

# REMUNERATION REPORT

## REMUNERATION AND NOMINATION COMMITTEE

### Composition

Ntombi Langa-Royds is the Chairperson of the Remuneration Committee and Tony Phillips is the Chairman of the Nomination Committee in accordance with King III and the JSE Listings Requirements. Tim Ross and Maya Makanjee are members of both Committees. All of the committee members are independent non-executive directors.

### Role and function of the Remuneration Committee

The Remuneration Committee considers the remuneration policy of the Group with the assistance and guidance of independent experts, if required, and makes recommendations to the Board on all aspects of remuneration. The committee further ensures that the directors are fairly rewarded for their individual contributions to the Group's overall performance. The committee also considers bonuses, which are discretionary and based upon general economic variables, the performance of the Group and the individual's performance, share options and certain other employee benefits and schemes. No remuneration of any nature shall be paid, increased or varied to any director without the prior approval of the members of the committee.

### Responsibilities of the Remuneration Committee

The responsibility for the remuneration policy rests with the Remuneration Committee. The committee comprises at least three members, all of whom are independent non-executive directors, and is governed by formal Terms of Reference.

With respect to remuneration matters, the committee is charged with:

- Assisting the Board by setting and administering remuneration policies in the Group's long-term interests, and ensuring, through an ongoing review of the remuneration policy for both appropriateness and relevance, the Group remunerates fairly and responsibly.
- Being especially concerned with and providing recommendations regarding the remuneration of both executive and non-executive directors, and giving due regard to any relevant legal requirements.
- Determining, within the terms of the agreed policy, the total individual remuneration package of the CEO and, in consultation with the CEO, the other members of Exco and any other executive whose total remuneration is comparable to, or higher than, that of an Exco member.
- Ensuring that individuals are provided with appropriate incentives to encourage enhanced performance and are, in a fair and responsible manner, rewarded for their individual contributions to Mpact's success.
- Approving the design of and determining targets for any performance-related pay schemes in which the executive management and other members of the senior management population participate.
- Determining the design of and targets for such schemes by taking into account all factors it deems necessary, including performance-related pay schemes, and regularly reviewing incentive schemes to ensure the continued contribution to shareholder value.
- Reviewing the design of all executive and all employee share plans for approval by the Board and shareholders.
- Being responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any remuneration consultants who advise the committee.

- Ensuring, in determining remuneration policy, specifically that contractual terms on termination of the CEO and Exco, and any payments made, are fair to the individual and Mpact.

### Role and function of the Nomination Committee

The Nomination Committee is guided by the Board Policy and Procedure document that intends to guide the order, fairness and consistent conduct of the nomination and election process of members of the Board. The committee is also governed by a charter that further outlines its mandate in its role in assisting the Board and ensuring that the Board has the appropriate composition for it to execute its duties effectively.

### Responsibilities of the Nomination Committee

With regard to the nomination matters, the committee is charged with:

- Regularly reviewing of the structure, size, skills, knowledge, experience and diversity required of the Board and make recommendations to the Board with regard to any changes that are appropriate.
- Identifying and evaluating suitable potential candidates for appointment to the Board and recommending the same to the Board, which may then appoint such candidate in accordance with the MOI.
- Giving full consideration to succession planning and management development for the Board and Exco, taking into account the challenges and opportunities facing Mpact and the skills and expertise needed by Mpact in the future.
- Recommending to the Board the re-appointment of any non-executive directors at the conclusion of their specified term of office, having given due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required.

### Assurance

The Remuneration and Nomination Committee confirmed that they were diligent in exercising their duties of care and skill and they have taken reasonable steps to ensure that they performed their duties in accordance with the committee's mandate.

## REMUNERATION POLICY

### Objectives

The objectives of the remuneration policy are to enable the business to:

- retain competent employees who enhance business performance;
- reward, recognise and confer appreciation for superior performance;
- direct employees' energies and activities towards key business goals;
- recruit high-performing, skilled individuals from a shrinking pool of talent; and
- achieve the most effective returns (employee productivity) for total employee spend.

To achieve this, Mpact rewards its executives and managers in a way that reflects the dynamics of the market and the context in which it operates. All components of this remuneration policy, including the fixed pay and variable pay for performance, are aligned to the strategic direction of the business and business-specific value drivers.

