

Social and Ethics Committee Report

Introduction

The Social and Ethics Committee regularly review and update the terms of reference, where necessary. The terms of reference are set out in the committee charter and ensure that the committee performs its duties in terms of the Companies Act. The Social and Ethics Committee executes its duties in accordance with these Terms of Reference.

Composition

The Social and Ethics Committee comprises of three independent non-executive directors namely, Ntombi Langa-Royds (Chairperson), Neo Dongwana and Andrew Thompson. The executive directors and managers of the Group attend by invitation. The Company Secretary acts as the committee secretary.

Meetings

The Social and Ethics Committee held four meetings during the year. Members attended all meetings of the committee during the year.

Policy review

The committee is responsible for developing and reviewing the Group's policies with regard to the commitment, governance and reporting of the Group's sustainable development performance. These policies are recommended to the Board for approval. The Group's Code of Ethics, Group Stakeholder and Communication Policy and the Group's Social Investment Policy are in place.

Material sustainability issues

The committee is responsible for annually revising or determining, in conjunction with senior management, the Group's material sustainability issues. The material issues have been reported on and are set out in the Sustainability Review.

Statutory duties

This committee has a broad mandate in terms of the Companies Act. It is tasked with monitoring the Group's activities in respect of sustainability issues. It considers relevant legislation and best practices in terms of social and economic development (including B-BBEE), good corporate citizenship, the environment, safety and health, labour and employment.

The committee is also responsible for the Group's stakeholder engagement and further detail is available on pages 10 and 11 of this Integrated Report.

In execution of its statutory duties, the Social and Ethics Committee endeavours to:

- execute its statutory duties in terms of the requirements of the Companies Act;
- consult advisors and attend presentations on the various aspects of the duties and responsibilities relating to social and ethics issues;
- create a reporting structure for the Group's businesses in respect of the committee's requirements;
- monitor the Group's compliance with the United Nations Global Compact 10 Principles on Human Rights, Environment, Labour and Anti-Corruption;
- monitor the Group's CSI; and
- monitor the Group's achievements against its Employment Equity Plan.

The committee has during the period under review, performed the following duties in accordance with its Terms of Reference.

- Monitor the company's activities, having regard to any relevant legislation, other legal requirements or prevailing codes of best practice with regard to matters relating to:
 - social and economic development, including the Group's standing in terms of the goals and purposes of:
 - the Employment Equity Act; and
 - the Broad-Based Black Economic Empowerment Act
 - good corporate citizenship, including the company's promotion of equality, prevention of unfair discrimination, reduction of corruption, contribution to development of the communities in which its activities are predominantly conducted or within which its products or services are predominantly marketed, and record of sponsorship, donations and charitable giving;
 - the environment, health and public safety, including the impact of the company's activities and of its products or services;
 - consumer relationships, including the company's advertising, public relations and compliance with consumer protection laws, and

- labour and employment, including:
 - the Group's standing in terms of the International Labour Organisation Protocol on decent working conditions; and
 - the Group's employment relationships, and its contribution toward the educational development of its employees.
 - draw matters within its mandate to the attention of the Board as occasion requires;
- Monitor the company's performance and interaction with its stakeholders and ensure that thus interaction is guided by the Constitution and Bill of Rights;
- determine clearly articulated ethical standards and ensure that the company takes measures to achieve adherence to these in all aspects of the business, thus achieving a sustainable ethical corporate culture within the company;
- provide effective leadership based on an ethical foundation and ensure that the company is and is seen to be a responsible corporate citizen.
- Reviewed the performance of the Group in implementing the provisions of the Code of Ethics.

The committee is satisfied with the Group's progress in the different areas and with the social and ethics plans for the 2014 financial year. The committee is aware its function will continue to evolve as it addresses all the responsibilities within its mandate.

Economic and social sustainability of Mpact is important to the Group and a detailed Sustainability Review has been created, which reports in more detail on its employees, environmental and CSI. These issues are of significant importance to the Group in terms of its obligations to all its stakeholders. The Sustainability Review can be found on the Group's website www.mpact.co.za.

On behalf of the Social and Ethics Committee



Ntombi Langa-Royds
Social and Ethics Committee Chairperson

4 March 2014

Remuneration and Nomination Committee Report

Composition

On 5 March 2013, the Board appointed Ntombi Langa-Royds as the Chairperson of the Remuneration Committee and Tony Phillips as the Chairperson of the Nomination Committee in accordance with King III and the JSE Listings Requirements. The third member of the Remuneration and Nomination Committee is Tim Ross. All of the committee members are independent non-executive directors. The Company Secretary acts as the committee secretary.

