Subordinated Debt Issuance

R4 BILLION UNSECURED SUBORDINATED CALLABLE NOTE PROGRAMME

MARCH 2023 PRESENTED BY: HENNIE NEL AND ASHER GREVLER



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

CONTENT

- 1. The Santam Business Portfolio
- 2. Market context
- 3. Group strategy and priorities
- 4. Environmental, Social & Governance
- 5. Financial performance
- 6. Capital management
- 7. Risk management
- 8. Impact of IFRS 17 transition
- 9. Debt capital market offering

THE SANTAM BUSINESS PORTFOLIO



Conventional Insurance

- Santam Commercial
 and Personal
- Santam Specialist
- Santam Re
- MiWay

Τ

Alternative Risk Transfer (ART)

 $\mathbf{\Lambda}$

- Centriq Insurance
- Santam Structured
 Insurance (SSI)

Sanlam Emerging Markets (SEM) partner businesses

 \mathbf{T}

Santam's investments through SEM in India and Malaysia



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

INSURANCE MARKET ENVIRONMENT - GLOBAL

FACTORS

Macro-economic

- Rising inflation
- Rising interest rates/ yields
- Market volatility

Geopolitical

- Russia/ Ukraine
- China

Regulatory

- IFRS 17
- ESG

Climate

- Hurricane Ian, Drought in US, Europe & China
- Floods in India, Pakistan & Brazil
- Earthquakes in Japan & Indonesia

INDUSTRY IMPACT

- · Claims inflation
- Investment losses
- Improved float return prospects
- Global economic uncertainty
- Supply chain disruption
- Economic growth
- Increased disclosures
- Operational costs
- Hydrocarbon/ coal insurance
- Rate hardening
- Reinsurance capacity
- · Earnings volatility

INSURANCE MARKET ENVIRONMENT - SA

FACTORS

Macro-economic

- Rising inflation
- Rising interest rates/ yields
- Market volatility
- Exchange rates

Infrastructure

- Load shedding
- Road infrastructure
- Municipalities

Regulatory

- FATF
- Energy
- POPIA

Climate

KZN floods

Rainfall

INDUSTRY IMPACT

- Consumer pressure
- Claims inflation
- Competitive pressure
- Weak investment return / improved float return prospects
- Power surge claims
- Fire claims
- Economic growth impact
- Increased disclosures
- KYC scrutiny
- Rate hardening
- Reinsurance capacity
- Earnings volatility



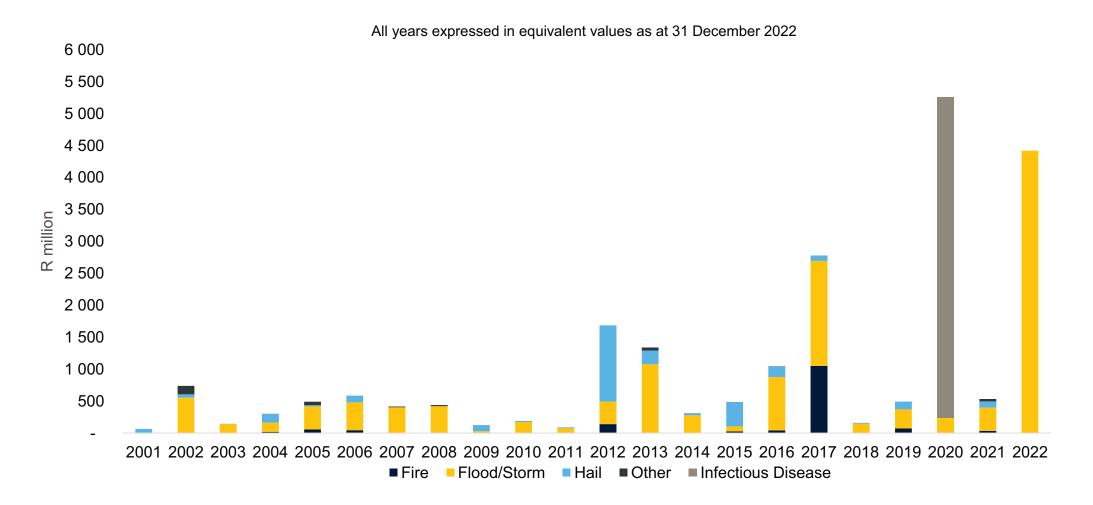
OPERATING ENVIRONMENT IMPACTING RESULTS

REPORTED RESULTS AFFECTED BY:

- Weather KZN Floods best estimate of gross claims is R4.4 billion and net loss of R567 million (inclusive of reinstatement premiums of R381 million)
- Inflation premium increases lagged average cost per claim
- Market volatility volatile equity and bond markets contributed to negative market value movements improved in Q4
- Loadshedding increase in power surge claims
- Large fires increase in large commercial fire claims
- Motor theft increase in motor claims

CATASTROPHE CLAIMS: SANTAM

GROSS TOTAL CATASTROPHE CLAIMS: ALL PERILS



OPERATING ENVIRONMENT: UNDERWRITING RESPONSE

- Weather reinsurance programme responded, geocoding
- Inflation segmented premium increase, excess management, limited churn, supplier management
- Market volatility mandate adjustments, equity hedge expired (loss of R90 million)
- **Loadshedding** premium increases, policy screening, excess management, surge protection devices
- Large fire losses surveying, follow up on risk mitigation requirements
- Motor theft SUV tracker fitting, collaboration with manufacturers
- **CBI reserve release** H1: R397 million, H2: R317 million = Total: R714 million
- **Good progress** with underwriting actions evident in H2 result



