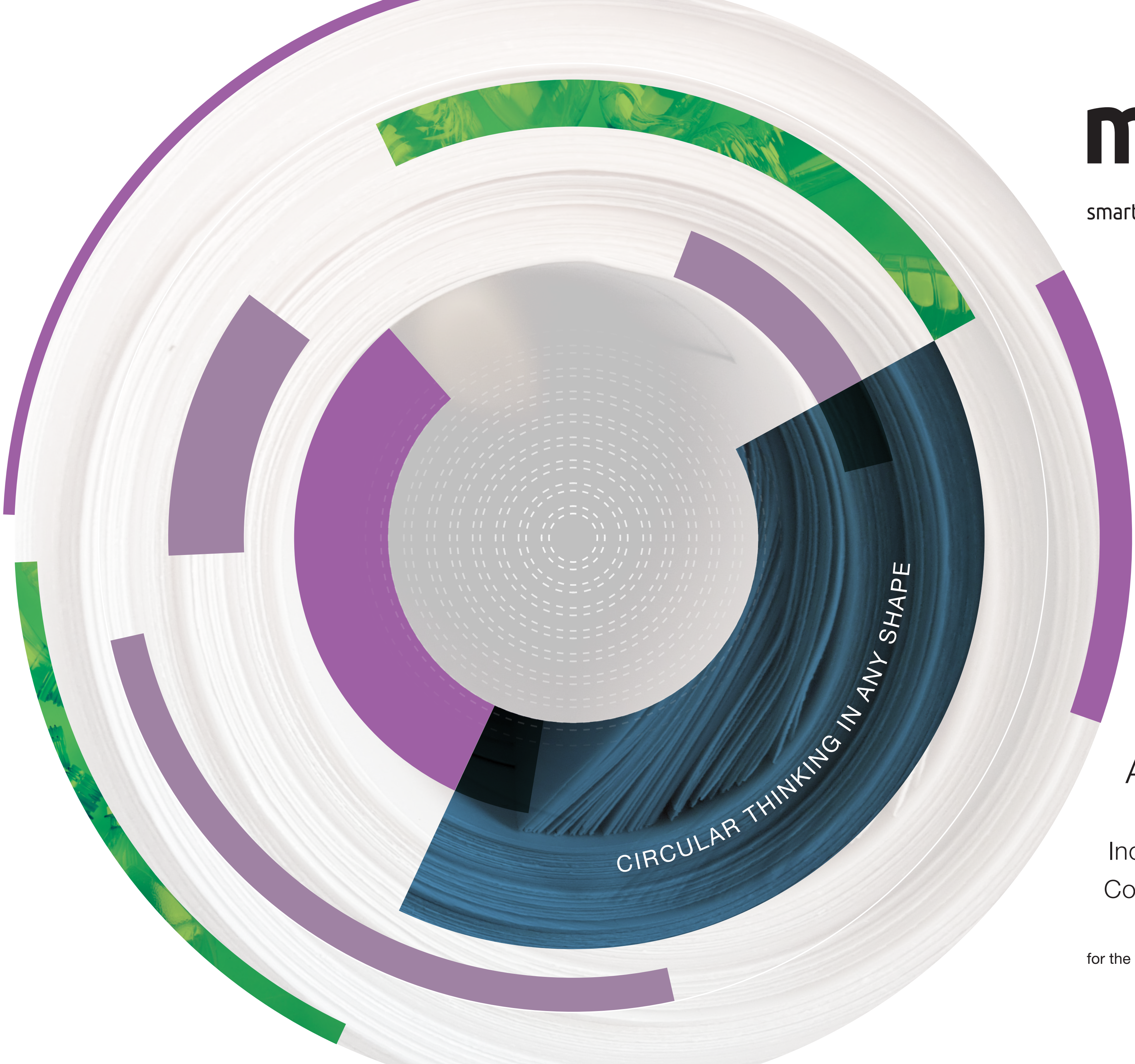
mpact

smarter, sustainable solutions

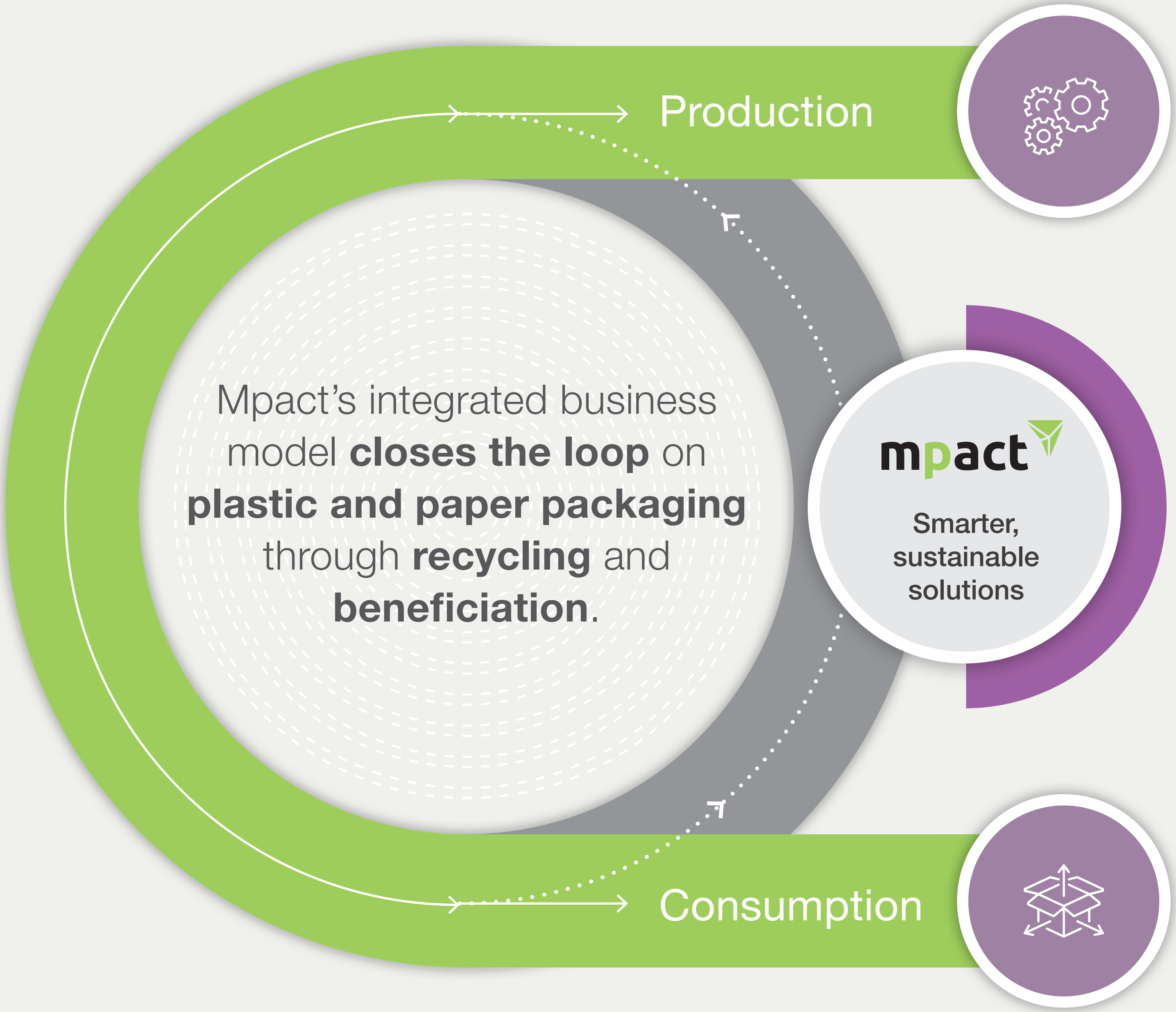


Notice of Annual General Meeting

Including Summarised Consolidated Financial Statements

for the year-ended 31 December **2021**

Mpact – closing the loop



Mpact Recycling's 15 facilities across South Africa collect over 620,000 tonnes of recyclable paper, plastic, cans and glass every year from pre- and post-consumer streams. This redirects this material from landfill and provides an opportunity to earn a living to collectors who sell recyclable waste to Mpact's buy-back centres.

Paper fibre can be recycled up to seven times before it degrades and every tonne of paper recovered saves $3m^3$ of landfill space. Around two-thirds of the cardboard and paper recovered by Mpact Recycling is used at Mpact Paper Mills to produce paper and board. The rest is sold to external customers.

Mpact Plastics uses recycled PET and other recycled material according to customers' needs. The Bins and Crates division has a buy-back and exchange model that encourages customers to return products for recycling at the end of life. Approximately 20% of the high-density polyethylene the division uses is recycled from returned product and additional recycling capacity is being added. Recyclable plastics collected by Mpact Recycling are sold to external customers for recycling.

Mpact promotes recycling through the "Ronnie Recycler" schools programme that has reached over 600,000 children since 2013. More than 1,900 Mpact Paper Banks are in place at schools and communities across South Africa to make recycling easy and convenient.

Contents

This document contains the detailed **notice of Mpact's Limited Annual General Meeting which will be held Thursday, 2 June 2022.**

Available online on the Company's website: *www.mpact.co.za*

Mpact's 2021 reporting suite includes:

- Integrated report
- Sustainability Review
- GRI Index
- Annual Financial Statements
- Notice of Annual General Meeting
- Mpact King IV™ register

Reference

Refer to page

Mpact Limited
Registration number: 2004/025229/06
ISIN: ZAE000156501 Share code: MPT
("Mpact" or "the company" or "group")

Notice of Annual General Meeting

This document is important and requires your immediate attention

Notice of meeting

Notice is hereby given that the annual general meeting ("AGM") of Mpact, in respect of the year ended 31 December 2021, will be held on Thursday, 2 June 2022 at 13:00. This will be a meeting conducted entirely by electronic communication as contemplated in section 63(2)(a) of the Companies Act, 71 of 2008 ("Companies Act") and as permitted by the JSE Limited ("JSE"). Shareholders will need to access an online meeting platform. "Attendance" throughout this notice of AGM will refer to electronic attendance. More details are provided on page 49 of this notice.

Reports available online

The following documents are available online at www.mpact.co.za:

- The 2021 Integrated Report
- Notice of AGM (this/the "Notice"). This Notice is distributed to all registered holders of the company's ordinary shares (as at the relevant record date)
- The complete set of annual financial statements
- The Social and Ethics Committee Report, as required in terms of Regulation 43 of the Companies Act
- The Remuneration Policy and Implementation Report

The Board of Directors of the Company ("the Board") has determined the following dates for purposes of the AGM:

Record dates

Record date to receive the Notice of AGM:	Friday, 22 April 2022
Last date to trade to be eligible to attend and vote at the AGM:	Tuesday, 24 May 2022
Record date to be eligible to vote:	Friday, 27 May 2022

Proxies and voting

Every shareholder of the company present in person online or represented by proxy shall have one vote for every ordinary share in the company held by such shareholder.

If you are a registered shareholder as at the record date:

- you are entitled to participate and vote online at the meeting;
- alternatively, you may appoint a proxy to participate and vote online at the meeting, on your behalf. Any appointment of a proxy:
  - may be effected by using the attached form of proxy; and
  - must be delivered in accordance with the instructions contained in the attached form of proxy, failing which it will not be effective.

A proxy need not be a shareholder of the company.

If you are a beneficial shareholder and not a registered shareholder as at the record date:

- and wish to participate at the meeting, you must obtain the necessary letter of authority to represent the registered shareholder of your ordinary shares from your CSDP or broker;
- and do not wish to participate at the meeting but would like your vote to be recorded at the meeting, you should contact the registered shareholder of your ordinary shares through your CSDP or broker and furnish them with your voting instructions; and
- you must not complete the attached form of proxy.

Electronic participation

Shareholders or their proxies may participate in the AGM only by way of electronic participation. Included in this notice are the following:

- The resolutions to be proposed at the meeting, together with explanatory notes. There are also guidance notes if you wish to attend the meeting online or to vote by proxy.
- A form of proxy for completion, signature and submission to the transfer secretaries of the company by shareholders holding the company's ordinary shares in certificated form or recorded in sub- registered electronic form in own name.
- An electronic participation guideline and form for completion.

Purpose of meeting

The purpose of this AGM is to:

- present the group audited annual financial statements of the company and its subsidiaries ("group") for the year ended 31 December 2021 (including the directors' report and the group Audit Committee report) in accordance with section 30(3)(d) and section 61(8)(a) of the Companies Act;
- consider and, if deemed fit, pass, with or without modification, the resolutions set out below; and
- consider any other matters raised by shareholders.

1. ORDINARY RESOLUTION 1 – Adoption of Annual Financial Statements

"Resolved that the Consolidated Annual Financial statements for the Company (and its subsidiaries) for the year ended 31 December 2021, including the Directors report, the Independent Auditor's Report and the Audit and Risk Committee Report, be and are hereby adopted." A summary of the Annual Financial Statements are set out on pages 38 to 41 of this notice and fully laid out in the Integrated Report.

2. ORDINARY RESOLUTION 2 – Rotation of Non-executive Director's

2.1 "Resolved that the appointment of DG Wilson as a director (appointed on 27 January 2022), be and is hereby confirmed."

2.2 "Resolved that TDA Ross, who retires by rotation in accordance with the MOI of the company and is eligible for re-election, be and is hereby re-elected as a director of the company."

2.3 "Resolved that M Makanjee, who retires by rotation in accordance with the MOI of the company and is eligible for re-election, be and is hereby re-elected as a director of the company."

Explanatory note:
The MOI of the company requires that 1/3rd (one third) of all Non-executive Director's shall retire at every AGM and that, if eligible, such Non-executive Director's may be re-elected by shareholders.

3. ORDINARY RESOLUTION 3 – Election of Audit and Risk Committee members

"Resolved that the following independent Non-Executive Director's of the company be and are hereby appointed with immediate effect to serve as members of the Audit and Risk Committee, each by way of separate vote:

3.1 Subject to passing of ordinary resolution 2.1, to elect DG Wilson as member of the Audit and Risk Committee

3.2 Subject to passing of ordinary resolution 2.2, to elect TDA Ross as member of the Audit and Risk Committee

3.3 To elect NP Dongwana as member of the Audit and Risk Committee

3.4 To elect PCS Luthuli as member of the Audit and Risk Committee

3.5 Brief biographies of each director are available on pages 8 and 9 of this Notice Explanatory note:

In terms of section 94(2) of the Companies Act, the company is required to elect an Audit Committee comprising at least three members, each of whom must satisfy the requirements set out in section 94(4) of the Companies Act.

4. ORDINARY RESOLUTION 4 – Re-appointment of Deloitte & Touche as auditors

"Resolved that Deloitte & Touche be and are hereby appointed as the independent external auditors of the Group, with Ms Shelly Nelson as the designated audit partner, for the ensuing financial year or until the next AGM, whichever is the later date."

Explanatory note:
In terms of section 90(1) of the Companies Act, the auditor of a company must be appointed at the AGM each year. To be appointed as auditor, the auditor must satisfy the requirements of section 90(2) of the Companies Act and section 22 of the listings requirements of the JSE, as amended from time to time (" JSE Listings Requirements").

The Audit Committee has reviewed all the required information in compliance with the JSE Listings Requirements and the provisions of the Companies Act, in order to assess the suitability of Deloitte and Touche as auditors, as required in terms of paragraph 3.84(g)(iii) of the JSE Listings Requirements.

In accordance the rules published by IRBA, audit firms of public interest companies are subject to Mandatory Audit Firm Rotation (MAFR), where such audit firm were appointed as auditors for more than 10 consecutive financial years.

