

Remuneration Policy

APPROVED BY:

The Novus Holdings Remuneration Committee

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1. PURPOSE AND OUTCOME

(This document is prepared in accordance with governance best practice as contained in the King IV Report on Corporate Governance (“King IV”) and complies with legislation including but not limited to the Companies Act 71 of 2008 as amended.)

Novus Holdings’ vision is to become the leading commercial printing and manufacturing operation in Africa, while maintaining the highest ethical standards in its practices and creating long-term value for stakeholders.

The Group will achieve this by:

- Building lasting relationships with business partners.
- Exceeding the needs of clients in terms of quality and service.
- Offering cost-effective product solutions that match market demands.
 - Providing a safe and productive working environment which inspires the workforce to thrive and grow.
 - Supporting communities and driving sustainable socio-economic development.
- Preserving natural resources and ensuring environmentally responsible practices

The remuneration philosophy and policy of Novus Holdings is essential to the Company achieving its strategic vision of gaining a competitive advantage.

The purpose of this document is to set out guiding principles, through an organisation-wide approach, relating to the Company’s remuneration framework and its consistent implementation that is aligned to the strategic direction of the Company.

This document elaborates on each component of remuneration and should be read in conjunction with other applicable policy documents from time to time.

In line with King IV, this policy will be made available on the Novus Holdings website, accessible through the following link: www.novus.holdings/governance.

The outcomes of this policy include:

- attracting and retaining critical talent, capable executives and a skilled workforce;
- motivating and assisting employees to learn and realise their professional goals, improve their performance and ultimately contribute to achieving the Company’s long-term objectives;
- ensuring short-term success and long-term sustainability;
- ensuring that labour costs compare favourably with Novus Holdings’ peers and competitors within the South African labour market and manufacturing industry;
- promoting the achievement of strategic objectives within the Company’s risk appetite;
- promoting an ethical culture and responsible corporate citizenship;
- enhancing internal fairness through consistent, appropriate and responsible remuneration decision-making aligned with the Company’s strategy and values;
- rewarding employees in a manner which is fair, equitable and reflective of both Company and individual performance;
- ensuring internal equity and external competitiveness; and
- promoting positive outcomes across the integrated reporting capitals that the Company uses or affects.

In setting and administering its remuneration policy, the Company is also committed to observing its obligations in terms of the Employment Equity Act 55 of 1998 (as amended) (“the Employment Equity Act”) and the Regulations in terms thereof, specifically the principle of Equal Pay for work of Equal Value.

2. FAIR AND RESPONSIBLE REMUNERATION

Novus Holdings is committed to the concept of fair and responsible remuneration of its executive members and prescribed officers in line with Company and individual performance, market trends and in the context of overall employee remuneration.

The Company employs a workforce of varied skills and qualifications ranging from employees in learnership positions to executives. The remuneration requirements for each skill level and employment type differ insofar as the differentiation is fair and responsible.

Novus Holdings is sensitive to the wage gap between the highest and lowest earners in the Company. Novus Holdings negotiates substantive agreements with sectoral trade unions and bargaining councils in an effort to address the wage gap issue, which agreements are reviewed annually. The Company strives to continuously improve its implementation of a unified job structure within the Group and conducts analyses to determine the underlying reasons for disparities as and when deemed necessary by the remuneration committee.

The remuneration committee looks at a variety of factors, such as ethical and moral considerations, when determining and adjusting the minimum wage and average salaries to ensure that they are set at an appropriate level. Minimum remuneration for the workforce is reviewed annually and applied as is applicable for different sectors in line with the Company's minimum wage policy.

This policy supports the Company's overall human resources strategy, particularly training and skills development (through, for example, the learnership and apprenticeship programmes), and employment equity and diversity. In order to assess internal pay disparities, the Company may take the following actions:

- calculate the Company's internal Gini coefficient to assess the level of income disparity in the Company, as compared to the national (and manufacturing industry's) Gini coefficient; and
- conduct an assessment of pay conditions between employees at the same level / same job (or employees whose work is of equal value) in accordance with the principle of Equal Pay for work of Equal Value within a specific division or business entity to identify and address any unjustifiable income disparities.

