Clicks Group remuneration report 2023

The Clicks Group's remuneration philosophy and strategy are aimed at driving an ethical, high-performance culture that creates sustainable long-term value for shareholders. The group's remuneration policy is designed to attract, motivate, reward and retain competent, talented employees to deliver sustained business growth in an ethical manner. The policy sets out clear guidelines to develop relevant, timely, market-related total reward practices that achieve the group's business objectives.

About this report

This report provides an overview of the remuneration framework for all Clicks Group ("group") employees and how the policy and practices were implemented in the reporting period to align with shareholder value creation. The remuneration paid to executive and non-executive directors for the 2023 financial year is detailed on pages 18 and 19.

This report aims to inform investors on the group's remuneration policy and its implementation to enable shareholders to make informed decisions when voting on remuneration-related resolutions. The following remuneration-related resolutions will be tabled for consideration by shareholders at the annual general meeting (AGM) on 1 February 2024:

1. An advisory non-binding vote on the group's remuneration policy (set out on pages 7 to 15).
2. An advisory non-binding vote on the group's remuneration implementation report (set out on pages 16 to 19).
3. Approval of the proposed non-executive directors' fees (refer to page 15 of this report).

The structure of this report includes a background statement, the group's remuneration policy and implementation report. It is informed by applicable regulatory requirements, standards and guidance which include:

1. The Companies Act, 2008 amended
2. The JSE Listings Requirements
3. The King IV Report on Corporate Governance in South Africa 2016 (King IV)

The group seeks to continuously enhance the quality of its reporting and welcomes feedback from all stakeholders on this report. Any feedback should be directed to the company secretary at CompanySecretary@clicksgroup.co.za.

Background statement

Dear Shareholders

On behalf of the board, I am pleased to present our remuneration report for the financial year ended 31 August 2023. The report details the review of the remuneration framework undertaken during the year and the consequent enhancements to our remuneration policy as well as the remuneration outcomes for the 2023 financial year and planned focus areas for the 2024 financial year.

Introduction

The Clicks Group value proposition sets us apart in a challenging operating environment, highlighting the resilience of the group's business model. The group continued to deliver sustained performance, adapt to changing market dynamics, gain market share as it expanded the store and pharmacy network. We have continued to thrive as a business and reinforced our social licence to operate in the way we conduct our business and relate to our stakeholders.

The group's objective is to create an inclusive and transformed organisation with a strong talent pipeline to support long-term business growth and ensure a continued competitive advantage. Attracting, engaging, developing and retaining the valuable talent that we need to achieve our strategic goals is critical to our continued success.

The group's employee value proposition supports this objective through a holistic approach to reward by promoting fair and responsible remuneration practices and enhanced employee wellbeing through our employee wellness, employee development, and employee diversity and inclusion initiatives.

The group has achieved this through the following initiatives:

- The group provides life assurance cover up to the value of six times an employee's annual guaranteed pay, two times higher than the typical market average for the sector.
- The group implements policies and training to remain current with developing health and safety issues and ensure safety standards are maintained.
- All employees and their household dependants have access to the group employee wellness programme which provides a holistic service that addresses all facets of wellness.
- The group further extended its e-learning platform by increasing the number of online courses available to employees and aligning these programmes to its strategic and operational imperatives.
- The group recognises the importance of diversity in the workplace and that employment equity (EE) is an imperative business driver. The group has a three-year transformation roadmap and a five-year EE plan. Its commitment to diversity and inclusion is reflected by the group's BBBEE-verified level 4 rating and diverse board representation.
- The group engages independent external reward practitioners to benchmark its remuneration framework against its defined peer group to ensure that the group's remuneration policy and practices are both responsible and fair.

Business performance

Clicks Group continues to deliver on its strategy and its business model remains resilient, supported by strong management. The group's remuneration philosophy and strategy, which encourages individual and team performance, is continually reviewed and adjusted to promote the achievement of the group's strategic objectives. This is borne out in the group's continued success as highlighted in the Chief Executive Officer (CEO) and Chief financial officer (CFO) reports on pages 44 and 50 in the integrated report. The alignment between remuneration and business outcomes is highlighted below:

- Turnover increased by 8.2% (excluding vaccinations) to R41.6 billion (up 5.1% including vaccinations).
- Retail sales grew by 12.2%.
- An increase of 11.5% in adjusted diluted headline earnings per share (HEPS).
- Dividend increased by 6.6% to 679 cents per share.
- Return on equity at 43.6% is within the medium target range of 40% to 50%.
- The group returned R2.3 billion to shareholders in dividends and share buy-backs.
- The group achieved all its medium-term financial targets.

The group's outperformance over both the shorter and longer term reflects that the remuneration policies and the implementation thereof is fit-for-purpose, enabling the group to attract and retain the talent needed to support the sustained growth of the group.

Chief financial officer (CFO) transition

Michael Fleming retired as CFO and an executive director effective 31 December 2022. As a consequence of his retirement his outstanding short and long-term incentive awards were paid on a prorated basis in accordance with the applicable scheme rules.

Gordon Traill was appointed as CFO with effect from 1 January 2023 and his total remuneration (which includes annual guaranteed pay, short-term incentive and long-term incentive multiples) was adjusted from that date as outlined on pages 17 and 19 of the implementation report.

Remuneration governance

The remuneration committee (the committee), operating under the authority delegated by the board, is responsible for overseeing the establishment and maintenance of the group's remuneration policy, policy outcomes and pay practices. The committee assists the board in ensuring the group has a competitive remuneration policy and governance framework which is aligned with the group's strategic and organisational performance objectives.

Remuneration committee composition

In line with the recommendations of King IV, the committee comprises only independent non-executive directors, namely Sango Ntsaluba (chair), David Nurek, Mfundiso ("JJ") Njeke, John Bester and Christine Ramon. The tenure of 60% of the members of the committee does not exceed five years. The CEO attends committee meetings by invitation but is recused from discussions that relate to her own performance appraisal and remuneration. Detail on the committee meeting attendance is included on page 40 of the integrated report.

Remuneration committee mandate

The primary responsibilities of the committee include:

- ensuring the remuneration policy is aligned to and promotes the achievement of the group's strategic objectives and encourages individual and team performance;
- ensuring the market competitiveness of the group's total remuneration offering to support the attraction, motivation and retention of scarce and critical talent and skills;
- ensuring the critical elements of the remuneration policy, including annual guaranteed pay, scarce skills premiums, and benefits and incentives, are appropriately benchmarked to ensure the group is competitive in the employment market;
- ensuring fair and responsible remuneration across the dimensions of race, gender and skill pools in support of the group's transformation imperatives;
- ensuring all benefits, including retirement benefits and other financial arrangements, are justified and correctly valued;
- reviewing and approving the performance evaluation of the CEO and all of her direct reports as well as the Company Secretary against agreed deliverables;
- reviewing incentive schemes to ensure alignment to shareholder value creation and that the schemes are administered in terms of the rules; and
- reviewing the remuneration of non-executive directors and recommending adjustments to their fees to be approved at the AGM.

