, exacerbated by the Covid-19 pandemic and recent global events require our collective and urgent action. CRISA 2 aims to spur much-needed impetus towards achieving positive outcomes to address South Africa's unique environmental and social challenges, as part of the delivery of inclusive, cost-effective, relevant and transparent financial services and products to benefit our clients and beneficiaries.

I therefore urge all stakeholders involved in the investment industry to pledge their support for CRISA 2.

My sincere thanks and appreciation to my fellow CRISA Committee members, the CRISA Code Review Working Group tasked with developing CRISA 2, and the CRISA Secretariat for their combined efforts which have culminated in the launch of CRISA 2.

John Oliphant
Executive Chairman: All Weather Capital and Third Way Asset Management Group

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1 As per IFRS Foundation. 2022. *International Sustainability Standards Board.* Available at: https://www.ifrs.org/groups/international-sustainability-standards-board/ [2022, August 31].

2 As per Financial Reporting Council. 2010. *The UK Stewardship Code 2010.* Available at: https://www.frc.org.uk/getattachment/e223e152-5515-4cdc-a951-da33e093eb28/UK-Stewardship-Code-July-2010.pdf [2022, August 31].

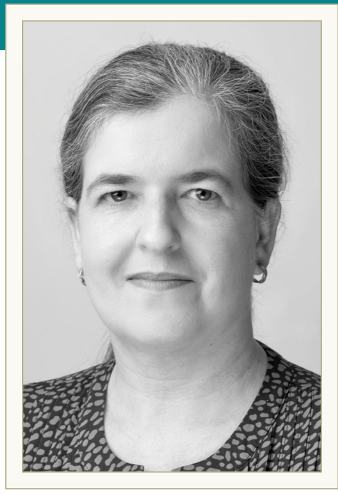
3 As per International Corporate Governance Network (ICGN). [n.d.]. *Global Stewardship Codes Network.* Available at: https://www.icgn.org/global-stewardship-codes-network [2022, August 31]

4 As per United Nations Principles for Responsible Investment (UN PRI). [n.d.]. *Quarterly Signatory Update – April 2022.* Available at: https://www.unpri.org/signatories/signatory-resources/quarterly-signatory-update [2022, August 31]

5 As per United Nations Principles for Responsible Investment (UN PRI). [n.d.]. *Quarterly Signatory Update – April 2022.* Available at: https://www.unpri.org/signatories/signatory-resources/quarterly-signatory-update [2022, August 31]

6 As per United Nations Environment Programme Finance Initiative (UNEP FI). [n.d.]. *UN Convened Net-Zero Asset Owner Alliance.* Available: https://www.unepfi.org/net-zero-alliance/ [2022, August 31]

FOREWORD, CRISA DEPUTY CHAIR



ASISA is a proud long-term supporter and enabler of responsible investment and stewardship in South Africa.

ASISA members, through the ASISA Responsible Investments Standing Committee[7], a subcommittee of the ASISA Investments Board Committee, have been instrumental in the initial development of the CRISA Code (2011), and in providing recommendations for the initial inclusion of environmental, social and governance (ESG) requirements in Regulation 28[8] (2011), as well as the FSCA's more recent Guidance Note 1 of 2019: Sustainability of investments and assets in the context of a retirement fund's investment policy statement. ASISA has also been an active participant in National Treasury's Sustainable Finance Initiative[9] as we recognise the importance of addressing climate risk and actively transitioning our economy via a just transition.

ASISA, through the support of its members, has provided Secretariat support to the CRISA Committee and funded the CRISA 2 project. I am delighted that the CRISA Committee is now in a position to issue CRISA 2 given the important role CRISA can play in South Africa's governance landscape. It is our collective desire to see the active implementation of these industry commitments by South Africa's investor community, as well as an opportunity for greater alignment across all these initiatives. We trust CRISA 2 will play an important role in achieving further industry alignment and positive impact outcomes. ASISA looks forward to new partnerships and collaborations with respect to CRISA 2 and CRISA's next chapter.

We extend our thanks to the CRISA Committee, CRISA 2 Working Group, CRISA Secretariat and ASISA's board and leadership for reaching this important milestone.

Sunette Mulder
Senior Policy Advisor: ASISA

ACKNOWLEDGEMENTS

The CRISA Committee wishes to extend its thanks to the following organisations and individuals:

- ASISA for providing secretariat support to the CRISA Committee (2017 to present).
- ASISA for funding the CRISA Code Review Project, which resulted in the launch of CRISA 2.
- Members of the CRISA Code Review Working Group[10] and those members of the CRISA Committee[11] involved in the CRISA 2 project.
- John Oliphant, CRISA Chair and Sunette Mulder, CRISA Deputy Chair for their leadership of the CRISA Committee.
- Corli le Roux and Adrian Bertrand who served as the CRISA Secretariat and lead authors for CRISA 2.
- Each CRISA stakeholder organisation and individuals who provided both formal and informal feedback on the draft CRISA 2 code during the public consultation phase.[12]
- GEPF for facilitating the launch of CRISA 2 at GEPF's Annual Thought Leadership Conference, held in Cape Town, 15 – 16 September 2022.
- IoDSA for providing secretariat support to the CRISA Committee (2011 – 2017).
- Batseta Council of Retirement Funds for South Africa for funding the CRISA logo redesign.

CRISA 2 Document design and Project Management support:

- CRISA logo design: Petri Buys via Batseta Council of Retirement Funds for South Africa
- CRISA 2 Design & Layout: Rudolph Pieterse, Multidimensions
- CRISA 2 project management: Adrian Bertrand & Corli le Roux, Six Capitals ESG Advisory

7 ASISA Technical Board Committees. Available at: https://www.asisa.org.za/about-us/technical-board-committees/investments/#Responsibl
8 National Treasury. 2011. *Pension Funds Act, 1956: Amendment of Regulation 28 of the Regulations made under Section 36*. Available at: http://www.treasury.gov.za/publications/other/reg28/Reg%2028%20-%20for%20Budget%202011.pdf
9 *National Treasury publishes updated Technical Paper on Financing a Sustainable Economy*. Available at: https://sustainablefinanceinitiative.org.za/
10 A list of the CRISA Code Review Working Group members is provided on page 21 of this document
11 A list of the CRISA Committee and its members is provided on page 21 of this document
12 A list of the CRISA stakeholders who provided formal comment on the draft Code is available via the CRISA website: www.crisa2.co.za

ENDORSEMENT, FSCA

In the eleven years since CRISA's first launch, our support as conduct regulator has not wavered. CRISA 1, and now CRISA 2, are for a good cause. Recently, sustainable and impact investing have gained significant traction. CRISA provides invaluable guidance for transitioning to a low-carbon, socially inclusive and resilient economy.

Retirement funds, as asset owners and stewards of long-term capital, can positively impact the society and environment we all want. This pivotal role extends to asset managers, consultants, markets and other service providers. Funds, locally and globally, are expected and now increasingly required to disclose and report ESG-related matters in their audited annual financial statements. Our financial sector should be relatively well prepared for these fast-paced developments given the policy and regulatory guidance from Government and the FSCA. We will continue to issue such guidance when necessary to assist with compliance and continue nudging the industry to do what is right and necessary.

We should not always wait for hard rules and laws to do the right thing. Everyone has a role to play, even our decisions as individuals and consumers matter. Our combined, small, individual contributions can make a major difference.

Olano Makhubela,
Divisional Executive: Retirement Funds Supervision, FSCA

ENDORSEMENT, GEPF

GEPF is delighted to endorse CRISA 2 and its principles. We are committed to helping build a better society and playing our part in making this happen.

