

Santam Limited

(Incorporated in the Republic of South Africa)
(Registration number 1918/001680/06)

JSE share code: SNT NSX share code: SNM
ISIN: ZAE000006854
("Santam" or "the Company")



(Incorporated in the Republic of South Africa)
(Registration number 1959/001562/06)

JSE share code: SLM NSX share code: SLA
ISIN: ZAE000070660
("Sanlam")

CIRCULAR TO SANTAM SHAREHOLDERS

regarding

- a specific authority for a Santam subsidiary to repurchase up to 10% of Santam's issued ordinary shares from Santam shareholders;
- a pro rata offer by the Santam subsidiary to all Santam shareholders to repurchase up to 10% of Santam's issued ordinary shares at a price of R102.00 per share;
- a pro rata offer by Sanlam to acquire, through its wholly-owned subsidiary Sanlam Life
 Insurance Limited, all shares tendered by Santam shareholders in terms of the repurchase offer
 in excess of the Santam subsidiary's maximum acceptance of 10% of the issued ordinary shares
 of Santam, at a price of R102.00 per share, up to a maximum number of Santam shares which,
 when aggregated with Santam shares already held by Sanlam in its shareholders' funds, will
 not exceed 80% of Santam's issued ordinary shares;
- an increase in the authorised share capital of Santam by the creation of 12 000 000 non-redeemable, non-participating, non-cumulative preference shares with no par value;
- the amendment of the memorandum and articles of association of Santam to create and record the rights and privileges attaching to the preference shares;
- the granting of a general authority to the directors of Santam to allot and issue a maximum of 6 000 000 of the authorised but unissued preference shares,

and incorporating

- a notice of general meeting;
- a form of proxy for the general meeting (blue) for certificated shareholders and dematerialised shareholders with own name registration; and
- a form of acceptance and surrender (yellow) for certificated shareholders.

7 March 2007

Merchant bank and transaction sponsor to Santam



Sponsor to Santam in Namibia



Sponsor to Sanlam in Namibia



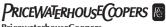
Attorneys to Santam



Attorneys to Sanlam



Independent reporting accountants to Santam



PricewaterhouseCoopers
Advisory Services (Pty) Ltd
(Registration number 1999(024417/07)

Financial adviser and transaction sponsor to Sanlam



SANTAM CORPORATE INFORMATION AND ADVISERS

Group secretary and registered office

S Bray BA (Law), LLB, MDP 1 Sportica Crescent Tyger Valley Bellville, 7530 South Africa (PO Box 3881, Tyger Valley, 7536)

Sponsor in Namibia

Simonis Storm (Proprietary) Limited (Registration number 96/421) 152 Robert Mugabe Avenue Windhoek Namibia (PO Box 3970, Windhoek, Namibia)

Attorneys

Jan S. de Villiers 18th Floor 1 Thibault Square Cape Town, 8001 South Africa (PO Box 1474, Cape Town, 8000)

Merchant bank and transaction sponsor

Rand Merchant Bank (A division of FirstRand Bank Limited) (Registration number 1929/001225/06) 1 Merchant Place Corner Fredman Drive and Rivonia Road Sandton, 2196 South Africa (PO Box 786273, Sandton, 2146)

Transfer secretaries in South Africa

Computershare Investor Services 2004 (Proprietary) Limited (Registration number 2004/003647/07) Ground Floor, 70 Marshall Street Johannesburg, 2001 South Africa (PO Box 61051, Marshalltown, 2107)

Receiving office in Namibia

Transfer Secretaries (Proprietary) Limited Shop No. 8, Kaiser Krone Centre Post Street Mall Windhoek Namibia (PO Box 2401, Windhoek, Namibia)

Independent reporting accountants

PricewaterhouseCoopers Advisory Services (Proprietary) Limited (Registration number 1999/024417/07) No. 1 Waterhouse Place Century City, 7441 South Africa (PO Box 2799, Cape Town, 8000)

SANLAM CORPORATE INFORMATION AND ADVISERS

Group secretary and registered office

J P Bester CA(SA), CPA(SA) Registered accountant and auditor 2 Strand Road Bellville, 7530 South Africa (PO Box 1, Sanlamhof, 7532)

Attorneys

Jowell, Glyn & Marais Incorporated (Registration number 1990/000849/21) 4th Floor, Jowell Glyn & Marais House 72 Grayston Drive Sandton, 2196 South Africa (PO Box 652361, Benmore, 2010)

Financial adviser and transaction sponsor

Deutsche Securities (SA) (Proprietary) Limited (Registration number 1995/011798/07) 3rd Floor, 3 Exchange Square 87 Maude Street Sandown, 2196 South Africa (Private Bag X9933, Sandton, 2146)

Sponsor in Namibia

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Copies of this circular may be obtained from the registered offices of Santam and Sanlam, the merchant bank and transaction sponsor to Santam, the financial adviser and transaction sponsor to Sanlam and the transfer secretaries in South Africa whose addresses are set out in the "Sanlam Corporate Information and Advisers" sections above.