



*Masai Mara, Kenya
Cheetah view the surrounding plains*

Corporate governance

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Corporate governance

The Board believes that excellent corporate governance is fundamental to ensuring a sustainable and successful business and as such remains committed to ensuring that the business is managed in a responsible manner with integrity, fairness, transparency and accountability.

In addition to complying with the guidelines of the BSE Code of Corporate Governance, the Company has complied with the principles of King III and is aligning itself to ensure compliance with the King IV Code of Good Governance by end of financial year 2019.

Compliance with King III

The Company believes that compliance with recognised best practices will provide superior levels of performance in terms of sustainable returns to all stakeholders. The Company takes into consideration not only the interests of the Company and its shareholders but the wider environment such as guests, suppliers, and employees, to name a few. A representative list of our stakeholders is included on page 17 of this report.

This report is prepared in compliance with the principles of King III. Where the directors have found it impractical to apply certain recommended practices, the rationale is explained under the relevant section.

Leadership and oversight

The Company has a unitary Board structure.

Keith Vincent is the Chief Executive Officer and Ami Azoulay is Chief Financial Officer. Derek de la Harpe serves as Commercial Director and Chief Sustainability Officer. Desert Secretarial

Services, a Gaborone-based secretarial firm, is the appointed Company Secretary to the Company.

The Board is chaired by Parks Tafa, who is supported by Michael Tollman as Deputy Chairman. The Wilderness Holdings Limited Board and committees post year-end comprise:

Board of Directors		
Non-executive directors Malcolm McCulloch Parks Tafa Gavin Tollman Christophe Vinsonneau	Chairman Parks Tafa Deputy Chairman Michael Tollman Lead independent director Roux Marnitz	Executive directors Chief Executive Officer Keith Vincent Chief Financial Officer Ami Azoulay Commercial Director and Chief Sustainability Officer Derek de la Harpe
Independent non-executive directors John Hunt Roux Marnitz Marcus ter Haar Michael Tollman Jochen Zeitz		

The Board retains full and effective control over the Group and monitors the executive management and decisions in the subsidiary companies. The Board assumes overall responsibility for the Group and its activities, including risk management and governance. The Board is also responsible for setting the direction of the Group through the establishment of strategic objectives and key policies. Finally, the Board is guided by a Board charter and is supported in its role by the Board committees detailed below.

The Board charter regulates how its business is to be conducted. The charter sets out the responsibilities of the Board members collectively. More specifically, the charter confirms the Board's responsibility for the adoption of strategic plans, monitoring of operational performance and management, determination of policies and processes to ensure the integrity of the Group's risk management and internal controls, as well as the nomination, orientation and evaluation of directors.

The non-executive directors draw on their experience, skills and business acumen to ensure impartial and objective viewpoints in decision-making processes and standards of conduct. The Board considers the mix of technical, environmental, social, entrepreneurial, financial and business skills of the directors to be balanced, thus enhancing the effectiveness of the Board.

Keith Vincent is the Chief Executive Officer. The separation of this role from that of the Chairman ensures a balance of authority and precludes any one director from exercising unfettered powers of decision-making.

The Chairman of the Board, Parks Tafa, although non-executive, is not independent in terms of King III recommendations because he acts as a legal adviser to the Group. Although the Chairman cannot be classified as independent in terms of the governance criteria, the Board is of the view that he brings valuable expertise, experience and skills to the Company and will exercise independent judgement. Furthermore, in accordance with the recommendations of King III, Roux Marnitz is a non-executive lead independent director (LID) whose main function is to provide leadership and advice to the Board, without detracting from the authority of the Chairman, when the Chairman has a conflict of interest.

To fulfil their responsibilities adequately, directors have unrestricted access to timely financial and other information, records and documents relating to the Group.

