



Oceana

GROWTH, SUSTAINABILITY, EFFICIENCY

INTEGRATED REPORT 2014



South Africa's
MOST
empowered
listed company



Fuzile Malanga



Khuthazwa Besuthu



Malungisa Sukutu



Jennifer Cloete



Gregory Boyce



FOR EMPLOYEES' NAMES REFER TO PAGE 126

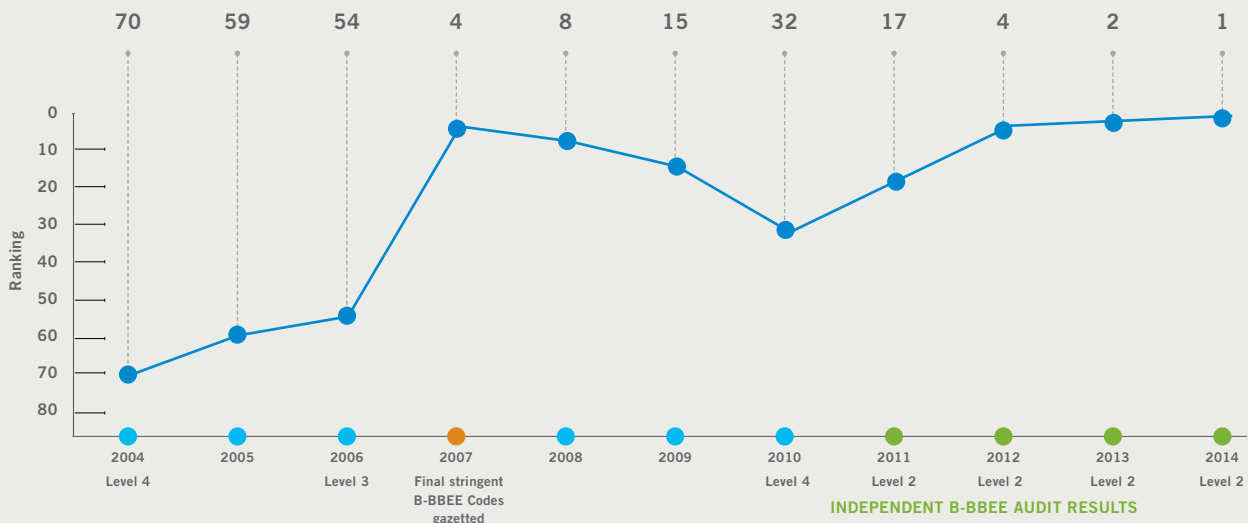


SOUTH AFRICA'S MOST EMPOWERED LISTED COMPANY

98,39
2014 B-BBEE Score

From empowerment ranking of 70th in 2004, 17th in 2011, 2nd in 2013 and 1st in 2014

TOP EMPOWERMENT COMPANY RANKING



Oceana Empowerment Trust

holds

11,6%

shares in Oceana

2 630 = 13,9 million

eligible employee beneficiaries

shares in Oceana

Market value of shares owned by the Trust is just over

R1,0 billion

R292 million
pay-out to employee beneficiaries of the Trust

45% female

79% under the age of 50

161 above the age of 60

Payout average = **R100 000** after tax per employee beneficiary

R79 million paid to SARS in respect of personal tax due

Dividends received by the trust **R230,9** million

99,7% OF OUR
TARGETED SOUTH
AFRICAN COMMERCIAL
FISHING RIGHTS ON
THE SASSI GREEN LIST



INVESTOR TOOLS

The following investor tools will help you navigate better throughout this report:



Cross-reference to relevant sections within this report



View more information on our website:
www.oceana.co.za



Terms are explained in the glossary on page 126



Will take you to information that is suitable to view on your smartphone

CONTENTS

1. OVERVIEW	
Value added statement	4
Group profile	7
Our strategic objectives	9
What we do	10
About this report	12
Chief executive officer's report	14
The Oceana group at a glance	22
2. BUSINESS MODEL AND OPERATING CONTEXT	
How we create value: Our business model	26
The business context: Issues impacting our strategy	28
Understanding our stakeholders' interests	30
Our material risks	34
3. GROUP PERFORMANCE AGAINST STRATEGY	
Group financial director's report	38
Statistical and financial data	43
Operating segment report	45
Driving transformation and localisation	46
Impact of corporate social responsibility initiative	51
Optimising our operations	52
Leading stewardship of marine resources	56
Building trusted relationships	60
4. DIVISIONAL PERFORMANCE REVIEWS	
Lucky Star	66
Horse mackerel and hake	72
Oceana lobster, squid and French fries	76
CCS Logistics	78
5. GOVERNANCE	
Chairman's report	82
Directorate	86
Executive committee	88
Corporate governance	90
Risk management	96
Remuneration	98
Social, ethics and transformation	102
6. CONDENSED GROUP FINANCIAL STATEMENTS	
Statement of comprehensive income	106
Statement of financial position	107
Statement of changes in equity	108
Statement of cash flows	109
Notes to the condensed group financial statements	110
7. SHAREHOLDER INFORMATION	
Shareholder analysis	114
Notice of annual general meeting	115
Form of proxy	121
Corporate information and advisors	125
Glossary	126
Administration	IBC
Shareholders' diary	IBC



Oceana Group Limited
Incorporated in the Republic of South Africa
(Registration number 1939/001730/06)
(Oceana or the company or the group)

VALUE ADDED STATEMENT AT 30 SEPTEMBER 2014

	2014		Restated 2013	
	R'000	%	R'000	%
Revenue	5 039 134		4 701 224	
Paid to suppliers for materials and services	3 295 336		3 062 962	
Value added	1 743 798		1 638 262	
Income from investments	13 273		16 451	
Total wealth created	1 757 071		1 654 713	
Wealth unlocked (Oceana Empowerment Trust)	291 524			
Total wealth distributed	2 048 595		1 654 713	
Distributed as follows:				
Employees				
Salaries, wages and other benefits	725 339	35,4	767 782	46,4
Providers of capital	674 506	32,9	388 417	23,5
Interest on borrowings	17 102	0,8	7 485	0,5
Dividends to non-controlling interests	26 223	1,3	21 251	1,3
Dividends to Oceana Empowerment Trust beneficiaries	10 176	0,5	2 711	0,2
Distribution to Oceana Empowerment Trust beneficiaries	291 524	14,2		
Dividends to shareholders of Oceana Group Limited	329 481	16,1	356 970	21,5
Government				
Central and local (Notes 1 and 2)	266 176	13,0	263 024	15,9
Reinvested in the group to maintain and develop operations	382 574	18,7	235 490	14,2
Depreciation, amortisation and impairment loss	113 623	5,5	102 368	6,2
Retained surplus (Note 3)	243 039	11,9	143 458	8,6
Deferred taxation	25 912	1,3	(10 336)	(0,6)
Total wealth distributed	2 048 595	100,0	1 654 713	100,0
Notes				
1. Central and local government:				
Company taxation	231 620		234 661	
Skills development levy net of refunds	7 255		2 809	
Rates and taxes paid to local authorities	6 659		7 068	
Customs duties, import surcharges and excise taxes	11 356		14 676	
Withholding taxes	9 286		3 810	
	266 176		263 024	
2. The total amount contributed to the central and local government as reflected above excludes the following amounts collected by the group on behalf of the government:				
VAT: Net amount refunded	(117 598)		(113 709)	
PAYE and SITE withheld from remuneration paid	185 132		122 232	
UIF contributions withheld from employees' salaries	2 950		2 667	
	70 484		11 190	
3. Retained surplus comprises:				
Group profit after taxation	608 919		524 390	
Less: Dividends paid to:				
Shareholders of Oceana Group Limited	(329 481)		(356 970)	
Oceana Empowerment Trust beneficiaries	(10 176)		(2 711)	
Non-controlling interests	(26 223)		(21 251)	
	243 039		143 458	



Charlotte Maarman



Aden Vermeulen



Shaista Hendricks



Nomasomi Veronica Lugalo



GROUP PROFILE

Incorporated in 1918, Oceana Group is the largest fishing company in South Africa, and an important participant in Namibia's fishing industry. We are listed on both the Johannesburg (JSE) and Namibian (NSX) stock exchanges. We are a black-owned company and a level 2 B-BBEE contributor. We provide employment opportunities for 3 940 employees, of whom 3 191 are directly employed and 749 indirectly employed. In 2014, Oceana was rated as the most empowered listed company in South Africa (*Mail & Guardian's* Most Empowered Companies ranking).

Our core purpose is to be Africa's most efficient converter of fishing rights into value.

Our fishing business is the catching, processing, marketing and distribution of canned fish, fishmeal and fish oil, horse mackerel and hake, lobster and squid. The business includes mid-water fishing (horse mackerel), deep-sea trawling (hake), as well as inshore fishing for pelagic fish (anchovy, redeye herring and pilchard).

Our core purpose

To be Africa's
most efficient
converter of
fishing rights
into value

Incorporated in

1918

We supply fish and fish products to consumers across the consumer spectrum, in many African countries, Asia, Europe, the USA and Australia. While the group's principal market for fish is the lower-end consumer (canned fish and horse mackerel), we also sell product aimed at the upper-end consumer (lobster, hake and certain canned fish). The majority of sales revenue comes from South Africa and Namibia, followed by markets in Southern and West Africa, Europe and the Far East.

Oceana's fishing activities are conducted primarily through three operating divisions: Lucky Star; Blue Continent Products; and Oceana lobster, squid and French fries. A fourth division, CCS Logistics, provides refrigerated warehouse facilities with operations in Cape Town, Durban, Johannesburg and Walvis Bay. This structure creates value through economies of scale and efficiencies in terms of raw material and product volumes, use of vessels and production resources, market focus, risk management and growth opportunities.

We are committed to and support responsible fishing practices. Oceana is a founder member of the Responsible Fisheries Alliance (RFA), and has partnered with WWF and competitors in the RFA to enhance an ecosystems approach to fisheries management.

The group has a strong board and an experienced management team that maintains a culture of good governance informed by effective risk management and compliance practices, supported by a stable and experienced employee base.

Oceana is a black-owned company and a level 2 B-BBEE contributor.

3 940
employees

MISSION STATEMENT

To be the leading empowered fishing and commercial cold storage company in Africa:

- responsibly harvesting a diverse range of marine resources
- efficiently producing relevant products for global markets
- actively developing the potential of all employees
- positively assisting less privileged communities in which the company operates

thereby consistently providing superior returns to all stakeholders.

VALUES

- Oceana's people and their performance are important to the group
- Oceana is an integral part of the communities in which it operates
- The planet is Oceana's home and the responsible management of the marine environment is critical to its future
- Oceana's reputation is an asset
- Oceana's customers and suppliers are its partners
- Oceana's performance rewards its shareholders' expectations

OCEANA SHAREHOLDER	TIGER BRANDS	BRIMSTONE	OCEANA EMPOWERMENT TRUST	OTHER
PERCENTAGE OF TOTAL ISSUED SHARES HELD	41,9%	16,8%	11,6%	29,7%
NUMBER OF SHARES HELD	50 098 877	20 096 755	13 902 935	35 427 590

TOTAL NUMBER OF SHARES **119 526 157**



OUR STRATEGIC OBJECTIVES

OUR CORE PURPOSE

is to be Africa's most
efficient converter of fishing
rights into value

Delivery on this core purpose is underpinned by five strategic objectives



1

GENERATING SUSTAINED FINANCIAL RETURNS BY ANTICIPATING MARKET TRENDS

- Identifying opportunities for acquisitive and organic growth of the group
- Achieving growth in headline earnings
- Delivering superior returns to shareholders



2

DRIVING TRANSFORMATION AND LOCALISATION

- Being a sector leader in terms of our transformation and localisation credentials
- Maintaining an independently accredited B-BBEE level 2 rating in South Africa
- Promoting and protecting the ongoing transformation of the group's equity profile



3

OPTIMISING OUR OPERATIONS

- Driving effectiveness and efficiency in our fleet and operations throughout the value chain
- Actively evaluating and mitigating risk, and maintaining effective governance systems
- Attracting, developing and retaining the best available talent throughout the group



4

LEADING STEWARDSHIP OF MARINE RESOURCES

- Harvesting our marine resource allocations responsibly
- Partnering with others to promote responsible fisheries management
- Monitoring and managing the group's impact on the environment

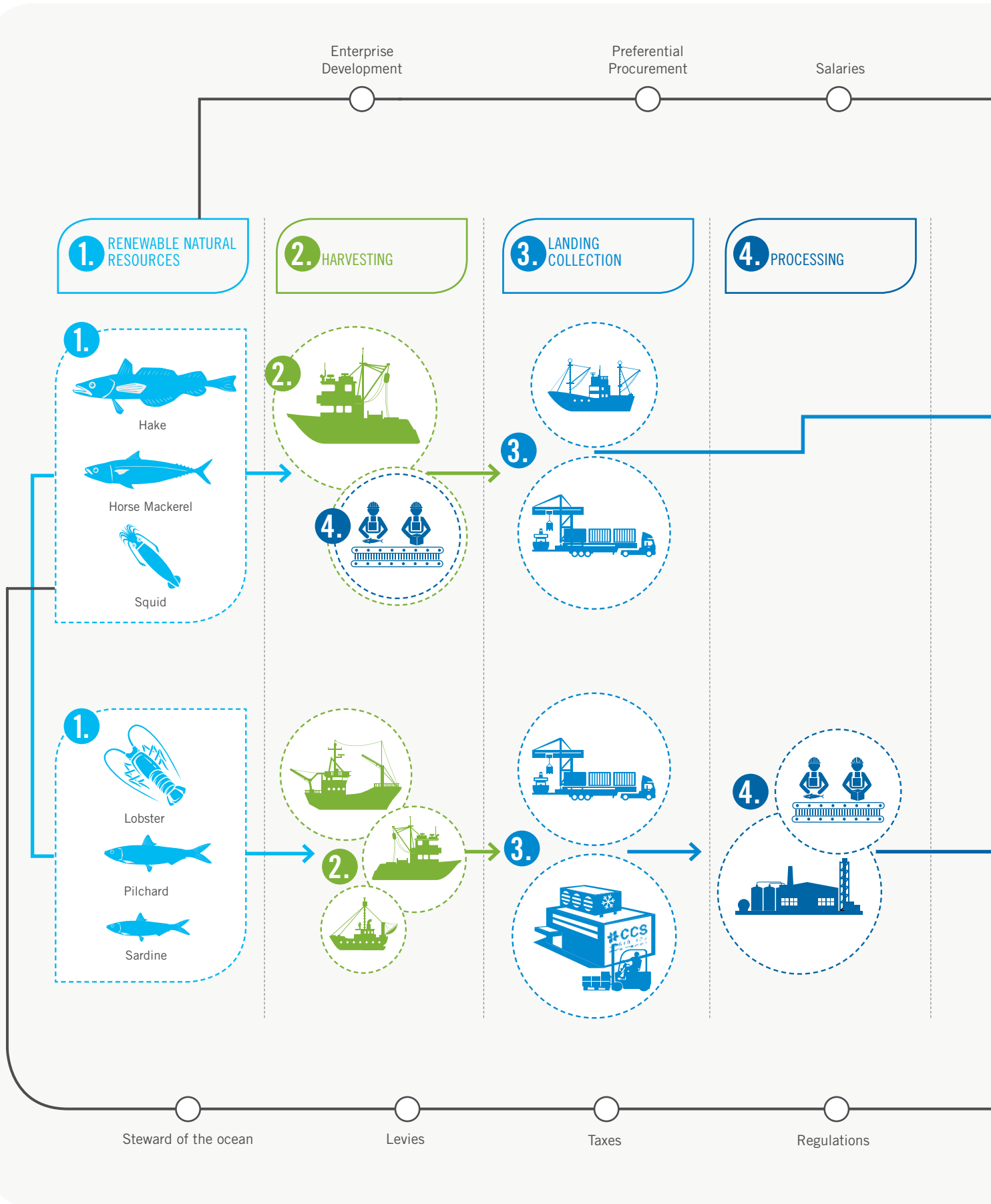


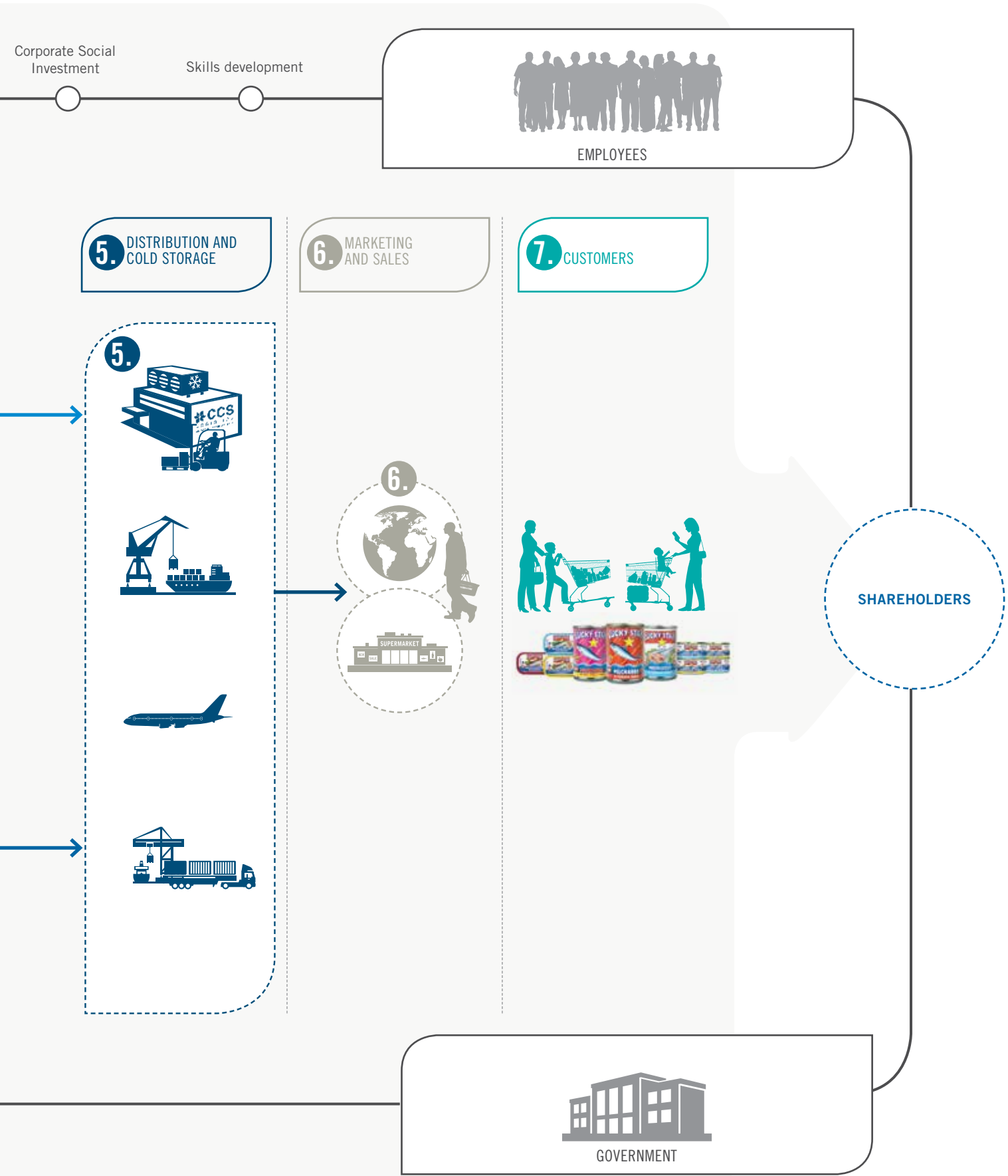
5

BUILDING TRUSTED RELATIONSHIPS

- Encouraging proactive engagement with key stakeholders
- Adhering to strict food safety standards and exceeding customers' product quality expectations
- Delivering value for local communities

WHAT WE DO





ABOUT THIS REPORT

SCOPE, BOUNDARY AND REPORTING CYCLE

Oceana Group Limited's 2014 integrated report provides material information relating to the group's strategy, governance practices and performance for the financial year ended 30 September 2014. The report covers the full business operations of the group, which comprises subsidiaries in the fishing, commercial cold storage and logistics industries in South Africa and Namibia.

This is Oceana's fourth integrated report. Although targeted primarily at the group's shareholders, analysts and investors, the report will be of interest to all stakeholders who wish to make an informed assessment of the group's ability to create value, over the short, medium and long term. This report is supplemented by our separate 2014 annual financial statements and our 2014 sustainable development report, both of which are available on our website.

The report focuses primarily on the main operations and activities that contribute to Oceana's performance, namely canned fish and fishmeal; horse mackerel and hake; lobster, squid and French fries; and commercial cold storage and logistics (see page 64). Unless otherwise stated, all performance data is for the 12-month period ended 30 September 2014, and relates to all of the group's South African and Namibian operations, including Etosha Fisheries. The B-BBEE assessment, as well as the employment equity statistics excludes non-South African companies. There has been no significant change to the group's organisational structure since 2013. During the year the group adopted IFRS 11 which resulted in the restatement of certain financial statement line items for the prior period disclosed. Details of the restatement can be found on page 13 of the annual financial statements (AFS).

REPORTING PRINCIPLES

In preparing this report, Oceana applied the principles contained in the King Report on Governance for South Africa, 2009 (King III), the JSE Listings Requirements, the International Financial Reporting Standards and the Companies Act, 71 of 2008. The report also draws on the International

<IR> Framework of the International Integrated Reporting Council (IIRC). Commentary has been provided to explain the reasons for certain principles in King III not being complied with fully.

TARGET AUDIENCE AND MATERIALITY

This report has been prepared primarily for two key audiences: current and prospective investors (to support their financial capital allocation assessments); and representatives from government and regulatory authorities in South Africa and Namibia (to inform their assessments of our performance). The report seeks to provide concise information that is material to assess Oceana's ability to create value in the short, medium and long term, and to judge our performance against our stated core purpose. The report focuses on our performance and prospects in terms of our strategic objectives. The objectives (page 9) have been identified on the basis of an assessment of how we create value (page 26), the issues that have an impact on value (page 28), the views of our stakeholders (page 30), and the principal risks the group faces (page 34). Our strategic objectives focus explicitly on those issues that we see as being most material to our capacity to create value, and to delivering on our core purpose. The "sustainability" issues that relate to our strategic objectives have been included within this report; a more detailed review is provided in our separate sustainable development report 2014.

EXTERNAL AUDIT AND ASSURANCE

An independent audit of the group's AFS was performed by Deloitte & Touche. The B-BBEE scorecard information was verified independently by Empowerdex. The rest of this integrated report has not been subjected to independent audit or review. Information reported, other than that mentioned above, is derived from the group's own internal records and from information available in the public domain.

We welcome your feedback on this report. Please address any queries or comments to our company secretary at companysecretary@oceana.co.za or call +27 21 410 1400.

STATEMENT OF THE BOARD OF DIRECTORS OF OCEANA GROUP LIMITED

The board acknowledges its responsibility to ensure the integrity of the integrated report. In the board's opinion, this report provides a fair and balanced account of the group's performance on those material issues that we believe have a bearing on the group's capacity to create value over the short, medium and long term. The 2014 integrated report has been prepared in line with internationally recognised best practice and complies with the recommendations of King III, principle 9.1. The report, including the annual financial

statements of the group for the year ended 30 September 2014, were approved by the board of directors on 4 December 2014 and signed on its behalf by



Mustaq Brey
Chairman



Francois Kuttel
Chief executive officer



Natasha Worship



Dawn Alexander



Nomboniso Ntshokoma



Sinovuyo Tshitiza

CHIEF EXECUTIVE OFFICER'S REPORT



CHIEF EXECUTIVE OFFICER
FRANCOIS KUTTEL



OCEANA'S CORE
PURPOSE IS TO BE
AFRICA'S MOST
EFFICIENT
CONVERTER OF
FISHING RIGHTS
INTO VALUE
FOR OUR
SHAREHOLDERS
AND EMPLOYEES,
CUSTOMERS
AND SUPPLIERS,
AND THE
COMMUNITIES
WITHIN WHICH
WE OPERATE.

It is pleasing to report that we have once again delivered on our core purpose by providing value growth for all our main stakeholders. This growth has been underpinned by a 16% increase in earnings, driven by improved catches of industrial fish landed to our fishmeal plants compared to 2013, sustained market demand, which resulted in muted volume growth and improved pricing in most of our divisions. This significant increase in earnings was achieved despite the continuing tough market conditions for consumers, and the unexpectedly poor landings this year of horse mackerel, one of the primary drivers of revenue growth in 2013.

Our commitment to delivering and sustaining stakeholder value was epitomised this year by the success we had in driving broad-based black economic empowerment (B-BBEE) across our activities. This is reflected in Oceana being ranked number one in this year's *Mail & Guardian* Most Empowered Companies ranking, up from 70th in 2004 and 17th in 2011. A particularly significant highlight this year, reviewed in more detail later in my report, has been the approval of the extension to the lock in period by the 2 647 employee beneficiaries of the Oceana Empowerment Trust in November last year. The longevity of the black ownership of the Trust has been extended to January 2021, thus assisting Oceana in being able to retaining its black ownership credentials and maintaining our ability to deliver value. At the same time we have unlocked significant value for our black employees through the payment this year of R292 million to Trust beneficiaries.

In this, our fourth integrated report, we seek to provide interested stakeholders with a candid and concise review of how Oceana creates value, and of how we are performing in terms of delivering on our core purpose and our five strategic objectives. Aimed primarily at investors and government, this report should be of interest to any stakeholder seeking to make an informed assessment of how we generate and share value.

DELIVERING VALUE THROUGH SOLID PERFORMANCE IN OUR OPERATIONS

While we experienced mixed levels of performance this year across our four main divisions, collectively they have continued to deliver positive growth in net revenue and earnings.

Canned fish and fishmeal

Although it was the largest contributor to group profits, it did not quite achieve what we believe to be its full potential. Within this context, and taking into account the growth and expansion plans of the division, the organisational structure of the Lucky Star business has been reviewed to ensure business continuity and alignment of strategy. As from the beginning of the new financial year, this business will be managed as two separate reporting divisions: Sales and Operations.

In the tough South African market conditions, we saw a 2,5% increase in sales volume, and an increase in market share, with operating margins remaining much the same as the year before. While this is reasonable within the current operating context, we believe that there is scope to do even better. After the continual growth experienced over previous years, we are beginning to see

STRATEGIC FOCUS

GROWTH

Increased canned fish presence in Eastern and Southern Africa and fishmeal operation in Angola.

LOOKING BEYOND SOUTH AFRICA, WE SEE SIGNIFICANT POTENTIAL FOR GROWTH IN SALES VOLUMES IN SOUTHERN AND EAST AFRICAN MARKETS

a flattening in conventional growth opportunities in our domestic market. I believe that there is valuable potential, however, to improve internal efficiencies and reduce the costs of capital through additional improvements to our stock management and procurement practices. We are also identifying opportunities to enhance our local sales and distribution performance, and to further push the value proposition of canned fish over alternative protein options such as chicken.

Looking beyond South Africa, we see significant potential for growth in sales volumes in Southern and East African markets, where the per capita consumption of canned fish remains substantially lower than in South Africa. In these markets, we will be seeking an increase in sales volume, through a low-risk strategy that focuses primarily on identifying and securing the route to market. While our initial efforts this year to enter these canned fish markets proved disappointing, the lessons we have learnt from this process will serve us well as our restructured team takes this strategy forward.

We saw a positive rebound this year in industrial fish resources, after the disappointing performance of last year. The international market for fishmeal and fish oil remained buoyant, and is likely to remain so given the continuing growth in global aquaculture and continued constraints in supply. The average selling prices were generally favourable as a result of high dollar prices and a weaker rand exchange rate. On the operational side, we have identified valuable opportunities to reduce the fixed and variable costs of our fishmeal plants and canneries. We expect to see these cost reductions during the next financial year.

Given the importance of canned fish as a key staple protein choice of Southern African consumers, the strength of our iconic Lucky Star brand, and the strong demand and pricing for fishmeal and fish oil, I am confident that we will deliver sustained positive results, both through our focus on improved efficiencies in the South African market and our expansion into new markets in Africa.

EFFICIENCY

Focus on maximum vessel utilisation and reducing fixed and variable costs in plants.

SUSTAINABILITY

Improved empowerment and localisation credentials.

Horse mackerel and hake

The horse mackerel business had a particularly difficult year, in which it faced three principal challenges: the nature of the fishing quota regime in Namibia, a scarcity of the horse mackerel resource in South Africa, and an oversupply of stock in some African markets.

- In Namibia, the quota reallocation that commenced in January 2012 was followed by increases to the proportion of the TAC allocated to new rights holders in the 2013 and 2014 calendar years. The resulting lower direct quota allocation continues to have significant cost implications for the group, arising from the need to contract quota from new rights holders and the increased competition from international operators. We are disappointed with the reduction in the portion of the TAC allocated to Oceana, particularly given the contribution we have been making to the Namibian economy and surrounding communities through our localisation and job-creation activities. The change in relative allocation proportions continues to place a strain on the utilisation of our assets, and our ability to maintain the current levels of employment. In seeking to address these concerns we have maintained a constructive and proactive engagement with the Namibian government. In support of their desire to create land-based employment, following a pilot project we are now canning horse mackerel locally under the Efuta brand, which is being marketed in Namibia and neighbouring SADC countries. Given the difficult context it was encouraging that all our vessels performed well in terms of landings, efficiencies, product quality and cost management. To ensure continued maximum vessel utilisation, we are looking to develop long-term partnerships with new horse mackerel rights holders, and we have also been exploring fishing, processing and distribution opportunities in Angola.
- The horse mackerel business in South Africa was materially affected by a scarcity of horse mackerel in our preferred fishing area on the Cape South East Coast, compared to prior years. This resulted in markedly lower revenue and affected our ability to recover costs. We are working with the Department of Agriculture, Forestry and Fisheries (DAFF) demersal scientific working group to understand the cause of the decline in catch volumes, and to extend the normal fishing ground westwards. A third challenge facing the business was a general oversupply of horse mackerel in our traditional markets primarily as a result of import restrictions in Nigeria and Russia. This resulted in a lower than average selling price in US dollars, which was partially offset by the weaker rand exchange rate. However, the demand for South African horse mackerel remains strong and we are confident that with a return to normal landings we will recapture the positive performance of recent years.



1st MATE DESERT DIAMOND
BLUE CONTINENT PRODUCTS

EUGENE BERGENS

When I was at high school I wanted to join the Navy. Today, I am the 1st Mate of the *Desert Diamond*, Oceana helped me to fulfil the dream of being at sea and wearing a uniform.

I was recruited in 2004 to join the "South Africanisation" training programme on board the *Desert Diamond*. The programme was initiated by Oceana in collaboration with the Sector Education and Training Authority. I had completed matric and had no further education. Together with other recruits, we received extensive training in Saldanha Bay. The programme was aimed at transferring skills from the predominantly Russian crew on the vessel and it certainly marked the beginning of a fulfilling journey on board the "Diamond", as we affectionately refer to the *Desert Diamond*.

Oceana offered me the opportunity to provide for my family as I am the breadwinner at home. All the training I received in the ten years I have been with Oceana has been paid for by the company, for that I am grateful. This certainly proves to me that Oceana is a great company to work for and takes pride in developing all employees whether land or sea based.

In 2005, I was nominated for the Department of Transport's Best Marine Technical Award. I am on track to achieve a Class 3 certificate – which will allow me to pursue my biggest dream of not just being a sea captain, but captain of the *Desert Diamond* – taking command of the largest fishing trawler in South Africa.

Spending days at sea behind the deck of the "Diamond" requires sacrifice from my side as we can be out at sea for up to 30 days at a time, with little time spent with family and friends. Conditions at sea are not always conducive, they can be very dangerous. Oceana helped me unleash the passion I have for my job and these challenges do not deter me from wearing my uniform when duty calls.

My journey has always been fulfilling and filled with proud moments from what I have achieved. Oceana invested in my development when they spotted my potential. I made a silent commitment to give back to Oceana by navigating the sea and steering the "Diamond" in the right direction.



10 YEARS' SERVICE AT OCEANA



SUPERVISOR OCEANA
LOBSTER, ST HELENA BAY

TUKUSE JAMA

It was in 1973 when I started working here. I was 20 years old then but it seems like yesterday. I have two children who are also employed by this company – one at Oceana Lobster and the other one at the Lucky Star plant.

9 November 2014 will mark 41 years of service with this company and I will be retiring in the next two years.

In my earlier years, I drove around with the truck collecting lobster from various parts of the West Coast. Later I became a driver. I was later promoted to a supervisory role – a position I still hold. I supervise 10 people who work on the lobster tanks – pick lobster tails and ensure that lobster is kept alive while in the tanks.

Being illiterate has disadvantages as I could not attend a formal training course to learn about managing people. Despite this I still received the necessary training through coaching. My manager sat me down and gave me one-on-one training on what the role entailed, how to manage and treat people. When I encounter difficult personalities within the team I always reference back to the knowledge that was shared with me.

Oceana does not offer learning opportunities to the educated employees only. People like me have been offered a learning opportunity through ABET, though I declined this opportunity because I felt it was too late in life and given my age at the time, it wouldn't have been easy. The company goes an extra mile in finding ways of teaching us new things and sharing information though some of us are illiterate.

I would never have allowed my children to work here if this was not a great company that looked well after its employees.

Oceana has showed us that they truly believe in empowerment. The early payout empowered us and the company provided us with information on how best to invest or spend the money. The scheme will help me when I retire too as I will still be a beneficiary and entitled to any payout and distribution made.

Oceana empowers not only employees, but also communities because we can see the contribution they are making in the local communities by supporting schools. This makes me proud.



41 YEARS' SERVICE AT OCEANA

CHIEF EXECUTIVE OFFICER'S REPORT *continued*

3,3%

INCREASE IN SALES VOLUME OF
LUCKY STAR

Given the difficult context in Namibia it was encouraging that all our vessels performed well in terms of landings, efficiencies, product quality and cost management

Our hake division once again had a generally positive year

Our hake division once again had a generally positive year, yielding good value for their comparatively limited quota. We continued to experience good catch levels supported by a slightly higher selling price and a favourable exchange rate that made our product attractive to export markets. Although there was an unexpected reduction of available sea-days due to the state of the vessels purchased in the Lusitania deal, we used the opportunity of dry-docking the vessels to implement valuable enhancements to the vessels and on-board factories. This will pay dividends for the year ahead. Looking to the future, we are hoping for a positive ruling by the Competition Commission Appeal Court relating to our purchase of Foodcorp's fishing division. The resulting acquisition of three hake deep-sea trawlers, two on-shore processing facilities and various fishing rights, would result in our hake business unit becoming the third largest in South Africa in terms of volume, allowing us to capitalise on synergy and to build materially on our current positive performance.

Lobster, squid and French fries

Our lobster business continues to deliver reasonable results, given the tough operating context of reduced resource availability, and the further reductions in total allowable catch (TAC) for west coast rock lobster. Although we only landed 83% of our own and contracted quota this year (down from 100% last year), overall volumes increased by 7%. We expect that the commercial TAC will be further reduced in the next season. To manage against this declining volume, we are looking to procure additional volumes by engaging with artisanal fishermen and communities, as well as catching, packing and marketing other commercial rights holders' fishing rights. We support the reduction in TAC, in the hope that this will contribute to the sustainable rebuilding of the biomass. We remain concerned, however, regarding the capacity for effective monitoring and policing of poaching

activities and seek to partner with government in seeking effective ways to tighten controls and improve compliance in this fishery. Without a significant strengthening of compliance mechanisms the biomass may not be rebuilt.

The squid division had a disappointing year, with further financial losses being reported following a continuing decline in squid landings. There are some positive signs of a recovery in resource recruitment, with catch volumes after the end of the April to June closed season suggesting an improvement in catch levels for next year. In seeking a return to profitability, we have successfully reduced fixed costs through the closure of factories and the rightsizing of administration functions. We are continuing to investigate other opportunities for our squid vessels. With our revised cost structure, the possible improvement in catch levels and the potential realisation of these new opportunities, I am hopeful that we will return to profitability next year.

The French fries business has had a good year. Its return to profitability has been driven mainly by consistently strong demand from our Quick Service Restaurant (QSR) customers, improvements in the quality and pricing of raw material, and the efficient operation of our Lamberts Bay plant, which continues to run at full capacity. We welcome the imposition of the safeguard duty of 40,92% on frozen potato chips. This will be in place until July 2015, after which it will be reduced to 20,45% until June 2016. Due to the good relationships we have with the QSR market, which sees us as a reliable, quality producer, we are confident of sustained demand into the future.



18,7m

INVESTED IN SKILLS
DEVELOPMENT FOR OUR
BLACK EMPLOYEES

CCS Logistics has continued to show the benefits of an effective growth strategy underpinned by a strong customer-centric focus

13,9m

SHARES HELD BY THE OCEANA
EMPOWERMENT TRUST

CCS Logistics

This has been another positive year for CCS Logistics, which has continued to show the benefits of an effective growth strategy underpinned by a strong customer-centric focus. Revenue growth was secured mainly by increased occupancy in volume throughout, improved mix of fruit handled and additional long-term contracts with new customers. Revenue from our transport services has grown significantly since last year, albeit off a low base and at lower margins than those achieved from storage. This positive performance was further strengthened by the successful expansion of capacity at our strategically positioned facility in Walvis Bay and by improved operational efficiencies through a more streamlined structure. There are exciting opportunities for further revenue growth associated with expanding our menu of services, developing further strategic alignment with our customers, expanding our infrastructure in South Africa and Namibia and establishing and consolidating cost-effective route-to-market solutions elsewhere in Africa. We are looking to develop and source the required supply chain skills and tools to build further on this positive growth.

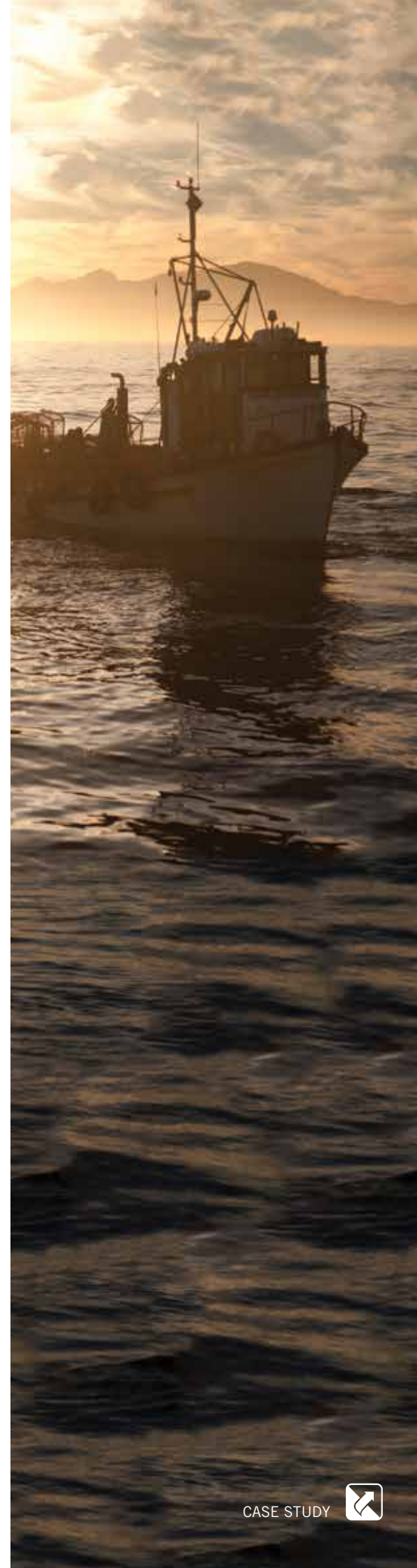
DELIVERING ON OUR STRATEGY ACROSS THE GROUP

Elsewhere in this report we review the group's performance specifically against our five strategic objectives. As outlined in the report, we have continued to deliver significant value for our stakeholders through effective implementation of our strategy. There is one area in particular that I wish to single out, and that is the leadership that Oceana has demonstrated in driving transformation in South Africa and localisation in Namibia, two issues that have a critical bearing on our long-term success and that are fundamental to achieving our core purpose.

Showing leadership on transformation and localisation

In South Africa, we have once again retained our Level 2 B-BBEE rating, with a score of 98,39 points out of 100 in terms of the Department of Trade and Industry's B-BBEE scorecard. This is the fourth consecutive year that we have achieved an independent level 2 ranking. We retained maximum points for ownership, enterprise development and socio-economic development, and saw further improvements in our management control, preferential procurement and employment equity performance. We maintained our black-owned and black-controlled shareholding. During the year, black representation at the top management category increased from 8,3% in 2013 to 40%. We increased our expenditure on skills development for our black employees to R18,7 million, from R17,0 million in 2013. Over the last three years, we have been able to achieve an improvement in black representation in the junior, middle and senior management categories.

As noted earlier, one of our most meaningful initiatives for providing broad-based empowerment in South Africa, and for delivering genuine social value from our fishing activities, is through the Oceana Empowerment Trust. Established in 2006, the Trust has 2 630 black beneficiaries as at 30 September 2014, holding almost 14 million shares, representing 11,6% of Oceana's total issued shares. The Trust has enjoyed a steady increase in value creation since its establishment, providing a solid foundation for broad-based empowerment and wealth creation to be delivered directly to our employees and their communities. A significant development this year was the payment of R292 million from the Oceana Empowerment Trust to employee beneficiaries of the Trust. Accompanied by the provision of financial literacy programmes,



CHIEF EXECUTIVE OFFICER'S REPORT *continued*



ADMIN MANAGER
CCS LOGISTICS

MANDISA PAKAMISA

I have always known I wanted to study accounting. Graduating with a national Diploma in Cost and Management Accounting from the Cape Peninsula University of Technology led me to joining CCS Logistics, an Oceana Group company in 2009, as a Debtor's Clerk. The development opportunities, coaching and mentoring opportunities offered by the group saw me move through the ranks to Admin Manager. To be where I am today, I had to manage my career path. When I felt boredom setting in due to my work becoming routine, I spoke with my manager and when an opportunity arose, I was given the opportunity to act as admin supervisor.

This made me feel valued and trusted. Supervising staff was intimidating in the beginning as I had to know where to draw the line. I had to learn to be firm and the additional training and mentorship offered to me went a long way in acquiring new skills.

In October after returning from maternity leave, I left my comfort zone and took up a new position as Admin manager, changing company premises – from Paarden Island to V&A – and working with a new team, but I am embracing the challenges.

I have been nominated for the EMDP Programme for 2015. This will certainly help me hone my leadership skills. This nomination showed me that my potential has been acknowledged and that the company is willing to invest in me. Oceana looks after its employees well. The company contributed towards my BTech and the Oceana Empowerment Trust payout was just another way of showing this.



5 YEARS' SERVICE AT OCEANA



MARINE SUPERINTENDENT
BLUE CONTINENT PRODUCTS

UNATHI BOTA

I grew up wanting to be a pilot and later realised that I was cut out for engineering. After graduating with a BTech in Mechanical Engineering from Cape Peninsula University of Technology in 2009, I joined Oceana Group as a graduate trainee in 2010 within the Blue Continent Products Division. Through the programme I gained exposure in the marine environment and the real working world. My first project required that I assist the technical manager in the refit of *Desert Ruby* and I spent time with the crew on board a fishing vessel. This helped me to understand the entire operation and the relevance of my role in ensuring continued operations while the vessel is at sea. Working in a fishing vessel with massive engines, climbing ladders, inspecting tanks located in confined spaces was not what I had envisaged. This marked the beginning of a fulfilling journey where I spend most of my time wearing overalls and safety boots in a male dominated work environment.

