

SINGLE FIGURE OF REMUNERATION (R000)

	Cash package	Retirement and medical aid	Cash bonus ¹	LTI reflected ^{2,3,4,5}	Total single figure remuneration
2018					
PH Staude	8 799	1 308	-	3 421	13 528
MH Munro	5 197	779	-	1 260	7 236
	13 996	2 087	-	4 681	20 764
2017					
PH Staude	8 799	1 276	6 626	3 338	20 039
MH Munro	4 880	727	2 884	1 306	9 797
	13 679	2 003	9 510	4 644	29 836

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

2. The value of the SARS and LTIP awards made on 26 May 2014 with a performance period ending on 31 March 2017 is reflected in the 2017 single figure of remuneration. As the performance condition of the SARS was not met, it is reflected as zero. The LTIP is included at the 20 day VWAP of R128,39 as at 31 March 2017 and an achievement of performance conditions of 37,5%.

3. The value of the DBP award made on 6 June 2016 is reflected in the 2017 single figure of remuneration.

4. The value of the SARS and LTIP awards made on 28 May 2015 with a performance period ending on 31 March 2018 is reflected in the 2018 single figure of remuneration. As the performance condition of the SARS was not met, it is reflected as zero. The LTIP is included at the 20 day VWAP of R102,52 as at 31 March 2018 and an achievement of performance conditions of 27,03%.

5. The value of the DBP award made on 29 May 2017 is reflected in the 2018 single figure of remuneration.

EXECUTIVE DIRECTORS' REMUNERATION (R000)

Table of estimated fair values of the executive directors' unvested long-term incentive awards at year end.¹

	PH Staude		MH Munro	
	31 March 2018	31 March 2017	31 March 2018	31 March 2017
Share Appreciation Right Scheme²				
31 May 2010		2 296		730
31 May 2011		3 318	347	1 089
29 May 2012		1 197		408
28 May 2015		2 504		1 060
6 June 2016	2 073	2 596	926	1 160
29 May 2017	1 756		776	
Long-term incentive plan³				
26 May 2014		2 366		983
28 May 2015	1 293	2 911	547	1 232
6 June 2016	2 374	2 896	1 060	1 294
29 May 2017	2 525		1 116	
Deferred Bonus Plan³				
26 May 2014		2 241		711
28 May 2015	1 374	1 673	422	513
30 May 2016	927	1 130	308	376
29 May 2017	1 930		646	
Total	14 252	25 128	6 148	9 556

1. Depending on the vesting date, awards are included at the intrinsic value or an indicative fair value as at 31 March 2017 and 31 March 2018. These values are based on the 20 day VWAP as at the relevant year end and the estimated achievement of performance conditions.

2. SARS awards vest on the third anniversary of the grant date and lapse on the seventh anniversary of the grant date.

3. LTIP and DBP awards vest on the third anniversary of the grant date.

Further information pertaining to unvested awards, gains on awards vested during the year, award vesting dates and fair value of awards on the grant date, are detailed on pages 91 to 92.

TERMINATION CONTRACTS AND TERMINATION OF OFFICE PAYMENTS

There are no long-term contracts in place for executives and no termination of office payments were made during the 2017/18 year.

NON-EXECUTIVE DIRECTOR FEES

The Remco recommended an increase in the non-executive director fees of 6,5% in 2017/18 which was approved at the 2017 AGM and has proposed an increase of 6% for 2018/19.

The details relating to the non-executive directors' fees for the year ended 31 March 2018 are disclosed on page 86.

VOTING STATEMENT (NON-BINDING ADVISORY VOTE ON THE IMPLEMENTATION REPORT)

This report is subject to an advisory vote by shareholders at the forthcoming AGM. Shareholders are requested to cast an advisory vote on the remuneration implementation report as contained in part 3 of this remuneration report.

APPROVAL OF REMUNERATION REPORT BY THE BOARD OF DIRECTORS

This remuneration report was approved by the Board of directors of Tongaat Hulett on 24 May 2018.

FURTHER DISCLOSURES ON REMUNERATION MATTERS

The table below sets out, for ease of reference, the relevant additional sections of the remuneration details of directors and officers, including share schemes and interest in share capital.