Board committees

<p>Audit Committee</p> <p>Members Malcolm McCulloch (<i>Chairman</i>) Marcus ter Haar Michael Tollman</p> <p>By invitation Chairman of the Board Corporate Office Management External Audit</p>	<p>Overview The committee operates within defined terms of reference as set out in its charter and the authority granted to it by the Board and meets at least twice a year with more meetings being held when necessary.</p> <p>The external auditors, internal auditors, Chairman, Chief Executive Officer and Chief Financial Officer are invited to attend. The external and internal auditors have unrestricted access to the Audit Committee and meet with the committee members, without management present, at least once a year.</p> <p>The activities of the Audit Committee are set out in the Report of the Audit Committee on page 110.</p>
<p>Investment Committee</p> <p>Members Marcus ter Haar (<i>Chairman</i>) Derek de la Harpe* Malcolm McCulloch Gavin Tollman Christophe Vinsonneau Jochen Zeitz</p> <p>By invitation Keith Vincent Ami Azoulay</p>	<p>Overview The Investment Committee was established in February 2013 as a sub-committee of the Board to evaluate material transactions and capital expenditure and make recommendations to the Board.</p> <p>The Investment Committee comprises executive and non-executive directors, who are appointed by the Board, and operates within defined terms of reference as set out in the charter.</p> <p>The committee meets on an as-required basis.</p>
<p>Remuneration and Nomination Committee</p> <p>Members Michael Tollman (<i>Chairman</i>) John Hunt Roux Marnitz Malcolm McCulloch</p> <p>By invitation Chairman of the Board Corporate Office Management Group Human Resources</p>	<p>Overview The committee operates within defined terms of reference as set out in its charter and the authority granted to it by the Board and meets at least twice a year.</p> <p>The Chairman, Chief Executive Officer and Chief Financial Officer may be invited to attend these meetings, but they may not take any part in decisions regarding their own remuneration.</p> <p>The report of the Remuneration and Nomination committee is included on pages 111 to 115.</p>
<p>Risk Committee</p> <p>Members Malcolm McCulloch (<i>Chairman</i>) Roux Marnitz Michael Tollman Keith Vincent*</p> <p>By invitation Corporate Office Management</p>	<p>Overview The committee operates within defined terms of reference as set out in its charter and the authority granted to it by the Board and meets at least twice a year.</p> <p>The Chief Financial Officer, Commercial Director and senior management are also invited to the meeting.</p> <p>The committee assists the Board in reviewing the risk management process and significant risks facing the Group. The committee sets the Group's risk strategy in liaison with the executive directors and senior management. In doing so, it makes use of generally recognised risk management and internal control models and frameworks in order to maintain a sound system of risk management and internal control as described later in this report.</p>
<p>Safety Review Board</p> <p>Members Roux Marnitz (<i>Chairman</i>) Derek de la Harpe* Russel Friedman Richard van der Wel</p> <p>By invitation Brian Cartwright Ian du Rand Regional Management</p>	<p>Overview The Safety Review Board was established in January 2012 and operates within defined terms of reference as set out in its charter and the authority granted to it by the Risk Committee to assist that committee with its duties relating to safety and associated risks.</p> <p>The Safety Review Board is responsible for overseeing overall Group systems with respect to accident prevention and emergency response.</p> <p>The meeting is also attended by the Group's Flight Operations and Safety Officers who provide a monthly report.</p>
<p>Social, Ethics and Sustainability Committee</p> <p>Members Jochen Zeitz (<i>Chairman</i>) Derek de la Harpe* Dr Holly Dublin (<i>External Advisor</i>) John Hunt Chris Roche</p> <p>By invitation Corporate Office Management</p>	<p>Overview The committee operates within defined terms of reference as set out in its charter and the authority granted to it by the Board.</p> <p>The South African Companies Act requires the Company to have a Social and Ethics Committee. In March 2015, after consideration of the mandates of the existing committees, it was agreed to widen the mandate of the existing Sustainability Committee and to rename it the Social, Ethics and Sustainability (SES) Committee. This process necessitated amendment to the mandates of the following existing committees:</p> <ul style="list-style-type: none"> • Audit; • Remuneration and Nomination; and • Sustainability. <p>The report of the Social, Ethics and Sustainability committee is included on page 116.</p>

Note:

* In compliance with the principle of King IV that executive directors shall not serve on Board committees, the executive directors may attend these committees by invitation in the future.

Board and committee meetings

A minimum of four Board meetings are scheduled each financial year to consider strategic and key issues, financial matters, operational performance and any specific proposals for capital expenditure and investment, where applicable. Additional meetings are convened on an ad hoc basis to consider extraordinary items of importance which may require urgent attention.

