

A photograph of a modern building facade featuring large glass windows and a prominent metal slat canopy. The building is illuminated from within, and the scene is set against a clear sky. The text 'REMUNERATION POLICY' is overlaid on the upper left portion of the image.

REMUNERATION POLICY

WBHO

GENERAL
COMPANY
POLICY

	General Company Policy	Doc No.:	POL-GEN 019
	Remuneration Policy	Rev. No.:	04
		Rev. Date:	04/03/2025

TABLE OF CONTENTS

1	INTRODUCTION	4
2	PRINCIPLES	4
3	ABBREVIATIONS & DEFINITIONS.....	5
4	REMUNERATION STRUCTURE	5
5	TOTAL GUARANTEED PACKAGE (TGP).....	6
5.1	Salaried Employees	6
5.2	Hourly Paid Employees	6
6	SHORT-TERM INCENTIVES (STIS).....	6
6.1	Executive Directors	7
6.2	Senior Management.....	7
6.3	Salaried Employees	7
6.4	Hourly Paid Employees	8
7	LONG-TERM INCENTIVES (LTIS).....	8
7.1	Executive Directors and Senior Management	8
7.1.1	<i>The WBHO Share Plan</i>	<i>8</i>
7.1.2	<i>WBHO Management Trust.....</i>	<i>11</i>
7.1.3	<i>WBHO Share Trust.....</i>	<i>12</i>
7.1.4	<i>The Broad-Based Share Schemes</i>	<i>12</i>
7.1.5	<i>Cash-based schemes</i>	<i>13</i>
7.1.6	<i>General information relating to the above share schemes.....</i>	<i>13</i>
8	EXECUTIVE DIRECTOR CONTRACTS	13
9	NON-EXECUTIVE REMUNERATION	14

	General Company Policy Remuneration Policy	Doc No.:	POL-GEN 019
		Rev. No.:	03
		Rev. Date:	04/03/2025

1 INTRODUCTION

Remuneration within Wilson Bayly Holmes Ovcon Ltd (WBHO) is aligned to corporate strategy and in adherence to the principles set out in the King IV Report on Governance for South Africa 2016 (King IV™) and with the requirements of the Companies Act (2008) concerning the remuneration of directors and principal officers.

The remuneration policy recognizes that WBHO considers its employees to be the most important factor contributing towards its continued success and, through its application, aims to fairly remunerate all employees and reward individual performance in a way that can attract, motivate and retain key personnel.

The policy defines the principles to be applied when determining remuneration for the employees including both executive and non-executive packages. The policy is set, and reviewed annually, by the Remuneration committee (Remco), a sub-committee of the main board to which all of its decisions are submitted for ratification.

One of the purposes of the remuneration policy is to align the interests of senior executives with the interests of shareholders and with the business strategy formulated by the board, with regards to how performance-based rewards are used to drive corporate performance, in particular.

2 PRINCIPLES

The remuneration policy is informed by the following three principles which are aligned with the concept of Total Remuneration: -

- Guaranteed remuneration packages aligned to a performance-oriented philosophy, benchmarked against comparable industry packages, and for executive directors and senior managers, set below the median.
- Short-term incentives that reward high-performing employees for their performance contribution to the group, divisional cluster, and division in which they work based on a scorecard of economic, social, and environmental targets.
- Long-term incentives forming a balanced mix of both short-term and long-term incentive packages to reward both company performance and individual/team/project performance.

The guaranteed pay levels of executive directors and senior management are deliberately set below the median level of comparable executive guaranteed remuneration within the construction industry to prevent large gaps in salary development between executive directors and key senior operational management. The group believes that such gaps (often found in other companies) are counter-productive in a construction company where working as a cohesive team is crucial to success.

With this principle in place, performance-variable pay carries a significantly heavier weighting than guaranteed pay particularly when rewarding the operational performance of senior directors and key management, with the result that short-term incentives can form the major portion of their total remuneration, although their total remuneration (guaranteed and variable pay in combination) is aligned with industry norms.

The remuneration for other employee categories varies by levels determined by the market and the operational/functional responsibilities expected from each employee, but the performance-orientation philosophy is retained.