In 2012, I was appointed Assistant Marine Superintendent and I embraced the responsibilities assigned to me. I realised that I had to be accountable and this required dedication, commitment, attention to detail and sometimes long working hours in order to ensure that the company does not lose money as a result of a vessel not at sea due to my inefficiencies.

Being promoted to Marine Superintendent, this year, was a career-defining moment for me, realising I was going to be the first female to occupy this role within the company. This proved Oceana's commitment to empowering women in a previously male dominated environment. I saw this as a growth opportunity and it encouraged me to work even harder and exceed expectations. Along with four men, I am in charge of keeping a fleet of eight vessels – including the *Desert Diamond*, South Africa's largest commercial fishing trawler – operational and at sea in line with South African Maritime Safety Authority requirements.

I have been offered training opportunities, which helped me gain more knowledge and acquire new skills. I received support from technical managers and superintendents – this was critical during the training programme. Dirk Burger, Fleet Technical Manager, also played a great mentorship role, being patient and supportive as he imparted knowledge. I want to encourage other employees to seize the additional training and studying opportunities offered by Oceana and make the most out of them.

"The sky is the limit!"



4 YEARS' SERVICE AT OCEANA

R292m

PAYMENT TO EMPLOYEE
BENEFICIARIES OF THE TRUST

18%

OPERATING PROFIT INCREASED

and the opportunity for personal financial advice from certified financial advisors, this initiative provides a tangible example of the sharing of value created through harvesting fishing rights. The positive impact of this initiative is reviewed in more detail in an insert to this report.

During the year, we continued regular formal and informal engagement with the Ministry of Fisheries and Marine Resources in Namibia. An important focus of these meetings was aimed at securing additional horse mackerel quota to ensure our vessels can continue operating and to protect jobs. Our localisation strategy in Namibia, which aims to increase the number of Namibians employed in our horse mackerel operations, has been negatively affected by the reduction in allocated quota. Given the reduction in allocated quota we were forced to remove a vessel from the Namibian fishery, resulting in the reduction of 100 jobs.

Maintaining positive relationships with our stakeholders

We recognise the importance of engaging regularly with our key stakeholders, to understand and respond appropriately to their specific interests. We place a particular priority on those stakeholders who have a material influence on our activities, namely our employees and unions, government and regulators, investors, customers and suppliers, and the communities in which we operate.

It is encouraging to report that we have developed and maintained positive relationships with almost all of these stakeholders. Despite the tough economic climate and increased industrial action across South Africa, we were able to successfully conclude wage negotiations throughout the group. We have continued to place a strong emphasis on engaging with representatives from government, parliament and regulatory bodies at all levels, both at a personal individual level, as well as through channels such as Fish SA and the National Business Initiative (NBI). Following the changes in leadership within DAFF after the recent election, we have placed particular emphasis on developing constructive relationships with new appointees. At a community level we have continued to build on the recent consolidation of our corporate social investment activities, through the work of the Oceana Foundation. Our engagements with school principals, teachers, members of school governing bodies and departmental officials has resulted in valuable relationships being established, most of whom now regard Oceana as a key partner. We have included comments from some of our key stakeholders and partners at pages 32 and 33.

16%

ANNUAL INCREASE
IN BASIC HEPS

R487m

CASH GENERATIVE TO THE
EXTENT OF

7%

GROUP REVENUE INCREASED

A continuing challenge that we faced is the need to respond appropriately to concerns from certain stakeholders regarding odour emissions from our fishmeal plant in Hout Bay. In response to various complaints we have held several meetings with concerned residents where we sought to explain the operation, the level of compliance with legislation, our international certification, and the fact that the factory has the most advanced odour abatement technology of fishmeal factories in Southern Africa. Over the past 10 years, we continued to invest in new technology and maintenance at the plant to a value in excess of R72 million. We continue to engage with all relevant authorities, community and other stakeholders about our operations, to ensure that any concerns are understood and appropriately responded to.

CONCLUSION AND OUTLOOK

Looking back at the past year and to our plans for the years ahead, I am confident that we are well placed to continue delivering on our core purpose. Through the scale and diversity of our business, the efficiency of our operations, and the nature of our investments, we have the capacity to most effectively convert fishing rights – a critical national and global resource – into sustained value for our various stakeholders. This is demonstrated by being the largest employer and most empowered listed company, the most progressive in the provision of employee benefits, and the sector's most significant contributor of investment into local economies. We consistently deliver superior returns to shareholders, provide consumers with access to one of the most affordable forms of animal protein, and show leadership in driving and supporting responsible fishing practice, all of which is underpinned by our commitment to transformation and localisation.

We have a strong history of creating value through growth and acquisition primarily in South Africa. Looking to the future, there is seen to be increasing merit in exploring opportunities for growth beyond our borders. I believe that we have the strength in our balance sheet, the appetite in our management team, and the understanding of our investors for us to do so. As we prepare for the year ahead, I am confident that we have the people, the strategy and the growth plan to manage the material risks that we have identified and to realise the exciting opportunities that will enable us to continue to deliver successfully on our core purpose.

In closing, I would like to thank all our stakeholders – our shareholders, employees, customers, suppliers, government officials and community members – who are integral to our business, and with whom we will continue to work in delivering shared value.

My thanks also goes to our board of directors for their contributions to our debates and discussions during this year in which we have delivered value growth.



FRANCOIS KUTTEL
Chief executive officer

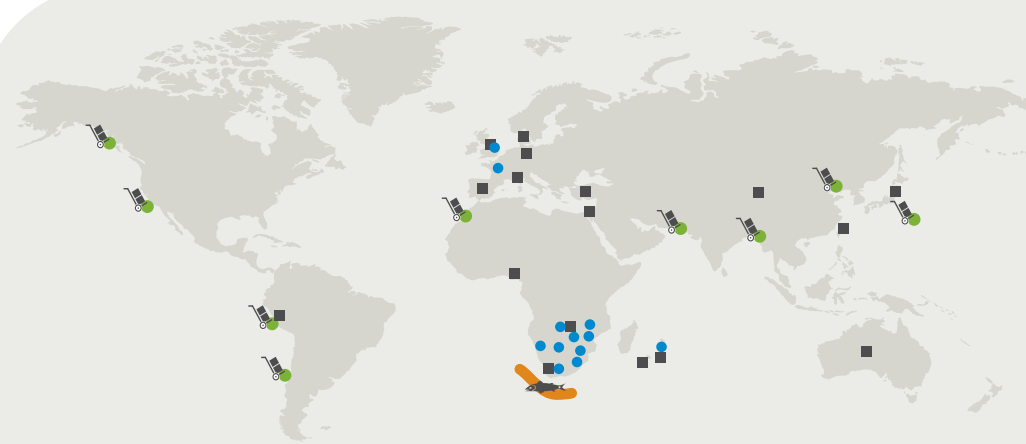
4 December 2014

THE OCEANA GROUP AT A GLANCE

THE OCEANA GROUP AT A GLANCE

KEY TO MAPS
 CATCH PROCUREMENT MARKET

CANNED FISH AND FISHMEAL

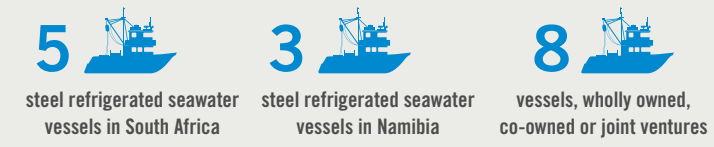


- MARKET**
- CANNED FISH:** Botswana, France, Lesotho, Malawi, Mauritius, Mozambique, Namibia, South Africa, Swaziland, United Kingdom, Zambia and Zimbabwe
 - FISHMEAL AND FISH OIL:** Australia, China, Denmark, Germany, Greece, Israel, Japan, Mauritius, Nigeria, Peru, Reunion, South Africa, Spain, Taiwan, Turkey, United Kingdom and Zambia



- CANNED FISH**
- Canned fish, mainly pilchards and canned and dry petfood
 - Operates largest EU-accredited canneries in South Africa and Namibia
 - Canned fish is a key protein choice of Southern African consumers, consumed in more than 3 million meals daily
 - Two canneries – one in St Helena Bay and one in Walvis Bay, Namibia
 - Own fleet consists of four steel refrigerated seawater vessels in South Africa, and three steel refrigerated seawater vessels in Namibia, plus 5 supply vessels

- FISHMEAL AND FISH OIL**
- Anchovy, redeye herring and associated by-catch and cannery offcuts reduced to fishmeal and oil
 - Fishmeal is used for aquaculture and animal feeds
 - Products are sold into the local and global export markets
 - Three fishmeal plants – one in St Helena Bay, one in Hout Bay and one in Walvis Bay, Namibia
 - Five purse seiner trawlers in South Africa and three in Walvis Bay, Namibia
 - Two IFFO RS-certified fishmeal plants in St Helena Bay and Hout Bay

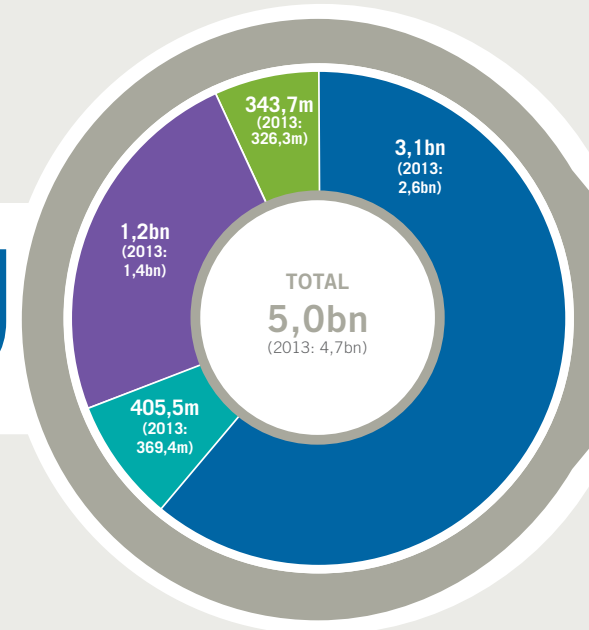
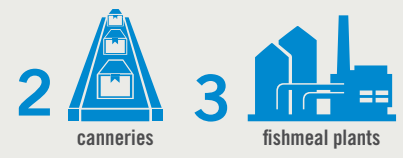


LUCKY STAR

PRODUCTS

- Canned fish: Lucky Star and Lucky Pet products
- Fishmeal and fish oil

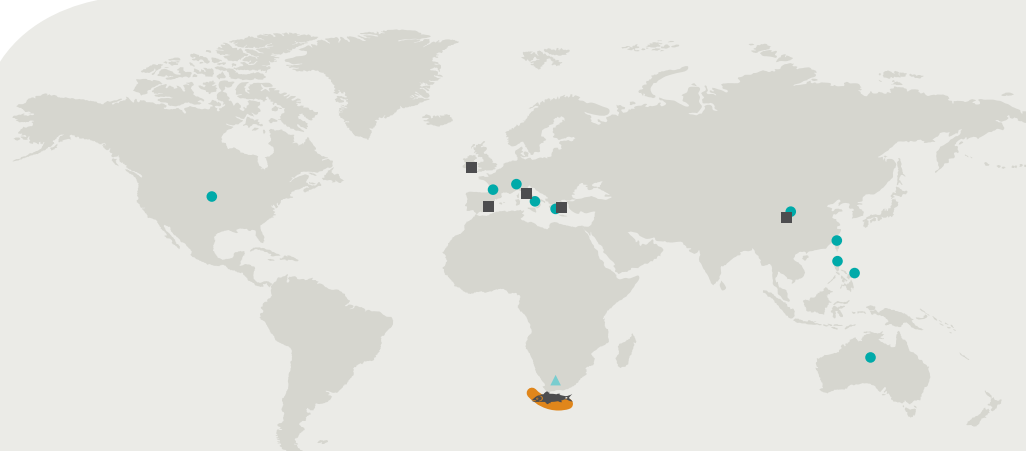
REVENUE	OPERATING PROFIT before abnormal items
R3,1 billion	R380,9 million
2013: R2,6 billion	2013: R214,9 million



LOBSTER, SQUID AND FRENCH FRIES



REVENUE PER BUSINESS SEGMENT (R)



- MARKET**
- LOBSTER:** Australia, China, France, Greece, Hong Kong, Italy, Japan, Switzerland, Taiwan, USA
 - SQUID:** Greece, Ireland, Italy, Japan, Spain
 - FRENCH FRIES:** South Africa



- LOBSTER**
- Major supplier of live and frozen west coast rock lobster to Far Eastern and European markets
 - Supplier of live and tailed south coast lobster to European and US markets
 - Stable demand for lobster in Asia, especially China
 - Only supplier in South Africa to develop nitrogen-frozen sashimi grade lobster for the Japanese market
 - Operates nine west coast vessels and one on the south coast
 - Two dedicated live and frozen lobster facilities
 - Contracts with independent rights holders
 - Vessels equipped for trap fishing method
 - Vessels and factories HACCP accredited
- SQUID**
- Fleet of five freezer vessels, and contracts with independent vessel owners
 - Producer of sea-frozen South African squid
 - Packing and cold storage facilities in Port Elizabeth
 - Operates individual quick-freeze packing facilities on board vessels
 - Produces squid for export, mainly to Spain and Italy
 - HACCP accreditation

- FRENCH FRIES**
- Factory situated in Lambert's Bay – one of only three French fries factories in South Africa
 - Largest single employer on the west coast north of St Helena Bay
 - Supplies quick service restaurants (QSR)
 - Marketed under Gold Seal brand and supplied to retail sector through various house brands and the QSR brands
 - National sales and marketing infrastructure

OCEANA LOBSTER; CALAMARI FISHING; LAMBERTS BAY FOODS

PRODUCTS

- West and south coast rock lobster
- Squid
- French fries

REVENUE	OPERATING PROFIT before abnormal items
R405,5 million	R44,9 million
2013: R369,4 million	2013: R23,3 million



HORSE MACKEREL

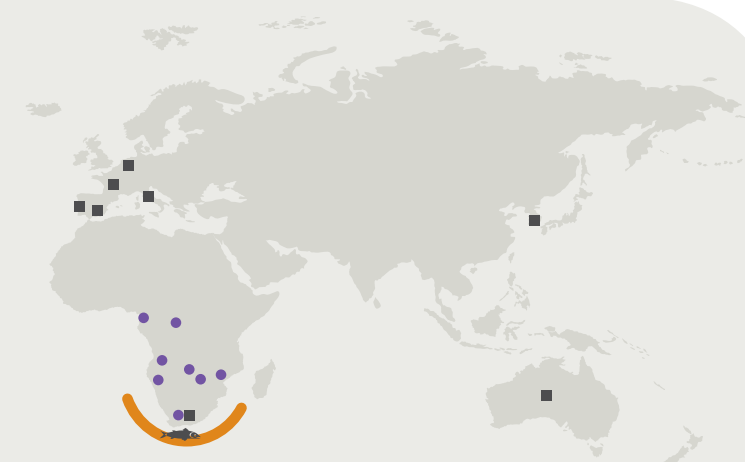
- Horse mackerel is a pelagic species, caught by a mid-water trawl net using large factory vessels.
- Resource is mainly caught on the East Coast of South Africa and the West Coast of Namibia and Angola.
- Horse mackerel is produced in whole form, block frozen on board, within 12 hours of being caught to maximise frozen quality.
- Horse mackerel is in high demand in Africa as a traditional whole fish, high in protein.
- Sold to consumers for both in home consumption as well as traditional lunch time take away street vendors.
- Oceana produces and sells over 80 000 tons of horse mackerel per annum.
- All product is processed and frozen on board.

HAKE

- The two Cape hakes are the target species but the by catch includes species such as monk, kingklip, snoek, ribbon fish, horse mackerel, john dory and others.
- Resource stocks are healthy, and the fishery is accredited by Marine Stewardship Council.
- Resource is fished mainly off the southern and eastern coasts of South Africa.
- Product is sold locally as well as on the international market.
- The hake is produced headed and gutted specifically for the European and South African food service markets who then convert the product according to their own needs.
- All product is processed and frozen on board.
- All vessels are HACCP accredited.

MARKET

- **HORSE MACKEREL:** Markets mainly in Southern Africa and include Angola, Cameroon, Democratic Republic of Congo, Mozambique, Namibia, South Africa, Zambia and Zimbabwe
- **HAKE:** Australia, France, Italy, Korea, Netherlands, Portugal, Spain, South Africa



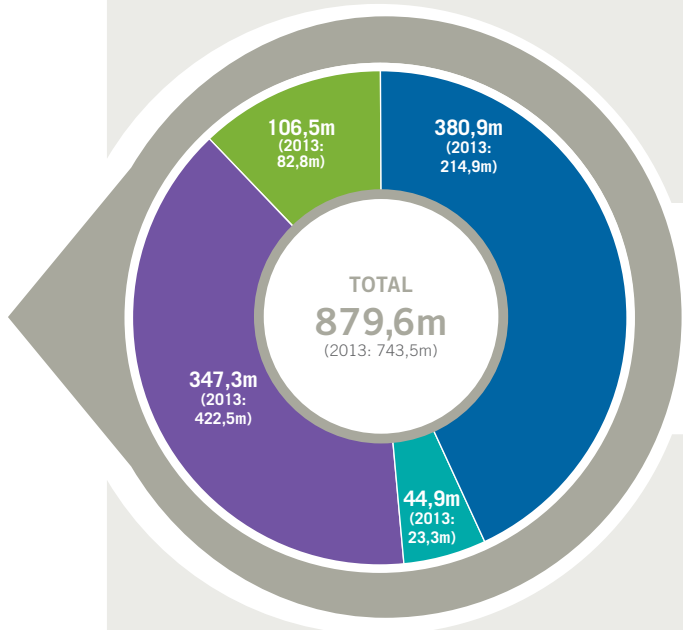
BLUE CONTINENT PRODUCTS

PRODUCTS

- Horse mackerel
- Haddock
- Hake
- Kingklip
- Monk



REVENUE	OPERATING PROFIT before abnormal items
R1,2 billion	R347,3 million
2013: R1,4 billion	2013: R422,5 million



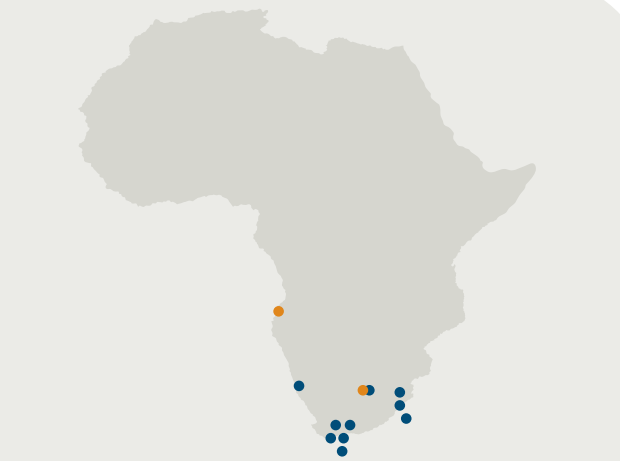
← OPERATING PROFIT PER BUSINESS SEGMENT (R)

- COLD STORAGE AND FRUIT HANDLING FACILITIES**
- As the largest cold store operator in Africa, CCS Logistics owns and operates 10 refrigerated warehouse facilities in the major centres and harbours of South Africa and Namibia.
 - CCS Logistics offers primary storage for both the in and outbound supply chains of manufacturers, importers, exporters and retailers.
 - Long-term customer storage reservations have proven to be mutually beneficial for both CCS Logistics and its customers as it not only ensures constant service levels, but also increased customer value.
 - ISO 9001 accredited.

- FACILITY**
- **COLD STORAGE:** Namibia, South Africa
 - **COLD STORAGE SITES IN DEVELOPMENT:** Angola, South Africa



REVENUE	OPERATING PROFIT before abnormal items
R343,7 million	R106,5 million
2013: R326,3 million	2013: R82,8 million



CCS LOGISTICS

SERVICES

- Cold storage
- Fruit handling
- Blast freezing
- Transport



2

BUSINESS MODEL AND OPERATING CONTEXT

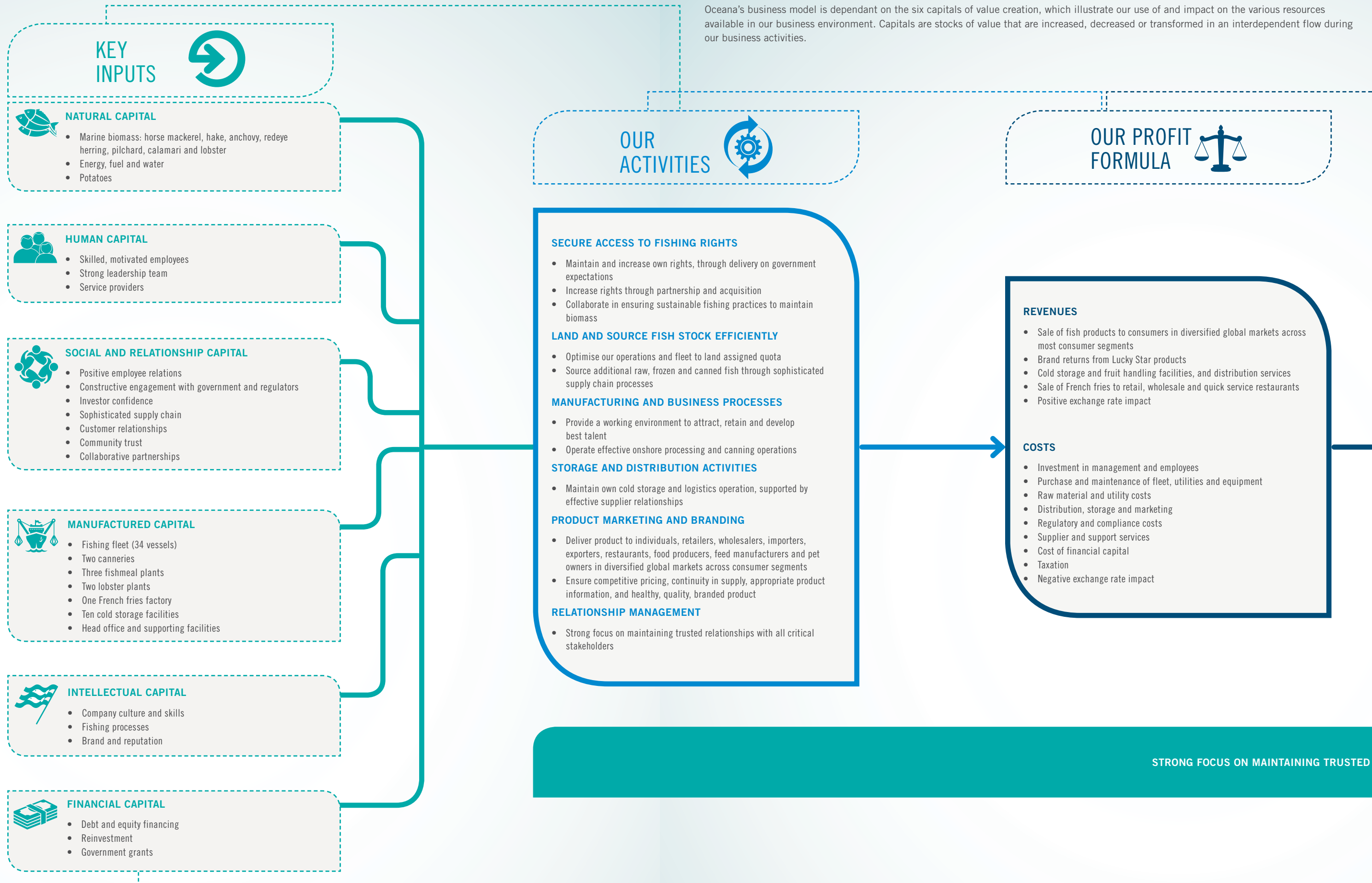
Our core purpose is to be Africa's most efficient converter of fishing rights into value. We seek to deliver on our core purpose through our five strategic objectives (page 9).

These strategic objectives focus explicitly on those issues that we see as being most material to our capacity to create value, and to deliver on our core purpose. Identification of these objectives is informed by a considered assessment in the following sections:

How we create value: Our business model	26
The business context: Issues impacting our strategy	28
Understanding our stakeholders' interests	30
Our material risks	34



HOW WE CREATE VALUE: OUR BUSINESS MODEL



BUSINESS CONTEXT



OUTPUT



KEY OUTCOMES



EXTERNAL VARIABLES IMPACTING VALUE (PAGE 28)

- International and regional trade dynamics
- Changing consumption patterns in our target markets
- Growth opportunities in African markets
- Rapidly expanding global aquaculture production
- Impact of environmental factors on fish production and consumption
- Food security challenges

OUR MATERIAL RISKS (PAGE 34)

1. Reallocation of fishing rights after expiry
2. Inability to acquire fishing rights impacting our growth strategy
3. Food safety
4. Reputational risk
5. Concentration of earnings
6. Legislative non-compliance
7. Resource availability
8. Scarcity of critical skills
9. Threat to health and safety of employees
10. Business continuity risk

- Live, chilled, frozen, canned and dried fish products
- French fries
- Cold storage and distribution services

NATURAL CAPITAL



- 99,7% of targeted South African commercial fishing rights on SASSI green list
- Hake operations retained MSC chain of custody certification
- More than 90% reduction in accidental seabird mortalities in hake trawl sector
- 2 201 terajoules of energy used

HUMAN CAPITAL



- R641,3 million paid in salaries and R84,0 million in employee benefits
- 2 647 employee beneficiaries received R292 million through the Oceana Empowerment Trust
- R18,7 million invested in employee skills development on black employees
- 0,5 disabling injuries frequency rate
- More than 3 million Lucky Star meals consumed per day

SOCIAL AND RELATIONSHIP CAPITAL



- 2 962 direct jobs in South Africa and 229 direct jobs in Namibia
- R336,7 million in taxes in South Africa and Namibia
- Zero days lost to industrial action
- Most empowered listed company in South Africa

MANUFACTURED CAPITAL



- R163,4 million capital investment
- R113,6 million depreciation, amortisation and impairment loss
- One new fishing vessel
- Two processing plants commissioned

FINANCIAL CAPITAL



- R5 billion revenue
- R609 million profit after taxation
- R329,5 million paid in dividends
- R268,6 million reinvested in the group

RELATIONSHIPS WITH ALL CRITICAL STAKEHOLDERS



THE BUSINESS CONTEXT: ISSUES IMPACTING OUR STRATEGY

International and regional trade dynamics

38%

OF GLOBAL FISH PRODUCTION IS TRADED INTERNATIONALLY

BY 2030 CHINA COULD ACCOUNT FOR 37% OF TOTAL FISH PRODUCTION AND 38% OF GLOBAL CONSUMPTION

As a commodity business, we are significantly impacted by the global supply and demand dynamics and trade regimes relating to fish and substitute protein sources (such as chicken). According to the Food and Agriculture Organization (FAO) (2012), 38% of global fish production was traded internationally during 2010. This presents significant business challenges in terms of understanding and anticipating global and regional drivers and linkages in fish production and consumption, including in particular the influence of a rapidly growing Chinese economy on global fish markets.

As a highly traded product, we are particularly susceptible to the impact of trade measures on fish, as well as competing protein sources. Recent developments affecting the supply of fish into our markets include the restrictions on importing frozen fish into Nigeria, and the Russian trade restrictions on European produce (including fish) following disputes in Ukraine. We monitor and respond to any potential unfair trade practices, relating for example to export dumping and import tariffs. Where we believe this to be appropriate and justified, we support government measures (such as the recent anti-dumping duties on potatoes) to protect local business from unfair trade practices. We seek to minimise our exposure to uncertainty in markets and trade regimes by diversifying our product portfolio and extending our geographic reach.

Changing consumption patterns in our target markets

6,5%

OF ALL PROTEIN SUPPLIED FOR HUMAN CONSUMPTION IS FROM FISH

Consumers' choice of fish as a protein source is a function of many variables, including levels of disposable income, comparative pricing with alternative protein (such as chicken) and other food, personal dietary preferences, cultural eating patterns, and consumer concerns over health, environmental and ethical issues. Fish currently represents 16,6% of animal protein supply, and 6,5% of all protein for human consumption (FAO 2012). We believe that there is significant potential to increase the uptake of fish, as a low-cost, low-impact, healthy source of protein. While the group's principal market for fish is the lower-income consumer (through sales of canned fish and horse mackerel), we sell our fish products across all consumer segments. To minimise the potential for earnings volatility resulting from concentration of earnings in a particular consumer segment, we have identified opportunities to further diversify our product and consumer base, for example by expanding into upper-income markets through growing the hake business and the Lucky Star blue can range. We aim to grow the market for fish as the chosen protein source, through product advertising and marketing the benefits of consuming fish. We are also maintaining a clear focus on developing and maintaining a strong brand presence in our markets, particularly with our Lucky Star brand.

Growth opportunities in African markets

77%

INCREASE IN GDP PER CAPITA IN AFRICA BY 2030

57%

INCREASE IN POPULATION OF AFRICA BY 2030

With significant projected increases in both population and per capita income in sub-Saharan Africa, the region is seen to offer particular potential for business growth. World Bank projections suggest that total fish food consumption in the region will grow by 30% in the next 20 years, driven mainly by increasing population. Currently the majority of our sale revenues is generated in South Africa and Namibia, followed by markets in Southern and West Africa, Europe and the Far East. We are seeking to realise the growth opportunities in Africa by expanding our product offerings into these new markets, primarily in East and Southern Africa. We are building brand awareness of our Lucky Star products, and where there is less potential for brand differentiation (such as horse mackerel) we are opening up market access through strong relationships with existing distribution networks.

Rapidly expanding global aquaculture production

GLOBAL AQUACULTURE PRODUCTION TO MATCH CAPTURE FISHERIES BY 2030

In the last 30 years, global production of capture fisheries has grown from 69 million to 93 million tons, while world aquaculture production has increased twelvefold from 5 million to 63 million tons. This rapid growth in aquaculture is anticipated to continue, matching the production of capture fisheries by 2030. This growth has important potential business implications: it affects the global supply of certain fish resources, with implications for product pricing and consumption patterns; it can assist in reducing pressure on wild capture fisheries; and it increases demand for fishmeal and fish oil, which are key input for aquaculture production. Given the resulting strong demand for fishmeal, and the comparatively slow growth in global capture fisheries, we anticipate a material increase in the pricing of fishmeal and fish oil (one of our core revenue streams), notwithstanding significant anticipated increases in aquaculture efficiencies, and possible substitution to the production of fish species that require less fish-based feed. Due to the nature of current and anticipated focus of aquaculture products and markets, we do not foresee a significant consumer shift from our captured product in favour of farmed product.

Impact of environmental factors on fish production and consumption

SCIENTISTS ARE LINKING CHANGES IN OCEAN TEMPERATURES TO SHIFTING FISH STOCK DISTRIBUTIONS AND ABUNDANCE IN MANY MARINE ECOSYSTEMS

Our business is susceptible to various environmental pressures that impact both the production and consumption of our products. While these currently have a marginal direct impact on our business, uncertainty remains regarding the nature of their potential longer-term impact. Relevant factors include:

- Uncertainties in the distribution and availability of certain fish resources, due among other things to stocks changes in ocean variables (such as temperature, currents and acidity), increased distribution of alien species, and unregulated and unsustainable harvesting practices
- Adverse weather conditions affecting the landing of certain inshore and coastal stocks
- Growing consumer and retail pressure in certain markets for certified sustainable fish product
- The impact of El-Niño events on quotas and fishing in Peru, affecting global supply and market dynamics
- Weather conditions, water availability and/or disease affecting the location, price and quality of our potato crop, and the nature and volume of produce to our cold storage facilities

We seek to mitigate any such risks by diversifying our raw material supply and product offerings, assisting government and scientists in ensuring responsible fishing practice, maintaining investment in state-of-the-art fleet and equipment, and developing strong relationships with suppliers and partners that allow flexibility in response to any external changes.

Food security challenges

9 billion
GLOBAL POPULATION BY 2050 WITH A RAPIDLY GROWING MIDDLE CLASS IN EMERGING ECONOMIES

With global population expected to increase to 9 billion by 2050, and with a rapidly growing middle class in emerging economies such as China and India, there will be increasing pressure globally on the production and distribution of food. This presents both risks and opportunities. Being generally low in saturated fats, carbohydrates and cholesterol, fish provides high-value protein as well as various essential micronutrients, including vitamins, minerals and polyunsaturated omega-3 fatty acids (FAO 2012). We believe that the provision of a low-cost, low-footprint, healthy source of protein has an important role to play in addressing food security among the poor and vulnerable populations around the globe, and offers significant opportunities for sustained value creation.

UNDERSTANDING OUR STAKEHOLDERS' INTERESTS

Understanding and being responsive to the interests of our stakeholders is critical to delivering on our core purpose.

Government and regulatory authorities

- Full compliance with permit, licensing and related requirements
- Contribution to developmental priorities such as transformation/localisation, job creation, skills development, and food security
- Contribution to tax and trade balance
- Clear designation and appointment of executive and management responsibility for engagement and compliance
- Regular direct engagement with authorities e.g. DAFF
- Strong focus on transformation/localisation, and on appropriate distribution of value generated
- Formal policies and operating procedures, with internal audits, training and reporting, to facilitate compliance
- Prompt response in instances of non-compliance, with disciplinary action as required

"We (DAFF) saw that Oceana is responsive to the interests of communities such as Hout Bay and that the Foundation's key focus areas are education and food security. Therefore, the Department developed a concept of renovating the centre (called the Noluthando Day Care in Imizamo Yethu, Hout Bay), supplying educational materials and providing food for the children fitting perfectly into this theme and coinciding with Oceana Group values." – DAFF

Shareholders and investors

- Sustainable growth in shareholder value through consistent earnings improvements, clear growth and capital expansion strategy
- Responsible corporate governance
- Strong board and executive leadership
- Sound corporate governance practices
- Succinct reporting through SENS, website, reports and presentations
- Enhanced communication via advertising, face-to-face engagement, events and increased media coverage
- Regular communication with OET beneficiaries

"The donation meant a lot to Steenberg's Cove Primary School as we have always had a problem with transport to sport and cultural events. Our school is situated in a poor community and travel by taxi is very expensive and children are not always able to pay the fare so they often have to lose out on events. The SGB and staff assisted as far as possible but could not always meet the needs. Most parents are seasonal workers and do not have their own transport, which made private transport for learners impossible. We often had to supply transport to parents as well to accompany their children. Now all our transport problems have been solved, thanks to Oceana's generous donation. Staff, parents and learners are all equally proud of and thankful for our great bestowment!" – Steenberg Cove Primary School

Employees

- Market-related terms of employment
- Job security, satisfaction and recognition
- Safe, healthy and congenial working conditions
- Opportunities for career development
- Employee benefits, superannuation funds, health awareness, life skills
- Competitive remuneration and employment conditions
- Group code of business conduct and ethics, and board-approved employment equity targets
- Compliance with employment and B-BBEE legislation
- Skills training and development initiatives
- Active employee reporting and engagement

"We have been appealing for assistance for the past 20 years but, this was unsuccessful. Your donation is a dream come true for our school and has greatly improved its image in the eyes of the community. We are extremely grateful to your company for making that positive difference at our school. May you grow from strength to strength." – Papenkuil Primary School

Trade unions

- Willingness to negotiate in good faith
- Market-related terms of employment
- Job security, satisfaction and recognition
- Safe, healthy and congenial working conditions
- Opportunities for skills and career development
- Employee benefits, superannuation funds, health awareness, life skills
- Recognition agreements
- Wages and conditions negotiated through industry bodies and/or relevant unions at plant level
- Regular communication through employee forums
- Disciplinary and grievance procedures
- Competitive remuneration and employment conditions
- Skills training and development initiatives

South Africa: FAWU, TALFU, NCFAWU, UDF and CWU

Namibia: NAFU and NATAW

"Weston High School would like to record our appreciation to the Oceana Group for the generous gesture of donating a fully equipped kitchen to the schools feeding scheme. We are excited about this new facility and we can assure you that it will have a positive impact on the preparation of the food for our School Nutritional programme. This remarkable initiative will surely improve the lives of our learners and will enhance the educational opportunities for the underprivileged youth." – Weston High School

"The schooling community of Masiphathisane Primary School is indebted to the Oceana Foundation for their generosity and support to ensure that our learners have access to all the opportunities available to them." – Masiphathisane Primary School

UNDERSTANDING OUR STAKEHOLDERS' INTERESTS *continued*

Customers and consumers

- Providing safe, essential and quality products at competitive prices
- Continuity of supply
- Product information
- Commitment to external accreditations and sound B-BBEE credentials
- Regular contact with major customers
- Independent audit and checking of processes and quality; market and customer surveys; group and divisional websites with product information, contact details and helpline numbers
- Prompt follow-up of enquiries and complaints
- Sustainable and responsible fishing practices, for example RFA, MSC certification for trawl hake

Suppliers and service providers

- Promoting joint growth opportunities in a responsive and mutually respectful manner
- Timely payment and favourable contract terms
- Commitment to and progress in furthering B-BBEE procurement
- Positive relationships with joint venture partners
- Regular direct communication with major suppliers
- Group-wide code of business conduct and ethics, with supplementary policies
- Qualified and experienced management with appropriate skills to negotiate, conclude and manage contracts and relationships
- Monitoring B-BBEE procurement levels of suppliers and partners
- Prompt follow-up of enquiries and complaints
- Preference for expeditious and practical dispute resolution

*"A historical win-win partnership that has stood the test of time."
– Mr Harry Mentor, Owner, Cape Fish Processers Proprietary Limited*

Joint venture partner

"Noordbaai doen al verskeie jare besigheid met Lucky Star. Hulle diens en samewerking was altyd onberispelik. Betalings was korrek en betyds, en hulle het ons verskeie kere finansieel bygestaan wanneer ons 'n kontant vloei probleem gehad het" – S. Phillips – Noordbaai Vissers Beperk

Joint venture partner

"Success has not been easy, especially since I was allocated a small tonnage of hake deep sea trawl rights as a black new entrant. It has only been possible as a result of my commitment to the industry and the strong relationship of trust, support and mutual benefit that exists between BCP and Bhana Coastal Fishing."

– Lynweth Bhana, Bhana Coastal Fishing

Joint venture partner

**Local communities,
and NGOs**

- Operations conducted in a safe and lawful manner
- Access to job and supplier opportunities
- Investment in community infrastructure and projects
- Responsive to concerns and impacts (e.g. odour)
- Contributing responsibly and transparently to broader societal interests
- Strengthened consultation and communication with local communities, schools and local government
- Effective co-ordination of our CSI initiatives with the aim of improving the socio-economic conditions within neighbouring coastal communities
- Prompt attention to dispute resolution

"BirdLife South Africa has been working with Oceana to ensure that the vessels in their trawl fleet have up to date Bird Mitigation Plans. Management has been fantastic at informing us of vessel schedules and the skippers and crew have been more than willing to assist our team during each assessment. It really has been a pleasure to have the cooperation and buy-in of such a large company and being able to work together to save seabirds."

– Bronwyn Maree Seabird Conservation Programme

**Other businesses and
business bodies**

- Contributing responsibly and credibly to the collective business voice
- Fishing industry body, FishSA, created collectively to address and respond to issues of mutual concern
- Participation in and membership of relevant industry bodies and associations, for example, Responsible Fishing Alliance (RFA); FishSA, IFFO, NBI
- Signatory to the UNGC

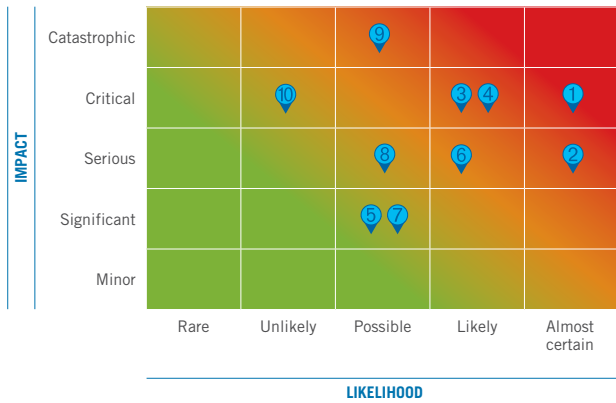
Media

- Receipt of quality information of interest to stakeholders and public
- Integrity and promptness in responding to queries
- Accessibility in engaging with media
- Improved proactive communication through face-to-face engagement
- Updated websites, including JSE SENS announcements
- Invitation to media to attend events, press releases
- Responding to media queries in a timely and appropriate manner

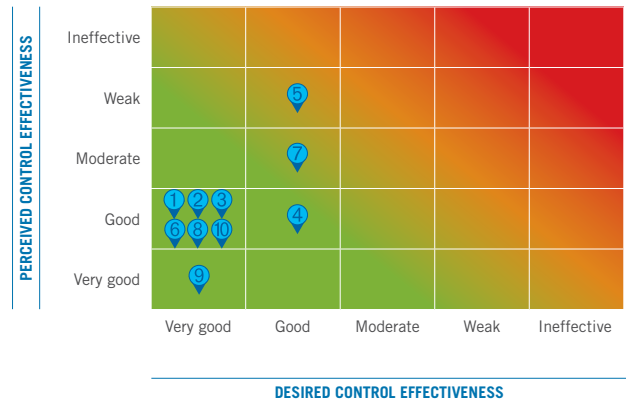
OUR MATERIAL RISKS

The principal risks that have a material impact on Oceana's ability to create value are described below. These risks have been identified as part of the enterprise-wide risk identification and management system, described in the governance section of this report (page 96).

