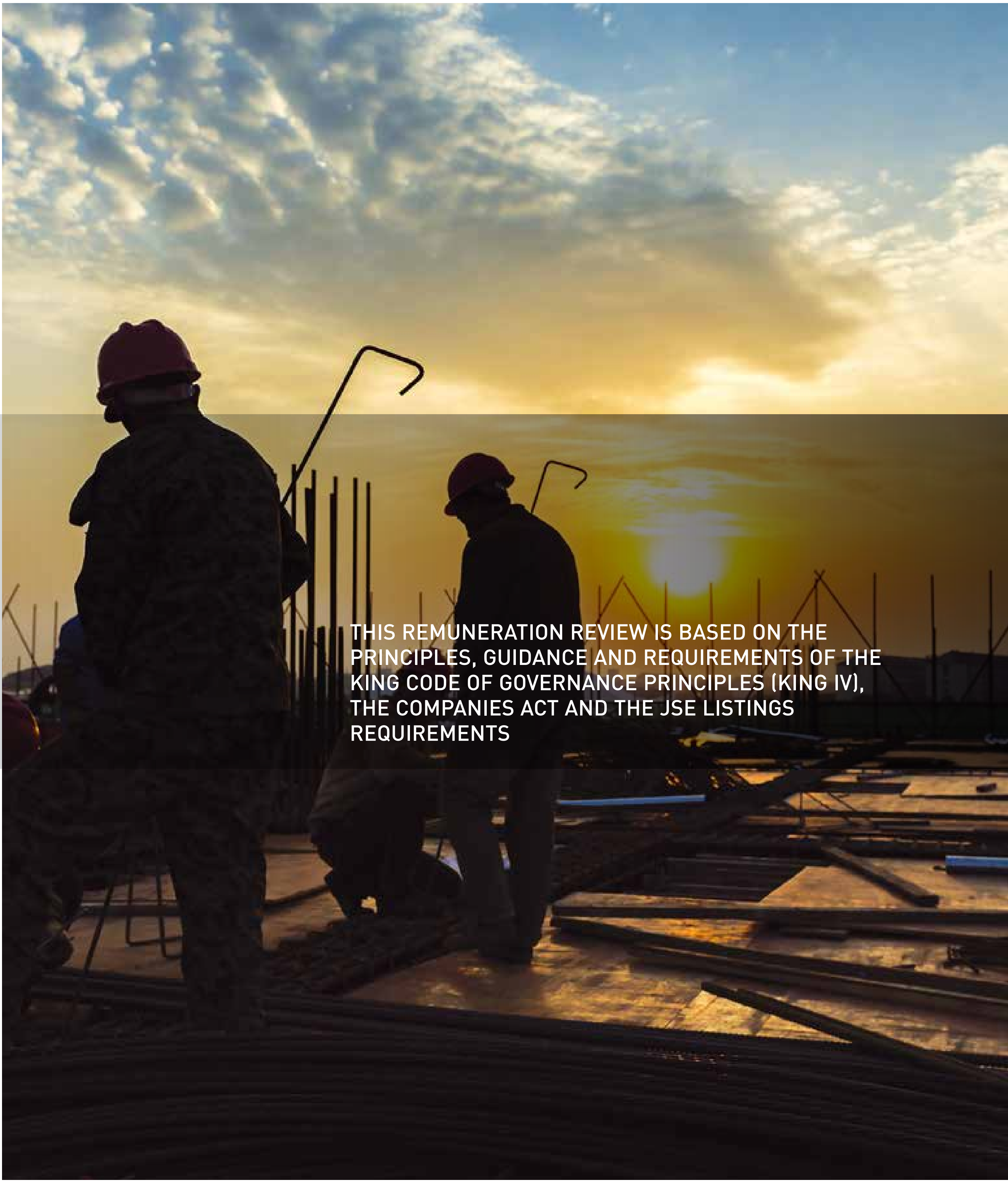
REMUNERATION REVIEW

2018

GROUP FIVE
structured ingenuity



THIS REMUNERATION REVIEW IS BASED ON THE PRINCIPLES, GUIDANCE AND REQUIREMENTS OF THE KING CODE OF GOVERNANCE PRINCIPLES (KING IV), THE COMPANIES ACT AND THE JSE LISTINGS REQUIREMENTS

REMUNERATION COMMITTEE CHAIRPERSON'S LETTER

Dear stakeholders

The remuneration committee (remco) is very mindful of the difficult environment in which the executive leadership has been required to deliver on the business' strategic objectives.

During the course of the year, the difficult operating environment – characterised by challenging general economic conditions, and the most protracted and severe downturn in recent history within the construction and engineering sector – resulted in the significant weakening of the group's financial position, necessitating the formulation of a new turnaround strategy for the business.

Remco understands that, within such a difficult operating environment, it is imperative that the group's remuneration philosophy, policies and reward practices support the efforts to retain the critical talent and skillsets required for the successful execution of the business' turnaround strategy.

The group therefore continues to participate in various forums and remuneration surveys, monitoring market trends to inform and review reward practices so that they remain competitive and enable the attraction, retention and development of talent. More specifically, the group's long term incentive plan (LTIP) scheme is being revised and a new, modern LTIP scheme is being developed – combining elements of both long and short term incentive plans – to better align the interests of shareholders and management. This new LTIP scheme will be formally presented to shareholders for approval at the F2019 annual general meeting. In the meantime, the group proposes to consult with shareholders on identifying the best way to retain and incentive participating employees. The group will also present this to its bridge facility lender consortium for approval before implementation.

This report outlines the company's remuneration philosophy and policy for non-executive directors, executive directors and other employees. Equally importantly, it explains how the policy has been implemented and discloses remuneration made during the year under review.

For personal reasons and with deep regret, I must inform you that I will be stepping down as a director of the company and as remco chairperson at the end of 2018. It has been a privilege and pleasure to serve the group's stakeholders since being elected to the board in July 2017. During this period, remco commenced with ensuring the ongoing relevance of the group's reward philosophy, policy and practices. Much more must still be done – a challenge which the new remco will relish.

Finally, I would like to thank remco members and executive management for their dedication, efforts and support during very challenging times. Thank you also to the chairperson of the board for her leadership, wise counsel and support.

NMartin

Nazeem Martin
Chairperson: Remuneration Committee

THIS REPORT IS STRUCTURED IN **THREE** SECTIONS:

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LEADERSHIP CHANGES

Following shareholder action in F2017 and the resignation of the previous board, the new remuneration committee was reconstituted on 11 August 2017. The members of the committee are:

CHAIRPERSON

Nazeem Martin

MEMBERS

Jackie Huntley
John Job
Themba Mosai, CEO (by invitation)
Judith Nzimande, Chief Human Resources Officer (by invitation)

The remuneration committee (remco) assists the board to set the remuneration policies for the group, as well as the remuneration of senior employees, executive committee members and prescribed officers.

The committee issues the mandate for the annual guaranteed remuneration (cost to company) review. The committee also advises the main board of directors and makes recommendations to shareholders on fees for non-executive directors.

The committee meets at least four times a year and whenever required to make recommendations relating to the remuneration of employees, executive committee members, non-executive directors and general employees.

The committee acts in line with board-approved terms of reference to assist in:

- Setting and oversight of the remuneration policy of the group
- The annual review and approval of executive director remuneration packages, as well as the determination and approval of annual bonuses, performance-based incentives and share incentive schemes
- Reviewing the ongoing appropriateness and relevance of the executive remuneration policy and other executive benefit programmes
- Approving management's recommendations for the average annual increase of employees
- Making recommendations to the board on the remuneration of non-executive directors

KEY FOCUS AREAS IN F2018

The committee mainly focused on the retention of senior executives and key individuals, as well as identifying key performance criteria for the executive committee members in line with the new business strategy.

The committee also conducted a review of variable remuneration for executives and segment directors.

ADVICE SOUGHT

The group consulted with remuneration advisors to provide input on a revised variable remuneration structure for executives and segment directors to incentivise, motivate and retain them. An initial proposal was presented to remco in May 2018 for consideration, with a final recommendation made at the remco in November 2018. Shareholder approval will be sought in 2019 for potential implementation in 2020.

The evaluation with our advisors indicated that several companies have recently started to combine the short term and long term incentive programmes into one programme, referred to as deferred incentive plans (DIPs). This involves a combined incentive scheme, such as a deferred bonus plan (DBP). Under a DBP, a portion of a participant's total incentive is paid in cash and the remainder is automatically deferred into bonus shares. DBPs avoid the difficulty associated with setting performance conditions three years in advance by shifting the focus to annual performance periods aligned to a group's turnaround strategy.

However, to ensure that management also maintains a longer term performance focus, a DBP should be accompanied by long term incentive awards with prospective performance conditions. This results in increased management and shareholder alignment and improves the focus on returns and value-creation over the long term.

The remco is considering all these options.

FOCUS FOR F2019

- A revised variable remuneration structure for executives and senior management aligned to the new strategy. Once this has been finalised, shareholder approval will be sought
  - Some options being considered are the implementation of a deferred incentive plan to motivate and retain key employees linked to the turnaround strategy
- Ensure greater alignment between total rewards and achieving business objectives, including improved accountability for delivery
- Implement new key performance indicators for executive committee members that are aligned to the group's new strategy and measure the team against these
- Continue to review our remuneration practices and principles and implement recommendations or amendments, where appropriate
- Develop and implement a framework on ethical and fair pay principles throughout the group

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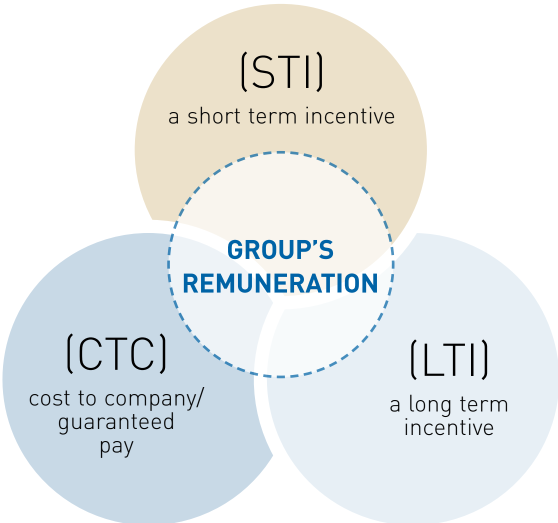
1 Background statement
2 **Remuneration policies and principles**
3 Application of the remuneration policy

REMUNERATION POLICY OVERVIEW

GROUP FIVE'S REMUNERATION POLICY AIMS TO ATTRACT, RETAIN AND MOTIVATE SKILLED AND PERFORMING EMPLOYEES TO EXECUTE THE GROUP'S STRATEGY.

The group offers an integrated remuneration and reward model, which comprises:



Group Five benchmarks its remuneration practices against both the market from which it recruits and the most relevant markets where employees frequently seek alternative employment. We also utilise available, reputable benchmark remuneration surveys to ensure our remuneration packages are competitive, fair and aligned to group policy.

