

## DIRECTORS' AND PRESCRIBED OFFICERS' EMOLUMENTS AND INTERESTS

### Executive directors' remuneration (R000)

The executive directors' remuneration for the year ended 31 March 2017 was as follows:

Name	Cash package	Cash bonus *	Retirement and medical contributions	Total
PH Staude	8 799	6 626	1 276	16 701
MH Munro	4 880	2 884	727	8 491
	13 679	9 510	2 003	25 192

The executive directors' remuneration for the year ended 31 March 2016 was as follows:


Name	Cash package	Cash bonus *	Retirement and medical contributions	Total
PH Staude	8 799	2 772	1 240	12 811
MH Munro	4 626	1 198	684	6 508
	13 425	3 970	1 924	19 319

The requirement to include prescribed officers is covered by the above executive directors, as they exercise effective management and control.

\* Bonuses are reported to match the performance and quantum earned to the applicable financial period.

### Executive directors' share incentive gains:

	2017	2016
PH Staude	7 010	3 662
MH Munro	2 348	2 160
	9 358	5 822

 Details of the executive directors' share-based instruments granted and exercised are contained on pages 83 to 84.

## REMUNERATION REPORT continued

### DIRECTORS' AND PRESCRIBED OFFICERS' EMOLUMENTS AND INTERESTS continued

#### Non-executive directors' remuneration (R000)

Name	12 months to 31 March 2017			12 months to 31 March 2016		
	Fees	Other	Total	Fees	Other	Total
SM Beesley	334	339	673	345	153	498
F Jakoet	363	300	663	345	285	630
J John	363	356	719	317	337	654
RP Kupara	363	178	541	345	169	514
TN Mgoduso	363	123	486	319	116	435
N Mjoli-Mncube	363	463	826	317	403	720
SG Pretorius	363	417	780	345	286	631
TA Salomão	363		363	285		285
CB Sibisi	1 282	236	1 518	1 218	224	1 442
	<b>4 157</b>	<b>2 412</b>	<b>6 569</b>	<b>3 836</b>	<b>1 973</b>	<b>5 809</b>

In the table above, "Fees" relate to the services as directors on the board and "Other" relates to fees paid for services as committee members.

#### Declaration of full disclosure

Other than the remuneration disclosed in this note, which was paid by the company, no consideration was paid to or by any third-party, or by the company itself, in respect of services of the company's directors, as directors of the company, during the year ended 31 March 2017.

#### Interest of directors of the company in share capital

The aggregate holdings as at 31 March 2017 of those directors of the company holding issued ordinary shares of the company are detailed below. Holdings are direct and beneficial except where indicated otherwise.

Name	2017	2016
Executive directors:		
PH Staude	386 328	340 787
MH Munro	138 136	122 935
	<b>524 464</b>	<b>463 722</b>
Non-executive director:		
F Jakoet	-	5 068

## EMPLOYEE SHARE INCENTIVE SCHEMES

### Details of awards in terms of the company's share incentive schemes:

#### Share Appreciation Right Scheme 2005

Under the share appreciation right scheme, participating employees are awarded the right to receive shares equal to the difference between the exercise price and the grant price, less income tax payable on such difference. The employee therefore participates in the after tax share price appreciation in the company. The vesting of the right is conditional on the achievement of Tongaat Hulett performance levels over a performance period.

Expiring seven years from	Grant price Rand	Fair value Rand	Number of rights 31 March 2016	Granted	Exercised	Lapsed/ forfeited	Number of rights 31 March 2017
22 May 2009	75,06	12,54	501 334		501 334		
31 May 2010	97,49	20,00	641 207		182 440		458 767
31 May 2011	90,42	17,50	758 863		67 092		691 771
29 May 2012	110,21	21,73	899 909		101 582	5 438	792 889
29 May 2013	126,85	24,30	1 375 555			1 375 555	
26 May 2014	121,93	23,96	1 576 335			51 023	1 525 312
28 May 2015	128,54	23,68	1 745 458			58 090	1 687 368
6 June 2016	113,41	28,06		1 582 792		46 708	1 536 084
			7 498 661	1 582 792	852 448	1 536 814	6 692 191

The estimated fair value costing of these outstanding share appreciation rights was determined using the binomial tree valuation model and non-market performance conditions, based on the following significant inputs:

Strike price	The grant price, as noted above.
Expected option life	80 months (assume contractual plus a leaving percentage of 5%).
Risk-free interest rate	8,51% (2015: 7,96%; 2014: 7,78%, 2013: 6,73%, 2012: 7,26%, 2011: 7,95% and 2010: 7,71%).
Expected volatility	Expected volatility of 29% (2015: 22,51%; 2014: 27,57%, 2013: 28,34%, 2012: 28,51%, 2011: 30% and 2010: 26,78%) is based on historical volatility determined by the statistical analysis of daily share price movements over the past three years.
Expected dividends	The measurement of the fair value of the share appreciation rights did not take into account dividends, as no dividend payment was expected. A continuous dividend yield of 2,6% was used for the 2016 award (2015, 2014, 2013 and 2012: 2,6%, 2011: 2,75% and 2010: 2,5%).
Weighted average share price	As above.
Expected early exercise	Early exercise is taken into account on an expectation basis.
Time constraints	Three years from grant date.
Performance (vesting) conditions	An increase in headline earnings per ordinary share as determined by the Remuneration Committee. Retesting of the performance condition is not allowed with effect from the 2010 award.
Non-market performance conditions	Growth in headline earnings per share.
Market performance conditions	No market conditions.
Weighted average remaining life:	
Expected	2016: 74 months, 2015: 62 months, 2014: 50 months, 2013: 26 months, 2012: 26 months, 2011: 14 months and 2010: 2 months.
Contractual	84 months.

