



HYPROP

Remuneration report

Excerpt from the 2024 Integrated Annual Report

This report is presented in three sections:



Report from the Chairman of the Remuneration Committee (RemCo)

The background and focus areas of RemCo that influenced the remuneration policy and remuneration outcomes in respect of the financial year.



Remuneration philosophy and policy

Our primary governance tool for the management of remuneration across the Group.



Remuneration Implementation report

The implementation and outcomes of the remuneration policy over the course of the financial year.

Report from the Chairman of RemCo

I am pleased to present Hyprop's remuneration report for FY2024.

FY2024 remained a challenging year with continued high unemployment in South Africa and subdued retail sales across many categories. However, a number of positive factors, including the current suspension of loadshedding since the end of March and the formation of a Government of National Unity following the South African elections held on 29 May, have led to an improving operational environment and a more positive outlook for investors. In Eastern Europe, the geopolitical tensions between Ukraine and Russia remain, creating uncertainty in the markets. Nevertheless, we have seen the stabilisation and improvement of inflation in the markets where we operate.

Our employees, collectively known as HYperformers, have remained resilient and motivated throughout the year and have continued to provide exceptional service to our tenants and shoppers in partnership with our service providers (cleaning, parking, landscaping and security). The Golden Thread and the Hyprop vision of creating a "great place to work" have cemented these relationships and the opportunity for the teams to provide a seamless experience to our customers.

RemCo is accountable to the Board for ensuring the remuneration policy and practices are aligned with Hyprop's vision and strategic objectives. Our approach is performance-based to ensure outcomes are fair, equitable and reasonable, while balancing the needs of all stakeholders. We review our remuneration structure regularly to ensure it is consistent with industry best practice and aim for a trusted and transparent relationship with stakeholders.

We recognise the importance of ensuring RemCo remains abreast of current remuneration practices applicable to the Group. RemCo engaged with an independent consultant to upskill the committee on European remuneration practices and benchmarks, enabling a review of the relevant components of the remuneration policy pertaining to the European teams who have now been integrated into the Group.

Progress during FY2024 and focus areas for FY2025

The key focus areas for the committee and the executive team tend to be multi-year in nature. Progress and future focus can be summarised as follows:

- In 2022 significant amendments were made to the remuneration policy, including implementing the LTIP. This was supported by the implementation of the Minimum Shareholding Requirement Policy and the revision of the Malus and Clawback Policy. RemCo continues to monitor the application of these policies to ensure that they meet the intended strategic outcomes.
- Our pay-for-performance philosophy is applied across the board to total remuneration, ensuring alignment with Hyprop's performance and shareholder value. The executive directors' (CEO, CFO, CIO) performance in particular was appraised in line with this and their annual remuneration was adjusted accordingly.
- Semigration from Gauteng to the Western Cape and emigration from South Africa continue to present key skills retention challenges. We continue to focus on retaining and attracting key talent while carefully managing costs.
- Remuneration for the Hyprop Europe team has been aligned to the Group policy and practices and the RemCo has been upskilled to understand European remuneration practices.
- Following input received from shareholders during our remuneration roadshow, the STI and LTI performance measures and targets for the FY2025 awards were aligned closer to the Group's strategic objectives. Performance measures for FY2025 STIs focus more on financial and operational metrics and less on strategic ones, with the performance measures for LTIs being focused predominantly on financial and strategic measures and less on operational ones.
- The list of peers utilised for performance comparison and benchmarking remuneration for FY2025 was revised and is disclosed in section C of the report.
- The remuneration policy will be updated to comply with the Companies Amendment Bill, once gazetted.

Remuneration consultants

In FY2024, PwC and 21 Century Proprietary Limited assisted RemCo in ensuring remuneration practices are fair and transparent, competitive and affordable. RemCo is satisfied that the remuneration consultants engaged were independent and objective.

Shareholder engagement

The Remuneration report aims to provide shareholders with sufficient information to assess the Group's remuneration policies and their implementation so that they can make informed decisions when voting on the remuneration-related resolutions proposed at the AGM, in terms of section 66(9) of the Companies Act and King IV™.

RemCo also engages with shareholders to discuss remuneration matters as and when needed. This took place most recently in February 2024 for introductory purposes and to attain general feedback regarding the policy and its implementation. There were no major concerns raised by shareholders regarding the policy and its implementation and, where applicable, we have addressed the feedback received by:

- Disclosing in Section C of the report the peers used for comparing performance and for benchmarking executive and non-executive directors' remuneration;
- Undertaking to disclose the WACC for the long-term incentive performance conditions in Section C of the report on future vesting of the relevant awards; and
- Appropriately balancing the executives' performance measures for STI and LTI across strategic, financial and operational metrics.

The applicable remuneration resolutions were approved by shareholders by the following majorities:

	2023	2022
Remuneration policy	81.1%	91.1%
Implementation report	90.7%	83.8%
Non-executive directors' fees	99.6%	99.8%

The following resolutions will be tabled for shareholder approval at the AGM on 28 November 2024, details of which can be found in the AGM notice which is available online at www.hyprop.co.za:

- Non-binding advisory vote on the remuneration policy (Section B of this report);
- Non-binding advisory vote on the implementation report (Section C of this report); and
- Binding vote on non-executive directors' fees.

Should either of the non-binding resolutions receive dissenting votes in excess of 25%, RemCo will embark on formal engagements with dissenting shareholders regarding their dissenting votes; address legitimate and reasonable objections raised; and if required, amend the remuneration policy or clarify and/or adjust the remuneration governance, processes or disclosure.

Composition of RemCo

RemCo comprises three independent non-executive directors. The CEO, CFO and Head of Human Resources attend meetings by invitation but are excluded from any deliberations pertaining to their own remuneration. Please refer to [page 80](#) for details of members' attendance at RemCo meetings.

Confirmation by RemCo

RemCo confirms it is satisfied the remuneration policy and its implementation is fair, transparent and responsible, and compliant with appropriate legislation and recommended practices of King IV™. RemCo further confirms that it has executed its duties over the reporting period, according to its terms of reference and appropriate governance standards.

In closing

I extend my warmest gratitude to the executives and employees for their continual dedication to the Group, and to my colleagues on RemCo and the Board for their support.



Richard Inskip
Chairman of the Remuneration Committee





Remuneration philosophy and policy

Overview and philosophy

Hyprop's remuneration policy adopts a total reward philosophy and promotes the delivery of our strategic objectives, encourages team and individual performance and rewards the role of employees and teams in building long-term sustainable value through fair and balanced remuneration.

The remuneration policy covers employees and non-executive directors. The principles of the Group's remuneration philosophy underpin our employment ethos, and include:

- aligning remuneration policies and practices with the Group's strategy and values;
- attracting, motivating and retaining talented employees to execute the business strategy; and
- aligning remuneration structures to the creation of shareholder value.

Fair and reasonable remuneration

In giving effect to the key principles RemCo seeks to:

- reward employees fairly, reasonably and responsibly for their contribution to achieving the Group's strategic objectives and operating and financial performance;
- identify, investigate and address any remuneration disparities related to, inter alia, race and gender, as soon as is practically possible from the discovery of such situations;
- ensure guaranteed pay is based on the principle of equal pay for work of equal value;
- ensure guaranteed pay for all employees is based on clear role descriptions, which are mapped and aligned to the actual jobs (the Paterson job grading system is applied, with six grades used to define our employee remuneration scales); and
- ensure non-executive directors' fees are fair, transparent, and responsible;
- ensure the executive directors', executive management and senior managements' remuneration is fair and responsible in the context of overall company remuneration (including considering the pay ratios between executives and other staff when determining annual salary increments);
- implement a training plan, considered critical to address skills gaps, remuneration disparities and employee motivation, to create an empowered work environment. This plan includes career mapping for employees across the Group and various training courses are offered.

RemCo regularly reviews the policy to ensure remuneration and employee reward practices remain competitive and fair.