Our policy is to ensure that employees' guaranteed remuneration is positioned between the 60th and 65th percentiles of the market. At an individual employee level, the annual CTC increase is determined by the individual's pay relative to the position and the Paterson band he or she is in, as well as the performance of the individual in the role. We research the market and structure our salary guidelines along the following lines:

- General – HR, administration, safety, etc
- Finance and IT – accountants, IT, etc
- Operations – logistics, quality, etc
- Engineering and technical – core construction positions
- Commercial – quantity surveying and estimating positions
- Manufacturing – manufacturing positions

We review individual employee positions annually within the salary ranges defined for these groupings and address high and low anomalies appropriately to ensure we only have employees outside of our remuneration policy by exception.

Our annual reduction of salary anomalies against our pay policy resulted in employees paid within our policy parameters improving from 67% to 72%. During the year, the remco focused on ensuring that the remuneration paid to employees in our core technical grades (Paterson C and D bands) meets the market norms for these positions.

REMUNERATION POLICY

- Our remuneration philosophy aims to attract, retain and motivate skilled and performing employees to execute the group's strategy through a competitive balance of fixed and variable/incentive income
- We follow an integrated approach to remuneration that consists of a total guaranteed package and variable pay consisting of long term incentive and short term incentive schemes
- We grow our own talent through career and succession management and continuous learning and development opportunities
- We constantly review internal parity through job profiling and job evaluation to ensure jobs are graded
- We maintain external competitiveness through continuous salary benchmarking and survey participation to result in competitive pay and good market practice
- Salary scales are updated annually and applied by management in their ongoing remuneration decisions
- Market-related ranges are viewed together with performance and retention when reviewing and increasing remuneration to motivate, reward and retain skills and experience
- We offer comprehensive benefits to ensure that our employees have appropriate cover for most unforeseen life events

REMUNERATION STRUCTURE

	COST TO COMPANY		VARIABLE PAY		
ELEMENT	**BASE PAY**	**BENEFITS**	**SHORT TERM INCENTIVE**	**LONG TERM INCENTIVE**	**PROPOSED DEFERRED INCENTIVE PLAN^**
GROUP FIVE	› Monthly salary › Hourly wage	› Medical aid › Pension fund/ provident fund › Death benefit › Car allowance	› Annual incentive › Bonus scheme	› Share appreciation rights › Performance shares* › Bonus shares	› Annual bonus with deferred component will be presented to remco for shareholders' approval in 2019
WHAT IS THE OBJECTIVE?	› Attraction/ retention	› Provides a comprehensive remuneration offering inclusive of cash and benefits › Retention of skills in terms of the comprehen-siveness of benefits offered	• Rewards company performance • Rewards individual performance • Attraction/retention/ recognition	• Rewards company performance • Rewards individual performance • Attraction/retention • Recognition of contribution to the group's success	• Short to medium term incentive mechanism with a specific focus on finalising the group's turnaround strategy • Motivation/retention • Company performance
WHO IS ELIGIBLE?	› All employees		• Executive committee members • Prescribed officers • Senior management at a corporate, cluster and segment level	• Executive committee members • Prescribed officers • Senior management at a corporate, cluster and segment level	• Key talent vital to the turnaround strategy, as identified by the board and approved by remco
HOW IS THE PAY LEVEL SET?	› Market-based pay according to job grouping, grade and individual performance		• Hurdle rate for payment includes exceeding the weighted average cost of capital (WACC) • Individual award, subject to targets set for profit and cash generation, transformation measures, safety performance and individual performance • Target pay-out based on 120% of CTC for CEO • Maximum pay-out set at 240% of CTC for CEO	• Allocation based on remuneration grade • Target pay set as a percentage of cost to company per participant • Subject to share price appreciation, return on capital target and total shareholder return relative to the sector	• Gatekeeper criteria that interim debt (bridging finance) be paid/settled before formula is applied • The on-target percentage is calculated according to an individual's job grade and adjusted by performance based on the achievement of EBITDA** growth.

* *Performance shares are not allocated to segment senior management, as it is aimed at executive committee members, prescribed officers and senior management at a corporate and cluster level who have a substantial impact on the long term strategic performance of the group.*
** *Earnings before interest, tax, depreciation and amortisation.*
^ *Remco is evaluating all the options. Final recommendations will be presented to shareholders in 2019.*

EMPLOYEE AND EXCO CONTRACTS OF EMPLOYMENT

Permanent employees have employment contracts that comply with the labour law requirements of the country of employment. The CEO, CFO, group executive committee members, cluster, segment and corporate senior management of the organisation have a retirement age of 60, which we believe is reflective of working conditions and market benchmarking at senior and executive levels. All other employees are required to retire at 65.

NOTICE PERIOD OF EMPLOYEES

EMPLOYEES:
One month

SEGMENT MANAGEMENT:
Two months

EXECUTIVE MANAGEMENT:
Three months

HOW DOES OUR EXECUTIVE REMUNERATION DIFFER FROM REMUNERATION OF OTHER EMPLOYEES?

Our policy ensures fairness between executive and employee remuneration in the following way:

EMPLOYEES	SEGMENT DIRECTORS/ SENIOR MANAGEMENT	EXECUTIVES/PRESCRIBED OFFICERS
Pay policy		
Paid around 60^{th} and 65^{th} percentile of the market.	Paid around the 60^{th} and 65^{th} percentile of the market.	Paid around the 50^{th} percentile (median of the market).
Short term incentives (STIs)		
Annual performance incentive bonuses are paid subject to the achievement of pre-determined thresholds relating to the performance and position of the group, cluster, segment and individual performance during the financial year. Certain business segments paid performance-related bonuses during the year.	Two thresholds need to be achieved before an STI pay-out will be considered by the remco. During the year, no short term incentives were paid to segment directors due to the poor performance of the group.	Two thresholds need to be achieved before an STI pay-out will be considered by the remco. During the year, no short term incentives were paid to executive management due to the poor performance of the group. However, as outlined on page 10, there were special payments made to three executives based on particular requirements.
Long term incentives (LTIs)		
Employees do not receive LTIs.	Segment directors only receive LTIs if certain hurdles are met. During the year, no LTIs were awarded.	Executive management only receive LTIs if certain hurdles are met. During the year, no LTIs were awarded.
Annual increases		
Finalised in March based on salary benchmarks and performance.	Finalised in March based on salary benchmarks and performance.	Finalised in March based on salary benchmarks and performance.
Average overall increase in March 2018		
4.6%	5.1%	5.0%*
Benefits		
As outlined on page 7, employees receive a range of benefits.	The same benefits as the rest of employees, as well as an overseas travel benefit every five years.	The same benefits as the rest of employees, as well as an overseas travel benefit every three years.
Annual leave days entitlement		
Allocated 15 or 20 days leave depending on seniority and additional three days every five years linked to service.	Allocated 25 days leave per year on appointment as a director. Leave entitlement increases to 30 days after ten years' service.	Allocated 25 days leave per year on appointment as an executive. Leave entitlement increases to 30 days after ten years' service.

* *Only the CEO and new head of Investments & Concessions received increases in F2017 due to their new roles.*

VARIABLE PAY

SHORT TERM INCENTIVES

The group awards management and most salaried employees an annual performance incentive. The actual value awarded is subject to the achievement of pre-determined thresholds relating to the performance and position of the group, cluster, segment and individual performance during the financial year.

Non-executive directors do not participate in any variable pay offering.

For executive committee members, prescribed officers, corporate senior management, segment management and senior management of the group, two thresholds need to be achieved before a short term incentive (STI) pay-out will be considered by the remco.

These are:

THE GROUP ACHIEVING A MINIMUM RETURN ON CAPITAL (ROC) percentage of no less than the group's weighted average cost of capital (WACC) for the year.

THE GROUP ACHIEVING A PRE-SET MINIMUM LEVEL OF PROFIT BEFORE TAX, as approved by the main board at the beginning of a financial year.

On-target performance, with all thresholds and measures met, results in the CEO earning an incentive bonus of 1.2 times his annual total cost to company (CTC). The incentive is capped at 2.4 times the CTC.

The executive committee members on grade F2-F3 (top and senior management) are on a target bonus of 110% of CTC, with a cap of 220%. Executives on grade E4-F1 are on a target bonus of 100% of CTC and capped at 200%.

Our policy is structured to result in 55% OF THE CEO'S REMUNERATION BEING DIRECTLY LINKED TO THE GROUP'S PERFORMANCE and 45% to individual performance. 52% of the remuneration of the CFO and 51% of the remuneration of the rest of the executive committee is linked to group performance.

- In line with King IV, shareholders will again have the opportunity to vote at the next annual general meeting. The vote will focus on:
  - A non-binding advisory vote on part 2 of this report
  - A non-binding advisory vote on part 3 of this report (excluding recommended fees for directors)
  - The recommended fees for directors (included in part 3 of this report)
- In the event that there are 25% or more votes against the approval of the remuneration policy, the group undertakes to do the following:
  - It will make the announcement of the voting results through SENS
  - Shareholders who voted against the policy will be approached to gather information on their dissatisfaction with the policy
  - All issues raised will be consolidated, deliberated upon and, where appropriate, changes will be made as necessary by remco
  - An official response will be crafted to shareholders which outlines actions to be taken on the issues raised

AGM VOTES

	F2017	F2016	F2015
Remuneration policy (% vote in favour)	**86.65%**	89.49%	99.82%
Non-executive directors' fees (R'000)	**R7 757**	R7 440	R6 713

HOW WAS OUR MANAGEMENT REWARDED FOR OUR PERFORMANCE THIS YEAR?

As the group's performance continued to be extremely poor, no executives received normal bonuses.

As outlined below three executives received special payments for particular reasons.

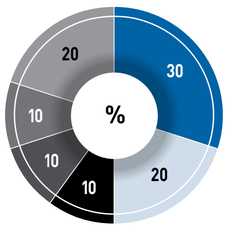
EXECUTIVES	AMOUNTS PAID	REASONS FOR PAYMENT
Kushil Maharaj	R66 000	A calculation error relating to the payment in terms of the retention bonus offered by the previous board resulted in an under-payment last year, which was corrected this year.
John Wallace	R1,1 million	In March 2017, the board offered John a R3,3 million retention award, with a cash payment of R1,1 million (30% of his current cost to company), payable in March 2017, and a once-off offer to participate in an executive share plan. John did not accept the retention incentive and no payment was made in the F2017 year. However, John subsequently accepted the retention award. The cash portion of this was paid this year.
Judith Nzimande	R500 000	Judith was presented with a sign-on bonus at commencement of her employment.

THE STI REWARDS SHORT TERM GROUP PERFORMANCE AND IS PAID OUT OVER TWO TRANCHES AT SIX-MONTHLY INTERVALS COMMENCING IN SEPTEMBER FOLLOWING THE FINANCIAL YEAR-END IN WHICH IT WAS EARNED.

If the thresholds of return on capital and profit before tax – being the hurdle rates for eligibility for payment – are met, a maximum of 15% of group profit before tax (PBT), before accounting for the required accrual of exco's STI, is made available as an incentive pool to 86 individuals. These include the executive committee members, prescribed officers and senior managers of the group. The individual incentive value is based on a grade-related participation percentage between group, cluster and business segment profit before tax.