Independence of directors

The independence of directors is overseen annually by the Board, following an analysis of the circumstances of independent non-executive directors.

Malcolm McCulloch holds 4.6% of the shares of the Company and this is a significant investment for him. Therefore, in terms of King III he is not classified an independent director. He presently serves as Chairman of the Audit Committee and also as a member of the Remuneration and Nominations Committee. This is contrary to the recommendations of King III which suggests that all members of both these committees should be independent. The Board believes that Mr McCulloch brings valuable expertise, experience (both inside and outside the Wilderness group) and skills to the Company and that his equity stake is not sufficient to exercise undue influence on the affairs of the Company.

Board evaluation

The Board is currently planning an external assessment of board and sub-committee composition and independence to enable it to better position and structure itself and in future to comply with the principles of King IV, and to establish a more effective, transparent, responsible and accountable Board to lead the Group.

Newly appointed directors

In terms of the Company's constitution, new directors may only hold office until the next annual general meeting, at which time they are required to retire and offer themselves for re-election. No

new appointments were made during the current financial year.

Rotation of directors

Under the Company's constitution, a third of the directors retire by rotation each year and are eligible for re-election by shareholders at the annual general meeting. The Remuneration and Nomination Committee, having concluded its assessment, recommends the re-election of the retiring directors Michael Tollman, John Hunt and Marcus ter Haar. These retiring directors are eligible and have offered themselves for re-election at the coming annual general meeting.

Retirement

There is no set retirement age for executive and non-executive directors. The period in office is reviewed on an individual basis by the Board on the recommendation of the Remuneration and Nomination Committee.

Induction of directors

New directors are provided with an induction programme and materials which deal with directors' fiduciary duties and introduce the directors to the concept of the 4Cs platform. The Board believes that sustainable business practices in the dimensions of Commerce, Community, Culture and Conservation form the sustainability platform for the business. The 4Cs sustainability platform is discussed on page 30 of this report.

Director training and development

All directors are expected to keep abreast of changes and trends in the business and in the Group's environments and markets. Board meetings are held at site at least once a year to familiarise the directors with the operational and environmental aspects of the business. Training programmes on directors' duties and corporate governance are available to the directors on request.

Conflicts of interest

On a quarterly basis, the Company actively solicits from its directors details regarding their external shareholdings

and directorships which potentially could create conflicts of interest while they serve as directors on the Wilderness Board. The declarations received by the directors are scrutinised by both the Chairman and the Group Company Secretary and are tabled at the beginning of each quarterly Board meeting. Where a conflict arises, directors are required to recuse themselves from the discussions. As far as possible, the Company requires directors to avoid any potential conflicts of interest.

Share dealings

The Company has a share dealing policy to regulate dealings by its directors and applicable employees in the Company's shares.

No Group director or employee may deal, directly or indirectly, in the Company's shares on the basis of previously unpublished, price-sensitive information and during certain "closed periods". The closed periods include the periods between the Company's interim and financial year-end reporting times and the dates on which the relevant results are published, and any time when the Company is trading under a cautionary announcement.

Accountability and control

The Board recognises its responsibility to retain full and effective control over the Group to ensure sustainable growth and to act in the best interests of the Group and its stakeholders. The Risk Committee and Safety Review Board are dedicated to monitoring the risk management process and reporting to it on the likelihood and impact of risks materialising, as well as mitigation initiatives and their effectiveness.

Furthermore, to enable the directors to meet their responsibilities, management sets standards and implements systems of internal control aimed at reducing the risk of error, fraud or loss in a cost-effective manner. These controls include the proper delegation of responsibilities within a clearly defined framework, effective accounting procedures and adequate segregation of duties. The controls are independently monitored

throughout the Group. All employees are required to maintain the highest ethical standards in ensuring that the Group's business practices are conducted in a manner which is in all reasonable circumstances beyond reproach.

The directors are of the opinion that the internal accounting controls are adequate, so that the financial records may be relied on for preparing the financial statements and maintaining accountability for assets and liabilities.

