

MEMORANDUM TO THE SANTAM AUDIT COMMITTEE:
KING IV APPLICATION REGISTER

The JSE requires companies to publish a King IV Compliance Register once the Integrated Report is made available. The draft register is contained under cover hereof. The Audit Committee has considered the Register and recommended it to the Santam board for approval.

There have been no material changes to the register that was completed in February 2018. Updates and enhancements have been made where appropriate. The register will be made available on the company's website once the Integrated Report is available.

The Board is requested to consider the contents of the King IV Application Register and to approve same for publication.

Santam Limited King IV Application Register

This document demonstrates Santam Limited's application of the King IV Code Principles during the year ending 31 December 2018.

Details in the register pertaining to the composition of the board and its committees are as at 27 February 2019, which is the date that this application register was approved by the Santam Board.

PRINCIPLE	APPLICATION
<p>1. <i>The governing body should lead ethically and effectively.</i></p>	<p>The board of directors is the governing body and committed to the good corporate governance principles as set forth in King IV, these being the overarching principles for an ethical foundation. The directors hold one another accountable for decision-making based on integrity, competence, responsibility, fairness and transparency. The Chairman oversees this process on an ongoing basis.</p> <p>Santam has adopted a Code of Ethics, which applies to all directors and staff in order to ensure that the company maintains the highest level of integrity and ethical conduct.</p> <p>The Board Charter also outlines the policies and practices of the board on matters such as directors' dealings in the securities of the Company and declarations of conflicts of interest. The Nominations Committee assists the Chairman of the board to oversee the board assessment process.</p>
<p>2. <i>The governing body should govern the ethics of the organisation in a way that supports the establishment of an ethical culture.</i></p>	<p>The board, assisted by the Social, Ethics & Sustainability Committee, oversees the governance of ethics in the Group, which is detailed in the Code of Ethics that was approved by the board. The Code of Ethics guides the interaction between employees, clients, stakeholders, suppliers and the communities within which it operates.</p> <p>The Group's management is responsible for the implementation of the Code of Ethics and will report material breaches to the Social, Ethics & Sustainability Committee. Employees are required to confirm their knowledge and understanding of the Code on a regular basis. Several initiatives are used to entrench the Code's principles, and to build and maintain a values-based culture beyond compliance, including training interventions and employee surveys.</p> <p>The mandate of the company's Business Integrity, Compliance and Forensics function includes investigating instances of fraud, theft, corruption, unethical behavior and irregularities, and providing pertinent information on these issues to the Social, Ethics & Sustainability Committee.</p> <p>Mechanisms are in place for stakeholders to report any such instances, and the anonymity of reporters is protected. Group Forensics evaluates all reported incidents to ensure proper investigation and action.</p> <p>An ethics survey completed in 2017 confirmed that leadership is considered to act ethically and appropriately. As part of ongoing</p>

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	<p>efforts to raise awareness of the importance of ethical behavior, additional focus was placed on relevant training during 2018.</p>
<p>3. The governing body should ensure that the organisation is and is seen to be a responsible corporate citizen.</p>	<p>The board, assisted by the Social, Ethics & Sustainability Committee, oversees the governance and activities relating to demonstrating that Santam is a good corporate citizen, including compliance with the applicable laws, standards and own policies and procedures, as well as consistency with the Group’s purpose, strategy, and Code of Ethics.</p> <p>The Social and Ethics Committee monitors the activities that demonstrate the Group’s commitment to being a good corporate citizen. These include the Group’s ongoing corporate social investment, Partnership for Risk and Resilience (in terms of which vulnerable municipalities and communities are benefitted).</p> <p>Santam has a comprehensive Delegation of Authority, which has been approved by the board. The Group Governance Policy was also updated during 2018 to assist with the managing corporate citizenship in the group.</p> <p>The board has established various board committees, which are legally compliant and constituted, in order to assist it to effectively discharge its duties. No individual(s) dominate decision-making within the governance structures.</p>
<p>4. The governing body should appreciate that the organisation’s core purpose, its risks and opportunities, strategy, business model, performance and sustainable development are all inseparable elements of the value creation process.</p>	<p>The Group has a clearly set out strategy with the associated risks. The board meets annually with the executive team to review the strategy and any proposed changes.</p> <p>The board has delegated to management the detailed formulation and implementation of the approved strategy and the realisation of the expected returns. The board has approved the strategy, key performance measures and targets for management.</p> <p>The board oversees the implementation of the strategy and plans carried out by management against the agreed performance measures and targets. Any acquisitions, investments or disposals take place in terms of an approved delegation of authority.</p> <p>The Risk Committee assists with the governance of risks and monitors the effects of the identified risks and the mitigating controls. The responsibility for risk management is detailed in the Risk Committee’s charter.</p> <p>The Group is aware of the general viability, reliance and effect of its activities on its six capitals, solvency, liquidity and its going concern status.</p>

