

Notice of annual general
meeting for the year
ended 31 December 2019

CURRO



#Learners2Leaders

CONTENTS

4 Letter to shareholders

6 Notice of annual general meeting for the year ended 31 December 2019

16 Annexure A: Curro Holdings Limited summarised consolidated financial statements for the year ended 31 December 2019

28 Annexure B: Shareholder information

30 Annexure C: Remuneration report

46 Corporate information

i Electronic participation form

ii Form of proxy



KEY FIGURES



LEARNER NUMBERS 2020



From 57 597 to 62 698

RECURRING HEPS



From 60.1 cents to 51.0 cents

REVENUE



From R2 496m to R2 944m

HEPS



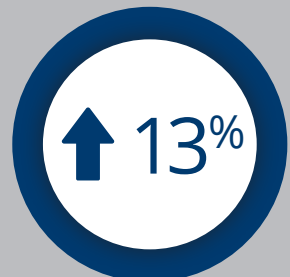
From 60.1 cents to 61.1 cents

EBITDA



From R627m to R693m

CASH GENERATED FROM OPERATIONS



From R632m to R714m

LETTER TO SHAREHOLDERS

1 June 2020

Dear Shareholder

Notice of annual general meeting and form of proxy

We are pleased to enclose the notice of Curro Holdings Limited's ('Curro') annual general meeting to be conducted entirely by electronic communication, as permitted by the Companies Act and the company's memorandum of incorporation, at 14:00 on Wednesday, 1 July 2020.

The enclosed notice of AGM is accompanied by the following annexures:

- summarised consolidated financial statements with explanatory notes and commentary;
- shareholder information;
- remuneration report;
- a form of proxy; and
- an electronic participation form.

The summarised consolidated financial statements constitute a summary of the group's audited financial statements for the period ended 31 December 2019 that is available on the Curro website, www.curro.co.za.

The board of directors is responsible for this Notice of AGM and they have apprised themselves of the materiality, accuracy and balance of disclosures in this Notice of AGM.

In an effort to support environmental initiatives and align with the increasing trend towards online reporting, Curro's full integrated report will be made available on the Curro website, www.curro.co.za from today, 1 June 2020.

Sincerely



RW Botha

Curro's company secretary in an acting capacity



#Learners2Leaders: Curro Edenvale

NOTICE OF ANNUAL GENERAL MEETING

Curro Holdings Limited

Incorporated in the Republic of South Africa

Registration number: 1998/025801/06

Share code: COH

ISIN: ZAE000156253

(‘Curro’ or ‘the company’)

Notice of annual general meeting of Curro shareholders

Notice is hereby given of the annual general meeting of shareholders of Curro to be conducted entirely by electronic communication, as permitted by the Companies Act, No 71 of 2008, as amended (‘the Companies Act’) and the company’s memorandum of incorporation (‘MOI’), at 14:00 on Wednesday, 1 July 2020 (the ‘AGM’).

Purpose

The purpose of the AGM is to transact the business set out in the agenda below and to discuss other matters raised by shareholders, provided that such matters directly concern the business of the company and may lawfully be dealt with at the AGM.

IMPACT OF COVID-19 OUTBREAK ON THE AGM

As a result of the COVID-19 outbreak, and guidance from authorities regarding a need for social distancing, the AGM will be conducted entirely by electronic communication.

Shareholders or their duly appointed proxy(ies) who wish to participate in the AGM via electronic communication (‘**Participants**’) must either 1. register online using the online registration portal at www.smartagm.co.za by no later than 14:00 on Monday, 29 June 2020; or 2. apply to Computershare, by delivering the duly completed electronic participation form to: Rosebank Towers, First Floor, 15 Biermann Avenue, Rosebank 2196, or posting it to Private Bag X9000, Saxonwold, 2132 (at the risk of the Participant), or sending it by email to proxy@computershare.co.za so as to be received by Computershare by no later than 14:00 on Monday, 29 June 2020. The electronic participation form can be found as an insert in this Notice of AGM. Computershare will first validate such requests and confirm the identity of the shareholder in terms of section 63(1) of the Companies Act, and, if the request is validated, further details on using the electronic communication facility will be provided.

The company will inform Participants who notified Computershare of their intended participation in accordance with paragraph 1 under Electronic Participation, on page 14 of this Notice of AGM, by no later than 14:00 on Tuesday, 30 June 2020 by email of the relevant details through which Participants can participate electronically.

Agenda

1. Presentation of the audited annual financial statements of Curro and its subsidiaries, including the remuneration report, reports of the directors and the audit and risk committee, and the report on the activities of the social, ethics and transformation committee for the year ended 31 December 2019.

This notice is accompanied by the summarised consolidated financial statements (Annexure A) of the company for its 2019 financial year, while the audited annual consolidated financial statements, including the unmodified audit opinion, and the annual integrated report are available for download on our website at www.curro.co.za. Should you wish to receive an electronic copy of either document, please email the company secretary at ruan.b02@curro.co.za.

2. To consider and, if deemed fit, approve, with or without modification, the following ordinary resolutions:

For ordinary resolutions numbers 1 to 7 and 9 and 10 (inclusive) to be adopted, more than 50% of the voting rights exercised on each such ordinary resolution must be exercised in favour thereof. For ordinary resolution number 8 to be adopted, at least 75% of the voting rights exercised on such resolution must be exercised in favour thereof.

NOTICE OF ANNUAL GENERAL MEETING

2.1 Retirement and re-election of directors

2.1.1 Ordinary resolution number 1

Resolved that Mr Douglas Maitakhole Ramaphosa ('Douglas'), who is an independent non-executive director, retires by rotation in terms of the MOI of the company, and being eligible and offering himself for re-election, be and is hereby re-elected as director.

Summary curriculum vitae of Mr Douglas Ramaphosa

Douglas has more than 25 years of business experience, is the chairperson of IRCA Global Southern Hemisphere, has served as group executive of corporate affairs at Altron, was CEO of Bytes Healthcare Solutions and managing director of Bytes Specialised Solutions. He worked at senior executive level for organisations like Transnet, ABSA, EnviroServe and Anglo American, served on the board of Eskom Enterprises, and was director and chairperson of Rotek Industries.

Qualifications: MA (Social Sciences); Programme for Executive Development (Institute of Management Development)

2.1.2 Ordinary resolution number 2

Resolved that Mr Zitulele Luke Combi ('KK'), who is an independent non-executive director, retires by rotation in terms of the MOI of the company, and being eligible and offering himself for re-election, be and is hereby re-elected as director.

Summary curriculum vitae of Mr KK Combi

KK serves as an independent non-executive director of various listed and unlisted companies. He is the chairperson of PSG Group Ltd. He has broad knowledge and experience of business in different industries and has been active as an entrepreneur since 1995.

Qualifications: Diploma in Public Relations; member of the Institute of Directors in South Africa

2.1.3 Ordinary resolution number 3

Resolved that Mr Petrus Johannes Mouton ('Piet'), who is a non-executive director, retires by rotation in terms of the MOI of the company, and being eligible and offering himself for re-election, be and is hereby re-elected as director.

Summary curriculum vitae of Mr Piet Mouton

Piet is the CEO of PSG Group Ltd and serves as a non-executive director on the boards of various of its investee companies, including Capitec Bank Holdings Ltd, PSG Konsult Ltd and Zeder Investments Ltd. He has served in the investment and financial services industries since 1999.

Qualifications: BCom (Mathematics)

The reason for ordinary resolutions number 1 to 3 is that the MOI of the company and, to the extent applicable, the Listings Requirements of the JSE Limited ('JSE Listings Requirements') and the Companies Act require that a component of non-executive directors retire by rotation at every annual general meeting of the company and, being eligible, may offer themselves for re-election as directors.

2.2 Reappointment of the members of the audit and risk committee of the company

Note:

To avoid doubt, all references to the audit and risk committee of the company are a reference to the audit committee as contemplated in the Companies Act.

NOTICE OF ANNUAL GENERAL MEETING

2.2.1 Ordinary resolution number 4

Resolved that Ms Zandile Nangamso Mankai ('Nan'), being eligible, be and is hereby reappointed as a member and chairperson of the audit and risk committee of the company, as recommended by the board, until the next annual general meeting of the company.

Summary curriculum vitae of Ms Nan Mankai

Nan was appointed as an independent non-executive director to the Curro board with effect from 10 August 2018. She currently chairs the Curro audit and risk committee. Nan is currently the principal investment officer of Bigen Africa Services (Pty) Ltd, where she has until recently served on the audit committee and as chairperson of the social and ethics committee. Nan's experience has been in the private equity and investment management space, having worked for private equity funds as well as building on-balance sheet portfolios for corporates. Her recent experience includes involvement in project finance and infrastructure investment opportunities as well as overseeing the internal audit function. Her board experience over a number of years has been largely in the audit committee and social and ethics committee areas.

Qualifications: CA(SA); MBA

2.2.2 Ordinary resolution number 5

Resolved that, subject to the approval of ordinary resolution number 2, Mr Zitulele Luke Combi ('KK'), being eligible, be and is hereby reappointed as a member of the audit and risk committee of the company, as recommended by the board, until the next annual general meeting of the company.

Summary curriculum vitae of Mr KK Combi

See ordinary resolution number 2.

2.2.3 Ordinary resolution number 6

Resolved that Ms Tsholofelo Beatitude Lettie Molefe ('Tsholo'), being eligible, be and is hereby reappointed as a member of the audit and risk committee of the company, as recommended by the board, until the next annual general meeting of the company.

Summary curriculum vitae of Ms Tsholo Molefe

Tsholo was appointed as an independent non-executive director to the Curro board from 1 May 2019. From July 2018, Tsholo was group chief financial officer for Telkom SA SOC Ltd, where she had served as deputy group CFO and group chief risk officer. Tsholo has a solid understanding of the corporate world and of financial strategy management, financial management practices, risk and controls, and reporting requirements pertaining to various industries.

Qualifications: CTA; CA(SA)

The reason for ordinary resolutions number 4 to 6 (inclusive) is that the company, being a public listed company, must appoint an audit committee, and the Companies Act requires that the members of such audit committee be appointed, or reappointed, as the case may be, at every annual general meeting of the company.

2.3 Ordinary resolution number 7: reappointment of auditor

Resolved that PricewaterhouseCoopers Inc. be and is hereby reappointed as the auditor of the company for the ensuing financial year or until the next annual general meeting of the company, whichever is the later, with the designated auditor being Mr D de Jager, as registered auditor and partner in the firm, on the recommendation of the audit and risk committee of the company.

