Remuneration

Dear stakeholders

I am pleased to present the report of the Sun International remuneration committee (the committee) for the financial year ended 30 June 2016. The past financial year was yet another challenging one on the economic front, both locally and internationally.

Despite the tough economic environment Sun International produced a sound set of results as set out in the chief financial officer's review on page 40. It is against this backdrop that we consider remuneration as an important factor in ensuring that we motivate and retain talent within the group in a fair and equitable manner, while at the same time taking the interests of shareholders into account. Sun International's remuneration philosophy enables us to achieve this balance.

The Sun Dreams merger and integration, as described in the chief executive's report, was a significant highlight during the year and is a focus area for the committee from the perspective of aligning remuneration practices, policies and procedures for both the South African and Latin American groups, to the extent necessary. The committee is investigating the different remuneration implications in terms of incentivising employees across multiple jurisdictions in instances where the majority of employees will impact businesses in a single jurisdiction (although we need to encourage group behaviour).

In addition, the group has changed its financial year from June to December in order to align with the statutory company year-end requirements in Latin America. This has posed several implications on the realignment of the timing of performance contracting and reviews, bonuses, salary increments and share awards. We are working through these administrative issues and after the first year of realignment, these matters will no doubt become routine.

Sun International's pay for performance methodology remains integral to the group's remuneration principles, as this ensures alignment between meeting strategic objectives and shareholder interests. Our executives are rewarded for their contribution toward our strategic and financial performance, which in turn requires that our remuneration is conducive to retaining top talent. The overall increase in executive remuneration and non-executive directors' fees was 4%. This was lower than the blended increase of 7% given to bargaining level employees with the lower paid food and beverage staff receiving an increase above the 7% while gaming and other higher paid staff received less than the 7%. We also managed to achieve a 20 month deal with an inflationary increase to be given to all unionised staff on 1 July 2017 until 28 February 2018. The 20 month period is in order to align with our new increase date of 1 March. The management team continue to work towards a resolution for the benefit of all employees. Management have also worked towards seeking benefits for employees that are in addition to a salary increment – for example, the group has underwritten a loan scheme to allow for debt-entrapped employees to settle any existing microloans by refinancing such loans through Nedbank at a reduced total cost of borrowing. In addition to existing bursary schemes, management are also investigating rolling out clinics and crèche facilities to its employees – initiatives targeted at improving the overall lives of the group's employees.

Listening to and engaging with our shareholders on remuneration remains an important part of the group's approach. We submitted our remuneration policy for shareholder approval and together with management, the committee engaged extensively with shareholders following a vote of 69% being received in favour of our policy and 31% against.

The committee considered the outcome of the non-binding advisory vote as a concern and we appreciate that remuneration disclosure is often viewed as a complex and sensitive topic. In order to further improve on our disclosure and reassess our long-term remuneration plans, PricewaterhouseCoopers (PwC) was engaged to conduct a review of our remuneration policy and related disclosures to ensure that the group remuneration is market aligned. It was pleasing to note that PwC's findings were that Sun International's combined use of performance and retention awards is aligned with the market. Taking PwC's recommendations into account, a significant change adopted by the committee was a change to the conditions of the EGP plan as fully described in the following report. The committee also considered a recommendation to incorporate a minimum shareholding requirement for executives. However, as management are already holding (and acquiring through their personal funds) shareholdings in the group, we elected not to make this mandatory given the voluntary behaviour of the group's executive directors.

As in previous years, this report is structured in two parts – part one sets out Sun International's remuneration philosophy and policy, relating to executive remuneration in particular, which provides stakeholders with an understanding of the group's remuneration components. Part two explains how the remuneration has been implemented in the FY2016 and contains key remuneration tables. We have also included scenario charts on page 71 that show our executive directors' remuneration based on under performance, on-target performance and stretch performance.

This report has been approved by the board on the recommendation of the remuneration committee. Stakeholders are invited to submit comments on the group's remuneration policy by emailing investor.relations@za.suninternational.com.

IN Matthews
Chairman of the remuneration committee

14 October 2016

PART ONE

Remuneration committee and governance

The remuneration committee is instrumental in providing guidance and direction in determining the group's remuneration philosophy and application and we start off by introducing the committee and a high-level overview of their governance role.