As a long-standing supporter of responsible investment and stewardship, GEPF has played a significant role in the mainstreaming of responsible investing in South Africa and on the African continent. GEPF is proud to be counted as a founding signatory to the United Nations Principles for Responsible Investment (PRI) and to have played a leadership role in the development and launch of the first CRISA Code of 2011.

Our Responsible Investment and Developmental Investment policies guide our approach and commitments to addressing environmental, social and governance issues when making investment decisions. We also encourage the companies we invest in to implement sustainable practices, and to actively manage their environmental and social impacts while maintaining high levels of corporate governance.

As a member of the CRISA Committee I look forward to contributing to CRISA's next chapter. It is critically important that our collective industry efforts result firstly in improved retirement outcomes for our members and pensioners, and secondly, for a shared future that is more sustainable and inclusive for all South Africans.

Musa Mabesa,
Principal Executive Officer, GEPF

ENDORSEMENTS

The CRISA Committee acknowledges with appreciation the following endorsers of CRISA 2:

ASISA

Batseta Council of Retirement Funds for South Africa

FSCA Financial Sector Conduct Authority

GEPF™ your investment, your future

IoD INSTITUTE OF DIRECTORS SOUTH AFRICA

SECTION A: INTRODUCTION AND CONTEXT

Humanity faces multiple global threats, such as climate change, social inequality and diseases of pandemic scale. For its part, South Africa continues its battle against the triple ills of poverty, inequality and unemployment, exacerbated by economic contraction, failures in both private and public governance, racial tensions and gender-based violence, and calls for more urgent action on energy security and a just transition to a low-carbon economy.

In response, consumers, businesses, and governments are increasingly driven towards more inclusive and sustainable products, services and policies, reacting to calls for strategies to build a future that is inclusive, greener and smarter. A number of developments reinforce a mounting sense that major shifts are imminent.[13]

There is a growing consensus that investment needs to be aligned with the direction of change, both in honouring the legal duties that are assumed by fiduciaries or which are allotted through mandates, and in consciously seeking out opportunities to influence and contribute to the environment and society through investment arrangements and activities that target an economy that is both green and inclusive. Asset owner liabilities require assets to be managed in alignment with the investment beliefs, objectives, and mandates of the underlying funds. The investor community is willing to allocate capital and develop products aligned with their client requirements.

Increasing research points to burgeoning expansion and developments in stewardship and responsible investment as well as a growing value proposition of incorporating sustainability considerations into investment analysis and decisions. These include clearer correlations between ESG activity and financial value, an enhanced understanding of risks, and innovation in product creation to meet demand for growing investment opportunities through which influence and impact can be optimised. Responsible investment and stewardship are also increasingly finding application across all asset classes including, for example, in fixed income and infrastructure investment, as well as beyond public markets. ESG factors are clearly linked to a company's purpose and long-term performance and should be considered not only in the context of engagement and voting, but also in investment decisions relating to valuation and the buying or selling of financial assets.

Within the South African context, a sharpening focus on responsible investment and stewardship demonstrates that the country is ripe for the further innovations that are needed to achieve a systemic shift from commitment into action with more impact. This is demonstrated, for example, through the ongoing work of National Treasury's Sustainable Finance Initiative[14] and initiatives such as (but not limited to) King IV™[15], Regulation 28 of the Pension Funds Act, 1956, FSCA Guidance Notice No. 1 of 2019 (issued in terms of the Pension Funds Act, 1956): Sustainability of investments and assets in the context of a retirement fund's investment policy statement.[16]

Despite these developments, there remains a general sense that action from the investment community is lagging both in urgency and scope. CRISA 2 aims to spur much-needed impetus in this regard through enabling a sharpened recognition of how investment arrangements and activities intersect with the environment and society. As part of a holistic corporate governance ecosystem[17], CRISA 2 can facilitate ongoing, proactive and mindful consideration of the risks and opportunities, dynamics and trends that could inform or influence investment arrangements and activities, modelling positive outcomes across the investment value chain.

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13 International developments that have influenced the evolution include (but are not limited to) the United Nations SDGs, the recommendations of the Task Force for Climate-Related Financial Disclosures (TCFD), evolving global stewardship codes including the ICGN Global Stewardship Principles and the UK Stewardship Code of 2020, the IOPS Supervisory Guidelines on the Integration of ESG Factors in the Investment and Risk Management of Pension Funds, 2019 and The International Standards Organisation's ongoing processes to provide global guidelines for investors, banks, insurers, consultants, regulators and governments on responsible finance and investment, as well as the CFA Institute's Global ESG Disclosure Standards for Investment Products (2021)

14 South Africa Sustainable Finance Initiative. [n.d.]. *National Treasury publishes updated Technical Paper on Financing a Sustainable Economy*. Available at: https://sustainablefinanceinitiative.org.za/ [2022, August 31].

15 The Institute of Directors in Southern Africa (IoDSA) NPC. 2016. *King IV™ Report on Corporate Governance for South Africa*. Available at: https://cdn.ymaws.com/www.iodsa.co.za/resource/collection/684B68A7-B768-465C-8214-E3A007F15A5A/IoDSA_King_IV_Report_-_WebVersion.pdf [2022, August 31]. Particular reference is made to Principle 17 (Responsibilities of Institutional Investors) and read together with Part 6.4: Supplement for retirement funds.

16 Financial Sector Conduct Authority. 2019. *Guidance Note 1 of 2019: Sustainability of investments and assets in the context of a retirement fund's investment policy statement*. Available at: https://www.fsca.co.za/Regulatory%20Frameworks/Temp/FSCA%20Communication%201%20of%202019%20(PFA).pdf [2022, August 31].

17 Together with The Institute of Directors in Southern Africa (IoDSA) NPC. 2016. *King IV™ Report on Corporate Governance for South Africa*. Available at: https://cdn.ymaws.com/www.iodsa.co.za/resource/collection/684B68A7-B768-465C-8214-E3A007F15A5A/IoDSA_King_IV_Report_-_WebVersion.pdf [2022, August 31].

SECTION B: OBJECTIVES

The main objective of CRISA 2 is to reaffirm a framework of principles for stewardship[18] and responsible investment as a key component of the South African governance framework. The Code has as further objectives the following:

To position stewardship and responsible investment principles and practices within a broader context as universally relevant throughout the investment value chain and across all asset classes, investment styles and type and size of organisation.

To create a context within which the investment environment can evolve towards positive outcomes to address South Africa's unique environmental and social challenges, including poverty, inequality, unemployment and transformation, balanced with the delivery of suitable, transparent, cost-effective and relevant services to the users and beneficiaries of investment products.

To incorporate the implementation of sound governance practices as they relate to stewardship and responsible investment, and foster accountability for implementation and disclosure.

To cultivate integrated thinking[19] throughout the investment industry, through building capacity in the six capitals, and understanding of the triple context of society, economy, and environment within which businesses operate, as well as their relevance on the impacts on the six capitals.[20]

To establish meaningful reporting about practices of stewardship and responsible investment.

To encourage collaborative action towards the mainstreaming of sustainable finance that contributes to a more equitable and inclusive economy.

To promote the development and implementation of green and sustainability-oriented investments and investment vehicles that address ESG issues (such as those encapsulated in the SDGs and NDP).

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18 As per Financial Reporting Council. 2020. The *UK Stewardship Code 2020.* Available at: https://www.frc.org.uk/getattachment/5aae591d-d9d3-4cf4-814a-d14e156a1d87/Stewardship-Code_Final2.pdf [2022, August 31]: "*Stewardship is the responsible allocation, management and oversight of capital to create long-term value for clients and beneficiaries leading to sustainable benefits for the economy, the environment and society.*"

19 As per The Institute of Directors in Southern Africa NPC. 2016. *King IV™ Report on Corporate Governance for South Africa.* Available at: https://cdn.ymaws.com/www.iodsa.co.za/resource/collection/684B68A7-B768-465C-8214-E3A007F15A5A/IoDSA_King_IV_Report_-_WebVersion.pdf [2022, August 31] and the International <IR> Framework (now part of the IFRS Foundation). 2021. *International <IR> Framework.* Available at: http://www.integratedreporting.org/wp-content/uploads/2022/08/IntegratedReportingFramework_081922.pdf [2022, August 31].

