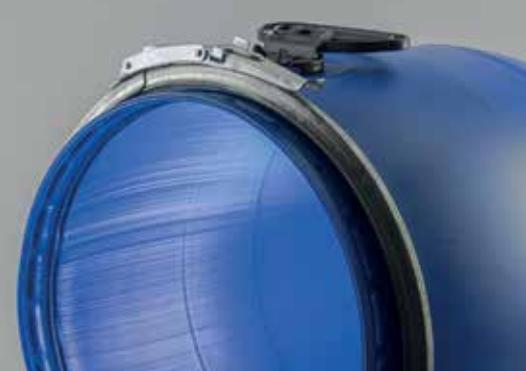




2016 REMUNERATION REPORT



Remuneration report

Aligned with shareholders' expectations, Nampak's remuneration is designed to facilitate delivery of the group's strategy.

Report from the remuneration committee chairman

This year we have followed the same approach as we did last year in presenting a shortened version of our remuneration report within the integrated report, with the full, detailed report available online.

Within this report, we have provided a summary of the remuneration policy in the form of a detailed elements table, which sets out our policy regarding the different elements of executive and prescribed officer remuneration, including applicable performance conditions and targets, the target levels of pay and the maximum opportunity. To illustrate what remuneration is payable in different performance scenarios, remuneration mix graphs are provided which indicate the levels of pay at threshold and stretch performance.

How did we perform in 2016?

Guaranteed package

Modest salary increases to guaranteed packages were approved in line with company performance which amounted to increases of 3.7% for the executive directors and prescribed officers, compared to an average of 7.7% for the rest of the company.

Short-term incentive (STI)

The STI bonuses payable during the year reflect the decline in headline earnings per share, which was negatively impacted by the lack of liquidity in Nigeria and the significant currency movements against the US dollar. The emoluments table on page 13 sets out the actual STI bonuses and LTI outcomes for the year under review, and more detail can be found in the full remuneration report. Details of the individual key performance indicators and achievement against these indicators are included on page 11 of this report.

Long-term incentives (LTI)

The remuneration committee reviewed performance against the LTI targets at 30 September 2016 which will result in only partial awards vesting to executive directors and prescribed officers in December 2016.

No vesting will take place for the December 2013 allocations in respect of the Performance Share Plan (PSP) and Share Appreciation Plan (SAP) for two of the three performance elements namely for the headline earnings per share and total shareholder return performance targets. The third element of the PSP linked namely the return on equity target was exceeded and therefore the award will vest for this component in December 2016. This will constitute 30% of the PSP award. Shares purchased by participants in the DBP in December 2013, as a result of STI bonus payments earned for the financial performance in 2013, will receive the matching award in December 2016.

Proposed change for 2017

STI performance target for operational executives

The financial target for operational executives for 2016 was based on trading income. In order to ensure that the operations consider the implications of unnecessary expenditure and yet retain their line of sight on trading performance, the remuneration committee has approved a change to the financial performance target for 2017. The operational executive targets will be based on EBITDA adjusted for interest.

LTI performance target for the Performance Share Plan allocations

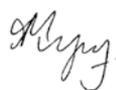
The financial performance conditions linked to the PSP, where the bulk of awards are made to the executive directors, prescribed officers and divisional managing directors require a real growth in headline earnings per share and a cumulative growth in total shareholder return for 70% of the awards. Up until 2016, 30% of the share awards vested against achievement of performance against return on equity targets.

The remuneration committee has approved a change to the return on equity performance targets for the December 2016 allocations and to replace this target with return on net asset targets. Equity positions can move significantly as a result of events which are outside the control of management and therefore share awards may vest or not vest based on external factors, whereas return on net assets is directly aligned with company performance.

Conclusion

We continue to engage with shareholders and welcome their inputs and contributions towards the remuneration philosophy and implementation.

In terms of King III and best practise principles the full remuneration policy as contained in the full remuneration report, published online, will be put to a non-binding shareholders' vote at the annual general meeting of shareholders.



PM Surgey
Chairman of the remuneration committee

Bryanston
21 November 2016

Remuneration report

PART 1: REMUNERATION PHILOSOPHY AND POLICY

The remuneration committee

The remuneration committee (the committee) brings experience from their participation on other remuneration committees and board positions, to assist with setting the company's remuneration policy, and directors' and prescribed officers remuneration, according to its Charter, which can be found on the website at <http://www.nampak.com/Content/Documents/About/remuneration-committee-charter.pdf>. The members of the committee and attendance of committee meetings during the year are set out in the table below:

Remuneration committee		
Members	Date of appointment	Meetings attended
PM Surgey (chairman)	29 July 2009	
RC Andersen	20 July 2009	
TT Mboweni	1 June 2010	

0 1 2 3
 ■ Held ■ Attended Average 100%

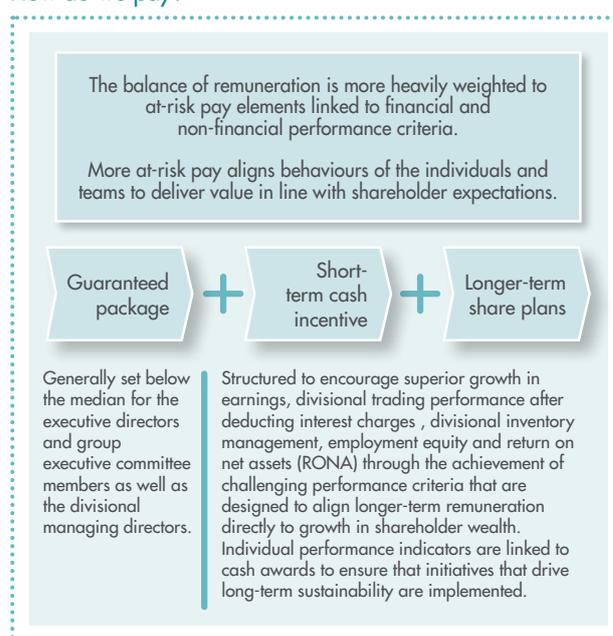
Summary of activities of the committee during 2016

- The remuneration structure was reviewed after considering advice from external advisers (PwC) to ensure that it remains appropriate in terms of current best market practice
- The guaranteed packages (GP) of executive directors, group executives and divisional managing directors were reviewed after detailed benchmarking
- The salary mandate proposals for all employees were reviewed
- Achievement against the short and long-term performance targets was reviewed and vesting approved
- The future performance targets for the short and long-term incentives were established
- Management's recommendations for increases to non-executive directors' fees and the fees for the board sub-committees were considered before recommending to the board before submission to shareholders for approval.