	General Company Policy Remuneration Policy	Doc No.:	POL-GEN 019
		Rev. No.:	04
		Rev. Date:	04/03/2025

3 ABBREVIATIONS & DEFINITIONS

TGP	Total Guaranteed Package
STI	Short-Term Incentives
LTI	Long-Term Incentives
REMCO	Remuneration Committee
EXCO	Executive Committee
CEO	Chief Executive Officer
CFO	Chief Financial Officer
FY	Financial Year
JSE	Johannesburg Stock Exchange
HEPS	Headline Earnings Per Share
SARs	Share Appreciation Rights
PS	Performance Shares
ROCE	Return on Capital Employed
TSR	Total Shareholder Return
(IFRS)	International Financial Reporting Standards
STIP	Short-term Incentive Plan

4 REMUNERATION STRUCTURE

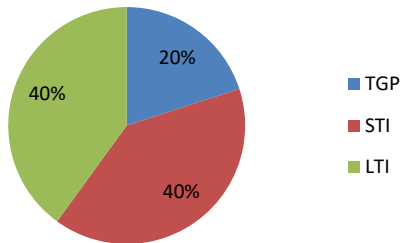
In applying the remuneration principles the integrated remuneration structure consists of:

- **Total Guaranteed Package (TGP):** incorporating basic pay, vehicle allowance, provident fund (superannuation), medical aid, allocated leave, and various other allowances (where applicable).
- **Short-Term Incentives (STIs):** performance-based bonuses dependent on the company and individual performances during a particular financial year.
- **Long-Term Incentives (LTIs):** equity-based incentives, incorporating share schemes for senior executives and key senior employees identified by the executive committee.

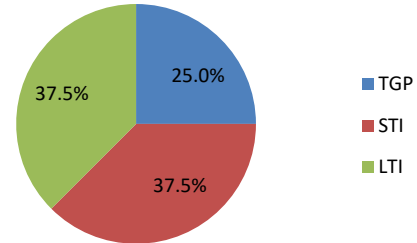
For executive directors and senior management, the targeted pay mix incorporating the above components is illustrated below: -

	General Company Policy Remuneration Policy	Doc No.:	POL-GEN 019
		Rev. No.:	04
		Rev. Date:	04/03/2025

Executive Directors



Senior Management



5 TOTAL GUARANTEED PACKAGE (TGP)

5.1 Salaried Employees

TGP determines our employees' guaranteed remuneration. TGP represents a generally accepted practice for paying employees, which enables accurate and meaningful benchmarking of remuneration packages. The company positions TGPs against the industry from where the relevant skills have been acquired, or to which the skills are likely to be lost. In South Africa, WBHO participates in an external remuneration survey, which includes most of the major players within the construction industry.

The annual TGP increase review process takes place during January / February, with adjustments made on 01 March for the African operations and takes place in May/June, with adjustments made on 1 July for the UK operations. Overall increase percentages are determined by the Executive Committee (EXCO), with guidance from executive management and concerning market-related TGP increases and individual, project, group, divisional cluster, and divisional performance.

Following input from direct line managers and divisional executives, the proposed increases in TGP are submitted to EXCO for review, before authorization and presentation to the remuneration committee for final approval.

5.2 Hourly Paid Employees

In South Africa, the annual increase in remuneration and annual bonus allocations for hourly-paid employees are determined at the Industry Bargaining Council level, through the process of substantive negotiations between industry and employee representatives.

6 SHORT-TERM INCENTIVES (STIS)

The STIs for executive directors and other senior management are short-term, cash-based annual performance rewards determined by performance scorecards, structured with the following weighting:

- 70% for financial targets; and
- 30% for personal scorecard objectives.

Group targets are set for the Chairman, Chief Executive Officer (CEO), and Chief Financial Officer (CFO). Divisional targets apply to the remainder of the executives; however, all executives are measured against the headlines earnings per share (HEPS) target, which is set on a group basis in recognition of their collective responsibility for the performance of the group as a whole.