# REMUNERATION REPORT CONTINUED

## Key principles

The remuneration policy has been set with the objective of attracting, motivating and retaining experienced directors, managers and employees in a manner that is consistent with best practice and aligned with the interests of Mpact's shareholders.

The remuneration policy for executive directors, prescribed officers and other senior managers is framed around the following key principles:

- Remuneration packages should be set at levels that are competitive in the relevant market.
- The structure of remuneration packages and, in particular, the design of performance-based remuneration schemes, should be aligned with shareholders' interests and should support the achievement of our business strategy and the management of risk.
- A significant proportion of the remuneration of executive directors and other senior executives should be performance-based.
- The performance-based element of remuneration should be appropriately balanced between the achievement of short-term objectives and longer-term objectives.
- The remuneration of executive directors and other senior executives should be set taking appropriate account of remuneration and employment conditions elsewhere in the Group.

## PAY MIX

Pay mix is defined as the balance targeted between the major components of remuneration, namely:

- guaranteed pay based on total guaranteed cost of employment (TGCOE); and
- variable pay for performance comprising:
  - short-term incentives; and
  - long-term incentives.

The targeted pay mix aims to align the incentives of employees with the interests of shareholders.

## Guaranteed pay

Mpact aims to establish and maintain a logical pay scale with pay levels that ensure that the Company is able to remain competitive, while managing costs.

Salaries are reviewed annually, normally with effect from 1 January. Mpact undertakes annual market pricing exercises against top management reward surveys conducted by reputable consultancies. The benchmark used is the median TGCOE for similar positions in South African listed companies which are of a similar size, complexity and scope to the Group.

The committee also takes into account business performance, salary practices prevailing for other employees in the Group and, when setting individual salaries, the individual's performance and experience in their role.

## Variable pay

### Short-term incentives

Annual incentives are aimed at rewarding a combination of both business and individual performance:

- business performance is assessed in terms of one or more performance indicators, covering both financial and non-financial elements (such as safety); and
- individual performance is assessed from a weighted (balanced) scorecard of key performance areas or value drivers. The selection of these is informed by the performance management framework.

### Long-term incentives

#### Mpact share plan

In order to attract, retain, motivate and reward executives and managers who are able to influence the performance of the Group on a basis which aligns their interests with those of shareholders, the Company has the Mpact share plan.

The plan provides for the inclusion of a number of performance conditions, designed to align the interests of participants with those of shareholders, and to reward organisational and individual performance, more so than merely the performance of the economy or the sector in which the Group operates.

In terms of this plan, executives and selected managers as well as those of subsidiaries may be offered annually a weighted combination of:

- awards of performance shares;
- grants of bonus shares;
- allocations of share appreciation rights; and
- deferred cash bonuses.

The combined, weighted implementation of the above share plan elements allows Mpact to be competitive in annual and share-based incentives and reward long-term sustainable Company performance. This also acts as a retention tool, and ensures that executives share a significant level of personal risk with shareholders.

Prior authority is required at the Company's Annual General Meeting if the shares awarded to all or any one participant should exceed the prescribed limit. At 31 December 2016, these prescribed limits were not exceeded.

#### Performance share plan

Annual conditional awards of performance shares may be made to executives. Performance shares will vest on the third anniversary of their award, to the extent that Mpact has met specified performance criteria over the intervening period.

The committee will dictate the performance criteria for each award. There are two performance criteria, Total Shareholder Return (TSR) and ROCE.

For the 2016 awards, the performance criteria are as follows:

#### TSR (50% of award)

To satisfy this condition in full, Mpact's TSR over the performance period must be at least 1.2 times the average TSR, calculated excluding Mpact, of the companies included in the JSE Packaging Index (TSRavg). For clarity, TSRavg will be calculated as the sum of the TSRs of each individual Company included in the Index divided by the number of companies, excluding Mpact.

If Mpact's TSR equals TSRavg then 62.5% of this half of the award will vest. No vesting will occur if Mpact's TSR is less than 0.8 times TSRavg. If Mpact ranks in between the above thresholds then the proportion vesting will be determined on the basis of a straight-line interpolation.