Remuneration philosophy

Our remuneration philosophy remains unchanged from previous years, and continues to balance the delivery of financial and non-financial measures that underpin the group's strategy. It supports the attraction and retention of high calibre, experienced individuals that are able to deliver under challenging performance conditions.

How do we pay?



Internationally, the focus on executives directly holding shares in the company is becoming increasingly important to shareholders. Nampak has recognised this and through its long-term incentive policy encourages executives to increase their shareholding in the Nampak group particularly through their participation in the deferred bonus plan.

Remuneration principles

The remuneration principles:

- Support the business strategy in that the short-term and medium-term incentives and long-term share plans' performance targets are linked to the delivery of sustainable growth in earnings and returns on investments;
- Create and support a climate that is fair, but motivates high levels of performance through the higher weighting towards the at-risk pay elements;
- Ensure that guaranteed package levels are benchmarked, relevant and transparent to stakeholders and are set to attract and retain the correct calibre of employees;
- Include in the guaranteed package, relevant benefit options in line with market practice such as retirement funding, life cover, disability cover, personal accident insurance and medical cover;
- Encourage executives to invest post-tax incentive bonus earnings into a medium-term investment in shares;
- Target a level of remuneration which provides upper quartile total earnings when performance conditions are achieved; and
- Ensure tax compliance.

Remuneration mix

Executive directors and group executive committee members

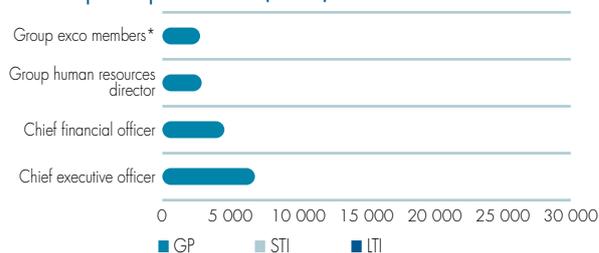
The committee approves the overall remuneration structure for the group and considers all the elements to ensure fair remuneration which motivates high levels of performance. Further, executives are encouraged to build up their shareholding in the company through the operation of the long-term share plans.

Remuneration mix: policy and actual

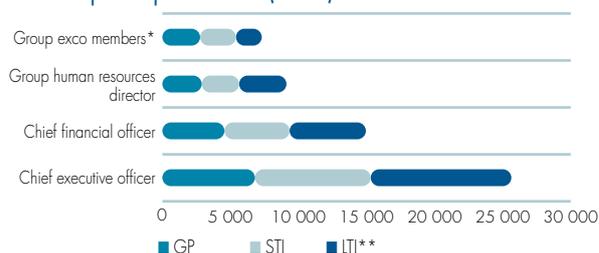
The graphs below reflect the anticipated levels of remuneration if Nampak is below the performance target, or is above the expected performance and compared to the actual remuneration for 2016.

Executive directors and group executive committee members

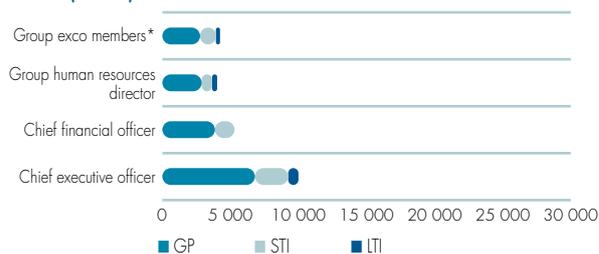
Below expected performance (R'000)



Above expected performance (R'000)



Actual (R'000)



* Average GP.

** Based on the annualised maximum potential incentive. Group exco members based on maximum incentive potential applicable to the majority of Group Exco members.

The annual cash incentive bonus combined with the long-term share plans are variable pay "at-risk" pay structures which are underpinned by superior growth in earnings and consistent improvements in RONA. The remuneration committee is able to adjust the RONA targets to allow for short-term fluctuations in returns as a result of significant investments.

Remuneration report

Executive directors' and group executive committee members' remuneration in more detail

Guaranteed package

Retirement funding, life cover, disability cover, personal accident insurance and medical cover are provided on a defined contribution basis and form part of the guaranteed packages.

Guaranteed package levels are recommended by the chief executive officer after taking into account individual experience, current performance and contribution, future career progression as well as resource availability.

The remuneration committee uses the following process to make informed decisions surrounding guaranteed packages and increases:

1. Size and complexity of the role is considered;
2. Director reference levels are established (with assistance from external consultants);
3. Deloitte and PwC provide general market survey data, which takes into account similar companies with comparable market capitalisation and revenue;
4. Director reference levels are benchmarked against the market annually, using comprehensive survey and published data in related industries for each jurisdiction; and
5. Published remuneration of executives in similar roles, rolled forward by the average executive increases, is considered.

The level of guaranteed packages for 2016 for directors, group executive committee and divisional managing directors was set at 92.5% of the average market median of the survey data.

Guaranteed pay levels below these job roles are targeted at and above the median providing for the annual cash incentive bonus awards for stretch performance to deliver upper quartile and above earnings for managers.

Discretion of the committee

The committee has discretion to approve guaranteed packages below or above the target percentage of the median, where specific circumstances merit a differential. Such circumstances could include attraction and retention of a scarce skill.

Annual cash incentive bonus (STI)

The STI structure will be retained for 2017 with one change to the financial performance target for operational executives from trading income to EBITDA adjusted for interest. We explain the policy underpinning the STI below.

Setting of targets

The structure and approach of the STI is reviewed annually in detail by the committee, to ensure that it remains appropriate relative to current best market practice. The committee uses their experience, coupled with extensive local knowledge and international market data and trend analysis, to set the financial targets at the commencement of each financial year once the business strategy has been agreed.

Personal targets for the executives and prescribed officers are set subsequent to a KPI discussion with the individual, and are set to drive delivery against strategic objectives with a focus on short-term impact on profitability and the improvement of operational performance.

Components of the STI

The STI comprises two components, which are considered independently of one another, and are combined to form the total annual STI, as represented in the graphic below.



- Individual performance component: individual delivery against identified strategic objectives. The individual performance targets are linked to financial and non-financial performance indicators.
- Financial component: achievement against financial performance targets. The financial targets provide a balance between earnings growth and improvements in balance sheet ratios at a group and divisional level; and
- To continue aligning the group's employment equity strategy with director remuneration, the directors' incentives earned are discounted for non-achievement of employment equity targets. For 2016, the value attached to this discount factor was 15% and will be retained for 2017.