Benchmarking

Competitive remuneration is integral to being an employer of choice.

RemCo sets the remuneration and the TGP of executives by reviewing peer group data of REITs and other property companies of a similar profile listed on the JSE, including total asset value, market capitalisation and revenue. TGP benchmarking for all other employees takes place annually, against median industry norms, and may be adjusted based on a significant shift of an employee's experience, qualifications, responsibilities, and performance. Variable remuneration is similarly benchmarked periodically.

Remuneration may exceed benchmarked median levels to attract, retain and motivate holders of specialised skills or for

employment equity purposes. A remuneration adjustment may be considered if a survey indicates a job grouping is significantly out of line with the comparative benchmark.

Where needed, independent remuneration consultancies (PwC and 21 Century Proprietary Limited) provide market data to assist in remuneration decisions.

Attracting and retaining talent

Our success depends on attracting and retaining talented, experienced, and motivated individuals who will execute our business strategy to achieve our vision. We use both short-term and long-term incentives to achieve this and emphasise a pay for performance philosophy in all elements of remuneration (TGP, STI and LTI).

The dynamic between newly introduced talent and those who are deeply entrenched in the Group creates an environment for innovative thinking and solutions while building corporate intellectual capital. We welcome talented people who bring fresh ideas and increased capabilities. We also believe our low employee turnover of critical and specialised talent offers continuity and aligns performance with our long-term strategic objectives.

The Group strongly believes in continuously developing its employees to grow their careers but also aims for an appropriate balance between internal and external appointments.

Our human resources strategy enhances people practices, such as recruitment, onboarding, training, development and well-being, succession planning, remuneration, benefits, performance management and employee relations, that the Group requires to achieve its strategic goals.

Elements of remuneration

The key elements of our remuneration framework comprise TGP, cash and equity settled short-term and long-term incentives.

The Group's policy is to pay employees a TGP that is close to the median of comparable companies. In addition, the variable compensation elements are set to enable the overall compensation to move towards the upper quartile for outstanding performance.

Our remuneration structure is performance driven with TGP increases guided by individual and Group performance, and key short-term and long-term targets set annually. Greater emphasis is being placed on the ratio of TGP and STI costs to net property income and distributable income to further align employee reward with shareholder returns.

Elements of the current remuneration policy are outlined below:

Total guaranteed package (TGP)

Element	Details
Objectives	<ul style="list-style-type: none"> • Remunerate for individual skills at the prevailing market rate for the role. • Ensure our pay is performance driven. • Ensure our pay is competitive in the industry. • Attract people with the competencies to add value to our business.
Delivery	Monthly cash remuneration and benefit contributions.
Quantum	TGP is benchmarked against industry medians and may be adjusted based on a significant change in an employee's experience, qualifications, responsibilities, and performance. Remuneration may exceed benchmarked levels where required to attract and retain specialised skills or for employment equity purposes.
Salary increases and reviews	Increases and reviews, which take place in circa August of every year, are based on the Group's performance, prevailing/projected inflation, affordability and the performance of the individual employee. Above average increases may be given to high-performers. The increases are aligned to the financial year and effective 1 July. Employees who commence employment with the Group within the last 3 months of the financial year do not qualify for the annual review cycle related to that financial year.
Approval	TGP is approved annually by RemCo based on recommendations from the CEO and human resources department, following a moderated process with the relevant executive and senior management members.
Standard benefits	<p>Standard benefits (subject to local labour laws and practice) which are part of TGP include:</p> <ul style="list-style-type: none"> • Membership of a defined contribution pension fund with death, disability, education and funeral benefits; • Four months partially paid maternity leave (paid at 50% of TGP); • Ten days partially paid paternity leave (paid at 50% of TGP); • Annual leave: <ul style="list-style-type: none"> - 25 annual leave days for Executive Directors - 23 days for Executive and Senior Management - 20 days for Management and key individuals - 18 days for employees below management. • 16 days paid study leave for approved qualifications; • 3 days family responsibility leave per annum; and • 30 days sick leave over a 3-year period.

Short-term incentives (STI) in the form of cash and Deferred awards under the LTIP

Element	Details
Objectives	<ul style="list-style-type: none"> Rewards the achievement of challenging financial, operational and strategic objectives aligned to Group, portfolio, divisional and centre KPDs. Structured to reward collaborative performance across the Group and create a high-performance culture. The business KPDs (Group, portfolio, divisional and centre) ensure that employees and teams focus on the key measures necessary to drive the Group's performance.
Eligibility	STI awards apply to all employee levels.
Operation	<p>Annual performance bonus based on Company and individual performance. The STI policy is based on a bottom-up additive structure. The following formula is used to determine the STI:</p> <p>Executive directors $STI = TGP \times STI \text{ pay-out factor (based on the STI Percentages)} \times \text{Weight of KPDs}$</p> <p>Other employees $STI = TGP \times STI \text{ pay-out factor (based on the STI Percentages for the overall weighted performance score)}$</p>
Delivery	<p>All STIs below a threshold quantum, as determined by RemCo, are settled in cash in October of each year.</p> <p>For STIs above a threshold quantum: Employees in South Africa - a portion of the STI is deferred in the form of Restricted shares in accordance with the LTIP, details of which are set out under the LTIP section below. Employees outside South Africa - a portion of the STI is deferred and is cash settled, subject to increases/decreases based on performance.</p> <p>Deferred awards are settled to a participant immediately, but vest over three years - one third each year on the anniversary of the award date.</p>
Approval	<ul style="list-style-type: none"> STIs are awarded annually at RemCo's discretion. KPDs are set in conjunction with executive directors and approved by RemCo. The results of actual performance against the KPDs are reported to RemCo which approves final STI payments.
STI percentages	The STI percentage of TGP varies depending on employee grade and achieving threshold, target and stretch performance.
Performance measures	<p>STIs are based on the contributions to the growth and development of the business (portfolio, divisional, centre and the Group as well as individual performance). The measures comprise the following:</p> <p>Executive directors 100% Executive director KPDs</p> <p>Executive and senior management 70-90% Blend of Group/divisional/portfolio KPDs 10-30% Individual performance appraisals</p> <p>General managers 60-70% Blend of centre KPDs and individual performance appraisals 15-25% Portfolio KPDs 15% Group KPDs</p> <p>Other employees (below senior management):</p> <ul style="list-style-type: none"> STI awards are determined at a target performance level as a percentage of TGP (with a threshold to stretch range in line with best practice). KPDs and individual performance appraisal weightings are dependent on job grade and role. Exceptional performance may be rewarded with higher incentives, after considering recommendations from executive/senior management and executive directors. Individual performance appraisals are completed annually after performance discussions between employees and their manager. The appraisals assist the manager and employee to build on strengths and identify areas for improvement. <p>All employees participate in the same appraisal process and similar rating criteria. This encourages equality and imposes standard measures of performance across the Group.</p> <p>Exceptional performance by executive directors, executive and senior management may be rewarded at RemCo's discretion.</p>

Short-term incentives

continued

Element	Details
Key performance deliverables	<p>Selecting KPDs for the financial year: KPDs comprise financial, operational and strategic measures.</p> <ul style="list-style-type: none">Some (but not all) of the KPDs may be building blocks for applicable LTPAs.Group, portfolio, centre and divisional KPDs are determined for each financial year. <p>Measuring KPDs</p> <ul style="list-style-type: none">STI computation is based on a combination of business KPDs (Group, divisional, portfolio and centre) and individual performance appraisals. Measurement of each KPD depends on whether it is quantifiable or subjective/discretionary. Quantifiable KPDs are assessed against the threshold, target and stretch parameters defined for such KPDs. Subjective/ discretionary KPDs are assessed against the following 5-point rating scale. <p>1: Unsatisfactory 2: Requires improvement 3: Solid performance 4: Exceeds expectations 5: Exceptional</p> <ul style="list-style-type: none">A 5-point rating scale is also used for individual performance appraisals.Each KPD's outcome is weighted.The weighting between the business KPDs and the individual performance appraisal is dependent on the employee's grade level. The more senior the employee the greater the weighting towards the business KPDs.Progress in achieving KPD targets is continuously tracked, with final evaluations at the end of the financial year.
Conditions of payment	<p>The payment of cash and/or vesting of Deferred awards are subject to the continued employment of the employee at the respective date of payment and vesting.</p> <p>Employees who commence their employment within the last 3 months of the financial year do not participate in the STI cycle related to that financial year. For employees who commence their employment within a financial year and before the last 3 months of the financial year, a pro-rata TGP is used to calculate the STI.</p>

Long-term incentives (LTI) under the LTIP and other LTPAs

The LTIP, which replaced the CUP, was approved by shareholders on 20 July 2022 and applied from FY2023 to employees in South Africa. Salient features of the LTIP are set out below.