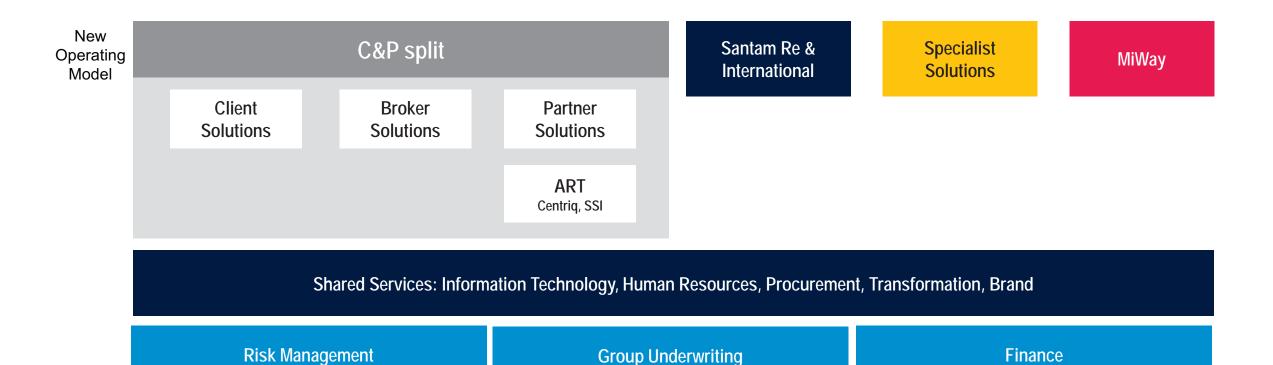
Santam is an authorised financial services provider (FSP 3416), a licensed non-life insurer and controlling company for its group companies.

OUR REFRESHED STRATEGY IS ANCHORED AROUND THREE KEY STRATEGIC GROWTH DRIVERS WHILST EMPLOYING A DATA AND ANALYTICS CENTRIC STRATEGY

PURPOSE:	Safeguard what is important to our clients			
VISION:	Narrow the risk protection gap in the markets where we do business through collaborative, proactive risk management activities and the provision of reliable, inclusive risk solutions			
STRATEGIC INTENT:	Leading So	outh African insurer driven by data, with the customer at t	the centre of everything we do	
Growth vectors:				
	Image: Constraint of the second se	2 Control of the second secon	Image: state of the state	
Digital/Al/ Analytics	Digitizing E2E value chain and customer journey; Developing data capabilities using select use cases to transform data into asset			
Single Firm foundation	Technical excellence, Talent management and transformation, Cost excellence, brand, Synergies with Sanlam and Establish leadership in sustainability/ESG			

NEW OPERATING MODEL TO SUPPORT THE GROWTH STRATEGY





STRATEGIC PRIORITIES FOR 2023

EXECUTING THE REFRESHED FUTUREFIT STRATEGY

- Bedding down the new operating model
- Continue to implement corrective underwriting actions
- Managing increased volatility in insurance results
- Executing and implementing on growth initiatives
- Strengthen our digital and data capabilities
- Embed ESG

ENVIRONMENTAL SOCIAL GOVERNANCE

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

OUR ESG COMMITMENTS

SUPPORTING COMMUNITY RESILIENCE AND ESG COMMITMENTS

SUPPORTING THE COMMUNITIES



Promote a diverse and inclusive workforce, employing more than 6,000 people



We have been certified as a top employer for the seventh consecutive year (top 10 position in 2022)



We paid more than R1.5 billion in income taxes in 2022

We now support 82 municipalities through Partnership for Risk and Resilience (P4RR)



Continued as a constituent of the FTSE 4 Good index series and FTSE/JSE Responsible Investment Top 30 index



Support the Principles for Sustainable Insurance (PSI) with a particular focus on Africa

CLAIMS PAYING CAPACITY



We processed more than 6 000 claims related to the KZN floods, with a gross exposure of R4.4 billion



We settled **R29.8 billion** in claims during 2022



We processed more than **3 400 SASRIA** claims in 2021 related to the civil unrest in KZN



We processed more than **3 000 CBI** claims and paid in excess of **R4.7 billion** since 2020

FINANCIAL PERFORMANCE

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

SANTAM DECEMBER 2022

KEY FACTS

- Conventional insurance gross written premium growth of 8% (2021: 5%)
- Underwriting margin for conventional insurance business of **5.1%** (2021: **8.0%**)
- Alternative Risk Transfer operating result of R306 million (2021: R276 million)
- Headline earnings per share decreased to **1 826 cps** (2021: **2 495 cps**)
- Return on capital of 18.8% (2021: 28.5%)
- Group economic capital coverage ratio of **156%** (2021: **169%**)
- Final dividend of 845 cps (2021: 790 cps), up 7%

