



**Corporate**  
Governance Report

**2024**

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# Theme | Embracing the **freedom** to live life fully

<b>Section 1</b>	We explain Santam’s integrated annual reporting suite’s scope and our approach to governance disclosures	<b>Section 5</b>	We profile our 6 Board Committees and provide an overview of each Board Committee’s composition, mandate and key focus areas during 2024
<b>Section 2</b>	We profile our commitments and describe how we conduct business in a responsible, meaningful and ethical manner	<b>Section 6</b>	We provide further detail on governance-related aspects that are applicable to responsible investing, compliance, climate change, information management and information technology
<b>Section 3</b>	We introduce the Santam Board of directors and provide a synopsis of our internal Group governance structures as well as our response to key governance-related aspects (e.g. independence, ethics, conflicts of interests, directors’ dealings, succession, Board rotation and Board effectiveness evaluations)	<b>Section 7</b>	We share our Company’s registered details and our contact information with all our stakeholders, including for investor relations purposes
<b>Section 4</b>	We have a skilled, competent and diverse Board of directors with a clearly defined mandate. This is in addition to the role and responsibilities assigned to designated “key person” profiles		

*Santam is an authorised financial services provider (FSP 3416), a licensed non-life insurer and the controlling company for its group of companies.*





# ABOUT THIS REPORT

# About this report

## The purpose of Santam's 2024 integrated annual reporting suite

Santam's annual reporting suite aims to reflect on various salient aspects relevant to the reporting period while providing a high-level overview of noteworthy forward-looking developments and activities. This is primarily to enable Santam's diverse group of stakeholders to make an informed assessment of the Group's performance and prospects. Stakeholders are, however, encouraged to access Santam's website for the full integrated annual reporting suite for additional detail on governance, shareholder information and sustainability aspects.

## Our reporting scope and boundary

*This Corporate Governance Report forms part of Santam's 2024 annual reporting suite (the reporting suite), which summarises the activities of the Group for the financial year ended 31 December 2024. The report's scope extends to Santam and its subsidiaries, and its content covers Santam's conventional insurance, alternative risk transfer and supporting investment activities.*

Santam's Board of directors (the Board) acknowledges its responsibility to ensure the integrity of the Group's disclosures. These include Santam's Integrated Annual Report, Annual Financial Statements, Remuneration Report, King IV™ Disclosure Report, and this Corporate Governance Report (the Report) for the 12 months ended 31 December 2024 (the reporting period).

The Board is committed to promoting sound corporate governance practices in all the territories where Santam operates. The Board is pleased to report that, during the reporting period, the Group continued to implement the 17 core principles of good corporate governance set out in the King IV Report on Corporate Governance™ for South Africa, 2016 (King IV)¹. The latter is in addition to the mandatory corporate governance requirements outlined in the Johannesburg Stock Exchange (JSE) Listings Requirements, the Debt and Specialist Securities Listings Requirements and the Prudential Standards and Framework for Governance and Operational Standards for insurers and insurance groups. In addition, care was taken to ensure that the Group's integrated reporting suite addressed all material matters appropriately and according to the following criteria:

- The Integrated Reporting (IR) Framework
- The South African Companies Act, No 71 of 2008, as amended (Companies Act)
- The International Financial Reporting Standards (IFRS)
- The IFRS Foundation's Integrated Reporting Framework
- Sustainability-focused and industry-specific indicators, tracked by FTSE Russell

<sup>1</sup> Copyright and trademarks are owned by the Institute of Directors in South Africa NPC and all of its rights are reserved.

## Our annual governance reporting process

With the support of Santam's Audit, Risk, and Social, Ethics and Sustainability (SES) Committees, the Board ensures that appropriate controls are in place to verify, enhance and safeguard the quality and integrity of the information in the reporting suite. The Board further appreciates that the Group's core purpose, risks and opportunities, strategy, business model, performance, and sustainable development are integrated and inseparable elements that are applied to create value for its stakeholders.

The Audit Committee reviews the integrated reporting framework and process, including the audited financial statements, and oversees compliance with the reporting frameworks. It also considers the materiality of the Group's financial and non-financial disclosures together with the Risk Committee. This ensures compliance with applicable regulatory requirements, the accuracy and completeness of the Group's disclosures, and the relevance of this Corporate Governance Report's content to Santam's key stakeholders.

Please share your experience of reading this report by emailing the Group Company Secretary at [GroupCompanySec@santam.co.za](mailto:GroupCompanySec@santam.co.za)

Readers can also interact with us using the following social media platforms:



Facebook



TikTok



Instagram



X



LinkedIn



YouTube

## Our disclosures and reporting criteria

### Integrated annual reporting

- Our Integrated Annual Report provides a holistic overview of Santam's impact on its key stakeholders, society and the natural environment. This forms an integral part of the list of publications of Santam's comprehensive sustainability disclosures, which provide targeted information for different stakeholder groups. The Group's Integrated Annual reporting suite can be accessed at <https://www.santam.co.za/investor-relations/integrated-report/financial-results-and-reports/>

### Financial reporting

- Our complete Annual Financial Statements contain a comprehensive report of the Group's financial performance for the year
- A summary of our performance for the year is set out in our 2024 analyst presentation

### Sustainability reporting

- Santam does not currently produce a separate sustainability report. Since our Group-level sustainability strategic focus areas are integrated into our strategy, our Integrated Annual Report contains disclosures of the Company's impact and performance against a range of ESG criteria
- We compile an annual carbon footprint report with Sanlam
- We make annual submissions to the CDP (formerly the Carbon Disclosure Project) and ClimateWise, which are available on our website
- Santam is a founding signatory of the United Nations Environment Programme Finance Initiative's (UNEP FI) Principles for Sustainable Insurance (PSI)
- We periodically publish a Task Force on Climate-related Financial Disclosures (TCFD) Report, which sets out our approach to identifying, assessing and addressing climate-related risks and opportunities. This year, our progress update is outlined in the summary table, on page 21, of the Integrated Annual Report.
- Our objective is to align our future climate-related reports with the International Sustainability Standards Board's requirements
- This Corporate Governance Report provides details on the Board of directors (the board's composition, board member qualifications and experience, etc.) and sets out the mandates for each of the six (6) Board Committees
- Our King IV™ disclosure report provides a synopsis of our application of and response to the 17 principles and recommended practices that are outlined in the King Report on Corporate Governance™ for South Africa, 2016 (King IV)<sup>1</sup>
- Our Remuneration Report includes information on how our remuneration philosophy, practices and the implementation thereof support the Group's FutureFit strategy
- Our website contains a range of governance policies and statutory records. Click here to access these <https://www.santam.co.za/about-us/esg/governance/>
- We have a Statement of Commitment to embed the principles of Treating Customers Fairly (TCF) in our FutureFit strategy and corporate culture
- The Santam Human Rights Statement establishes our commitment to upholding our values and ethical behaviour to respect and safeguard human rights
- Our Climate Change and Coal Position Statements outline how we are impacted by climate change and the role that we, as an insurer, play in adapting to and mitigating climate and weather-related risk
- On an annual basis, the Group's performance is assessed and verified by an accredited verification agency (who reviews and confirms the Group's response in compliance with the Broad-based Black Economic Empowerment Act, the Code of Good Practice and the requirements that are outlined in the Financial Sector Charter)

### Shareholder information

- Our notice of the Company's Annual General Meeting (AGM), the form of proxy and the Shareholders' Diary provide all the requisite information to enable shareholders to participate in the 2025 AGM.

<sup>1</sup> Copyright and trademarks are owned by the Institute of Directors in South Africa NPC and all of its rights are reserved.



## Santam’s application of King IV

During the reporting period, Santam continued to dedicate efforts towards implementing and demonstrating its response to the 17 core principles outlined in King IV. The Company remains committed to adhering to (and executing) the essential corporate governance standards and requirements. It focuses on creating value for all its stakeholders through a robust, stakeholder-inclusive and customer-centric approach.

### King IV: “Apply versus Explain”

*The primary objectives of King IV include reinforcing good corporate governance practices and promoting an ethical culture, sound performance, effective control and legitimacy. Santam views sound corporate governance practices as essential to how it conducts business and its ability to create sustainable value for its stakeholders. As a JSE-listed entity and a responsible corporate citizen, Santam is committed to continuously applying and ensuring compliance with the requirements outlined in King IV.*

In line with principle 6 of King IV, the Board serves as the organisation’s focal point and custodian of corporate governance. By regularly reviewing Santam’s response to the principles and practices outlined in King IV, the Board demonstrates best practices and promotes effective leadership, good corporate citizenship and sustainability within the Group.

The Board, Santam’s Audit Committee, Risk Committee, Investment Committee, Human Resources and Remuneration Committee (HRRC), Nominations Committee and the SES Committee are all satisfied that Santam upheld and complied with King IV. As and where required, appropriate actions are being taken to ensure continued adherence to the obligations that are placed on the Group.

Santam’s response to the 17 principles and recommended practices of King IV can be found in the Company’s 2024 King IV Disclosure Report.

**Listed on the JSE for 60 years**  
(since 1964) under the insurance (non-life) sector and listed on NSX and A2X

## Santam’s corporate governance pillars include, among other, the following salient aspects

- 
Responsible and effective leadership
- 
Sound and ethical governance practices
- 
Effective control and decision-making
- 
Creating value and contributing to sustainability in a responsible manner
- 
A heightened approach to transparency, accountability and legitimacy
- 
Stakeholder inclusivity and client-centricity
- 
Continuous performance evaluation and monitoring
- 
Conducting business responsibly and ethically, while fulfilling a meaningful role in society



# WHO WE ARE

# 2



# Santam at a glance

*Santam is a leading South African general insurer with over 106 years standing and does business in selected emerging markets.*

With its head office in Tyger Valley, Cape Town, Santam is the largest general insurer on the African continent by premium size. It specialises in proactive risk management and insurance solutions and covers a diverse portfolio of personal and specialist business products and financial services.

Santam is a subsidiary of the South African financial services group Sanlam, which holds 59.1% of Santam's issued shares (62.3% effective interest excluding Santam treasury shares held within the Group). Santam was designated by the Prudential Authority (PA) of South Africa (in terms of section 10(1) of the Insurance Act (Act 18 of 2017) read together with paragraph 1.11 of the Financial Soundness of Insurance Groups), as an insurance sub-group of Sanlam Limited. Santam Limited\* was also acknowledged by the PA (in terms of section 10(2) of the Insurance Act) as the controlling company of the insurance sub-group. The PA also approved Santam Limited's licence to operate as the controlling company of the Santam insurance sub-group in terms of section 23 of the Insurance Act.

Furthermore, Santam Limited has been an issuer and listed entity on the JSE Limited for the past 60 years under the insurance (non-life) sector since 1964.

Founded and incorporated  
in **1918**

\* Santam Limited includes the Santam operations and is the controlling company for all the other companies within the Group.



# Our financial results

<p><b>Group operating earnings<sup>1</sup></b></p> <p><b>R3 714 million</b></p> <p>(2023: Restated to R2 201 million)<sup>1</sup></p>	<p><b>Headline earnings per share</b></p> <p><b>3 477 cents</b></p> <p>(2023: 2 310 cents)</p>	<p><b>Return on capital*</b></p> <p><b>31.9%</b></p> <p>(2023: 28.5%)</p> <p>Target: &gt;24%</p>	<p><b>Economic capital coverage ratio</b></p> <p><b>166%</b></p> <p>(2023: 155%)</p> <p>Target range: 145% to 165%</p>	<p><b>Final dividend*</b></p> <p><b>985 cents per share</b></p> <p>(2023: 905 cents per share)</p>	<p><b>Standard &amp; Poor's Local rating</b></p> <p>South African national scale</p> <p><b>zaAAA</b></p> <p>(2023: zaAAA)</p> <p><b>AM Best rating</b></p> <p>International scale</p> <p><b>A-</b></p> <p>(2023: n/a)</p>
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<p><b>Conventional Insurance</b></p>	<p><b>Gross written premium (GWP) growth</b></p> <p><b>11.0% to R41.3 billion</b></p> <p>(2023: 6% to R37.4 billion)</p>	<p><b>Net earned premium*</b></p> <p><b>10.0% to R32.2 billion</b></p> <p>(2023: 6% to R29.3 billion)</p>	<p><b>Net underwriting margin*</b></p> <p><b>7.6%</b></p> <p>(2023: 3.5%)</p> <p>Target range: 5% to 10%</p>	<p><b>Investment return on insurance funds</b></p> <p><b>2.6%</b></p> <p>(2023: 2.6%)</p> <p>Target range: 2% to 2.5%</p>	<p><b>Administration cost ratio*</b></p> <p><b>18.3%</b></p> <p>(2023: 16.5%)</p>
	<p><b>Alternative Risk Transfer (ART)</b></p>	<p><b>Profit before tax*</b></p> <p><b>R781 million</b></p> <p>(2023: R516 million)</p>			

\* Financial performance metrics linked to the Group's short-term incentive scorecard – refer to the Remuneration Report for more detail.

<sup>1</sup> Metric renamed in line with the segment report included in the summary consolidated financial statements, on page 102 of the 2024 Integrated Annual Report, and the prior year amount restated.



# How we conduct business

*We believe the freedom to seize every day is worth protecting. We operate and build our business to make this belief a reality for all our clients.*

Therefore, Santam aims to safeguard and meet its clients' insurance needs on a continuous basis. Whether mainstream or niche, the Group aims to develop an in-depth understanding of all sectors in which it operates. This provides innovative and insightful solutions that meet clients' needs and help them respond to and manage risks. To this end, Santam offers general insurance solutions to individuals, small and big businesses, the agricultural sector and various specialist sectors.

It is noteworthy to highlight that Santam's operating model was reviewed and amended in 2023 primarily to enhance its multi-channel distribution ability, in line with the needs expressed by its clients. During 2024, the Group's new operating model and internal reorganisation continued to position the business to execute its FutureFit strategy. The Group's revised operating model focuses primarily on growing its intermediary business while scaling the direct and partnerships businesses. As a result, the Group continuously strives to meet the market's needs and expectations by offering various products, services and innovative solutions through its multiple business units.

## Serving our clients with pride.

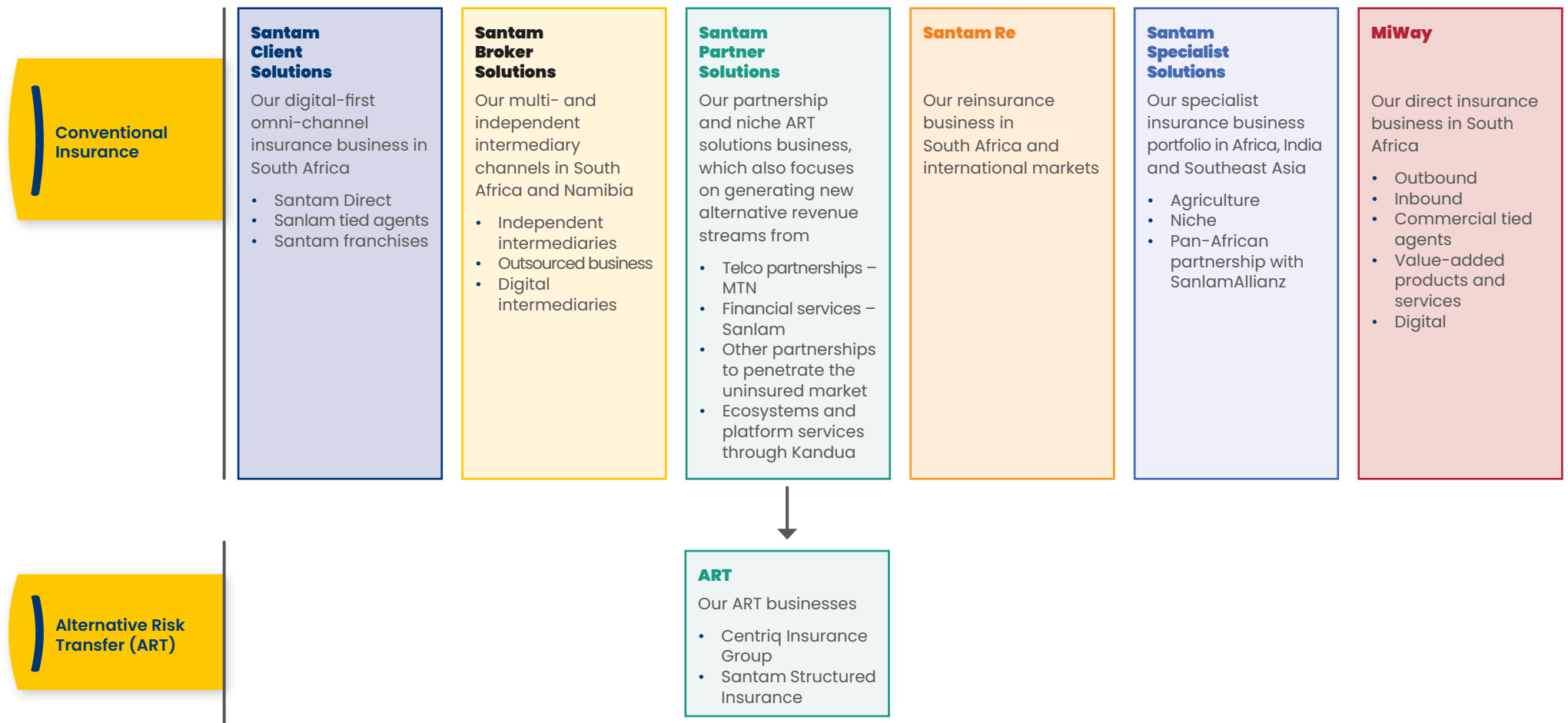




# What we do

*We believe that the freedom to seize every day is worth protecting. We operate and build our business to make this belief a reality for our clients.*

## Our operating model



# Our business operating model

Santam’s business model reflects the inter-connectedness of our operating environment, the key resources we depend on, the challenges and opportunities we are exposed to, the needs and expectations of our clients and other stakeholders and how we manage these in an integrated manner to deliver on our purpose.

*We endeavour to provide best-in-class expertise to ensure prosperity for all our clients, and solutions that align with their changing contexts.*

## The availability and quality of the key resources we depend on

**Financial capital**

- Shareholder equity
- Subordinated and other debt funding
- Premiums
- Investment income on funds from insurance activities
- Investment returns on shareholder funds

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**Human capital**

- Employees
- Intermediaries
- Business partners

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**Manufactured capital**

- The infrastructure of our offices, other buildings and technology systems
- Our clients’ insured physical assets

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**Intellectual capital**

- Our data analytics and modelling capabilities
- Our industry-specific underwriting expertise and experience
- Our operating systems and processes to manage risks and claims
- Management capabilities we have developed and refined over time
- Our brands and the customer solutions we develop

---

**Social and relationship capital**

Good relationships of trust with:

- Clients
- Intermediaries
- Suppliers
- Business partners
- Shareholders
- Governments and regulators
- Communities

---

**Natural capital**

The environmental resources used throughout our operations (including insured risks):

- Energy
- Water

## enable us to deliver on our strategy

**Our material matters**

-  Our clients at the core, and addressing the risk protection gap
-  The South African context and the need for geographical expansion
-  Digital trends disrupting the insurance industry
-  ESG embeddedness
-  An evolving regulatory environment
-  Protecting our talent, building skills and adapting to the evolving world of work
-  Ethical leadership and the trust deficit

**Protecting the availability of our capitals**

- Prudent allocation of financial capital
- Maintaining a strong financial capital position
- Resilience in challenging market conditions
- Effective treasury and investment management
- Effective risk management
- Approved internal capital model

---

- Attract and retain the top talent in the industry
- Remunerate competitively
- Improve and transfer skills through training initiatives
- Prudent underwriting
- P4RR

---

- Social innovation
- Technology-driven change
- Investment in technology, research and training
- Digitised multi-channel approach
- Geocoding of the property book

---

- Client support and claims payments
- Transformation initiatives
- P4RR
- Financial inclusion initiatives (consumer financial education) and access to financial services

---

- Corporate social investment (CSI)
- Media engagement
- Supplier and Broker Development programme

---

- Improved environmental sustainability to reduce impact
- Incentivising behaviours that preserve natural capital
- Impact-based investment funds

to facilitate value-adding business activities.



**We cover the things  
you value the most.**



# Doing business in a responsible, ethical and meaningful way

## We continuously strive to conduct business as an ethical financial services provider

The responsibility for corporate citizenship resides with the Board. This makes the Board ultimately accountable and responsible for setting the direction for how the Company responds to the applicable laws and regulatory requirements in those jurisdictions in which it operates, to industry codes and adopted standards, and to Santam’s Company-specific requirements. Considering stakeholders’ growing interest and expectations regarding aspects related to sustainability and the enhanced sustainability disclosure regulations, Santam regards its efforts to contribute to positive change as instrumental to creating value for all its stakeholders.

## The aim of Santam’s brand repositioning during 2024

*The implementation of sound, ethical and transparent governance practices supports and encourages the Santam Group to deliver on its brand promise of “Insurance good and proper” – while simultaneously creating value for its diverse group of stakeholders in a sustainable and responsible way – free from worry.*

During the reporting period, Santam repositioned its brand, which represents a deliberate shift away from consumers’ fear, regret and worry to embody empowerment instead and to signify the key role that Santam fulfils in giving its clients the *freedom* to explore, grow and pursue their dreams – i.e. knowing that Santam stands behind them and safeguards what matters most. By addressing the risk protection gap – the difference between the insurance coverage that individuals need and what they currently have – we give our clients the freedom to embrace opportunities. When clients feel secure in their coverage, they can focus on realising their aspirations rather than worrying about potential setbacks.

Santam is committed to protecting and safeguarding the *freedom* of its key stakeholders to live without hesitation – whether for our clients, employees or the local communities in which we operate.

This is a new era where we do not merely insure. We protect. We safeguard. We empower. We enable.



## Our core values

*Our new brand essence, “Freedom”, influences our behaviour and how we conduct business: We care, we always play fair, we listen and adapt, we explore boldly, and we invest in creating a better future.*

The Board remains the custodian of corporate governance and is committed to the highest standards of business integrity, ethical values and corporate governance. It recognises Santam’s responsibility to conduct its affairs ethically, transparently, with accountability, fairly and in a socially responsible way. This ensures that Santam operates a sustainable business that creates value for its stakeholders. Santam’s corporate values are based on the following four core pillars, which can be summarised as follows:

### Santam’s core values

- 
Care
It’s in everything we do
- 
Collaboration
It’s how we unlock our #winningasone spirit
- 
Innovation
It’s how we strive for continuous improvement
- 
Integrity
It’s all about doing the right thing

## Striving towards uplifting and safeguarding an equitable society

Santam's purpose is to safeguard what is treasured by its clients in a manner that enables wealth creation and protects all stakeholders' interests. This would not be realised if Santam conducted its business without due regard for human rights in every facet of its operations and business activities. During the reporting period, Santam launched its refreshed Code of Ethics with extensive subsequent efforts to create awareness internally and externally with its suppliers and partners of choice.

### Our purpose is to safeguard what is important to our clients

*Our purpose signifies value creation and preservation for our key stakeholders and, particularly, for our clients. We deliver on this purpose through an extensive ecosystem of relationships and dependencies that form the social, political, regulatory, environmental and economic environment (together, our operating environment) in which we operate.*

Our Company's sustainability over the long term is intricately linked to our ability to create, sustain and provide value to our clients and to be a positive contributor and partner of choice to all our key stakeholders by successfully navigating the challenges and embracing the opportunities emerging from our operating environment. Our client-focused business model and FutureFit strategy, described in our Integrated Annual Report on pages 60 to 63, signifies our response to optimise value creation in the context of our operating environment.

Furthermore, Santam's ambition to be at the forefront of policy-making processes and dialogues that advance Africa's sustainable growth and prosperity resulted in the Group signing up to the Africa Business Leaders Coalition by endorsing the coalition's climate statement. Santam continues to be a signatory to the United Nations Environment Programme (UNEP) FI Principles for Sustainable Insurance, which serves as a global framework for the insurance industry to address sustainability risks.

During the reporting period, Santam was actively involved in several industry-driven interventions to empower consumers and support them in becoming financially literate. This excludes the investments and resources allocated by Santam to uplift local communities through its contributions towards social, economic and development initiatives, and in particular, to empower and create sustainable opportunities for small, medium and micro-enterprises (SMMEs). The Group's Home+ initiative, launched approximately three years ago, is evidence of some of the Company's successes achieved to date.