#### ROCE (50% of award)

This half of the Performance Share Method will vest in full if 15% or better is achieved. If 10% is achieved, 30% of the part of the Performance Share Method will vest. No vesting will occur below this level of performance. Between the 10% (threshold) and 15% (maximum) performance levels vesting will be based on straight-line interpolation.

Any performance shares which do not vest at the end of the three-year period will lapse.

The performance share method closely aligns the interests of shareholders and executives by rewarding superior shareholder and financial performance in the future.

#### Bonus share plan

On an annual basis, executives and selected senior managers may receive a grant of bonus shares, the value of which matches, according to a specific ratio, the annual cash incentive accruing to the executive.

The 2016 grant of bonus shares will vest after three years conditional only on continued employment. Participants on the bonus share method do not receive dividends declared by the Group; however, a single cash payment is made after the three years vesting period referred to as Dividend Equivalent Bonus. This is calculated on the dividend payment forfeited during the holding period based on the number of bonus shares granted.

The bonus share method provides for share-based retention to those executives who through their previous loyalty and/or their performance on an annual basis have demonstrated their value to the organisation.

#### Share appreciation rights plan

Annual allocations of share appreciation rights may be made to executives and selected employees. They will be available to be settled in equal thirds on the third, fourth and fifth anniversaries (alternatively all on the third anniversary), but need not be exercised until the sixth anniversary, at which time they must be exercised or they will lapse.

Notwithstanding the above time frame(s), vesting will only occur, and exercise and settlement will only be permissible, as and when the performance targets that may have been set are met. On settlement, the value accruing to participants will be the appreciation of the share price from date of allocation to date of exercise.

The Board will dictate the performance targets for each allocation.

#### Mpact cash plan (deferred cash bonus)

In order to retain, motivate and reward other key personnel, such as those with scarce skills who are vital to success, the Company operates the Mpact cash plan.

On an annual basis, identified employees may be granted a deferred cash bonus, the value of which matches, according to a specified ratio, the annual cash incentive accruing to the employee. The deferred cash bonus vests after three years conditional only on continued employment. Interest accrues monthly at the Johannesburg Interbank Agreed Rate (JIBAR) rate and is paid out with the cash bonus at the time of vesting.

### POLICY ON EMPLOYMENT CONTRACTS

#### Executive directors, prescribed officers and senior managers

Executive directors' service contracts should provide for a maximum of six months' notice by either party, except where a longer notice period is appropriate as a transitional measure, in which case the notice period would reduce automatically to six months within a reasonable period of time.

Employment contracts for senior management provide for three months' notice by either party.

In the event of early termination of service contracts, the policy is to act fairly in all circumstances.

The service contracts for senior executives should contain pay *in lieu* of notice provisions which may be invoked at the discretion of the Remuneration Committee if the Company terminates the service contract. The payment in lieu of notice would comprise the TGCOE for the notice period and an amount in respect of the bonus for that part of the financial year worked, at the discretion of the committee.

All employees within the Group should have employment contracts.

Given that existing contracts may have been entered into in prior years, current notice periods and termination clauses for executive directors and senior managers may differ.

#### Non-executive directors

Non-executive directors' fees are benchmarked against similar-sized companies listed on the JSE. The level of complexity of the underlying business is also taken into consideration when benchmarking.

The appointment of a non-executive director may be terminated without compensation if that director is not re-elected by shareholders or otherwise in accordance with the MOI.

# REMUNERATION REPORT CONTINUED

## INCENTIVE BONUS PARAMETERS AND ACHIEVEMENT FOR THE YEAR UNDER REVIEW

For the year under review, the maximum potential incentive bonus for executive directors and prescribed officers was 117% (2015: 117%) of TGCOE as reflected below.

### Maximum potential annual incentive bonus for the year under review

	BW Strong CEO		BDV Clark CFO		Other prescribed officers	
	2016	2015	2016	2015	2016	2015
Annual cash bonus maximum potential as % of TGCOE (A)	72%	72%	72%	72%	72%	72%
Conditional bonus shares as % of annual cash bonus earned (B)	62.5%	62.5%	62.5%	62.5%	62.5%	62.5%
Maximum potential incentive bonus as % of TGCOE (C) where $C = A + (A \times B)$	117%	117%	117%	117%	117%	117%

The annual incentive bonus is measured against the achievement of financial, safety and individual performance targets. For the year under review, financial performance had a weighting of 60% (2015: 60%), safety 10% (2015: 10%) and individual performance 30% (2015: 30%) for all executive directors and prescribed officers. The financial targets were based on EBITDA, underlying EBIT and ROCE.