STI KEY PERFORMANCE AREA WEIGHTINGS

STI is calculated based on a number of performance criteria with certain weightings.



KEY PERFORMANCE AREAS WEIGHTING (%)

Profit before taxation	30
Free cash generated	20
Employment equity	10
Enterprise and supplier development	10
Safety	10
Individual performance	20

EXCO

In its evaluation of performance, the remco considers external and internal factors that may have contributed to the thresholds not being met. The remco may from time to time consider discretionary short term bonuses for an individual, segment or cluster. These are based on the group achieving its profit target, as well as segmental profit targets and individual performance ratings. Discretionary bonuses have only been paid in the past when the group met profit targets.

The performance of exco is appraised against a set of clear objectives and key performance indicators (KPIs) to ensure they are remunerated fairly and responsibly. The KPIs of the exco team are aligned to the annual priorities set by the CEO, as well as against the strategic objectives agreed with the board.

Executive and senior management members are measured and remunerated according to their alignment, achievement and contribution to the group's strategy, financial performance, cluster performance, segment performance and individual performance.

During the year, the CEO worked with executive members to update their KPIs. Executives continued to be measured during F2018 on their KPIs outlined in the integrated annual report last year and this year, but will be formally measured against their new KPIs in F2019.

LONG TERM INCENTIVES

The long term incentive plan (LTIP) forms part of variable compensation and is used to attract, retain and motivate employees who influence the long term sustainability and strategic objectives of Group Five. The purpose is to foster sustainable performance or value creation over the long term, which is aligned to the group's strategy and which enhances shareholder value. Its main characteristic is the promise to deliver value over a future vesting period, once performance criteria are met or exceeded.

The group's LTIP was implemented in February 2014 following its review and approval by shareholders. The first vesting anniversary occurred in February 2017, with the second vesting anniversary in February 2018. As the criteria were not met, no actual vesting took place.

THE CURRENT LTIP CONSISTS OF THREE ELEMENTS:

1 **SHARE APPRECIATION RIGHTS (SARs)**

Value created through share price growth

2 **PERFORMANCE SHARES**

Full value shares – value created through returns to shareholders relative to competitors

3 **BONUS SHARES**

Full value shares – value created through short term performance and strategy alignment

At the discretion of the remco, executives and select senior managers in Paterson grades F, E and D*, who are in good standing with the group, are offered a weighted combination of the three LTIP elements.

The combined implementation of the three long term incentive elements was structured in an attempt to allow Group Five to:

- Remain competitive in its annual cash and share-based incentives
- Reward long term sustainable group performance
- Retain senior employees
- Ensure that executives share a significant level of personal risk along with the group's shareholders

* *Grades F, E and D are top, senior and middle management respectively.*

THE CURRENT LONG TERM INCENTIVE POLICY SCHEME HAS NOT YIELDED THE DESIRED RESULTS AS THE SHARE PRICE HAS BEEN CONSISTENTLY LOWER THAN THE ALLOCATION PRICE OF ALL ISSUES AND THE THRESHOLDS FOR THE PERFORMANCE SHARES HAVE ALSO NOT BEEN MET. THE CURRENT LTIP IS THEREFORE BEING EVALUATED BY REMCO.

CURRENT LTIP SUMMARY

SARs – ADDRESS SHARE PRICE	PERFORMANCE SHARES – ADDRESS RETURNS	BONUS SHARES – ADDRESS PERFORMANCE
ELIGIBILITY		
Executive committee members, prescribed officers, senior management (within Paterson grading bands F, E and D).	Executive committee members, prescribed officers and senior management (within Paterson grading bands F and E).	Executive committee members, prescribed officers and senior management (within Paterson grading bands F, E and D).
VESTING PERIOD		
Three years from date of allocation, in equal tranches on the third, fourth and fifth anniversaries.	On the third anniversary of the award to the extent that performance indicators are met.	On the third anniversary of the award.
PERFORMANCE CRITERIA		
Share price underpinned relative to strike price.	The average annual return on capital (ROC) in the three-year period post the award and the total shareholder return (TSR) when compared to a group of peers over the same period.	Conditional on continued employment and being in good standing with the group at the date of vesting.
TERMINATION		
No-fault of employee termination* – all SARs, regardless of whether vested or not, will be settled by the group. Fault of employee, termination or resignation* – all SARs not vested will be cancelled.	No-fault of employee termination* – performance shares will be pro-rated over the period from grant date to termination date as if the target performance criteria were met at the date of termination and settled by the group. Fault of employee, termination or resignation* – all unvested performance shares will be cancelled.	No-fault of employee termination* – all bonus shares will receive accelerated vesting and these will be settled by the group on shares that were granted. Fault of employee, termination or resignation* – all unvested bonus shares will be cancelled.
SETTLEMENT		
Settled through equity. SARs not exercised by the sixth anniversary date lapse.	Settled through equity.	As far as is practical, settled through cash.
AGREED MEASURES		
The SARs are self-regulated by the share price, which is market-driven.	The group's return on capital (ROC) and total shareholder return (TSR) relative to agreed peers.	Based on the short term measures of profit before tax, free cash generation, and other tactical criteria deemed essential to short term performance and individual performance.

* *A "no-fault of employee termination" is for retirement, disability, death and retrenchment. A "fault of employee or resignation" is for dismissal due to misconduct or poor performance or resignation by the employee.*

LTIP PERFORMANCE CRITERIA

SARs

When a participant exercises a share appreciation right, the value that accrues to the participant is the positive gain (appreciation) of the share above the strike price. As the reward associated with a SAR requires positive share price growth, there is a measure of shareholder alignment and performance. No additional performance measure is applied.

PERFORMANCE SHARES

There are two threshold measures:

1 RETURN ON CAPITAL (ROC) **2** TOTAL SHAREHOLDER RETURN (TSR)

The award of performance shares is on an equal basis if the group meets these measures.

1 RETURN ON CAPITAL TARGETS

- **A threshold**. Performance below the threshold will result in zero vesting
- **A target**. Performance against this will result in the targeted vesting in terms of the expected reward strategy pay mix
- **A maximum performance** at which three times the targeted number will vest
- **Pro-rated vesting** between these points

2 TOTAL SHAREHOLDER RETURN IS COMPARED AGAINST A PEER GROUP OF COMPANIES

- **A threshold** of at least 8th position against the peer group of nine entities
- **A mid-point** pay target achieved at 5th position against the peer group. Performance against this will result in targeted vesting in terms of the expected reward strategy pay mix
- **A maximum target** achieved at 1st or 2nd position against the peer group
- **A pro-rated vesting** between these points

BONUS SHARES

Bonus shares are a means of retention and are based on performance in the preceding financial year at the date of the allocation. This allocation is based on the short term/annual incentive measures, which include meeting the group's annual internal targets in each of the categories below:

- 30% **PROFIT BEFORE TAXATION**
- 20% **FREE CASH GENERATED**
- 20% **INDIVIDUAL PERFORMANCE**
- 10% **ENTERPRISE AND SUPPLIER DEVELOPMENT**
- 10% **SAFETY**
- 10% **EMPLOYMENT EQUITY**

DURATION OF THE SCHEME

The LTIP provides five annual offers (with a combination of allocations of SARs, awards of performance shares and grants of bonus shares). The individual SAR issues lapse after six years if not exercised.

The criteria for the components of LTIP:

- Allocation of SAR requires positive share price growth
- Allocation of performance shares is subject to meeting two threshold criteria, i.e. return on capital (ROC) and total shareholder return (TSR)
- Allocation of bonus shares is linked to STI

NO LTIPs HAVE BEEN ISSUED SO FAR AS THE CRITERIA HAVE NOT BEEN MET.

SECTION

1 Background statement

2 Remuneration policies and principles

3 **Application of the remuneration policy**

F2018 SUMMARY OF KEY EVENTS

- The remuneration policy was approved at the annual general meeting (AGM) in November 2017, with 86.65% of shareholders voting in favour of the policy
- The short term incentive bonus scheme for executive directors for F2017 did not pay and discretionary bonuses were considered, but not approved. As outlined on page 10, three executives received special payments for particular reasons
- The current long term incentive scheme did not yield the desired results as the share price was lower than the allocation price of all issues and the thresholds for the performance shares were not met
- We continued to address employees whose packages were outside of our policy parameters. This resulted in employee packages within our policies improving from 67% to 72%

MATERIAL ISSUES MANAGED BY THE REMUNERATION COMMITTEE

COST MANAGEMENT

LTIP AS A RETENTION TOOL FOR KEY EXECUTIVES

EXECUTIVE RETENTION SCHEME

COST MANAGEMENT

In line with tough trading conditions, the group undertook a large restructuring exercise. The Construction cluster was rightsized, we are decreasing our focus on Engineer, Procure and Construct and Turnkey Project Solutions, and the Manufacturing cluster is currently held for sale.

No short term or long term incentives were offered to executives, senior management and segment directors during the period under review. The only payments made were special payments for particular reasons to three executives, as outlined on page 10 and the bonus share component of the long term incentive plan to 60 executives, segment directors and senior managers. This was allocated to eligible employees in February 2015 and vested this year, as these do not have hurdle rates. Refer to pages 19 to 25.

There was an overall annual increase of 4.6% to employees. This consisted of 3.6% performance increases and an additional 1% adjustment for some employees due to job-specific requirements. The total increase was within the approved mandate provided by the remco of 5.0%.

Executive committee members did not receive any increase last year besides the new CEO and head of Investments & Concessions who required adjustments to align with their new job levels. The average increase this year for executives was 5%.

In a further attempt to reduce employee-related costs, the group suspended the payment of the annual December construction shutdown variable reimbursement. This practice involves paying a flat 2 000 kilometres at the relevant travel reimbursement rate for employees who participate in the travel allowance scheme over the annual shutdown period when they are not allowed to claim kilometres travelled.

This resulted in a saving of almost R3,5 million over December 2017 and impacted just over 1 000 employees.

We also amended the leave policy in the last year, which will result in the non-payment of excessive leave. In the past, any days in excess of the allowable accrual as at the end of February each year not taken by 30 June was paid out in cash.

This amendment will result in excessive days credited to non-refundable leave. If not taken within a year, it will be forfeited. Non-refundable leave days may not be cashed in and are not payable on termination of employment.

Employees are encouraged to take leave days due and manage excessive leave balances while the group continues to reduce the associated cost and liability of excessive leave provisions.

LTIP AS A RETENTION TOOL FOR KEY EXECUTIVES

CONTINUED TOUGH TRADING CONDITIONS, COMBINED WITH INTERNAL CHALLENGES, RESULTED IN PERFORMANCE TARGETS NOT BEING MET. THE CURRENT LTIP SCHEME WAS THEREFORE AGAIN UNABLE TO PROVIDE THE ANTICIPATED BENEFITS.

EXECUTIVE RETENTION SCHEME

As the current LTIP has never paid out, the previous board developed a retention plan last year for executive committee members.

This had **two** components:

1. A once-off immediate **cash payment** equal to 30% of the executive's total guaranteed package. This was paid in March 2017.
2. A proposed **share offer** for payment in November 2017 equal to 60% of the executive's total guaranteed package. This was subject to the requisite shareholder approvals being obtained.