20 In its foreword, King IV™ discusses the interconnectedness of the resources used by organisations and how their activities affect and are affected by the six capitals and the triple context within which they operate.

SECTION C: APPLICATION

CRISA 2 contains voluntary principles that are of **universal relevance**, and which are capable of **flexible application on a proportionate basis** as the context may require, by asset owners, asset managers and service provider organisations within the investment value chain who may be involved in investment arrangements and activities, and who wish to voluntarily align themselves with the principles.

CRISA 2 therefore applies to **asset owners, asset managers** and **service providers**. Other organisations within the investment value chain or who may be involved in investment arrangements and activities, are similarly encouraged to apply the principles of CRISA 2.

The application regime is **"apply and explain"**.[21] Application of the principles is implicit, while explanations should demonstrate how the principles have been interpreted, which practices have been implemented and how that interpretation and implementation have translated into real-world outcomes, including where any adaptations have been made to scale application of practices on a proportionate basis.

Where there is conflict between the Code and applicable legislative provisions, the **legislative provisions or regulations will prevail.**

Foreign investment institutions are encouraged to apply the voluntary principles of CRISA 2 to the extent that they invest in South African assets.

The effective date for reporting publicly on the application of CRISA 2 is **1 February 2023**.

SECTION D: FUNDAMENTAL CONCEPTS

OUTCOMES

CRISA 2 promotes an outcomes-based approach to responsible investment and diligently exercising stewardship and fiduciary duties. The outcomes-based approach has already been well established in integrated reporting[22] and in King IV™ as it relates to governance[23]."

Within the context of CRISA 2, outcomes constitute the positive or negative effects or consequences that result from investment arrangements and activities for (any or all of) the investment organisation, its ultimate beneficiaries, the investee or issuing organisation, society and/or the environment.

In addition to supporting economic stability and growth, mindful application of the principles can support the achievement of the following interrelated outcomes:

Positive Impact -

- Making measurable positive contributions to the UN's Sustainable Development Goals (SDGs);
- realising benefits to society, the environment and/or other stakeholders alongside a financial return[24];
- achieving a reduction in negative consequences; and
- exercising positive influence (such as on the implementation of sound governance practices).

Inclusion -

- Applying the principles of the Code to support a more inclusive society and economy along all ESG pillars, such as a just transition towards a greener, more inclusive economy that enables sustainable development[25], protects livelihoods, and supports the availability and equality of opportunities to access financial services and products.

Innovation -

- Developing and implementing novel ideas, investment approaches, methodologies, products or strategies for engagement and collaboration, to maximise positive impact, promote inclusion and build resilience.

Resilience -

- Taking into consideration the threat of unanticipated changes, challenges to the global economic system and the potential consequences, for pricing of risk and assets, having the ability to withstand and recover from disruptive events, and furthermore developing an ability to adapt to changing conditions.

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21 The outcomes-based approach to governance and "apply and explain" are captured in King IV™ as the original intellectual thinking of the King Committee.
22 Reporting on outcomes is a requirement of Integrated Reporting, previously International <IR> Framework, now part of IFRS Foundation, the internal and external consequences (positive and negative) for the six capitals as a result of business activities and outputs.
23 Acknowledging the need for organisations to consider the full business cycle incorporating inputs, outputs and outcomes as the effects or impacts of the business model on the triple context, King IV™ applies an outcomes-based approach to governance as ethical and effective leadership to achieve four governance outcomes of ethical culture, good performance, effective control and legitimacy. The outcomes-based approach to a corporate governance code is captured in King IV™ as the original intellectual thinking of the King Committee.
24 Regardless of whether this is pursued intentionally as is the case with impact investment or values-driven investment.
25 For example, through enabling achievement of the National Development Plan 2030 and the SDGs.

The outcomes are aspirational benefits rather than specific targets or metrics. There is therefore no need to disclose specific performance or achievement against each of the outcomes, since reporting on practices implemented to give effect to the principles may enable inferences to be drawn about the achievement of positive outcomes.

DILIGENT STEWARDSHIP

Ownership concepts across equity investments are complex, for example in relation to pooled investments, nominee holdings and rapid movements in secondary markets, as well as misconceptions about whether a shareholder has rights equal to those of an owner. In asset classes other than equity, ownership may not even be relevant.

Diligently and effectively discharging stewardship duties incorporates the execution of fiduciary duties, active ownership and shareholder activism in their original sense (where it would apply) but would also cater for situations where stewardship is relevant but not specifically related to ownership. Where fiduciary duties are owed (such as in the case of a retirement fund), the investment institution should actively enquire and participate at annual general meetings, for example, to ascertain whether the company is truly creating value or eroding it.

PROPORTIONALITY

The principles of CRISA 2 are considered as universal and capable of application or adoption –

- across organisational categories and size of organisation, covering various types of investment institutions as well as related service providers and other supporters of stewardship and responsible investment who may align themselves with the aspirations of the Code;
- across asset classes,
- in relation to a variety of investment philosophies, products or to guide decisions around allocation of capital or assets or engagement; and
- across all investment arrangements and activities (as defined).

While the principles promote best practice, it is acknowledged that there are factors that may affect an organisation's ability to implement the principles to their fully intended extent, for different standards may apply to different asset classes, asset owners may be positioned differently to an asset manager, and availability of resources may vary. However, factors such as the size and type of organisation and its investment philosophy and style, should not be seen as limitations.

Applying the Code on a proportionate basis means that even those with limited resources and varying business models and investment approaches should be able to implement the principles in a manner that is fit for purpose within the context and as may be suitable to the type and size of organisation, the nature of its investment arrangements and activities and the resources at its disposal. Application can therefore be pursued in an incremental or scaled fashion.

The "apply and explain" regime supports proportional application by enabling disclosure that demonstrates aspects such as the proportion of investments covered by implementation, how the principle has been interpreted and implemented and/or effected within the relevant context.

Application through designation or outsourcing can be pursued where an investment institution or asset owner is unable to implement certain practice recommendations directly, as long as this is disclosed and the mandate provides for reporting and sanctions for non-adherence, and it does not amount to a dereliction of fiduciary responsibilities. Practicalities and cost implications should be weighed after consideration of the extent to which implementation can be pursued, rather than outsourcing as a default approach.

SECTION E: RECOMMENDED PRACTICES

The recommended practices are positioned as best practice-level guidance to assist in the identification of action steps towards implementation of the principles. It is not required that all practices be followed, nor should they be applied as a tick-box. Practices should be reviewed as supporting integrated thinking while developing a fit-for-purpose approach and may be adapted or scaled for proportional application[26] or applied in an incremental manner as an orginisation progresses and matures with regard to implementation.

PRINCIPLE 1: INTEGRATION OF ENVIRONMENTAL, SOCIAL AND GOVERNANCE (ESG) FACTORS

Investment arrangements and activities should reflect a systematic approach to integrating material environmental, social and governance (ESG) factors.

Implementation practices

1.1 Development of an investment strategy or philosophy that acknowledges the triple context within which investment arrangements and activities are undertaken, as well as a commitment to integrate material environmental, social and governance (ESG) factors.