The reason for ordinary resolution number 7 is that the company, being a public listed company, must have its annual financial statements audited, and as such an auditor must be appointed or reappointed each year, as the case may be, at every annual general meeting of the company, as required by the Companies Act, the JSE Listings Requirements and the MOI of the company. PricewaterhouseCoopers Inc. has been the company's auditor since 2017.

NOTICE OF ANNUAL GENERAL MEETING

2.4 Ordinary resolution number 8: general authority to issue ordinary shares for cash

Resolved that the directors of the company be and are hereby authorised, by way of a general authority, to allot and issue any of the company's unissued shares for cash as they at their discretion may deem fit, without restriction, subject to the provisions of the company's MOI, the Companies Act and the JSE Listings Requirements, and subject to the provision that the aggregate number of ordinary shares able to be allotted and issued in terms of this resolution shall be limited to 5% of the issued share capital of the company at the date of this notice of AGM, provided that:

- *the approval shall be valid until the date of the next annual general meeting of the company, provided it shall not extend beyond 15 (fifteen) months from the date of this resolution;*
- *the general issues of shares for cash in any one financial year may not exceed, in the aggregate, 5% of the company's issued share capital (number of securities) of that class as at the date of this notice of AGM, it being recorded that ordinary shares issued pursuant to a rights offer or in consideration for acquisitions or shares issued to the Curro Holdings Limited Share Incentive Trust (the 'Trust') or options granted by the Trust in accordance with the JSE Listings Requirements shall not diminish the number of ordinary shares that comprise the 5% of the ordinary shares that can be issued in terms of this ordinary resolution. As at the date of this notice of AGM, 5% of the issued ordinary shares of the company amounts to 20 604 399 ordinary shares;*
- *in determining the price at which an issue of shares will be made in terms of this authority, the maximum discount permitted will be 10% of the weighted average traded price of such shares, as measured over the 30 business days prior to the date that the price of the issue is agreed between the company and the party subscribing for the securities. The JSE will be consulted for a ruling if the securities have not traded in such 30-business-day period;*
- *any such issue will be made only to public shareholders as defined in paragraphs 4.25 to 4.27 of the JSE Listings Requirements, and not to related parties;*
- *any such issue will only comprise securities of a class already in issue or, if this is not the case, will be limited to such securities or rights that are convertible into a class already in issue; and*
- *if the issued securities represent, on a cumulative basis, 5% of the number of securities in issue, prior to that issue, an announcement containing full details of such issue shall be published on the Stock Exchange News Service of the JSE.*

Should listed entities wish to issue shares for cash (other than issues by way of rights offers, in consideration for acquisitions and/or to share incentive schemes, which schemes have been duly approved by the JSE and by the shareholders of the company), it is necessary for the board to obtain the prior authority of the shareholders in accordance with the JSE Listings Requirements and the MOI of the company. The reason for ordinary resolution number 8 is accordingly to obtain a general authority from shareholders to issue shares for cash in compliance with the JSE Listings Requirements and the MOI of the company.

At least 75% of the shareholders present or represented by proxy and entitled to vote at the AGM must cast their vote in favour of this resolution.

2.5 Ordinary resolution number 9: non-binding advisory vote on Curro's remuneration policy

Resolved that the company's remuneration policy, as set out in the remuneration report in Annexure C to this notice of AGM, be and is hereby endorsed by way of a non-binding advisory vote.

The reason for ordinary resolution number 9 is that the King IV Report on Corporate Governance™ for South Africa, 2016 ('King IV') recommends, and the JSE Listings Requirements require, that the remuneration policy of a company be tabled for a non-binding advisory vote by shareholders at every annual general meeting of the company. This enables shareholders to express their views on the remuneration policy adopted. The effect of ordinary resolution number 9, if passed, will be to endorse the company's remuneration policy. Ordinary resolution number 9 is of an advisory nature only and failure to pass this resolution will therefore not have any legal consequences relating to existing remuneration agreements. However, the board will take the outcome of the vote into consideration when considering amendments to the company's remuneration policy.

NOTICE OF ANNUAL GENERAL MEETING

2.6 Ordinary resolution number 10: non-binding advisory vote on Curro's implementation report on the remuneration policy

Resolved that the company's implementation report in respect of its remuneration policy in Annexure C to this notice of AGM be and is hereby endorsed by way of a non-binding advisory vote.

The reason for ordinary resolution number 10 is that King IV recommends, and the JSE Listings Requirements require, that the implementation report on a company's remuneration policy be tabled for a non-binding advisory vote by shareholders at every annual general meeting of the company. This enables shareholders to express their views on the implementation of a company's remuneration policy. The effect of ordinary resolution number 10, if passed, will be to endorse the company's implementation report in relation to its remuneration policy. Ordinary resolution number 10 is of an advisory nature only, and failure to pass this resolution will therefore not have any legal consequences relating to existing remuneration agreements. However, the board will take the outcome of the vote into consideration when considering the company's remuneration policy and its implementation.

3. To consider and, if deemed fit, approve, with or without modification, the following special resolutions:

Note: For the special resolutions to be adopted, at least 75% of the voting rights exercised on each such special resolution must be exercised in favour thereof.

3.1 Remuneration of non-executive directors

Special resolutions number 1.1 to 1.8

Resolved in terms of section 66(9) of the Companies Act that the company be and is hereby authorised to remunerate its non-executive directors for their services as directors on the basis set out below, provided that this authority will be valid until the next annual general meeting of the company.

Special resolution number 1.1: remuneration of the chairperson of the board

Resolved that the chairperson of the board be paid an annual fee of R550 000 (excluding value-added tax (VAT)).

Special resolution number 1.2: remuneration of the board members

Resolved that the board members be paid an annual fee of R250 000 (excluding VAT).

Special resolution number 1.3: remuneration of the audit and risk committee chairperson

Resolved that the audit and risk committee chairperson be paid an annual fee of R150 000 (excluding VAT).

Special resolution number 1.4: remuneration of the audit and risk committee members

Resolved that the members of the audit and risk committee be paid an annual fee of R80 000 (excluding VAT).

Special resolution number 1.5: remuneration of the remuneration and nominations committee chairperson

Resolved that the remuneration and nominations committee chairperson be paid an annual fee of R100 000 (excluding VAT).

Special resolution number 1.6: remuneration of the remuneration and nominations committee members

Resolved that the remuneration and nominations committee members be paid an annual fee of R80 000 (excluding VAT).

Special resolution number 1.7: remuneration of the social, ethics and transformation committee chairperson

Resolved that the social, ethics and transformation committee chairperson be paid an annual fee of R100 000 (excluding VAT).

NOTICE OF ANNUAL GENERAL MEETING

Special resolution number 1.8: remuneration of the social, ethics and transformation committee members

Resolved that the social, ethics and transformation committee members be paid an annual fee of R50 000 (excluding VAT).

Notes:

1. Fees are paid for services rendered as directors and are not based on the number of meetings attended.
2. The fees are paid quarterly in arrears and VAT is payable thereon if the non-executive director is VAT registered.

The reason for special resolutions number 1.1 to 1.8 is for the company to obtain the approval of shareholders by way of a special resolution for the payment of remuneration to its non-executive directors in accordance with the requirements of the Companies Act.

The effect of special resolutions number 1.1 to 1.8, if passed, is that the company will be able to pay its non-executive directors for the services they render to the company as directors until the next annual general meeting of the company.

3.2 Inter-company and related financial assistance

3.2.1 Special resolution number 2: inter-company financial assistance

Resolved that, of the provisions of section 45(3)(a)(ii) of the Companies Act, as a general approval, that the board of the company be and is hereby authorised to approve that the company provide any direct or indirect financial assistance ('financial assistance' will herein have the meaning attributed to it in section 45(1) of the Companies Act) that the board may deem fit to any company or corporation that is related or inter-related ('related' and 'inter-related' will herein have the meanings attributed thereto in section 2 of the Companies Act) to the company, on the terms and conditions and for amounts that the board may determine, provided that the aforementioned approval shall be valid until the date of the next annual general meeting of the company.

The reason for and effect, if passed, of special resolution number 2 are to grant the board the authority, until the next annual general meeting, to provide direct or indirect financial assistance to any company or corporation that is related or inter-related to the company. This means that the company is, *inter alia*, authorised to grant loans to its subsidiaries and to guarantee the debt of its subsidiaries. The resolution specifically excludes financial assistance to its directors and prescribed officers as is permitted by the Companies Act.

3.2.2 Special resolution number 3: financial assistance for the subscription to and/or the acquisition of shares in the company or a related or inter-related company

Resolved that, in terms of section 44(3)(a)(ii) of the Companies Act, as a general approval, the board of the company be and is hereby authorised to approve that the company provide any direct or indirect financial assistance ('financial assistance' will herein have the meaning attributed to it in sections 44(1) and 44(2) of the Companies Act) that the board may deem fit to any person (including a juristic person) for purposes of, or in connection with, the subscription to any option, or any securities, issued or to be issued by the company or a related or inter-related company, or for the purchase of any securities of the company or a related or inter-related company ('related' and 'inter-related' will herein have the meanings attributed thereto in section 2 of the Companies Act), on the terms and conditions and for amounts that the board may determine, provided that the aforementioned approval shall be valid until the date of the next annual general meeting of the company.

The reason for and effect of special resolution number 3, if passed, are to grant the board the authority, until the next annual general meeting, to provide financial assistance to any person for purposes of, or in connection with, the subscription to or purchase of options, shares or other securities in the company or any related or inter-related company or

NOTICE OF ANNUAL GENERAL MEETING

corporation. This means that the company is authorised, *inter alia*, to grant loans to any person (including its subsidiaries) or to guarantee and furnish security for the debt of any person where any such financial assistance is directly or indirectly related to that person subscribing to options, shares or securities in the company or its subsidiaries or purchasing options, shares or securities in the company or its subsidiaries. A typical example of when the company may rely on this authority is when a wholly-owned subsidiary raised funds by way of issuing preference shares and the third-party funder requires the company to furnish security, by way of a guarantee or otherwise, for the obligations of its wholly-owned subsidiary to the third-party funder arising from the issue of the preference shares. The company has no immediate plans to use this authority and is simply obtaining same in the interests of prudence and good corporate governance should the unforeseen need arise to use the authority.