This opinion is based on the information and explanations given by management and the auditors, and on comments by the auditors and the results of their audit.

Directors' responsibility for the annual financial statements

The directors accept ultimate responsibility for the preparation of the financial statements and related financial information that fairly represents the state of affairs and the results of the Group.

The annual financial statements as set out in this report have been prepared in conformity with International Financial Reporting Standards and are based on appropriate accounting policies which have been consistently applied and are supported by reasonable and prudent judgements and estimates.

Risk management

The Board has established a framework to review all strategic risks impacting the Group. The major risks facing the Group have been identified and, where feasible, mitigating strategies have been implemented. This process is overseen by the Risk Committee. These risks have been assessed taking into account the severity of the impact on the Group's business if such identified risks were to come to fruition. Some of the key risks that are identified, monitored and, to the extent feasible, managed are:

- Security of tenure and delays in the renewal of certain key leases in Botswana;
- Zimbabwe indigenisation regulations;
- Exchange rate volatility;
- Board effectiveness;

- Political and/or economic instability in source markets;
- Local health issues;
- Local climatic or environmental issues;
- More restrictive policies and/or regulation in the countries where the Group has lease concessions; and
- Maintaining service offering.

The most significant risks have recently been reviewed and incorporated into the Group Risk Register.

The Board is satisfied with the process of identifying, monitoring and managing significant risks as well as with the internal controls and systems that are in place to manage the identified risk and measure the impact thereof. Accordingly, the Board does not believe it is necessary to appoint a Chief Risk Officer, as recommended by King III.

Internal audit

Internal Audit is an independent appraisal function which examines and evaluates the activities and the appropriateness of the systems of internal control, risk management and governance. Internal Audit operates within the authority granted to it by the Audit Committee and the Board.

A risk register process has been completed with an emphasis on high-risk areas. The register is kept updated and reported on to the Risk Committee at each meeting. The internal audit function is performed in-house and its activities are informed by the Risk Register and the internal controls identified therein. The Audit Committee oversees the activities of Internal Audit.

Management reporting

The Group has established management reporting disciplines which include the preparation of forecasts by operating entities. Monthly results and the financial status of operating entities are reported against prior periods. Profit projections and cash flow forecasts are reviewed regularly, while working capital, borrowing facilities and bank covenant compliance are monitored on an ongoing basis.

Organisational integrity and ethics

The Group operates on the basis of decentralised management across several countries. All employees are required to maintain the highest ethical standards in ensuring that the Group's business practices are conducted in a manner that, in all circumstances, is above reproach. The directors believe that the required ethical standards have been met during the year under review.

The Company has implemented an 'ethics hotline' to enable employees to report instances of corruption, fraud and other forms of unethical behaviour. This service is managed by Deloitte's Tip-Offs Anonymous where absolute anonymity is guaranteed. The Social, Ethics and Sustainability Committee reviews all reported incidences of corruption, fraud and other forms of unethical behaviour. The hotline is available in our major centres in Botswana, Namibia, South Africa, Zambia and Zimbabwe.

Group Legal Counsel

The Company has appointed a Group Legal Counsel as additional resource to the directors. The Group Legal Counsel advises the Board, the Executive Committee and all other Corporate Office Management on various commercial and legal aspects of the business.

The Group Legal Counsel, in conjunction with the Group Company Secretary, monitors and manages compliance.

Company Secretary

The Group operates in seven countries and Company Secretaries are appointed in each country to ensure all national statutory requirements are adhered to. The Group Company Secretary is responsible for providing guidance to the Chairman and directors, both individually and collectively, on their duties, responsibilities and powers. The Group Company Secretary advises on corporate governance as well as compliance with legislation and the BSE and JSE Listings Requirements. Through this office, the Group Company Secretary is responsible for facilitating the distribution of information in a timely manner. This information includes items such as agenda items for Board

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meetings, corporate announcements, investor communication and any other developments which may affect the Group. The Board is of the view that the Group Company Secretary has the requisite qualifications and expertise.

All directors have access to the advice of the Group Legal Counsel and Group Company Secretary and, through the office of the Group Legal Counsel, to

independent professional advice at the Company's expense.