	General Company Policy	Doc No.:	POL-GEN 019
	Remuneration Policy	Rev. No.:	04
		Rev. Date:	04/03/2025

The set targets, consider the current trading conditions and challenges being faced by the group and/or relevant division and incorporate a meaningful level of stretch. The threshold targets are set at a level that represents the minimum level of acceptable performance for the business.

To match the STIs disclosed with the performance of the financial year to which it relates, STIs for executive directors and prescribed officers are approved at the time of issuing the annual financial statements.

In respect of personal scorecard objectives, these would typically include aspects such as safety performance, people development and training, sustainable development, empowerment and transformation objectives, customer loyalty and growth, ethical behaviour, acquisitions, and disposals of businesses and/or major clusters of assets, and special projects.

Performance below the threshold of a financial target will result in no STI payment on that measure.

Fatalities that occur in a financial year will result in an automatic ten (10) point deduction when determining the personal scorecard component .

6.1 Executive Directors

The financial targets are approved by Remco and ratified by the Main Board annually and in advance, taking cognizance of operational budgets. These define 'threshold', 'target', and 'stretch' targets for the business concerning:

- the HEPS growth rate;
- operating profit;
- the return on capital employed; and
- cash flow.

There is a further component based on personal scorecard objectives.

6.2 Senior Management

Targeted operating profit will be agreed at the main board level annually and in advance, considering the operational budget for that year.

- Financial performance within an individual area of responsibility at the group, divisional cluster, and divisional level (70%) on:
 - final contract performance against budget, program and client relations;
 - divisional operating profit per individual division within a divisional cluster; and
 - divisional cluster operating profit against budget.
- Sustainability performance (30%) on:
 - targeted transformational change, safety performance, environmental performance, and adherence to the WBHO culture and ethos.

6.3 Salaried Employees

All full-time salaried employees are appraised annually by the manager and senior team to whom they report. In the case of employees other than senior executives and senior managers, their performance ratings at year-end are considered when determining merit incentives or promotion for the following year.

	General Company Policy	Doc No.:	POL-GEN 019
	Remuneration Policy	Rev. No.:	04
		Rev. Date:	04/03/2025

There is a guaranteed annual bonus equivalent to a one-month payment of basic pay for employees who have worked the full year. Below executive and other senior management levels, annual performance bonuses for all employees are discretionary and are paid out at various multiples of basic pay, dependent on the company, divisional, departmental, project, and individual performance.

Bonuses are determined by senior management and submitted to EXCO for review. For each category of employees, checks are performed for comparability within the different divisions of the company. Often, EXCO returns proposals for re-evaluation. Finally, the recommendations are presented to Remco for authorization.

6.4 Hourly Paid Employees

In the case of hourly-paid employees, bonuses are determined annually at the Industry Bargaining Council level. Additional bonuses may be awarded for exceptional performance on the recommendation of their direct superior. All bonuses are then reviewed and approved by the divisional managing directors.

7 LONG-TERM INCENTIVES (LTIS)

7.1 Executive Directors and Senior Management

LTIs within WBHO is to be provided through the WBHO Share Plan (Plan), as well as the existing Share Trusts, which are detailed below. As a rule, the existing Share Trusts (the WBHO Management Trust and the WBHO Share Trust), which the group uses to attract, retain and reward future talent within the group, will not be used as an LTI for executive directors in the future.

7.1.1 The WBHO Share Plan

The metrics and targets for the WBHO Share Plan have been approved by Remco and were presented for approval by the shareholders. This long-term incentive plan is the third component of our remuneration structure. The purpose of the LTI is to retain and reward executive directors and key senior managers for their contribution to the creation of shareholder value over the long-term.

Full descriptive details of the Plan, and the JSE-approved Plan Rules, are contained in the Circular distributed to shareholders on 8 October 2014, but the essential elements of the Plan architecture and the performance criteria to govern the first offers are set out below.

There are two components to the LTI:

- Share Appreciation Rights scheme (SAR)
- Performance Share scheme (PS)

REMCO will make an assessment annually to determine the allocation split between SAR and PS.