For the year ended 31 December 2016, the executive directors and prescribed officers achieved 18% (2015: 100%) for financial performance, 60% (2015: 0%) for safety and differing levels for individual performance. Their total incentive bonus achievements attributable for the year ended 31 December 2016 were between 47.7% and 52.1% of TGCOE (2015: between 100% and 103.2%), of which the cash portion was paid in February 2017 and will be reflected in the 2017 remuneration.

## EXECUTIVE DIRECTORS' AND PRESCRIBED OFFICERS' REMUNERATION

Prescribed officers are defined as having general executive control over and management of a significant portion of the Company or regularly participate therein to a material degree, and are not directors of the Company. Prescribed officers include the three highest paid non-directors.

The remuneration of the executive directors and prescribed officers of Mpact and its subsidiaries, who served during the period under review was as follows:

Rands	Year	Salary	Incentive bonus <sup>1</sup>	Retirement funding contribution <sup>2</sup>	Other cash benefits <sup>3</sup>	Total remuneration
<b>Executive directors</b>						
BW Strong	<b>2016</b>	<b>3,654,968</b>	<b>2,775,386</b>	<b>932,769</b>	<b>319,506</b>	<b>7,682,629</b>
	2015	3,457,036	2,790,091	883,304	330,721	7,461,152
BDV Clark	<b>2016</b>	<b>3,132,959</b>	<b>2,130,776</b>	<b>244,938</b>	<b>301,678</b>	<b>5,810,351</b>
	2015	2,930,616	2,082,414	229,989	221,580	5,464,599
Total	<b>2016</b>	<b>6,787,927</b>	<b>4,906,162</b>	<b>1,177,707</b>	<b>621,184</b>	<b>13,492,980</b>
	2015	6,387,652	4,872,505	1,113,293	552,301	12,925,751
<b>Prescribed officers</b>						
RP von Veh	<b>2016</b>	<b>3,390,215</b>	<b>2,354,632</b>	<b>266,540</b>	<b>415,367</b>	<b>6,426,754</b>
	2015	3,180,510	2,280,478	252,406	433,802	6,147,196
HM Thompson	<b>2016</b>	<b>3,448,185</b>	<b>2,268,478</b>	<b>284,881</b>	<b>298,324</b>	<b>6,299,868</b>
	2015	3,260,473	2,254,589	269,774	307,484	6,092,320
JW Hunt	<b>2016</b>	<b>1,781,538</b>	<b>1,441,988</b>	<b>508,699</b>	<b>295,144</b>	<b>4,027,369</b>
	2015	1,650,632	1,322,667	475,420	301,545	3,750,264
N Naidoo	<b>2016</b>	<b>2,620,027</b>	<b>1,796,764</b>	<b>207,275</b>	<b>220,860</b>	<b>4,844,926</b>
	2015	2,436,995	1,736,280	193,715	218,040	4,585,030
J Stumpf <sup>4</sup>	<b>2016</b>	<b>3,146,827</b>	<b>507,780</b>	<b>212,712</b>	<b>215,460</b>	<b>4,082,779</b>
	2015	710,996	–	48,344	1,053,160	1,812,500
Total	<b>2016</b>	<b>14,386,792</b>	<b>8,369,642</b>	<b>1,480,107</b>	<b>1,445,155</b>	<b>25,681,696</b>
	2015	11,239,606	7,594,014	1,239,659	1,314,031	21,387,310

<sup>1</sup> The cash portion of the incentive bonus attributable for the year ended 31 December 2015 was paid in March 2016 and therefore reflected as 2016 remuneration. Similarly, that attributable for the year ended 31 December 2014 is reflected as 2015 remuneration.

<sup>2</sup> Employer contribution towards a defined contribution retirement fund.

<sup>3</sup> Other cash benefits include car allowances, employer contribution to medical aid schemes, dividend equivalent bonus and other benefits.