1.2 Systematic integration of material ESG factors includes the implementation of processes to –

- 1.2.1 identify considerations that are of material relevance, through monitoring global and local trends and industry-specific matters, or adoption of relevant guidance;
- 1.2.2 assess the risk exposure and opportunities over the short, medium and longer term (using best practice norms);
- 1.2.3 link to the organisation's investment strategy or philosophy; and
- 1.2.4 develop responses (as considered appropriate) for application to investment arrangements and activities. Responses may be organisation or topic specific and may include the development of considerations to making and executing decisions about valuation, capital allocation, or the pursuit or development of new investment vehicles or products.[27]

1.3 The investment organisation may consider the development of topic-specific policies and processes in relation to dealing with material issues that have systemic or market-wide implications or are considered of national imperative.[28] Such policies could set out risk frameworks or the adoption of guidelines, standards, methodologies or models to guide the approach to the topic.[29]

1.4 To promote alignment in philosophy and approach between clients and service providers, due diligence activities should be pursued (where possible), with specific reference to the consideration of material ESG factors.

Reporting elements

1.5 The content of the investment philosophy or policy statement as well as the content of any further policies (where these are in place), upon approval and upon implementation of any changes, as the case may be.

1.6 Material ESG factors that are considered of material relevance or which have been identified for integration into investment arrangements and activities.

1.7 An overview of how material ESG factors are being integrated (generally and on key topics as applicable), including:

- 1.7.1 the adoption and/or application of any guidelines, standards, methodologies in implementation or reporting;
- 1.7.2 any variances applied relative to size or available resources; and
- 1.7.3 how the processes differ across asset classes and geographies.

1.8 The results of implementation of integrating material ESG factors during the reporting period, for example any measurable aspects on key themes.

26 See SECTION D: FUNDAMENTAL CONCEPTS on page 8 for more on PROPORTIONALITY.
27 It should be noted, however, that traditional measures and financial analysis of the financial soundness of companies and investment products should not be ignored in the consideration of ESG factors.
28 Topics may include issues such as climate risk, socio-economic transformation, transition to a low-carbon economy, just transition, etc. The pursuit of aspects relating to the SDGs could be considered as guidance in this regard as well.
29 Such approaches, as well as metrics, targets and indicators could be developed internally or be adopted from global or local frameworks or taxonomies.

PRINCIPLE 2: DILIGENT STEWARDSHIP

Investment arrangements and activities should demonstrate the acceptance of ownership rights and responsibilities diligently enabling effective stewardship.

Implementation practices

2.1 Responsibly discharging ownership responsibilities and stewardship duties should be a consideration when integrating material ESG factors (as set out in Principle 1).

2.2 Investment arrangements and activities should incorporate mechanisms that support the diligent and effective discharging of stewardship duties generally and particularly as they relate to material ESG factors. These mechanisms could include the following:

- 2.2.1 assessing the extent, completeness and quality of disclosure by investee organisations or issuers (as the case may be), including evaluating integrated reporting (and the integrated report where available) to assess the value being created, preserved or eroded over time, and the approach to incorporating the six capitals;
- 2.2.2 employing approaches appropriate to the context (such as the relevant asset class) to intervention and engagement when concerns have been identified, including through voting, engagement, direct intervention at Board level or representation within governance structures of the investee;
- 2.2.3 the means of escalation when concerns cannot be resolved;
- 2.2.4 practical arrangements such as criteria for voting decisions, participation in annual general meetings or use of proxies or voting instructions, public disclosure of voting records and consideration of public pre-announcement of voting intentions for key ESG-related votes; and
- 2.2.5 policies that are appropriate to the context should be in place to guide stewardship activities such as engagement, escalation and voting, and should apply even when passive investment strategies are followed.

2.3 Relevant controls should be applied when engagement is pursued and when seeking any information, to ensure care is taken to avoid exposure to or acting upon price-sensitive information that may trigger concerns about non-compliance with legislation on insider trading.

Reporting elements

2.4 The content of policies covering engagement, escalation and voting or the issuance of proxies, upon approval and upon implementation of any changes, and a view on whether the policies were effectively implemented during the reporting period. Where default voting policies of proxy advisors are being used, disclosure should indicate the extent to which these are used.

2.5 Where applicable, full voting records (or a link to voting records) should be disclosed publicly as soon as possible after the meeting to which they relate, where possible, or at least once a quarter. Disclosure should include the reasoning behind voting decisions that were in conflict with the policy or withheld, and the rationale for decisions that were against the governing body (such as on remuneration policy) or against proposed shareholder resolutions.

2.6 Where possible, the number of engagements on ESG concerns relative to the total number of engagements, with a breakdown by topic.[30]

2.7 The result of stewardship activities during the reporting period, including engagements undertaken (whether directly or on behalf of another, as the case may be), and how these have influenced investment arrangements and activities, particularly towards the implementation of Principle 1.

30 Topics could include, for example, remuneration, board structure, independence, climate risk, etc.

PRINCIPLE 3: CAPACITY BUILDING AND COLLABORATION

Acceptance and implementation of the principles of CRISA 2 and other applicable codes and standards should be promoted through collaborative approaches (as appropriate) and targeted capacity building throughout the investment industry.

Implementation practices

3.1 Collaboration among actors and stakeholders along the investment value chain (including regulators, shareholders, service providers, investees and beneficiaries), and with parties outside of it (such as industry bodies, academia and civil society) should be leveraged as a tool to contribute to –

- 3.1.1 building capacity and skills within the organisation and the broader industry;
- 3.1.2 the identification and management of material ESG factors, particularly those with systemic or market-wide implications;
- 3.1.3 the development or adoption of guidelines, standards, methodologies or models that support the integration of material ESG factors, diligent stewardship and sound governance practices, as well as related reporting practices and/or frameworks;
- 3.1.4 enhanced impact and weight of engagement or dialogue regarding ESG factors; and
- 3.1.5 fostering innovation in the investment sector.

3.2 Parties involved should avoid anti-competitive behaviour and should be aware of the consequences of acting in concert in terms of applicable legislation and should ensure relevant controls are in place.[31]

Reporting elements

3.3 An overview of collaborative engagements that are under way or which have been undertaken during the reporting period, whether directly or by others on behalf of the disclosing party, with an indication of the purpose of the initiative, the parties involved and an overview of controls in place to avoid acting in concert (where applicable).

3.4 The result of any collaborative engagements undertaken during the reporting period, including whether escalation was undertaken and the result of such escalation.

3.5 An overview of and result of any capacity-building initiatives undertaken during the reporting period.

3.6 Details of formal endorsement and/or support for other applicable codes and standards that promote objectives similar to those of CRISA 2.[32]

3.7 Details of membership or signatory support of a body, organisation or initiative that promotes objectives similar to those of CRISA 2.[33]

31 Awareness of regulatory requirements remains imperative; however, it can also be noted that legal guidance commissioned by PRI and conducted by law firm Bowmans highlights that in many cases, collaborative engagement on ESG issues by shareholders is unlikely to trigger regulatory requirements. For more see: Bowmans. [s.a.]. *Acting in concert and collaborative shareholder engagement, South Africa*. Available at: https://www.bowmanslaw.com/wp-content/uploads/2021/07/Acting-in-Concert-and-Collaborative-Shareholder-Engagement_Digital-2021.pdf [2022, August 31].

32 Examples (non-exhaustive) of other applicable codes and standards could include King IV™, UK Stewardship Code, CFA Institute's Global ESG Disclosure Standards for Investment Products (2021), etc.

33 Examples (non-exhaustive) of other organisations or initiatives could include PRI, ICGN, ASISA etc.

PRINCIPLE 4: SOUND GOVERNANCE

Sound governance structures and processes should be in place (including at all levels of the organisation) to enable investment arrangements and activities that reflect and promote responsible investment and diligent stewardship, including proactively managing conflicts of interest.

Implementation practices

4.1 The governing body of an investment organisation should assume responsibility for governing investment arrangements and activities relating to stewardship and responsible investment, with adjustments as to the type of organisation or scaling application on a proportionate basis (as may be appropriate).