Deloitte & Touche will continue as external auditors for the financial year ending 31 December 2022, during which the committee will announce the outcome of the tender process in respect of the new audit firm.

5. ORDINARY RESOLUTION 5 – Authority to implement resolutions

"Resolved that any director of the company or the Group Company Secretary be and is hereby authorised to do all such things and sign all documents and take all such action as they consider necessary to implement all resolutions passed at the meeting at which this Ordinary Resolution 5 is considered."

Explanatory note:
The directors of the company or the Group Company Secretary are authorised in terms of this resolution to implement the Resolutions adopted at this AGM, and to take all such actions as may be necessary for this purpose.

6. NON-BINDING ADVISORY VOTE 1: REMUNERATION POLICY

"Resolved that, by way of a non-binding advisory vote, the shareholders endorse the remuneration policy of the company as set out in the remuneration report."

Explanatory note:
Principle 14 of the King IV™ Report on Corporate Governance for South Africa 2016 (King IV™) and paragraph 3.84(j) of the JSE Listings Requirements recommends that the remuneration policy of a company be tabled for a non-binding advisory vote by shareholders at each AGM. This enables shareholders to express their views on the remuneration policy adopted.

This resolution is of an advisory nature only and failure to pass this resolution will therefore not have any legal consequences relating to existing remuneration arrangements. However, the Board will take the outcome of the vote into consideration when considering amendments to the company's remuneration policy.

7. NON-BINDING ADVISORY VOTE 2: Implementation report

"Resolved that, by way of a non-binding advisory vote, the shareholders endorse the implementation report as set out in the remuneration report of the company"

Explanatory note:
Principle 14 of the King IV™ Report on Corporate Governance for South Africa 2016 (King IV™) recommends that the remuneration policy of a company be tabled for a non-binding advisory vote by shareholders at each AGM. This enables shareholders to express their views on the remuneration policy adopted.

This resolution is of an advisory nature only and failure to pass this resolution will therefore not have any legal consequences relating to existing remuneration arrangements. However, the Board will take the outcome of the vote into consideration when considering amendments to the company's remuneration policy.

8. SPECIAL RESOLUTION 1 – General authority to repurchase shares

"Resolved that the Board is hereby authorised, by way of a renewable general authority, to approve the purchase of its own ordinary shares by the company, and to approve the purchase of ordinary shares in the company by any subsidiary of the company, upon such terms and conditions as the board may from time to time determine, provided that:

- the general repurchase of ordinary shares in the aggregate in any one financial year by the company does not exceed 10% (ten percent) of the company's issued ordinary share capital as at the beginning of the financial year;
- the general repurchase of securities will be effected through the order book operated by the JSE trading system and done without any prior understanding or arrangement between the Company and the counterparty (reported trades are prohibited);
- authorisation thereto has been given by the company's MOI;
- this general authority shall only be valid until the Company's next annual general meeting, provided that it shall not extend beyond 15 (fifteen) months from the date of passing of this Special Resolution;
- general repurchases may not be made at a price greater than 10% (ten percent) above the weighted average of the market value for the securities for the 5 (five) business days immediately preceding the date on which the transaction is effected (the JSE should be consulted for a ruling if the applicant's securities have not traded in such five-day business day period);
- at any point in time, a company may only appoint one agent to effect any repurchases on the company's behalf;
- a resolution has been passed by the Board confirming that the Board has authorised the general repurchase, that the company passed the solvency and liquidity test and that since the test was done there have been no material changes to the financial position of the group;
- any such general repurchase will be subject to the applicable provisions of the Companies Act;
- any such general repurchases are subject to exchange control regulations and approval at that point in time;
- the number of ordinary shares purchased and held by a subsidiary or subsidiaries of the company shall not exceed 10% (ten percent) in aggregate of the number of issued ordinary shares in the company at the relevant times;
- the company or its subsidiaries may not repurchase securities during a prohibited period as defined in the JSE Listings Requirements unless they have in place a repurchase programme where the dates and quantities of securities to be traded during the relevant period are fixed (not subject to any variation) and have been submitted to the JSE in writing prior to the commencement of the prohibited period; and
- when the company has cumulatively repurchased 3% (three percent) of the initial number of the relevant class of securities, and for each 3% (three percent) in aggregate of the initial number of that class acquired thereafter, an announcement will be made in accordance with paragraph 11.27 of the JSE Listings Requirements."

Explanatory note:
The purpose of this resolution is to provide a general approval and authority in terms of Section 48 of the Companies Act and paragraph 5.72 of the JSE Listings Requirements for the company and/or a subsidiary of the company to acquire the company's issued ordinary shares on such terms, conditions and in such amounts as determined from time to time by the directors of the company, subject to the limitations set out in the notes to this resolution.

The directors of the company will continually review the company's position, having regard to prevailing circumstances and market conditions, in considering whether to effect any repurchases as contemplated in this resolution.

The directors undertake that, after considering the effect of the maximum general repurchase of ordinary shares as contemplated in Special Resolution 1, they will not undertake any such general repurchase of ordinary shares unless:

1. the company and the group will be able to repay their debts as they become due in the ordinary course of business for a period of 12 months following the date of such repurchase;
2. the company and the group's assets will be in excess of the liabilities of the company and the group for a period of 12 months after the date of the repurchase. For this purpose, the assets and liabilities will be recognised and measured in accordance with the accounting policies used in the latest audited consolidated annual financial statements which comply with the Companies Act;
3. the share capital and reserves of the company and the group will be adequate for ordinary business purposes for a period of 12 months after the date of the repurchase; and
4. the working capital of the company and the group will be adequate for ordinary business purposes for a period of 12 months following the date of the repurchase.
5. a resolution has been passed by the board (and will be passed by the board at the time of any repurchase) that it has authorised the potential repurchase, that the company and its subsidiary/ies have passed the solvency and liquidity test and that, since the test was performed, there have been no material changes to the financial position of the group.

Disclosure in terms of section 11.26 of the JSE Listings Requirements

- Major shareholders: Can be found in the annual financial statements for year ended 31 December 2021 on the company's website www.mpact.co.za.
- Share capital: Information relating to the share capital of the company can be found in note 20 on page 43 of the Group's consolidated annual financial statements on the company's website.
- Material changes: There has been no material change in the financial or trading position of the company and its subsidiaries subsequent to the publication of the company's audited financial statements for the year ended 31 December 2021 and the date of this Notice.
- Directors' responsibility statement: The directors, whose names are set out in the integrated report (which is available at www.mpact.co.za), collectively and individually, accept full responsibility for the accuracy of the information pertaining to all the resolutions set out in this Notice and certify that, to the best of their knowledge and belief, there are no facts that have been omitted that would make any statement false or misleading, and that all reasonable enquiries to ascertain such facts have been made and that these resolutions contain all information required by law and the JSE Listings Requirements.

9. SPECIAL RESOLUTION 2 – General authority to provide financial assistance to subsidiaries and other related and inter-related entities in terms of Sections 44 and 45 of the Companies Act

"Resolved that the directors of the company may, to the extent required by the Companies Act, and subject to compliance with the requirements of the company's MOI and the JSE Listings Requirements, authorise the company to provide direct or indirect financial assistance, including by way of loan, guarantee, the provision of security or otherwise, to any of its present or future subsidiaries and/or any other company or entity that is or becomes related as defined in the Companies Act ("related") or inter-related as defined in the Companies Act ("inter-related") to the company or any of its subsidiaries, and/or to any shareholder of such subsidiary or related or inter-related company or entity, all as contemplated in sections 44 and/or 45 of the Companies Act, for such amounts and on such terms and conditions as the directors of the company may determine."

Explanatory note:

This resolution is to authorise the provision by the company of financial assistance to subsidiaries and other related and inter-related entities, specifically and only for the purpose of facilitating the group's normal commercial and financing activities within and among group companies.

This Special Resolution 2 deliberately excludes from its scope any reference to "any person" (as provided for in section 44 of the Companies Act) and also excludes from its ambit "directors and officers" (as provided for in section 45 of the Companies Act).

In the absence of Special Resolution 2 the company would be unable to undertake its normal day-to-day business and financing operations within the group.

This Special Resolution 2 is required:

1. In terms of section 44 of the Companies Act, to authorise the directors of the company to permit the company to provide financial assistance to the entities reflected in the text of the Special Resolution for the purpose of, or in connection with, the subscription for any securities or options issued or to be issued by the company or any company related or inter- related to the company, or for the purchase of any securities of the company or a company related or inter-related to the company; and
2. In terms of section 45 of the Companies Act, to grant the directors of the company a general authority to authorise the company to grant direct or indirect financial assistance, including in the form of loans or the guaranteeing of their debts to (among others) the category of persons set out in the text of the resolution, subject to the board not authorising any financial assistance to any such persons unless it is satisfied that:
    - considering all reasonably foreseeable financial circumstances of the company at that time, the company will, immediately after providing such financial assistance, satisfy the solvency and liquidity test stipulated in the Companies Act;
    - the terms under which the financial assistance is proposed to be given are fair and reasonable to the company; and
    - any conditions or restrictions in respect of the granting of financial assistance set out in the company's MOI have been satisfied.

10. SPECIAL RESOLUTION 3 – Non-executive Director's remuneration

"Resolved that the company be and is hereby authorised, in terms of section 66(9) of the Companies Act, to pay the fees, as follows, to its Non-executive Director's for their services as directors with effect from 1 July 2022 to 30 June 2023 or until the date of the annual general meeting of the company to be held during 2023, plus any value-added tax (VAT) applicable."

	Current fees 1 July 2021 to 30 June 2022		Recommended fees 1 July 2022 to 30 June 2023	
	Base Fee	**Attendance fee per annum**	Base Fee	Attendance fee per annum
Chairman	**1,107,187**		1,151,474	
Board member	**169,250**	**134,509**	176,020	139,889
Audit and Risk Committee Chairman		**269,516**		280,296
Audit and Risk Committee Member		**133,900**		139,256
Remuneration and Nominations Committee Chairman		**201,817**		209,889
Remuneration and Nominations Committee Member		**101,277**		105,328
Social and Ethics Committee Chairman		**201,817**		209,889
Social and Ethics Committee Member		**101,277**		105,328

The above amounts exclude VAT and are calculated for four meetings per annum. Special meetings will be an additional per meeting cost.

The Chairman's fees are an all inclusive fee.

Explanatory note:
A market related benchmark exercise was conducted and it was found that the Non-executive Director fees paid were in line with the market. Refer to the comparator group utilised on page 24. As such, an inflationary increase of 4% is proposed. Section 66(9) of the Companies Act requires that remuneration payable to directors of a company in respect of their services as directors must be approved by special resolution of shareholders, adopted within the previous two years.

The board is of the view that:

- the annual fees payable to a board committee chairman should reflect the role and additional time commitment expected of a chairman; and
- Non-executive Director's may not receive short-term incentives, nor may they participate in the company's long-term incentive schemes.

The board has therefore resolved, on the recommendation of the Remuneration Committee, to propose for approval Special Resolution 3, authorising the payment of directors' fees to the Non-executive Directors of the company for their services as directors, in accordance with the existing fee model.

Majority required for the adoption of resolutions

Unless otherwise indicated, in order for the Ordinary Resolutions to be adopted, the support of a simple majority (that is, 50% plus one) of the total number of voting rights exercised on the resolutions is required unless a higher requirement has been prescribed in terms of the JSE Listings Requirements.

The Non-binding Resolutions are of an advisory nature only and failure to pass these resolutions will therefore not have any legal consequences relating to the existing arrangements. Should 25% or more of the votes exercised on these non-binding resolutions be cast against either or both of these non-binding resolutions, the board undertakes to engage with identified dissenting shareholders as to the reasons therefore and take appropriate action (as determined at the discretion of the board) to reasonably address issues raised as envisaged in King IV™ and the JSE Listings Requirements.

In order for the Special Resolutions to be adopted, the support of at least 75% of the total number of voting rights exercised on the resolutions is required. Votes recorded as abstentions are not taken into account for the purposes of determining the final percentage of votes cast in favour of the resolutions.

Identification

In accordance with the provisions of section 63(1) of the Companies Act, all participants at the AGM will be required to provide reasonably satisfactory identification (such as a valid passport or South African identity document or driving licence) prior to the AGM. Any shareholder of Mpact that is a legal entity must authorise a person to act as its representative at the AGM through a letter of representation. This process will be facilitated by the company's transfer secretaries, Computershare Investor Services Proprietary Limited.

Forms of proxy

For administrative purposes it is requested that forms of proxy be lodged with Computershare Investor Services Proprietary Limited. Completed forms of proxy can also be posted to Computershare Investor Services Proprietary Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196 (Private Bag X9000, Saxonwold, 2132) or emailed to proxy@computershare.co.za to reach them 48 hours before the AGM.

Any forms of proxy not received by this time must be emailed to Computershare Investor Services immediately prior to the commencement of the AGM.

Documentary evidence establishing the authority of a person signing the forms of proxy in a representative capacity must be attached to the forms of proxy unless previously recorded by the transfer secretaries or waived by the chairman of the AGM.

By order of the board

Donna Maree Dickson
Group Company Secretary


Our circular business model doesn't just grow our business.
mpact
smarter, sustainable solutions

Board of Directors

Member of the Nomination Committee*
Member of the Remuneration Committee*
Member of the Audit and Risk Committee
Member of the Social and Ethics Committee
Trustee of the Mpact Foundation Trust
C Indicates Chairman

Bruce William Strong (53)

CEO

BSc (Eng) (Summa cum laude) (University of KwaZulu-Natal), BCom (Hons) (University of South Africa) AMP (Harvard Business School)

Bruce has been the CEO of Mpact since 2009. Prior to being appointed CEO, he held various management positions in Mondi, both in South Africa and Europe. Bruce has over 27 years' experience in the paper and packaging industry. He currently serves as Chairman of both the Paper Manufacturers Association of South Africa and Packaging SA and is a past Chairman of the South African Manufacturing Circle.

Brett David Vaughan Clark (57)

CFO

BCom, Post-Graduate Diploma in Accounting (University of Port Elizabeth), CA(SA), CIMA, AMP (Harvard Business School)

Brett joined Mpact as the CFO in June 2012. He is a Qualified Chartered Accountant and was previously a Principal at Absa Capital Private Equity, an Executive Director of Brait Private Equity and CFO of Clover Industries Limited and Unihold Limited, respectively. Brett has also worked for Nampak Limited in various positions in South Africa and the United Kingdom.

Anthony John Phillips (Tony) (75)

Chairman

BSc (Eng) (University of KwaZulu-Natal)

Tony joined Mpact as an Independent Non-executive Director in April 2011. He is the Chairman of the Board, Chairman of the Nomination Committee and a member of the Remuneration Committee. Tony was appointed MD of Barlows Equipment Co in 1988, and MD of Finanzauto SA, Spain in 1992. He was appointed a Director of Barloworld Limited in 1996 and was CEO from 1998 until 2006. From 2005 until 2007 Tony was the Chairman of Pretoria Portland Cement Company Limited.

C

Nomalizo Beryl Langa-Royds (Ntombi) (60)

BA (Law), LLB (National University of Lesotho)

Ntombi joined Mpact as an Independent Non-executive Director in April 2011. She is the Chairman of the Social and Ethics Committee, the Chairman of the Remuneration Committee and a member of the Nomination Committee. She is also a Trustee of the Mpact Share Incentive Scheme, a Trustee of the Mpact Foundation and a member of the King Commission Sub-Committee on Remuneration. She has over 30 years of experience in Human Resources. Ntombi is a Non-executive Director of Murray and Roberts Holdings Limited, Redefine Properties Limited, Kumba Resources Limited and Europe Assistance SA.

