



CHAIRMAN'S REVIEW

Before Covid-19 struck the Group had been making good progress with its Reset and Grow strategy and was well on the way to meeting its growth objectives by F2021.

The Covid-19 pandemic has now set the Group back by between 18 to 24 months in its Reset and Grow strategy. It is quite an unfortunate coincidence that the Covid-19 pandemic struck our country at a time when it was also experiencing an economic recession, and this combination of events has resulted in rising levels of unemployment and poverty.

Meanwhile, progress with the fight against corruption in both government and corporates, which appears to be endemic, has been quite disappointing. I am appalled by the number of cases of corruption surfacing that have deprived those facing unemployment and poverty of the vital assistance they needed during the Covid-19 lockdown. Hopefully, the actions that the President has now taken to address corruption and also to speed up the prosecution process for those found to be on the wrong side of the law will result in rapid and appropriate action being taken against the culprits. It is important to restore the confidence of our nation in the criminal justice system by ensuring that acts of corruption do not go unpunished.

Living our values

Challenging times, such as the one the entire world is currently facing because of the Covid-19 pandemic, put to the test the value systems of companies and the effectiveness of their leadership. They also test the quality and robustness of the governance structures and how swiftly they respond to a changing and dynamic environment while maintaining accountability and responsible leadership.

Our Executive team was able to achieve a commendable performance during the Covid-19 pandemic despite the business interruptions caused by the lockdown. By making use of our robust governance structures and risk management processes, the Executive team ensured from the outset that the information the Board needed to make informed decisions was available to it at least weekly, and even more frequently if necessary. The team quickly revised the governance framework to effectively and rapidly address the many challenges the Covid-19 pandemic and lockdown presented (see page 40 for details).

Momentum Metropolitan has applied its values of Accountability, Integrity, Teamwork, Diversity, Innovation and Excellence in numerous ways to keep its employees safe and healthy and to protect the sustainability of its business. We swiftly converted to a work-from-home organisation, and used the diverse talent and skills available in the Group to find innovative digital solutions that ensured the Group could continue servicing its existing clients and onboarding new clients remotely.

Our role in society

The Group's corporate social investment (CSI) team quickly realised that under lockdown many members of our communities would be without resources and the not-for-profit organisations delivering our CSI programmes would also be without an income. They responded with remarkable speed to this need, facilitating and supporting the conversion of the not-for-profit organisations into centres distributing food and providing

health support. At the same time, they also found ways to continue delivering training to the unemployed youth remotely. Our achievement of being a Level 1 contributor in terms of the Financial Sector Charter reflects our commitment to transformation, which includes our focus on providing the previously disadvantaged with the training and development that equips them for the new world of work; our empowerment finance and investments in renewable energy projects; enterprise and supplier development and preferential procurement (see pages 111 to 114).

While we can make only a very limited contribution to the reduction of inequality in our society, we are committed to doing what we can, both through our investment in transformation and the development of innovative products and services offering financial inclusion.

The way forward

It is disappointing that after such a promising first half of the year, the impact of the Covid-19 pandemic on our earnings during the second half of the year resulted in the Group not being able to achieve its targets. While the future will be challenging, I, however, have no doubt that with our determination to grow and prosper, the Group will soon recover from these current setbacks.

Over the past two years, using the Reset and Grow strategy, Hillie and his team have built a sustainable business with the necessary resilience to weather the current challenges. They are already looking beyond Reset and Grow and planning for a future beyond Covid-19. I shall be watching their progress with interest.

Much of what the Group can achieve depends on the performance of the South African economy and South Africa's ability to dramatically increase meaningful employment. Government, business and civil society need each other to achieve success and, more so than ever before, they need to work together and pool their extensive skills and resources to rebuild South Africa into a country which we can once again be proud of. The future of South Africa and its ability to reduce its alarming inequalities depends on this collaboration.

In conclusion

As I retire at the annual general meeting on 26 November 2020, this will be my last annual review as Chairman of the Group. We welcomed David Park to the Board as an independent non-executive director in December 2019 and Paballo Makosholo who replaced Kgaugelo Legoabe-Kgomani as a non-executive director in July 2020. Kgaugelo resigned from the Board and its Investments and Fair Practices committees with effect 30 June 2020.