## Responsible supply chain practices

At the core of running a responsible business, is embedding sustainability and sustainability considerations across business operations and the value chain. Santam's supply chain has not been immune to the increasing geopolitical tensions and environmental pressures which have affected global supply chains equally. The increasing vulnerability to a series of disruptions requires businesses to build resilience and contingency into their systems. This necessitates that we understand the inherent sustainability risks within our supply chain. As such, Santam has embarked on a process to undertake a sustainability materiality assessment across our supply chain. Understanding how our suppliers manage, interpret, adopt and respond to sustainability risk allows an opportunity to influence and capacitate our suppliers to promote good labour practices, implement fair human rights practices as well as sound environmental management practices in our value chain.

**You keep  
going,  
we keep  
doing.**

# Our FutureFit strategy

*Freedom is as relevant to our clients as it is to us as an organisation. We view our FutureFit strategy as the blueprint that will give us the freedom to spread our wings and achieve new heights.*

Our FutureFit strategy consists of three growth vectors. These are the focus areas that will help us achieve the growth, scale and diversification we seek. We also have three growth levels. Each level is a foundational part of what we need to have in place to deliver on our growth vectors.



● Achieved   ● Requires improvement   ● Insufficient progress



# Relevance and materiality – which influence and guide our approach

*By proactively understanding and responding to material matters, we give our clients the freedom to live their best lives, assured in a partnership prepared for tomorrow.*

Santam follows an annual process to review aspects regarded as material for value creation and protection purposes. Each material matter listed below has the potential to impact Santam’s performance significantly over the short, medium and long term. It can create, protect and/or erode value for our key stakeholders. Further information in this regard and an update on the progress made during the 2024 reporting period in response to what we perceive as material can be accessed in Santam’s 2024 Integrated Annual Report.

## A synopsis of our material aspects

Our material matters are long-term drivers of change, and although they are frequently reviewed, they do not necessarily change annually. We reassess and update our material matters annually to understand how these matters manifest and change over time. Santam’s response to each material matter is described in further detail in its 2024 Integrated Annual Report in our strategy section on page 60.



### Material matters

- 
Our clients are at the core, and addressing the risk protection gap
- 
The need for geographical expansion
- 
Digital trends disrupting the insurance industry
- 
ESG embeddedness
- 
An evolving regulatory environment
- 
Protecting our talent, building skills and adapting to the evolving world of work
- 
Ethical leadership and the trust deficit

# Delivering **value** in challenging times

Though our global context continues to change, our promise to do **Insurance good and proper** has not. Through the delivery of this promise, we ensure our stakeholders have the freedom to live life fully.

## Risks and opportunities emerging from the macro environment



## Our sustainability strategy and performance

*The Board ensures that Santam’s FutureFit strategy responds to the material aspects of a rapidly evolving operating environment.*

We acknowledge that our business operates within environmental and social thresholds. The insurance industry operates in an ever-evolving risk landscape, which necessitates that we continue to take ESG issues and sustainability seriously. The Santam Group is committed to being a good corporate citizen and contributing to a sustainable and transformed South African economy. Therefore, our approach towards sustainability is shaped by our long-term aspiration to narrow the risk protection gap in the markets in which we operate. We strive to do this through collaborative efforts, proactive risk management and inclusive risk management solutions.

As a result, our strategic sustainability pillars focus predominantly on what is important to our key stakeholders and what is most material to our business.

These pillars contribute to a sustainable and transformed South African economy, and it includes the following salient aspects:

 <p><b>Running a responsible business</b></p>	<ul style="list-style-type: none"> <li>• Ensure stakeholders experience safety, fairness and inclusion with a focus on client outcomes and market conduct</li> <li>• Demonstrate good governance and transparency through sustainability disclosure and reporting</li> <li>• Address key risks such as climate change and extreme weather events</li> </ul>
 <p><b>Helping to build resilient societies</b></p>	<ul style="list-style-type: none"> <li>• Invest in financial education for underserved communities</li> <li>• Offer innovative business solutions to access new markets and to address the rising risk protection gap</li> <li>• Partner for risk and resilience with selected municipalities and double the impact</li> </ul>
 <p><b>Nurturing talent and culture</b></p>	<ul style="list-style-type: none"> <li>• Promote a diverse and inclusive workforce</li> <li>• Use diversity to improve culture</li> <li>• Invest in employee wellbeing and improve employee engagement</li> </ul>





# Stakeholder inclusivity

*Our stakeholders' aspirations and long-term objectives are intrinsically intertwined and hinge on unlocking freedom for our clients and those with whom we work. We are hence committed to understanding our stakeholders and dedicated to act responsibly in their interest.*

Sound corporate governance principles continually challenge corporates to shift from a “shareholder-only” to a “stakeholder-inclusive” mindset. This ensures that corporate citizens are mindful of their business practices and how they impact their key stakeholders.

Therefore, Santam adopted a stakeholder-inclusive and stakeholder-centric approach. The objective is for the Company to proactively communicate and engage its key stakeholders on material, topical and relevant issues that may affect them directly or indirectly. This is achieved through various communication channels and mediums to encourage stakeholders to respond and provide feedback in a pragmatic manner.

## Santam’s key stakeholder relationships

**The primary objectives of the Group’s stakeholder engagements are:**

- To proactively unlock growth by analysing key stakeholders’ expectations and how Santam can create value in a sustainable manner
- To encourage senior leadership and main stakeholder relationship “owners” to engage in purposeful engagements to respond proactively and effectively to stakeholder-related factors
- To respond effectively to stakeholder-related aspects (e.g. by engaging the government on material matters that affect the broader society)
- To act as a catalyst for positive change through investment in transformation initiatives (e.g. financial inclusion, employment equity, skills development, preferential procurement and investment in SMMEs)
- To establish and maintain partnerships for risk reduction while addressing the risk protection gap – by providing insurance and risk solutions in a good and proper way in all markets where Santam operates (i.e. noting that climate-related disasters are becoming a reality and are widening the risk protection gap)
- To display thought leadership and foresight as a good corporate citizen by effectively engaging in Santam’s flagship partnerships for risk and resilience (P4RR) programme, CSI, and the Black Broker Development programme, to name a few

Santam’s investor relations team and the Group Company Secretary facilitate communication with the Company’s shareholder constituency. However, each stakeholder category has an executive custodian assigned to it and it is linked to senior managers responsible for stakeholder engagement and progress reporting.

All engagements are recorded on Santam’s stakeholder engagement platform. It is a system that is designed to drive effective stakeholder relationship management by means of recording, monitoring, reporting and disclosing stakeholder engagements. A colour-coded RAG (red-amber-green) tracker is, furthermore, deployed to monitor and track the effectiveness and “health” of the Group’s stakeholder relationships over time.

**Delivering profitable growth and resilience in a disruptive world**

Santam’s key stakeholders are regarded as pivotal to Santam’s success and sustainability, and they inform how the Company conducts its business. This is why Santam remains true to its purpose – safeguarding what is important to its clients. During the previous financial year:

- Gross claims paid amounted to R28.6 billion to help clients and local communities mitigate risks and protect their financial well-being in various ways
- Santam continues to partner with local government to reduce and mitigate risks in vulnerable communities through its flagship P4RR programme. During the reporting period, the Group partnered with 102 municipalities, impacting circa 23.3 million people across South Africa



## Santam’s key stakeholder categories

Santam’s conduct and business operations impact, influence, and affect a diverse group of stakeholders – both internally and externally.

The Group’s stakeholder categories can be summarised as follows:

### Santam’s key stakeholder categories



**As a leading general insurer, Santam is an integral part of society and, therefore, is accountable to current and future stakeholders. We are committed to understanding and responding to our stakeholders’ interests and expectations.**

# Santam’s Group Stakeholder Engagement Policy

Santam’s key stakeholders are all regarded as pivotal to Santam’s sustainability as they shape, guide and inform how the Company conducts its business.

During the reporting period, the Board reviewed and approved the Santam Group Stakeholder Engagement Policy, which was developed in line with the principles and recommendations of King IV. The policy defines Santam’s key stakeholder groups and outlines the basic principles and requirements that govern how Santam engages its stakeholders and monitors and reports on stakeholder interventions. The responsibility to oversee and monitor policy implementation has been delegated to the SES Committee.

## How we manage and govern stakeholder relationships to ensure effective engagements



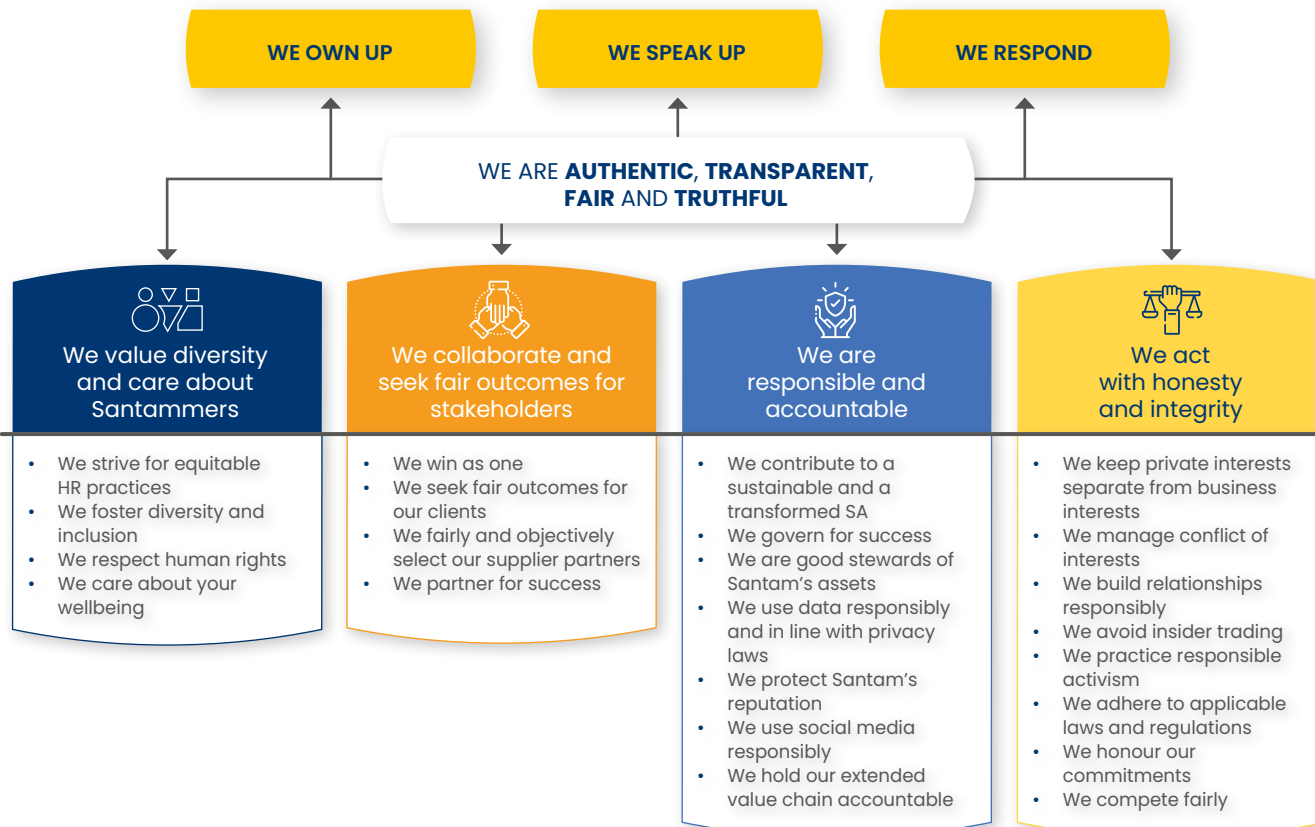
**Santam frequently reviews its stakeholder engagement methodology to understand the Company’s stakeholders’ needs, expectations and interests better. This ensures the Group’s efforts align with Santam’s strategy and that it supports the execution thereof.**

# We choose to **conduct** business responsibly and ethically

## The governance of organisational ethics – “the Santam way”

*The Board, as the custodian of governance, remains accountable for the effective execution of ethical practices across the business. In general, the oversight of ethics management has been delegated to the SES Committee. This includes frequently monitoring and reporting on Santam’s approach and application of ethical business practices.*

### Santam’s Code of Ethics summarised



The governance of ethics within Santam was initially formalised in 2012. Since then, the application and governance of ethics have matured as the business evolved and new ethics-related risks emerged.

In 2016, the Company adopted the Ethics Institute of South Africa’s framework for managing ethics. Thereafter, in 2017, a key milestone was achieved with the establishment of the Group Ethics Management Committee (GEMC), which operates as a sub-committee of the Group Executive Committee (Group Exco).

The GEMC assists the Board and the SES Committee with managing ethics while continually monitoring Santam’s response to principled business practices. The GEMC meets frequently and is chaired by the Group’s Chief Risk Officer (CRO). The Ethics Office, in turn, provides operational support to the GEMC and fulfils the secretariat role. All major business areas are represented at the GEMC given its diverse stakeholder groups. These representatives promote the interests of their respective stakeholders.

The Ethics Office is positioned within Santam’s Business Integrity Unit, which reports directly to the Group’s CRO. Furthermore, the Business Integrity Unit includes the Ethics Office, forensic services, integrity risk management and intelligence, contributing to Santam’s holistic approach to managing insurance crime and misconduct.





## Whistleblowing

At Santam, whistleblowing remains a safe and reliable medium for internal and external stakeholders to raise concerns confidentially and anonymously regarding unethical behaviour or insurance crime. The Business Integrity Unit manages the Group's confidential reporting mechanism. The Group has implemented several easy-to-access reporting mechanisms to facilitate whistleblowing. Reports can be made anonymously, and trained professionals investigate all allegations received. In 2024, Santam's whistleblowing channels were audited by the Ethics Institute, whereafter Santam received the "SafeLine-IN Standard for Internal Whistleblowing Hotline Service Providers" accreditation. This accreditation is a gold standard for whistleblowing platforms. The Group also successfully deployed technology as an early warning detection tool to flag high-risk transactions. The analysis of the high-risk transactions resulted in the identification and successful investigation of several syndicate-related insurance crime cases.

In addition, misconduct-related trends are regularly reported to the GEMC, Santam's Group Exco, the SES Committee and the Board based on relevance and materiality. Employees are also encouraged to consult the Company's Ethics Helpdesk for assistance or advice with ethical decision-making, ethics-related dilemmas or general enquiries.

During the reporting period, our whistleblowing efforts resulted in the Group reporting 74 criminal cases (totalling R10.6 million) to the South African Police Services for criminal investigation. The forensic team also secured several confirmed convictions.

Given Santam's risk-based approach to ethics management, the Ethics Office continues to monitor the various misconduct categories. The Ethics Office also monitors adverse social media to identify possible ethics-related risks. Santam intends to conduct its next ethics survey in the 2025 financial year. The Group's holistic approach to ethics management continues to acknowledge and consider the interests of its stakeholders.

## Our "refreshed" approach towards ethics

- The Group's revised Code of Ethics is accessible to all Santam stakeholders (e.g. employees, suppliers, intermediaries, investors, regulators, policyholders, etc.)
- A specific section has been provided to define the responsibility of all employees and line managers regarding ethical behaviour and misconduct
- The channels for investigation and reporting purposes have been explained in further detail
- The Code of Ethics is also supported by several other policies relating to specific areas, including but not limited to the Group's Business Integrity Policy, the Anti-Bribery and Anti-Corruption Policy, the Conflict of Interest Policy, the Gratification Policy and Whistleblowing Policy
- The key milestones achieved in 2024 include the following:
  - » All business integrity-related policies have been redesigned as online employee training modules. An average of 55% of employees completed the various training modules as at the end of 2024. However, dedicated efforts have been deployed to create awareness in order to increase the acceptance rate for completion purposes as well as adherence to the aforementioned policies
  - » Extensive Ethically Aware Supplier Induction (EASI) training for existing and prospective suppliers has been provided during the reporting period. This training programme aims to increase our suppliers' ethics awareness to align with Santam's ethical business culture. "Train the trainer" training for EASI was provided to 63 Group Sourcing employees. This training will be extended to the rest of the Group Sourcing team and is anticipated to be rolled out to suppliers during 2024 and 2025
  - » The Ethics Office hosted several ethics and insurance crime awareness events for employees, intermediaries and suppliers. A total of 2 837 stakeholders attended these events during 2024. The objective was to raise awareness around ethical conduct in general and to provide training on ethical "blindness" and impasses and how to better deal with these. More work in this regard is planned for the 2025 financial year
- The Group's focus areas planned for 2025/2026 include conducting an ethics risk and opportunities survey and ensuring the revised Code of Ethics is reviewed annually and made available to all Santam stakeholders. In addition, Santam will continue to create awareness and implement appropriate training campaigns through targeted training interventions for employees, intermediaries and suppliers

**At Santam, our aim is to safeguard what is important to our clients, in an ethical and responsible manner that enables wealth creation and the protection of all our key stakeholders' interests.**

## Dealings in Santam securities

Santam strives to comply with the requirements of the Financial Markets Act and the JSE Listings Requirements that apply to dealings in shares by directors and other affected persons. As per the Board-approved Policy on Securities Dealing and Price-Sensitive Information, directors and those individuals who have access to or are exposed to price-sensitive information (affected persons) are prohibited from dealing in Santam securities during “closed periods” until the Group’s final and interim results are published.

The same principle applies when *ad hoc* “closed periods” are declared due to directors’ and affected persons’ involvement in corporate transactions. As per the norm, the office of the Group Company Secretary will issue a notice alerting all directors and affected stakeholders of the prohibition on trading in securities until the closed period has expired.

The Securities Dealing and Price-Sensitive Information Policy deals with the identification, classification and effect of information arising in the ordinary course of business, including the regulatory and compliance requirements regarding such information. It further governs the process of dealing in securities and it sets out the conditions under which directors and affected persons may deal in Santam securities as well as the requirements for such dealings. The Policy’s objective is to create an appropriate balance between encouraging and facilitating investment in the Company’s securities and ensuring the public perception of the integrity of Santam and its affected persons is never compromised.

During the year under review, stringent controls were implemented continuously to ensure compliance with this Board-approved Policy. All directors and affected persons must obtain pre-approval before any dealings in securities. The Board receives a quarterly report on all dealings in shares by directors, prescribed officers and the Group Company Secretary. As and when required, the relevant details of transactions are also disclosed to shareholders and the market through the JSE’s Stock Exchange News Service (SENS). In addition, Santam’s investment management companies enforce meticulous trading policies regarding personal transactions in all financial instruments.

## Zero-tolerance for bribery, corruption and insurance crime

Santam’s commitment to conducting business with integrity includes the Group adopting a zero-tolerance approach to bribery, fraud, and corruption. This approach is governed by a formal policy which applies to all business activities in any jurisdiction where Santam operates. As a result, Santam strives to conduct its business in a **good and proper**, honest, ethical, fair and transparent manner. The latter includes Santam’s commitment to the following key aspects:

- To uphold all applicable laws and regulations that are focused on countering bribery and corruption
- To have safe, appropriate and accessible reporting mechanisms where suspicious conduct or concerns of bribery and corruption can be reported
- To protect whistleblowers and act against anyone who victimises, intimidates or attempts to victimise whistleblowers for making reports
- To act swiftly in reporting and thoroughly investigate all incidents of bribery and corruption
- To create awareness and provide regular training around ethical business conduct, bribery and corruption
- To proactively understand and respond to the risk of bribery and corruption in our business operations

From an anti-money laundering and terrorist financing perspective, the grey-listing of South Africa places pressure on law enforcement agencies and regulators to increase their efforts in monitoring adherence to anti-money laundering legislation and increase investigation and prosecution of corruption and money laundering offences. South African financial institutions will continue to be under strict scrutiny to enhance their anti-money laundering controls and reduce the risks to their international business partners. Although non-life insurers have been excluded from the ambit of accountable

institutions, which imposes significant obligations in terms of the South African Financial Intelligence Centre Act, non-life insurers like Santam may be indirectly impacted due to business pressure from our international partners. Therefore, these developments and global trends are continuously being monitored with caution. This ensures that Santam’s response to anti-money laundering and the anti-money laundering controls implemented, are robust and effective in safeguarding the interests of the Group’s affected stakeholder groups.

Furthermore, the Group’s Anti-Bribery and Anti-Corruption Policy sets out the overall framework for combating corrupt practices while specifying the key principles to be adhered to. It is further supported by the insurance fraud risk management policies adopted by all licensed insurers in South Africa, as required by the Prudential Standards on the Governance of Insurers in terms of the Insurance Act.

Anti-Money Laundering and the Countering of the Financing of Terrorism (AML/CFT) remain a focus area for Santam. The Group has deployed several solutions to ensure compliance with AML/CFT regulatory requirements and enforce targeted financial sanctions. In addition, a heightened approach was adopted to enhance the level of scrutiny when onboarding new suppliers and clients and transacting with existing clients.

The Board is pleased to report that, to its knowledge, no material losses due to fraudulent activities were suffered during the reporting period.

### Your vigilance contributes value to our process

#### Where to report fraudulent activities

- Fraud line (South Africa): 0860 600 767
- Fraud line (Namibia): 0800 002 020
- Fraud line SMS: 31640
- WhatsApp: +27 76 921 3347
- Email: forensic.services@santam.co.za

## The continuation of collaborative efforts aimed at reducing the impact of financial crime

We have signed a membership agreement with the South African Fraud Prevention Services (SAFPS), which has a community of over 97 members across various sectors in South Africa. SAFPS offers a platform where members publish cases of confirmed fraud and financial crime related incidents. Through these collaborative efforts between the SAFPS and other like-minded organisations across the globe, Santam aims to be a catalyst for positive change and contribute towards reducing the impact of insurance crime on society and the economy.

Santam has built good relationships with several professional bodies that assist with creating awareness around topical issues, training initiatives and developing best practices. The Company is a founding member of the Insurance Crime Bureau (ICB) and partnered with the ICB in investigating and prosecuting cross-carrier insurance crime syndicates. This partnership is bolstered by strategic intelligence-sharing initiatives. These include the Ethics Institute of South Africa, the Institute of Commercial Forensic Practitioners, the Association of Certified Fraud Examiners, the International Association of Auto Theft Investigators and the International Association of Financial Crime Investigators. Santam has a good working relationship with the various law enforcement agencies. To this end, Santam (together with the insurance industry) is spearheading a campaign to advocate for insurance crime to be declared a priority crime. It is envisaged that this will see more prosecutions of insurance crime cases.

## Our approach towards human rights

*Safeguarding those interests that matter is an integral part of our people-centric approach. Through the SES Committee, the Board continues to implement sound governance practices to ensure that all Santam's business activities subscribe to the Constitution of the Republic of South Africa (1996) and the Bill of Rights in Chapter 2 of the Constitution. This commits Santam to acknowledge, respect and affirm the democratic values of human dignity and equality.*

The Santam Board annually reviews the Group's Human Rights Statement by providing an opportunity to create shared value for our business and stakeholders. The updated and revised version of our Human Rights Statement is currently being implemented. The content remains relevant and aligned with the United Nations Sustainable Development Goals (UN SDGs). In general, the Human Rights Statement summarises the Group's approach to human rights in relation to its business practices and key activities as an employer of choice, business partner, financial service provider and investor, as well as its role in local society and towards the environment. It also provides for the ethical dimensions of products developed during the reporting period.

The Company believes business can only flourish in societies where human rights are safeguarded and respected. While the Company is geographically firmly rooted in South Africa, Santam continually pursues local and international opportunities to grow and preserve its clients' ability to safeguard what they value. Santam also seeks to narrow the *risk protection gap*\* in the markets where it conducts business through collaborative, proactive risk management activities and providing reliable, inclusive risk solutions.

The Group also continues to apply innovative measures and explore strategic partnerships to develop appropriate and "fit for purposes" products for, among others, SMMEs and consumers. As such, Santam remains actively involved in financial inclusion and education-focused, industry-driven interventions to empower consumers and support them to become financially literate.