C C

Timothy Dacre Aird Ross (Tim) (77)

CTA (University of KwaZulu-Natal), CA(SA)

Tim joined Mpact as an Independent Non-executive Director in April 2011. He is the Chairman of the Audit and Risk Committee, a member of the Remuneration and Nomination Committee and a Trustee of the Mpact Share Incentive Scheme. He previously (for 37 years) was a Partner at Deloitte & Touche, and was the Head of Johannesburg Audit, Head of Client Services and a member of the Deloitte & Touche Executive Committee and Board. Tim served on the boards of listed companies Liberty, Eqstra, PPC and Adcorp as an Independent Non-executive Director serving mostly as Chairman of the Audit Committees.

C

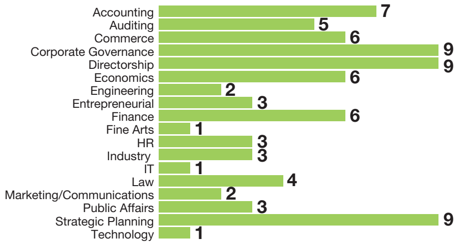
Neo Phakama Dongwana (49)

BCom, Post-Graduate Diploma in Accounting, BCom (Hons) (University of Cape Town), CA(SA), MCom (University of the Witwatersrand)

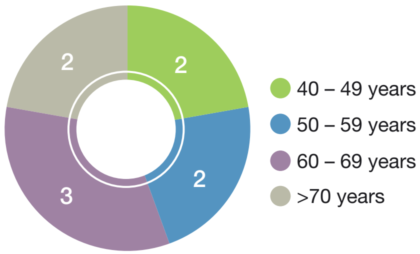
Neo joined Mpact as an Independent Non-executive Director in April 2011. She is the Chairman of the Mpact Foundation Trust. She is a member of the Audit and Risk Committee and Social and Ethics Committee. She was a Partner at Deloitte & Touche for nine years and before that spent time as an equities analyst at Gensec Asset Management. Neo is a Non-executive Director of Nedbank Limited. She is the Chairman of the Takeover Regulation Panel (TRP). She is also the former Chairman of Barloworld Limited.

C

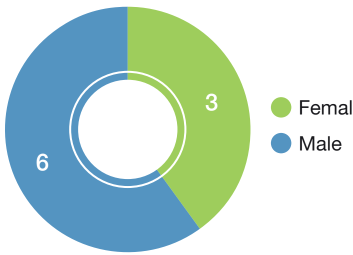
Skills



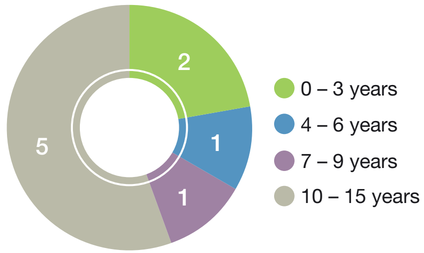
Ages



Gender diversity



Tenure



Maya Makanjee (60)

BA Fine Arts (University of Mumbai), BCom (University of KwaZulu-Natal), MBL (cum laude) (University of South Africa)

Maya joined Mpact as an Independent Non-executive Director in September 2016 and is a member of the Social and Ethics Committee and the Remuneration and Nomination Committees, and a trustee on the Mpact Foundation Trust. Maya is the Non-executive Chairman of Datatec Limited and an Independent Non-executive Director of Truworths International Limited, as well as a trustee on the Board of the Nelson Mandela Foundation. She has gained extensive experience across Africa and in some parts of Asia, and has held senior executive/director roles at Telkom, Nestlé, SABMiller, FinMark Trust and Vodacom.

Penuell Cornwell Sibusiso Luthuli (48)

BCom (University of Zululand), Post Graduate Diploma in Accountancy (University of Durban Westville), CA(SA)

Sibusiso joined Mpact as an Independent Non-executive Director in December 2018. He is a member of the Audit and Risk Committee and the Remuneration and Nomination Committees. He is the founder and Chief Executive Officer of Mpande Property Fund Manager, a fund that invests in the unlisted property sector. He is the former Chief Executive and Principal Officer of the Eskom Pension and Provident Fund and one of the founding members and former Deputy Chairman of Batseta, a pension fund industry body. He previously served as Chief Executive Officer of Ithala Bank Limited and Chairman of Cipla Medpro Pharmaceuticals Limited. He currently serves as a Non-executive Director of Telkom SA Limited and is also a former Non-executive Director and Chairman of the Finance, Risk and Compliance Committee of BCX Limited.

Donald Gert Wilson (Don) (65)

Bachelor of Commerce and Certificate in the Theory Of Accounting (CTA) from Rhodes University, CA(SA)

Don was previously Executive Director: Finance of Sappi Limited and Finance Director of Barloworld Limited. He currently serves as a Non-executive Director of Tiger Brands Limited. In addition, Don was appointed as a member of Mpact's Audit and Risk Committee.

Donna Maree Dickson (41)

Group Company Secretary

BCom Law, Professional Post Grad: Governance and Secretarial (CSSA), FCIS, Post Grad: General Management (GIBS, University of Pretoria), MBA (GIBS, University of Pretoria)

Donna has held the position of Group Company Secretary at Mpact since 1 May 2020. She has more than 12 years' experience in the company secretarial and governance field. She was previously the Group Company Secretary at MultiChoice Group Ltd. Other previous roles include heading the Company Secretarial and Legal departments at Advtech Group Ltd and Clinix Health Group Ltd as well as holding various governance and legal management positions at Telkom SA SOC Ltd.

Remuneration Committee report

On behalf of the **Remuneration Committee**,
I am pleased to present **Mpact's Remuneration Report**
for the year-ended **31 December 2021,** and I would like to **thank**
the **team for their critical role** in putting this **report** together.

Ntombi Langa-Royds – *Remuneration Committee Chair*

In accordance with the requirements of King IV™, the Remuneration Report is divided into three parts consisting of:

PART 1: CHAIRMAN'S NOTE

This section provides insight around how remuneration decisions were influenced by the performance of the Company.

PART 2: THE REMUNERATION POLICY

This section is forward-looking, providing an overview of our remuneration philosophy and the remuneration policy that will be applicable for 2022.

PART 3: THE IMPLEMENTATION REPORT

This section is backward-looking, focusing on executive remuneration and performance outcomes based on the remuneration policy for 2021.

PART 1: CHAIRMAN'S NOTE

Mpact's remuneration policy has a direct impact on operational expenditure, company culture, employee behaviour and ultimately, with correct strategic alignment, on the Company's sustainability. As such it is clearly defined, monitored and managed to ensure sustained validity and effectiveness. Remuneration is a business issue, not only a human resources issue. In addition, given the growth potential for our business, we also need to ensure our reward practices are aligned with the delivery of desired results and value creation over time.

Responsibility for the remuneration policy rests with the Remuneration and Nomination Committee appointed annually by the Mpact Board of Directors. The committee has a dual role chaired by two chairmen as defined below:

	Remuneration Committee
Chairman	Ntombi Langa-Royds
Members	Sibusiso Luthuli, Tim Ross, Maya Makanjee and Anthony Phillips
Independence	All committee members are Independent Non-executive Directors
Role and function	The committee considers the remuneration policy of the Group with the assistance and guidance of independent experts, if required, and makes recommendations to the Board on all aspects of remuneration. The committee further ensures that the Executive Directors, prescribed officers and senior managers are fairly rewarded for their individual contributions to the Group's overall performance. The committee also considers bonuses, which are discretionary and based upon general economic variables, the performance of the Group and the individual's performance, share awards and certain other employee benefits and schemes. No remuneration of any nature shall be paid, increased or varied to any Director without the prior approval of the members of the committee.
Responsibilities	• Assisting the Board by setting and administering remuneration policies in the Group's long-term interests, and ensuring, through an ongoing review of the remuneration policy for both appropriateness and relevance, the Group remunerates fairly and responsibly. • Being especially concerned with and providing recommendations regarding the remuneration of both Executive and Non-executive Directors, and giving due regard to any relevant legal requirements. • Determining, within the terms of the agreed policy, the total individual remuneration package of the Executive Directors, prescribed officers and senior managers and any other executive whose total remuneration is comparable to, or higher than, that of an Executive Committee member. • Ensuring that individuals are provided with appropriate incentives to encourage enhanced performance and are, in a fair and responsible manner, rewarded for their individual contributions to Mpact's success. • Approving the design of and determining targets for any performance-related pay schemes in which the Executive Directors, prescribed officers and senior managers and other members of the senior management population participate. • Determining the design of and targets for such schemes by taking into account all factors it deems necessary, including performance-related pay schemes, and regularly reviewing incentive schemes to ensure the continued contribution to shareholder value. • Reviewing the design of all executive and all employee share plans for approval by the Board and shareholders. • Being responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any remuneration consultants who advise the committee. • Ensuring, in determining remuneration policy, specifically the contractual terms on termination of the Executive Committee, and any payments made, are fair to the individual and Mpact.
Assurance	The committee is governed by formal Terms of Reference. The committee confirmed that they diligently exercised their duties of care and skill and they have taken reasonable steps to ensure that their duties were performed in accordance with their mandate.

PART 1: CHAIRMAN'S NOTE (continued)

ACTIVITIES UNDERTAKEN BY THE COMMITTEE DURING THE YEAR

The committee reviewed and approved:

- the remuneration packages and structure of Executive Directors, prescribed officers and senior management to ensure that they are competitive in the relevant market and are aligned with shareholders' interest as well as with the Group's strategy;
- the Executive Committees' achievement against agreed key performance areas (KPAs) and short-term incentive (STI) targets for 2020;
- the Executive Committees' KPAs and STI targets for 2021, considering prevailing market conditions and the company's strategic objectives, among other factors;
- the 2021 long-term incentive (LTI) awards and related conditions for vesting in March 2024;
- the vesting of the conditional 2018 LTI awards which vested in qualifying participants on 31 March 2021;
- amendments to the Malus and Clawback Policy to include non-financial elements, as detailed on page 90 of this report. The amended policy was recommended to and approved by the Board; and
- mandates for wage negotiations and salary increases, taking the prevailing economic conditions and Group performance into consideration. Both mandates were recommended to and approved by the Board.

During 2021, RemChannel benchmarked the Total Guaranteed Cost of Employment (TGCOE) packages in respect of Mpact's Executive Directors, prescribed officers and senior management of Mpact. The conclusion of the exercise was that the Executive Directors, prescribed officers and senior management team of Mpact are positioned fairly, with a few exceptions due primarily to length of service.

BDO Corporate Finance Proprietary Limited verified that the correct number of shares vested in respect of the LTI awards granted in 2018 in terms of Mpact's Bonus Share Plan (BSP) and Performance Share Plan (PSP).

Other key activities undertaken during the year included:

- oversight of the activities of the Mpact Incentive Scheme Trust on behalf of the Board, including reviewing the financial aspects of the Trust to ensure Mpact governance standards were adhered to;
- reviewing the senior leadership development programme which aims to empower executives with management expertise and cross functional perspective to drive performance across domains, industries and borders;

The remuneration policy and implementation report were tabled for separate non-binding advisory votes by shareholders at the Company's Annual General Meeting held on 3 June 2021 (AGM). More than 25% of Mpact's shareholders present at the AGM voted against the policy and the report ("dissenting shareholders"). The voting results are indicated in the table below:

Percentage of "Yes" votes	3 June 2021	4 June 2020
Non-binding advisory vote on remuneration policy	**40.98%**	**72.41%**
Non-binding vote on implementation of remuneration policy	**40.97%**	**44.11%**

SHAREHOLDER CONSULTATIONS

The Board invited dissenting shareholders to engage with the Board by forwarding their concerns/questions on the remuneration policy and the implementation report after receiving responses from the dissenting shareholders, engagements were held with them as follows:

Shareholder	Method of engagement
• Aeon Investment Management	Meeting
• Prudential Portfolio Managers	Meeting
• Caxton & CTP Publishers and Printers	Meeting

Recommendations from shareholders, including those received by the Board during the engagements subsequent to the Annual General Meeting, were considered by the committee and reviewed and addressed by the Board at the recommendation of the committee.

PART 1: CHAIRMAN'S NOTE (continued)

The concerns raised and the responses from Mpact were as follows:

Concerns raised	Response and action taken by Mpact
1. There could be a closer alignment between executive remuneration and shareholders' interests. Executive performance may have been rewarded disproportionately compared to company historical performance	Due to the challenging trading environment experienced in prior years, exacerbated by the unsuccessful Mpact Polymers investment, executive management realised only 17% of the value of their LTIs between 2018 and 2021. (Refer page 27).
2. The STI structure including minimum and maximum target-thresholds need to be disclosed	The STI structure including minimum and maximum target-thresholds are now clearly laid out page 26.
3. The incentive ROCE target-range between 10% and 15% is too low in relation to Mpact's WACC and should be increased	The actual entry and maximum targets for LTIs and STIs are approved annually by the Board considering prevailing market conditions and the company's strategic objectives, among other factors. For example, in the case of ROCE, property acquisitions and large capital projects such as paper mill rebuilds generally decrease ROCE in the short-term but deliver well above the WACC thereafter. The same could be argued about certain strategic market positioning decisions. The ROCE and other targets for future awards are set accordingly. Comments regarding ROCE in relation to WACC are nevertheless noted.
4. Malus and Clawback – no behavioural considerations	Mpact has reviewed the policy and incorporated behavioural considerations including, but not limited to, employee dishonesty, gross misconduct and other actions detrimental to the reputation of the Company or regulatory (including the JSE) failures that might be of ultimate detriment to the shareholders. This is disclosed on page 90.
5. When last was executive TGCOE packages benchmarked and by whom	A benchmarking exercise was conducted by RemChannel in 2021 to benchmark TGCOE packages in respect of Mpact's Executive Directors, prescribed officers and senior management. The conclusion of the exercise was that the Executive Directors, prescribed officers and senior management of Mpact are positioned fairly, with a few exceptions due primarily to length of service.
6. Remuneration Committee members were not present at AGM engagements prior to the AGM	The engagements prior to the AGM were not specifically held for remuneration matters, but rather to discuss all proposed resolutions tabled for approval at the 2021 AGM. The committee will undertake all future engagements with shareholders on remuneration matters.
7. CEO and CFO are standing invitees to committee meetings	The CEO and CFO attend as and when required, and are never involved in any matters where they are conflicted. The CFO is not a standing invitee to the committee.
8. Gender Pay Gap and Pay ratio	The Committee will perform an internal evaluation of a number of different pay ratios and gaps and take corrective action where necessary. Once the Companies amendments bill is enacted, Mpact will comply with all required disclosure in this regard.
9. Increase in Non-executive Director's fees since 2015 is above inflation	The increase in Non-Executive Director's fees compared to 2015 reflects the cost of two additional Non-executive Directors. On a comparative basis Non-executive Directors fees increased in line with inflation over the five-year period. Due to the impact of Covid-19 on the business, the Non-executive Directors elected to receive a zero percent increase for 2021.

Remuneration Committee report *continued*

PART 1: CHAIRMAN'S NOTE (continued)

Concerns raised	Response and action taken by Mpact
10. **PSP: vesting criteria – why did Total Shareholder Return (TSR) incentive shares vest despite the TSR being negative**	The PSP incentive has two performance criteria, namely: • ROCE: three-year average • HEPS growth (prior year was TSR) The TSR condition previously included in the PSP was, in part, intended to ensure that executives do not achieve windfall gains through extraordinary stock market movements across the sector which are unrelated to business performance. As such, achievement of this component was linked to relative peer group performance, whether the TSR was positive or negative. As such, the PSP shares vested to the extent that Mpact outperformed the peer group even though the TSR was negative. This condition is no longer used due to its limitations in the South African context.
11. **Why did the Share Incentive Trust purchase treasury shares despite Mpact's general repurchase resolution being voted down**	The "share repurchase resolution" referred to has no bearing on the Mpact Incentive Scheme Trust. Share purchases made by the Trust are for purposes of settling vesting obligations in terms of the share scheme rules, and therefore are not regarded as share repurchases as contemplated in the resolution voted on annually by shareholders.