In terms of and pursuant to the provisions of sections 44 and 45 of the Companies Act, the directors of the company confirm that the board will satisfy itself, after considering all reasonably foreseeable financial circumstances of the company, that immediately after providing any financial assistance as contemplated in special resolutions numbers 2 and 3 above:

- the assets of the company (fairly valued) will equal or exceed the liabilities of the company (fairly valued) (taking into consideration the reasonably foreseeable contingent assets and liabilities of the company); and
- the company will be able to pay its debts as they become due in the ordinary course of business for a period of 12 months.

In addition, the board will only approve the provision of any financial assistance contemplated in special resolutions numbers 2 and 3 above, where:

- the board is satisfied that the terms under which any financial assistance is proposed to be provided, will be fair and reasonable to the company; and
- all relevant conditions and restrictions (if any) relating to the granting of financial assistance by the company as contained in the company's MOI have been met.

4. Special resolution number 4: shares repurchases by the company and its subsidiaries

Resolved, as a special resolution, that the company and its subsidiaries be and are hereby authorised, as a general approval, to repurchase any of the shares issued by the company, upon such terms and conditions and in such amounts as the directors may from time to time determine, but subject to the provisions of sections 46 and 48 of the Companies Act, the MOI of the company and the JSE Listings Requirements, including, inter alia, that:

- the general repurchase of the shares may only be implemented through the order book operated by the JSE trading system and done without any prior understanding or arrangement between the company and the counterparty;
- this general authority shall only be valid until the next annual general meeting of the company, provided that it shall not extend beyond 15 (fifteen) months from the date of this resolution;
- an announcement must be published as soon as the company has acquired shares constituting, on a cumulative basis, 3% of the number of shares in issue at the time of the granting of this authority, containing full details thereof, as well as for every 3% in aggregate of the initial number of shares acquired thereafter;
- the general authority to repurchase is limited to a maximum of 20% in the aggregate in any one financial year of the company's issued share capital at the time the authority is granted;
- a resolution has been passed by the board approving the repurchase, that the company and its subsidiaries ('the group') have satisfied the solvency and liquidity test as defined in the Companies Act and that, since the solvency and liquidity test was applied, there have been no material changes to the financial position of the group;
- the general repurchase is authorised by the MOI of the company;

NOTICE OF ANNUAL GENERAL MEETING

- *repurchases must not be made at a price more than 10% above the weighted average of the market value of the shares for five business days immediately preceding the date that the transaction is effected. The JSE will be consulted for a ruling if the company's securities have not traded in such a five-business-day period;*
- *the company and/or its subsidiaries may at any point in time appoint only one agent to effect any repurchase(s) on the company's behalf; and*
- *the company and/or its subsidiaries may not effect a repurchase during any prohibited period as defined in terms of the JSE Listings Requirements unless a repurchase programme, as contemplated in terms of paragraph 5.72(h) of the JSE Listings Requirements, has been submitted to the JSE in writing and executed by an independent third party.*

The reason for and effect, if passed, of special resolution number 4 are to grant the board a general authority in terms of the MOI of the company and the JSE Listings Requirements for the acquisition by the company or by a subsidiary of the company of shares issued by the company on the basis reflected in special resolution number 4. The company has no immediate plans to use the authority. The resolution is being sought in the interests of prudence and good corporate governance should the unforeseen need arise to use the authority.

In terms of section 48(2)(b)(i) of the Companies Act, subsidiaries may not collectively hold more than 10% in aggregate of the number of the issued shares of a company. In order to avoid doubt, a pro rata repurchase by the company from all its shareholders will not require shareholder approval, save to the extent as may be required by the Companies Act.

Information relating to special resolution number 4

1. The directors of the company or its subsidiaries will only utilise the general authority to repurchase shares of the company, as set out in special resolution number 4, to the extent that the directors, after considering the maximum number of shares to be purchased, are of the opinion that the position of the group would not be compromised as to the following:
 - the group's ability in the ordinary course of business to pay its debts for a period of 12 months after the date of this AGM and for a period of 12 months after the repurchase;
 - the consolidated assets of the group will, at the time of the AGM and at the time of making such determination, and for 12 months thereafter, be in excess of the consolidated liabilities of the group. The assets and liabilities should be recognised and measured in accordance with the accounting policies used in the latest audited annual financial statements of the group;
 - the ordinary capital and reserves of the group after the repurchase will remain adequate for the purpose of the business of the group for a period of 12 months after the AGM and after the date of the share repurchase; and
 - the working capital available to the group after the repurchase will be sufficient for the group's ordinary business purposes for a period of 12 months after the date of the notice of the AGM and for a period of 12 months after the date of the share repurchase.

General information in respect of major shareholders, material changes and share capital of Curro is contained in Annexure B to this notice of AGM.

The directors of the company collectively and individually accept full responsibility for the accuracy of the information given and certify that, to the best of their knowledge and belief, there are no facts that have been omitted that would make any statement false or misleading, that all reasonable enquiries to ascertain such facts have been made, and that the notice of AGM contains all information required by law and the JSE Listings Requirements.

Special resolutions number 2, 3 and 4 are renewals of resolutions passed at the previous annual general meeting held on 5 June 2019.

5. Other business

To transact such other business as may be transacted at an annual general meeting or raised by shareholders with or without advance notice to the company.

NOTICE OF ANNUAL GENERAL MEETING

VOTING

1. The date on which shareholders must be recorded as such in the share register maintained by the transfer secretaries of the company (the share register) for purposes of being entitled to receive this notice of AGM is Friday, 22 May 2020.
2. The date on which shareholders must be recorded in the share register for purposes of being entitled to attend and vote at this AGM is Friday, 26 June 2020, with the last day to trade being Tuesday, 23 June 2020.
3. **Meeting participants will be required to provide proof of identification to the reasonable satisfaction of the chairperson of the AGM before being entitled to participate in the AGM and must accordingly submit a copy of their identity document, passport or driver's licence to the transfer secretaries at proxy@computershare.co.za. If in doubt as to whether any document will be regarded as satisfactory proof of identification, meeting participants should contact the transfer secretaries for guidance.**
4. Certificated shareholders and own-name dematerialised shareholders entitled to attend and vote at the AGM may appoint one or more proxies to attend, speak and vote thereat in their stead. A proxy need not be a shareholder of the company. A form of proxy, which sets out the relevant instructions for its completion, is enclosed for use by such shareholders who wish to be represented at the AGM. Completion of a form of proxy will not preclude such shareholder from attending and voting (in preference to that shareholder's proxy) at the AGM. Forms of proxy must be completed and lodged at or posted to the transfer secretaries, Computershare Investor Services (Pty) Ltd (Rosebank Towers, 15 Biermann Avenue, Rosebank 2196 or Private Bag X9000, Saxonwold, 2132, South Africa), or emailed to proxy@computershare.co.za so as to be received by the transfer secretaries by no later than 14:00 on **Monday, 29 June 2020**, provided that any form of proxy not delivered to the transfer secretaries by this time may be submitted to the transfer secretaries via email at proxy@computershare.co.za at any time before the appointed proxy exercises any shareholder rights at the AGM.
5. Dematerialised shareholders, other than own-name registered dematerialised shareholders, who wish to attend the AGM will need to request their central securities depository participant (CSDP) or broker to provide them with the necessary authority in terms of the custody agreement entered into between such shareholders and the CSDP or broker.
6. Dematerialised shareholders, other than own-name registered dematerialised shareholders, who are unable to attend the AGM and who wish to be represented thereat, must provide their CSDP or broker with their voting instructions in terms of the custody agreement entered into between them and the CSDP or broker in the manner and time stipulated therein. Such shareholder should contact their CSDP or broker with regard to the cut-off time for their voting instructions.

Electronic participation

1. Shareholders or their proxies who wish to participate in the AGM via electronic communication ('Participants') must either 1. register online using the online registration portal at www.smartagm.co.za by no later than 14:00 on Monday, 29 June 2020; or 2. apply to Computershare, by delivering the duly completed electronic participation form to: Rosebank Towers, First Floor, 15 Biermann Avenue, Rosebank 2196, or posting it to Private Bag X9000, Saxonwold, 2132 (at the risk of the Participant), or sending it by email to proxy@computershare.co.za so as to be received by Computershare by no later than 14:00 on Monday, 29 June 2020. The electronic participation form can be found as an insert in this Notice of AGM. Computershare will first validate such requests and confirm the identity of the shareholder in terms of section 63(1) of the Companies Act, and, if the request is validated, further details on using the electronic communication facility will be provided.
2. The company will inform Participants who notified Computershare in accordance with paragraph 1 above by no later than 14:00 on Tuesday, 30 June 2020 by email of the relevant details through which Participants can participate electronically.

NOTICE OF ANNUAL GENERAL MEETING

3. The cost of electronic participation in the AGM is for the expense of the Participant and will be billed separately by the Participant's own service provider.
4. The Participant acknowledges that the electronic communication services are provided by third parties and indemnifies Curro against any loss, injury, damage, penalty or claim arising in any way from the use or possession of the electronic services, whether or not the problem is caused by any act or omission on the part of the Participant or anyone else. In particular, but not exclusively, the Participant acknowledges that he/she will have no claim against Curro, whether for consequential damages or otherwise, arising from the use of the electronic services or any defect in it or from total or partial failure of the electronic services and connections linking the Participant via the electronic services to the AGM.
5. Curro cannot guarantee there will not be a break in electronic communication that is beyond the control of the company.

By order of the board



RW Botha

Curro's company secretary in an acting capacity

1 June 2020

Registered office

38 Oxford Street
Durbanville 7550
(PO Box 2436,
Durbanville
7551, South Africa)

Transfer secretaries

Computershare Investor Services
(Pty) Ltd
Rosebank Towers
15 Biermann Avenue
Rosebank 2196
(Private Bag X9000, Saxonwold,
2132, South Africa)

Sponsor

PSG Capital (Pty) Ltd
1st Floor, Ou Kollege Building, 35 Kerk
Street
Stellenbosch 7600
(PO Box 7403, Stellenbosch 7599, South
Africa)
and at Second Floor, Building 3,
11 Alice Lane, Sandhurst, Sandton 2196
(PO Box 650957, Benmore 2010,
South Africa)

ANNEXURE A

Curro Holdings Limited summarised consolidated financial statements for the year ended 31 December 2019

Commentary

The Curro summarised report provides an overview of the activities, results and financial position of the Group for the year ended 31 December 2019.