Composition and attendance for the financial period 1 July 2015 to 30 June 2016

Member	Meeting attendance
IN (Nigel) Matthews	3/3
ZBM (Zarina) Bassa	3/3
PL (Leon) Campher	3/3
MV (Valli) Moosa	3/3

The committee has four non-executive directors as members, three of whom are considered independent. We have met on three occasions during the year under review, and we consider the frequency of meetings sufficient to cover all matters that have arisen during the year. The committee's terms of reference prescribe that the effectiveness of the committee, its chairman and members should be assessed annually. This year the committee's evaluation assessment was conducted using the BoardPractice software following the external evaluation conducted in the prior year. The results of the external assessment reflected that the committee was performing its functions effectively and there were limited areas for improvement.

The remuneration committee's mandate and terms of reference, which are available on our corporate website, are reviewed annually. Some of the key focus areas for the committee over this financial year are tabled alongside.

Focus areas during FY2016
Review of the group's share plans and performance conditions
Determining cross-border incentives
Reviewing the performance of executives and the corresponding bonus awards
Overseeing a regrading exercise of employees and realignment of salaries where required
Overseeing the group's progress on attaining employment equity targets
Monitoring the group's executive and key critical roles succession plan

The committee is tasked with overseeing the implementation of the group's remuneration principles. Its members are sufficiently skilled and able to ensure the robust application of these principles:

The group's remuneration policy

In order to align employee behaviour with the group's strategic objectives, the group is guided by the following key remuneration principles

- to provide competitive and equitable rewards to attract, motivate and retain high-calibre talent while aligning our employees' remuneration with shareholder interests;
- to attain a high-performance culture, with our pay for performance methodology, to facilitate execution of the group's strategic priorities;
- to encourage collaborative business behaviour between and among different units by inculcating a culture focused on rewarding achievement of group, unit and individual performance targets;
- to promote and ensure compliance with the evolving remuneration governance framework for both local and international businesses;
- to promote the implementation of leading remuneration practices and attract global expertise to the group as we continue to expand offshore; and
- to ensure that the group's remuneration policy withstands scrutiny by the group's various stakeholders.

These principles inform a holistic view in setting the group's remuneration policy, which is underpinned by leading remuneration and governance practices.

Remuneration structure

The group's remuneration principles are attained through the appropriate mix of guaranteed fixed remuneration and variable performance-related remuneration. At management level, this further comprises of a short-term incentive (over a one-year performance period) and long-term incentives (over a minimum three-year performance period).

Summary of executive remuneration structure

Component	Type	Strategic intention
Guaranteed package (GP) • Base pay • Retirement benefits • Medical aid • Insured benefits • Travel allowance	**Fixed and paid monthly**	To recruit and retain high calibre management Reflects scope and nature of the role, expertise required and market value
Short-term incentive (STI)	**Variable and paid annually if performance hurdles are achieved**	Linked to attainment of both financial and non-financial targets against the group's strategic priorities Motivates and rewards accomplishment of annual performance objectives that align the interests of the group; the individual unit; and personal performance
Long-term incentives (LTI)	**Variable and awarded annually**	Stimulates achievement of long-term business targets to align with shareholder interests Stimulates achievement of long-term business targets to align with shareholder interests

Remuneration components

Guaranteed package

Our remuneration policy seeks to remunerate all employees with a guaranteed package that is anchored at the median market position. Performance remains one of the most important factors in determining total guaranteed pay and therefore the group differentiates between average and outstanding performance and remunerates individuals based on their contribution to the group's strategic objectives.

Short-term incentive

Executive and senior management employees (approximately 250 managers) participate in an annual short-term incentive plan, otherwise referred to as the executive bonus scheme (EBS). The EBS is structured to reward accomplishment of annual financial and non-financial performance targets that are aligned to the delivery of group and unit performance, together with individual performance against agreed strategic priorities. These strategic priorities are determined by the board each year before the commencement of the new financial year.

Business performance remains the most weighted driver in calculating EBS, contributing two-thirds to the total EBS amount, with individual performance weighted at one-third of the formulae. In terms of the cross-jurisdiction incentives, the EBS group percentage will be based on the group performance of either South Africa or Latin America dependent on where the employee resides. Certain designated roles which fulfill a global oversight function will share in the performance of the combined businesses.

EBS is calculated as a percentage (target incentive percentage) of an employee's qualifying guaranteed package.

EBS participating employees need to achieve both their group and unit business performance targets, as well as their individual performance over the most recent financial year, as follows:

EBS PAID
=
Qualifying package
X
target incentive %
X
(unit factor/3 + group factor/3 + individual performance/3)

EBS – business performance

Earnings before interest, taxes, depreciation and amortisation (EBITDA) is the financial performance metric for both unit and group performance. For employees based at units, EBITDA performance is equally weighted between the group and the applicable unit. For group employees, EBITDA performance is based on the group result. Linear interpolation is used to determine the unit or group factor between threshold, target and stretch performance. In the event that the EBITDA targets are not met for the group factor and/or the unit factor at threshold, these portions of the EBS payment fall away.