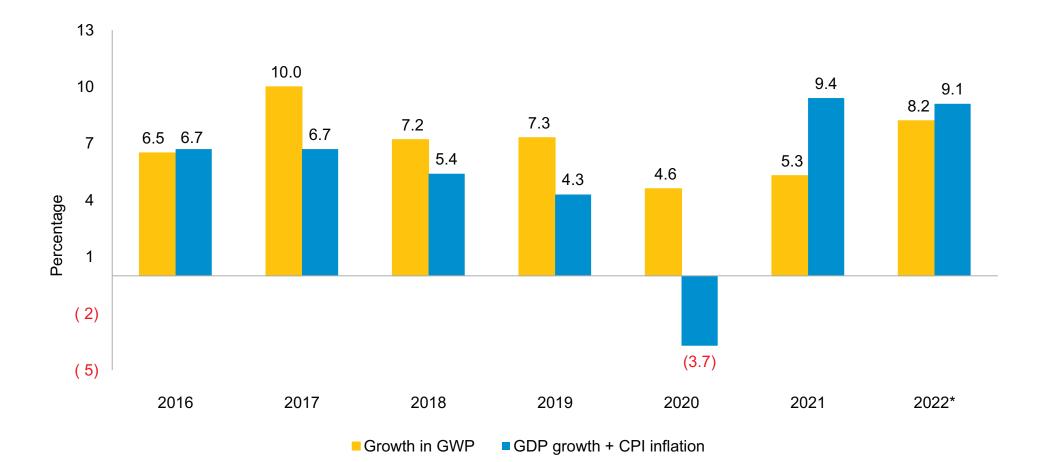
NET INSURANCE RESULT

	2022 R'm	% of NEP	2021 R'm	% of NEP	2022/ 2021	5 Yr ave %	10 Yr ave %
Gross written premium	35 418		32 745		8%	6.5	7.6
Net earned premium	27 221	100.0	25 858	100.0	5%	5.4	6.0
Net claims incurred	17 588	64.6	16 023	62.0	10%	63.5	64.1
Net acquisition cost	8 244	30.3	7 771	30.0	6%	30.0	29.2
Net underwriting result	1 389	5.1	2 064	8.0	(33%)	6.5	6.7
Investment return on insurance funds	341	1.3	400	1.5	(15%)	1.9	2.3
Net insurance result	1 730	6.4	2 464	9.5	(30%)	8.4	9.0
Combined ratio		94.9		92.0		93.5	93.3

NET INSURANCE RESULT (H1 vs H2)

	H1 2022 R'm	% of NEP	H2 2022 R'm	% of NEP	Total 2022 R'm	% of NEP
Gross written premium	16 543		18 875		35 418	
Net earned premium	13 018	100.0	14 203	100.0	27 221	100.0
Net claims incurred	8 817	67.7	8 771	61.8	17 588	64.6
Net acquisition cost	3 903	30.0	4 341	30.5	8 244	30.3
Net underwriting result	298	2.3	1 091	7.7	1 389	5.1
Investment return on insurance funds	30	0.2	311	2.2	341	1.3
Net insurance result	328	2.5	1 402	9.9	1 730	6.4
Combined ratio		97.7		92.3		94.9

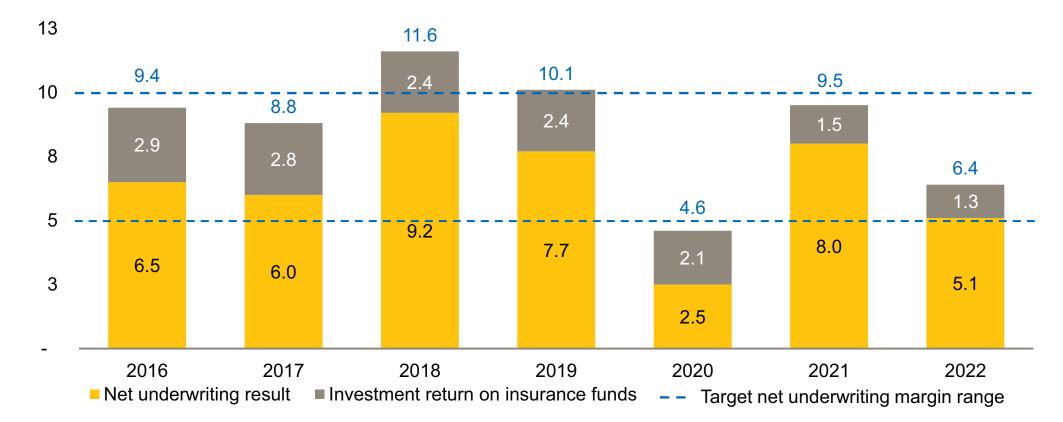
GROSS WRITTEN PREMIUM VS CPI + GDP GROWTH



*Expected 2022 GDP of 2.2% CPI of 6.9%

NET INSURANCE RESULT

As % of net earned premium



Percentage

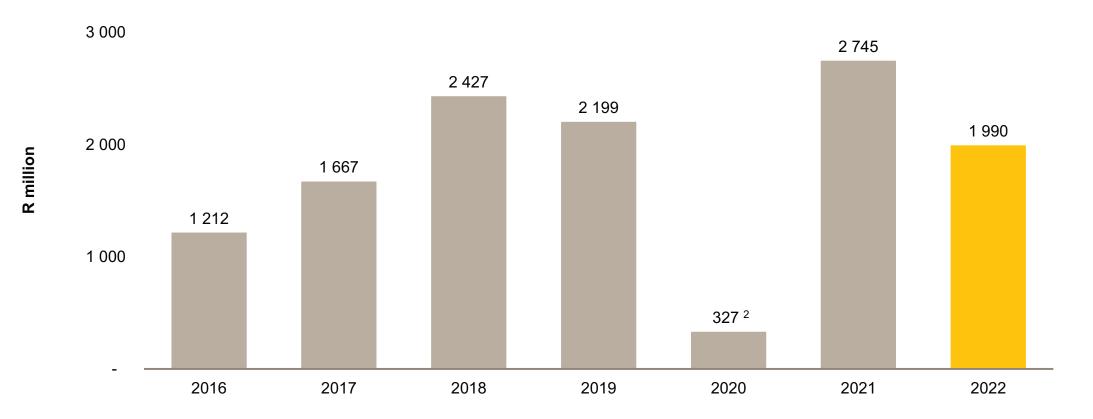
ALTERNATIVE RISK TRANSFER INSURANCE

COMBINED RESULTS NET OF NON-CONTROLLING INTEREST (CENTRIQ, SSI)