The remuneration package for all employees is determined and approved by the respective group executives, after consultation with the CEO and the group executive: human resources in line with a mandate from the remuneration committee. When determining annual increases at executive level, the Company considers the average salary increase levels for middle management and general employees. Executive increases that exceed those for middle management and general employees will only be made where it is necessary to align executive pay packages to the relevant market benchmarks. When reviewing the results of market benchmarking, Novus Holdings will also take into account the fact that any change in the quantum of the guaranteed package of a member of executive management can have a corresponding effect on the size of his or her variable pay package.

In the circumstances where there is a shortage of skilled workers, the Company may identify those critical jobs and adjust remuneration to include an additional premium equal to 10%-15% of the guaranteed package payable for those jobs, in order to attract and retain these skilled workers. As the supply and demand of employees with critical skills are the most important factors influencing differentiations in remuneration, this may result in some remuneration disparities in that employees who work within the same job grade may earn different amounts.

The Company progressively considers and implements initiatives to improve the employment conditions of its general and junior employees. In line with the Company's dedication to fair and responsible remuneration, Novus Holdings may adopt progressive measures to address any identified disparities.

3. TOTAL REMUNERATION PACKAGE

The remuneration policy follows the internationally recognised practice of combining a guaranteed package with STIs and LTIs to construct a competitive remuneration package that aligns employee performance with the achievement of the Company's objectives. The remuneration committee is satisfied that the remuneration package is designed in such a way that avoids over-dependence on its variable components on the part of its employees; and that these variable components do not introduce inappropriate risk to the Company and its long-term objectives.

3.1. Guaranteed package (total cost of employment)

This consists of a base cash salary with compulsory benefits and allowances reflecting individual competence. This amount is subject to performance-based adjustments effective 1 April each year and is reviewed annually. The primary strategic intent behind the guaranteed package is to remunerate for individual skills, considering market positioning and cost of living expenses. It forms the basis of the Company's ability to attract and retain employees.

In approving the guaranteed package levels, the remuneration committee considers industry and market best practice. The remuneration committee ensures that a benchmarking exercise together with a secondary analysis, for instance against the Old Mutual REMchannel® National database or Deloitte Remweb platform, of executive remuneration is conducted regularly. The remuneration committee takes the results of these benchmarking exercises into consideration when determining or adjusting the policy relating to guaranteed package.

In line with the Company's dedication to mitigating the internal wage gap, Novus Holdings will continue to:

- prepare and review the organisation's job profiles to ensure that jobs are appropriately graded. This process requires comprehensive job descriptions and a robust job evaluation system. The benchmarking of remuneration shall consider relevant factors including, but not limited to: job size and complexity, inflation, market conditions, affordability to the company, skills and performance of the job concerned;
- identify peer/comparator companies based on characteristics such as sector, size, operations, geographic location and similarity to Novus Holdings;
- identify sources of data in order to conduct a market benchmarking exercise;
- benchmark salaries on a regular basis in order to remain market related; and
- apply the benchmark results to determine the appropriateness of the proposed salary levels. The results will in turn be used as a guide to competitive pay levels.

3.2. Benefits and allowances

The primary strategic intent of benefits and allowances are to maintain employee wellness and engagement in compliance with legislation and the Company's contractual agreements with its employees. These also form part of Novus Holdings' broader commitment to improving its employee value proposition.

Benefits include membership of a retirement plan (retirement/provident fund), where contributions are made by both the Company and the employee as part of the guaranteed package. Additional benefits include health insurance, risk, disability and death cover.

Apart from discretionary bonuses, salaried employees may structure their total cost of employment package to provide for a 13th cheque (however, this is merely a manner of remuneration structuring and not a performance-based discretionary bonus in addition to total cost of employment).