Remuneration	Page
Executive directors' and officers' remuneration	85
Non-executive directors' remuneration	86
Declaration of full disclosure	86
Interest of directors of the company in share capital	86
Details of share schemes (including performance conditions)	87
Interest of executive directors of the company in share-based instruments	91
Special resolution setting out remuneration to be paid to directors for their services as directors of the company for the ensuing year	145
Non-binding advisory vote on the remuneration policy	145
Non-binding advisory vote on the implementation report	145

DIRECTORS' AND PRESCRIBED OFFICERS' EMOLUMENTS AND INTERESTS

Executive directors' remuneration (R000)

The executive directors' remuneration for the year ended 31 March 2018 was as follows:

Name	Cash package	Cash bonus *^	Retirement and medical contributions	Total
PH Staude	8 799	-	1 308	10 107
MH Munro	5 197	-	779	5 976
	13 996	-	2 087	16 083

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

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

^ No bonuses were paid to the CEO and CFO in the 2017/18 year due to the headline earnings threshold of R800 million not being met.

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



Details of the executive directors' share-based instruments granted and exercised (including the gain/value on settlement) are contained on pages 91 to 92.

DIRECTORS' AND PRESCRIBED OFFICERS' EMOLUMENTS AND INTERESTS continued**Non-executive directors' remuneration** (R000)

Name	12 months to 31 March 2018			12 months to 31 March 2017		
	Fees	Other	Total	Fees	Other	Total
SM Beesley	366	441	807	334	339	673
F Jakoet	385	319	704	363	300	663
J John	385	377	762	363	356	719
RP Kupara	354	188	542	363	178	541
TN Mgoduso	354	130	484	363	123	486
N Mjoli-Mncube	385	473	858	363	463	826
SG Pretorius	385	324	709	363	417	780
TA Salomão	354		354	363		363
CB Sibisi	1 361	315	1 676	1 282	236	1 518
	4 329	2 567	6 896	4 157	2 412	6 569

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 2018.

Interest of directors of the company in share capital

The aggregate holdings as at 31 March 2018 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	2018	2017
Executive directors:		
PH Staude	417 494	386 328
MH Munro	150 460	138 136
	567 954	524 464

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 2017	Granted	Exercised	Lapsed/ forfeited	Number of rights 31 March 2018
31 May 2010	97,49	20,00	458 767		458 767		
31 May 2011	90,42	17,50	691 771		299 813		391 958
29 May 2012	110,21	21,73	792 889		3 007	5 132	784 750
26 May 2014	121,93	23,96	1 525 312		7 188	1 518 124	
28 May 2015	128,54	23,68	1 687 368		7 818	36 946	1 642 604
6 June 2016	113,41	28,06	1 536 084		7 218	34 595	1 494 271
29 May 2017	115,85	25,28		1 460 996		9 682	1 451 314
			6 692 191	1 460 996	783 811	1 604 479	5 764 897

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	2017: 7,63% (2016: 8,51%, 2015: 7,96%, 2014: 7,78%, 2013: 6,73%, 2012: 7,26% and 2011: 7,95%).
Expected volatility	Expected volatility of 25% for the 2017 award (2016: 29%, 2015: 22,51%, 2014: 27,57%, 2013: 28,34%, 2012: 28,51% and 2011: 30%) 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 2017 award (2016, 2015, 2014, 2013 and 2012: 2,6% and 2011: 2,75%).
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.
Non-market performance conditions	Growth in headline earnings per share.
Market performance conditions	No market conditions.
Weighted average remaining life:	
Expected	2017: 74 months, 2016: 62 months, 2015: 50 months, 2014: 26 months, 2013: 26 months, 2012: 14 months and 2011: 2 months.
Contractual	84 months.

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 2017	Granted	Settled	Lapsed/ forfeited	Number of conditional awards 31 March 2018
26 May 2014	121,93	51,79	553 034		207 211	345 823	
28 May 2015	128,54	57,82	541 397		1 424	11 083	528 890
6 June 2016	113,41	60,28	558 904		627	12 647	545 630
29 May 2017	115,85	63,39		712 153		4 719	707 434
			1 653 335	712 153	209 262	374 272	1 781 954

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.
Time constraints	Three years from grant date.
Performance (vesting) conditions	2017 award: 40% of the award will be subject to the TSR condition, 40% to the return on capital employed (ROCE) condition and 20% to a sugar production condition. No retesting of the performance conditions is allowed. 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. 2015 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 large land deals of the company condition. No retesting of the performance conditions is allowed.
Non-market performance conditions	ROCE, sugar production and the large land deals conditions.
Market performance conditions	Total shareholder return (TSR).
Weighted average remaining life:	
Expected	2017: 26 months, 2016: 14 months and 2015: 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.