This scheme was originally offered to 19 executives. One executive, the CFO, chose not to accept the offer. Another executive, John Wallace, did not accept it when originally offered, but accepted it subsequently. Refer to page 25. Following the appointment of a new head of Investments & Concessions in June 2017, a submission was made to also offer this retention bonus to three segment directors. This resulted in a total of 22 executives and segment directors accepting the offer.

CASH PAYMENT

Although the majority of members was retained, three of the segment director participants resigned post the cash allocation.

This resulted in them paying back the full gross cash portion received on exit.

One participant was retrenched for operational requirements in the period under review and retained the bonus in line with our policy of bonus retention in the case of a no fault exit of an employee.

SHARE PORTION

The share scheme portion of the executive retention plan was not awarded in shares or as cash during the year.

RETENTION CONDITIONS

The retention scheme requires a three-year retention and work-back period from 1 April 2017.

This year, executives were offered an option to retract from the retention scheme that would release them of their obligation to fulfil the work-back period.

One participant, Abel Mudau, previous Head of Construction: South Africa, opted to exit the retention scheme. Post year-end, Abel was appointed as the executive committee member of Operations & Maintenance, effective 1 September 2018.

The settlement of the 60% equity portion of the retention bonus scheme was deferred to.

CHANGES IN THE GROUP EXECUTIVE COMMITTEE

Kushil Maharaj was appointed as the executive committee member for the proposed new Developments & Investments cluster and Guy Mottram as the executive committee member of Engineer, Procure and Construct. As the group will decrease its focus on this cluster, Guy will work with the team in F2019 on the winding down of the cluster. As outlined above, Abel Mudau was appointed as the executive committee member of Operations & Maintenance, effective 1 September 2018. Judith Nzimande joined the group as the new chief human resources officer in October 2017. Mark Humphreys continues to oversee the overall Construction portfolio and John Wallace the Manufacturing cluster until its sale. John retired at the end of the year, but remains as a consultant and invitee to exco for F2019.

EXECUTIVE REMUNERATION

An analysis of market data during the March 2018 annual salary reviews revealed that three of the seven executive committee members were below the 50th percentile (median) instead of at the median in line with the group's policy.

As the variable components of executive remuneration did not pay out, the remuneration committee (remco) approved increases in the range of 4.6% to 5.4% for the executive team.

The one exception was the new chief human resources officer whose salary level was found to be very low. She was therefore awarded a 15.6% increase in March 2018.

In the context of the tough financial conditions in the group, remco agreed to postpone a review of additional anomalies in the executive committee team to later in the year, with a view to implement a gradual rectification programme.

The new STI and LTIP were presented to remco in November 2018 for review and final approval. Following board sign-off it will be presented to shareholders.

INCREASES

EMPLOYEES

We continued the improvements made during the previous years in addressing the remuneration of our core technical skills in Paterson bands C and D.

At an individual employee level, the annual cost to company (CTC) increases are determined by the individual's pay relative to the band he or she is in, as well as the performance of the individual in the role. This process of evaluation concluded with an average performance increase for the group of 3.6% and an annual average group band and retention adjustment of 1.0%. The 1% adjustment was made for individuals who:

- required CTC band adjustments due to job grade changes
- had to be recognised for retention or succession
- needed to be repositioned to ensure remuneration between the 60th and 65th percentile of the average market position of guaranteed base pay

The overall increase of 3.6% and 4.6% for those with an additional 1% adjustment was within the mandate provided by the remco of 5.0%.

Due to a challenging trading environment, the overall increase mandate was lower than previous years and our executive members received increases ranging from 4.6% to 5.4% compared to no increases last year. Only the CEO and the head of Investments & Concessions received increases last year on their new appointments.

The only exception this year was the chief human resources officer who was considered to be at an extremely low level based on our remuneration philosophy.

Our annual reduction in salary anomalies against our pay policy resulted in employees paid within our policy parameters improving from 67% to 72%.

Wage-based employees are remunerated either in line with relevant sectoral determinations, as set out by the Department of Labour, or in line with union-negotiated wages.

The employees governed by the Civil Engineering bargaining council received an increase of 9%. This represented the last annual increase in a three-year wage agreement which concluded in July 2018.

A new three-year wage agreement was agreed. It is valid from 1 September 2018 (subject to promulgation) to 31 August 2021. The agreed increase was 7.5% for year one, with year two and three at 7.5% or CPI, whichever is the greater.

Metal Industries Bargaining Council employees from our Projects and Oil & Gas segments received a 6.7% increase, which was year two of their three-year wage agreement.

In our Manufacturing segment Everite, employees received a 6.5% increase in line with the final year of the three-year wage agreement. New wage negotiations commenced in September 2018, with another three-year wage agreement to be targeted.

Barnes Reinforcing Industries is in the first year of its three-year wage agreement. This commenced on 1 July 2017 at an average increase of 7%.

Intertoll Africa implemented a minimum wage of R5 020 for all bargaining unit employees after 16 days of strike action by trade unions. All salaried employees in the Investments & Concessions cluster received increases at an average of 5%.

NON-EXECUTIVE DIRECTORS

The remco reviews the annual increases of non-executive directors' fees and recommends these to the board. The board of directors in turn recommends the fees for approval by shareholders at the AGM.

The chairperson of the board is remunerated based on a fixed fee for the year. The remainder of the non-executive board members receive a base fee for their main board membership and an attendance fee per meeting. In addition, the chairpersons of each sub-committee of the board receive a fixed fee for their roles. Members of sub-committees receive an attendance fee per meeting.

Directors are not awarded shares in the group and do not have any interests in the group's securities. There was no change in this status between F2017 and F2018.

Board members only receive fees for meetings they attended, with a fee deducted for non-attendance.

A third of non-executive directors are required to retire on an annual basis, but can offer themselves for re-election. The determination of candidates for retirement is informed by the longest-serving director. Therefore, depending on the size of the board, this may translate to retirement on a two- or three-year basis.

STI

COMPARATIVE AWARDS AND PAY-OUTS

F2017 awards, which were due to be paid out in F2018

The group did not meet its pre-tax weighted average cost of capital for F2017 and as a result of this, the remco did not approve STI payments to the 86 segment, cluster and executive committee management of the group. However, as outlined on pages 19 to 25, there were cash settlements of bonus shares in line with the long term incentive plan (LTIP) made to some executive committee members. This related to the award in F2015 that vested in F2018. Outside of this, as outlined on page 10, there were special payments made to three executives for particular reasons.

In F2017, no short term incentive in terms of the scheme, which would have been paid in F2018, was earned.

REPRESENTATION WAS MADE TO REMCO BY SOME EXECUTIVES TO GRANT EX-GRATIA BONUSES TO CERTAIN DIRECTORS AND SENIOR MANAGERS OF BUSINESS SEGMENTS WHICH DID MEET THEIR BASIC THRESHOLD OF 75% OF PERFORMANCE. HOWEVER, THE BOARD REJECTED THESE SUBMISSIONS.

The F2018 fees were approved at the November 2017 AGM.

Following a number of executive departures from the group in the previous year, the previous board offered retention bonuses to executive committee members. This included a once-off immediate cash payment in March 2017 together with a proposed share offer to be made in November 2017, subject to a suggested revision to the LTIP scheme which would need to be approved by shareholders.

The retention incentive required executives to accept or reject the offer. All the executive committee members accepted the retention offer except for the CFO Cristina Freitas Teixeira who left the group in December 2018. Following the appointment of Kushil Maharaj as executive committee member of the Investments & Concessions cluster, he recommended that retention offers are extended to senior management of Intertoll Europe. This was approved and the total amount of R2,5 million was paid in the period under review. Refer to page 16.

Upon acceptance of the offer, the executive member committed to remain in service for three years from 1 April 2017.

Abel Mudau elected to not keep the retention when it was re-offered to executive committee members again this year.

F2018 AWARDS, TO BE PAID OUT IN F2019

In light of the weak financial performance in F2017, the group did not achieve the pre-determined thresholds in terms of the rules of the scheme, and no bonuses were awarded for the F2018 year. There will therefore be no bonuses paid in F2019.

LTI

The second vesting of the LTIP should have occurred in February 2018. This did not take place, as the criteria were not met. The table outlines the criteria and outcomes:

COMPONENT	DESCRIPTION	VESTING OUTCOME
SHARE APPRECIATION RIGHTS	The right to receive shares to the value of the appreciation in the share price over a defined period.	The closing price of the share on 12 April 2018 was R4,06 and the SAR was allocated at R25,60. No SARs were therefore exercisable during this vesting period.
PERFORMANCE SHARE AWARD	Shares which have been conditionally awarded based on delivery, but subject to: • The group meeting certain defined performance criteria • Being in service on the delivery date	For the performance shares to vest, the group had to achieve a three-year rolling average return on capital (ROC) in excess of 11.6%. For the three years under review, the group did not achieve this ROC threshold and the performance shares issued in February 2015 were cancelled.
BONUS SHARE AWARD	The grant of a number of shares with: • A face value at the time of award equal to a percentage of the participants' annual short term incentive • Delivery only conditional on the employee being in service on the delivery date	Those participants that were in service in February 2018 received the value of their bonus shares at R4,06 per share in cash.

BREAKDOWN OF REMUNERATION PACKAGES FOR EXECUTIVES

AS AT THE YEAR-END OF 30 JUNE 2018

The remuneration of members who joined post F2018 will be disclosed in the F2019 integrated annual report.

THEMBA MOSAI – CEO

ELEMENTS OF REMUNERATION		APPLICABLE PERIOD	COST TO COMPANY R'000 IN F2018	TIMING OF PAY-OUTS[1] – R'000 F2018	F2019	F2020	F2021	F2022	F2023
LONG TERM INCENTIVE PLAN	Share appreciation rights (SARs)	• SARs granted from F2015 to F2017[7]	169[2]	33% of SAR award in F2015, exercisable	33% of SAR award in F2015, F2016, exercisable	33% of SAR award in F2015, F2016, F2017 exercisable	33% of SAR award in F2016, F2017 exercisable	33% of SAR award in F2017 exercisable	
LONG TERM INCENTIVE PLAN	Performance shares	• Performance shares granted in F2015, F2016 and F2017[7]		100% of performance share award in F2015, exercisable assuming performance criteria met	100% of performance share award in F2016, exercisable assuming performance criteria met	100% of performance share award in F2017, exercisable assuming performance criteria met			
LONG TERM INCENTIVE PLAN	Bonus shares	• Bonus shares awarded in F2014, F2015 and F2017[7]		100% of bonus share award in F2015 18		100% of bonus share award in F2017			

+ Cash settlement of bonus shares in line with the long term incentive plan (LTIP), which vested in F2018 relating to the award in F2015.

ELEMENTS OF REMUNERATION		APPLICABLE PERIOD	COST TO COMPANY R'000 IN F2018	F2018	F2019	F2020	F2021	F2022	F2023
SHORT TERM INCENTIVE	Annual short term incentive	F2017[3]							

+ In F2017, no short term incentive in terms of the scheme, which would be paid in F2018, was earned.