	2022 R'm	2021 R'm	2022/2021	5 Yr Ave %	10 Yr Ave %
Gross written premium	14 209	9 835	44%	30%	22%
Income from clients	518	470	10%		
Participation in underwriting results	72	70	3%		
Administration expenses	(284)	(264)	8%		
Operating result after non-controlling interest	306	276	11%		

HISTORICAL EARNINGS

SOLID PERFORMANCE OVER TIME

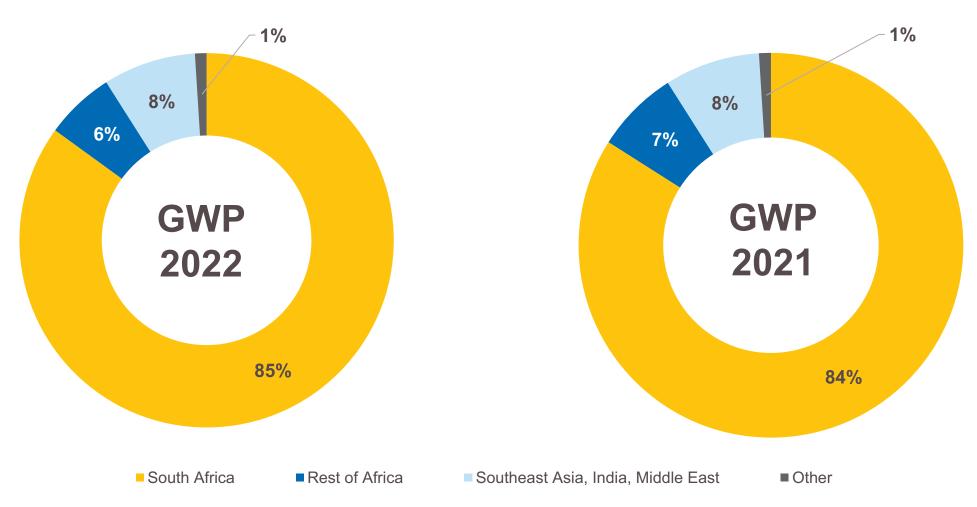


¹ Historical earnings consist of profit for the year, after tax and non-controlling interest

² The 2020 earnings were impacted by net CBI claims provisions of R2 billion, in addition to R1 billion interim relief payments

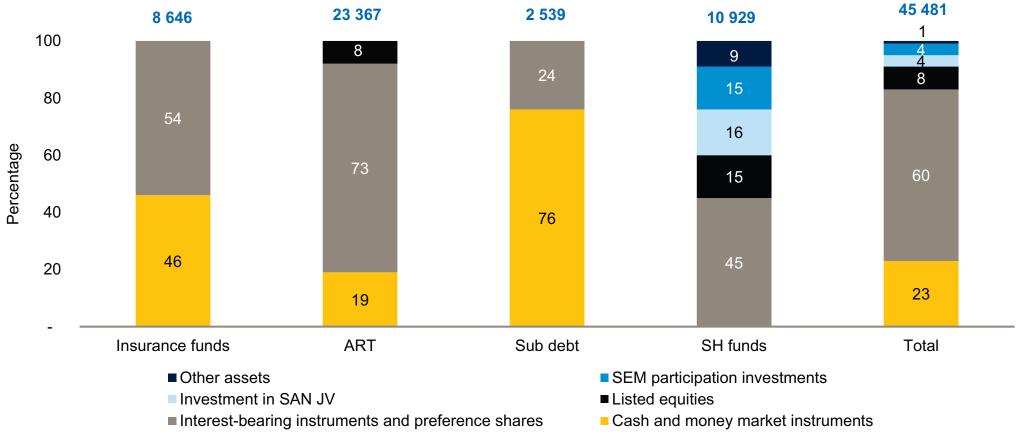
GEOGRAPHIC DIVERSIFICATION

CONVENTIONAL INSURANCE



ASSET LIABILITY MATCHING

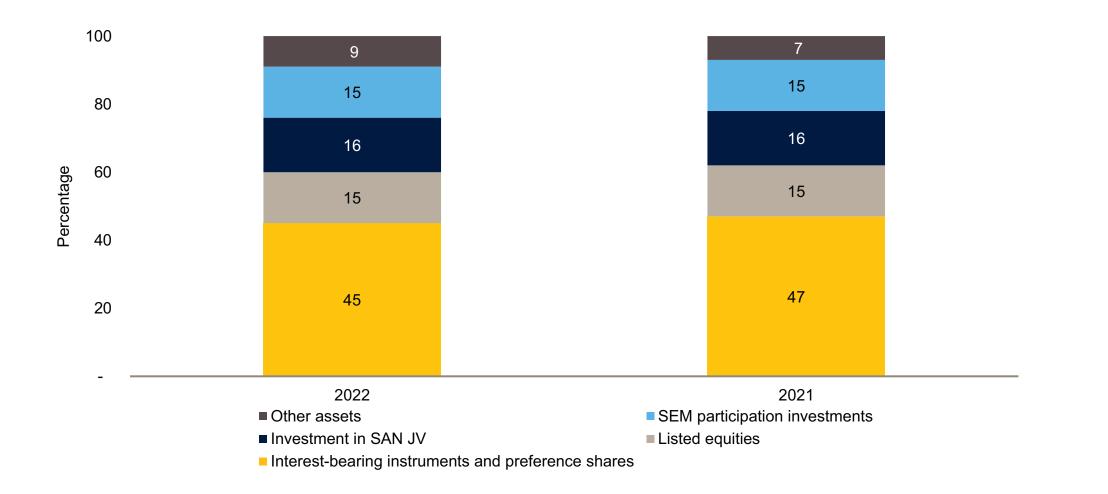
GROUP CONSOLIDATED ASSETS AT 31 DECEMBER 2022