7.1.1.1 Share Appreciation Rights Scheme (SAR)

SAR allocations will vest in equal tranches over three years. Rights will be available for settlement in equal thirds on the 3rd, 4th and 5th anniversaries, but need not be exercised until the 7th anniversary. On settlement, the value accruing to participants will be the full appreciation of the share price during the vesting period.

The performance target threshold that must first be achieved is the average growth in continuing headline earnings per share (HEPS) compared against the average CPI plus 3%. The average calculation will be determined annually in three-year cycles.

	General Company Policy	Doc No.:	POL-GEN 019
	Remuneration Policy	Rev. No.:	04
		Rev. Date:	04/03/2025

7.1.1.2 Performance Share Scheme (PS)

Conditional awards of performance shares will be made annually to participants. Vesting will commence on the 3rd anniversary of the award, to the extent that the company has met the specified performance criteria over the intervening period. Being a full value share element, essentially without a strike price, the number of shares that vest will depend on the extent of the company performance over the three-year vesting period.

The performance criteria for each award will be decided at the board level, based on the following:

- Return on Capital Employed (ROCE) (50% of award allocation)

Calculated as:

Earnings before Interest paid and Tax

Average Shareholder Equity + Average long-term financial liabilities

The performance criteria are determined on an annual basis, the criteria set are per the table below:

	Allocation in 2015FY	Allocations in the 2016FY to the 2018FY	Allocations in the 2020FY plus future allocations
Threshold	14%	17.5%	14%
Target	16%	20%	16%
Stretch	20%	24%	20%

Relative Total Shareholder Return (TSR) (50% of award allocation)

Calculated as:

(Share price end of the period – Share price start of period) + Dividends paid during the period

Share price start of the period

The TSR is the increase in the value of a portfolio of shares, with dividends reinvested, over the performance period. The performance criteria will be determined on an annual basis, measured against a comparative peer grouping made up of the following companies:

1. Aveng
2. Nampak
3. KAP Industrial Holdings
4. Murray and Roberts
5. Raubex
6. Stefanutti Stocks
7. Hudaco
8. Barloworld
9. PPC

	General Company Policy	Doc No.:	POL-GEN 019
	Remuneration Policy	Rev. No.:	04
		Rev. Date:	04/03/2025

The comparative peer grouping was amended for allocations in the 2020 financial year due to Basil Read and Group 5 being placed in business rescue. Basil Read and Group 5 were replaced by Nampak and KAP Industrial Holdings as per the table above.

Performance share awards will vest depending on the company placement in the peer group TSR levels as follows:

- placement in 8th position and below will result in no vesting
- placement in 5th position will achieve the target, with vesting pro-rated down to 7th position and up to 3rd position
- placement in the top two positions will achieve maximum target vesting

7.1.1.3 Amendment of the Plan

The Main Board will be able to amend any of the provisions of the Plan, subject to prior approval of all of the stock exchanges on which the Shares are listed, provided that no amendment that negatively affects the rights (whether conditional or otherwise) of any Participant shall be effected without the prior written consent of the Participant concerned. All elements of the Plan that require shareholder approval for amendment shall only be amended if approved by ordinary resolution approved by a 75% majority of the votes cast by shareholders present or represented by proxy at a general meeting (excluding all of the votes attached to shares owned or controlled by existing Participants in the Plan).

7.1.1.4 Termination of Employment

Termination of employment is based on the definition of "no-fault termination" versus that of "fault termination". No-fault termination is the termination of employment of a Participant by the company because of:

- death;
- injury, disability or ill health, in each case as certified by a qualified medical practitioner nominated by the relevant Employer Company;
- dismissal based on operational requirements as contemplated in the LRA;
- retirement on or after his or her Retirement Date;
- a mutually agreed Termination of Employment; and
- the Employer Company by which he or she is employed ceasing to be a member company of the Group.

Fault termination will be a dismissal for:

- misconduct;
- poor performance;
- or a resignation by the Participant.

The following provisions will apply under circumstances of termination:

- **Share Appreciation Rights**

If the termination is a "no-fault termination" (as defined above) that occurs before the Vesting or Exercise of an Allocation, then the Allocation will automatically vest or be deemed Exercised on the Date of Termination of Employment and will be Settled to the Participant as soon as practically possible after the Date of Termination of Employment.