KEY AREAS OF FOCUS FOR THE COMING YEAR

The committee has identified the following areas of focus for the coming year:

- Succession planning for the Board, Executive Directors, prescribed officers and senior management;
- Gender related policies, pay gaps and pay ratios;
- Remuneration packages and structure of Executive Directors, prescribed officers and senior management to ensure they are competitive in the relevant market and are aligned with shareholders' interest as well as with the Group's strategy;
- Executive Committees' 2022 KPAs and STI targets as well as the performance conditions for new LTI awards considering prevailing market conditions and the company's strategic objectives, among other factors. KPAs will include specific reference to environmental, social and governance (ESG) matters;
- Ensuring that employee pay scales are logical with pay levels that enable the Company to remain competitive; and
- Ensuring employees have opportunities to develop themselves through a combination of structured development centres, access to study assistance as well as in-house and external training programs.

PART 2: REMUNERATION POLICY

OBJECTIVES OF THE POLICY

The objectives of the remuneration policy are to enable the business to:

- Provide a framework to fairly and responsibly reward all employees based on their experience, skillset and company contribution;
- Within reasonable parameters and based on the Company's operational requirements:
  - retain competent employees who enhance business performance;
  - reward, recognise and confer appreciation for superior performance; and
  - recruit high-performing, skilled individuals from a shrinking pool of talent.
- Establish a remuneration philosophy that:
  - directs employees' energies and activities towards key business goals; and
  - achieves the most effective returns (employee productivity) for total employee spend.

To achieve this, Mpact rewards its employees in a way that reflects the dynamics of the market and the context in which it operates. All components of this remuneration policy, including the fixed pay and variable pay for performance, are aligned to the strategic direction of the business and business-specific value drivers.

The remuneration policy is reviewed periodically by the committee considering, among other factors, the business strategy, latest trends, best practice and feedback from shareholders.

The remuneration policy will be subject to a non-binding advisory vote by shareholders at the AGM on 2 June 2022.

KEY PRINCIPLES

The remuneration policy has been set with the objective of attracting, motivating and retaining experienced and high calibre directors, managers and employees in a manner that is consistent with best practice and aligned with the interests of Mpact's shareholders.

The remuneration policy for employees is framed around the following key principles:

- Remuneration packages should be set at levels that are competitive in the relevant market.
- The structure of remuneration packages and, in particular, the design of performance-based remuneration schemes, should be aligned with shareholders' interests and should support the achievement of our business strategy and the management of risk.
- A significant proportion of the remuneration of Executive Committee members should be performance-based.
- The performance-based element of remuneration should be appropriately balanced between the achievement of short-term objectives and longer-term objectives.
- The remuneration of Executive Directors, prescribed officers and senior management should be set, taking appropriate account of remuneration and employment conditions elsewhere in the Group.

TOTAL REMUNERATION OF EXECUTIVE MANAGEMENT

The total remuneration of the executive management comprises the following:

- guaranteed pay; and
- variable pay for performance comprising:
  - short-term incentives (STI); and
  - long-term incentives (LTI).

The Company's targeted pay mix aims to align the incentives of employees with the interests of shareholders. The targeted pay mix is set out on page 89.

GUARANTEED PAY

Mpact aims to establish and maintain a logical pay scale with pay levels that ensure that the Company is able to remain competitive, while managing costs.

Guaranteed pay is expressed in terms of total guaranteed cost of employment (TGCOE) which consists of basic salary, travel allowance, medical scheme contributions and retirement funding contributions.

ANNUAL TGCOE REVIEW

The TGCOE for employees is reviewed annually, normally with effect from 1 January. Factors taken into consideration during the review include business performance and the individual's performance, contribution and experience in the role. General affordability and the Company's general financial position and operational requirements will play an important role in salary reviews.

In respect of Executive Directors, prescribed officers and senior management, the Company periodically benchmarks its remuneration practices and policy using reputable management reward surveys conducted independently. The benchmark used is the median total guaranteed cost of employment for similar positions in similarly sized listed companies.

A benchmarking exercise of the TGCOE packages of Mpact's Executive Directors, prescribed officers and senior management was conducted by RemChannel during May 2021. The conclusion of the exercise was that the Executive Directors, prescribed officers and senior management of Mpact are positioned fairly, with a few exceptions due primarily to length of service.

Mpact has an average compa-ratio of 105.8% against the 50th percentile of the national all industries market and 98.3% against the manufacturing industry when benchmarked against the RemChannel matched jobs.

Remuneration Committee report *continued*

PART 2: REMUNERATION POLICY (continued)

MEDICAL AID

Medical aid benefits are offered through the Anglo Medical Scheme (AMS), administered by Discovery. AMS is a restricted medical scheme. The scheme offers three plans aimed at addressing the healthcare needs of its members. The plans include; Managed Care a top tier plan comprising comprehensive unlimited cover for hospitalisation and most non-discretionary healthcare services; Standard Care Plan a traditional medical plan with defined benefits; and Value Care Plan an option which provides primary healthcare through a national network of Prime Cure facilities and providers.

RETIREMENT FUND

Retirement and risk benefits are provided through the Mondi Mpact Group Fund (MMGF) which has both a Pension and Provident section. The employer contributes to the Provident Section and the employee contributes to either the Provident section or the Pension section. The MMGF has three investment categories, Moderate, Dynamic and Conservative Portfolios.

VARIABLE PAY

SHORT-TERM INCENTIVES (STI)

The annual STI award is based on a combination of financial and non-financial performance criteria for the year ended 31 December and is usually paid in full in March the following year.

Each Executive Director and prescribed officer has a maximum potential award for the financial year in question where the award may not exceed this level for the year.

	Maximum STI award (% of TGCOE)
CEO	80%
CFO	80%
PO	80%

The determination of the award is based on assessment of various key performance indicators (KPIs). For the 2022 financial year, these metrics and their relative weightings are indicated in the table below. Non-financial key performance areas include the following:

- Leadership competencies: grow the business; deliver results; build partnerships and self-management; and
- Other non-financial: safety; sustainable development (including environmental, social and governance); people development; product innovation; customer focus and operational excellence.

	Weighting (% of max)	
STI key performance indicator	**CEO and CFO**	**PO**
Financial	**60%**	**60%**
ROCE[1]	**25%**	**5%**
EBITDA[2]	**35%**	**35%**
Trade working capital[3]		**20%**
Non-financial key performance area	**40%**	**40%**
Safety	**10%**	**10%**
Leadership competencies	**10%**	**10%**
Other non-financial	**20%**	**20%**
Total	**100%**	**100%**

[1] *ROCE: actual underlying EBIT plus actual share of profit from associated companies divided by average actual capital employed.*
[2] *EBITDA: actual for the year before special items.*
[3] *Trade working capital: actual as a percentage of revenue, measured in June and December.*

PART 2: REMUNERATION POLICY (continued)

LONG-TERM INCENTIVES (LTI)

In order to attract, retain, motivate and reward executives and senior managers who are able to influence the performance of the Group on a basis which aligns their interests with those of shareholders, the Company operates the Mpact share plan, which has been approved by shareholders.

The Mpact share plan provides for the inclusion of a number of performance conditions, designed to align the interests of the participants with those of shareholders, and to reward Group and individual performance.

Under the Mpact share plan eligible employees may be offered annually, at Mpact's sole discretion, an incentive which comprises of a weighted combination of:

- grants of bonus shares (BSP);
- awards of performance shares (PSP); and
- allocations of share appreciation rights (SARS). The Company has not allocated any SARS to employees since 2011.

The combined, weighted implementation of the above share plan elements allows Mpact to be competitive in annual and share-based incentives, rewards long-term sustainable Company performance, acts as a retention tool, and ensures that Executive Committee members and senior managers share a significant level of personal risk with the Company's shareholders.

A description of each of the LTIs is set out below:

Plan	Description	Awards		Vesting period	Vesting criteria
		Level	**Maximum face value of award as a % TGCOE**		
Bonus share plan (BSP)	On an annual basis, Executive Directors, prescribed officers and senior managers may receive a grant of bonus shares, the face value of which is proportionate to the STI accruing to the employee. Participants in the bonus share plan do not receive dividends declared by the Group. A single cash payment is made after the three-year vesting period equivalent to the dividend payment forfeited during the holding period on the number of bonus shares granted.	CEO CFO PO	**45%** **45%** **45%**	All bonus shares will vest after three years conditional on continued employment for the three-year period.	Continued employment.

Remuneration Committee report *continued*

PART 2: REMUNERATION POLICY (continued)

LONG-TERM INCENTIVES (LTI) (continued)

Plan: Performance share plan (PSP)

Description: Annual conditional awards of performance shares may be made to Directors and prescribed officers. The award face value is proportionate to the employees' TGCOE. The committee determines the performance criteria for each award.

Awards

Level	Expected value of awards as % of TGCOE	Face value of awards as % of TGCOE
CEO	100%	133%
CFO	75%	100%
PO	75%	100%

Vesting period

Performance shares will vest on the third anniversary of their award, to the extent that the Company has met specified performance criteria over the three-year performance period. The reference period will be the financial year preceding the award date.

Any performance shares which do not vest at the end of the three-year period will lapse and employees will forfeit any rights to the performance shares.

Vesting criteria

For awards made from the beginning of 2022 the following performance criteria apply:

Metric	Weight	Threshold 30% vesting	Maximum 100% vesting
HEPS growth	50%	Mpact HEPS for the final year of the performance period (Final HEPS) must exceed the HEPS of the reference period (Reference HEPS) by a factor of CPI plus GDP growth.	Mpact Final HEPS must be higher than the Reference HEPS by a factor of CPI plus GDP growth over the performance period plus 5%
ROCE	50%	12%	18%

If Final HEPS is below the 30% vesting threshold, then 0% will vest. If Final HEPS falls between the threshold and maximum vesting the actual vesting proportion will be determined using linear interpolation.

For the awards made during 2022, "Final HEPS" will be HEPS for the year ending 31 December 2024 and "Reference HEPS" will be HEPS for the year ended 31 December 2021. To achieve "threshold 30% vesting" in respect of the PSP awards made during 2020, HEPS for the year ending 31 December 2022 must equal HEPS for the year ended 31 December 2019.

To achieve threshold 30% vesting in respect of the PSP awards made during 2021, HEPS for the year ending 31 December 2023 must equal HEPS for the year ended 31 December 2020.

ROCE achievement is calculated using the average underlying EBIT and capital employed over the performance period.

PART 2: REMUNERATION POLICY (continued)

LONG-TERM INCENTIVES (LTI) (continued)

Plan	Description	Awards	Vesting period	Vesting criteria
Performance share plan (PSP) (continued)				The following performance criteria were applied to previous years' PSP awards:
Share appreciation rights (SARS)	Annual allocations of share appreciation rights may be made to eligible employees.	The Company has not allocated any SARS to employees since 2011.	The share allocations may be available to be settled in equal thirds on the third, fourth and fifth anniversaries (alternatively all on the third anniversary) but need not be exercised until the sixth anniversary, at which time they must be exercised or they will lapse.	The Company has not allocated any SARS to employees since 2011.

Metric	Weight	Threshold 30% vesting	Stretch 62.5% vesting	Maximum 100% vesting
TSR	**50%**	**Mpact TSR equals 80% of TSR average of JSE packaging index**	**Mpact TSR equals 100% of TSR average of JSE packaging index**	**Mpact TSR equals 120% of TSR average of JSE packaging index**
ROCE	**50%**	**10%**	**12.3%**	**15%**

Astrapak (de-listed on 15 December 2017), Bowler Metcalf, Nampak and Transpaco.

PART 2: REMUNERATION POLICY (continued)

Maximum achievable for STI and maximum face value of awards for BSP and PSP as %TGCOE

The following tables summarise the weighting of key performance indicators and maximum potential awards for STIs and LTIs:

CHIEF EXECUTIVE OFFICER

	% TGCOE			
	Short-term incentive (STI)	Bonus shares (BSP)	Performance shares (PSP)	
Key performance indicator	Paid in cash annually	Vesting after three years subject to continued employment	Vesting after three years subject to performance criteria	Total
ROCE[1]	20.0%	11.2%		31.2%
ROCE[2]			66.5%	66.5%
HEPS growth[3]			66.5%	66.5%
EBITDA[4]	28.0%	15.8%		43.8%
Non-financial	32.0%	18.0%		50.0%
Safety	8.0%	4.0%		12.0%
Leadership competencies	8.0%	4.0%		12.0%
Other non-financial	16.0%	10.0%		26.0%
Total	**80.0%**	**45.0%**	**133%**	**258%**

[1] *ROCE: actual underlying EBIT plus actual share of profit from associated companies divided by average actual capital employed for the year.*
[2] *ROCE: three-year actual average return on capital employed.*
[3] *Mpact's HEPS for the final year of the performance period must be higher to that of the financial year preceding the award date by a factor of CPI growth plus GDP growth over the performance period plus 5%.*
[4] *EBITDA: actual for the year before special items.*

PART 2: REMUNERATION POLICY (continued)

CHIEF FINANCIAL OFFICER

	% TGCOE			
	Short-term incentive (STI)	Bonus shares (BSP)	Performance shares (PSP)	
Key performance indicator	Paid in cash annually	Vesting after three years subject to continued employment	Vesting after three years subject to performance criteria	Total
ROCE[1]	20.0%	11.2%		31.2%
ROCE[2]			50.0%	50.0%
HEPS growth[3]			50.0%	50.0%
EBITDA[4]	28.0%	15.8%		43.8%
Non-financial	32.0%	18.0%		50.0%
Safety	8.0%	4.0%		12.0%
Leadership competencies	8.0%	4.0%		12.0%
Other non-financial	16.0%	10.0%		26.0%
Total	80.0%	45.0%	100%	225%

[1] *ROCE: actual underlying EBIT plus actual share of profit from associated companies divided by average actual capital employed for the year.*
[2] *ROCE: three-year actual average return on capital employed.*
[3] *Mpact's HEPS for the final year of the performance period must be higher to that of the financial year preceding the award date by a factor of CPI growth plus GDP growth over the performance period plus 5%.*
[4] *EBITDA: actual for the year before special items.*

PART 2: REMUNERATION POLICY (continued)

PRESCRIBED OFFICERS

	% TGCOE			
	Short-term incentive (STI)	Bonus shares (BSP)	Performance shares (PSP)	
Key performance indicator	**Paid in cash annually**	**Vesting after three years subject to continued employment**	**Vesting after three years subject to performance criteria**	**Total**
ROCE[1]	4.0%	2.2%		6.2%
ROCE[2]			50.0%	50.0%
HEPS growth[3]			50.0%	50.0%
Trade working capital % revenue	16.0%	9.0%		25%
EBITDA[4]	28.0%	15.8%		43.8%
Non-financial	32.0%	18.0%		50.0%
Safety	8.0%	4.0%		12.0%
Leadership competencies	8.0%	4.0%		12.0%
Other non-financial	16.0%	10.0%		26.0%
Total	80.0%	45.0%	100%	225%

[1] *ROCE: actual underlying EBIT plus actual share of profit from associated companies divided by average actual capital employed for the year.*
[2] *ROCE: three-year actual average return on capital employed.*
[3] *Mpact's HEPS for the final year of the performance period must be higher to that of the financial year preceding the award date by a factor of CPI growth plus GDP growth over the performance period plus 5%.*
[4] *EBITDA: actual for the year before special items.*

PART 2: REMUNERATION POLICY (continued)

PAY MIX

Using the components of total remuneration described previously the following graphs and tables illustrate the potential outcomes between minimum and maximum for the CEO, CFO and prescribed officers.

