



## REMUNERATION POLICY

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## **1. GOVERNING PRINCIPLES AND LEGISLATION**

- 1.1 The Compensation Strategy of the Company, the decisions of the Board, the Committee, and the provisions of this Policy, remain subject to the provisions of the applicable legislation and regulations as they pertain to Remuneration in South Africa and the Company's internal corporate governance protocols.
- 1.2 In developing this Policy, the Committee and the Board have had regard to, amongst other applicable requirements and guidelines, the Companies Act, the Listings Requirements of the JSE, the Charter, and the Company's MOI.
- 1.3 The Board is further fully committed to the principles of fair, responsible, and transparent Compensation espoused in the King IV Report and the Board aims, through the ambit of this Policy, to apply and uphold these principles which states that *"the governing body should ensure that the organisation remunerates fairly, responsibly, and transparently so as to promote the achievement of strategic objectives and positive outcomes in the short, medium, and long-term"*.
- 1.4 In terms of Principle 14 of the King IV Report and the recommended practices stated therein, the Committee has formulated this Policy to:
- 1.4.1 attract, motivate, reward, and retain human capital;
  - 1.4.2 promote the achievement of the Strategic Objectives of the Company within the Company's risk appetite;
  - 1.4.3 promote positive Remuneration outcomes; and
  - 1.4.4 promote an ethical culture and responsible corporate citizenship.
- 1.5 In consideration of the above, and in terms of these principles, this Policy sets out the Company's Compensation Strategy and Compensation Practices as the basis from which the Company may develop its annual Implementation Plan.

## **2. APPLICATION OF THIS POLICY**

- 2.1 The Company is an investment holding company which does not employ any Employees, and the only Compensation paid by the Company is in respect of its Directors.
- 2.2 The Company's operations, administration, and management is delegated to Huge Management and therefore this Policy shall apply to the Personnel of Huge Management.
- 2.3 The Company has strategic, rather than managerial or operational oversight of the PICs but, where shareholder approval is required from the Company, or where the Company

may exercise control or decision-making powers with respect to Compensation of the PICs, this Policy shall *mutatis mutandis* be applicable to such decisions.

### **3. DELEGATION OF AUTHORITY**

- 3.1 The Board has the ultimate responsibility for the appropriateness of the Company's Compensation Strategies and has delegated oversight of this responsibility to the Committee. In terms of such delegation, the Committee is required prepare the Report and Implementation Plan on an annual basis.
- 3.2 The authority of the Committee must be exercised with due regard and consideration to the authority which has been delegated to the Nomination Committee to make recommendations to the Board with respect to the appointment of Directors, and the objectives of the Nomination Committee to ensure that the Board is comprised of individuals which will bring the most value to the Company.
- 3.3 The final determination as to the appointment of Directors and the Compensation payable to such Directors is made by the Board in terms of the prevailing provisions of the MOI. However, the decisions of the Board are informed by the recommendations of both the Nomination Committee and the Committee. In developing the Implementation Plan, the Committee is required to consider the objectives, responsibilities, and strategies of the Nomination Committee and specifically the Strategic Objectives of the Company.

### **4. BACKGROUND STATEMENT**

- 4.1 The Company believes that Compensation is a critical ingredient in long-term organisational success and sustainable value creation. The Company's Compensation Strategy seeks to strike a balance between the social and economic interests of the Personnel within the broader context of macro and microeconomic factors in the environment in which the Company operates, with the view to achieve long-term sustainability.
- 4.2 Compensation is also considered with reference to both Fixed Remuneration and Variable Remuneration. The Company aims to accurately gauge and apply Fixed Remuneration to adequately motivate Personnel, but make Variable Remuneration available to reward the Executives and Key Employees. The Company seeks to develop a suitable Remuneration Mix to attract, retain, motivate, and reward high-calibre talent while ensuring that the Strategic Objectives of the Company are maintained.

**5. THE PRINCIPLES**

5.1 The Company adopts the Principles as the underlying philosophy and foundational basis upon which the Company’s Compensation Practices are formulated and which are to be applied by the Company when formulating its Compensation Strategy.