	General Company Policy	Doc No.:	POL-GEN 019
	Remuneration Policy	Rev. No.:	04
		Rev. Date:	04/03/2025

If the termination is a "fault termination" (as defined above) that occurs before Vesting or Exercise of an Allocation, then such Allocation will be cancelled on the Date of Termination of Employment.

- **Performance Shares**

If the termination is a "no-fault termination" (as defined above) that occurs before the Vesting of the award, the Performance shares available to be settled to the Participant shall vest on the Date of Termination of Employment and will be Settled to the Participant as soon as practically possible after the Date of Termination of Employment.

If the termination is a "fault termination" (as defined above) the Award shall be cancelled.

- **Change of Control**

"Change of Control" is defined as all circumstances where a party (or parties acting in concert), directly or indirectly, obtain:

- beneficial ownership of the specified percentage of 35% or more of the Shares; or
- control of the specified percentage or more of the voting rights at meetings of the Company; or
- the right to control the management of the Company or the composition of the board; or
- the right to appoint or remove directors holding a majority of voting rights at board meetings; or
- the right to control the business or undertaking of the Company through a merger or consolidation with any other business or entity, or upon a sale of the whole or part of the assets or undertakings of the Company.

If the Company undergoes a Change of Control, then the rights (whether conditional or otherwise) in and to any outstanding Allocations or Awards will, to the extent necessary, be accommodated on a basis that shall be determined by the board to be fair and reasonable to Participants.

7.1.2 **WBHO Management Trust**

The scheme is designed as a retention scheme for future key management members where the ability to issue shares at a discount to the market with no performance conditions assists in the long-term retention of employees at this level.

Trustees may award eligible employees options or an offer to purchase shares at the greater of the weighted average purchase price of the shares or 70% of the market price ruling. Share or option awards are not granted within a closed period. The option may be exercised at the end of the fifth year, but must be exercised at the end of the seventh year and the purchase settled after five years.

Dividends relating to these options only accrue to employees once they have exercised their rights. Dividends received in respect of the shares are utilized to repay loans, if applicable. Unless the Main Board determines otherwise, options/purchases granted to an employee will also lapse if employment is terminated.

	General Company Policy	Doc No.:	POL-GEN 019
	Remuneration Policy	Rev. No.:	04
		Rev. Date:	04/03/2025

7.1.3 WBHO Share Trust

The scheme is designed as a retention scheme for future key management members where the ability to issue shares at a discount to the market with no performance conditions assists in the long-term retention of employees at this level.

Trustees are permitted to grant employees options or an offer to purchase shares at 90% of the market price ruling. Share or option awards are not granted within a closed period. One-third of the option may be exercised at the end of the third, fourth, and fifth years, which should guard against inappropriate gains. Any option/purchase not exercised after the fifth year will automatically lapse.

Dividends relating to these options only accrue to employees once they have exercised their rights. Dividends on the shares are utilized to repay loans, if applicable. Unless the Main Board determines otherwise, options granted to an employee will lapse if employment is terminated.

- **General terms and conditions applying to the 2013 Share Plan, Management Trust, and the Share Trust:**

Proportionate awards are provided when there is a change in the effective control of the company or when an employee is retrenched, retires, or dies while in service.

No extension or retesting of allocations, awards, or grants, or retrospective allocations, awards or grants, are permitted.

Special awards of both share appreciation rights and bonus shares can, however, be made by the Remuneration Committee in special circumstances, (for example as an inducement to an employee to accept a job offer or to enter into a restraint of trade agreement).

- **Limits on shares issued by the company in terms of the schemes:**

The aggregate number of WBHO shares ('shares') that may be issued to participants of the Management Trust and Share Trust is the limit cited in the Plan Rules (i.e. one million nine hundred and eighty thousand shares, equating to 3% of the issued shares of WBHO). This limit applies to all three share-based incentive plans.

Settlement of SAR and PS allocations (WBHO Share plan) is expected to be via the acquisition and transfer of Shares, although provision has been made in the WBHO Share Plan Rules for settlement to be made via the issue and allotment of Shares awarded within the parameters in the above paragraph or cash, by granting a cash bonus equivalent to the aggregate market value of the shares to be settled (at the sole election of the board).