Learner numbers

	Dec 2018	Dec 2019	% increase	Jan 2020	% increase
Existing schools	51 305	57 597		61 839	7%
New schools				468	
Organic growth	51 305	57 597		62 307	8%
Acquisitions				391	
Total	51 305	57 597	12%	62 698	9%
Nursery school	7 734	8 068	4%	7 634	(5%)
Primary school	29 076	32 318	11%	34 476	7%
High school	14 495	17 211	19%	20 588	20%

Overview of results

Curro is the largest independent school group in southern Africa. It has a portfolio of 175 schools serving various market segments and is proving its resilience in a tough and challenging economy.

From 2018 to 2019, learner numbers increased by 12% from 51 305 to 57 597. This resulted in an 18% increase in revenue from R2 496 million in 2018 to R2 944 million for the year ended 31 December 2019. Despite the increase in revenue, recurring headline earnings and recurring headline earnings per share decreased by 15% from R248 million to R212 million and from 60.1 cents to 51.0 cents over the same period due to:

- The deliberate strategy to retain learners in a depressed economy which negatively impacted the net revenue per learner as well as increasing the net bad debt expense.
- An increase in interest expense as a result of the investment of R2 billion in new campuses and acquisitions since 2016. Although these investments are not yet yielding profits in excess of the cost of debt, we are encouraged by the performance of these schools in such a short time frame.
- The changing composition of learner numbers across schools and grades which had an adverse impact on teacher numbers.
- Economic pressure on selected established schools at the upper end of the market and in selected rural locations.

Investments and expansion

During 2019, R1.3 billion was invested in the business. The capital was deployed in the following projects:

- Construction of four new campuses (five schools) to the value of R185 million. These campuses include Curro New Road (Gauteng), Curro Delft (Western Cape) and Curro Academies at the Blyde (Gauteng) and Mbombela (Mpumalanga).
- R949 million invested in the expansion of existing campuses, which included significant expansions at Curro Vanderbijlpark, Building Blocks, Curro Hillcrest and Curro Academy Pretoria.
- R24 million invested in land banking and R127 million on acquisitions

The group plans to invest approximately R1 billion in growth and development projects in 2020.



Dividend declaration

It is the board's policy to pay 20% of recurring headline earnings as an annual dividend. The board has accordingly resolved to pay a final dividend of 10.2 cents per share (2018: 12 cents per share) from income reserves for the year ended 31 December 2019.

The dividend amount, net of South African dividend tax of 20%, is 8.16 cents per share.

The number of ordinary shares in issue at the declaration date is 412 087 989, and the income tax number of the Company is 915/907/00/29.

The salient dates for this dividend distribution are:

Declaration date	Tuesday, 25 February 2020
Last day to trade cum dividend	Tuesday, 10 March 2020
Trading ex-dividend commences	Wednesday, 11 March 2020
Record date	Friday, 13 March 2020
Payment date	Monday, 16 March 2020

Share certificates may not be dematerialised or rematerialised between Wednesday, 11 March 2020 and Friday, 13 March 2020, both days inclusive.

Prospects

From end 2019 to January 2020, learner numbers have grown by 9% from 57 597 to 62 698. Strong growth was achieved in the high school grades, particularly in the Curro Academy schools.

Curro has proven that it can grow its learner numbers as well as revenue in challenging economic times. Focusing on efficiencies, increasing utilisation of existing capacity and lower capital investment will result in future earnings growth and cash generation.

On behalf of the board



SL Botha
Chairperson

24 February 2020



AJF Greyling
Chief Executive Officer

ANNEXURE A

Curro Holdings Limited summarised consolidated financial statements
for the year ended 31 December 2019

Summary consolidated statement of comprehensive income

	Change	Audited 31 Dec 2019 12 months R million	Audited 31 Dec 2018 12 months R million
Revenue	18%	2 944	2 496
Expected credit losses on financial assets*	131%	(37)	(16)
Operating expenses	19%	(2 214)	(1 853)
Earnings before interest, taxation, depreciation and amortisation (EBITDA)	11%	693	627
– Schools' EBITDA	13%	873	772
– Head office EBITDA	24%	(180)	(145)
Depreciation and amortisation	21%	(187)	(154)
Earnings before interest and taxation (EBIT)	7%	506	473
Interest income	(35%)	36	55
Impairment of property, plant and equipment	n/a	(104)	–
Profit on sale of property, plant and equipment	n/a	2	–
Share of losses of associate	n/a	–	(1)
Loss on disposal of investment in associate	n/a	–	(1)
Gain on bargain purchase	n/a	27	–
Finance costs	45%	(279)	(193)
Profit before taxation (PBT)	(44%)	188	333
Taxation	(99%)	(1)	(91)
Profit for the year (PAT)	(23%)	187	242
Other comprehensive income:			
Net fair value (loss)/profit on cash flow hedges	n/a	(13)	6
Foreign currency translation adjustments	n/a	–	(1)
Total comprehensive income	(30%)	174	247
Profit attributable to:			
Owners of the parent	(18%)	202	248
Non-controlling interest	150%	(15)	(6)
		187	242
Total comprehensive income attributable to:			
Owners of the parent	(25%)	189	253
Non-controlling interest	150%	(15)	(6)
	(30%)	174	247

* Restated to comply with IAS 1 disclosure requirements

Curro Holdings Limited summarised consolidated financial statements
for the year ended 31 December 2019

	Change	Audited 31 Dec 2019 12 months R million	Audited 31 Dec 2018 12 months R million
Reconciliation of headline earnings:			
Earnings attributable to owners of the parent		202	248
Adjusted for:			
Impairment of property, plant and equipment		104	–
Gain on bargain purchase		(27)	–
Profit on sale of property, plant and equipment		(2)	–
Non-controlling interest		(6)	–
Taxation		(18)	–
Headline earnings	2%	253	248
Reversal of deferred tax liability		(53)	–
Retrenchment cost net of tax		7	–
Other		5	–
Recurring headline earnings	(15%)	212	248
EBITDA margin		24%	25%
Schools' EBITDA margin		30%	31%
Earnings per share (cents)			
– Basic	(18%)	49.0	60.0
– Diluted	(18%)	49.0	59.8
Headline earnings per share (cents)			
– Basic	2%	61.1	60.1
– Diluted	2%	61.1	60.0
Recurring headline earnings per share (cents)	(15%)	51.0	60.1
Number of shares in issue (millions)			
– Basic		412.1	412.1
– Diluted		412.1	413.0
Weighted average number of shares in issue (millions)			
– Basic		412.1	412.1
– Diluted		412.1	413.0

ANNEXURE A

Curro Holdings Limited summarised consolidated financial statements
for the year ended 31 December 2019

Summary consolidated statement of financial position

	Audited 31 Dec 2019 R million	Audited 31 Dec 2018 R million
ASSETS		
Non-current assets	9 913	8 718
Property, plant and equipment	8 870	7 937
Right-of-use assets	200	–
Goodwill	565	520
Other intangible assets	265	239
Other financial assets	5	14
Deferred tax assets	8	8
Current assets	529	447
Inventories	14	5
Current tax receivable	2	1
Other financial assets	34	21
Trade receivables	180	89
Other receivables	128	146
Investment in money market	57	15
Cash and cash equivalents	114	170
Non-current assets held for sale	43	–
Total assets	10 485	9 165
EQUITY AND LIABILITIES		
Equity attributable to owners of the parent	5 405	5 238
Share capital	4 733	4 733
Reserves	(4)	9
Retained income	676	496
Non-controlling interest	11	34
Total equity	5 416	5 272

Curro Holdings Limited summarised consolidated financial statements
for the year ended 31 December 2019

	Audited 31 Dec 2019 R million	Audited 31 Dec 2018 R million
LIABILITIES		
Non-current liabilities	4 446	3 400
Other financial liabilities at amortised cost	3 653	2 844
Other financial liabilities at fair value (note 4)	27	9
Deferred tax liabilities	557	533
Lease liability	195	–
Contract liability	14	14
Current liabilities	623	493
Loans and other financial liabilities	84	49
Trade and other payables	186	143
Current tax payable	1	–
Lease liability	20	–
Contract liability (mainly prepaid school fees)	214	197
Development and acquisitions payables	19	26
Bank overdraft	99	78
Total liabilities	5 069	3 893
Total equity and liabilities	10 485	9 165
Net asset value per share (cents)	1 312	1 277

Summary consolidated statement of changes in equity

	Audited 31 Dec 2019 12 months R million	Audited 31 Dec 2018 12 months R million
Balance at the beginning of the year	5 272	4 996
Total comprehensive income	174	247
Dividends paid	(49)	–
Other movements	19	29
Balance at the end of the year	5 416	5 272

ANNEXURE A

Curro Holdings Limited summarised consolidated financial statements
for the year ended 31 December 2019

Summary consolidated segmental report

	Change	Audited 31 Dec 2019 R million	Audited 31 Dec 2018 R million
Learner numbers	12%	57 597	51 305
– Curro	15%	48 404	41 992
– Meridian	(1%)	9 193	9 313
Revenue	18%	2 944	2 496
– Curro	19%	2 655	2 222
– Meridian	5%	289	274
Schools' EBITDA	13%	873	772
– Curro	13%	809	714
– Meridian	10%	64	58
Net head office expenditure	24%	(180)	(145)
– Curro	29%	(172)	(133)
– Meridian	(33%)	(8)	(12)
EBITDA margin		24%	25%
– Curro		24%	26%
– Meridian		19%	17%
Recurring headline earnings	(15%)	212	248
– Curro	(11%)	230	259
– Meridian*	64%	(18)	(11)
Recurring headline earnings per share (cents)	(15%)	51.0	60.1
– Curro	(12%)	55.4	62.8
– Meridian*	63%	(4.4)	(2.7)
Earnings per share (cents)	(18%)	49.0	60.0
– Curro	(11%)	56.0	62.7
– Meridian	159%	(7.0)	(2.7)
Total assets	14%	10 485	9 165
– Curro	16%	9 791	8 473
– Meridian	-	694	692
Total liabilities	30%	5 069	3 893
– Curro	35%	4 396	3 267
– Meridian	8%	673	626
Net asset value per share (cents)	3%	1 312	1 277

Note:

The executive committee (exco) also assesses the performance of operating segments based on recurring headline earnings.