ELEMENTS OF REMUNERATION		APPLICABLE PERIOD	COST TO COMPANY R'000 IN F2018	F2018	F2019	F2020	F2021	F2022	F2023
RETENTION AWARD	Retention incentive	F2018[6]							

+ In March 2017, the previous board offered Themba a R2,2 million retention award, with a cash payment of R750 000 (30% of his previous cost to company), payable in March 2017, as well as a once-off offer to participate in an executive share plan. This involved shares to the value of R1,5 million (60% of his previous cost to company) to be issued in November 2017 following approval by shareholders of an executive retention plan to be implemented. This retention incentive requires Themba to remain in service for three years from 1 April 2017. Themba accepted the retention incentive and the cash portion of the payment was made in F2017. The November 2017 payment was not made.

ELEMENTS OF REMUNERATION		APPLICABLE PERIOD	COST TO COMPANY R'000 IN F2018	F2018	F2019	F2020	F2021	F2022	F2023
BASE PAY	Guaranteed total cost to company	March 2017 – Feb 2018[4]	4 250						
BASE PAY	Guaranteed total cost to company	March 2018 – Feb 2019[4]	4 480	4 457[5]					

External benchmarking of appropriate total cost to company was performed and an increase allocated in line with his new role as CEO.

TOTAL REMUNERATION PAID IN F2018	4 475

1 Refers to the financial period in which the remuneration awarded is actually paid to the employee/employee receives the benefit.
2 Refers to the cost to the company of awarding the employee a share appreciation right, determined by the IFRS 2 cost for the specific allocation.
3 Refers to the short term incentive awarded, relating to the most recent financial year completed. In F2017, no short term incentive, which would be paid in F2018, was earned. In F2018, no short term incentive, which would be paid in F2019, was earned.
4 Refers to the remuneration award granted annually, effective at the start of the group's remuneration year in March.
5 Any difference between guaranteed cost to company and remuneration actually paid is due to variable benefits paid, as well as ad hoc long service-related awards.
6 Following a period of significant senior management departures the remco in F2017 determined that retention awards, in the absence of an effective LTIP, were required to ensure the retention of key employees.
7 No share appreciation rights, performance shares or bonus shares were issued in F2018.

CRISTINA FREITAS TEIXEIRA – CFO

ELEMENTS OF REMUNERATION		APPLICABLE PERIOD	COST TO COMPANY R'000 IN F2017	TIMING OF PAY-OUTS[1] – R'000					
				F2018	F2019	F2020	F2021	F2022	F2023
LONG TERM INCENTIVE PLAN	Share appreciation rights (SARs)	• SARs granted from F2015 to F2017[7]	272[2]	33% of SAR award in F2015, exercisable	33% of SAR award in F2015, F2016, exercisable	33% of SAR award in F2015, F2016, F2017 exercisable	33% of SAR award in F2016, F2017 exercisable	33% of SAR award in F2017 exercisable	
	Performance shares	• Performance shares granted in F2015, F2016 and F2017[7]		100% of performance share award in F2015, exercisable assuming performance criteria met	100% of performance share award in F2016, exercisable assuming performance criteria met	100% of performance share award in F2017, exercisable assuming performance criteria met			
	Bonus shares	• Bonus shares awarded in F2014, F2015 and F2017[7]		100% of bonus share award in F2015 38		100% of bonus share award in F2017			
SHORT TERM INCENTIVE	Annual short term incentive	F2017[3]							
RETENTION AWARD	Retention incentive	F2018[6]							
BASE PAY	Guaranteed total cost to company	March 2017 – Feb 2018[4]	3 535						
		March 2018 – Feb 2019[4]	3 718	3 695[5]					
TOTAL REMUNERATION PAID IN F2018				3 733					

+ Cash settlement of bonus shares in line with the long term incentive plan (LTIP), which vested in F2018 relating to the award in F2015.

+ In F2017, no short term incentive in terms of the scheme, which would be paid in F2018, was earned.

+ In March 2017, the board offered Cristina a R3,2 million retention award, with a cash payment of R1,1 million (30% of her current cost to company), payable in March 2017, as well as a once-off offer to participate in an executive share plan. This involved shares to the value of R2,1 million (60% of her current cost to company) that would have been issued in November 2017. This retention incentive required Cristina to remain in service for three years from 1 April 2017. Cristina did not accept the retention incentive and no payment was made in the year.

External benchmarking of appropriate total cost to company was performed. Due to a challenging trading environment, the executive committee members did not receive a salary increase.

1 *Refers to the financial period in which the remuneration awarded is actually paid to the employee/employee receives the benefit.*
2 *Refers to the cost to the company of awarding the employee a share appreciation right, determined by the IFRS 2 cost for the specific allocation.*
3 *Refers to the short term incentive awarded, relating to the most recent financial year completed. In F2017, no short term incentive, which would be paid in F2018, was earned. In F2018, no short term incentive, which would be paid in F2019, was earned.*
4 *Refers to the remuneration award granted annually, effective at the start of the group's remuneration year in March.*
5 *Any difference between guaranteed cost to company and remuneration actually paid is due to variable benefits paid, as well as ad hoc long service-related awards.*
6 *Following a period of significant senior management departures the remco in F2017 determined that retention awards, in the absence of an effective LTIP, were required to ensure the retention of key employees.*
7 *No share appreciation rights, performance shares or bonus shares were issued in F2018.*

MARK HUMPHREYS – EXCO

ELEMENTS OF REMUNERATION		APPLICABLE PERIOD	COST TO COMPANY R'000 IN F2017	TIMING OF PAY-OUTS[1] – R'000 F2018	F2019	F2020	F2021	F2022	F2023
LONG TERM INCENTIVE PLAN	Share appreciation rights (SARs)	• SARs granted from F2015 to F2017[7]	477[2]	33% of SAR award in F2015, exercisable	33% of SAR award in F2015, F2016, exercisable	33% of SAR award in F2015, F2016, F2017 exercisable	33% of SAR award in F2016, F2017 exercisable	33% of SAR award in F2017 exercisable	
	Performance shares	• Performance shares granted in F2015, F2016 and F2017[7]		100% of performance share award in F2015, exercisable assuming performance criteria met	100% of performance share award in F2016, exercisable assuming performance criteria met	100% of performance share award in F2017, exercisable assuming performance criteria met			
	Bonus shares	• Bonus shares awarded in F2014, F2015 and F2017[7]		100% of bonus share award in F2015 26		100% of bonus share award in F2017			

\+ Cash settlement of bonus shares in line with the long term incentive plan (LTIP), which vested in F2018 relating to the award in F2015.

				F2018	F2019	F2020	F2021	F2022	F2023
SHORT TERM INCENTIVE	Annual short term incentive	F2017[3]							

\+ In F2017, no short term incentive in terms of the scheme, which would be paid in F2018, was earned.

				F2018	F2019	F2020	F2021	F2022	F2023
RETENTION AWARD	Retention incentive	F2018[6]							

\+ In March 2017, the board offered Mark a R3,1 million retention award, with a cash payment of R1 million (30% of his previous cost to company), payable in March 2017 and a once-off offer to participate in an executive share plan. This involved shares to the value of R2,1 million (60% of his previous cost to company) that would have been issued in November 2017. This retention incentive requires Mark to remain in service for three years from 1 April 2017. Mark accepted the retention incentive and the cash payment was made in F2017. The November 2017 payment was not made.

				F2018	F2019	F2020	F2021	F2022	F2023
BASE PAY	Guaranteed total cost to company	March 2017 – Feb 2018[4]	3 416						
		March 2018 – Feb 2019[4]	3 592	3 667[5]					

External benchmarking of appropriate total cost to company was performed and an increase allocated accordingly.

TOTAL REMUNERATION PAID IN F2018	3 693

1 *Refers to the financial period in which the remuneration awarded is actually paid to the employee/employee receives the benefit.*
2 *Refers to the cost to the company of awarding the employee a share appreciation right, determined by the IFRS 2 cost for the specific allocation.*
3 *Refers to the short term incentive awarded, relating to the most recent financial year completed. In F2017, no short term incentive, which would be paid in F2018, was earned. In F2018, no short term incentive, which would be paid in F2019, was earned.*
4 *Refers to the remuneration award granted annually, effective at the start of the group's remuneration year in March.*
5 *Any difference between guaranteed cost to company and remuneration actually paid is due to variable benefits paid, as well as ad hoc long service-related awards.*
6 *Following a period of significant senior management departures the remco in F2017 determined that retention awards, in the absence of an effective LTIP, were required to ensure the retention of key employees.*
7 *No share appreciation rights, performance shares or bonus shares were issued in F2018.*

KUSHIL MAHARAJ – EXCO

ELEMENTS OF REMUNERATION		APPLICABLE PERIOD	COST TO COMPANY R'000 IN F2017	TIMING OF PAY-OUTS[1] – R'000					
				F2018	F2019	F2020	F2021	F2022	F2023
LONG TERM INCENTIVE PLAN	Share appreciation rights (SARs)	• SARs granted from F2015 to F2017[7]	251[2]	33% of SAR award in F2015, exercisable	33% of SAR award in F2015, F2016, exercisable	33% of SAR award in F2015, F2016, F2017 exercisable	33% of SAR award in F2016, F2017 exercisable	33% of SAR award in F2017 exercisable	
	Performance shares	• Performance shares granted in F2015, F2016 and F2017[7]		100% of performance share award in F2015, exercisable assuming performance criteria met	100% of performance share award in F2016, exercisable assuming performance criteria met	100% of performance share award in F2017, exercisable assuming performance criteria met			
	Bonus shares	• Bonus shares awarded in F2014, F2015 and F2017[7]		100% of bonus share award in F2015 29		100% of bonus share award in F2017			

+ Cash settlement of bonus shares in line with the long term incentive plan (LTIP), which vested in F2018 relating to the award in F2015.

SHORT TERM INCENTIVE	Annual short term incentive	F2017[3]		66					

+ In F2017, no short term incentive in terms of the scheme, which would be paid in F2018, was earned. As a calculation error relating to the payment in terms of the retention bonus offered by the previous board resulted in an under-payment last year, this had to be corrected this year.

RETENTION AWARD	Retention incentive	F2018[6]							

+ In March 2017, the board offered Kushil a R1,8 million retention award, with a cash payment of R615 000 (30% of his current cost to company), payable in March 2017, and a once-off offer to participate in an executive share plan. This involved shares to the value of R1,2 million (60% of his current cost to company) that would have been issued in November 2017. This retention incentive requires Kushil to remain in service for three years from 1 April 2017. Kushil accepted the retention incentive and the cash payment was made in F2017. The November 2017 payment was not made.

BASE PAY	Guaranteed total cost to company	March 2017 – Feb 2018[4]	2 900						
		March 2018 – Feb 2019[4]	3 050	3 135[5]					

External benchmarking of appropriate total cost to company was performed and an increase allocated accordingly.