EBS – individual performance

The personal factor, which comprises one-third of the EBS, ranges between 0 – 200% and depends on the employee's performance rating results for the relevant financial year. If an employee is rated as a full performer, they will receive 100% of this EBS component with star performers being able to attain up to 200% of this component if they achieve an exceptional performer rating. No EBS will be payable to an employee who is rated as a weak performer in terms of their most recent performance assessment.

The group's performance contracting and reviews continue to mature. Employee ratings are initially done by the employee, assessed by the manager and then subject to calibration by teams of managers.

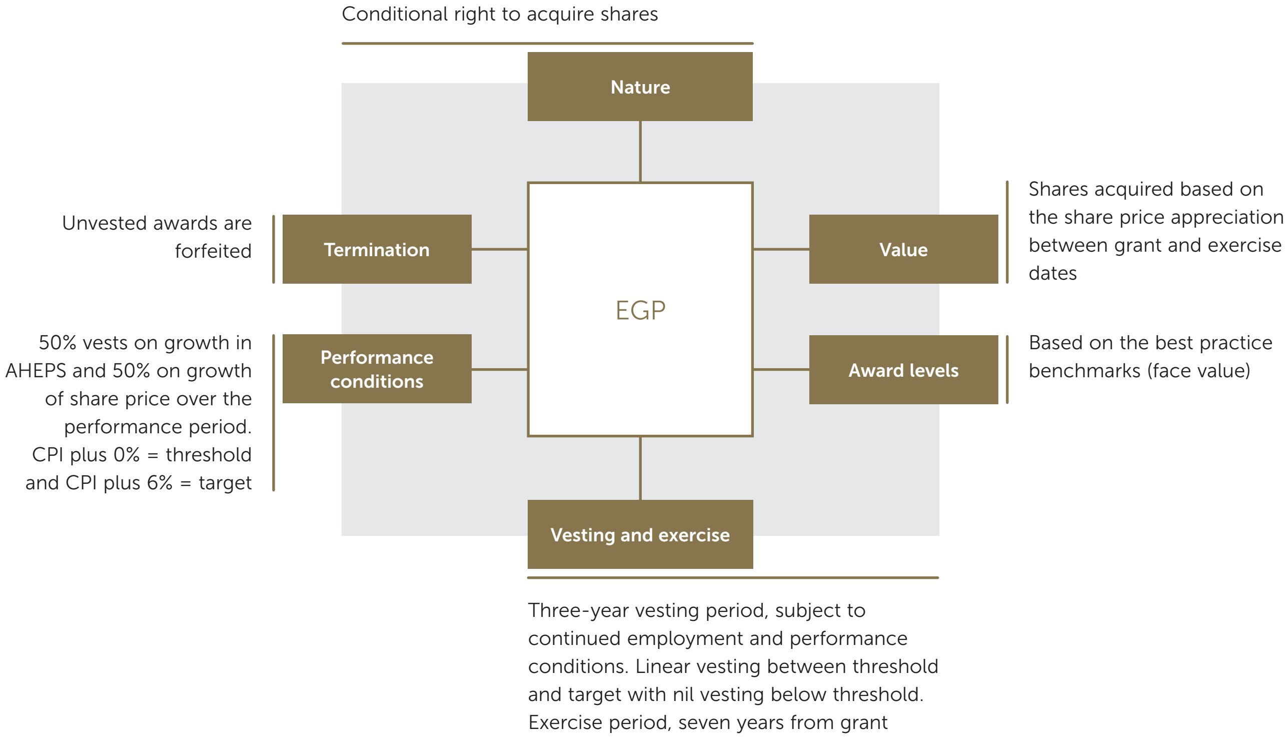
Calibration of performance rating results

To ensure effective integration of the performance ratings with unit and group performance, the group applies calibration of performance ratings results across the group. This includes assessing the individual performance ratings at unit level against the actual unit business performance results and against the envisaged on-target bonus to be paid in accordance with the rating provided. Executive leadership, functional heads and unit general managers are all involved in open and honest discussions regarding their performance rating to ensure that a common performance benchmark is applied across the group.

