

SECTION C

IMPLEMENTATION REPORT 2024

This report summarises the outcomes of implementing the remuneration policy as approved by the remuneration committee for the 2024 financial year.

The group applied the remuneration policy as set out in Section B without any deviations for the reporting period, and no payments were made as a result of termination of office or employment.

CTC outcome

The committee approved an inflation related increment for the salary and wages, effective from 1 July 2024.

Share based payment arrangements with employees

Cash settled employee share award plan

The phantom share incentive scheme was implemented in 2018 and makes provision for long-term incentivisation of key executives of the Bell group in the structure of a share appreciation rights scheme. The object and purpose of the scheme is to grant forfeitable phantom share awards to key executives of the Bell group to enable them to benefit if the company's share price improves and if the applicable performance criteria are achieved, so as to retain and motivate employees and increase the profitability of the company.

The number of awards granted to executives was determined with reference to market norms for long-term incentive schemes and a multiple of the annual salary packages of the participants.

Each award comprises of three equal tranches. The three tranches vest as follows:

- in respect of tranche 1, on the first trading day after expiry of a period of three years after the award date;
- in respect of tranche 2, on the first trading day after expiry of a period of four years after the award date;
- in respect of tranche 3, on the first trading day after expiry of a period of five years after the award date.

The awards held by participants comprise a mixture of zero-strike and strike based awards. HEPS and ROIC performance conditions are applicable to the zero-strike awards.

The HEPS performance conditions are as follows:

- in respect of awards granted in 2020 and 2021, the annual compounded HEPS growth rate over the three, four and five year periods ending on the last day of the financial year-end of the Bell group prior to the vesting date, must meet or exceed SA inflation plus 5%.
- in respect of awards granted in 2022 and 2023, the annual compounded HEPS growth rate over the three, four and five year periods ending on the last day of the financial year-end of the Bell group prior to the vesting date, must meet or exceed SA inflation plus 3%.
- in respect of awards granted in 2024, the performance scorecard reflected below applies:

Performance condition		Weighting %	Targets			
			Vesting %	50%	75%	100%
Type	Metric			Threshold	On Target	Stretch
Financial	HEPS	50%		CPI +1%	CPI +2%	CPI +3%
Financial	ROIC	50%		WACC	WACC +1%	WACC +2%
Total share units		100%				

The ROIC performance conditions are as follows:

- in respect of awards granted in 2020 and 2021, the annual ROIC hurdle is based on operational returns in excess of the cost of capital plus a margin.
- in respect of awards granted in 2022 and 2023, a minimum ROIC hurdle of 15% applies and the payout is based on a sliding scale of the rolling three year average ROIC as follows:

Rolling three year average ROIC	Payout
< 15%	0%
≥ 15% < 16%	78%
≥ 16% < 17%	89%
≥ 17% < 18%	100%
≥ 18% < 19%	111%
≥ 19% < 20%	122%
- in respect of awards granted in 2024, the performance scorecard reflected above applies.

Employees will acquire the cash equivalent of the difference between the strike price and the market value of shares upon realisation of their awards, subject to the performance conditions specified.

Awards are forfeited in certain circumstances, including on a participant ceasing to be an employee, for reasons other than incapacity, death or retirement at the pensionable age in terms of the rules of the pension and/or provident fund, when all the awards held by the participant, whether or not they have vested, will be deemed to have vested upon termination of employment and shall be settled within three months or in the case of death, within 12 months thereafter.

The total benefit paid to employees in respect of the scheme in any financial year shall not exceed 6% of the NPAT as reflected in the audited results of the Bell group, except in certain circumstances relating to mergers, takeovers and corporate action.

In the event of a change in control of the company which results in the retrenchment or other no fault termination, or a material adverse change in the conditions of employment of the participant then the vesting period in respect of any unvested phantom share units held by that participant will be advanced in accordance with the rules of the scheme.

Awards are subject to the group's malus and clawback policy.