Details of pre-existing CUP awards are set out in Section C of the Remuneration Report. These awards will continue under the CUP rules, and we will report the outcomes of these awards as they reach their vesting dates.

Element	Details
Objectives	<ul style="list-style-type: none"> Aligns the interests of employees with those of shareholders and the Group's long-term sustainability. Incentivises performance against key measures aligned to the Group's strategy. Attracts, motivates and retains executive directors, executive management, senior managers and employees with specific core, critical and/or strategic skills.
Nature and delivery	<p>The LTIP is an equity settled share plan and provides for the award of LTPAs and Deferred awards under the STI.</p> <p>LTPAs: Eligible employees are allocated LTPAs of Conditional shares, based on a percentage of their TGP. The vesting of Conditional shares is subject to performance condition(s) measured over a performance period of no less than three years. The Conditional shares are settled to participants following the end of the performance period to the extent that the performance conditions have been met and any other conditions (including continued employment) have been fulfilled.</p> <p>Deferred awards: The Deferred awards apply to eligible employees earning an annual bonus above a threshold quantum, as determined by RemCo. Participants receive a portion of the annual bonus in Restricted shares of equivalent value and have shareholder rights (other than the right to sell the Restricted shares) during the employment period.</p> <p>Restricted shares:</p> <ul style="list-style-type: none"> are settled to a participant immediately, but will only become unrestricted upon vesting, which is subject to continued employment over a specified employment period; and are not subject to performance conditions.
Eligibility	Eligibility for LTPAs is restricted to employees at Paterson Grade D and above (executive directors, executive management, senior management which includes general managers), as well as key individuals with critical and/or strategic skills. Employees are able to nominate a family company or family trust to accept the awards on their behalf.
Use of instrument	<p>In line with the requirements of King IV™, annual awards will be consistent with the Company's remuneration policy to ensure market-related compensation to eligible employees. RemCo has the discretion to determine the quanta of awards, taking into account the seniority and performance of an employee, as well as their total guaranteed pay. Overall affordability will be considered in determining the value of awards to eligible employees.</p> <p>Fault termination If employment terminates by reason of resignation or dismissal, or any other reason not considered as a no fault termination, all unvested LTPAs and Deferred awards shall be forfeited upon the date of termination of employment.</p> <p>No fault termination If employment terminates by reason of retirement, death, disability, redundancy, transferring between companies in the Group or other circumstances as determined by RemCo, a portion of the LTPAs will be pro-rated and accelerated for vesting as at termination of employment. LTPAs are pro-rated for the time served between the award date and date of termination of service, and the extent to which performance conditions have been achieved. The portion of the award which does not vest is forfeited. Unvested Deferred awards/Restricted shares vest in full upon the date of termination of employment and are released to participants.</p>
Performance conditions	The performance conditions applicable to LTPAs are set when awards are allocated (annually) for the ensuing performance period.

Long-term incentives

continued

Element	Details
Plan limits	Company limit The aggregate number of shares which may be allocated under the LTIP may not exceed 17 171 946 shares, which equates to 5% of the number of issued shares at the date of adoption of the LTIP.
	Individual limit The aggregate number of shares which may be allocated to any individual under the LTIP may not exceed 3 434 389 shares, which equates to 1% of the number of issued shares at the date of adoption of the LTIP.
Settlement	Manner of settlement The LTIP rules allow for settlement in either of the following ways: <ul style="list-style-type: none"> • through a market purchase of shares; and • the use of treasury shares.
Change of control	Should the Company undergo a change of control, unvested awards will be treated as follows: <ul style="list-style-type: none"> • Deferred awards and Restricted shares will vest in full and be released; and • LTPAs will vest, pro-rated for time served between the award date and the change of control date, taking into account the extent to which performance conditions have been met.
Awards that do not vest will continue to be subject to their original terms unless RemCo, in its discretion, determines otherwise.	

Full details of the LTIP are available on the Company's website www.hyprop.co.za.

For administrative and/or regulatory reasons it may not always be possible to apply the LTIP to eligible Group employees outside of SA, and a cash settled phantom share plan and Deferred awards, based on the same principles as the LTIP, were implemented for such employees, as follows:

Cash LTPAs

A cash settled phantom share plan, with a performance period of not less than three years. The award of phantom shares is subject to forfeiture if the performance conditions and the employment condition as specified in the award letter are not satisfied.

Cash Deferred awards

A cash settled incentive in terms of which a portion of awardees' annual bonus is deferred for a period of three years subject to the employment condition as specified in the award letter. The incentive amount increases/decreases based on performance and is payable in three equal tranches over the vesting period.

Other remuneration policies

Malus and clawback policy

The malus and clawback policy applies to all senior employees who are granted incentive awards (prior to 1 July 2022 only executive directors and prescribed officers). The provisions of the policy allow the Company to reduce or recoup STI or LTIP awards in the event of fraud or gross negligence by an employee ("trigger events" as defined). Malus applies before awards have vested or been paid to an employee whilst clawback applies for a period of three years from the date awards have vested or payment has been made to an employee.

Minimum shareholding requirement policy

A minimum shareholding requirement policy is in place for executive directors and prescribed officers. The minimum shareholding requirement target (expressed as a number of shares) was determined at 200% of TGP for the CEO and 150% of TGP for other executive directors and prescribed officers on implementation of the minimum shareholding requirement in 2023. The target period to achieve the minimum shareholding requirement is seven years and is monitored on an annual basis by RemCo.

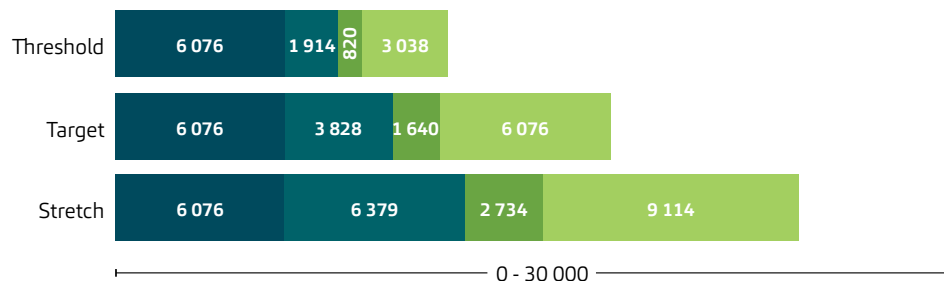
Linking remuneration to strategy and performance

The remuneration of Hyprop's employees, TGP, STIs and LTPAs, are tied to the Group's strategy and performance as detailed in the preceding tables.