Weighting of financial and individual performance component

The weighting between financial performance targets and individual performance targets in order to determine the quantum of STIs is as follows:

Employee or employee group	Financial component weighting	Individual performance component weighting
AM de Ruyter	68%	32%
GR Fullerton	70%	30%
FV Tshiqi	70%	30%
Group executive committee members	60%	40%

Total maximum potential incentive as a percentage of guaranteed package

Employee or employee group	Total maximum potential incentive as a percentage of guaranteed package
AM de Ruyter	125%
G Fullerton*	105%
FV Tshiqi	95%
Group executive committee members	95%

Individual performance targets

Individual performance targets are set and reviewed by the committee and cover progress on strategic initiatives which are considered by the board to be crucial for future growth and profitability within the group.

Some of the key strategic incentive bonus drivers for the year under review included:

- Deleveraging of the group's balance sheet
- Management of group liquidity
- Greater focus on capital expenditure projects
- Operational excellence initiatives delivering improved financial performance
- Conclusion of the South African property sale and leaseback transaction
- Reduction in defined benefit liabilities
- Establishment of mechanisms to mitigate risks associated with US dollar liquidity and currency movements in Nigeria and Angola
- Improvements in procurement maturity and achievement of planned savings
- Execution of the group's IT strategy
- Reduction in spoilage at the Bevcan Springs plant
- Execution of the ends expansion and Rosslyn line 2 for Bevcan
- Implementation of business unit strategies for DivFood
- Glass returned to profitability with benchmark pack-to-melt ratios achieved
- Established project pipeline for the Rest of Africa
- Restructured engagement structures with Trade Unions in South Africa
- Management of Nampak's B-BBEE scorecard as the new codes were implemented
- Senior management succession and talent management processes in place with a strong skills pipeline established
- Realigned people development programmes to entrench operational excellence values of making better.

Financial component of the STI

As set out in the table above, between 68% and 70% of the annual cash incentive bonus is attributable to financial performance. The financial components of the incentive bonus target for executive directors and group executive committee members for 2016 were:



Remuneration report

Details regarding the financial performance targets and the vesting percentage attributed to each performance target are set out below:

Financial performance	Metric	Vesting profile	Stretch performance/Cap
Performance measure			
Headline earnings per share (HEPS) To be retained for 2017	Growth in headline earnings per share in excess of the consumer price index (CPI) was the achievement at the entry level and the top end achievement was nine percent above the CPI.	Straight line: 0% at entry level and 100% at stretch	Capped at 9% above CPI which translates into the stretch earning potential for individual executives. Earning potential is further modified by RONA performance detailed below.
Modifier			
Return on net assets (RONA) To be retained for 2017	This is a gatekeeper provision and RONA performance below 11.5% will result in no incentive vesting under the financial component. The remuneration committee is able to review the RONA threshold target in the event of material corporate and strategic activities occurring. In setting the RONA threshold targets, the remuneration committee considers prior group performance as well as the RONA's of peer-group competitors in South Africa and internationally	Below 11.5% = 0% vesting 11.5% = 60% vesting 12% = 70% vesting 12.5% = 80% vesting 13% = 90% vesting; and 13.5% = 100% vesting	This performance target serves as a modifier and takes into account the short-term impact of investments on RONA
Trading income			
A portion of the financial component for cluster and divisional executives who are members of the group executive committee is based on improvements in their operations' trading income targets	Trading income requirements are aligned with the achievement of the group's HEPS targets annually	Straight line: 0% at entry level and 100% at stretch	Capped at 9% above CPI which translates into stretch earning potential for individual executives. Earning potential is modified by RONA performance

The following broad categories of performance targets were applied for operational executives for 2016:

Performance category	Percentage of maximum potential incentive
Trading income (South Africa and rest of Africa) ¹	20%
Trading income division/s ¹	40%
Safety targets	10%
Reduction in inventory ¹	15%
Reduction in cost of overtime ¹	5%
Key performance indicator linked to division	10%
A 15% discount factor will be applied for non-achievement of employment equity targets	
<i>Note 1: Self-funding as directly contribute to improved financial performance</i>	

The financial performance targets for the operational executives for 2017 are as follows:

Financial performance	Metric	Vesting profile	Stretch performance/Cap
EBITDA adjusted for interest	EBITDA adjusted for interest requirements are aligned with the achievement of the group's HEPS targets annually	Straight line: 0% at entry level and 100% at stretch	See individually per division in order to ensure appropriate returns on capital invested. Maximum targets reflect the stretched performance.

In summary, the board categories of performance targets for the operational executives for 2017 are as follows:

Performance category	Percentage of maximum potential incentive
EBITDA adjusted for interest	60%
Safety targets	10%
Inventory and maintenance management	15%
Divisional key performance indicators linked to division	15%
A 15% discount factor will be applied for non-achievement of employment equity targets	

Discretion of the committee

The committee has discretion to withdraw or change the incentive bonus scheme. In addition, the committee holds overriding discretion on incentive bonus payments including a zero bonus, should circumstances warrant.

Share plan structure

Awards are currently granted to directors and group executive committee members under the following three plans:

- Performance share plan
- Share appreciation plan
- Deferred bonus plan

Annual allocations are determined by PwC using market benchmarks which provide for upper quartile earnings for achievement of the top end performance targets. The maximum value of performance awards is set by the remuneration committee each year after taking into account individual performance and contribution, future succession and retention aspects. The standard expected value of the share plan allocations as percentage of guaranteed package are set out below:

Role	Performance share plan: expected value as % of guaranteed package	Share appreciation rights plan: expected value as % of guaranteed package	Total: expected value as % of guaranteed package
Chief executive officer	50%	15%	65%
Executive directors	40%	15%	55%
Group executive committee members	18%	10%	28%

The expected value of allocations under the deferred bonus plan has been excluded from the above table as this is dependent on the number of shares pledged by the particular individual. Participation in the deferred bonus plan is dependent on the extent to which annual incentive bonus targets are achieved. Up to 50% of after-tax cash incentives can be used by directors to purchase shares in terms of the deferred bonus plan.

Performance share plan

The performance share plan provides for the granting of performance share awards to executive directors and group executive committee members on an annual basis. Vesting of shares is conditional upon the group achieving specific stretch targets which are set by the remuneration committee at commencement of the three-year performance period. The performance periods commence on 1 October each year and end on 30 September three years later. Shares are allocated in the December immediately after the commencement of the performance period in order to avoid allocations during closed periods and to provide time for the stock market to adjust to the published results.

Remuneration report

In order to align participant reward with shareholders' returns and to support retention strategies, one-third of the shares are released and vest immediately on the vesting date, the second one-third a year after the vesting date and the final one-third two years after the vesting date or five years from the original award date. Additional shares are awarded on the release dates which equate to the dividends that were earned on the vested shares during the performance period.