Responsibilities of the Remuneration Committee

The responsibility for the remuneration policy rests with the Remuneration Committee, which is appointed annually by the Board. The committee comprises of at least three members, all of whom are independent non-executive directors, and is governed by formal Terms of Reference.

With respect to remuneration matters, the committee is charged with:

- 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 CEO and, in consultation with the CEO, the other members of Exco and any other executive whose total remuneration is comparable to, or higher than, that of an Exco 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 management 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 that contractual terms on termination of the CEO and Exco, and any payments made, are fair to the individual and Mpact.

Responsibilities of the Nomination Committee

With regard to the Nomination matters, the committee is charged with:

- Regularly reviewing of the structure, size, skills, knowledge, experience and diversity required of the Board and make recommendations to the Board with regard to any changes that are appropriate.
- Identifying and evaluating suitable potential candidates for appointment to the Board and recommending the same to the Board, which may then appoint such candidate in accordance with the MOI.

- Giving full consideration to succession planning and management development for the Board and Exco, taking into account the challenges and opportunities facing Mpact and the skills and expertise needed by Mpact in the future.
- Recommending to the Board the re-appointment of any non-executive directors at the conclusion of their specified term of office, having given due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required.

Remuneration policy

Objective

The objective of the remuneration policy is to enable the business to:

- retain competent employees who enhance business performance;
- reward, recognise and confer appreciation for superior performance;
- direct employees' energies and activities towards key business goals;
- recruit high-performing, skilled individuals from a shrinking pool of talent; and
- achieve the most effective returns (employee productivity) for total employee spend.

To achieve this, Mpact rewards its executives and managers 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.

Key principles

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

Remuneration and Nomination Committee Report (continued)

The remuneration policy for executive directors and other senior managers 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 directors and other senior executives 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 and other senior executives should be set taking appropriate account of remuneration and employment conditions elsewhere in the Group.

Pay mix

Pay mix is defined as the balance targeted between the major components of remuneration, namely:

- guaranteed pay based on total guaranteed cost of employment (TGCOE); and
- variable pay for performance comprising:
 - short-term incentives; and
 - long-term incentives.

The targeted pay mix aims to align the incentives of employees with the interests of shareholders.

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.

Salaries are reviewed annually, normally with effect from 1 January. Mpact undertakes annual market pricing exercises against top management reward surveys conducted by reputable consultancies. The benchmark used is the median TGCOE for similar positions in South African listed companies which are of a similar size, complexity and scope to the Group.

The committee also takes into account business performance, salary practices prevailing for other employees in the Group and, when setting individual salaries, the individual's performance and experience in their role.

Variable pay

Short-term incentives

Annual incentives are aimed at rewarding a combination of both business and individual performance:

- business performance is assessed in terms of one or more performance indicators, covering both financial and non-financial elements (such as safety); and
- individual performance is assessed from a weighted (balanced) scorecard of key performance areas or value drivers. The selection of these is informed by the performance management framework.

Long-term incentives

Mpact share plan

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

The plan provides for the inclusion of a number of performance conditions, designed to align the interests of participants with those of shareholders, and to reward organisational and individual performance, more so than merely

the performance of the economy or the sector in which the Group operates.

In terms of this plan, executives and selected managers as well as those of subsidiaries may be offered annually a weighted combination of:

- awards of performance shares;
- grants of bonus shares;
- allocations of share appreciation rights; and
- deferred cash bonus.

The combined, weighted implementation of the above share plan elements allows Mpact to be competitive in annual and share-based incentives and reward long-term sustainable company performance. This also acts as a retention tool, and ensures that executives share a significant level of personal risk with shareholders.

Performance share method

Annual conditional awards of performance shares may be made to executives. Performance shares will vest on the third anniversary of their award, to the extent that Mpact has met specified performance criteria over the intervening period.

The committee will dictate the performance criteria for each award.

Any performance shares which do not vest at the end of the three-year period will lapse.

The performance share method closely aligns the interests of shareholders and executives by rewarding superior shareholder and financial performance in the future.