Bame Tumiso resigned in November 2016 and the role was taken over by Desert Secretarial Services in January 2017.

Going concern

The directors' assessment on the Group as a going concern is set out on page 120.

Attendance at Board and committee meetings

For ease of reference, the attendance, independence, classification and length of service of directors has been consolidated in the table below:

	Years' service (rounded to the nearest year)	Board meeting attendance	Audit Committee		Investment Committee		
			Member	Attendance	Member	Attendance	
Independent non-executive directors							
J Hunt	7	2/3					
R Marnitz	7	3/3					
M ter Haar	7	2/3	✓	1/3	✓	1/1	
M Tollman	7	2/3	✓	2/3			
J Zeitz	7	3/3			✓	1/1	
Non-independent directors							
M McCulloch	12	3/3	✓	3/3	✓	1/1	
P Tafa	7	1/3					
G Tollman	7	2/3			✓	1/1	
C Vinsonneau	2	2/3			✓	1/1	
Executive directors							
A Azoulay	4	3/3					
D de la Harpe	7	3/3			✓	1/1	
K Vincent	12	3/3					
Other							
H Dublin	N/A						
R Friedman	N/A						
C Roche	N/A						
R van der Wel	N/A						

Remuneration and Nomination Committee		Risk Committee		Safety Review Board		Social, Ethics and Sustainability Committee	
Member	Attendance	Member	Attendance	Member	Attendance	Member	Attendance
✓	3/4					✓	3/3
✓	3/4	✓	3/3	✓	3/3		
✓	3/4	✓	2/3			✓	3/3
✓	4/4	✓	3/3				
		✓	3/3	✓	3/3	✓	3/3
				✓	3/3	✓	2/3
				✓	3/3	✓	2/3

Report of the Audit Committee

The committee is pleased to present its report for the financial year ended 28 February 2017. The report is presented in accordance with the recommendations contained in King III. The committee operates within defined terms of reference as set out in its charter and the authority granted to it by the Board.

Pre-approved permissible non-audit services performed by the external auditors include taxation and due diligence services. Prohibited non-audit services include valuation and accounting work where their independence might be compromised by later auditing their own work. The Audit Committee ensures that there is appropriate independence relating to non-audit services provided by the external auditors, in accordance with the Group-approved policy.

Contrary to King III, the Audit Committee recommends the approval of the integrated report to the Board in so far as it relates to its activities. These include the details of material matters to be discussed in the report.

During the period under review, the following activities, among others, were carried out:

- Reviewed and commented on the annual financial statements and the accounting policies and ensured that the annual financial statements of the Group comply with all statutory requirements;
- Monitored compliance with accounting standards and legal requirements;
- Reviewed the quality and effectiveness of the external audit process, the external auditors' report to the committee and management's responses;
- Reviewed interim reports, results announcements and other releases of price-sensitive information;
- Reviewed significant judgements and/or unadjusted differences resulting from the audit, as well as any reporting decisions made;
- Recommended the re-appointment of Deloitte & Touche, F Els and C Naidoo as the registered independent auditors:
 - Set the terms of Deloitte & Touche's engagement;
 - Determined the fees to be paid to Deloitte & Touche and ensured that the fees are fair and equitable; and
 - Maintained a non-audit services policy which determines the nature and extent of any non-audit services that Deloitte & Touche may provide to the Group;
- Ensured that the Group's existing combined assurance model addresses the significant risks facing the Group;
- Formed an integral component of the risk management process and, amongst others, monitored:
 - Financial reporting risks;
 - Internal financial controls;
 - Fraud risks as they relate to financial reporting; and
 - Information technology (IT) risks as they relate to financial reporting;
- Played an oversight role in respect of the internal audit function to ensure its effectiveness;
- Reviewed developments in corporate governance and best practice and considered their impact and implications on the Group, and in particular ensured that the principles of King III are embedded throughout the Group;
- Satisfied itself that the Chief Financial Officer is appropriately qualified and experienced to fulfil his role and that the finance function is suitably resourced and skilled to carry out its obligations; and
- Reviewed the text of various reports, including the going concern statement, corporate governance report and directors' report for inclusion in the integrated annual report for the year ended 28 February 2017.