<sup>4</sup> Employed at Mpact Operations Proprietary Limited effective 1 October 2015.

# REMUNERATION REPORT CONTINUED

## SHARE AWARDS AND VESTINGS

Rands	Year	Grant value of bonus shares awarded <sup>1</sup>	Value of performance shares vested during the year		Value of share appreciation rights exercised during the year	
			Value at grant date <sup>2</sup>	Share price gain on vesting <sup>3</sup>	Value at grant date <sup>2</sup>	Share price gain on vesting <sup>4</sup>
<b>Executive directors</b>						
BW Strong	<b>2016</b>	<b>1,734,616</b>	<b>2,136,497</b>	<b>2,681,167</b>	<b>1,167,260</b>	<b>2,923,730</b>
	2015	1,743,807	1,705,201	2,853,887	1,083,823	2,376,248
BDV Clark	<b>2016</b>	<b>1,331,735</b>	<b>1,610,280</b>	<b>2,020,799</b>	–	–
	2015	1,301,509	499,801	836,484	–	–
Total	<b>2016</b>	<b>3,066,351</b>	<b>3,746,777</b>	<b>4,701,966</b>	<b>1,167,260</b>	<b>2,923,730</b>
	2015	3,045,316	2,205,002	3,690,371	1,083,823	2,376,248
<b>Prescribed officers</b>						
RP von Veh	<b>2016</b>	<b>1,471,645</b>	<b>1,616,692</b>	<b>2,028,863</b>	<b>874,439</b>	<b>2,190,278</b>
	2015	1,425,299	1,278,321	2,139,444	811,922	1,780,113
HM Thompson	<b>2016</b>	<b>1,417,799</b>	<b>1,175,121</b>	<b>1,474,684</b>	<b>642,111</b>	<b>1,608,347</b>
	2015	1,409,118	937,906	1,569,713	596,209	1,307,168
JW Hunt	<b>2016</b>	<b>901,242</b>	<b>735,732</b>	<b>923,283</b>	<b>400,208</b>	<b>1,002,433</b>
	2015	826,667	584,466	978,184	743,182	1,629,404
N Naidoo	<b>2016</b>	<b>1,122,977</b>	–	–	–	–
	2015	1,085,175	–	–	–	–
J Stumpf	<b>2016</b>	<b>317,362</b>	–	–	–	–
	2015	896,000	–	–	–	–
Total	<b>2016</b>	<b>5,231,025</b>	<b>3,527,545</b>	<b>4,426,830</b>	<b>1,916,758</b>	<b>4,801,058</b>
	2015	5,642,259	2,800,693	4,687,341	2,151,313	4,716,685

<sup>1</sup> Value of conditional awards based on prior year performance vesting in three (3) years.

<sup>2</sup> Value of 2013 share award made at grant date, based on the number of shares vested (2015: Value of 2012 share award made at grant date, based on the number of shares vested).

<sup>3</sup> Value of the share price gain between date of grant and date of vesting relating to the 2013 share award. The value of Mpact share price increased from R22.21 to R50.09 during the share award holding period. (2015: Value of the share price gain between date of grant and date of vesting relating to the 2012 share award. The value of Mpact share price increased from R15.79 to R42.21 during the share award holding period).

<sup>4</sup> Share price gains on the share appreciation rights plan, where the value of Mpact share price increased from R13.41 to R47.00 during the share award holding period. (2015: Share price gains on the share appreciation rights plan, where the value of Mpact share price increased from R13.41 to R42.81 during the share award holding period).

## SHARE AWARDS GRANTED TO EXECUTIVE DIRECTORS AND PRESCRIBED OFFICERS

The following tables set out the share awards grants to the executive directors and prescribed officers.