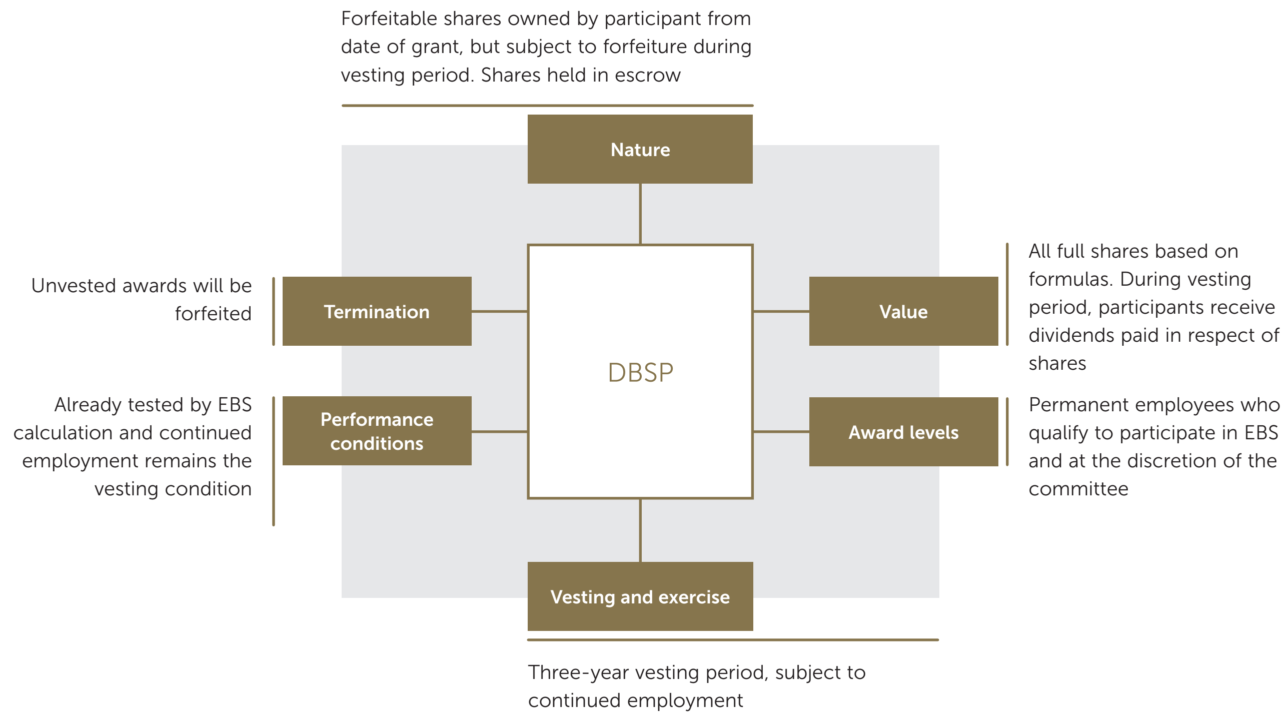
Long-term incentive plans

The main objective of the group's long-term incentive plans is to motivate and retain management on a long-term basis while promoting long-term wealth creation for both executives and shareholders. The group operates two long-term incentive plans with annual allocations – the Equity Growth Plan (EGP) and the Deferred Bonus Share Plan (DBSP) which is a deferred bonus granted through shares.

The EGP operates as follows:



The DBSP operates as depicted below:



In addition to the annual awards illustrated above, the group also uses the DBSP as a retention mechanism in certain instances by permitting the remuneration committee to approve retention or attraction awards for employees. These awards have a vesting period of either three or five years, depending on the quantum of the award (which is determined by a formulae). If an employee receives such an award but leaves the employment of the group before the vesting period, they forfeit the award and repay the dividends received as a result of the award.

Remuneration benchmarking

The remuneration committee reviews the total remuneration mix of executives annually. This review includes an analysis of the combination and proportion of the total remuneration paid as part of the guaranteed package against both the short-term and long-term incentives. The appropriate mix and combination of each of these remuneration components at executive level is imperative as each component is linked to promote the creation of shareholder value.

To retain a competitive edge in the industry and ensure we remain an employer of choice, our remuneration philosophy is to remunerate our executives equitably, competitively and in line with shareholder expectations and leading remuneration practices. In light of this, we use niche market industry and country benchmarks to keep us constantly informed of market trends. In an effort to be certain our employees are paid equitably, irrespective of their gender, the group also analyses pay at various levels of management and addresses these as may be appropriate.

Consideration of our JSE-listed peers and comparator market salary data of organisations of similar market capitalisation and revenue is taken into account in making executive remuneration decisions.