The performance target for allocations in December 2015 and the proposed performance condition for the December 2016 awards are reflected below:

Headline earnings per share (40% of the vesting achievement)	Improvement in headline earnings per share in excess of the consumer price index of between 9% and 24% over the three-year performance period	Straightline: 0% at entry level and 100% at stretch
Cumulative total shareholder return (TSR) (30% of the vesting achievement)	Improvement in cumulative TSR in excess of the consumer price index of between 9% and 24% over the three-year performance period	Straightline: 0% at entry level and 100% at stretch
Return on equity (ROE) (30% of the vesting achievement for the December 2015 awards)	Absolute ROE performance of between 15.5% to 17.5% at the end of the three-year performance period	15.5% = 60% vesting 16% = 70% vesting 16.5% = 80% vesting 17% = 90% vesting 17.5% = 100% vesting
Performance target for the December 2016 awards to replace ROE is return on net asset (RONA) (30% of the vesting achievement)	Absolute RONA performance between 11.5% and 13.5% at the end of the three-year performance period. The remuneration committee is able to review the RONA targets in the event of material corporate and strategic activities occurring after setting the RONA targets.	11.5% = 60% vesting 12% = 70% vesting 12.5% = 80% vesting 13% = 90% vesting 13.5% = 100% vesting

Share appreciation plan

The share appreciation plan provides the remuneration committee with an instrument to retain executive directors and group executive committee members as well as providing the chief executive officer with a means to attract and retain talent at senior management levels within the group.

Under the share appreciation plan, a number of share appreciation rights are periodically offered to executive directors, group executive committee members and senior managers. These rights are conditional upon the group achieving specific performance criteria relating to real headline earnings per share growth. At the end of the three-year performance period, the number of shares that are released and vest to each participant is determined against achievement of the performance targets. The vesting structure for allocations after 2009 provides for immediate vesting if performance conditions are met and a reduction to seven years from the original award date for vested options to be exercised.

Consistent growth in headline earnings per share supports improved share price performance and forms the basis of the performance target under the share appreciation plan. As the share appreciation plan provides the retention component under the overall long-term incentive bonus structures and a small component within the overall allocation of shares to directors and group executive committee members, the remuneration committee sets one target. The target ensures that a growth in headline earnings per share in excess of inflation is achieved before any shares vest. Therefore, no linear vesting exists between a threshold and target and should the target (described below) not be met no vesting will take place.

The performance target for allocations in December 2015 and the proposed performance condition for the December 2016 awards are reflected below:

	Metric	Vesting profile
Headline earnings per share (100% of the vesting achievement)	Improvement in headline earnings per share in excess of the consumer price index plus 6% over the three-year performance period	Full vesting on achievement of performance target

Deferred bonus plan

The deferred bonus plan is the third element of the share plan structure. The purpose of the deferred bonus plan is to encourage executive directors and group executive committee members to use up to 50% of their after tax annual bonus, awarded at an operating level, to acquire shares in the company that are retained for three years. The incentive to do so is a matching award of the number of shares purchased and held for a three-year period on a one-for-one basis.

The plan supports retention aspects, encourages shareholding by executives and directly aligns executive experience with that of shareholders. For this reason, and also to reflect the fact that performance conditions are applied in order to determine the annual bonus payment, no performance conditions are imposed on the matching awards granted under this plan.

Dilution and IFRS expense

The level of dilution of the share plans is within parameters set by the remuneration committee and approved by shareholders. Details of the number of new shares that can be issued or treasury shares that can be utilised are set out below, together with the current allocations before applying performance conditions.

	Number of shares that can be used	Number of shares allocated before applying performance conditions
Performance share plan	9 000 000	4 946 804
Share appreciation plan	18 000 000	10 062 813
Deferred bonus plan	5 000 000	728 032

The limit placed on the total number of shares utilised for share plans has not been exceeded.

There is also a limit on the number of shares which can be allocated and remain unvested to any one individual under the three share plans. This limit, also approved by shareholders, is 2 200 000 shares and has not been exceeded.

Remuneration report

Black Management Trust

In response to the Broad-Based Black Economic Empowerment Act, No 53 of 2003 and to demonstrate Nampak's commitment to transformation, The Nampak Black Management Trust (BMT) was established on 30 September 2005. Nampak provided a founding grant to the trust that provided for shares to be allocated to black managers over a period of five years. One-third of the shares vested three years after the operative date, a further one-third vested after four years and the final one-third vested on 30 September 2010, provided the services of the employee were not terminated for disciplinary reasons. The shares were required to be held in the trust until the end of the lock-in period on 31 December 2015, at which time the founding grant would be settled and the balance of the benefit would be released to the beneficiaries. The company held discretion to extend the lock-in period by a further two years should the value of the shares held by the trust be less than the outstanding value.

The volume weighted average share price at 31 December 2015 of R24.92 was above the hurdle rate of R21,66 and the benefit was released to the beneficiaries.

The Board however agreed that an optional extension to 15 February 2017 would be provided to beneficiaries that were still active employees of the company at 31 December 2015 with an automatic extension to 31 December 2017 applicable if the share price is below the hurdle rate in February 2017. A total of 58 beneficiaries elected to retain their participation in the BMT.

Service contracts

The chief executive officer has an indefinite service contract with a six-month notice period. In order to ensure that the notice period remains relevant and necessary, at the end of September each year, the notice period returns to three months. The committee then reviews and agrees the applicable notice period for the next year. The notice period was renewed with effect from 1 October 2016.

The group human resources director and the group executive committee members have indefinite service contracts with three-month notice periods.

In the event of redundancy, executive directors and other group executive members are entitled to receive payment, in addition to notice pay, in terms of the Nampak redundancy policy. Redundancy pay for directors is four weeks of pay for every completed year of

service calculated using 75% of guaranteed package. The maximum entitlement is capped at 60 weeks. The executive retirement gratuity which is capped at R500 000 was closed to future executive appointments after December 2013.

The service contracts do not contain any other provisions relating to payments due on termination of employment (for whatsoever reason) or following a change of control of the company. In the event of change of control, executive share allocations will be dealt with in terms of the rules of the relevant share plans. Further, the directors have no entitlement to a restraint of trade payment and are not entitled to any other material ex-gratia payment.

Non-executive directors' remuneration

Non-executive directors received a base fee for their services as well as a meeting fee based on their participation in board meetings and other committees. The non-executive directors do not receive incentive bonus payments nor do they participate in any of the executive share plans. Non-executive directors are appointed by rotation in terms of Nampak's memorandum of incorporation.

The chief executive officer recommends the non-executive director fee structures after obtaining input from Deloitte and PwC regarding market movements and current pay practices. Published non-executive directors' fees and committee fees of companies in manufacturing and companies with similar market capitalisation are also benchmarked. Consideration is given to any changes in the level of complexity of the roles when assessing the fee recommendations. These recommendations are then considered by the remuneration committee (excluding recommendations on their own fees) and the board before being submitted to shareholders for approval in terms of Companies Act requirements.

