

# Remuneration report

## INDEPENDENT NON-EXECUTIVE DIRECTORS' REMUNERATION

The fees payable to the independent non-executive directors are reflected below:

Category	Role	2016 current practice		2017 proposed payment			
		Retainer fee R	Fee per meeting R	Retainer fee R	Retainer fee increase %	Fee per meeting R	Fee per meeting increase %
Lead independent director		392 200	11 130	403 966	3	12 020	8
Board	Director	224 720	11 130	231 462	3	12 020	8
Audit Committee	Chairperson	151 580	11 130	156 127	3	12 020	8
	Member	75 260	11 130	77 518	3	12 020	8
NGMR Committee	Chairperson	100 700	11 130	103 721	3	12 020	8
SHEQ Committee							
SET Committee	Member	50 880	11 130	52 406	3	12 020	8

## DIRECTOR AND EXECUTIVE MANAGEMENT EMOLUMENTS (R'000) – 2016

Name	Months paid	Fees	Re-muneration	Pension/ payment contributions	Performance bonus <sup>1</sup>	Benefits, allowances and gains on share incentives	Total
<b>Non-executive directors<sup>2</sup></b>		2 424	-	-	-	-	2 424
Current directors							
Dr KDK Mokhele	12	834	-	-	-	-	834
NVL Qangule	12	474	-	-	-	-	474
GJ Strauss	12	652	-	-	-	-	652
CF Wells	12	464	-	-	-	-	464
<b>Executive directors</b>		1 000	3 135	456	1 575	1 033	7 199
Current directors							
SM Venter – Managing Director	12	-	3 135	456	1 575	1 033	6 199
DKT Devers <sup>3</sup>	12	1 000	-	-	-	-	1 000
<b>Total emoluments</b>		3 424	3 135	456	1 575	1 033	9 623

<sup>1</sup> In respect of 2015 financial performance.

<sup>2</sup> The Linde Group's non-executive directors are not reflected as they do not receive emoluments from the Company.

<sup>3</sup> Fees paid to BOC Holdings PLC.

# Remuneration report continued

## DIRECTOR AND EXECUTIVE MANAGEMENT EMOLUMENTS (R'000) – 2015

Name	Months paid	Fees	Re- muneration	Pension/ payment contri- butions	Performance bonus	Benefits, allowances and gains on share incentives	Total
<b>Non-executive directors<sup>1</sup></b>		2 719	-	-	-	-	2 719
Former directors							
DM Lawrence	5	609	-	-	-	-	-
<b>Current directors</b>							
NVL Qangule	12	402	-	-	-	-	-
Dr KDK Mokhele	12	787	-	-	-	-	-
GJ Strauss	10	436	-	-	-	-	-
CF Wells	12	485	-	-	-	-	-
<b>Executive directors</b>		1 000	2 947	429	1 157	8 645	14 178
<b>Current directors</b>							
SM Venter	7		1 869	272	325	601	3 067
DKT Devers <sup>2</sup>	7	1 000	-	-	-	-	1 000
<b>Former directors</b>							
BD Kimber	1	-	-	-	-	7 385	7 385
NA Thomson	5	-	1 078	157	832	659	2 726
<b>Total emoluments</b>		3 719	2 947	429	1 157	8 645	16 897

## SHARE APPRECIATION RIGHTS AND FORFEITABLE SHARES GRANTED DURING THE YEAR

Name	Fair value at options at issue date R'000	Number of SARs	Number of forfeitable shares with performance conditions	Number of forfeitable shares without performance conditions
<b>2016</b>				
<b>Executive directors</b>				
SM Venter	606	24 000	27 000	9 000
DKT Devers	-	-	-	-
<b>Total SARs and forfeitable shares granted during the year</b>	<b>606</b>	<b>24 000</b>	<b>27 000</b>	<b>9 000</b>
<b>2015</b>				
<b>Executive directors</b>				
SM Venter	2 442	32 000	61 000	117 000
DKT Devers	-	-	-	-
<b>Total SARs and forfeitable shares granted during the year</b>	<b>2 442</b>	<b>32 000</b>	<b>61 000</b>	<b>117 000</b>

## VESTED AND NON-VESTED NUMBER OF RIGHTS<sup>3</sup>

Name	2016		2015	
	Vested number of rights (exercisable)	Non-vested number of rights (not yet exercisable)	Vested number of rights (exercisable)	Non-vested number of rights (not yet exercisable)
<b>Executive directors</b>				
SM Venter	-	270 000	-	210 000
DKT Devers	-	-	-	-
<b>Total vested and non-vested number of rights</b>	<b>-</b>	<b>270 000</b>	<b>-</b>	<b>210 000</b>

<sup>1</sup> The Linde Group's non-executive directors are not reflected as they do not receive emoluments from the Company.

<sup>2</sup> Fees paid to BOC Holdings PLC.

<sup>3</sup> Includes: FSP without performance criteria, FSP with performance criteria and SARs.

## SHAREHOLDING OF DIRECTORS AND EXECUTIVE MANAGEMENT

Name	2016		2015	
	Beneficial	Non-beneficial	Beneficial	Non-beneficial
<b>Executive directors</b>				
SM Venter – Managing Director	-	-	-	-
DKT Devers	-	-	-	-
<b>Non-executive independent directors</b>				
NVL Qangule	-	100	-	100
GJ Strauss	-	-	-	-
Dr KDK Mokhele	-	100	-	100
CF Wells	100	-	100	-
<b>Non-executive directors</b>				
S Graham Johnston – Chairperson	-	-	-	-
R Gearing	-	100	-	100
M van Plotho	-	100	-	100