Annual financial statements

The Audit Committee has evaluated the consolidated annual financial statements for the year ended 28 February 2017 and ensured that they comply, in all material aspects, with the requirements of the Companies Act and appropriate International Financial Reporting Standards. The committee has, therefore, recommended the annual financial statements for approval to the Board. The Board has subsequently approved the financial statements, which will be open for discussion at the forthcoming annual general meeting.

Conclusion on fulfilment of duties and obligations

Given the above, the committee is of the opinion that it has appropriately addressed its key responsibilities in respect of:

- Internal control;
- Financial accounting control;
- Selected stakeholder reporting that relates to the Audit Committee; and
- Statutory and regulatory requirements.

The Chairman of the Audit Committee will be available at the annual general meeting to answer queries about the work of the committee.



Malcolm McCulloch
Chairman

Report of the Remuneration and Nomination Committee

The committee is pleased to present its report for the financial year ended 28 February 2017. This report sets out the Group's remuneration philosophy and recommendations in accordance with King III. The report and the recommendations of the Remuneration and Nomination Committee will be submitted to shareholders for consideration at the annual general meeting.

Remuneration philosophy

The remuneration philosophy applies to all Group operations. It is the Group's philosophy to:

- Appropriately compensate employees for the services they provide the Company;
- Attract and retain employees with skills required to effectively manage the operations and growth of the business; and
- Motivate employees to perform in the best interests of the Company and its stakeholders.

Remuneration levels are positioned relative to other comparable organisations, the current economic environment, and individuals' personal performance and the Company's business model. Remuneration comprises elements of fixed remuneration and performance-based (at-risk) remuneration.

Remuneration structure

The mix of fixed-to-variable remuneration, including the mix of short- and long-term incentives, differs depending on the level of the employee. Senior executives have a larger proportion of their total remuneration subject to variable performance of the Group.

The components of the remuneration structure are detailed below:

Fixed	Variable	
Remuneration	Short-term incentive (STI) – annual	Long-term incentive (LTI) – three to five years
<ul style="list-style-type: none"> • Salary • Employee benefits • Retirement funding 	One of the following: <ul style="list-style-type: none"> • Annual bonus – cash payment of a thirteenth cheque or thereabouts, subject to individual and Company performance • Travel Shop performance-based incentive scheme cash payment dependent on EBITDA targets • Executive incentive scheme – a cash payment dependent on level of cash earnings growth achieved by the Company and individual performance 	Wilderness Group 2011 Share Plan: <ul style="list-style-type: none"> • Share appreciation rights • Performance shares

Remuneration

The basic element of remuneration is a base salary that is required to attract and retain a given set of skills, competencies and experience.

Employee benefits and retirement funding

Other components of reward are given to certain employees. These are subject to local competitive practice and legislation. The Company provides, where appropriate, through third parties, additional elements of compensation:

- Life insurance, comprising a fixed amount or multiple of fixed remuneration;
- Disability insurance, comprising an amount to partially replace lost compensation during the period of medical incapacity or disability;
- Medical benefits, providing reimbursement of supplemental or primary medical expenses including hospitalisation, facility doctor or emergency room visits, prescription medication and dental expenses. These plans include annual limits and involve employees cost sharing to promote efficient purchasing; and
- Retirement savings, comprising full or partially matched (with employee) contributions towards retirement savings, subject to local competitive practice and legislation.

Short-term incentives (STI)

Employees have an element of STI-based remuneration, comprising one of the following:

- **Annual bonus:** An annual bonus is payable at the discretion of the Company and provides rewards based on a combination of individual and Company performance relative to targets set at the beginning of each year. Employees who qualify for an annual bonus do not qualify for the Travel Shop performance-based incentive scheme, or Executive Incentive Scheme.
- **Travel Shop performance-based incentive scheme:** For the year under review, all Travel Shop employees have individual scorecards with performance measures that are aligned with the Travel Shop budget and strategy. The performance measures are split into team (60%)

and individual (40%) measures.