An increase of 6% to the non-executive directors' fees and committee fees will be proposed for 2017 and the proposals are set out in the notice of annual general meeting. The proposed fees are considered as sufficient to attract and retain appropriate skills and expertise and recognise that increased time investment is required by non-executive directors due to the global nature and proliferation of corporate governance requirements.

Shareholders' non-binding advisory vote

In terms of King III and best practice principles the remuneration policy as contained in this remuneration report, will be put to a non-binding shareholders vote at the annual general meeting of shareholders.

PART 2: DISCLOSURE OF THE IMPLEMENTATION OF THE POLICIES FOR THE FINANCIAL YEAR

2016 Guaranteed package adjustments

The average increase for executive directors and executive committee members for guaranteed packages for the 2016 financial year was 3.7%. This compared to the average increase for all other non-unionised employees for 2016 of 7.7%.

The annual increases awarded to all categories of staff for 2016 were as follows:

- Directors 2.8%
- Group executives 4.3%
- Management 7.7%
- Other employees 8.54%

Loss of office payments

There were no loss of office payments to executives and prescribed officers during the year.

2016 annual cash incentive bonuses

The STI bonuses payable during the year reflect the decline in headline earnings per share, which was negatively impacted by the lack of liquidity in Nigeria and the significant currency movements against the US dollar.

Different levels of operational trading income performance were achieved at cluster and divisional level and for individual key performance indicators and the incentive bonus payments have been adjusted to reflect the actual achievements against targets. In some cases, the employment equity targets were not achieved and the incentive bonus payments were discounted accordingly.

The STI payments accrue for the financial period 1 October 2015 to 30 September 2016 and include amounts earned under the individual performance component, and will be paid in December 2016. Details of the STI payments have been included on page 13 of this report.

The following section sets out the **individual key performance indicators** which applied to the group executive and divisional managing directors in 2016. The overall average achievement was 89.8% due to strongly improved performance operationally as well as significant improvements to the balance sheet. Many of these aspects will be carried forward to 2017.

Chief executive officer:	
• Group safety target achieved	●
• Group liquidity managed	●
• Greater focus on capital expenditure projects	●
• Operational excellence initiatives delivering improved financial performance	●

Finance executives:	Operational executives:	Human resources executives:
• Deleveraged balance sheet	• Safety performance targets achieved	• Reduced overtime cost
• Property sale and leaseback transaction completed	• Reduced overtime cost	• Restructured engagement structures with trade unions in South Africa (significant progress during the year)
• Reduction in defined benefit liabilities	• Improved inventory management	• Management of Nampak's performance on the B-BBEE scorecard as the new codes were implemented (Empowerdex rating not finalised)
• Mechanisms to mitigate risks associated with US dollar liquidity and currency movements in Nigeria and Angola	• Reduced spoilage at Bevcan Springs	• Senior management succession and talent management processes in place with strong skills pipeline established
• Improved procurement maturity and achieved planned procurement savings	• Execution of ends expansion and Rosslyn line 2 at Bevcan	• Realigned people development programmes to entrench operational excellence values of making better
• Execution of group's IT strategy	• Implementation of business unit strategies at DivFood	
	• Glass returned to profitability with benchmark pack-to-melt ratios achieved	
	• Operational excellence achieved specifically quality, planning and preventive maintenance in Plastics division	
	• Project pipeline in place for expansion into countries in the Rest of Africa	

● = > 90% (superior delivery)
 ● = > 75% (significant progress made during the year)
 ● = < 75% (work required)

Remuneration report

Long-term share plans – awards made in December 2015

The table below indicates the number and market value of the awards made under the SAP and PSP.

Name	Number of SAP awarded	Market value of awards Note 1	Number of PSP awarded	Market value of awards Note 1
Executive directors				
AM de Ruyter	140 080	–	325 850	6 389 919
GR Fullerton	78 268	–	153 823	3 016 469
FV Tshiqi	38 346	–	93 353	1 830 652
Group executive committee				
C Burmeister	38 346	–	91 533	1 794 962
M Khutama	38 346	–	85 923	1 684 950
RG Morris	38 346	–	98 183	1 925 369
NP O'Brien	38 346	–	90 403	1 772 803
EE Smuts	38 346	–	94 343	1 850 066

Note 1: VWAP at 30 September 2016 used to reflect market value of the awards.

Performance Share Plan Awards: Achievement against targets for the 2013 allocation

Due to the performance of Nampak during the year, no vesting will take place for the 2013 performance share plan for the headline earnings per share and for the total shareholder return performance targets. The return on equity targets linked to the performance share plan was exceeded and therefore 30% of the total awards will vest for this component in December 2016.

Share Appreciation Rights Plan: Achievement against target for the 2013 allocation

The headline earnings per share performance condition for the 2013 allocation was not achieved and none of the share awards will vest in December 2016.

Shareholder engagement

The remuneration committee continues to engage with shareholders and other stakeholders periodically or as required. The views of stakeholders are considered when the remuneration philosophy and policy are determined.

Total remuneration outcomes for 2016

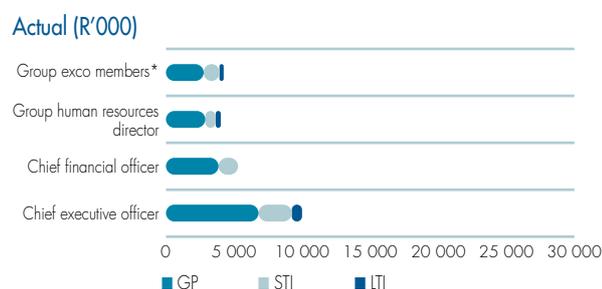
Total emoluments paid during the year ending 30 September 2016 and for 30 September 2015 are contained in the tables on the next two pages. The single-figure disclosure includes all guaranteed pay, annual cash incentive bonuses and the value from all long-term incentive plans which vested (or where the performance period ended) during the year under review.

Remuneration mix: policy and actual

Actual pay mix for 2016

The graph below reflects the actual remuneration for 2016.

Executive directors and group executive committee members



* Average GP.

** Based on the annualised maximum potential incentive. Group exco members based on maximum incentive potential applicable to the majority of Group Exco members.

Executive directors' and group executive committee members' total remuneration 2016

In order to reflect international best practice, and to enhance transparency the SAP and PSP awards for which the performance period expired at the end of the financial year under review are included in the 2016 remuneration (although vesting of these awards is still subject to continued employment until December 2016). For the DBP awards, although no prospective performance conditions are applicable to these awards, participation is voluntary and only quantified and made in December 2016. Accordingly, this information is not available at the time of publishing.