Principle 1: Promoting fair and equal Director Compensation		
<p><b>Principle 1.1</b></p>	<p><b><u>Reasonable but competitive Fees to Non-Executive Directors</u></b></p> <ul style="list-style-type: none"> <li>▪ to ensure that Non-Executive Directors’ Fees are fair but competitive, having consideration to the responsibilities of the Non-Executive Directors and the commitment required of them; and</li> <li>▪ to attract and retain Non-Executive Directors of suitable expertise to constructively challenge the Executives in delivering the Company’s Strategic Objectives.</li> </ul>	<p><b><u>Compensation Practices</u></b></p> <p>The Company shall ensure that:</p> <ul style="list-style-type: none"> <li>▪ consideration is had to the responsibilities, outputs, requirements, and duties associated with the Directors’ respective roles in the Company;</li> <li>▪ Compensation is adequately and appropriately aligned with such roles; and</li> <li>▪ when making determinations with respect to Compensation of the Executives, that the Company conducts a High/Low Assessment.</li> </ul>
<p><b>Principle 1.2</b></p>	<p><b><u>Observing fair and reasonable Compensation of Executives</u></b></p> <ul style="list-style-type: none"> <li>▪ to Compensate Executives with both Fees and Remuneration, having regard to the dual role which Executives fill;</li> <li>▪ to ensure the equitable compensation of those key individuals which are tasked with executive responsibilities; and</li> <li>▪ to retain the skills, experience, and institutional knowledge of Executives.</li> </ul>	

**Principle 2: Promoting responsible and sustainable value creation**

<p><b>Principle 2.1</b></p>	<p><b><u>Placing emphasis on Fixed Remuneration for Employees</u></b></p> <ul style="list-style-type: none"> <li>▪ to focus on ensuring that Fixed Remuneration is suitably appropriate and fair; and</li> <li>▪ to encourage responsible corporate citizenship and participation in the absence of contingencies.</li> </ul>	<p><b><u>Compensation Practices</u></b></p> <ul style="list-style-type: none"> <li>▪ The Company shall ensure that:</li> <li>▪ unless otherwise justifiable, Compensation is determined with reference to the Market Median prevailing at the time;</li> </ul>
<p><b>Principle 2.2</b></p>	<p><b><u>Positioning Fixed Remuneration at the Market Median</u></b></p> <ul style="list-style-type: none"> <li>▪ to ensure that the Company attracts Employees essential for achieving the Company’s Strategic Objectives with reference to prevailing market conditions;</li> <li>▪ to ensure that Remuneration is reasonable, sustainable, and relevant in the context in which the Company operates; and</li> <li>▪ to ensure certainty and clarity in determination of Remuneration within the Company.</li> </ul>	<ul style="list-style-type: none"> <li>▪ Benchmarking is regularly undertaken, observed, and applied when making any determination with respect to Compensation and Fees;</li> <li>▪ decisions on Compensation are made after due consideration has been given to the impact thereof on all stakeholders, particularly Shareholders, customers, and other Personnel; and</li> <li>▪ decisions on Compensation are made after due consideration has been given to the unique and individual circumstances of the Company and that Compensation is adequately and appropriately aligned with such circumstances.</li> </ul>

**Principle 3: Promoting high levels of team and individual performance**

<p><b>Principle 3.1</b></p>	<p><b><u>Awarding excellence</u></b></p> <ul style="list-style-type: none"> <li>▪ to ensure that bonuses, incentives, and other forms of Variable Remuneration may be made available to support the retention of Executives and Key Personnel;</li> <li>▪ to align the Compensation Strategy with the Company’s Strategic Objectives and Investment Strategy; and</li> <li>▪ to ensure continued motivation of and performance by Personnel.</li> </ul>	<p><b><u>Compensation Practices</u></b></p> <p>The Company shall ensure that:</p> <ul style="list-style-type: none"> <li>▪ Variable Remuneration is applied to drive strategically aligned behaviour, supporting the achievement of Portfolio returns through acquisition, growth, and /or sale of PICs; and</li> <li>▪ a reasonable, fair, and appropriate Remuneration Mix is applied which aligns with the Company’s Strategic Objectives and Investment Strategy.</li> </ul>
<p><b>Principle 3.2</b></p>	<p><b><u>Creating incentives for Key Employees and Executives</u></b></p> <ul style="list-style-type: none"> <li>▪ to make the Company’s Compensation Strategy competitive and attractive compared with its competitors in the smarket to support the retention of Key Employees and Executives;</li> <li>▪ to align the interests of Key Employees with the interests of the Company; and</li> <li>▪ to support the achievement of the Company’s Investment Strategy, growth targets, and performance levels by motivating and incentivising Key Employees and Executives.</li> </ul>	