Share awards granted

The following awards were in existence during the reporting period:

Grant date	Phantom share units								Strike price of units with a strike price
	With a strike price	With a strike price of zero	Total	Vesting January 2025	Vesting January 2026	Vesting January 2027	Vesting January 2028	Vesting January 2029	
1 January 2020	191 330	107 662	298 992	298 992	-	-	-	-	R 8.88
1 January 2021	382 665	215 334	597 999	299 000	298 999	-	-	-	R 6.52
1 January 2022	760 000	428 000	1 188 000	396 000	396 000	396 000	-	-	R 12.43
1 January 2023	2 646 000	1 764 000	4 410 000	-	1 470 000	1 470 000	1 470 000	-	R 14.88
1 January 2024	1 387 000	778 000	2 165 000	-	-	721 667	721 667	721 666	R 41.75
Total share units	5 366 995	3 292 996	8 659 991	993 992	2 164 999	2 587 667	2 191 667	721 666	

These 8 659 991 (2023: 8 492 999) share awards were held by executive directors and prescribed officers as disclosed on pages 101 to 103.

Fair value of share awards granted

The fair value of the phantom share awards was measured at the end of the year using the Black-Scholes pricing model.

A liability of R90,6 million (2023: R60,7 million) was raised for this cash-settled employee share award plan.

Inputs into the model	Measurement date	
	31 December 2024	31 December 2023
Spot price of the option	R 38.66	R 23.00
Dividend yield	2.4%	3.9%
Expected volatility of the share price	43.7% - 78.0%	35.1%
Risk-free interest rate	7.3% - 7.7%	7.8% - 8.1%
HEPS	465	798
ROIC	8.5%	12.8%

Movement in share awards granted

The following reconciles the share awards outstanding at the beginning and end of the year:

	2024		2023	
	Number of awards	Weighted average strike price R	Number of awards	Weighted average strike price R
Balance at beginning of the year	8 492 999	7.81	5 806 999	6.60
Vested during the year	(1 379 009)	5.99	(1 379 000)	7.49
Granted during the year	2 165 000	26.75	5 650 000	8.93
Forfeited during the year	(618 999)	8.11	(1 585 000)	7.67
Balance at end of the year	8 659 991	12.81	8 492 999	7.81

The share awards outstanding at the end of the year under the cash-settled employee share award plan had a weighted average remaining contractual life of 2,9 years (2023: 3,1 years).

Phantom share awards of R21,8 million (2023: R9,0 million) were settled during the year.

Directors' and prescribed officers' remuneration

The remuneration of directors and key management is determined by the board having regard to the performance of individuals and market trends.

Paid to executive directors of the company by the company's subsidiary:

	Salary R'000	Pension/ Provident fund R'000	Incentive payment R'000	Other benefits and allowances R'000	2024 Total R'000	2023 Total R'000
Executive directors						
AJ Bell (appointed group chief executive officer with effect from 1 January 2024)	4 806	360	-	56	5 222	-
KJ van Haght	3 797	287	3 380	114	7 578	6 307
A Goordeen	3 138	241	3 363	153	6 895	6 191
L Goosen (resigned with effect from 31 December 2023)	-	-	-	-	-	11 404
Total	11 741	888	6 743	323	19 695	23 902

Paid to prescribed officers of the company's subsidiaries by the company's subsidiaries:

Prescribed officers						
JP Bell (appointed 1 April 2024)	1 916	144	48	26	2 134	-
DB Chinnappen	3 408	262	1 645	287	5 602	5 400
SR Jones	3 299	247	1 637	57	5 240	4 912
A Mayer (expatriate salary)	5 012	634	1 660	-	7 306	8 427
DE Morris (resigned 30 November 2024)	3 113	237	1 644	516	5 510	5 225
JJ van Wyngaardt	2 717	212	1 625	166	4 720	4 351
D McIlrath	2 300	172	1 607	44	4 123	3 507
JM Fleetwood	3 054	236	95	128	3 513	4 064
TM Du Pisanie	2 304	180	73	121	2 678	3 096
PW Badenhorst	2 523	194	73	193	2 983	3 196
Total	29 646	2 518	10 107	1 538	43 809	42 178

Other benefits and allowances comprise vehicle allowances, travel allowances and reimbursive allowances, annual leave encashments and the group's contributions to medical aid and life insurance.