Executive remuneration is further informed by utilising an integrated view of executive remuneration, talent and performance management. This provides detailed and consolidated information for each executive in the group with regard to:

REMUNERATION

- Total cost of employment (GP) versus market
- Potential total earnings (GP + STI + LTI)
- Potential total earnings versus market
- Three-year annual salary increment history
- Proposed salary increment

TALENT MANAGEMENT FACTORS

- Flight risk
- Organisational impact
- Succession depth

PERFORMANCE MANAGEMENT RATINGS

- Current performance ratings
- Current top-performing executives

Service contracts

The group does not have any service contracts in place for any executive employees.

Payment for loss of office – executives

Notice periods	Notice periods do not exceed six months		
	Good leaver	**Voluntary resignation**	**Bad leaver**
Circumstances for departure	Death, retirement, retrenchment, ill health		Termination for cause
Salary and benefits for notice period	Paid until date of termination, including notice period		Immediate termination of salary and benefits
Bonus accrued prior to termination	Accrued bonus is payable on a pro-rata basis	Accrued bonus is payable on pro-rata basis	No accrued bonus is payable

Conclusion

This concludes the summary of the group's remuneration policy and practices. The principle of pay for performance will further evolve as the group continues to embed a high-performance culture with long-term strategic objectives as the driving factor behind rewards and incentives.

The Sun Dreams merger and integration as described in the chief executive's report was a significant highlight and is a focus area for the committee from the perspective of aligning remuneration policies and practices for the Latin America group where necessary.

The group's remuneration policy, as outlined above, will be submitted to shareholders for a non-binding vote at the annual general meeting to be held on Monday, 21 November 2016.

PART TWO

Disclosure of 2016 remuneration

Based on the remuneration policy and principles summarised above, the group discloses the actual remuneration paid to executives and prescribed officers as well as details regarding their long-term incentive awards for the year under review. Having considered the matter, the group is of the opinion that in addition to its executive directors, both the chief operating officer of the South African business, Mr RA Collins, and the chief executive officer of Sun Dreams, Mr J Wilhelm, are prescribed officers and their disclosures are incorporated below.

Executive directors and prescribed officers

	Salary Rand	Gross EBS Rand	Retirement contributions Rand	Other benefits Rand	Total Rand
2016					
GE Stephens	**5 956 904**	**5 047 619**	**810 731**	**161 694**	**11 976 949**
AM Leeming	**3 766 204**	**3 296 173**	**662 400**	**171 396**	**7 896 173**
DR Mokhobo[3]	**2 431 190**	**1 217 879**	**308 624**	**102 405**	**4 060 098**
RA Collins	**3 672 604**	**2 759 512**	**828 000**	**99 396**	**7 359 512**
J Wilhelm[1]	**425 960**	**425 960**	**29 168**	**134 353**	**1 015 442**
TOTAL	**16 252 863**	**12 747 145**	**2 638 923**	**669 244**	**32 308 178**
2015					
GE Stephens	5 610 027	8 043 039	753 228	147 786	14 554 080
AM Leeming	3 501 792	3 512 467	608 400	168 096	7 790 755
KH Mazwai[2]	2 206 622	1 680 703	480 655	313 464	4 681 444
TOTAL	11 318 441	13 236 209	1 842 283	629 346	27 026 279

[1] 1 June 2016 only.
[2] Resigned from the board on 31 January 2015 and from the company on 31 July 2015.
[3] Appointed on 19 February 2016.

Short-term incentive (STI)

For the year under review, the STI earned in the form of EBS for executive directors and prescribed officers are disclosed below.

2015/2016 STI

	STI payment FY 2016 Rand	On-target STI Rand	% of on-target achieved	Maximum potential STI Rand	Maximum potential STI %
GE Stephens	5 047 620	5 889 931	85.7	11 779 861	200
AM Leeming	3 296 174	3 220 000	102.4	6 440 000	200
DR Mokhobo	1 217 879	1 421 110	85.7	2 842 219	200
RA Collins	2 759 512	3 220 000	85.7	6 440 000	200
J Wilhelm	425 961	298 172	142.9	596 345	200

The STI achieved is comprised of the percentage of the three EBS components as achieved and for the aforementioned executive directors and the chief operating officer of South Africa as follows:

Individual %	1/3 unit performance	1/3 group performance	1/3 personal performance
GE Stephens	58.5%	48.6%	150.0%
AM Leeming	58.5%	48.6%	200.0%
DR Mokhobo	58.5%	48.6%	150.0%
RA Collins	58.5%	48.6%	150.0%
J Wilhelm*	–	–	–

* The chief executive of Sun Dreams received a bonus in the year that was determined by Dream S.A. shareholders prior to the merger as the merger was only consummated at the end of May 2016.