Allowances and financial assistance are provided by Novus Holdings in the form of car allowances for employees who use their personal vehicles to travel for business purposes, reimbursed travel payments for employees who occasionally need to travel and educational assistance for employees who would like to study further. This list is not exhaustive. These are offered in line with statutory requirements and agreements with employees and form part of the guaranteed package.

3.3. Variable pay

Variable pay refers to both the STI scheme and the LTI schemes. The following section sets out the positive outcomes of the encouraged performance across the capitals that Novus Holdings uses or affects. The Company's capitals are set out in the Group's annual report.

Variable pay scheme	Positive outcomes of encouraged performance
STI	<i><u>Financial</u>: an increase in financial capital due to the Company's profitability which further drives capital appreciation on the investments made by the Company's shareholders.</i>
	<i><u>Intellectual</u>: drives employees to improve their skills to ultimately increase intellectual capital across the organisation.</i>
	<i><u>Manufactured</u>: encourages an increase in optimisation and efficiency initiatives amongst employees.</i>
	<i><u>Human</u>: improves the understanding of the industry amongst employees and increases human capital through investment in employees, business leadership, succession planning, Broad-based Black Economic Empowerment ("B-BBEE") initiatives and employee training.</i>
	<i><u>Social and Relationship</u>: encourages initiatives to empower employees and the community wherein the Company operates.</i>
	<i><u>Natural</u>: increases awareness for the environment and waste reduction on an organisation-wide basis.</i>
LTI	<i><u>Financial</u>: drives the increase in the value of the shares over a significant period of time.</i>
	<i><u>Intellectual</u>: drives development of critical skills employees and technology application in the Company.</i>
	<i><u>Manufactured</u>: increases manufacturing capital and drives continued expansion of operations for entry into new markets.</i>
	<i><u>Human</u>: encourages members of executive management to ensure ongoing transformation in the Company.</i>
	<i><u>Social and Relationship</u>: drives expansion of client networks, suppliers, business partners and service providers.</i>
	<i><u>Natural</u>: encourages continuous efforts to increase environmental awareness and waste reduction on an organisation-wide basis.</i>

3.3.1. Short-term incentive

The purpose of the Novus Holdings STI is to create a culture of performance and to sustainably reward employees for performance at the Company, division, team and individual levels. The Company awards STIs as performance-based bonuses and incentives at executive, senior management and management on a D3 and higher Paterson grade, as well as selected line management and specialists (at the discretion of the CEO) to instil an entrepreneurial culture since at these levels, a direct contribution to the achievement of strategic objectives of the Company can be measured. The implementation of the scheme is transparent, objective and measurable as it is thoroughly communicated in consultation with the affected employees.

The bonus pools take the top down approach. For divisional executives, Company and divisional performance are also considered. Additionally, growth in Earnings before Interest and Tax (EBIT) and individual performance scores influence the quantum of the bonus payments. STI payments made are subject to clawback and malus.

On-target earning potential for STI

The on-target STIs are set out below:

<i>Position</i>	<i>Maximum STI on-target earning potential</i>
<i>CEO</i>	<i>42.5% of package</i>
<i>Executives</i>	<i>22.5% of package</i>
<i>Senior management</i>	<i>17.5% of package</i>
<i>Management and specialists</i>	<i>10% of package</i>

Performance score

STI payments are dependent on the achievement of targeted levels of performance. The applicable target is based on an amount exceeding the budgeted EBIT. Where a participant is required to focus on both overall Company and divisional performance, a portion of the bonus will be drawn from the Company and divisional bonus pools. The CEO is responsible for determining this allocation based on the participants' roles and responsibilities and the need to encourage a team-based culture within the Company.

The threshold performance level for the STI is set at 85% (0% bonus pool) of the target, with linear vesting from 85% to 100% of target (100% bonus pool at achieving target) and at 117,8% of target for outperformance (150% stretch bonus pool).