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<p>5. <i>The governing body should ensure that reports issued by the organisation enable stakeholders to make informed assessments of the organisation's performance, and its short-, medium- and long-term prospects.</i></p>	<p>The board, assisted by its committees, oversees that the various reports are compliant with legal reporting requirements and meet the reasonable and legitimate needs of the stakeholders.</p> <p>The board, assisted by the Audit Committee, ensures that the Integrated Report issued is in line with the Companies Act and the JSE Listings Requirements.</p> <p>The Audit Committee approves the basis for determining materiality for the purposes of inclusion in reports. The board, assisted by the Audit Committee, ensures the integrity of external reports.</p> <p>The board delegates to management the publication (and uploading to the company website) of the required reports and disclosures, which include the Integrated Report, Annual Financial Statements, King IV disclosures and other external reports.</p> <p>PwC issued an unqualified audit report on the Group Annual Financial Statements for the year ended 31 December 2018.</p>
<p>6. <i>The governing body should serve as the focal point and custodian of the corporate governance in the organisation.</i></p>	<p>The board serves as the focal point and custodian of corporate governance. Its role and responsibilities and the way it executes its duties and decision-making are set out in the Board charter. The board is supported by various committees, which have delegated responsibility to assist the board to fulfill specific functions. Each board committee is governed by a charter. The board committees provide a report to the board (after every committee) at the next board meeting.</p> <p>The governance structures have been aligned to King IV and the group has materially applied all the principles.</p>
<p>7. <i>The governing body should comprise the appropriate balance of knowledge, skills, experience, diversity and independence for it to discharge its governance role and responsibilities objectively and effectively.</i></p>	<p><u>Composition of the governing body</u></p> <p>The board is satisfied that the current composition of the Board is appropriate taking into account the size of the Group. An optimal mix of knowledge, skills, experience, independence and diversity is present.</p> <p>The CEO and CFO are members of the Board.</p> <p>The board has set diversity objectives that it will seek to achieve as vacancies occur on the board.</p> <p>The majority of the 12 board members are non-executive directors (two are executive directors). Of the 10 non-executive directors, the majority (7) are independent.</p> <p><u>Nomination, election and appointment of members to the governing body</u></p> <p>The Nominations Committee recommends the appointment of directors to the board for approval when the need to fill vacancies on the board arises.</p> <p>The board charter includes a formal and transparent process for the nomination, election and appointment of directors to the Board.</p> <p><u>Independence and conflicts</u></p> <p>The board members provide an updated register of directors' interests annually, or when a change is required. In the event of a conflict of interest arising during discussions at board or committee</p>