The committee addressed the following key issues during the year:

- For future awards, effective in respect of long-term incentive (LTI) schemes commencing from 1 September 2023, return on invested capital (ROIC) will replace total shareholder return (TSR) as a performance measure in response to feedback received from shareholders. This will further strengthen executive alignment to shareholder value creation.
- The committee confirmed the extension of the vesting period to provide for a phased vesting approach, with 60% of the award vesting in year three, and 20% vesting in each of years four and five.
- To further align the long-term interests of senior executives to those of shareholders, the committee introduced a minimum shareholding requirement (MSR) for the executive directors and the managing executives of the Clicks and UPD business units. This has been introduced on a phased basis, with an appropriate build up period.
- Comprehensively reviewed the group's reporting on remuneration to better communicate and enhance disclosure of its remuneration policies and practices to stakeholders.
- Additionally, the committee reviewed the group's talent development, succession, and retention programmes to ensure that the group has appropriate resources to execute its strategic objectives.

Remuneration outcomes

Annual fixed remuneration review

The group is cognisant of the pressure on the cost of living and the impact of load shedding on the economy. The average overall performance-linked increase for all group employees, effective from 1 September 2023 was 5.6% (1 September 2022: 5.2%). Refer to page 16 of the implementation report.

Short-term incentives (STI)

Group performance was assessed against STI targets set for the 2023 financial year.

The actual group performance, comprising of a return on net assets (RONA) and operating profit-based measure, resulted in an STI achieved of 100.8% against the agreed target for the the Total Health and Beauty business unit and 100% for the group executive committee. The distribution business unit failed to meet its RONA and operating profit performance target, resulting in no STI payout for the financial year. Refer to pages 9 and 10 of the remuneration policy and page 17 of the implementation report for further detail.

In accordance with the applicable scheme rules, the payout was decreased by 6% as two of the Environmental, social and governance (ESG) targets were not met.

The STI targets, including the ESG downward modifiers, for the 2024 financial year were approved. STI targets are considered to be price sensitive profit information, and accordingly performance against such targets will be disclosed to shareholders retrospectively in the remuneration report for 2024.

Long-term incentives

The appreciation units relating to diluted HEPS performance awarded under the 2020 LTI scheme vested in 2023, with an actual achievement of 11.5% three-year annual compound growth. This resulted in the hurdle for an on-target percentage payout of 100% being met.

The appreciation units relating to TSR awarded under the 2020 LTI scheme vested in 2023, with an actual achievement of 7.7% three-year annual compound growth. This resulted in the hurdle for a percentage payout not being achieved and resulted in no payments on the TSR portion.

The amounts due to participants in the LTI scheme are settled in cash.

As referred to above, the board approved the amendment of the LTI scheme rules as of 1 September 2021 to incorporate a 15% ESG modifier. The amendment affects all LTI participants, whose incentive payment from 2024 will be subject to downward adjustment by up to 15% of the total benefit if the ESG performance modifier metrics are not achieved. Refer to page 12 of the remuneration policy for more information.

The LTI scheme was reviewed in the 2023 financial year and assessed in the contexts of the performance sought to be incentivised, market practice, King IV, and proxy and shareholder voting guidelines.

Refer to page 11 of the remuneration policy and page 18 of the implementation report for further detail.

Shareholder engagement and voting

At the AGM held in January 2023, the group's remuneration policy did not receive the required 75% shareholder support in the non-binding advisory votes (73.01%) however the implementation report was passed (75.47%).

Following the AGM, the group initiated a process to engage with shareholders who did not vote in favour of the group's remuneration policy to understand the reasons for the dissenting votes, receive their comments and feedback, and attempt to address their objections or concerns.

Shareholder concerns

As in prior years, the group has sought to address feedback in our evolving practices and disclosures and thanks shareholders for their constructive input. The committee acknowledges the following concerns and objections raised by shareholders and has undertaken actions to address these in a manner that enhances the group's remuneration policy and the implementation thereof.

Remuneration policy

Shareholder concerns and comments		Clicks Group response
Long-term incentive scheme	The TSR performance measure does not adequately align the interests of executives with those of shareholders. The introduction of ROIC in place of TSR is preferred. Remuneration is structured in a way that does not sufficiently align pay with performance.	From financial year 2024, ROIC excluding IFRS 16 as a measure will be introduced. The payment will be based as a percentage of the individuals annual guaranteed pay. The returns set will require a return of 37.5% or greater for a 70% payment, greater than 40% a 100% payment, greater than 45% a 150% payment and greater than 47.5% a 200% payment. The maximum payment will be capped at 200% of the individual's agreed target payment.
	Growth targets set for the HEPS payment are based on set returns and should be linked to a CPI based return.	From financial year 2024, the return required on HEPS growth will be aligned to a CPI growth target as detailed on page 11 of the remuneration report.
Remuneration committee	The tenure of the remuneration committee may impair the independence of the committee. It was noted that the majority of the remuneration and nominations committee had served in excess of 14 years and more.	From financial year 2024 non-executive directors serving on the remuneration committee will be limited to three terms of three years with a last term of three years to allow for replacement. Therefore no non-executive director on the remuneration committee will serve beyond 12 years. In the year, 60% of the members' tenure did not exceed five years.

Commitment and alignment to shareholder voting guidelines

We remain committed to presenting the remuneration policy and implementation report in a manner that is transparent and discloses all material facts that are relevant to remuneration, to inform shareholder voting. The group is mindful of the voting policy guidelines published by institutional shareholders and opined that the group's remuneration policies create alignment to shareholder interests as is evident from the group's sustained performance.

External advisors

Members of the committee may access any information to inform their independent judgement on remuneration and related matters, including regulation, compliance, control, or conduct.

Specialist consultancy firms are engaged by management to provide market benchmarking data and general reward advisory services.

All strategic reward decisions are prepared and guided by our executive management team for approval by the committee. The committee, in its mandate, has the delegated approval authority.

The committee contracted the following service providers and consultancies for independent external advice:

- 21st Century
- Deloitte
- Old Mutual REMChannel
- Korn Ferry

The committee is satisfied with their independence and objectivity.

2024 and beyond

The committee is committed to acting in the best interests and benefits of our shareholders to ensure any concerns raised are adequately addressed.

During the 2024 financial year the committee will continue to focus on the execution of its mandate according to its terms of reference, and will primarily focus on the following key areas:

- Retention of key executives and employees in core and critical skill areas.
- Stabilising the board following the onboarding of the two non-executive directors and managing the succession of the board chairman.
- Further entrenching an inclusive culture in which diversity is harnessed for business success.
- Take appropriate decisions to ensure the competitiveness of the group's remuneration frameworks.
- Review the group's talent development, succession and retention programmes to ensure that the group has appropriate resources to execute its strategic objectives.