Name	Basic salary (rand)	Company contribution to retirement (rand)	Guaranteed package (rand)	Value of other benefits ¹ (rand)	STI ² (rand)	Total remuneration (rand)	SAP and PSP ³ (rand)
Column	1	2	3 = 1 + 2	4	5	6 = 3 + 4 + 5	7
Executive directors							
AM de Ruyter	6 369 501	431 589	6 801 090	20 273	2 442 045	9 263 408	754 789
GR Fullerton	3 831 392	31 941	3 863 333	11 516	1 436 400	5 311 249	–
FV Tshiqi	2 642 421	249 346	2 891 767	8 620	766 463	3 666 850	367 433
Total	12 843 314	712 876	13 556 190	40 409	4 644 908	18 241 507	1 122 222
Group executive committee							
C Burmeister	2 475 833	246 307	2 722 140	8 114	1 664 371	4 394 625	236 477
M Khutama	1 992 114	207 886	2 200 000	6 558	721 050	2 927 608	–
RG Morris	3 067 042	273 958	3 341 000	9 959	1 823 117	5 174 076	393 318
NP O'Brien	2 375 665	241 519	2 617 184	7 801	599 087	3 224 072	291 836
EE Smuts	2 730 966	252 738	2 983 704	8 894	988 680	3 981 278	302 131
Total	12 641 620	1 222 408	13 864 028	41 326	5 796 305	19 701 659	1 223 762

¹ Other benefits refers to group personal accident cover.

² STI disclosed is based on performance during the 2016 financial year, but actual STI payments will only be made in December 2016.

³ SAPs and PSPs disclosed were awarded in December 2013 (January 2014 for AM de Ruyter), with the applicable performance period ending 30 September 2016. Values represented are calculated using the VWAP as at 30 September 2016.

Remuneration report

Executive directors' and group executive committee members' total remuneration 2015

The 2015 remuneration table set out below is disclosed in the same format as within the remuneration report of the prior year.

Name	Basic salary (rand)	Payments by offshore companies (rand) ¹	Company contribution to retirement (rand)	Guaranteed package (rand)	Value of other benefits ¹⁰ (rand)	STI ¹¹ (rand)	Total remuneration (rand)	SAP and PSP ¹² (rand)
Column	1	2	3	4 = 1 + 2 + 3	5	6	7 = 4 + 5 + 6	8
Executive directors								
AM de Ruyter ²	6 078 024	–	524 976	6 603 000	4 251 527	2 057 495	12 912 022	–
GR Fullerton ³	316 667	–	–	316 667	882	90 250	407 799	–
G Griffiths ⁴	2 161 399	645 408	161 366	2 968 173	283 144	576 488	3 827 804	500 918
AH Howie ⁵	444 234	–	39 109	483 342	1 347	–	484 689	–
FV Tshiqi	2 528 725	–	214 886	2 743 612	7 482	557 125	3 308 218	330 695
Total	11 529 049	645 408	940 336	13 114 793	4 544 381	3 281 358	20 940 533	831 613
Group executive committee								
C Burmeister	2 356 294	–	199 706	2 556 000	6 970	1 537 658	4 100 628	187 816
PA de Weerd ⁶	2 893 355	–	246 987	3 140 342	5 089 458	807 735	9 037 535	1 772 918
M Khutama ⁷	338 335	–	28 332	366 667	1 022	79 420	447 108	–
RG Morris ⁸	2 921 912	–	247 916	3 169 829	496 901	600 762	4 267 492	354 584
SE Msane ⁹	1 402 882	–	119 094	1 521 976	6 144 271	317 208	7 983 455	1 420 490
NP O'Brien	2 265 718	–	191 732	2 457 450	7 071	488 160	2 952 681	260 831
EE Smuts	2 671 703	–	225 097	2 896 800	8 269	596 487	3 501 556	213 726
Total	14 850 199	–	1 258 865	16 109 063	11 753 961	4 427 430	32 290 454	4 210 365

¹ For the purposes of total remuneration, offshore payments have been converted into rand using the average exchange rate of GBP1: R18.5583

² Received a sign on cash award of R4 233 152, paid on 5 January 2015.

³ Appointed with effect from 1 September 2015.

⁴ Retired with effect from 19 June 2015. Received leave pay to the value of R277 318 on termination.

⁵ Appointed in the role of acting chief financial officer for the period 19 June 2015 to 31 August 2015.

⁶ Early retirement with effect from 30 September 2015. Received a loss of office payment of R4 192 735.

Received a cash settlement in respect of post retirement medical aid of R886 232.

Received a long service award to the value of R7 500 for 35 years' service.

⁷ Appointed with effect from 1 August 2015.

⁸ Received a settlement in respect of post retirement medical aid of R487 887 in the form of a pension fund contribution.

⁹ Retrenched with effect from 31 March 2015. Received a loss of office payment of R4 305 427.

Received a special incentive in respect of the sale of the paper businesses of R1 834 793.

¹⁰ Unless specifically noted above, other refers to group personal accident cover.

¹¹ STI disclosed is based on performance during the 2015 financial year, but actual STI payments will only be made in December 2015.

¹² SAPs and PSPs disclosed were awarded in December 2012, with the applicable performance period ending 30 September 2015 and the employment period ending in December 2015.

Values represented are calculated using the VWAP as at 30 September 2015.

Share awards schedule for executive directors' and group executive committee members

Details of the directors' interest in shares of the company are disclosed in the annual financial statements.

The tables below illustrate on an individual executive director and group executive committee member level the value of long-term incentives allocated, settled, forfeited and the current value of units not settled under each share plan.