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	<p>meetings, conflicted directors are required to recuse themselves from discussions.</p> <p><u>Chair of the governing body</u> The Chair of the Board is an independent non-executive director. The role and responsibilities of the Chair are documented in the Board Charter. The Chair of the Board is not a member of the Audit Committee. The Chair of the Board is a member of but not the Chair of the Human Resources and Remuneration Committee. The Chair of the Board is the Chair of the Nominations Committee.</p>
<p>8. <i>The governing body should ensure that its arrangements for delegation within its own structures promote independent judgement, and assist with balance of power and the effective discharge of its duties.</i></p>	<p>The board determines delegation to individual members, groups of members, standing or ad hoc committees.</p> <p>The composition of the board and its committees are in line with King IV. There is a clear balance of power to ensure that no individual has undue decision-making powers.</p> <p>Each committee has a formal charter or terms of reference, approved by the Board, recording the responsibilities delegated to it.</p> <p>Each committee has a minimum of three members and sufficient capability and capacity to function effectively.</p> <p>Any member of the board is entitled to attend any committee meeting as an observer, and may allow management to attend by standing or ad hoc invitation.</p> <p>The board and its committees fully complied with their terms of reference during the reporting period.</p> <p><u>Audit Committee</u> The Audit Committee provides independent oversight of the assurance functions and on the integrity of the AFS and other external reports. All members of the Audit Committee are independent directors. The Audit Committee oversees risks that may affect the integrity of external reports. The Audit Committee is satisfied that it has the necessary financial literacy, skills and experience, and that all members are independent non-executive directors. The Chairman of the Audit Committee is an independent non-executive director.</p> <p><u>Risk Committee</u> The Risk Committee provides independent review and oversight of the risks of all business units, including the IT function and the IT risks. The Risk Committee monitors all potential and legal actions that the Group is involved in. The Risk Committee has the requisite skills and experience. As at the time of publication of this document, five members are independent directors, one is a non-independent non-executive director and two members are executive directors.</p>

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	<p>The Chair of the Risk Committee is an independent non-executive director.</p> <p><u>Human Resources and Remuneration Committee</u> The Human Resources and Remuneration Committee has oversight of remuneration governance and implementation. The Human Resources and Remuneration Committee consists of three non-executive directors, the majority of whom are independent.</p> <p>The board has carefully considered the recommendation of the King IV Code that the Chair of the Remuneration Committee be independent. The Board has decided not to follow this recommendation. The Chair of the Remuneration Committee is currently the CEO of Sanlam Limited, the controlling shareholder of Santam Limited. Given his knowledge of the remuneration strategies and practices throughout the Sanlam Group, the Board is supportive of his chairmanship.</p> <p><u>Social, Ethics & Sustainability Committee</u> The Social, Ethics & Sustainability Committee has been established to carry out the statutory duties of the Social and Ethics Committee in terms of the Companies Act. The Committee is also responsible for having oversight of environmental, social and governance (ESG) matters as well as stakeholder relations and transformation.</p> <p>The Chair of the Social, Ethics & Sustainability Committee is an independent non-executive director of the board. The other members of the committee comprise two independent non-executive directors and one non-executive director of the Board.</p> <p><u>Nominations Committee</u> The Nominations Committee is responsible for recommending the succession planning in respect of board members, evaluation of the performance of the board, and the process for nominating and electing directors to the board.</p> <p>The Committee consists of three non-executive directors, of whom two are independent. The Committee is chaired by the Chairman of the Board, who is an independent non-executive director.</p> <p><u>Investment committee</u> The Investment Committee assists the board in its portfolio and cash investment responsibilities. The Chair of the Investment Committee is an independent non-executive director of the Board. The other members of the committee comprise two non-executive directors (one of whom is independent) and two executive directors of the board.</p>
<p>9. The governing body should ensure that the evaluation of its own performance and that of its committees, its chair</p>	<p>The board conducts a formal, externally facilitated evaluation process of the Board, the Chairman, its committees and individual directors at least every two years. The board, through the assistance of the Nominations Committee and the Company Secretary, conducts an internal evaluation process of the Board, its committees and the individual directors in the intervening years.</p>