4.2 Sound governance practices incorporate the following:

- 4.2.1 the exercising of ethical and effective leadership[34] by the governing body in setting the direction for stewardship and responsible investment generally and as may be appropriate in relation to ESG issues with governance implications (such as B-BBEE, climate risk, gender and racial inequality, etc.), with oversight of implementation provided by relevant governing body structures (such as Board and/or Board subcommittees);
- 4.2.2 resourcing stewardship and responsible investment activities as may be appropriate given the context of the organisation, its size and role in the value chain, and ensuring adequate training for relevant staff;
- 4.2.3 clear delegation or allocation of roles and responsibilities both within the organisation and in relation to service providers or clients;
- 4.2.4 considering an appropriate approach to incentives to integrate stewardship and responsible investment into investment arrangements and activities; and
- 4.2.5 the conclusion of mandates (as applicable) that clearly capture the approach to be taken and expectations. The onus remains on the provider of the mandate (such as the asset owner or client) to ensure the mandate deals with ESG and that there are processes to oversee the application of these provisions when executing the mandate.

4.3 All of the circumstances and relationships that could potentially lead to a conflict of interest should be identified and a policy should be developed for avoiding and managing conflicts when they occur.

4.4 Processes should be put in place to ensure the effective implementation of policies relating to stewardship and responsible investment, through establishing:

- 4.4.1 appropriate oversight mechanisms;
- 4.4.2 processes to monitor compliance with the policy by the investment organisation and its service providers; and
- 4.4.3 regular internal reporting.

4.5 In addition to applying such statutory guidelines or directives as issued by the FSCA or relevant regulator from time to time, applying the governance recommendations of King IV™ and other globally accepted governance standards is considered good practice.

Reporting elements

4.6 The governance structures and processes in place in relation to stewardship and responsible investment and a view on how these enable oversight of and accountability for investment arrangements and activities.

4.7 An overview of the resources made available for stewardship and responsible investment activities.

4.8 Disclosure on the organisation's system of remuneration and how it encourages stewardship and responsible investment.

4.9 The content of the policy on managing conflicts of interest, how it has been applied during the reporting period, including any actual cases of conflicts related to stewardship or responsible investment that were identified and managed during the reporting period.

4.10 An annual statement or expressed view regarding the effectiveness of the governance structures and processes in supporting stewardship and responsible investment, and any planned changes or improvements.[35]

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34 The Institute of Directors in Southern Africa NPC. 2016. *King IV™ Report on Corporate Governance for South Africa.* Available at: https://cdn.ymaws.com/www.iodsa.co.za/resource/collection/684B68A7-B768-465C-8214-E3A007F15A5A/IoDSA_King_IV_Report_-_WebVersion.pdf [2022, August 31] states (p.20) that *"ethical leadership is exemplified by integrity, competence, responsibility, accountability, fairness and transparency. It involves the anticipation and prevention, or otherwise amelioration, of the negative consequences of the organisation's activities and outputs on the economy, society and environment and the capitals that it uses and affects". "Effective leadership is results-driven. It is about achieving strategic objectives and positive outcomes."*

35 The statement could be based on or supported by an assessment of effectiveness conducted, e.g. by means of a performance evaluation, self-assessment or through a function such as internal audit (where available) or by periodically obtaining external evaluation.

PRINCIPLE 5: TRANSPARENCY

Investment organisations should ensure disclosures are meaningful, timeous and accessible to enable stakeholders to make informed assessments of progress towards the achievement of positive outcomes.

Implementation practices

5.1 In addition to the specific reporting elements recommended in Principles 1 to 4, investment organisations should ensure disclosures are timeous and accessible to enable stakeholders to make informed assessments of progress towards the outcomes of diligent stewardship and responsible investment, including progress against indicators or metrics and any future targets or objectives.

5.2 Regular engagement with key stakeholders should take place to identify and understand information requirements.

5.3 Disclosures should be made public as far as possible in order for disclosures to be readily accessible to stakeholders. For private and unlisted investment organisations or vehicles, transparent public disclosure is considered as good practice since it can build trust, support sound governance and risk management and enhance investment value.[36]

5.4 It is recommended that investment organisations pursue integrated reporting[37] to provide a holistic overview of their investment strategy and philosophy, investment arrangements and activities as well as their progress and outcomes achieved.[38]

5.5 In addition to applying such statutory guidelines or directives as issued by the FSCA or relevant regulator from time to time, applying the disclosure recommendations of King IV™ and globally accepted reporting standards is considered good practice in relation to disclosure of implementation of Principles 1 to 4.

Reporting elements

5.6 An overview of the approach to applying CRISA 2, including an indication of the proportion of assets that it applies to and where any of the principles or recommendations may be applied differently from how they are set out (for example as a result of scaling application on a proportionate basis) and the reasons for such variation should be provided.

5.7 The subject matter disclosed, medium used and time intervals for when disclosures take place on particular matters should be clearly communicated and consistently applied, for example quarterly, twice a year or annually.[39] Where the frequency varies according to the information, this should be clearly stated.

5.8 It should be clearly communicated which information is publicly available, and where this can be found.

5.9 Where any standard, initiative or framework is used to guide disclosure, this should be clearly communicated, together with any metrics, targets and indicators applied.

5.10 To enhance the quality of reporting, the guiding principles of the Integrated Reporting Framework (particularly as it relates to reliability, completeness, consistency and comparability) are considered good practice.

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36 For more on this concept see: United Nations Principles for Responsible Investment (UN PRI) and ERM. 2018. *ESG Monitoring, Reporting and Dialogue in Private Equity.* Available at: https://www.unpri.org/download?ac=4839 [2022, August 31].

37 For example in line with the Integrated Reporting Framework. Available at: http://www.integratedreporting.org/wp-content/uploads/2022/08/IntegratedReportingFramework_081922.pdf [2022, August 31].

38 Particularly the guiding principles of reliability, completeness, consistency and comparability are considered good practice.

39 While disclosure at set time intervals is necessary to ensure consistence, it can also be noted that disclosure is something that can be pursued at all times and with due attention to the rights and requirements of shareholders, clients, investors and the public at large.

GLOSSARY

Active Ownership

"Use of the rights and position of ownership to influence the activities or behaviour of investee companies. Active ownership can be applied differently in each asset class. For listed equities, it includes engagement and voting activities."[40]

subject to section 19(5D) of the [Pension Funds] Act, means the prudent fulfilment of responsibilities relating to the ownership of, or an interest in, an asset. These responsibilities include, but are not limited to:
(a) guidelines to be applied for the identification of sustainability concerns in that asset;
(b) mechanisms of intervention and engagement with the responsible persons in respect of the asset when concerns have been identified and the means of escalation of activities as a holder or owner of that asset if these concerns cannot be resolved; and
(c) voting at meetings of shareholders owners or holders of an asset, including the criteria that are used to reach voting decisions and the methodology for recording voting;[41]

"Apply and explain"

"…these principles can be applied by any organisation, and all are required to substantiate a claim that good governance is being practised. The required explanation allows stakeholders to make an informed decision as to whether or not the organisation is achieving … outcomes required. Explanation also helps to encourage organisations to see corporate governance not as an act of mindless compliance, but something that will yield results only if it is approached mindfully, with due consideration of the organisation's circumstances."[42]

ASISA

The Association for Savings and Investment South Africa

Asset class

An asset class represents a grouping or category of investments or instruments that have similar features and are often regulated in a similar fashion, and includes, for example, equities or stocks, fixed income, bonds, cash instruments, commodities real estate, and derivative instruments.[43]

Asset or investment manager

An organisation that manages an investment product[44]