Share appreciation plan

Name	Award date	Market value at award date (rand)	Number of share appreciation rights awarded	Movements (forfeited or withdrawn as a result of achievement against performance condition)	Number of rights capable of being exercised	Number of rights exercised	Exercise date	Market value on exercise date (rand)	Gains on rights exercised (rand)	Balance of rights not exercised	Lapse date
Executive directors											
AM de Ruyter	17.12.2015	24.29	140 080	-	-	-	-	-	-	-	17.12.2022
	15.12.2014	42.20	100 229	-	-	-	-	-	-	-	15.12.2021
	02.01.2014	41.07	121 132	(121 132)	-	-	-	-	-	-	02.01.2021
GR Fullerton	17.12.2015	24.29	78 268	-	-	-	-	-	-	-	17.12.2022
FV Tshiqi	17.12.2015	24.29	38 346	-	-	-	-	-	-	-	17.12.2022
	15.12.2014	42.20	30 091	-	-	-	-	-	-	-	15.12.2021
	03.12.2013	37.81	38 406	(38 406)	-	-	-	-	-	-	03.12.2020
	03.12.2012	30.67	42 570	(42 570)	-	-	-	-	-	-	03.12.2019
Group Executive Committee											
C Burmeister	17.12.2015	24.29	38 346	-	-	-	-	-	-	-	17.12.2022
	15.12.2014	42.20	26 683	-	-	-	-	-	-	-	15.12.2021
	03.12.2013	37.81	24 296	(24 296)	-	-	-	-	-	-	03.12.2020
	03.12.2012	30.67	14 538	(14 538)	-	-	-	-	-	-	03.12.2019
M Khutama	17.12.2015	24.29	38 346	-	-	-	-	-	-	-	17.12.2022
RG Morris	17.12.2015	24.29	38 346	-	-	-	-	-	-	-	17.12.2022
	15.12.2014	42.20	30 091	-	-	-	-	-	-	-	15.12.2021
	03.12.2013	37.81	38 406	(38 406)	-	-	-	-	-	-	03.12.2020
	03.12.2012	30.67	42 570	(42 570)	-	-	-	-	-	-	03.12.2019
NP O'Brien	17.12.2015	24.29	38 346	-	-	-	-	-	-	-	17.12.2022
	15.12.2014	42.20	26 683	-	-	-	-	-	-	-	15.12.2021
	03.12.2013	37.81	32 395	(32 395)	-	-	-	-	-	-	03.12.2020
	03.12.2012	30.67	35 166	(35 166)	-	-	-	-	-	-	03.12.2019
EE Smuts	17.12.2015	24.29	38 346	-	-	-	-	-	-	-	17.12.2022
	15.12.2014	42.20	26 683	-	-	-	-	-	-	-	15.12.2021
	03.12.2013	37.81	32 395	(32 395)	-	-	-	-	-	-	03.12.2020
	03.12.2012	30.67	14 538	(14 538)	-	-	-	-	-	-	03.12.2019

Remuneration report

Performance share plan

Name	Award date	Number of conditional shares awarded	Movements (forfeited or withdrawn as a result of achievement against performance condition)	Number of shares capable of being released	Number of shares released	Release date	Market value on release date (rand)	Gain on vested shares (rand)	Gain on additional dividend shares (rand)	Total gain on vesting and dividend shares (rand)	Vested shares still to be released excluding dividend shares
Executive directors											
AM de Ruyter	17.12.2015	325 850	-	-	-	-	-	-	-	-	-
	15.12.2014	187 272	-	-	-	-	-	-	-	-	-
	02.01.2014	128 300	(89 810)	-	-	-	-	-	-	-	-
GR Fullerton	17.12.2015	153 823	-	-	-	-	-	-	-	-	-
FV Tshiqi	17.12.2015	93 353	-	-	-	-	-	-	-	-	-
	15.12.2014	43 331	-	-	-	-	-	-	-	-	-
	03.12.2013	62 458	(43 721)	-	-	-	-	-	-	-	-
	03.12.2012	63 816	(51 053)	12 763	4 254	03.12.2015	27.16	115 539	18 034	133 573	8 509
	05.12.2011	168 775	-	168 775	56 258	05.12.2014	41.35	2 326 268	219 114	2 545 382	-
					56 258	07.12.2015	26.88	1 512 215	302 938	1 815 153	56 259
	14.12.2010	76 200	-	76 200	25 400	17.12.2013	39.19	995 426	85 709	1 081 135	-
25 400					15.12.2014	42.20	1 071 880	122 296	1 194 176	-	
25 400					14.12.2015	23.56	598 424	160 137	758 561	-	
Group executive committee											
C Burmeister	17.12.2015	91 533	-	-	-	-	-	-	-	-	-
	15.12.2014	36 112	-	-	-	-	-	-	-	-	-
	03.12.2013	40 196	(28 137)	-	-	-	-	-	-	-	-
	03.12.2012	36 224	(28 979)	7 245	2 415	03.12.2015	27.16	65 591	10 239	75 831	4 830
	05.12.2011	20 180	-	20 180	6 727	05.12.2014	41.35	278 161	26 175	304 336	-
					6 727	07.12.2015	26.88	180 822	36 207	217 029	6 726
	14.12.2010	19 000	-	19 000	6 333	17.12.2013	39.19	248 190	21 358	269 548	-
6 333					15.12.2014	42.20	267 253	30 468	297 721	-	
6 334					14.12.2015	23.56	149 229	39 934	189 163	-	
M Khutama	17.12.2015	85 923	-	-	-	-	-	-	-	-	-

Name	Award date	Number of conditional shares awarded	Movements (forfeited or withdrawn as a result of achievement against performance condition)	Number of shares capable of being released	Number of shares released	Release date	Market value on release date (rand)	Gain on vested shares (rand)	Gain on additional dividend shares (rand)	Total gain on vesting and dividend shares (rand)	Vested shares still to be released excluding dividend shares
RG Morris	17.12.2015	98 183	-	-	-	-	-	-	-	-	-
	15.12.2014	46 631	-	-	-	-	-	-	-	-	-
	03.12.2013	66 858	(46 801)	-	-	-	-	-	-	-	-
	03.12.2012	68 426	(54 741)	13 685	4 562	03.12.2015	27.16	123 904	19 338	143 242	9 123
	05.12.2011	172 775	-	172 775	57 592	05.12.2014	41.35	2 381 429	224 282	2 605 712	-
					57 592	07.12.2015	26.88	1 548 073	310 115	1 858 188	57 591
	14.12.2010	80 000	-	80 000	26 667	17.12.2013	39.19	1 045 080	89 980	1 135 060	-
26 667					15.12.2014	42.20	1 125 347	128 372	1 253 720	-	
26 666					14.12.2015	23.56	628 251	168 124	796 375	-	
NP O'Brien	17.12.2015	90 403	-	-	-	-	-	-	-	-	-
	15.12.2014	35 352	-	-	-	-	-	-	-	-	-
	03.12.2013	49 608	(34 726)	-	-	-	-	-	-	-	-
	03.12.2012	50 334	(40 267)	10 067	3 356	03.12.2015	27.16	91 149	14 205	105 354	6 711
	05.12.2011	76 314	-	76 314	25 438	05.12.2014	41.35	1 051 861	99 075	1 150 936	-
					25 438	07.12.2015	26.88	683 773	136 980	820 754	25 438
	14.12.2010	64 500	-	64 500	21 500	17.12.2013	39.19	842 585	72 541	915 126	-
21 500					15.12.2014	42.20	907 300	103 517	1 010 817	-	
21 500					14.12.2015	23.56	506 540	135 541	642 081	-	
EE Smuts	17.12.2015	94 343	-	-	-	-	-	-	-	-	-
	15.12.2014	38 762	-	-	-	-	-	-	-	-	-
	03.12.2013	51 358	(35 951)	-	-	-	-	-	-	-	-
	03.12.2012	41 244	(32 995)	8 249	2 750	03.12.2015	27.16	74 690	11 652	86 342	5 499
	05.12.2011	23 960	-	23 960	7 987	05.12.2014	41.35	330 262	31 095	361 358	-
					7 987	07.12.2015	26.88	214 691	43 008	257 699	7 986
	14.12.2010	22 500	-	22 500	7 500	17.12.2013	39.19	293 925	25 278	319 203	-
7 500					15.12.2014	42.20	316 500	36 081	352 581	-	
7 500					14.12.2015	23.56	176 700	47 285	223 985	-	