**Principle 4: Observing Best Practices**

<p><b>Principle 4.1</b></p>	<p><b><u>Equal pay for equal work</u></b></p> <ul style="list-style-type: none"> <li>▪ ensure fair, equal, and reasonable Compensation for Personnel in the same or similar roles; and</li> <li>▪ to align with the Company’s objectives as set out in the Social and Ethics Policy.</li> </ul>	<p><b><u>Compensation Practices</u></b></p> <p>The Company shall ensure that:</p> <ul style="list-style-type: none"> <li>▪ no differential in Compensation may exist on the basis of sex, gender, race, sexual orientation, religious belief, political affiliation, or any other form of unfair discrimination;</li> <li>▪ where income inequality may exist, that it is reduced over time;</li> <li>▪ a Framework is developed to assess the achievement of Strategic Objectives and positive outcomes of this Policy;</li> <li>▪ adequate and necessary Compensation disclosures are made in terms of the applicable and prevailing legislation at the time; and</li> <li>▪ employment agreements are concluded with due consideration to this Policy and the requirements set out herein.</li> </ul>
<p><b>Principle 4.2</b></p>	<p><b><u>Adequate and transparent disclosure of Compensation</u></b></p> <ul style="list-style-type: none"> <li>▪ to ensure compliance with all relevant legal and good governance obligations of the Company;</li> <li>▪ to build and maintain trust within the Company by making disclosures which are clear and accessible; and</li> <li>▪ to avoid any extraordinary or unnecessary disclosures where confidentiality is necessary or the Company may breach any obligations.</li> </ul>	
<p><b>Principle 4.3</b></p>	<p><b><u>The development of Performance Metrics and Frameworks</u></b></p> <ul style="list-style-type: none"> <li>▪ to ensure that clear guidelines exist to measure the performance of Personnel; and</li> <li>▪ to ensure that the Company’s Policy is consistently reviewed and measured against the Strategic Objectives.</li> </ul>	

## **6. COMPENSATION PRACTICES**

- 6.1 When developing and approving the Report and Implementation Plan, the Committee and the Board shall ensure that the Principles are maintained and achieved in terms of the Compensation Practices developed in respect of each Principle.
- 6.2 When developing and approving the Report and Implementation Plan, the Committee and the Board shall ensure that the Principles are maintained and achieved by ensuring that the Implementation Plan does not have the effect of:
- 6.2.1 rewarding failure or poor performance;
  - 6.2.2 retesting performance conditions to provide “second” chances to achieve targets over a longer period;
  - 6.2.3 adjusting performance measures retrospectively to improve outcomes;
  - 6.2.4 permitting Personnel to determine their own Compensation structure, without oversight by the Committee;
  - 6.2.5 allowing practices which undermine the objectives of this Policy or the decisions of the Committee; or
  - 6.2.6 permitting any back-dating or re-pricing of share incentive grants in any share-based incentive scheme.

## **7. COMPENSATION POLICY**

- 7.1 Fixed Remuneration
- 7.1.1 The primary and preferred manner of Compensation with respect to Employees is Fixed Remuneration.
  - 7.1.2 Fixed Remuneration is regarded as being fair and reasonable consideration for the achievement of KPIs by the Employees.
  - 7.1.3 The fulfilment of KPIs by Employees does not give rise to any expectation or promise by the Company to offer Variable Remuneration to its Employees.
  - 7.1.4 The Company annually adjusts salaries to align with any changes to the Market Median. Annual adjustments in Fixed Remuneration are not based on performance and are solely to adjust, where necessary and possible, the Employees’ Fixed Remuneration to align with any changes to the Market Median for the industry in which the Company operates, having regard to:
    - (i) market conditions;

- (ii) cost of living adjustments and inflation;
- (iii) the degree by which the Market Median has moved since the last review;
- (iv) affordability and business strategy considerations; and
- (v) the outcome of each Employee's performance review.

7.1.5 When increasing Fixed Remuneration, particular regard must be had to:

- (i) scarcity of the same or similar skills in the market;
- (ii) the critical nature of the position;
- (iii) Employees who display talent, knowledge, or skills which the Company may wish to retain; and
- (iv) the upper limit of the Fixed Remuneration of an Employee in the same or similar position in the market.