The individual must achieve 20/40 for their individual performance measure to qualify for the individual and/or team incentive award. The incentive award is determined by the performance score gained through a performance review process. Awards will only be made if the Travel Shop has attained its gross profit budget. High-performing individuals can receive a maximum incentive of three times their monthly salary, creating a salary/incentive ratio of 80/20. Staff who qualify for the Travel Shop performance-based incentive scheme do not qualify for the annual bonus or Executive Incentive Scheme.

- **Executive Incentive Scheme:** The Executive Incentive Scheme is part of the Company's short-term incentive structure and is offered to executive and senior management. The incentive measures qualitative

and quantitative factors on a 40/60 basis. Awards will only be made if the Company achieves a minimum of 12% growth in adjusted EBITDA compared to the prior period. Awards can be further withheld should the individual not achieve the qualitative factors that align values towards the Company's 4Cs philosophy. Once 25% growth in adjusted EBITDA is achieved, the employee can receive the maximum incentive. Achievement of established performance objectives results in the payment of at-risk remuneration of between 20% and 60% of the employee's fixed package. No payment is made if performance does not achieve threshold levels. Staff who qualify for the Executive Incentive Scheme do not qualify for the annual bonus or Travel Shop performance-based incentive scheme.



*Il Moran Camp, Kenya
Situated on the banks of the Mara River, in the heart of the Masai Mara Game Reserve*

Long-term incentive (LTI)

Wilderness Group 2011 Share Plan

Shareholders approved the Wilderness Group Share Plan on 28 March 2011. The Plan forms part of the Company's long-term incentive structure and is designed to reward executive, senior management and key personnel over the long term, being a three- to five-year period. The scheme consists of two methods and employees may be issued both or one type of incentive.

	Share appreciation rights	Performance shares
Method	Conditional right to acquire shares at a future date. Value of the shares acquired is calculated by reference to appreciation in the value of the shares between grant and exercise. Grant price is set by reference to volume weighted average price of shares at least seven to 21 days preceding the date of grant, as determined by the Board. The exercise price is the price on the date of exercise.	Conditional award to receive a specified number of shares at a future date at nil cost.
Vesting period	Three equal tranches on the third, fourth and fifth anniversary of the grant date, subject to continued employment and the satisfaction of Company performance conditions.	Three years from the date of grant. Vesting is subject to continued employment with the Group and the satisfaction of the Company performance conditions.
Exercise period	Commences on the vesting date and expires on the sixth anniversary of the date of grant.	Not applicable.
Participation and award levels	Any salaried employee is eligible to participate at the invitation of the Board. Deemed salaries are applied to determine the allocation quantum. This negates the impact of differing salaries which are attributable to regional influences, qualifications and length of service.	
Performance criteria	As determined by the Board from time to time.	
Termination of employment (No-fault termination)	In the event of a no-fault termination, all rights shall vest and become exercisable and then shall be settled with effect from the date of termination of employment.	In the event of a no-fault termination, all shares shall vest and become available to be settled with effect from the date of termination of employment.
Termination of employment (Fault termination)	In the event of a fault termination, all rights not yet vested shall be cancelled.	In the event of a fault termination, all shares not yet vested shall be cancelled.

The performance conditions for all the awards that have been made to date are:

- **Share appreciation rights:** 10% annual compounded growth in HEPS;
- **Performance shares:**
 - 12% to 15% annual compounded growth in HEPS for 100% targeted number of shares. Performance is measured in year three; and
 - 15% to 20% annual compounded growth in HEPS for 100% to 200% targeted number of shares. Performance measured in year three. Results between 15% and 20% growth per annum are pro-rated.

Report of the Remuneration and Nomination Committee continued

Number of rights and awards granted

	Balance at 1 March 2016	Exercised during the year	Forfeited during the year	Balance at 28 February 2017
Executive directors				
D de la Harpe	992 045	(744 684)	–	247 361
A Azoulay	969 382	(744 684)	–	224 698
Senior management	5 951 745	(4 268 931)	–	1 682 814
Other	7 344 962	(2 373 034)	(825 926)	4 146 002
Total incentive scheme	15 258 134	(8 131 333)	(825 926)	6 300 875

Under the scheme, eligible employees may be awarded performance shares, share appreciation rights, or both. The maximum number of shares attributable to the scheme is 16 170 000. The maximum number of shares that may be acquired by any one participant in the scheme is 0.5% (1 155 000 shares) and in aggregate is 7%.