The table above reflects the units' and group's overall financial performance, which was below the board approved budgeted EBITDA. Individual performance is based on the committee's performance assessment of the executives against their predetermined key performance indicators set at the commencement of the 2016 financial year.

Following the executive's performance assessments, the committee is of the opinion that the aforesaid executives have not only met but exceeded certain key performance indicators under each of the five strategic pillars through their individual contributions and performance. Despite the challenging operating environment and a year of acquisitions, disposals and integration of businesses, the management team has achieved good progress against the strategic objectives in the year under review and they have been rewarded accordingly. The group's performance against these strategic objectives is reported as part of the group's results presentations and throughout the integrated annual report.

Remuneration scenarios

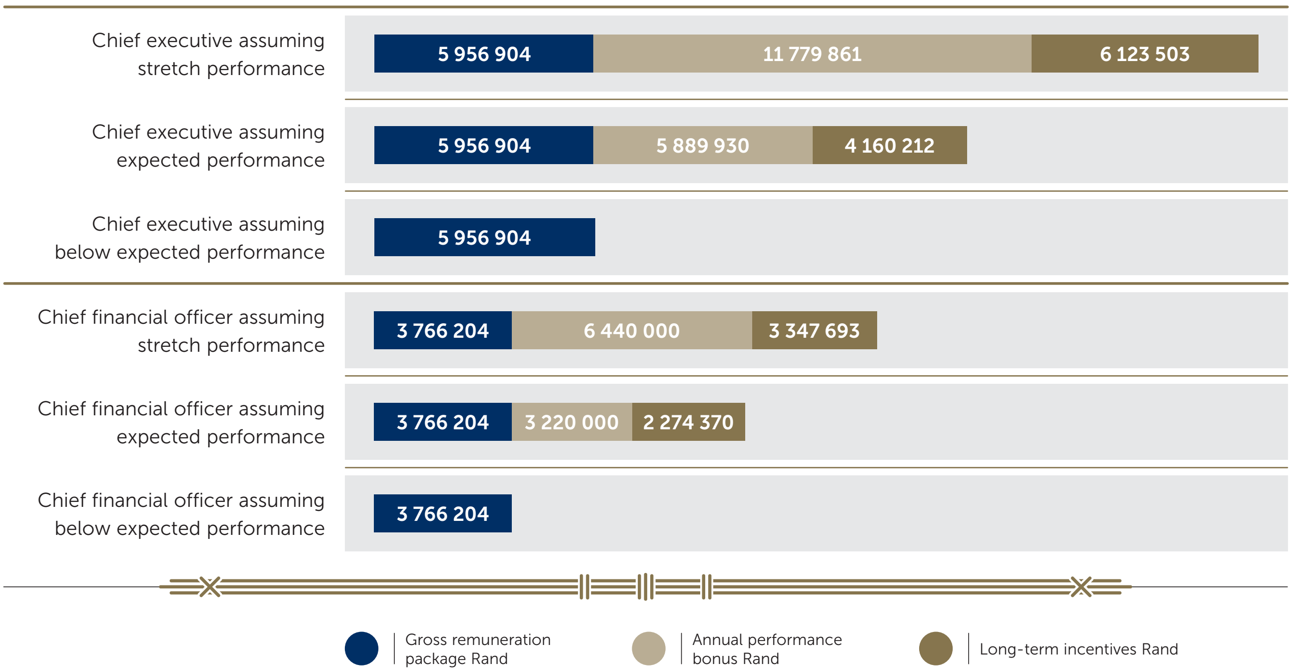
The charts below demonstrate the executive directors' remuneration assuming various scenarios.

Remuneration mix

Remuneration philosophy aims to attract and retain motivated high-calibre employees whose interest are aligned with those of our shareholders. This is achieved through the right mix of guaranteed and performance-based remuneration (variable pay), which provides for differentiation between high, average and low performers.

The pay mix guaranteed and variable remuneration differs according to the level of the employees in the company. The more senior the employee, the higher the proportion of variable pay in his/her total remuneration package. The graph below shows the parameters of the remuneration mix which are broadly aligned with market best practice.

For 2016 the overall remuneration mix of executives is as follows:



Share-based payments expense

The table below sets out the amount expensed in relation to share-based payments in the statement of comprehensive income for the year:

Name	2016 Rand	2015 Rand
GE Stephens	**8 695 980**	8 067 279
AM Leeming	**3 689 157**	3 956 628
DR Mokhobo	**1 506 518**	–
RA Collins	**3 746 321**	–
J Wilhelm*	**–**	–
TOTAL	**17 637 976**	12 023 907

* Pre-merger and has not been allocated shares.