Remuneration report

Deferred bonus plan

Name	Grant date	Number of shares purchased	Movements (forfeited or withdrawn as a result of termination of employment)	Market value at grant date (rand)	Matching award release date	Matching award – number of shares released	Market value at award date (rand)	Gain on matching award (rand)	Value invested in Nampak shares at 30 September 2016 at R19.61 per share (rand)
Executive directors									
AM de Ruyter	15.12.2015	25 617		23.57	17.12.2018				1 276 140
	17.12.2014	39 459		42.14	18.12.2017				
GR Fullerton	15.12.2015	1 011		23.57	17.12.2018				19 826
FV Tshiqi	15.12.2015	6 243		23.57	17.12.2018				400 220
	17.12.2014	14 166		42.14	18.12.2017				
	14.12.2012	18 104		32.38	14.12.2015	18 104	23.56	426 530	
Group executive committee									
C Burmeister	15.12.2015	15 316		23.57	17.12.2018				464 796
	17.12.2014	6 761		42.14	18.12.2017				
	18.12.2013	1 625		39.49	19.12.2016				
	14.12.2012	6 070		32.38	14.12.2015	6 070	23.56	143 009	
M Khutama	15.12.2015	791		23.57	17.12.2018				15 512
RG Morris	15.12.2015	5 985		23.57	17.12.2018				456 658
	17.12.2014	13 036		42.14	18.12.2017				
	18.12.2013	4 266		39.49	19.12.2016				
	14.12.2012	12 908		32.38	14.12.2015	12 908	23.56	304 112	
NP O'Brien	15.12.2015	4 255		23.57	17.12.2018				362 373
	17.12.2014	11 113		42.14	18.12.2017				
	18.12.2013	3 111		39.49	19.12.2016				
	14.12.2012	12 982		32.38	14.12.2015	12 982	23.56	305 856	
EE Smuts	15.12.2015	5 942		23.57	17.12.2018				476 150
	17.12.2014	10 465		42.14	18.12.2017				
	18.12.2013	7 874		39.49	19.12.2016				
	14.12.2012	9 087		32.38	14.12.2015	9 087	23.56	214 090	

Black Management Trust

Mr Tshiqi remains a beneficiary in the BMT with the following awards granted:

Name	Number of awards granted	Founding grant price (rand)
FV Tshiqi	982 579	15.13

Non-executive directors' remuneration

The non-executive remuneration paid during the year under review (as approved by shareholders) and the comparative figures for 2015 are disclosed below. An increase of 6% will be proposed for 2017 and the proposals are set out in the notice of the annual general meeting.

Non-executive directors' remuneration 2016

The non-executive remuneration paid during the year under review (as approved by shareholders) and the total comparative figure for 2016 is disclosed below:

Name	Directors' fees (rand)		Audit committee total fees (rand)	Remuneration committee total fees (rand)	Nomination committee total fees (rand)	Investment committee total fees (rand)	Risk and sustainability committee total fees (rand)	Social, ethics and transformation committee total fees (rand)	Total 2016 (rand)
	Base fee	Meeting fees							
RC Andersen	164 200	103 800	185 000	98 500	71 450	176 800	-	-	799 750
E Ikazoboh	164 200	69 200	-	-	-	81 900	-	-	315 300
RJ Khoza	164 200	103 800	-	-	71 450	-	-	-	339 450
NV Lila ³	164 200	103 800	185 000	-	-	-	170 101	-	623 101
PM Madi	164 200	69 200	-	-	-	90 200	90 200	176 800	590 600
TT Mboweni ¹	1 667 400	-	-	-	-	-	-	-	1 667 400
IN Mkhari	164 200	86 500	185 000	-	-	90 200	-	90 200	616 100
DC Moephuli ²	164 200	69 200	-	-	-	81 900	81 900	-	397 200
CWN Molope ³	164 200	103 800	362 700	-	-	-	97 102	-	727 802
PM Surgey	164 200	103 800	-	191 050	71 450	-	90 200	90 200	710 900
	3 145 200	813 100	917 700	289 550	214 350	521 000	529 503	357 200	6 787 603

¹ Fee includes participation in Board sub-committees meetings

² Fee donated to Transnet Foundation

³ NV Lila took over chairman role of the Risk and Sustainability Committee from CWN Molope with effect from 3 November 2015

Non-executive directors' remuneration 2015

The non-executive remuneration paid during the year (as approved by shareholders) is disclosed below:

Name	Directors' fees (rand)		Audit committee total fees (rand)	Remuneration committee total fees (rand)	Nomination committee total fees (rand)	Investment committee total fees (rand)	Risk and sustainability committee total fees (rand)	Social, ethics and transformation committee total fees (rand)	Total 2015 (rand)
	Base fee	Meeting fees							
RC Andersen	155 780	130 960	129 800	93 400	73 390	194 650	-	-	777 980
E Ikazoboh	155 780	114 590	-	-	-	77 600	-	-	347 970
RJ Khoza	155 780	98 220	-	-	67 745	-	-	-	321 745
NV Lila	155 780	130 960	129 800	-	-	-	-	-	416 540
PM Madi	155 780	65 480	-	-	-	93 400	77 600	154 150	546 410
TT Mboweni ¹	1 580 500	-	-	-	-	-	-	-	1 580 500
IN Mkhari	155 780	114 590	99 320	-	-	101 300	-	77 600	548 590
DC Moephuli ²	155 780	81 850	-	-	-	101 300	77 600	-	416 530
CWN Molope ³	155 780	130 960	204 365	-	-	-	167 650	-	658 755
RV Smither ⁴	54 090	49 110	82 828	-	5 645	32 101	32 101	-	255 875
PM Surgey	155 780	130 960	-	181 150	73 390	-	85 500	77 600	704 380
	3 036 610	1 047 680	646 113	274 550	220 170	600 351	440 451	309 350	6 575 275

¹ Fee includes participation in Board sub-committees meetings

² Fee donated to Agang Sechaba Trust

³ Appointed as Chairman of the Audit Committee with effect from 4 February 2015

⁴ Resigned from the Board and all committees with effect from 4 February 2015



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