7.1.6 Employment contracts must be concluded with all Personnel and specify the Fixed Remuneration and, where applicable, any Variable Remuneration payable by the Company including:

- (i) the basic salary, including financial and non-financial Benefits;
- (ii) where applicable, the Variable Remuneration;
- (iii) payments on termination of employment;
- (iv) sign-on, retention, and restraint payments;
- (v) the provisions, if any, of any pre-vesting forfeiture and post-vesting forfeiture of remuneration;
- (vi) any allowances or commissions payable; and
- (vii) where an Employee may also be a Director, any Fees which may be payable to the Employee as a result of such Employee being a Director, which Fees must be in accordance with the Company's Policy in respect of Fees.

## 7.2 Employee Benefits

7.2.1 Employee Benefits must be balanced and comparative with the Compensation which is already paid to Employees.

7.2.2 Benefits are available to Employees, including:

- (i) group risk insurance, including funeral cover;
- (ii) membership of a medical aid scheme; and
- (iii) pension or provident scheme participation.

7.2.3 On an annual basis, the Committee should review the Benefits offered by the Company, to determine:

- (i) whether the Benefits are appropriate and competitive, given the industry, the financial position of the Company, legislative requirements, and market benchmarks and trends;
- (ii) whether the costs related to the administration of the Benefits are justified and reasonable;
- (iii) whether Benefits meet the needs of all Employees and are fair to all employees; and
- (iv) whether the Benefits offered to Executives are similarly offered to all employees and if not, the reasons therefore.

### 7.3 Non-Financial Benefits

7.3.1 The Company does not currently offer non-financial Benefits to its Employees.

7.3.2 The Company may introduce non-financial Benefits to its Employees and in considering whether to introduce non-financial Benefits, the Company shall assess:

- (i) the Strategic Objectives of the Company and how the proposed non-financial benefits align with these objectives;
- (ii) the potential for the non-financial Benefits to achieve the Company's Compensation Strategy in place of financial Benefits;
- (iii) the potential impact of non-financial Benefits on Employee productivity, morale, and job satisfaction, ensuring that the introduction of such Benefits will positively contribute to the Company's performance and workplace environment;
- (iv) the cost and feasibility of implementing and maintaining the proposed non-financial Benefits, including an assessment of

budgetary constraints and the potential return on investment in terms of Employee retention and performance;

- (v) industry standards and competitor practices to ensure that the Company remains competitive in attracting and retaining talent by offering a comprehensive Benefits package;
- (vi) compliance with applicable laws, regulations, and labour standards to ensure that the introduction of non-financial Benefits adheres to legal requirements and supports the Company's Compensation Practices; and
- (vii) the long-term sustainability of the non-financial Benefits program, including considerations around scalability and adaptability as the Company grows and evolves.

7.3.3 Eligibility for non-financial Benefits is determined based on the Employee's role, level, and duration of employment, as well as specific terms outlined in the Employee's contract of employment.

7.3.4 Non-financial benefits shall be disclosed in the Report based on the cost incurred by the Company to introduce and/or maintain the non-financial benefit and a report as to the impact of such non-financial benefit on the Company and its Employees.

#### 7.4 Variable Remuneration

7.4.1 The Company may, at its discretion, provide for Variable Remuneration to individual Employees, subject always to the performance of the Company.

7.4.2 The benefit of implementing Variable Remuneration will be considered by the Board as it implements the Investment Strategy.

7.4.3 The Company may, at its discretion, award Personnel for performance which exceeds the relevant KPIs. Any such reward will be calculated with reference to the extent by which actual performance exceeds the KPIs.

#### 7.5 Payments on Termination

7.5.1 The Company may, from time to time, and as the Committee deems appropriate, negotiate and agree to payments on termination.

7.5.2 Payments on termination must be fair and reasonable having regard to the duration of employment, the terms of the employment contract, the

Employee's role and responsibilities, the reason for termination, any applicable statutory requirements, and prevailing market practices.

7.5.3 Payments on termination may include, but are not limited to, severance pay, notice pay, and compensation for any accrued but unused leave.

7.5.4 The Committee shall ensure that all termination payments comply with relevant legal and regulatory requirements and are aligned with this Policy.

7.5.5 Any payments that may be made on termination shall be disclosed in the Report, including the reasons for such payments being made.

## 7.6 Sign-On Payments

7.6.1 The Company may, from time to time, and as the Committee deems appropriate, negotiate certain sign-on payments.

7.6.2 Sign-on payments must be fair and reasonable having regard to the agreed upon duration of employment, the terms of the employment contract, the Employee's role and responsibilities, the reason for sign-on, any applicable statutory requirements, and prevailing market practices.