Movements are as follows:

	Share appreciation rights	Performance shares
At 1 March 2016	7 577 403	7 680 731
Settled in 2017	–	(7 382 797)
Exercised in 2017	(748 536)	–
Forfeited – terminations	(527 992)	(297 934)
At 28 February 2017	6 300 875	–
Subsequent to year end		
Exercised in 2018	(612 212)	–
At 31 May 2017	5 688 663	–

Non-executive directors' remuneration

The remuneration for non-executive directors for the year ended 28 February 2017, as set out below, was approved by shareholders at the Company's annual general meeting on 31 August 2016.

	P'000
Chairman of the Board	480
Deputy Chairman	200
Non-executive directors	100
Chairman of the Audit Committee	50
Chairman of the Investment Committee	50
Chairman of the Remuneration and Nomination Committee	50
Chairman of the Risk Committee	50
Chairman of the Safety Review Board	50
Chairman of the Social, Ethics and Sustainability Committee	50

Executive directors' remuneration

The directors have not entered into fixed service contracts.

Top earners

King III recommends the disclosure of the salaries of the three most highly paid employees other than directors in the Company. We understand that the intention here is to disclose if such salaries are material and of shareholder interest. While Wilderness is committed to the spirit of the recommendation, the Board has decided that it is not necessary, nor in the Company's interests, to disclose such salaries based on the fact that the salaries are influenced by geographical situation and exchange rates. However, it can provide the assurance that such salaries are below those of executive directors and are market-related.

All in Pula	Salaries	Benefits and bonuses	Employee provident and medical aid	Shares/ options	Housing fringe benefit	Total
2017						
Keith Vincent	2 708 298	209 898	–	–	198 000	3 116 195
Derek de la Harpe*	1 812 112	147 125	140 357	2 510 380	300 000	4 909 974
Ami Azoulay*	1 553 338	133 750	292 677	2 498 066	–	4 477 831

* Where directors' emoluments are paid in Rands, the amounts reflected are the values calculated using an average exchange rate of R1.33 to the Pula.

All in Pula	Salaries	Benefits and bonuses	Employee provident and medical aid	Shares/ options	Total
2016					
Keith Vincent	2 422 729	1 461 895	96 204		3 980 828
Derek de la Harpe*	1 625 844	1 131 148	152 493	1 565 409	4 474 894
Ami Azoulay*	1 389 470	927 907	265 298	1 544 710	4 127 385

* Where directors' emoluments are paid in Rands, the amounts reflected are the values calculated using an average exchange rate of R1.29 to the Pula.



Michael Tollman
Chairman

Report of the Social, Ethics and Sustainability Committee



Vumbura Camp, Botswana
Vumbura Plains is part of a community participation plan that brings the benefits of ecotourism to the communities



Ruckomechi
Built on the banks of the Zambezi River



Vumbura Camp, Botswana
Inspiring guests to learn about conservation



Toka Leya Camp, Zambia
Reforestation project



Hoanib Skeleton Coast Camp
Supporting the Namibia Desert Lion Conservation Project

The committee is pleased to present its report for the financial year ended 28 February 2017. The committee operates within defined terms of reference as set out in its charter and the authority granted to it by the Board.

During the period under review, the following activities, among others, were carried out:

- Oversaw the Group's sustainability initiatives with the aim of holistically integrating the 4Cs into the Group's business;
- Oversaw the Group's engagements with neighbouring communities to ensure these are constructive and rewarding to all parties;
- Monitored the implementation of the Group's ethics and anti-corruption policies and obtained satisfaction that these have not been contravened;

- Oversaw the recognition of the Group's major stakeholders and the engagement therewith;
- Approved the Group's new strategy for sustainability and community engagement; and
- Reviewed and recommended to the Board the adoption of the Group's integrated report (other than the financial reports, which are reviewed and recommended for adoption by the Audit Committee).

Jochen Zeitz
Chairman

GRI content index

This report has been prepared in accordance with the GRI Standards: Core option. Please refer to the [online appendices: Table B](#) for the comprehensive GRI index.

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