Asset consultant

Asset and investment consultants advise their clients, who can include asset owners, fund managers, and trustees, on which funds, asset classes, and countries to invest into as part of the investment and asset allocation strategy and portfolio construction process. Additionally, investment consultants can advise on manager selection, researching investment managers and coordinating the selection process.[45]

Asset Owner

An organisation that represents the holders of long-term retirement savings, insurance and other assets. Examples include retirement and pension funds, sovereign wealth funds, foundations, endowments, insurance and reinsurance companies and other financial institutions that manage deposits[46]

Batseta

Batseta Council of Retirement Funds for South Africa, previously known as The Principal Officers Association of South Africa (POA)

Beneficiary

In the context of a retirement fund "means a nominee of a member or a dependant who is entitled to a benefit, as provided for in the rules of the relevant fund", as defined in section 1 of the Pension Funds Act.[47]

Company or investee company

A company in which an institutional investor invests or considers investing.[48]

Conflict of interest

A conflict of interest, used in relation to members of the governing body and its committees, occurs when there is a direct or indirect conflict, in fact or in appearance, between the interests of such member and those of the organisation. It applies to financial, economic and other interests in any opportunity from which the organisation may benefit, as well as the use of the property of the organisation, including information. It also applies to the member's related parties holding such interests.[49]

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40 See definition per United Nations Principles for Responsible Investment (UN PRI). 2018. *Introduction to active ownership in listed equity*. Available at: https://www.unpri.org/listed-equity/introduction-to-active-ownership-in-listed-equity-/2719.article. [2022, August 31].

41 See definition per FSCA in Financial Sector Conduct Authority. 2019. *Guidance Note 1 of 1019: Sustainability of investments and assets in the context of a retirement fund's investment policy statement*. Available at: https://www.fsca.co.za/Regulatory%20Frameworks/Temp/FSCA%20Communication%201%20of%202019%20(PFA).pdf [2022, August 31].

42 See definition per The Institute of Directors in Southern Africa (IoDSA) NPC. 2016. *King IV™ Report on Corporate Governance for South Africa*. Available at: https://cdn.ymaws.com/www.iodsa.co.za/resource/collection/684B68A7-B768-465C-8214-E3A007F15A5A/IoDSA_King_IV_Report_-_WebVersion.pdf [2022, August 31]. The "apply and explain" regime are the original intellectual thinking of the King Committee (p. 7).

43 See definition per the Corporate Finance Institute. 2022. *Asset Class*. Available at: https://corporatefinanceinstitute.com/resources/knowledge/trading-investing/asset-class/ [2022, August 31].

44 See definition per CFA Institute. 2021. *Global ESG Disclosure Standards for Investment Products*. Available at: https://www.cfainstitute.org/-/media/documents/ESG-standards/Global-ESG-Disclosure-Standards-for-Investment-Products.pdf [2022, August 31].

45 See definition per CFA Institute. *What is an investment consultant?* Available at: https://www.cfainstitute.org/en/programs/cfa/charterholder-careers/roles/investment-consultant [2022, August 31].

46 See definition per United Nations Principles for Responsible Investment (UN PRI). [n.d.]. *Application form: Asset Owners*. Available at: https://tinyurl.com/2b5nwf48 [2022, August 31].

47 See definition per Republic of South Africa. 2011. Pension Funds Act 24 of 1956. Pretoria: Government Printer. Available at: http://www.treasury.gov.za/publications/other/Reg28/Reg%2028%20-%20for%20Budget%202011.pdf

48 See definition per The Institute of Directors in Southern Africa (IoDSA) NPC. 2011. *Code for Responsible Investing in South Africa 2011*. Available at: https://cdn.ymaws.com/www.iodsa.co.za/resource/collection/79874DB1-8300-49EB-AE0D-993809CAAA6C/CRISA_Code_for_Responsible_Investing_in_South_Africa.pdf [2022, August 31].

49 See definition per The Institute of Directors in Southern Africa (IoDSA) NPC. 2016. *King IV™ Report on Corporate Governance for South Africa*. Available at: https://cdn.ymaws.com/www.iodsa.co.za/resource/collection/684B68A7-B768-465C-8214-E3A007F15A5A/IoDSA_King_IV_Report_-_WebVersion.pdf [2022, August 31].

Corporate citizenship

is the recognition that the organisation is an integral part of the broader society in which it operates, affording the organisation standing as a juristic person in that society with rights but also responsibilities and obligations. It is also the recognition that the broader society is the licensor of the organisation.[50]

Corporate governance

Per King IV™, Corporate governance is defined 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
- Legitimacy

The use of "corporate" in the term "corporate governance" is to differentiate it from other forms of governance, for example national or political governance. "Corporate" refers to organisations that are incorporated to form legal entities separate from their founders and therefore applies to all forms of incorporation, whether as a company, voluntary association, retirement fund, trust, legislated entity or others.[51]

Effective or effectively

The adequate accomplishment of the desired objective or pursuit with the minimum expenditure of time, resources, waste and effort.[52]

ESG or environmental, social governance (factors)

A term used by investors and stakeholders to refer to the types of risks assessed as part of responsible investment practices.

"ESG factors" means environmental, social and governance factors. In the South African context, and specifically in respect of assets located in South Africa, these factors include, but are not limited to, the manner in which broad-based black economic empowerment is advanced."[53]

ESG integration

The process of including ESG factors in investment analysis and decisions to better manage risks and improve returns.[54]

Fiduciary duty (in the context of ESG)

Statute and regulation in South Africa expressly require the consideration of ESG factors in investment decisions. Regulation 28 states that a pension fund's fiduciary duty "supports the adoption of a responsible investment approach to deploying capital into markets that will earn adequate risk-adjusted returns". It states that prudent investing should consider factors that may materially affect sustainable long-term performance of a fund's assets, "including factors of an environmental, social and governance character".

It further clarifies that this is an approach across the portfolio to promote the interests of the fund "in a stable and transparent environment", giving funds significant flexibility as to how to apply the regulation in practice. Regulation 28 also requires pension funds to include B-BBEE as part of their service provider selection process.[55]

FSB

Financial Services Board (replaced by FSCA)

FSCA

Financial Sector Conduct Authority

Governing Body

"is the structure that has primary accountability for the governance and performance of the organisation. Depending on context, it includes, among others, the board of directors of a company, the board of a retirement fund, the accounting authority of a state-owned entity and a municipal council."[56]

ICGN

The International Corporate Governance Network

IFRS

International Financial Reporting Standards

IFRS Foundation

International Financial Reporting Standards Foundation

Inclusion

"applying the principles of the Code to support a more inclusive society and economy along all ESG pillars, such as a just transition towards a greener, more inclusive economy that enables sustainable development, protects livelihoods, and supports the availability and equality of opportunities to access financial services and products".

Impact investing

Impact investments are investments made with the intention to generate positive, measurable social and environmental impact alongside a financial return.[57]

50 See definition per The Institute of Directors in Southern Africa (IoDSA) NPC. 2016. *King IV™ Report on Corporate Governance for South Africa*. Available at: https://cdn.ymaws.com/www.iodsa.co.za/resource/collection/684B68A7-B768-465C-8214-E3A007F15A5A/IoDSA_King_IV_Report_-_WebVersion.pdf [2022, August 31].

51 See definition per The Institute of Directors in Southern Africa (IoDSA) NPC. 2016. *King IV™ Report on Corporate Governance for South Africa*. Available at: https://cdn.ymaws.com/www.iodsa.co.za/resource/collection/684B68A7-B768-465C-8214-E3A007F15A5A/IoDSA_King_IV_Report_-_WebVersion.pdf [2022, August 31].