INHERENT RISK EXPOSURE



RESIDUAL RISK EXPOSURE



1. Reallocation of fishing rights after expiry

Our risk context

- Our west coast rock lobster, horse mackerel and hake inshore long-term fishing rights expire in 2015 and in other sectors within the next six years
- Material changes to government directives and policy
- Possible reallocation of fishing rights in certain sectors to small-scale fishers

Our response measures

- Monitor proposed policy and legislative changes
- Engage actively with Department of Agriculture, Forestry and Fisheries (DAFF), Ministry of Fisheries and Marine Resources (MFMR), and parliament on proposed policy and legislative changes
- Participate in consultation and policy development processes with government, business and labour bodies
- Ensure policy direction is communicated to operations and appropriate plans developed to ensure full compliance

2. Inability to acquire fishing rights impacting growth strategy

Our risk context

- Changes to government rights policy requirements, that are not aligned with existing B-BBEE legislation
- Growth of business or perceived negatively by regulators, competitors and interested parties in the industry
- Not obtaining Competition Commission approval for acquisitions (where applicable due to size)
- Implications of new B-BBEE codes

Our response measures

- Engage actively with DAFF and Department of Trade and Industry (dti) to ensure policies are aligned with B-BBEE Act and Codes of Good Practice
- Maintain and develop joint venture and supply partnership to increase volumes
- Monitor proposed policy and legislative changes and engage actively with government
- Continue to evaluate and monitor internal efficiencies and implement necessary changes to improve where necessary
- Develop and implement strategy to align internal practices with revised B-BBEE codes
- Ensure compliance with applicable legislation, regulations and permit conditions

3. Food safety

Our risk context

- Potential non-adherence to quality or safety standards locally and in our sourcing geographies
- Possible negative publicity, including through social media

Our response measures

- Implement best practice systems to maintain quality and safety
- Engage third-party auditors to ensure imported products comply with relevant standards
- Product recall processes and insurance cover in place
- Best practices in place as regards hygiene and quality in catching and manufacturing (HACCP accreditation at certain plants and on vessels)
- Proactive media monitoring and engagement strategy in place

4. Reputational risk

Our risk context

- Potential reputational risk associated with perceptions (valid or otherwise) relating to market size, level of transformation and localisation, and impacts neighbouring communities and on the sustainability of marine resources.
- Continuing need to maintain current very strong brand recognition and loyalty in Lucky Star and related brands

Our response measures

- Prioritised engagement strategy in place, confirming Oceana as a black-owned, black controlled company with sound values, a solid track record of compliance, and demonstrated commitment to social and environmental responsibility
- Effective communication on activities relating to sustainable fishing, and contribution of fish in addressing food security as a low-cost, low-footprint, healthy source of protein
- Strategic social investment programme delivering benefits to neighbouring communities
- Maintain positive relations with investors through consistent dividends and returns, a smooth earnings profile, and clear growth and capital expansion strategy
- Active monitoring programme in place to maintain strong brand value, consumer and customer loyalty

5. Concentration of earnings

Our risk context

- Concentration of earnings in a particular business unit exposes the group to increased earnings volatility

Our response measures

- Focus on acquisitive and organic growth to diversify the portfolio, building on recent acquisitions that have bolstered the smaller business units, and maintaining efficient operation of existing business activities

6. Legislative non-compliance

Risk context

- As a highly regulated industry, the group needs to maintain systems and skills to track, interpret and ensure compliance with legislative requirements

Mitigation measures

- Engage with regulators through industry associations and personally by exco members
- Comprehensive internal legislative compliance management systems in place
- Monitor and respond to recent legal developments
- Engage with external assurance providers

7. Resource availability

Our risk context

- Possible over fishing of resource, from incorrect marine research and poor scientific data analysis by regulatory authorities and/or lack of enforcement of permit requirements
- Target species mixed with non-target species (by catch)
- Changes in eco-system from external environmental events
- Impact of mining on fishing resource

Our response measures

- Contribute to resource management initiatives with industry, government and scientific working groups (in Namibia and South Africa)
- Obtain independent research reports to monitor resource status
- Ensure full compliance with regulatory framework and responsible fishing practices
- Utilise our capacity to support research where appropriate
- Maintain independent observers on vessels

Residual risk (ranked in order of risk) - 2014

- 1 Reallocation of fishing rights after expiry
- 2 Inability to acquire fishing rights impacting growth strategy
- 3 Food safety
- 4 Reputational risk
- 5 Concentration of earnings
- 6 Legislative non-compliance
- 7 Resource availability
- 8 Scarcity of critical skills
- 9 Threat to health and safety of employees
- 10 Business continuity risk

8. Scarcity of critical skills

Our risk context

- Capacity to ensure continued growth is impacted by the availability of skills in the market, and the ability to attract, develop and retain talent within the context to lead new business opportunities, and support the current business operation

Our response measures

- Policies and guidelines in place for talent management, recruitment selection, remuneration, training and skills development, and graduate recruitment
- Succession planning process in place
- Human rights policy in place aimed at promoting equality of opportunity and combating discrimination
- Oceana Empowerment Trust in place

9. Threat to health and safety of employees

Our risk context

- Inherent safety risks associated with activities on board fishing vessels and in factories

Our response measures

- External and internal audits on all sites and vessels
- Effective safety monitoring, training and enforcement programmes
- Provision of appropriate equipment

10. Business continuity risk

Our risk context

Specific risks include:

- Potential loss of vessels
- Impaired performance in group factories and cold store
- Loss of head office operations and IT infrastructure
- Volatility in cost and access of utility supplies, particularly energy and water

Our response measures

- Contingency plans in place to manage potential loss of factory or cold store
- Development of comprehensive business continuity plan for group head office operations
- Maintain IT disaster recovery plan and insurance policy
- Testing of IT disaster recovery plan

Residual risk (ranked in order of risk) – 2013 (showing 2014 movement)

- ↓ 1 Inability to acquire fishing rights impacting growth strategy
- ↑ 2 Reallocation of fishing rights after expiry
- ← 3 Food safety
- ← 4 Reputational risk
- ← 5 Concentration of earnings
- ↓ 6 Business continuity risk operations
- ↑ 7 Legislative non-compliance
- ↓ 8 Exposure to market and exchange rate volatility
- ↑ 9 Inadequate quality and quantity of talent and skills (Scarcity of critical skills)
- ↑ 10 Risks to the health and safety of staff



L57

L1016

38VY2

3

GROUP PERFORMANCE AGAINST STRATEGY

Group financial director's report	38
Statistical and financial data	43
Operating segment report	45
Driving transformation and localisation	46
Optimising our operations	52
Leading stewardship of marine resources	56
Building trusted relationships	60



GROUP FINANCIAL DIRECTOR'S REPORT



Mildred Saunders and Imraan Soomra



**GROUP FINANCIAL DIRECTOR
IMRAAN SOOMRA**





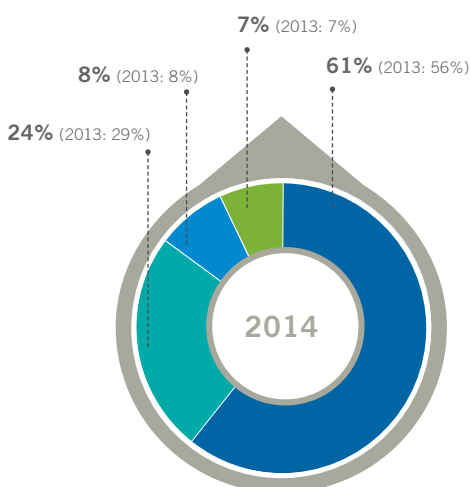
1

GENERATING SUSTAINED
FINANCIAL RETURNS BY
ANTICIPATING MARKET
TRENDS

FINANCIAL PERFORMANCE

The financial performance of the group has been pleasing in light of tough operating conditions. Group revenue is up by 7% to R5 039 million in 2014. Growth has been achieved through improvements in three of our four operating segments, but primarily driven by growth in our canned fish and fishmeal division, as illustrated below.

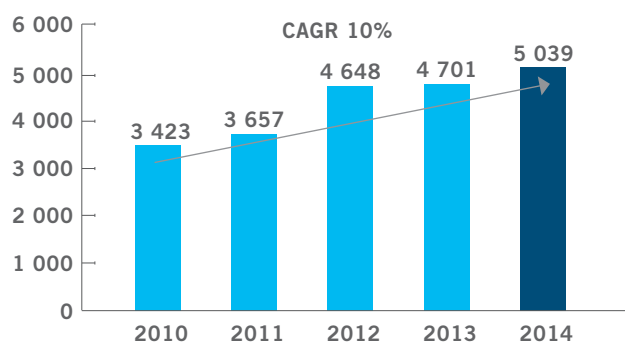
REVENUE BY SEGMENT



- Canned fish and fishmeal
- Lobster, squid and French fries
- Horse mackerel and hake
- Commercial cold storage

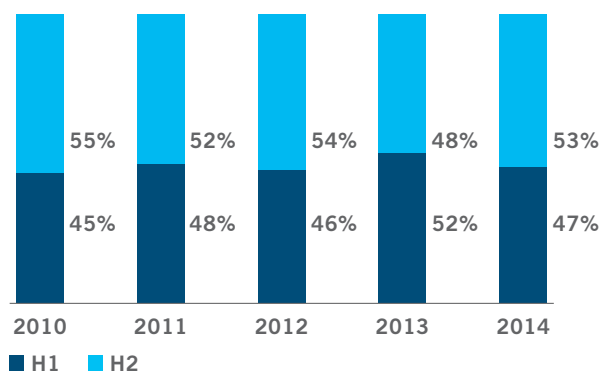
Revenue growth in 2014 has been achieved through a combination of volume growth and improved pricing in most divisions, further bolstered by the effect of weakening rand on our export businesses. However, revenue has been negatively offset by a significant decline in horse mackerel landings in South Africa, particularly in the second half of the year. (This is explained in detail in the horse mackerel and hake report on page 72.)

GROUP REVENUE (R'm)



GROUP FINANCIAL DIRECTOR'S REPORT *continued*

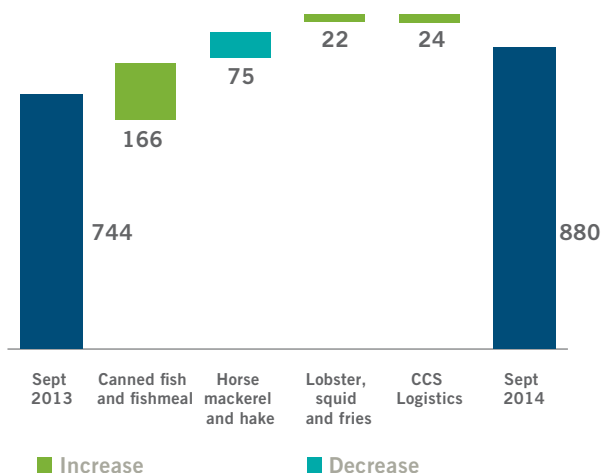
FIVE-YEAR REVENUE CONTRIBUTION LEVELS FOR H1 AND H2



We have continued reviewing operating costs in a drive to improve efficiency and our cost base for this year reflects this. Included in these costs is a charge to the statement of comprehensive income of R21,6 million, compared to R152,5 million in 2013, arising from the estimated fair value of share-based payment options. The movement in this cost is directly correlated to the overall movement in the share price during the financial period under review.

Operating profit is R879,6 million, increasing by 18% on 2013. This represents an operating margin of 17,5% compared to 15,8% in the prior period.

OPERATING PROFIT DIVISION CONTRIBUTION ANALYSIS (RM)



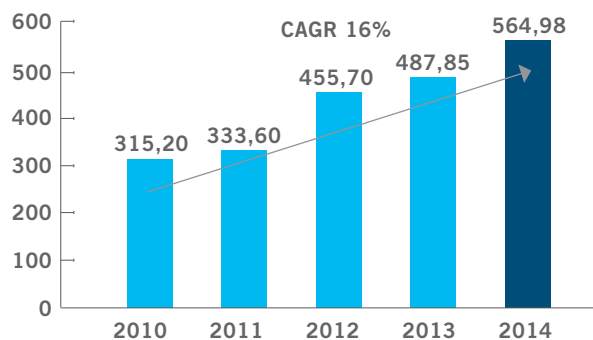
Net investment income includes accrued preference share dividends and net interest received. The preference share dividends, which were in line with the prior year, were earned through Oceana's investment in Oceana SPV Proprietary Limited. The details of this investment can be found in note 13 of the annual financial statements (AFS).

Net interest paid has increased over the prior year due to the long-term loan raised during the year. The details of the long-term loan can be found in note 21 of the AFS.

The group's effective tax rate was in line with the prior year. The effective tax rate is influenced by the mix of profits taxable at the South African rate of 28%, and the Namibian rate of 33%. A reconciliation of the group's effective rate to the South African company income tax rate can be found in note 7 of the AFS.

Basic headline earnings per share of 565 cents are 16% above those of 2013, representing a four-year compounded annual growth of 16% as reflected below.

HEADLINE EARNINGS PER SHARE (cents)



FINANCIAL POSITION

Our financial position has improved over the period primarily due to a substantial decrease in working capital requirements. Inventory levels have decreased significantly during the period as a result of a planned reduction in the procurement of canned fish to address the overstocked position of 2013.

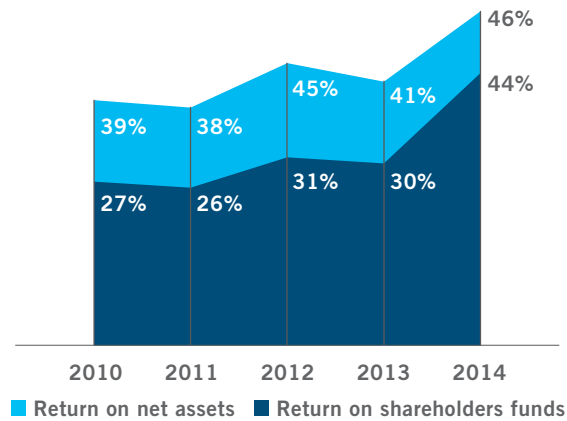
Net cash balances at 30 September 2014 of R344 million represent an improvement of R490 million over the period.

Our strong financial position allows us to access long-term debt or equity capital to pursue growth opportunities when they arise, as well as deal with emerging economic pressures. Overall, our capital structure is suitable and sufficient for current and expected requirements.

DELIVERING VALUE TO STAKEHOLDERS

We return value to our shareholders in the form of both dividends and share price appreciation. In addition, we have a strong record of strong returns on net asset value.

RETURN ON NET ASSETS



Our dividend declaration has been preceded by consideration of anticipated operational and financial requirements and after applying the solvency and liquidity tests. We remain comfortable with a cover of 1,5 times on headline earnings and have declared a final dividend per share of 271 cents, which brings the total for the year to 377 cents, representing an improvement of 17% on 2013.

ISSUES GOING FORWARD

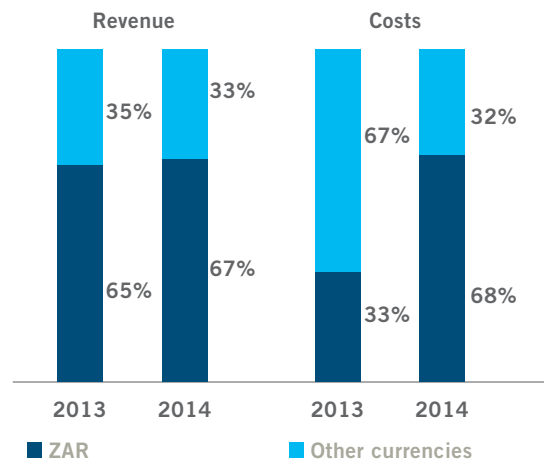
We remain cognisant of the need to deliver continually improving operational performance, and each of our divisions will place focus on efficiency of operations and maximised deployment of fishing resources. In addition, from a group perspective, we will implement structures that achieve synergy and efficiency. To this end, a finance shared services centre and group procurement function have already been approved by the board and will be implemented in the 2015 financial year.

Oceana's acquisition of Foodcorp's fishing business, if approved, will be funded from long-term loan facilities. This will have an impact on our debt levels in the short term. We remain in a strong position to leverage our balance sheet for further acquisitions if necessary.

KEY FINANCIAL RISKS

Oceana has significant volumes of imports and exports. Exchange rate risk is managed through awareness of currency risk related to foreign transactions. The group has a formal foreign exchange policy approved by the board, which guides currency risk management carried out by the business units in conjunction with the central treasury department. Currency risks are partially hedged by means of forward exchange contracts and the set-off effect of foreign currency assets and liabilities. The group does not enter into derivative contracts for speculative purposes. The graph below illustrates the set-off effect of foreign currencies within the group.

FOREIGN CURRENCY



GROUP FINANCIAL DIRECTOR'S REPORT *continued*



ACCOUNTANT OCEANA GROUP

GADIJA BOWMAN

I was born to a fisherman father and grew up in the fishing community of Ocean View, so it should come as no surprise that I have spent most of my career within one of South Africa's largest fishing companies.

When I finished school I wanted to study Cost and Management accounting but due to lack of funds I had to use a state subsidy and study teaching. When the Education Department retrenched me, I was interviewed at Blue Continent Products and in 1998 was appointed as a general office administrator – delivering mail and doing typing. Three years later I was given an opportunity to study towards BComm Accounting and gained entry into the Finance department at BCP, working as a PA while studying. It was an encouraging sign that the company was willing to invest in me and I worked hard to produce quality work. This paid off and in 2005 I was appointed as an Accounting Assistant in Blue Atlantic Trading.

I completed my BComm in 2011 through Unisa and HR was extremely supportive during this time. I started a family while I was studying – it was a bumpy road but through determination to succeed I adjusted.

In 2014, I registered for CIMA (management accounting qualification), influenced by the idea I had of where (Oceana CEO) Francois Kuttel wanted to take the business. I wanted to align my expertise with this vision and remain relevant for Oceana's future. There have been challenges along the way, juggling work, a family and studies, but I have had strong support from my manager and family. I made sure that my studies did not impact on the quality of the work that was expected from me. Oceana is the company that I would like to retire from and I want to give back by sharing and applying the knowledge I have gained through the studies the company has afforded me.

My message is that dedication and hard work pays off. Find a moment to understand where the company is going and how you fit in. Thank you Oceana for caring about the development of employees.



16 YEARS' SERVICE AT OCEANA



WASTE HEAT EVAPORATOR SPECIALIST, LUCKY STAR

TOMALO NTOMBINI

I was born in Cofimvaba, a small rural town in the Eastern Cape. At school, maths and science were my favourite subjects so after finishing matric I studied Chemical Engineering.

In 2003, I did a year's in-service training at the Lucky Star fishmeal plant in St Helena Bay, returning to Pentech complete my diploma. In 2004, I returned to Lucky Star on a six-month contract as an evaporator plant operator. My work here saw me being appointed in the role permanently, tasked with ensuring that machinery operations met standards, tested products and met specifications, among others. I was still young and had a lot to learn but received support from senior operators and supervisors.

Three years later, I was promoted to shift supervisor. It was a challenge to be a young female in a role requiring me to supervise men – some of whom undermined you because you were young enough to be their daughter. However, I was mentored by Titania Stefanus-Zincke, who emphasised that being a woman should not limit the potential and growth of women in a male-dominated environment. Training opportunities were offered, and these helped me to manage the new role as supervisor with ease. I felt the need to work hard, under pressure with no room for errors. Being the first female shift supervisor to work in a fishmeal plant on the West Coast makes me proud.

In 2009 a promotion to assistant fishmeal plant manager saw me moving to Hout Bay, where my responsibilities increased. I was sent to University of Stellenbosch to do an EMDP. This programme played a huge role in shaping my thinking and management skills.

Two years ago I became a waste heat evaporator specialist, since my skills and experience with evaporators made me the ideal person to manage this new technology.

In my 11 years of working at Oceana I have been exposed to so many areas of the business. I am regularly consulted when there are new projects and giving my input makes me feel valued. I have also been privileged to have various learning opportunities to grow.

It also confirms Oceana's position as a transformed company, empowering women in the process. Being female in a male-dominated engineering environment makes me proud of what I have achieved and of the role Oceana had in this journey.



11 YEARS' SERVICE AT OCEANA

Note 29 of the AFS provides information on the group's foreign currency balances and exposures at year-end.

Note 18 of the AFS provides information on the concentration of the group's trade receivables at year-end.

ACCOUNTING STANDARDS

The group complies with International Financial Reporting Standards (IFRS). With effect from October 2013, the group was required to adopt IFRS 11: Joint Arrangements. As a result, joint ventures are consolidated on an equity basis rather than on a proportional consolidated basis. The adoption of IFRS 11 has resulted in the restatement of certain financial statement line items for the prior period, which was not considered to have material effect to the group results or net asset value. No other accounting standards or interpretations that have been issued but are not yet effective were identified that would have a material financial impact on the group's financial statements in future.

IMRAAN SOOMRA

Group financial director

4 December 2014

STATISTICAL AND FINANCIAL DATA

		2014	RESTATED 2013	2012	2011	2010
	Notes	R'000	R'000	R'000	R'000	R'000
Consolidated statements of comprehensive income						
Revenue		5 039 134	4 701 224	4 647 951	3 657 196	3 423 219
Operating profit before abnormal items		879 566	743 559	711 025	512 689	484 474
Abnormal items				(47 955)		(19 697)
Operating profit		879 566	743 559	663 070	512 689	464 777
Investment income		13 273	16 451	36 279	25 826	19 750
Interest paid		(17 102)	(7 485)	(3 108)	(2 872)	(5 497)
Profit before taxation		875 737	752 525	696 241	535 643	479 030
Taxation		266 818	228 135	232 315	189 426	175 515
Profit after taxation		608 919	524 390	463 926	346 217	303 515
Attributable to non-controlling interests		34 988	33 374	20 136	13 047	9 091
Net profit attributable to shareholders of Oceana Group Limited		573 931	491 016	443 790	333 170	294 424
Headline earnings		567 238	489 325	456 158	333 210	313 908
Consolidated statements of financial position						
Property, plant and equipment		512 342	458 200	435 850	415 623	364 538
Intangible assets		97 625	102 802	88 638	18 101	16 183
Deferred taxation		24 119	28 502	23 187	13 204	8 528
Investments and loans		225 554	224 773	142 940	153 445	151 897
Current assets		2 115 657	2 019 292	1 878 113	1 422 623	1 302 083
Total assets		2 975 297	2 833 569	2 568 728	2 022 996	1 843 229
Interest of shareholders of Oceana Group Limited		1 677 370	1 728 610	1 584 540	1 358 428	1 212 130
Interest of non-controlling interests in subsidiaries		69 536	60 761	48 702	40 923	34 340
Interest of all shareholders		1 746 906	1 789 371	1 633 242	1 399 351	1 246 470
Deferred taxation		58 215	36 686	41 843	41 669	46 900
Other liabilities		1 170 176	1 007 512	893 643	581 976	549 859
Total equity and liabilities		2 975 297	2 833 569	2 568 728	2 022 996	1 843 229
Consolidated statements of cash flows						
Cash generated from operations		1 238 377	393 473	456 562	729 211	416 596
Investment income received		24 476	9 886	25 312	14 320	6 639
Interest paid		(17 102)	(7 485)	(3 108)	(2 872)	(5 497)
Taxation paid		(264 090)	(317 873)	(242 588)	(169 132)	(166 234)
Dividends paid		(365 880)	(380 932)	(242 222)	(219 993)	(193 840)
Distribution to Oceana Empowerment Trust beneficiaries		(291 524)				
Net cash inflow/(outflow) from operating activities		324 257	(302 931)	(6 044)	351 534	57 664
Cash outflow from investing activities		(147 383)	(128 265)	(153 331)	(115 827)	(87 937)
Cash inflow from financing activities		310 471	10 908	7 987	4 902	6 753
Net increase/(decrease) in cash and cash equivalents		487 345	(420 288)	(151 388)	240 609	(23 520)
Performance per share						
Number of shares upon which earnings per share is based ('000)		100 400	100 302	100 100	99 868	99 580
Headline earnings per share – basic (cents)		565,0	487,9	455,7	333,7	315,2
Headline earnings per share – diluted (cents)		511,0	443,2	419,8	419,8	419,8
Earnings per share – basic (cents)		571,6	489,5	443,3	333,6	295,7
Earnings per share – diluted (cents)		517,0	444,8	408,4	312,7	280,6
Dividends per share (cents)	1	377,0	322,0	301,0	220,0	208,0
Headline dividend cover (times)		1,5	1,5	1,5	1,5	1,5
Net asset value per share (cents)	2	1 668,8	1 721,4	1 581,1	1 359,3	1 215,9

STATISTICAL AND FINANCIAL DATA *continued*

	Notes	2014	2013	2012	2011	2010
Profitability		%	%	%	%	%
Operating margin	3	17,5	15,8	15,3	14,0	14,2
Return on average shareholders' funds	4	44,4	29,5	31	26	27
Return on average net assets	5 and 6	44,2	41,4	45	38	39
Return on average total assets	5 and 7	31,0	28,4	35	30	31
Finance						
Total borrowings as a percentage of total shareholders' funds	8	17	14	3	1	3
Total liabilities as a percentage of total shareholders' funds	9	67	56	55	42	44
Current ratio (:1)		2,7	2,3	2,4	2,7	2,6
Number of permanent employees at year-end		1 817	1 794	1 849	1 711	1 434
Revenue per employee (R'000)	10	2 773	2 621	2 514	2 138	2 387
Assets per employee (R'000)	7	1 637	1 580	1 377	1 175	1 279
Share performance						
Market price per share (cents)						
Year-end		7 400	8 424	5 400	3 745	3 200
Highest		9 200	9 876	5 999	4 050	3 425
Lowest		7 050	5 250	3 700	3 100	2 600
Price earnings ratio	11	13,1	17,3	11,8	11,2	10,2
Number of transactions	12	33 403	22 620	3 080	2 756	3 746
Number of shares traded ('000)	12	16 423	23 169	14 785	7 653	31 797
Value of shares traded (R'000)	12	1 360 682	1 727 682	673 300	280 453	923 954
Volume of shares traded as a percentage of total issued shares	12	13,7	19,4	12,4	6,4	26,7
Market capitalisation (R'000)	13	8 844 936	10 060 712	6 449 174	4 464 271	3 808 037
JSE food producers and processors index	14	181,07	158,59	143,46	108,32	100,00
JSE industrial index	14	160,31	151,11	123,55	94,27	100,00
Oceana Group share price index	14	231,25	263,25	168,75	117,03	100,00

Notes:

1. Dividend declared after reporting date included.
2. Own shareholders' funds divided by the net number of shares in issue.
3. Operating profit before abnormal items expressed as a percentage of revenue.
4. Headline earnings as a percentage of average shareholders' funds.
5. Profit before taxation and abnormal items (but excluding interest paid) expressed as a percentage of average net assets or average total assets.
6. Net assets comprise total assets less non-interest-bearing liabilities.
7. Total assets comprise property, plant and equipment, intangibles, investments and current assets.
8. Total borrowings comprise long-term interest-bearing loans and bank overdrafts.
9. Total liabilities exclude deferred taxation.
10. Revenue divided by the number of permanent employees at year-end.
11. Market price per share at year-end divided by headline earnings per share.
12. Figures based on JSE transactions only.
13. Value of ordinary shares in issue at year-end price including treasury shares held by share trusts and subsidiary company.
14. Adjusted base 2010 = 100.
15. 2013 numbers has been restated due to adoption of IFRS 11, prior years have not been restated.

OPERATING SEGMENT REPORT

	2014 R'000	2013 R'000	% Change	2014 R'000	2013 ⁴ R'000	% Change
Business segment						
	Revenue¹			Operating profit²		
Canned fish and fishmeal	3 086 476	2 631 686	17	380 931	214 914	77
Horse mackerel and hake	1 203 470	1 373 824	(12)	347 251	422 504	(18)
Lobster, squid and French fries	405 497	369 394	10	44 870	23 343	92
CCS Logistics	343 691	326 320	5	106 514	82 798	29
Total	5 039 134	4 701 224	7	879 566	743 559	18
	Total assets			Total liabilities		
Canned fish and fishmeal	1 550 944	1 774 724	(13)	556 434	476 028	17
Horse mackerel and hake	588 916	462 955	27	183 108	149 596	22
Lobster, squid and French fries	112 746	100 257	12	49 402	41 460	19
CCS Logistics	240 610	235 608	2	55 747	67 129	(17)
Financing	457 962	231 523	98	325 485	273 299	19
	2 951 178	2 805 067	5	1 170 176	1 007 512	16
Deferred taxation	24 119	28 502	(15)	58 215	36 686	59
Total	2 975 297	2 833 569	5	1 228 391	1 044 198	18
	Capital expenditure			Depreciation		
Canned fish and fishmeal	23 084	75 957	(70)	26 950	21 451	26
Horse mackerel and hake	97 516	31 890	206	33 092	29 414	13
Lobster, squid and French fries	6 781	5 847	16	4 574	5 843	(22)
CCS Logistics	36 005	13 478	167	26 586	30 485	(13)
Total	163 386	127 172	28	91 202	87 193	5
Revenue per region³						
	Revenue¹					
South Africa and Namibia	3 765 211	3 315 628	14			
Other Africa	499 418	821 066	(39)			
Europe	436 522	327 104	33			
Far East	291 834	205 114	42			
Other	46 149	32 312	43			
Total	5 039 134	4 701 224	7			

1. Revenue excludes inter-segmental revenues in South Africa and Namibia, which are eliminated on consolidation amounting to: Canned fish and fishmeal R0,1 million (2013: R5,4 million), horse mackerel and hake R27,7 million (2013: R29,1 million) and CCS Logistics R49,3 million (2013: R30,4 million).
2. Operating profit is stated before abnormal items.
3. Revenue per region discloses the region in which product is sold.
4. 2013 numbers have been restated due to the adoption of IFRS 11.

DRIVING TRANSFORMATION AND LOCALISATION



- Being a sector leader in terms of our transformation and localisation credentials
- Maintaining an independently accredited B-BBEE level 2 rating in South Africa
- Promoting and protecting the ongoing transformation of the group's equity profile

2014 PERFORMANCE SUMMARY

- Most empowered JSE-listed company
- Retained independently accredited **level 2 B-BBEE** status in line with strategic objective
- Maximum points achieved for **six** out of seven elements (ownership, management control, preferential procurement, enterprise development, skills development and socio-economic development), and increased score in employment equity
- Historic early payout of **R292 million** to **2 647** black beneficiaries
- **50%** black representation at executive management level
- **25%** black female representation at executive management level
- **89,1%** of total measured spend spent on B-BBEE suppliers
- **R18,7 million** spent on skills development on black employees

BEING A SECTOR LEADER ON TRANSFORMATION AND LOCALISATION

By driving transformation and localisation strategies, we are able to deliver value to a broad grouping of stakeholders, and thereby contribute to our goal of being the most efficient convertor of fishing rights into value in Africa. Stakeholders that benefit from these strategies include in particular our shareholders, employees, the communities in which we operate, and the suppliers and small and medium-sized enterprises with whom we develop relationships.

Before the South African codes on broad-based black economic empowerment (B-BBEE) were promulgated, and before much of the present policy framework was in place, we developed a proactive and focused transformation strategy. Our guiding principle was to benefit the right people for the right reasons.

We have retained our status as a black-owned and black-controlled company and our performance on all elements of the B-BBEE scorecard has resulted in a level 2 rating, with a score of 98,39 points out of 100 (2013: 95,17). We also have a recognition rating of 125% for procurement in terms of the dti B-BBEE Scorecard and we are rated as a value adding enterprise. The full scorecard is provided in our online sustainable development report.

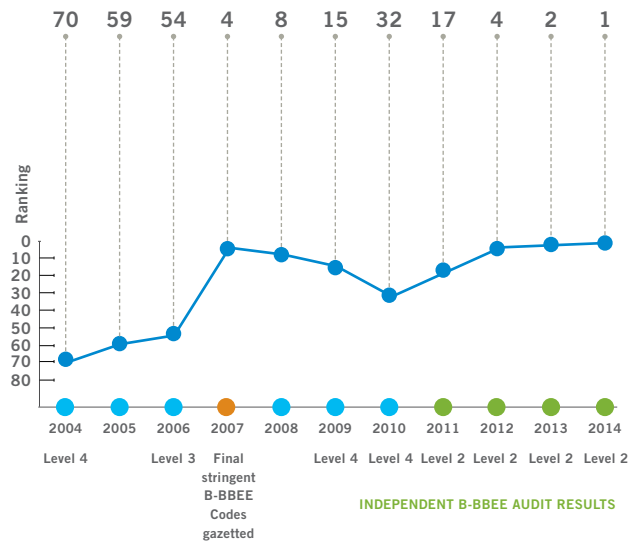
Our score has improved due to tangible improvements in our management control, skills development, preferential procurement and employment equity performance. We also retained maximum points for ownership, enterprise development and socio-economic development. For the first time, we scored maximum points in all elements save for employment equity. These results were achieved through a group-wide implementation of our transformation strategy.



Our commitment to implementing B-BBEE policies was recognised this year through our ranking as the most empowered JSE-listed company in the 2014 *Mail & Guardian's* Most Empowered Companies. This is the fourth consecutive year that we have achieved an independent level 2 ranking. The table below reflects some key measures on our transformation journey.

KEY MEASURES ON OUR TRANSFORMATION JOURNEY

TOP EMPOWERMENT COMPANY RANKING



OUR B-BBEE PERFORMANCE

At Oceana our focus on empowerment is both strategic and operational. Ensuring credible empowerment credentials is a strategic imperative that has an impact on our ability to retain and grow our commercial fishing rights. It is part of how we do business at all levels, throughout the company.

Employment equity

	Target 2016		2014		2013	
	Female	Black Female	Female	Black female	Female	Black female
Executive	25	25	22	11	22	11
Senior management	29	18	29	16	24	12
Middle management	22	17	20	12	18	13
Supervisory	22	20	22	16	22	19
Clerical and other employees	41	40	23	42	41	41
Disabled		2,7		3,0		2,5

Ownership

We maintained our black-owned and black-controlled shareholding. Our three major shareholders that contributed to this are Tiger Brands Limited, Brimstone Investment Corporation and the Oceana Empowerment Trust.

Management control

At the executive committee, black representation increased through the appointment of Zani Mashinini as group human resources executive. Points achieved increased to 11,00 (2013: 9,42), the maximum for this element. Targets at both board and management levels were met, which is an impressive achievement.

Employment equity

The continued internal focus on improving our performance on employment equity has yielded positive results, with improvement in black representation reflected at junior, middle and senior management levels. This translated into an increase in points in each management category, resulting in an improved overall score of 10,39 (2013: 9,56). We made two black female appointments in senior management roles, and also appointed the group's first African female marine superintendent.

The changes to our employment equity legislation have given further impetus to how we drive diversity within the Oceana Group. While numerical targets and goals are important for its success and fairness, consistent labour practices are becoming more and more important. Through driving human rights as well as other initiatives it has become more important to make this a priority for the group. Performance over the years has improved with further opportunities for the upcoming financial year.

DRIVING TRANSFORMATION AND LOCALISATION *continued*

Skills development

Given the scarcity of skills in our sector, and our focus on developing our employees, we continue to invest significantly in employee skills. During the year, recognised training expenditure on all black employees increased to R18,7 million (2013: R17,0 million), equating to 2,0% (2013: 2,82%) of the leviable payroll. A total of 1 339 employees were trained in a wide variety of specialities, including on-the-job training. Of these employees 93,0% were black and 29,3% were black females. In total, 108 black employees participated in learnership programmes across the group. The graduate development programme within CCS Logistics included a new logistics graduate programme. This has resulted in graduates progressing from trainee level to permanent employee status. Apprenticeships are ongoing at Lamberts Bay Foods to ensure we build a pipeline of qualified artisans. At the group head office, managers received practical hands-on training, covering management issues such as coaching, delegating, feedback, discipline, planning, time management, organising and leading, as well as relevant technical training.

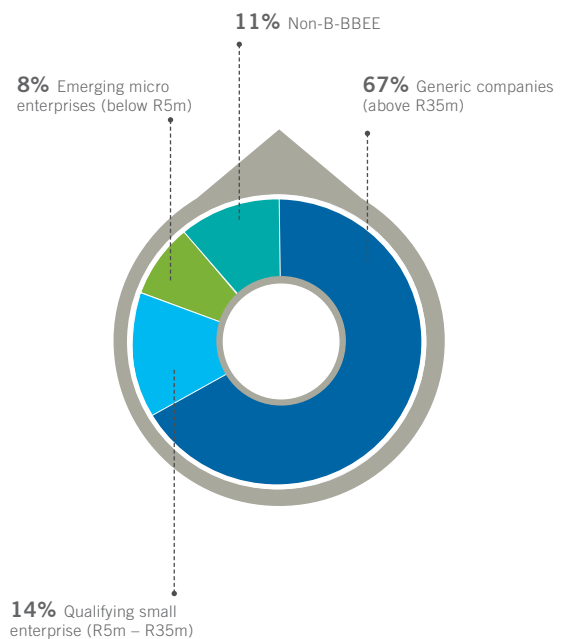
Preferential procurement

We recognise that ensuring that goods and services are procured from suppliers that meet B-BBEE requirements will ultimately result in greater participation of black people in the economy. Our focus on maximising purchases from compliant B-BBEE companies, qualifying small enterprises (QSEs), black-owned and black-women-owned companies, has resulted in 89,1% of our total measured spend being procured from B-BBEE enterprises, exceeding the dti's target of 70%. We improved our procurement score and achieved the maximum score of 20,00 points compared to a score of 19,68 in 2013. Expenditure with black woman-owned suppliers increased to R146,7 million in 2014, from R98,7 million in 2013. The graph alongside reflects the split in the total measured spend for 2014.

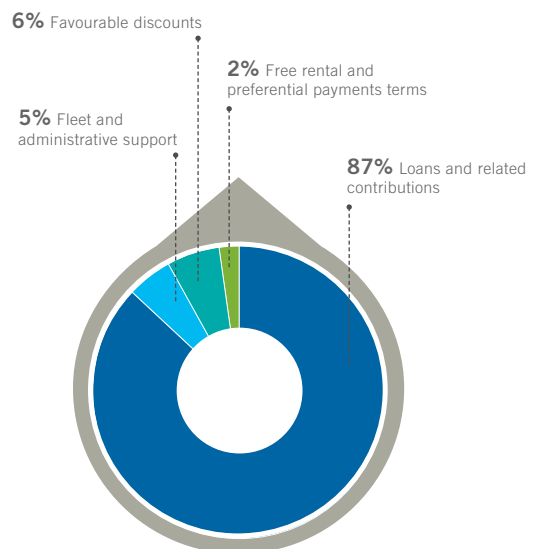
Enterprise development

Our main contribution to enterprise development has been through joint ventures (JVs) with other smaller fishing operators and supply arrangements. The group currently has 8 joint ventures and 5 vessel co-ownership arrangements in which 17 commercial fishing rights holders are involved as partners. In addition we have 162 processing, marketing and supply arrangements in the pelagic, west coast rock lobster, horse mackerel, south coast rock lobster and hake and squid sectors. During 2014, Oceana spent R44,5 million on enterprise development initiatives, compared to R29,9 million in 2013. This resulted in a performance of 11,21% net profit after tax. The initiatives included loans, advances, favourable discounts, free rental and administration support to black-owned entities. The graph alongside reflects the split into categories by value.

PREFERENTIAL PROCUREMENT



ENTERPRISE DEVELOPMENT INITIATIVES



Socio-economic development

During the 2014 financial period, 1,3% of the group's net profit after tax was distributed to beneficiaries that have a black base of at least 75%.

Further details regarding our B-BBEE compliance, our performance by category and our management practices, are provided in our online sustainable development report.



FOCUSING ON OWNERSHIP

Ensuring the retention of our fishing rights after expiry is a top risk for the group. Our fishing rights in the horse mackerel, west coast rock lobster and inshore hake trawl sectors expire during 2015, while our rights in the small pelagic and hake deep-sea trawl sectors expire at the end of 2020. Since DAFF consistently assesses transformation within the fishing industry on a narrow measure of ownership and management only, the retention of our black-owned and black-controlled status in the longer term is vital. A board subcommittee was constituted during 2013 comprising executive and non-executive directors to consider mechanisms and options to ensure this is achieved. The committee met during the year to debate strategies that management could embark on, possible targets and initiatives that could be employed to achieve the targets.

DELIVERING VALUE THROUGH THE OCEANA EMPOWERMENT TRUST

The Oceana Empowerment Trust, established in 2006 to advance Oceana's transformation strategy, has 2 630 black beneficiaries holding 13,9 million shares in Oceana through the Trust as at the end of September; this represents 11,6% of Oceana's total issued shares. The Trust provides an important mechanism for our employees to grow with the company and to enjoy the fruits of success from the efforts of their hard work. It allows real broad-based empowerment to be delivered not only directly to our employees, but also to the communities in which they live, and in which we operate.

The Trust, which has three company-appointed trustees and three employee-elected trustees (including an independent trustee), met three times during the year. The advocacy programme implemented in 2013 has been successful. Seven champions were identified from different locations and at different levels

within the group; they represent beneficiaries' views in their engagements with the company and external stakeholders. These champions have quarterly meetings with the group chief executive officer and the executive directors. All of these meetings have been characterised by a very positive rapport. This engagement enables meaningful and regular communication with beneficiaries, and ensures that the management team is aware of the beneficiaries' interests and concerns.

Since its establishment, the Trust has enjoyed a steady increase in value creation, providing a valuable basis for wealth creation for its beneficiaries. Given the current tough economic climate and the feedback from Trust champions that some beneficiaries were in challenging personal circumstances, and recognising the need to ensure the longevity of the black ownership of the Trust, we proposed an early distribution payout along with increased and more regular distribution payments. This would also result in an extension of the lock-in period to January 2021, thus assisting Oceana in retaining its fishing rights.

The proposal to extend the lock-in period, and pay an early distribution and increased future annual distributions to employee beneficiaries, was approved by the group's board of directors and the Oceana Empowerment Trust's board of trustees before being tabled at the group's annual general meeting in February 2013 for approval by shareholders. The proposal was also approved by employee beneficiaries during November 2013, following the proposal being put to a vote among its 2 647 members. In April 2014, the Trust received an amount of R292 million from the Oceana Group for distribution to employee beneficiaries of the Trust, representing the unlocking of tangible value created through harvesting fishing rights and its conversion into shared broad-based value. Further detail is included in the Oceana Empowerment Trust magazine, included as an insert in this integrated report.

Employee beneficiaries were invited to attend financial programmes offered by Old Mutual with the aim of promoting good savings and debt management habits. This was followed by talks from our employee wellness partner, Kaelo, as well as the opportunity of receiving individual financial advice from certified financial advisors at an "investor day" hosted at all sites across the group. These programmes were offered as a precursor to the Oceana Empowerment Trust payout.

DRIVING TRANSFORMATION AND LOCALISATION *continued*

ENGAGING WITH GOVERNMENT ON TRANSFORMATION IN SOUTH AFRICA

During the year, the Broad-based Black Economic Empowerment (B-BBEE) Amendment Act and the associated Codes of Good Practice were amended, following extensive engagement with stakeholders. Oceana made presentations during 2013 at the public hearings held by the parliamentary committees, with the aim of ensuring greater consistency in the measure of transformation. In particular we supported the inclusion of the trumping provision, which would ensure that the B-BBEE Act would take precedence over other legislation. In recent meetings between FishSA (the industry association) and the new Minister of Agriculture, Forestry and Fisheries, the measures to assess transformation for the fishing industry were discussed, within the context of the industry already being a highly transformed sector. Further engagement is planned, particularly ahead of the next commercial fishing rights application process.

B-BBEE legislation

To ensure that we are best placed to respond to the legislative changes regarding B-BBEE, we have reviewed our status regarding the revised codes. We have developed a gap analysis for the group and each division, and have presented these to the group and divisional executive and management teams to ensure a clear understanding of the required changes to strategy and reporting for all elements of the scorecard. Retaining our B-BBEE credentials requires that all managers understand the codes, as any decisions taken in respect of training, employee appointments and promotions, and expenditure on procurement and corporate social investment, each have a direct impact on the group's B-BBEE rating. Customised training and awareness sessions on the revised codes have been provided to the executive committee and for all divisional employees involved in reporting on B-BBEE.

Employment equity legislation

As a responsible employer, we have ensured that the implications of the New Employment Equity Act Amendments and Regulations have been understood and measured. Following an impact assessment of the legislative revisions, our HR strategy has been revised to provide for the necessary initiatives. Various measures have been taken to ensure that we are prepared for further changes to the Labour Relations Amendment Act. The management and use of our temporary labour force remains an important focus. During the year, 32 employees moved from fixed-term to seasonal within one of our divisions. We are working with the union to ensure the further conversion of employees so as to minimise the use of labour brokers.

ENGAGING WITH THE NAMIBIAN GOVERNMENT ON LOCALISATION

The Namibian government is currently developing the Namibian Equitable Economic Empowerment Framework (NEEEF) to base its measurement of transformation. Still in draft format, this policy document will not have similar legislative backing to the South African B-BBEE Act. The key measures that will be assessed relate to ownership, management control and employment equity, training and skills development, entrepreneurship development, and community investments.