### Mpact Limited 2016

Type of award <sup>1,2,3</sup>	Awards held at beginning of year or on appointment to the Board	Awards granted during year	Awards exercised during year	Shares lapsed	Awards held as at 31 December 2016	Award price basis (ZAR cents)	Date of award	Release date	
<b>Executive director</b>									
<b>BW Strong</b>	SARP	117,449	–	(87,044)	(30,405)	–	1,341	Sep 11	Mar 16
	BSP	66,230	–	(66,230)	–	–	2,221	Apr 13	Mar 16
	PSP	96,184	–	(96,184)	–	–	2,221	Apr 13	Mar 16
	BSP	56,649	–	–	–	56,649	2,684	Jun 14	Mar 17
	PSP	84,377	–	–	–	84,377	2,684	Jun 14	Mar 17
	BSP	41,098	–	–	–	41,098	4,243	Apr 15	Mar 18
	PSP	95,185	–	–	–	95,185	4,243	Apr 15	Mar 18
	BSP	–	35,949	–	–	35,949	4,825	Apr 16	Mar 19
	PSP	–	88,387	–	–	88,387	4,825	Apr 16	Mar 19
<b>BDV Clark</b>	BSP	30,773	–	(30,773)	–	–	2,221	Apr 13	Mar 16
	PSP	72,494	–	(72,494)	–	–	2,221	Apr 13	Mar 16
	BSP	43,047	–	–	–	43,047	2,684	Jun 14	Mar 17
	PSP	63,595	–	–	–	63,595	2,684	Jun 14	Mar 17
	BSP	30,674	–	–	–	30,674	4,243	Apr 15	Mar 18
	PSP	43,044	–	–	–	43,044	4,243	Apr 15	Mar 18
	PSP	–	40,311	–	–	40,311	4,825	Apr 16	Mar 19
	BSP	–	27,600	–	–	27,600	4,825	Apr 16	Mar 19
<b>Prescribed officers</b>									
<b>RP von Veh</b>	SARP	87,986	–	(65,208)	(22,778)	–	1,341	Sep 11	Mar 16
	BSP	52,471	–	(52,471)	–	–	2,221	Apr 13	Mar 16
	PSP	72,783	–	(72,783)	–	–	2,221	Apr 13	Mar 16
	BSP	42,415	–	–	–	42,415	2,684	Jun 14	Mar 17
	PSP	68,926	–	–	–	68,926	2,684	Jun 14	Mar 17
	BSP	33,592	–	–	–	33,592	4,243	Apr 15	Mar 18
	PSP	47,189	–	–	–	47,189	4,243	Apr 15	Mar 18
	BSP	–	30,499	–	–	30,499	4,825	Apr 16	Mar 19
	PSP	–	43,819	–	–	43,819	4,825	Apr 16	Mar 19
<b>HM Thompson</b>	SARP	64,610	–	(47,883)	(16,727)	–	1,341	Sep 11	Mar 16
	BSP	55,573	–	(55,573)	–	–	2,221	Apr 13	Mar 16
	PSP	52,903	–	(52,903)	–	–	2,221	Apr 13	Mar 16
	BSP	44,603	–	–	–	44,603	2,684	Jun 14	Mar 17
	PSP	58,012	–	–	–	58,012	2,684	Jun 14	Mar 17
	BSP	33,210	–	–	–	33,210	4,243	Apr 15	Mar 18
	PSP	39,082	–	–	–	39,082	4,243	Apr 15	Mar 18
	BSP	–	29,383	–	–	29,383	4,825	Apr 16	Mar 19
	PSP	–	36,291	–	–	36,291	4,825	Apr 16	Mar 19
<b>JW Hunt</b>	SARP	40,268	–	(29,844)	(10,424)	–	1,341	Sep 11	Mar 16
	BSP	35,986	–	(35,986)	–	–	2,221	Apr 13	Mar 16
	PSP	33,122	–	(33,122)	–	–	2,221	Apr 13	Mar 16
	BSP	28,954	–	–	–	28,954	2,684	Jun 14	Mar 17
	PSP	36,321	–	–	–	36,321	2,684	Jun 14	Mar 17
	BSP	19,483	–	–	–	19,483	4,243	Apr 15	Mar 18
	PSP	24,698	–	–	–	24,698	4,243	Apr 15	Mar 18
	BSP	–	18,678	–	–	18,678	4,825	Apr 16	Mar 19
	PSP	–	23,239	–	–	23,239	4,825	Apr 16	Mar 19
<b>N Naidoo</b>	BSP	5,903	–	–	–	5,903	2,684	Jun 14	Mar 17
	PSP	44,430	–	–	–	44,430	2,684	Jun 14	Mar 17
	BSP	25,576	–	–	–	25,576	4,243	Apr 15	Mar 18
	PSP	30,213	–	–	–	30,213	4,243	Apr 15	Mar 18
	BSP	–	23,273	–	–	23,273	4,825	Apr 16	Mar 19
	PSP	–	28,427	–	–	28,427	4,825	Apr 16	Mar 19
<b>J Stumpf</b>	BSP	21,117	–	–	–	21,117	4,243	Apr 15	Mar 18
	BSP	–	6,577	–	–	6,577	4,825	Apr 16	Mar 19
	PSP	–	33,341	–	–	33,341	4,825	Apr 16	Mar 19