52 See definition per The Institute of Directors in Southern Africa (IoDSA) NPC. 2016. *King IV™ Report on Corporate Governance for South Africa*. Available at: https://cdn.ymaws.com/www.iodsa.co.za/resource/collection/684B68A7-B768-465C-8214-E3A007F15A5A/IoDSA_King_IV_Report_-_WebVersion.pdf [2022, August 31].

53 As defined by Financial Sector Conduct Authority. 2019. *Guidance Note 1 of 2019: Guidance Note on retirement funds sustainability of investments and assets.* Available at: https://www.fsca.co.za/Regulatory%20Frameworks/Temp/FSCA%20Communication%201%20of%202019%20(PFA).pdf [2022, August 31].

54 See definition per United Nations Principles for Responsible Investment (UN PRI). [n.d.]. *Reporting Framework Glossary*. Available at: https://www.unpri.org/reporting-and-assessment/reporting-framework-glossary/6937.article [2022, August 31].

55 See definition per Republic of South Africa. 2011. *Pension Funds Act 24 of 1956*. Pretoria: Government Printer. Available at: http://www.treasury.gov.za/publications/other/Reg28/Reg%2028%20-%20for%20Budget%202011.pdf

56 See definition per The Institute of Directors in Southern Africa (IoDSA) NPC. 2016. *King IV™ Report on Corporate Governance for South Africa*. Available at: https://cdn.ymaws.com/www.iodsa.co.za/resource/collection/684B68A7-B768-465C-8214-E3A007F15A5A/IoDSA_King_IV_Report_-_WebVersion.pdf [2022, August 31].

57 See definition per Global Impact Investing Network (GIIN). [n.d.]. *Impact Investing*. Available at: https://thegiin.org/impact-investing/ [2022, August 31].

Innovation

means "developing and implementing novel ideas, investment approaches, methodologies, products or strategies for engagement and collaboration, to maximise positive impact, promote inclusion and build resilience".

Integrated Thinking

"The active consideration by an organization of the relationships between its various operating and functional units and the capitals that the organization uses or affects. Integrated thinking leads to integrated decision-making and actions that consider the creation, preservation or erosion of value over the short, medium and long term."[58]

Integrated Report

"A concise communication about how an organisation's strategy, governance, performance and prospects, in the context of its external environment, lead to the creation of value in the short, medium and long term."[59]

Integrated Reporting

"A process founded on integrated thinking that results in a periodic integrated report by an organization about value creation, preservation or erosion over time and related communications regarding aspects of value creation, preservation or erosion."[60]

Integrated Reporting Framework

"The International Integrated Reporting Framework of the IFRS Foundation, which is used to accelerate the adoption of integrated reporting across the world."

International Sustainability Standards Board (ISSB)

The intention is for the ISSB to deliver a comprehensive global baseline of sustainability-related disclosure standards that provide investors and other capital market participants with information about companies' sustainability-related risks and opportunities to help them make informed decisions.

Institutional investor

The South African Reserve Bank (SARB) classifies 5 categories of institutional investor in South Africa[61]:
- Pension funds;
- Life insurers' non-linked business;
- Life insurers' linked business;
- CIS managers; and
- Discretionary financial services providers registered with the SARB.

Investment arrangements and activities

Encompasses any or all of:
- the processes, decisions and execution of capital or asset allocation;
- investment or asset management regardless of asset class;
- establishing mandates with service providers;
- the giving of advice or performance of other intermediary activities or services;
- the acceptance of ownership responsibilities or stewardship; and
- investment research.

Investment organisation

An organisation engaging in investment arrangements and activities. For example, retirement funds, asset managers, asset consultants and other service providers within the investment value chain.

Investor

Any person or entity that currently invests in, or that has expressed interest and is qualified to invest in, an investment product. (See also "Providers of financial capital".)

Note: The definition of investor includes retail investors, wealth management clients, and institutional investors. Investment consultants and other third parties are considered to be investors if they represent individuals or entities that are investors.[62]

IODSA

The Institute of Directors South Africa NPC

IOPS

International Organisation of Pension Supervisors

JSE

Johannesburg Stock Exchange

Just transition

A just transition aims to achieve a quality life for all South Africans, in the context of increasing the ability to adapt to the adverse impacts of climate, fostering climate resilience, and reaching net-zero greenhouse gas emissions by 2050, in line with best available science. A just transition contributes to the goals of decent work for all, social inclusion, and the eradication of poverty. A just transition puts people at the centre of decision making, especially those most impacted, namely the poor, women, people with disabilities, and the youth-empowering and equipping them for new opportunities of the future. A just transition builds the resilience of the economy and people through affordable, decentralised, diversely owned renewable energy systems; conservation of natural resources; equitable access of water resources; an environment that is not harmful to one's health and well-being; and sustainable, equitable, inclusive land use for all, especially for the most vulnerable.[63]

King III™

King III™ Report on Corporate Governance for South Africa, 2009

King IV™

King IV™ Report on Corporate Governance for South Africa, 2016

King Committee

King Committee on Corporate Governance in South Africa

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58 See definition per International <IR> Framework (now part of the IFRS Foundation). 2021. *International <IR> Framework*. Available at: http://www.integratedreporting.org/wp-content/uploads/2022/08/IntegratedReportingFramework_081922.pdf [2022, August 31].
59 See definition per International <IR> Framework (now part of the IFRS Foundation). 2021. *International <IR> Framework*. Available at: http://www.integratedreporting.org/wp-content/uploads/2022/08/IntegratedReportingFramework_081922.pdf [2022, August 31].
60 See definition per International <IR> Framework (now part of the IFRS Foundation). 2021. *International <IR> Framework*. Available at: http://www.integratedreporting.org/wp-content/uploads/2022/08/IntegratedReportingFramework_081922.pdf [2022, August 31].
61 See definition per the South African Reserve Bank. [n.d.]. *Institutional Investors*. Available at: https://www.resbank.co.za/en/home/what-we-do/financial-surveillance/institutional-investors [2022, August 31].
62 See definition per CFA Institute. 2021. *Global ESG Disclosure Standards for Investment Products*. Available at: https://www.cfainstitute.org/-/media/documents/ESG-standards/Global-ESG-Disclosure-Standards-for-Investment-Products.pdf [2022, August 31].
63 See definition per the Presidential Climate Commission. 2022. *A Framework for a Just Transition in South Africa*. Available at: https://pccommissionflow.imgix.net/uploads/images/A-Just-Transition-Framework-for-South-Africa-2022.pdf [2022, August 31].

Mandate

The arrangement between an institutional investor and its service provider whereby the service provider makes investment decisions or performs investment activities for and on behalf of the institutional investor.[64]

Material or materiality

A "measure of the estimated effect that the presence or absence of an item of information [or identified subject matter] may have on the accuracy or validity of a statement [or decision]. Materiality is judged in terms of its inherent nature, impact (influence) value, use value, and the circumstances (context) in which it occurs".[65]

Materiality in relation to the inclusion of information in an integrated report refers to matters that" could substantively affect the organisations' ability to create value over the short, medium and long term".[66]

Organisation

A company, retirement fund, non-profit organisation, state-owned entity, municipality, municipal entity, trust, voluntary association and any other juristic person regardless of its manner of incorporation.

Outcomes

"The internal and external consequences (positive and negative) for the six capitals as a result of an organization's business activities and outputs."[67]

Pension Funds Act

Pension Funds Act, No 24 of 1956, as amended.

Proportionate basis

Application of the principles by those with limited resources and varying business models and investment approaches in a manner that is fit for purpose within the context and as may be suitable to the type and size of organisation, the nature of its investment arrangements and activities and the resources at its disposal. It may also include in an incremental or scaled fashion.

Providers of financial capital

Equity and debt holders and others who provide financial capital including, lenders and other creditors.[68]

(See also "Investors" and "Institutional Investor".)