Conclusion

The group's sustained excellence in the four quadrants of the balanced scorecard, namely financial, customer, internal processes and learning and growth as evidenced by its numerous awards and accolades, increases the pressure on retaining scarce and critical talent. This has heightened the committee's focus on attracting, affiliating, and retaining talented individuals. The group's talent development practice has created a strong pipeline of talent who are being prepared for internal succession.

Our remuneration philosophy, strategy, and policy framework fuel the delivery of the group's strategic objectives. Our remuneration decisions and implementation outcomes therefore represent a fair outcome in the context of the group's performance, are sustainable and aligned with shareholder and stakeholder interests over the long term.

We will review the impact of our 2024 remuneration outcomes in the context of stakeholder feedback and market activity to identify further opportunities to strengthen our frameworks.

I trust that this remuneration report enables shareholders to make an informed vote. I look forward to your support of the group's remuneration proposals.

Sango Ntsaluba

Chairperson
Remuneration committee

23 November 2023

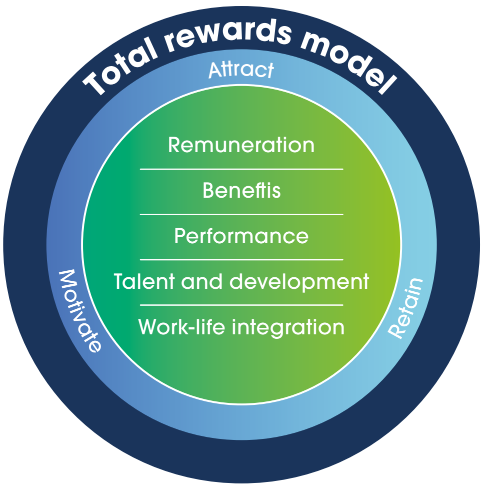
Remuneration policy

The remuneration policy is aligned with King IV and outlines the group's approach to fair, responsible and transparent remuneration practices.

The policy prescribes that the levels of pay and incentives awarded to executive directors are set rationally and impartially, and are free from discrimination, self-interest, prejudice or favouritism.

Executive pay is linked to value creation and positive outcomes, is subject to independent oversight and approval by the committee and is considered by the directors to be sustainable and responsible.

To align with shareholder interests, executive remuneration is linked to the group's performance, with clearly defined and measurable deliverables.



Remuneration philosophy and approach

The remuneration philosophy strives to attract, motivate, and retain high-performing talented individuals required to develop a strong talent pipeline to achieve the group's strategic goals. Pay-for-performance forms the foundation of the remuneration philosophy.

Reward is directly linked to the group's strategy of attaining improved financial and operational performance. The group aims to focus the behaviours and efforts of employees on the sustained performance and growth of the business for the benefit of all stakeholders.

The group's remuneration philosophy is based on the total rewards model which integrates the five key elements that attract, motivate, and retain the human capital required to achieve the desired business results.

The total reward strategy drives a high-performance culture that aims to consistently deliver above-average returns to shareholders through employees that are motivated and fully engaged. This is achieved through the following reward principles:

- Market competitiveness
- Internal equity
- Performance
- Competence and experience

The reward principles of fair and responsible remuneration, market competitiveness, and pay-for-performance are entrenched in the policy, and strive to achieve the following objectives:

- A policy that is transparent and incorporates a pay framework that clearly differentiates between occupational levels, skill pools and pay grades to facilitate remuneration benchmarking for each job within a skill pool.
- A remuneration mix that includes a combination of monetary and non-monetary rewards for employees in exchange for their time, efforts, talent, and performance at an individual, team and company level.
- Monetary rewards that include annual guaranteed pay and variable pay, such as short-term and long-term incentives, that relate to performance against agreed targets, as well as other benefits.
- Non-monetary rewards that range from formal and informal recognition programmes, training and job rotation opportunities and exposure to stimulating work assignments, all of which are designed to motivate, affiliate, and retain employees.

Total rewards framework and components

The total rewards framework provides flexibility to meet the differing needs of our employees. It comprises monetary and non-monetary rewards and is provided to employees in exchange for their time, efforts, talent, and results.

Remuneration framework

Annual guaranteed pay (AGP)

Annual fixed pay based on role and level

Basic salary	Allowances	Benefits
Based on the job grade (size of job determined through Hay job evaluation), skill pool, nature of the job, market position relative to its defined market, individual performance and contribution, and position in the pay band relative to competence and talent positioning.	Car allowance and other guaranteed allowances.	Retirement fund, group life and disability cover, and medical aid (all based on flexible contribution levels).

Short-term incentive (STI)

Long-term incentive (LTI)

Discretionary pay items that are contingent upon performance or results achieved at the organisational, team or individual level

Cash STI	Retail store incentive scheme	LTI scheme	Group retention scheme
Annual cash based STI bonus based on the achievement of a combination of group, business unit, and individual performance. The value of the payout is subject to the application of the ESG modifier rules.	Quarterly cash-based incentive paid to retail store staff for the achievement of quarterly store sales targets.	Cash-settled LTI based on the contribution to the sustained performance of the group. The value of the payout is subject to the application of the ESG modifier rules.	Long-term financial incentive aimed at retaining critical and scarce skills, high-potential and senior black talent.

Remuneration components

A significant portion of executive remuneration is variable and designed to incentivise performance. The STI and LTI are an integral part of the total rewards framework and aim to align employee performance with the interests of shareholders.

To drive sustainable performance and growth, and create sustainable value for shareholders, the following performance metrics are used in the STI and LTI.

The amount of a qualifying employee's incentive allowance is subject to a downward adjustment by up to 15% of the total benefit if the ESG performance metrics are not achieved.

	Short-term incentive (STI)	Long-term incentive (LTI)
Drive profitable growth		
Return on net assets (RONA)	●	
Operating profit	●	
Create shareholder value		
Headline earnings per share (HEPS)		●
Total shareholder return (TSR)		●
Return on invested capital (ROIC)		●
Drive an ESG sustainability agenda which contributes to long-term enterprise value creation		
ESG scorecard	●	●

Below is a detailed breakdown of the key remuneration elements that make up the remuneration package:

Policy applicability guide

The group's key remuneration elements and their applicability are shown below:

	Employee grades			
Policy element	Group executives	Senior management	Middle management	Other employees, including unionised employees
Annual guaranteed pay	●	●	●	●
Cash STI	●	●	●	● (Except retail store employees)
Retail store incentive				● (Only retail store employees)
LTI scheme	●	●		
Group retention scheme	●	●	●	

Guaranteed remuneration

Annual guaranteed pay

Remuneration element	Description
Annual guaranteed pay • Basic salary • Guaranteed allowances • Benefits	Comprises a basic salary, guaranteed allowances, and benefits such as retirement benefits, group life and disability cover, and medical aid, with flexible contribution levels. Annual guaranteed pay is determined based on the following factors: • the size of the job, based on the Hay job evaluation methodology; • the skill pool i.e., scarce, and critical skills are defined as pharmacy, buying and planning, finance, and IT; • the nature of the job relative to its defined market position, including any market premiums for scarce and critical skills; • individual performance and contribution as assessed during the performance review process; and • individual position in the pay band range relative to competence and talent positioning. The committee reviews the group's overall pay framework annually against defined market benchmarks per job grade, job size or skill pool. Annual salary increases are merit-based, with increases being directly related to each employee's annual performance rating. The annual increase for an employee in the bargaining unit is based on a collective bargaining process. All store employees' compensation complies with the Sectoral Determination 9: Wholesale & Retail Sector, South Africa and is above the national minimum wage or statutory requirements in all countries in which the group operates. The minimum rates of pay as determined for the retail industry are either met or exceeded.