The commitment to provide consumers access to financial products and services is demonstrated through Santam's flagship initiative with one of the Group's strategic partners, the MTN Group. This partnership aims to provide digital insurance and investment offerings to South Africans and beyond who cannot access financial products and services via the more "traditional" distribution channels. To solidify the commitment to empowering and supporting the growth of the SMME sector, the Group recently launched an affordable digital insurance solution for micro-township enterprises. Businesses in this sector can now ensure business continuity and "recover" in the event of a loss.

Santam's ethics management strategy remains pertinent and pragmatic and is focused on ethical outcomes for employees, suppliers and the broader environment in which the Company operates. The Ethics Office works with the human capital (HC) department to improve the shared mindset and behavioural norms relating to *fairness, accountability, authentic and transparent expression (by word or conduct), dignity and respect*. To this end, the Ethics Office will provide regular training, promote internal and external awareness, and develop leadership training material to support an ethical culture.

\* The risk protection gap is the difference between the total economic losses resulting from unforeseen events and those protected by insurance cover.

Given Santam's risk-based approach to ethics management, the Ethics Office continues to perform services to manage, monitor and prevent the risk of misconduct. The Ethics Office also monitors adverse social media to identify possible ethics-related risks. Santam considers conducting its next ethics survey in the 2025 financial year. In 2021, the Group also participated in the GIBS Ethics Barometer, which rated Santam in the top 21% of corporate South Africa. The Group's holistic approach to ethics management continues to acknowledge and consider a wide and diverse stakeholder group.

## Giving and receiving gratifications

*Santam continuously strives to embed an ethical corporate culture. The Group's approach to giving and receiving gratifications is governed by a formal Board-approved Policy, which is annually reviewed. The policy enhances transparency and accountability by providing a framework for giving and receiving gratifications or gifts across the business. It constitutes minimum standards that must be adhered to, to ensure the effective management of conflicts of interest, the protection of Santam's reputation and integrity, and compliance with relevant legislation*

All persons acting for or on behalf of any entity within the Santam Group are prohibited from attempting to exert undue influence in favour of any other party by offering, giving, soliciting, or accepting any form of gratification. In those instances when gratifications or gifts are allowed to be received from business partners, these must be divulged, recorded, and approved by management. In certain instances, pre-clearance of gratifications or gifts is required.

In alignment with the Code of Ethics, this policy applies to all directors, managers, employees (full-time and/or contracted), independent contractors, intermediaries, agents and service providers.

## Regulatory governance

*The regulatory criteria noted on page 4 herein, are critical in influencing, guiding and shaping Santam's rule-based approach to governance. At the same time, it is essential to note that in 2020, Santam Limited was designated by the PA of South Africa, in terms of section 10(1) of the Insurance Act, read together with paragraph 1.11 of the Financial Soundness of Insurance Groups, as an insurance sub-group of Sanlam Limited.*

In addition to the abovementioned, Santam Limited was designated by the PA, in terms of section 10(2) of the Insurance Act, as the controlling Company of the insurance sub-group. Shortly thereafter, the PA approved the licensing of Santam Limited as the controlling Company of the Santam insurance sub-group in terms of section 23 of the Insurance Act.

Therefore, the Board has a statutory obligation to adopt, implement and document an effective governance framework that is aligned, among others, to the Insurance Act, the Companies Act, King IV and the Prudential Standards issued by the PA, which includes the Governance and Operational Standards for Insurance Groups (GOGs) and Insurers (GOIs). As such, it is the responsibility of the Board to ensure compliance with the requirements imposed on a controlling Company and an insurance sub-group under the Insurance Act, irrespective of the delegation or outsourcing of any of its responsibilities.



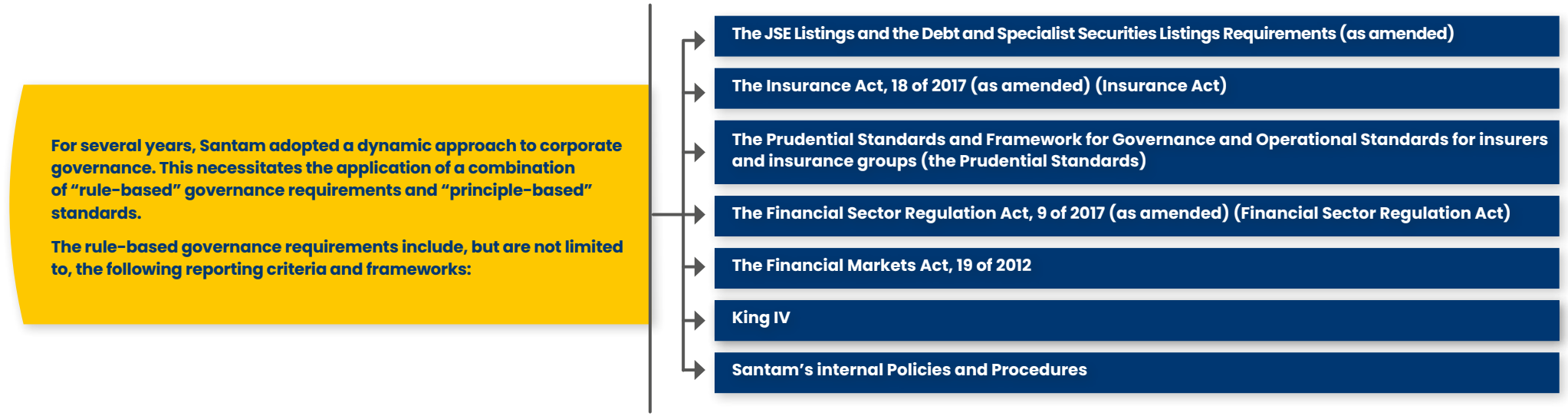




**SANTAM'S  
APPROACH  
TO CORPORATE  
GOVERNANCE**

**3**

# Santam's approach to corporate governance



As part of the evolving process of assessing the effectiveness of the Group's governance approach and structures, consideration was also given to the FTSE/JSE Responsible Investment Top 30 Index and the Code for Responsible Investing in South Africa (CRISA).

Santam continues to make concerted efforts to review its business practices continuously. This ensures that its approach, methodology and governance-related protocols continue to support and complement the Group's vision and strategic objectives. To establish and maintain sound and ethical governance practices across the business, key principles, controls and policy-making activities are implemented at all levels of the organisation, guided by Santam-specific best practices and principle-based governance requirements.

The abovementioned standards and requirements, in addition to the Board's fiduciary duties, require the Board to accept accountability and take responsibility for governance, ethical leadership, and how decision-making should be approached, governed and executed. The Insurance Prudential Standards further require the controlling Company of an insurance Group such as Santam, to establish a governance framework that provides for the sound and prudent management of the Group's business, including adequate protection of its clients' interests. To this end, the Santam Board reviews and approves the Company's Group Governance Policy every year as it emphasises Santam's approach to sound business practices and complements its strategic objectives.

## This is what we do.

# Santam's Group Governance Policy

## Purpose of the policy

This policy aims to establish certain principles as well as minimum and mandatory standards to be applied by the Santam Group regarding the governance of all Santam Group companies. It also provides the overarching framework for other Santam Group Policies to support these areas of governance. Furthermore, the policy enables Santam to discharge the obligations imposed on it by law as a licensed controlling company and financial institution and includes the Company's Board approval framework.

In pursuing optimal governance and risk management, the policy defines the level of influence that Santam (as the controlling Company of the Santam Ltd Insurance sub-group of Sanlam Ltd and ultimately the holding Company of the Santam Group of companies), is expected to and can exercise in terms of general corporate governance principles, regulations, and stakeholder expectations in directing the strategy. This includes setting and enforcing corporate governance and risk management policies and practices within these corporate entities.

## Policy objectives

One of the key objectives is to ensure that appropriate policies and governance structures are in place to effectively:

- Influence, govern and guide the strategic direction of Santam's Group of companies
- Manage Santam's potential financial exposure to potential risks
- Secure and protect Santam's reputation
- Protect and grow the value of Santam's (and its co-investors') investments
- Discharge the Group's obligations in respect of compliance with regulatory requirements
- Consider and meet the legitimate expectations and interests of all relevant stakeholders
- Oversee and govern internal controls and authorisations

## Policy implementation

- The policy is primarily for internal use by Santam's Board of directors, management and the Santam-nominated directors serving on the Boards of its subsidiaries
- Implementation at a subsidiary level is based on individual business autonomy, but remains subject to the Santam Group's defined set of governance standards and protocols
- It is also subject to Santam's business rules and its commitment to operational efficiency, regulatory Group supervision, ethical behaviour and inter-group collaboration
- It aims to govern and exercise authority, i.e. individually and/or in consultation with Santam's Group Exco
- The responsible Boards at a subsidiary level and the Santam-nominated directors on the Boards of such companies across the Group are responsible for ensuring adherence to the policy
- Deviations from the policy and non-compliance incidents are treated as exceptions
- Santam's Group Chief Executive Officer (CEO) must be satisfied that compelling arguments exist (including substantiation) for a temporary or permanent deviation
- All deviations from the policy and non-compliance incidents are reported to Santam's Group Exco and the Audit Committee

# Our governance practices in markets where we operate

*To support and develop mature governance and ethical structures and business processes in those markets where Santam operates (or where the Group has business interests), all entities across the organisation are required to adhere to and confirm compliance with Santam's governance principles and with respective in-country laws and regulations where it operates.*

Santam's Group governance framework recognises each Company within the Group as a separate and independent juristic entity to which its directors owe fiduciary duties. Thus, the adoption and implementation of Santam's policies, structures and procedures remain a matter for consideration and approval by the boards of the individual companies operating as separate legal entities. Therefore, to ensure alignment and facilitate consistent implementation across the Santam Group, an inclusive approach is followed to develop business philosophy, strategy, policies and procedures.

Santam's subsidiaries give feedback on implementing governance practices through their respective Board representation letters, which are presented to and considered by Santam's Audit Committee twice per annum. In addition, the Group continually engages with its internal stakeholders to ensure a shared understanding and application of how to report governance-related aspects and the types of ethics-related breaches that must be disclosed. This enhances the effectiveness of the standard governance protocols while simultaneously promoting awareness.



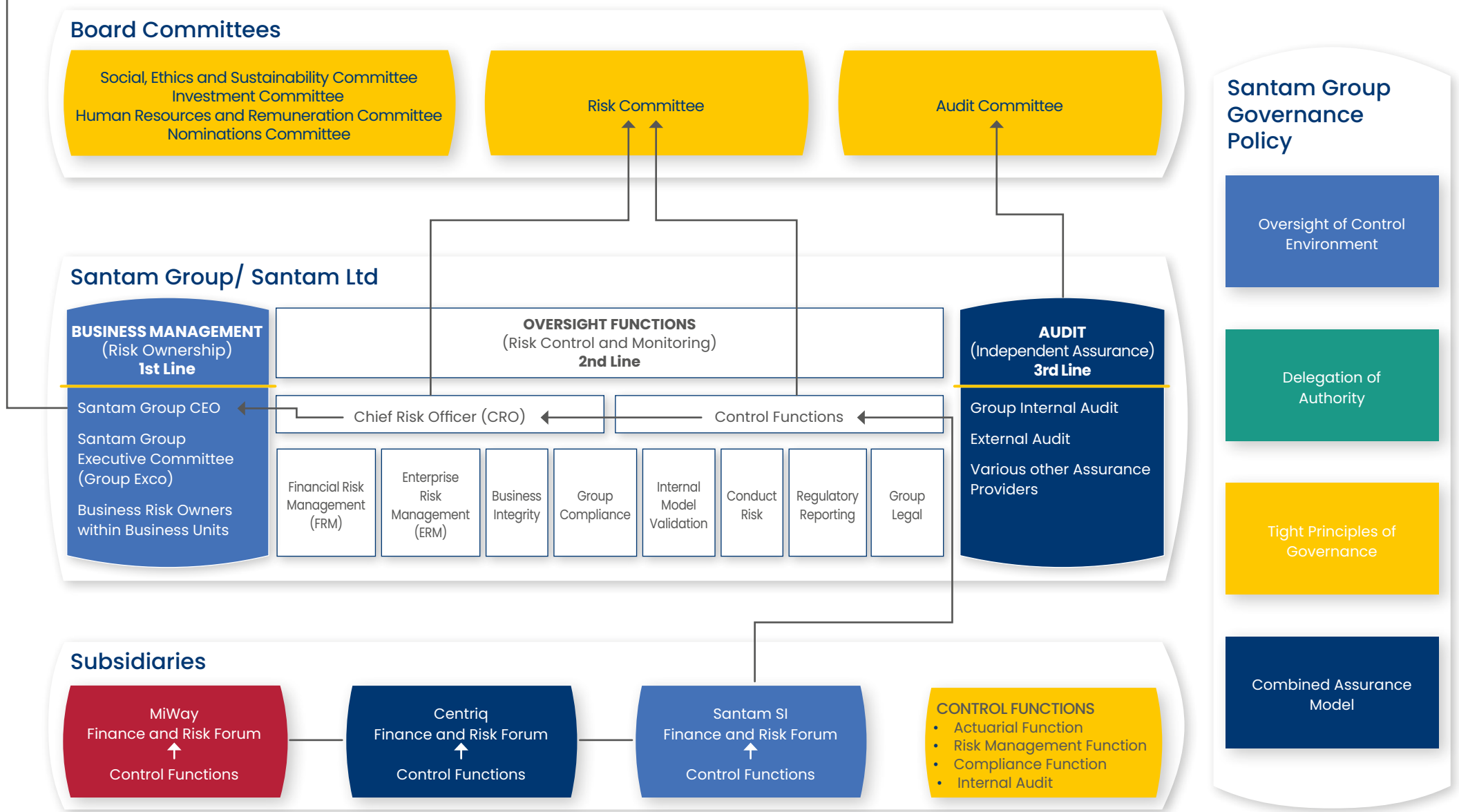
# **Santam's** Group governance structure

*The Board is responsible for directing, administering, and controlling the affairs of the Company in a transparent, fair, ethical and responsible manner. It performs an oversight role and has overriding control over the Santam Group and its subsidiaries. This includes the Board overseeing and approving the process to achieve and maintain an appropriate balance of knowledge, skills, experience, and independence. Furthermore, the Board aims to ensure that it objectively and effectively discharges its governance role and responsibilities. This includes ensuring that the necessary systems and processes are in place for the Group to achieve its key strategic deliverables sustainably. The following diagram provides an overview of Santam's Group Governance Structure from a strategic oversight and risk management perspective.*








# Santam Limited – Board of Directors



# Ensuring resilient governance for a sustainable business strategy

*Santam ensures the resilience of its governance structures for a sustainable business strategy and model through several key practices.*

## Key practices for governance resilience

 <b>Adherence to King IV principles</b>	Adopting and implementing ethical leadership, citizenship, and sustainability principles from the King IV Report on Corporate Governance.
 <b>Robust governance frameworks</b>	Developing comprehensive frameworks with the assistance of the Board Committees (e.g. the Risk Committee, the Audit Committee and the SES Committee) as well as overseeing governance and strategic implementation.
 <b>Stakeholder inclusivity</b>	Active engagement and feedback with stakeholders to align strategies with their expectations.
 <b>Continuous monitoring and adaptation</b>	Regularly reviewing and adapting governance to meet market and environmental shifts.
 <b>Sustainability integration</b>	Embedding sustainability goals and assessing risks/opportunities in business strategy.
 <b>Regular audits and reviews</b>	Conducting internal and external audits for compliance and identifying improvement areas.





## Delegation of authority

*Corporate governance refers primarily to those systems, rules, practices and processes by which an organisation is directed and controlled. It guides and influences how an entity is controlled, aiming to assure stakeholders that the Company is conducting its business operations in a fair, ethical, accountable, sustainable, responsible and transparent manner.*

Santam's governance framework comprises various elements that seek to create certainty while defining decision-making powers and signing authorities at all levels of the organisation. Santam's memorandum of incorporation (MOI) and its Group Governance Policy make provision for specific governance-related processes and protocols, as well as decision-making powers, to be exercised by various stakeholders. This includes a clear distinction between the role that Santam's shareholders fulfil and the responsibilities and decision-making powers that are delegated from time to time to the Board of directors, the Board Committees, the Group CEO, the Chief Financial Officer (CFO), the heads of control functions and other Company representatives and custodians of key portfolios.

These functions and decision-making powers are recorded in the Group's governance framework. The Board reviews the framework annually to ensure it remains relevant, pragmatic and, where necessary, aligned with the applicable regulatory requirements. Although the Board remains accountable, specific responsibilities are delegated to the Group CEO, the CFO and, where appropriate, Santam's Group Exco.

The objective is to clarify roles and ensure management is empowered to exercise authority and discharge its responsibilities effectively. Feedback is continually monitored and reported to the Board as part of the Group's control system. An internal escalation protocol is triggered if and when deviations or anomalies occur within the business' operational structures. This requires the responsible parties to review the relevant governance processes that were implemented and assess the effectiveness of the controls in place to mitigate or prevent recurrences.

**The Board's continued focus during the short to medium term, is to deliver on the Group's FutureFit strategy and to realise improved profitability.**



# The Board of directors

## Role and mandate

The Board remains the custodian of corporate governance and is committed to the highest standards of business integrity, ethical values and corporate governance. It recognises Santam's responsibility to conduct its affairs ethically, transparently, with accountability, fairly and in a socially responsible way. This ensures that Santam operates a viable and sustainable business that creates value for its stakeholders. From time to time, the Board also delegates some of its responsibilities to its Board Committees and/or management. However, such delegation does not constitute a discharge of the Board's accountability.

**The Board's agenda centres largely on the Group strategy, Santam's overall statutory, risk and financial oversight, the execution of capital management, mergers and acquisitions, accounting policies, financial results, Santam's dividend policy, human capital development, JSE Listings Requirements, risk management, regulatory compliance and corporate governance practices that are applicable throughout the Group. The Board is also responsible for overseeing Santam's key stakeholder relationships and conducting business in the best interest of those the Group serves and represents.**

### The Board is, furthermore, accountable for the following, among others:

- Determine Santam's overall objectives, approve strategic plans to achieve the objectives, monitor operational performance, ensure effective risk management and internal controls, and monitor legislative, regulatory and governance requirements
- Ensure there are clear and formal procedures in key areas so that regulators and auditors can readily review decisions and actions internally and externally
- Conduct business in accordance with Santam's Code of Ethics
- Oversee the issuance of reports to comply with legal requirements and to meet the legitimate and reasonable information needs of material stakeholders
- Allocate major roles and responsibilities according to the Company's delegation of authority framework
- Oversee and appreciate that Santam's core purpose, strategy, risk and opportunity, business model, performance and sustainable development are all inseparable elements of the value creation process and give effect to this by taking it into account
- Delegate to management the formulation and development of Santam's short-, medium- and long-term strategy to ensure that Santam achieves its objectives as a business enterprise. This is done while considering the organisation's impact on Santam's stakeholders, financial performance, and the environment

### The Board is supported by:

#### The following six Board Committees

<b>Audit Committee</b>	(*Pr. 3 – 5, 7 – 9, 11 – 12, 15 – 17)
<b>Risk Committee</b>	(*Pr. 1 – 5, 7, 8, 11 – 13, 15, 17)
<b>Investment Committee</b>	(*Pr. 3 – 5, 7 – 9, 11, 15 – 17)
<b>Social, Ethics and Sustainability Committee</b>	(*Pr. 1 – 5, 8, 11, 13, 15 – 17)
<b>Human Resources and Remuneration Committee</b>	(*Pr. 5, 7 – 10, 14)
<b>Nominations Committee</b>	(*Pr. 1 – 3, 6 – 9, 16)
<b>The Group Company Secretary</b>	(*Pr. 1 – 17)
<b>The Group Exco</b>	(*Pr. 8, 10, 14)
<b>Various internal and external assurance providers</b>	(*Pr. 4, 11, 15)
<b>Management (junior, middle and senior management)</b>	(*Pr. 10)
<b>Advisors, external counsel, subject matter experts (SMEs)</b>	(*Pr. 1 – 5, 7 – 8, 11 – 13, 15 – 17)

\* Pr. – i.e. the recommended principle/s as set out in King IV (which relates to the role and mandates of the respective governance forums and assurance providers listed above).



# The composition of the Board and Board member profiles

As at 31 December 2024, Santam's Board comprised ten non-executive directors (of which seven were classified as "independent") and two executive directors.

## Independent non-executive directors

Interesting facts about Santam's Board – i.e. as at 31 December 2024



**Nombulelo Moholi (64)** 🌍  
 Chair of the Board of directors and Chair of the Nominations Committee

Qualifications: BSc (Electrical and Electronics Engineering)

Date of appointment: 3 June 2021

Nombulelo graduated with an engineering degree and has more than 30 years of experience in multiple industry sectors such as technology, finance and insurance, mining and retail. She currently serves as a non-executive director on the boards of Woolworths Holdings Ltd and AECI Ltd.



**Caroline Da Silva (59)** 🌍  
 Chair of the SES Committee

Qualifications: BA, Executive Leadership Management Practice

Date of appointment: 3 June 2021 (Chair of the SES Committee with effect from 1 October 2023)

Caroline has more than 30 years of experience in the insurance industry, and she served in various executive roles at the Financial Services Board and Financial Sector Conduct Authority and was a trustee of the Financial Services Consumer Education Foundation.



**Deborah (Debbie) Loxton (61)** 🌍  
 Chair of the Risk Committee

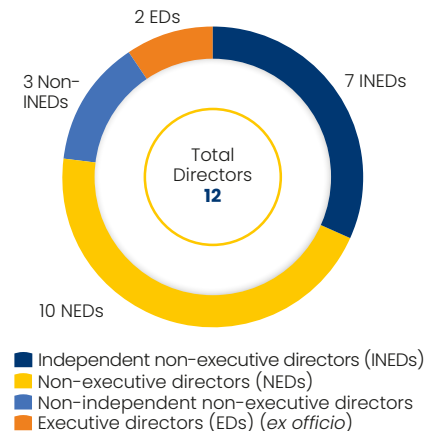
Qualifications: BCom, BAcc, CA(SA)

Date of appointment: 3 June 2021

Debbie is a chartered accountant and previous partner at PwC. She has extensive experience in audit, risk, finance and governance and has served both in executive and non-executive director roles at companies in the insurance and reinsurance industry. She is the Chair of the Board of Centriq Holdings (Pty) Ltd.

*The Board is satisfied that its current composition, the mix of knowledge, skills, experience, and independence allowed it to discharge its governance responsibilities effectively.*

### Board member classification



## Independent non-executive directors



**Junior John (JJ) Ngulube (66)\*** 🇷🇷 🇳🇷

*Qualifications:* BSc (Hons) (Agriculture), MSc (Agriculture), Dip (Financial Management)

*Date of appointment:* 23 April 2018

Junior was previously appointed as the former CEO of Sanlam Emerging Markets (Pty) Ltd and the former deputy Chair of Sanlam Pan Africa. He has also previously served as the CEO of Sanlam Corporate and Munich Reinsurance Company of Africa Ltd. He currently serves as the Chair of Marsh South Africa, as a non-executive director of Continental Reinsurance Company and as a board member of Transition to Transformation NPC.



**Lucia Swartz (67)** 🇷🇷

*Chair of the HRRC*

*Qualifications:* BA (Psychology and Geography), Dip (Human Resource Management), Advanced Management Programme

*Date of appointment:* 1 June 2023 (Chair of the HRRC with effect from 1 October 2023)

Lucia is a senior human resources executive and strategic business partner, with international experience in corporate and start-up operations and a proven track record of accomplishments of successfully building and aligning people's strategies, capabilities and processes with the needs of the business to achieve organisational success. She currently serves on the board of MiWay Group Holdings (Pty) Ltd, Mr Price Group Ltd, Tiger Brands Ltd and Fibertime Group (Pty) Ltd. She was also previously employed by AB InBEV Africa (Pty) Ltd/SABMiller Africa Ltd as the Vice President – People Africa Zone.