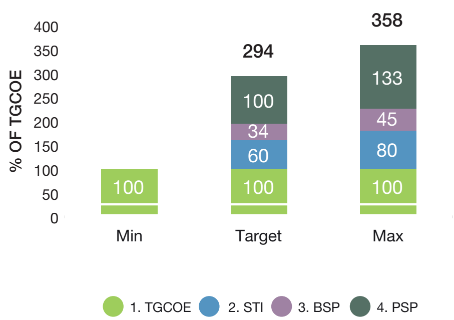
The face value of LTI awards is determined as a proportion of an employee's TGCOE. The number of shares conditionally awarded is based on the face value of the award divided by the volume weighted average share price (VWAP) of Mpact Limited for the 15 trading days following the release of Mpact's year-end results. The proportion of shares ultimately vesting is dependent on the level of achievement of the performance criteria over the vesting period which can range from 0% to 100%. The value at vesting will be the number of shares vested multiplied by the share price at vesting.

The pay-mix indicated in the charts below depicts the minimum, maximum and target remuneration expressed as a percentage of TGCOE.

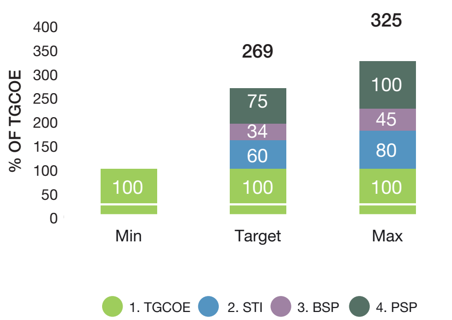
The charts show PSP and BSP awards separately. Dividends received on BSP are, however, not indicated since the actual dividends received vary based on actual dividend declarations in each year.

When comparing the pay-mix range shown to actual remuneration outcomes in the single figure reporting under Part 3, it should be noted that these figures are based on the face value at award whereas the single figure reporting includes actual value at vesting for the PSP and BSP awards which reflects the share price at that time.

CEO



CFO



EXECUTIVE DIRECTORS' AND PRESCRIBED OFFICERS' POLICY ON LOSS OF OFFICE AND EXISTING SERVICE CONTRACTS

SERVICE CONTRACTS FOR NEW APPOINTMENTS

Executive Directors' service contracts provide for a maximum of six months' notice by either party. Employment contracts for prescribed officers provide for a maximum of three months' notice by either party. Service contracts for senior executives contain pay *in lieu* of notice provisions which may be invoked at the discretion of the committee if the Company terminates the service contract. No discretionary incentives are paid to any employees where such employees are at fault/bad leavers.

Where appropriate, new appointments will be required to sign restraint of trade agreements on engagement.

EXISTING SERVICE CONTRACTS

Notice periods for executive management currently in office are indicated in the table below:

Role	Notice period
CEO	Twelve months
CFO	Three months
PO	Between three and six months

In the event of termination of employment, no executive managers have special termination benefits or balloon payment provisions in their employment contracts.

Upon termination of employment, the Company may elect to make payment *in lieu* of notice.

Where a member of executive management has acquired an unconditional contractual right to remuneration and/or a specific incentive, it will be paid out on termination of employment. The payment of discretionary benefits will be considered on a case-by-case basis, in Mpact's discretion and in accordance with the rules applicable to the incentive concerned. Furthermore, it is noted that no discretionary incentives are paid to any employees where such employees are at fault/bad leavers.

PART 2: REMUNERATION POLICY (continued)

MALUS AND CLAWBACK

Malus and clawback provisions apply to both the cash and share-based elements of both short-term and long-term incentive awards, for a period of three years from the date of settlement of an award in the case of clawback and at any time prior to vesting or settlement, in the case of malus.

The malus provisions may be applied by the Board where any of the following trigger events have occurred: material misstatement of financial results; information or the assessment of any performance condition(s) used to determine an award was based on a materially erroneous or inaccurate or fraudulent information; misstatement of performance; serious reputational damage; censure of Mpact by a regulatory authority; gross or serious misconduct; or a material failure of risk management. The clawback provisions may be applied where any of the following trigger events have occurred: material misstatement of financial results; or where information or the assessment of any performance condition(s) used to determine an award was based on a materially erroneous or inaccurate or fraudulent information.

NON-EXECUTIVE DIRECTOR'S FEES

The fee structure for Non-executive Directors was designed to ensure that we attract, retain and appropriately compensate a diverse and experienced Board of Non-executive Directors.

Mpact engaged Deloitte Consulting (Pty) Ltd to conduct benchmarking to inform a review of its Non-Executive Director's fees. The benchmarking was conducted by means of a peer group comparison, with 13 companies selected based on organisation size and nature of operation (similarity of industry). The following Companies were used to benchmark the Non-executive Director's fees:

- Bell Equipment Ltd
- Hulamin Ltd
- Novus Holdings Ltd
- York Timber Holdings Ltd
- Afrimat Ltd
- Cashbuild Ltd
- Caxton & CTP Publishers & Printers Ltd
- Omnia Holdings Ltd
- RFG Holdings Ltd
- Sea Harvest Group Ltd
- Astral Foods Ltd
- Nampak Ltd
- Oceana Group Ltd

The benchmarking exercise indicated that Mpact's Non-executive Directors are fairly remunerated.

In support of the Company's response to Covid-19, Non-executive Director's base fees were not increased for 2021. A 4% increase is recommended for 2022. The fees are set exclusive of VAT.

In accordance with the Company's Memorandum of Incorporation (MOI), shareholders must approve these fees at the AGM.

FAIR AND RESPONSIBLE REMUNERATION

King IV™ emphasises executive remuneration which is fair and responsible "in context of the overall employee remuneration" and part of this responsibility is addressing the gap between the remuneration of executives and the employees at the lower end of the pay scale. The committee regards this as an important objective. Steps taken include:

- Lower mandated increase for executives compared to employees at the lower end of the pay scale.
- Ensuring total remuneration for executives comprises a higher variable pay based on performance.

VOTING STATEMENTS (NON-BINDING ADVISORY VOTE ON THE REMUNERATION POLICY)

This remuneration policy is subject to an advisory vote by shareholders at the AGM on 2 June 2022. Shareholders are requested to cast a non-binding advisory vote on Part 2 of this Remuneration report, as it appears above.

PART 3: IMPLEMENTATION REPORT

IMPACT OF COVID-19 LOCKDOWN

In accordance with applicable regulations, Mpact submitted applications for Covid-19 Temporary Employer/Employee Relief Scheme (TERS) benefits for affected employees who took unpaid sick leave as a result of Covid-19 exposure or illness. These applications differ from previous TERS applications in that whilst the application is made via the employer, benefits are paid directly to the respective employees.

GUARANTEED PACKAGE APPROVED

The average approved annual TGCOE increase for the executive management was 2.5% effective 1 October 2021, a delay of nine months compared to prior years due to Covid-19 uncertainty (2020: effective 1 January 2020, 5.5%). This is to be compared to the mandated increase granted to other employees of 3.5% on average without delay (2020: between 5.5% and 6.0% on average).

TGCOE approved	2021	2020	% increase
Executive Directors			
BW Strong	**5,851,018**	5,814,677	0.6%
BDV Clark	**4,447,508**	4,419,884	0.6%
Prescribed officers			
HM Thompson	**4,804,744**	4,774,901	0.6%
JW Hunt	**3,544,875**	3,522,857	0.6%
N Naidoo	**3,770,735**	3,747,314	0.6%
CM Botha[1]	**3,773,438**	2,500,000	50.9%

[1] *CM Botha was appointed Managing Director of the Paper Converting business with effect from 1 May 2020.*

GUARANTEED PACKAGE PAID AFTER COVID-19 SALARY SACRIFICES

The table below sets out the TGCOE actually paid after taking into account the salary sacrifices in 2020:

TGCOE actual	2021	2020	% increase
Executive Directors			
BW Strong	**5,851,018**	5,330,120	9.8%
BDV Clark	**4,447,508**	4,346,219	2.3%
Prescribed officers			
HM Thompson	**4,804,744**	4,695,319	2.3%
JW Hunt	**3,544,875**	3,341,354	6.1%
N Naidoo	**3,770,735**	3,684,859	2.3%
CM Botha[1]	**3,773,438**	2,437,500	54.80%
J Stumpf	**–**	365,560	–

[1] *CM Botha was appointed Managing Director of the Paper Converting business with effect from 1 May 2020.*

PART 3: IMPLEMENTATION REPORT (continued)

SHORT-TERM INCENTIVE BONUS ACHIEVEMENTS

For the year ended 31 December 2021, the annual bonus performance outcome for the Executive Directors was as follows:

	Weighting	Threshold at 25%	Maximum at 100%	Actual	% achieved	Weighting outcome
Financial	60%				**100%**	**60.0**
EBITDA	35%	R1,170 million	R1,376 million	R1,449 million	100%	35.0
ROCE	25%	10.5%	15.0%	17.0%	100%	25.0
Non-financial						
Safety	10%				84%	8.4
LTIFR	2%	0.50	0.30	0.43	50%	1.0
SIFR	4%	0.75	0.55	0.58	90%	3.6
Leading safety indicators	4%	Assessed and aggregated at each business			94%	3.8
Individual key performance areas	30%	Average actual outcome of 83.7%				25.0
Total	**100%**					**93.4**

LONG-TERM INCENTIVES OUTCOMES

Awards and grants made on 1 April 2019 vested on 31 March 2022. The vesting outcome applicable to both the BSP and the PSP is calculated as set out below:

BONUS SHARE PLAN

Bonus shares granted in 2019 were released to participants still employed by Mpact at the vesting date which was 31 March 2022. There are no other performance conditions links to the BSP.

PERFORMANCE SHARE PLAN

The level of achievement against the performance criteria for the performance shares awarded in 2019, based on three years' financial performance to the year ended 31 December 2021, was as follows:

	Weighting	0%	Threshold 30% vesting	Maximum 100% vesting	Actual	% achieved
ROCE%	50%	<10%	10%	15%	12.5%	64.4%
	ROCE % calculation is based on an average three-year achievement for the financial years ended 31 December 2019, 2020 and 2021					

	Weighting	0%	Threshold 30% vesting	Maximum 100% vesting	Actual	% achieved
TSR	50%	<0.8x average TSR	0.8x of average TSR	1.2x of average TSR	16.4%	100%
	TSR achievement during the performance period was measured against three companies in the JSE Packaging Index, namely Nampak, Bowler Metcalf and Transpaco, whose aggregated TSR was negative 11% compared to Mpact's TSR of 16.4%. Therefore, 100% of this performance condition was met.					

PART 3: IMPLEMENTATION REPORT (continued)

EXECUTIVE DIRECTORS' FIVE-YEAR REMUNERATION, STI AND LTI

	CEO		CFO				
Year	TGCOE	Actual STI score as % of maximum possible	TGCOE	Actual STI score as % of maximum possible	% of Face Value of LTI realised		
					BSP	PSP	
2017	5,023,050	30%	3,818,148	31%	114%	114%	Based on level of achievement of the vesting criteria, 100% of the conditional PSP shares awarded in 2014 vested. Share price appreciated from R26.84 per share at date of award to R30.65 at date of vesting.
2018	5,249,088	83%	3,989,965	83%	67%	21%	32% of the PSP shares awarded in 2015 vested. Share price depreciated from R42.43 per share at date of award to R28.38 at date of vesting.
2019	5,537,788	75%	4,209,413	77%	48%	11%	23% of the PSP shares awarded in 2016 vested. Share price depreciated from R48.25 per share at date of award to R23.11 at date of vesting.
2020	5,330,120	72%	4,346,219	71%	27%	7%	26% of the PSP shares awarded in 2017 vested. Share price depreciated from R29.69 per share at date of award to R8.08 at date of vesting.
2021	5,851,018	94%	4,447,508	93%	69%	44%	63% of the PSP shares awarded in 2018 vested. Share price depreciated from R28.89 per share at date of award to R20.03 at date of vesting.

PART 3: IMPLEMENTATION REPORT (continued)

REMUNERATION OF EXECUTIVE DIRECTORS AND PRESCRIBED OFFICERS

EXECUTIVE DIRECTORS AND PRESCRIBED OFFICERS

31 December 2021

R's	Guaranteed package (TGCOE)[1]	Short-term incentive bonus[2]	Other[3]	Cash-based remuneration	Grant value of bonus shares awarded[4]	Intrinsic value of performance shares vesting in March 2022[5]	Total remuneration
Executive Directors							
BW Strong	5,851,018	4,395,285	42,225	10,288,528	2,472,348	9,068,566	21,829,442
BDV Clark	4,447,508	3,312,504	31,140	7,791,152	1,863,283	5,170,043	14,824,478
Total	10,298,526	7,707,789	73,365	18,079,680	4,335,631	14,238,609	36,653,920
Prescribed officers							
HM Thompson	4,804,774	3,624,699	32,767	8,462,210	2,038,893	5,585,323	16,086,426
JW Hunt	3,544,875	2,637,387	22,443	6,204,705	1,483,530	3,583,289	11,271,524
N Naidoo	3,770,735	1,945,699	24,687	5,741,121	1,094,456	4,383,339	11,218,916
CM Botha[6]	3,773,438	2,840,644	–	6,614,082	1,597,862	–	8,211,944
Total	15,893,792	11,048,429	79,897	27,022,118	6,214,741	13,551,951	46,788,810

1 *Guaranteed package (TGCOE) paid for the 12 months of the financial year.*
2 *Short-term incentive (STI) earned on 2021 performance, to be paid in March 2022.*
3 *Other cash benefits include dividend equivalent bonus based on actual bonus shares that vested in March 2021 and other cash benefits.*
4 *Value of the bonus shares to be granted (56.25% of STI) on 1 April 2022 based on 2021 performance and vesting in March 2025.*
5 *Intrinsic value is calculated by taking the number of PSP shares awarded in April 2019 and expected to vest in March 2022 based on performance over the three-year period ended 31 December 2021, multiplied by the closing Mpact share price of R35.03 at 31 December 2021.*
6 *CM Botha was appointed Managing Director of the Paper Converting business with effect from 1 May 2020.*

PART 3: IMPLEMENTATION REPORT (continued)

EXECUTIVE DIRECTORS AND PRESCRIBED OFFICERS

31 December 2020

R's	Guaranteed package (TGCOE)[1]	Short-term incentive bonus[2]	Other[3]	Cash-based remuneration	Grant value of bonus shares awarded[4]	Intrinsic value of performance shares vesting in March 2021[5]	Total remuneration
Executive Directors							
BW Strong	5,330,120	3,053,093	72,349	8,455,562	1,717,365	2,120,798	12,293,725
BDV Clark	4,346,219	2,465,175	50,307	6,861,701	1,386,661	1,209,087	9,457,449
Total	9,676,339	5,518,268	122,656	15,317,263	3,104,026	3,329,885	21,751,174
Prescribed officers							
HM Thompson	4,695,319	2,839,729	53,612	7,588,660	1,597,348	1,306,202	10,492,210
JW Hunt	3,341,354	1,991,447	35,715	5,368,516	1,120,189	837,998	7,326,703
N Naidoo	3,684,859	1,866,013	41,323	5,592,195	1,049,632	1,025,101	7,666,928
C Botha[6]	2,437,501	1,419,601	–	3,857,102	798,525	–	4,655,627
J Stumpf[7]	365,560	–	–	365,560	–	–	365,560
Total	14,524,593	8,116,790	130,650	22,772,033	4,565,694	3,169,301	30,507,028