The objective of the STI is to drive performance to exceed target and not just achieve it. On exceeding the target, 20% of the beyond target figure is added to the on-target bonus pool. At 117,8% of target, the bonus pool grows to 150%.

The final STI amounts are dependent on the quantum of the bonus pool available and adjustments based on relative performance scores may occur as determined by the remuneration committee.

A participants' share in the beyond target bonus pool is based on his or her evaluation scorecard as set out below:

<i>Individual Performance score</i>	<i>Modifier applied to on-target earning potential</i>
<i>100% (outstanding)</i>	<i>150%</i>
<i>90% (exceeds expectations)</i>	<i>125%</i>
<i>80% (meets material expectations)</i>	<i>100%</i>
<i>70% (meets some expectations, with development)</i>	<i>50%</i>
<i>Below 70%</i>	<i>0%</i>

Beyond target bonus payments will only be applicable if both the division and Group has achieved the target.

Employment equity and skills development, working capital, cash flow management and/or productivity targets may be included in the participants' individual balanced scorecards.

Discretionary, production, second tier and other bonuses

Employees who are participants in the STI scheme are not entitled to any discretionary bonuses. Other employees in management positions who do not participate in the STI and who perform above and beyond their responsibilities may be awarded a discretionary bonus after nomination by executives for the CEO's approval. This is an *ad hoc* bonus which is not contractually agreed upon. Performance conditions for discretionary bonuses (where applicable) are determined by the remuneration committee.

Employees in production positions who do not participate in the STI and who make a major contribution to production efficiency may receive recognition bonuses subject to the CEO's approval.

Both discretionary and ad hoc bonuses are limited to the value of a 13th cheque only. Pro-rata calculations will be applied for new employees.

Second-tier incentives are comparable to a commission structure (subject to a maximum level) and are used to reward sales, marketing, and business development executives for generating profitable business. They are proposed to the remuneration committee by the CEO. These bonuses are considered against the participants' guaranteed package and variable remuneration awards received (if any). Performance conditions to qualify for secondary incentives are finalised by the remuneration committee each year.

Wage employees may receive a bonus at the end of the year as determined by substantive negotiations with organised labour.

3.3.2. Long-term incentive

The purpose of the Novus Holdings LTI is to promote entrepreneurial flair and create a culture of long-term performance and ownership in the Company. Its strategic intent is also focused mainly on retention and wealth creation.

The Company's LTI scheme is a share-based scheme which currently consists of awards made in terms of the Novus Holdings Share Trust Deed. The vesting of such awards is subject to continued employment with the Group. This LTI is applicable to executive directors, senior management and professional employees within the Company.

Novus Holdings implemented a Share Appreciation Rights (“SAR”) scheme and a Restricted Share Plan (“RSP”) from the 2017 financial year onwards. The SAR was implemented to negate the dilutive effect of awarding share options in isolation (whilst driving share price growth). The RSP allows key employees with critical and scarce skills to have a right over actual shares in Novus Holdings which provides alignment with shareholders and serves as a retention mechanism.

The overall dilution limit is 5% of issued share capital. The dilution limit for individuals is 1%.

Novus Holdings Limited Share Options

This mechanism gives designated employees the means to own shares in the Company. Shares are held in the Novus Holdings Trust on behalf of employees subject to the lapse of a certain period of time, after which employees may exercise their options, pay for and take delivery of the shares.

Participants may pay for their option shares at any time after acceptance of the option, but the shares will only be released and delivered to participants as follows:

- after three years from the option date – limited to one third;
- after four years from the option date – limited to two thirds; and
- after five years from the option date – the balance or all the shares.

The participant pays the purchase price as determined on the option date which is based on the market value of the shares on the date on which the options are granted. Once the options are accepted by the participant, they may not be exercised later than the sixth anniversary of the option date, after which they will lapse (subject to the discretion of the trustees of the Novus Holdings Trust).

Repricing or “surrender and re-grant” of share options are not permitted if the option awards are underwater.