	2024 Fees R'000	2023 Fees R'000
Non-executive directors		
AJ Bell (appointed group chief executive officer with effect from 1 January 2024)	-	559
GW Bell	1 080	1 082
DH Lawrance	1 118	1 077
R Naidu	951	910
ME Ramathe	957	727
HR van der Merwe	1 414	1 278
U Maharaj	633	542
M Geyer	681	420
Total	6 834	6 595

Directors' and prescribed officers' remuneration *continued*

The following reconciles the number of phantom share awards held by directors and prescribed officers at the end of the year. Details of this cash-settled share award plan are disclosed on pages 98 to 100.

		Number of awards											
Grant date 1 January	Strike price	Balance at 31 December 2022	Granted	Vested - settled	Vested - expired	Forfeited	Balance at 31 December 2023	Granted	Vested - settled	Vested - expired	Forfeited	Balance at 31 December 2024	
AJ Bell (appointed group chief executive officer with effect from 1 January 2024)													
2024	41.75	-	-	-	-	-	-	176 000	-	-	-	-	176 000
	-	-	-	-	-	-	-	99 000	-	-	-	-	99 000
Total		-	-	-	-	-	-	275 000	-	-	-	-	275 000
KJ van Haght													
2018	13.53	44 000	-	(44 000)	-	-	-	-	-	-	-	-	-
	-	24 668	-	(24 668)	-	-	-	-	-	-	-	-	-
2019	12.68	88 000	-	(44 000)	-	-	44 000	-	(44 000)	-	-	-	-
	-	49 334	-	(24 666)	-	-	24 668	-	(24 668)	-	-	-	-
2020	8.88	132 000	-	(44 000)	-	-	88 000	-	(44 000)	-	-	-	44 000
	-	74 000	-	(12 333)	(12 333)	-	49 334	-	(12 334)	(12 334)	-	-	24 666
2021	6.52	132 000	-	-	-	-	132 000	-	(44 000)	-	-	-	88 000
	-	74 000	-	-	-	-	74 000	-	(24 668)	-	-	-	49 332
2022	12.43	132 000	-	-	-	-	132 000	-	-	-	-	-	132 000
	-	74 000	-	-	-	-	74 000	-	-	-	-	-	74 000
2023	14.88	-	303 000	-	-	-	303 000	-	-	-	-	-	303 000
	-	-	202 000	-	-	-	202 000	-	-	-	-	-	202 000
2024	41.75	-	-	-	-	-	-	141 000	-	-	-	-	141 000
	-	-	-	-	-	-	-	79 000	-	-	-	-	79 000
Total		824 002	505 000	(193 667)	(12 333)	-	1 123 002	220 000	(193 670)	(12 334)	-	-	1 136 998
A Goordeen													
2018	13.53	44 000	-	(44 000)	-	-	-	-	-	-	-	-	-
	-	24 668	-	(24 668)	-	-	-	-	-	-	-	-	-
2019	12.68	88 000	-	(44 000)	-	-	44 000	-	(44 000)	-	-	-	-
	-	49 334	-	(24 666)	-	-	24 668	-	(24 668)	-	-	-	-
