

Remuneration report

Lewis Group strives to create a performance-oriented culture which fairly rewards staff for their contribution in achieving the group's strategic, financial and operational objectives.



Committee Chairperson's Report

I am pleased to present the Lewis Group Remuneration Report, which sets out the group's Remuneration Policy and the Implementation Report. The board, through the remuneration committee (the committee), continues to strive to create a performance-orientated culture which fairly rewards staff for their contribution in achieving the group's strategic, financial and operational objectives.

The committee met twice during the past year in May and August 2019. The normal scheduled meetings for March 2020 and May 2020 were postponed to August 2020 due to the COVID-19 pandemic where all the agenda items for both meetings were dealt with.

As a consequence of the above, the Remuneration Policy and Implementation Report was updated to 31 August 2020.

The composition of the committee was as follows:

Director	Status
Prof. Fatima Abrahams	Independent non-executive director
Adheera Bodasing	Non-executive director
Daphne Motsepe	Independent non-executive director
Tapiwa Njikizana ¹	Independent non-executive director
Hilton Saven	Independent non-executive director
Alan Smart ²	Independent non-executive director
Duncan Westcott	Independent non-executive director

¹ Tapiwa Njikizana was appointed to the committee on 18 November 2019.

² Alan Smart retired from the committee on 2 April 2020.

The Chief executive officer attends meetings at the invitation of the committee.

The Remuneration Policy and Implementation Report received positive votes of 79.9% and 82.9% respectively from shareholders at the 2019 annual general meeting (AGM) held on 25 October 2019 (83.6% and 89.8% in 2018). The remuneration committee therefore was not required to engage with shareholders.

The committee focused on the following:

- Approved two new share schemes in August 2019 being the Lewis 2019 Executive Retention Scheme ("2019 LERS") and the Lewis 2019 Executive Performance Scheme ("2019 LEPS") as the shares available under the Lewis Long-Term and Short-Term Executive Performance Scheme ("LSPS") and the Lewis Executive Retention Scheme ("LERS") have been exhausted. Shareholders approved the new schemes at the AGM on 25 October 2019.
- Approved the Lewis Cash-Settled Long-Term and Short-Term Executive Performance Plan ("CSLSPP").
- Considered and approved the total guaranteed pay for executive directors and the internal audit executive.
- Reviewed and approved the performance targets for the LSPS and CSLSPP for 2020 financial year.
- Reviewed and approved the performance targets for the Cash-Based Performance Scheme for 2020 financial year.
- Approved the June 2019 awards for the LERS and CSLSPP.
- Confirmed the 2019 measurement of the actual performance against targets for the LSPS.
- Confirmed the 2019 measurement of the actual performance against targets for the cash-based performance bonus.
- Reviewed and approved the Remuneration and Implementation Report included in the 2020 Integrated Report.
- Approving August 2020 awards under the 2019 LERS, 2019 LEPS and CSLSPP schemes.

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- Setting the group's performance targets for all share incentive schemes, the cash-settled plan and cash-based performance bonus for the 2021 financial year.
- Considered the measurement of the actual performance against targets for the 2020 financial year for the LSPS and CSLSP.
- Considered the measurement of the actual performance against targets for the 2020 financial year for the cash-based performance bonus.

The committee is satisfied that it has fulfilled the requirements of its charter and that the objectives of the Remuneration Policy have been met, without material deviation.



Prof Fatima Abrahams
Chairperson