Variable remuneration

Short-term incentive scheme

Remuneration element	Description
Scheme objective	The STI is performance-based, and achievement is measured at the group, business unit and team level against agreed targets. Individual performance, measured through the group's annual performance appraisal process, is applied as a modifier, and may limit the value of the payment should an employee not meet individual performance targets. The purpose of the scheme is to incentivise individual and collective contributions to the group's continued growth and profitability. The STI is paid annually, subject to financial performance and may be modified downwards by up to 15% if the ESG targets are not met.
Eligibility	All permanent employees, except retail store employees who participate in a separate retail store incentive scheme. All employees are required to achieve a satisfactory performance rating to qualify for full participation in the STI scheme.
Scheme architecture	A percentage of annual guaranteed pay is paid in cash on the achievement of performance.

Performance metrics	The group and business unit performance metrics are as follows: Return on net assets (RONA) Budgeted operating profit* * Operating profit adds back STI bonus provision, adds back IFRS 16 lease depreciation, and deducts actual lease payments to reflect cash operating profit for STI purposes.

Financial target setting principles

Performance metric	Threshold	Target	Stretch
RONA	95%	100%	
Budgeted operating profit	95%	100%	105%

The qualification threshold is set at the qualifying employees' measurement level i.e., the group, business unit, region, store within which a qualifying employee works. Once the threshold is achieved, the qualifying employee is entitled to an incentive payment in accordance with the group's allocation percentages at the employee's grade. Both thresholds are required to be reached, otherwise no STI bonus is payable.

Performance exceeding the targeted performance may result in the payment of a higher short-term incentive. This is self-funded and only paid if the group exceeds the targeted operating profit.

The achievement of targets is reviewed by the remuneration and nominations committee before any incentive payments are made.

All agreed performance targets are reviewed by the executive committee and approved by the remuneration committee. The performance targets for the executive committee are subject to approval by the remuneration committee.

Allocation percentages

On-target sharing percentage, as a percentage of annual guaranteed package (AGP):

CEO: 60% of AGP (Capped at 120% of AGP)

CFO: 50% of AGP (Capped at 100% of AGP)

Payment quantum

The payment quantum is defined by a threshold, on-target, and a maximum payout as indicated below.

Below threshold	0%
Target	100%
Maximum	200%

Payment is capped at a maximum of two times the qualifying employee's allocation percentage.

Individual performance is applied as a modifier.

Policy changes

The STI scheme rules for the period commencing 1 September 2022 were amended to incorporate ESG modifiers.

The amount of a qualifying employee's incentive payment is subject to downward adjustment by up to 15% of the total benefit if any of the following ESG performance modifier metrics are not achieved:

Modifier	Weighting
Composite measure: Maintain leadership positioning on FTSE4Good Index relative to the sub-sector average for drug retailers and the consumer services industry average.	6%
Environmental measure: The Clicks Group increasing its use of solar renewable energy to at least 4 500MWh in the 2024 financial year.	3%
Social measure: Obtain a level 4 BBBEE rating or better in 2024, and UPD obtaining a level 2 BBBEE rating or better in terms of the scoring applicable to the road freight industry.	3%
Governance measure: No material breaches of customer privacy and to a material extent maintaining the security of data.	3%

Long-term incentive scheme

Remuneration element	Description
Scheme objective	The LTI scheme is aimed at aligning executive and senior management remuneration with shareholder interests by rewarding them for the creation of shareholder value. With the replacement of the TSR element with ROIC, the LTI scheme aligns interests by including both an earnings performance metric as well as efficient management of the group's capital. There remains two tranches of options issued to executives where the TSR performance measure applies.
Eligibility	Executives and senior managers
Scheme architecture	LTI awards are granted annually to incentivise the sustained performance of the group measured by the increase in diluted HEPS and the increase in ROIC. The LTI scheme is based on appreciation units and in the case of ROIC, a percentage of AGP. The LTI has a five-year vesting period, with performance hurdles. The value of appreciation units is apportioned equally between the two performance components: 1. 40% diluted HEPS; and 2. 60% ROIC. The scheme is cash-settled.

Element	HEPS appreciation units	ROIC
Instrument	The participant has the right to the appreciation in the HEPS appreciation units based on the growth of the group's diluted HEPS over a five-year period.	The participant is set a target based on a percentage of their AGP. The participant will receive a payment based on meeting ROIC returns.
Award mix	40%	60%
Performance metric	Diluted HEPS	ROIC
Vesting	Five-year cliff vesting	Three-year measurement with two-year retention
Settlement	Cash settled	Cash settled

Performance measurement

1. Diluted HEPS appreciation units

Measurement:

Diluted headline earnings per share compounded growth over a five-year period subject to performance hurdles and ESG modifiers.

Calculation:

The base value of the HEPS appreciation units is calculated at the date of allocation as follows: Base value = reported diluted HEPS x group's internal price-earnings ratio.

The exercise value is calculated at the end of the three-year vesting period as follows: Exercise value = published diluted HEPS x group's internal price-earnings ratio.

The difference between the exercise value and the base value is the amount per diluted HEPS appreciation unit to be paid out in cash.

The performance hurdle is applied to the cash payout value and moderates the value up or down depending on the diluted HEPS compounded annual growth rate achieved over the five-year performance period:

Performance hurdle	Existing scheme	Scheme to be issued in FY2024	Percentage of LTI payout
Weak	0% or negative growth	Below CPI +2.5% growth	0%
Below target	Up to 7.9% growth	From CPI +2.5% to CPI +4.9% growth	70%
On target	8% to 14.9% growth	From CPI +5% to CPI +7.4% growth	100%
Above target	15% to 19.9% growth	From CPI +7.5% to CPI +9.9% growth	150%
Exceptional	Above 20% growth	Greater than CPI +10% growth	200%

ESG is applied as a downward modifier and may modify the payment downwards by 15% based on the group's performance on the ESG performance scorecard.

Performance measurement (continued)

2. ROIC

Measurement:

Return on invested capital is the operating profit after the effective tax rate for the financial year ending on the expiry date. Invested capital is the equity and reserves of the group plus interest bearing debt. Both the operating profit and invested capital are adjusted to exclude IFRS 16 but include payments for leases. This is also subject to performance hurdles and ESG modifiers. The participant is allocated a ROIC allocation value based on a percentage of their annual guaranteed pay.

Calculation:

The participant's ROIC settlement value is calculated at the expiry date for the first tranche.