1 *Guaranteed package (TGCOE) paid for the 12 months of the financial year.*
2 *Short-term incentive (STI) earned on 2020 performance, to be paid in March 2021.*
3 *Other cash benefits include dividend equivalent bonus based on actual bonus shares that vested in March 2020 and other cash benefits.*
4 *Value of the bonus shares to be granted (56.25% of STI) on 1 April 2021 based on 2020 performance and vesting in March 2024.*
5 *Intrinsic value is calculated by taking the number of PSP shares awarded in April 2018 and expected to vest in March 2021 based on performance over the three-year period ended 31 December 2020, multiplied by the closing Mpact share price at 31 December 2020.*
6 *CM Botha was appointed Managing Director of the Paper Converting business with effect from 1 May 2020.*
7 *J Stumpf resigned on 31 January 2020.*

PART 3: IMPLEMENTATION REPORT (continued)

NUMBER AND MARKET VALUE OF SHARE AWARDS GRANTED TO EXECUTIVE DIRECTORS AND PRESCRIBED OFFICERS

The following tables set out the number and market value of share awards granted, exercised and lapsed to the Executive Directors and prescribed officers during the year:

2021 – EXECUTIVE DIRECTORS

BW Strong

Number of shares

Type of awards[1,2]	Date of award/grant	Release date	Number of shares awarded/granted in prior years	Number of shares awarded/granted during the year	Number of shares vested during the year	Number of shares lapsed or expected to lapse at vesting	Number of shares as at 31 December 2021
BSP	Apr 18	Mar 21	23,629	–	23,629	–	–
PSP	Apr 18	Mar 21	242,250	–	153,126	89,124	–
BSP	Apr 19	Mar 22	83,806	–	–	–	83,806
PSP	Apr 19	Mar 22	314,862	–	–	55,982	258,880
BSP	Apr 20	Mar 23	178,609	–	–	–	178,609
PSP	Apr 20	Mar 23	736,949	–	–	73,695	663,254
BSP	Apr 21	Mar 24	–	84,031	–	–	84,031
PSP	Apr 21	Mar 24	–	379,342	–	18,967	360,375
Total number of shares			1,580,105	463,373	176,755	237,768	1,628,955

Value of shares (R's)

Type of awards[1,2]	Date of award/grant	Award/grant price (cents)[9]	Face value of shares awarded/ granted in prior years[3]	Face value of shares awarded/ granted during year[4]	Cumulative effects of share price movement gain/(loss)[5]	Value of shares vested during year[6]	Value of shares lapsed or expected to lapse at vesting	Market value of shares at 31 December 2021[7]
BSP	Apr 18	2,889	682,642	–	(210,062)	472,580	–	–
PSP	Apr 18	2,889	6,998,603	–	(2,153,607)	3,062,520	1,782,476	–
BSP	Apr 19	2,345	1,965,251	–	970,473	–	–	2,935,724
PSP	Apr 19	2,345	7,383,514	–	3,646,102	–	1,961,049	9,068,567
BSP	Apr 20	1,052	1,878,967	–	4,377,707	–	–	6,256,674
PSP	Apr 20	1,052	7,752,703	–	18,062,620	–	2,581,532[8]	23,233,791
BSP	Apr 21	2,044		1,717,594	1,226,012	–	–	2,943,606
PSP	Apr 21	2,044		7,753,750	5,534,600	–	664,418	12,623,932
Total market value of shares			26,661,680	9,471,344	31,453,845	3,535,100	6,989,475	57,062,294

PART 3: IMPLEMENTATION REPORT (continued)

2021 – EXECUTIVE DIRECTORS

BDV Clark

Number of shares

Type of awards[1,2]	Date of award/grant	Release date	Number of shares awarded/granted in prior years	Number of shares awarded/granted during the year	Number of shares vested during the year	Number of shares lapsed or expected to lapse at vesting	Number of shares as at 31 December 2021
BSP	Apr 18	Mar 21	18,318	–	18,318	–	–
PSP	Apr 18	Mar 21	138,109	–	87,299	50,810	–
BSP	Apr 19	Mar 22	63,856	–	–	–	63,856
PSP	Apr 19	Mar 22	179,505	–	–	31,916	147,589
BSP	Apr 20	Mar 23	138,466	–	–	–	138,466
PSP	Apr 20	Mar 23	420,140	–	–	42,014	378,126
BSP	Apr 21	Mar 24	–	67,849	–	–	67,849
PSP	Apr 21	Mar 24	–	216,266	–	10,813	205,453
Total number of shares			958,394	284,115	105,617	135,553	1,001,339

Value of shares (R's)

Type of awards[1,2]	Date of award/grant	Award/grant price (cents)[9]	Face value of shares awarded/granted in prior years[3]	Face value of shares awarded/granted during year[4]	Cumulative effects of share price movement gain/(loss)[5]	Value of shares vested during year[6]	Value of shares lapsed or expected to lapse at vesting	Market value of shares at 31 December 2021[7]
BSP	Apr 18	2,889	529,207	–	(162,847)	366,360	–	–
PSP	Apr 18	2,889	3,989,969	–	(1,227,783)	1,745,980	1,016,206	–
BSP	Apr 19	2,345	1,497,423	–	739,452	–	–	2,236,875
PSP	Apr 19	2,345	4,209,392	–	2,078,668	–	1,118,017	5,170,043
BSP	Apr 20	1,052	1,456,662	–	3,393,802	–	–	4,850,464
PSP	Apr 20	1,052	4,419,873	–	10,297,631	–	1,471,750[8]	13,245,754
BSP	Apr 21	2,044	–	1,386,834	989,917	–	–	2,376,751
PSP	Apr 21	2,044	–	4,420,477	3,155,321	–	378,790	7,197,008
Total market value of shares			16,102,526	5,807,311	19,264,161	2,112,340	3,984,763	35,076,895

PART 3: IMPLEMENTATION REPORT (continued)

2021 – PRESCRIBED OFFICERS

HM Thompson

Number of shares

Type of awards[1,2]	Date of award/grant	Release date	Number of shares awarded/granted in prior years	Number of shares awarded/granted during the year	Number of shares vested during the year	Number of shares lapsed or expected to lapse at vesting	Number of shares as at 31 December 2021
BSP	Apr 18	Mar 21	19,275	–	19,275	–	–
PSP	Apr 18	Mar 21	149,202	–	94,311	54,891	–
BSP	Apr 19	Mar 22	69,399	–	–	–	69,399
PSP	Apr 19	Mar 22	193,924	–	–	34,480	159,444
BSP	Apr 20	Mar 23	148,226	–	–	–	148,226
PSP	Apr 20	Mar 23	453,887	–	–	45,389	408,498
BSP	Apr 21	Mar 24	–	78,158	–	–	78,158
PSP	Apr 21	Mar 24	–	233,637	–	11,682	221,955
Total number of shares			1,033,913	311,795	113,586	146,442	1,085,680

Value of shares (R's)

Type of awards[1,2]	Date of award/grant	Award/grant price (cents)[9]	Face value of shares awarded/ granted in prior years[3]	Face value of shares awarded/ granted during year[4]	Cumulative effects of share price movement gain/(loss)[5]	Value of shares vested during year[6]	Value of shares lapsed or expected to lapse at vesting	Market value of shares at 31 December 2021[7]
BSP	Apr 18	2,889	556,855	–	(171,355)	385,500	–	–
PSP	Apr 18	2,889	4,310,446	–	(1,326,397)	1,886,220	1,097,829	–
BSP	Apr 19	2,345	1,627,407	–	803,640	–	–	2,431,047
PSP	Apr 19	2,345	4,547,518	–	2,245,640	–	1,207,834	5,585,324
BSP	Apr 20	1,052	1,559,338	–	3,633,019	–	–	5,192,357
PSP	Apr 20	1,052	4,774,891	–	11,124,770	–	1,589,966[8]	14,309,695
BSP	Apr 21	2,044	–	1,597,550	1,140,325	–	–	2,737,875
PSP	Apr 21	2,044	–	4,775,540	3,408,764	–	409,215[8]	7,775,089
Total market value of shares			17,376,455	6,373,090	20,858,406	2,271,720	4,304,844	38,031,387

PART 3: IMPLEMENTATION REPORT (continued)

2021 – PRESCRIBED OFFICERS (continued)

JW Hunt

Number of shares

Type of awards[1,2]	Date of award/grant	Release date	Number of shares awarded/granted in prior years	Number of shares awarded/granted during the year	Number of shares vested during the year	Number of shares lapsed or expected to lapse at vesting	Number of shares as at 31 December 2021
BSP	Apr 18	Mar 21	11,047	–	11,047	–	–
PSP	Apr 18	Mar 21	95,721	–	60,505	35,216	–
BSP	Apr 19	Mar 22	43,992	–	–	–	43,992
PSP	Apr 19	Mar 22	124,412	–	–	22,120	102,292
BSP	Apr 20	Mar 23	101,154	–	–	–	101,154
PSP	Apr 20	Mar 23	334,872	–	–	33,487	301,385
BSP	Apr 21	Mar 24	–	54,811	–	–	54,811
PSP	Apr 21	Mar 24	–	172,374	–	8,619	163,755
Total number of shares			**711,198**	**227,185**	**71,552**	**99,442**	**767,389**

Value of shares (R's)

Type of awards[1,2]	Date of award/grant	Award/grant price (cents)[9]	Face value of shares awarded/ granted in prior years[3]	Face value of shares awarded/ granted during year[4]	Cumulative effects of share price movement gain/(loss)[5]	Value of shares vested during year[6]	Value of shares lapsed or expected to lapse at vesting	Market value of shares at 31 December 2021[7]
BSP	Apr 18	2,889	319,148	–	(98,208)	220,940	–	–
PSP	Apr 18	2,889	2,765,380	–	(850,965)	1,210,100	704,315	–
BSP	Apr 19	2,345	1,031,612	–	509,427	–	–	1,541,039
PSP	Apr 19	2,345	2,917,461	–	1,440,691	–	774,864	3,583,288
BSP	Apr 20	1,052	1,064,140	–	2,479,285	–	–	3,543,425
PSP	Apr 20	1,052	3,522,853	–	8,207,713	–	1,173,057[8]	10,557,509
BSP	Apr 21	2,044	–	1,120,337	799,692	–	–	1,920,029
PSP	Apr 21	2,044	–	3,523,325	2,514,937	–	301,913[8]	5,736,349
Total market value of shares			**11,620,594**	**4,643,662**	**15,002,572**	**1,431,040**	**2,954,149**	**26,881,639**

Remuneration Committee report *continued*

PART 3: IMPLEMENTATION REPORT (continued)

2021 – PRESCRIBED OFFICERS

N Naidoo

Number of shares

Type of awards[1,2]	Date of award/grant	Release date	Number of shares awarded/granted in prior years	Number of shares awarded/granted during the year	Number of shares vested during the year	Number of shares lapsed or expected to lapse at vesting	Number of shares as at 31 December 2021
BSP	Apr 18	Mar 21	14,522	–	14,522	–	–
PSP	Apr 18	Mar 21	117,093	–	74,014	43,079	–
BSP	Apr 19	Mar 22	53,360	–	–	–	53,360
PSP	Apr 19	Mar 22	152,190	–	–	27,059	125,131
BSP	Apr 20	Mar 23	111,442	–	–	–	111,442
PSP	Apr 20	Mar 23	356,208	–	–	35,621	320,587
BSP	Apr 21	Mar 24	–	51,358	–	–	51,358
PSP	Apr 21	Mar 24	–	183,357	–	9,168	174,189
Total number of shares			804,815	234,715	88,536	114,927	836,067

Value of shares (R's)

Type of awards[1,2]	Date of award/grant	Award/grant price (cents)[9]	Face value of shares awarded/ granted in prior years[3]	Face value of shares awarded/ granted during year[4]	Cumulative effects of share price movement gain/(loss)[5]	Value of shares vested during year[6]	Value of shares lapsed or expected to lapse at vesting	Market value of shares at 31 December 2021[7]
BSP	Apr 18	2,889	419,541	–	(129,101)	290,440	–	–
PSP	Apr 18	2,889	3,382,817	–	(1,040,966)	1,480,280	861,571	–
BSP	Apr 19	2,345	1,251,292	–	617,909	–	–	1,869,201
PSP	Apr 19	2,345	3,568,856	–	1,762,360	–	947,877	4,383,339
BSP	Apr 20	1,052	1,172,370	–	2,731,443	–	–	3,903,813
PSP	Apr 20	1,052	3,747,308	–	8,730,658	–	1,247,797[8]	11,230,169
BSP	Apr 21	2,044	–	1,049,758	749,313	–	–	1,799,071
PSP	Apr 21	2,044	–	3,747,817	2,675,179	–	321,150[8]	6,101,846
Total market value of shares			13,542,184	4,797,575	16,096,795	1,770,720	3,378,395	29,287,439

PART 3: IMPLEMENTATION REPORT (continued)

2021 – PRESCRIBED OFFICERS (continued)

CM Botha

Number of shares

Type of awards[1,2]	Date of award/grant	Release date	Number of shares awarded/granted in prior years	Number of shares awarded/granted during the year	Number of shares vested during the year	Number of shares lapsed or expected to lapse at vesting	Number of shares as at 31 December 2021
PSP	Apr 20	Mar 23	316,896	–	–	31,690	285,206
BSP	Apr 21	Mar 24	–	39,072	–	–	39,072
PSP	Apr 21	Mar 24	–	183,488	–	9,174	174,314
Total number of shares			**316,896**	**222,560**	**–**	**40,864**	**498,592**

Value of shares (R's)

Type of awards[1,2]	Date of award/grant	Award/grant price (cents)[9]	Face value of shares awarded/ granted in prior years[3]	Face value of shares awarded/ granted during year[4]	Cumulative effects of share price movement gain/(loss)[5]	Value of shares vested during year[6]	Value of shares lapsed or expected to lapse at vesting	Market value of shares at 31 December 2021[7]
PSP	Apr 20	1,052	3,333,746	–	7,767,121	–	1,110,087[8]	9,990,780
BSP	Apr 21	2,044	–	798,632	570,060	–	–	1,368,692
PSP	Apr 21	2,044	–	3,750,495	2,677,090	–	321,379	6,106,206
Total market value of shares			**3,333,746**	**4,549,127**	**11,014,271**	**–**	**1,431,466**	**17,465,678**

1 *Bonus share plan (BSP).*
2 *Performance share plan (PSP).*
3 *Face value at award/grant date is the number of shares awarded/granted at the award/grant price.*
4 *During the year, share grants and awards were made at R20,4372 per share.*
5 *Cumulative effects of share price gains and losses represent the difference between the face value at the award/grant date and the sum of the value at vesting, the value lapsed or expected to lapse and the market value at 31 December 2021.*
6 *During the year, shares vested at a price of R20.00 per share.*
7 *The closing share price at 31 December 2021 was R35.03 per share.*
8 *Assumed a 90% achievement of PSP awarded in 2020, and 95% for awards made in 2021.*
9 *Award/grant price is the VWAP of Mpact Limited for the 15 days following the release of Mpact's year-end results.*

Remuneration Committee report *continued*

PART 3: IMPLEMENTATION REPORT (continued)

NON-EXECUTIVE DIRECTOR'S FEES[1]

At the AGM held on 3 June 2021, Mpact Limited shareholders approved the Non-executive Director's fees with effect from 1 July 2021. In support of the Company's response to Covid-19, Non-executive Director's base fees did not increase from those approved in the prior year. The table below reflects actual fees paid for the 2020 and 2021 financial years:

	2021		2020	
	Fees paid as Non-executive Director	**Fees paid as Trustee to the Mpact Foundation Trust**	**Fees paid as Non-executive Director**	**Fees paid as Trustee to the Mpact Foundation Trust**
AJ Philips	**1,107,187**	**–**	1,080,826	–
AM Thompson	**606,191**	**–**	551,014	–
M Makanjee	**573,568**	**75,958**	549,457	71,135
NP Dongwana	**606,191**	**151,363**	593,359	147,091
NB Langa-Royds	**774,648**	**75,958**	702,808	65,589
S Luthuli	**606,191**	**–**	484,703	–
TDA Ross	**741,807**	**–**	672,745	–
Total	**5,015,783**	**303,279**	4,634,282	283,815

[1] *Excludes VAT.*

DIRECTORS' INTEREST IN SHARES

	2021		2020	
	Direct No. of shares	**Indirect No. of shares**	**Direct No. of shares**	**Indirect No. of shares**
Non-executive Director				
AJ Phillips	**8,914**	**1,516**	8,914	1,516
Executive Directors				
BW Strong	**767,816**	**–**	671,045	–
BDV Clark	**–**	**310,344**	–	252,521
Prescribed officers				
HM Thompson	**448,582**	**–**	416,395	–
JW Hunt	**291,963**	**–**	252,791	–
N Naidoo	**74,945**	**–**	26,474	–
Total	**1,592,220**	**311,860**	1,375,619	254,037

There are no associate interests for the above Directors and prescribed officers.