SAR

Eligible participants will receive shares equal to the increase in the value of certain number of shares between the award date and the exercise date under this scheme. Vesting of these awards will be subject to continued employment during the employment period and, entrenched in the design of a SAR is a financial performance hurdle, i.e. growth in share price, before any value is realised. Eligible participants include executive directors, executives and senior management.

The number of shares granted is based on the participant’s annual salary, grade, retention and attraction considerations as well as market benchmarks, taking into account the Company’s circumstances at the time (e.g. the affordability of the SAR scheme, retention considerations and the financial performance of the Company).

SARs will vest one third per annum on the third, fourth and fifth anniversary dates from the date of grant. The SARs will automatically lapse if not exercised after vesting and within six years from the date of grant. Rolling awards will be made annually and awards will be made on an *ad hoc* basis based on the necessity to retain talent.

RSP

Eligible participants will be awarded conditional rights over shares on an annual basis. Vesting of these awards is subject to continued employment throughout the employment period, as determined by the remuneration committee. Eligible participants are key employees with critical and scarce skills, excluding all executives of the Company.

The number of conditional shares awarded is based on the participant's annual salary, grade, retention and attraction considerations as well as market benchmarks, considering the company circumstances at the time (e.g. company affordability, retention considerations and scarcity of skills).

RSPs will vest automatically, with one quarter per annum vesting on the first, second, third and fourth anniversary date from the date of grant.

Legacy phantom SAR schemes

No further awards will be made under these schemes. Refer to the remuneration report as contained in the integrated annual report for further details.

Manner of settlement

The rules of the SAR and RSP are flexible in order to allow for settlement in any of the following manners:

- by way of a market purchase of shares;
- use of treasury shares (including, for the avoidance of doubt, shares held from time to time by Novus Holdings Trust);
- issue of shares; and/or
- cash settlement (as a fall-back position only).

The exact method of settlement shall be determined by the remuneration committee in consultation with the trustees of the Novus Holdings Trust in terms of the dilution limits set in the trust deed and the business cycle of the Company.

Participants are not required to give consideration for the grant, vesting and/or exercise in respect of the settlement of the SARs and RSPs. Settlement is for the account and expense of the Company.

Early termination of employment (“termination”)

Employees are either classified as bad leavers or good leavers, which classification affects the outcome of the unvested LTI awards settled on termination of employment.

Bad leavers are employees who terminate employment due to resignation, lawful dismissal on grounds of misconduct, poor performance, dishonest behaviour, fraudulent conduct, abscondment or retirement under circumstances which would otherwise have led to dismissal.

Good leavers are employees who terminate employment due to death, ill-health, permanent disability, redundancy, retrenchment, retirement according to normal retirement age, jurisdictional issues or with approval of the directors prior to normal retirement age, or due to the sale of a subsidiary company.

SAR:

Bad leavers forfeit all unvested awards as well as vested awards to the extent that they are not exercised on the date of termination.

Good leavers may exercise vested awards within a two-month period from date of termination. Unvested awards will vest proportionally, provided that the participant is employed at the Company for twelve months or more. The portion referred to will vest on the date of termination and will reflect the number of months served since the date of grant to the date of termination over the total number of months between the grant date and ordinary lapsing of the options. The remainder of unvested awards will lapse.

If the participant has been employed by the Company for less than twelve months, all rights and awards are forfeited on the date of termination.

RSP:

Bad leavers forfeit all unvested grants.

Good leavers will receive a portion of unvested grants provided that the participant is employed at the Company for twelve months or more. The portion referred to will vest on the date of termination and will reflect the number of months served since the date of grant to the date of termination over the total number of months in the employment period. The remainder of unvested awards will lapse. If the participant is employed by the Company for less than twelve months, all rights and awards are forfeited on date of termination.