During the year, we continued regular, formal and informal engagements with the Ministry of Fisheries and Marine Resources (MFMR) in Namibia. An important focus of these engagements is on securing additional quota so as to ensure that our vessels can continue operating and that jobs are protected. We were also pleased to secure a meeting with the ruling party to share details with them regarding Oceana's footprint in Namibia, and particularly regarding the value both created and shared. Within Namibia, all companies that hold rights are majority Namibian owned.

Our localisation strategy in Namibia, which seeks to increase the number of Namibians employed, particularly within the horse mackerel fishery, has unfortunately been impacted by the significant reduction in allocated quota. Although we were able to limit retrenchments and redeploy Namibian employees within our other operations, we were compelled to withdraw a vessel from the Namibian fishery, resulting in the reduction of 100 jobs. Unfortunately, nine Namibian employees were retrenched. Within the horse mackerel operations, 63% (2014: 64%) are Namibian, of whom 92% (2013: 90%) are land-based. We are continuing our long-term training programme to improve the skills of local Namibians in the navigation and marine engineering fields. In the interim; however, we are employing foreigners to ensure that the requisite competence is on board the vessels, given the specific requirements for vessels above 5 500 gross registered tonnage.

In September 2013, Oceana was invited to be one of the keynote speakers at a transformation conference in Namibia, to share our experiences in achieving second place on the most empowered listed companies ranking in 2013. In line with the MFMR requirements to reflag our vessels under the Namibian flag, we are pleased to report that the vessel, the *Desert Rose* will be reflagged within the next six months.

IMPACT OF CORPORATE SOCIAL RESPONSIBILITY INITIATIVE

The Oceana Foundation supports the Sentinel Primary School in Hout Bay. The Foundation Phase learners at the school provided these illustrations of their perceptions of Oceana.



OPTIMISING OUR OPERATIONS



3

OPTIMISING OUR OPERATIONS

- Attracting, developing and retaining the best available talent throughout the group
- Driving effectiveness and efficiency in our fleet and operations throughout the value chain
- Actively evaluating and mitigating risk, and maintaining effective governance systems

2014 PERFORMANCE SUMMARY

- **2 962** direct jobs in South Africa and **229** direct jobs in Namibia
- **3,1%** absenteeism
- **2,1%** voluntary labour turnover
- **R19,5 million** invested in employee skills development in South Africa and Namibia
- **0,5** disabling injuries frequency rate
- **10** cases related to discipline referred to the CCMA
- **97%** of non-bargaining employees have IPAs in place

ATTRACTING, RETAINING AND DEVELOPING THE BEST AVAILABLE TALENT THROUGHOUT THE GROUP

During the year, our human resources (HR) function began a process of internal transformation with the aim of delivering results-driven services as a credible and valued business partner. Through our new operating model, we strive to build a climate that enables high performance, and that supports the group's growth capabilities by attracting, retaining and developing the best available talent.

With the aim of improving our performance, the HR function undertook a functional maturity diagnostic in which we assessed our performance across a broad set of functional activities. The diagnostic is rooted in objective, peer-based standards and covers 40 functional activities across seven key objectives. Following the diagnostic, the operational support structure has been

streamlined to maximise efficiency; this has included centralising our reporting and transactional activities. We have also begun partnering with the operational divisions to assess whether the HR organisational design supports the group's efficiency objectives. We have created centres of expertise in talent and performance management, change management, earning and development and reward and benefits.

A new HR services centre has been established to streamline our transactional and reporting activities. New appointments have also been made to bolster the specialist capability offerings in areas such as talent and performance, learning and development and resourcing. We have introduced focused and consistent reporting through our automated HR dashboard, and have made significant progress in improving the integrity of our HR data. This enables us to gauge our performance on key HR indicators more accurately, and identify focused areas for improvement.

Following a managers' skills self-assessment process, we have begun delivery of an in-house customised leadership essentials programme. Our training portfolio has been reviewed to introduce specialists that support development in critical areas such as logistics, manufacturing and maritime skill sets. We have begun to revise our existing talent initiatives; this has included:

- strengthening our technical skills pool by appointing additional marine engineers;
- introducing the principle of rotational relief engineers to ensure that our engineers have greater versatility and knowledge to work on all our vessels; and
- improving line managers' ability to manage performance effectively.

As part of our drive to develop strong leadership capacity across the group, we have continued with our various leadership development offerings:

- We partner with the University of Stellenbosch Business School (USB) in offering the Oceana Emerging Manager's Development programme (EMDP). For the first time, we have implemented a coaching process to support delegates during the period. Employees who had previously successfully completed the Oceana Leader as Coach programme volunteered to coach the delegates on the EMDP, thus enabling the EMDP delegates to receive support, while the coaches developed their coaching skills.
- Regular "power hour" breakfast talks are held for our executives and senior managers on topics of strategic interest; this year these included, for example, issues such as managing climate risk in unchartered waters and understanding the implications of expanding our footprint into Africa.

- We participate in various other management development programmes both at supervisory and middle management level. These have been achieved through partnering with 200 best management skills – a hands-on training programme for first-time managers covering the essential elements a first-time manager should be familiar with (coaching, delegating, feedback, discipline, planning, time management, organising and leading), to relevant technical training in all areas (IT, commercial, finance and support staff).

We recognise the importance of having an appropriate reward and benefits structure. A key milestone this year has been the completion of our long-term incentive programme, with the first offer being made to executives. To further support best practice in the area of reward, new partners have been identified, as well as the purchase of additional and new benchmark data. An anchor job analysis exercise has also been underway to ensure that we maintain robust job evaluation methodologies. This job analysis exercise enables us to be able to align to relevant legislation regarding equal pay for work of equal value.

During the year, more than 97% of our non-bargaining unit employees completed individual performance agreements, compared to 78% in 2013.

We continue offering our employees onsite occupational health practitioners and medical insurance, as well as an employee assistance programme. Employees responded positively to on-site counselling. This was a pilot project at various sites to ensure that we provide an appropriate and adequate employee assistance programme. Subsequent rollouts are currently taking place in more of our divisions.

Tables below reflect a breakdown of the number of employees by division, the training expenditure split across race and gender, labour turnover, training expenditure on adult education and training, supervisory, leadership and other training and statistics on the disabling injury frequency rate.

Number of employees

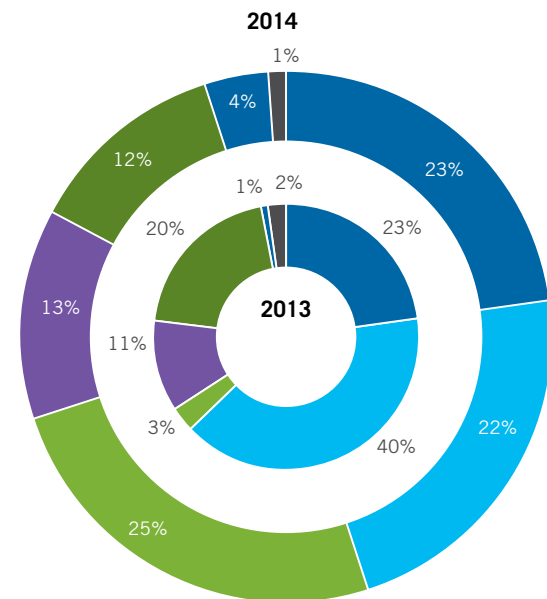
Divisions	2014			2013		
	Direct	Indirect	Total	Direct	Indirect	Total
Lucky Star	1 420	402	1 822	1 446	85	1 531
Horse mackerel and hake	766	27	793	810	26	836
Lobster, squid and French fries	555	23	578	609	23	632
CCS Logistics	354	292	646	332	297	629
Oceana corporate office	96	5	101	78		78
Grand total	3 191	749	3 940	3 275	431	3 706

Total spend split by race and gender

Divisions	2014			2013		
	Male Rm	Female Rm	Total Rm	Male Rm	Female Rm	Total Rm
Black	6,9	5,1	12,0	7,0	4,3	11,3
White	0,5	0,4	0,9	1,1	0,4	1,5
Total	7,4	5,5	12,9	8,1	4,7	12,8

OPTIMISING OUR OPERATIONS *continued*

LABOUR TURNOVER (%)



%	2014	2013
Retirement/Health/Death	23	23
Dismissal	22	40
Retrenchment	25	3
Personal circumstance/self-employment	13	11
Dissatisfaction with pay/benefits/opportunities	12	20
Incompatibility	4	1
Location	1	2

EXPENDITURE ON AET, SUPERVISORY, LEADERSHIP AND OTHER TRAINING

Division	2014 Rm	2013 Rm
Adult education and training (AET)	1,6	1,4
Leadership and supervisory training	1,7	1,8
Maritime	0,6	1,0
Health and safety	0,9	1,8
Technical	5,6	4,7
Diversity/equity	0,1	0,1
Other	2,1	2,0
Total	12,6	12,8

DISABLING INJURY FREQUENCY RATE (DIFR) BY DIVISION

Division	2014	2013
Lucky Star	1,3	0,8
Horse mackerel and hake	0,4	0,2
Lobster, squid and French fries	0,3	0,4
CCS Logistics	1,0	1,0
Oceana corporate office	0,0	0,5

DRIVING EFFECTIVENESS AND EFFICIENCY IN OUR OPERATIONS AND THROUGHOUT OUR VALUE CHAIN

In the 2013 financial year, we centralised the commercial function within the Group Strategic Services (GSS) corporate division. This centralised function has enabled us to ensure more efficient management of costs, improve the turnaround time in the delivery of professional services, reduce the duplication of activities, and improve our internal governance measures.

These improved efficiencies are evident in various forms:

- We have achieved material cost savings by developing internal centres of excellence within the commercial function, and through the provision of centralised training, including for example on our environmental control systems.
- Having a centralised in-house legal team has reduced the outsourcing of legal instructions, resulting in lower costs and improved protection for our brand and reputation through proactive, centralised trademark and intellectual property management. In-house specialists offer advice and guidance on mergers and acquisitions, government engagement, transformation, sustainability, corporate communications, trademark, contracts and property matters.
- The establishment of the Oceana Foundation in 2012 to manage our corporate social investment expenditure centrally has reduced duplication across the group. Currently, 88% of the CSI budget is channelled through the Foundation and managed centrally by GSS, allowing divisions to focus on their core activities.
- A B-BBEE reporting tool, Transformationtrak, is being developed to improve efficiency and reduce pressure on divisions to produce the required reports. Once implemented, it will enable improved analysis rather than only data collection and consolidation.

ACTIVELY EVALUATING AND MITIGATING RISK, AND MAINTAINING EFFECTIVE GOVERNANCE SYSTEMS

Each of the four operating divisions maintains their own risk register, with combined assurance and action plans. These form part of the overall enterprise-wide risk management system. In addition, risk registers are in place for the following functional areas: environmental management, commercial, human resources and information systems.

All registers record the major risks that have an impact on, or are potentially caused by, each division's activities, products and services. The consequence rating is chosen based on the most likely impact of the plausible worst case scenario of the various risks on the company and our stakeholders, and takes possible financial, health and safety, environment, reputation, legal and compliance, and management impact into consideration. The risk registers record detailed actions and assurance plans regarding our ability to respond to, and manage, the risks identified and their possible consequences and any emerging risks. All risk registers are reviewed and updated quarterly. The reviews take place both at the operational level and at a group level, during a quarterly risk forum meeting attended by all the risk managers, functional heads, and the group financial director, group strategic services director and managing directors of the operating divisions. Further detail regarding our enterprise-wide risk management system is provided in the risk management report on page 96.

Internal governance structures are in place through the various forum meetings that take place on a quarterly basis. These structures ensure that the operations are directly involved, while responsibility for the overall management of functions remains at the group level. These group forums include the risk forum, transformation forum, sustainability forum, CSI forum, information systems steering committee and regular human resource and financial director's meetings. Policy is determined at a group level, while operations are generally responsible for implementation, except for the Oceana Foundation, which is managed centrally. Since 1 September 2014, management of the compliance, risk and insurance portfolios falls with the strategic services division managed through central forums. Further details regarding our governance and reporting structures may be found in the corporate governance report on page 90.

Respecting human rights

As a signatory to the United Nations Global Compact (UNGC), we indicated our commitment to integrating the 10 principles of the UNGC into our culture and day-to-day operations. In operationalising this commitment, investment has been made to enhance the levels of understanding within the group of the practical implications of demonstrating respect for human rights. In March and April 2014, we undertook a human rights self-assessment exercise. The aim of this assessment was to establish a baseline to inform the focus areas for human rights within the group, and to align current policies, procedures and practices with our commitment to human rights. While we anticipate that our employment practices are in full compliance, we recognise that special attention and focus may be required in the supply chain management category. Appointing a head of procurement to ensure our supply chain human rights compliance, has been one of our strategic responses to compliance against the human rights standards.

DURING THE YEAR, MORE THAN 97% OF OUR NON-BARGAINING UNIT EMPLOYEES COMPLETED INDIVIDUAL PERFORMANCE AGREEMENTS, COMPARED TO 78% IN 2013.

LEADING STEWARDSHIP OF MARINE RESOURCES



- Harvesting our marine resource allocations responsibly
- Partnering with others to promote responsible fisheries management
- Monitoring and managing the group's impact on the environment

2014 PERFORMANCE SUMMARY

- **99,7%** of our targeted South African commercial fishing rights are on the SASSI green list
- Highest disclosure score on CDP in consumer staple sector
- **10th** consecutive year on the SRI Index
- Founding and active member of the Responsible Fisheries Alliance
- Hake deep-sea trawl fishery MSC-accredited
- Hake operations retained MSC chain of custody certification

PROMOTING A RESPONSIBLE ECOSYSTEMS APPROACH TO FISHING

Delivering on our core purpose of being Africa's most efficient converter of fishing rights into shared value requires a strong focus on upholding responsible fishing practices and supporting an ecosystem approach to fisheries management. We strive to be a leading steward of the marine resource by harvesting our marine resource allocations responsibly, partnering with others to promote an ecosystem approach to fisheries management, promoting research to ensure the sustainability of our marine resources, and enforcing a zero-tolerance approach to illegal and unregulated fishing. We also monitor and manage our operational impact on the environment.

We commission and publish annual independent scientific studies relating to the marine resources that we harvest. The latest reports are available in our online sustainable development report. We participate in scientific working groups led by

government regarding the methodology used in determining the total allowable catch (TAC) and total allowable effort (TAE). We have also directly contributed to the success of these processes by providing the *Compass Challenger* – a vessel jointly owned with our JV partners, Bhana Coastal Fishing and Azanian Fishing – to be used by DAFF in their pelagic research surveys.

We strive to ensure that all commercial rights harvested are on the South Africa Sustainable Seafood Initiative (SASSI)'s green list. All but two of our South African commercial fishing rights fall within the green category of the updated SASSI list (see table on page 57). Our rights relating to sole fishery were acquired with the acquisition of Lusitania in 2012; none of these rights were harvested in 2014. The west coast rock lobster fishery has remained on the orange list due to the stock level of this resource. The TAC has been reduced to ensure recovery of the resource.

South African commercial fishing right	SASSI ¹ category
Anchovy	Green
Pilchard	Green
Squid	Green
South coast rock lobster	Green
Horse mackerel	Green
Deep-sea hake	Green
Sole	Orange
West coast rock lobster	Orange

Ensuring that responsible fisheries practices are followed is essential for the sustainability of the marine resources that we harvest. We require that all seagoing employees attend responsible fisheries training to develop a clear understanding of the policies, regulations and management measures in place. Within Oceana, we have trained 238 employees, representing 41,5% of our seagoing employees. We are a founding member of the Responsible Fisheries Alliance (RFA), a partnership with WWF-South Africa, BirdLife South Africa and three other fishing companies. Good progress is being made within the RFA in implementing an ecosystems approach to fisheries management and promoting responsible fishing practices. During 2014, the RFA completed a generic code of conduct for responsible fisheries in South Africa, which all members have signed. The code was based on the UN Food and Agriculture Organisation's principles for responsible fishery and outlines the approach to pollution, bycatch, discarding of waste and over fishing. These issues have to be considered to encourage a ecosystems approach to fishing. Since the inception of the responsible fisheries training programme by the RFA in 2010, more than 650 seagoing and prospective seagoing employees have attended this training. Further detail regarding the activities of the RFA is included in our online sustainable development report.



Maintaining certification for responsible fishing practices

At Oceana, we follow the requirements of two key certification initiatives: the Marine Stewardship Council (MSC) and the International Fishmeal and Fish Oil organisation (IFFO). The South African hake trawl fishery still performs in line with the rigorous environmental standards of the MSC certification requirements. Oceana's hake operation has the MSC custody of chain certification. In line with our commitment to the responsible sourcing of raw materials and the safe production of fishmeal and fish oil, Lucky Star's fishmeal plants have been certified as "responsible supply" plants in terms of the IFFO requirements since 2012. During August 2014, Feed Materials Assurance Scheme (FEMAS) audits were conducted at both our fishmeal factories, a prerequisite for IFFO certification.



BIRD SCARING LINES

"The use of the bird scaring lines by the trawl sector has changed a situation where thousands of albatrosses were dying every year, to what we see today, where fewer than 100 accidental deaths occur each year. This is a great conservation success story that all of South Africa should be proud of," says Dr Ross Wanless, seabird conservation programme manager at BirdLife South Africa.

¹ The species on the list are assessed based on the health of the fisheries and are then allocated into a colour category. Green represents the most sustainable choice, orange indicates reasons for concern and red represents unsustainable fish populations that are illegal to buy and sell.

LEADING STEWARDSHIP OF MARINE RESOURCES *continued*

Participation in sector-specific projects

A key performance criterion for each division included participation in a sector-specific project. Within the lobster division, two vessels were used to conduct surveys that assist scientists in understanding the health of the lobster resource. Lucky Star and Blue Continent Products have started a joint initiative to investigate the viability of trawling for redeye using mid-water trawling.

MONITORING AND MANAGING OUR IMPACT ON THE ENVIRONMENT

In fulfilling our commitment to reducing our environmental impact and use natural resources more sustainably, we have undertaken various initiatives throughout the year:

Improving energy efficiency and reducing consumption of non-renewable energy

- This year all divisions undertook a review of their energy usage and presented a comprehensive list of options and corresponding cost implications for mitigation measures; these include the installation of energy measurement systems, implementation of energy reduction projects and energy training for technical employees and employee energy awareness.
- A group-wide energy reduction plan – with short, medium and long-term targets linked to energy efficiency projects and renewable energy projects – will be developed to ensure that the targets set can be met. Each division's targets differ as the utilisation of energy varies by division.

Responsible management of odour and stack emissions

- We remain committed to minimising the impact of our processing operations on the neighbouring communities. We obtained the final atmospheric emission licence (AEL) for Lucky Star Hout Bay and a provisional AEL for Lucky Star St Helena Bay. During 2014, a chemical scrubber was installed at the Lucky Star St Helena Bay facility to reduce the odour emissions, as well as a boiler grit arrestor to reduce the particulate matter from the boiler stacks. The Hout Bay facility installed newer technology on the boilers. Several stakeholder meetings were held with the communities of Hout Bay and St Helena Bay.

Responsible use and disposal of water

- During 2014, all divisional operations submitted waste-water discharge permit applications to the Department of Environmental Affairs.

Minimising waste generation and responsible disposal of waste

- Our objective is to ensure that all fish produce not fit for human consumption or converted into fishmeal or oil, is treated as hazardous waste, and is appropriately destroyed and disposed of in approved landfills. All products produced and declared fit for human or animal consumption are not sent to a landfill, but rather are used appropriately with written permission of the National Regulator for Compulsory Specifications, where necessary.

Maintaining our position on the Carbon Disclosure Leadership Index

- This was the fifth year in which we participated in the CDP (formerly known as the Carbon Disclosure Project). This investor-driven initiative encourages companies to measure and disclose their GHG emissions. We improved our score to 97% (2013: 95%). In 2010 and 2012, we received a gold award for being placed within the Top 10 companies on the Carbon Disclosure Leadership Index. To ensure that a high level of disclosure is maintained in the CDP, quarterly reporting on energy costs, environmental expenditure and cost savings from environmental initiatives has been introduced.

Climate change awareness and adaptation measures

- A train-the-trainer course was developed on climate change issues, which allowed employees to provide climate change awareness training.
- A climate change risk and vulnerability study was completed to establish the risks we face, assess our vulnerability to those risks, and identify the measures needed to manage these risks. The results were presented to executive and senior management.

Reducing our Freon consumption

- Freon consumption has reduced significantly, mainly due to an increased awareness of the impact of Freon on the environment.

Additional information on these initiatives is available on the group website, our online sustainable development report, and in our 2014 carbon footprint report.



OUR ENERGY AND WATER TARGETS

KEY PERFORMANCE AREA	TARGET	TARGET DATE	BASE YEAR
Reporting	Annual public reporting against targets	December 2014	
GHG Emissions (Scope 1 & 2)	5% product GHG emission intensity reduction from base year	Sept 2016	Sept 2013
	Further 2,5% product GHG emission intensity reduction year on year from 2016 to 2018	Sept 2017 Sept 2018	Sept 2016
Energy	5% product energy intensity reduction from base year	Sept 2016	Sept 2013
	Further 2,5% product energy intensity reduction year on year	Sept 2017 Sept 2018	Sept 2016
	5% electricity per unit area intensity reduction from base year by Oceana Group Corporate Office	Sept 2016	Sept 2013
	Further 2,5% electricity per unit area intensity reduction year on year by Oceana Group Corporate Office	Sept 2017 Sept 2018	Sept 2016
Water usage and disposal	2,5% product water usage intensity reduction from base year	Sept 2016	Sept 2013
	Measurement and reporting of quantity and quality of effluent	Sept 2015	
Waste disposal	Ensure that no food that is fit to eat (by humans or animals) is sent to landfills.	Annual	Sept 2014
	Measurement and reporting of quantity and quality of waste	Sept 2015	

BUILDING TRUSTED RELATIONSHIPS



- Encouraging proactive engagement with key stakeholders
- Adhering to strict food safety standards and exceeding customers' product quality expectations
- Delivering value for local communities

2014 PERFORMANCE SUMMARY

- No industrial action experienced at our operations
- **R5,9 million** CSI investment in South Africa
- **214** jobs provided in Lambert's Bay, paying **R25,7 million** in wages
- **N\$2,7 million** CSI investment in Namibia

ENSURING PROACTIVE ENGAGEMENT WITH OUR STAKEHOLDERS

We recognise the importance of engaging regularly with our key stakeholders so that we are better positioned to understand and respond appropriately to their specific interests. We place a particular priority on those stakeholders who have a material influence on our activities, namely our employees, government and regulators, investors, customers and suppliers, and the communities in which we operate.

Positive employee relations

We have continued engaging effectively with our employees and their union representatives at all levels. We have clear structures in place to facilitate the relationships between management and our shop stewards. Our forums take place on a continuous basis. Various themes are tackled at these consultative forums. These themes include addressing initiatives to support diversity and inclusion, monitoring progress against our workplace skills plans and annual training reports, supporting wellness solutions, ensuring communication of relevant human resources policies, and providing education on relevant legislative developments.

Despite the tough economic climate and increased industrial action in the unionised environment across South Africa, we have been able to successfully conclude wage negotiations throughout the group. This year the expectations from labour were extremely high, which made for a challenging set of negotiations. In South Africa, Oceana's employees are members of Food and Allied Workers Union (FAWU); the Trawler and Line Fishermen's Union (TALFU); the National Certificated Fishing and Allied Workers Union (NCFAWU); and the United Democratic Food & Combined Workers Union (UDF&CWU). The Namibian unions are the Namibia Food and Allied Workers Union (NAFAU) and the Namibia Transport and Allied Workers Union (NATAWU).

Wages and conditions are negotiated through industry bodies. In the pelagic and lobster sectors, negotiations are conducted through the South African Pelagic Fish Processors Association, and in the demersal and midwater trawl through the Fishing Industry Bargaining Council, which consists of Deep-sea, Midwater and Inshore Trawling Chambers. Calamari Fishing Proprietary Limited is involved in the squid industry's statutory council and is an active member of the Employers Organisation for the Cephalopod and Associated Fisheries, which is an

employers' association for the industry. In line with the strategy to become self-regulated through the formation of an employer's association, the constitution of the Amalgamated Fishing Employers Organisation (AFEO) was finalised, submitted and later approved by the Department of Labour.

We placed an important focus on the Oceana Empowerment Trust (the Trust) beneficiaries this year. Seven Trust champions were identified and trained to fulfil the role of advocates for the Trust. These champions hold quarterly meetings with the chief executive officer and executive directors to review key issues the Trust faces. We increased engagement with the Trust beneficiaries regarding the extension of the lock-in period, and we held the first annual general meeting for beneficiaries. Key messages relating to the Trust are included in an insert in all issues of our internal *Tidings* magazine. Further detail regarding the Trust is included in the magazine included as an insert.

During the year, we designed a seven-step process to guide the engagement with our employees to understand their perceptions about the Oceana Group as an employer of choice. Our seven steps to employee value proposition (EVP) advantage includes identifying the EVP attributes that matter most to attract potential. This work will feed into our employer branding initiative, which kicks off in the new financial year.

Engaging with government and regulatory officials

Developing an informed and trusted relationship with government is one of our top priorities. This year, we continued focusing on engaging with representatives from government, parliament and regulatory bodies, with the aim of raising the Oceana profile and addressing any possible misperceptions.

In South Africa, we engaged with the following key parties during the year:

- The Department of Trade and Industry (dti) on the B-BBEE Amendment Bill and Codes of Good Practice, where we provided commentary at various stages during the finalisation of the Bill.
- The Department of Agriculture Forestry and Fisheries (DAFF) on legislative and policy changes on an amendment to the Marine Living Resources Act, small-scale fishing policy implementation and the 2013 long-term rights allocation process (LTRAP).
- Members of the Portfolio Committee on Agriculture, Forestry and Fisheries, and the National Council of Provinces on recent regulatory and policy developments.
- National Treasury on the applicability of the carbon tax in the fishing industry.
- Department of Environmental Affairs on climate mitigation policy.

- Department of Labour on employment equity legislation.
- Department of Basic Education in the Western Cape regarding the Oceana Foundation School Feeding Kitchens Project and food security initiatives.

In Namibia, we engaged with the following key parties during the year:

- The Minister of Fisheries and Marine Resources, and officials within the ministry, on various policy and regulatory requirements, and on the introduction of canned horse mackerel products, a new product development in which both Erongo Marine and Etosha were involved.
- The Directorate of Maritime Affairs with the aim of obtaining Namibian flagging status for our horse mackerel trawlers.
- The NatMIRC (Scientific Research section of Ministry of Fisheries and Marine Resources) in horse mackerel resource assessments and discussions pertaining to conditions of experimental quotas (such as Club Mackerel and other species).
- Ministry of Labour and Social Welfare, the Polytechnic of Namibia, and Namibia Maritime Fisheries Institute with the aim of identifying and training marine engineers.

Through our positive engagement activities, government officials have demonstrated a greater willingness to engage positively and constructively with Oceana, informed by an increasing appreciation of the value that Oceana is providing for our various stakeholders.

Promoting positive community relations

In December 2013, we engaged with a group of concerned Hout Bay residents through a community forum meeting. The meeting was attended by residents who had registered complaints with the regulating authority and our operations, particularly regarding the odour from our fishmeal plant, which is situated within an industrial zone, in a proclaimed fishing harbour. By meeting with the community we sought to demystify the operation, address any possible misconceptions and answer their questions. The meeting, which included a tour of the facility, was positively received with residents expressing their appreciation of the opportunity to engage directly. Not all meeting attendees were unhappy about the fishmeal operations or the odour emitted, with some local residents being complimentary about the positive economic contribution provided by Oceana in Hout Bay.

In response to letters from concerned residents regarding the Hout Bay facility, during April 2014, we published a detailed open letter through the local newspaper, the *Sentinel*. The letter contextualised Oceana's history in Hout Bay, which began in 1958 soon after Hout Bay was connected to the national electricity grid, at a time when Hout Bay was a small fishing and

BUILDING TRUSTED RELATIONSHIPS *continued*

rural agricultural village. We sought to explain the operation, the level of compliance with legislation, its international certification, and importantly that the factory has the most advanced odour abatement technology of any fishmeal factory in Southern Africa. In August 2014, following a number of complaints by a group of residents, we held another meeting to address community questions and to develop a programme to work with community representatives.

In addition to the focus on Hout Bay, numerous meetings were held with CSI beneficiaries in all geographic locations. These included handover events at local schools within host communities, as well as meetings with communities from Ocean View, Khayelitsha, and Hout Bay on small-scale fishing initiatives. Stakeholders from government and labour were invited to attend the various Oceana Foundation events to expose them to our activities aimed at addressing community needs.

We remain committed to engaging with our communities on a regular basis. In 2013, we undertook to meet with the Hout Bay community annually at the end of our production season. This will allow the community to tour the facility and to raise any concerns or questions they may have regarding our operations.

ADHERING TO STRICT FOOD SAFETY STANDARDS AND EXCEEDING CUSTOMERS' PRODUCT QUALITY EXPECTATIONS

Our consumers rely on us to safeguard the integrity, quality and wholesomeness of the products we produce and sell. We strive to fulfil our customers' quality expectations, by providing products that are safe and produced to the highest quality. We subscribe to a simple food safety philosophy wherein our processes are underpinned by protecting people and animals from illness or injury, when handling or consuming our food products. Our food safety processes extend all along our vast supply chain, from procurement to production, to sales and distribution (harvest to fork) right up to consumption.

Since we touch the global food supply chain in so many ways and in so many countries, it is important that we implement a broad, comprehensive approach to ensuring the safety and integrity of all of our food products. Our food safety system is founded on internationally recognised technical regulations and standards that improve public health. We meet the requirements of the compulsory specifications administered in South Africa, as well as standards and principles of Codex Alimentarius and ISO. We use the World Organisation for Animal Health principles as the basis for animal health systems. This approach is designed to address allergens and biological, chemical and physical hazards, which can occur if not controlled. To ensure this, we conduct audits, inspections, surveillance and examinations of product designs, products, services, processes and processing plants to determine their conformity with specific or general requirements. We have an annual documented audit and inspection activity

programme, devised on a risk-based analysis and scientific approach. All canned fish sold in South Africa is subject to approval by the NRCS before it can be sold.

DELIVERING VALUE FOR LOCAL COMMUNITIES

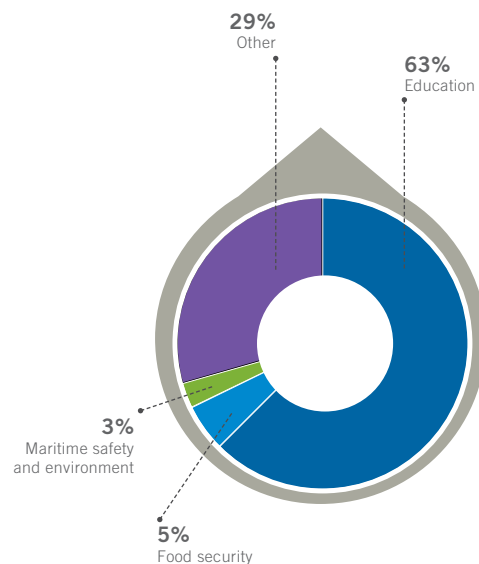
During the year, we continued our efforts to improve the socio-economic conditions of the coastal communities in which we operate, both through our core business activities and by our corporate social investment (CSI) initiatives. Our CSI initiatives are co-ordinated through the Oceana Foundation, which also provides the platform for engaging with community stakeholders, and the opportunity to develop partnerships to improve the environment and facilities available to our host communities.

While we continued focusing on improving infrastructure, this year we placed emphasis on a school in Port Elizabeth. We assessed various schools' kitchen infrastructure and identified schools that could benefit from a brand new feeding kitchen. We also investigated a need for a new computer lab at a school, which resulted in a complete upgrade with new equipment. Our contribution to alleviating food security was bolstered through the donation of Lucky Star product to 59 529 beneficiaries at 155 schools and organisations in St Helena Bay, Lambert's Bay, Hout Bay, as well as schools across Cape Town.

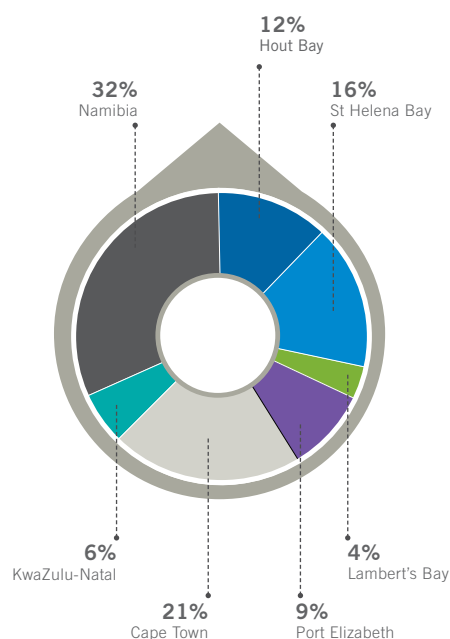
CSI projects undertaken

CSI expenditure for the year under review amounted to R8,7 million. The expenditure per CSI category and geographical area can be seen below:

CATEGORY



GEOGRAPHY



Category

• Education	R5,44 million (63%)
• Food security	R0,44 million (5%)
• Maritime safety and environment	R0,24 million (3%)
• Other	R2,55 million (29%)

Geography

• Namibia	R2,74 million (32%)
• Cape Town	R1,85 million (21%)
• St Helena Bay	R1,39 million (16%)
• Hout Bay	R1,08 million (12%)
• Port Elizabeth	R0,81 million (9%)
• KwaZulu-Natal	R0,49 million (6%)
• Lambert's Bay	R0,31 million (4%)

Investing in host communities in our Namibian operations

Oceana is a large employer in Walvis Bay, Namibia and invests significantly in projects in various communities within the area. Our projects are aimed at advancing cultural, social and educational needs of various communities.

This year our education projects in Namibia included:

- Spending N\$440 000 on donations in the form of school funds, to schools benefiting 4 359 learners; the Arandis Kindergarten, which has 250 learners, received support in the form of school funds and financial contributions to pay for water and electricity costs.
- Providing student bursaries to the value of N\$420 000.
- Donating N\$150 000 to the Oshela Senior Secondary School as part of a project that started in 2013 which includes the construction and fit-out of the girls dormitory and ablution facilities.
- Providing N\$80 000 to the annual Erongo Science Fair, which showcases science projects and promote interest in science and mathematics; this year nine secondary and 13 primary schools participated.
- Donating N\$140 000 to a welfare organisation, the Walvis Bay Church Benevolent Board.

Our food security projects included:

- Providing product to the value of N\$117 000 to various schools.

Other projects included:

- A donation to the Davin Sport Trust that sponsors underprivileged children in various sports.
- Supporting a project to refurbish a community house and cultural festivity area for the impoverished Hoachanas community, following a request by the Minister of Fisheries, Mineral and Resources.



- **School Minibuses:** Through engagement with Steenberg's Cove Primary in St Helena Bay and Masiphathisane Primary in Vredenburg, one of the major priorities and needs identified was transport. Both schools participate in a number of extra mural activities for which transport is required. The picture above shows the bus and the children who will be using the minibus to get to various extramural activities.

- **The Oceana Hout Bay Seafood Festival:** In September 2014, we supported the Hout Bay Seafood Festival. The aim of the festival was to position Hout Bay as South Africa's seafood capital, and to establish the festival as a platform for local talent by stimulating local pride and building community bridges to create short-term and long-term jobs.

- **Refurbishment of Port Elizabeth School phase 2:** During the 2013 financial year, the refurbishment of Papekuil Primary School was identified as the Oceana Foundation's first project in the Eastern Cape. This school had not been refurbished in 25 years. Due to the size of the school, the refurbishment was divided into two phases. The first phase, which was completed in September 2013, included the fencing of the school, the cleaning of the roof and upgrading the ablution facilities. The second phase of the refurbishment commenced in December 2013 and included the painting of the external school buildings and repair to the windows.



4

DIVISIONAL PERFORMANCE

Lucky Star	66
Horse mackerel and hake	72
Oceana lobster, squid and French fries	76
Commercial Cold Storage	78

PETE

ZR 9880

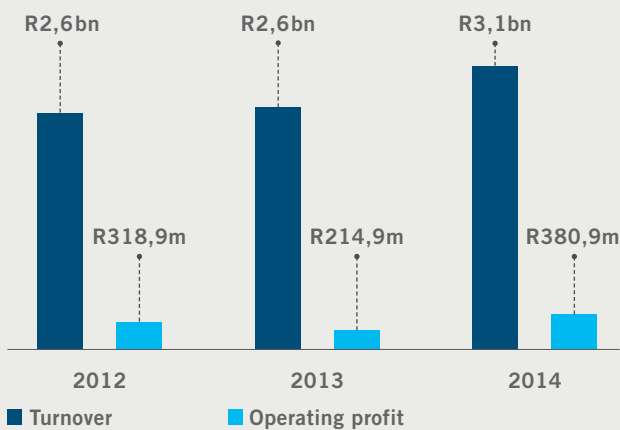


LUCKY STAR

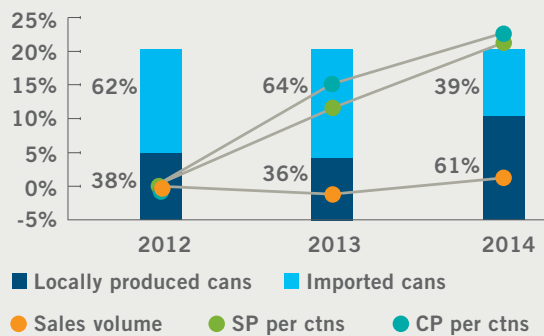
Lucky Star is involved in the harvesting and procuring of small pelagic species and in the marketing and selling of the products derived therefrom.

Lucky Star predominantly markets canned fish, particularly pilchard but also tuna, sardine, mackerel and mussels, under the Lucky Star brand. The division also markets Glenryck in the UK and pet food in South Africa under the Lucky Pet brand. Lucky Star is the market leader in the canned fish category across South Africa and several other African markets. Canned fish is a key staple protein choice for Southern African consumers and is eaten in over 3 million meals every day. Lucky Star also markets fishmeal and oil both locally and internationally, primarily into the aqua feed and animal feed sectors.

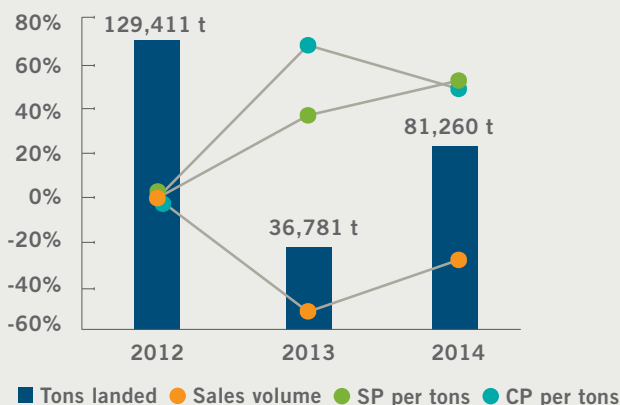
LUCKY STAR



CANNED FISH – KEY PERFORMANCE INDICATOR*



FISHMEAL – KEY PERFORMANCE INDICATOR*



Material risks affecting value

Canned fish

- Possible inefficiencies in supply chain process and management thereof
- Global supply volatility due to variable resource available
- Erosion of margins due to the impact of increased costs and exchange rates
- Loss of brand equity due to a food safety incident
- Increasing strength of modern retail and house brands resulting in more competition across protein
- Loss of contracted quota and/or increasing quota usage fees

Fishmeal

- Insufficient fleet and fishmeal processing capacity
- Not catching full anchovy quota
- Variable nature of fish resources
- Impact of fishmeal plants located near communities

Strategic focus areas

- Development of canned fish category and Lucky Star brand in Southern and East African markets.
- Sustaining local market demand and competitive edge
- Retaining and maximising local procurement contracts
- Driving efficiencies and effectiveness along full value chain
- Focus on supply chain, stock management and working capital
- Increasing Lucky Star's share of the total protein basket in our target markets
- Increase raw fish procurement for local production
- Drive efficiencies and effectiveness in fishing and processing operations
- Expand fleet and processing capacity

* 2013 and 2014 KPIs are calculated as percentage of 2012, using 2012 as the base year.

- SP – sales price.
- CP – cost price.



View more about Lucky Star on our website: www.oceana.co.za



CANNED FISH

In 2014, a total of 8,8 million cartons of canned product were sold (2013: 8,6 million). Despite very tough South African trading conditions, local sales volume for the full year grew 3,3% in volume.

In the key staple food category, pilchard, Lucky Star grew market share. Nielsen reports that the brand increased its penetration to 80% of South African homes (2013: 77%) and volume per buyer increased to 4,0 kg per year (2013: 3,5 kg). This growth in household penetration was experienced across all the LSM clusters. These results are most encouraging, particularly when compared with other key food categories in the retail sector. For the year ending September 2014, Nielsen reports supermarket sales values for Lucky Star up 7,9% versus 7,7% for IQF chicken, 1,6% for bread, 1,2% decline for cooking oil, and 6,3% for baked beans, while other pilchards are down 0,4%. For the fourth consecutive year, the brand featured in the Top 10 in the overall favourite brand category in the *Sunday Times* TNS Top Brands survey; this year we were rated seventh, up from eighth in 2013.

International business

During the first half of the financial year, there were several setbacks to the African business outside of the South African Customs Union markets. The West African markets are highly commoditised and are already large canned fish markets. As Lucky Star was not able to offer a competitive advantage in the supply of the product on a sustainable basis, we reached the conclusion that it was not economically viable to compete with existing players in those markets in the medium term.

However, we are committed to our strategy seeking to expand into other African markets, with particular focus on Southern and Eastern Africa. During the second half of the year, category development marketing and distribution initiatives commenced in several Southern African markets delivering key learnings.

South African and Namibian operations

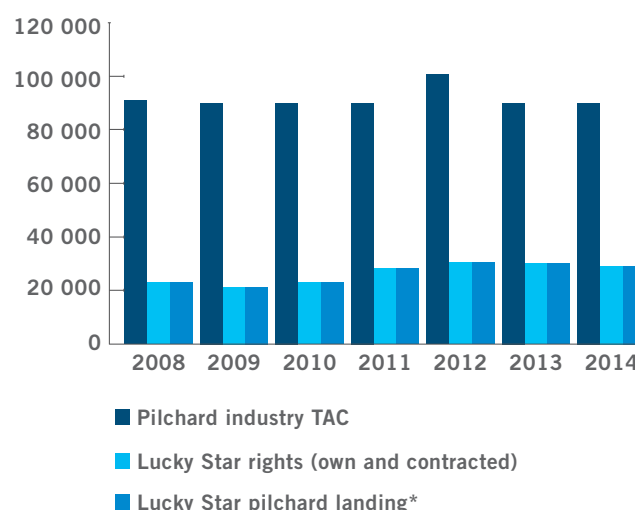
The construction of a fifth RSW vessel in South Africa, the *Oceana Neptune*, for the pilchard fleet was completed in 2013. The vessel was put into operation at the start of the 2014 fishing season and has been performing well.

The 2014 RSA pilchard TAC, ratified by the Minister of Agriculture, Forestry and Fisheries, as recommended by the DAFF scientists, was 90 000 tons (2013: 90 000 tons). In terms of

our 15% share of the TAC (2013: 15%), Oceana was permitted to catch 13 525 tons. Landing of this allocation was partially completed by 30 September 2014, with the balance anticipated to be caught by close of season on 31 December 2014. The fleet performed well in terms of pilchard landings, and the availability, size and mix of fish during the financial year were all good. The map on page 22 indicates our current main pilchard catching areas.