The implementation report will be subject to a non-binding advisory vote by shareholders at the AGM on 2 June 2022.

Ntombi Langa-Royds
Remuneration Committee Chairman

29 April 2022

Independent Auditors' report

Deloitte.

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Gallo Manor 2052
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INDEPENDENT AUDITOR'S REPORT
ON SUMMARISED CONSOLIDATED FINANCIAL STATEMENTS TO THE SHAREHOLDERS OF MPACT LIMITED

Opinion

The summarised consolidated financial statements of Mpact Limited, set out on pages 115 to 132, which comprise the summarised consolidated statement of financial position as at 31 December 2021, the summarised consolidated statements of profit or loss and other comprehensive income, changes in equity and cash flows for the year then ended, and related notes, are derived from the audited consolidated financial statements of Mpact Limited for the year ended 31 December 2021.

In our opinion, the accompanying summarised consolidated financial statements are consistent, in all material respects, with the audited consolidated financial statements of Mpact Limited, prepared in accordance with International Financial Reporting Standards and the requirements of the Companies Act of South Africa as applicable to summarised financial statements.

Summarised consolidated financial statements

The summarised consolidated financial statements do not contain all the disclosures required by International Financial Reporting Standards and the requirements of the Companies Act of South Africa as applicable to annual financial statements. Reading the summarised consolidated financial statements and the auditor's report thereon, therefore, is not a substitute for reading the audited consolidated financial statements of Mpact Limited and the auditor's report thereon.

The audited consolidated financial statements and our report thereon

We expressed an unmodified audit opinion on the audited consolidated financial statements in our report dated 4 March 2022. That report also includes the communication of key audit matters as reported in the auditor's report of the audited financial statements.

Directors' responsibility for the summarised consolidated financial statements

The directors are responsible for the preparation of the summarised consolidated financial statements in accordance with International Financial Reporting Standards and the requirements of the Companies Act of South Africa and for such internal control as the directors determine is necessary to enable the preparation of summarised consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Deloitte.

Auditor's responsibility

Our responsibility is to express an opinion on whether the summarised consolidated financial statements are consistent, in all material respects, with the audited consolidated financial statements based on our procedures, which were conducted in accordance with International Standard on Auditing 810 (Revised), Engagements to Report on Summary Financial Statements.

DocuSigned by:
Deloitte & Touche
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Deloitte & Touche
Registered Auditor
Per: SJ Nelson
Partner
04 March 2022

5 Magwa Crescent
Waterfall City
Waterfall
Gauteng
2090

Summarised consolidated statement of profit or loss and other comprehensive income

for the year ended 31 December 2021

	Note	2021 R'm	Restated[1] 2020 Rm
CONTINUING OPERATIONS			
Revenue from contracts with customers	5a	**11,548.8**	10,257.9
Material, energy and fixed overhead recovery		**(6,397.9)**	(5,701.7)
Variable selling expenses		**(887.8)**	(801.2)
Administration and other operating expenses[2]		**(2,831.8)**	(2,610.9)
Depreciation, amortisation and impairment	5b	**(500.2)**	(557.6)
Operating profit	6	**931.1**	586.5
Share of profit from equity accounted investees		**7.1**	14.8
Write off of non-current financial asset		**–**	(5.2)
Gain on acquisition of business	18	**0.9**	–
Profit from operations and equity accounted investees		**939.1**	596.1
Net finance costs	7	**(139.5)**	(169.5)
Investment income		**8.0**	10.6
Finance costs		**(147.5)**	(180.1)
Profit before tax and discontinuing operation	5b	**799.6**	426.6
Tax expense	8	**(228.1)**	(78.4)
Profit for the year from continuing operations		**571.5**	348.2
DISCONTINUED OPERATION			
Profit for the year from discontinued operation	19	**2.2**	15.2
Profit for the year		**573.7**	363.4

	Note	2021 R'm	Restated[1] 2020 Rm
Other comprehensive income/(loss)			
Items that will not be reclassified subsequently to profit or loss			
Actuarial gains on post-retirement benefit scheme		**3.0**	3.9
Tax effect		**(0.8)**	(1.1)
Items that may be reclassified subsequently to profit or loss			
Effects of cash flow hedge		**37.8**	(57.6)
Tax effect		**(10.6)**	16.1
Exchange differences on translation of foreign operations		**0.2**	(0.2)
Other comprehensive income/(loss)		**29.6**	(38.9)
Total comprehensive income for the year		**603.3**	324.5
Profit attributable to:			
Equity holders of Mpact		**519.9**	319.4
Non-controlling interests		**53.8**	44.0
Profit for the year		**573.7**	363.4
Total comprehensive income attributable to:			
Equity holders of Mpact		**549.5**	280.5
Non-controlling interests		**53.8**	44.0
Total comprehensive income for the year		**603.3**	324.5
Basic EPS (cps) from continuing operations	9	**351.5**	179.6
Diluted EPS (cps) from continuing operations	9	**343.7**	179.2
Basic EPS (cps) from discontinued operation	9	**1.5**	9.0
Diluted EPS (cps) from discontinued operation	9	**1.5**	9.0

[1] *The comparative figures were restated as a result of the Plastics Trays & Films business being classified as a discontinued operation. Refer to note 19.*

[2] *Administrative and other operating expenses includes an expected credit loss on financial assets of R13.1 million (2020: R23.0 million).*

Summarised consolidated statement of financial position

as at 31 December 2021

	Note	2021 R'm	2020 R'm
ASSETS			
Goodwill and other intangible assets		**549.9**	556.2
Property, plant and equipment		**3,131.8**	2,877.4
Right-of-use assets		**198.0**	271.4
Investments in equity accounted investees		**46.4**	48.1
Financial assets		**85.5**	83.3
Finance lease receivable		**–**	3.8
Deferred tax assets		**10.3**	11.7
Non-current assets		**4,021.9**	3,851.9
Inventories	11	**1,463.4**	1,403.1
Trade and other receivables		**2,330.0**	2,163.0
Financial assets		**13.9**	16.4
Cash and cash equivalents		**374.3**	576.0
Derivative financial instruments		**3.3**	0.5
Current tax receivables		**18.2**	17.4
Current assets		**4,203.1**	4,176.4
Assets held for sale	19	**496.9**	–
Total assets		**8,721.9**	8,028.3

	Note	2021 R'm	2020 R'm
EQUITY AND LIABILITIES			
Capital and reserves			
Stated capital	12	**2,323.6**	2,595.6
Retained earnings		**1,567.0**	1,045.9
Reserves		**19.5**	(13.6)
Total attributable to equity holders of Mpact		**3,910.1**	3,627.9
Non-controlling interests in subsidiaries		**329.5**	284.9
Total equity		**4,239.6**	3,912.8
Interest and non-interest-bearing borrowings	13	**1,651.5**	1,634.5
Lease liabilities		**179.6**	256.2
Retirement benefits obligation		**34.6**	36.9
Deferred tax liabilities	15	**217.1**	87.3
Deferred income		**0.3**	6.9
Provisions	16	**6.9**	6.8
Derivative financial instruments	17	**15.9**	57.1
Non-current liabilities		**2,105.9**	2,085.7
Short-term portion of borrowings	14	**231.4**	22.7
Lease liabilities		**67.6**	70.2
Trade and other payables		**1,845.7**	1,886.5
Provisions	16	**16.4**	22.7
Deferred income		**6.6**	5.5
Derivative financial instruments	17	**6.5**	12.8
Current tax liabilities		**6.2**	9.4
Current liabilities		**2,180.4**	2,029.8
Liabilities held for sale	19	**196.0**	–
Total liabilities		**4,482.3**	4,115.5
Total equity and liabilities		**8,721.9**	8,028.3

Summarised consolidated statement of cash flows

for the year ended 31 December 2021

	Note	2021 R'm	2020 R'm
Cash flows from operating activities			
Operating cash flows before movements in working capital		**1,430.8**	1,203.8
Net (increase)/decrease in working capital		**(461.7)**	665.0
Cash generated from operations	20a	**969.1**	1,868.8
Dividends received from equity accounted investees		**8.8**	8.1
Taxation paid		**(114.5)**	(71.4)
Net cash inflows from operating activities		**863.4**	1,805.5
Cash flows from investing activities			
Net cash outflow from business combination	18	**(22.7)**	–
Additions to property, plant and equipment and other intangibles		**(687.1)**	(518.3)
Acquisition of assets of a business		**(26.1)**	–
Proceeds from the disposal of property, plant and equipment		**43.3**	5.8
Loan advances to associates		**(6.6)**	(4.3)
Loan repayments from external parties		**7.0**	15.3
Loan advances to external parties		**–**	(3.6)
Interest received		**9.6**	11.9
Net cash outflows from investing activities		**(682.6)**	(493.2)

	Note	2021 R'm	2020 R'm
Cash flows from financing activities			
Proceeds from borrowings raised		**2,615.0**	2,025.1
Repayment of borrowings		**(2,402.7)**	(2,777.0)
Repayments of lease liabilities[1]		**(72.9)**	(71.1)
Finance costs paid[2]		**(143.5)**	(176.5)
Payment for shares re-purchased and cancelled	12	**(257.9)**	(73.6)
Dividends paid to non-controlling interests		**(9.2)**	(15.2)
Dividends paid to equity holders of Mpact Limited		**–**	(72.1)
Purchase of treasury shares		**(43.8)**	(14.2)
Net cash outflows from financing activities		**(315.0)**	(1,174.6)
Net (decrease)/increase in cash and cash equivalents		**(134.2)**	137.7
Effect of movements in exchange rates on cash held		**0.4**	–
Net cash and cash equivalents at beginning of year		**568.3**	430.6
Net cash and cash equivalents at end of year		**434.5**	568.3

[1] *The total cash outflow for leases recognised under IFRS 16 is R97.8 million (2020: R101.7 million).*
[2] *Finance costs paid includes R24.9 million (2020: R30.6 million) from lease liabilities.*

Summarised consolidated statement of changes in equity

for the year ended 31 December 2021

	Stated capital R'm	Share-based payment reserve R'm	Cash flow hedge reserve R'm	Post-retirement benefit reserve R'm	Other reserves[1] R'm	Treasury shares[2] R'm	Retained earnings R'm	Total attributable to equity holders of Mpact Ltd R'm	Non-controlling interest R'm	Total equity R'm
Balance at 31 December 2019	2,669.2	50.8	0.3	27.4	10.3	(55.3)	788.0	3,490.7	256.1	3,746.8
Total comprehensive income for the year	–	–	(41.5)	2.8	(0.2)	–	319.4	280.5	44.0	324.5
Dividends paid[3]	–	–	–	–	–	–	(72.1)	(72.1)	–	(72.1)
Purchase of treasury shares[4]	–	–	–	–	–	(14.2)	–	(14.2)	–	(14.2)
Share plan charges for the year	–	20.6	–	–	–	–	–	20.6	–	20.6
Dividends paid to non-controlling interests	–	–	–	–	–	–	–	–	(15.2)	(15.2)
Issue/exercise of shares under employee share scheme	–	(28.2)	–	–	–	13.6	10.6	(4.0)	–	(4.0)
Shares re-purchased (refer to note 12)	(73.6)	–	–	–	–	–	–	(73.6)	–	(73.6)
Balance at 31 December 2020	**2,595.6**	**43.2**	**(41.2)**	**30.2**	**10.1**	**(55.9)**	**1,045.9**	**3,627.9**	**284.9**	**3,912.8**
Total comprehensive income for the year	**–**	**–**	**27.2**	**2.2**	**0.2**	**–**	**519.9**	**549.5**	**53.8**	**603.3**
Purchase of treasury shares	**–**	**–**	**–**	**–**	**–**	**(43.8)**	**–**	**(43.8)**	**–**	**(43.8)**
Share plan charges for the year	**–**	**34.8**	**–**	**–**	**–**	**–**	**–**	**34.8**	**–**	**34.8**
Dividends paid to non-controlling interests	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**(9.2)**	**(9.2)**
Issue/exercise of shares under employee share scheme	**–**	**(20.4)**	**–**	**–**	**–**	**18.8**	**1.2**	**(0.4)**	**–**	**(0.4)**
Shares re-purchased (refer to note 12)	**(257.9)**	**–**	**–**	**–**	**–**	**–**	**–**	**(257.9)**	**–**	**(257.9)**
Treasury shares cancelled[4]	**(14.1)**	**–**	**–**	**–**	**–**	**14.1**	**–**	**–**	**–**	**–**
Balance at 31 December 2021	**2,323.6**	**57.6**	**(14.0)**	**32.4**	**10.3**	**(66.8)**	**1,567.0**	**3,910.1**	**329.5**	**4,239.6**

[1] *Other reserves consist of foreign currency translation reserve and fair value adjustments to equity investments.*

[2] *Treasury shares purchased represent the cost of shares in Mpact Limited purchased in the market and held by the Mpact Incentive Scheme Trust to satisfy share awards under Mpact's share incentive scheme. As at 31 December 2021, there are 2,771,881 (2020: 1,935,763) treasury shares on hand.*

[3] *The prior year dividends paid amounted to R72.1 million. The dividend paid per share was 42c per share.*

[4] *Mpact re-purchased 1,050,777 of its issued share capital at an average price of R13.50 in December 2020 and cancelled in January 2021.*

Shareholders' diary

1. Shareholder Diary for IR:

Financial year-end	31 December
Annual General Meeting	2 June 2022
Final dividend declared	50 cents per share
Details of final dividend declared	Monday, 7 March 2022
Last date of trade to receive a dividend	Tuesday, 29 March 2022
Shares commence trade *ex* dividend	Wednesday, 30 March 2022
Record date	Friday, 1 April 2022
Payment date	Monday, 4 April 2022
Share certificates may not be dematerialised or re-materialised between	Wednesday, 30 March 2022 and Friday, 1 April 2022, both days inclusive