The ROIC thus calculated is then applied to determine whether any hurdle rate has been met, and if so, which hurdle rate has been met.

The participant's ROIC allocation value is then multiplied by the applicable hurdle rate to determine the total amount payable to the participant.

This valuation only takes place once, at the expiry date of the first three years however is paid 60% after three years, 20% after four years and 20% after five years.

Performance hurdles	ROIC over 36 months from commencement date	% to be applied to the ROIC allocation value
Weak	Below 37.5%	0%
Below target	From 37.5% to 39.9%	70%
On target	From 40% to 44.9%	100%
Above target	From 45% to 47.4%	150%
Exceptional	47.5% and above	200%

ESG is applied as a downward modifier and may modify the payment downwards by 15% based on the group's performance on the ESG performance scorecard.

Allocation

ROIC = 60% of AGP x participation multiple

The participation multiples are set for defined levels of management. The committee may amend the participation multiples annually. The participation multiple for the CEO is set at 120% and the participation multiple for the CFO is set at 100%. The allocation multiple is subject to approval by the remuneration committee.

The number of HEPS LTI Appreciation units vesting is capped at two times the original units allocated.

The value of ROIC is capped at two times the original value allocated.

Termination due to retirement, disability, or death

Subject to remuneration committee approval, in the event of the retirement, disability or death of a participant, the settlement amount for outstanding LTI tranches shall be calculated based on the HEPS and ROIC allocation values as at the most recently completed financial year. Such settlement will be subject to a separate cap of a maximum of five times the participant's annual guaranteed pay in relation to HEPS and two times the original value allocated in relation to ROIC.

Policy changes

The LTI scheme rules were amended as of 1 September 2021 to incorporate an ESG modifier, in terms of which the total LTI payment can be adjusted downwards by up to 15% if specified ESG objectives were not met.

Modifier	Weighting
Composite measure: The Clicks Group maintaining its leadership positioning on the FTSE4Good Index relative to the sub sector average for drug retailers and the consumer services industry average.	6%
Environmental measure: The Clicks Group increasing its use of solar renewable energy to at least 4 500MWh when compared to the base 2021 financial year.	3%
Social measure: Obtain a level 4 BBBEE rating or better in 2024, and UPD obtaining a level 2 BBBEE rating or better in terms of the scoring applicable to the road freight industry.	3%
Governance measure: The Clicks Group experiencing no material breaches of customer privacy and data security.	3%

60% of the award will be vesting and settled in year three and 20% in each of years four and five.

Previous performance measurement (TSR)

TSR appreciation units

The participant has the right to the appreciation in the TSR appreciation units based on the growth of the Clicks Group Limited share price.

Vesting	Three-year measurement with two-year retention
Settlement	Cash settled

Measurement:

Total shareholder return is comprised of appreciation in the share price plus dividends paid and reinvested over a three-year period, subject to performance hurdles and ESG modifiers.

Calculation:

The financial incentive received is the appreciation in the Clicks Group Limit share price over the three-year period and is calculated as the difference between the exercise value and the base value.

Base value = 20-day volume weighted average share price (VWAP) at the end of the previous financial year.

Exercise value = 20-day VWAP at the end of the three-year vesting period.

The performance hurdle is applied to units allocated and moderates the number of units up or down depending on the TSR compounded annual growth rate achieved over the three-year performance period:

Performance hurdle (based on three-year CAGR in TSR)	Percentage of LTI payout
Below 9% (weak)	Unit allocation forfeited
Above 9% (on target)	Unit allocation achieved
Above 12% (above target)	Unit allocation increased by 50%
Above 15% (exceptional)	Unit allocation increased by 100%

ESG is applied as a downward modifier and may modify the payment downwards by 15% based on the group's performance on the ESG performance scorecard.

Pay ranges

Pay ranges are based on prevailing labour market forces which determine the remuneration ranges applicable to each job family. Pay ranges are generally targeted at the median (50th percentile) of the comparable local retail market. A premium may be applied to annually approved scarce specialist skills such as pharmacists, buyers, and planners.

Benchmarking

Annual remuneration surveys are conducted to ensure the group maintains a competitive remuneration position. Pay levels are benchmarked on national and retail market benchmark data. The 2021 benchmarking process and the resultant pay framework was peer-reviewed by an independent reward consultant, 21st Century, who verified the accuracy of the benchmarking process and outcomes, as well as compliance with King IV. A market-related adjustment has been applied to the pay framework for 2023 and verified against survey benchmarks to ensure that the group's pay remains competitive.

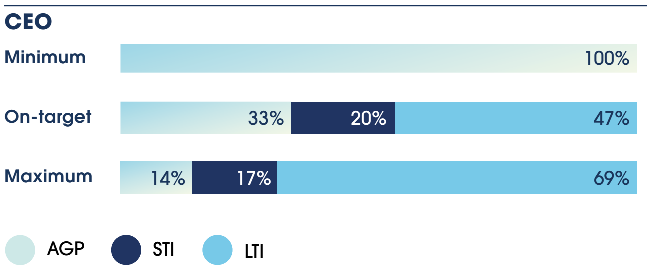
A comprehensive market benchmarking exercise is undertaken every three years; the next such exercise will be in 2024.

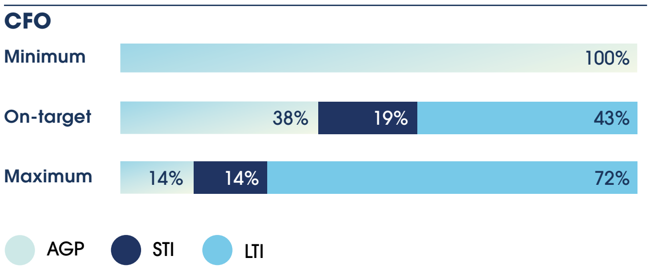
The group's benchmarking and market information is based on independent surveys, including the Old Mutual REMChannel, Deloitte Top Executive and Korn Ferry surveys. These benchmarking exercises recognise the complexity of the group's business model and the regulatory environment within which the group operates. The group also participates in a biennial benchmarking exercise to assess work-life integration.

The group actively supports efforts to help employees achieve success at work and home through the provision of work-life integration programmes, and the employee wellness programme which includes support measures that extend beyond the workplace. These programmes encompass workplace flexibility, health and wellness, employee engagement through corporate social investment, and culture change initiatives.

Remuneration mix and pay for performance link for executive directors

The remuneration mix is reviewed annually and benchmarked every third year at the defined market positioning, which is at the median (50th percentile), of the comparator group for total remuneration – i.e., total remuneration across annual guaranteed pay (AGP) and short- and long-term incentives. The retail comparator group comprises the listed retail and top 40 companies on the JSE. The below graphs set out the executive directors' potential pay mix at minimum, target, and maximum performance, based on their current AGP. The group's remuneration philosophy and strategy is to have lower relative short-term incentives and to reward long-term performance and this is borne out in the pay mixes below where the firm has a higher focus on long-term performance-based incentives. This strategy and philosophy is deliberate and has served the group well in driving sustainable performance over the long term as evidenced in the results over the medium and longer term.