Both the South African and Namibian canneries are in an excellent condition and performed well in terms of yield and quality, with limited capital investments to maintain current production levels.

LUCKY STAR SHARE OF RSA PILCHARD TAC (TONNAGE)



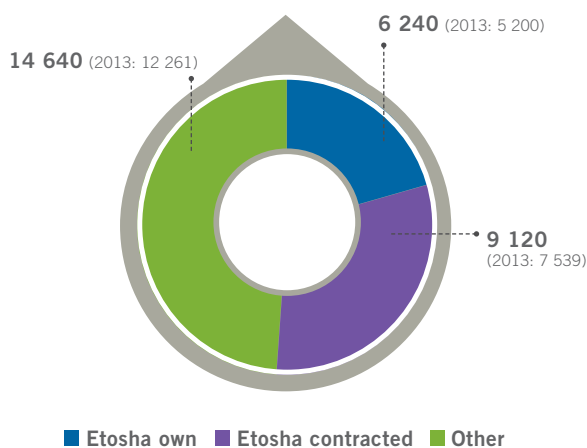
* Landings to all factories included

The quota of the Namibian operation, Etosha Fisheries (Etosha), in which Oceana has a 44,9% share, was 6 240 tons (2013: 5 200 tons) of the total Namibian TAC of 30 000 tons (2013: 25 000 tons). The resource has been conservatively managed within a relatively low TAC for a number of years. Additional volumes of 9 120 tons (2013: 7 539 tons) of pilchard were also secured and processed through the Etosha cannery during this season. The full quota available to us was landed, with the bulk of the fish being caught in the west and south of Walvis Bay and canned under the Lucky Star brand.

LUCKY STAR *continued*

ETOSHA SHARE OF NAMIBIAN PILCHARD

TAC 30 000 (ton)



Global sourcing

The volume of pilchard required to support sales of Lucky Star products exceeds that available from landings of fish in South Africa and Namibia with our own quotas. This necessitates securing additional raw fish and canned product from other sources. The local demand of the canned fish range is sourced from over 11 canneries around the world.

In addition, we procured raw fish in Mexico, USA, Canada, Morocco, Mauritania and Japan for canning in factories in Thailand and China, with increasing volumes of frozen fish being sent to our own plants in South Africa and Namibia. This requires an intricate logistics and planning process, and forms part of our supply chain improvement initiatives, including the realignment of warehousing and distribution networks. Through the success of these processes we have managed to drive sales growth in the last five years due to increased and more stable inventory levels. High stock cover in some variants at the beginning of the year was brought in line by slowing offshore procurement enabling us to realign our stock levels once again. The additional imported frozen pilchard volumes, processed through our own canneries, has a positive impact on overhead recoveries.

Ensuring consumer safety and satisfaction

Formal and strict policies and processes complying with legislation and our own Quality Management System requirements are in place to ensure that all Lucky Star products comply with all the necessary food safety and quality requirements in line with consumer's expectations and needs. Manufacturers, raw material, ingredients and final canned products are subjected to rigorous quality control regimes, including independent, approved third-party testing to guarantee

compliance. Prior to distribution in South Africa, all products, whether produced locally or internationally, are inspected and released for sale by the National Regulator for Compulsory Specifications. The Lucky Star brand is protected through vigilant and immediate legal action for infringements. Customer service includes a helpline and personal service to respond to and follow up on all product enquiries, concerns or complaints.

FISHMEAL AND FISH OIL

This year, we sold a total of 32 279 tons of fishmeal and fish oil. This is significantly more than the 2013 volume of 20 958 tons, due to the improved availability of fish, particularly during the first half of the year. The average fishmeal and fish oil selling prices achieved were very favourable as a result of high dollar prices and a weaker rand exchange rate.

The international market was buoyant for the majority of the year mainly as a result of concerns regarding the impact that the El-Niño event could have had on quotas and fishing in Peru. The potential reduction in availability of fishmeal and improved conditions for aquaculture in China resulted in strong demand and favourable pricing for both fishmeal and fish oil. These positive market conditions prevailed, despite increased production by the major global fishmeal and oil producing regions during the first half of 2014. The high international pricing is likely to continue as Peru is expected to have a low quota allocation for their November to January season.

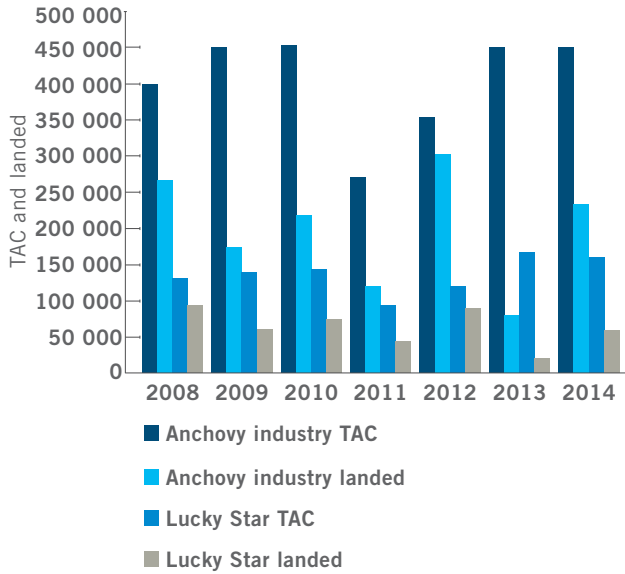
Reduced landings of industrial fish in South Africa

Lucky Star has three fishmeal plants with two located in South Africa, in St Helena Bay and Hout Bay respectively, and the other located in Namibia, in Walvis Bay. The South African plants are serviced with a centralised fleet that targets industrial fish, particularly anchovy and redeye. While both fishmeal plants are in a sound condition, the short-term strategy for the St Helena Bay facility is to invest in assets that will increase the plant performance and align it with its design capacity. The 2014 financial year saw a substantial increase in fish landings in South Africa when compared to 2013. The Namibian plant is used mainly for production of fishmeal and fish oil from cannery offcuts.

Similar to 2013, the 2014 South Africa TAC remained at 450 000 tons for anchovy. The annual anchovy TAC is ratified by the Minister of Agriculture, Forestry and Fisheries based on recommendations by the DAFF scientists. It is determined by the scientists based on the magnitude of the adult spawner biomass plus the recruitment to the anchovy fishery. Surveys are conducted biannually to determine recruit and adult populations.

Despite an encouraging start to the industrial season, the performance of the vessels was negatively impacted by poor winter landings of anchovy. Good anchovy recruitment was reported by government scientists from the May recruit survey but the fish proved difficult to catch with purse seine gear as it remained predominantly spread out in scattered layers close to the sea bottom.

LOCAL FRESH FISH AVAILABILITY AND PRODUCTION



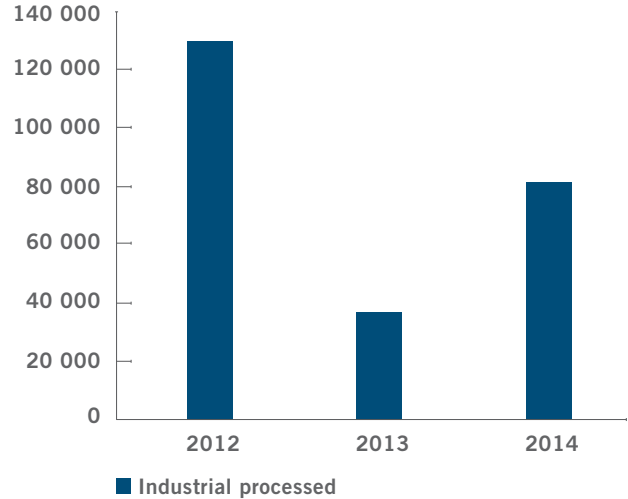
Lucky Star's 17,3% share of the TAC was 77 767 tons (2013: 17,3% at 77 767 tons, and 2012: 16,8% at 59 100 tons). Lucky Star's landings of anchovy of 59 627 tons in the 12 months to 30 September 2014 was an increase of 168% on the previous year (2013: 22 217 tons).

The redeye herring resource, which has a precautionary upper catch limit of 100 000 tons, saw reduced landings. Industry catches mirrored the measured biomass. We landed 16 851 tons, which was 25% more than in 2013; however, much lower than the 20 537 tons landed in 2012.

Improved fish landings

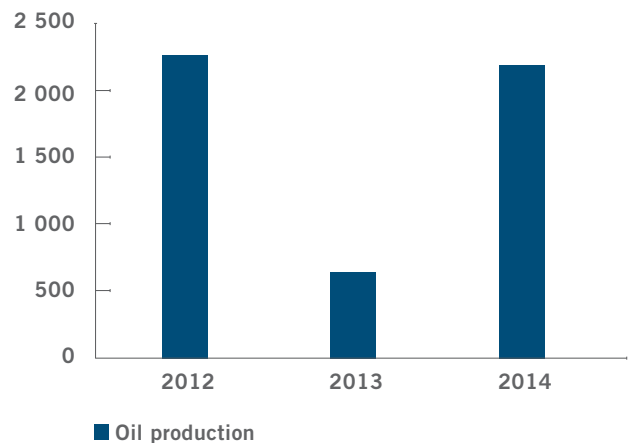
The commissioning of the *Oceana Neptune*, has proven to be very successful; encouraging further investment in similar vessels to be implemented in the next financial year. Lucky Star's fleet of seven industrial purse-seining vessels, many of which include JV partners, performed well compared to previous years. The fleet and vessels under supply agreements delivered a total of 81 260 tons of industrial fish to the two reduction plants for processing into fishmeal and oil, which was an increase of 120% over 2013.

INDUSTRIAL PROCESSED



The higher input volume had a positive impact on efficiency, energy use and variable costs per unit of product produced, and resulted in improved recovery of fixed costs on the vessels and fishmeal plants. Fish oil production of 2 194 tons was significantly higher than in 2013.

OIL PRODUCTION



LUCKY STAR *continued*

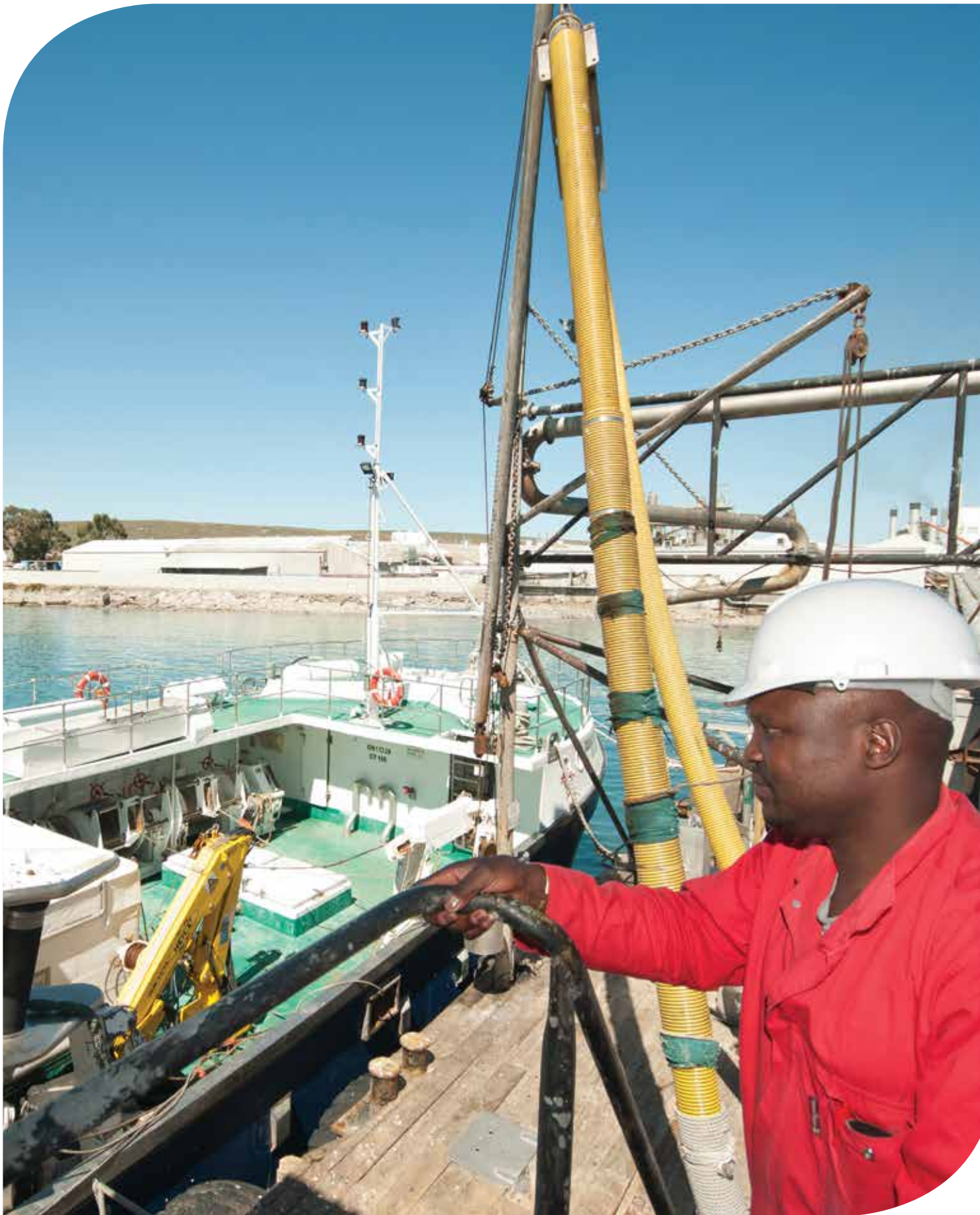
Strict licence requirements are monitored continuously. The plant has invested in meaningful improvements that aim to mitigate production and fugitive emissions. In 2014, a chemical scrubber was installed in the St Helena Bay plant. This significantly improves the level of odorous emissions by oxidising non-condensable compounds. Both plants are audited annually by DAFF and are approved facilities for supplying both the local and international markets. In addition, the plants are certified by the regulatory agencies of China, the EU, Australia and Middle Eastern countries to enable fishmeal and oil produced to enter the markets of those countries.

Both South African fishmeal factories have been Feed Materials Assurance Scheme (FEMAS) certified since 2012. In order to comply, a thorough audit and inspection by an independent certification body must take place, showing compliance with both hazard analysis (HACCP) and good operating practice procedures. The FEMAS scheme is owned by the Agricultural Industries

Confederation (AIC) and provides accredited assurance of feed ingredients. The principles of FEMAS were developed by AIC to provide assurance to purchasers of feed ingredients that the feed ingredients they buy are safe and will meet the quality criteria specified.

To demonstrate commitment to responsible practices in the areas of food safety, raw material procurement and delivery, the International Fishmeal and fish oil Organisation (IFFO) has developed a global standard and certification programme for the responsible supply of fishmeal and fish oil. Lucky Star is a member of IFFO, and our plants have been certified as IFFO responsible supply (RS) plants since 2012.

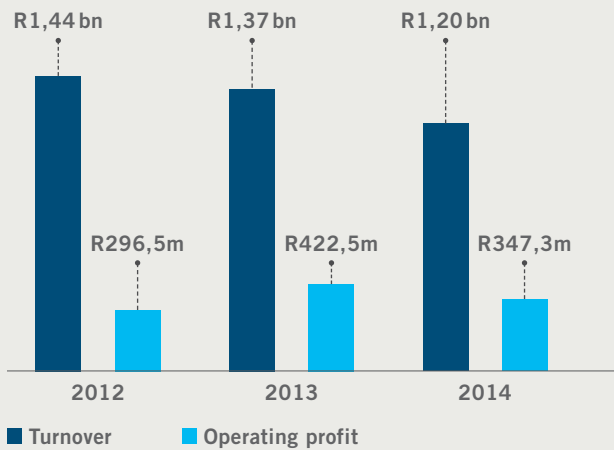
To ensure more continuous supply of industrial fish to the fishmeal plants, we commenced with an initial phase of a midwater trawl experiment. These trials should give us an idea of the potential catching success of our industrial species by trawling.



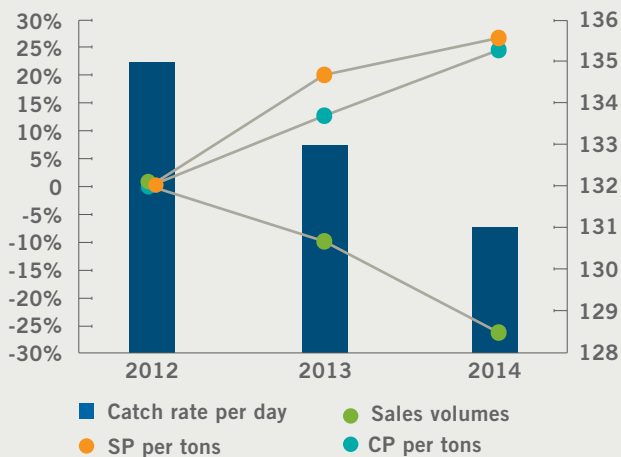
HORSE MACKEREL AND HAKE

This business division specialises in midwater fishing and deep-sea trawling. Our main products are horse mackerel, hake, monk and kingklip. Horse mackerel is in demand as a primary source of protein in our target markets, mainly in Southern Africa. Our hake product is sold to food service clients in Europe, Australia, Korea and South Africa.

HORSE MACKEREL AND HAKE



HORSE MACKEREL – KEY PERFORMANCE INDICATOR*



* 2013 and 2014 KPIs are calculated as percentage of 2012, using 2012 as the base year.

- SP – sales price.
- CP – cost price.

Material risks impacting value

- Uncertain availability of fishing resource
- Reallocation of fishing rights in Namibia
- Level of precautionary maximum catch limit for horse mackerel in South Africa
- Managing vessel catch-capacity to match available quota
- Maintaining business continuity through effective management of fleet

Strategic focus areas

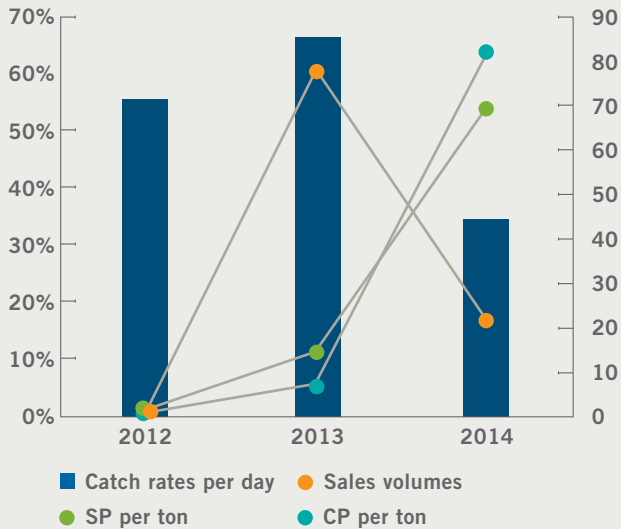
- Maintaining proactive engagement with South African and Namibian government
- Developing a permanent fishing base in Angola
- Promoting localisation and job creation in our Namibian operations
- Securing retention of current fishing rights due for renewal
- Building long-term relationships with other rights holders through joint ventures
- Seeking to increase allocation of total allowable catch (TAC) over the longer term



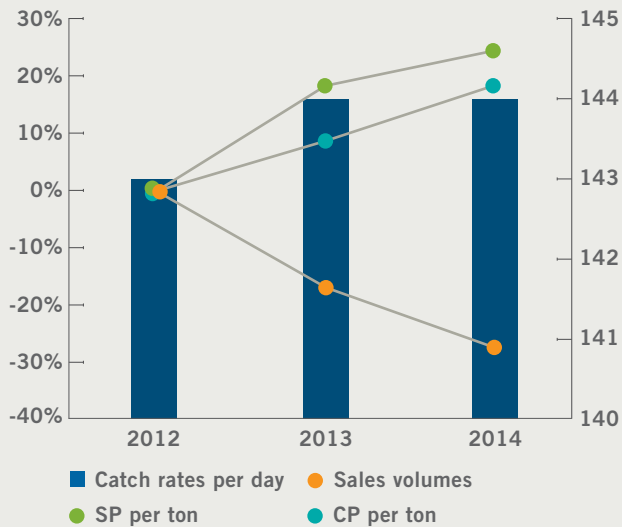
View more about horse mackerel and hake on our website: www.oceana.co.za



HORSE MACKEREL (SA) – KEY PERFORMANCE INDICATOR*



HORSE MACKEREL (NAM) – KEY PERFORMANCE INDICATOR*



* 2013 and 2014 KPIs are calculated as percentage of 2012, using 2012 as the base year.
 ● SP – sales price.
 ● CP – cost price.

HORSE MACKEREL

Oceana's horse mackerel fishing business is conducted through subsidiaries Blue Continent Products (BCP) in South Africa and Erongo Marine Enterprises (Erongo) in Namibia. Oceana is also a JV partner in Oceana International in the Isle of Man, which predominately trades horse mackerel.

Horse mackerel is a pelagic species, usually found to a depth of 100 to 200 meters. They are mostly found over the continental shelf, often over sandy bottoms. The shoals rise to feed in surface waters at night, but can be found close to the bottom during the day. Horse mackerel is in high demand, as an important source of affordable protein in Southern, Central and West Africa. We operate three horse mackerel vessels in Namibia and one in South Africa. Landings are processed at sea into frozen packs in the format required by targeted markets. Product quality controllers are on board each of our fishing trips.

Training of local marine engineers and technical employees continues. Where possible, they are supported by graduate recruitment programmes. Oceana continues working to add value through reinvesting in our assets, our employees and the surrounding communities.

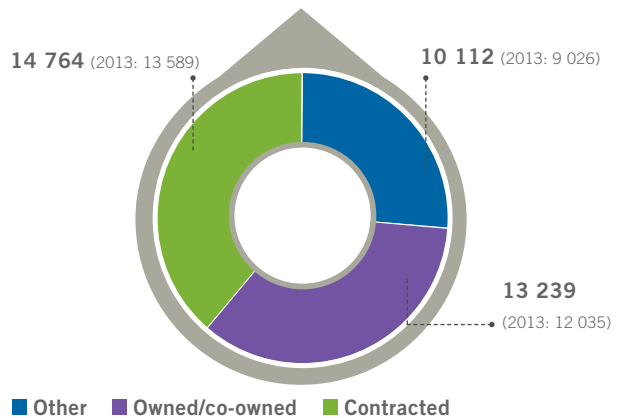
BCP (South Africa)

The South African horse mackerel fishery is managed by a precautionary maximum catch limit (PMCL). The PMCL is calculated annually using catch rate data as well as data from research surveys. The 2014, PMCL for South Africa is 38 115 tons per annum (2013: 34 650 tons) for the dedicated midwater trawl effort.

The South African quota is caught by the *Desert Diamond*. The vessel has scientific observers on board for every trip; these scientists collect data for research purposes, and they perform compliance duties. Catches in the 2014 financial year are well below 2013 levels due to abnormal environmental factors on the Cape Southeast Coast.

HORSE MACKEREL SOUTH AFRICA

TAC 38 115 (ton)



HORSE MACKEREL AND HAKE *continued*

Oceana is working with scientists at DAFF to improve our understanding of the cause for the sporadic catches experienced in our traditional fishing grounds. The recent scarcity of horse mackerel on the Cape South East Coast is of a concern to all parties. Within the context of an absence in research surveys over the last few years, Oceana and the DAFF scientific working group are investigating extending the normal catching grounds west of the existing 20 degrees east latitude line to ascertain if the horse mackerel resource has moved further south and/or west.

Desert Diamond caught and processed a total of 10 750 tons of own and contracted quota in the 2014 financial year (2013: 21 700 tons) and 4 207 (15%) of the 2014 quota has been caught and processed by the end of September. The 2014 quota is unlikely to be caught in full by the end of the quota year.

The lower volumes, coupled with the additional fuel consumed while searching for fish and higher foreign denominated costs due to the weaker rand exchange rate, resulted in a higher vessel cost per ton than the prior year.

South African horse mackerel is sold predominately into the Angolan and Cameroonian markets, which prefer larger sized fish with a higher fat content. Despite the strong demand for South African horse mackerel, the general oversupply in our traditional markets, following importation restrictions implemented in Nigeria, led to a lower average selling price in US dollars, which was partially offset by the weaker rand exchange rate.

Erongo (Namibia)

The horse mackerel resource in Namibia is reported to be strong and remains well managed through measures implemented by the Ministry of Fisheries and Marine Resources. These measures include an annual review of the TAC and limitation of fishing to areas deeper than 200 metres. The vessels carry two fisheries inspectors who act as compliance observers. The Namibian quota is caught by our three midwater trawlers: the *Desert Rose*, the *Desert Jewel* and the *Desert Ruby*.

The 2014, Namibian horse mackerel TAC remained the same as 2013 at 350 000 tons; however, the Ministry of Fisheries and Marine Resources continued allocating a further portion of this quota to new rights holders. The effects of the lower direct quota allocation in the 2013 and 2014 calendar year have been felt during the 2014 financial year. As a result of the lower direct quota allocation, together with competition from international vessel operators, the cost to secure quota increased significantly.

All vessels in the fleet performed well in terms of landings, efficiency, product quality and cost management. The vessel performances continue benefiting from strict maintenance regimes. While catch rates in Namibia were in line with the prior year, the vessel costs per ton were higher due to higher quota costs as well as higher foreign denominated costs as a result of the weaker exchange rate. Erongo caught and processed a total of 73 316 tons of own and contracted quota in the 2014 financial year (2013: 87 709 tons) and 55 480 (75%) of the 2014 quota was caught and processed by the end of September.

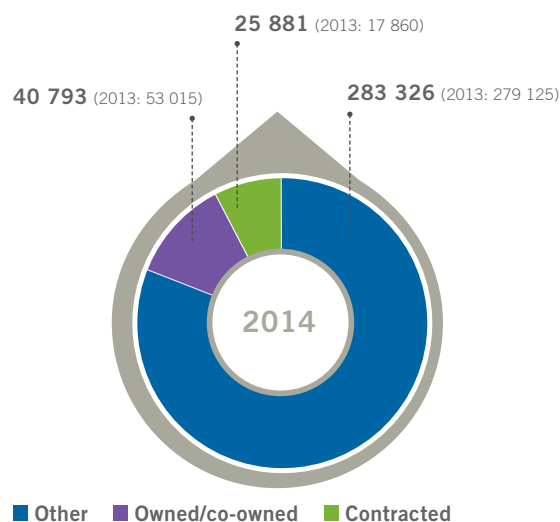
The Namibian species is generally a slightly smaller sized fish than those caught in South Africa. It is sold predominantly into

the Democratic Republic of the Congo, South Africa, Mozambique, Angola, Namibia, Zambia and Zimbabwe. Despite strong demand, the same factors experienced in the South African market led to a lower average selling price.

With a clear focus from the Namibian government on adding value to horse mackerel, primarily through the creation of land-based employment, Erongo entered into a project with Etosha to test the catching and canning of horse mackerel. The project has proved to be a success and Etosha is now canning horse mackerel under the Efuta brand. The brand is readily available in leading Namibian retailers and is expected to be exported to neighbouring Southern African Development Community members. Our focus in future will be on developing long-term partnerships with new horse mackerel rights holders to ensure continued maximum vessel utilisation.

HORSE MACKEREL NAMIBIA

TAC 350 000 (ton)



Oceana International (OI)

OI is a joint venture between Oceana and Falcon Foods International (Falcon) that specialises in the procurement of primarily frozen horse mackerel and sardinella from a variety of third-party fishing companies. This frozen fish, sourced from South America, North Africa, New Zealand, Southeast Asia, Europe and Southern Africa, is supplied by OI via refrigerated container or reefer vessels for distribution in Cameroon and Angola.

OI has experienced a difficult year, struggling to replace the lost *Desert Diamond* horse mackerel volumes, which have a strong brand presence in both Angola and Cameroon and that command a price premium. Replacement product is being sourced from other suppliers, but this is still developing consumer acceptance. Despite these difficulties the joint venture is operating efficiently and will continue operating.

During the year, OI facilitated the experimental fishing operation in Angola using the *Desert Jewel* as a processing vessel, which was supplied by two purse seine fishing vessels. The frozen fish, being predominately sardinella and horse mackerel, was then sold through traditional distribution channels.

HAKE

Oceana's hake business is conducted through BCP. In 2014 Oceana's total rights available for deep sea hake trawl fishing, including that of its partners was 7 783 tons (2013: 7 826 tons). Four deep-sea trawlers are operated in South African waters: *Compass Challenger*, *Realeka*, *Sandile* and *Toralla*. The *Compass Challenger* is operated in conjunction with two outside shareholders Bhana Coastal Fishing CC and Azanian Fishing CC, while the *Realeka* is operated via an unincorporated joint venture with Premier Fishing. Both joint ventures have been in place for more than 12 years. The last two vessels were acquired from Lusitania in September 2012 and are 100%-owned by BCP.

All four hake trawlers performed reasonably well during the financial year when fishing, resulting in good catches of hake and other species (by-catch). All hake and by-catch are produced and frozen at sea, improving freshness and quality and increasing the added value. During the year, both the *Sandile* and *Toralla* underwent statutory dry-dock refits. This gave the operational team an opportunity to get a complete understanding of these vessels, as well as implementing certain vessel and factory enhancements. However, this affected the number of sea-days for the period, and suggests a potential improvement in profitability for the year ahead.

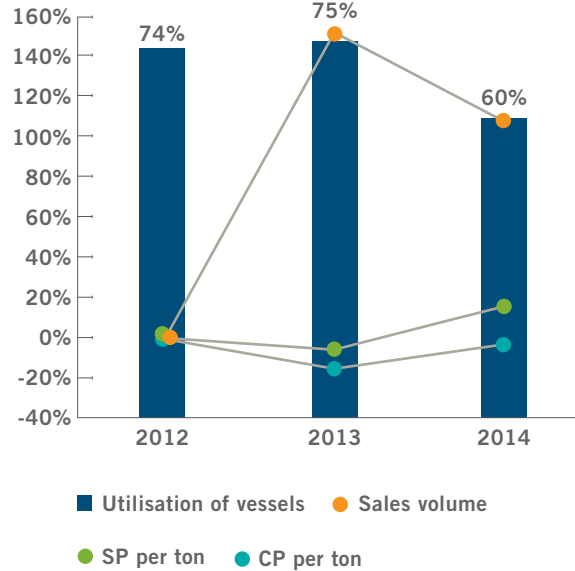
All four vessels have also undergone an upgrade process to ensure production output matches maximum catch capacity, as well as improved product quality systems. This should allow improved utilisation without affecting product quality.

Hake products are sold in both local and export markets with a focus on Spain, Portugal, Italy, Australia and Korea. The favourable rand/euro exchange rate made Oceana's product very attractive to its export markets, and as a result the prices achieved locally and abroad in 2014 were considerably better than 2013.

BCP holds a Marine Stewardship Council (MSC) certificate for compliance with the MSC chain of custody requirements for its hake products. The South African hake fishery is MSC-certified, which confirms compliance with the MSC's rigorous standards concerning responsible and sustainable fishing.

South Africa's hake resource is reported to be in a stable condition and continues being managed on a conservative basis.

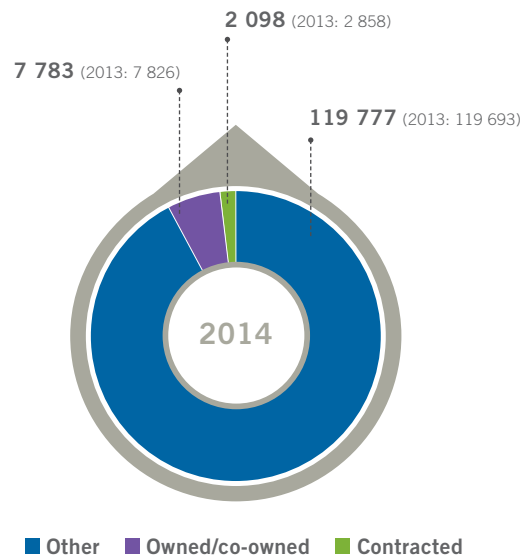
HAKE – KEY PERFORMANCE INDICATOR *



* 2013 and 2014 KPIs are calculated as percentage of 2012, using 2012 as the base year.
 ● SP – sales price.
 ● CP – cost price.

HAKE

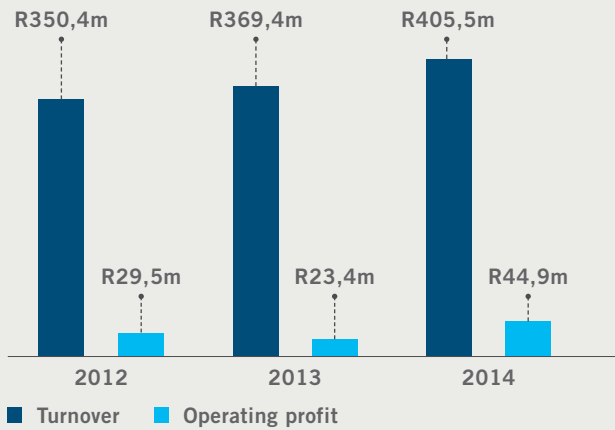
TAC 129 658 (ton)



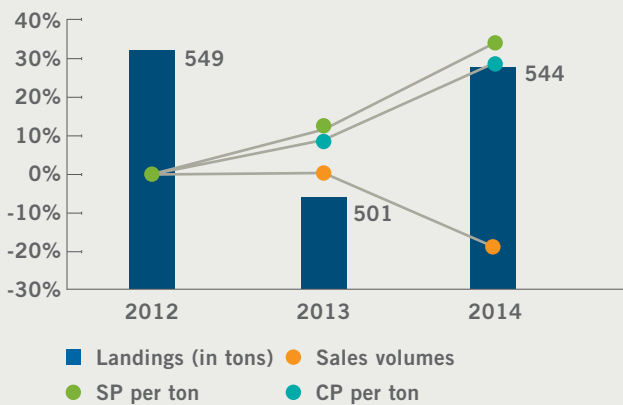
OCEANA LOBSTER, SQUID AND FRENCH FRIES

This division has three separate business units that are involved in the catching, processing and marketing of west and south coast rock lobster and squid, and the processing and marketing of French fries.

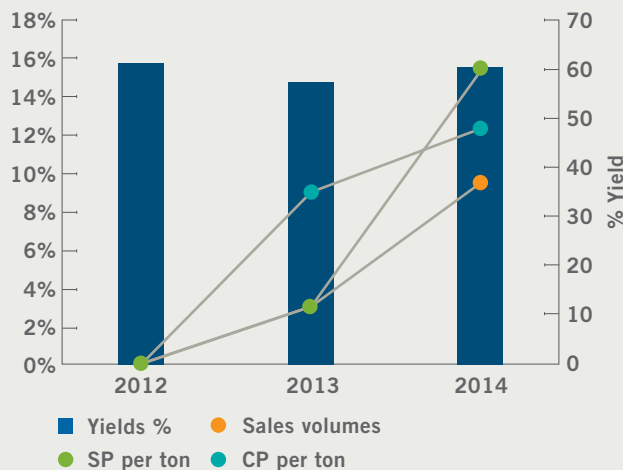
LOBSTER, SQUID AND FRIES



LOBSTER – KEY PERFORMANCE INDICATOR*



FRIES – KEY PERFORMANCE INDICATOR*



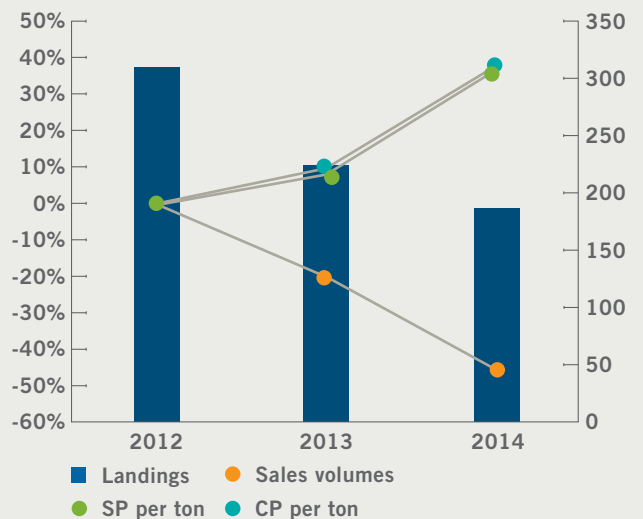
Material risks impacting value

- Fluctuations in the seasonal availability of lobster and squid
- Uncertainty in lobster rights renewal; limited resource for small-scale fishing policy implementation
- Availability and quality of potatoes (French fries business)

Strategic focus areas

- Lobster: Maximise retention of quota for west coast rock lobster.
- Lobster: Increase procurement of lobster through engagement with local quota holders and small-scale fishers, as well as from possible new geographies.
- Squid: Maximise catch performance, coupled with continued focus to reduce fixed costs.
- French fries: Continue to reduce unit costs through enhanced processing and logistics efficiencies and local sourcing of raw potatoes.

SQUID – KEY PERFORMANCE INDICATOR*



* 2013 and 2014 KPIs are calculated as percentage of 2012, using 2012 as the base year.

• SP – sales price.
• CP – cost price.



View more about Oceana lobster, squid and French fries on our website: www.oceana.co.za



LOBSTER

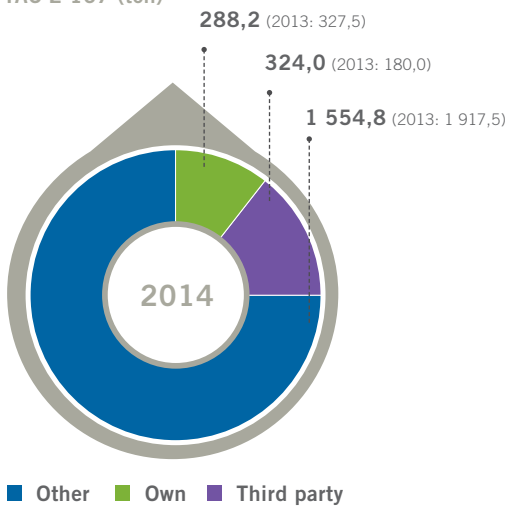
The total allowable catch (TAC) for west coast rock lobster was reduced by 10,6% for the 2013/2014 season to 2 167 tons (2013: 2 425 tons). Oceana Lobster's 13,3% share was 288 tons. Raw material sourced, processed and marketed from other quota holders increased by 128 tons, resulting in a total of 589 tons of lobster quota available.

Adverse weather conditions and lower catch rates resulted in only 83% of Oceana Lobster's own quota being landed. Overall volumes through the business increased by 7% compared to prior year. Oceana Lobster landed its full allocation of south coast rock lobster.

With the sustainability objective being to rebuild the biomass to 2006 levels by 2021, the TAC has been reduced for the 2014/2015 season by 17%. As a defensive strategy against declining volumes, we will continue developing sourcing opportunities from other commercial quota holders and local small-scale fishers. In addition, projects are in place to augment lobster supply from Ghana and Mozambique.

LOBSTER

TAC 2 167 (ton)



SQUID

Lower landings of squid compared to the previous year resulted in further losses being reported for the financial year. Squid landings were 13% lower than prior year.

The squid peak fishing season (November to February) delivered catch volumes below expectations. However, DAFF introduced an additional fishery management measure in the form of a three-month closed season from April to June. Catch volumes after the closed season were encouraging, with a 40% increase in catches recorded for the second half of the financial year, compared to the corresponding period last year. These initial signs of a recovery of the resource point to a possible improvement in catches over the upcoming peak season (November 2014 to February 2015).

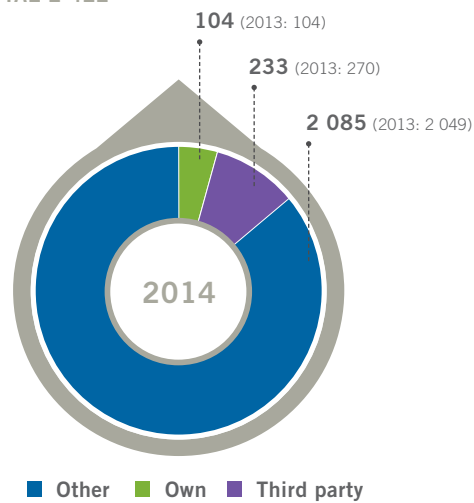
Long-term fishing rights for squid were successfully renewed at the end of 2013, and are in place until 2020. While some aspects of the rights allocation process of 2013 are being

challenged, legal opinion indicates that the rights allocated to Calamari Fishing are valid for the seven-year period. During the year, two vessels were deployed in Angola on exploratory squid fishing trips. However, these were unsuccessful.

Fixed costs in this business have been reduced through the closure of factories and the rightsizing of the administration functions. It is expected that the revised cost structure will enable the business to be profitable on a sustainable basis, despite the cyclical nature of the squid fishery.

SQUID

TAE 2 422



FRENCH FRIES

The French fries business returned to profitability, driven largely by strong and consistent demand from key QSR customers, and an overall good supply of raw material for the year. Margins improved to acceptable levels through improved pricing and efficiency. The plant continues running at full capacity to satisfy demand.

The Department of Trade and Industry (dti) approved the International Trade Administration Commission's (ITAC) recommendations at the end of July for a safeguard duty of 40,92% on frozen potato chips. This safeguard remains in place until 5 July 2015, when it will be reduced to 20,45% until 5 June 2016. As a result, imported product is more competitively priced relative to local production costs.

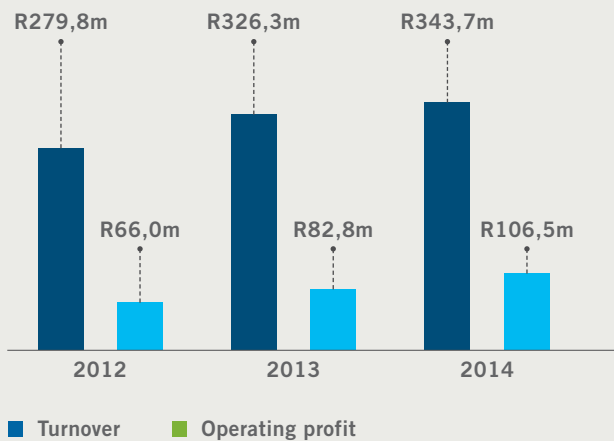
The dti has also approved antidumping duties, ranging from 26% to 31%, that would apply only to frozen potato chips imported from Belgium and the Netherlands when the safeguard duties expire in June 2016. The antidumping duties will remain in place for five years.

A key focus remains to grow the supply of potatoes from the Western Cape region, to reduce costs and ensure quality that conforms consistently to our customers' requirements. A further drive to improve efficiencies, particularly in the logistics and transport areas, is expected to contribute to improved margins.

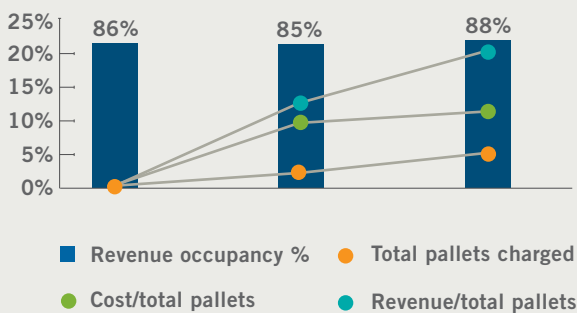
CCS LOGISTICS

CCS Logistics has a long-standing and sound reputation in the primary storage and handling of mainly perishable products on behalf of major manufacturers, exporters and importers. The location of cold stores, the range of services offered and the ability to integrate these services cost-effectively into the full outbound supply chain of customers are key drivers in achieving sustained support and storage occupancies in the cold storage industry.