* Included in the Meridian results is an interest charge of R43 million to shareholders in proportion to their shareholding. Had this been excluded from the Meridian results, its recurring headline earnings would have resulted in a R10 million recurring headline earnings and recurring headline earnings per share of 2.4 cents. This would have had a zero impact on the group's results.

Curro Holdings Limited summarised consolidated financial statements
for the year ended 31 December 2019

Summary consolidated statement of cash flows

	Change	Audited 31 Dec 2019 12 months R million	Audited 31 Dec 2018 12 months R million
Cash generated from operations	13%	714	632
Tax paid	(28%)	(13)	(18)
Net finance cost	48%	(204)	(138)
Working capital movements – operations	130%	(23)	(10)
Working capital movements – investments	(91%)	(7)	(78)
Net cash generated from operating activities	20%	467	388
Net cash utilised in investing activities	(6%)	(1 285)	(1 373)
Net cash from financing activities	46%	741	506
Cash and cash equivalents movement for the year	(84%)	(77)	(479)
Cash and cash equivalents at the beginning of the year	(84%)	92	571
Cash and cash equivalents at the end of the year[^]	(84%)	15	92

[^] Includes cash and cash equivalents as well as the bank overdraft on the statement of financial position.

Key ratios (unaudited)

	31 Dec 2017	31 Dec 2018	31 Dec 2019	31 Jan 2020
Number of campuses	51	58	70	76
Number of schools	127	139	166	175
Number of learners	45 870	51 305	57 597	62 698
Average number of learners per campus	899	885	823	825
Number of employees	5 369	5 628	6 076	6 388
Number of teachers	2 778	2 945	3 230	3 470
Learner/teacher ratio	17	17	18	18
Building size (m ²)	598 194	656 081	700 946	
Land size (ha)	444	514	536	
Capital investment (R million)	1 192	1 373	1 285	
– Current campuses (R million)	652	590	949	
– New campuses (R million)	472	534	209	
– Acquisitions (R million)	12	369	127	
– Stadio (R million)	56	(120)	–	

ANNEXURE A

Curro Holdings Limited summarised consolidated financial statements for the year ended 31 December 2019

Notes to the summary consolidated financial statements

1. Basis of preparation

The summary consolidated financial statements of the Group for the year ended 31 December 2019 have been prepared in accordance with the requirements of the JSE Limited Listings Requirements for summary financial statements, and the requirements of the Companies Act applicable to summary financial statements. The JSE Limited Listings Requirements require summary financial statements to be prepared in accordance with the framework concepts and the measurement and recognition requirements of International Financial Reporting Standards (IFRS) and the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee and Financial Pronouncements as issued by the Financial Reporting Standards Council, and to also, as a minimum, contain the information required by IAS 34 Interim Financial Reporting. The accounting policies applied in the preparation of the consolidated financial statements from which the summary consolidated financial statements were derived are in terms of IFRS and are consistent, except as detailed in note 3 below, with those accounting policies applied in the preparation of the previous consolidated annual financial statements. The summary consolidated results have been prepared internally under the supervision of the Chief Financial Officer, B van der Linde, CA(SA) CFA.

The directors take full responsibility for the preparation of the summary consolidated financial statements and that the financial information has been correctly extracted from the underlying financial records.

2. Accounting policies

The accounting policies applied in the preparation of the consolidated financial statements are consistent with those of the annual financial statements for the year ended 31 December 2018, except for the mandatory adoption of IFRS 16 Leases which became effective 1 January 2019. For a comprehensive list of standards and interpretations that have been adopted, we refer you to our 31 December 2019 annual financial statements.

In preparing these summary consolidated financial statements, the significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements for the year ended 31 December 2018, except where impacted by the adoption of the new accounting standards as indicated above.

3. Business combinations

Effective 1 January 2019, Curro acquired Sagewood School in Gauteng and Creston College in KwaZulu-Natal. Effective 1 October 2019, Curro acquired Land of Oz School in Gauteng.



Curro Holdings Limited summarised consolidated financial statements
for the year ended 31 December 2019

R million

The following assets and liabilities were recognised:

Property, plant and equipment	151
Other intangible assets	1
Inventories	1
Trade and other receivables	2
Cash and cash equivalents	4
Deferred tax liabilities	(40)
Trade and other payables	(5)
Total identifiable net assets	114
Goodwill	45
Gain on bargain purchase	(27)
	132
Total purchase consideration	
Cash consideration paid	(127)
Outstanding purchase consideration	(5)
	(132)
Net cash outflow on acquisition	
Cash consideration paid	(127)
Cash and cash equivalents acquired	4
	(123)

4. Cashflow hedges

R million	Dec 2019	Dec 2018
Fixed-for-variable interest rate swap liabilities	27	9

The interest rate swap agreements are measured using mark-to-market rates by the issuer of the instruments, representing a Level 2 fair value measurement for financial reporting purposes.



ANNEXURE A

Curro Holdings Limited summarised consolidated financial statements for the year ended 31 December 2019

5. Change in accounting policy

IFRS 16 was adopted using the simplified approach with the date of initial application being 1 January 2019, using the incremental borrowing rate as opposed to the interest rate implicit to the lease, across all leases. No restatement of comparative figures with the cumulative effect of initially applying the standard recognised at the date of initial application.

	R million
Impact on the statement of financial position as at 31 December 2019	
Assets	
Right-of-use assets	200
Total assets	200
Liabilities	
Lease liability	(215)
Total liabilities	(215)
Impact on the statement of comprehensive income for the year ending 31 December 2019	
Depreciation	(8)
IAS 17 rent expense	17
Profit from operating activities	9
Finance cost	(24)
Taxation	4
Impact on profit for the year	(11)

6. Events after the reporting period

Curro acquired the entire business operations and properties of The King's School in Gauteng for a total purchase consideration of R44.3 million combined. This acquisition became effective on 1 January 2020.



#Learners2Leaders: Curro Schools



Independent auditor's report on the summary consolidated financial statements

To the Shareholders of Curro Holdings Limited

Opinion

The summary consolidated financial statements of Curro Holdings Limited, set out on pages 16 to 26 of the Notice of Annual General Meeting for the year ended 31 December 2019, which comprise the summary consolidated statement of financial position as at 31 December 2019, the summary consolidated statements of comprehensive income, changes in equity and cash flows for the year then ended, and related notes, are derived from the audited consolidated financial statements of Curro Holdings Limited for the year ended 31 December 2019.

In our opinion, the accompanying summary consolidated financial statements are consistent, in all material respects, with the audited consolidated financial statements, in accordance with the JSE Limited's (JSE) requirements for summary financial statements, as set out in note 1 to the summary consolidated financial statements, and the requirements of the Companies Act of South Africa as applicable to summary financial statements.

Summary Consolidated Financial Statements

The summary consolidated financial statements do not contain all the disclosures required by International Financial Reporting Standards and the requirements of the Companies Act of South Africa as applicable to annual financial statements. Reading the summary consolidated financial statements and the auditor's report thereon, therefore, is not a substitute for reading the audited consolidated financial statements and the auditor's report thereon. The summary consolidated financial statements and the audited consolidated financial statements do not reflect the effects of events that occurred subsequent to the date of our report on the audited consolidated financial statements.

The Audited Consolidated Financial Statements and Our Report Thereon

We expressed an unmodified audit opinion on the audited consolidated financial statements in our report dated 24 February 2020. That report also includes communication of key audit matters. Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period.

Director's Responsibility for the Summary Consolidated Financial Statements

The directors are responsible for the preparation of the summary consolidated financial statements in accordance with the JSE's requirements for summary financial statements, set out in note 1 to the summary consolidated financial statements, and the requirements of the Companies Act of South Africa as applicable to summary financial statements.

Auditor's Responsibility

Our responsibility is to express an opinion on whether the summary consolidated financial statements are consistent, in all material respects, with the audited consolidated financial statements based on our procedures, which were conducted in accordance with International Standard on Auditing (ISA) 810 (Revised), Engagements to Report on Summary Financial Statements.

PricewaterhouseCoopers Inc.

PricewaterhouseCoopers Inc.

Director: D de Jager

Registered Auditor

Stellenbosch

23 April 2020

PricewaterhouseCoopers

Capital Place, 15-21 Neutron Avenue, Techno Park, Stellenbosch, 7600

P O Box 57, Stellenbosch, 7599

T: +27 (0) 21 815 3000, F: +27 (0) 21 815 3100, www.pwc.co.za

Chief Executive Officer: L S Machaba

Management Committee: S N Madikane, J S Masondo, P J Mothibe, C Richardson, F Tonelli, C Volschenk

The Company's principal place of business is at 4 Lisbon Lane, Waterfall City, Jukskei View, where a list of directors' names is available for inspection.

Reg. no. 1998/012055/21, VAT reg.no. 4950174682.

ANNEXURE B

Shareholder information

1. Shareholders' profile

Range of shareholding	Number of shares held in range 2019		Number of shares held in range 2018	
		%		%
1 to 500	968 217	0,2	1 152 551	0,3
501 to 1 000	1 460 753	0,4	1 748 416	0,4
1 001 to 5 000	8 790 080	2,1	10 387 064	2,5
5 001 to 10 000	6 108 311	1,5	6 839 234	1,7
10 001 and over	394 760 628	95,8	391 960 724	95,1
	412 087 989	100,0	412 087 989	100,0

Public and non-public shareholding	Number of shares held in range 2019		Number of shares held in range 2018	
		%		%
PSG Financial Services Ltd	228 210 051	55,4	228 210 051	55,4
Directors	6 967 870	1,7	7 433 185	1,8
Total non-public shareholding	235 177 921	57,1	235 643 236	57,2
Total public shareholding	176 910 068	42,9	176 444 753	42,8
	412 087 989	100,0	412 087 989	100,0

Number of public and non-public shareholders	Number of shareholders 2019		Number of shareholders 2018	
		%		%
Non-public	5	0,0	7	0,0
Public	13 830	100,0	15 687	100,0
	13 835	100,0	15 694	100,0

Individual shareholders holding more than 5%	Number of shares held 2019		Number of shares held 2018	
		%		%
PSG Financial Services Ltd	228 210 051	55,4	228 210 051	55,4
Coronation Ltd	23 496 990	5,7	25 090 249	6,1
Public Investment Corporation	23 936 503	5,8	22 012 618	5,3
Dipeo Capital (RF) (Pty) Ltd	21 414 497	5,2	21 414 497	5,2
	297 058 041	72,1	296 727 415	72,0

2. Shareholding of directors

The shareholding of directors, excluding the participation in the share incentives plan, in the issued share capital of the company as at 31 December 2019 was as follows:

Directors	2019				2018			
	Direct	Indirect	Number	%	Direct	Indirect	Number	%
SL Botha	272 926	–	272 926	0.07	272 926	–	272 926	0.07
AJF Greyling	–	961 057	961 057	0.23	–	961 057	961 057	0.23
PJ Mouton	–	1 950 068	1 950 068	0.47	–	1 939 943	1 939 943	0.47
B van der Linde	191 876	580 266	772 142	0.18	191 876	588 916	780 792	0.18
CR van der Merwe	–	3 011 677	3 011 677	0.73	–	3 511 677	3 511 677	0.85
B Petersen*	10 000	–	10 000	0.00	10 000	–	10 000	0.00
	474 802	6 503 068	6 977 870	1.68	474 802	7 001 593	7 476 395	1.80

*B Petersen resigned effective 1 May 2019.