Bonus share method

On an annual basis, executives and selected senior managers may receive a grant of bonus shares, the value of which matches, according to a specific ratio, the annual cash incentive accruing to the executive.

The 2013 grant of bonus shares will vest after three years conditional only on continued employment.

The bonus share method provides for share-based retention to those executives who through their previous loyalty and/or their performance on an annual basis have demonstrated their value to the organisation.

Share appreciation right method

Annual allocations of share appreciation rights may be made to executives and selected employees. They will 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.

Notwithstanding the above time frame(s), vesting will only occur, and exercise and settlement will only be permissible, as and when the performance targets that may have been set are met. On settlement, the value accruing to participants will be the appreciation of the share price from date of allocation to date of exercise.

The Board will dictate the performance targets for each allocation.

Mpact Cash Plan (deferred cash bonus)

In order to retain, motivate and reward other key personnel, such as those with scarce skills who are vital to the success of the Group, the Group operates the Mpact Cash Plan.

On an annual basis, identified employees may be granted a deferred cash bonus, the value of which matches, according to a specified ratio, the annual cash incentive accruing to the employee. The deferred cash bonus vests

after three years conditional only on continued employment. Interest accrues monthly at the Johannesburg Interbank Agreed Rate (JIBAR) rate and is paid out with the cash bonus at the time of vesting.

Policy on employment contracts

Executive directors

Executive directors' service contracts should provide for a maximum of six months' notice by either party, except where a longer notice period is appropriate as a transitional measure, in which case the notice period would reduce automatically to six months within a reasonable period of time.

Employment contracts for senior management should provide for three months' notice by either party.

In the event of early termination of service contracts, the policy is to act fairly in all circumstances.

The service contracts for senior executives should contain pay in lieu of notice provisions which may be invoked at the discretion of the committee if the company terminates the service contract. The payment in lieu of notice would comprise the TGCOE for the notice period and an amount in respect of the bonus for that part of the financial year worked, at the discretion of the committee.

All employees within the Group should have employment contracts.

Given that existing contracts may have been entered into in prior years, current notice periods and termination clauses for executive directors and senior managers may differ.

Non-executive directors

Non-executive directors' fees are benchmarked against similar-sized companies listed on the JSE. The level of complexity of the underlying business is also taken into consideration when benchmarking.

The appointment of a non-executive director may be terminated without compensation if that director is not re-elected by shareholders or otherwise in accordance with the MOI.

Incentive bonus parameters and achievement for the year under review

For the year under review, the maximum potential incentive bonus for executive directors and prescribed officers was 117% (2012: 117%) of TGCOE as reflected in the table below.

The annual incentive bonus is paid against the achievement of financial, safety and individual performance targets.

For the year under review, financial performance had a weighting of 60% (2012: 60%), safety 10% (2012: 10%) and individual performance 30% (2012: 30%) for all executive directors and prescribed officers. The financial targets were based on Earnings Before Interest, Tax, Depreciation and Amortisation (EBITDA) and ROCE.

For the year under review, the executive directors and prescribed officers achieved 91.3% (2012: 100%) for financial performance, between 0% and 37.5% (2012: between 0% and 50%) for safety and differing levels for individual performance.

Remuneration and Nomination Committee Report (continued)

Maximum potential annual incentive bonus for the year under review

	CEO BW Strong	CFO BV Clark	Other Prescribed Officers
Annual cash bonus – maximum potential as % of TGCOE (A)	72%	72%	72%
Conditional bonus shares – as % of annual cash bonus earned (B)	62.5%	62.5%	62.5%
Maximum potential incentive bonus as % of TGCOE (C) where C = A + (AxB)	117%	117%	117%

Executive directors' and prescribed officers' remuneration

Prescribed officers are defined as having general executive control over and management of a significant portion of the company or regularly participate therein to a material degree, and are not directors of the company. Prescribed officers include the three highest paid non-directors.