TOTAL REMUNERATION PAID IN F2018	**3 230**

1 Refers to the financial period in which the remuneration awarded is actually paid to the employee/employee receives the benefit.
2 Refers to the cost to the company of awarding the employee a share appreciation right, determined by the IFRS 2 cost for the specific allocation.
3 Refers to the short term incentive awarded, relating to the most recent financial year completed. In F2017, no short term incentive, which would be paid in F2018, was earned. In F2018, no short term incentive, which would be paid in F2019, was earned.
4 Refers to the remuneration award granted annually, effective at the start of the group's remuneration year in March.
5 Any difference between guaranteed cost to company and remuneration actually paid is due to variable benefits paid, as well as ad hoc long service-related awards.
6 Following a period of significant senior management departures the remco in F2017 determined that retention awards, in the absence of an effective LTIP, were required to ensure the retention of key employees.
7 No share appreciation rights, performance shares or bonus shares were issued in F2018.

GUY MOTTRAM – EXCO

ELEMENTS OF REMUNERATION		APPLICABLE PERIOD	COST TO COMPANY R'000 IN F2017	TIMING OF PAY-OUTS[1] – R'000					
				F2018	F2019	F2020	F2021	F2022	F2023
LONG TERM INCENTIVE PLAN	Share appreciation rights (SARs)	• SARs granted from F2015 to F2017[7]	379[2]	33% of SAR award in F2015, exercisable	33% of SAR award in F2015, F2016, exercisable	33% of SAR award in F2015, F2016, F2017 exercisable	33% of SAR award in F2016, F2017 exercisable	33% of SAR award in F2017 exercisable	
	Performance shares	• Performance shares granted in F2015, F2016 and F2017[7]		100% of performance share award in F2015, exercisable assuming performance criteria met	100% of performance share award in F2016, exercisable assuming performance criteria met	100% of performance share award in F2017, exercisable assuming performance criteria met			
	Bonus shares	• Bonus shares awarded in F2014, F2015 and F2017[7]		100% of bonus share award in F2015 31		100% of bonus share award in F2017			

+ Cash settlement of bonus shares in line with the long term incentive plan (LTIP), which vested in F2018 relating to the award in F2015.

SHORT TERM INCENTIVE	Annual short term incentive	F2017[3]							

+ In F2017, no short term incentive in terms of the scheme, which would be paid in F2018, was earned.

RETENTION AWARD	Retention incentive	F2018[6]							

+ In March 2017, the board offered Guy a R2,4 million retention award, with a cash payment of R810 000 (30% of his current cost to company), payable in March 2017, and a once-off offer to participate in an executive share plan. This involved shares to the value of R1,6 million (60% of his current cost to company) that would have been issued in November 2017. This retention incentive requires Guy to remain in service for three years from 1 April 2017. Guy accepted the retention incentive and the cash payment was made in F2017. The November 2017 payment was not made.

BASE PAY	Guaranteed total cost to company	March 2017 – Feb 2018[4]	2 700						
		March 2018 – Feb 2019[4]	2 900	3 039[5]					

External benchmarking of appropriate total cost to company was performed and an increase allocated accordingly.

TOTAL REMUNERATION PAID IN F2018	3 070

1 Refers to the financial period in which the remuneration awarded is actually paid to the employee/employee receives the benefit.
2 Refers to the cost to the company of awarding the employee a share appreciation right, determined by the IFRS 2 cost for the specific allocation.
3 Refers to the short term incentive awarded, relating to the most recent financial year completed. In F2017, no short term incentive, which would be paid in F2018, was earned. In F2018, no short term incentive, which would be paid in F2019, was earned.
4 Refers to the remuneration award granted annually, effective at the start of the group's remuneration year in March.
5 Any difference between guaranteed cost to company and remuneration actually paid is due to variable benefits paid, as well as ad hoc long service-related awards.
6 Following a period of significant senior management departures the remco in F2017 determined that retention awards, in the absence of an effective LTIP, were required to ensure the retention of key employees.
7 No share appreciation rights, performance shares or bonus shares were issued in F2018.

JUDITH NZIMANDE – from 1 October 2017 to 31 June 2018

ELEMENTS OF REMUNERATION		APPLICABLE PERIOD	COST TO COMPANY R'000 IN F2017	TIMING OF PAY-OUTS[1] – R'000					
				F2018	F2019	F2020	F2021	F2022	F2023
LONG TERM INCENTIVE PLAN	Share appreciation rights (SARs)	• SARs granted from F2015 to F2017[7]	0[2]	33% of SAR award in F2015, exercisable	33% of SAR award in F2015, F2016, exercisable	33% of SAR award in F2015, F2016, F2017 exercisable	33% of SAR award in F2016, F2017 exercisable	33% of SAR award in F2017 exercisable	
	Performance shares	• Performance shares granted in F2015, F2016 and F2017[7]		100% of performance share award in F2015, exercisable assuming performance criteria met	100% of performance share award in F2016, exercisable assuming performance criteria met	100% of performance share award in F2017, exercisable assuming performance criteria met			
	Bonus shares	• Bonus shares awarded in F2014, F2015 and F2017[7]		100% of bonus share award in F2015		100% of bonus share award in F2017			

+ Cash settlement of bonus shares in line with the long term incentive plan (LTIP), which vested in F2018 relating to the award in F2015.

ELEMENTS OF REMUNERATION		APPLICABLE PERIOD	COST TO COMPANY R'000 IN F2017	F2018	F2019	F2020	F2021	F2022	F2023
SHORT TERM INCENTIVE	Annual short term incentive	F2017[3]		500					

+ Judith joined the group in F2018 and was paid a sign-on bonus.

ELEMENTS OF REMUNERATION		APPLICABLE PERIOD	COST TO COMPANY R'000 IN F2017	F2018	F2019	F2020	F2021	F2022	F2023
RETENTION AWARD	Retention incentive	F2018[6]							

+ Judith joined the group in F2018 post the date of the retention allocation.

ELEMENTS OF REMUNERATION		APPLICABLE PERIOD	COST TO COMPANY R'000 IN F2017	F2018	F2019	F2020	F2021	F2022	F2023
BASE PAY	Guaranteed total cost to company	March 2017 – Feb 2018[4]	–						
		March 2018 – Feb 2019[4]	2 543	1 841[5]					

External benchmarking of appropriate total cost to company was performed and an increase allocated accordingly.

TOTAL REMUNERATION PAID IN F2018	2 341

1 Refers to the financial period in which the remuneration awarded is actually paid to the employee/employee receives the benefit.
2 Refers to the cost to the company of awarding the employee a share appreciation right, determined by the IFRS 2 cost for the specific allocation.
3 Refers to the short term incentive awarded, relating to the most recent financial year completed.
4 Refers to the remuneration award granted annually, effective at the start of the group's remuneration year in March.
5 Any difference between guaranteed cost to company and remuneration actually paid is due to variable benefits paid, as well as ad hoc long service-related awards.
6 Following a period of significant senior management departures the remco in F2017 determined that retention awards, in the absence of an effective LTIP, were required to ensure the retention of key employees.
7 No share appreciation rights, performance shares or bonus shares were issued in F2018.

JOHN WALLACE – EXCO

ELEMENTS OF REMUNERATION		APPLICABLE PERIOD	COST TO COMPANY R'000 IN F2017	TIMING OF PAY-OUTS[1] – R'000					
				F2018	F2019	F2020	F2021	F2022	F2023
LONG TERM INCENTIVE PLAN	Share appreciation rights (SARs)	• SARs granted from F2015 to F2017[7]	519[2]	33% of SAR award in F2015, exercisable	33% of SAR award in F2015, F2016, exercisable	33% of SAR award in F2015, F2016, F2017 exercisable	33% of SAR award in F2016, F2017 exercisable	33% of SAR award in F2017 exercisable	
	Performance shares	• Performance shares granted in F2015, F2016 and F2017[7]		100% of performance share award in F2015, exercisable assuming performance criteria met	100% of performance share award in F2016, exercisable assuming performance criteria met	100% of performance share award in F2017, exercisable assuming performance criteria met			
	Bonus shares	• Bonus shares awarded in F2014, F2015 and F2017[7]		100% of bonus share award in F2015 41		100% of bonus share award in F2017			

Cash settlement of bonus shares in line with the long term incentive plan (LTIP), which vested in F2018 relating to the award in F2015.

ELEMENTS OF REMUNERATION		APPLICABLE PERIOD	COST TO COMPANY R'000 IN F2017	F2018	F2019	F2020	F2021	F2022	F2023
SHORT TERM INCENTIVE	Annual short term incentive	F2017[3]		1 088					

In F2017, no short term incentive in terms of the scheme, which would be paid in F2018, was earned. A short term bonus was paid as per below.

ELEMENTS OF REMUNERATION		APPLICABLE PERIOD	COST TO COMPANY R'000 IN F2017	F2018	F2019	F2020	F2021	F2022	F2023
RETENTION AWARD	Retention incentive	F2018[6]							

In March 2017, the board offered John a R3,3 million retention award, with a cash payment of R1,1 million (30% of his current cost to company), payable in March 2017, and a once-off offer to participate in an executive share plan. This involved shares to the value of R2,2 million (60% of his current cost to company) that would have been issued in November 2017. This retention incentive requires John to remain in service for three years from 1 April 2017. John did not accept the retention incentive and no payment was made in the F2017 year. John subsequently accepted the retention award and payment of the cash portion was made during this year. The November 2017 payment was not made.

ELEMENTS OF REMUNERATION		APPLICABLE PERIOD	COST TO COMPANY R'000 IN F2017	F2018	F2019	F2020	F2021	F2022	F2023
BASE PAY	Guaranteed total cost to company	March 2017 – Feb 2018[4]	3 625						
		March 2018 – Feb 2019[4]	3 791	3 965[5]					

External benchmarking of appropriate total cost to company was performed and an increase allocated accordingly.

TOTAL REMUNERATION PAID IN F2018	5 094

1 *Refers to the financial period in which the remuneration awarded is actually paid to the employee/employee receives the benefit.*
2 *Refers to the cost to the company of awarding the employee a share appreciation right, determined by the IFRS 2 cost for the specific allocation.*
3 *Refers to the short term incentive awarded, relating to the most recent financial year completed. In F2017, no short term incentive, which would be paid in F2018, was earned. In F2018, no short term incentive, which would be paid in F2019, was earned.*
4 *Refers to the remuneration award granted annually, effective at the start of the group's remuneration year in March.*
5 *Any difference between guaranteed cost to company and remuneration actually paid is due to variable benefits paid, as well as ad hoc long service-related awards.*
6 *Following a period of significant senior management departures the remco in F2017 determined that retention awards, in the absence of an effective LTIP, were required to ensure the retention of key employees.*
7 *No share appreciation rights, performance shares or bonus shares were issued in F2018.*

Non-executive directors' fees

	F2018		
Fees, services expenses (R'000)	**Fees**	**Expenses**	**Total**
Name			
N Mandindi	**1 439**	**–**	**1 439**
C Fernandez	**947**	**10**	**957**
J Huntley	**723**	**–**	**723**
JL Job^	**773**	**35**	**808**
TC Kgogo	**733**	**–**	**733**
N Martin	**892**	**5**	**897**
M Upton	**791**	**12**	**803**
EB Williams	**852**	**–**	**852**
Non-executive directors for the full financial year	**7 150**	**62**	**7 210**

^ *Dr Job resigned on 13 August 2018.*

	F2017		
Fees, services expenses (R'000)	Fees	Expenses	Total
Name			
MP Mthethwa	1 703	312	2 015
NJ Chinyanta	748	–	748
JL Job	221	7	228
W Louw	1 086	89	1 175
SG Morris	166	–	166
KK Mpinga	1 450	23	1 473
B Ngonyama	879	32	911
V Rague	736	285	1 021
MR Thompson	768	3	771
	7 757	751	8 508
Non-executive directors for the full financial year*	5 723	709	6 432
Non-executive directors who resigned in Q4**	1 647	35	1 682
Non-executive directors who retired in August 2016	387	7	394
	7 757	751	8 508

* *An amount of R1,1 million was paid for time spent on additional ad hoc special meetings which took place in Q4 of the financial year.*
** *An amount of R98k was paid for time spent on additional ad hoc special meetings which took place in Q4 of the financial year.*

NON-EXECUTIVE DIRECTORS' PROPOSED FEES FOR F2019, SUBJECT TO SHAREHOLDER APPROVAL

There are no increases proposed for F2019.