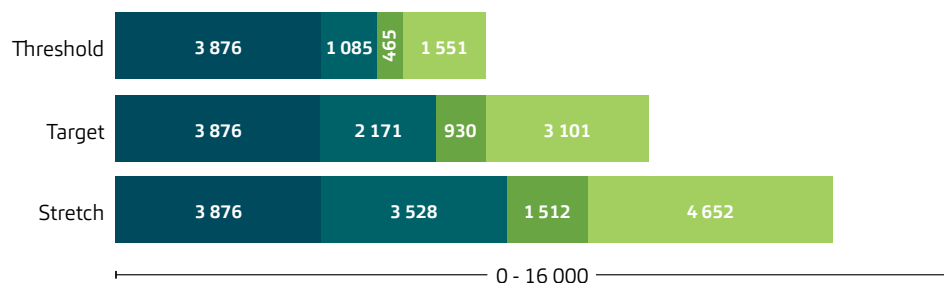
Linking pay to performance

The following graphs illustrate the potential remuneration outcomes for executive directors at threshold, target and stretch levels (the latter solely for outstanding performance) for awards in the 2025 financial year comprising TGP, STI and LTPAs. In the event that the threshold level of performance is not achieved, only the TGP would be payable.

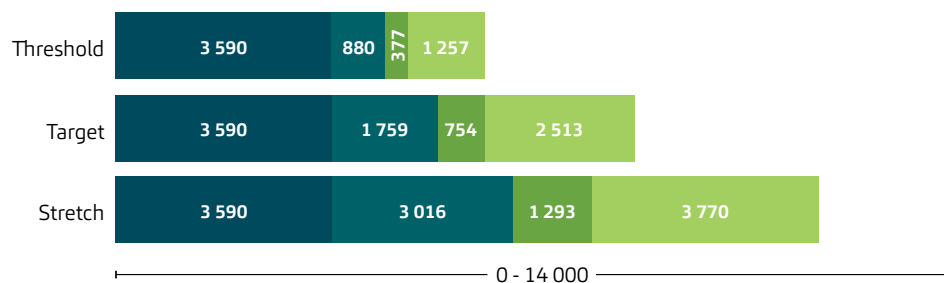
Morné Wilken (CEO)



Brett Till (CFO)



Wilhelm Nauta (CIO)



TGP Cash STI STI/LTIP: Deferred Award LTIP: Long-term Performance Award

Amounts in R'000

Non-executive directors' remuneration policy

Non-executive directors do not have employment contracts with the Company, nor do they participate in any of the Company's incentive plans. There are no contractual arrangements applicable to loss of office.

Non-executive directors are subject to retirement by rotation and may be re-elected by shareholders in accordance with the Company's MOI.

RemCo recommends the level of fees payable to non-executive directors to the Board for final approval by shareholders at the AGM. The fees are benchmarked at the median, against a peer group of JSE listed companies every two years, with CPI adjustments in alternate years.



Remuneration Implementation report

This report deals with the implementation of the Group's remuneration policy and the outcomes over the course of the financial year.

Retaining and attracting talent

Staff retention for 2024 was 88% (2023: 93%) with an average tenure of 8.4 years (2023: 8.7 years).

Retention by staff level - Group			Average tenure (years of service) by staff level - Group		
	2024	2023		2024	2023
Non-executive directors	100%	63%	Non-executive directors	6	5
Executive directors	100%	100%	Executive directors	6	5
Executive management	100%	100%	Executive management	11	9
Senior management	96%	88%	Senior management	10	9
Other employees	87%	93%	Other employees	8	9
Total staff retained	88%	93%	Total staff tenure	8.4	8.7

Total guaranteed package

TGP is the total cost of employment (CTC) package and includes base salary, travel allowance, retirement savings, death, disability and healthcare contributions.

2024 financial year

Salary increases

In determining the increase in TGP RemCo considered:

- the prevailing/projected inflation rate;
- the Group's performance and the affordability of the increased salary cost; and
- market benchmarking data.

South Africa

A CPI related increase was applied, effective 1 July 2023.

Eastern Europe

A CPI related increase, having regard to the continued prevailing high inflation rates at the time, was applied effective 1 July 2023 as follows:

- 4.75% baseline increase; and
- A temporary special monthly allowance of between 3.62% and 3.79% for the period July 2023 to June 2024, considering the average CPI per country. The temporary special allowance did not apply to the executive management team.

Total guaranteed package increases applied	South Africa		Eastern Europe	
	2024	2023	2024	2023
Executive directors	5.0%	5.5% - 6.0%	-	-
Executive management	4.0% - 6.0%	3.0% - 6.0%	0% - 1.5%	0% - 3.5%
Senior management	3.7% - 6.0%	6.0%	4.8%	3.5%
Other employees	3.7% - 6.0%	6.0%	4.8%	3.5%
CPI - South Africa*	4.7%	7.8%	-	-
CPI - Bulgaria*	-	-	8.5%	17.3%
CPI - North Macedonia*	-	-	8.4%	16.0%
CPI - Netherlands*	-	-	4.6%	10.3%
Minimum CTC - Lowest level of permanent employee (per annum)	R133 560	R129 958	R119 494	R117 601

* CPI reflects the indicator in July of each year.

Salary benchmarking

Adjustments to total guaranteed packages were considered and approved for internal promotions and appointments.

Total guaranteed package adjusted - Group (number of employees)	2024	2023
Executive directors	-	-
Executive management	-	-
Senior management	-	1
Other employees	15	22
Total	15	23

TGP paid

	South Africa		Eastern Europe			
	2024 R'000	% change	2023 R'000	2024 R'000	% change	2023 R'000
Total guaranteed package paid						
Executive directors	12 898	5.0%	12 284	-	-	-
Executive management	10 014	5.1%	9 528	12 579	10.0%	11 435
Senior management	34 910	10.4%	31 625	5 417	(26.97%)	7 417
Other employees	88 947	14.2%	77 919	19 560	9.53%	17 858
Total	146 769	11.7%*	131 356	37 556	2.30%	36 710

* The 11.7% increase in the TGP is mainly attributable to the absorption of the SOKO business team and the Table Bay Mall property management team.

Defined contribution pension fund (SA employees - 100% contribution)

At 30 June 2024, 234 (2023: 216) employees were members of the pension fund and R18.4 million (2023: R16.8 million) was contributed to the pension fund during the year. In addition to retirement savings, the fund provides members with life, disability, education and funeral benefits.

Employees in Eastern Europe are entitled to post retirement benefits in accordance with local legislation, primarily through state funded benefit programs.

Parental leave

Hyprop offers four months partially paid maternity leave and 10 days partially paid paternity leave for employees in South Africa. A total of R123 431 (2023: R35 391) was paid to five (2023: three) employees who commenced their leave during the financial year and received a total of 347 days (2023: 245 days) partially paid maternity and paternity leave days.

Employees in Eastern Europe are entitled to parental leave benefits according to local legislation.

Total Guaranteed Package continued

2025 financial year

Salary increases

In determining the increases in TGP RemCo considered:

- the prevailing/projected inflation rate;
- the performance of the individual employee and the Group;
- the affordability of the increased salary cost; and
- employment cost guardrails approved by RemCo.

South Africa

The TGP will be increased by between 3.6% and 6% based on employees' performance (excluding the effect of promotions and other internal appointments), with effect from 1 July 2024.

Eastern Europe

To rebase the TGP due to the historic impact of hyperinflation, the temporary special monthly allowance was discontinued and absorbed into the TGP. A CPI related increase, effective 1 July 2024, of 5% was applied to the rebased TGP.

Short-term incentives

STIs are based on achieving KPDs and employees' individual performance appraisal scores. We measure performance against KPDs designed to direct performance to the achievement of the Group's strategic priorities.

2023 financial year (paid during FY2024)

STIs for FY2023 were paid in October 2023.

RemCo considered the outcome of the performance appraisals conducted and the June 2023 KPD scores when approving the STIs for FY2023.

STIs paid for the year ended (R'000)	South Africa		Eastern Europe	
	2023	2022	2023	2022
Executive directors	10 341	11 632	-	-
Executive management	3 862	4 400	3 441	3 162
Senior management	11 325	11 545	1 739	2 029
Other employees	10 046	10 277	2 986	1 983
Total	35 574	37 854	8 166	7 175

2024 financial year

Key performance deliverables

KPDs for FY2024 were approved by RemCo in July 2023. Actual performance is measured against targets on an ongoing basis with final outcomes communicated to management in September 2024. Where applicable, RemCo applied its discretion in awarding STIs for the executive directors and executive/senior management teams.