The remuneration of the executive directors and prescribed officers, paid by Mpact, who served during the year under review, was as follows:

Rands	Year	Salary	Incentive bonus ¹	Retirement funding contribution ²	Other cash benefits ³	Total remuneration	Share awards and vesting		
							Grant value of bonus shares awarded ⁴	Value of 2011 Share Plan vesting ⁵	Share price gain on 2011 Transitional Share Plan vesting ⁶
Executive directors									
BW Strong	2013	3,023,191	2,353,824	778,790	155,829	6,311,634	1,471,140	809,803	621,393
	2012	2,832,820	2,164,679	732,510	150,921	5,880,930	1,318,643	–	–
BDV Clark ⁷	2013	2,561,532	1,093,680	202,776	217,692	4,075,680	683,550	–	–
	2012	1,396,323	–	111,066	125,944	1,633,333	–	–	–
EL Leong ^{8,9}	2013	–	–	–	–	–	–	–	–
	2012	998,681	3,360,494	47,882	55,937	4,462,994	–	–	–
Total	2013	5,584,723	3,447,504	981,566	373,521	10,387,314	2,154,690	809,803	621,393
	2012	5,227,824	5,525,173	891,458	332,802	11,977,257	1,318,643	–	–
Prescribed officers									
PO 1	2013	2,525,873	1,864,836	241,692	541,552	5,173,953	1,165,522	–	–
	2012	2,334,444	1,753,785	223,433	512,331	4,823,993	1,096,116	–	–
PO 2	2013	2,880,851	1,975,086	238,971	144,406	5,239,314	1,234,429	589,142	452,071
	2012	2,698,430	1,786,201	224,386	142,184	4,851,201	1,116,376	–	–
PO 3	2013	1,418,712	1,278,936	417,218	210,157	3,325,023	799,335	–	–
	2012	1,315,697	1,152,144	392,159	204,379	3,064,379	702,318	–	–
PO 4 ¹⁰	2013	715,932	10,971,081	–	435,875	12,122,888	–	–	–
	2012	2,774,517	1,405,239	–	–	4,179,756	–	–	–
PO 6 ¹¹	2013	352,773	–	28,333	35,560	416,666	–	–	–
	2012	–	–	–	–	–	–	–	–
Total	2013	7,894,141	16,089,939	926,214	1,367,550	26,277,844	3,199,286	589,142	452,071
	2012	9,123,088	6,097,369	839,978	858,894	16,919,329	2,194,810	–	–

¹ Paid in March each year based on prior year performance

² Employer contribution towards a defined contribution retirement fund

³ Other cash benefits include car allowances, employer contribution to medical aid schemes and other benefits

⁴ Cash value of conditional awards based on prior year performance vesting in three (3) years

⁵ Value of the award made at the grant date, based on the number of shares vested. 79.16% of the total share award vested.

⁶ Value of the share price gain between date of grant and date of vesting. The value of Mpact shares increased from R13.41 to R23.70 during the share award holding period.

⁷ From date of appointment to the Board on 1 June 2012

⁸ To date of resignation from the Board on 30 June 2012

⁹ Includes incentive bonus paid in March 2012 based on prior year performance as well as a bonus paid in June 2012 based on 1st half performance.

¹⁰ A special bonus was paid in the current year which was in terms of a consultancy agreement entered into with effect from 2009. The agreement terminated on 31 March 2013.

¹¹ Employed at Mpact effective 1 November 2013.

Non-executive director's remuneration

The fees paid to the non-executive directors for the years ended 31 December 2013 and 2012, were as follows:

Rands	Fees	
	2013	2012
AJ Phillips	721,000	675,000
AM Thompson	351,230	330,500
NP Dongwana	351,230	330,500
NB Langa-Royds	445,440	372,000
TDA Ross	438,780	413,000
Total	2,307,980	2,121,000

Share awards granted to executive directors and prescribed officers

The following tables set out the share awards granted to the executive directors and prescribed officers.