<sup>1</sup> Bonus share plan (BSP).

<sup>2</sup> Performance share plan (PSP).

<sup>3</sup> Share appreciation rights plan (SARP).

# REMUNERATION REPORT CONTINUED

## Mpact Limited 2015

Type of award <sup>1,2,3</sup>	Awards held at beginning of year or on appointment to the Board	Awards granted during year	Awards exercised during year	Shares lapsed	Awards held as at 31 December 2015	Award price basis (ZAR cents)	Date of award	Release date
<b>Executive director</b>								
BW Strong	SARP	234,899	–	(80,822)	(36,628)	117,450	1,341	Sep 11 Mar 14 Mar 15 Mar 16
	BSP	83,527	–	(83,527)	–	–	1,579	Apr 12 Mar 15
	PSP	127,073	–	(108,013)	(19,060)	–	1,579	Apr 12 Mar 15
	BSP	66,230	–	–	–	66,230	2,221	Apr 13 Mar 16
	PSP	96,184	–	–	–	96,184	2,221	Apr 13 Mar 16
	BSP	56,649	–	–	–	56,649	2,684	Jun 14 Mar 17
	PSP	84,377	–	–	–	84,377	2,684	Jun 14 Mar 17
	BSP	–	41,098	–	–	41,098	4,243	Apr 15 Mar 18
	PSP	–	95,185	–	–	95,185	4,243	Apr 15 Mar 18
BDV Clark	PSP	37,246	–	(31,659)	(5,587)	–	1,579	Apr 12 Mar 15
	BSP	30,773	–	–	–	30,773	2,221	Apr 13 Mar 16
	PSP	72,494	–	–	–	72,494	2,221	Apr 13 Mar 16
	BSP	43,047	–	–	–	43,047	2,684	Jun 14 Mar 17
	PSP	63,595	–	–	–	63,595	2,684	Jun 14 Mar 17
	BSP	–	30,674	–	–	30,674	4,243	Apr 15 Mar 18
	PSP	–	43,045	–	–	43,044	4,243	Apr 15 Mar 18
<b>Prescribed officers</b>								
RP von Veh	SARP	175,971	–	(60,546)	(27,439)	87,986	1,341	Sep 11 Mar 14 Mar 15 Mar 16
	BSP	69,432	–	(69,432)	–	–	1,579	Apr 12 Mar 15
	PSP	95,262	–	(80,973)	(14,289)	–	1,579	Apr 12 Mar 15
	BSP	52,471	–	–	–	52,471	2,221	Apr 13 Mar 16
	PSP	72,783	–	–	–	72,783	2,221	Apr 13 Mar 16
	BSP	42,415	–	–	–	42,415	2,684	Jun 14 Mar 17
	PSP	68,926	–	–	–	68,926	2,684	Jun 14 Mar 17
	BSP	–	33,592	–	–	33,592	4,243	Apr 15 Mar 18
	PSP	–	47,189	–	–	47,189	4,243	Apr 15 Mar 18
HM Thompson	SARP	129,219	–	(44,460)	(20,149)	64,610	1,341	Sep 11 Mar 14 Mar 15 Mar 16
	BSP	70,715	–	(70,715)	–	–	1,579	Apr 12 Mar 15
	PSP	69,893	–	(59,410)	(10,483)	–	1,579	Apr 12 Mar 15
	BSP	55,573	–	–	–	55,573	2,221	Apr 13 Mar 16
	PSP	52,903	–	–	–	52,903	2,221	Apr 13 Mar 16
	BSP	44,603	–	–	–	44,603	2,684	Jun 14 Mar 17
	PSP	58,012	–	–	–	58,012	2,684	Jun 14 Mar 17
	BSP	–	33,210	–	–	33,210	4,243	Apr 15 Mar 18
	PSP	–	39,082	–	–	39,082	4,243	Apr 15 Mar 18
JW Hunt	SARP	100,931	–	(55,420)	(5,243)	40,268	1,341	Sep 11 Mar 14 Mar 15 Mar 16
	BSP	44,487	–	(44,487)	–	–	1,579	Apr 12 Mar 15
	PSP	43,555	–	(37,022)	(6,533)	–	1,579	Apr 12 Mar 15
	BSP	35,986	–	–	–	35,986	2,221	Apr 13 Mar 16
	PSP	33,122	–	–	–	33,122	2,221	Apr 13 Mar 16
	BSP	28,954	–	–	–	28,954	2,684	Jun 14 Mar 17
	PSP	36,321	–	–	–	36,321	2,684	Jun 14 Mar 17
	BSP	–	19,483	–	–	19,483	4,243	Apr 15 Mar 18
	PSP	–	24,698	–	–	24,698	4,243	Apr 15 Mar 18
N Naidoo	BSP	5,903	–	–	–	5,903	2,684	Jun 14 Mar 17
	PSP	44,430	–	–	–	44,430	2,684	Jun 14 Mar 17
	BSP	–	25,576	–	–	25,576	4,243	Apr 15 Mar 18
	PSP	–	30,213	–	–	30,213	4,243	Apr 15 Mar 18
J Stumpf	BSP	–	21,117	–	–	21,117	4,243	Apr 15 Mar 18

