

DIRECTORS' STATUTORY REPORT

The directors hereby submit the annual financial statements for the year ended 31 March 2017.

Nature of business

Tongaat Hulett is an agri-processing business that includes the integrated components of land management, property development and agriculture. The activities are dealt with in detail in this integrated annual report.

Financial results

The net profit attributable to shareholders for the year ended 31 March 2017 amounted to R983 million (2016 restated: R716 million). This translates into a headline earnings per share of 852,7 cents (2016 restated: 558,0 cents) based on the weighted average number of shares in issue during the year.

Declaration of ordinary dividend

An interim gross cash dividend (number 178) of 100 cents per share for the half-year ended 30 September 2016 was paid on 2 February 2017. A final gross cash dividend number 179 of 200 cents per share was declared and is payable on 29 June 2017 to shareholders recorded in the register at the close of business on Friday 23 June 2017.

The salient dates of the declaration and payment of this final dividend are as follows:

Last date to trade ordinary shares "CUM" dividend	Tuesday	20 June 2017
Ordinary shares trade "EX" dividend	Wednesday	21 June 2017
Record date	Friday	23 June 2017
Payment date	Thursday	29 June 2017

Share certificates may not be dematerialised or re-materialised, nor may transfers between registers take place between Wednesday 21 June 2017 and Friday 23 June 2017, both days inclusive.

The dividend is declared in the currency of the Republic of South Africa. Dividends paid by the United Kingdom transfer secretaries will be paid in British currency at the rate of exchange ruling at the close of business on Tuesday 20 June 2017.

The dividend has been declared from income reserves. A net dividend of 160 cents per share will apply to shareholders liable for the local 20% dividend withholding tax and 200 cents per share to shareholders exempt from paying the dividend tax. The issued ordinary share capital as at 25 May 2017 is 135 112 506 shares. The company's income tax reference number is 9306/101/20/6.

Share capital

There was no change in the authorised capital of the company. Details of the unissued ordinary shares and the company's

share incentive schemes are set out in the Remuneration Report and in notes 11 and 34.

In 2007, Tongaat Hulett entered into a broad-based BEE equity participation transaction, which inter alia included an 18% participation structure for two strategic groupings - a cane growing communities trust (Masithuthukisane Trust) together with Sangena and a land conversion communities trust (Mphakathi Trust), together with Ayavuna, through two BEE SPVs (special purpose vehicles). This was detailed in a circular to shareholders dated 18 May 2007 and approved by shareholders in June 2007. The original terms and conditions of the transaction agreements have remained in place and have not been altered since their conclusion and approval in 2007.

This BEE participation structure involved the issuance of 25 104 976 million "A Preferred Ordinary" shares in Tongaat Hulett, which were funded by the BEE SPVs through external funding, BEE participants' funding and notional vendor finance in 2007. In accordance with the original agreements and approvals, these shares had a seven year term, within the overall ten year transaction period contemplated in the agreements. On the seven year anniversary of the transaction (i.e. beginning of July 2014), the process commenced that resulted in the automatic conversion of the A Preferred Ordinary shares to Ordinary shares. The A Preferred Ordinary shares thus converted to Ordinary shares and ranked equally (pari passu) with other ordinary shares and were listed on the JSE on 4 July 2014. Further information is provided on page 108.

At the previous AGM, a general authority was granted by shareholders for the company to acquire its own shares in terms of the Companies Act. The directors consider that it will be advantageous for the company were this general authority to continue. Such authority will be used if the directors consider that it is in the best interests of the company and shareholders to effect any such acquisitions having regard to prevailing circumstances and the cash resources of the company at the relevant time. Shareholders will be asked to consider a special resolution to this effect at the forthcoming AGM with the proviso that the number of ordinary shares acquired in any one financial year may not exceed five percent of the ordinary shares in issue at the date on which this resolution is passed.

In compliance with the JSE Listings Requirements, the acquisition of shares or debentures ("securities") pursuant to a general authority may only be made by a company subject to such acquisitions:

- being effected through the order book operated by the JSE trading system;
- being authorised thereto by the company's memorandum of incorporation;
- being authorised by the shareholders of the company in terms of a special resolution of the company in a general

meeting which will be valid only until the next AGM of the company, provided that such authority will not extend beyond 15 months from the date of the resolution;

- not being made at a price greater than ten percent above the weighted average of the market value for the securities for the five business days immediately preceding the date on which the transaction is effected. The JSE should be consulted for a ruling if the company's securities have not traded in such five business day period.

Furthermore, in terms of the JSE Listings Requirements, the directors consider that in their opinion, taking into account the effect of the maximum acquisition by the company of shares issued by it as referred to above:

- the company and its subsidiaries (together "the group") will be able, in the ordinary course of business, to pay its debts for a period of 12 months from 25 May 2017;
- the assets of the company and of the group will be in excess of the liabilities of the company and the group for a period of 12 months from 25 May 2017. For this purpose, the assets and liabilities will be recognised and measured in accordance with the accounting policies used in the company's latest audited group annual financial statements;
- the ordinary capital and reserves of the company and the group will be sufficient for the company's and the group's present requirements for 12 months from 25 May 2017;
- the working capital of the company and the group for a period of 12 months from 25 May 2017 will be adequate for the company's and the group's requirements.

Subsidiary companies and joint operations

The principal subsidiaries and joint operations of the company are reflected in note 26.

The attributable interest of the company in the results of its consolidated subsidiaries and joint operations for the year ended 31 March 2017 is as follows:

	2017	2016 Restated
In the aggregate amount:		
Net profit (Rmillion)	1 265	1 415
Net losses (Rmillion)	57	221

Directorate

There were no changes to the directorate during the period under review. The composition of the Board is currently as follows: CB Sibisi (Chairman), PH Staude (CEO), F Jakoet, SM Beesley, J John, RP Kupara, TN Mgoduso, N Mjoli-Mncube, MH Munro, SG Pretorius and TA Salomão.

Directors retiring by rotation at the AGM in accordance with article 61 of the memorandum of incorporation are SM Beesley, F Jakoet and TN Mgoduso. These directors are eligible and offer themselves for re-election. Details of each of these retiring directors are set out on pages 62 to 63.

Directors' shareholdings

At 31 March 2017, the directors of the company beneficially held a total of 524 464 ordinary shares equivalent to 0,39 percent in the ordinary listed share capital of the company (2016: 468 790 ordinary shares). Details of the directors' shareholdings and interests in the share incentive schemes are provided on page 78 and pages 83 to 84 of the Remuneration Report. There has been no change in these holdings between 31 March and 25 May 2017.

Audit and Compliance Committee

The Audit and Compliance Committee has considered the provisions of the Companies Act and has taken the necessary steps to ensure compliance. The committee confirms that during the period under review it carried out its functions responsibly and in accordance with its terms of reference as detailed in its report contained in the annual financial statements section of this integrated annual report on pages 92 to 93. In addition, the committee is satisfied that the designated auditors of the company are independent of the company.

Events after the reporting date

There were no material events between 31 March 2017 and the date of this report.

Amanzimnyama
Tongaat, KwaZulu-Natal

25 May 2017