- The pay mix at minimum for the STI is calculated on the threshold of 95% RONA and budgeted operating profit not being achieved. The pay mix at minimum for the LTI is calculated based on the achievement of a 0% three-year CAGR in diluted HEPS and a three-year ROIC below 37.5%.
- The pay mix at target for the STI is calculated on 100% achievement of the RONA and budgeted operating profit targets, resulting in an on-target payment of 60% of AGP for the CEO and 50% of AGP for the CFO. The pay mix at target for the LTI is calculated on the achievement of a three-year CAGR of between 8% and 14.9% in diluted HEPS and between 9% and 12% in TSR. From 2023 the HEPS portion of the LTI is calculated on the achievement of a three-year CAGR linked CPI + growth of between 2.5% and 10%. The ROIC portion is calculated on the achievement of a ROIC target of between 37.5% and 47.5%.
- The pay mix at maximum is calculated at the maximum potential payout on the STI and LTI scheme. The STI is capped at 200% of the on-target sharing percentage i.e., 120% of AGP for the CEO and 100% of AGP for the CFO. The LTI related to TSR is capped at 500% of AGP for both the CEO and CFO. With the change to ROIC the target payout related to ROIC is capped at 200% of AGP.

Salary increases

Annual salary increases are merit-based, with increases being directly related to each employee's annual performance rating. The range of increase percentages per performance rating is applied consistently across the group, including to the executive directors. The annual increase date for permanent non-bargaining unit employees is 1 September, which is aligned with the start of the group's financial year and budgeting period.

Collective salary increases are negotiated with the representative trade union for the Clicks bargaining unit. Trade union membership comprises 13% of the total group employees (2022: 13%).

Performance

Performance-based reward is applied throughout the group, except for those employees appointed to jobs that fall within the group's bargaining units. The annual performance review process evaluates the level of performance achieved in terms of the agreed performance contract, across both financial and non-financial metrics.

Talent and development

The group recognises that the competence of its human capital is critical in achieving sustainable business growth. We are committed to ensuring that all our employees are enabled to realise their potential and meet their career aspirations.

Executive service conditions

Members of executive management are employed on standard employment contracts. The CEO is subject to a 12-month notice period and the CFO to a six-month period. None of the executive directors are appointed on fixed-term contracts.

The employment contracts do not compel the group to pay severance packages when an executive leaves the group due to underperformance, nor do they provide for guaranteed variable remuneration.

There are no contractual obligations for executives who leave the group due to underperformance.

Relocation allowances may be paid to executives, but these are linked to a retention period and have to be repaid if the executive leaves the group prior to the expiry of the retention period.

The retirement age for executive directors is 63 years.

Executive directors may be contracted in consultancy roles for a limited period following their resignation or retirement from the group to assist in the transition to their successors.

Malus and clawback

The variable incentive schemes are subject to a malus and clawback policy.

The malus and clawback policy gives the group, through its committee, the discretion when a trigger event occurs to either:

- forfeit, reduce or cancel unpaid, unsettled or unvested incentives (also referred to as "malus"), or
- recover settled or paid incentives (also referred to as "clawback").

For the purposes of malus and clawback, a trigger event is defined as:

- a material error in the information on which the quantum of any settlement amount or the extent of achievement of performance conditions was based, or in the quantification of a settlement amount;
- a material corporate failure at the employer company or the Clicks Group;
- serious reputational damage or material loss caused to the Clicks Group by the employee's conduct; or
- a material contravention by the employee of the group's ethics and values.

The committee retains the absolute discretion to invoke malus and clawback in part or in full, on a collective or individual basis, where a trigger event has occurred.

The group has the right to recover the incentive remuneration amount from the participant for three years from the trigger event.

In the case of clawback being applied, the right of recoupment survives the cessation of a participant's employment in such a capacity for three years.

Minimum shareholding requirement

As part of the review, the group has introduced a minimum shareholding requirement (MSR) policy for senior executives in the group.

The purpose of the MSR is to encourage executives to hold Clicks Group shares to create a focus on ownership, reinforce the alignment between executive and shareholder interests and engender a culture of long-term commitment to the group.

The executives are expected to build up and maintain a targeted qualifying interest in shares in the company, determined as a multiple of their AGP as follows:

- CEO: 300% of AGP
- CFO: 150% of AGP
- Managing executives of Clicks and UPD: 100% of AGP

Executives must achieve the targeted minimum shareholding within five years of their appointment or five years from the date of adoption of the MSR policy, whichever is the later. After the five-year period, executives are expected to maintain the MSR. At the end of the financial year, the CEO achieved 81.5% of the MSR and the CFO achieved 35.6%.

The committee has the discretion to extend the holding period in the event of extenuating circumstances.

If an executive fails to hold the required minimum shareholding by the end of the five-year holding period, the committee will have the discretion to investigate the reasons as to why this may have occurred and determine remedial steps to ensure compliance with the provisions of the MSR policy, as soon as is practicably possible.

Non-executive directors' fees

The fee structure for non-executive directors is based on a review of several internal, economic and market factors. The group's policy is to pay non-executive director fees within 80% to 120% of the median of a comparator group of JSE-listed retail companies. The median is based on the number of board and board committee meetings held per annum.

Non-executive directors receive a meeting fee to attend board committee meetings as non-committee members at the invitation of the board chairman or board committee chairman.

The chair of the board receives a composite fee, without any allowance for membership of any board committee or attendance at any committee meeting as an invitee. Additional fair and reasonable remuneration can be determined to be payable to non-executive directors for extraordinary attendances.

Non-executive directors are reimbursed for travel expenses on official business, where necessary, as well as other direct business-related expenses.

Non-executive directors are not eligible to receive any short or long-term incentives.

The fees for the 2024 calendar year are subject to approval by the shareholders at the AGM in February 2024. The board fees are proposed to increase by 6%. The higher total increase in the fees for the remuneration committee and audit and risk committee is due to an increase in the number of committee members and number of meetings.

	2024	2023	
Board position	**Proposed total fee (R)**	**Total fee (R)**	**% change**
Board chairman[1]	1 903 220	1 730 200	10%
Board member	492 052	464 200	6%
Chair: audit and risk committee[2]	475 278	422 00	12.6%
Member: audit and risk committee[2]	237 639	211 000	12.6%
Chair: remuneration committee[2]	230 183	200 450	14.83%
Member: remuneration and nominations committee[2]	109 034	94 950	14.83%
Chair: social and ethics committee	167 745	158 250	6%
Member: social and ethics committee	78 281	73 850	6%

[1] The chairman's fee is inclusive of all committees. The chairman's annual fee has been increased above 6% to take into account the additional workload as well as the additional time commitment to place and orient a new board chairman and new board members. The number of members (except for the board) does not include the chairman who is an invitee to all board committee meetings.