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<p><i>and its individual members, support continued improvement in its performance and effectiveness.</i></p>	<p>The January 2019 board assessment showed that the board, committees and directors are effective in discharging their duties. The company secretary's performance was also evaluated and was found to be competent. It was displayed that there was an arm's length relationship between the board and the company secretary in that the objectivity of the company secretary was not unduly influenced.</p>
<p>10. The governing body should ensure that the appointment of, and delegation to, management contribute to role clarity and effective exercise of authority and responsibilities.</p>	<p>The board has appointed a CEO, who is responsible for leading strategy implementation and who regularly reports to the Board on the progress thereof.</p> <p>The board has approved and implemented a Delegation of Authority, which details the powers and matters reserved for itself and those to be delegated to management via the CEO.</p> <p>The board ensures that key management functions are led by a competent and appropriately authorised individual and are adequately resourced.</p> <p>The Human Resources and Remuneration Committee has reviewed and assessed the competency and performance of the members of executive management.</p>
<p>11. The governing body should govern risk in a way that supports the organisation in setting and achieving its strategic objectives.</p>	<p>The board has direct responsibility for the governance of risk and approves the risk appetite on a regular basis. The board acknowledges the importance of risk management as it is linked to the strategy, performance and sustainability of the Group. The Board, via the Audit and Risk Committees have delegated to management the implementation of processes to ensure that the risks to the sustainability of the business are identified and managed within acceptable parameters.</p> <p>The board delegates to management to continuously identify, assess, mitigate and manage risks within the existing operating environment. Mitigating controls are in place to address these risks, which are monitored on a continuous basis.</p> <p>The members of the Audit Committee are also members of the Risk Committee, thereby ensuring that there is coordination in respect of the evaluation and reporting of risks. Two members of the Risk Committee are members of the Social, Ethics and Sustainability Committee, whilst five members of the Risk Committee are members of the Investment Committee. This arrangement facilitates the co-ordination of risk management across the committees.</p> <p>Santam prepares and Own Risk and Solvency Assessment (ORSA), which provides a holistic, view of the risk exposures in the group and how these risks affect capital, solvency and business strategy.</p>

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<p>12. <i>The governing body should govern technology and information in a way that supports the organisation setting and achieving its strategic objectives.</i></p>	<p>The board, together with the Audit and Risk Committees, oversees the governance of IT.</p> <p>The board is aware of the importance of technology and information in relation to the achievement of the Group's strategy. The Risk committee has increased its focus on technology, information, compliance and maximizing of opportunities while also managing risk factors.</p> <p>The IT Steering Committee is integral to the IT Governance Framework, and has the overall responsibility for recommendations IT priorities, funding and security requirements.</p> <p>There is appropriate management of cyber and data risks and an effective implementation of the IT Risk management plan.</p>
<p>13. <i>The governing body should govern compliance with applicable laws and adopted, non-binding rules, codes and standards in a way that it supports the organisation being ethical and a good corporate citizen.</i></p>	<p>The board, with the assistance of the Audit and Risk Committees, ensures that the Group complies with applicable laws, adopted non-binding rules, codes and standards. Compliance is monitored by the Risk Committee. The Committee monitors the compliance landscape, assesses the impact of new laws and regulations, and keeps the board apprised of material developments. The Group has identified all of the laws, codes and standards that impact its operations.</p> <p>There were no material penalties, sanctions, fines for contraventions of or non-compliance with regulations during 2018, the period under review.</p> <p>The board has delegated the responsibility for implementing compliance to management.</p>
<p>14. <i>The governing body should ensure that the organisation remunerates fairly, responsibly and transparently so as to promote the achievement of strategic objectives and positive outcomes in short-, medium- and long-term.</i></p>	<p>The board, assisted by the Human Resources and Remuneration Committee, ensures that executives and general staff are remunerated fairly and responsibly in line with industry standards with a view to promoting the creation of value in a sustainable manner.</p> <p>The Group's Remuneration Policy is reviewed by the Human Resources and Remuneration Committee and approved by the board. The Policy is designed to attract and retain human capital, promote the achievement of strategic objectives, positive outcomes, an ethical culture and responsible corporate citizenship. The Human Resources and Remuneration Committee oversees the implementation of the policy to ensure achievement of the policy objectives.</p> <p>89,8% of shareholders present at the 2018 AGM voted in favour of the remuneration policy, while 86,8% of shareholders voted in favour of the company's implementation report regarding its remuneration policy.</p> <p>The remuneration policy is available on the company website. The board is satisfied that the remuneration policy and its implementation reflect appropriate alignment between the group's strategic objectives and stakeholder interests.</p>