The register of interests of directors and others in shares of the company is available to the shareholders on request.

There have been no changes in the shareholding of directors between the reporting date and the date of approval of the annual financial statements.

3. Stated capital as at 31 December 2019

	2019	2018
Authorised		
Ordinary shares with no par value	600 000 000	600 000 000
Issued		
Ordinary shares with no par value	412 087 989	412 087 989
Stated capital:		
Authorised		
Ordinary shares with no par value	600	600
Issued		
Ordinary shares with no par value	4 733	4 733

4. Note on material changes

Despite the COVID-19 pandemic, learning at Curro schools is continuing by means of a remote learning strategy through electronic platforms which was already in place prior to the closure of all schools from 18 March 2020.

The broader economic impact of the pandemic may negatively affect our client base but at mid-April 2020 with the information at hand, there has been no material change in the financial or trading position of the group including its subsidiaries subsequent to the 31 December 2019 year-end.

ANNEXURE C

Remuneration report

Chairperson's letter

Dear Shareholders and other Stakeholders

This is the remuneration report of Curro Holdings Limited, which includes the remuneration policy and the implementation report. The provisions of King IV (read with the JSE Listings Requirements) require that these two documents be submitted for non-binding advisory votes at the AGM of shareholders.

The remuneration and nominations committee of Curro Holdings Limited ('remcom') fulfils the role of governing remuneration-related matters, as delegated to it by the board of directors. The remcom consists of KK Combi (independent non-executive director and chairperson of remcom), Santie Botha (independent non-executive chairperson of the board), and Piet Mouton (non-executive director). The CEO, Andries Greyling, and the CFO, Bernardt van der Linde, attend meetings of the remcom by invitation, as required. The CEO and CFO recuse themselves from the meeting when a conflict of interest arises or when they are requested to do so. Curro's company secretary in an acting capacity, Ruan Botha, is also the secretary of the committee.

The remcom is governed by its charter, which is reviewed annually by the committee and the board of directors. The committee has met twice throughout the financial year ending 31 December 2019, and has fulfilled its responsibilities as set out in its charter and as further described in the remuneration policy.

At the Curro AGM held on 5 June 2019, the remuneration policy received a 90.01% vote in favour thereof (with 9.99% against), and the implementation report received a 92.46% vote in favour thereof (with 7.54% against).

Curro believes that ensuring the alignment of Curro's remuneration philosophy with the interests of other stakeholders will ensure sustainable growth to the benefit of all parties. Curro aims to reward its employees fairly through competitive remuneration in order to ensure that it retains and attracts high-calibre employees. Some of the factors influencing the remuneration policy include:

- The business strategy, including the short- and long-term goals and objectives of the company.
- An aspiration to adequately reward value that has been created, contributions made and performance.
- Appropriate remuneration benchmarks are applied by considering remuneration trends in both the public and private-education sectors, as well as in other comparable industries with similar attributes.
- The financial position and outlook for the company in the context of the broader economy.
- Remaining cognisant of the level of school-fee increases in relation to salary increases.
- The pay gap between executives and the rest of the employees of the company.

In accordance with its charter, the remcom made the following key decisions during 2019:

- Determined the key performance indicators of the short-term incentives ('STIs') for the 2019 financial year.
- Reviewed performance against the 2018 key performance areas and approved STIs for executive directors.

- Reviewed and approved salary increases for the executive directors and the acting company secretary.
- Reviewed non-executive directors' fees for submission to the shareholders at the AGM.
- Reviewed and approved the share option scheme model, share option awards and net settlement of shares in cash.
- Reviewed the composition of the board and board committees and made recommendations for changes thereto to the board for approval.
- Reviewed the succession plan for key management.
- Reviewed the committee's charter.

Refer to the corporate governance report on pages 74 to 83 of the integrated annual report for the 2019 financial year, available at www.curro.co.za, for more details on the committee's functioning.

The remcom believes that:

- It was objective and independent when it reviewed the remuneration policy.
- The policy approved in 2019 achieved its stated objectives.
- The committee remained objective and independent when it approved the remuneration of executives and the rest of the company as a whole.
- The company's independent advisers were independent and objective in the services they rendered during the year under review.

The focus areas for 2020 include:

- Continuing to implement best-practice protocols in accordance with principles set out in this policy.
- Determining performance conditions for the long-term incentive ('LTI') scheme that would be appropriate for Curro's business model.

The committee believes that the Curro remuneration policy and implementation report support the long-term business strategy of the company and recommends that shareholders support the resolutions of the 2020 AGM.



KK Combi

Chairperson: Remuneration and Nominations Committee

ANNEXURE C

Remuneration report

2020 Remuneration policy

1. Introduction

The purpose of this policy is to outline the principles according to which Curro remunerates its employees.

Curro wishes to increase access to independent-school education across southern Africa. Staff are an instrumental component in achieving that goal, and accordingly, fair and equitable remuneration remains a key focus area for Curro. At 31 December 2019 there were 6 076 employees, of whom 186 employees related to head office. Total remuneration represented 53% (2018: 52%) of revenue generated and 70% (2018: 69%) of operating expenses respectively.

Curro acknowledges that its human capital is an important part of Curro's six integrated reporting capitals. As part of Curro's employee value proposition, Curro remunerates employees with appropriate total-cost-to-company ('TCTC') packages, as well as with STIs and LTIs (see explanation below). Curro also offers other benefits, such as a positive working environment and training and skills development programmes. Curro believes the aforementioned factors help it to develop, motivate and retain its skilled employees, which is essential in the education environment.

This policy has a positive impact on the sustainability of the Curro group and develops the company towards positioning itself as an employer of choice. In so doing, Curro's remuneration policy is aligned to the Curro group's long-term strategy and shareholder value creation.

Curro's remuneration policy consists of three components:

- i. A TCTC package, including benefits such as 13th cheques (guaranteed bonus portion – see below), maternity leave, provident fund contribution, death, disability and dreaded disease benefits, medical aid.
- ii. A short-term cash incentive scheme, linked to the annual performance of the company.
- iii. An LTI scheme (limited in participation) that assists with the retention of key skills in the management of the Curro group and in promoting long-term performance.

An internal policy exists to ensure that appropriate governance processes are in place for the approval of individual employees' remuneration and changes thereto. The remuneration of the executive directors, exco members and company secretary (collectively 'executives') is reviewed annually by the remcom, which seeks to ensure that balance is maintained between fixed (cost-to-company packages) and variable (STIs and LTIs) elements of remuneration, as well as between short-term, medium-term and long-term strategic performance objectives. The remcom aims to ensure that the remuneration of executives is fair and responsible to the company, its shareholders and other stakeholders and the executive.

Non-executive directors receive a fixed fee approved annually by shareholders. Further details are set out in section 8 of this policy.

Refer to the corporate governance report on pages 74 to 83 of the full integrated annual report, available online at www.curro.co.za, for details on the remcom's composition, purpose, role, mandate, meetings held and attendance thereat.

2. Remuneration mix

The remcom ensures that the mix between remuneration components for executives is weighted towards variable pay in order to encourage the achievement of the short- and long-term financial and strategic goals of the organisation. For employees at other levels in the organisation the total remuneration mix is weighted towards guaranteed pay, as they do not manage the company's overall financial performance.

The table below provides an overview of the categories of Curro employees and their respective remuneration components:

Group	Focus	Strategic view	Remuneration
Executives	Formulate, drive and oversee implementation of strategy	Longest term	Cost-to-company package, *short-term incentive and share options
Head office: professionals and management levels	Operational	Short to long term	Cost-to-company package, **maximum 15th cheque as short-term incentive, share options
Schools: management levels	Operational	Short to long term	Cost-to-company package, **discretionary bonus and share options
Other staff (head office and schools, including teachers)	Support (administration)	Short term	Cost-to-company package and 13th cheque

* The remcom approves the short-term incentive scheme from time to time. The remcom approves the LTIs scheme model (in accordance with the rules approved by shareholders) from time to time.

** The executive directors and executive committee have the discretion to formulate ad hoc incentive schemes that drive performance.

3. Fair and responsible remuneration

Executive remuneration should be fair and responsible in the context of overall employee remuneration. Curro is sensitive to socio-economic challenges and the need to try and address some of these challenges where possible.

The steps taken in this regard include:

- Curro increased its contribution to the provident fund from 2% in 2018 to 3% in 2019.
- A medical benefit, in particular an employer-provided medical benefit plan, was introduced effective 1 April 2018 for employees earning less than R12 000 per month. This benefit allows these employees to obtain covered medical assistance for basic medical care.
- Assistance with school fees provided for employees whose children attend Curro schools.
- Ensuring that the lowest-paid employees receive remuneration above the minimum wage level.
- Curro has embarked on a skills development and training drive to train and upskill staff across the Curro group.

ANNEXURE C

Remuneration report

4. Total-cost-to-company package

The TCTC packages of employees are determined and reviewed annually, and changes thereto are effective on 1 March of each year. These packages take into account individual performance, company performance, the macroeconomic environment, industry standards, level of responsibility that the individual assumes, business complexity and external salary benchmarks where relevant. Competitive TCTC remuneration packages allow Curro to attract and retain skills that the group requires to implement its business strategy.