[2] The base increase in each of the board committees is 6%; the proposed higher increases for the audit and risk committee and remuneration committee are due to an increase in the number of members as well as the number of meetings.

Implementation report

This report summarises the outcomes of implementing the remuneration policy as approved by the committee for the 2023 financial year.

Annual salary increases

In reviewing increases, the committee is acutely aware of inflationary pressures and how they are impacting the cost of living and the labour market, and the group aims to pay competitively and differentiate based on individual performance.

The average performance-linked increase effective from 1 September 2023 is 5.6% (2022: 5.2%).

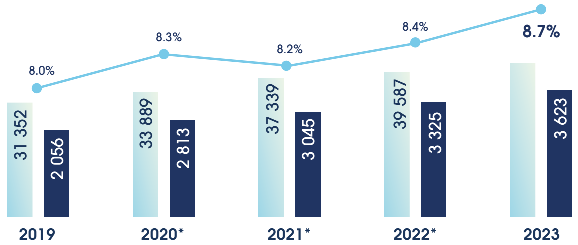
The annual guaranteed pay of the executive directors is determined by the committee within the group's pay range, after reviewing benchmarks based on the group's comparator group of listed retail companies in South Africa and in relation to the firm's reward philosophy and strategy.

Performance and impact on incentives

The LTI scheme has driven sustained outperformance over the longer term as evidenced in the sustained financial performance of the group over the last ten years. This sustained outperformance is further evidenced in the outperformance of the medium-term financial targets.

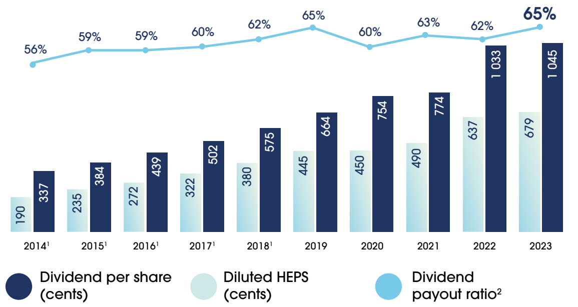
The accompanying graphs and table highlight the strong performance of the Clicks Group over the past one, five and ten years.

Growth in turnover, profit and margin



* Continuing operations, FY2021 and FY2022 operating profit and margin adjusted for impact of civil unrest

Sustained financial performance



10-year CAGRs

19.8%
Total shareholder return[3]

13.4%
Diluted HEPS

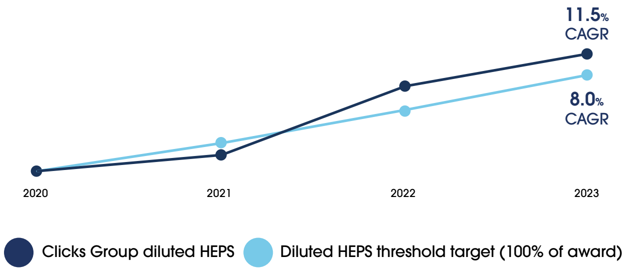
15.0%
Dividend per share

[1] Pre-IFRS16
[2] Based on HEPS
[3] Based on reinvestment of dividends paid and the closing share price

Medium-term financial targets	Achieved in FY2023	Medium-term target
ROE (%)	43.6	**40 – 50**
ROIC excluding IFRS 16 (%)	41.5	**40 – 50**
ROIC (%)	28.4	**20 – 30**
ROA (%)	13.8	**11 – 15**
Net working capital days	34	**30 – 35**
Group operating margin (%)	8.7	**8.0 – 9.0**
Retail	10.0	**9.0 – 10.0**
Distribution	2.8	**2.8 – 3.3**
Dividend payout ratio (%)	65	**60 – 65**

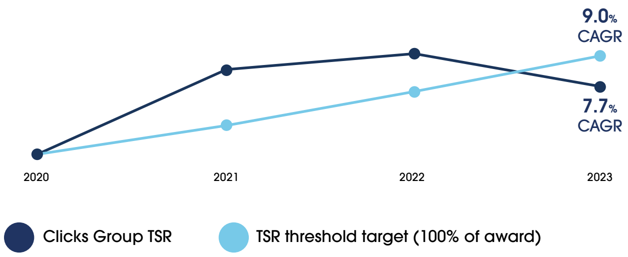
Clicks Group's diluted HEPS performance was 11.5% which is within the target range for 100% vesting of the award, and above the minimum required target of 8% three-year CAGR for 100% vesting to occur, as evidenced in the graph below.

Diluted HEPS performance



Clicks Group's TSR performance was 7.7% which was below the group's minimum required target of 9% three-year CAGR for 100% vesting to occur as evidenced in the graph below.

TSR performance



Annual short-term incentive outcomes

Performance for the group's STI scheme is measured at the group, business unit and team level against the agreed targets set for average monthly RONA and operating profit, as well as on an individual basis.

The table below summaries the group performance for the 2023 financial year.

	Target	2023 performance	2023 performance vs target %
Operating profit[1]	R3 591.5m	R3 523.8m	98.1%
Average monthly RONA	84.3%	85.2%	101.1%

[1] Operating profit adds back STI bonus provision, adds back IFRS16 lease depreciation, and deducts actual lease payments to reflect cash operating profit for STI purposes).

The committee reviewed and approved the group's and business units' STI achievements which resulted in a total annual cash incentive of R132.3 million (2022: R116.9 million). This includes incentives paid in terms of the retail store incentive scheme where R44.1 million (2022: R25.9 million) was paid to retail store staff for the 2023 financial year.

Executive directors are measured against the group's financial performance as well as individual performance. The individual performance of the CEO is assessed by the committee, while the performance of other executive directors is evaluated by the CEO and reviewed by the committee.

The table below illustrates the annual incentive payments made to the executive directors based on their individual performance for the 2023 financial year and the overall achievement of company performance.

2023 executive directors' STI outcomes

Director	On target % of annual GP	Target annual GP	STI FY2023 ESG modifier	STI 2023 awarded	STI 2022 awarded	STI awarded vs target STI
Bertina Engelbrecht (CEO)	60%	R6.0m	R0.4m	R5.6m	R4.7m	On target award
Michael Fleming (CFO)	50%	R1.3m	R0.1m[1]	R1.2m[1]	R3.7m	On target award
Gordon Traill (CFO)	50%	R2.1m	R0.1m[2]	R2.0m[2]	-	On target award

[1] Retired as CFO effective 31 December 2022.
[2] Appointed as CFO effective 1 January 2023. Remuneration disclosed as from date of appointment.

Long-term incentives | Outcomes and awards

2023 LTI outcomes – vesting of 2020 award

The vesting of awards given under the LTI plan are conditional on performance being achieved. For the three-year performance period ended 31 August 2023 the group achieved the following:

Metric	Vesting conditions	Vesting % of award associated with conditions	Achievement over three years	Vesting outcome
Diluted HEPS (Compound annual growth rate over three years)	0% or less	0% of award	11.5%	100% of award
	0.1% to 7.9% growth	70% of award		
	8% to 14.9% growth	100% of award		
	15% to 19.9% growth	150% of award		
	Above 20% growth	200% of award		
Total shareholder return (TSR) (Compound annual growth rate over three years)	Below 9%	0% of award	7.7%	0% of award
	Above 9%	100% of award		
	Above 12%	150% of award		
	Above 15%	200% of award		

The committee approved the LTI payment of R22.5 million to participants per the rules of the scheme. No adjustments were applied in assessing the vesting targets related to either diluted HEPS or the TSR targets.