CCS LOGISTICS



CCS LOGISTICS – KEY PERFORMANCE INDICATOR*



* 2013 and 2014 KPIs are calculated as percentage of 2012, using 2012 as the base year.

- SP – sales price.
- CP – cost price.

Material risks impacting value

- Failing to ensure sufficient market differentiation through range of services provided
- Accessing the required skills for new growth opportunities
- Exchange rate fluctuation and nature of South African import/export balance
- Ensuring reliable and affordable availability of energy and water

Strategic focus areas

- Consolidate and further expand the menu of services
- Further develop long-term and strategically aligned partnerships with customers
- Enhance customer key account management service integration
- Mitigate lease expiration and the related cost risks
- Continued investment in appropriate supply chain skills
- Maintain the high business continuity focus
- Expanding the infrastructure footprint in existing geographies (South Africa and Namibia)
- Establishing and consolidating cost-effective route to market solutions for rest of Africa
- Growing market share in the chilled and ambient product category
- Step changing the new transport service
- Maintain the cost focus
- Facilitate Oceana Group logistics optimisation



View more about CCS Logistics on our website: www.oceana.co.za



EXPANDING OUR FOOTPRINT AND SERVICES

CCS Logistics operates 10 refrigerated warehouse facilities in the major centres and harbours of South Africa and Namibia. These cold stores are located in Cape Town, Durban, Johannesburg and Walvis Bay. Collectively, they offer customers over 110 000 tons in refrigerated storage. These stores are capable of storing and handling product at temperatures from ambient to well below zero, with the Duncan Dock store in Cape Town reaching as low as -60 °C. Our facilities are suitable for poultry, fish, meat, vegetables, dairy, margarine and fruit. Fruit activity is in commercial (un-sterilised fruit) and sterilised fruit. Sterilised fruit is handled through a specialised low-temperature sterilising system offered at the purpose-built Maydon Wharf Fruit Terminal in Durban. Two new facilities will be commissioned during the first quarter of the new financial year. The new Angolan facility will be strategically located in the fishing port of Luanda and the new Gauteng facility in the fast developing Midrand region of South Africa. These new facilities will increase the CCS Logistics storage capacity to 125 000 tons.

Despite the slowdown in frozen imports into the country, local producers' inventories remained high, to the benefit of the cold storage industry. CCS Logistics was the major beneficiary of the higher storage demand by actively securing the majority of the market demand in the country with exception of frozen product facility in Durban, which was negatively impacted by the introduction of high import duties on poultry and fries. In Namibia, the further increased horse mackerel catch allocation, and the increase in the number of quota holders, drove up the demand for frozen storage to the benefit of the strategically positioned CCS Logistics facility in Walvis Bay. Additional capacity was introduced at the Walvis Bay facility during the year to meet the growth in storage demand. The expanded Walvis Bay facility was fully occupied in the first month of commissioning of the new section. The foreign fishing fleet use of the Cape Town port remained depressed. However, improved local hake catches as well as additional demand for frozen poultry had a positive impact on storage occupancy and throughput at the two quayside facilities in Cape Town.

The continued marketing drive to promote fruit handling of the more profitable sterilised citrus fruit through the Durban port was achieved. Overall fruit volumes declined versus the prior year, but the substantial increase in the handling of sterilised fruit had a positive impact on the value mix and thus the margin performance of the fruit business. The major growth contributor to the increased sterilised fruit participation was the share achieved in citrus exports to Japan and China.

Operating margins in the frozen product category were maintained, but remained under pressure with the impact offset by achieving consistent storage occupancy throughout the year and delivering on cost-reduction initiatives. Additional customer services and revenue streams were introduced during the year. The transport revenue has grown substantially since last year, albeit at lower margins than what was achieved from the more established storage and handling services.

DRIVING EFFICIENCIES AND ENSURING BEST PRACTICE

Overheads were well managed with the significant increases in mainly electricity tariffs partly offset by the continued focus on efficiencies. The security and service integrity of customers' products will remain based on a platform of modern store design, optimum refrigeration technology, up-to-date information systems, and compliance with both local and internationally recognised quality control protocols.

Independent service providers and regulatory agencies continue conducting regular reviews of operating processes and safety measures. No significant health, safety or product quality incidents were experienced during the year, and benchmarks for risk audits were exceeded at all facilities. To further enhance service levels and create more flexibility for our customers, we have expanded our operating hours at all facilities. This initiative, together with the expansion in the number of facilities, translated into an increase in permanent employment for the year. Longer-term strategic planning caters for a further expansion in the menu of services, more service flexibility, better leveraging of information systems, guaranteed space contracts for customers and further footprint expansion in South Africa and Africa. The required supply chain skills are being developed and tools sourced to deliver against the strategic plan.



GOVERNANCE

Chairman's report	82
Directorate	86
Executive committee	88
Corporate governance	90
Risk management	96
Remuneration	98
Social, ethics and transformation	102



PATRYSBERG
DTS 32558

CHAIRMAN'S REPORT



CHAIRMAN
MUSTAQ BREY



OUR POSITIVE PERFORMANCE HAS BEEN UNDERPINNED, IN PARTICULAR, BY THE SIGNIFICANT IMPROVEMENTS IN REVENUE GROWTH IN FISHMEAL AND CANNED FISH, SUPPORTED BY CONTINUING STRONG GROWTH IN THE COMMERCIAL COLD STORAGE AND LOGISTICS DIVISION.

OVERVIEW

Despite the tough operating environment, we have once again delivered a commendable performance. Group revenue is up by 7% and operating profit before abnormal items has increased by 18%. This solid performance provided the basis for us to deliver value to all our key stakeholders, including: R329,5 million in dividends to shareholders; R336,7 million in tax revenues for government in South Africa and Namibia; R725,3 million in salaries and benefits to our employees; affordable protein for our primary customer base; and continued investment in enterprise development, job creation opportunities, education and other initiatives in our host communities.

Our positive performance has been underpinned, in particular, by the significant improvements in revenue growth in canned fish and fishmeal, supported by continuing strong growth in the CCS Logistics division. We have also seen a very pleasing return to profitability in our French fries division. These improvements have been achieved despite the loss of fishing quota in Namibia, the unusually poor availability of horse mackerel in our traditional fishing area in South Africa, and the generally sluggish economy.

In terms of shared value creation, a significant highlight this year has been the payment of R292 million to employees who are beneficiaries of the Oceana Empowerment Trust. This payment was accompanied by the provision of financial awareness raising and financial planning services to all beneficiaries, with the aim of encouraging a strong savings culture. Since its establishment in 2006, the Trust has created close to R1,0 billion in value. I am proud to have been part of this initiative. I believe it provides a compelling example of how Oceana's access to fishing rights is being used to deliver tangible long-term benefits, and to facilitate genuine transformation and empowerment.

Our continuing ability to deliver value to all our stakeholders reflects the effective implementation of our strategic objectives, as well as the scale and diversified nature of our fishing portfolio. It is only by being a large player in the sector that we have the necessary economies of scale to operate the capital-intensive fleet needed to harvest marine resources efficiently and sustainably. The diversity of our operations and markets within a larger group ensures that we have greater ability to withstand cyclical fishing patterns and market volatility, thus enabling the sustained provision of benefits to shareholders, employees, service providers and neighbouring communities.

ENSURING COMPLIANCE AND GOOD GOVERNANCE PRACTICE

We operate in a highly regulated sector in which access to fishing rights, a core value driver, is managed through a competitive and strictly regulated application process. Given this context, it is critical that we maintain a strong focus on ensuring compliance and good governance practices. The group's position is very clear: we operate responsibly and ethically in strict accordance with the law and the King III principles of good corporate governance. The social, ethics and transformation committee is responsible for ensuring effective monitoring of and reporting on the group's compliance on transformation, sustainability, health and public safety, corporate social investment and human resources. We implement various training and education initiatives to ensure that employees understand the legal parameters within which they need to execute their duties.

CHAIRMAN'S REPORT *continued*

We place an emphasis on ensuring an effective remuneration policy designed to attract, retain, motivate and reward high-calibre employees. An important objective of our remuneration philosophy is to encourage high levels of team and individual performance that are aligned with the strategic objectives of the business and contribute to the achievement of our core purposes over the short, medium and long term. Following shareholder approval in February 2014, we have implemented a new hybrid long-term incentive scheme that provides for a weighted combination of three elements – share appreciation rights, full value performance shares, and full value restricted shares – offered on an annual basis. This scheme is intended to incentivise and reward appropriate long-term performance by combining a growth element (appreciation right), rewarding both company performance (performance share) and individual performance (restricted share), and ensuring the retention of talent (restricted share). Further details of our approach to remuneration are provided in the group remuneration report.

Transparency and accountability are critical components of good governance. In line with the expectations of King III, and the recently published International <IR> Framework, our annual integrated report seeks to provide a concise account of the group's business model and value drivers, our strategic approach to addressing key risks and opportunities, and our performance in delivering on our commitment to sharing value. The report also seeks to provide assurance about the application of good governance principles.

Following feedback from certain stakeholders, and with consideration of local best practice, this is the second year in which we will not be posting a full set of annual financial statements to shareholders. We have chosen instead to include a summarised financial report in this report, and to make the full AFS available on our website or on request from our group company secretary. I hope that the concise, frank account of our strategy, performance and prospects provided in this report provides you with a sound basis on which to make an informed assessment of the total economic value of the company.

INVESTING IN TRANSFORMATION AND LOCALISATION

One of the group's top strategic imperatives is the delivery of transformation in South Africa and localisation in Namibia. Our performance on these critically important social issues has a fundamental bearing on our ability to maintain existing fishing rights and to acquire potential additional rights. Given their significance, it is pleasing to see the group's continuing positive performance on these issues.

In South Africa, we achieved a level 2 B-BBEE contributor rating for the fourth consecutive year, with an enhanced score this year of 98,39. We have once again retained maximum points for ownership, enterprise development and socio-economic

development, while making further tangible improvements in reaching the maximum score for skills development, management control and preferential procurement for the first time, and improving our employment equity performance. In Namibia, as part of a concerted effort to stimulate land-based employment opportunities, we are now catching and canning horse mackerel under the Efuta brand. This is currently being marketed in Namibia, and we expect will soon be exported to neighbouring SADC countries. Unfortunately, this positive development in our Namibian localisation strategy has been offset by the significant reduction in allocated quota. We were therefore compelled to withdraw a vessel from the Namibian fishery which resulted in job losses. We enjoy constructive relations with the Namibian government, and are engaging with them in the hope of securing additional quota so that our vessels can continue operating and jobs can be protected.

We have similarly continued to engage with the South African government with the aim of ensuring a clear, consistent assessment of transformation across government departments. Our strong preference remains for the Department of Agriculture, Forestry and Fisheries to move away from its narrow measure of ownership and management only, towards the broader government policy, which favours a broad-based measure of transformation. We are able to prove that creating shared value for a broad-based group of stakeholders serves to empower a greater number of black South Africans than focusing only on ownership and management levels. While the group retains its focus on promoting empowerment across all measures, we recognise the need to at least maintain our current level of black ownership.

Our commitment and leadership in promoting empowerment and transformation – epitomised, in particular, by the significant value generated and distributed through the Oceana Empowerment Trust – has been recognised by our peers, as reflected in our ranking by the *Mail & Guardian* as the Most Empowered Company on the JSE. I am confident that, in fulfilment of our goal of being the most efficient converter of fishing rights into value in Africa, we will continue to demonstrate such leadership and commitment into the future.

SUSTAINABLE USE OF NATURAL CAPITAL

Our business model centres primarily on creating value from a renewable natural resource: wild fish resources. Our ability to generate value into the future depends fundamentally on ensuring the sustainable utilisation of these stocks. As the largest fishing company in Africa, we recognise that the Oceana Group has a particular role to play in promoting responsible and sustainable fishing practices.

As outlined elsewhere in this report, and in our accompanying online sustainable development report, in addition to driving responsible fishing practices across the business, we play a

leading role in various industry-wide partnerships aimed at promoting an ecosystems approach to fishing. We support and commission scientific research on the health of local marine resources, and engage proactively with government on the methodology used in determining the total allowable catch (TAC). We continue to make a vessel available to government scientists to enable them to undertake the required pelagic surveys. We are working with government to inform their development of a pragmatic fisheries policy that will not undermine the long-term viability of the resource. We recognise the importance of allocating rights for deserving traditional, small-scale fishers. However, it is critical that this is done without undermining the long-term viability of the affected marine resources.

APPRECIATION

I wish to thank the Oceana board of directors and executive team for their diligence, commitment and expertise in delivering on their fiduciary responsibilities and ensuring good

governance across the group. I would like to extend particular thanks to Barrie King, who retired from the executive committee towards the end of this year. He has done a sterling job in managing compliance and governance issues, and recently bore the brunt of much of the work relating to the competition issues. I wish him well in his retirement. My appreciation is extended also to the full Oceana management team and employees for their contribution to the group's efforts in delivering on its core purpose.

I am looking forward to exciting developments in the year ahead and to expand our activities into growing markets elsewhere in Southern and East Africa.



MUSTAQ BREY
Chairman

4 December 2014



QUALITY MANAGER, LUCKY STAR, ST HELENA BAY

NOMAROMA MAXHANTI

After matriculating in 1997 I had to choose between remaining in the village or packing my bags and heading for Cape Town, with the hope of finding employment that will help me save money for furthering my studies.

Little did I know that the choice I made, was going to lead to a fulfilling journey at one of Oceana Group's divisions on the West Coast.

My journey started in 1998 as a fish packer at Oceana Brands, now Lucky Star. I knew I was not going to get a glamorous job armed with matric only. Three years later I was promoted to quality controller and was sent to attend a quality control short course at Cape Technikon. Through this course I got to know about food technology and its relevance in the nature of the job I was doing then. I applied for a bursary to study towards a National Diploma in Food Technology and in 2003 I became a full time student at Peninsula Technikon and I was still allowed to work during school holidays. The bursary covered tuition fees, study material, campus accommodation and study leave – which meant I was paid weekly while studying.

I had to leave my two year old with relatives at the time while I stayed at the Technikon's residence pursuing my studies. This taught me that life is all about making choices and sacrifices. I focused on ensuring that I completed my diploma within the set time as I felt that the company had given me an opportunity of a lifetime.

I have had several promotions since completing my diploma and my recent promotion to Quality Manager made me realise the commitment Oceana has towards developing its employees.

There have been other training opportunities offered to me and the New Manager Development Programme (NMDP) through USB equipped me with the necessary skills to be an asset for the company

I also received support from managers and colleagues – this has had a positive impact in my journey.

Thank you Oceana for giving me an opportunity to further my studies and for all the confidence you had in me through the 16 years with the company.



16 YEARS' SERVICE AT OCEANA



CHECKER, CCS LOGISTICS, EPPING

JAMES NCAPAYI

My late older brother worked for Commercial Cold Storage, now known as CCS Logistics. He convinced me to leave Lady Frere for Cape Town as he was going to help secure a job for me at CCS. He kept his word and I started working at CCS in January 1974 at the age of 22.

This was my first job and I have been loyal to the company for the past 40 years. I will be retiring in March 2015. I will leave with a smile as the company has treated me well all these years. The company has gone a long way to transform itself and we are reaping the rewards. I have maintained the same work ethic throughout the years. This is how I want to be remembered.

I started as a general worker loading and offloading boxes from trucks, among others, as our customers keep their products with us in cold storage. This required me to be trustworthy – not once did I think of stealing because I did not want to embarrass myself and lose my job as a result of theft nor for any transgression. This worked to my advantage as I was later promoted to Checker, a position I still hold today. This position requires more discipline and attention to detail as I must ensure that customer goods are recorded correctly prior to being stored – signing off that the total number of goods received or despatched is correct.

I was given an opportunity to attend courses in customer care and work ethics. I also attended a business related course which helped me to understand how the business operates and how businesses in general operate. This helped me a lot as it made me realise that how we behave has an impact in the success of the business.

The early payout showed me that this company is committed to empowering employees. Knowing that I will be a beneficiary when I retire puts a smile on face, let alone knowing that should I die, my family will still benefit.

Thank you to CCS Logistics and Oceana for making my journey worthwhile. My late brother gave me an opportunity to work for a great company which looks well after its people.



40 YEARS' SERVICE AT OCEANA



DIRECTORATE



FROM LEFT:
1. MUSTAQ AHMED BREY
2. FRANCOIS PAUL KUTTEL
3. IMRAAN SOOMRA



FROM LEFT:
4. ALETHEA BERENICE ANNE CONRAD
5. SAAMSOODEIN PATHER
6. ZARINA BIBI MAHOMED BASSA



FROM LEFT:
7. PETER GERARD DE BEYER
8. NOEL PATRICK DOYLE
9. PETER BAMBATHA MATLARE



FROM LEFT:
10. NOMAHLUBI VICTORIA SIMAMANE
11. TAKULA JENKINS TAPELA



CHAIRMAN**1. Mustaq Ahmed Brey* (60)**
CA(SA)

Appointed to the board in 1995
Non-executive director

Chief executive officer of Brimstone Investment Corporation Limited

Mustaq qualified as a chartered accountant in 1978 and started his own practice, M Brey & Associates, which became the largest black auditing practice in the country and later merged with Ernst & Young. He serves on a number of listed and unlisted companies' boards and on several audit committees. Mustaq is active in his community and has set up various community development structures.

CHIEF EXECUTIVE OFFICER**2. Francois Paul Kuttel^o* (46)**

BAA (University of San Diego)
Appointed to the board in 2009

On graduation, Francois joined his family's US-based fishing operations. He returned to South Africa in 1995 as managing director of Namibian Sea Products. He was chief executive officer of I&J for three years prior to being appointed to the Oceana board as chief executive officer in 2009.

GROUP FINANCIAL DIRECTOR**3. Imraan Soomra^o (39)**

BCompt (Hons) (Wits), CA(SA),
PLD Harvard Business School
Appointed to the board in 2013

Imraan is an experienced chartered accountant who has worked in a diverse set of industries during the course of this career. He held the position of financial director of Netcare Limited's Hospital Division from 2010 to 2013 and was previously with MultiChoice from 2003 until 2010, as head of channels at SuperSport International as well as financial director of M-Net and SuperSport.

GROUP STRATEGIC SERVICES DIRECTOR**4. Alethea Berenice Anne Conrad^o* (50)**

BA LLB (Rhodes)
Appointed to the board in 2007

Alethea was admitted as an attorney in 1989 and practised as an attorney before joining Transnet as a legal advisor in 1993. She joined Blue Continent Products in 1998, and served as commercial manager and commercial director before being appointed commercial manager of Oceana in 2001. In 2004, she was appointed group transformation manager and a member of the Oceana executive. In 2007 she was appointed to the Oceana board. In April 2008, she was appointed managing director of Blue Continent Products' Hake Division.

NON-EXECUTIVE DIRECTORS**LEAD INDEPENDENT DIRECTOR****5. Saamsodein Pather^o*† (64)**

BBusSc, BCom (Hons), MBA (Cape Town)
Appointed to the board in 1996

Independent
Director of companies

Since graduating from the University of Cape Town in 1973, Shams has been actively involved in investment management, which has included senior executive functions at Colonial Mutual Assurance Company, Southern Life and Real Africa Holdings. He is currently a director of Coronation Fund Managers and Lungisa Investment Holdings.

6. Zarina Bibi Mahomed Bassa^o (50)

BAcc and Dip Acc (UDW), CA(SA)
Appointed to the board in 2011

Independent
Executive chairman of Songhai Capital Proprietary Limited

Zarina sits on several boards including Kumba Iron Ore, Vodacom South Africa, Sun International, Investec, Senwes, the Financial Services Board and Woolworths Holdings. Zarina was executive director responsible for private banking at Absa and was a partner at Ernst & Young prior to that. Zarina was named Top Woman in Business at the Top Women in Business and Government awards in 2007 and Top Business Personality in Financial Services: Banking in 2008.

7. Peter Gerard de Beyer^o*† (59)

BBusSc (Cape Town), FASSA
Appointed to the board in 2008
Independent
Director of companies

Peter joined Old Mutual in 1978, was appointed deputy managing director of Old Mutual Life Assurance Company (South Africa) in 2000, and retired in November 2008. He sits on a number of boards, including Real People Investment Holdings and certain Old Mutual group subsidiary companies. Peter is a Fellow of the Actuarial Society of South Africa.

8. Noel Patrick Doyle^o (48)

FCS, CA(SA)
Appointed to the board in 2013

Noel qualified as an accountant in Ireland in 1988 before joining Price Waterhouse in Johannesburg in 1989 where he worked for six years serving clients predominantly in the hotel and financial services sector. In 1995, he joined Southern Sun in a financial role and when he left Southern Sun in 1998 to join Tiger Brands he was corporate financial services director. He was appointed to Tiger Board in 2006 and in addition to his role as chief financial officer he was responsible for IT, investor relations as well as Tiger's fishing interests. Noel left Tiger in 2008. After serving as chief executive officer of diversified Motor Group Bluespec Holdings for a year, Noel joined Nando's as chief executive officer of the Southern African business in 2009. He rejoined Tiger Brands in July 2012 as business executive responsible for the grains portfolio.

9. Peter Bambatha Matlare† (55)

BSc (Hons), MA (Southern African Studies) (York)
Appointed to the board in 2008
Chief executive officer of Tiger Brands Limited

Peter joined Tiger Brands in April 2008 as chief executive officer. His career spans executive positions with the Urban Foundation, Citibank, the Chamber of Mines, the Primedia group, the South African Broadcasting Corporation and the Vodacom group. He is a past chairman of the National Association of Broadcasters, a director of the Association of Advertisers, and a founding director of the National Electronic Media Institute of South Africa.

10. Nomahlubi Victoria Simamane^o*† (55)

BSc (Hons) (UBS – Botswana)
Appointed to the board in 2009
Independent

Chief executive officer of Zanusi Brand Solutions Proprietary Limited
Nomahlubi graduated as a biochemist and worked for Unilever for 12 years and for British American Tobacco as marketing director for five years. In 1999, she was appointed managing director of BLGK Bates. Nomahlubi sits on several boards including JSE-listed Cashbuild and Foschini Group. She was the 2009 winner of the Top Businesswoman of the Year Award in the National Business Awards run by Topco Media and named the Businesswoman of the Year at the 2009 Black Business Awards run by BBQ.

11. Takula Jenkins Tapela^o (46)

BCompt (Unisa)
Appointed to the board in 2009
Managing executive of Brimstone Investment Corporation Limited

TJ joined Brimstone Investment Corporation in 2005. Prior to this, he was executive assistant to the managing director at Old Mutual South Africa, having worked in Old Mutual's Corporate Finance team for two years. He has served as an executive director within the African Harvest group and worked for Delta Corporation (SAB) and the JSE's Inspectorate division.

* Audit committee

^o Risk committee

† Remuneration and nominations committee

^o Executive director

• Social, ethics and transformation committee

Information as at 4 December 2014

EXECUTIVE COMMITTEE



FROM LEFT:
1. FRANCOIS PAUL KUTTEL
2. NEVILLE DONOVAN BRINK
3. ALETHEA BERENICE ANNE CONRAD



FROM LEFT:
4. LOURENS DE WAAL
5. IMRAAN SOOMRA



FROM LEFT:
6. GAVIN ANDREW RHODES-HARRISON
7. SULEIMAN SALIE
8. ZANI MASHININI



1. Francois Paul Kuttel^{◊◊} (46)

BAA (University of San Diego)
Chief executive officer
Oceana Group
Number of years' service – 5

On graduation, Francois joined his family's US-based fishing operations. He returned to South Africa in 1995 as managing director of Namibian Sea Products. He was chief executive officer of I&J for three years prior to being appointed to the Oceana board as chief executive officer in 2009.

2. Neville Donovan Brink[◊] (54)

Managing director
Blue Continent Products
Number of years' service – 16

Neville obtained his marketing qualifications with the Institute of Marketing Management in Johannesburg. He worked in various marketing and sales positions at Adcock Ingram, before moving to Federal Marine, and then Oceana as marketing director of the Oceana Fishing Division. Neville was appointed managing director of Oceana Lobster, Calamari Fishing and Lamberts Bay Foods in 2005 and assumed the position of managing director of Blue Continent Products from 1 February 2011.

3. Alethea Berenice Anne Conrad^{◊◊} (50)

BA LLB (Rhodes University)
Strategic services director
Oceana Group
Number of years' service – 15

Alethea was admitted as an attorney in 1989 and practiced as an attorney before joining Transnet as a legal advisor in 1993. She joined Blue Continent Products in 1998, and served as commercial manager and commercial director, before being appointed commercial manager of Oceana in 2001, and in 2007, a member of the board. In 2004, she was appointed group transformation manager and a member of the Oceana executive. In 2007 she was appointed to the Oceana board. In April 2008, she was appointed managing director of Blue Continent Products' Hake Division.

4. Lourens de Waal[◊] (48)

HND in Cost & Management Accounting (CapeTech)
Managing director
CCS Logistics
Number of years' service – 3

Lourens worked for I&J from 1994 to 2000 as the administration manager and then national and export distribution manager. He joined Vector in 2000, holding the position of general manager for sales and distribution while it was part of the I&J business and was then appointed as customer and supply chain director at Vector Logistics in 2007. Lourens attended the Executive Development Programme of UCT and Michigan University and is a member of several international industry bodies. He joined Oceana on 1 December 2011.

5. Imraan Soomra[◊] (39)

BCompt (Hons) (Wits), CA(SA), PLD Harvard Business School
Financial director
Oceana Group
Number of years' service – 1

Imraan is an experienced chartered accountant who has worked in a diverse set of industries during the course of this career. He held the position of financial director of Netcare Limited's Hospital Division from 2010 to 2013 and was previously with MultiChoice from 2003 until 2010, as head of channels at SuperSport International as well as financial director of M-Net and SuperSport.

6. Gavin Andrew Rhodes-Harrison[◊] (61)

BSc Bldg Mgmt (UND)
Managing director
Lucky Star
Number of years' service – 15

On graduation, Gavin held various managerial and senior leadership positions in project management, specialised engineering and construction and general management. Gavin joined the Oceana Fishing Division in 1999 and was appointed managing director of Oceana Operations in 2002 and of Lucky Star in 2005.

7. Suleiman Salie[◊] (47)

BSc Mech Eng (UCT)
Managing director
Oceana Lobster, Calamari Fishing and Lamberts Bay Foods
Number of years' service – 4

Suleiman graduated in 1989 and joined I&J in 1990 as a graduate engineer. After progressing into management positions in the engineering and production disciplines of I&J's processing plants, he was appointed operations director in 2004. In this position, which he held until 2010, he provided strategic leadership to I&J's fishing operations. He represents Oceana on a number of fishing industry associations.

8. Zani Mashinini[◊] (36)

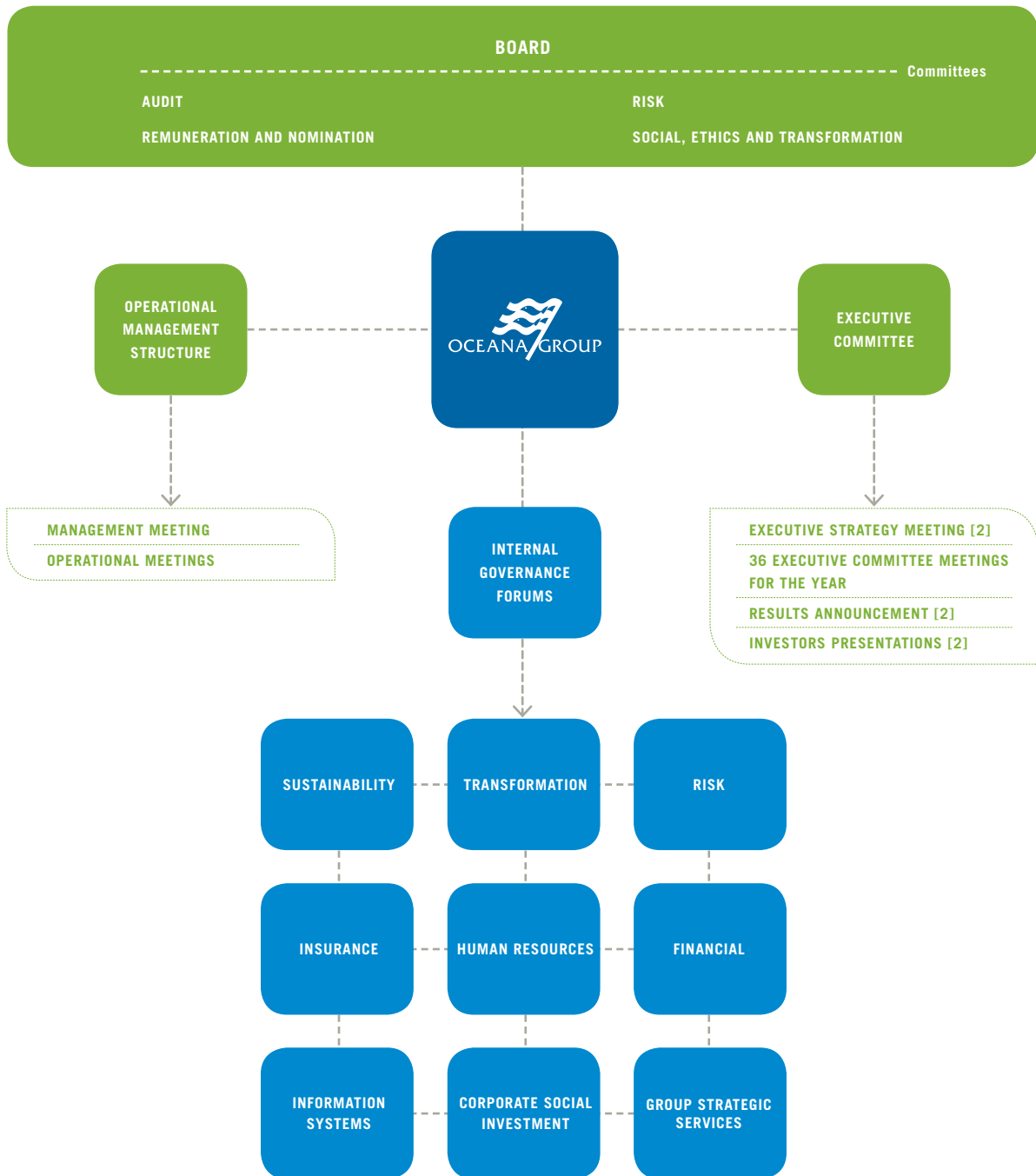
BSocSci (Hons) (Rhodes University), Postgraduate Dip Global Human Resources (University of Liverpool, UK)
Human resources executive
Oceana Group

Zani has been working as a human resources generalist and specialist for various industries both in South Africa and the United Kingdom. Companies she has worked for since 2001 include Unilever SA, Unilever UK and the National Treasury of South Africa. She was a human resources executive at the South African Breweries from 2011 until 2014 before joining Oceana.

- ◊ Risk committee
- ◊ Executive director
- Social, ethics and transformation committee

Information as at 4 December 2014

CORPORATE GOVERNANCE



Good corporate governance is a keystone of Oceana's operations and workplace culture.

Oceana's board has led the company in an ethical and responsible manner and remain committed to the principles of accountability, fairness and transparency.

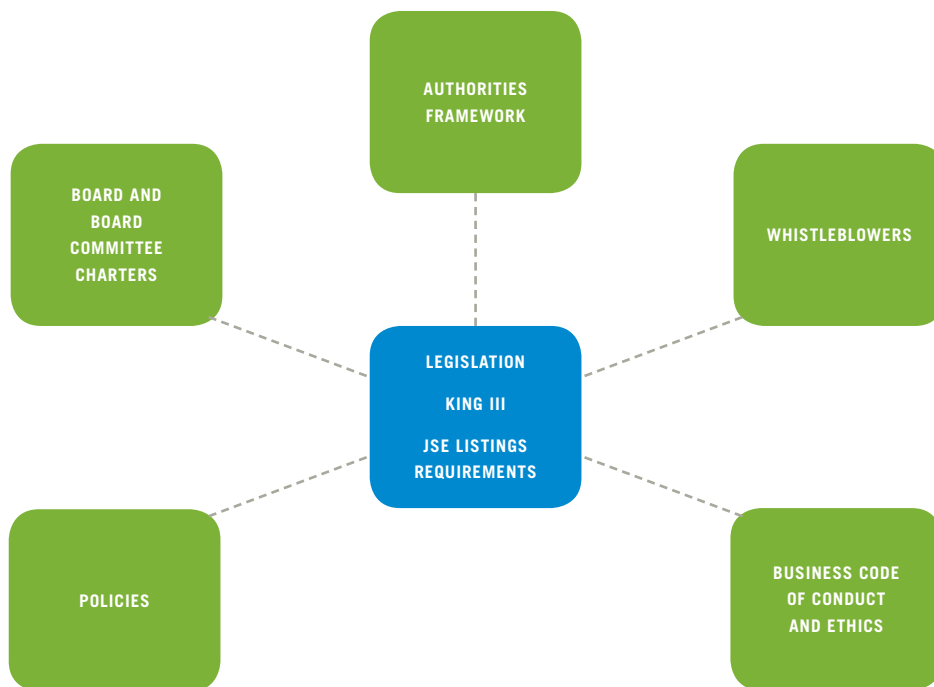
GROUP AND SUBSIDIARY GOVERNANCE FRAMEWORK

A disciplined reporting structure ensures that the Oceana board remains fully apprised of the activities of its subsidiaries as well of risks and opportunities within its operating environment. All controlled entities in the group are required to subscribe to the relevant principles of King III. Business and governance structures have clear approval frameworks. The process to address the principles of King III has been a top-down and bottom-up approach.

The board appreciates that strategy, risk, performance and sustainability are inseparable. Briefings on changes in risks, policy, legislation and the environment are made to the board both directly and indirectly. This would include developments in and the changing impact of laws regulating competition, black economic empowerment, employment equity, skills development, marine resources and environmental management.

Annual strategic plans are compiled and formally approved at both group and business level, and progress is reviewed regularly. The board approves the long-term and short-term strategies for the business of the company and monitors the implementation by management. Comprehensive management reporting disciplines are in place. These include the preparation of annual budgets by all operating units, and the group budget is approved by the board of directors. Monthly results and the financial status of operating units are reported against budgets and compared to the prior year. Management updates profit forecasts quarterly, while working capital is monitored on an ongoing basis. The board is satisfied that an effective risk-based internal audit was carried out during the year and that the company's system of internal controls is effective. The board reviews and approves an authorities framework on an annual basis, which provides a clear and transparent delegation of authority across the group.

The directors are responsible for the preparation, integrity and objectivity of the annual financial statements (AFS) and other information contained in the integrated report in a manner that fairly presents the state of affairs and results of operations of the group. The AFS have been prepared in accordance with IFRS. They include the report of the audit committee on pages 4 and 5.



CORPORATE GOVERNANCE *continued*

COMPLIANCE WITH KING III

In recognition of the need to conduct the affairs of the group according to the highest standards of corporate governance and in the interests of investor protection, the group's commitment to good governance is formalised in charters, policies and operating procedures. These are intended to cover all aspects of the organisation's activities wherever situated, and in reporting internally and to stakeholders. The board is committed to achieving high standards of corporate governance, business integrity and ethics across all its activities.

The principles and structures for good corporate governance are in place throughout the group and are operating well. The directors are satisfied that the group complies substantially with the principles and spirit of King III. The group has elected not to apply the following recommendations contained in King III:

- The chairperson of the board, while being a non-executive director, is not independent. A full explanation is provided under the heading "Independence of chairperson" on page 93.
- While both the chairperson of the board and the lead independent director are members of the remuneration and nominations committee, neither chair the committee. A full explanation is provided under the heading "Board committees" on page 94.
- While the social, ethics and transformation committee is comprised of only board members and is chaired by an independent non-executive director, it does not have a majority of non-executive directors. A full explanation is provided under the heading "Board committees".
- Non-executive director fees are not based on an attendance fee per meeting. Attendance at meetings has generally been very good and where directors are unable to attend a meeting, they have nevertheless contributed to matters to be considered at meetings.

COMPLIANCE WITH THE LISTINGS REQUIREMENTS

The company is fully compliant with the Listings Requirements, as amended.

COMPLIANCE WITH LAWS AND REGULATIONS

King III prescribes mandatory compliance with all laws and regulations and commits the whole group, its employees and all directors to fair dealing and integrity in the conduct of business. The compliance portfolio is managed by the group strategic services director. A compliance report is provided at each of the quarterly board meetings.

Regulatory penalties amounting to R10 000 were paid in respect of customs and excise documentation.

CODE OF BUSINESS CONDUCT AND ETHICS

Directors and employees are required to observe the highest ethical standards in conducting the group's business. In this regard, the group has a formal code of business conduct and ethics, which was reviewed and confirmed during the year.

CONFLICT OF INTEREST

All directors of the company and its subsidiaries, and senior management, are reminded of the requirement to submit, at least annually, a list of all their directorships and interests in contracts with Oceana. They have access to the advice and services of the group company secretary and, in appropriate circumstances, may seek independent professional advice concerning the affairs of the company and group.

WHISTLEBLOWERS

An anonymous and secure whistleblowing facility has been in place for many years. Its purpose and anonymity are emphasised at employee induction and training sessions. The facility is also available in Namibia.

POLICY ON TRADING IN COMPANY SECURITIES

The company has a policy on trading in company securities. Directors and employees are prohibited from trading in company securities during closed periods.

BOARD CHARTER

The board has a formal charter setting out, inter alia, its composition, meeting frequency, and powers and responsibilities, particularly with regard to financial, statutory, administrative, regulatory and human resource matters. The charter sets out a clear division of responsibilities at board level to ensure a balance of power and authority. The board charter includes a formal schedule of the matters it oversees, including reviewing and guiding corporate strategy, risk policies, annual budgets and business plans and monitoring corporate performance. The charter is reviewed annually.

COMPOSITION OF THE BOARD

The board currently has 11 members, three of whom are executive directors. Of the eight non-executives, four are independent. The board is comfortable with the conclusion of the remuneration and nominations committee that as eight out of eleven directors are non-executive, and having a lead independent director, this is sufficient to meet the recommendation that the majority of non-executives be independent.

There is a formal, transparent board nomination process in terms of the policy detailing the procedures for appointment to the board. Directors are appointed, subject to re-election by the shareholders and to the Companies Act provisions relating to removal, and retire by rotation every three years or as required by the Companies Act and the memorandum of incorporation. Candidates for directorship are carefully scrutinised by the remuneration and nominations committee. Shareholders are informed of the names of the candidates submitted for re-election as directors. In order to enable shareholders to make informed decisions regarding election, the candidate's biographical data, the term of office currently served and any other particulars required by law are made available to shareholders. Reappointment of directors is not automatic.

There were no changes to the board during the year.

INDEPENDENCE OF CHAIRPERSON

Oceana has a unitary board structure. The offices of chairperson and chief executive officer are separate with segregated duties. The chairperson is non-executive but not independent in terms of

the King III definition. After due consideration of MA Brey's qualifications, experience, attributes and interaction with the board, his fellow directors are of the view that it is in all circumstances satisfactory and appropriate for him to chair the board. This is notwithstanding the fact that he does not fulfil the strict criteria of "independence" as set out in King III.

In line with international corporate governance best practice and the JSE Listings Requirements, S Pather has fulfilled the role of lead independent director.

Details of the directors of the board appear on page 86.

BOARD MEETINGS

The board meets quarterly with one further meeting during the year to review and approve the strategic plans. In addition, the board attended a risk analysis workshop during the year. The board met six times during the year.

Continuing professional development (CPD) of individual directors is encouraged. The company does not provide specific in-house programmes for this. Directors are expected to attend to

DIRECTOR	711/2013		08/05/2014	26/06/2014		14/08/2014	
	Final dividend approval	13/02/2014 Q1	Interim dividend approval	Board Strategic planning meeting	14/08/2014 Budget approval	Risk analysis workshop	
INDEPENDENT NON-EXECUTIVE							
ZBM Bassa	√	√	√	√	√	√	√
PG de Beyer	√	√	√	√	√	√	√
S Pather	√	√	√	√	√	√	√
NV Simamane	√	√	√	√	√	√	√
NON-EXECUTIVE							
MA Brey (Chairman)	√	√	√	√	√	√	√
NP Doyle	√	A	√	√	√	√	√
PB Matlare	√	A	√	√	√	√	√
TJ Tapela	√	√	√	√	√	√	√
EXECUTIVE							
FP Kuttel (Chief executive officer)	√	√	√	√	√	√	√
I Soomra (Group financial director)	√	√	√	√	√	√	√
ABA Conrad	√	√	√	√	√	√	√

√ indicates attendance

A indicates apologies tendered

AN ANONYMOUS
AND SECURE
WHISTLEBLOWING
FACILITY HAS
BEEN IN PLACE
FOR MANY YEARS.

this requirement according to their profession's prescriptions, through attendance at seminars, presentations and workshops, and by following business reporting in the media.

BOARD COMMITTEES

Subject to those matters reserved for its decision, the board delegates certain responsibilities to four committees, namely audit, remuneration and nominations, risk and social, ethics and transformation, all of which have their own charters, published on our website. Each of these committees is chaired by an independent non-executive director.



The board is satisfied that it has an effective and independent audit committee. One of the tasks the board assigns to the audit committee was to ensure that the company has an appropriate information technology governance framework in place. Based on reports received from the audit committee, the board has satisfied itself that an appropriate information technology governance framework exists and is functioning effectively. The board reviewed and approved the audit committee charter, which was updated during the year. The committee met twice during the year.

The board, while having assigned the oversight of the company's risk management function to the risk committee, has dealt with the governance of risk comprehensively during the year under review. It had done so through consideration of biannual reports from the risk committee and audit committee chairpersons and review of the self-assessment results of both these committees. The board reviewed and approved the risk committee charter, which was updated during the year. JL Wilkinson resigned from the committee in February 2014 and was replaced with KM Mashinini. B King resigned as a member of the risk committee with effect from 31 August 2014.

The composition of the remuneration and nominations committee comprises five non-executive directors, three of whom, are independent. Both the chairman of the board and the lead independent director are members of the remuneration and nominations committee but do not chair the committee. The remuneration and nominations committee is chaired by PG de Beyer who is an independent non-executive director. The board is of the view that PG de Beyer's background and qualifications are appropriate for him to chair this committee. The committee has assisted the board with ensuring that the company remunerates its directors and executives fairly and responsibly and also with ensuring that appropriate succession planning is in place at a board, executive and senior management level. The board is satisfied that the committee has fully performed in accordance with its charter. The board reviewed and approved the remuneration and nomination committee charter, which was updated during the year. The committee met four times during the year.

Members of committees at year-end are contained in the table below:

AUDIT COMMITTEE	S Pather (chairman); ZBM Bassa; PG de Beyer	Full attendance at all meetings
REMUNERATION AND NOMINATIONS COMMITTEE	PG de Beyer (chairman); MA Brey; PB Matlare; S Pather; NV Simamane	PB Matlare was unable to attend the February meeting.
RISK COMMITTEE	ZBM Bassa (chairman); ND Brink; ABA Conrad; LJ de Waal; N Doyle; FP Kuttel; KM Mashinini; I Soomra; GA Rhodes-Harrison; S Salie	JL Wilkinson, who resigned from the committee in February 2014, was unable to attend the November meeting.
SOCIAL, ETHICS AND TRANSFORMATION COMMITTEE	NV Simamane (chairman); ABA Conrad; FP Kuttel; TJ Tapela	Full attendance at all meetings

The social, ethics and transformation committee comprises one non-executive director, two executive directors and one independent non-executive director who chairs the committee. The group compliance and risk manager, and group human resources executive, attend committee meetings as subject matter experts. The board is satisfied that the current members of the social, ethics and transformation committee have sufficient expertise and knowledge on matters to be considered by the committee in performance of its duties under the Companies Act. The committee met twice during the year.