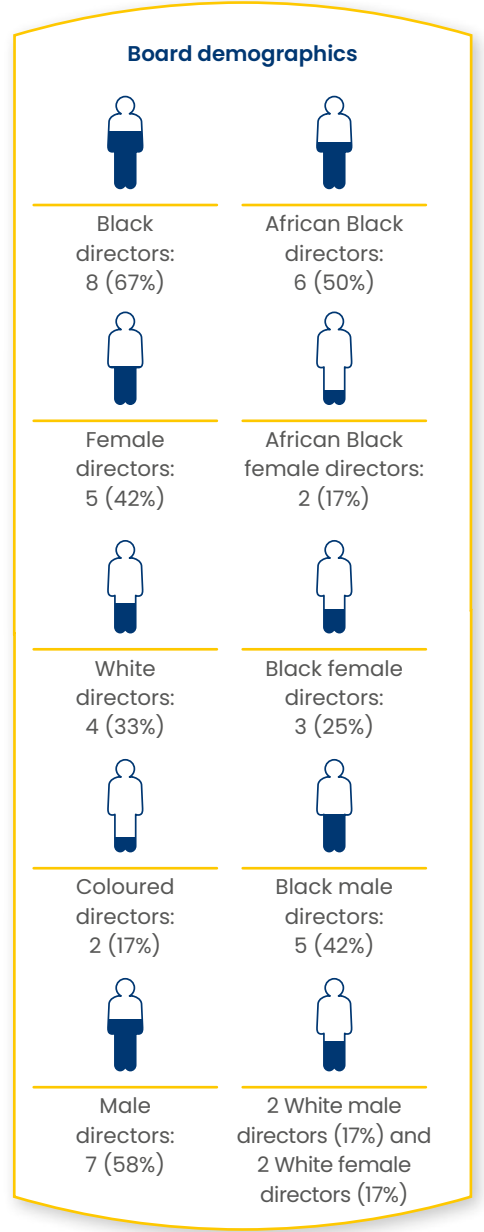


**Mmaboshadi (Shadi) Chauke (45)\*\*** 🇷🇷

*Qualifications:* BCom, BAcc, CA(SA)

*Date of appointment:* 3 June 2021 (Resigned: 14 October 2024)

Shadi is a chartered accountant with 20 years of post-qualification experience in the external audit and financial services industries. She is a former registered auditor, having served five years as an audit partner at Deloitte & Touche South Africa until February 2018. She served as an independent non-executive director on the boards of Sanlam Developing Markets, Afrocentric Investment Corporation, The Small Enterprise Foundation, Mamor Investments (Pty) Ltd and Mamor Capital Ventures (Pty) Ltd until her resignation in October 2024.



\* During the latter part of 2024, Junior Ngulube was classified as an independent non-executive director. This followed a robust external independence review that was conducted on his directorship on Santam Ltd's Board of directors.

\*\* Shadi Chauke resigned as an independent non-executive director and a member of the Santam Ltd Board with effect from 14 October 2024. Her resignation also resulted in her stepping down on the same day as the Chair of the MiWay group of companies.

## Independent non-executive directors



**Monwabisi Fandeso (66)** 🇷🇷  
*Lead independent director (LID) and Chair of the Investment Committee*  
 Qualifications: BSc (Hons), MBA

*Date of appointment:* 15 January 2020

Monwabisi is the LID of Santam Ltd and appointed as a non-executive director of Centriq Insurance Holdings (Pty) Ltd, Santam Structured Insurance Group and Brolink (Pty) Ltd. Previously, he held various executive and non-executive roles at listed and unlisted entities, including at SAB Miller, Tiger Brands and Absa. He currently also serves as a non-executive director on the boards of Thebe Investment Corporation, Empact (Pty) Ltd and Ringeta Consortium Holdings (Pty) Ltd.



**Preston Speckmann (68)\*** 🇷🇷  
*Chair of the Audit Committee*  
 Qualifications: BCompt (SA) (Hons), CA(SA)

*Date of appointment:* 8 February 2017

Preston has held managerial and executive positions at MMI Holdings Ltd and Pepkor Holdings Ltd. He is a former PwC audit partner. He serves as a director of the MiWay group of companies, the Centriq group of companies, Safrican Insurance Company Ltd, SIH Capital Holdings (Pty) Ltd and Impala Holdings Ltd.

### Board tenure and age



Independence classification of the Chair of the Board and the Chairs of the six Board Committees



Average age of Board members



Number of Board members rotating in 2024



Tenure between 3 and 6 years



Tenure between 0 and 3 years



Board resignations

\* Preston Speckmann previously served as the LID of the MiWay group of companies. However, on 1 December 2024, he assumed his new role as the Chair of the MiWay group of companies.

Non-executive directors



**Abigail Mueelwa Mukhuba (45)** 🇷🇺

*Qualifications:* BCom (Hons), CA(SA), MCom (SA and International Taxation), MBA

*Date of appointment:* 16 November 2020

Abigail has experience in the financial reporting and tax specialist environment in both the automotive and mining industry. She currently serves as the finance director of Sanlam Ltd and Sanlam Life Insurance Ltd as well as a non-executive director of Sanlam Emerging Markets (Pty) Ltd and Sanlam Investments (Pty) Ltd.



**Mlondolzi Mahlangu (44)** 🇷🇺

*Qualifications:* BBusSc (Hons), Fellow of the Institute of Actuaries, FASSA

*Date of appointment:* 12 December 2022

Mlondolzi is an actuary with over 20 years of extensive and diverse experience in the insurance, reinsurance, investments and investment banking sectors. He is the Group Chief Actuary and Chief Risk Officer of Sanlam Ltd. He also serves as a director on the Board of ARC Financial Services Investments (Pty) Ltd and ARC Financial Services Holdings (Pty) Ltd.



**Paul Hanratty (63)** 🇮🇪

*Qualifications:* BBusSc (Hons), Fellow of the Institute of Actuaries

*Date of appointment:* 11 August 2020

Paul has been the Group CEO of Sanlam Ltd since 2020. He is an expert in actuarial, risk and compliance as well as ethics governance. He obtained a BBusSc (Actuarial Science) (Hons) from the University of Cape Town and is a FIA. Paul has held various leadership roles at large financial services companies in Africa, the UK and several other markets. He is currently a director of Sanlam Ltd, Sanlam Life Insurance Ltd, Sanlam Allianz Africa, Sanlam Investment Holdings (Pty) Ltd, SIH Capital Holdings (Pty) Ltd and aYo Holdings Ltd.

**Board and Board Committee meetings**

<b>Quarterly</b>	<b>4</b>
Frequency of Board and Board Committee meetings	Number of Board meetings held during 2024
<b>6</b>	<b>31</b>
Number of established Board Committees	Total number of Board Committee meetings held during 2024
<b>1</b>	<b>8.33%</b>
Board strategy sessions held during 2024	Voting rights per Board member



Executive directors (*ex officio*)

Group Company Secretary



**Tavaziva Madzinga (46)** 🇸🇩 🇳🇬  
Group CEO

Qualifications: BBusSc, MSc, FASSA, FIA

Date of appointment: 1 July 2022  
(1 April 2022 as an executive director)

Tavaziva has been appointed as the Group CEO of Santam since July 2022. He previously held other leadership roles, which include Group CEO of Britam Insurance Plc (East Africa), CEO Swiss Re UK & Ireland (London), Managing Director: Swiss Re Middle East & Africa (Zurich & SA) and Regional CEO Old Mutual Southern & East Africa (Lagos, Nairobi). He has worked across financial services, including investments, banking, savings and insurance (life, healthcare, P&C, reinsurance). He currently serves as director of the Centriq group of companies, the MiWay group of companies, the SSI Group of Companies and the South African Insurance Association.



**Matthys Lodewikus (Wikus) Olivier (50)** 🇳🇬

Group Finance Director (FD) and CFO

Qualifications: BAcc (Hons), CA(SA)

Date of appointment: 1 July 2023

Wikus' expertise includes accounting, actuarial finance, financial markets and investments as well as general business and risk management. Before joining Santam as the Deputy Chief Financial Officer on 1 January 2023, Wikus held several senior executive positions within the Sanlam Group, including serving as acting CFO of Sanlam Limited and Sanlam Life Insurance Limited in 2019/2020, after which he assumed the role of Sanlam's Group executive: corporate strategy. He currently serves on the board of directors of the MiWay group of companies, the Centriq group of companies, the SSI Group of Companies, and Santam Namibia Ltd.

Quorum requirements

- Santam's MOI states that the Board should comprise a minimum of six and a maximum of 15 members
- As at the end of the 2024 financial year, the Board comprised 12 directors, the majority of whom were classified as independent
- The quorum requirement necessary for transacting the business of the Company is the majority of the appointed directors

You keep dreaming, we keep doing.



**Ruwaida Eksteen (46)** 🇳🇬  
Group Company Secretary

Qualifications: BCom (Law), LLB, Masters degree (Development Finance)

Date of appointment: 1 July 2022

Ruwaida assumed the role of Group Company Secretary of Santam Ltd in July 2022. She previously served in various senior governance, risk management, compliance, legal, commercial and company secretarial roles in the JSE Listings environment, the financial services industry, the fast-moving consumer goods (FMCG) industry and the energy sector, before joining the Sanlam Group in 2018.

## Board matrix

While considering Board members' individual skills, expertise, qualifications, and other Board memberships that they are affiliated to, Santam's Nominations Committee uses a matrix to assess and evaluate the composition of the Board at least annually.

The matrix below provides a synopsis of some of the most significant evaluation criteria that are being considered when the Board and the respective Board Committees' compositions are reviewed and considered.

Director	Age (as at 31 December 2024)	Board member classification			Gender		Race		Tenure		
		Executive director	Non-executive director (NED)	Independent NED	Male	Female	Black	White	1 to 3 years' service	3 to 6 years' service	6 to 9 years' service
N Moholi (Chair)	64		x	x		x	x			x	
M Fandeso (LID)	66		x	x	x		x			x	
P Speckmann	68		x	x	x		x				x
C Da Silva	59		x	x		x		x		x	
D Loxton	61		x	x		x		x		x	
M Chauke*	45		x	x		x		x		x	
J Ngulube	66		x	x	x		x				x
P Hanratty	63		x		x			x		x	
A Mukhuba	45		x			x		x		x	
M Mahlangeni	44		x		x		x		x		
L Swartz	67		x	x		x		x		x	
T Madzinga (Group CEO)	46	x			x		x		x		
W Olivier (Group FD and CFO)	50	x			x			x	x		
<b>Total (i.e. as at 31 December 2024)</b>		2	10	7	7	5	8	4	4	6	2

\* Resigned as a member of the Board with effect from 14 October 2024.





Board of directors		Skills and expertise												
Director	Age (as at 31 December 2024)	Accounting	Financial markets/ investments	Actuarial	General business	International	Reinsurance	Human resources	Marketing and brand management	Risk management	IT	Legal	Sustainability	Empowerment
N Moholi (Chair)	64		x		x	x		x		x	x		x	x
M Fandeso (LID)	66		x		x	x				x			x	x
P Speckmann	68	x	x	x	x	x				x	x	x	x	x
C Da Silva	59		x		x		x	x	x	x		x	x	
D Loxton	61	x	x		x	x	x			x				
M Chauke*	45	x	x		x	x		x	x	x			x	x
J Ngulube	66		x		x	x	x			x	x		x	x
P Hanratty	63		x	x	x	x	x	x		x			x	
A Mukhuba	45	x	x		x	x				x				
M Mahlangeni	44		x	x	x		x			x			x	
L Swartz	67		x		x	x		x					x	x
T Madzinga (Group CEO)	46		x	x	x	x	x			x			x	x
W Olivier (Group FD and CFO)	50	x	x	x	x	x				x			x	x
<b>Total (i.e. as at 31 December 2024)</b>		4	12	5	12	10	6	4	1	11	3	2	10	7

\* Resigned as a member of the Board with effect from 14 October 2024.



# Salient governance-related aspects

## The relevance of "independence"

*The Board perceives independence (combined with disparity) applied at a Board level as fundamental and complementary to enhance constructive debate and effective thought processes.*

Independence generally means the exercise of objective, unfettered judgement. To this end, Santam's governing body continues to support and foster independent and unbiased decision-making, while mitigating any actual, perceived or implied conflict of interest. This means the absence of "an interest, position, association or relationship which, when judged from the perspective of a reasonable and informed third party, is likely to influence unduly or cause bias in decision making" (King IV).

These sentiments underpin Santam's approach towards independence and are echoed in the Companies Act, the JSE Listings Requirements and the Prudential Standards and Framework for Governance and Operational Standards for insurers and insurance groups. The same applies to international best practices such as the International Corporate Governance Network's Global Governance Principles, the OECD Principles of Corporate Governance and the Canadian Corporate Governance Guidelines.

## Our Board's application of independence

*At the end of the 2024 financial year, most of the non-executive directors serving on Santam's Board were classified as "independent".*

Santam's Board is structured so that no individual director has unfettered decision-making powers. As a result, the Board is satisfied that its composition at the end of the reporting period reflected an appropriate balance and mix of knowledge, skills and experience.

The Board believes that appropriate controls and measures are in place to ensure independence and the exercise of objective decision-making powers. The independence status and classification of the respective directors serving on the Board are reviewed and assessed at least once per annum.

During the period under review, each of the directors met the requisite fit and proper requirements, including the criteria for independence. However, this assertion excludes the independence classification of 3 non-executive directors appointed to the Board given their association and affiliation with Santam's majority shareholder (Sanlam Limited), namely Paul Hanratty, Abigail Mukhuba and Mlondolozhi Mahlangeni.

In addition, Junior Ngulube's previous non-independent classification was reviewed during the latter part of 2024. This was done by means of an external service provider commissioned by the Board to conduct a robust review of Junior Ngulube's director classification. The Board endorsed the outcome of Junior Ngulube's independence review after Junior Ngulube's independence had been confirmed.

Furthermore, both Tavaziva Madzinga (Group CEO) and Wikus Olivier (Group FD) are categorised as executive (*ex officio*) directors serving on the Board.

The Board was satisfied that its majority independence status was retained during the 2024 financial year.

## Conflicts of interests

*Santam acknowledges the instrumental role and contribution that independence at a Board level fulfils. During the reporting period, the Board continued to implement appropriate measures and protocols to ensure that sound corporate governance practices are applied and maintained in the case of related party transactions and any perceived, actual or implied conflicting interests involving non-executive directors.*

These include, among others, the following protocols:

- Each Board member is required to submit a signed declaration of interest form at least every quarter. These are monitored by the Group Company Secretary and reported to the Nominations Committee, which considers each declaration made as part of the individual Board member's annual independence review
- All directors (including the members of the Group Exco, management representatives and any other invitees who participate in or attend a Board or Board Committee meeting) are obliged to divulge any perceived, actual or implied conflict of interest that may occur at the relevant meeting. This is a standing item on each meeting's agenda, and any declarations made at the aforementioned meetings are recorded in the minutes thereof





- From time to time, the Group’s external auditors and internal assurance providers review and consider the directors’ quarterly declarations, and they also have access to the minutes of meetings that were held
- At Santam, standard practice furthermore requires conflicted directors to recuse themselves from Board or Board Committee deliberations relating to any perceived, actual or implied conflict of interest matter if and when it occurs. For the period under review, no directors had to recuse themselves from any Board or Board Committee meeting. Furthermore, the Board (via the Risk Committee) annually reviews and approves Santam’s Conflict of Interest Policy
- The Board of Santam also annually appoints a LID as an impartial resource to facilitate discussions or deliberations involving related party transactions, conflicted engagements, or conflicting issues. The Board also mandates the LID to lead any discussions or deliberations that affect, involve, or question the Chair of the Board’s impartiality, objectivity or independence. Furthermore, the LID’s Charter is annually reviewed and approved by the Board
- As and when required, the Board and/or Board Committees are at liberty to seek assurance or consult legal counsel

## The selection and (re-)appointment of directors

*It is in the interest of the shareholders (and all stakeholders) that Santam’s Board is properly constituted and comprises an appropriate balance and mix of knowledge, skills, expertise, independence and representivity. Therefore, an appointment to the Santam Board is a formal, structured and transparent process. As per the JSE Listings Requirements and the Prudential Standards, Santam’s directors are appointed in accordance with a Board-approved Policy that details the procedures for the selection and (re-)appointment to the Board. This Policy assists and guides the Nominations Committee and the Board in proposing, nominating and (re-)appointing directors.*

The abovementioned policy is reviewed annually by the Board and provides for the following:

- The process to nominate and consider prospective candidates for appointment to Santam’s Board (i.e. based on their skills, qualifications and expertise as well as their potential to complement and enhance the Board’s collective capabilities and effectiveness)
- The screening and background checks that are being performed independently to investigate and verify the prospective candidates’ qualifications, identification, credit records, references, *et al*
- Subject to the outcome of the above-mentioned screening and checks, the Nominations Committee will recommend the appointment of an appropriate and suitable candidate to the Board. Each recommendation must be accompanied by the nominee’s consent and sufficient evidence of his/her suitability, experience, skills, current directorships, compliance with Santam’s fit and proper requirements and his/her qualifications
- Furthermore, any appointment by the Board is subject to regulatory approval as well as approval by the Company’s shareholders at Santam’s AGMs
- The Board continues to ensure and promote diversity in its membership across various attributes to enhance better decision-making, constructive debate and effective governance at a Board level. This includes areas of expertise, skills and experience, age, culture, race and gender
- The Nominations Committee continually evaluates the composition, range of skills, experience, independence and expertise of the Board. This is to identify key aspects that will enhance the Board’s effectiveness
- Directors must retire by rotation in terms of the Company’s MOI but may remain eligible for re-election. Thus, the Company’s shareholders have the opportunity to continually participate in the election process for new directors and/or to replace existing directors

## Changes to the Board during 2024

As at 31 December 2024, the following changes occurred to the Board of directors:

<b>Retirements during 2024:</b>	None
<b>New appointments during 2024:</b>	None
<b>Re-elections due to rotation:</b>	4 directors
<b>Resignations during 2024:</b>	Shadi Chauke – effective 14 October 2024
<b>Independence reviews:</b>	Junior Ngulube – independence classification, effective 1 December 2024
<b>Board Committees:</b>	Lucia Swartz – appointed as a member of the SES Committee, effective 1 December 2024

*The abovementioned changes to the Board and Board Committees have been announced to shareholders via SENS in compliance with the JSE Listings Requirements and the Debt and Specialist Securities Listings Requirements.*

## Rotation of directors

*In terms of clause 25 of Santam's MOI, at least one-third of the directors serving on the Company's governing body shall retire each year at the AGM. The directors to retire at each AGM shall be those who have been the longest in office since their last election. He/she shall continue to act as a director throughout the AGM at which he/she retires. In the interest of good corporate governance, Santam's executive directors are also required to rotate voluntarily as per a pre-determined rotation schedule.*

### **Four non-executive directors are required to rotate at the 2025 AGM. They are:**

1. Nombulelo Moholi (*independent non-executive director*)
2. Caroline da Silva (*independent non-executive director*)
3. Preston Speckmann (*independent non-executive director*)
4. Junior Ngulube (*independent non-executive director*)

The aforesaid members of the Board have made themselves available for re-election at the upcoming AGM, given their eligibility. The Board considered and supported these rotations. Therefore, shareholders are requested to consider and cast a vote in favour of the re-appointment of these Board members. A brief *curriculum vitae* of each director standing for re-election due to rotation at the 2025 AGM is available on pages 4 to 6. A summary of their respective profiles can also be accessed in Santam's Notice of the 2025 AGM.

## Succession applied at a Board level

*Santam's approach to succession planning at a Board level, is primarily influenced by a suite of applicable regulatory requirements and Santam-specific empowerment and talent management strategies. One of the Board's core objectives is to establish and maintain continuity while ensuring the effective transfer of skills as and where required. This is in addition to the Board's composition and size complementing and supporting the execution of Santam's refreshed FutureFit strategy. The Nominations Committee assists the Board in addressing the gaps of current and future Board members (if any) through mentorship and development programmes.*

The Nominations Committee, in consultation with the Chairs of the respective Board Committees, frequently review and identify any skills gaps that might occur at Board and/or Board Committee level. It also considers the outcome of the annual Board and Board Committees' performance evaluations. From a succession perspective, the recent changes implemented during the 2024 financial year include the developments noted herein.

## Diversity

*As a strategic imperative, Santam's commitment to empowerment and "future proofing" the organisation, aims to leverage superior and sustainable business results in a competitive environment through cutting-edge practices. For this reason, the Group's approach towards transformation is holistic and integrated across various stakeholder groups, and it is embedded in the Company's sustainability objectives and business practices.*

The Nominations Committee considers the benefits of all diversity attributes (including but not limited to) race, gender, culture, age, field of knowledge, religion, skills, and experience to enable the Board to discharge its duties and responsibilities effectively.

Santam's policy that governs the promotion of diversity attributes on the Board assists and guides the Nominations Committee and the Board on its approach towards diversity management and inclusivity principles. This policy, which recognises and embraces the benefits of a diverse Board, is reviewed annually by the Board. In principle, it provides for the setting and monitoring of targets to complement the Board's intent and the organisation's strategic objectives.



The Board adopted specific targets to be achieved at the end of the 2024 financial year. This included a target of at least 50% of the Board that needed to be classified as "independent". Another minimum requirement was that more than 50% of the Board's composition had to be black directors.

- The Board is pleased to report that as at the end of December 2024, the agreed targets had been achieved.
- The Board also managed to maintain its majority "independence" status.

## Board training, development, and induction

*The Group Company Secretary oversees the induction of new directors appointed to the Board and facilitates the ongoing director training and development requirements. It focuses predominantly on Santam's Group FutureFit strategy, its revised operating model and approach towards client-centricity, the statutory requirements applicable to the Group, general Board matters, Santam's governance protocols that are in place, the directors' fiduciary duties and responsibilities as well as topical Santam-specific and industry trends.*

During the year under review, training continued to be a standing item on the agendas of each Board and Board Committee meeting. This ensured the Board members could execute their roles, responsibilities and fiduciary duties effectively and efficiently.

In addition, ongoing support and resources are provided to Board members as and when required to expand and refresh their skills, knowledge and understanding of the business and the industry at large. During 2024, the Board reviewed and approved its Director Induction, Training and Development Policy. This Policy's purpose is to govern and facilitate Santam's approach towards director development and training interventions. It also aims to clarify the Board's collective responsibility regarding the induction and development of new directors appointed to the Board.

## Board retirement

The Board's retirement policy in terms of Santam's MOI stipulates that directors will cease to hold office at the AGM following their 70th birthday – unless, prior to this date, the majority of the Board reached consensus and agreed to extend the term by one year.

## Annual Board effectiveness evaluations

*There is a close correlation between the performance of the Board and the performance of the organisation it oversees. As a result, continuous performance assessments allow the Board to reflect on its role and responsibilities and review and improve its performance. Board effectiveness evaluations also enable the Board, the Nominations Committee and the Group Company Secretary to identify Board training needs.*

During the 2024 financial year, an in-depth Board effectiveness evaluation was conducted with the assistance of an external service provider. The evaluation was an online questionnaire deployed in line with applicable regulatory requirements and best practices as espoused by King IV.

Board members were requested to rate each question on the Board's performance on a scale of 1 (poor) to 5 (excellent). In addition, each Board member attended confidential one-on-one interviews with an external facilitator to examine the scoring results and trends. The assessment areas included the Board's role and responsibilities, its composition, key Board role players, the culture at a Board level, the effectiveness of the respective Board Committees and an independence review of Santam's non-executive directors. The Board members participated by providing anonymous and confidential feedback. The governance areas reported on in the assessment feedback included a combination of quantitative and qualitative components.

The Board received an overall score above 4 out of 5. Considering the outcome of the 2024 Board effectiveness evaluation, it is noteworthy to highlight that the Board effectively discharged its duties during the reporting period and the Board was of the view that the Group Company Secretary demonstrated the requisite skills and expertise to support the Board in executing its mandate.

The Board is satisfied that during the period under review:

- It fulfilled each of its responsibilities relevant to the 2024 financial year
- It operated optimally and effectively
- An appropriate balance of skills and expertise was maintained at a Board and Board Committee level
- The Board held its majority "independence" classification
- The respective Board Committees were appropriately constituted, and the quorum requirements were met
- The Chair, the LID, the Group CEO, the Group FD and the Group Company Secretary each fulfilled their respective "key persons" roles assigned to them

## External service providers and advisors to the Board

The Board's Charter authorises the Board and its Board Committees to seek (as and when required) independent, external professional advice concerning matters within the scope of their duties – subject to following a Board-approved process.

## The purpose of Santam's Board Committees

From time to time, the Board delegates some of its functional responsibilities to its Board Committees through clearly defined mandates that embrace sound corporate governance practices. The primary objective of Santam's Board Committees is to assist and support the Board in executing its mandate and responsibilities.