The amounts presented above each bar graph is in R millions

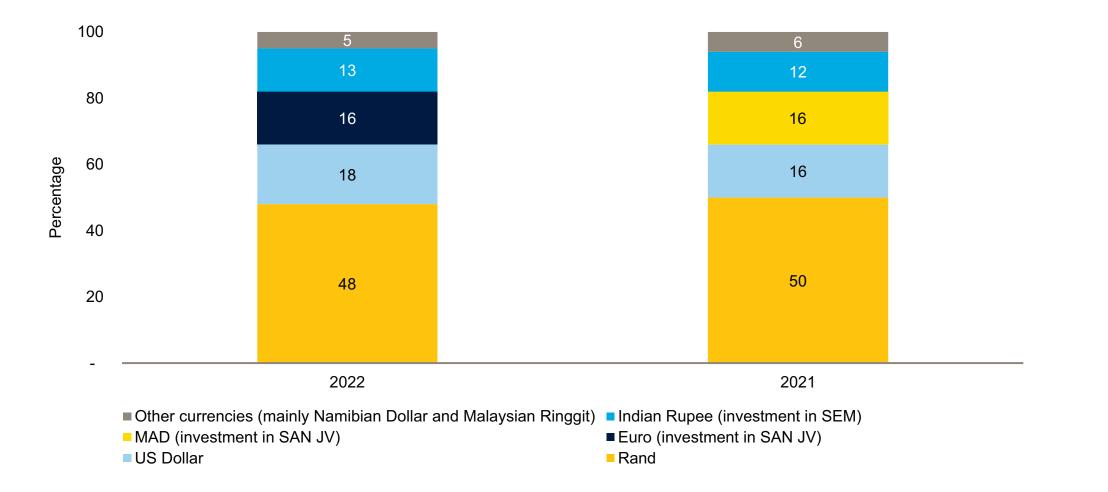
SHAREHOLDER FUNDS

ASSET MIX



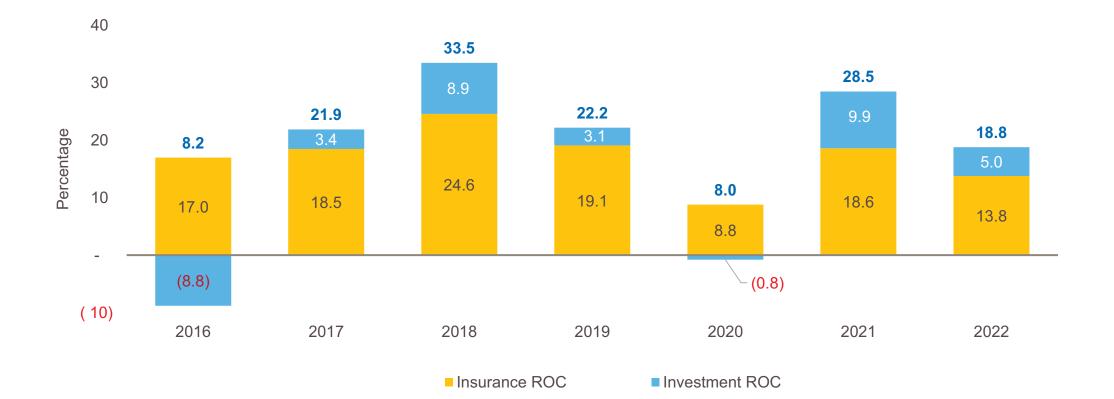
SHAREHOLDER FUNDS

CURRENCY MIX



RETURN ON CAPITAL

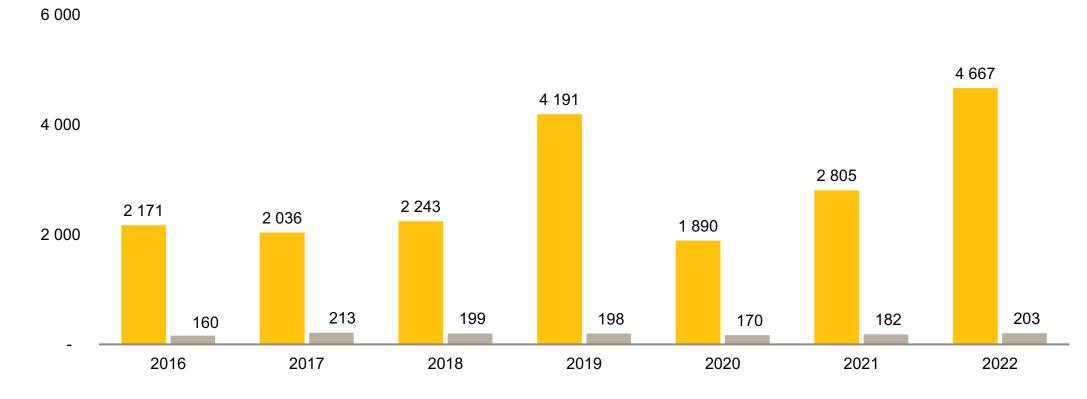
TOTAL COMPREHENSIVE INCOME EXPRESSED AS % OF WEIGHTED AVERAGE SHAREHOLDERS' FUNDS