	F2019 proposed and actual fees (Rand per annum)	Comment	F2018 proposed and actual fees (Rand per annum)
Main board – chairperson	**1 039 000**	Includes all board and committee attendances, paid quarterly	1 039 000
Lead independent non-executive director*	**435 000**	Includes basic fee plus attendance fee for four meetings, paid quarterly	435 000
Main board – non-executive director	**260 000**	Includes basic fee plus attendance fee for four meetings, paid quarterly	260 000
Audit committee – chairperson	**254 000**	Four meetings, paid quarterly	254 000
Audit committee – member	**126 000**	Four meetings, paid quarterly	126 000
Remuneration committee – chairperson	**173 000**	Four meetings, paid quarterly	173 000
Remuneration committee – member	**89 000**	Four meetings, paid quarterly	89 000
Risk committee – chairperson	**173 000**	Four meetings, paid quarterly	173 000
Risk committee – member	**89 000**	Four meetings, paid quarterly	89 000
Nominations committee – chairperson	**126 000**	Two meetings, paid quarterly	126 000
Nominations committee – member	**67 000**	Two meetings, paid quarterly	67 000
Transformation & sustainability committee – chairperson	**173 000**	Four meetings, paid quarterly	173 000
Transformation & sustainability committee – member	**89 000**	Four meetings, paid quarterly	89 000
Extraordinary services (per hour)	**4 000**	Applied for ad hoc and/or non-scheduled meetings	4 000

* *The group did not have a lead independent director in F2018 and proposes not having one in F2019 either. The amounts outlined are therefore to indicate what the position would have been paid.*

EXECUTIVE DIRECTORS

	Salaries		LTIP[3] bonus shares settled in cash		Short term incentive bonus[5]		Separation payment		Total	
(R'000)	**F2018**	F2017	**F2018**	F2017	**F2018**	F2017	**F2018**	F2017	**F2018**	F2017
Name										
ST Mosai[1]	**4 457**	355	**18**	–	**–**	–	**–**	–	**4 475**	355
ECJ Vemer[2]	**–**	3 516	**–**	–	**–**	2 137	**8 672**	11 157	**8 672**	16 810
CMF Teixeira[4]	**3 695**	3 551	**38**	118	**–**	2 742	**–**	–	**3 733**	6 411
	8 152	7 422	**56**	118	**–**	4 879	**8 672**	11 157	**16 880**	23 576

The table above reflects earnings for the period in office as an executive director as required by the Companies Act and not full earnings for the year.

1 *Appointed as CEO on 23 May 2017. These earnings refer to the period of employment as CEO. Earnings as an executive committee member are reflected on the next page.*

2 *Resigned with effect from 28 February 2017. The CEO received a separation payment of R19,7 million, which was calculated based on the remaining term of his contract of employment, as well as the value of LTIP awards at separation date. An amount of R11,1 million was paid on his departure, with the balance of R8,7 million paid February 2018.*

3 *Long term incentive plan.*

4 *Presented with a retention award, but did not accept award and thus no payment made in the prior year.*

5 *The group exceeded its pre-tax weighted average cost of capital for F2016. As a result, the remco approved STI payments which, in line with the STI policy, were paid.*

EXECUTIVE COMMITTEE MEMBERS (EXCO)

In line with the requirements of the Companies Act of 2008, the group discloses the remuneration paid to prescribed officers who are defined as the group's executive committee.

The three highest paid members of management are also reflected in the table on the previous page, as per the recommended practice suggested in 2.26.2 of the King III Code.

	Salaries		LTIP[6] bonus shares settled in cash		Short term incentive bonus[10]		Retention award[7]		Separation payment		Total	
(R'000)	**F2018**	F2017	**F2018**	F2017	**F2018**	F2017	**F2018**	F2017	**F2018**	F2017	**F2018**	F2017
Name												
J Doorasamy[1]	**–**	3 296	**–**	298	**–**	1 874	**–**	–	**–**	2 161	**–**	7 629
JW Hillary[2]	**–**	3 694	**–**	127	**–**	3 538	**–**	–	**–**	–	**–**	7 359
NM Humphreys[3],[9]	**3 667**	869	**26**	–	**–**	–	**–**	–	**–**	–	**3 693**	869
KR Maharaj[4],[9]	**3 135**	431	**29**	–	**66**	–	**–**	–	**–**	–	**3 230**	431
ST Mosai[5]	**–**	2 439	**–**	62	**–**	1 853	**–**	750	**–**	–	**–**	5 104
GD Mottram	**3 039**	2 763	**31**	85	**–**	1 874	**–**	810	**–**	–	**3 070**	5 532
JN Nzimande[12]	**1 841**	–	**–**	–	**500**	–	**–**	–	**–**	–	**2 341**	–
JA Wallace[8]	**3 965**	3 868	**41**	121	**1 088**	2 624	**–**	–	**–**	–	**5 094**	6 613
WI Zeelie[11]	**–**	4 081	**–**	92	**–**	2 478	**–**	2 500	**–**	–	**–**	9 151
	15 647	21 441	**127**	785	**1 654**	14 241	**–**	4 060	**–**	2 161	**17 428**	42 688

The table above reflects earnings for the period in office as a prescribed officer as required by the Companies Act and not full earnings for the year.

1 *A mutual separation agreement was reached which involved Jesse's retrenchment to address operational requirements. An amount of R2,2 million was paid to him in this regard.*
2 *Resigned with effect from 31 March 2017.*
3 *Appointed to the exco on 31 March 2017. As required by the Companies Act, only earnings for the period in office as a prescribed officer, being from 1 April to 30 June 2017, are reflected above for the 2017 financial year.*
4 *Appointed to the exco on 23 May 2017. As required by the Companies Act, only earnings for the period in office as a prescribed officer, being from 1 June to 30 June 2017, are reflected above, per the 2017 financial year.*
5 *Refers to earnings in the period of employment as executive committee member. Earnings as CEO reflected are disclosed in 22.1.*
6 *Long term incentive plan.*
7 *Following a period of significant senior management departures, including the CEO, the remco determined that retention awards, in the absence of an effective LTIP scheme, were required to ensure the retention of key personnel.*
8 *Presented with incentive bonus in F2017, which was declined. Short term incentive bonus was presented in F2018 which was accepted and paid.*
9 *Received retention award and bonus shares paid in cash, but prior to becoming a prescribed officer and executive committee member in F2017.*
10 *The group exceeded its pre-tax weighted average cost of capital for F2016. As a result, the remco approved STI payments which, in line with the STI policy, were paid.*
11 *At the commencement of the previous financial year, an individual retention award to the value of R5 million was concluded for W Zeelie specifically, with R2,5 million paid in July 2016. A further R2,5 million was to be paid in July 2019, provided he was still employed by the group and provided he had successfully concluded on his F2019 key performance areas, which would have been agreed at the commencement of F2019. There is no requirement to repay the initial cash retention payment made in July 2016 following his resignation from the group in F2017. He entered into a consulting agreement with the group with effect from 1 May 2017 to 30 April 2018 which involved him receiving an amount of R3,9 million payable at R450 000 per month in May and June 2017 and R300 000 per month to April 2018.*
12 *Presented with bonus at commencement of employment.*

	Long term incentive plan share option expense*	
(R'000)	**F2018**	F2017
Name		
J Doorasamy	**–**	260
JW Hillary	**–**	357
ST Mosai	**169**	271
GD Mottram	**379**	495
CMF Teixeira	**272**	474
ECJ Vemer	**–**	569
JA Wallace	**519**	706
WI Zeelie	**–**	493
NM Humphreys	**477**	588
KR Maharaj	**251**	363
	2 067	4 576
Paid by subsidiaries	**(2 067)**	(4 576)

* *Refers to the cost to the company of awarding the employee a share appreciation right, determined by IFRS 2 cost for the specific allocation.*

DETAILS OF EXECUTIVE DIRECTORS' SHARE OPTIONS AND SHARE APPRECIATION RIGHTS

Name of director	Options granted – opening balance	Options granted during the current year	Strike price	Options exercised and paid	Options lapsed	Options granted – closing balance	Strike price	Options vested – closing balance
ECJ VEMER								
2017								
	25 659	–	27,70	–	(25 659)	–	27,70	–
	104 600	–	34,42	–	(104 600)	–	34,42	–
	37 316	–	40,68	–	(37 316)	–	40,68	–
	16 956	11 745	18,60	–	(28 701)	–	18,60	–
	99 609	–	25,60	–	(99 609)	–	25,60	–
	135 714	–	21,00	–	(135 714)	–	21,00	–
	–	124 851	25,11	–	(124 851)	–	25,11	–
	419 854	136 596		–	(556 450)	–		–

The options reflected as lapsed above with regards to the previous CEO ECJ Vemer did in fact not lapse, but were instead paid out in cash on resignation. The value assigned to these shares amounted to R2,1 million.