7.1.4 The Broad-Based Share Schemes

In 2023, a new share scheme, Akani 2, was introduced which seeks to –

- Further the aims of Akani 1, which was designed to attract and reward qualifying employees who had been in the service of the group for more than five years;
- Maintain the group's competitiveness in a tender-based market
- Advance the objectives of B-BBEE under as contemplated in the B-BBEE Regulations; and
- Contribute meaningfully to economic transformation and enhancement of economy participation of Black people in the South African economy.

Akani 2 seeks to ensure that qualifying employees enjoy the benefits linked to the new scheme for as long as they remain employed by the group.

	General Company Policy	Doc No.:	POL-GEN 019
	Remuneration Policy	Rev. No.:	04
		Rev. Date:	04/03/2025

The new scheme will utilise special purpose entity, Akani 2 Investment Holdings (Pty) Ltd which will be made up of shareholders:

- WBHO Broad Based Share Incentive Trust (BBESI)
- Akani Defined Benefit Trust and
- Akani Share Incentive Trust (ASI)

to give effect to the Black Economic Empowerment Initiative for the group.

Through Akani 2, qualifying employees will be allocated one (1) unit in either BBESI or ASI and they will be entitled to receive dividends on these units. BBESI and ASI will through their boards determine the value of the dividend to be paid to employees, taking into cognisance the dividend declared by Wilson Bayly Holmes-Ovcon Limited and the future income and expenditure of the individual trusts.

7.1.5 Cash-based schemes

In order to retain key qualifying employees, cash-based schemes are in place within the group. These schemes are as follows:

7.1.5.1 Phantom Shares

A retention scheme in which key qualifying individuals are allocated phantom shares and must remain in the employment of the Group for three (3) years from the date of award. Employees will receive the cash equivalent of the growth in the linked share price (being the WBHO share price) from the date of allocation to the date of vesting.

7.1.5.2 Retention bonuses

These bonuses are paid in cash to qualifying employees, with the condition that employees remain in the employ of the company for the period specified in the contract.

7.1.6 General information relating to the above share schemes

7.1.6.1 Taxation of Schemes

Tax will be levied in terms of the relevant tax legislation.

7.1.6.2 Potential Dilution

As all current share schemes are supported by shares, there is no dilution of shareholding currently.

The effect of dilution for accounting purposes is calculated in terms of the International Financial Reporting Standards (IFRS).

8 EXECUTIVE DIRECTOR CONTRACTS

- The notice period for directors is 30 days. Contracts do not commit to balloon payments on termination; nor any entitlement to bonus or share-based payments on termination for non-performance.
- Executives have standard WBHO employment contracts, which do not have contract periods and there are no restraints.
- The retirement age is set at 60 years.

	General Company Policy	Doc No.:	POL-GEN 019
	Remuneration Policy	Rev. No.:	04
		Rev. Date:	04/03/2025

9 NON-EXECUTIVE REMUNERATION

The remuneration of non-executive directors is based on proposals from Remco, which are submitted to the board for approval. Non-executive directors sign service contracts with the company upon appointment.

The term of office of non-executive directors is governed by the memorandum of incorporation, which provides that:

- directors who have served for three years will retire by rotation, but may, if eligible, offer themselves for re-election for a further three-year term; and
- directors who have served for more than nine years will retire at the end of that term, but may, if eligible, be re-elected annually for further periods of one year at a time.

The remuneration of non-executive directors who serve on the board and its committees is reviewed by Remco annually. Remuneration is compared with that of selected peer companies on an annual basis and recommendations are then submitted to the board for approval. Non-executive remuneration is determined and paid quarterly, based on an annual fee. A non-attendance penalty is deducted for non-attendance at any meeting. Any additional time spent on company business is paid at a fixed hourly rate.

Fees are approved annually on this basis at the annual general meeting and apply with effect from 01 October of that financial year.

Any travel and accommodation expenses of non-executive directors are not included in the fees and paid by WBHO.