The respective Board Committees regularly report to the Board, as a collective, on their respective deliverables according to each Committee's Board-approved Charter and annual work plan. As per the norm, these Charters and annual work plans are reviewed and approved by the Board at least once per annum. This process ensures that the content remains relevant and aligned with the expected deliverables associated with the Board's mandate and the directors' fiduciary duties.

The Board and Board Committees' terms of references seek to outline the following:

- The Board and the Board Committee's role and responsibilities
- The requirements for its composition
- The process and criteria for the appointment of members
- Meeting procedures and quorum requirements
- The Board and the Board Committee's delegation of authority to management
- The assessment of the effective functioning of the Board and Board Committee
- The respective Board Committees' role in assisting the Board to ensure a balance of power to discharge its duties effectively

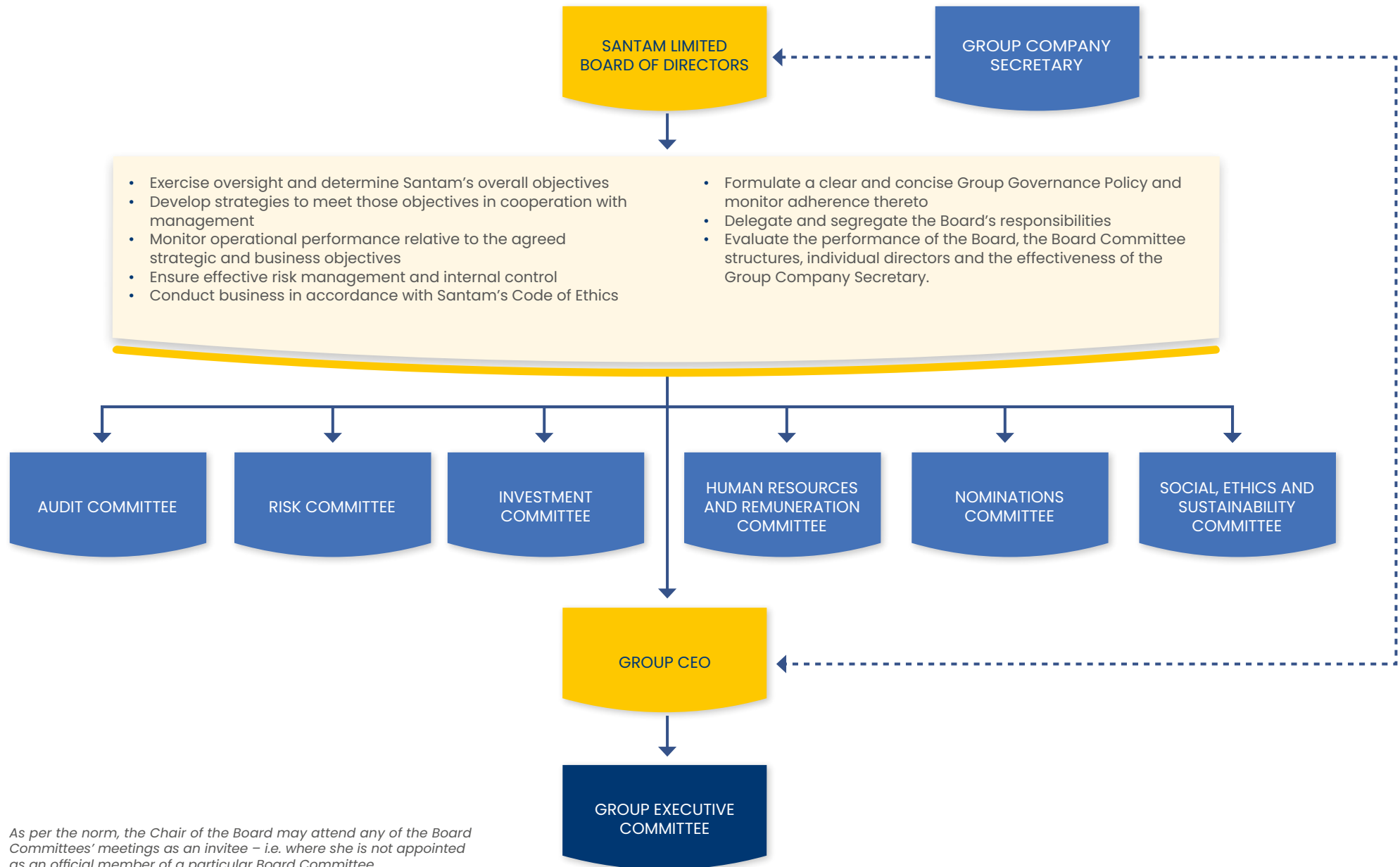
A summary of the Board and Board Committees' role and mandates are included in this Report on pages 59 to 71.





The diagram below provides a high-level synopsis of Santam's Board and its six Board Committees.

### An overview of Santam's Board and Board Committees



*As per the norm, the Chair of the Board may attend any of the Board Committees' meetings as an invitee – i.e. where she is not appointed as an official member of a particular Board Committee.*



## Cross-committee membership

*Santam's Board members recognise their responsibility to exercise effective leadership by constantly adhering to their fiduciary duties, collectively and individually.*

However, it is of critical importance for the Board to ensure that:

- A balanced distribution of power is maintained across Board Committees at all times
- No opportunity arises for any individual Board Committee member to dominate decision-making
- Undue reliance is never placed on any individual Board Committee member

Therefore, the Board provides for effective leadership in its Board Committees by allowing collaboration between Board Committees through cross-membership. It also provides for coordinated timing of meetings to avoid duplication or a fragmented functioning between the respective Board Committees.

The various Board Committees may occasionally be required to provide input to other Committees on matters relevant to those Committees' mandate and scope. The respective Committees are then obliged to ensure an appropriate flow of information. In addition, in fulfilment of their duties, Board Committees are authorised to call on the Chairs of other Committees and governance forums across the Group, or any of the executive directors, Company officials, the Group Company Secretary or any assurance provider, including any employee within the Santam Group, to assist them with information, at the Company's cost and subject to the relevant Board-approved process.

The Board Committees also have the power to delegate their authority and duties to sub-committees, *ad hoc* Committees or individual members of a particular governance forum as they deem appropriate – i.e. provided that any legal or regulatory requirement does not preclude them from doing so.

## Governance-related milestones and key focus areas of the Board during 2024

During the reporting period, the Board held four meetings and one Board strategy session to consider and deliberate on strategic, financial, governance, risk-related and other relevant matters. Below is a synopsis of some of the salient aspects and material focus areas that were dealt with during the 2024 financial year:

- **A comprehensive review was conducted on the Group's corporate strategy, implementing Santam's new multi-channel operating model and strengthening the management team** to create and unlock future growth in a sustainable manner. This included reviewing Santam's investment strategy, reinsurance strategy and the Group's enhanced approach to sustainability aspects
- **The Board continuously reviewed Santam's strategic portfolio (mergers and acquisitions)** and guided management regarding the same
- **Digital adoption and rapidly expanding best practices in insurance** remain an ongoing focus area on the Board's agenda
- **The viability and effectiveness of Santam's response to digital transformation and Artificial Intelligence (AI), as well as the implementation of the Group's digital strategy and IT roadmap** – i.e. noting the impact on the Group's budget considerations
- **Sustainability continued to be a key focus area in alignment with the Group's list of strategic objectives.** This included embedding ESG principles in how Santam conducts its business and rewards performance. As a result, sustainability-specific key performance indicators were included in the performance measurement criteria of Group Exco and senior management. The implementation is continuously monitored, with Santam's reward strategy aligned to the new performance assessment criteria. Further information in this regard is available in Santam's 2024 Remuneration Report
- **Santam's diversification across market segments, insurance classes and geographical reach continued to receive attention.** It included some recent corrective underwriting actions that were implemented, which resulted in positive outcomes. Further benefits are expected from the roll-out of geocoding, risk management, and other-directed measures
- **Extensive work was done on geocoding of the property book** during 2024 to obtain a better understanding of the detailed nature of risks and improve pricing mechanisms while reducing the cost of claims
- The Board considered the **impact of volatility on the economy, the impact of climate change and natural catastrophes (e.g. the increased frequency and severity of flood and hail events), the Group's "risk exposure",** and the impact on renewals and Santam's key stakeholders
- The onboarding of the new external auditors in response to the auditor rotation principle that had been applied since the 2023 reporting period
- **Dedicated resources were assigned to continue to review the Group's shared services operating model.** This included the Group's brand management portfolio, Group marketing, Group sourcing and procurement, human capital, data management and IT
- **Succession planning at a Board, Group Exco and senior management level** was considered critical in identifying, monitoring and managing the risk by association. Actions were further implemented to mitigate the looming retirement of critical skills and simultaneously manage "key man" risks
- Further consideration was afforded to possible **opportunities for mutual collaboration with the Sanlam Group** to create synergies, enhance efficiencies and establish strategic partnerships. One example is the opportunities afforded through cross-selling initiatives
- The Board reviewed and approved Santam's annual **own risk and solvency assessment (ORSA) report.** This included Santam assessing its capital targets to be adequate given the size, business mix and complexity of the Group's operations
- **Santam's risk appetite statement and risk tolerance levels were reviewed and approved by the Board.** This was done in conjunction with the review of the Group's approach to reinsurance and the associated renewal negotiations
- A heightened approach to **conduct, client-centricity and TCF** was adopted across the organisation. This includes Santam's reiteration, and the awareness being created in view of the Group's Human Rights Statement that had been reviewed during 2023. The latter also relates to Santam's diligent attempts to better understand its clients' requirements, needs and expectations
- Specific resources were assigned to **improve the disclosure of material and topical sustainability-related aspects**
- A review was conducted on the **Group's hybrid operating model, the nature of work to be performed at all levels of the organisation, ways to measure efficiencies and productivity, and the allowance for flexibility and "new ways of work"**



In addition, the Board reviewed and approved several Group governance-related policies during the 2024 reporting period. These included the following Group policies, among others:

## Group governance-related policies reviewed during 2024

Number	Policies reviewed annually	Number	Policies reviewed annually (continued)
1	Board Charter	27	Santam Group Investment Policy
2	Lead Independent Director Charter	28	Santam Group Foreign Currency Management Policy
3	Audit Committee Charter	29	Santam Group Internal Model Change Policy
4	Risk Committee Charter	30	Santam Group Internal Model Data Policy
5	SES Committee Charter	31	Santam Group Internal Model Documentation
6	Nominations Committee Charter	32	Santam Group Internal Model Validation Policy
7	HRRC Charter	33	Santam Group Internal Model Governance Policy
8	Group Internal Audit Charter	34	Santam Group Information Technology Policy
9	Group Governance Policy	35	Santam Group Information and Data Policy
10	Board Approval Framework	36	Santam Group Digital Behaviour Policy
11	Code of Ethics	37	Santam Group Cyber Security Policy
12	Securities Dealing and Price-Sensitive Information Policy	38	Santam Group Business Continuity Management Policy
13	Santam Group Policy for the Selection and (re-)Appointment of Directors	39	Santam Group Outsourcing Policy
14	Santam's Group Policy regarding the promotion of diversity attributes at a Board level	40	Santam Group Underwriting and Concentration Risk Policy
15	Santam Group Whistleblowing Policy	41	Santam Group Operational Risk Management Policy
16	Santam Group Conflict of Interest Policy	42	Santam Group Third Party Governance and Risk Management Framework
17	Santam Group Enterprise Risk Management Framework	43	Conduct of Business Framework
18	Santam Group Stakeholder Engagement Policy	44	Conduct of Business Committee Charter
19	Santam Group Compliance Policy	45	Santam Group Anti-Bribery and Anti-Corruption Policy
20	Santam Group Stress Testing Policy	46	Santam Group Facilitation Payments Policy
21	Santam Group Capital Management Policy	47	Santam Group Fit and Proper Policy
22	Santam Group Internal Control Policy	48	Santam's Director Induction, Training and Development Policy
23	Santam Group FAIS Conflict of Interest Management Policy	49	Threat Management Policy*
24	Santam Group Reinsurance Policy	50	Advance Clearance Protocol – Trading in Santam Ltd Securities
25	Santam Group Business Integrity Risk Management Framework	51	Santam's Human Rights Statement
26	Santam Group Business Integrity Risk Management Policy	52	The Gratification Policy

\* New



# KEY ROLES WITHIN SANTAM'S GROUP GOVERNANCE STRUCTURES

# 4



# Santam Limited’s Board of directors – the primary custodian of governance

*Santam Ltd is the controlling Company with a primary listing for the past 60 years on the JSE and a secondary listing on the Namibian Stock Exchange (NSX) and A2X. Santam is a majority-owned subsidiary of Sanlam Ltd. At the end of the 2024 reporting period, Santam’s Board of directors comprised 12 directors, of which the majority were classified as independent non-executive directors.*

The Board’s agenda centres mainly on the Group strategy, Santam’s overall statutory, risk and financial oversight, the execution of capital management, mergers and acquisitions, accounting policies, financial results, Santam’s dividend policy, human capital development, the JSE Listings Requirements, the Debt and Specialist Securities Listings Requirements, risk management, regulatory compliance and corporate governance practices that apply to the Group. The Board is also responsible for overseeing the relationship with the Group’s key stakeholders.

The Board Charter, reviewed annually, governs and regulates how the Board members (collectively and individually) perform their duties according to the principles of good governance. The delegation of certain responsibilities of the Board to its Board Committees and/or management does not reduce the Board’s accountability or fiduciary duties in any way. As a minimum, the Board remains accountable and must continue to exercise due care and judgement. The Board must also apply its collective mind to the Company’s vision, mission and strategy.

## Designated “key person” profiles



### The Chair of the Board

Nombulelo Moholi was appointed to the Santam Board with effect from June 2021. She is an independent non-executive director and assumed her role as the Chair of the Board in 2021.

An integral part of her duties includes providing effective leadership to the Board and ensuring it effectively discharges its governance role and responsibilities. She is also responsible for assisting the Board in applying its collective mind to the information, opinions, recommendations, reports and statements presented to it by management. This includes her actively engaging with Board members, building on their strengths, and addressing or developing gaps where necessary. The Chair is a member of the HRRC and the Chair of the Nominations Committee. She also has access to and attends all the other Board Committees’ meetings as an invitee.



### The Lead Independent Director (LID)

In terms of the JSE Listings Requirements and the King IV, the Board must appoint a senior independent non-executive director as LID to lead the Board where a perceived, actual, or implied conflict of interest occurs and/or is likely to occur. Santam’s LID (Monwabisi Fandeso) also serves as a sounding board for the Chair, acts as an intermediary between the Chair and other members of the Santam Board, if and when necessary, and occasionally deals with shareholders’ concerns.

As per the LID’s Board-approved Charter, which is reviewed annually, the Board elects and appoints an independent non-executive director to serve as the Company’s LID. The LID’s role becomes effective, and he starts serving actively in this capacity, should:

- The Chair be absent from her office
- The Chair be unable to perform her duties for whatever reason
- When the independence of the Chair is debatable or impaired in certain instances. The independence of the Chair would be considered to be impaired in respect of her performance appraisal and/or when the majority of Board members hold this view

Following the annual Board effectiveness evaluation conducted during the 2024 reporting period, the Board reached a consensus on the performance and service delivered by Monwabisi Fandeso.

The Board confirmed that it was satisfied with the performance of the Chair and the LID during the reporting period and that both of them operated effectively, independently and consistently with the skills, experience and attributes required to execute their respective (delegated) mandates.



## The Group CEO

The Group CEO is an *ex officio* member of the Board of directors of Santam. He also serves as the Chair of the Group Exco. In addition, the Group CEO has been appointed as a member of the Risk Committee and the Investment Committee in 2022. He was further appointed as a member of the SES Committee with effect from 1 January 2023. Although he is not a member of the HRRC, the Audit Committee or the Nominations Committee, he attends the Board Committee meetings or parts thereof by invitation to contribute to pertinent issues and to provide information to the respective Board Committees when required.

The Group CEO is accountable to the Board for the successful execution of the Group's refreshed FutureFit strategy and the overall management of Santam's performance. The Board agreed to delegate specific responsibilities and decision-making powers to the Group CEO as outlined in the reviewed Group Governance Policy and the Board-approved authorisations framework. The Board annually evaluates the performance of the Group CEO against a set of criteria and pre-determined performance measures and targets.



## The Group Company Secretary

The Group Company Secretary is a statutory appointment fulfilled by Ruwaida Eksteen, who assumed her role in July 2022. One of her portfolio's core functions is to support the Board in executing its governance role and responsibilities and ensure compliance with the regulatory requirements applicable to Santam and the Board *per se*. These include the requirements outlined in the Companies Act, the JSE Listings Requirements, the Debt and Specialist Securities Listings Requirements, the Prudential Standards and Framework for Governance and Operational Standards for insurers and insurance groups, and insider trading. The Group Company Secretary is also responsible for administrating shareholders and the direct interface between Santam's transfer secretaries, Computershare and Strate.

The Group Company Secretary has an arms-length relationship with the Board and is not a director of the Company. Her role does not include being involved in Santam's day-to-day operations other than providing statutory, Company secretarial, governance and compliance services to the Group.

As per King IV, the Board must ensure that the office of the Group Company Secretary is empowered and that the position carries the necessary authority and standing. The Board is also primarily responsible for approving the appointment and removal of the Group Company Secretary. Therefore, the performance and independence of the Group Company Secretary should be evaluated by the Board at least annually.

The Group Company Secretary is further responsible for the compilation and distribution of Board submissions and for filtering them to ensure compliance with the required standards of good governance. Her role includes raising matters that may warrant the attention of the Board and ensuring compliance with all relevant statutory and regulatory requirements, with due regard to Santam's specific business interests. In particular, the Group Company Secretary must also be familiar with the duties set out in Section 88 of the Companies Act and must assist with carrying out corporate strategies insofar as ensuring that the Board's decisions, resolutions and instructions are documented and communicated to the relevant persons. She also needs to communicate with shareholders occasionally, as appropriate, and ensure that due regard is paid to their interests.

All directors have unlimited access to the Group Company Secretary. She coordinates and attends all Board and Board Committee meetings. The Board is, furthermore, satisfied that there are adequate and practical arrangements for accessing professional corporate services with the assistance of the Group Company Secretary, who also oversees the induction of new directors and facilitates the ongoing training requirements of Board members. She furthermore keeps the directors abreast of applicable legislation and regulations, changes to rules, standards, codes, and governance-related developments that could affect the Group's licence to operate.

**As required by the JSE Listings Requirements, the Board herewith confirms that it is satisfied that:**

- The Group Company Secretary is competent and has the relevant qualifications, skills and experience to fulfil her role
- The Group Company Secretary is not a director of the Company
- The role and responsibilities of the Group Company Secretary are described in the Board's Charter and aligned to the applicable regulatory requirements
- The Board is satisfied with her performance and independence during the reporting period

# **Santam's** Group Executive Committee (Group Exco)

## Committee composition and role

*Santam's Group Exco comprises the Group CEO (Chair), the Group FD and CFO, the heads of the respective client-facing businesses within the Santam Group and the Group office functionaries and enabling services business units. The members of Group Exco have each been designated by the PA as a "key person" under the auspices of sections 14 and 15 of the Insurance Act.*

Regular Group Exco meetings are held once per month, which cover, among others, deliberations on Santam's strategic, financial, risk and compliance, operational and governance-related matters.

Group Exco supports and assists the Group CEO with the operational management of Santam, subject to statutory and delegated limits of authority. Although specific deliverables are often assigned and delegated to the respective Group Exco members through the Group CEO's office, Group Exco's primary responsibilities include executing Santam's refreshed FutureFit strategy, coordination, performance monitoring and reporting.

Group Exco comprises a diverse group of skilled and experienced executives. The HRRC appoints each of these executives upon the recommendation of the Group CEO. In addition, the HRRC periodically reviews and assesses the members of Group Exco's performance over time. These performance evaluations are based on a pre-determined set of targets and key performance indicators derived from the Group CEO's key performance areas, which in turn are aligned to the execution of Santam's refreshed FutureFit strategy.

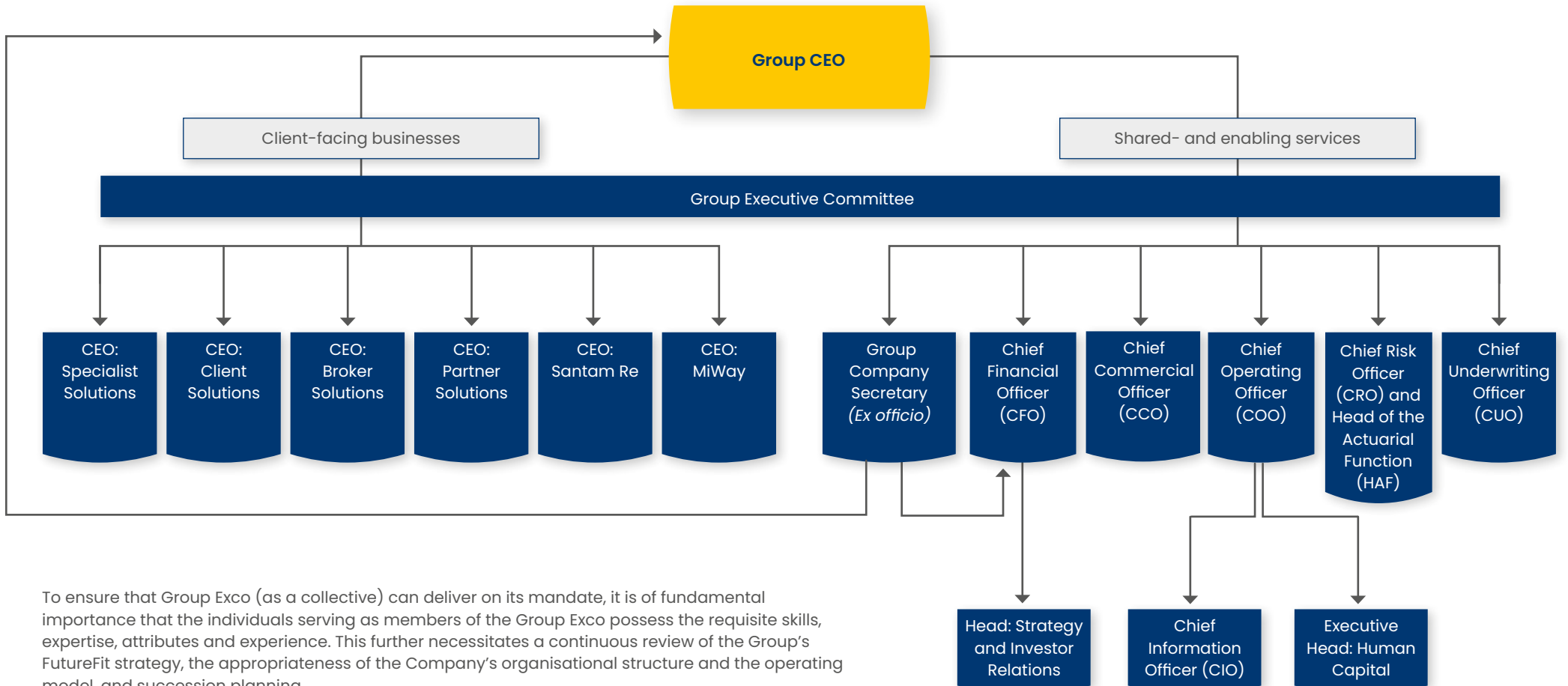
One of the most significant changes during the last two financial years was the incorporation and provision of sustainability-related key performance indicators in the performance contracts of the members of Group Exco.



## Santam's new client-facing operating model since 1 January 2023

*Below is a synopsis of Santam's new organisational structure that came into effect on 1 January 2023 and continued to be implemented during the 2024 reporting period. It underpins and supports the execution of the Group's FutureFit strategy.*

### Santam's organisational structure



To ensure that Group Exco (as a collective) can deliver on its mandate, it is of fundamental importance that the individuals serving as members of the Group Exco possess the requisite skills, expertise, attributes and experience. This further necessitates a continuous review of the Group's FutureFit strategy, the appropriateness of the Company's organisational structure and the operating model, and succession planning.