7.6.3 Any sign-on or retention payments shall be disclosed in the Report.

## 7.7 Restraint Payments

7.7.1 The Company may, in certain circumstances, conclude restraint arrangements which are governed by contracts concluded with Key Personnel and in other instances, the Company may extend the applicable restraint period in return for paying compensation for every month by which a restraint period is extended.

7.7.2 Restraint payments shall, unless otherwise agreed, be equal to the individual's annual Compensation, divided by twelve, which is payable monthly in arrears.

7.7.3 Restraint payments must be fair and reasonable, having regard to the agreed-upon duration and scope of the restraint period, the terms of the contract, the Personnel's role and responsibilities, the reason for the restraint, any applicable statutory requirements, and prevailing market practices.

7.7.4 Such payments should appropriately Compensate the Personnel for any restrictions placed on their future employment opportunities but must always be reasonable, appropriate, and justifiable and solely agreed to and

made by the Company for the purposes of protecting the best interests of the Company by assessing the risks and benefits of such payments.

7.7.5 Any such payments will be disclosed in the Report.

## 7.8 Commissions and Allowances

7.8.1 Allowances and commissions may be provided in appropriate circumstances, provided that the Remuneration Mix is reflective of the Company's Compensation Strategy.

7.8.2 Such payments will be disclosed in the Report.

## 7.9 Retention

7.9.1 The Company may, from time to time, and as the Committee deems appropriate, negotiate retention mechanisms with Key Employees, which mechanism may include financial or non-financial Benefits.

7.9.2 Retention mechanisms must be fair and reasonable having regard to the agreed upon duration of employment, the terms of the employment contract, the Key Employee's role and responsibilities, the reason for retention, any applicable statutory requirements, and prevailing market practice.

7.9.3 In considering retention mechanisms, consideration must also specifically be given to the following:

- (i) whether the payment includes financial benefits and/or non-financial benefits;
- (ii) the basis of the award;
- (iii) the periods over which the award vests;
- (iv) the lock-in period; and
- (v) the terms relating to the payment of awards that have not vested by the date of termination of employment or before the end of a defined retention period.

7.9.4 Any retention mechanisms shall be disclosed in the Report.

## 7.10 Compensation of Directors

7.10.1 The Compensation payable to Directors is proposed by the Committee on an annual basis and voted on by Shareholders at the AGM.

- 7.10.2 The Company may reimburse Directors for reasonable expenses which they incur in the course of executing their duties.
- 7.10.3 Where necessary and appropriate, the Company may incur certain reasonable and necessary expenses to ensure that Directors may perform the duties required of them.
- 7.10.4 The Compensation in respect of the Directors must be determined and agreed upon prior to any appointments.
- 7.10.5 Interim Director appointments are permitted during the course of the year and interim Directors shall be paid Fees on the same basis as the Director replaced by the interim Director, unless agreed otherwise, which Fees shall be apportioned to the interim Director on a *pro rata* basis where applicable.
- 7.10.6 The Company shall pay competitive Fees that are aligned to the skill, experience, and time commitment required from Directors.
- 7.10.7 The Committee shall consider and approve the Fees payable to Directors by referencing independent and publicly available information in respect of director's fees, particularly relevant to the size of the Company and the industry in which it operates, and Fees shall be Benchmarked against a comparison group of JSE-listed companies.
- 7.10.8 Directors are entitled to be Compensated for travel and subsistence when travelling on official business but there is no contractual agreement to Compensate Directors for other expenses, including loss of office.
- 7.10.9 Non-Executive Directors do not receive short-term incentives and do not participate in any long-term incentive schemes.
- 7.10.10 When considering an annual increase in Fees, consideration should be had to:
- (i) the Company's financial performance and whether it achieved its budgeted earnings growth;
  - (ii) whether the Company achieved its Strategic Objectives for the prior year;
  - (iii) the growth of the Company;
  - (iv) changes in the risk profile of the Company in comparison to the prior year; and
  - (v) the annual increase in Fixed Remuneration of Employees.