STIs in respect of 2024 will be paid in October 2024.

Executive directors' FY2024 KPD performance scores

KPD performance for the executive directors was reviewed against threshold, target and stretch performance levels. These levels were aligned to a 5-point rating scale (1 representing unsatisfactory performance and 5 representing exceptional performance) as follows:

- Threshold - 3 performance rating
- Target - 3.75 performance rating
- Stretch - 5 performance rating

STIs for the 2024 financial year were approved by RemCo based on the results set out in the table below.

2024 Key performance deliverables	Performance target range			Weighting			Performance score					
	Threshold	Target	Stretch	CEO	CFO	CIO	CEO	CFO	CIO			
Group												
Growth in distributable income ("DI")/share. Base DI/Share = DI at 30 June 2023 ÷ Issued shares as at 30 June 2023	10% negative growth in DI/share	5% negative growth in DI/share	0% growth in DI/share	27.50%	27.50%	20.00%	3.21	3.21	3.21			
Maintain the consolidated LTV	Below 42.5%	Below 40%	Below 37.5%	22.50%	22.50%	10.00%	5.00	5.00	5.00			
Revise interest rate hedging policy and steps taken to implement policy	RemCo discretion				10.00%			4.00				
Growth and recycling strategy: Annual Portfolio review/ Recycling of non-core assets/Securing new growth opportunities (SA and Europe) in line with strategy/ Corporate transaction/Other ventures to create growth	Secured transaction, Board/IC approval and implementation started - at least 1 transaction	Secured transaction, Board/IC approval and implementation started - at least 2 transactions	Secured transaction, Board/IC approval and implementation started - at least 3 transactions	20.00%	15.00%	15.00%	3.00	3.00	3.00			
Find Solution for Omni - Channel Strategy/Soko and Nika	Nika implemented and NTER secures additional users	Nika and NTER consolidated	Nika and NTER consolidated and profitable	2.50%			Below Threshold					
European portfolio												
Hystead liquidation and Hyprop Europe structure optimisation	n/a	Implemented	n/a		7.50%			3.75				
South African portfolio												
Redevelopment projects or repurpose space effectively	Completed feasibility, approved by the IC and project started - at least 1 project per region	Completed feasibility, approved by the IC and project started - at least 2 projects per region	Completed feasibility, approved by the IC and project started - at least 3 projects per region	17.50%	12.50%		4.00	4.00				
Sub-Saharan Africa portfolio												
Rent out Game space in Ghana	50% let	75% let	100% let			10.00%			4.00			
Optimise SSA Capital Structure	n/a	Implemented	n/a		5.00%	10.00%		3.75	3.75			
Securing US Dollars in Nigeria	50% of the in-country Naira	75% of the in-country Naira	100% of the in-country Naira			10.00%			3.75			
Secure sales of the SSA assets OR reduce Hyprop exposure to the in-country debt	50% of the exposure	75% of the exposure	100% of the exposure	10.00%		25.00%	3.75		3.75			
STI pay-out range												
CEO	45%	90%	150%									
Other executive directors	35% - 40%	70% - 80%	120% - 130%									
Total STI Pay-out (R)							4 945 312	2 938 763	2 247 441			
Total STI Pay-out % of TGP							85%	80%	66%			
Deferred Award (30% of STI) (R)							1 483 594	881 629	674 232			
Cash STI (R)							3 461 718	2 057 134	1 573 209			

Other employees - individual performance reviews

Individual performance reviews were conducted during July 2024. Discussions were structured to cover work goals achieved, training needs and job performance, and to set goals for the next 12 months. The performance of any employee that required improvement was addressed during the year through consultation, and if required, training.

Individual performance appraisal categories - Group (% of employees)	Performance review score	South Africa		Eastern Europe	
		30 June 2024	30 June 2023	30 June 2024	30 June 2023
Performance requires improvement	1 - 2.99	20%	21%	13%	25%
Performance consistently meets expectations	3 - 3.75	71%	70%	59%	48%
Performance exceeds expectations	3.76 - 5	9%	9%	28%	27%
		100%	100%	100%	100%

Deferred awards

South Africa

Where the FY2024 STI exceeds R1 million, 30% of the total STI will be deferred in the form of Restricted Shares in accordance with the LTIP. Deferred awards will vest one third each year on the anniversary of the award date.

Eastern Europe

Where the FY2024 STI exceeds R1 million equivalent, 30% of the total STI will be a cash settled Deferred award which is subject to increases/decreases based on performance. Deferred awards will vest one third each year on the anniversary of the award date.

Malus and clawback

No trigger events occurred or were discovered during the reporting period and no malus or clawback was applied to any STI awards.

2025 financial year

Key performance deliverables for STIs for the 2025 financial year have been approved by RemCo in the context of the Group strategy and the short-term priorities agreed with the executive directors, as set out in the table below:

2025 Key performance deliverables		Type of measure	Performance target range			Weighting				
			Threshold	Target	Stretch	CEO	CFO	CIO	SA Portfolio	EE Portfolio
Group										
1	Growth in distributable income ("DI")/share. Base DI/Share = DI at 30 June 2024 ÷ Issued shares as at 30 June 2024.	Financial	385 cents/share (4% growth)	396 cents/share (7% growth)	407 cents/share (10% growth)	20.00%	20.00%	17.50%	20.00%	25.00%
2	Interest cover ratio	Financial	More than 2.3 times	More than 2.4 times	More than 2.5 times	17.50%	20.00%	12.50%		
3	Achieve the following score in the 2024 B-BBEE verification for the Procurement element.	Operational	22 points	24 points	26 points				20.00%	
4	Recycle capital	Financial	Secured transaction, Board/IC approval and implementation started - equal to R0.75 billion in gross assets	Secured transaction, Board/IC approval and implementation started - equal to R1.5 billion in gross assets	Secured transaction, Board/IC approval and implementation started - equal to R2.5 billion in gross assets and at least two transactions	25.00%	25.00%	25.00%		
5	Unlock trapped capital in SSA/Lango	Strategic	Based on specific parameters agreed with RemCo but not published due to sensitivity			10.00%	10.00%	30.00%		
South African portfolio										
6	Growth in tenants' turnover (Base: Year ended to 30 June 2024)	Operational	90% of CPI	120% of CPI	140% of CPI				20.00%	
7	Growth in foot count (Base: Year ended to 30 June 2024)	Operational	4% growth	6% growth	10% growth				20.00%	
8	Growth in gross rental income (sum of gross contractual rental income plus turnover rental plus non-lease revenue) excluding recoveries	Operational	Average escalation minus 2%	Average escalation	Average escalation plus 3%				20.00%	
9	Implement a three-year capital expenditure framework model	Operational	Framework designed and implemented at two SA sites	Framework implemented at five SA sites.	Framework implemented at nine SA sites.		12.50%			
10	Rectify/resolve/upgrade/replace/franchise or rightsize anchor tenant stores (based on specific tenants and stores agreed with RemCo but not published due to sensitivity)	Operational	Resolved and implemented on 50% of the stores	Resolved and implemented on 75% of the stores	Resolved and implemented on 100% of the stores	12.50%				
European portfolio										
11	Growth in tenants' turnover (Base: Year ended to 30 June 2024)	Operational	90% of CPI	120% of CPI	140% of CPI					25.00%
12	Foot count (Base: Year ended to 30 June 2024)	Operational	0% growth	2% growth	4% growth					25.00%
13	Growth in gross rental income (sum of gross contractual rental income plus turnover rental plus non-lease revenue) excluding recoveries	Operational	3% growth	5% growth	7% growth					25.00%
14	Secure new growth opportunities in line with strategy	Strategic	Secured transaction, Board/IC approval and implementation started - gross assets of €35 million	Secured transaction, Board/IC approval and implementation started - gross assets of €55 million	Secured transaction, Board/IC approval and implementation started - gross assets of €75 million	15.00%	12.50%	15.00%		
Sum of weighting						100.00%	100.00%	100.00%	100.00%	100.00%

Appropriate KPDs aligned with Hyprop's strategy have been set for the executive and senior management teams for the year ending 30 June 2025, taking into account their roles and relevant short-term priorities.