## Our executive leadership team as at 31 December 2024

*Santam's Group Executive Committee comprised 16 seats which include a combination of ex officio directors, Chief Executive Officers, Group Executives, Executive Heads as well as the Group Company Secretary.*

### Ex officio directors



**Tavaziva Madzinga (46)**

*Group CEO*

*Appointed at Santam: 2022  
Appointed in this role: 2022*



**Wikus Olivier (50)**

*Group FD and CFO*

*Appointed at Santam: 2023  
Appointed in this role: 2023*

### Client-facing businesses



**Gareth Beaver (55)**

*CEO: Specialist Business Solutions*

*Appointed at Santam: 2008  
Appointed in this role: 2023*



**Fanus Coetzee (55)**

*CEO: Broker Solutions*

*Appointed at Santam: 2001  
Appointed in this role: 2023*



**Sory Diomande (52)**

*CEO: Santam Re*

*Appointed at Santam: 2023  
Appointed in this role: 2023*



**Atang Matebesi (36)**

*CEO: Client Solutions*

*Appointed at Santam: 2023  
Appointed in this role: 2023*



**Burton Naicker (50)**

*CEO: MiWay*

*Appointed at MiWay: 2021  
Appointed in this role: 2021*



**Gloria Tapon-Njamo (46)**

*CEO: Partner Solutions*

*Appointed at Santam: 2019  
Appointed in this role: 2023*

Enabling services



**Michael Cheng (46)**  
*Chief Underwriting Officer (CUO)*  
Appointed at Santam: 2024  
Appointed in this role: 2024



**Ruwaida Eksteen (46)**  
*Group Company Secretary*  
Appointed at Santam: 2022  
Appointed in this role: 2022



**Quinten Matthew (61)**  
*Chief Commercial Officer (CCO)*  
Appointed at Santam: 2003  
Appointed in this role: 2023



**Gugu Mtetwa (45)**  
*Chief Operating Officer (COO)*  
Appointed at Santam: 2023  
Appointed in this role: 2023



**Sam Nkosi (55)**  
*Chief Information Officer (CIO)*  
Appointed at Santam: 2023  
Appointed in this role: 2023



**Charisse Ras (41)**  
*Chief Risk Officer (CRO) and Head of the Actuarial Function (HAF)*  
Appointed at Santam: 2012  
Appointed in this role: 2023



**Thabiso Rulashe (45)**  
*Head: Strategy and Investor Relations*  
Appointed at Santam: 2017  
Appointed in this role: 2023



**Norah Sehunoe (44)**  
*Executive Head: Human Capital (HC)*  
Appointed at Santam: 2023  
Appointed in this role: 2023

**You prosper, we keep doing.**

# SANTAM'S BOARD COMMITTEES

# 5



# Santam's Board Committee's

## Board Committee profiles and composition

*Although accountability ultimately resides with the Board of directors, the Board, from time to time, occasionally delegates some of its duties and responsibilities to the Board Committees. Therefore, the six Board Committees support and assist the Board in discharging its duties and responsibilities.*

The Board Committees report on their activities to the Board every quarter and when *ad hoc* Board Committee meetings have been held. All Board members have access to the minutes of the respective Board Committee meetings. An effectiveness evaluation is conducted annually, whereby each Board Committee's performance is assessed in alignment with its Board-approved Charter. The Board Committee effectiveness evaluations are also used to identify training opportunities.

### Santam's Board Committees' composition as at 31 December 2024

<p style="text-align: center;"><b>Audit Committee (3 members)</b></p> <ul style="list-style-type: none"> <li>• Preston Speckmann – Independent non-executive director (<i>Chair</i>)</li> <li>• Monwabisi Fandeso – Independent non-executive director and LID</li> <li>• Debbie Loxton – Independent non-executive director</li> </ul>	<p style="text-align: center;"><b>Risk Committee (8 members)</b></p> <ul style="list-style-type: none"> <li>• Debbie Loxton – Independent non-executive director (<i>Chair</i>)</li> <li>• Monwabisi Fandeso – Independent non-executive director and LID</li> <li>• Preston Speckmann – Independent non-executive director</li> <li>• Caroline da Silva – Independent non-executive director</li> <li>• Mlondolozu Mahlangeni – Non-executive director</li> <li>• Abigail Mukhuba – Non-executive director</li> <li>• Tavaziva Madzinga – Executive director</li> <li>• Wikus Olivier – Executive director</li> </ul>	<p style="text-align: center;"><b>Investment Committee (5 members)</b></p> <ul style="list-style-type: none"> <li>• Monwabisi Fandeso – Independent non-executive director and LID (<i>Chair</i>)</li> <li>• Debbie Loxton – Independent non-executive director</li> <li>• Abigail Mukhuba – Non-executive director</li> <li>• Tavaziva Madzinga – Executive director</li> <li>• Wikus Olivier – Executive director</li> </ul>
<p style="text-align: center;"><b>Human Resources and Remuneration Committee (4 members)</b></p> <ul style="list-style-type: none"> <li>• Lucia Swartz – Independent non-executive director (<i>Chair</i>)</li> <li>• Nombulelo Moholi – Independent non-executive director</li> <li>• Caroline Da Silva – Independent non-executive director</li> <li>• Paul Hanratty – Non-executive director</li> </ul>	<p style="text-align: center;"><b>Nominations Committee (3 members)</b></p> <ul style="list-style-type: none"> <li>• Nombulelo Moholi – Independent non-executive director (<i>Chair</i>)</li> <li>• Monwabisi Fandeso – Independent non-executive director and LID</li> <li>• Paul Hanratty – Non-executive director</li> </ul>	<p style="text-align: center;"><b>Social, Ethics and Sustainability Committee (4 members)</b></p> <ul style="list-style-type: none"> <li>• Caroline da Silva – Independent non-executive director (<i>Chair</i>)</li> <li>• Lucia Swartz – Independent non-executive director</li> <li>• Junior Ngulube – Independent Non-executive director</li> <li>• Tavaziva Madzinga – Executive director</li> </ul>

The Chair of the Board has access to (and is invited to attend) all the Board Committees' meetings.



# Audit Committee

## Meetings

The shareholders of Santam Ltd annually appoint the members of the Audit Committee at the Company's AGM in response to the recommendations made by the Nominations Committee and the Board. As a minimum regulatory requirement, all members of the Audit Committee are classified as independent non-executive directors. Certain members of management and other assurance providers attend the Audit Committee meetings upon invitation. From a quorum perspective, they do not have veto rights or partake in the Audit Committee's decision-making processes. The quorum requirement for the Audit Committee to transact business is the majority of the duly appointed Audit Committee members. The Audit Committee has the prerogative to meet separately with management, the head of the Group's internal audit, the external auditors and other internal assurance providers at least once per quarter.

To ensure cross-membership and efficiencies, the Chair of the Risk Committee and the Chair of the Investment Committee are both members of the Audit Committee. They are regarded as instrumental in reviewing and disclosing investment, ESG and sustainability-related aspects, internal controls and risk mitigation. In addition, the Audit Committee's role and responsibilities are outlined in its Board-approved Charter, which is reviewed annually.

During the reporting period, four Audit Committee meetings were held.

## Role and responsibilities

The Audit Committee is constituted as a statutory Committee. It performs its duties in terms of section 94(7) of the Companies Act, the Insurance Act, the JSE Listings Requirements, King IV to the extent that the Company has adopted its recommended practices, and the Governance and Operational Standards relevant to Insurance Groups (GOGs) and insurers (GOIs). The Audit Committee has an oversight role over the Company and all its subsidiaries. It further acts as the statutory Audit Committee for those South African subsidiaries within the Santam Group nominated for this purpose. These entities include MiWay Insurance Limited, Santam Structured Insurance

Limited, Santam Structured Life Limited, Centriq Insurance Company Limited and Centriq Life Insurance Company Limited.

Should differences of opinion arise between the Board and the Audit Committee where the latter's statutory functions are concerned, the Audit Committee's decision will prevail. However, due to the Audit Committee also serving as a Board Committee for duties assigned to it by the Board over and above its statutory duties, the Board retains ultimate decision-making ability on non-statutory matters.

## The Audit Committee's key focus areas during the 2024 reporting period

During the reporting period, the Audit Committee afforded consideration to the following salient aspects:

- It assisted the Board with executing its oversight role over **the Group's governance practices and processes while ensuring appropriate, transparent and fair reporting of Santam's financial results**
- The Audit Committee **reviewed the Dividend Policy, and recommendations were made to the Board for the dividends that were declared** during the 2024 financial year
- The Audit Committee considered and recommended to the Board for its approval **management's bases for materiality insofar as financial and/or other reporting is concerned**
- It **evaluated the effectiveness of internal risk management processes** aimed at:
  - » Financial reporting risks
  - » Internal financial controls
  - » Fraud risks as they relate to financial reporting
  - » IT risks as they relate to financial reporting
- The **Group's Governance Policy, the Board authorisation framework, and the Group Internal Audit Charter** were reviewed and recommended to the Board for its approval
- **Santam's compliance with mandatory corporate governance principles and disclosure requirements** in terms of the Companies Act, the JSE Listings Requirements, King IV and other applicable laws and regulations that the Company adopted were considered, including non-binding rules, codes and standards

- The Audit Committee was responsible for overseeing the **Group's compliance with the IR Framework and the Report that had been produced** in this regard
- There was also an ongoing focus on **solvency and capital management** and preparation for **successfully implementing the IFRS17 project**. The Audit Committee is pleased to report that the key objectives of the IFRS17 project have been met. This resulted in a sustainable solution that had been delivered to ensure compliant reporting in alignment with the requisite monthly internal timelines and the applicable statutory requirements
- The Audit Committee **assessed the effectiveness of the Group's internal audit function and evaluated the competence and independence of the Chief Audit Executive**. A similar process was performed to assess the **effectiveness of the previous external auditor (PricewaterhouseCoopers Inc./PwC) for the work that was done on the 2023 financial year's financial statements and also the Group's finance function**.
- A recommendation was made to the shareholder community at **Santam's 2024 AGM to approve KPMG's appointment as the new independent external auditor who succeeded PwC with effect from the 2024 financial year**. Given the auditor rotation principles that had been applied, the Audit Committee exercised oversight over the transition process between PwC and KPMG's appointment for the 2024 financial year
- The Audit Committee **reviewed the Santam Group's Combined Assurance Model (CAM)** in detail to ensure adequate coverage of risks in an effective manner
- **Any gaps were reviewed in reinsurance cover** and ensuring that facultative reinsurance was placed timely as and where required
- **Underwriting and Policy Wording (binder holder reviews)** – Areas of risk that the Audit Committee considered included incorrect policy wording and certain mandatory clauses
- **Underwriting: Survey Process for commercial business – The Audit Committee exercised oversight** over the survey process within the commercial business
- **Cyber Risk and AI – consideration was afforded to developing and implementing governance frameworks**. This included the implementation of appropriate processes to govern areas where sensitive data was stored and how access was being granted, reviewed and/or revoked (including the use of AI)

- The **fair value of unlisted investments and the effectiveness of internal financial controls** were also afforded consideration
- The Audit Committee **ensured the integrity, completeness and accuracy of the Group's integrated annual reporting suite, which included financial and non-financial information**
- The Group's **going concern statement and assumptions**, and the solvency and liquidity tests were assessed. In addition, **dividends had been declared, trading updates were issued during pre-determined intervals, and related party and off-balance sheet transactions had been reviewed**
- The Audit Committee approved the **policy, framework and monetary limits relevant to non-audit services** that were provided by the external assurance providers, including the ongoing monitoring thereof to prevent any potential negative impacts on the **external auditors' independence and/or their objectivity**
- The Audit Committee considered **Santam Ltd's (and its subsidiaries') management representation letters and other forms of assurance**. This was to ensure the effectiveness, completeness and adequacy of the assurance that had been provided by the first lines of defence
- The Group's approach towards **combined assurance and the effectiveness and appropriateness thereof** have been reviewed
- In addition, the **summarised annual Group Internal and External Audit plans** and the scope thereof had been considered
- Apart from the performance of the Group FD and the finance function that was evaluated, the Audit Committee also considered **the adequacy and effectiveness of the Group's internal financial controls**
- The Risk Committee supported the Audit Committee on **actuarial-related matters** that were linked to the execution of the Audit Committee's mandate and responsibilities. This included a review of the **Capital Status Report and the regulatory solvency positions of Santam**

## The Audit Committee Report relevant to the 2024 financial year



The Audit Committee comprised four independent non-executive directors. They performed their duties and responsibilities as described in section 94 of the Companies Act and the supplementary functions assigned by the Board. The Audit Committee fulfilled its oversight responsibility and all other relevant aspects relating to the independence of the internal and external auditors and the audit quality in alignment with the JSE Listings Requirements (as amended).

The Audit Committee's roles and responsibilities are outlined in its Board-approved Charter. Some of these functions are elaborated on in this Corporate Governance Report. The Audit Committee evaluated the Company's internal financial controls, and it is satisfied that there were no material breakdowns in these controls during the reporting period, which influences the reasonability of financial reporting to stakeholders. In addition, the Audit Committee confirmed that appropriate financial reporting procedures had been established and that those procedures are operational and have been considered for the consolidated Group IFRS financial statements.

The Audit Committee is also satisfied that the external auditors have considered all significant matters concerning the Group's annual financial statements and how these were considered and addressed by the Audit Committee in response. Furthermore, the Audit Committee expressed its level of comfort with the independence of the external auditors. For the purposes of the 2023 financial year end's external audit that was concluded in the first quarter of 2024, the Audit Committee confirmed that PwC conducted its audit functions objectively without any undue influence from the Company. During the remainder of the 2024 financial year, the Audit Committee continuously reviewed the independence and objectivity of Santam's new external auditors (KPMG).

The Audit Committee confirms that it carried out its statutory, regulatory and other responsibilities in alignment with its Charter and annual work plan and that it was satisfied with the competence, qualifications and experience of the Group Finance Director.

**Preston Speckmann**  
Chair, Audit Committee

**The Audit Committee is responsible for, and has the ultimate decision-making authority, regarding its statutory duties. To this end, the Chair of the Audit Committee is required to attend all of Santam's AGMs. The Audit Committee is satisfied that it executed its mandate (including its fiduciary duties) effectively and in accordance with its Board-approved Charter.**

# Risk Committee

## Meetings

The Risk Committee meets at least every quarter. The Committee's membership includes a combination of executive and non-executive directors, with most of the members being independent non-executive directors. Both the Group CEO and the Group FD are appointed as members of the Risk Committee. In addition, the Committee meetings are attended by several standing invitees. They are the external audit partners, the Group's CRO, the Chief Internal Audit Executive, the Head: Financial Risk Management, the Head: Enterprise Risk Management (ERM), the Group Compliance Officer, the Head: Business Conduct, the Head: Business Integrity, the Head of the Actuarial Function, the Head: Group Legal, the Internal Model Validation Actuary and representatives of Santam's Group Exco.

Although the deliberations of the Committee do not reduce the individual and collective responsibilities of Board members regarding their fiduciary duties and responsibilities, it continues to exercise due care and judgement in accordance with its regulatory obligations. The Board further reviews and approves the Risk Committee's Charter and its annual plan on a yearly basis. This is in addition to the performance assessment conducted annually to evaluate the effectiveness of the Risk Committee.

## Role and responsibilities

The Risk Committee is constituted in alignment with the Insurance Act, the Prudential Standards on the Governance of Insurance Groups (GOGs) read with the Prudential Standards on the Governance of Insurers (GOIs, specifically GOI2), and the principles outlined in King IV to the extent that the Company has adopted its recommended practices. The Committee's mandate extends to the Company, the Santam Limited Insurance Group and its subsidiaries, which must have a Risk Committee.

The Committee has an independent role, operates as an oversight function, and makes recommendations to the Board for its consideration and final approval. 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 primary function of the Risk Committee is to provide oversight over the design and implementation of the Group's governance, risk management and compliance management frameworks. In turn, management is accountable to the Board for designing, implementing, and monitoring the process of governance, compliance and risk management, as well as its integration into the day-to-day activities of the Group.

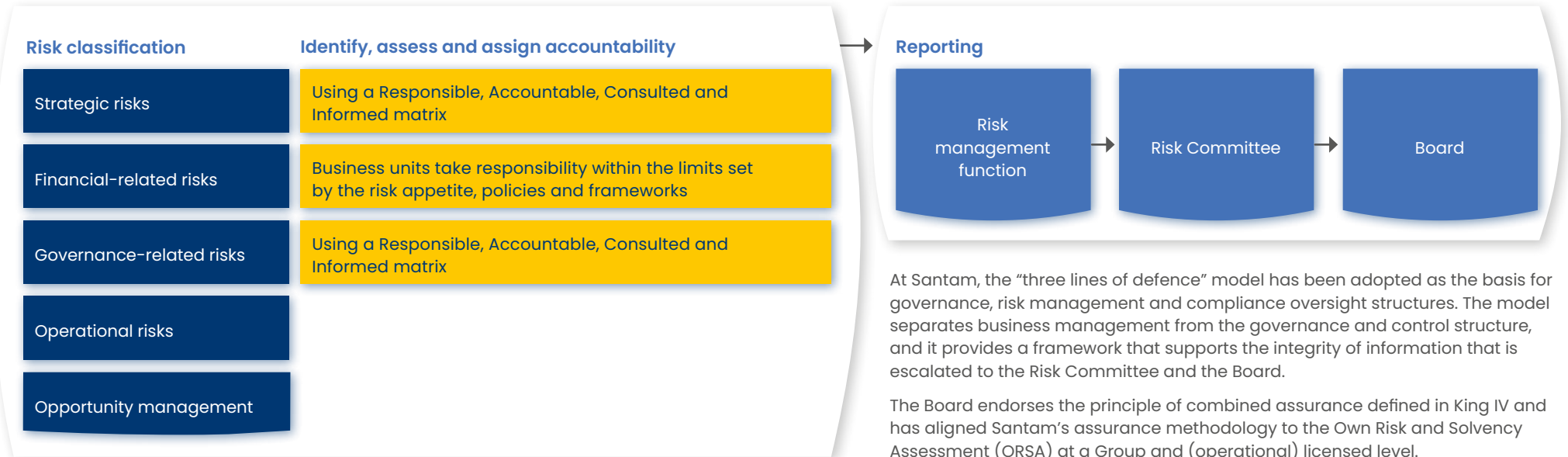
### A generic flow of risk management information from the respective businesses within Santam to the Risk Committee and the Board





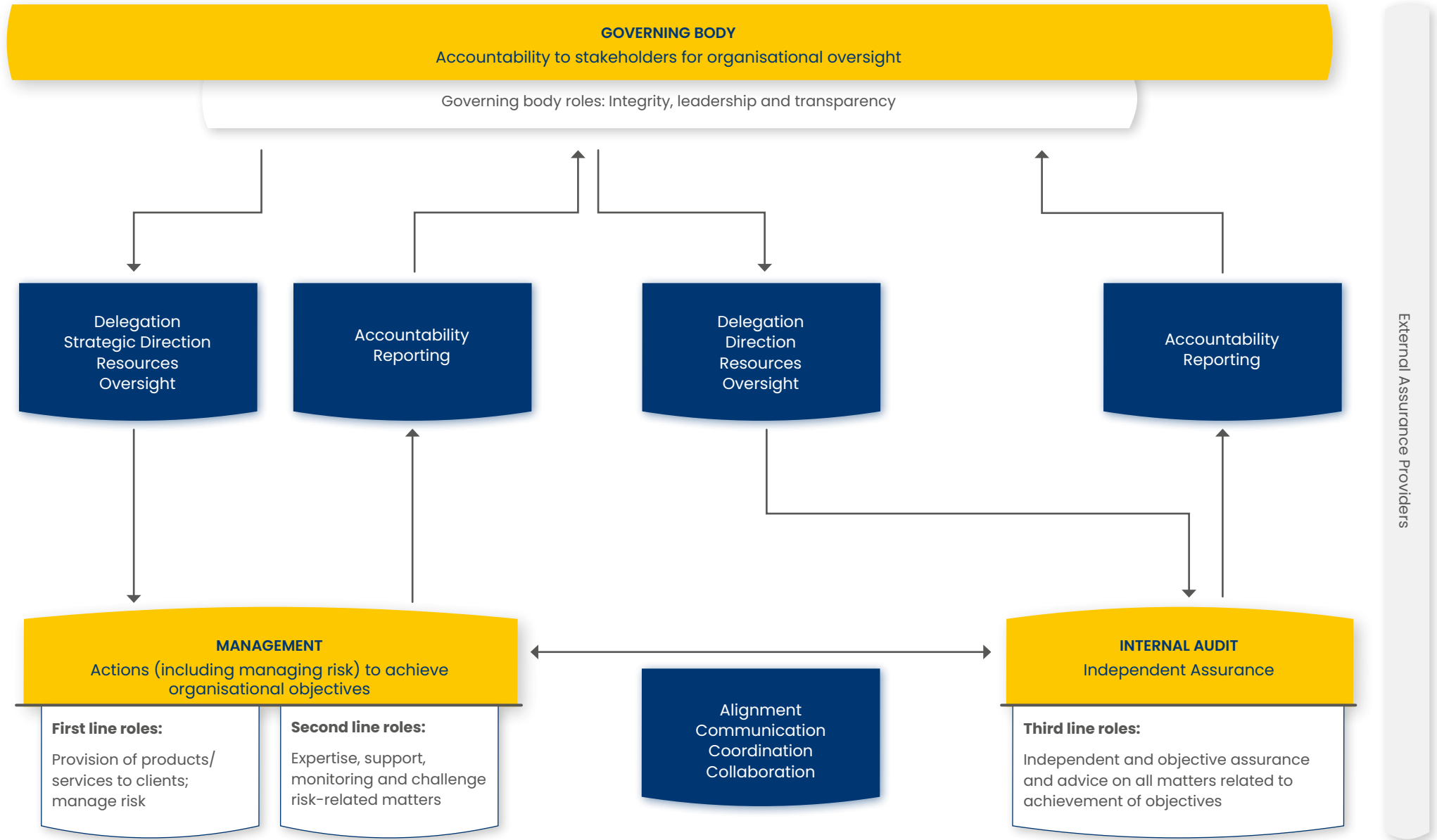
During the reporting period and beyond, Santam applied a comprehensive risk management system to support the Group's growth and safeguard the interests of its key stakeholders – particularly Santam's clients. Under the auspices of the Risk Committee's mandate, the Group's risk management process supports Santam in building its leadership position from a financial, reputation and market share perspective. At the same time, the Company's objective is to protect Santam's policyholders and its clients' interests.

**The risk management process that we follow:**





An overview of our "three lines of defence" model





The responsibilities of the Risk Committee include the following:

- Ensuring that the Group implements an adequate and effective system of control for governance, compliance and risk management that enhances Santam's ability to achieve its strategic objectives (while simultaneously protecting the legitimate interests of the Company's stakeholders and providing adequate protection to clients and policyholders)
- The effective review of the Group's risk profile, including the significant risks to which Santam is exposed
- Monitoring the conduct of business risks and adequately mitigating the necessary by achieving the outcomes of TCF, in alignment with Santam's Group risk appetite
- Recommending to the Board the levels of risk appetite and monitoring the Group's material risks within the Board-approved tolerance levels
- Considering and reviewing the Group's IT Governance Charter to ensure that it is appropriate, aligned and supports the Group's strategy and risk appetite
- Reviewing both the Santam Group's and the Company's ORSA process to support the Board in its overall responsibility to assess its Risk Management Framework, the solvency requirements, and the funds available to meet these requirements
- It provides oversight over outsourcing activities to support the Santam Board in its overall responsibility for any material functions, management functions, control functions or activities that have been (or are planned to be) outsourced

- It reviews Santam's risk exposure as it relates to capital, earnings, market consistent value, and the Group's risk management policies as required by the Insurance Standards
- The Committee assesses the effectiveness of the performance of the various heads of control functions (i.e. risk management, actuarial, compliance and internal audit)
- It also considered the appointment and performance assessment of the CRO during the reporting period

The Risk Committee is also the primary Board Committee responsible for information management and information technology (IIT) governance, overseeing IIT risks and ensuring compliance with IIT-related regulations. The Committee ensures that IIT governance across the Group results in the Group deriving value from using and investing in IIT during the reporting period and beyond.

