

**LONG4LIFE LIMITED**  
Registration number: 2016/216015/06



## **REMUNERATION POLICY**

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# 1 POLICY CONTEXT

## 1.1 Introduction

1.1.1 The success of Long4Life Limited ("the Company")'s investment strategy and the achievement of the set investment goals are largely dependent on the ability of the Board and management team of the Company to identify investments and restructure and effect improvements in the operations of an investee company.

1.1.2 As such, failure to ensure that the Company's Executives and employees are adequately rewarded is a significant risk to achieving the Company's objectives.

## 1.2 Purpose of the Policy

1.2.1 The primary objectives of this Policy are to:

- a) set out the remuneration philosophy and principles to support and assist the Company's Nomination and Remuneration Committee in the execution of its mandate (refer Nomination and Remuneration Committee Terms of Reference and Pre-Listing Statement);
- b) ensure that the Company is well positioned to attract, retain and reward Executives and employees in line with the Company's performance, affordability and long-term strategy; and
- c) conform to the applicable regulatory requirements and corporate governance best practice guidelines.

# 2 POLICY PROVISIONS

## 2.1 Performance objectives and conditions

2.1.1 The Company's approach to performance management is key to delivering the strategic objectives of the Company and in a way that promotes the Company's desired culture. The Board is committed to ensuring alignment between the reward philosophy and principles on the one hand and the Company's strategic objectives, business needs and desired culture on the other.

2.1.2 The Company's performance is heavily reliant on the individual performance of both its Executives and employees. As such, the remuneration principles of the Company are designed to reward long and short term contributions to overall Company performance, and includes salaries, retirement funding, other employee benefits as well as long and short term incentives.

2.1.3 Salaries and other employee benefits are determined taking into account the Company's performance, shareholder interests, affordability and market-related and reputable benchmarks. Remuneration decisions are made with the goal of attracting, retaining and competitively rewarding Executives and employees with the skills, experience, ability and behaviours in order to deliver the strategic objectives of the Company.

- 2.1.4 The Company will reward business results and performance when these are achieved according to the performance goals and conditions as set out in Annexure 7 of the Company's Pre-Listing Statement. The Company will ensure that the balance between shareholder returns and remuneration is clear, transparent and supports the long-term interests of its shareholders.
- 2.1.5 The Board, through the Nomination and Remuneration Committee, is responsible for and will review, measure and approve on an annual basis the basic salary, performance-based short-term and long-term incentives, retirement funding and other benefits for all Executive directors. Any long-term incentive schemes and the allocation of shares and rights in terms thereof for all Executive Directors, including the general principles and thresholds to be applied to employees' remuneration will be similarly reviewed and approved.
- 2.1.6 Executives and other employees will be measured against individual and corporate performance targets, both financial and sustainability related. These targets will be reviewed annually, to ensure they remain relevant.

## 2.2 Incentive schemes

- 2.2.1 Share plans (Conditional Share Awards (under the CSP) and SARs (under the SAR Plan)) will be used as an incentive to participants to deliver the Company's business strategy over the short and long-term. The intent of the share plans is to recognise contributions made by selected Executives and employees, and incentivise them to maintain a continuing relationship with and promote the Company and its shareholders' interests.
- 2.2.2 Definitions of the CSP and SAR plans as well as eligibility, vesting, performance and other conditions are detailed in Annexure 7 of the Company's Pre-Listing Statement. Awards will be considered, and, if deemed appropriate, granted annually. Performance is measured over a period of three years unless otherwise determined.
- 2.2.3 Once Performance Conditions have been met the CSP awards will vest as follows:
- 75% of the award will vest on the third anniversary of the award date
  - 25% of the award will vest on the fourth anniversary of the award date.
- 2.2.4 The Nomination and Remuneration Committee will evaluate the CSP Scheme, Performance Conditions, weightings and thresholds annually and may make adjustments as it deems appropriate.

## 2.3 Termination of Employment

- 2.3.1 All Conditional Share Awards will be subject to the fulfilment of both the pre-determined performance conditions and the employment condition as set out in Annexure 7 of the Company's Pre-Listing Statement.

### 3 POLICY GOVERNANCE

#### 3.1 Roles and Responsibilities

Role	Responsibility
Nomination and Remuneration Committee	Recommends Policy to the board for approval
Chief Executive or his nominee	Policy owner responsible for the annual review and update

#### 3.2 Adherence to the Policy

3.2.1 The Nomination and Remuneration Committee will provide the Board with annual feedback on the Company's adherence to the provisions of this Policy.

3.2.2 The Remuneration Policy and Implementation Report will be put to a non-binding advisory vote at the Company's Annual General Meeting.

#### 3.3 Approval of the Policy

3.3.1 The Board, through the Nomination and Remuneration Committee, is responsible for the annual approval of the Remuneration Policy and the Implementation Report.

3.3.2 In the event that either the Remuneration Policy and/or Implementation Report is voted against by 25% or more of the voting rights exercised, the following steps will be taken to facilitate resolution of the dissent:

- The Chief Executive will drive an engagement process which will be conducted based on good faith and with the aim of amicably resolving differences;
- Reasonable concerns and differences will be addressed in the most appropriate manner which may include amendments to the Policy and/or other policies or governance processes. This process should be completed within a four-month period failing which feedback on progress should be provided by the Chief Executive in writing to the Chairman of the Nomination and Remuneration Committee (as required in terms of paragraph 7.2.12.3 of the Committee's Terms of Reference).

3.3.3 Should the above process not adequately succeed in resolving reasonable differences and/or concerns raised, the Chairman of the Nomination and Remuneration Committee will facilitate the resolution which may include (but is not limited to) ongoing external legal or other professional Counsel.

#### 3.4 Related documents

The following documents should be read in conjunction with this Policy:

- The Company's Pre-Listing Statement

- Nomination and Remuneration Committee Terms of Reference.

**FORMALLY RECOMMENDED BY THE NOMINATION AND REMUNERATION COMMITTEE FOR APPROVAL AND ADOPTED AND APPROVED BY THE BOARD ON 15 MAY 2017.**

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**CHAIRMAN OF THE NOMINATION AND  
REMUNERATION COMMITTEE**

  
\_\_\_\_\_  
**CHAIRMAN OF THE BOARD**

\_\_\_\_\_  
DATE

24/05/2017

\_\_\_\_\_  
DATE

19/5/17