## REMUNERATION REPORT continued

### EMPLOYEE SHARE INCENTIVE SCHEMES continued

#### Details of awards in terms of the company's share incentive schemes: continued

##### Long Term Incentive Plan 2005

Under the long term incentive plan participating employees are granted conditional awards. These awards are converted into shares on the achievement of performance conditions over a performance period.

Expiring three years from	Grant price Rand	Fair value Rand	Number of conditional awards 31 March 2016	Granted	Settled	Lapsed/ forfeited	Number of conditional awards 31 March 2017
29 May 2013	126,85	49,22	530 670		527 486	3 184	
26 May 2014	121,93	51,79	571 266			18 232	553 034
28 May 2015	128,54	57,82	559 899			18 502	541 397
6 June 2016	113,41	60,28		576 207		17 303	558 904
			1 661 835	576 207	527 486	57 221	1 653 335

The estimated fair value costing of these outstanding conditional share awards was determined using the Monte Carlo Simulation model and non-market performance conditions, based on the following significant inputs:

Expected option life	34 months (assume contractual plus a leaving percentage of 5%).
Expected dividends	The measurement of the fair value of the conditional share awards did not take into account dividends, as no dividend payment was expected. A continuous dividend yield of 2,6% was used for these awards.
Weighted average share price	As above.
Time constraints	Three years from grant date.
Performance (vesting) conditions	2016 award: 25% of the award will be subject to the TSR condition, 25% to the ROCE condition, 25% to a sugar production condition and 25% will be subject to the land conversion cash generation condition. No retesting of the performance conditions is allowed. 2014 and 2015 awards: 25% of the award will be subject to the TSR condition, 25% to the ROCE condition, 25% to a sugar production condition and 25% will be subject to the large land deals of the company condition. No retesting of the performance conditions is allowed.
Non-market performance conditions	2016 award: ROCE, sugar production and the land conversion cash generation conditions. 2014 and 2015 awards: ROCE, sugar production and the large land deals conditions.
Market performance conditions	Total shareholder return (TSR).
Weighted average remaining life:	
Expected	2016: 26 months, 2015: 14 months and 2014: 2 months.
Contractual	36 months.

### Long Term Incentive Plan 2005 - Retention Awards

Under the long term incentive plan participating employees are granted conditional awards which are converted into shares after the required service period is completed.

Expiring four years from	Grant price Rand	Fair value Rand	Number of conditional awards 31 March 2016	Granted	Settled	Lapsed/ forfeited	Number of conditional awards 31 March 2017
16 November 2012	126,71	92,88	72 442		70 406	2 036	
11 March 2013	139,39	102,18	15 000		15 000		
29 May 2013	126,85	92,99	98 390			1 039	97 351
26 May 2014	121,93	89,38	139 767			3 418	136 349
28 May 2015	128,54	94,23	179 642			3 487	176 155
6 June 2016	113,41	102,07		155 931		10 968	144 963
			505 241	155 931	85 406	20 948	554 818

The estimated fair value costing of these outstanding conditional share awards was based on the following significant inputs:

Expected option life	46 months (assume contractual plus a leaving percentage of 5%).
Expected dividends	The measurement of the fair value of the conditional share awards did not take into account dividends, as no dividend payment was expected. A continuous dividend yield of 2,6% was used.
Weighted average share price	As above.
Time constraints	Four years from grant date.
Performance (vesting) conditions	There are no performance (vesting) conditions other than the passage of time.
Non-market performance conditions	No non-market conditions.
Market performance conditions	No market conditions.
Weighted average remaining life:	
Expected	June 2016: 38 months, May 2015: 26 months, May 2014: 14 months and May 2013: 2 months.
Contractual	48 months.

## REMUNERATION REPORT continued

### EMPLOYEE SHARE INCENTIVE SCHEMES continued

#### Details of awards in terms of the company's share incentive schemes: continued

##### Deferred Bonus Plan 2005

Under the deferred bonus plan participating employees purchase shares in the company with a portion of their after-tax bonus. These pledged shares are held in trust by a third-party administrator for a qualifying period, after which the company awards the employee a number of shares in the company which matches those pledged shares which are then released from trust.