Furthermore, the Committee assists the Board in discharging its responsibility for the governance of compliance with applicable laws, regulations and adopted non-binding rules, codes, and standards. It also ensures adherence to internal policies and procedures by setting the direction for how compliance management should be approached and addressed within the Santam Group. In addition, it oversees the development of policies that articulate and give effect to its direction. In addition, the Risk Committee reviews and recommends to the Board any changes to the Group's risk management plans, risk-related philosophy, strategy, ERM framework(s), policies and plans.

**The Risk Committee confirmed that it was satisfied that it had executed the duties and responsibilities that were delegated to it by the Board. In addition, the Risk Committee agreed that the quality, relevance and completeness of the information that was presented to the Risk Committee by management, were adequate and appropriate.**

## The Risk Committee's key focus areas during the 2024 reporting period

- Considerable time and resources were spent by the Committee on **underwriting actions, reinsurance optimisation, climate risk and cyber-related risks.**
- **Several policies, strategies, risk appetite and ERM framework recommendations** were proposed and recommended to the Board for its approval. These were implemented during the 2024 reporting period, with the performance and response by the business monitored on an ongoing basis
- The Risk Committee **reviewed the Group's material risks and opportunities.** More information in this regard is available in Santam's 2024 Integrated Annual Report
- One of the objectives during the 2024 reporting period was to **enhance the capacity and effectiveness of the ERM function at the centre and evaluate how ERM principles, in general,** were being implemented and monitored across the Group
- Given the enhanced capacity and effectiveness of Santam's ERM function, **further efficiencies were derived from the Group's standardised risk-based approach during the reporting period**
- A focused approach was adopted for the purposes of **geocoding** to obtain a better understanding of the Group's property book's risk exposure, among others
- **The Group's IT landscape, digital transformation, data management and Santam's modernisation journey** have been reviewed
- Considerable time and resources were spent on **Santam's Policy Wording Review Project, the grid failure and reinsurance terms, the 2024 catastrophe retention, climate risk, cyber-related risks,** and the Group's reserve risk appetite and earnings volatility
- In addition, **more than 30 Group policies were reviewed and approved by the Board** in response to the Risk Committee's recommendations and the Group's heightened approach to sound governance practices



**Debbie Loxton**  
Chair: Risk Committee

## Investment Committee

### Meetings

During the reporting period, four Committee meetings were held. As per the Investment Committee's Board-approved Charter, the standard protocol includes that the Chair of the Committee will always be an independent non-executive director serving on the Board. To this end, Santam's LID has been appointed as the Chair of the Investment Committee.

The quorum requirement for transacting the business of the Investment Committee is most members, of whom at least one should be a non-executive director. From time to time, other executives and professional advisors may attend the Investment Committee meetings by invitation only. It is notable to mention that they do not form part of the Committee's quorum requirements. Furthermore, the operations of the Committee are governed by a Board-approved Charter, which is reviewed annually.

### Role and responsibilities

The Investment Committee fulfils an independent role and makes recommendations to the Board for consideration and final approval. While it does not assume management's functions, the Committee's primary objective is to assist and support the Board in executing

its investment portfolio and foreign currency investment responsibilities. It also supports Santam's Management Investment Committee (SMIC) in the activities and processes relating to the investment of Company funds. The Investment Committee advises and assists the SMIC with governance-related aspects such as investment policies and guidelines, including those relating to asset classes, asset allocation ranges, credit, concentration, liquidity exposures, and prohibited and unduly risky investments. Furthermore, the Committee reviews the performance of the respective investment managers and, as and when required, recommends to the Board the termination of their services and the appointment of any other external investment managers in conjunction with the Management Investment Committee.

It regularly reviews and makes recommendations to the Board on the Group's investment policies and guidelines and the compliance and implementation thereof. The Investment Committee also advises the SMIC on potential hedging programmes, derivative transactions, and risk management aspects of investment activities. In addition, the Committee reviews the performance of Santam's investment managers. It also assists the Board in ensuring that Santam continuously practices responsible investment to promote good governance and value creation.

### Key focus areas of the Investment Committee during the 2024 reporting period

- The **Investment Committee's Charter** has been reviewed to **ensure its alignment with the recently launched CRISA 2**, which contains five voluntary principles for stewardship and responsible investment as a key component of the South African governance framework
- **A robust review was performed on the mandate of the investment portfolio managers** to ascertain its continued alignment with Santam's requirements
- **An evaluation was conducted on the investment portfolio managers' performance and services** rendered during the reporting period. This resulted in certain recommendations being made by the Investment Committee in response to the identified improvement areas
- Increased bank exposure to incorporate international banks across investments to reduce counterparty credit risk
- Investment portfolio restructuring to optimise operational efficiencies and maximise returns
- The Committee **reviewed the Group's Investment Policy and the Foreign Currency Policy**, which were subsequently recommended to the Board for approval

**The Investment Committee confirmed that it is satisfied that it executed its duties and responsibilities delegated to it by the Board.**



**Monwabisi Fandeso**

*Chair: Investment Committee and LID*

## SES Committee Meetings

The SES Committee is constituted as a statutory Committee. It performs its duties in terms of Regulation 43 of the Companies Act (as amended), the requirements outlined in King IV, the JSE Listings Requirements, the Insurance Act and the Prudential Governance and Operational Standards for Insurance Groups and insurers, insofar as these relate to the performance of the statutory functions of the SES Committee.

The SES Committee comprises a majority of independent non-executive directors, one non-executive director and one executive director. The quorum requirement for Committee meetings to be duly instituted is the majority of the SES Committee members, of whom at least one must be an independent non-executive director.

Four SES Committee meetings were held during the year under review in accordance with the SES Committee's annual plan. This was complemented by the Company's heightened approach to sustainability-related aspects and the associated rationale for enhancing ethical business conduct.

### Role and responsibilities

The SES Committee has an independent role that is accountable to the Board insofar as it concerns the performance of the statutory functions assigned to the Committee. It is required to report annually to shareholders at the Company's AGM. In addition to the statutory duties assigned to the SES Committee, the Committee is responsible for making recommendations to the Board for its approval as well as monitoring and advising the Board on all sustainability-related issues as defined in the Principles for Sustainable Insurance (to which Santam is a signatory). The latter includes any material and relevant matters that may significantly impact the Company and/or its stakeholders. The SES Committee also monitors the Group's management of sustainability related issues in alignment with the FTSE/JSE ESG disclosure requirements. The organisational Group sustainability strategic themes underpin these responsibilities and serve as focused, material issues for Santam.

In addition, the SES Committee's primary role is to monitor Santam's activities regarding ethics and compliance management, social and economic development, good corporate citizenship, stakeholder relations, the Company's response to the environment, the health and safety of Santam's employees, transformation, and other labour-related aspects. The SES Committee also considers and reviews Santam's social, ethics and sustainability strategies.

### Key focus areas during the 2024 reporting period

- Dedicated efforts were assigned continuously towards ensuring **adequate and transparent reporting on the Group's approach to sustainability and material non-financial aspects**
- **A heightened approach was adopted towards governance, ethics management, and compliance and risk management processes, and the Committee remained up to date with the increased interoperability and harmonisation across sustainability and climate-disclosure platforms and standards**
- The SES Committee reviewed and **endorsed several sustainability-related policies and frameworks for approval by the Board**
- The SES Committee received training on adopting **AI** and considered the ethical implications on the business
- Santam's business conduct remained a key focal point for the Committee to ensure that the business achieves **the desired TCF outcomes**. While the Committee notes the progress made across the key responsibility areas, it remains committed to encourage and enhance compliance to the TCF outcomes. These are being addressed by management with frequent feedback to the SES Committee
- The Committee oversaw the inclusion of ESG in the Group's supply chain and procurement process. This entailed conducting a sustainability materiality assessment of the Group's supply chain
- The Committee was appraised of Santam's **sustainability performance as assessed by the FTSE Russell rating agency**. The outcome of the assessment confirmed Santam's continued inclusion in the FTSE/JSE Responsible Investment Top 30 Index and being a constituent of the FTSE4Good Index Series
- The Committee received an update on performance in the ClimateWise principles and scoring methodology. We are pleased to note that our ranking remained the same while our score reduced to 51% (73%: 2023)
- Santam made good progress in meeting its broad-based black economic empowerment (B-BBEE) targets. Following the assessment, the **Group maintained its Level 1 B-BBEE verification status** based on its performance during the 2024 financial year
- Concerted efforts were made to ensure the Group complied with all the **legal requirements and transformation codes**
- The SES Committee continued to monitor **the Group's human capital strategic focus areas and initiatives** (including the progress against the employment equity and skills development targets that were agreed upon for 2024)

- The SES Committee **oversaw the Group's "evolving ways of work"** and designed and implemented **the Company's culture journey**. This is aimed at maintaining a transformed, diverse, and inclusive culture and working environment
- The SES Committee maintained quarterly oversight and monitoring of the performance of the organisation's Responsible Investment (RI) Funds
- The **development and review of Santam's sustainability-related performance measurement criteria remained an ongoing focus area**. This included the incorporation thereof into the key performance areas assigned to the members of Group Exco
- The SES Committee considered the outcomes of the **Group-wide climate scenarios analysis** exercise that was conducted in 2023, and it reviewed the climate change response plan to be implemented in the 2025 financial year
- The SES Committee was appraised of the Group's membership to the Geneva Association, a global association of insurance companies that provides a platform for collaboration, identifies and investigates key trends and risk areas likely to shape and impact the industry and highlights the positive contributions of the sector towards building resilient societies. The Santam Group CEO assumes Board membership in the Association

**The SES Committee is satisfied that it executed each of the core responsibilities assigned to it by the Board, as recorded in the Committee's Board-approved Charter and its annual plan.**



**Caroline da Silva**  
Chair: SES Committee



## Sustainability key indicators



\* Sustainability performance metrics linked to the group's short-term incentive scorecard – refer to the remuneration report for more detail.  
<sup>1</sup> The OSTI Annual Report, containing official OSTI figures, will be released after this integrated report has been published. This number is based on Santam's internal figures.  
<sup>2</sup> These results were extracted from the 2023 OSTI Annual Report.



# Human Resources and Remuneration Committee (HRRC)

## Meetings

As per the HRRC's Board-approved Charter and annual plan, the Committee met four times during the 2024 financial year. In addition to the four members appointed to the HRRC, the Group CEO and other management representatives attended the HRRC meetings. However, these individuals participated in the HRRC meetings in their capacity as standing invitees and did not exercise any voting rights or decision-making powers. The HRRC's quorum requirement includes a majority of members of the Committee.

## Role and responsibilities

The HRRC is predominantly responsible for monitoring and advising the Board on the Group's human and intellectual capital, its approach towards people management, and transformation processes regarding its employees. In particular, the Committee approves the executive appointments at a Santam Group Exco level and reviews succession planning and the management of "key man" risk.

The HRRC is further responsible for the remuneration strategy of the Santam Group, the approval of guidelines for incentive schemes, and the annual determination of remuneration packages for members of the Group Exco and the heads of control functions. The Committee also recognises local and international industry trends and benchmarks and ensures that the Company's incentive schemes align with good business practice that rewards excellence and performance. It also makes recommendations to the Board regarding the non-executive directors' remuneration, except for the fee structure applicable to the HRRC (which is attended to by the Nominations Committee due to a direct and actual conflict of interest). The Chair of the Board is a member of the HRRC.

The HRRC is responsible for and has the authority to consider and make recommendations to the Board regarding the following key aspects:

- To determine and recommend to the Board **Santam's general Remuneration Policy** that must be tabled at each AGM for a non-binding advisory vote by shareholders
- The **preparation of the Group's annual Remuneration Report**
- **The development of the Group's remuneration strategy for executive directors and members of Group Exco**
- The development of **short-term incentive plans** for Board approval by setting annual targets, monitoring the progress in response to the agreed targets, and reviewing the incentive plans regularly to ensure a strong link with performance is maintained
- Managing the **employment and performance contracts of Group Exco** to ensure their terms comply with the principles of best practice
- Developing, **monitoring and testing appropriate and key performance drivers for short- and long-term incentives and developing long-term incentive schemes** for Board approval
- **Setting individual and Group performance hurdles and guidelines for annual allocations** and performing regular reviews of the structure of the schemes
- Considering the **remuneration of non-executive directors of the Board and its Committees** and making proposals to the Board for final approval by shareholders at the AGM
- **Planning for succession** and managing human capital imperatives

## Key focus areas of the HRRC during the 2024 reporting period

During the year under review, the following were some of the key focus areas and milestones achieved:

- **A comprehensive benchmarking exercise was conducted on non-executive directors' fees**, after which a recommendation was made to Santam's shareholders for their approval at the 2024 AGM
- **A review was conducted on internal pay equity across all levels of the Group**
- Continuous efforts were made to ensure **compliance with the South African Revenue Service Binding General Ruling 41**, which requires non-executive directors to register for value-added tax
- Consideration was afforded to the **draft governance and operational standards for insurers and insurance groups as governed by the Financial Sector Conduct Authority (FSCA), the compliance requirements imposed by the JSE Listings Requirements, and the PA's GOGs and GOIs**. The same principle applies to the recently published proposed amendments to the Companies Act, which included significant proposed changes to the role, functioning and composition of the HRRC
- The Committee considered the **evaluation of Santam's employment equity plan**, which was developed in accordance with the applicable legislative requirements and best practices. This includes the HRRC noting the recent developments in connection with **the proposed sectorial targets**
- The HRRC also reviewed **the Group's ongoing approach towards "new ways of work"** in response to Santam's ongoing hybrid operating environment
- **The HRRC considered and responded to shareholder recommendations** regarding Santam's Remuneration Policy that was presented for approval at the 2024 AGM
- It **reviewed Santam's ongoing culture journey and the outcomes of the engagement surveys** that were conducted

- **The HRRC reviewed the Group's reporting and disclosure on remuneration aspects** to simplify the content while enhancing transparency
- It also ensured that **appropriate steps were taken to attract, recruit, develop and retain the key talent required to enable the Group to execute its Board-approved refreshed FutureFit strategy**. This includes the management of **succession planning, the transfer of skills and talent retention** in response to the Group's organisational and structural changes that came into effect at the beginning of the 2024 reporting period
- In addition, the HRRC continued to **review the Group's key human capital-related risks and the value drivers**. The aim is to ensure incentives are directly aligned with Santam's refreshed FutureFit strategy. The principles of simplification and transparency will inform any forward-looking policy decisions
- The HRRC **reviewed Santam's Fit and Proper Policy** and the **Committee's Charter**. In addition, the Committee endorsed **Santam's new Secondment Policy**, which provides guidance on governance-related aspects and how Santam's employees' developmental needs would be facilitated in alignment with the Group's operational requirements
- In accordance with the recommendations set out in King IV, **Santam's Remuneration Policy was tabled to shareholders for a non-binding advisory vote at its 2024 AGM**. This vote enables shareholders to express their views on the Group's Remuneration Policies and

its implementation. Santam supports the benefit of an advisory vote, which aims to promote constructive dialogue between the Company and its shareholders. It also highlights the compensation criteria that is of interest to investors, such as linking performance and strategy. At the 2024 AGM, Santam's shareholders endorsed the Company's Remuneration Policy. However, Santam continues to invite shareholders to individual engagements to discuss specific concerns or enquiries relating to the Implementation Report

**The HRRC is satisfied that it executed each of the core responsibilities assigned to it by the Board, as recorded in the Committee's Board-approved Charter.**

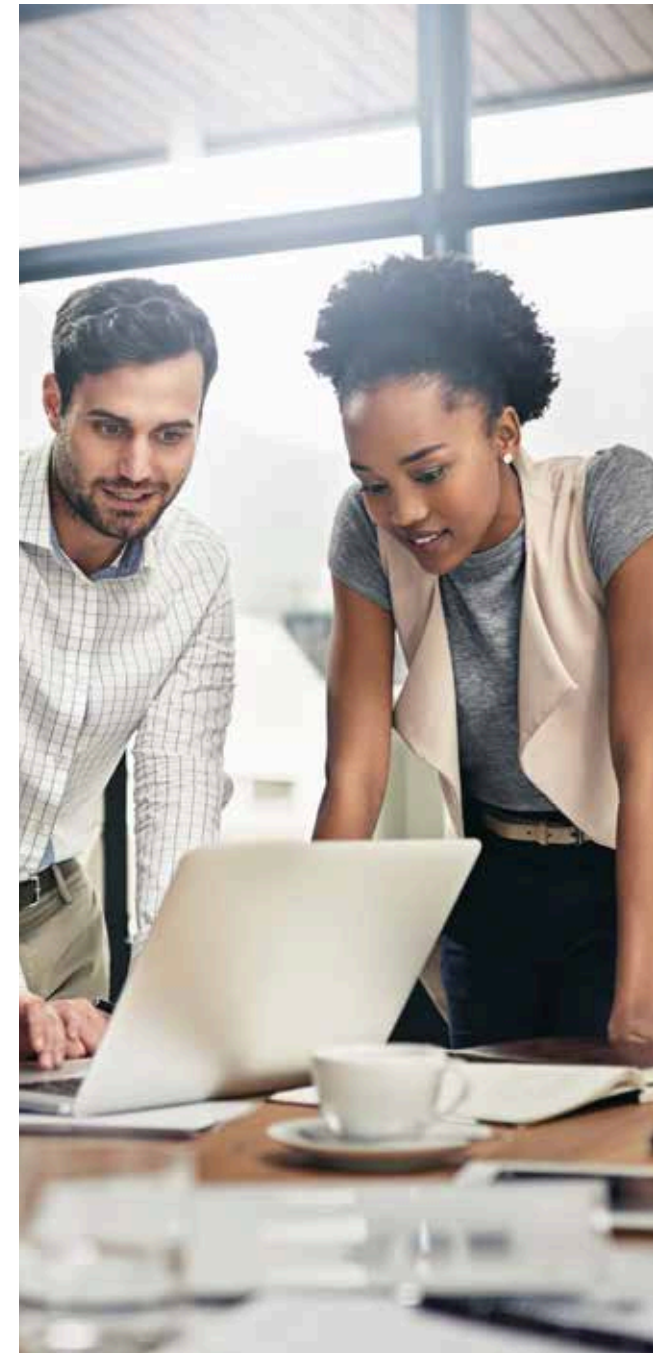


**Lucia Swartz**  
Chair, Human Resources and Remuneration Committee

More information about Santam's remuneration approach, its Remuneration Policy and the implementation of the Group's remuneration practices can be found in the Company's 2024 Remuneration Report.

**Santam was certified as a Top Employer for the ninth consecutive year**

Notably, the Group's ranking improved from 8th place in 2024, to the 5th position in 2025, out of 154 South African companies who participated in the 2024 certification process. Santam was also ranked first in the insurance sector, among 11 participating certified Top Employers in South Africa's insurance sector.



# Nominations Committee

## Meetings

The Nominations Committee meets at least four times per annum. The Committee comprises three non-executive directors, of which the majority are independent. As per the Nominations Committee's Board-approved Charter, a fully constituted meeting requires a quorum of at least the majority of the Committee members being present. During the 2024 financial year, Committee meetings were also attended by the Group CEO. However, the Group CEO participated in these meetings as an invitee and did not form part of the Nominations Committee's composition or quorum requirements.

## Role and responsibilities

The Nominations Committee is primarily responsible for reviewing the composition of the Board and the Board Committees. This includes the Committee overseeing the process to select, recruit, and (re-)appoint directors to the Santam Board. The Nominations Committee follows a formal and transparent process in evaluating the balance, effectiveness, expertise and attributes of the Board and Board Committees, and it makes recommendations to the Santam Board as and when required. Apart from the annual Board evaluation to assess the effectiveness of the Board (as a collective) and the respective Board Committees under the auspices of the Nominations Committee's mandate, the Committee is also responsible for ensuring succession planning at a Board level as well as the continuous review of the individual Board members' independence classification.

**The Nominations Committee is satisfied that it fulfilled its responsibilities during the reporting period in accordance with its Board-approved terms of reference.**



**Nombulelo Moholi**  
Chair, Nominations Committee

## Key focus areas of the Nominations Committee during the 2024 reporting period

- **A robust review was conducted on the composition of the Board and Board Committees** quarterly during the reporting period
- The Nominations Committee **oversaw the selection and recruitment process embarked upon to identify a suitable successor in response to the vacancy on the Board**
- The Committee facilitated the 2024 financial year's **annual Board and Board Committees' performance evaluation process**
- **The Committee considered the independence of Santam's directors, including the LID**
- The **independence review that was done on Junior Ngulube's Board membership** was facilitated by the Nominations Committee
- **The Board members' quarterly declaration of interest was** considered at every Committee meeting. A similar approach was adopted by the HRRC where it concerns **the requisite annual Fit and Proper declarations**
- Consideration was given to the **composition of the various governance structures at a subsidiary level**
- The Committee reviewed the **application of Santam's Rotation Policy and the Policy regarding the Promotion of diversity attributes at a Santam Board level** (i.e. in alignment with the JSE Listings Requirements as amended)
- Given the emphasis on **Board Induction** and the need for ongoing training interventions, a policy has been developed to govern Santam's approach to the same





# Board member attendance

## Member attendance at Board and Board Committee meetings [1 January 2024 – 31 December 2024]

The attendance at Board and Board Committee meetings during the 2024 financial year can be summarised as follows:

Board membership	Board meetings	Board Strategy session	Audit Committee	Ad Hoc Audit Committee	Risk Committee	Investment Committee	SES Committee	HRRC	Nominations Committee
<b>Total number of meetings held in 2024</b>	4	1	4	2	4	4	4	4	4
Nombulelo Moholi (Chair)	C 4/4	C 1/1	-	-	-	-	-	M 4/4	C 4/4
Monwabisi Fandeso (LID)	M 4/4	M 1/1	M 4/4	M 2/2	M 4/4	C 4/4	-	-	M 4/4
Preston Speckmann	M 4/4	M 1/1	C 4/4	C 2/2	M 4/4	-	-	-	-
Caroline da Silva	M 4/4	M 1/1	I 4/4	I 2/2	M 4/4	-	C 4/4	M 4/4	-
Paul Hanratty	M 4/4	M 1/1	-	-	-	-	-	M 4/4	M 4/4
Debbie Loxton	M 4/4	M 1/1	M 4/4	M 2/2	C 4/4	M 4/4	-	-	-
Abigail Mukhuba <sup>1</sup>	M 4/4	M 1/1	I 4/4	I 1/2	M 4/4	M 4/4	-	-	-
Mlondolozzi Mahlangeni	M 4/4	M 1/1	I 4/4	I 1/2	M 3/4	I 4/4	-	-	-
Shadi Chauke <sup>2</sup>	M 3/3	-	M 3/3	M 2/2	M 3/3	-	M 3/3	-	-
Junior Ngulube	M 4/4	M 1/1	-	-	-	-	M 4/4	-	-
Lucia Swartz <sup>3</sup>	M 4/4	M 1/1	-	-	-	-	I 3/4	C 4/4	-
Tavaziva Madzinga	M 4/4	M 1/1	I 4/4	I 2/2	M 4/4	M 4/4	M 3/4	I 4/4	I 4/4
Wikus Olivier	M 4/4	M 1/1	I 4/4	I 2/2	M 4/4	M 4/4	-	-	-

<sup>1</sup> Maternity leave during Q1: 2024  
<sup>2</sup> Resigned with effect from 14 October 2024  
<sup>3</sup> Appointed as an additional member of the SES Committee with effect from 1 December 2024

C Chair      M Member      I Invitee

# SUPPLEMENTARY AND ANCILLARY GOVERNANCE DISCLOSURES

# 6

# Responsible investing

## Investing according to “the Santam way”

At Santam, the Board oversees and exercises its ethical responsibilities, rights, and obligations through elected representatives in the various companies the Group has invested in. The Board is ultimately accountable for ensuring the Santam Group promotes good governance by investing responsibly. This objective is achieved through the Investment Committee, the Group Exco and the respective governance structures within each subsidiary. In addition, each management Executive Committee within the Santam Group of companies is responsible for ensuring that Santam’s investments are managed according to Board-approved policies and investment mandates. Sanlam Investment Managers (SIM), one of the asset managers overseeing the investment funds, have assigned their internal sustainability team to analyse and manage the responsible investing process of the companies they invested in.