Name of director	Options granted – opening balance	Options granted during the current year	Strike price	Options exercised and paid	Options lapsed	Options granted – closing balance	Strike price	Options vested – closing balance
ST MOSAI								
2017								
	9 424	–	16,03	(9 424)	–	–	16,03	–
	35 300	–	34,42	–	–	35 300	34,42	35 300
	13 919	–	40,68	–	(3 314)	10 605	40,68	3 535
	6 870	–	18,60	(2 502)	–	4 368	18,60	–
	39 531	–	25,60	–	–	39 531	25,60	–
	51 516	–	21,00	–	–	51 516	21,00	–
	–	50 379	25,11	–	(50 379)	–	25,11	–
	156 560	50 379		(11 926)	(53 693)	141 320		38 835
2018								
	35 300	**–**	**34,42**	**–**	**–**	**35 300**	**34,42**	**35 300**
	10 605	**–**	**40,68**	**–**	**–**	**10 605**	**40,68**	**7 070**
	4 368	**–**	**1,34**	**(4 368)**	**–**	**–**	**1,34**	**–**
	39 531	**–**	**25,60**	**–**	**(14 531)**	**25 000**	**25,60**	**8 333**
	51 516	**–**	**21,00**	**–**	**–**	**51 516**	**21,00**	**–**
	141 320	**–**		**(4 368)**	**(14 531)**	**122 421**		**50 703**

DETAILS OF EXECUTIVE DIRECTORS' SHARE OPTIONS AND SHARE APPRECIATION RIGHTS CONTINUED

Name of director	Options granted – opening balance	Options granted during the current year	Strike price	Options exercised and paid	Options lapsed	Options granted – closing balance	Strike price	Options vested – closing balance
CMF TEIXEIRA								
2017								
	71 740	–	34,09	–	(71 740)	–	34,09	–
	44 337	–	27,70	–	–	44 337	27,70	44 337
	86 600	–	34,42	–	–	86 600	34,42	86 600
	34 828	–	40,68	–	(12 802)	22 026	40,68	7 342
	14 126	–	18,60	(4 745)	–	9 381	18,60	–
	59 712	–	25,60	–	–	59 712	25,60	–
	80 092	–	21,00	–	–	80 092	21,00	–
	–	71 235	25,11	–	(71 235)	–	25,11	–
	391 435	71 235		(4 745)	(155 777)	302 148		138 279
2018								
	44 337	**–**	**27,70**	**–**	**(44 337)**	**–**	**27,70**	**–**
	86 600	**–**	**34,42**	**–**	**–**	**86 600**	**34,42**	**86 600**
	22 026	**–**	**40,68**	**–**	**–**	**22 026**	**40,68**	**14 684**
	9 381	**–**	**1,34**	**(9 381)**	**–**	**–**	**1,34**	**–**
	59 712	**–**	**25,60**	**–**	**(21 949)**	**37 763**	**25,60**	**12 588**
	80 092	**–**	**21,00**	**–**	**–**	**80 092**	**21,00**	**–**
	302 148	**–**		**(9 381)**	**(66 286)**	**226 481**		**113 872**

Prescribed officers	Options granted – opening balance	Options granted during the current year	Strike price	Options exercised and paid	Options lapsed	Options granted – closing balance	Strike price	Options vested – closing balance
J DOORASAMY								
2017								
	3 731	–	16,03	(3 731)	–	–	16,03	–
	24 400	–	34,42	–	(24 400)	–	34,42	–
	14 454	–	40,68	–	(14 454)	–	40,68	–
	7 695	6 047	18,60	(13 742)	–	–	18,60	–
	44 176	–	25,60	–	(44 176)	–	25,60	–
	60 238		21,00	–	(60 238)	–	21,00	–
	–	54 409	25,11		(54 409)	–	25,11	–
	154 694	60 456		(17 473)	(197 677)	–		–

Bonus shares awarded to J Doorasamy in F2017 which would have vested in February 2018 and August 2019 were settled in cash on resignation. The cash value assigned to these shares amounted to R232k.

DETAILS OF PRESCRIBED OFFICERS' SHARE OPTIONS AND SHARE APPRECIATION RIGHTS (INCLUDING THREE HIGHEST PAID MEMBERS OF MANAGEMENT)

Prescribed officers continued	Options granted – opening balance	Options granted during the current year	Strike price	Options exercised and paid	Options lapsed	Options granted – closing balance	Strike price	Options vested – closing balance
JW HILLARY								
2017								
	13 321	–	34,09	–	(13 321)	–	34,09	–
	24 214	–	27,70	–	(24 214)	–	27,70	–
	53 000	–	34,42	–	(53 000)	–	34,42	–
	20 924	–	40,68	–	(20 924)	–	40,68	–
	13 533	11 413	18,60	(5 147)	(19 799)	–	18,60	–
	52 653	–	25,60	–	(52 653)	–	25,60	–
	68 623	–	21,00	–	(68 623)	–	21,00	–
	–	64 485	25,11		(64 485)	–	25,11	–
	246 268	75 898		(5 147)	(317 019)	–		–

Prescribed officers continued	Options granted – opening balance	Options granted during the current year	Strike price	Options exercised and paid	Options lapsed	Options granted – closing balance	Strike price	Options vested – closing balance
NM HUMPHREYS								
2017								
	13 910	–	27,70	–	–	13 910	27,70	13 910
	54 900	–	34,42	–	–	54 900	34,42	54 900
	21 681	–	40,68	–	(5 162)	16 519	40,68	5 506
	9 936	5 984	18,60	(3 572)	–	12 348	18,60	–
	59 297	–	25,60	–	–	59 297	25,60	–
	77 274	–	21,00	–	–	77 274	21,00	–
	–	68 837	25,11	–	–	68 837	25,11	–
	236 998	74 821		(3 572)	(5 162)	303 085		74 316
2018								
	13 910	**–**	**27,70**	**–**	**(13 910)**	**–**	**27,70**	**–**
	54 900	**–**	**34,42**	**–**	**–**	**54 900**	**34,42**	**54 900**
	16 519	**–**	**40,68**	**–**	**–**	**16 519**	**40,68**	**11 013**
	12 348	**–**	**1,34**	**(6 364)**	**–**	**5 984**	**1,34**	**–**
	59 297	**–**	**25,60**	**–**	**(21 797)**	**37 500**	**25,60**	**12 500**
	77 274	**–**	**21,00**	**–**	**–**	**77 274**	**21,00**	**–**
	68 837	**–**	**25,11**	**–**	**–**	**68 837**	**25,11**	**–**
	303 085	**–**		**(6 364)**	**(35 707)**	**261 014**		**78 413**

DETAILS OF PRESCRIBED OFFICERS' SHARE OPTIONS AND SHARE APPRECIATION RIGHTS (INCLUDING THREE HIGHEST PAID MEMBERS OF MANAGEMENT) CONTINUED

Prescribed officers continued	Options granted – opening balance	Options granted during the current year	Strike price	Options exercised and paid	Options lapsed	Options granted – closing balance	Strike price	Options vested – closing balance
KR MAHARAJ								
2017								
	13 520	–	16,03	(13 520)	–	–	16,03	–
	42 400	–	34,42	–	–	42 400	34,42	42 400
	16 736	–	40,68	–	(3 985)	12 751	40,68	4 250
	9 105	7 008	18,60	(1 969)	–	14 144	18,60	–
	28 504	–	25,60	–	–	28 504	25,60	–
	37 020	–	21,00	–	–	37 020	21,00	–
	–	34 289	25,11	–	–	34 289	25,11	–
	147 285	41 297		(15 489)	(3 985)	169 108		46 650
2018								
	42 400	**–**	**34,42**	**–**	**–**	**42 400**	**34,42**	**42 400**
	12 751	**–**	**40,68**	**–**	**–**	**12 751**	**40,68**	**8 501**
	14 144	**–**	**1,34**	**(7 136)**	**–**	**7 008**	**1,34**	**–**
	28 504	**–**	**25,60**	**–**	**(6 787)**	**21 717**	**25,60**	**7 239**
	37 020	**–**	**21,00**	**–**	**–**	**37 020**	**21,00**	**–**
	34 289	**–**	**25,11**	**–**	**–**	**34 289**	**25,11**	**–**
	169 108	**–**		**(7 136)**	**(6 787)**	**155 186**		**58 140**

Prescribed officers continued	Options granted – opening balance	Options granted during the current year	Strike price	Options exercised and paid	Options lapsed	Options granted – closing balance	Strike price	Options vested – closing balance
GD MOTTRAM								
2017								
	61 672	–	34,09	–	(61 672)	–	34,09	–
	56 619	–	27,70	–	–	56 619	27,70	56 619
	71 700	–	34,42	–	–	71 700	34,42	71 700
	21 237	–	40,68	–	(5 056)	16 181	40,68	5 394
	11 059	6 047	18,60	(3 441)	–	13 665	18,60	–
	36 241	–	25,60	–	–	36 241	25,60	–
	60 238	–	21,00	–	–	60 238	21,00	–
	–	54 409	25,11	–	–	54 409	25,11	–
	318 766	60 456		(3 441)	(66 728)	309 053		133 713
2018								
	56 619	**–**	**27,70**	**–**	**(56 619)**	**–**	**27,70**	**–**
	71 700	**–**	**34,42**	**–**	**–**	**71 700**	**34,42**	**71 700**
	16 181	**–**	**40,68**	**–**	**–**	**16 181**	**40,68**	**10 787**
	13 665	**–**	**1,34**	**(7 618)**	**–**	**6 047**	**1,34**	**–**
	36 241	**–**	**25,60**	**–**	**(8 629)**	**27 612**	**25,60**	**9 204**
	60 238	**–**	**21,00**	**–**	**–**	**60 238**	**21,00**	**–**
	54 409	**–**	**25,11**	**–**	**–**	**54 409**	**25,11**	**–**
	309 053	**–**		**(7 618)**	**(65 248)**	**236 187**		**91 691**

DETAILS OF PRESCRIBED OFFICERS' SHARE OPTIONS AND SHARE APPRECIATION RIGHTS (INCLUDING THREE HIGHEST PAID MEMBERS OF MANAGEMENT) CONTINUED

Prescribed officers continued	Options granted – opening balance	Options granted during the current year	Strike price	Options exercised and paid	Options lapsed	Options granted – closing balance	Strike price	Options vested – closing balance
JA WALLACE								
2017								
	30 519	–	34,09	–	(30 519)	–	34,09	–
	55 213	–	27,70	–	–	55 213	27,70	55 213
	103 000	–	34,42	–	–	103 000	34,42	103 000
	36 748	–	40,68	–	(13 508)	23 240	40,68	7 747
	14 863	8 464	18,60	(4 865)	–	18 462	18,60	–
	62 479	–	25,60	–	–	62 479	25,60	–
	82 358	–	21,00	–	–	82 358	21,00	–
	–	73 049	25,11	–	–	73 049	25,11	–
	385 180	81 513		(4 865)	(44 027)	417 801		165 960
2018								
	55 213	**–**	**27,70**	**–**	**(55 213)**	**–**	**27,70**	**–**
	103 000	**–**	**34,42**	**–**	**–**	**103 000**	**34,42**	**103 000**
	23 240	**–**	**40,68**	**–**	**–**	**23 240**	**40,68**	**15 493**
	18 462	**–**	**1,34**	**(9 998)**	**–**	**8 464**	**1,34**	**–**
	62 479	**–**	**25,60**	**–**	**(22 967)**	**39 513**	**25,60**	**13 171**
	82 358	**–**	**21,00**	**–**	**–**	**82 358**	**21,00**	**–**
	73 049	**–**	**25,11**	**–**	**–**	**73 049**	**25,11**	**–**
	417 801	**–**		**(9 998)**	**(78 180)**	**329 623**		**131 664**

Prescribed officers continued	Options granted – opening balance	Options granted during the current year	Strike price	Options exercised and paid	Options lapsed	Options granted – closing balance	Strike price	Options vested – closing balance
WI ZEELIE								
2017								
	19 778	–	27,70	–	(19 778)	–	27,70	–
	97 600	–	34,42	–	(97 600)	–	34,42	–
	37 316	–	40,68	–	(37 316)	–	40,68	–
	10 056	6 810	18,60	(3 728)	(13 138)	–	18,60	–
	74 121	–	25,60	–	(74 121)	–	25,60	–
	114 285	–	21,00	–	(114 285)	–	21,00	–
	–	101 553	25,11	–	(101 553)	–	25,11	–
	353 156	108 363		(3 728)	(457 791)	–		–

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