2. Shareholder Diary for AGM:

Financial year-end	31 December
Record date to receive notice of AGM:	Friday, 22 April 2022
Last date to trade to be eligible to attend and vote at the AGM:	Tuesday, 24 May 2022
Record date to be eligible to vote:	Friday, 27 May 2022
Lodgement of electronic participation forms:	Monday, 30 May 2022
Annual General Meeting:	Thursday, 2 June 2022

Analysis of Ordinary Shareholders

as at 31 December 2021

	Number of Shareholdings	% of total shareholdings	Number of Shares	% of issued Capital
Shareholder Spread				
1 – 1,000	4,183	79,92%	593,955	0,40%
1,001 – 10,000	692	13,22%	2,188,967	1,48%
10,001 – 100,000	261	4,99%	9,214,238	6,22%
100,001 – 1,000,000	80	1,53%	22,626,292	15,27%
Over 1,000,000	18	0,34%	113,551,911	76,63%
Total	**5,234**	**100,00%**	**148,175,363**	**100,00%**
Distribution of Shareholders				
Assurance Companies	15	0,29%	691,060	0,47%
Close Corporations	24	0,46%	136,421	0,09%
Collective Investment Schemes	82	1,57%	40,930,995	27,62%
Control Accounts	5	0,10%	737	0,00%
Custodians	104	1,99%	17,057,247	11,51%
Foundations & Charitable Funds	31	0,59%	293,542	0,20%
Hedge Funds	15	0,29%	650,169	0,44%
Insurance Companies	1	0,02%	129,492	0,09%
Investment Partnerships	16	0,31%	437,115	0,29%
Managed Funds	5	0,10%	5,410	0,00%
Medical Aid Funds	15	0,29%	966,893	0,65%
Organs of State	4	0,08%	4,685,659	3,16%
Private Companies	95	1,82%	14,670,010	9,90%
Public Companies	10	0,19%	46,800,433	31,58%
Retail Shareholders	4,446	84,94%	5,833,458	3,94%
Retirement Benefit Funds	123	2,35%	10,740,802	7,25%
Scrip Lending	4	0,08%	21,546	0,01%
Share Schemes	1	0,02%	2,771,881	1,87%
Stockbrokers & Nominees	26	0,50%	529,249	0,36%
Trusts	202	3,86%	815,959	0,55%
Unclaimed Scrip	10	0,19%	7,285	0,00%
Total	**5,234**	**100,00%**	**148,175,363**	**100,00%**

Analysis of Ordinary Shareholders *continued*

as at 31 December 2021

	Number of Shareholdings	% of total shareholdings	Number of Shares	% of issued Capital
Shareholder Type				
Non-Public Shareholders	**11**	**0,21%**	**51,870,232**	**35,01%**
Directors and Prescribed Officers – Direct Shareholdings	5	0,10%	1,592,220	1,07%
Director and Prescribed Officers – Indirect Shareholdings	3	0,06%	311,860	0,21%
Share Schemes	1	0,02%	2,771,881	1,87%
Major shareholders > 10%: Caxton and CTP Publishers and Printers Ltd and Associates	2	0,04%	47,194,271	31,85%
Public Shareholders	**5,223**	**99,79%**	**96,305,131**	**64,99%**
Total	**5,234**	**100,00%**	**148,175,363**	**100,00%**

Fund Managers With A Holding Greater Than 5% of The Issued Shares	Number of Shares	% of issued Capital
M & G Investments	20,951,694	14,14%
Allan Gray	13,796,655	9,31%
Bateleur Capital	8,764,557	5,91%
Aeon Investment Management	7,845,299	5,29%
Total	51,358,205	34,66%

Beneficial Shareholders With A Holding Greater Than 5% Of The Issued Shares	Number of Shares	% of issued Capital
Caxton and CTP Publishers and Printers Limited	47,194,271	31,85%
Gayatri Paper Mills Gauteng (Pty) Ltd	13,901,283	9,38%
Old Mutual Group	10,833,230	7,31%
Allan Gray	8,872,270	5,99%
Six Sis (Custodian)	7,766,875	5,24%
Total	**88,567,929**	**59,77%**

Total number of shareholdings	**5,234**
Total number of shares in issue	**148,175,363**

Share Price Performance

Opening Price 4 January 2021	R13,50
Closing Price 31 December 2021	R35,03
Closing High for period	R35,03
Closing Low for period	R13,60

Number of shares in issue	148,175,363
Volume traded during period	52,648,822
Ratio of volume traded to shares issued	35,53%
Rand value traded during the period	R1,048,069,967
Price/earnings ratio as at 31 December 2021	11,37
Earnings yield as at 31 December 2021	8,80
Dividend yield as at 31 December 2021	0,00
Market capitalisation at 31 December 2021	R5,190,582,966

Actions required by shareholders

Please take careful note of the following provisions regarding the actions required:

1. If you are in any doubt as to what action you should take arising from the notice of AGM, please consult your broker, CSDP, banker, attorney, accountant or other professional advisor immediately.
2. If you have disposed of all of your Mpact shares, please forward the notice of AGM to the purchaser of such shares or to the broker, CSDP, banker, attorney, accountant or other agent through whom the disposal was affected.
3. If you hold Dematerialised Shares;

   3.1 own-name registration or if you hold certificated shares:

   You are entitled to attend in person, or be represented by proxy, at the AGM. If you are unable to attend the AGM but wish to be represented thereat, you must complete and return the attached form of proxy, in accordance with the instructions contained therein to:

   Computershare Investor Services Proprietary Limited

   Rosebank Towers, 15 Biermann Avenue, Rosebank, Johannesburg, 2196 Email: proxy@computershare.co.za

   3.2 Other than own-name registration

   In accordance with the mandate between you and your CSDP or broker you must advise your CSDP or broker timeously if you wish to attend, or be represented at, the AGM. If your CSDP or broker has not contacted you, you are advised to contact your CSDP or broker and provide it with your voting instructions. If your CSDP or broker does not obtain instructions from you, it will be obliged to act in terms of your mandate furnished to it.

   You must not complete the attached form of proxy.

Form of proxy

mpact
smarter, sustainable solutions

Mpact Limited
Registration number: 2004/025229/06
ISIN: ZAE000156501 Share code: MPT
("Mpact" or "the company" or "group")

For the AGM to be held on 2 June 2022

This form of proxy relates to the annual general meeting (the meeting) to be held on Thursday, 2 June 2022 to be conducted entirely by electronic participation.

The proxy is for use by certificated and dematerialised shareholders whose shares are registered in their own names by the record date, Friday, 27 May 2022. All other dematerialised shareholders must contact their CSDP or broker to make the relevant arrangements concerning voting and attendance at the meeting.

Please print clearly when using this form and see the instructions and notes at the end of this form for an explanation of the use of this form of proxy and the rights of the shareholder and the proxy.

I/We, (full name) ____________________

of (address) ____________________

Contact detail: (mobile) ____________________ (email) ____________________

Being a shareholder of the company and being the registered owner/s of ________ ordinary shares in the company

Hereby appoint ____________________

Or failing him/her, the chairman of the meeting, to attend and participate in the meeting and to speak for me/ us on my/our behalf and to vote or abstain from voting on my/our behalf at the AGM of the company and/or any adjournment or postponement thereof.

My proxy shall vote as below (indicate with a cross how you wish your votes to be cast if you do not do so, the proxy may vote or abstain at his/her discretion.

	In favour	Against	Abstain
Ordinary resolutions			
1. Ordinary Resolution 1: Adoption of the Annual Financial Statements			
2. Ordinary resolution 2: Rotation of Non-executive Director's			
2.1 Re-election of DG Wilson			
2.2 Re-election of TDA Ross			
2.3 Re-election of M Makanjee			
3. Ordinary resolution 3: Election of Audit and Risk Committee members			
3.1 Election of DG Wilson as Audit and Risk Committee member			
3.2 Election of TDA Ross as Audit and Risk Committee member			
3.3 Election of NP Dongwana as Audit and Risk Committee member			
3.4 Election of PCS Luthuli as Audit and Risk Committee member			
4. Ordinary resolution 4: Re-appointment of Deloitte & Touche as auditors			
5. Ordinary resolution 5: Authority to implement resolutions			
Non-binding advisory resolutions			
6. Non-binding advisory vote 1: Remuneration policy			
7. Non-binding advisory vote 2: Implementation report			
Special resolutions			
8. Special resolution 1: General authority to repurchase shares			
9. Special resolution 2: General authority to provide financial assistance			
10. Special resolution 3: Non-executive Director's remuneration			

Please tick the appropriate block. If no indications are given, the proxy will vote as he/she deems fit. Please tick the appropriate block. If no indications are given, the proxy will vote as he/she deems fit.

Signed at ____________________ on ____________________ 2022

Signature ____________________

Please read the notes to the proxy as set out on the next page

Notes to the form of proxy

Summary of the rights of a shareholder to be presented by proxy in terms of section 58 of the Companies act, read with the company's memorandum of incorporation

1. At any time, a shareholder may appoint any individual, including an individual who is not a shareholder of the company, as a proxy to:
   - participate in, and speak and vote at a shareholders' meeting on behalf of the shareholder, or
   - give or withhold written consent on behalf of the shareholder to a decision contemplated in section 60 of the Companies Act.
2. A shareholder of the company may not appoint two or more persons concurrently as proxies.
3. A proxy may not delegate the proxy's authority to act on behalf of the shareholder to another person.
4. Irrespective of the form of instrument used to appoint a proxy, the appointment is suspended at any time and to the extent that the shareholder chooses to act directly and in person in the exercise of any rights as a shareholder; the appointment is revocable unless the proxy appointment expressly states otherwise; and if the appointment is revocable, a shareholder may revoke the proxy appointment by cancelling it in writing, or making a later inconsistent appointment of a proxy, and delivering a copy of the revocation instrument to the proxy and to the company. The revocation of a proxy appointment constitutes a complete and final cancellation of the proxy's authority to act on behalf of the shareholder.
5. A registered shareholder may insert the name of a proxy or the names of two alternative proxies of the shareholder's choice in the space(s) provided overleaf, with or without deleting "the chairman of the AGM", but any such deletion must be initialled by the shareholder. Should this space be left blank, the proxy will be exercised by the chairman of the AGM. The person whose name appears first on the form of proxy and who is present at the AGM will be entitled to act as proxy to the exclusion of those whose names follow.
6. A shareholder's voting instructions to the proxy must be indicated by the insertion of an "X", or the number of votes exercisable by that shareholder, in the appropriate spaces provided overleaf. Failure to do so will be deemed to authorise the proxy to vote or to abstain from voting at the AGM as he/she thinks fit in respect of all the shareholder's exercisable votes. A shareholder or his/her proxy is not obliged to use all the votes exercisable by him/her or by his/her proxy, but the total number of votes cast, or those in respect of which abstention is recorded, may not exceed the total number of votes exercisable by the shareholder or by his/her proxy.
7. A minor must be assisted by his/her parent or guardian unless the relevant documents establishing his/her legal capacity are produced or have been registered by the transfer secretaries.
8. For administrative purposes only, the completed forms of proxy must be lodged with Computershare Investor Services Proprietary Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196 or emailed to proxy@computershare.co.za to reach them 48 hours before the AGM, that is by Tuesday, 31 May 2022 at 13:00. Any forms of proxy not received by this time can be emailed to the transfer secretaries prior to the commencement of the AGM. Documentary evidence establishing the authority of a person signing the form of proxy in a representative capacity must be attached to the form of proxy prior to the proxy exercising a shareholder's right at the meeting, unless previously recorded or waived by the chairman of the AGM.
9. The proxy form must be dated and signed. The completion of any blank spaces overleaf need not be initialled. Any alterations or corrections to this form of proxy must be initialled by the signatory/ies.
10. The proxy appointment in terms of the form of proxy shall remain valid only until the end of the AGM held on Thursday, 2 June 2022 or at any adjournment thereof.

Electronic participation guideline and application form

smarter, sustainable solutions

Mpact Limited
Registration number: 2004/025229/06
ISIN: ZAE000156501 Share code: MPT
("Mpact" or "the company" or "group")

Electronic participation in the Mpact Limited virtual annual general meeting to be held on 2 June 2022

THE ANNUAL GENERAL MEETING

- Shareholders or their proxies who wish to participate in the annual general meeting via electronic communication ("Participants"), must apply to the Company's meeting facilitators to do so by delivering the form below ("the application") to the offices of the Company's meeting facilitators, The Meeting Specialist Proprietary limited ("TMS") at JSE Building, One Exchange Square, 2 Gwen Lane, Sandown, 2196 by no later than 13:00 on 30 May 2022.
- The application may also be posted, at the risk of the Participant, to PO Box 62043, Marshalltown, 2107, so as to be received by the meeting scrutineers by no later than the time and date set out above.
- Shareholders or their proxies may also submit their requests to TMS via email to proxy@tmsmeetings.co.za.
- Shareholders who have dematerialised their shares, other than those shareholders who have dematerialised their shares with 'own name' registration, should contact their Central Securities Depository Participant ("CSDP") or broker in the manner and time stipulated in their agreement with their CSDP or Broker:
  - to furnish them with their voting instructions; and
  - in the event that they wish to participate in the meeting, to obtain the necessary authority to do so.
- Participants will be able to vote during the annual general meeting through an electronic participation platform. Such Participants, should they wish to have their vote(s) counted at the annual general meeting, must provide TMS with the information requested below.
- Each shareholder, who has complied with the requirements below, will be contacted between 30 May and 2 June 2022 via email/mobile with a unique link to allow them to participate in the virtual annual general meeting.
- The cost of the Participant's phone call or data usage will be at his/her own expense and will be billed separately by his/her own telephone service provider.
- The cut-off time, for administrative purposes, to participate in the meeting will be 13:00 on 30 May 2022.
- The Participant's unique access credentials will be forwarded to the email/cell number provided below.

Application form

Name and surname of shareholder:

Name and surname of shareholder representative (If applicable):

ID number of shareholder or representative:

Email address:

Cell number:

Telephone number:

Name of CSDP or Broker

(If shares are held in dematerialised format):

SCA number/Broker account number or Own name account number:

Number of shares:

Signature:

Date:

By signing this form, I agree and consent to the processing of my personal information above for the purpose of participation in the annual general meeting.

Terms and conditions

Terms and conditions for participation at the Mpact Limited annual general meeting to be held on 2 June 2022 via electronic communication

- The cost of dialling in using a telecommunication line/webcast/web-streaming to participate in the annual general meeting is for the expense of the Participant and will be billed separately by the Participant's own telephone service provider.
- The Participant acknowledges that the telecommunication lines/webcast/web-streaming are provided by a third party and indemnifies Mpact Limited, Computershare and TMS and/or their third party service providers against any loss, injury, damage, penalty or claim arising in any way from the use or possession of the telecommunication lines/webcast/web-streaming, whether or not the problem is caused by any act or omission on the part of the Participant or anyone else. In particular, but not exclusively, the Participant acknowledges that he/she will have no claim against Mpact Limited, Computershare and TMS and/or its third party service providers, whether for consequential damages or otherwise, arising from the use of the telecommunication lines/webcast/web-streaming or any defect in it or from total or partial failure of the telecommunication lines/webcast/web-streaming and connections linking the telecommunication lines/webcast/web-streaming to the annual general meeting.
- Participants will be able to vote during the annual general meeting through an electronic participation platform. Such Participants, should they wish to have their vote(s) counted at the annual general meeting, must act in accordance with the requirements set out above.
- Once the Participant has received the link, the onus to safeguard this information remains with the Participant.
- The application will only be deemed successful if this application form has been fully completed and signed by the Participant and delivered or emailed to TMS at proxy@tmsmeetings.co.za.

Shareholder name: ____________________

Signature: ____________________

Date: ____________________

Notes

Notes

www.mpact.co.za