INDUCTION OF DIRECTORS

Oceana recognises that an induction programme enables a new director to make a positive contribution swiftly to the board. Its induction programme is designed to familiarise incoming directors with the group's operations, business environment and sustainability issues relevant to its business. It includes guidance regarding the responsibilities, powers and potential liabilities of a director, as well as operational aspects specific to the group. The group company secretary assists in this process where appropriate. There were no changes made to the board during the year under review.

BOARD EVALUATION

Formal evaluations of the performance of the board, its committees and individual directors were carried out during the year. The evaluation process included an appraisal of the chairperson of the board. The performance of the chief executive officer was also formally evaluated. The directors are aware of the need to convey to the chairperson of the board any concerns that they may have in respect of the performance of the conduct of their peers or the board as a whole. The results of this year's assessments were reviewed by the board and considered to be satisfactory. Performance evaluations are taken into account prior to directors being nominated for re-election.

The board concluded after due assessment, following enquiry of and among themselves, and after discussion, that Oceana's four independent non-executive directors should be considered to be independent.

The independence of non-executive director S Pather, who has served a term of greater than nine years, has been confirmed after an independence assessment by the board. The assessment confirmed that his independence of character and judgement was not in any way affected or impaired by his length of service.

COMPANY SECRETARY EVALUATION

The group company secretary guides and advises the individual directors and the board collectively on discharging their responsibilities and duties and on matters of good governance.

The board concluded after due assessment, following a review by the remuneration and nomination committee of the group company secretary's qualifications, experience and performance, and due enquiry of and among themselves, that the group company secretary has the necessary qualification, competence and expertise and that she has maintained an arm's length relationship with the board and its directors.

RISK MANAGEMENT

Our ability to deliver on Oceana's business strategy depends on us being able to take calculated risks in a manner that does not jeopardise the interests of our stakeholders. We have to anticipate and respond to changes in the business environment and take informed decisions under conditions of uncertainty with the aim of mitigating risk exposure and optimising the potential opportunities.

Oceana has established a culture of managing existing, emerging or unpredictable risks. Various embedded processes, resources and structures are in place to address our risk management needs. These include internal audits, insurance management, information system security, compliance processes, quality management systems and a range of other line management interventions. We focus on compliance with relevant legislation to fulfil the expectations of employees, communities, shareholders and other stakeholders in terms of due care and corporate governance.

We have adopted an enterprise-wide approach to risk management, with every identified material risk included in a structured and systematic process of risk management. These are managed within a unitary framework that is aligned with the company's corporate governance responsibilities.

ROLE OF THE BOARD

The Oceana board is responsible for the governance of risk. The board charter outlines the directors' responsibilities for ensuring that an appropriate system and process of risk management is implemented and maintained. Each member of the Oceana board understands his/her accountability for risk management.

The board provides stakeholders with the assurance that material risks are properly identified, assessed, mitigated and monitored. The board maintains a formal risk policy and framework for Oceana. Recognising that stakeholders need to understand the board's standpoint on risk, this is formally reflected in the Oceana Group Risk Management Policy and Framework.

The board is responsible for overseeing the development and implementation of a risk management implementation plan aimed at the evaluation and improvement of risk management within Oceana. The board formally evaluates the effectiveness of Oceana's risk management process at year-end for disclosure purposes and to provide a basis for updating the risk management plan.

ROLE OF THE RISK COMMITTEE

While the board is responsible for the overall governance of risk, it has appointed and is assisted by the risk committee in discharging this responsibility. The committee operates in terms of a formal charter, which expresses its responsibility for the risk management process. Its duties and activities include considering the risk management policy and plan, reviewing the effectiveness of the risk management activities, identifying the key risks facing the group, and ensuring appropriate responses to address these key risks.

The committee has 10 members, as indicated on page 95. Committee members include the chief executive officer and the group's executive committee. It is chaired by an independent non-executive director. The committee meets at least twice per annum in terms of its charter. Each member of the risk committee attended the two meetings held during the year. The group's internal auditors also attend the meetings. Nothing came to the attention of the auditors which would indicate that the internal control environment within the company was not operating satisfactorily. Minutes of the proceedings of committee meetings are included in board meeting packs.

The risk committee is assisted in its duties by the risk forum, which is appointed by the chief executive officer. The forum has its own terms of reference and comprises divisional managing directors, divisional risk managers, the group strategic services director, the group human resources executive, the group financial director, and the group compliance and risk manager.

RISK MANAGEMENT PLAN

Risk committee and forum meeting agendas include a review of the group's top 10 risks for the holding company and the operating divisions, incident reports, compliance matrices and a status update on the implementation of the risk management plan.

A professionally developed risk matrix is used to determine risk appetite and risk tolerance using data and information assembled in an objective manner according to impact rating tables and likelihood criteria. The matrix determines and confirms the relative magnitude of inherent risks, as well as relevant controls to derive residual risks. These are ranked by division into top 10 and are recorded in divisional and functional risk registers, which are reviewed and interrogated quarterly by the risk forum, and biannually by the risk committee.

The group's top 10 risks are taken into consideration at the directors' annual strategic planning meeting and quarterly board meetings. Risk management issues are included in the incentive bonus criteria, where appropriate.

REPORTING MECHANISMS

The board's reporting responsibilities include reporting on the following:

- The results of the independent risk management effectiveness review conducted by the group's internal auditors.
- Progress against the risk management plan, including recommended amendments.
- The material risks facing Oceana, which include the strategic risks, the material risks per division and function, as well as potentially material emerging issues.
- Remedial actions taken and their effectiveness.
- Material incidents and associated losses, together with analyses of their causes.

The principal risks that have a material impact on Oceana's ability to create value have been identified as part of the enterprise-wide risk identification and management system. These are outlined in detail on pages 34 to 35. During the year under review, there were no specific risk incidents resulting in significant financial loss to the group or that negatively affected our stakeholders or the economic life of the communities in which we operate.

During the year the directors participated in a Risk Analysis workshop where the Board reflected on key risks facing the group and concluded that the risk register presents an accurate assessment of the risk context. The non-executive directors expressed their confidence in the group's risk management process, and their belief that the Board has applied due process in considering the risk context.

Regarding insured risks, we have comprehensive risk and control procedures in place that are an integral part of the insurance programme. The layered structure of the programme allows the group to obtain competitive rates, while still protecting it from major losses through appropriate local and offshore reinsurance and a degree of self-insurance.

The board has satisfied itself that the committee's performance in terms of its composition, mandate and effectiveness was satisfactory, and that the group's risk management processes are effective. The committee's charter was reviewed and approved in June 2014.

OUR ABILITY TO
DELIVER ON
OCEANA'S
BUSINESS
STRATEGY DEPENDS
ON US BEING
ABLE TO TAKE
CALCULATED RISKS
IN A MANNER THAT
DOES NOT
JEOPARDISE THE
INTERESTS OF OUR
STAKEHOLDERS.

REMUNERATION

REMUNERATION AND NOMINATIONS COMMITTEE

The responsibility for determining the group's remuneration philosophy and policy, as well as the remuneration of executive directors and senior management has been delegated by the board, to the remuneration and nominations committee in terms of a formally approved charter. This charter is reviewed annually. The committee recommends the remuneration of non-executive directors to the board. It also considers the composition and performance of the board, as well as succession planning for the organisation, particularly in respect of the chief executive officer, executive committee and chairman of the board.

COMPOSITION

The committee comprises five non-executive directors, three of whom are independent. It is chaired by an independent director who reports to the board on the committee's deliberations and decisions. The chief executive officer attends the committee meetings by invitation and assists with the issues under consideration, save those relating to his own remuneration. Three meetings were held during the year, with one apology received from Mr PB Matlare.

REMUNERATION PHILOSOPHY AND POLICY

The remuneration policy supports the company's HR and business strategies with the objective of aligning its reward practices to create sustainable shareholder value.

Oceana's remuneration policy is formulated to attract, retain, motivate and reward high-calibre employees. The aim is to encourage high levels of team and individual performance that are sustainable and aligned with the strategic direction and specific value drivers of the business. It is envisaged that this policy will also apply for 2015 and subsequent years, subject to ongoing review as required. Remuneration is not a standalone management process but is fully integrated into other human resource processes such as performance management and talent management.

Total reward is reviewed annually to ensure that employees who contribute to the success of the group and who have the potential to enhance group performance are remunerated in line with the market and their individual performance. Remuneration is regularly benchmarked against appropriate surveys.

It is a condition of employment for all employees to be a member of one of the group's retirement funds. Contributions to the funds are used primarily for retirement funding, and the balance for risk benefits (such as death, disability and funeral cover). Investment choice options are provided to members of the Oceana Group Pension Fund and Oceana Group Executive Provident Fund. The retirement funding contributions to the Oceana Group provident Fund are invested in a conservative balanced fund.

In the previous financial year, the group converted membership of its standalone funds (Oceana Group Pension Fund and Oceana Group Provident Fund) to an umbrella fund agreement. This reduced administration costs for members with the benefits (investment choice, group life, disability and funeral cover) generally remaining the same as they were on the in-house funds. The in-house funds are in the process of being wound down. It was anticipated that this would have been concluded during the 2014 financial year; however, it is likely that during the 2015 financial year this will be finalised.

COMPOSITION OF EXECUTIVE REMUNERATION

The remuneration (guaranteed package) of executives is determined on a total cost to company basis. This comprises a cash amount and various benefits such as retirement funding, medical aid and car allowance. Guaranteed packages are subject to annual review and are benchmarked to appropriate market data, taking into account, among other issues, the size, complexity and profitability of the company.

Individual performance and overall responsibility are also considered when setting guaranteed package levels. It is the committee's intention to target the guaranteed pay at above median levels as reflected by the relevant survey in order to attract and retain talent.

In addition to guaranteed packages, the group has both a short-term incentive scheme (incentive bonus), which requires achievement of individual performance criteria and predetermined financial targets, and a long-term incentive scheme.

SHORT-TERM INCENTIVE

The scheme offers incentives to executive directors and senior management and is based on the achievement of predetermined short-term performance targets. These targets are reviewed annually by the committee, and are based on financial performance as well as achievement of agreed strategic and individual performance objectives. These are measured through the group's performance management system.

The incentive scheme for 2014 was designed with a sliding scale of weighting determined by financial performance, with the more senior executives having a higher weighting (80%) towards financial performance and the remaining 20% based on non-financial targets.

The financial performance indicator for the short-term incentive scheme is determined with reference to a scale from 5% to 15% increase in HEPS with a stretch target set at 25% increase in HEPS. At 15% increase in HEPS the maximum bonus at executive level is 75% of total cost to company; this increases to 112,5% at the stretch target of a 25% increase in HEPS. Financial targets at group level are based on growth in HEPS and

return on net assets, while at divisional level they are based on operating profit and return on net assets. Short-term incentives are paid in cash in November following the financial year-end.

The individual performance indicator is driven through the company performance management system. This includes key strategic performance objectives, such as sustainability and transformation objectives as well as key operational and personal performance objectives.

For 2015, the incentive scheme structure is likely to be the same as the 2014 scheme.

LONG-TERM INCENTIVES

Following shareholder approval in February 2014, a new hybrid long-term incentive scheme was implemented. The purpose of this scheme is to retain, motivate and reward those senior managers who are able to influence the performance of the company and align their interests with those of the company's shareholders. A weighted combination of three elements were offered in February 2014 and would be offered on an annual basis, namely:

- Share appreciation rights
- Full value performance shares
- Full value restricted shares

The implementation of this scheme will provide better focus on, and align rewards, with performance. The three elements achieve this through combining a growth element (appreciation right), rewarding company performance (performance share) and individual performance and retention of talent (restricted share).

Share appreciation right

The share appreciation right element is in essence similar to the Phantom Share Option Scheme. This element is similarly cash-settled. Allocations are based on a (reduced) multiple of package to accommodate the offer of the other two elements. The full allocation is subject to performance criteria which stipulates the number of share appreciation rights that will vest in relation to the achievement of the financial performance targets.

The value that will be delivered to an individual on exercise will be the growth of the underlying share price above its strike price.

Vesting occurs on the third, fourth and fifth anniversary of the date of allocation, to the extent that the performance condition has been met, but exercise may be delayed until the seventh anniversary.

The other two elements of the long-term incentive are equity-settled by way of full value shares. Full value shares do not have a strike price; the full value will accrue to the individual on vesting.

Performance shares

Performance shares reward the future financial performance of the company and its share and targets were set in comparative terms. This award's vesting will be governed by Oceana's TSR (total shareholder return) performance in relation to the members of the JSE Industrial Index.

Performance shares are awarded to those individuals who can influence long-term strategic performance. They will vest on the third anniversary of their award, the number vesting being tied to the extent to which the company has met the performance criteria over the three-year period.

- If Oceana's TSR over the three-year period places it in 45th position (approx. median), then the targeted number (one third of the maximum number) of performance shares awarded will vest.
- If Oceana's TSR over the three-year period places it in 15th position (approx. upper quartile) or better, then the maximum number (three times the targeted number) of performance shares awarded will vest.
- If Oceana's TSR over the three-year period places it in 75th position (approx. lower quartile) or worse, then all performance shares awarded will be forfeited.

If Oceana's performance over the three-year period lies between any of the above points, then a prorated number of performance shares will vest. No retesting will be allowed, if any shares do not vest at the end of the three-year period, they are forfeited.

Restricted shares

Share-based retention and an opportunity to co-invest is delivered through the granting of restricted shares.

The quantum of grant is calculated with reference to the short-term incentive, ensuring a strong link to individual performance on an annual basis. A standard matching ratio based on an "on target" bonus has been defined; however, this will be applied to the actual bonus earned.

The executive committee will also be able to electively co-invest a portion of their short-term incentive in Oceana shares, which upon vesting would be matched by the company with additional shares. This co-investment is made prior to year-end, and its value once determined is converted into restricted shares and matched by the company with additional restricted shares.

All restricted shares will vest at the end of the three-year period. Although the primary link to performance of this element is driven by the short-term incentive (and the performance criteria therein), their grant may still be subject to claw-back should any unacceptable performance be subsequently identified.

REMUNERATION *continued*

Phantom Share Option Scheme

In light of the new scheme detailed above, no new grants under the Phantom Share Option Scheme have been made (the grant made in 2013 was the final grant under this scheme). The intention is that the options previously granted under this scheme will continue to vest (in line with time and performance conditions) until all options have vested and the scheme is wound down.

The options in the Phantom Share Option Scheme are “cash-settled”. Options may be exercised in tranches of one-third after three, four and five years from the date of grant and must be exercised within six years from date of grant. The cash settlement amount of an option is the difference between the volume weighted average price of an Oceana Group share on the JSE for the 30 trading days immediately prior to the exercise date, and the grant price.

All options from Grants 1 to 3 have either been exercised, or forfeited. Performance conditions were attached to the options granted from Grant 3 onwards. The performance condition (hurdle rate) attached to 50% of these grants is that the company's HEPS should increase by 3% per annum above inflation over the three-year performance period. The committee will allow retesting of the performance condition on the first and second anniversary of the end of the performance period. The target has been set with regard to the cumulative HEPS over the performance period. Grants 4, 5, 6 and 7 have met their performance condition and are now subject to time-based vesting. Grants 8 and 8b have not yet reached the performance period conclusion.

EXECUTIVE DIRECTORS' SERVICE CONTRACTS

Executive directors do not have fixed-term contracts. They have employment agreements with the company, which are subject to a three-month notice period by either party. The company may elect to pay the executive directors a cash sum in lieu of notice of termination. Executive directors retire from their positions at the age of 63.

In the event of an executive director's services being terminated for operational reasons, creating an obligation on the company to pay a severance package, there is no contractually agreed severance package and the relevant provisions of the Labour Relations Act, 66 of 1995, and Basic Conditions of Employment Act, 75 of 1997, apply. The normal contractual notice period in respect of termination of the employment contract applies and it is not included in severance compensation calculations.

SUCCESSION PLANNING

A succession plan for executives, senior management and critical skill positions is reviewed annually as part of the group's talent management process. Included in this process is the succession discussion for the chairman of the board. This is reviewed and agreed by the committee. The purpose of the plan is to ensure that succession is in place, and also to develop potentially suitable candidates for future placement. There is continuing focus on retention of key and critical skills in the business.

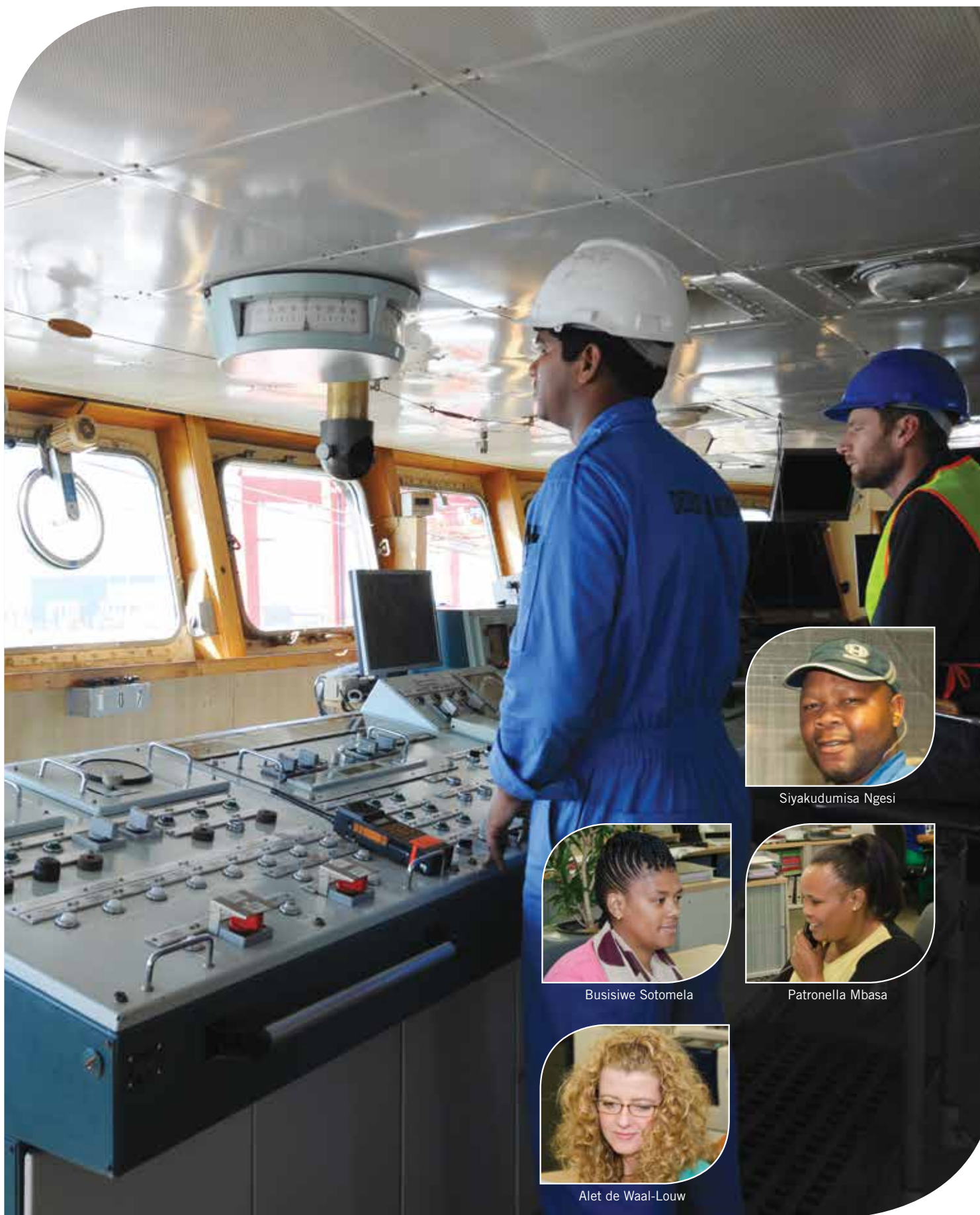
REMUNERATION DISCLOSURE

Remuneration of executive directors is set out in the full AFS. The gain on exercise of share options is made in the period during which the directors dispose of shares. Therefore, the gain is not related to the performance of the company in the 2014 financial year.

NON-EXECUTIVE DIRECTORS' REMUNERATION

Non-executive directors' fees are paid in respect of membership of the Oceana Group board, and those serving on board committees are also remunerated for work done in that capacity. Remuneration is paid on an annual retainer basis to account for the responsibilities borne by the directors throughout the year. An attendance fee for formal meetings is not considered necessary, as the attendance record at meetings is considered satisfactory. An hourly rate for extraordinary work is in place (none paid in 2014) and ad hoc expenses are reimbursed as required. These fees are reviewed annually and proposed adjustments are tabled by the chief executive officer for review by the committee. The board then considers the fees and makes a recommendation to shareholders for approval at the annual general meeting.

The non-executive directors' fees are detailed in the full AFS. Non-executive directors do not qualify for share options nor do they participate in the incentive bonus scheme.



Siyakudumisa Ngesi



Busisiwe Sotomela



Patronella Mbasa



Alet de Waal-Louw

SOCIAL, ETHICS AND TRANSFORMATION

REPORT TO SHAREHOLDERS

The social, ethics and transformation committee (the “committee”) has in the three years since its establishment diligently carried out its mandate and statutory obligation to direct and oversee the company’s activities as they relate to social and economic development; good corporate citizenship; the environment, health and safety; and labour and employment. The committee’s charter requires a minimum of two meetings per year, which were duly held and fully attended by all members.

COMPOSITION OF THE COMMITTEE

The committee is chaired by NV Simamane, who is an independent non-executive director. Committee members are as follows:

COMMITTEE MEMBERS

NV Simamane (Chairman)	Independent non-executive director
ABA Conrad	Executive director (Group Strategic Services)
F Kuttel	Chief executive officer
TJ Tapela	Non-executive director

The group company secretary acts as the secretary of the committee.

THE COMMITTEE CHARTER AND WORK PLAN

The board approved the committee charter and work plan, which details the role, responsibilities and mandate of the committee.

COMMITTEE SELF-ASSESSMENT

The committee assessed its performance and effectiveness and reported the results of this self-assessment to the board for its consideration. The board reviewed the self-assessment results in November 2014 and found the results to be satisfactory. The committee chairman updates the board bi-annually on the work done by the committee.

THE COMMITTEE’S ROLE AND RESPONSIBILITIES

Role

The committee has an independent role with accountability to the board. The committee does not assume the functions of management, which remain the responsibility of the executive directors, officers and other members of senior management.

The overall role of the committee is to assist the board with the oversight of social, ethical and transformation matters relating to the company.

Responsibilities

The committee performs all the functions as is necessary to fulfil its role as stated above, including its statutory duties.

In fulfilling its statutory duties and performing its functions as delegated by the board, the committee considers and evaluates the sustainability of the group with reference to the company’s:

- ethical culture and values;
- approach to compliance;
- commitment to transformation and B-BBEE;
- safety record and environmental policy;
- labour relations; and
- corporate citizenship.

In fulfilling its functions, the committee has received and reviewed reports on:

- Human Rights practices within the company
- There have been no incidents of human rights abuses declared against the company in the year under review.
- Labour and employment practices.

The committee reviewed the employee headcount with a focus on fixed-term contractors and temporary labour, progress of employment initiatives undertaken during the year, developments regarding wage negotiations, employment equity reporting, skills development reporting and legislative updates.

- Transformation

The committee reviewed the company’s performance against the dti’s B-BBEE scorecard relating to ownership, management control, employment equity, skills development, preferential procurement, enterprise development and socio-economic development, as well as the results of the annual independent B-BBEE audit. The committee also received reports on the Oceana Empowerment Trust (“the Trust”) early payout project and the Trust’s advocacy programme.

- Corporate Social Investment (“CSI”)

The company’s CSI expenditure and its progress against planned initiatives during the year was assessed and found to be satisfactory.

- Anti-corruption, ethics and compliance

During the year the committee received various reports on ethics and compliance. All eligible new employees continue to undergo comprehensive training on Competition Law. Additionally all eligible employees received and completed training on the Anti-bribery and corruption policy and related legislation, as well as training on Oceana's Code of Business Conduct and Ethics and the Compliance Policy.

- Environment, Health and Public Safety

The environmental policy was reviewed and recommended to the board for approval. Annual progress against agreed targets for key environmental initiatives, the company's participation in external accreditation surveys and the results of health and safety and environmental audits of company sites and vessels were reviewed and found to be satisfactory. The committee also received an update on product stewardship and public safety issues.

- Customer Relationships

The committee received and reviewed reports on the company's advertising and public relations activities and stakeholder relations.

The company's Sustainable Development Report which reflects more detail relating to the company's activities can be found on the company's website.



REPORT TO SHAREHOLDERS

The committee has reviewed and was satisfied with the content in the integrated report that is relevant to the activities and responsibilities of the committee.

The agenda for the company's annual general meeting to be held on 12 February 2015 includes a report by the committee chairman to shareholders.

6

CONDENSED GROUP FINANCIAL STATEMENTS

Statement of comprehensive income	106
Statement of financial position	107
Statement of changes in equity	108
Statement of cash flows	109
Notes to the condensed financial statements	110





OCEANA NEPTUNE

LUCKY STAR

LUCKY STAR

YELLO MARINE
GENERAL SERVICES

STATEMENT OF COMPREHENSIVE INCOME for the year ended 30 September 2014

	Notes	Audited Year ended 30 Sept 2014 R'000	Audited* Year ended 30 Sept 2013 R'000	Change %
REVENUE		5 039 134	4 701 224	7
Cost of sales		3 062 606	2 833 604	8
Gross profit		1 976 528	1 867 620	6
Sales and distribution expenditure		500 320	458 384	9
Marketing expenditure		57 804	63 489	(9)
Overhead expenditure		599 358	675 526	(11)
Net foreign exchange gain		(37 196)	(43 292)	(14)
OPERATING PROFIT BEFORE JOINT VENTURE INCOME		856 242	713 513	20
Joint venture income		23 324	30 046	(22)
OPERATING PROFIT		879 566	743 559	18
Investment income		13 273	16 451	(19)
Interest paid		(17 102)	(7 485)	128
PROFIT BEFORE TAXATION		875 737	752 525	16
Taxation		266 818	228 135	17
PROFIT AFTER TAXATION		608 919	524 390	16
OTHER COMPREHENSIVE INCOME				
<i>Items that may be re-classified subsequently to profit or loss</i>				
Movement on foreign currency translation reserve		6 205	6 223	
Movement on cash flow hedging reserve		(7 346)	8 787	
OTHER COMPREHENSIVE INCOME, NET OF TAXATION		(1 141)	15 010	
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		607 778	539 400	13
PROFIT AFTER TAXATION ATTRIBUTABLE TO:				
Shareholders of Oceana Group Limited		573 931	491 016	17
Non-controlling interests		34 988	33 374	5
		608 919	524 390	16
TOTAL COMPREHENSIVE INCOME ATTRIBUTABLE TO:				
Shareholders of Oceana Group Limited		572 790	506 026	13
Non-controlling interests		34 988	33 374	5
		607 778	539 400	13
Weighted average number of shares on which earnings per share is based ('000)	7	100 400	100 302	
Adjusted weighted average number of shares on which diluted earnings per share is based ('000)		111 009	110 402	
EARNINGS PER SHARE (CENTS)				
– Basic		571,6	489,5	17
– Diluted		517,0	444,8	16
DIVIDENDS PER SHARE (CENTS)		377,0	322,0	17
HEADLINE EARNINGS PER SHARE (CENTS)				
– Basic		565,0	487,9	16
– Diluted		511,0	443,2	15

STATEMENT OF FINANCIAL POSITION
at 30 September 2014

	Audited 30 Sept 2014 R'000	Audited* 30 Sept 2013 R'000	Audited* 30 Sept 2012 R'000
ASSETS			
NON-CURRENT ASSETS	859 640	814 277	753 728
Property, plant and equipment	512 342	458 200	422 105
Intangible assets	97 625	102 802	88 638
Deferred taxation	24 119	28 502	21 849
Investments and loans	225 554	224 773	221 136
CURRENT ASSETS	2 115 657	2 019 292	1 766 292
Inventories	838 615	1 213 169	703 127
Accounts receivable	933 039	694 920	790 293
Cash and cash equivalents	344 003	111 203	272 872
TOTAL ASSETS	2 975 297	2 833 569	2 520 020
EQUITY AND LIABILITIES			
CAPITAL AND RESERVES	1 746 906	1 789 371	1 633 242
Share capital and premium	35 245	33 770	30 692
Foreign currency translation reserve	11 708	5 503	(720)
Capital redemption reserve	130	130	130
Cash flow hedging reserve	1 842	9 188	401
Share-based payment reserve	65 202	59 337	57 144
Distributable reserves	1 563 243	1 620 682	1 496 893
Interest of own shareholders	1 677 370	1 728 610	1 584 540
Non-controlling interests	69 536	60 761	48 702
NON-CURRENT LIABILITIES	439 403	180 577	137 796
Liability for share-based payments	81 888	143 891	97 427
Long-term loan	300 000		
Deferred taxation	58 215	36 686	40 369
CURRENT LIABILITIES	788 988	863 621	748 982
Accounts payable and provisions	788 988	606 621	748 982
Bank overdrafts		257 000	
TOTAL EQUITY AND LIABILITIES	2 975 297	2 833 569	2 520 020
Number of shares in issue net of treasury shares ('000)	100 512	100 416	
Net asset value per ordinary share (cents)	1 669	1 721	
Total liabilities excluding deferred taxation: Total equity (%)	67	56	
Total borrowings: Total equity (%)	17	14	

STATEMENT OF CHANGES IN EQUITY

for the year ended 30 September 2014

	Audited Year ended 30 Sept 2014 R'000	Audited* Year ended 30 Sept 2013 R'000
Balance at the beginning of the year	1 789 371	1 633 242
Total comprehensive income for the year	607 778	539 400
Profit after taxation	608 919	524 390
Movement on foreign currency translation reserve	6 205	6 223
Movement on cash flow hedging reserve	(7 346)	8 787
Shares issued	195	1 365
Movement in treasury shares held by share trusts	1 280	1 713
Recognition of share-based payments	5 875	2 211
Loss on sale of treasury shares	(189)	(470)
Acquisition of additional shares in subsidiary		(7 158)
Distribution to Oceana Empowerment Trust beneficiaries	(291 524)	
Dividends paid	(365 880)	(380 932)
BALANCE AT THE END OF THE YEAR	1 746 906	1 789 371
Comprising:		
Share capital and premium	35 245	33 770
Foreign currency translation reserve	11 708	5 503
Capital redemption reserve	130	130
Cash flow hedging reserve	1 842	9 188
Share-based payment reserve	65 202	59 337
Distributable reserve	1 563 243	1 620 682
Non-controlling interests	69 536	60 761
BALANCE AT THE END OF THE YEAR	1 746 906	1 789 371

STATEMENT OF CASH FLOWS
for the year ended 30 September 2014

	Notes	Audited Year ended 30 Sept 2014 R'000	Audited* Year ended 30 Sept 2013 R'000
CASH FLOWS FROM OPERATING ACTIVITIES			
Operating profit before joint venture income		856 242	713 513
Adjustment for non-cash and other items		56 335	148 692
CASH OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES		912 577	862 205
Working capital changes		325 800	(468 732)
CASH GENERATED FROM OPERATIONS		1 238 377	393 473
Investment income received		24 476	9 886
Interest paid		(17 102)	(7 485)
Taxation paid		(264 090)	(317 873)
Distribution to Oceana Empowerment Trust beneficiaries		(291 524)	
Dividends paid		(365 880)	(380 932)
CASH INFLOW/(OUTFLOW) FROM OPERATING ACTIVITIES		324 257	(302 931)
CASH OUTFLOW FROM INVESTING ACTIVITIES			
Capital expenditure		(163 386)	(127 172)
Proceeds on disposal of property, plant and equipment		990	3 800
Acquisition of businesses	7		(10 450)
Acquisition of additional shares in subsidiary			(7 158)
Acquisition of fishing rights			(26 695)
Repayment received on preference shares		8 573	39 377
Net movement on loans and advances		6 172	(5 848)
Loss of control over subsidiary	8		3 490
Disposal/(acquisition) of joint venture		268	(27)
Proceeds on disposal of fishing right			2 418
CASH INFLOW FROM FINANCING ACTIVITIES		310 471	10 908
Proceeds from issue of share capital		1 286	2 608
Long-term loan raised		300 000	
Short-term borrowings raised		9 185	8 300
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS		487 345	(420 288)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR		(145 797)	272 872
Effect of exchange rate changes		2 455	1 619
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR		344 003	(145 797)

NOTES TO THE CONDENSED FINANCIAL STATEMENTS

for the year ended 30 September 2014

1. BASIS OF PREPARATION

The summarised consolidated financial statements are prepared in accordance with the requirements of the JSE Limited Listings Requirements for preliminary reports, and the requirements of the Companies Act, 71 of 2008, applicable to summary financial statements. The Listings Requirements require preliminary reports 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 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 International Financial Reporting Standards and are consistent with those accounting policies applied in the preparation of the previous consolidated annual financial statements except for the adoption of IFRS 10 – Consolidated Financial Statements, IFRS 11 – Joint Arrangements, IFRS 12 – Disclosure of Interests in Other Entities, IAS 27 – Separate Financial Statements and IAS 28 – Investment in Associates and Joint Ventures during the period under review. The group previously accounted for joint ventures using the proportionate consolidation method. The group has applied IFRS 11 retrospectively in accordance with the transitional provisions and the 2013 results and 2012 statement of financial position have been restated accordingly.

The summarised financial information was prepared under the supervision of the group financial director, I Soomra CA(SA).

The auditors, Deloitte & Touche, have issued their unmodified audit opinion on the consolidated financial statements for the year ended 30 September 2014. The audit was conducted in accordance with International Standards on Auditing. These preliminary summarised financial statements have been derived from the consolidated financial statements, with which they are consistent in all material respects. These preliminary summarised financial statements have been audited by the company's auditors who have issued an unmodified opinion. Copies of the audit reports are available for inspection at the company's registered office. The audit report does not necessarily cover all the information contained in this announcement. Shareholders are therefore advised that in order to obtain a full understanding of the nature of the auditor's work they should obtain a copy of that report together with the accompanying financial information from the company's website or from the registered office of the company.

Any reference to future financial performance included in this announcement has not been reviewed or reported on by the company's auditors.

2. EFFECT OF RESTATEMENT OF PRIOR PERIODS

The adoption of IFRS 11 has resulted in the restatement of certain financial statement line items for the prior periods disclosed. This restatement did not have a material impact on the net asset value of the group.

3. SEGMENTAL RESULTS

An operating segment report is included on page 45.

	Audited Year ended 30 Sept 2014 R'000	Audited* Year ended 30 Sept 2013 R'000
4. DETERMINATION OF HEADLINE EARNINGS		
Profit after taxation attributable to shareholders of Oceana Group Limited	573 931	491 016
ADJUSTED FOR:		
Compensation from third party for property, plant and equipment impaired	(11 370)	
Headline earnings adjustments – joint ventures	2 141	
Net surplus on disposal of property, plant and equipment and intangible assets	(192)	(2 351)
Surplus on disposal of joint venture	(268)	
Total tax effect of adjustments	2 996	660
Headline earnings for the year	567 238	489 325

	Audited Year ended 30 Sept 2014 R'000	Audited* Year ended 30 Sept 2013 R'000
5. DIVIDENDS		
Estimated dividend declared after reporting date	272 389	222 951
Dividend on shares issued prior to last day to trade		
Actual dividend declared after reporting date		222 951
6. SUPPLEMENTARY INFORMATION		
Amortisation	22 421	15 175
Depreciation	91 202	87 193
Operating lease charges	54 454	53 226
Share-based expenses	25 100	154 734
Cash-settled compensation scheme	19 225	152 523
Equity-settled compensation scheme	2 379	
Oceana Empowerment Trust	3 496	2 211
Capital expenditure	163 386	127 172
Expansion	24 592	23 182
Replacement	138 794	103 990
Budgeted capital commitments	327 397	212 870
Contracted	22 479	40 809
Not contracted	304 918	172 061
	Number of shares '000	Number of shares '000
7. ELIMINATION OF TREASURY SHARES		
Weighted average number of shares in issue	119 526	119 451
Less: Weighted average treasury shares held by share trusts	(14 032)	(14 055)
Less: Weighted average treasury shares held by subsidiary company	(5 094)	(5 094)
Weighted average number of shares on which earnings per share and headline earnings per share are based	100 400	100 302
	Audited Year ended 30 Sept 2014 R'000	Audited* Year ended 30 Sept 2013 R'000
8. ACQUISITION OF BUSINESSES		
Contingent purchase consideration		(10 450)
Cash movement on acquisition of businesses		(10 450)

Note

* Prior period disclosure has been restated to account for the adoption of new and revised accounting standards.

NOTES TO THE CONDENSED FINANCIAL STATEMENTS *continued* for the year ended 30 September 2014

9. REDUCTION OF INTEREST IN SUBSIDIARY

With effect from 31 January 2013, the group's interest in Oceana International Limited reduced from 100% to 50% through the issue of new shares to an outside party. Oceana International has been equity accounted since the change in shareholding.

10. FOODCORP ACQUISITION

Further to the announcement released on the Stock Exchange News Service of the JSE on 8 May 2014 in respect of Oceana's acquisition of the fishing interests of Foodcorp Proprietary Limited ("Foodcorp"), as at 6 November 2014 a decision by the Competition Appeal Court was still pending.

11. EVENTS AFTER THE REPORTING DATE

No events occurred subsequent to the reporting date that may have an impact on the group's and company's reported financial position at 30 September 2014, or that require separate disclosure.

CASH DIVIDEND DECLARATION

Notice is hereby given of dividend number 142. A gross final dividend amounting to 271 cents per share, in respect of the year ended 30 September 2014, was declared on Thursday, 6 November 2014, out of current earnings. Where applicable the deduction of dividends withholding tax at a rate of 15% will result in a net dividend amounting to 230,35 cents per share.

The company has no credits available in respect of secondary tax on companies.

The number of ordinary shares in issue at the date of this declaration is 119 526 157. The company's tax reference number is 9675/139/71/2. Relevant dates are as follows:

Last day to trade cum dividend	Friday, 9 January 2015
Commence trading ex dividend	Monday, 12 January 2015
Record date	Friday, 16 January 2015
Dividend payable	Monday, 19 January 2015

Share certificates may not be dematerialised or rematerialised between Monday, 12 January 2015 and Friday, 16 January 2015, both dates inclusive.

7

SHAREHOLDER INFORMATION

Shareholder analysis	114
Notice of annual general meeting	115
Form of proxy	121
Corporate information and advisors	125
Glossary	126
Administration	IBC
Shareholders' diary	IBC



SHAREHOLDER ANALYSIS at 30 September 2014

SHAREHOLDER SPREAD	Number of shareholders	%	Number of shares	%
1 – 1 000 shares	1 118	62,1	476 644	0,4
1 001 – 10 000 shares	499	27,7	1 714 709	1,4
10 001 – 100 000 shares	131	7,3	4 541 024	3,8
100 001 – 1 000 000 shares	43	2,4	13 982 124	11,7
1 000 001 shares and over	9	0,5	98 811 656	82,7
	1 800	100,0	119 526 157	100,0

DISTRIBUTION OF SHAREHOLDERS

Banks	25	1,4	4 817 847	4,0
Brokers	20	1,1	433 679	0,4
Close corporations	21	1,2	40 414	0,0
Empowerment	1	0,1	20 096 755	16,8
Individuals	1 321	73,4	2 684 626	2,3
Insurance companies	8	0,4	672 472	0,6
Investment companies	10	0,6	373 414	0,3
Mutual funds	72	4,0	11 037 330	9,2
Nominees and trusts	202	11,2	509 083	0,4
Other corporate bodies	14	0,8	175 214	0,2
Pension funds	53	2,9	9 152 207	7,7
Private companies	47	2,6	403 444	0,3
Public companies	3	0,2	50 115 887	41,9
Treasury shares held by share trusts	2	0,1	13 919 435	11,6
Treasury shares held by subsidiary	1	0,0	5 094 350	4,3
	1 800	100,0	119 526 157	100,0

SHAREHOLDER TYPE

Non-public shareholders	49	2,8	89 543 917	74,9
Directors and employees	44	2,4	334 500	0,3
Treasury shares held by share trusts	2	0,1	13 919 435	11,6
Treasury shares held by subsidiary	1	0,1	5 094 350	4,3
Empowerment	1	0,1	20 096 755	16,8
Other holdings greater than 10%	1	0,1	50 098 877	41,9
Public shareholders	1 751	97,2	29 982 240	25,1
	1 800	100,0	119 526 157	100,0

SHAREHOLDERS HOLDING IN EXCESS OF 5%

Tiger Brands Limited	50 098 877	41,9
Brimstone Investment Corporation Limited	20 096 755	16,8
Oceana Empowerment Trust	13 902 935	11,6
Government Employees Pension Fund	6 702 690	5,6

NOTICE OF ANNUAL GENERAL MEETING

Oceana Group Limited

(Incorporated in the Republic of South Africa)

(Registration number: 1939/001730/06)

JSE Share code: OCE

NSX Share code: OCG

ISIN: ZAE000025284

("the Company")

Notice is hereby given that the 97th annual general meeting ("Annual General Meeting") of the shareholders of the Company ("Shareholders") for the year ended 30 September 2014 will be held at 7th Floor, Oceana House, 25 Jan Smuts Street, Foreshore, Cape Town, 8001, on Thursday, 12 February 2015, at 14:00 to consider the matters, and proposed resolutions (with or without modification), set out below. Registration will start at 13:15. This notice of Annual General Meeting ("Notice") is available in English at the registered office of the Company at the 9th Floor, Oceana House, 25 Jan Smuts Street, Foreshore, Cape Town.

ELECTRONIC PARTICIPATION IN THE ANNUAL GENERAL MEETING

The Company intends to make provision for Shareholders or their proxies, to participate in the Annual General Meeting by way of electronic communication. In this regard, the Company intends making telephonic facilities available at the office of Commercial Cold Storage Proprietary Limited, 10 Merino Avenue, City Deep, Extension 1, Johannesburg, which will be linked by telephonic access to the venue of the Annual General Meeting in Cape Town at the above address.

Should you wish to participate in the Annual General Meeting by way of electronic communication as aforesaid, you, or your proxy, will be required to attend at the abovementioned location arranged by the Company in Johannesburg at the time and on the date of the Annual General Meeting. The Johannesburg location will be linked to the venue in Cape Town by telephonic access on the date of, and from the time of commencement of, the Annual General Meeting. Telephonic access will enable all persons who are present at either of these venues to participate electronically in the Annual General Meeting in this manner and to communicate concurrently with each other without an intermediary, and to participate reasonably effectively in the Annual General Meeting.

The cost of the telephone facilities described will be for the account of the Company.

IDENTIFICATION

Section 63(1) of the Companies Act, 71 of 2008, as amended (the "Companies Act") requires that a person wishing to participate in the Annual General Meeting (including any representative or proxy) must provide satisfactory identification (such as identity documents, driver's licences or passports) before they may attend or participate in the Annual General Meeting.