Santam subscribes to CRISA. CRISA was launched in 2011 to encourage institutional investors and service providers to integrate sustainability-related aspects into their investment criteria and decision-making. Since 2011, significant advances have been made in the regulatory and governance sphere relating to responsible investment and stewardship. CRISA 2, launched in September 2022, contains the following five voluntary principles for stewardship and responsible investment as key components of the South African governance framework. These are:

### Santam’s CRISA – voluntary principles

<b>Principle 1</b>	<b>ESG integration:</b> Investment arrangements and activities should reflect a systematic approach to integrating material ESG factors
<b>Principle 2</b>	<b>Stewardship:</b> Investment arrangements and activities should demonstrate the acceptance of ownership rights and responsibilities, diligently enabling effective stewardship
<b>Principle 3</b>	<b>Capacity building and collaboration:</b> Acceptance and implementation of the principles of CRISA 2 and other applicable codes and standards should be promoted through collaborative approaches (as appropriate) and targeted capacity building throughout the investment industry
<b>Principle 4</b>	<b>Governance:</b> Sound governance structures and processes should be in place (including at all levels of the organisation) to enable investment arrangements and activities that reflect and promote responsible investment and diligent stewardship, including proactively managing conflicts of interest
<b>Principle 5</b>	<b>Transparency:</b> Investment organisations should ensure disclosures are meaningful, timeous and accessible to enable stakeholders to make informed assessments of progress towards the achievement of positive outcomes

**Live.  
Empower.  
Lead.**

The CRISA 2 principles apply primarily to asset owners, asset managers and service providers in the investment value chain, who are involved in investment activities and wish to align with the principles voluntarily.

During the year under review, Santam (through its Investment Committee) reviewed and amended its internal governance structures' terms of reference to ensure alignment with CRISA 2. This included approving a suite of proposed amendments in November 2022. These amendments were subsequently incorporated in the Group's Responsible Investing Policy, which forms an integral part of Santam's Group Investment Policy. Notable to also highlight, is that Santam and its fund managers subscribe to the United Nations Principles of Responsible Investment and the Code of Responsible Investing by Institutional Investors in South Africa ("the Responsible Investing Codes").

At the same time, Santam's overall investment objective continues to maximise its after-tax investment returns within the approved Santam Group risk appetite framework – i.e. subject to the Group's investment management principles. However, it remains key that the Board-approved Group investment strategy considers and always protects the interests of the Group's policyholders and clients.

No strategy that might adversely affect the Santam Group's ability to pay its insurance obligations will be considered as and when they become due. SIM also conduct an internal framework process which considers its stewardship activities a crucial aspect of its sustainability integration strategy. SIM actively participates in the voting processes during AGMs or Ordinary General Meetings of investee companies, while also engaging management teams to address thematic and more qualitative matters such as remuneration practices, Board strength and independence, climate risks and opportunities, and pertinent social issues.

These guidelines provide a framework for its voting responses on Company resolutions, which SIM votes for on behalf of clients who have not included their own voting instructions in their investment mandates. The purpose is to protect and grow clients' equity base by fulfilling their governance obligations as their agents.

**The Group has a clearly defined Responsible Investing Policy to ensure alignment between Santam's investment practices and the principles outlined in the Responsible Investing Codes and King IV.**

### The UN PRI

SIM subscribes to the UN PRI principles for listed and unlisted investments. These principles for Responsible Investment are a United Nations-supported international network of financial institutions working together to implement its six aspirational principles.

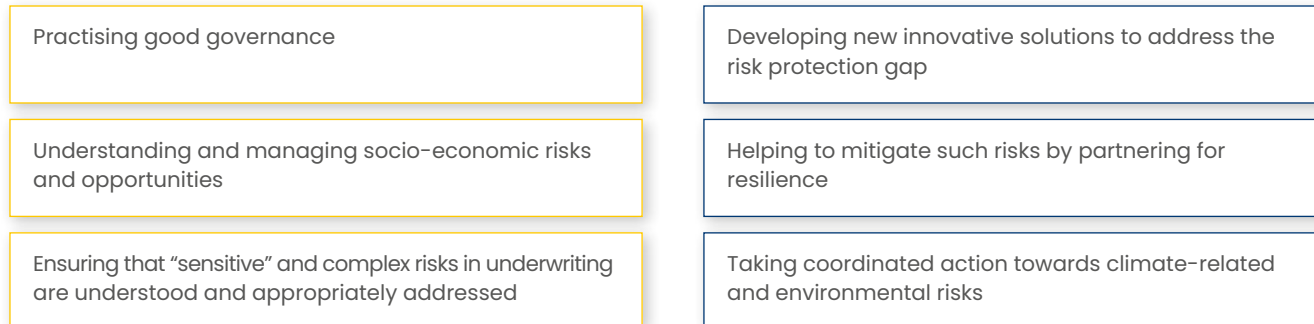
- Principle 1** We will incorporate ESG issues into investment analysis and decision-making processes
- Principle 2** We will be active owners and incorporate ESG issues into our ownership policies and practices
- Principle 3** We will seek appropriate disclosure on ESG issues by the entities in which we invest
- Principle 4** We will promote acceptance and implementation of the principles within the investment industry
- Principle 5** We will work together to enhance our effectiveness in implementing the principles
- Principle 6** We will report on our activities and progress towards implementing the principles



# Santam's tactical response to climate change

The Group's approach to sustainability mainly focuses on the issues that are most important to Santam's key stakeholders and those parties that affect the Company's ability to create long-term financial and non-financial value. These issues include, among others, the following key aspects:

## Key aspects



The aforementioned key aspects inform the Group's sustainability strategic focus areas – namely "Running a responsible business", "Building resilient societies," and "Retaining and nurturing top talent and culture" – which are geared towards contributing to a sustainable and transformed South African economy.

## The Board's oversight role of climate-related risks and opportunities

As a signatory to the TCFD, Santam recognises the importance of the disclosure and transparency of its governance practices around climate-related risks and opportunities. The Board's responsibility is to direct, administer, and control the Group's affairs in a transparent, fair, and responsible manner. Therefore, the Board considers governance as essential for Santam's long-term success, including the Group's response to climate-related risks and opportunities. Although the Board is ultimately the accountable governing body, it has several Board Committees that assist it in discharging its duties and responsibilities relating to climate change. These are:

- The **SES Committee** oversees the Group's response to sustainability matters and climate-related risks and opportunities
- The **Investment Committee** assists the Board with overseeing responsible investment practices that promote good governance and value creation in companies in which Santam invests. To this end, the Group's Investment Policy incorporates ESG considerations that impact the long-term sustainability of Santam's portfolio investments, including climate risk, which has been identified as a material matter for the Santam Group

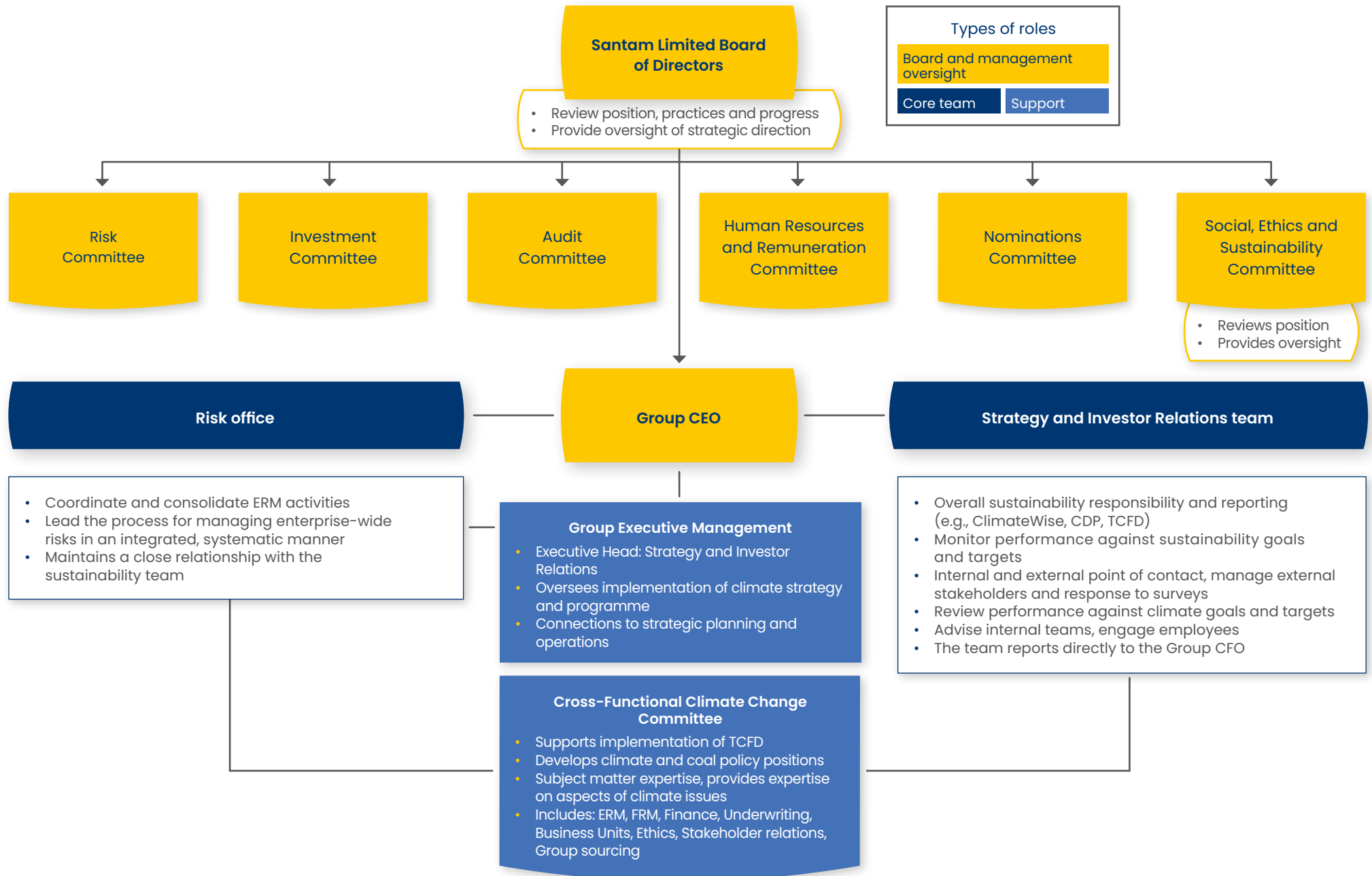
- The **Risk Committee**, in turn, assists the Board in fulfilling its governance duties from a risk and control perspective, including identifying and evaluating all significant risks to which the Company is exposed. Santam's CRO has an independent line of accountability to the Santam Board through the Risk Committee. As a result, the CRO assists the Board and the Risk Committee with the implementation, review and approval of the Group-wide risk governance framework, including Santam's risk culture, risk appetite, risk limits and the corresponding capital and liquidity needs
- The **HRRC** exercises an oversight role, and it monitors the performance of the members of Group Exco and senior management, by linking the sustainability key performance indicators to remuneration
- The **Audit Committee** oversees the mandatory disclosure requirements regarding sustainability-related (in particular, environmental- and climate-related) aspects. Furthermore, it ensures the integrity, completeness and accuracy of the information that is being disclosed and reported to Santam's stakeholders

Given the importance of climate change, Santam remains committed to building resilient societies while contributing towards reducing the risk protection gap. To this effect, the Santam Board of directors acknowledges that climate change presents both risks and opportunities.

Considering the abovementioned, sustainability-related considerations create widespread uncertainties which extend to and/or initiate various other risks. This is why the integration between sustainability-related risk considerations remains fundamental. This is evidenced by including sustainability-specific key performance indicators in Group executives' and senior management's performance measurement criteria.

The figure on the following page depicts the governance structure relevant to sustainability matters and simultaneously indicates how the various Board Committees are connected to Group Exco and the respective functional teams.

## Santam's governance structure relevant to sustainability/climate risks



# **Group** Exco's role in responding to (and managing) climate-related risks

Supervision and oversight over climate-related matters are integral to Santam's Group CEO and Group Exco's mandate. In addition, climate change governance is enhanced by the enterprise-wide Climate Change Committee (CCC). The CCC is a senior management governance forum whose primary mandate is to support the Group's climate change activities. This includes assisting Group Exco, the Risk Committee, and the Board in assessing how the Santam Group evaluates and responds to climate change and extreme-weather events. The Group CEO and Group Exco are collectively responsible for implementing the refreshed FutureFit strategy (which includes sustainability aspects) and providing progress reports to the Board every quarter. The Group's ClimateWise performance and the FTSE Russell's ESG rating and progress on climate- and sustainability policies and statements are, as a minimum requirement, included in the Group's sustainability dashboard as key performance indicators. In addition, the members of Group Exco also received training during the second quarter of 2024 on a region-specific climate outlook for the country. A climate change expert from the University of Cape Town's Climate System Analysis Group, facilitated the aforementioned training intervention.

- The Board oversaw the implementation of the sustainability-related performance measurement indicators for Group Exco and senior management
- The Board provided quarterly oversight of the sustainability-related metrics through the SES Committee's ESG dashboard

- The Santam Board presented an overview of the Group's response and management of climate risk to the regulatory authority
- Through the Investment Committee, the Board had oversight of SIM's internal ESG engagement report and engagement priorities of the Climate Action 100+ initiative
- The SES Committee maintained quarterly oversight and monitoring of the performance of the organisation's RI Funds
- During the 2024 reporting period, the Board had two official interactions with the PA, during which Santam provided feedback to the regulatory authority on the Group's approach towards climate change and climate-related risks, and the Group CEO engaged with the PA on climate change and index-based insurance. This included a progress update that the Board needed to present to the regulatory authorities on the measures implemented and confirmation of Santam's acknowledgement that climate change was regarded as a material risk to our business



## Milestones achieved by the CCC during 2024

*The Group Strategy and Investor Relations business unit continuously monitors and tracks performance against the refreshed FutureFit strategy, and it presents quarterly dashboard reports to the Board to keep the Board abreast of the progress made over time. In addition, ClimateWise, CDP and the FTSE Russell returns are submitted annually. The Group Strategy and Investor Relations business unit also coordinates the collaboration across the Group on sustainability and climate-related matters, with the executive head of the unit chairing the CCC. The CCC is also responsible for contextual environmental scanning, including sustainability and climate-related issues, which are afterwards reported to the Board, the Risk Committee, the SES Committee, the Group CEO, Group Exco and other functional peers.*

In 2024, the Committee met 4 times and had oversight of the following:

- The outcomes of the climate scenarios exercise undertaken in 2023 and the development of a Group-wide climate change response plan
- Climate-related updates and expectations of the PA (Regulator) for the insurance industry
- Key regulatory updates and developments (locally and globally) on sustainability, climate and nature
- Conducted a sustainability materiality assessment for the Group's supply chain to develop a responsible supply chain strategy

Further information on Santam's response to climate change is outlined in the TCFD progress update on page 80 of the Integrated Annual Report, including the FTSE/JSE Russell ESG rating, Santam's ClimateWise response and the Group's CDP Report that was submitted with the majority shareholder (Sanlam Ltd) and the annual submission to the UNEP FI Principles for Sustainable Insurance.

### The key focus areas for 2025:

To continuously upskill the Board and the members of Group Exco on sustainability and climate-related issues

The Group will also continue to develop a detailed and mature response to climate and extreme weather-related events.

It will review and establish emissions targets across our operations

Finalise ESG in underwriting and continue to fine-tune the integration of climate risk and opportunities in the ERM

Develop a response framework to the Taskforce on Nature-related Financial Disclosures (TNFD)

Continue to monitor and track the integration and performance of sustainability into the Group's refreshed FutureFit strategy



# Compliance management

## Compliance with applicable regulatory requirements

*Santam remains committed to conducting its business ethically, responsibly, and in compliance with all applicable legislation, regulations, adopted industry codes and standards, and all internal policies and sound corporate governance principles.*

One of the key roles the Risk Committee fulfils is to advise and assist the Board in overseeing the governance of compliance, by setting the direction for how compliance should be approached and addressed within the business. The Group has no appetite for deliberate, ignorant, or premeditated violations of applicable legislative requirements or non-compliance with Company standards, internal policies, or governance principles. Santam, consequently, strives to conduct its business with due skill, care, and diligence to minimise violations and non-compliance incidents arising from negligence.

The Board, supported by the Risk Committee, oversees the implementation of Santam's corporate culture and business strategies. This includes the Group's compliance strategy and risk appetite in alignment with Santam's long-term interests and viability.

Management is responsible for ensuring the implementation of the business objectives and strategies developed in line with the Company's compliance strategy and risk appetite. The Group compliance function assists with promoting and monitoring the Company's compliance culture. The Head of Group Compliance, who is also the Group Compliance Officer (supported by the various compliance functionaries within the Group of companies), furthermore facilitates the management of compliance by analysing the applicable statutory and regulatory requirements.

The Risk Committee and the Board receive regular reports on material compliance matters through the Head of Group Compliance, who is suitably skilled and experienced. He reports functionally to Santam's Group CRO.

Non-compliance incidents are continuously being monitored at various levels across the organisation. These incidents include reporting obligations to operational management within the businesses, their respective management Executive Committees, the Operational Risk Committees and the various subsidiaries' Boards of directors. In addition, non-compliance incidents are also recorded within the Group's ERM processes.

## New regulatory developments

*Due to the Group's heightened approach to regulatory compliance, dedicated efforts are assigned to ensure the business keeps abreast of all new applicable regulatory developments and their implications for Santam's operations. For this reason, Santam embraces every opportunity to influence and participate in policy-making processes at an industry and Company level by continuously engaging key regulatory bodies. This ensures the Group's views on topical regulatory issues are properly documented, contextualised and communicated to the relevant and regulatory bodies.*

During the year under review, particular attention was paid to regulatory developments related to information technology governance and risk management, consumer regulation, data privacy, and sustainability.

Some of the specific developments included:

- **Information Technology Governance and Risk Management Standards:** These standards prescribe certain requirements for information technology risk management and what governance structures an insurer must implement to manage these risks. These standards came into effect on 15 November 2024
- **Joint Standards on Outsourcing by Insurers:** The PA and the FSCA published the Joint Standards on Outsourcing by Insurers. These standards enable both regulatory authorities to monitor outsourcing arrangements by insurers, which was previously only limited to the PA. These standards replace the previously published standards for insurers (GOI 5) with minor amendments. The effective date of these standards is 1 December 2024. Insurers must ensure compliance with new arrangements by 1 May 2025, and for existing outsourced arrangements, they have until 1 December 2026 to ensure alignment. Monitoring developments and changes to applicable regulatory requirements remains a standing item on the Risk Committee and Group Exco's agendas. The Risk Committee assists the Board by frequently updating it on key regulatory developments relevant to the Company and its operations. This includes facilitating and arranging training interventions, as and when required, to update Risk Committee members and the Board regarding any prominent or topical changes and developments in the regulatory landscape where Santam operates

# **Information** management and information technology (IIT) governance

## IIT governance and digital transformation

Santam acknowledges the fundamental role that IIT governance and digital transformation fulfil in conducting business in a highly competitive and volatile environment. Therefore, IIT is regarded as a strategic focus area that supports and underpins Santam's FutureFit strategy. The Board, supported by the Risk Committee, is ultimately accountable for the management and governance of IIT. IIT governance is deemed essential for the Group to achieve its strategic objectives and is deeply entrenched in Santam's operations.

Santam's shared services' Target Operating Model (TOM) continues to evolve in service of the Group's FutureFit strategy. Incorporating decision flows and structures to improve the processing of technological decisions, plans, and strategies has been essential for Santam to adopt the new TOM components.

Important to highlight is that the key shared services' strategic objectives, enable the business to execute Santam's FutureFit strategy. These can be summarised as follows:

- Improving alignment between IIT and Santam's business strategies
- Building scalable Group platforms
- Optimising the Group's delivery model
- Re-engineering portfolio management
- Implementing data management, data platform and data governance capabilities to improve our ability to service business intelligence, data analytics and the enablement of emerging AI technologies to impact Santam's performance
- Leveraging cloud services to enhance organisational efficiencies, interactions, and transactional capabilities

In addition, Santam recognises the importance of managing legacy systems and technical debt. Effective management of technical debt is crucial to maintaining the agility and efficiency of our technology infrastructure. This proactive approach ensures that our systems remain robust, secure, and capable of supporting future growth and innovation while aiming to reduce the long-term costs associated with technical debt.

The Group's IIT governance framework and reporting system, which are reviewed annually, enable the Board to reinforce and verify:

- The value that is being derived through the appropriate use of IIT
- IIT change initiatives are aligned with the business strategies
- The IIT governance framework provides oversight and guidelines in alignment with the broader Group governance framework
- Directing resources to the appropriate areas of strategic focus





## Roles and responsibilities relevant to the governance of IIT

These can be summarised as follows:

### The Board

**The Board** exercises an oversight role over the implementation of IIT governance practices across the Group. It also directs the strategic and operational application and use of technology and information. This ensures that benefits are realised in the respective subsidiaries within an acceptable and articulated level of risk.

### The Risk Committee

**The Risk Committee** is responsible for IIT governance and oversees management's response to Santam's material technology and information-related risks. This is assessed frequently based on materiality and aligned with the Group's risk appetite and ERM framework. The Risk Committee also oversees the development and review of Santam's technology and information strategy and the Group's digital transformation roadmap. It also oversees enterprise architecture, cyber security, and the operational excellence of the Group's shared IIT infrastructure.

### Audit Committee

**The Audit Committee** ensures that the organisation adheres to a set of robust IIT governance practices. In alignment with Santam's CAM, all significant technology, governance, security and information-related audit findings are reported to the Audit Committee. From a financial reporting perspective, the Audit Committee aims to ensure the integrity of disclosed and reported information.

**Management provides assurance to the Risk Committee and the Board** that effective IIT governance practices are in place and that material IIT-related risks are mitigated appropriately.

**Santam Group's internal audit function** exercises oversight of the management of technology and information risks and the effectiveness of the identified controls. The requisite assurance is further provided to the Audit Committee, which satisfies itself as to the effectiveness of the Group IIT governance system and applied controls.

**External auditors** frequently perform reviews and assessments as part of their IIT management and governance audits.

Santam recently embarked on a journey that included reviewing the Group's technology landscape, its digital strategy, the relevance and effectiveness of its legacy systems, and Santam's digital architecture roadmap. The journey subsequent to reviewing the Group's digital strategy and current operating model holds within it the following key objectives:

- Driving business growth
- Improving operational efficiency and productivity across the Group
- Delivering *best in class* differentiated digital experiences





# ADMINISTRATION





# Administration

## Registered Company name

### Santam Limited

(Incorporated in the Republic of South Africa and an authorised financial services provider, Licence number 3416)

Registration number: 1918/001680/06

Tax reference number: 9475/144/71/4

LEI: 37890092DC55C7D94B35

ISIN: ZAE000093779

JSE share code: SNT (*primary listing*)

NSX share code: SNM (*secondary listing*)

A2X share code: SNT (*secondary listing*)

Debt company code: BISAN

## Registered business address

1 Sportica Crescent, Tyger Valley, Bellville (Cape Town), 7530

P.O. Box 3881, Tyger Valley, 7536

Tel: +27 (0) 21 915 7000

Fax: +27 (0) 21 914 0700

## JSE sponsor

Equity Sponsor: Investec Bank Ltd

Debt Sponsor: Investec Bank Ltd

## NSX sponsor

Simonis Storm Securities (Pty) Ltd

## Transfer secretaries

Computershare Investor Services (Pty) Ltd

Company registered number: 2004/003647/07

Rosebank Towers

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Fax +27 (0) 11 688 5200

santamholders@computershare.co.za

## Independent non-executive directors

Caroline da Silva, Monwabisi Fandeso (*LID*), Deborah Loxton, Nombulelo Moholi (*Chair*), Junior Ngulube, Preston Speckmann and Lucia Swartz

## Non-executive directors (*non-independent*)

Paul Hanratty, Mlondolzi Mahlangeni and Abigail Mukhuba

## Executive directors

Tavaziva Madzinga (*Group CEO*) and Wikus Olivier (*Group FD*)

## Group Company Secretary

Ruwaida Eksteen

GroupCompanySec@santam.co.za

## Head Strategy and Investor Relations

Thabiso Rulashe

## External Auditor

KPMG Inc.

## Website

<https://www.santam.co.za>

## Investor Relations

<https://www.santam.co.za/about-us/investor-relations/>

Email: [investor.relations@santam.co.za](mailto:investor.relations@santam.co.za)



## **Contact**

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