## 7.11 Compensation of Executives

- 7.11.1 The Company Remunerates Executives based on Remuneration which comparatively reflects the office held by Executives and the responsibilities placed on Executives to motivate and encourage sustainable performance and secure retention.
- 7.11.2 The Compensation packages of Executives comprise of Remuneration and the Fees.
- 7.11.3 The Fixed Remuneration for Executives is determined annually based on the market value of their position.
- 7.11.4 Variable Remuneration is based on the performance ratings of the Executives in terms of their KPIs.
- 7.11.5 Executives are required to enter into performance contracts that clearly define individual KPIs linked to the Strategic Objectives of the Company. The contracts and related performance ratings are reviewed by the Committee in order to determine Variable Remuneration.
- 7.11.6 Executives employed by the Company may participate in a profit-share pool if profit before taxation exceeds targeted earnings for the year, which profit share arrangement, and the terms thereof, must be included in the Implementation Plan for approval by the Board and Shareholders.
- 7.11.7 A long-term incentive scheme may be implemented to align the interests of Executives with those of Shareholders and to retain the key people who are responsible for leading the organisation.
- 7.11.8 The Compensation package for all Executives is reviewed annually by the Committee based on market information and individual competency assessments.

## 7.12 Management Performance Evaluation

- 7.12.1 In terms of the Company's Investment Strategy, Key Employees form an integral part of achieving the Strategic Objectives of the Company and therefore, the Company Remunerates Key Employees based on Compensation which comparatively reflects the positions held by Key Employees, and the responsibilities placed on Key Employees, to motivate and encourage sustainable performance and secure retention of Key Employees.

7.12.2 Key Employees shall be subject to a suitable performance evaluation on an annual basis.

7.12.3 The Compensation package for Key Employees is reviewed annually by the Committee based on market information and their individual competency assessments.

7.12.4 When considering an annual increase in the Compensation of Key Employees, consideration should be had to:

(i) where applicable, the financial performance of the Company and whether the Key Employee achieved the budgeted earnings growth;

(ii) whether the Key Employee achieved the performance targets and aligned themselves with the Company's Strategic Objectives for the year; and

(iii) the annual increase in Fixed Remuneration of Employees.

#### 7.13 Employee Performance Evaluation

7.13.1 Employees shall be subject to annual performance reviews, the results of which shall be shared with the Committee.

#### 7.14 Directors' Interest in Shares and contracts with the Company

7.14.1 The interests of the Directors and Key Employees in shares of the Company and contracts related to the Company must be disclosed in the annual financial statements in accordance with the Companies Act.

### **8. COMMUNICATING COMPENSATION PRACTICES**

8.1 Each year the Committee shall publish the Report in respect of the previous reporting period which must contain:

8.1.1 a Background Statement;

8.1.2 an overview and review of this Policy and its main provisions; and

8.1.3 an implementation report containing the details of the Compensation paid to the Directors.

8.2 The Committee, together with the Social and Ethics Committee, will issue a joint statement on an annual basis, explaining:

8.2.1 how fairness in Compensation Practices is maintained;

8.2.2 how the Company's activities support its role as a responsible corporate citizen, including:

- (i) setting of targets for the purposes of employment equity;
- (ii) ensuring fair and responsible Compensation; and
- (iii) ensuring the health, dignity, and safety of employees.

8.3 The Compensation of Directors shall be disclosed utilising the single, total figure Compensation disclosure table presented in Annexure A hereto and shall align with the reporting recommendations of the single, total figure disclosure of the King IV Report.

## **9. ENGAGEMENT WITH THE BOARD AND THE SHAREHOLDERS**

9.1 This Policy shall be subject to Board and Shareholder approval.

9.2 This Policy shall be tabled every three years for Board approval, alternatively when material amendments are made to this Policy.

9.3 This Policy shall be tabled every three years at the Company's AGM for approval by the Shareholders by way of an ordinary resolution, alternatively when material amendments are made to this Policy.

9.4 The Committee shall review this Policy on an annual basis and this Policy may be amended as required, subject to Board Approval and the Shareholders voting in favour of such amendment by way of an ordinary resolution.

9.5 Where the Shareholders vote against this Policy or any amendment to this Policy, the Company will, in good faith and with reasonable effort:

9.5.1 enter into an engagement process that is reasonably agreeable to all parties concerned to ascertain the reasons for the dissenting votes;

9.5.2 address legitimate and reasonable objections and concerns, including amending the Policy or clarifying or adjusting the Compensation Strategy or Compensation Practices; and

9.5.3 make necessary announcements if required by the stock exchange on which the Company's shares are listed, if applicable.