Expiring three years from	Grant price Rand	Fair value Rand	Number of conditional awards 31 March 2016	Granted	Settled	Forfeited	Number of conditional awards 31 March 2017
29 May 2013	126,85	100,49	63 630		63 630		
26 May 2014	121,93	96,60	75 950			2 785	73 165
25 May 2015	131,27	103,99	63 502			2 593	60 909
30 May 2016	113,06	104,47		46 335		1 871	44 464
			203 082	46 335	63 630	7 249	178 538

The estimated fair value costing of the outstanding deferred bonus share awards was based on the following significant inputs:

Expected option life	34 months (assume contractual plus a leaving percentage of 5%).
Expected dividends	The measurement of the fair value of the deferred bonus shares did not take into account dividends, as no dividend payment was expected. A continuous dividend yield of 2,6% was used.
Weighted average share price	As above.
Time constraints	Three years from grant date.
Performance (vesting) conditions	There are no performance (vesting) conditions other than the passage of time.
Non-market performance conditions	No non-market conditions.
Market performance conditions	No market conditions.
Weighted average remaining life:	
Expected	2016 award: 26 months, 2015 award: 14 months and 2014 award: 2 months.
Contractual	36 months.

The deferred bonus shares were purchased by the participating employees on 3 June 2016 in respect of the 2016 award. (2015 award purchased 1 June 2015 and the 2014 award purchased 2 June 2014).

## Interest of executive directors of the company in share-based instruments

### Share Appreciation Right Scheme 2005

Name	Expiring seven years from	Grant price Rand	Fair value Rand	Number of rights 31 March 2016	Granted	Exercised	Lapsed	Number of rights 31 March 2017	Performance condition and time constrained
PH Staude	22 May 2009	75,06	12,54	91 120		91 120			
	31 May 2010	97,49	20,00	74 289				74 289	
	31 May 2011	90,42	17,50	87 397				87 397	
	29 May 2012	110,21	21,73	65 845				65 845	
	29 May 2013	126,85	24,30	104 578			104 578		
	26 May 2014	121,93	23,96	115 081				115 081	115 081
	28 May 2015	128,54	23,68	123 414				123 414	123 414
	6 June 2016	113,41	28,06		111 172			111 172	111 172
				661 724	111 172	91 120	104 578	577 198	349 667
MH Munro	22 May 2009	75,06	12,54	30 857		30 857			
	31 May 2010	97,49	20,00	23 638				23 638	
	31 May 2011	90,42	17,50	28 669				28 669	
	29 May 2012	110,21	21,73	22 439				22 439	
	29 May 2013	126,85	24,30	34 476			34 476		
	26 May 2014	121,93	23,96	47 818				47 818	47 818
	28 May 2015	128,54	23,68	52 248				52 248	52 248
	6 June 2016	113,41	28,06		49 654			49 654	49 654
				240 145	49 654	30 857	34 476	224 466	149 720

### Long Term Incentive Plan 2005

Name	Expiring three years from	Grant price Rand	Fair value Rand	Number of conditional awards 31 March 2016	Granted	Settled	Lapsed	Number of conditional awards 31 March 2017	Performance condition and time constrained
PH Staude	29 May 2013	126,85	49,22	47 660		13 107	34 553		
	26 May 2014	121,93	51,79	49 144				49 144	49 144
	28 May 2015	128,54	57,82	46 660				46 660	46 660
	6 June 2016	113,41	60,28		47 766			47 766	47 766
				143 464	47 766	13 107	34 553	143 570	143 570
MH Munro	29 May 2013	126,85	49,22	15 709		4 320	11 389		
	26 May 2014	121,93	51,79	20 420				20 420	20 420
	28 May 2015	128,54	57,82	19 753				19 753	19 753
	6 June 2016	113,41	60,28		21 334			21 334	21 334
				55 882	21 334	4 320	11 389	61 507	61 507

## REMUNERATION REPORT continued

### EMPLOYEE SHARE INCENTIVE SCHEMES continued

#### Interest of executive directors of the company in share-based instruments continued

##### Deferred Bonus Plan 2005

Name	Expiring three years from	Grant price Rand	Fair value Rand	Number of conditional awards 31 March 2016	Granted	Delivered	Number of conditional awards 31 March 2017	Conditional awards time constrained
PH Staude	29 May 2013	126,85	100,49	14 720		14 720		
	26 May 2014	121,93	96,60	17 451			17 451	17 451
	25 May 2015	131,27	103,99	13 405			13 405	13 405
	30 May 2016	113,06	104,47		9 301		9 301	9 301
				45 576	9 301	14 720	40 157	40 157
MH Munro	29 May 2013	126,85	100,49	4 821		4 821		
	26 May 2014	121,93	96,60	5 539			5 539	5 539
	25 May 2015	131,27	103,99	4 114			4 114	4 114
	30 May 2016	113,06	104,47		3 092		3 092	3 092
				14 474	3 092	4 821	12 745	12 745

The deferred bonus shares were purchased by the participating employees on 3 June 2016 in respect of the 2016 award. (2015 award purchased 1 June 2015 and the 2014 award purchased 2 June 2014).

The share awards were made and exercised at various times and the average share price for the period was R122,68 (2016: R112,38).



The share incentive gains made by directors are reflected on page 77.