Change of control

In the event of change of control, as defined in the LTI scheme rules, of the Company occurring before the vesting date of granted awards, for both SARs and RSPs, a portion of the grant will vest as follows:

- the portion referred to will vest as determined by the Novus Holdings Trust and the remuneration committee after calculating the number of complete months served since the date of grant to the change of control date, over the total number of months in the period applicable to the vesting of the awards before it lapses.
- the portion of the grant which does not vest as a result of the change of control will, except on the termination of the awards, continue to be subject to the terms of the letter of grant, unless the trustees of the Novus Holdings Trust and the remuneration committee decide otherwise.

4. RISK ADJUSTMENT – CLAWBACK AND MALUS TRIGGERS

In keeping with accepted standards in corporate governance, the remuneration committee may take action to adjust (malus) or recover (clawback) vested or unvested 'at risk' remuneration, where there is reasonable evidence that an employee has materially contributed to, or been materially responsible for, conduct that is in breach of the Code of Business Ethics or Disciplinary Code of Novus Holdings, such as but not limited to:

- Personally, acting fraudulently or dishonestly or in a manner that adversely affects the company's reputation;
- Behaviour or activities which are considered to be gross misconduct as a result of any appropriate internal and/or external investigations of the employee;
- Directing an employee, contractor or advisor to act fraudulently, dishonestly or to undertake other misconduct;
- Breaching their material obligations to Novus Holdings through error, omission or negligence;
- Receiving an STI or LTI award because of fraud, dishonesty or a breach of obligation committed by another person; and/or
- Receiving an STI or LTI award because of an error in the calculation of a performance metric.

Novus Holdings reserves the right to re-calculate incentive benefits paid to one or more members of the management team within a period of three financial years from the date upon which the audited annual financial results are restated. Novus Holdings further reserves the right and shall be entitled to recover the pre-tax value of any incentive benefits paid in excess of the amount payable because of any restatement of the audited financial results in the circumstances set out above. Clawback and malus do not apply in the case of restatement of financial results caused by a change in applicable accounting standards or interpretations.

Examples of a breach of material obligations by an Executive that could trigger the clawback and malus clause may include:

- A material misstatement in the accounts of the Group for the years relevant to an unvested or unpaid award; or

- Conduct exposing Novus Holdings to potential reputational damage or legal action that is otherwise in breach of the Code of Business Ethics or Disciplinary Code.

Employees should refer to the Company's remuneration strategy, reward principles and STI policy (where applicable) for detail regarding the reward strategy for executives and manager within Novus Holdings. The STI scheme is subject to annual review by the remuneration committee, depending on changes to the Company's objectives and strategy.

5. PERFORMANCE MANAGEMENT

Performance management is in line with the business strategy and the management of overall remuneration and it is essential that all employees are involved in the performance review process. Interim on the job feedback is provided to employees throughout the year, but formal feedback (in accordance with performance contracts) is provided annually to employees.

6. JOB GRADING

Novus Holdings uses the Paterson grading system and all positions have detailed descriptions. Job grades are not communicated to employees as they are simply used as a guide and internal tool to manage internal equity and to define potential career paths within a specific domain. When applicable and after establishing benchmark grades for jobs, job profiles are updated, and jobs are re-graded.

7. CAREER PLANNING AND SUCCESSION PLANNING

The Company recognises the importance of career development for its employees. Through consultation with employees, development needs are identified and where appropriate, training and other relevant plans are put in place.

The Company recognises the importance of succession planning and the need to employ talented individuals in the Company. There is no automatic right to a job for any employee and where vacancies exist, all employees are permitted to apply for the position on the basis that they have the correct skills and qualifications required for the role.

8. EXECUTIVE CONTRACTS

- Executive directors are normally appointed on permanent employment contracts. In exceptional circumstances executive directors may be appointed on fixed-term contracts.
- The executives are not under any contractual restraints of trade. The remuneration committee may, at its discretion, negotiate a restraint of trade or a lump sum payment as part of an ongoing executive's mutual separation agreement if it is beneficial to the Company.
- The standard notice period for executives is one month and executive directors three months.
- Novus Holdings has no agreements in place that provide for *ex gratia* or other lump sum payments to executives on severance, retirement or change of control. There is no waiver of performance conditions for incentive schemes in the event of a change of control; however, subject to remuneration committee discretion, the unvested LTIs and STIs may be paid to participants on a pro rata basis relative to the period of time served.