Mpact – 2013

	Type of award ^{1,2,3,4}	Awards held at beginning of year or on appointment to the Board	Awards granted during year	Awards exercised during year	Shares lapsed	Awards held as at 31 December 2013 (ZAR cents)	Award price basis	Date of award	Release date	
Executive director										
BW Strong	BSP ⁵	85,817	–	–	–	85,817	1,341	Sep 11	Mar 14	
	PSP	234,899	–	–	–	234,899	1,341	Sep 11	Mar 14	
	TSP ⁶	76,286	–	(60,388)	(15,898)	–	1,341	Sep 11	–	
	SARP	352,349	–	–	–	352,349	1,341	Sep 11	Mar 14 Mar 15 Mar 16	
	BSP ⁵	83,527	–	–	–	83,527	1,579	Apr 12	Mar 15	
	PSP	127,073	–	–	–	127,073	1,579	Apr 12	Mar 15	
	BSP ⁵	–	66,230	–	–	66,230	2,221	Apr 13	Mar 16	
	PSP	–	96,184	–	–	96,184	2,221	Apr 13	Mar 16	
	BDV Clark	PSP	37,246	–	–	–	37,246	1,579	Apr 12	Mar 15
		BSP ⁵	–	30,773	–	–	30,773	2,221	Apr 13	Mar 16
		PSP	–	72,494	–	–	72,494	2,221	Apr 13	Mar 16
	Prescribed officers									
PO 1	BSP ⁵	70,039	–	–	–	70,039	1,341	Sep 11	Mar 14	
	PSP	105,583	–	–	–	105,583	1,341	Sep 11	Mar 14	
	SARP	263,957	–	–	–	263,957	1,341	Sep 11	Mar 14 Mar 15 Mar 16	
	BSP ⁵	69,432	–	–	–	69,432	1,579	Apr 12	Mar 15	
	PSP	95,262	–	–	–	95,262	1,579	Apr 12	Mar 15	
	BSP ⁵	–	52,471	–	–	52,471	2,221	Apr 13	Mar 16	
	PSP	–	72,783	–	–	72,783	2,221	Apr 13	Mar 16	

¹ Bonus share plan (BSP)

² Performance share plan (PSP)

³ Transitional share plan (TSP)

⁴ Share appreciation right plan (SARP)

Remuneration and Nomination Committee Report (continued)

	Type of award ^{1,2,3,4}	Awards held at beginning of year or on appointment to the Board	Awards granted during year	Awards exercised during year	Shares lapsed	Awards held as at 31 December 2013 (ZAR cents)	Award price basis	Date of award	Release date	
PO 2	BSP ⁵	80,855	–	–	–	80,855	1,341	Sep 11	Mar 14	
	PSP	77,532	–	–	–	77,532	1,341	Sep 11	Mar 14	
	TSP ⁶	55,499	–	(43,933)	(11,566)	–	1,341	Sep 11	–	
	SARP	193,829	–	–	–	193,829	1,341	Sep 11	} Mar 14 Mar 15 Mar 16	
	BSP ⁵	70,715	–	–	–	70,715	1,579	Apr 12		Mar 15
	PSP	69,893	–	–	–	69,893	1,579	Apr 12		Mar 15
	BSP ⁵	–	55,573	–	–	55,573	2,221	Apr 13	Mar 16	
	PSP	–	52,903	–	–	52,903	2,221	Apr 13	Mar 16	
	PO 3	BSP ⁵	39,316	–	–	–	39,316	1,341	Sep 11	Mar 14
		PSP	48,322	–	–	–	48,322	1,341	Sep 11	Mar 14
SARP		120,805	–	–	–	120,805	1,341	Sep 11	} Mar 14 Mar 15 Mar 16	
BSP ⁵		44,487	–	–	–	44,487	1,579	Apr 12		Mar 15
PSP		43,555	–	–	–	43,555	1,579	Apr 12		Mar 15
BSP ⁵		–	35,986	–	–	35,986	2,221	Apr 13	Mar 16	
PSP		–	33,122	–	–	33,122	2,221	Apr 13	Mar 16	

⁵ The value on award of the BSP awards granted during the year as set out in this table are included in the executive directors' and prescribed officers' remuneration.

⁶ In addition to the PSP, BSP and SARP, BW Strong and PO 2 were granted a once-off transitional award of conditional performance shares in compensation for value lost under the 2010 Mondi Limited LTIP as a result of the time-based pro rating of awards. These share awards vested during the current year.

⁷ There were no shares awarded to PO 4 and PO 6.

Mpact – 2012

	Type of award ^{1,2,3,4}	Awards held at beginning of year or on appointment to the Board	Awards granted during year	Awards exercised during year	Awards held as at 31 December 2012 (ZAR cents)	Award price basis	Date of award	Release date
Executive director								
BW Strong	BSP ⁵	85,817	–	–	85,817	1,341	Sep 11	Mar 14
	PSP	234,899	–	–	234,899	1,341	Sep 11	Mar 14
	TSP ⁶	76,286	–	–	76,286	1,341	Sep 11	Mar 13
	SARP	352,349	–	–	352,349	1,341	Sep 11	} Mar 14 Mar 15 Mar 16
	BSP ⁵	–	83,527	–	83,527	1,579	Apr 12	
PSP	–	127,073	–	127,073	1,579	Apr 12	Mar 15	
BDV Clark	PSP	–	37,246	–	37,246	1,579	Apr 12	Mar 15