INTEREST COVERAGE

R million

CASH GENERATING BUSINESS THROUGH THE CYCLES



Net cash from operating activities*
Interest expense - subordinated debt

^{*}Net cash from operating activities, before interest and income tax paid



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

CAPITAL REQUIREMENTS: SHORT TERM INSURERS

The Prudential Authority implemented the SAM framework during the second half of 2019:

- Insurance industry uses the standard formula to calculate its regulatory capital requirements
- Solvency capital requirement set at a 1-in-200-year loss level over a 1-year time horizon
- Insurers can use their own internal model if approved by the Prudential Authority

The Prudential Authority approved Santam's partial internal model application during the second half of 2019:

- Santam's own underwriting risk calculation is used for regulatory capital requirements
- Initial capital add-on of 20% on the benefit of the model approval was granted
- During 2021, the Prudential Authority reduced Santam's regulatory capital add-on from 20% to 10%
- During 2022, the Prudential Authority further reduced Santam's regulatory capital add-on to 0%
- Santam's regulatory internal model capital requirement is R2.4 billion lower than the standard formula capital requirement (> 20% improvement in regulatory capital coverage ratio for Santam Ltd)

SANTAM CAPITAL BASES

Santam uses two capital bases to guide capital management decisions

Economic Internal Model (EIM):

- Based on own assessment of risk
- Determined using own internal model

Regulatory Internal Model (RIM):

- Underlying structure based on SAM standard formula
- Use economic assessment of "Insurance Risk" otherwise use SAM standard formula
- Only applicable to Santam Ltd license, all other licenses use SAM standard formula

CAPITAL MANAGEMENT PHILOSOPHY

- Ensuring policyholder security is the highest priority
- Maximising the return on shareholders' capital within an appropriate risk appetite framework
- Other considerations include:
 - Buffer over current regulatory capital requirements
 - Maintaining Santam's insurer financial strength credit ratings
 - Funding business growth
 - Allow for any corporate actions
- Santam targets a group economic capital coverage ratio band of "145% to 165%"
- In addition, the regulatory capital coverage ratio must exceed predefined threshold levels

ECONOMIC INTERNAL MODEL

SANTAM LTD MODEL STRUCTURE



CAPITAL COVERAGE RATIOS

• The capital coverage ratios for the Santam Group and Santam Limited license at 31 December 2022:

Economic Capital	Santam Group	Santam Ltd
Available Own Funds in R'm	13,471	12,010
Solvency Capital Requirement in R'm	8,625	7,724
Capital Coverage Ratio	156%	155%

• Regulatory capital coverage ratio is higher than Santam Ltd's economic capital coverage ratio

ECONOMIC CAPITAL REQUIREMENT

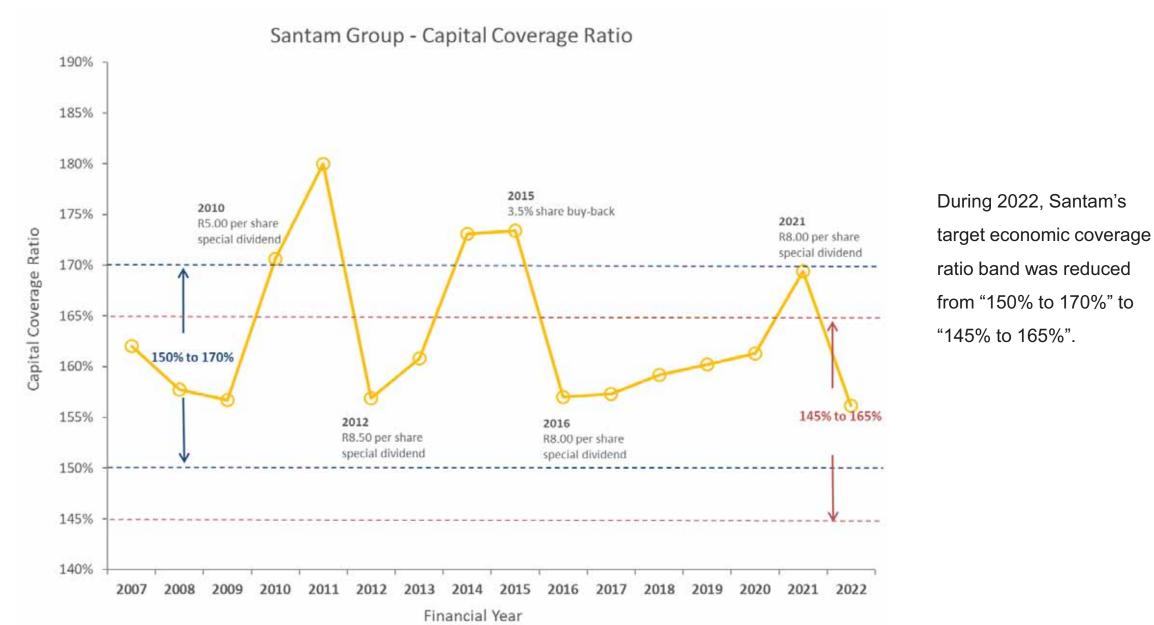
SANTAM LTD - 31 DECEMBER 2022

Risk Module	Capital R'm	Capital %
Market Risk	3,214	30%
Underwriting Risk	3,763	36%
Reserve Risk	1,064	10%
Credit Risk	1,493	14%
Operational / Other Risk	1,038	10%
Sub-total	10,572	100%
Diversification Benefit	(2,848)	
Economic Capital	7,724	
Capital Base	12,010	
Capital Coverage Ratio	155%	