MEMORANDUM OF INCORPORATION

Any reference in this Notice to the term "MOI" refers to the Company's existing memorandum of incorporation approved at the annual general meeting held on 14 February 2013.

The board of directors of the Company ("the Board" or "Directors") has determined that the record date for the purpose of determining which Shareholders are entitled to receive the Notice is Friday, 5 December 2014, and the record date for purposes of determining which Shareholders are entitled to participate in and vote at the Annual General Meeting is Friday, 6 February 2015. Accordingly, only Shareholders who are registered in the register of members of the Company on Friday, 6 February 2015, will be entitled to participate in and vote at the Annual General Meeting.

Each of the ordinary and special resolutions set out below may be proposed and passed, with or without modification, at the Annual General Meeting or at any postponement or adjournment of the Annual General Meeting.

The purpose of the Annual General Meeting is for the following business to be transacted and to consider and, if deemed fit, to pass the resolutions set out below:

1. To present the audited consolidated annual financial statements of the Company and its subsidiaries ("the Group") (referred to below as the "AFS"), the directors' report, the audit committee report and the social, ethics and transformation committee report of the Company and the Group for the year ended 30 September 2014.

The AFS, directors' report and the audit committee report form part of the Oceana Group Limited Annual Financial Statements 2014 which can be viewed on the Company's website. A Shareholder who wishes to receive a printed copy of the AFS should contact the Company's transfer secretaries. A copy of the complete AFS will be presented at the Annual General Meeting.

In terms of section 61(8)(a) and regulation 43(5)(c) of the Companies Act, the Company must present the audit committee report, the directors' report and the social, ethics and transformation committee report at the Annual General Meeting. The directors' report and the audit committee report are set out on pages 4 to 5 of the AFS, available at <http://oceana-integratedreport.co.za/group-financialstatements>. The social, ethics and transformation committee report is set out on page 102 of the integrated report of which this Notice forms part.

2. In terms of article 20.3 of the Company's MOI the following Directors of the Company, namely ZBM Bassa, MA Brey, S Pather and NV Simamane retire by rotation and, being eligible, offer themselves for re-election.

Ordinary resolution numbers 1.1 to 1.4: Re-election of Directors

Accordingly, Shareholders are requested to consider and, if deemed fit, to elect the Directors named above by way of passing the separate ordinary resolutions set out below:

2.1. Ordinary resolution number 1.1: Election of Zarina Bibi Mahomed Bassa as Director

"Resolved that ZBM Bassa who retires by rotation in terms of article 20.3 of the Company's MOI, and, being eligible, be and is hereby re-elected as a director of the Company."



NOTICE OF ANNUAL GENERAL MEETING *continued*

2.2. Ordinary resolution number 1.2: Election of Mustaq Ahmed Brey as Director

“Resolved that MA Brey who retires by rotation in terms of article 20.3 of the Company’s MOI, and, being eligible, be and is hereby re-elected as a director of the Company.”

2.3. Ordinary resolution number 1.3: Election of Saamsodein Pather as Director

“Resolved that S Pather who retires by rotation in terms of article 20.3 of the Company’s MOI, and, being eligible, be and is hereby re-elected as a director of the Company.”

2.4. Ordinary resolution number 1.4: Election of Nomahlubi Victoria Simamane as Director

“Resolved that NV Simamane who retires by rotation in terms of article 20.3 of the Company’s MOI, and, being eligible, be and is hereby re-elected as a director of the Company.”

Reason for and effect of ordinary resolutions numbers 1.1 to 1.4

Each Director who retires by rotation is eligible for re-election at the Annual General Meeting in terms of section 61(8)(b) of the Companies Act, read with article 20.3 of the Company’s MOI. The re-election will be conducted by a series of votes, each of which is on the candidacy of a single individual to fill a single vacancy, as required under section 68(2) of the Companies Act. Brief curricula vitae of the candidates for re-election as Directors are presented on page 86 and 87 of the integrated report which accompanies this Notice. The effect of passing the above ordinary resolutions will be to elect the persons concerned to the Board with effect from the date of the Annual General Meeting.

3. To re-appoint Deloitte & Touche as the independent auditor of the Company for the ensuing financial year.

Ordinary resolution number 2: To reappoint Deloitte & Touche as auditor

“Resolved that Deloitte & Touche is hereby reappointed as the auditor of the Company for the ensuing financial year until the date of the next annual general meeting, with Mr Geoffrey Fortuin, a registered auditor and member of the firm as the partner responsible for the supervision and direction of the audit.”

Reason for and effect of ordinary resolution number 2

In compliance with section 90(1) of the Companies Act, a public company must each year, at its annual general meeting, appoint an auditor. The audit committee has recommended the reappointment of Deloitte & Touche as auditor of the Company. Section 94(9) of the Companies Act entitles a company to appoint an auditor at its annual general meeting, other than one nominated by the audit committee, but if such an auditor is appointed, the appointment is valid only if the audit committee is satisfied that the proposed auditor is independent of the Company.

The effect of passing of this resolution will be to appoint Deloitte & Touche as the Company’s auditor until the date of the next annual general meeting.

4. To elect an audit committee to conduct the duties and responsibilities as outlined in section 94(7) of the Companies Act.

Ordinary resolution numbers 3.1 to 3.3: Election of audit committee

4.1 Ordinary resolution number 3.1: Election of Zarina Bibi Mahomed Bassa as a member of the audit committee

“Resolved that ZBM Bassa be and is hereby elected as a member of the audit committee of the Company, subject to her being re-elected as a director of the Company.”

4.2 Ordinary resolution number 3.2: Election of Peter Gerard de Beyer as a member of the audit committee

“Resolved that PG de Beyer be and is hereby elected as a member of the audit committee of the Company.”

4.3 Ordinary resolution number 3.3: Election of Saamsodein Pather as a member of the audit committee

“Resolved that S Pather be and is hereby elected as a member of the audit committee of the Company, subject to him being re-elected as a director of the Company.”

Reason for and effect of ordinary resolutions numbers 3.1 to 3.3

Section 94(2) of the Companies Act requires a public company, at each annual general meeting, to elect an audit committee comprising at least three members unless (i) the company is a subsidiary of another company that has an audit committee and (ii) the audit committee of that other company will perform the functions required under section 94 on behalf of the subsidiary company.

Section 94(4)(a) of the Companies Act requires, among other things, that each member of the audit committee must be a director of the Company. Brief curricula vitae of the candidates for election to the audit committee are presented on page 86 and 87 of the integrated report which accompanies this Notice.

The effect of passing these resolutions will be to elect the above persons as members of the Company’s audit committee.

5. Non-binding advisory vote on the remuneration policy of the Company:

Non-binding advisory vote: Approval of remuneration policy

“Resolved as a non-binding advisory vote that the remuneration policy of the Company, as set out on page 98 of the integrated report accompanying this Notice, be and is hereby endorsed through a non-binding advisory vote as recommended in terms of the King Code of Governance for South Africa 2009.”

Reason for and effect of non-binding advisory vote

In terms of principle 2.27 of the King Code of Governance for South Africa 2009, the Company’s remuneration policy should be tabled to the Shareholders for a non-binding advisory vote at the Annual General Meeting. Accordingly, the Shareholders are requested to endorse the Company’s remuneration policy by way of a non-binding advisory vote in the same manner as an ordinary resolution.

6. Financial assistance to related or inter-related companies and others

Special resolution number 1: Financial assistance to related or inter-related companies and others

“In terms of, and subject to, the provisions of section 45 of the Companies Act, the Shareholders hereby approve, as a general approval (subject to the requirements of the Company’s MOI, the Companies Act and the Listings Requirements of the JSE Limited (“JSE Listings Requirements”) from time to time), and subject to compliance with section 45 of the Companies Act, at any time and from time to time, during the period of 2 (two) years commencing on the date of this special resolution, the provision by the Company of any direct or indirect financial assistance contemplated in the Companies Act to a director or prescribed officer of the Company or of a related or inter-related company, or to any 1 (one) or more related or inter-related companies or corporations, or to a member of a related company or corporation and/or to any persons related or inter-related to any such companies, corporations, directors, prescribed officers or members, on such terms and conditions as the Board, or any one or more persons authorised by the Board from time to time for such purpose, deems fit, in the form, nature and extent and for the amounts, that the Board, or any 1 (one) or more persons authorised by the Board from time to time for such purpose, may determine from time to time.”

Reason for and effect of special resolution number 1

The reason for special resolution number 1 is to obtain approval from the Shareholders so as to enable the Company to provide financial assistance, when the need arises, in accordance with the provisions of section 45 of the Companies Act. The effect of special resolution number 1 is that the Company will have the necessary authority to provide such financial assistance to a director or prescribed officer of the Company or of a related or inter-related company, or to any 1 (one) or more related or inter-related companies or corporations, or to a member of a related or inter-related company or corporation and/or to any persons related to any such companies, corporations, directors, prescribed officers or members, as contemplated in special resolution number 1 as and when required to do so. The Board undertakes that, insofar as the Companies Act requires, it will not adopt a resolution to authorise such financial assistance, unless the Directors are satisfied that (i) immediately after providing such financial assistance, the Company will satisfy the solvency and liquidity test as referred to in section 45(3)(b)(i) of the Companies Act, and that (ii) the terms under which such financial assistance is to be given are fair and reasonable to the Company as referred to in section 45(3)(b)(ii) of the Companies Act.

7. Non-executive directors’ remuneration

Special resolution number 2: Remuneration of non-executive Directors

“Resolved that the annual remuneration of the non-executive Directors of the Company in their capacity as Directors for the period 1 October 2014 to 30 September 2015 as reflected below, be and is hereby approved.

	R
As chairman of the Board	553 500
As lead independent Director	261 500
As a member of the Board	194 250
As chairman of the audit committee	153 250
As a member of the audit committee	76 500
As chairman of the remuneration and nominations committee	104 750
As a member of the remuneration and nominations committee	63 250
As chairman of the risk committee	104 750
As a member of the risk committee	63 250
As chairman of the social, ethics and transformation committee	104 750
As a member of the social, ethics and transformation committee	63 250

and in addition that non-executive Directors be paid an amount of R2 000 (two thousand rand) per hour, in respect of work performed by them as required by extraordinary circumstances, provided that payment in respect of any such additional work is approved by the Company’s remuneration and nominations committee and the chief executive officer.”

Reason for and effect of special resolution number 2

The reason for and effect of special resolution number 2 is to approve the annual remuneration of the non-executive Directors of the Company to be paid for their services in their capacity as Directors only and their rate of remuneration for ad hoc services in extraordinary circumstances, in accordance with section 66(9) of the Companies Act, for the year ending 30 September 2015.

8. General authority to repurchase shares

Special resolution number 3: General authority to repurchase shares

“Resolved that the Company hereby approves, as a general approval for purposes of section 48 of the Companies Act, the acquisition by the Company or any of its subsidiaries from time to time, of the issued shares of the Company, upon such terms and conditions and in such amounts as the Directors may from time to time determine, but subject to the Company’s MOI, the provisions of the Companies Act and the JSE Listings Requirements as presently constituted and which may be amended from time to time, and provided that the Company and its subsidiaries shall only be authorised to make a general repurchase of shares on such terms and conditions as the Board may deem fit, provided that the following JSE Listings Requirements (as they may be amended from time to time) are met:

- 8.1 any such acquisition of shares shall be effected through the order book operated by the JSE trading system and done without any prior understanding or arrangement between the Company and the counterparty;

NOTICE OF ANNUAL GENERAL MEETING *continued*

- 8.2 any such repurchase of ordinary shares is authorised by the Company's MOI;
- 8.3 at any point in time, the Company may only appoint one agent to effect any repurchase(s) on its behalf;
- 8.4 this general authority shall only be valid until the Company's next annual general meeting, provided that it shall not extend beyond 15 (fifteen) months from the date of passing of this special resolution;
- 8.5 a paid press announcement containing full details of the acquisitions will be published not later than 08:30 on the business day following the date on which the Company and/or its subsidiaries have acquired shares constituting, on a cumulative basis, 3% (three per cent) of the number of shares of that class in issue at the time of granting of this general authority, and for each 3% (three per cent) in aggregate of the initial number of that class acquired thereafter;
- 8.6 acquisitions by the Company of shares in the share capital of the Company may not, in the aggregate, exceed in any one financial year 20% (twenty per cent) of the Company's issued share capital or where such acquisitions relate to acquisition/s of shares in the share capital of the Company by a subsidiary/ies not more than 10% (ten per cent) of the Company's issued share capital, in aggregate, held by or for the benefit of the Company's subsidiaries;
- 8.7 in determining the price at which the Company's shares are acquired by the Company or its subsidiaries in terms of this general authority, the maximum price at which such shares may be acquired may not be greater than 10% (ten per cent) above the weighted average of the market price at which such shares are traded on the JSE, as determined over the 5 (five) business days immediately preceding the date of the acquisition of such shares by the Company or its subsidiaries;
- 8.8 the Company and/or its subsidiaries are not acquiring shares during a prohibited period as defined in paragraph 3.67 of the JSE Listings Requirements unless they have in place a repurchase programme where the dates and quantities of shares to be traded during the relevant period are fixed (not subject to any variation) and has been submitted to the JSE in writing. The Company must instruct an independent third party, which makes its investment decisions in relation to the Company's securities independently of, and uninfluenced by, the Company, prior to the commencement of the prohibited period to execute the repurchase programme submitted to the JSE; and
- 8.9 any acquisitions are subject to exchange control approval at that point in time."

Reason for and effect of special resolution number 3

The reason for this special resolution is to grant the Company a general authority in terms of the Companies Act and the JSE Listings Requirements for the acquisition by the Company or

any of its subsidiaries of shares issued by the Company, which authority shall be valid until the earlier of the next annual general meeting of the Company or the variation or revocation of such general authority by special resolution by any subsequent general meeting of the Company, provided that the general authority shall not extend beyond 15 (fifteen) months from the date of this Annual General Meeting. The effect of the passing of this special resolution will be to authorise the Company or any of its subsidiaries to acquire shares issued by the Company.

The Directors are of the opinion that it would be in the best interests of the Company to extend the current authority for the repurchase of shares by the Company or its subsidiaries, allowing the Company or any of its subsidiaries to be in a position to repurchase or purchase, as the case may be, the shares issued by the Company through the order book of the JSE, should the market conditions and price, as well as the financial position of the Company, justify such action, as determined by the Directors.

Repurchases or purchases, as the case may be, will only be made after careful consideration, where the Directors consider that such repurchase or purchase, as the case may be, will be in the best interests of the Company and its Shareholders.

Statement by the Board regarding special resolution number 3 Pursuant to and in terms of the JSE Listings Requirements, the Board hereby states that:

- a) the intention of the Directors is to utilise the general authority to acquire shares in the Company if at some future date the cash resources of the Company are in excess of its requirements or there are other good grounds for doing so. In this regard the Directors will take account of, inter alia, an appropriate capitalisation structure for the Company, the long-term cash needs of the Company, and the interests of the Company;
- b) in determining the method by which the Company intends to acquire its shares, the maximum number of shares to be acquired and the date on which such acquisition will take place, the Directors will only make the acquisition if at the time of the acquisition:
 - the general repurchase has been authorised by the Board by resolution;
 - it reasonably appears that the Company and the Group will satisfy the solvency and liquidity test as set out in section 4 of the Companies Act immediately after completing the general repurchase;
 - the Board has acknowledged that it has applied the solvency and liquidity test and reasonably concluded that the Company and the Group will satisfy the solvency and liquidity test immediately after completing the general repurchase;
 - the Company and the Group will be able to pay their debts as they become due in the ordinary course of business for the next 12 (twelve) months after the date of the general repurchase;

- the assets of the Company and the Group, fairly valued in accordance with the accounting policies used in the latest audited financial statements, will be in excess of the liabilities of the Company and the Group for the next 12 (twelve) months after the date of the general repurchase;
- the issued share capital and reserves of the Company and the Group will be adequate for ordinary business purposes of the Company or any acquiring subsidiary for the next 12 (twelve) months after the date of the general repurchase; and
- the working capital available to the Company and the Group will be sufficient for ordinary business purposes for the next 12 (twelve) months after the date of the general repurchase.

For purposes of considering special resolution number 3 and in compliance with paragraph 11.26(b) of the JSE Listings Requirements:

- the integrated report accompanying this Notice provides details of
 - the major Shareholders of the Company on page 114;
 - the share capital of the Company in note 19 on pages 33 and 34 of the AFS, and an analysis of Shareholders (including beneficial Shareholders who hold 5% or more of the issued share capital of the Company – and of which the Company is aware, but who are not registered Shareholders) on page 114.

Material changes (paragraph 11.26(b)(iii) of the JSE Listings Requirements):

There have been no material changes to the Company and the Group's financial or trading position (other than as disclosed in the accompanying integrated report and AFS) since 30 September 2014.

Directors' responsibility statement

For purposes of special resolution number 3, the Directors, whose names are given on pages 86 to 89 of the integrated report, 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 which would make any statement false or misleading, and that all reasonable enquiries to ascertain such facts have been made and that the statement by the Board above contains all information required by law and the JSE Listings Requirements.

9. Issue of shares or granting of options to directors and prescribed officers

Special resolution number 4: Issue of shares or granting of options to directors and prescribed officers

“Resolved that, in terms of section 41(1) of the Companies Act that Shareholders hereby approve the issue of shares or securities convertible into shares, the granting of options for the allotment of subscription of shares or other securities and/or the granting of any other rights exercisable for securities to be issued or granted in terms of the Oceana

2013 Share Incentive Plan to directors, future directors, prescribed officers or future prescribed officers of the Company or to persons related or inter-related to the Company or to a director or prescribed officer of the Company, or to nominees of such persons insofar as same is permitted under the Oceana 2013 Share Incentive Plan, on the terms and conditions as set out therein.”

Reason for and effect of special resolution number 4

The reason for special resolution number 4 is to obtain approval from Shareholders so as to enable the Company to issue shares and grant options to directors, future directors, prescribed officers or future prescribed officers of the Company or persons related or inter-related to the Company or to directors or prescribed officers of the Company or nominees thereof. The effect of special resolution number 4 is that the Company will have the necessary authority to issue such shares and grant such options to the persons contemplated in special resolution number 4 in accordance with the Oceana 2013 Share Incentive Plan

10. To authorise the Directors to do all such things, sign all such documents and take all such actions as may be necessary for or incidental to the implementation of the ordinary and special resolutions contained in this Notice:

Ordinary resolution number 4: Authorisation of Directors

“Resolved that any Director of the Company or the company secretary be and is hereby authorised to sign all such documentation and to do all such things as may be necessary for or incidental to the implementation of ordinary resolutions 1 to 3 and special resolutions 1 to 4 which are passed by the Shareholders.”

11. To present the social, ethics and transformation committee report, referred to under item 1 above, of the Company and the Group for the year ended 30 September 2014.

In terms of regulation 43(5)(c) of the Companies Act, the Company must present the social, ethics and transformation committee report at the Annual General Meeting of the Company. The social, ethics and transformation report is set out on page 102 of the integrated report of which this Notice forms part.

12. To transact such other business as may be transacted at an annual general meeting.

The percentage of voting rights of the votes, present in person, represented or by proxy at the Annual General Meeting, required for the passing of each special resolution proposed above is at least 75% (seventy five per cent) of the voting rights cast on such resolutions and for the passing of each ordinary resolution proposed above is more than 50% (fifty per cent) of the voting rights cast on such resolution.

As the approval of the remuneration report is not a matter that is required to be resolved or approved by Shareholders, no minimum voting threshold is required for the non-binding advisory vote. Nevertheless, for record purposes, the minimum percentage of voting rights that is required in favour of the remuneration report is 50% (fifty per cent) of the voting rights plus 1 (one) vote to be cast.

NOTICE OF ANNUAL GENERAL MEETING *continued*

General instructions and information

All Shareholders are encouraged to attend, speak and vote at the Annual General Meeting and are entitled to appoint a proxy to attend, participate in and vote at the Annual General Meeting in the place of the Shareholder, or to appoint two or more proxies concurrently. The proxy duly appointed to act on behalf of a Shareholder need not also be a Shareholder. On a show of hands, every Shareholder present in person or represented shall have 1 (one) vote only. On a poll, every Shareholder present in person, by proxy or represented shall have 1 (one) vote for every share held.

If you hold certificated shares (i.e. have not dematerialised your shares in the Company) or are registered as an own-name dematerialised Shareholder (i.e. have specifically instructed your Central Securities Depository Participant ("CSDP") to hold your shares in your own name on the Company's subregister), then:

- you may attend and vote at the Annual General Meeting; alternatively
- you may appoint a proxy (who need not also be a Shareholder) to represent you at the Annual General Meeting by completing the attached form of proxy and, for administrative reasons, returning it to the office of the Company's transfer secretaries in South Africa not less than 24 hours before the time appointed for the holding of the Annual General Meeting (excluding Saturdays, Sundays and public holidays) or to the Company at the venue of the Annual General Meeting, provided that, should you return such form of proxy to the transfer secretaries in South Africa at the addresses on the inside back cover of the integrated report (see Administration) less than 24 hours before the Annual General Meeting, you will also be required to furnish a copy of such form of proxy to the chairman of the Annual General Meeting or his nominee before the appointed proxy exercises any of your Shareholder rights at the Annual General Meeting (or any postponement or adjournment of the Annual General Meeting). Please note that your proxy may delegate his/her authority to act on your behalf to another person, subject to the restrictions set out in the attached form of proxy as stipulated in section 58(3)(b) of the Companies Act.

Unless revoked before then, a signed proxy form shall remain valid at any adjournment or postponement of the Annual General Meeting and the proxy so appointed shall be entitled to vote, as indicated on the proxy form, on any resolution (including any resolution which is amended or modified) at such Annual General Meeting or any adjournment or postponement thereof.

Please note that if you are the owner of dematerialised shares (i.e. have replaced the paper share certificates representing the shares with electronic records of ownership under the JSE's electronic settlement system, Strate Limited (Strate)), held through a CSDP or broker and are not registered as an "own name" dematerialised Shareholder, you are not a registered Shareholder of the Company, but appear on the subregister of the

Company held by your CSDP. Accordingly, in these circumstances subject to the mandate between yourself and your CSDP or broker, as the case may be:

- if you wish to attend the Annual General Meeting you must contact your CSDP or broker, as the case may be, and obtain the relevant letter of representation from them; alternatively
- if you are unable to attend the Annual General Meeting but wish to be represented at the Annual General Meeting, you must contact your CSDP or broker, as the case may be, and furnish them with your voting instructions in respect of the Annual General Meeting and/or request them to appoint a proxy. You must not complete the attached form of proxy. The instructions must be provided in accordance with the mandate between yourself and your CSDP or broker, as the case may be, within the time period required by them.

CSDPs, brokers or their nominees, as the case may be, recorded in the Company's subregister as holders of dematerialised shares held on behalf of an investor/beneficial owner in terms of Strate should, when authorised in terms of their mandate or instructed to do so by the owner on behalf of whom they hold dematerialised shares in the Company, may vote by either appointing a duly authorised representative to attend and vote at the Annual General Meeting or by completing the attached form of proxy in accordance with the instructions thereon and, for administrative reasons, returning it to the Company's transfer secretaries in South Africa not less than 24 hours before the time appointed for the holding of the Annual General Meeting (excluding Saturdays, Sundays and public holidays) or to the Company at the venue of the Annual General Meeting, provided that, should you return such form of proxy to the Company's transfer secretaries in South Africa at the addresses on the inside back cover of the integrated report (see "Administration") less than 24 hours before the Annual General Meeting, you will also be required to furnish a copy of such form of proxy to the chairman of the Annual General Meeting or his nominee before the appointed proxy exercises any of your Shareholder rights at the Annual General Meeting (or any postponement or adjournment of the Annual General Meeting).

Note that voting will be performed by way of a poll so that each Shareholder present or represented by way of proxy will be entitled to vote the number of shares held or represented by them.

Shareholders which are companies and wish to participate in the Annual General Meeting may authorise any person to act as their representative at the Annual General Meeting.

By order of the Board

OCEANA GROUP LIMITED

per: JC Marais
Company secretary

4 December 2014

FORM OF PROXY



Annual General Meeting Thursday, 12 February 2015

Oceana Group Limited
(Incorporated in the Republic of South Africa)
(Registration number 1939/001730/06)
JSE Share code: OCE
NSX Share code: OCG
ISIN: ZAE000025284
("the Company")

For use at the Annual General Meeting of shareholders of the Company ("Shareholders") to be held at 7th Floor, Oceana House, 25 Jan Smuts Street, Foreshore, Cape Town, 8001 on Thursday, 12 February 2015, at 14:00 ("Annual General Meeting") and at any adjournment or postponement thereof.

Not to be used by beneficial owners of shares who have dematerialised their shares ("dematerialised shares") through a Central Securities Depository Participant ("CSDP") or broker, as the case may be, unless they are recorded on the subregister as "own-name" dematerialised Shareholders ("own-name dematerialised Shareholders"). Generally, a Shareholder will not be an own name dematerialised Shareholder unless the Shareholder has specifically requested the CSDP to record the Shareholder as the holder of the shares in the Shareholder's own name in the Company's subregister.

Only for use by certificated, own-name dematerialised Shareholders and CSDPs or brokers (or their nominees) registered in the Company's subregister as the holder of dematerialised shares.

Each Shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies (none of whom need be a Shareholder) to attend, speak and vote in place of that Shareholder at the Annual General Meeting and any adjournment or postponement thereof.

Please note the following:

- the appointment of a proxy will be suspended at any time and to the extent that a Shareholder chooses to act directly and in person in the exercise his/her rights as a Shareholder at the Annual General Meeting;
- the appointment of the proxy is revocable; and
- a Shareholder may revoke the proxy appointment by (i) cancelling it in writing, or making a later inconsistent appointment of a proxy; and (ii) delivering a copy of the revocation instrument to the proxy, and to the Company; and
- unless revoked before then, a signed proxy form shall remain valid at any adjournment or postponement of the Annual General Meeting and the proxy so appointed shall be entitled to vote, as indicated on the proxy form, on any resolution (including any resolution which is amended or modified) at such Annual General Meeting or any adjournment or postponement thereof.

Please note that any Shareholder of the Company which is a company may authorise any person to act as its representative at the Annual General Meeting. Please also note that section 63(1) of the Companies Act, 71 of 2008, as amended ("Companies Act") requires that persons wishing to participate in the Annual General Meeting (including the aforementioned representative) provide satisfactory identification before they may so participate.

Note that voting will be performed by way of a poll so that each Shareholder present or represented by way of proxy will be entitled to a number of votes equal to the number of shares held or represented by them.

My/our proxy may delegate to another person his/her authority to act on my behalf at the Annual General Meeting, provided that my/our proxy:

- may only delegate his/her authority to act on my behalf at the Annual General Meeting to a director of the Company;
- must provide written notification to the transfer secretaries of the Company in South Africa, namely Computershare Investor Services Proprietary Limited, of the delegation by my/our proxy of his/her authority to act on my behalf at the Annual General Meeting by no later than 14:00 on Wednesday, 11 February 2015, being 24 hours before the Annual General Meeting to be held at 14:00 on Thursday, 12 February 2015; and
- must provide to his/her delegate a copy of his/her authority to delegate his/her authority to act on my behalf at the Annual General Meeting.

Refer to notes that follow the resolutions.

To be returned to the transfer secretaries of Oceana Group Limited, namely

Computershare Investor Services Proprietary Limited
70 Marshall Street Johannesburg 2001
PO Box 61051 Marshalltown 2107

as soon as possible to be received, for administrative reasons, not later than 24 hours before the Annual General Meeting.

FORM OF PROXY *continued*

I/we (full names) _____

of (address) _____

Telephone: Work _____ Cell _____ Home _____

being a shareholder(s) of the Company, holding _____ shares in the Company

hereby appoint (refer note 1): _____ or failing him/her

_____ or failing him/her

or failing him/her the chairman of the Annual General Meeting as my/our proxy to act for me/us on my/our behalf at the aforementioned Annual General Meeting of Shareholders which will be held for the purpose of considering and, if deemed fit, passing the resolutions to be proposed thereat with or without modification or amendment, and at any adjournment or postponement thereof and to vote for or against such resolutions or to abstain from voting and to vote for or against any motions to postpone or adjourn the Annual General Meeting or to abstain from voting, in respect of the shares in the issued capital of the Company registered in my/our name/s, in accordance with the following instructions:

Insert an "X" in the relevant spaces according to how you wish your votes to be cast. If you wish to cast less than all the votes in respect of the shares held by you, insert the number of shares in respect of which you desire to vote (see note 2). Unless otherwise instructed my/our proxy can vote as he/she deems fit.

Votes

Resolution	For	Against	Abstain
1.1 Ordinary resolution number 1.1: Re-election of ZBM Bassa as director			
1.2 Ordinary resolution number 1.2: Re-election of MA Brey as director			
1.3 Ordinary resolution number 1.3: Re-election of S Pather as director			
1.4 Ordinary resolution number 1.4: Re-election of NV Simamane as director			
2. Ordinary resolution number 2: Appointment of Deloitte & Touche as auditor			
3.1 Ordinary resolution number 3.1: Election of ZBM Bassa as audit committee member			
3.2 Ordinary resolution number 3.2: Election of PG de Beyer as audit committee member			
3.3 Ordinary resolution number 3.3: Election of S Pather as audit committee member			
4. Non-binding advisory vote: Approve the Company's remuneration policy			
5. Special resolution number 1: Approve and authorise the provision of financial assistance by the Company as contemplated in section 45 of the Companies Act			
6. Special resolution number 2: Approve the non-executive directors' remuneration in their capacity as directors only			
7. Special resolution number 3: General approval and authorisation for the repurchase of shares by the Company or its subsidiaries			
8. Special resolution number 4: Approve the issue of shares or granting of options to directors and prescribed officers in terms of section 41(1) of the Companies Act.			
9. Ordinary resolution number 4: Authorisation for the Directors to do all such things, sign all such documents and to do all such things as may be necessary for or incidental to the implementation of the special and ordinary resolutions contemplated herein			

Signed at _____ on this _____ day of _____ 2015

Signature _____

assisted by (where applicable) signature _____

Name of signatory _____ Name of assistant _____

Capacity _____ Capacity _____

(Authority of signatory to be attached if applicable – see note 6)

Summary of Shareholder's rights in respect of proxy appointments as contained in section 58 of the Companies Act.

Please note that in terms of section 58 of the Companies Act:

- this proxy form must be dated and signed by the Shareholder appointing the proxy;
- you may appoint an individual as a proxy, including an individual who is not a Shareholder, to participate in and speak and vote at the Annual General Meeting on your behalf and may appoint more than one proxy to exercise voting rights attached to shares held by you;
- your proxy may delegate his/her authority to act on your behalf to another person, subject to any restriction set out in this proxy form;
- this proxy form must be delivered to the Company (at the venue of the Annual General Meeting), or (by the time specified in this proxy form) to the transfer secretaries of the Company in South Africa, namely Computershare Investor Services Proprietary Limited, before your proxy exercises any of your rights as a Shareholder at the Annual General Meeting;
- the appointment of your proxy or proxies will be suspended at any time and to the extent that you choose to act directly and in person in the exercise of any of your rights as a Shareholder at the Annual General Meeting;
- the appointment of your proxy is revocable unless you expressly state otherwise in this proxy form;
- as the appointment of your proxy is revocable, you may revoke the proxy appointment by (i) cancelling it in writing, or making a later inconsistent appointment of a proxy and (ii) delivering a copy of the revocation instrument to the proxy, and to the Company. Please note the revocation of a proxy appointment constitutes a complete and final cancellation of your proxy's authority to act on your behalf as of the later of the date stated in the revocation instrument, if any, or the date on which the revocation instrument was delivered to the Company and the proxy as aforesaid;
- if this proxy form has been delivered to the Company, as long as that appointment remains in effect, any notice that is required by the Companies Act or the Company's memorandum of incorporation to be delivered by the Company to you will be delivered by the Company to you or your proxy or proxies, if you have directed the Company to do so, in writing and paid any reasonable fee charged by the Company for doing so;
- your proxy is entitled to exercise, or abstain from exercising, any voting right of yours at the Annual General Meeting, but only as directed by you on this proxy form; and
- the appointment of your proxy remains valid only until the end of the Annual General Meeting or any adjournment or postponement thereof or for a period of one year, whichever is shortest, unless it is revoked by you before then on the basis set out above.

The proxy form shall be valid and shall apply to any adjournment or postponement of the Annual General Meeting to which it relates and shall apply to any resolution proposed at the Annual General Meeting to which it relates and to such resolution as modified or amendment including any such modified or amended resolution to be voted on at any adjourned or postponed meeting of the Annual General Meeting to which the proxy relates, unless before the adjourned or postponed meeting the appointment of the proxy is revoked.

Please also read the notes overleaf.

FORM OF PROXY *continued*

Notes relating to form of proxy

1. A certificated or own-name dematerialised Shareholder or nominee of a CSDP or broker registered as a Shareholder in the Company's subregister may insert the name of a proxy or the names of two alternative proxies of the Shareholder's choice in the space/s provided, with or without deleting "the chairman of the Annual General Meeting", but any such deletion must be initialled by the Shareholder. The person whose name stands first on the proxy form and who is present at the Annual General Meeting will be entitled to act as proxy to the exclusion of those whose names follow thereafter. If no proxy is inserted in the spaces provided, then the chairman shall be deemed to be appointed as the proxy.
2. A Shareholder's instructions to the proxy must be indicated in the appropriate space provided. If there is no clear indication as to the voting instructions to the proxy, the proxy will be deemed to be authorised to vote or to abstain from voting at the Annual General Meeting as he/she deems fit in respect of all the Shareholder's votes exercisable thereat. A Shareholder or his/her proxy is not obliged to use all the votes exercisable by the Shareholder, but the total of the votes cast or abstained may not exceed the total of the votes exercisable by the Shareholder.
3. Proxy forms should be lodged with the Company's transfer secretaries in South Africa, Computershare Investor Services Proprietary Limited, 70 Marshall Street, Johannesburg, 2001, or posted to Computershare Investor Services Proprietary Limited, PO Box 61051, Marshalltown, 2107. Forms of proxy should, for administrative reasons, be received by or lodged with the Company's transfer secretaries by no later than 24 hours (excluding Saturdays, Sundays and public holidays) before the Annual General Meeting (i.e. by 14:00 on Wednesday, 11 February 2015) but may be furnished to the chairman of the Annual General Meeting or his nominee at the time and venue of the Annual General Meeting (or any postponement or adjournment thereof) before your proxy exercises any of your Shareholder rights at such Annual General Meeting.
4. The completion and lodging of this proxy form will not preclude the relevant Shareholder from attending the Annual General Meeting (or any adjournment or postponement thereof) and speaking and voting in person thereat to the exclusion of any proxy appointed in terms of this proxy form.
5. Where there are joint holders of shares, the vote of the senior joint holder who tenders a vote, as determined by the order in which the names stand in the register of Shareholders, will be accepted.
6. Documentary evidence establishing the authority of a person signing this proxy form in a representative capacity must be attached to this proxy form unless previously recorded by the Company's transfer secretaries or waived by the chairman of the Annual General Meeting if he is reasonably satisfied that the right of the representative to participate and vote has been reasonably verified. CSDPs or brokers registered as Shareholders in the Company's subregister voting on instructions from owners of shares registered in the Company's sub-subregister, are requested to identify the owner in the sub-subregister on whose behalf they are voting and return a copy of the instruction from such owner to the Company's transfer secretaries together with this form of proxy.
7. Any alteration or correction made to this proxy form must be initialled by the signatory/ies, but will only be validly made if such alteration or correction is accepted by the chairman of the Annual General Meeting.
8. A minor must be assisted by his/her parent or guardian unless the relevant documents establishing his/her legal capacity are produced or have been registered by the Company's transfer secretaries.
9. Certificated Shareholders which are a Company or body corporate may by resolution of their directors, or other properly authorised body, in terms of section 57 of the Companies Act, authorise any person to act as their representative.
10. The chairman of the Annual General Meeting may, in his/her discretion, accept or reject any form of proxy which is completed other than in accordance with these notes.
11. If required, additional forms of proxy are available from the Company's transfer secretaries or the registered office of the Company.
12. If you are the owner of dematerialised shares held through a CSDP or broker (or its nominee) and are not an own name dematerialised Shareholder, then you are not a Shareholder of the Company, but appear as the holder of a beneficial interest on the relevant subregister of the Company held by your CSDP. Accordingly, in these circumstances, do NOT complete this proxy form subject to the mandate between yourself and your CSDP or broker:
 - if you wish to attend the Annual General Meeting you must contact your CSDP or broker, as the case may be, and obtain the relevant letter of representation from them; alternatively
 - if you are unable to attend the Annual General Meeting but wish to be represented at the meeting, you must contact your CSDP or broker, as the case may be, and furnish them with your voting instructions in respect of the Annual General Meeting and/or request them to appoint a proxy. You must not complete the attached form of proxy. Your instructions must be provided in accordance with the mandate between yourself and your CSDP or broker, as the case may be.

CSDPs, brokers or their nominees, as the case may be, recorded in the Company's subregister as holders of dematerialised shares held on behalf of an investor/beneficial owner in terms of Strate should, when authorised in terms of their mandate or instructed to do by the person on behalf of whom they hold the dematerialised shares, vote by either appointing a duly authorised representative to attend and vote at the Annual General Meeting or by completing the attached form of proxy in accordance with the instructions thereon and returning it to the Company's transfer secretaries to be received, for administrative reasons, not less than 24 hours prior to the time appointed for the holding of the meeting (excluding Saturdays, Sundays and public holidays).

CORPORATE INFORMATION AND ADVISORS

Company secretary and address

JC Marais
9th Floor, Oceana House
26 Jan Smuts Street
Foreshore
Cape Town, 8001
(PO Box 7206, Roggebaai, 8012)

Transfer secretaries

Computershare Investor Services Proprietary Limited
70 Marshall Street
Johannesburg, 2001
(PO Box 61051, Marshalltown, 2107)

Corporate law advisor

Edward Nathan Sonnenbergs Inc
(Registration Number: 2006/018200/21)
1 North Wharf Square
Loop Street
Cape Town, 8001
(PO Box 2293, Cape Town, 8000)

Sponsor

The Standard Bank of South Africa Limited
3rd Floor, East Wing
30 Baker Street
Rosebank, 2196
(PO Box 61344, Marshalltown, 2107)

Sponsor in Namibia

Old Mutual Investment Services (Namibia) Proprietary Limited
Member of the Namibian Stock Exchange
(Registration number: 2004/081)
5th Floor, Mutual Platz
Post Street Mall
Windhoek, Namibia
(PO Box 25549, Windhoek, Namibia)

Receiving office in Namibia

Transfer Secretaries Proprietary Limited
Shop 8 Kaiser Krone Centre
Post Street Mall
Windhoek, Namibia
Fax number: (061 248531)

Date of Incorporation: 30 July 1918

Place of Incorporation: South Africa

Sponsor



Corporate Law Advisor



Transfer secretaries



Sponsor in Namibia



Old Mutual Investment Services
(Namibia)

Receiving office in Namibia

Transfer Secretaries Proprietary Limited

GLOSSARY

ABBREVIATIONS AND ACRONYMS USED IN THIS REPORT

AFS	Annual financial statements
Aids	Acquired immune deficiency syndrome
B-BBEE	Broad-based black economic empowerment
BCP	Blue Continent Products Proprietary Limited
CAGR	Compound annual growth rate
CCS	Commercial Cold Storage Group Limited
CEO	Chief Executive Officer
CSI	Corporate social investment
DAFF	Department of Agriculture, Forestry and Fisheries
DIFR	disabling injury frequency rate
dti	Department of Trade and Industry
EU	European Union
FAWU	Food and Allied Workers Union
GHG	Greenhouse gas
grt	gross registered tons
GSS	Group Strategic Services
HEPS	Headline earnings per share
HIV	Human immunodeficiency virus
HR	Human resources
IFFO RS	The International Fishmeal and Fish Oil Organisation Responsible Supply
IFRS	International Financial Reporting Standards
IQF	Individually quick frozen
IS	Information System
IT	Information technology
JSE	Johannesburg Stock Exchange
LBF	Lamberts Bay Foods Limited
LSM	Living standards measure
MFMR	Ministry of Fisheries and Marine Resources
MSC	Marine Stewardship Council
NGO	Non-governmental organisation
NSX	Namibian Stock Exchange
Oceana Group	Oceana Group Limited and subsidiaries
PMCL	Precautionary maximum catch limit
QSR	Quick service restaurant
RFA	Responsible Fisheries Alliance
RSW	Refrigerated sea water
SAMSA	South African Maritime Safety Association
SASSI	Southern African Sustainable Seafood Initiative
SENS	Stock Exchange News Service
TAC	Total allowable catch
TAE	Total allowable effort
TALFU	Trawler and Line Fishermen's Union
USA	United States of America
WWF	World Wide Fund for Nature
ZAR	South African rand

People featuring on the inside cover

Xolile Somaxama
Charl Jones
Jenifer Cloete
Khuthazwa Besuthu
Siyakudumisa Ngesi
Monde Nokhemane
Thembinkosi Magxidolo
Wendy Coetzee
Sandy Coetzee
Jason Pharo
Geraldne Arendse
Jan Klaasen
Jerome Kuilers
Jenene Manus
Medan-Lee Poggenpoel
Thozama Holose
Angelo van Wyk
Gregory Boyce
Thandisizwe Mase
Julio Phillips
Anele Matu
Mandlenkosi Phephu
Melikhaya Mkhungeki
Charoll Coetzee
Mzwamadodoa Gwilikana
Muhktaar Wilson
Elizabeth Linde
Lucinda Engelbrecht
Christel Gyster
Glendon Achilles
A Groenwald
Wayne Taylor
Polene Pillay
Michann Blaauw
Thimity Koozen
Anna Groenwald
Manzana Spondo
Azola Ngesi
Lorette Smeda
Liezel Faro
Ellen Cleophas
Magaret Farmer
Zikhona Magadule
Anlodia Lategan
Mildred Saunders
Khutala Jeremiah
Letitia Snyders
Azola Ngesi
Elenore Louber

ADMINISTRATION

Registered office and business address

9th Floor, Oceana House
25 Jan Smuts Street
Foreshore, Cape Town 8001
PO Box 7206, Roggebaai 8012
Telephone: National 021 410 1400
International +27 21 410 1400
Facsimile: +27 21 419 5979
E-mail: companysecretary@oceana.co.za
Website: www.oceana.co.za

Secretary

JC Marais (42)
BA LLB
Appointed in 2011

Company registration number

1939/001730/06

JSE share code

OCE

NSX share code

OCG

Company ISIN

ZAE000025284

Transfer secretaries

Computershare Investor Services Proprietary Limited
70 Marshall Street
Johannesburg 2001
PO Box 61051, Marshalltown 2107
Telephone: +27 11 370 5000
Facsimile: +27 11 688 5216

Bankers

The Standard Bank of South Africa Limited
FirstRand Bank Limited
Nedbank Limited

Auditors

Deloitte & Touche

JSE sponsor

The Standard Bank of South Africa Limited

NSX sponsor

Old Mutual Investment Services (Namibia) Proprietary Limited

SHAREHOLDERS' DIARY

Financial year-end
Annual general meeting

30 September
February

Reports and profit statements
Interim report
Announcement of annual results
Integrated report
Dividends

Published May
Published November
Published December
– Interim declared May, paid July
– Final declared November, paid January