2020	8.88	132 000	-	(44 000)	-	-	88 000	-	(44 000)	-	-	-	44 000
	-	74 000	-	(12 333)	(12 333)	-	49 334	-	(12 334)	(12 334)	-	-	24 666
2021	6.52	132 000	-	-	-	-	132 000	-	(44 000)	-	-	-	88 000
	-	74 000	-	-	-	-	74 000	-	(24 668)	-	-	-	49 332
2022	12.43	132 000	-	-	-	-	132 000	-	-	-	-	-	132 000
	-	74 000	-	-	-	-	74 000	-	-	-	-	-	74 000
2023	14.88	-	303 000	-	-	-	303 000	-	-	-	-	-	303 000
	-	-	202 000	-	-	-	202 000	-	-	-	-	-	202 000
2024	41.75	-	-	-	-	-	-	107 000	-	-	-	-	107 000
	-	-	-	-	-	-	-	60 000	-	-	-	-	60 000
Total		824 002	505 000	(193 667)	(12 333)	-	1 123 002	167 000	(193 670)	(12 334)	-	-	1 083 998
L Goosen (resigned with effect from 31 December 2023)													
2018	13.53	82 338	-	(82 338)	-	-	-	-	-	-	-	-	-
	-	46 000	-	(46 000)	-	-	-	-	-	-	-	-	-
2019	12.68	164 669	-	(82 331)	-	-	82 338	-	(82 338)	-	-	-	-
	-	92 000	-	(46 000)	-	-	46 000	-	(46 000)	-	-	-	-
2020	8.88	247 000	-	(82 331)	-	(82 334)	82 335	-	(82 335)	-	-	-	-
	-	138 000	-	(23 000)	(23 000)	(46 000)	46 000	-	(23 000)	(23 000)	-	-	-
2021	6.52	247 000	-	-	-	(164 666)	82 334	-	(82 334)	-	-	-	-
	-	138 000	-	-	-	(92 000)	46 000	-	(46 000)	-	-	-	-
2022	12.43	247 000	-	-	-	(247 000)	-	-	-	-	-	-	-
	-	138 000	-	-	-	(138 000)	-	-	-	-	-	-	-
2023	14.88	-	489 000	-	-	(489 000)	-	-	-	-	-	-	-
	-	-	326 000	-	-	(326 000)	-	-	-	-	-	-	-
Total		1 540 007	815 000	(362 000)	(23 000)	(1 585 000)	385 007	-	(362 007)	(23 000)	-	-	-
DE Morris (resigned 30 November 2024)													
2018	13.53	20 666	-	(20 666)	-	-	-	-	-	-	-	-	-
	-	11 666	-	(11 666)	-	-	-	-	-	-	-	-	-
2019	12.68	41 333	-	(20 667)	-	-	20 666	-	(20 666)	-	-	-	-
	-	23 333	-	(11 667)	-	-	11 666	-	(11 666)	-	-	-	-
2020	8.88	62 000	-	(20 667)	-	-	41 333	-	(20 667)	-	(20 666)	-	-
	-	35 000	-	(5 834)	(5 833)	-	23 333	-	(5 834)	(5 833)	(11 666)	-	-
2021	6.52	62 000	-	-	-	-	62 000	-	(20 667)	-	(41 333)	-	-
	-	35 000	-	-	-	-	35 000	-	(11 666)	-	(23 334)	-	-
2022	12.43	62 000	-	-	-	-	62 000	-	-	-	(62 000)	-	-
	-	35 000	-	-	-	-	35 000	-	-	-	(35 000)	-	-
2023	14.88	-	255 000	-	-	-	255 000	-	-	-	(255 000)	-	-
	-	-	170 000	-	-	-	170 000	-	-	-	(170 000)	-	-
Total		387 998	425 000	(91 167)	(5 833)	-	715 998	-	(91 166)	(5 833)	(618 999)	-	-