	Type of award ^{1,2,3,4}	Awards held at beginning of year or on appointment to the Board	Awards granted during year	Awards exercised during year	Awards held as at 31 December 2012 (ZAR cents)	Award price basis (ZAR cents)	Date of award	Release date	
Prescribed officers									
PO 1	BSP ⁵	70,039	–	–	70,039	1,341	Sep 11	Mar 14	
	PSP	105,583	–	–	105,583	1,341	Sep 11	Mar 14	
	SARP	263,957	–	–	263,957	1,341	Sep 11	Mar 14	
								Mar 15	
								Mar 16	
								Mar 15	
PO 2	BSP ⁵	–	69,432	–	69,432	1,579	Apr 12	Mar 15	
	PSP	–	95,262	–	95,262	1,579	Apr 12	Mar 15	
	PO 2	BSP ⁵	80,855	–	–	80,855	1,341	Sep 11	Mar 14
		PSP	77,532	–	–	77,532	1,341	Sep 11	Mar 14
		TSP ⁶	55,499	–	–	55,499	1,341	Sep 11	Mar 13
		SARP	193,829	–	–	193,829	1,341	Sep 11	Mar 14
							Mar 15		
							Mar 16		
PO 3	BSP ⁵	–	70,715	–	70,715	1,579	Apr 12	Mar 15	
	PSP	–	69,893	–	69,893	1,579	Apr 12	Mar 15	
	PO 3	BSP ⁵	39,316	–	–	39,316	1,341	Sep 11	Mar 14
		PSP	48,322	–	–	48,322	1,341	Sep 11	Mar 14
		SARP	120,805	–	–	120,805	1,341	Sep 11	Mar 14
									Mar 15
							Mar 16		
							Mar 15		
							Mar 15		

¹ Bonus share plan (BSP)

² Performance share plan (PSP)

³ Transitional share plan (TSP)

⁴ Share appreciation right plan (SARP)

⁵ The value on award of the BSP awards granted during the year as set out in this table are included in the executive directors' and prescribed officers remuneration.

⁶ In addition to the PSP, BSP and SARP, BW Strong and PO 2 were granted a once-off transitional award of conditional performance shares in compensation for value lost under the 2010 Mondi Limited LTIP as a result of the time-based pro rating of awards.

⁶ There were no shares awarded to PO 4 and PO 5.

Mondi Limited – 2013

	Type of award ^{1,2}	Awards held at beginning of year	Awards exercised during year	Awards held as at 31 December 2013	Award price basis (ZAR cents)	Date of award	Release date
BW Strong	LTIP	14,842	(14,842)	–	4,596	Mar 10	–
PO 2	LTIP	10,798	(10,798)	–	4,596	Mar 10	–

Remuneration and Nomination Committee Report (continued)

Mondi Limited – 2012

	Type of award ¹	Awards held at beginning of year	Awards exercised during year	Awards held as at 31 December 2012	Award price basis (ZAR cents)	Date of award	Release date
BW Strong	LTIP	54,200	(54,200)	–	2,301	Mar 09	–
	LTIP	14,842	–	14,842	4,596	Mar 10	Mar 13
PO 2	LTIP	40,311	(40,311)	–	2,301	Mar 09	–
	LTIP	10,798	–	10,798	4,596	Mar 10	Mar 13

¹ Long-term incentive plan (LTIP)

Interests of directors and prescribed officers in Mpack's share capital

The aggregate beneficial holdings as at 31 December 2013 and 2012 of the directors and prescribed officers of the company in the issued ordinary shares of the company are detailed below. There have been no material changes in these shareholdings between 31 December 2013 and 4 March 2014, the date of approval.

Directors and prescribed officers	Number of shares held			
	31 December 2013		31 December 2012	
	Direct	Indirect	Direct	Indirect
Executive director				
BW Strong	40,394	–	4,313	–
Non-executive director				
AM Thompson	4,208	–	4,208	–
Prescribed officers				
PO 1	14,819	–	14,819	–
PO 2	26,776	–	527	–
PO 3	4,387	–	4,387	–
Total	90,584	–	28,254	–

There are no associate interest for the above directors and prescribed officers.