Individual performance appraisals for the 2025 financial year will be completed by 31 July 2025. Payment of STIs will be reviewed and approved by RemCo, based on performance against the KPDs, taking into account market conditions and the performance of the Group for FY2025.

Long-term incentives

Awards issued in FY2024

Awards of 1 075 977 LTIP shares (944 963 LTPA and 131 014 Deferred shares) (Tranche 2) were approved by RemCo and made to 28 participants in December 2023. Awards of 263 808 phantom shares were approved by RemCo and made to employees in the EE portfolio in December 2023.

Shares vested and forfeited in FY2024

For the 1 July 2020 CUP Performance award (Tranche 10), 83.3% vested in October 2023 and 483 145 shares were transferred to the participants:

							Vesting		
No.	Performance condition	Threshold	On-target	Stretch	Performance condition outcome score	Weighting	Vesting %	Weighted vesting %	
1	Share price performance relative to the peer group*	Hyprop's share price performance relative to peer group: 95%	Hyprop's share price performance relative to peer group: 105%	Hyprop's share price performance relative to peer group: 120%	More than 120%	40%	150%	60%	
2	Growth in distribution per share relative to the peer group*	Hyprop's growth in distribution per share relative to peer group: 95%	Hyprop's growth in distribution per share relative to peer group: 102.5%	Hyprop's growth in distribution per share relative to peer group: 110%	Less than 95%	40%	0%	0%	
3	Strategic Component	Rating (1 - 5)							
3.1	Implement long-term strategy for Eastern Europe		RemCo discretion		3.75	7.5%	100%	7.5%	
3.2	Reduce the loan to value ratio to 37.5%	39%	37.5%	35%	4.35	7.5%	124%	9.3%	
3.3	Implement the repositioning strategy for the South African portfolio		RemCo discretion		4.50	5%	130%	6.5%	
Total weighted vesting %									83.3%

* Peer group comprises Vukile, Growthpoint, Redefine and Equites.

The 1 July 2018 CUP Retention Award (Tranche 7) vested in September 2023 with 27 048 shares transferred to the participants.

For the 1 January 2021 CUP Performance award (Tranche 11), 81.7% vested in March 2024 and 10 541 shares were transferred to the participants:

No.	Performance condition	Threshold	On-target	Stretch	Performance condition outcome score	Weighting	Vesting	
							Vesting %	Weighted vesting %
1	Share price performance relative to the peer group*	Hyprop's share price performance relative to peer group: 95%	Hyprop's share price performance relative to peer group: 105%	Hyprop's share price performance relative to peer group: 120%	45.1%	40%	0%	0%
2	Growth in distribution per share relative to the peer group*	Hyprop's growth in distribution per share relative to peer group: 95%	Hyprop's growth in distribution per share relative to peer group: 102.5%	Hyprop's growth in distribution per share relative to peer group: 110%	155.5%	40%	150%	60%
3	Strategic Component	Rating (1 - 5)						
3.1	Implement long-term strategy for Eastern Europe		RemCo discretion		3.75	7.5%	100%	7.5%
3.2	Reduce the loan to value ratio to 37.5%	39%	37.5%	35%	3.80	7.5%	102%	7.5%
3.3	Implement the repositioning strategy for the South African portfolio		RemCo discretion		4.50	5%	130%	6.5%
Total weighted vesting %								81.7%

* Peer group comprises Vukile, Growthpoint, Redefine and Equites.

The 1 January 2019 CUP Retention Award (Tranche 8) vested in March 2024 with 16 835 shares transferred to the participants.

Malus and clawback

No trigger events occurred or were discovered during the reporting period and no malus or clawback was applied to any LTIP awards.

Outstanding LTI shares awarded

Shares awarded under the CUP

	Award date	Fair value at grant date	Issued	Forfeited	Vested	Unvested
5 year Retention						
Tranche 9	1 July 2019	68.71	80 330	(10 460)	-	69 870
Tranche 10	1 July 2020	20.72	270 506	(21 924)	-	248 582
Tranche 11	1 January 2021	29.84	5 530	-	-	5 530
Total			356 366	(32 384)	-	323 982
4 year Performance						
Tranche 12	1 October 2021	28.30	265 766	(22 183)	-	243 583
Total			265 766	(22 183)	-	243 583
3 year Performance						
Tranche 12	1 October 2021	28.30	265 766	(22 184)	-	243 582
Total			265 766	(22 184)	-	243 582
Total CUP			887 898	(76 751)	-	811 147

Shares awarded under the LTIP

	Award date	Fair value at grant date	Issued	Forfeited	Vested	Unvested
Equity settled						
4 year Tranche 1	1 November 2022	36.49	324 375	(8 213)	-	316 162
3 year Tranche 1	1 November 2022	36.49	324 376	(8 214)	-	316 162
4 year Tranche 2	1 December 2023	26.94	472 481	-	-	472 481
3 year Tranche 2	1 December 2023	26.94	472 482	-	-	472 482
Total			1 593 714	(16 427)	-	1 577 287
Cash settled						
4 year Tranche 1	1 November 2022	36.49	88 749	(5 900)	-	82 849
3 year Tranche 1	1 November 2022	36.49	88 750	(5 900)	-	82 850
4 year Tranche 2	1 December 2023	26.94	131 904	-	-	131 904
3 year Tranche 2	1 December 2023	26.94	131 904	-	-	131 904
Total			441 307	(11 800)	-	429 507

Deferred Award - Restricted shares awarded

	Award date	Fair value at grant date	Issued	Forfeited	Vested	Unvested
3 year performance						
SA Tranche 1	1 November 2022	36.49	126 879	-	(42 293)	84 586
SA Tranche 2	1 December 2023	26.94	131 014	-	-	131 014
Total			257 893	-	(42 293)	215 600
Total LTIP			2 292 914	(28 227)	(42 293)	2 222 394
Total ALL awards			3 180 812	(104 978)	(42 293)	3 033 541

Movement in outstanding LTI shares awarded - Group

	Number of awards		Award market value R'000	
	2024	2023	2024	2023
Outstanding at the beginning of the year ²	2 376 038	1 705 272	72 968	56 598
New awards granted	1 348 387	953 129	36 098	34 780
Vested ³	(579 857)	(50 691)	(16 746)	(1 748)
Forfeited ^{1,4}	(111 027)	(231 672)	(3 415)	(7 747)
Change in market value			6 348	(8 915)
Outstanding at the end of the year⁵	3 033 541	2 376 038	95 253	72 968

¹ Vested awards under the CUP and LTP are settled by the transfer of Hyprop ordinary shares to the employees.

² Awards outstanding at the beginning of the year and awards forfeited are valued at the prior year closing share price of R30.71 on 30 June 2023 (2023: R33.19 on 30 June 2022).

³ Awards granted during the year were valued at the 30 day VWAP on grant date of R26.94 (2023: R36.49).

⁴ Three tranches of CUP/LTIP awards vested during the 2024 year at fair values of R33.36, R28.60 and R31.10 per share.

⁵ Awards outstanding at the end of the year are valued at the closing share price of R31.40 (2023: R30.71).