Directors' and prescribed officers' remuneration *continued*

Number of awards												
Grant date	Strike price	Balance at 31 December 2022	Granted	Vested - settled	Vested - expired	Forfeited	Balance at 31 December 2023	Granted	Vested - settled	Vested - expired	Forfeited	Balance at 31 December 2024
DB Chinnappen												
2018	13.53	20 666	-	(20 666)	-	-	-	-	-	-	-	-
	-	11 666	-	(11 666)	-	-	-	-	-	-	-	-
2019	12.68	41 333	-	(20 667)	-	-	20 666	-	(20 666)	-	-	-
	-	23 333	-	(11 667)	-	-	11 666	-	(11 666)	-	-	-
2020	8.88	62 000	-	(20 667)	-	-	41 333	-	(20 667)	-	-	20 666
	-	35 000	-	(5 834)	(5 833)	-	23 333	-	(5 834)	(5 833)	-	11 666
2021	6.52	62 000	-	-	-	-	62 000	-	(20 667)	-	-	41 333
	-	35 000	-	-	-	-	35 000	-	(11 666)	-	-	23 334
2022	12.43	62 000	-	-	-	-	62 000	-	-	-	-	62 000
	-	35 000	-	-	-	-	35 000	-	-	-	-	35 000
2023	14.88	-	255 000	-	-	-	255 000	-	-	-	-	255 000
	-	-	170 000	-	-	-	170 000	-	-	-	-	170 000
2024	41.75	-	-	-	-	-	-	107 000	-	-	-	107 000
	-	-	-	-	-	-	-	60 000	-	-	-	60 000
Total		387 998	425 000	(91 167)	(5 833)	-	715 998	167 000	(91 166)	(5 833)	-	785 999
SR Jones												
2018	13.53	20 666	-	(20 666)	-	-	-	-	-	-	-	-
	-	11 666	-	(11 666)	-	-	-	-	-	-	-	-
2019	12.68	41 333	-	(20 667)	-	-	20 666	-	(20 666)	-	-	-
	-	23 333	-	(11 667)	-	-	11 666	-	(11 666)	-	-	-
2020	8.88	62 000	-	(20 667)	-	-	41 333	-	(20 667)	-	-	20 666
	-	35 000	-	(5 834)	(5 833)	-	23 333	-	(5 834)	(5 833)	-	11 666
2021	6.52	62 000	-	-	-	-	62 000	-	(20 667)	-	-	41 333
	-	35 000	-	-	-	-	35 000	-	(11 666)	-	-	23 334
2022	12.43	62 000	-	-	-	-	62 000	-	-	-	-	62 000
	-	35 000	-	-	-	-	35 000	-	-	-	-	35 000
2023	14.88	-	255 000	-	-	-	255 000	-	-	-	-	255 000
	-	-	170 000	-	-	-	170 000	-	-	-	-	170 000
2024	41.75	-	-	-	-	-	-	107 000	-	-	-	107 000
	-	-	-	-	-	-	-	60 000	-	-	-	60 000
Total		387 998	425 000	(91 167)	(5 833)	-	715 998	167 000	(91 166)	(5 833)	-	785 999
D McIlraith												
2018	13.53	20 666	-	(20 666)	-	-	-	-	-	-	-	-
	-	11 666	-	(11 666)	-	-	-	-	-	-	-	-
2019	12.68	41 333	-	(20 667)	-	-	20 666	-	(20 666)	-	-	-
	-	23 333	-	(11 667)	-	-	11 666	-	(11 666)	-	-	-
2020	8.88	62 000	-	(20 667)	-	-	41 333	-	(20 667)	-	-	20 666
	-	35 000	-	(5 834)	(5 833)	-	23 333	-	(5 834)	(5 833)	-	11 666
2021	6.52	62 000	-	-	-	-	62 000	-	(20 667)	-	-	41 333
	-	35 000	-	-	-	-	35 000	-	(11 666)	-	-	23 334
2022	12.43	62 000	-	-	-	-	62 000	-	-	-	-	62 000
	-	35 000	-	-	-	-	35 000	-	-	-	-	35 000
2023	14.88	-	255 000	-	-	-	255 000	-	-	-	-	255 000
	-	-	170 000	-	-	-	170 000	-	-	-	-	170 000
2024	41.75	-	-	-	-	-	-	107 000	-	-	-	107 000
	-	-	-	-	-	-	-	60 000	-	-	-	60 000
Total		387 998	425 000	(91 167)	(5 833)	-	715 998	167 000	(91 166)	(5 833)	-	785 999
A Mayer												
2018	13.53	20 666	-	(20 666)	-	-	-	-	-	-	-	-
	-	11 666	-	(11 666)	-	-	-	-	-	-	-	-
2019	12.68	41 333	-	(20 667)	-	-	20 666	-	(20 666)	-	-	-
	-	23 333	-	(11 667)	-	-	11 666	-	(11 666)	-	-	-
2020	8.88	62 000	-	(20 667)	-	-	41 333	-	(20 667)	-	-	20 666
	-	35 000	-	(5 834)	(5 833)	-	23 333	-	(5 834)	(5 833)	-	11 666
2021	6.52	62 000	-	-	-	-	62 000	-	(20 667)	-	-	41 333
	-	35 000	-	-	-	-	35 000	-	(11 666)	-	-	23 334
2022	12.43	62 000	-	-	-	-	62 000	-	-	-	-	62 000
	-	35 000	-	-	-	-	35 000	-	-	-	-	35 000
2023	14.88	-	255 000	-	-	-	255 000	-	-	-	-	255 000
	-	-	170 000	-	-	-	170 000	-	-	-	-	170 000
2024	41.75	-	-	-	-	-	-	107 000	-	-	-	107 000
	-	-	-	-	-	-	-	60 000	-	-	-	60 000
Total		387 998	425 000	(91 167)	(5 833)	-	715 998	167 000	(91 166)	(5 833)	-	785 999