2023 executive directors' LTI outcomes – vesting of 2020 LTI award

Director	Award value diluted HEPS units allocated at R90.52 per unit	Award value TSR units allocated at R237.77 per unit	HEPS units gain per unit	TSR units gain per unit	Vesting outcome % diluted HEPS	Vesting outcome % TSR	2023 LTI Vesting outcome	2022 LTI Vesting outcome
Bertina Engelbrecht (CEO)	105 391	40 123	R34.82	R41.10	100%	0%	R3.7m	R13.0m
Gordon Traill (CFO)	57 501	21 891	R34.82	R41.10	100%	0%	R2.0m	-
Michael Fleming (CFO)	152 894	58 208	R34.82	R41.10	100%	0%	R0m	R18.9m

[1] Restated for the adoption of IFRS16

Future long-term incentive awards

Based on shareholder feedback and a review of the market, the group undertook to review its LTI to ensure it is relevant and aligned to the strategic objectives of the group. The group has incorporated ROIC as an additional performance measure and amended the vesting period to have 60% of awards vest in year three, with 20% vesting in each of years four and five. These changes will apply to all future awards.

Executive director remuneration summary

The table below summarises the total single figure remuneration paid to executive directors for the 2023 financial year, as recommended by King IV.

2023	Directors' remuneration (R'000)							
Director	Salary	Pension fund	Other benefits	Total annual guaranteed pay	Annual short-term incentive	Long-term incentive	Total variable pay	Total
Bertina Engelbrecht (CEO)	9 465	604	-	10 069	5 679	3 670	9 349	**19 418**
Michael Fleming (CFO)[1]	2 491	124	-	2 615	1 230	-	1 230	**3 845**
Gordon Traill (CFO)[3]	3 710	489	-	4 199	1 974	2 002	3 976	**8 175**
Total	**15 666**	**1 217**	**-**	**16 883**	**8 883**	**5 672**	**14 555**	**31 438**

2022	Directors' remuneration (R'000)							
Director	Salary	Pension fund	Other benefits	Total annual guaranteed pay	Annual short-term incentive	Long-term incentive	Total variable pay	Total
Bertina Engelbrecht (CEO)	7 603	575	-	8 178	4 722	13 011	17 733	**25 911**
Michael Fleming (CFO)[2]	6 689	589	57	7 335	3 668	18 880	22 548	**29 883**
Vikesh Ramsunder	3 335	165	192	3 692	-	-	-	**3 692**
Total	**17 627**	**1 329**	**249**	**19 205**	**8 390**	**31 891**	**40 281**	**59 486**

[1] The remuneration tabled reflects the amounts paid in relation to the 2023 year, including incentives that may only be settled in the following year.
[2] Michael Fleming retired on 31 December 2022 and received payment of a long service award and of incentive amounts in respect of long-term incentive schemes, in the amount of R31.4 million which payment constituted part of the lump sum payable to him on his retirement.
[3] Appointed as CFO 1 January 2023. Remuneration disclosed as from date of appointment.

Directors' participation in the long-term incentive scheme

The table below details the historic performance-linked appreciation unit awards to the executive directors.

	2021 - 2024 Scheme		2022 - 2025 Scheme	
Director	HEPS units allocated at R100.91 per unit	TSR units allocated at R288.97 per unit	HEPS units allocated at R115.76 per unit	TSR units allocated at R298.29 per unit
Bertina Engelbrecht (CEO)	235 358	82 188	217 476	84 398
Michael Fleming[1]	145 381	50 768	-	-
Gordon Traill (CFO)[2]	-	-	108 846	42 241

[1] Resigned as CFO 31 December 2022.
[2] Appointed as CFO 1 January 2023.

Non-executive director fees

	2023 directors' fees			2022 directors' fees		
Director	Holding company	Subsidiary companies	Total	Holding company	Subsidiary companies	Total
David Nurek	1 665		**1 665**	1 602	-	**1 602**
Fatima Abrahams[1,2]	297	70	**367**	803	170	**973**
John Bester	615		**615**	717	-	**717**
Fatima Daniels[3,4]	-	-	**-**	241	68	**309**
Martin Rosen[5]	204		**204**	527	-	**527**
Mfundiso Njeke	947		**947**	763	-	**763**
Penelope Osiris (neé Moumakwa)[6]	516	108	**624**	503	-	**503**
Sango Ntsaluba[7]	828		**828**	675	-	**675**
Richard Inskip[8]	77	-	**77**	-	-	**-**
Nomgando Matyumza[9]	744		**744**			
Christine Ramon[10]	355	-	**355**	-	-	**-**
Total	**6 248**	**178**	**6 426**	**5 831**	**238**	**6 069**

Total directors' remuneration		
Executive directors	**31 438**	59 486
Non-executive directors	**6 426**	6 069
Total directors' remuneration	**37 864**	**65 555**

[1] The fees paid to Professor Abrahams include fees for her appointment as director of Clicks Retailers Proprietary Limited and New Clicks South Africa Proprietary Limited.
[2] Retired as a non-executive director 26 January 2023.
[3] The fees paid to Fatima Daniels include fees for her appointment as director of Clicks Retailers Proprietary Limited and New Clicks South Africa Proprietary Limited.
[4] Retired as a non-executive director 26 January 2022.
[5] Retired as a non-executive director 26 January 2023.
[6] The fees paid to Penelope Osiris (neé Moumakwa) include fees for her appointment as director of Clicks Retailers Proprietary Limited and New Clicks South Africa Proprietary Limited.
[7] Appointed as a non-executive director effective 1 September 2021.
[8] Appointed as a non-executive director effective 1 July 2023.
[9] Appointed as a non-executive director effective 1 September 2022.
[10] Appointed as a non-executive director effective 7 February 2023.

Directors' shareholdings at 31 August 2023

	2023 beneficial shares				2022 beneficial shares			
Director	Direct	Indirect	Indirect non-beneficial	Total	Direct	Indirect	Indirect non-beneficial	Total
David Nurek	-	-	65 000	**65 000**	22 500	20 000	22 500	**65 000**
John Bester	12 000	10 000	-	**22 000**	12 000	10 000	-	**22 000**
Bertina Engelbrecht	90 068	-	-	**90 068**	75 068	-	-	**75 068**
Sango Ntsaluba	365	-	-	**365**	-	-	-	**-**
Gordon Traill	12 309	-	-	**12 309**	-	-	-	**-**
Total	**114 742**	**10 000**	65 000	**189 742**	**109 568**	**30 000**	22 500	**162 068**