9. REMUNERATION COMMITTEE

In line with King IV, the remuneration committee is appointed by the Board of Directors as a subcommittee and has delegated authority, in accordance with its terms of reference which the board reviews annually.

The remuneration committee is established to ensure that remuneration practices support the strategic vision of the Company, and to set the direction for how remuneration should be approached and addressed on an organisation-wide basis. Their responsibilities include evaluation, review and decisions-making regarding the Company's remuneration policy and the implementation and execution thereof.

In line with best practice, many of the members are independent non-executive directors. The remuneration committee actively engages with independent advisors to ensure that all matters and decisions relating to remuneration are in line with best practice.

The remuneration committee determines the remuneration structure affecting all employees of the Company on an organisation-wide basis and makes its recommendations to the executive committee in line with the objectives of this policy. Recommendations made by the remuneration committee are ultimately approved by the Board and the shareholders. The full duties of the remuneration committee are set out in its terms of reference.

10. NON-EXECUTIVE DIRECTORS

Non-executive directors do not have any service agreements with the Company. They are appointed for an indefinite period and are subject to rotation in line with the Company's memorandum of incorporation.

- Non-executive directors are paid a base fee (retainer) and a committee fee (where applicable). Non-executive directors do not receive fees per meeting attended. This approach of paying a retainer and per committee fees is in line with emerging best practice at listed companies.
- Non-executive director fees reflect the responsibilities borne by directors throughout the year. The fee structure is evaluated on a regular basis based on independent non-executive fee surveys and considering the profile or size of the Company.
- Non-executive directors' fees are benchmarked against the market for companies of a similar size in a similar sector, tabled before the Board for approval, and thereafter proposed to shareholders for approval by special resolution at annual general meetings.
- Proposed increases in fees are considered considering general remuneration increase levels (%) across the Company.
- Non-executive directors do not receive any payments linked to Company performance and do not participate in any of the Company's incentive schemes.
- Non-executive directors are reimbursed for reasonable travel and subsistence expenses in line with the reimbursement policy for employees.

11. SHAREHOLDER ENGAGEMENT AND VOTING ON THE REMUNERATION POLICY AND IMPLEMENTATION REPORT

Novus Holdings is committed to building and maintaining a strong relationship with its shareholders based on trust and mutual understanding. Novus Holdings aims to regularly and transparently interact with its shareholders in order to achieve this.

The remuneration committee invites feedback from the shareholders on this policy in order to launch a constructive and open dialogue. The remuneration committee will respond to the shareholders on a regular basis and in good faith to address issues and questions that may arise from time to time.

In line with best practice, the remuneration policy (as may be amended from time to time), together with the implementation report (which forms part of the remuneration report in the Integrated Report), will be tabled for approval by shareholders by means of two non-binding advisory votes at annual general meetings. If 25% or more of the shareholders vote against the remuneration policy or the implementation report respectively, the remuneration committee will take measures to engage proactively with shareholders and ascertain their reasons for dissenting votes. These may include:

- emails, telephone calls, meetings and other methods of communication to the relevant contact person of shareholders, after the annual general meeting concerned (and throughout the financial year), regarding the reasons for the dissenting votes; and
- responses to shareholder queries explaining, in more detail, the components of the remuneration policy that caused concern. Where appropriate, and in the case of legitimate and reasonable concerns, the Board may resolve to amend certain elements of the remuneration policy to align the policy to market norms.

Following this process, the remuneration committee shall disclose, in the background statement of the successive remuneration report, the full shareholder engagement process and responses to legitimate and reasonable objections and concerns.