9.6 The Report, including the Implementation Plan shall be tabled every year at the Company's AGM for approval by the Shareholders in terms of an ordinary resolution.

9.7 Where the Shareholders vote against the Report, the Report will be presented at the next AGM or shareholders meeting called for this purpose, until it is approved.



9.8 Each year the Committee shall present the Report, including the Implementation Plan, to the Board for Board Approval.

**10. GENERAL**

10.1 This Policy will be made publicly available on the Company's website.

10.2 Any general queries relating to this Policy may be addressed through the office of the Company Secretariat.

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**Chairperson**

**Remuneration Committee**

**Huge Group Limited**

## SCHEDULE 1: DEFINITIONS

<b>AGM</b>	means the annual general meeting of the Company;
<b>Benchmarking</b>	means the research and benchmarking to be performed from time to time to assess Compensation within the Company, which process will be conducted against companies of comparable size, revenue, market value, profits, and financial performance within the same industry and using at least two independent salary surveys and <b>Benchmark</b> or <b>Benchmarked</b> shall have a corresponding meaning;
<b>Benefits</b>	means financial and non-financial mechanisms that the Company may make available to Personnel including but not limited to financial benefits such as health care, risk cover, savings programmes, retirement programmes, and income protection, as well as non-financial benefits such as flexible work hours and remote working;
<b>Board</b>	means the board of directors of the Company;
<b>Board Approval</b>	means the requisite approval mechanisms or requirements in order for the Board to pass any resolution as determined by the MOI;
<b>Charter</b>	means the Remuneration Committee Charter as implemented from time to time;
<b>Committee</b>	means the Remuneration Committee of the Board as constituted from time to time;
<b>Company</b>	means Huge Group Limited (Registration number 2006/023587/06), a public company duly incorporated in terms of the laws of South Africa;
<b>Companies Act</b>	means the Companies Act 71 of 2008, as amended from time to time and, subject to the effective date thereof, the Companies Amendment Act 16 of 2024;
<b>Compensation</b>	means any payment made by the Company to its Personnel in respect of such services rendered by the Personnel of the Company and is used to collectively refer to Remuneration and/or Fees, as the case may be, and <b>Compensate</b> and <b>Compensated</b> shall have a corresponding meaning;

<b>Compensation Practices</b>	means the Compensation practices as outlined in this Policy;
<b>Compensation Strategy</b>	means the Compensation strategy as generally outlined in this Policy and further developed and refined from time to time in the Implementation Plan for each year;
<b>Directors</b>	means the duly appointed directors of the Company from time to time, inclusive of both the Executives and Non-Executive Directors and <b>Director</b> shall have a corresponding meaning;
<b>Employee</b>	means any individual which is Compensated by the Company as an employee and, for the purposes of this Policy, includes the Executives where the Executives are regarded as employees of the Company and <b>Employees</b> shall have a corresponding meaning;
<b>Executive</b>	means senior management Personnel of the Company who hold executive director positions on the Board, including individuals who are responsible for the day-to-day management and strategic decision-making of the Company, and who actively participate in the Company's operations, such as the Chief Executive Officer (CEO) or Managing Director, Chief Financial Officer (CFO) of Financial Director, Chief Operating Officer (COO) or Operations Director, and any other senior executives appointed to the Board with executive functions and <b>Executives</b> shall have a corresponding meaning;
<b>Fees</b>	means the fees which are paid by the Company to its Directors as determined from time to time by the Committee and <b>Fee</b> shall have a corresponding meaning;
<b>Fixed Remuneration</b>	means fixed remuneration and includes basic salaries, allowances, and employer-related Benefits which do not vary, and which are monetised, to arrive at an amount;
<b>Framework</b>	means the frameworks and performance measures which are used by the Company to measure and assess the achievement of Strategic Objectives and positive outcomes in respect of Remuneration, including the relative weighting of each performance measure and the period of time over which it is measured and <b>Frameworks</b> shall have a corresponding meaning;