Curro makes use of the following external remuneration benchmarks:

School employees (about 97% of total employees)

- Teachers and specialised employees and management: competitors' salaries/state schools' salary statistics
- Other employees at schools: general market comparisons

Head office employees (about 3% of total employees)

- Administrative employees and non-management employees: general market comparisons
- Specialised functions/professionals: industry-specific comparisons
- Executives: publicly available information from the industry, together with surveys on executive pay for listed companies per industry as and when available, and total remuneration components

Curro believes that these benchmarks provide reliable information to assist with remuneration decisions on a comprehensive and informed basis.

The remcom reviews the salary packages of executives. The average salary increases of these individuals are usually similar to the general employees' average salary increases, unless there are specific reasons to determine otherwise, for example when an individual is promoted.

The remcom reviews whether the total consolidated increases to the salary packages of employees of the company, together with the total STIs considered annually, are commensurate with the size and complexity of the business. The remcom approves the levels of authority with respect to who may approve increases to the packages of employees in the different areas and on the different levels in the company. The benefits available to employees include a guaranteed 13th cheque; maternity leave, provident fund contribution, death, disability and dreaded disease benefits, medical aid (including a medical aid scheme for employees earning below R12 000 per month).



#Learners2Leaders: Meridian Schools

5. Short-term incentives

Curro believes in rewarding good performance that is dependent on the performance of the company. This reward is delivered in the form of a cash bonus. STIs are not guaranteed and are paid at the discretion of the remcom. The purpose of STIs is to encourage and promote the continued and consistent focus on the implementation of Curro's group strategy and to appreciate and recognise achievements. They also assist in retaining the group's top performers. STIs are usually paid to employees who fall in the management levels of the group.

The STIs are considered annually when the audited/reviewed results of Curro are available, and are usually payable in February or March every year. The STIs for employees other than the executives are approved by the committees/individuals as set out in the remcom-approved levels of authority.

The STIs for the executive directors and exco members focus on the key drivers of the business.

The following targets and weighting will be applicable to STIs in 2020:

STI targets (equal weighting)*

- Achieve growth in recurring HEPS of 20%
- Increase Yield by 0.5%
- Achieve 7% growth in organic net learner numbers from 2020 to 2021
- Personal KPIs

*Above subject to an increase in HEPS

Bonus weighting per executive

CEO	100%
CFO, business managers, academic head	80%
Other exco members	60%

Considering the unprecedented environment that the COVID-19 pandemic has caused and the resulting uncertainty it entails, the remcom reserves the right to amend the performance measures and targets.

Learner growth and retention have a significant operational gearing effect on the bottom line of the company. Management will have to focus on service delivery for this.

For management to achieve the HEPS target, in addition to reducing the lever ratio for learners, it will have to focus on reducing costs, the collection of school fees in order to reduce bad debts, and capital investments to reduce depreciation and interest expenses.

The remcom annually reviews and approves the key performance measures and bonus pools of the executives and compares the achievement with these measures when the total remuneration packages of the members are revised.

Remuneration report

6. Long-term incentives

Introduction

Curro believes that the retention of key skills in the group is important for the sustainability of the group and that LTIs assist in doing so. Furthermore, LTIs align the interests of participants with the medium- to long-term strategic objectives of the company. At the same time, they illustrate Curro's commitment and loyalty towards the participants. Curro's LTIs consist of a share option scheme. A key feature of Curro's share option scheme is that participants will only benefit if there is long-term share price appreciation, which should ultimately depend on sustained growth in headline earnings per share as a result of Curro's business and management activities.

The share option scheme also ensures a rolling long-term focus for participants, considering the annual vesting of share options in 25% tranches on the second, third, fourth and fifth anniversaries of the award date and subsequent award top-ups as detailed below. During 2020 the remcom will review performance criteria for future vesting conditions.

The Curro shareholders approved the share option scheme rules that govern a range of principles such as share option awards, eligibility criteria to be a participant, vesting rules, and, for example, how to deal with circumstances when an employee retires, is retrenched or in the case of their death. The shareholders approved certain changes to the rules of the share option scheme at the 2018 AGM that:

- Allow the board to determine and set performance measures that will apply to the vesting of options awarded in terms of the Share Incentive Scheme.
- Allow the company to settle exercised options on a net equity basis, by way of cash payments, or through the issue and allotment of ordinary shares in the company.
- Grant the board the discretion to determine that options that have been awarded by the company will lapse, where the board determines, in its sole discretion, that the participant is guilty of misconduct or poor performance.
- Increase the required loan cover ratio applicable to loans made by the company to participants in the Share Incentive Scheme from 130% to 200%.

Award

Share options are awarded annually at the discretion of the remcom. The number of share options to be awarded is calculated on the basis of the respective employees' base salary and a multiple of between one time and seven times applied thereto, depending on the employee's seniority and level of responsibility assumed in the organisation, and subject to their performance. In determining the top-up calculations for the annual share option award, the value of unvested past share option awards is taken into account. All share options are awarded at a strike price equal to Curro's 30-day volume-weighted average share price immediately preceding such award date. This strike price ensures an automatically embedded performance hurdle in that participants will only benefit from the share option scheme if there is a long-term share price appreciation and thus value creation for Curro shareholders.

The total consolidated number of options to be awarded annually is a matter to be decided and approved by the remcom. The remcom is responsible for approving the annual awards for specific participants (executive directors, exco, company secretary, executive heads, heads of departments and operational heads). The approval of share option awards for other senior managers/middle managers/junior managers who qualify for participation in the share option scheme is delegated to the CEO, CFO and company secretary by the remcom. This approval occurs subject to these awards being within the factor ranges that the remcom has set and the remcom being notified once awards have been made.

Vesting

The remcom believes that awarding share options at the market price, at the time of issuing, is currently the most appropriate incentive. In order for participants to benefit, the share price must increase over time.

However, like in the previous year, the remcom has decided to continue with the EBIT margin as a vesting condition.

Vesting date	Sep 2022	Sep 2023	Sep 2024	Sep 2025	
Financial year	2019	2021	2022	2023	2024
EBIT margin*	17.2%	20.5%	21.0%	21.5%	22.0%

*Significant acquisitions might be excluded from this measure.

There are no vesting conditions for rights issued before 2019.

In addition, shares awarded to employees are at the market options, so without share price appreciation, which will only coincide with long-term value creation, management will derive no benefit from the LTI.

Limits

The limits of the number of shares that may be utilised for purposes of the share option scheme are fixed and determined by Curro shareholders from time to time, as required by the JSE Listings Requirements.

Below is a summary of the shares already utilised up to December 2019:

	Number of shares	Portion utilised	As % of shares in issue
For all participants			
Cumulative utilised	24 869 931	85%	6.0%
Current unvested	12 499 100	43%	3.0%
Maximum that may be utilised	29 354 954	100%	7.1%
Per individual participant			
Cumulative utilised	2 228 299	58%	0.5%
Current unvested	717 025	19%	0.2%
Maximum that may be utilised	3 870 990	100%	0.9%

Loan funding

Although the share incentive trust deed permits granting of loans to acquire vested share options, no new loans have been granted since 2017. At 31 December 2019 the loan balance was R9 million with security cover of R15 million.

Termination of service

In the case of resignation, dismissal or early retirement (before attaining the age of 65 years) of a participant (i.e. bad leaver), unvested share options are generally forfeited.

In the case of permanent disability, compulsory retirement (attaining the age of 65 years), death or retrenchment of a participant (i.e. good leaver), any share options capable of being exercised within a period of 12 months thereafter will generally continue to be exercisable, provided they are exercised during such 12 months. However, in the case of the termination of employment for any reason other than dismissal, the remcom may at its absolute discretion permit the exercising of any unvested share options upon such additional terms and conditions as it may determine (e.g. as part of non-compete provisions in the case of the early retirement of an executive).

ANNEXURE C

Remuneration report

7. Executive contracts

Executives have a notice period of two months, with between one and three months for all other employees, depending on the role requirements, to ensure continuity of the operations and alignment with market practice. Executive directors have an unpaid restraint of trade for 24 months. Curro employees (including executives) are not entitled to any payments upon termination of their service, except for those provided for by law (e.g. accrued annual leave and retrenchment payments).

No retention-based payments are made to Curro employees, although the remcom has the discretion to make such payments when the need arises. LTI awards vest in line with the shareholder-approved rules.

Executive directors are permitted to serve as non-executive directors in other companies with the prior approval of the chairperson of the board. Any remuneration payable for these duties is taken into account when remuneration reviews take place. In certain instances, incoming appointees may be awarded LTIs as a sign-on award.

8. Non-executive directors' fees

Non-executive directors' fees are reviewed annually by the remcom, taking into account external public research information that is available on non-executive directors' fees, affordability, and the increases awarded to the average employee's salary. The remcom's recommendation is submitted to the board, which then considers it for recommendation to the shareholders for approval at the company's AGM.

The company's memorandum of incorporation as approved by the shareholders of the company allows for a disinterested quorum of the board to determine such additional amounts of fees/remuneration to be paid in the event a director provides services that fall outside the scope of the ordinary duties of a non-executive director. Non-executive directors do not receive share options.

Refer to pages 10 and 11 of the notice of AGM for details on the proposed fees for 2020. Refer to the implementation report for the details on the non-executive directors' remuneration paid in the 2019 financial year.

The proposed fees for non-executive directors are as follows:

Non-executive directors' fees (excluding value-added tax)	Annual fee 2020
Board	
Chairperson of the board	R550 000
Board members	R250 000
Chairpersons of the board committees	
Audit and risk committee	R150 000
Remuneration and nominations committee	R100 000
Social, ethics and transformation committee	R100 000
Members of board committees	
Audit and risk committee	R80 000
Remuneration and nominations committee	R80 000
Social, ethics and transformation committee	R50 000

Notes:

1. Fees are paid for services rendered as non-executive directors and are not based on meetings attended.
2. Value-added tax ('VAT') is payable thereon if the non-executive director is VAT registered.

9. Shareholder non-binding advisory votes

This remuneration policy is updated from time to time, and together with the implementation report, is submitted to the shareholders of Curro annually at its AGM for two separate non-binding advisory votes. In accordance with the JSE Listings Requirements, in the event that 25% or more votes are exercised against the remuneration policy and/or the implementation report, Curro will:

- Include in a statement on its AGM voting results published via the Stock Exchange News Service (SENS) an invitation to the dissenting shareholders to engage with Curro, together with the manner and timing of this engagement.
- Address legitimate concerns raised by taking these into account with the annual review of the remuneration policy and/or by clarifying or adjusting remuneration governance processes.