LTPAs for the 2025 financial year

Details of the LTPAs to be made under the LTIP in November 2024, are set out below:

Element	Details								
Quantum	<p>Annual LTPAs are calculated with reference to:</p> <ul style="list-style-type: none"> TGP of individual employees; and the 30-day volume weighted average share price of Hyprop shares on the award date. 								
Allocation percentages	<p>The table below outlines the LTPA allocation per eligible employee level</p> <table> <tr> <th>Level of employee</th><th>Award allocation % of TGP</th></tr> <tr> <td>CEO</td><td>100%</td></tr> <tr> <td>Other executive directors</td><td>80%</td></tr> <tr> <td>Senior management and key individuals</td><td>40%</td></tr> </table> <p>RemCo may in its discretion exceed the above award allocation % of TGP.</p>	Level of employee	Award allocation % of TGP	CEO	100%	Other executive directors	80%	Senior management and key individuals	40%
Level of employee	Award allocation % of TGP								
CEO	100%								
Other executive directors	80%								
Senior management and key individuals	40%								
Performance period, vesting period and shareholder rights	<p>LTPAs will vest in two equal tranches on the third and fourth anniversaries of the award date.</p> <p>The performance period is the first three years.</p> <p>Participants are not entitled to any rights or dividends in and to the shares prior to the vesting/settlement of such shares.</p> <table> <tr> <th colspan="2">Percentage of awards which vest</th></tr> <tr> <td>Minimum threshold</td><td>50%, none vest below threshold</td></tr> <tr> <td>On target</td><td>100%</td></tr> <tr> <td>Stretch target</td><td>150%</td></tr> </table> <p>Linear vesting will apply for performance between “Threshold” and “On target” or between “On target” and “Stretch” performance. For example, where performance is exactly halfway between threshold and on target, the portion of performance shares that will vest will reflect a similar ratio, i.e. 75%.</p>	Percentage of awards which vest		Minimum threshold	50%, none vest below threshold	On target	100%	Stretch target	150%
Percentage of awards which vest									
Minimum threshold	50%, none vest below threshold								
On target	100%								
Stretch target	150%								
Approval	All LTPAs are subject to RemCo’s discretion and approval.								

Performance conditions applicable to the 2025 LTPAs

KPD theme	Metric	Weighting	Below threshold (zero vesting)	Threshold 50% vesting	Target 100% vesting	Stretch 150% vesting
1. Total return (Strategic/financial)	Total return relative to peer group ¹	30%	Less than 85% of peer group average	@ 85% of peer group average	@110% of peer group average	@135% of peer group average
	Absolute return (WACC) ²	15%	Less than 85% of WACC	@ 85% of WACC	@105% of WACC	@125% of WACC
2. Mall health - Growth in rental income (Operational)	SA portfolio	25%	Growth in rental income from FY2024 to FY2027 of less than 13%	Growth in rental income from FY2024 to FY2027 of 13%	Growth in rental income from FY2024 to FY2027 of 24%	Growth in rental income from FY2024 to FY2027 of 28%
	EE portfolio	15%	Growth in rental income from FY2024 to FY2027 of less than 85% of CPI	Growth in rental income from FY2024 to FY2027 of 85% of CPI	Growth in rental income from FY2024 to FY2027 of 100% of CPI	Growth in rental income from FY2024 to FY2027 of 105% of CPI
3. ESG (Strategic/operational)	BEE rating improvement	7.5%	B-BBEE rating above 3	B-BBEE rating of 3	B-BBEE rating of 2	B-BBEE rating of 1
	Reduction in water supplied by council (on a like-for-like basis)	7.5%	Less than 3% reduction in water usage from council/GLA compared with FY2024	3% Reduction in water usage from council/GLA compared with FY2024	5% Reduction in water usage from council/GLA compared with FY2024	8% Reduction in water usage from council/GLA compared with FY2024

¹ The peer group has been revised as follows:

- Direct peers - Vukile and Resilient (60% weighting)
- Other peers - Attacq, Redefine and Growthpoint (40% weighting)

² WACC is independently calculated by a major SA bank annually. The actual WACC used to assess performance will be published at the end of the vesting period.

Executive directors' remuneration

Amounts paid in FY2024/FY2023

R'000	Morné Wilken CEO		Brett Till CFO		Wilhelm Nauta CIO		Total Executive directors	
	2024	2023	2024	2023	2024	2023	2024	2023
Basic salary	5 278	5 031	3 331	3 170	3 150	2 998	11 759	11 199
Pension fund contributions	472	449	301	286	209	199	982	934
Other benefits	36	36	60	60	60	60	156	156
Performance bonus - cash	3 394	4 070	2 265	2 260	1 579	1 813	7 238	8 143
Performance bonus - total	4 849	5 814	3 236	3 228	2 256	2 590	10 341	11 632
Performance bonus - restricted shares	(1 455)	(1 744)	(971)	(968)	(677)	(777)	(3 103)	(3 489)
Vested shares	452	219	-	115	302	277	754	611
Total	9 632	9 805	5 957	5 891	5 300	5 347	20 889	21 043

Total guaranteed package

	30 June 2024	% change	30 June 2023
MC Wilken	5 786 376	5%	5 510 834
BC Till	3 691 821	5%	3 516 020
AW Nauta	3 419 513	5%	3 256 680
Total	12 897 711	5%	12 283 534

Short-term incentives

Performance against targets for the executive directors for FY2023 and FY2024 was reviewed against threshold, target and stretch performance levels and aligned to a 5-point rating scale as follows:

- Threshold – 3 performance rating
- Target – 3.75 performance rating
- Stretch – 5 performance rating

The STI is based on the following STI% pay-out range:

Employee level	% of TGP		
	Threshold	Target	Stretch
Chief Executive Officer	45%	90%	150%
Other executive directors	35% - 40%	70% - 80%	120% - 130%

FY2023 (paid in FY2024)

The results of the executive directors' performance against the FY2023 STI targets was set out in the FY2023 remuneration implementation report. The FY2023 STIs paid in October 2023 are included in the table above.

FY2024

The results of the executive directors' performance against the FY2024 STI targets are set out in the table on [page 94](#). The FY2024 STIs will be paid in October 2024.

Long-term incentives

Details of the outstanding shares awarded to the executive directors in terms of the CUP and LTIP are as follows:

	Morné Wilken CEO		Brett Till CFO		Wilhelm Nauta CIO		Total	
	2024	2023	2024	2023	2024	2023	2024	2023
	Number of shares		Number of shares		Number of shares		Number of shares	
Number of shares outstanding								
Outstanding at the beginning of the year	419 841	263 200	248 243	166 612	220 211	159 271	888 295	589 083
New awards granted	258 528	190 271	140 434	99 259	109 731	80 514	508 693	370 044
Vested	(97 062)	(6 279)	(66 856)	(3 292)	(59 971)	(5 655)	(223 889)	(15 226)
Forfeited	(14 028)	(27 351)	(10 492)	(14 336)	(9 997)	(13 919)	(34 517)	(55 606)
Outstanding at the end of the year	567 279	419 841	311 329	248 243	259 974	220 211	1 138 582	888 295
Number of shares by award type								
CUP	134 413	229 570	80 482	148 984	76 828	139 697	291 723	518 251
LTPA	347 007	142 471	177 119	72 720	143 827	59 216	667 953	274 407
Sub-total	481 420	372 041	257 601	221 704	220 655	198 913	959 676	792 658
Restricted shares	85 859	47 800	53 728	26 539	39 319	21 298	178 906	95 637
Outstanding at the end of the year	567 279	419 841	311 329	248 243	259 974	220 211	1 138 582	888 295
Value of shares outstanding	R'000	R'000	R'000	R'000	R'000	R'000	R'000	R'000
Outstanding at the beginning of the year ¹	12 892	8 735	7 623	5 531	6 763	5 288	27 278	19 554
New awards granted ²	6 966	6 944	3 784	3 622	2 956	2 939	13 706	13 505
Vested	(2 800)	(219)	(1 924)	(115)	(1 728)	(195)	(6 452)	(529)
Forfeited	(431)	(908)	(322)	(476)	(307)	(462)	(1 060)	(1 846)
Change in market value	1 186	(1 660)	615	(939)	478	(807)	2 279	(3 406)
Outstanding at the end of the year³	17 813	12 892	9 776	7 623	8 162	6 763	35 751	27 278

¹ Shares outstanding at the beginning of the year and shares forfeited are valued at the closing share price of R30.71 on 30 June 2023 (2023: R33.19 on 30 June 2022).