Long-term incentives

The balance and movement of shares held by group executive directors in their personal capacities is set out below:

			Shares acquired		
	Shares held at 30 June 2015	Retained vested awards after tax	Tax paid on vested awards	Acquired on market	Shares held at 30 June 2016
GE Stephens	44 189	50 650	35 197	88 724	**218 760**
AM Leeming	20 483	17 521	12 175	29 107	**79 286**
DR Mokhobo	7 257	2 239			**9 496**

The table below sets out the long-term incentives awarded through the group's share plans for the executive directors and prescribed officers, excluding Mr J Wilhelm who has not yet been allocated any shares in the group.

Date of grant	Shares/ grant price	Shares/ grants held 30 June 2015	Shares/grants made/ (forfeited) during the year	Shares/ grants exercised	Shares/ grants held 30 June 2016	Gains on the exercise of share options and grants	Present value of existing future awards
GE Stephens							
EGP		**342 023**	**141 623**		**483 646**		**3 727 853**
27.06.2012	90.07	17 865			**17 865**		326 215
02.09.2013	94.87	114 923			**114 923**		
27.06.2014	109.65	102 063			**102 063**		257 199
26.06.2015	111.21	107 172			**107 172**		602 307
29.06.2016	87.52		141 623		**141 623**		2 542 133
CSP*		**19 804**	**(13 863)**	**(5 941)**		**574 271**	
27.06.2012	86.55	19 804	(13 863)	(5 941)		574 271	
DBP^		**6 241**		**6 241**		**639 565**	
03.09.2012	n/a	6 241		(6 241)		639 865	
RSP#		**116 249**		**(58 124)**	**58 124**	**4 398 939**	**5 000 989**
01.10.2011	80.43	31 081		(15 540)	**15 540**	1 379 733	1 337 062
01.02.2013	101.33	85 168		(42 584)	**42 584**	3 019 206	3 663 927
BSMP		**97 494**	**38 365**		**97 494**		**8 388 384**
02.09.2013	95.00	28 358			**28 358**		2 439 922
11.09.2014	112.33	30 771			**30 771**		2 647 537
14.09.2015	104.82	38 365	38 365		**38 365**		3 300 925
TOTAL						**5 613 075**	
AM Leeming							
EGP		**149 552**	**59 033**	**–**	**208 585**		**1 699 063**
27.06.2012	90.07	15 464			**15 464**		282 373
02.09.2013	94.87	47 357			**47 357**		–
27.06.2014	109.65	42 058			**42 058**		105 986
26.06.2015	111.21	44 673			**44 673**		251 062
29.06.2016	87.52		59 033		**59 033**		1 059 642
CSP*		**17 026**	**(11 918)**	**(5 108)**		**493 752**	
27.06.2012	86.55	17 026	(11 918)	(5 108)		493 752	

Date of grant	Shares/ grant price	Shares/ grants held 30 June 2015	Shares/grants made/ (forfeited) during the year	Shares/ grants exercised	Shares/ grants held 30 June 2016	Gains on the exercise of share options and grants	Present value of existing future awards
DBP^		**3 520**		**(3 520)**		**360 892**	
03.09.2012	n/a	3 520		(3 520)		360 892	
RSP#		**42 137**		**(21 068)**	**21 068**	**1 634 695**	**1 812 690**
27.06.2012	89.25	16 963		(8 481)	**8 481**	742 277	729 705
01.03.2013	102.92	25 174		(12 587)	**12 587**	892 418	1 082 985
BSMP		**44 146**	**16 754**		**44 146**		**3 798 322**
02.09.2013	95.00	13 137			**13 137**		1 130 307
11.09.2014	112.33	14 255			**14 255**		1 226 500
14.09.2015	104.82	16 754	16 754		**16 754**		1 441 514
TOTAL						**2 489 339**	
DR Mokhobo							
EGP		**91 427**	**36 475**		**127 902**		**1 021 093**
27.06.2012	90.07	7 941			**7 941**		145 003
02.09.2013	94.87	29 598			**29 598**		–
27.06.2014	109.65	26 286			**26 286**		66 241
26.06.2015	111.21	27 602			**27 602**		155 123
29.06.2016	87.52		36 475		**36 475**		654 726
CSP*		**8 500**	**(5 950)**	**(2 550)**		**246 489**	
27.06.2012	86.55	8 500	(5 950)	(2 550)		246 489	
DBP^		**1 308**		**1 308**		**56 697**	
03.09.2012	n/a	1 308		(1 308)		56 697	
BSMP		**21 535**	**8 196**		**21 535**		**1 852 872**
02.09.2013	95.00	6 842			**6 842**		588 686
11.09.2014	112.33	6 497			**6 497**		559 002
14.09.2015	104.82	8 196	8 196		**8 196**		705 184
BEMT		**2 892**			**2 892**		
01.04.2015	128.39	2 892			**2 892**		
TOTAL						**303 186**	
RA Collins							
EGP		**84 103**	**59 033**		**143 136**		**1 410 068**
27.06.2014	109.65	39 430			**39 430**		99 364
26.06.2015	111.21	44 673			**44 673**		251 062
29.06.2016	87.52		59 033		**59 033**		1 059 642
RSP		**67 063**			**67 063**		**56 770 101**
01.01.2014	94.42	21 069			**21 069**		1 812 777
24.08.2015	100.01	45 994			**45 994**		3 957 324
BSMP		**19 765**	**14 752**		**19 765**		**1 700 581**
11.09.2014	112.33	5 013			**5 013**		431 319
14.09.2015	104.82	14 752	14 752		**14 752**		1 269 262
TOTAL							