1 Bonus share plan (BSP).

2 Performance share plan (PSP).

3 Share appreciation rights plan (SARP).

## INTERESTS OF DIRECTORS AND PRESCRIBED OFFICERS IN MPACT'S SHARE CAPITAL

### Share dealings

The Group has adopted a share dealing policy requiring all directors, management and the Company Secretary to obtain prior written clearance from either the Chairman or the Company Secretary to deal in the Company's shares. The Chairman of the Board will in turn require prior written clearance from the Chairman of the Audit and Risk Committee. Closed periods (as defined in the JSE Listings Requirements) are observed as required. During these periods, the directors, management and employees are not permitted to deal in the Company's securities. Additional closed periods are enforced when the Group commences with a corporate activity and where a cautionary announcement (as defined in the JSE Listings Requirements) is published.

The aggregate beneficial holdings as at 31 December 2016 and 2015 of the directors and prescribed officers of the Company and their immediate families in the issued ordinary shares of the Company are detailed below. There have been no material changes in these shareholdings between 31 December 2016 and 1 March 2017, the date of approval.

### Directors and prescribed officers

	Number of shares held			
	31 December 2016		31 December 2015	
	Direct	Indirect	Direct	Indirect
<b>Non-Executive director</b>				
AJ Phillips	8,502	1,448	–	–
<b>Executive director</b>				
BW Strong	420,489	–	416,668	–
BDV Clark	–	18,890	–	18,719
<b>Prescribed officers</b>				
RP von Veh	116,547	–	113,553	–
HM Thompson	296,960	–	201,666	–
JW Hunt	158,995	–	134,125	–
<b>Total</b>	<b>1,001,493</b>	<b>20,338</b>	<b>866,012</b>	<b>18,719</b>

There are no associate interests for the above directors and prescribed officers.

## NON-EXECUTIVE DIRECTORS' REMUNERATION

	Fees			
	2016		2015	
	Fees paid as non-executive director	Fees paid as Trustee of Mpact Foundation Trust	Fees paid as non-executive director	Fees paid as Trustee of Mpact Foundation Trust
Rands				
AJ Phillips	917,921	–	840,136	–
AM Thompson	473,298	60,017	459,320	–
NP Dongwana	473,298	120,033	432,513	–
NB Langa-Royds	605,863	60,017	583,753	–
M Makanjee <sup>1</sup>	101,951	–	–	–
TDA Ross	578,620	–	520,954	–
<b>Total</b>	<b>3,150,951</b>	<b>240,067</b>	<b>2,836,676</b>	<b>–</b>

<sup>1</sup> From date of appointment to the Board on 5 September 2016.