DIVIDEND PAYMENTS

- Santam declared a final dividend of R8.45 per share for the 2022 financial year
- Greater certainty on ultimate net liability for CBI claims
 - 96% of claims settled
 - Net ultimate liability reduced from R2.5 billion at 31 December 2021 to R1.8 billion at 31 December 2022
- Final dividend reduces the economic capital coverage ratio to 150% on an adjusted 2023 basis
- Santam aims to manage its economic capital coverage ratio towards the lower half of the target band (≈ 150%)

CAPITAL MANAGEMENT HISTORY



STRESS TESTING

• Comprehensive stress and scenario testing framework applied at Santam:

ID	Description	Capital Coverage Ratio	Change from Base
2022	Base	155%	
ST02	10% increase in attritional loss ratio mean	130%	-25%
ST06	50% increase in earthquake modelled losses	135%	-20%
ST10	1 notch rating downgrade for all counterparties	149%	-6%
ST14	Market Shock (Equities -45%, Bonds -25%, Prefs -10%)	147%	-8%
ST15	Largest bank exposure defaults, with a 100% loss at default	128%	-27%
ST16	Operational Risk Loss of R1bn	142%	-13%
ST17	Failure of largest RI counterparty after R10.8bn Cat event	126%	-29%
ST18	Failure of SEM investment	142%	-13%

Note: 2022 reflects Santam Ltd's economic capital coverage ratio as at 31 December 2022.

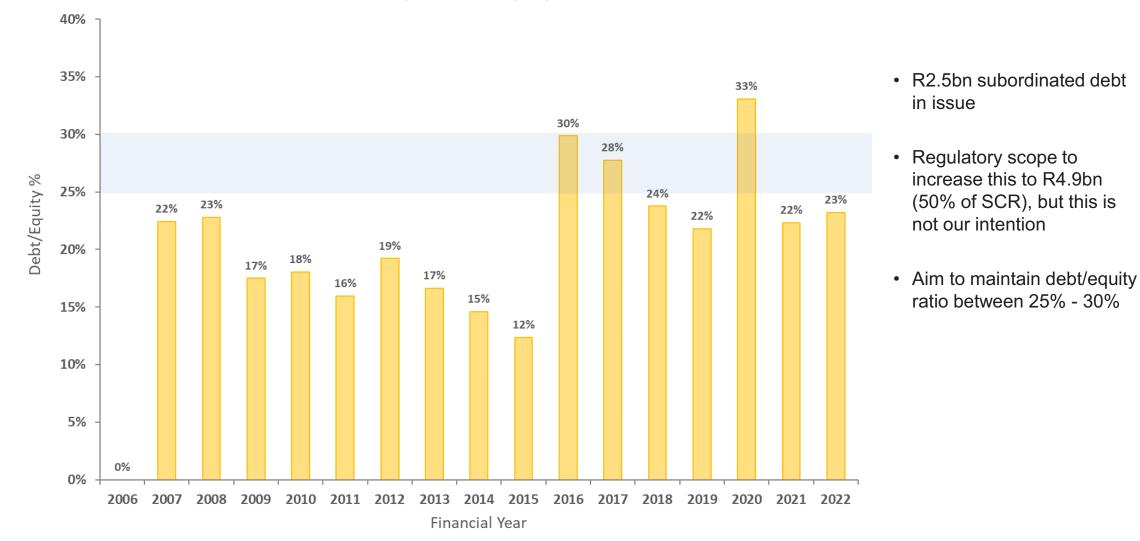
CAPITAL STRUCTURE

• Santam Group capital structure at 31 December 2022:

	Capital R'm	Capital %
Tier 1: Shareholder Funds	10,932	81%
Tier 2: Subordinated Debt	2,539	19%
Capital resources	13,471	100%

FINANCIAL LEVERAGE

Santam Group - Debt / Equity Ratio



Debt / Equity Ratio



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

KEY RISK THEMES

Underwriting risk:

- R85m per risk; R505m per event
- Comprehensive reinsurance program
- Diversification classes of business; geography

Reserve risk:

- Short tail
- Monitor actual vs. expected runoff
- Track margins in provisions

Market risk:

- Asset mix
- Equity exposure (listed and unlisted)
- Liquidity of shareholder's funds
- Target debt/equity ratio
- No speculative use of derivatives

Credit risk:

- Reinsurance and asset counterparties
- Minimum international credit rating of A- for reinsurance counterparties
- Risk appetite limits on asset and RI concentrations

Operational risk:

- Mature ERM framework and extensive controls
- No significant loss events
- Owned by the business

Legal and Regulatory risk

- Strong relationship with both the PA and FSCA
- Legal certainty has been reached on the COVID-19 CBI claims - Santam aims to settle last remaining outstanding CBI claims during 2023

ESKOM – OPERATIONAL CONSIDERATIONS

Exposure Management

• Grid failure exclusion to be implemented on all policies from 1 June 2023

Business Continuity

- Internal scenario planning: Fully operational up to Stage 8
- Plan focuses on maintaining critical buildings, facilities, and emergency power to accommodate employees returning to the office
- Potential risk to the availability of diesel supply due to key national resources having priority
- Aim to reduce dependency on Eskom through Solar installation project

REINSURANCE PROGRAM

- Extensive per risk and per event reinsurance program
- Maximum exposure per risk of R85 million
- The placement of the 2023 catastrophe program proved to be extremely difficult:
 - Reinsurers' poor loss experience since 2020 CBI, Riots and KZN floods
 - Withdrawal of capacity from the South African market
- Deductible increased from R150m to R505m
- Purchased R11.6 billion of catastrophe reinsurance cover (greater than a 1-in-200 modelled earthquake loss based on Santam's exposure)
- Strong relationship with global reinsurance market as Santam is the largest purchaser of reinsurance in South Africa
- Risk appetite requires that Santam only deals with reinsurers with an international credit rating of A- or higher