Directors' and prescribed officers' remuneration *continued*

		Number of awards										
Grant date	Strike price	Balance at 31 December 2022	Granted	Vested - settled	Vested - expired	Forfeited	Balance at 31 December 2023	Granted	Vested - settled	Vested - expired	Forfeited	Balance at 31 December 2024
1 January												
JJ van Wyngaardt												
2018	13.53	20 666	-	(20 666)	-	-	-	-	-	-	-	-
	-	11 666	-	(11 666)	-	-	-	-	-	-	-	-
2019	12.68	41 333	-	(20 667)	-	-	20 666	-	(20 666)	-	-	-
	-	23 333	-	(11 667)	-	-	11 666	-	(11 666)	-	-	-
2020	8.88	62 000	-	(20 667)	-	-	41 333	-	(20 667)	-	-	20 666
	-	35 000	-	(5 834)	(5 833)	-	23 333	-	(5 834)	(5 833)	-	11 666
2021	6.52	62 000	-	-	-	-	62 000	-	(20 667)	-	-	41 333
	-	35 000	-	-	-	-	35 000	-	(11 666)	-	-	23 334
2022	12.43	62 000	-	-	-	-	62 000	-	-	-	-	62 000
	-	35 000	-	-	-	-	35 000	-	-	-	-	35 000
2023	14.88	-	255 000	-	-	-	255 000	-	-	-	-	255 000
	-	-	170 000	-	-	-	170 000	-	-	-	-	170 000
2024	41.75	-	-	-	-	-	-	107 000	-	-	-	107 000
	-	-	-	-	-	-	-	60 000	-	-	-	60 000
Total		387 998	425 000	(91 167)	(5 833)	-	715 998	167 000	(91 166)	(5 833)	-	785 999
JM Fleetwood												
2022	12.43	62 000	-	-	-	-	62 000	-	-	-	-	62 000
	-	35 000	-	-	-	-	35 000	-	-	-	-	35 000
2023	14.88	-	255 000	-	-	-	255 000	-	-	-	-	255 000
	-	-	170 000	-	-	-	170 000	-	-	-	-	170 000
2024	41.75	-	-	-	-	-	-	107 000	-	-	-	107 000
	-	-	-	-	-	-	-	60 000	-	-	-	60 000
Total		97 000	425 000	-	-	-	522 000	167 000	-	-	-	689 000
TM Du Pisanie												
2022	12.43	62 000	-	-	-	-	62 000	-	-	-	-	62 000
	-	35 000	-	-	-	-	35 000	-	-	-	-	35 000
2023	14.88	-	255 000	-	-	-	255 000	-	-	-	-	255 000
	-	-	170 000	-	-	-	170 000	-	-	-	-	170 000
2024	41.75	-	-	-	-	-	-	107 000	-	-	-	107 000
	-	-	-	-	-	-	-	60 000	-	-	-	60 000
Total		97 000	425 000	-	-	-	522 000	167 000	-	-	-	689 000
PW Badenhorst												
2022	12.43	62 000	-	-	-	-	62 000	-	-	-	-	62 000
	-	35 000	-	-	-	-	35 000	-	-	-	-	35 000
2023	14.88	-	255 000	-	-	-	255 000	-	-	-	-	255 000
	-	-	170 000	-	-	-	170 000	-	-	-	-	170 000
2024	41.75	-	-	-	-	-	-	107 000	-	-	-	107 000
	-	-	-	-	-	-	-	60 000	-	-	-	60 000
Total		97 000	425 000	-	-	-	522 000	167 000	-	-	-	689 000
JP Bell (appointed 01 April 2024)												
2024	41.75	-	-	-	-	-	-	107 000	-	-	-	107 000
	-	-	-	-	-	-	-	60 000	-	-	-	60 000
Total		-	-	-	-	-	-	167 000	-	-	-	167 000
GRAND TOTAL		5 806 999	5 650 000	(1 296 336)	(82 664)	(1 585 000)	8 492 999	2 165 000	(1 296 343)	(82 666)	(618 999)	8 659 991