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<p>15. <i>The governing body should ensure that assurance services and functions enable an effective control environment, and that these support the integrity of information for internal decision-making and of the organisation's external reports.</i></p>	<p>The board, assisted by the Audit and Risk Committees, ensures that there is internal or external assurance to review and report on:</p> <ul style="list-style-type: none"> - the internal control environment; - integrity of information for management decision making; and - external reporting. <p>The committees and the Board receive regular reports from the external audit engagement partner, Chief Risk Officer, Head of Internal Audit, Head of Enterprise Risk Management, Head of Compliance and the Group Company Secretary in respect of the issues as set out above.</p> <p>The combined assurance model is implemented throughout Santam.</p> <p>The Audit Committee and Risk Committee annually review the expertise, resources and experience of the company's finance function, financial director, chief risk officer, head of internal audit, head of financial risk management, head of compliance and head of enterprise risk management.</p> <p>The Audit Committee is satisfied that the external auditor is independent. The appointment of the external audit firm has been confirmed by resolution at the annual general meeting with the designated partner having oversight of the audit process.</p> <p>The board is satisfied that the assurance results indicate an adequate and effective control environment and integrity of reports for better decision making.</p> <p>No key governance or control failures were experienced in the period under review.</p>
<p>16. <i>In the execution of its governance roles and responsibilities, the governing body should adopt a stakeholder-inclusive approach that balances the needs, interests and expectations of material stakeholders in the best interests of the organisation over time.</i></p>	<p>The board understands the risk of reputation, and there is regular engagement with stakeholders through various platforms and forums. A dedicated Stakeholder Relationship unit also exists within Santam.</p> <p>Santam's Group Stakeholder Engagement Policy was revised and approved by the board in February 2018. The purpose of this policy is to govern Santam's stakeholder engagement towards the desired governance outcomes of reputation, legitimacy and relationship health. The Policy also aims to ensure a consistent, principled approach to stakeholder engagement across the group. The policy is applicable to all directors and employees of Santam and its subsidiaries. It is binding on service providers to Santam, in so far as they engage stakeholders on behalf of the group.</p> <p>The Social, Ethics and Sustainability Committee assists the board with monitoring stakeholder management and with setting the direction for how stakeholder relationships should be approached.</p>

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	<p>Stakeholder relations is a recurring item on the agenda of the Social, Ethics & Sustainability Committee.</p> <p>The responsibility for proactive and constructive stakeholder engagement is delegated to management. Santam encourages proactive engagement with shareholders, including engagement at the AGM. All directors are present at the AGM to respond to shareholder queries on how the board executed its governance duties. The designated partner of the audit firm also attends the AGM.</p>
<p>17. <i>The governing body of an institutional investor organisation should ensure that responsible investment is practiced by the organisation to promote the good governance and the creation of value by the companies in which it invests.</i></p>	<p>Sustainable and responsible investment practices are a material factor underpinning Santam's long-term success.</p> <p>Santam has engaged with its investment management outsourcing partner, Sanlam Investments to discuss Sanlam Investment's responsible investment approach. As part of the engagement process, Santam has reviewed the Responsible Investment Policies and Procedures document and Annual Responsible Investment Report of Sanlam Investments.</p> <p>The Responsible Investment Policy of Sanlam Investments was reviewed in 2018 in order to enhance alignment with King IV and to cater for the expansion of ESG issues in the fixed income area. Santam's formal investment management agreement mandates also incorporate adherence to the Responsible Investment policy. Sanlam Investments have consequently enhanced its reporting on adherence to the Responsible Investment Policy and responsible investment actions taken, thereby enabling Santam to improve its responsible investment disclosure.</p> <p>Engagement is one of the important goal posts within Santam's responsible investment initiative. This requires on-going interaction with the service providers and to keep them accountable.</p>