

ROADRAK GROUP

REMUNERATION POLICY

GROUP CORPORATE GOVERNANCE FRAMEWORK

Holding Company: ROADRAK CORPORATE HOLDINGS (PTY)
LTD

Operating Subsidiary: ROADRAK GROUP (PTY) LTD

PRIVATE & CONFIDENTIAL

INTERNAL GOVERNANCE DOCUMENT

Effective Date: 23 March 2026

Version: 1.0 (Final Board Approved)

2. DOCUMENT CONTROL

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4. PURPOSE OF THE POLICY

The primary purpose of this Remuneration Policy is to establish a framework that ensures the ROADRAK Group of Companies ("the Group") attracts, motivates, and retains individuals of high calibre required to achieve the Group's strategic objectives. This policy serves to ensure that remuneration practices are fair, transparent, sustainable, and aligned with the long-term interests of the shareholders and the broader objectives of the Group's growth strategy in the South African infrastructure and support services sector.

5. SCOPE AND APPLICATION

This policy applies to all entities within the Roadrak corporate structure, specifically:

- 1 ROADRAK CORPORATE HOLDINGS (PTY) LTD
- 1 ROADRAK GROUP (PTY) LTD
- 1 All associated business units including Construction, Building, Facility Management, Materials Supply, and Infra.

The policy governs the remuneration of Executive Directors, Management, Permanent Staff, and Fixed-Term Employees. Independent contractors and consultants are governed by their specific contractual terms, although the principles of value-for-money and market alignment within this policy shall form the basis for such negotiations.

6. POLICY STATEMENT

ROADRAK is committed to a remuneration framework that is equitable, non-discriminatory, and market-related. We ensure that our reward systems support the business strategy by linking remuneration to both individual performance and the overall financial health of the Group. We pledge to comply with all South African legislative requirements while promoting a culture of high performance and transformation.

7. REMUNERATION PHILOSOPHY

Our philosophy is built on the principle of "Pay for Value." We recognize that in a competitive landscape encompassing construction and facility management, our people are our primary asset. We aim for a "Total Reward" approach which balances fixed guaranteed pay with performance-based incentives, ensuring that the Group's resources are used prudently during our current growth phase while remaining competitive enough to prevent talent attrition.

8. GOVERNING PRINCIPLES

The following principles guide all remuneration decisions within ROADRAK:

- 1 Fairness:** Employees doing work of equal value shall be remunerated similarly, subject to experience and performance.
- 2 Affordability:** All remuneration must be sustainable within the Group's cash flow and budgetary constraints.
- 3 Sustainability:** Reward structures must not compromise the long-term financial viability of the Group.
- 4 Transparency:** The processes for determining increases and bonuses shall be clearly communicated.

9. LEGAL AND GOVERNANCE FRAMEWORK

This policy is drafted in accordance with the following South African legal and governance standards:

- 5 Companies Act 71 of 2008:** Specifically regarding director remuneration and disclosure.
- 6 King IV Report on Corporate Governance:** Applying principles of fair and responsible remuneration.
- 7 Basic Conditions of Employment Act (BCEA):** Ensuring compliance with minimum standards, leave, and hours.
- 8 Employment Equity Act:** Promoting the principle of equal pay for work of equal value.

10. REMUNERATION GOVERNANCE STRUCTURE

Responsibility for the governance of remuneration is tiered as follows:

- 9 The Board / Managing Director:** Final approval authority for the group remuneration budget and executive pay.
- 10 Finance Department:** Responsible for affordability assessments and payroll integrity.
- 11 Divisional Managers:** Responsible for performance evaluations which inform remuneration reviews.

11. COMPONENTS OF REMUNERATION

Remuneration at ROADRAK may include:

- 12 Total Guaranteed Package (TGP):** Comprising basic salary and statutory contributions.

- 13 Allowances:** Travel, Cellphone, and Subsistence (where role-dependent).
- 14 Variable Pay:** Discretionary bonuses linked to project milestones or annual performance.
- 15 Tools of Trade:** Laptops, PPE (Personal Protective Equipment), and site-specific equipment.

13. DIRECTOR AND EXECUTIVE REMUNERATION

Executive remuneration shall be determined by the Board (or the sole director in the interim). It shall consist of a base salary that reflects the weight of the responsibility and a variable component that aligns the executive's interests with those of the shareholders. Disclosure of executive remuneration will be handled in accordance with the Companies Act and internal privacy protocols.

20. REMUNERATION DURING START-UP OPERATIONS

As ROADRAK is currently in a high-growth/growth-stage phase, the following applies:

- 16 Flexibility:** Remuneration structures may be more flexible to accommodate initial revenue fluctuations.
- 17 Deferred Compensation:** In specific growth phases, components of remuneration may be deferred or structured as performance-contingent, subject to formal written agreement.
- 18 Founder Restraint:** Leadership may elect to keep fixed costs low to reinvest in infrastructure and Materials Supply divisions.

21. REIMBURSEMENTS AND BUSINESS EXPENSES

All business expenses must be pre-approved. Claims for fuel, accommodation, or travel related to tender submissions or site visits must be accompanied by valid tax invoices. Fraudulent claims will result in immediate disciplinary action.

30. CONCLUSION

The ROADRAK Remuneration Policy is a cornerstone of our corporate governance. It ensures that as we build infrastructure across South Africa, we also build a dedicated, fairly compensated, and motivated workforce. By adhering to these principles, we ensure the sustainable growth of ROADRAK Corporate Holdings and its subsidiaries.

31. APPROVAL AND SIGNATURE PAGE

By signing this document, the undersigned confirms that this Remuneration Policy has been reviewed and is hereby adopted as the official policy of Roadrak Corporate Holdings (Pty) Ltd and Roadrak Group (Pty) Ltd.

Approved by:



Managing Director

Date: 23 March 2026

Witnessed by:

Name:

Designation:

Date: 23 March 2026

SCHEDULE 1: DEFINITIONS AND INTERPRETATION

"The Group": Refers to Roadrak Corporate Holdings (Pty) Ltd and its operating subsidiaries.

"BCEA": Basic Conditions of Employment Act 75 of 1997.

"TGP": Total Guaranteed Package.

SCHEDULE 2: REMUNERATION APPROVAL MATRIX

Level	Recommender	Approver
Executive	Board / Shareholders	Director
Management	Director	Director

Operational Staff	Line Manager	Director / Finance
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