Positive impact includes:

- making measurable positive contributions to the UN's Sustainable Development Goals;
- realising benefits to society, the environment and/or other stakeholders alongside a financial return;
- achieving a reduction in negative consequences; and
- exercising positive influence (such as on the implementation of sound governance practices).

Resilience

Taking into consideration the threat of unanticipated changes, challenges to the global economic system and the potential consequences, for pricing of risk and assets, having the ability to withstand and recover from disruptive events, and furthermore developing an ability to adapt to changing conditions.

Responsible Investment or RI

"A strategy and practice to incorporate environmental, social and governance (ESG) factors in investment decisions and active ownership."[69]

Stewardship

Stewardship includes "investment decision-making, monitoring assets and service providers, engaging with issuers and holding them to account on material issues, collaborating with others, and exercising rights and responsibilities."[70]. It also incorporates **"**the use of influence … to maximise overall long-term value including the value of common economic, social and environmental assets, on which returns and clients' and beneficiaries' interests depend."[71]

For purposes of CRISA, diligent and effective stewardship means managing investment arrangements and activities towards the creation of long-term value for the economy, the environment and society as part of the delivery of superior risk-adjusted returns to clients and beneficiaries.

SDGs

Sustainable Development Goals, a collection of 17 interlinked global goals adopted by the United Nations General Assembly on 6 July 2017

Service providers

Those who act under mandate of the institutional investor in respect of any of the investment decisions and investment activities dealt with in CRISA, including asset and fund managers and consultants.[72]

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64 See definition per The Institute of Directors in Southern Africa (IoDSA) NPC. 2011. *Code for Responsible Investing in South Africa 2011*. Available at: https://cdn.ymaws.com/www.iodsa.co.za/resource/collection/79874DB1-8300-49EB-AE0D-993809CAAA6C/CRISA_Code_for_Responsible_Investing_in_South_Africa.pdf [2022, August 31].

65 See definition per The Institute of Directors in Southern Africa (IoDSA) NPC. 2016. *King IV™ Report on Corporate Governance for South Africa.* Available at: https://cdn.ymaws.com/www.iodsa.co.za/resource/collection/684B68A7-B768-465C-8214-E3A007F15A5A/IoDSA_King_IV_Report_-_WebVersion.pdf [2022, August 31].

66 See definition per The Institute of Directors in Southern Africa (IoDSA) NPC. 2016. *King IV™ Report on Corporate Governance for South Africa*. Available at: https://cdn.ymaws.com/www.iodsa.co.za/resource/collection/684B68A7-B768-465C-8214-E3A007F15A5A/IoDSA_King_IV_Report_-_WebVersion.pdf [2022, August 31].

67 See definition per International Integrated Framework. 2021. *International Reporting Framework*. Available at: http://www.integratedreporting.org/wp-content/uploads/2022/08/IntegratedReportingFramework_081922.pdf [2022, August 31].

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72 See definition per The Institute of Directors in Southern Africa (IoDSA) NPC. 2011. *Code for Responsible Investing in South Africa 2011*. Available at: https://cdn.ymaws.com/www.iodsa.co.za/resource/collection/79874DB1-8300-49EB-AE0D-993809CAAA6C/CRISA_Code_for_Responsible_Investing_in_South_Africa.pdf [2022, August 31].

Shareholder

"Subject to section 57(1) of the Act, means the holder of a share issued by a company and who is entered as such in the certificated or uncertificated securities register, as the case may be" as defined in section 1 of the Companies Act.[73]

Shareholder activism

To influence the behaviour of companies in which funds are already invested to encourage them to meet corporate governance and good citizenship best-practice standards.[74]

Six Capitals

Financial, manufactured, human, intellectual, social & relationship and natural capital as captured in the International Reporting Framework.[75]

Sustainability

The ability of an entity to conduct its business in a manner that primarily meets existing needs without compromising the ability of future generations to meet their needs. Conducting business sustainably includes managing the interaction of the business with the environment, the society and the economy in which it operates towards a better long-term outcome. Evaluating the sustainability of the business of an entity includes the consideration of economic factors and ESG factors. The "sustainability of an asset" implies the sustainability of the entity giving rise to the underlying value of the asset. "Sustainable" has a meaning consistent with this.[76]

Sustainable finance

"Encompasses financial models, products, markets and ethical practices to deliver resilience and long-term value in each of the economic, environmental and social aspects and thereby contributing to the delivery of the Sustainable Development Goals and climate resilience. This is achieved by the financial sector by:

- evaluating portfolio as well as transaction-level environmental and social risk exposure and opportunities, using science-based methodologies and best-practice norms;
- linking these to products, activities and capital allocations;
- maximising opportunities to mitigate risk and achieve benefits in each of the social and environmental and economic aspects; and
- contributing to the delivery of the Sustainable Development Goals."[77]

Stakeholder

Those who reasonably have a legitimate expectation to be engaged with or to receive information from the institutional investor or its service providers on the grounds that they are affected by the investment activities and investment decisions of the institutional investor or its service providers.[78]

"Those groups or individuals that can reasonably be expected to be significantly affected by an organisation's business activities, outputs or outcomes, or whose actions can be reasonably expected to significantly affect the ability of the organisation to create value over time."

Internal stakeholders are directly affiliated with the organisation and include its governing body, management, employees and shareholders.

External stakeholders could include trade unions, civil society organisations, government, customers and consumers.

Internal stakeholders are always material stakeholders, but external stakeholders may or may not be material stakeholders."[79]

The Code

In this document, the Code means CRISA 2, as issued by the CRISA Committee in September 2022, effective 1 February 2023

Transparency

The unambiguous and truthful exercise of accountability such that decision-making processes and business activities, outputs and outcomes (both positive and negative) are easily able to be discerned and compared with ethical standards.[80]

Triple Context

"The combined context of the economy, society and environment within which an organisation operates."[81]

Ultimate beneficiaries

Those end-beneficiaries or underlying investors such as the individual savers or pension fund members to whom institutional investors owe their duties, including the individual retirement fund beneficiaries and the individuals in whose names or on whose behalf unit trusts and policies are held.[82]

UN PRI

United Nations supported Principles for Responsible Investment

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73 See definition per The Institute of Directors in Southern Africa (IoDSA) NPC. 2016. *King IV™ Report on Corporate Governance for South Africa*. Available: https://cdn.ymaws.com/www.iodsa.co.za/resource/collection/684B68A7-B768-465C-8214-E3A007F15A5A/IoDSA_King_IV_Report_-_WebVersion.pdf [2022, August 31].

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75 See definition per International Reporting Framework. 2021. *International Reporting Framework*. Available at: http://www.integratedreporting.org/wp-content/uploads/2022/08/IntegratedReportingFramework_081922.pdf [2022, August 31].

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77 Recommended definition from National Treasury. 2020. *Financing a Sustainable Economy Draft Technical Paper*. Available at: http://www.treasury.gov.za/publications/other/Sustainability%20technical%20paper%202020.pdf [2022, August 31].

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81 See definition per The Institute of Directors in Southern Africa (IoDSA) NPC. 2016. *King IV™ Report on Corporate Governance for South Africa.* Available: https://cdn.ymaws.com/www.iodsa.co.za/resource/collection/684B68A7-B768-465C-8214-E3A007F15A5A/IoDSA_King_IV_Report_-_WebVersion.pdf [2022, August 31].

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CRISA COMMITTEE

CRISA 2 is issued by the Committee on Responsible Investing by Institutional Investors in South Africa.

The Committee members as at the time of the launch of CRISA 2:

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Sunette Mulder, Deputy Chairperson	ASISA
Adrian Bertrand	CRISA Secretariat
Anne-Marie D'Alton	Batseta Council of Retirement Funds for South Africa
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