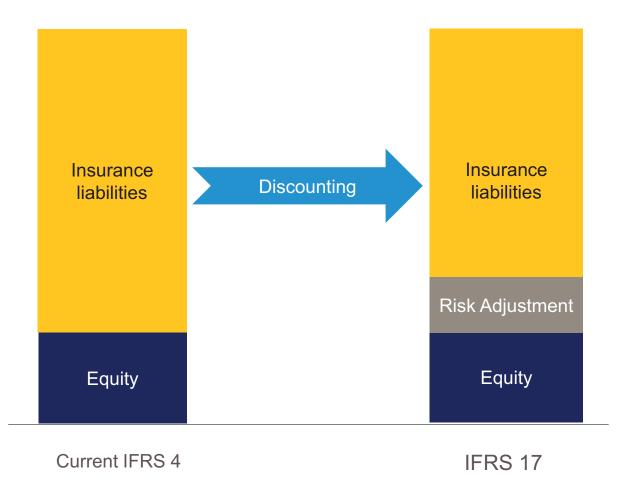
RISK FRAMEWORK

- Heavy focus on risk management across all areas of the Santam Group
- Risks are quantified and understood with appropriate controls, limits and mitigation actions
- Risk appetite framework is key tool for managing risk:
 - Covers all risk areas of the business
 - Risk appetites for all main business units that aggregate into an overall Santam Group risk appetite document
 - Monitored on a quarterly basis
- Strong track record of managing risk in a prudent manner



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

IMPACT OF IFRS 17 TRANSITION – 1 JANUARY 2022



- The simplified Premium Allocation Approach (PAA) is applied to general insurance businesses
- Claim reserves discounted
- Unallocated loss adjustment expenses (ULAE) are now added to claim reserves
- Risk adjustment: Explicit add-on for non-financial risks to best estimate reserves.
- Immaterial impact on equity at transition
- No significant change in underwriting results expected

DEBT CAPITAL MARKET OFFERING

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

KEY FEATURES OF THE PROGRAMME

Issuer	Santam Limited
Programme Type	Unsecured Subordinated Callable Note Programme
Programme Size	R4 billion
Deferral of Principal	The Issuer is required to defer payment of principal if a Regulatory Deficiency Redemption Deferral Event has occurred, subject to conditions as prescribed by the Regulator.
Deferral of Interest	If on any Interest Payment Date a Regulatory Deficiency Interest Deferral Event has occurred or would occur, the payment of interest in respect of the Notes otherwise falling due on such date shall be deferred.
Early Redemption or Substitution following Capital Disqualification Event	 If confirmed by the Auditors that a Capital Disqualification Event has occurred, the Issuer may at its option (but subject to the prior written consent of the Regulator): Redeem all of the Notes; or Substitute all of the Notes with new notes, or vary the terms of the Notes that it will become or remain Qualifying Tier 2 Securities (subject to approval by noteholders by Extraordinary Resolution)
Redemption for Tax Reasons	Notes may be redeemed at the option of the Issuer (subject to the prior written approval of the Regulator), if as a result of changes in laws or regulations the Issuer would be required to pay additional tax (relating to the Notes) and these additional amounts cannot be reasonably avoided.
Events of Default	Non-payment (other than Deferred Payments)Insolvency

SANTAM CREDIT RATING

- Santam is currently rated by S&P
- The subordinated notes for the upcoming issuance will also be rated by S&P

	S&P
Issuer South Africa National Scale Rating	zaAAA
Subordinated notes	[zaA+]

• Current notes in issue:

Instrument	Amount	Call Date	Rating
STN03 (to be replaced with new Note)	R0.5 billion	12 April 2023	zaA+
STN05	R1.0 billion	30 November 2025	zaA+
STN06	R1.0 billion	16 May 2027	zaA+

INDICATIVE ISSUANCE TERMS

Issuer	Santam Limited		
Cradit rating	Issuer	zaAAA (S&P)	
Credit rating	Subordinated Debt	TBC (S&P)	
Programme	ZAR4 billion Unsecured Subordinated Callable Note Programme, registered on the JSE		
Indicative target issue size	ZAR1 billion		
Indicative tenor	5-years		
Interest profile	Floating, with the 3-month JIBAR as reference rate		
Ranking	Subordinated		
Security	Unsecured		
Kau tanna	Mandatory interest deferral		
Key terms	 Mandatory principal deferral Regulatory & Tax call 		
PA approval	Obtained approval for the issuance		
Auction process	Sealed bid without feedback (Dutch Auction)		
Use of proceeds	To replace the R500 million SNT03 note issued in 2016 and callable in April 2023, and to maintain the Issuer's target debt / equity ratio		

INDICATIVE TIMELINE

Indicative date	Action
9 – 10 March 2023	Investor virtual roadshow
20 March 2023	Term sheet, draft applicable pricing supplement and auction details released to investors
27 March 2023	Updated term sheet with price guidance released to investors
[29 March 2023]	S&P Indicative Rating released
3 April 2023	Proposed auction date
6 April 2023	Settlement date (T+3)

QUESTIONS?



Santam is an authorised financial services provider (FSP 3/46), a licensed non-life insurer and controlling company for its group companies.

THANK YOU



Santam is an authorised financial services provider (FSP 3/16), a licensed non-life insurer and controlling company for its group companies