The methods of engagement may include face-to-face meetings, teleconferences, emails and other written correspondence.

In the circumstances described above, the results of the shareholder engagement will be disclosed in the introduction of the successive remuneration report.

Implementation report for the year ended 31 December 2019

Human capital is a critical component of Curro's business success, as their people are key to the quality of education that they provide through their schools. Curro has 6 076 employees, and approximately 70% of operating expenses consist of remuneration for employees.

The remcom believes it has achieved its objectives set out in the remuneration policy for 2019. There were no material deviations from the remuneration policy.

	2017	2018	2019
Total remuneration			
Total number of employees	5 369	5 628	6 076
Guaranteed pay and company contributions	1 086	1 264	1 541
Short-term incentive	4	10	6
IFRS2 share-based payments expense	17	16	22
Total remuneration* (R million)	1 107	1 290	1 569
As percentage of revenue	53%	52%	53%
Remuneration of prescribed officers and executive committee			
Number of employees	9	11	11
Guaranteed pay (R million)	13	19	23
Short-term incentive (R million)	2	6	3
IFRS2 share-based payments expense (R million)	7	6	7
Total of guaranteed and short-term incentive (R million)	22	31	33
<i>Short-term incentive as percentage of guaranteed pay</i>	15%	32%	13%
<i>Total of guaranteed pay as percentage of revenue</i>	1.0%	1.2%	1.1%
<i>Total of guaranteed pay as percentage of EBITDA</i>	4.7%	4.9%	4.8%

Notes

* Total remuneration includes total STIs and the IFRS2 share-based payments expenses relating to the Share Incentive Trust.

ANNEXURE C

Remuneration report

Single total figure remuneration for executives in FY 2019

Executive	Basic salary	Expense allowances	Pension contributions paid	Bonuses*	Gains on exercising of options	Total
2019	R'000	R'000	R'000	R'000	R'000	R'000
AJF Greyling	2 518	102	94	2 400	31	5 145
HG Louw**	543	111	44	1 192	21	1 911
B van der Linde	1 950	95	108	1 343	26	3 522
	5 011	308	246	4 935	78	10 578

*Based on performance for the 2018 financial year.

**Resigned effective 1 May 2019.

Single total figure remuneration for executives in FY 2018

Executive	Basic salary	Expense allowances	Pension contributions paid	Bonuses*	Gains on exercising of options	Total
2018	R'000	R'000	R'000	R'000	R'000	R'000
AJF Greyling	2 351	119	133	700	1 083	4 386
HG Louw	1 554	261	140	–	817	2 772
B van der Linde	1 852	91	120	500	807	3 370
	5 757	471	393	1 200	2 707	10 528

*Based on performance for the 2017 financial year.

Total-cost-to-company packages

Increases are provided to staff annually with effect from 1 March. For the 2019 year, the general annual salary increase was 4%, with a 1% increase to the employer's contribution to the provident fund. With the exception of where there were changes in responsibilities, the increases for executives were in line with those for the rest of the staff.

Short-term incentives

STIs are paid annually in February or March following the financial and academic results of the prior year and the learner enrolments for the following financial year. The February 2020 amount paid to the exco was R9.6 million (2019: R11.5 million), which was the bonus pool approved by the remcom in February 2020. The remcom's approval process for STIs took into account a review of the exco's achievement against the 2019 key performance indicators that were approved for that year in February 2019 and reviewed in February 2020 (once reviewed and/or audited information was available).

Executives met the key performance indicators that had been set for the 2019 financial year. Details can be found below.

Other employees, who mainly comprise operations managers, executive heads and selected head office personnel, may also receive an additional bonus in March based on specific outcomes achieved by the individual.



ANNEXURE C

Remuneration report

The STIs for the individuals as set out in the 2019 remuneration policy for the 2019 financial year that were paid in February 2020 and that will be included in the 2020 financial statements were as follows:

Exco - STI targets and results 2019

Financial and learner numbers	Allocation If target met	Minimum 0%	Target 25%	Stretch 40%	Actual achieved	Allocated bonus
Learner numbers						
Organic growth	25%	7.5%	9.0%	12.0%	9.2%	26.2%
Qualifying learner numbers 2020					62 522	
Qualifying learner numbers 2019					57 232	
Learner leaver ratio	25%	18%	16%	14%	16.1%	24.3%
Number of leavers (after adjustment for transfers)					9 188	
Qualifying learner numbers 2019					57 232	
HEPS Growth	25%	20%	30%	40%	(15.1%)	0.0%
HEPS (cents)		72	78	84	51	
	75.0%					50.5%

	CEO	CFO	Other Exco
Total Personal KPIs	24.4%	20.4%	23.0%
Group targets achieved	50.5%	50.5%	50.5%
Total Bonus	74.9%	70.9%	73.5%
Bonus weighting per executive (% of yearly salary)	100.0%	80.0%	67.5%
Bonus percentage	74.9%	56.7%	49.7%

Long-term incentives (R million)

	2017	2018	2019
Realised gains on vesting (all participants)	30	9	1
Realised gains on vesting (prescribed officers and exco)	16	3	0**
Outstanding loans to participants*	44	22	9

*The average loan-to-value ratio at 31 December 2019 was 1.7 times and each individual borrower exceeded the minimum ratio of 1.3.

**R121 152

ANNEXURE C

Remuneration report



#Learners2Leaders: The Kings School Linbro Park

ANNEXURE C

Remuneration report

Details of share awards made to executive directors are set out in the table below:

Director	Share options award date	Final option vesting date	Exercise price per share option (Rand)*	Opening balance of share options awarded at 1 January 2019	Number of share options awarded during the year	Number of share options vested during the year	Closing balance of share options as at 31 December 2019	Gain on vesting of options**	Gain on unvested share options as at 31 December 2019***
								R'000	R'000
CR van der Merwe	2014/09/29	2019/09/29	18.24	33 550	–	(33 550)	–	–	–
	2015/09/29	2020/09/29	29.01	98 600	–	(49 300)	49 300	–	–
	2016/09/29	2021/09/29	36.21	105 150	–	(35 050)	70 100	–	–
				237 300	–	(117 900)	119 400	–	–
AJF Greyling	2014/09/29	2019/09/29	18.24	23 475	–	(23 475)	–	–	–
	2015/09/29	2020/09/29	29.01	60 300	–	(30 150)	30 150	–	–
	2016/09/29	2021/09/29	36.21	71 850	–	(23 950)	47 900	–	–
	2017/09/29	2022/09/29	37.53	273 700	–	(68 425)	205 275	–	–
	2018/09/29	2023/09/29	30.54	109 300	–	–	109 300	–	–
	2019/09/29	2024/09/29	19.81	–	324 400	–	324 400	–	–
				538 625	324 400	(146 000)	717 025	–	–
B van der Linde	2014/09/29	2019/09/29	18.24	19 675	–	(19 675)	–	–	–
	2015/09/29	2020/09/29	29.01	42 350	–	(21 175)	21 175	–	–
	2016/09/29	2021/09/29	36.21	50 400	–	(16 800)	33 600	–	–
	2017/09/29	2022/09/29	37.53	167 700	–	(41 925)	125 775	–	–
	2018/09/29	2023/09/29	30.54	96 500	–	–	96 500	–	–
	2019/09/29	2024/09/29	19.81	–	197 500	–	197 500	–	–
				376 625	197 500	(99 575)	474 550	–	–
HG Louw [^]	2014/09/29	2019/09/29	18.24	15 875	–	(15 875)	–	–	–
	2015/09/29	2020/09/29	29.01	43 650	–	(21 825)	21 825	–	–
	2016/09/29	2021/09/29	36.21	51 600	–	(17 200)	34 400	–	–
	2017/09/29	2022/09/29	37.53	114 900	–	(28 725)	86 175	–	–
	2018/09/29	2023/09/29	30.54	88 800	–	–	88 800	–	–
	2019/09/29	2024/09/29	19.81	–	172 700	–	172 700	–	–
				314 825	172 700	(83 625)	403 900	–	–
				1 467 375	694 600	(447 100)	1 714 875	–	–

* Exercise price is the strike prices adjusted for corporate actions (rights issues and unbundling of shares).

** Share price on date of exercise to calculate the gain was R19.58

*** The unrealised in the money amount was calculated by multiplying the unvested number of shares by the market price of the share at 31 December 2019 being R17.70.

[^]Resigned effective 1 May 2019.

Non-executive directors' fees

	2017	2018	2019
Remuneration (R'000)	1 564	2 083	3 037
Growth	15.2%	33%	46%

The fees paid to non-executive directors in the 2019 financial year included the following:

Name	2018	2019*
	R'000	R'000
SL Botha	494	725
ZL Combi	280	495
ZN Mankai	120	417
TBL Molefe	–	253
PJ Mouton	214	380
SWF Muthwa	280	430
B Petersen	267	–
DM Ramaphosa	214	330
CR van der Merwe	604**	288
	2 473	3 318

*Includes VAT

**Includes fees for acting as a strategic adviser to Curro.

Fees for non-executives for the 2019 financial year were increased by an average of 67%, as approved by shareholders at the previous AGM. Curro had adjusted the non-executive directors' fees in 2019, after considering non-executive director remuneration benchmarks in comparable industries with similar attributes.



#Learners2Leaders: Curro Academy Parkdene

CORPORATE INFORMATION

Curro Holdings Limited

(Registration number 1998/025801/06)

General information

Country of incorporation and domicile	South Africa
Nature of business and principal activities	Independent schools and education services
Directors	Executive Mr AJF Greyling Mr B van der Linde Non-executive Mr PJ Mouton Dr CR van der Merwe Independent non-executive Ms SL Botha (chairperson) Mr ZL Combi Ms ZN Mankai Ms T Molefe Prof. SWF Muthwa Mr DM Ramaphosa
Registered office and business address	38 Oxford Street Durbanville Cape Town South Africa 7550
Postal address	PO Box 2436 Durbanville Cape Town South Africa 7551
Holding company	PSG Financial Services Ltd, incorporated in South Africa
Ultimate holding company	PSG Group Ltd, incorporated in South Africa
Bankers	Absa Bank Ltd First National Bank Ltd Standard Bank of South Africa Ltd
Auditor	PricewaterhouseCoopers Inc.
Curro's company secretary in an acting capacity	Mr RW Botha
Company registration number	1998/025801/06
Tax reference number	9159/070/02/9



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