* CSP awards partly vested on 27 June 2012 as per the performance conditions and there are no further CSPs in issue.
# Vests in three tranches.
^ In terms of the investment made by the participants in the company shares by way of the DBP, they received matching shares equal to their investment on the vesting date.

TRANSPARENCY AND ACCOUNTABILITY

Awards made to executive directors/prescribed officers under share plans subsequent to 30 June 2016

Name	Date of grant	Grant price	Shares awarded
GE Stephens			
DBSP	09.09.2016	90.85	27 777
AM Leeming			
DBSP	09.09.2016	90.85	18 139
DR Mokhobo			
DBSP	09.09.2016	90.85	6 702
RA Collins			
DBSP	09.09.2016	90.85	15 186

The aforesaid disclosures conclude the remuneration paid to the executive directors in the year under review.

Directors' fees

Non-executive directors

Fees payable to non-executive directors for their services as directors and for their participation in the activities of the committees are recommended by the executive directors to the committee for consideration and thereafter considered by the board of directors for submission to shareholders.

Non-executive director fees are determined on the basis of a base annual fee and an attendance fee per meeting as advocated by King III and this practice is extended to non-executive directors of the group's various subsidiary boards. The executive directors and executive management that serve on the group's subsidiary boards do not receive any fees in their personal capacities for this role and to the extent applicable any fees payable as a result of this office are waived in favour of the group.

Proposed fees for the next financial year are determined by the end of the previous financial year and are payable quarterly in arrears after approval by members at the annual general meeting. In the case of new appointments or resignations from the board or committees during a financial year, the annual fees are pro-rated in line with the period of tenure of office.

Fees paid to non-executive directors by the company and its subsidiaries – during 2016 financial year

	Subsidiaries and trust fees	Director's fees	Committee fees	Total 2016	Total 2015
Non-executive directors	R	R	R		R
PDS Bacon	0	294 300	217 200	**511 500**	476 900
ZBM Bassa	0	321 700	268 750	**590 450**	549 050
PL Campher	20 000	294 300	524 750	**839 050**	765 700
NN Gwagwa	0	294 300	79 600	**373 900**	335 500
BLM Makgabo-Fiskerstrand	0	294 300	123 700	**418 000**	436 450
IN Matthews	30 000	478 900	366 150	**905 000**	829 950
B Modise*	0	78 936	42 800	**121 736**	411 400
LM Mojela	0	294 300	128 050	**422 350**	409 850
MV Moosa	0	1 107 100	330 250	**1 437 350**	1 397 750
GR Rosenthal	0	294 300	374 200	**668 500**	675 300
EAMMG Cibie	0	294 300		**294 300**	327 600
	50 000	4 046 736	2 455 450	**6 552 186**	6 615 450

* Resigned 23 November 2015.

Shareholders approved an increase of no more than 10% on all director and committee fees for the 2015/2016 financial year at the 2014 annual general meeting. After due consideration, the board has applied a 4% increase for the non-executive directors' remuneration for the 12 months commencing 1 July 2016.

This concludes part two of the remuneration report dealing with the prescribed disclosure section. We trust that the combined remuneration policy has been helpful in assisting stakeholders to understand the application of the group's remuneration policy.

Sibaya, KwaZulu-Natal

TRANSPARENCY AND ACCOUNTABILITY