Awards expiring four years from grant date

Expiring four years from	Grant price Rand	Fair value Rand	Number of conditional awards 31 March 2017	Granted	Settled	Lapsed/ forfeited	Number of conditional awards 31 March 2018
29 May 2013	126,85	92,99	97 351		93 373	3 978	
26 May 2014	121,93	89,38	136 349		1 808	4 135	130 406
28 May 2015	128,54	94,23	176 155		1 428	10 268	164 459
6 June 2016	113,41	102,07	144 963		640	10 916	133 407
29 May 2017	115,85	104,26		239 700			239 700
2 January 2018	113,63	102,27		15 000			15 000
			554 818	254 700	97 249	29 297	682 972

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.
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	2 January 2018: 45 months, 29 May 2017: 38 months, 2016: 26 months, 2015: 14 months and 2014: 2 months
Contractual	48 months.

Awards expiring five years from grant date

Expiring five years from	Grant price Rand	Fair value Rand	Number of conditional awards 31 March 2017	Granted	Settled	Lapsed/ forfeited	Number of conditional awards 31 March 2018
22 September 2017	108,39	95,01		15 000			15 000
2 January 2018	113,63	99,61		15 000			15 000
				30 000			30 000

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

Expected option life	57 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.
Time constraints	Five 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	2 January 2018: 57 months and 22 September 2017: 54 months.
Contractual	60 months.

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 2017	Granted	Settled	Number of conditional awards 31 March 2018
26 May 2014	121,93	96,60	73 165		73 165	
25 May 2015	131,27	103,99	60 909			60 909
30 May 2016	113,06	104,47	44 464			44 464
29 May 2017	115,85	107,05		94 000		94 000
			178 538	94 000	73 165	199 373

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.
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	2017: 26 months, 2016: 14 months and 2015: 2 months.
Contractual	36 months.

The deferred bonus shares were purchased by the participating employees on 30 May 2017 in respect of the 2017 award. (2016 award purchased 3 June 2016 and the 2015 award purchased 1 June 2015).

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 2017	Granted	Exercised	Lapsed	Number of rights 31 March 2018	Performance condition and time constrained
PH Staude	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	
	26 May 2014	121,93	23,96	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
	29 May 2017	115,85	25,28		106 763			106 763	106 763
				577 198	106 763	161 686	115 081	407 194	341 349
MH Munro	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	
	26 May 2014	121,93	23,96	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
	29 May 2017	115,85	25,28		47 177			47 177	47 177
				224 466	47 177	23 638	47 818	200 187	149 079

Long Term Incentive Plan 2005

Name	Expiring three years from	Grant price Rand	Fair value Rand	Number of conditional awards 31 March 2017	Granted	Settled	Lapsed	Number of conditional awards 31 March 2018	Performance condition and time constrained
PH Staude	26 May 2014	121,93	51,79	49 144		18 429	30 715		
	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
	29 May 2017	115,85	63,39		52 041			52 041	52 041
				143 570	52 041	18 429	30 715	146 467	146 467
MH Munro	26 May 2014	121,93	51,79	20 420		7 658	12 762		
	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
	29 May 2017	115,85	63,39		22 996			22 996	22 996
				61 507	22 996	7 658	12 762	64 083	64 083

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 2017	Granted	Delivered	Number of conditional awards 31 March 2018	Conditional awards time constrained
PH Staude	26 May 2014	121,93	96,60	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
	29 May 2017	115,85	107,05		19 883		19 883	19 883
				40 157	19 883	17 451	42 589	42 589
MH Munro	26 May 2014	121,93	96,60	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
	29 May 2017	115,85	107,05		6 657		6 657	6 657
				12 745	6 657	5 539	13 863	13 863

The deferred bonus shares were purchased by the participating employees on 30 May 2017 in respect of the 2017 award. (2016 award purchased 3 June 2016 and the 2015 award purchased 1 June 2015).

Executive directors' share incentive gain/value on settlement (R000)

The Executive directors' share incentive gain/value on settlement relates to Share Appreciation Rights which had previously vested and have now been exercised and settled and to the Long Term Incentive Plan and Deferred Bonus Plan which vested and were settled.

Name	Share-based instrument	2018	2017
PH Staude			
	Share Appreciation Rights	4 328	3 844
	Long Term Incentive Plan	2 209	1 451
	Deferred Bonus Plan	2 092	1 715
		8 629	7 010
MH Munro			
	Share Appreciation Rights	595	1 305
	Long Term Incentive Plan	919	480
	Deferred Bonus Plan	665	563
		2 179	2 348

The share awards were made and exercised at various times and the average share price for the period was R114,17 (2017: R122,68).