² Shares awarded during the year are valued at the 30 day VWAP on grant date of R26.94 (2023: R36.49).

³ Shares outstanding at the end of the year are valued at the closing share price of R31.40 (2023: R30.71).

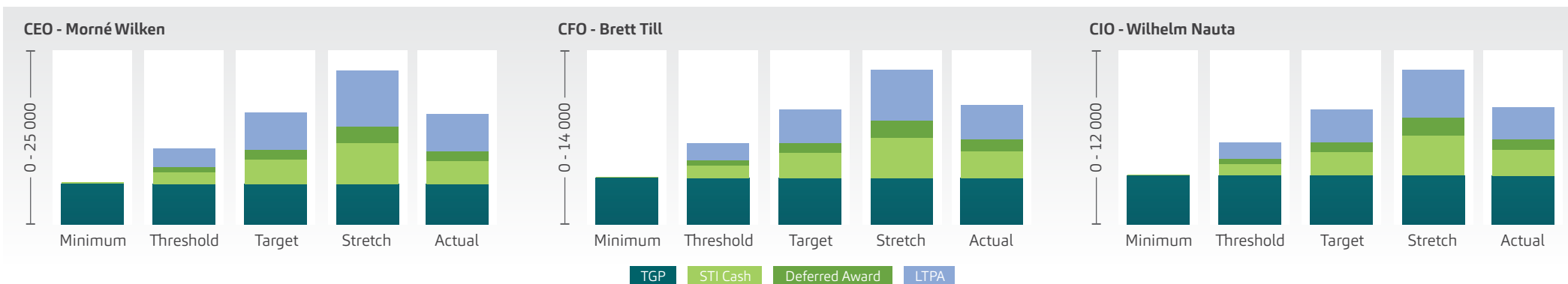
Total compensation ratio

The graphs below reflect the actual remuneration paid to the executive directors in/for FY2024, compared to their potential total remuneration, including TGP, STIs and LTIs.

Actual amounts comprise total guaranteed remuneration for FY2024, STIs (both cash and deferred) for FY2024 which will be paid in October 2024 and the value of LTIs (LTPA shares) awarded during FY2024.

Different scenarios are shown for the potential STI and LTI amounts, as follows:

- STI - value of potential incentives based on achieving the threshold, target or stretch criteria for FY2024 KPDs. Actual STIs for 2024 are determined in October 2024 and are allocated between the cash STI and Deferred awards.
- LTI - values are based on the number and value of LTPA shares awarded in December 2023, the potential number of shares which will vest on achieving threshold, target or stretch criteria, and the market price of Hyprop shares on the award date. The actual LTI amounts which vest will only be quantified at the end of the vesting periods.



Non-executive directors (fees)

2024 Financial year

Fees paid to the non-executive directors for FY2024 were approved by shareholders at the AGM held on 29 November 2023. Actual amounts paid to the non-executive directors for FY2024 were:

R'000	2024	2023
Independent non-executive directors	5 384	6 158
Spiro Noussis (Chairman)	1 256	1 133
Annabel Dallamore	725	628
Loyiso Dotwana	616	533
Richard Inskip	598	544
Reeza Isaacs (<i>Appointed with effect from 2 April 2024</i>)	147	-
Zuleka Jasper	596	568
Nonyameko Mandindi (<i>Resigned with effect from 5 December 2022</i>)	-	249
Thabo Mokgatla	728	693
Bernadette Mzobe	718	620
Gavin Tipper (<i>Resigned with effect from 31 December 2022</i>)	-	709
Stewart Shaw-Taylor (<i>Retired with effect from 25 November 2022</i>)	-	481
Non-executive directors		
Kevin Ellerine	616	533
Total	6 000	6 691

2025 financial year

Non-executive directors' fees were benchmarked against a peer group of JSE listed REITs comprising Attacq, Equites, Fairvest, Fortress, Resilient, SA Corporate Real Estate and Vukile by PWC, the Company's independent remuneration advisors, who concluded that the fees payable to non-executive directors were in line with market, except for the chairperson of the Remuneration Committee, Remuneration Committee members and the chairperson of the Investment Committee.

Based on the results of the benchmarking, the Remuneration Committee proposed, which was supported by the Board, the following changes to the fees payable to the non-executive directors for FY2025:

- a general CPI increase of 5% in the fees payable to the non-executive directors for 2024/2025 in line with the general CPI increase in salaries approved by the Remuneration Committee for employees in South Africa;
- the separation of the fees payable to the Remuneration Committee and Nomination Committee chairpersons and members;
- an additional increase of 20% (i.e a total of 25% including the general CPI adjustment referred to above) in the fees payable to the Remuneration Committee chairperson (the additional 20% being equivalent to R23 184 per annum) and Remuneration Committee members (the additional 20% being equivalent to R12 811 per member per annum) to align these with the peer group;
- an additional increase of 5% (i.e a total of 10% including the general CPI adjustment referred to above) in the fees payable to the Investment Committee chairperson (the additional 5% being equivalent to R1 785 per meeting) to align these with the peer group;
- the Investment Committee chairperson and members be paid a fixed annual fee based on two scheduled meetings per annum, with a per meeting fee based on attendance at meetings thereafter due to the unpredictable number of meetings;
- an "Ad-hoc meeting fee" be paid to all board and committee members based on attendance at meetings should the actual number of meetings exceed the scheduled number of meetings per annum. The ad-hoc meeting fee will only apply from the second additional meeting per annum (other than for the Investment Committee meetings).

Based on the proposed fees below, the current composition of the Board and its subcommittees and the scheduled number of meetings, the estimated total fees payable to the non-executive directors (calculated on a like-for-like basis) in FY2025 will be R6.36 million (FY2024: R6.0 million), an increase of 6.1%.

The non-executive directors' fees set out below will be put to shareholders at the 2024 AGM for approval.

	2024		2025		No of scheduled meetings
	Fixed annual fee (R)	Attendance fee per meeting (R)	Increase (%)	Fixed annual fee (R)	
Board of directors					
Chair	826 350		5.0%	867 668	4
Member	417 900		5.0%	438 795	4
Audit and Risk Committee					
Chair	309 750		5.0%	325 238	4
Member	178 500		5.0%	187 425	4
Attendee ¹		30 000	5.0%		31 500
Remuneration Committee					
Chair	115 920		25.0%	144 900	2
Member	64 050		25.0%	80 063	2
Nomination Committee					
Chair	115 920		5.0%	121 716	2
Member	64 050		5.0%	67 253	2
Social and Ethics Committee					
Chair	101 430		5.0%	106 502	2
Member	81 900		5.0%	85 995	2
Attendee ¹		30 000	5.0%		31 500
Investment Committee					
Chair ²	-	35 700	10.0%	78 540	39 270
Member ²	-	28 350	5.0%	59 535	29 768
Ad hoc meeting fee (per meeting)³					31 500

All fees are annual fees unless otherwise indicated.

¹ The Audit and Risk Committee attendee fee and the Social and Ethics Committee attendee fee are per meeting fees and only applicable to the Board chairperson should he attend the meetings.

² The Investment Committee chairperson and member annual fees cover the first two scheduled meetings per year. The Investment Committee per meeting fees only apply from the third meeting per year.

³ The ad-hoc meeting fee is a standard fee payable to board/committee chairs/members (besides the investment Committee members whose fees are currently based on meetings attended) and will be paid for additional meetings attended should the actual number of board/committee meetings exceed the annual scheduled number of meetings by more than 1 meeting per year.



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