<b>High/Low Assessment</b>	means the assessment of performance-based Compensation considering the potential consequences on the total Compensation of Personnel on a single, total figure basis under minimum, on-target, and maximum performance outcomes;
<b>Huge Management</b>	means Huge Management Company Proprietary Limited (Registration number 2007/033510/07), a private company duly incorporated in terms of the laws of South Africa;
<b>Implementation Plan</b>	means the proposals, plans, and strategies as published by the Company from time to time in its annual Report;
<b>Investment Strategy</b>	means the Company’s short-term, medium-term, and long-term strategic plans as an investment holding company as developed or redeveloped by the Board from time to time to achieve the Strategic Objectives and <b>Investment Strategies</b> shall have a corresponding meaning;
<b>JSE</b>	means the Johannesburg Stock Exchange;
<b>Key Employee</b>	means any employee of the Company who is identified as being vital to the Company’s success due to their significant role, specialized skills, or strategic importance, which includes, but is not limited to, members of senior management, department heads, team leaders, and any other employees whose contributions are vital to the operations, decision-making, and long-term Strategic Objectives of the Company and <b>Key Employees</b> shall have a corresponding meaning;
<b>King IV Report</b>	means the King IV™ Report on Corporate Governance for South Africa, as amended or replaced from time to time;
<b>KPIs</b>	means the key performance indicators as determined by the Company from time to time to measure the performance of Employees in terms of the Company's Strategic Objectives and may include financial metrics, such as revenue growth and profitability, as well as non-financial metrics, such as customer satisfaction, operational efficiency, innovation, teamwork, leadership, and adherence to company values and generally any framework established by the Company to evaluate Employee contributions to drive the desired performance outcomes of Employees and <b>KPI</b> shall have a corresponding meaning;

<b>Listing Requirements</b>	means the listing requirements of the Stock on which the Company's Shares are listed, if applicable;
<b>Market Median</b>	means Compensation which is the same or similar to the median quartile for comparable positions and/or of a relevant peer group as measured and determined by the Board by way of Benchmarking;
<b>MOI</b>	means the memorandum of incorporation of the Company as amended from time to time;
<b>Non-Executive Directors</b>	means a member of the Company's Board who does not have a management role within the Company and is not involved in the day-to-day operations of the Company and rather provides independent oversight, advice, and judgment, and contributes to the development of the Company's Strategic Objectives by monitoring the Executive's management, ensuring accountability, and safeguarding the interests of Shareholders and other stakeholders independently of the Executives and <b>Non-Executive Director</b> shall have a corresponding meaning;
<b>Personnel</b>	means collectively the Directors and the Employees of the Company and Huge Management;
<b>PIC</b>	stands for Portfolio Investment Company and means generally those entities or businesses in which the Company may invest, or has made an investment, and in terms of which the Company holds an equity stake or other form of ownership which results in the Company exercising influence or control over such Companies' strategic decisions, operations, or governance and <b>PICs</b> or the <b>Portfolio</b> shall have a corresponding meaning;
<b>Policy</b>	means this Remuneration Policy;
<b>Principles</b>	refers collectively to those principles which are set out in paragraph 5 and <b>Principle</b> shall have a corresponding meaning;
<b>Remuneration</b>	means all forms of payment and Benefits provided to Employees and encompasses both Fixed Remuneration and Variable Remuneration;
<b>Remuneration Mix</b>	means the balance between Fixed Remuneration and Variable Remuneration elements;

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<b>Report</b>	means the annual report which is compiled by the Committee and published by the Company with respect to Compensation;
<b>Shares</b>	means one of the units into which the proprietary interests of the Company is divided as reflected in the MOI and <b>Shares</b> shall have a corresponding meaning;
<b>Shareholders</b>	means the holders of Shares issued by the Company and who are registered as such in the Company's securities register and <b>Shareholder</b> shall have a corresponding meaning;
<b>Strategic Objectives</b>	means the Company's performance objectives, targets, and strategies as an investment holding company to identify, fund, invest in, acquire, and retain its PICs in a decentralised management and strategic oversight role so as to grow the overall investment platform and value of the Portfolio; and
<b>Variable Remuneration</b>	means performance-based, non-guaranteed incentives, including cash bonuses and potential share-based payments or incentives, including short and long-term incentives and deferrals.

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**ANNEXURE A: FORM OF DIRECTOR COMPENSATION DISCLOSURE**

<b>Name of director:</b>	<b>Current Year</b>	<b>Prior Year</b>
Salary		
Risk and retirement funding		
Vehicle benefit		
Medical benefit		
Insurance benefit		
Security benefit		
Other Benefits*		
<b>Total salary and benefits</b>		
Annual short-term incentive		
Annual long-term incentive		
Dividends accrued through the vesting cycle		
<b>Total annual Compensation</b>		
*Insert notes on “Other Benefits”		