I wish to thank my fellow Board members for their support and wise counsel during my tenure as Chairman of the Group. I shall miss our debates. I also congratulate our Lead Independent Director Sello Moloko, who has been appointed by the Board to succeed me, and I am confident that the Board is in good hands.

Retiring with me this year are fellow Board members Khehla Shubane and Johan van Reenen, who both joined the Board at the same time as I did in 2010. Khehla, who has been Chair of the Social, Ethics and Transformation Committee since 2018, has played a key role in guiding the transformation of the Group. Johan, through his investment banking and asset management experience made a very valuable contribution to the Group's investment decisions. On behalf of the Board I would like to thank both Khehla and Johan for their contribution over the years.

Finally, let me take this opportunity to thank our Group Chief Executive Officer, Hillie Meyer, for the outstanding contribution he has made to the Group's progress with its three-year Reset and Grow strategy. I would also like to thank the rest of the Executive team for the excellent contribution they have made to the Group's successes. I wish to thank all the employees of the Momentum Metropolitan Group for their outstanding performance and commitment to serving their clients during the Covid-19 lockdown. I wish you all well with your future endeavours.

JJ Njeke
Chair of the Board



CHIEF EXECUTIVE OFFICER'S REVIEW

Momentum Metropolitan announced our Reset and Grow strategy in September 2018. Reset and Grow is a turnaround plan to be implemented over the three-year period from 1 July 2018 to 30 June 2021. The year under review was the second year of the three-year plan.

In a year dominated by the worldwide setback caused by the Covid-19 pandemic, Momentum Metropolitan performed admirably under exceptionally challenging circumstances. I am particularly encouraged by the following aspects:

- For the period before the lockdown caused by the Covid-19 pandemic in South Africa started, the Group delivered pleasing results and our performance was on track to achieve the F2021 Reset and Grow targets.
- The disruption caused by the Covid-19 lockdown regulations that were implemented by governments across the countries where we operate in was handled effectively. Our rapid response included allowing more than 90% of our staff to work remotely, implementing numerous measures to help our clients cope financially, managing liquidity and market risk challenges caused by volatile investment markets, and demonstrating resilience by maintaining strong solvency levels through the worst of the financial market turmoil.
- Early indications in terms of sales numbers and service levels suggest that our staff and distribution partners handled the challenges well and are rapidly adapting to new demands.

Despite the resilient performance during the Covid-19 crisis and optimism about Momentum Metropolitan's ability to cope with the demands of a post-Covid

environment, the lasting economic impact on the country and the industry should not be underestimated. We are anticipating prolonged tough economic conditions and Group results will be impacted accordingly.

Covid-19

On the day we released our interim results, South Africa confirmed its first case of Covid-19. By 26 March the country was in total lockdown and our chances of achieving our Reset and Grow normalised headline earnings commitment of between R3.6 billion and R4.0 billion by F2021 were rapidly diminishing.

The Covid-19 pandemic has been a defining event in the history of South Africa and the world. Worldwide infections exceeded 20.5 million in mid-August 2020, with the number of deaths approaching 750 000. In South Africa we had more than 550 000 infections and around 10 700 deaths. WHO Chief Tedros Adhanom Ghebreyesus has said the Covid-19 pandemic is "easily the most severe" global health emergency the organisation has ever seen. The economic impact of the pandemic has been equally devastating.

In the wake of the social and economic disruptions from Covid-19, Momentum Metropolitan responded quickly to ensure operational resilience and to maintain solvency. Meeting the needs of clients, distribution partners, and other stakeholders has been our top priority:

- Our business continuity process worked very well and there was minimal disruption in moving from office work to remote work. Technology remained stable and we enabled all our systems to operate using remote connections, thereby sustaining client service levels. In the process we rolled out 700 new laptop computers and 4 000 3G dongles for staff to work remotely. Additional functionality was also deployed to mitigate increased security and cyber risks.
- Our business units offered clients a range of relief measures to assist them during lockdown. Relief measures included flexibility around premium payments, benefit enhancements and premium discounts. A number of industry-wide challenges arose during this period and we provided input to industry bodies and regulators to find appropriate solutions. A case in point is the payment of business interruption claims due to the Covid-19 pandemic, where our Guardrisk business actively engaged regulators and provided support to businesses in the tourism and hospitality sector through commercial settlement offers to policyholders who have submitted claims.
- As a responsible corporate citizen, various measures to support society and communities were implemented, including emergency funding to the Red Cross and United Nations Children's Fund (UNICEF), and a contribution to the government's Solidarity Fund that provided financial and resourcing support for Covid-19 interventions.

- New business sales during the lockdown period varied between business units. Protection business sales in Momentum Life reduced significantly, with a less marked reduction in Metropolitan Life. Momentum Investments sales were also lower, but not to the same extent as overall protection business. Our Momentum Corporate business benefited from new business transactions concluded shortly before lockdown, and the health business ended the year with slightly more members. Momentum Short-term Insurance sales dropped sharply in the first month of lockdown but has since recovered close to pre-Covid 19 levels.
- Although we were successful in sustaining overall service levels during lockdown, and certain business units even improved their performance, a few business units temporarily experienced a slight deterioration in service levels.
- We assessed the likely impact of the Covid-19 pandemic on the business and, considering recent experience as well as publicly available models that project infection and mortality rates, increased our reserves by R1.3 billion (before tax) as at 30 June 2020.

Reset and Grow

When we released our interim results on 5 March 2020, we were on track to achieve our commitment to growing our normalised headline earnings to between R3.6 billion and R4.0 billion by F2021. The embedding of a culture of financial discipline combined with an external focus saw service and efficiency improvements being a common theme across our operations. We were also able to report that we had successfully executed on most of our Reset plans and were increasingly focused on our Grow objectives. Our early success under the Reset and Grow strategy meant that we entered the Covid-19 lockdown period in a much stronger position than we were before embarking on the Reset and Grow strategy.

A key objective of the Reset and Grow strategy was for our Group to get on the front foot with sales and to regain market share. During this reporting period, the Momentum broker distribution channel has regained market share

and our retail investment business has achieved excellent new business sales. In Metropolitan Life, adviser retention has improved materially in the last few months, while the quality of business also improved significantly. Our Momentum agency force continued to show footprint growth over the past year.

During the year we acquired Alexander Forbes Insurance (subsequently rebranded Momentum Insurance), and as a result we more than doubled our presence in personal lines insurance. Despite being in lockdown for the final quarter of the year, overall new business sales were only 10% lower than the previous year, supported by a very strong performance from Momentum Investments where new business sales increased by 16%.

Despite the decline in investment markets, and after providing for the likely impact of Covid-19, we remain financially sound and well capitalised. The Group's normalised headline earnings reduced by 51% compared to the prior year. The reduction in earnings for operating divisions was somewhat lower at 34%. Value of New Business showed a significant reduction of 48% in F2020 due to weaker volumes in the fourth quarter. This led to a much lower overall New Business margin of 0.6%.

The way forward

The emergence of Covid-19 means we will most likely not be able to achieve our normalised headline earnings target of between R3.6 billion and R4.0 billion by F2021. The uncertainty about the likely impact of the pandemic on new business volumes, the persistency of in-force business, claims experience and investment markets generally makes it very difficult and at best speculative to give a firm indication of the financial results we expect for F2021. We would, however, be disappointed if the Group does not improve on the F2020 results.

Although the F2021 financial targets set for the Reset and Grow strategy will most likely not be achieved, the strategic goals concerning the focus on sales and service, footprint growth, product improvements, advancement of digital capabilities

and greater cost efficiencies remain as relevant as before. We are determined to accelerate, rather than pause, our business transformation goals.

We have furthermore embarked on a review and update of our strategic goals – beyond the F2021 Reset and Grow objectives. This strategic update will recognise the realities of a post Covid-19 environment, and will build on our strengths and successes to date. The review and strategy design will be completed during F2021 and will guide us for the three-year period ending 30 June 2024.

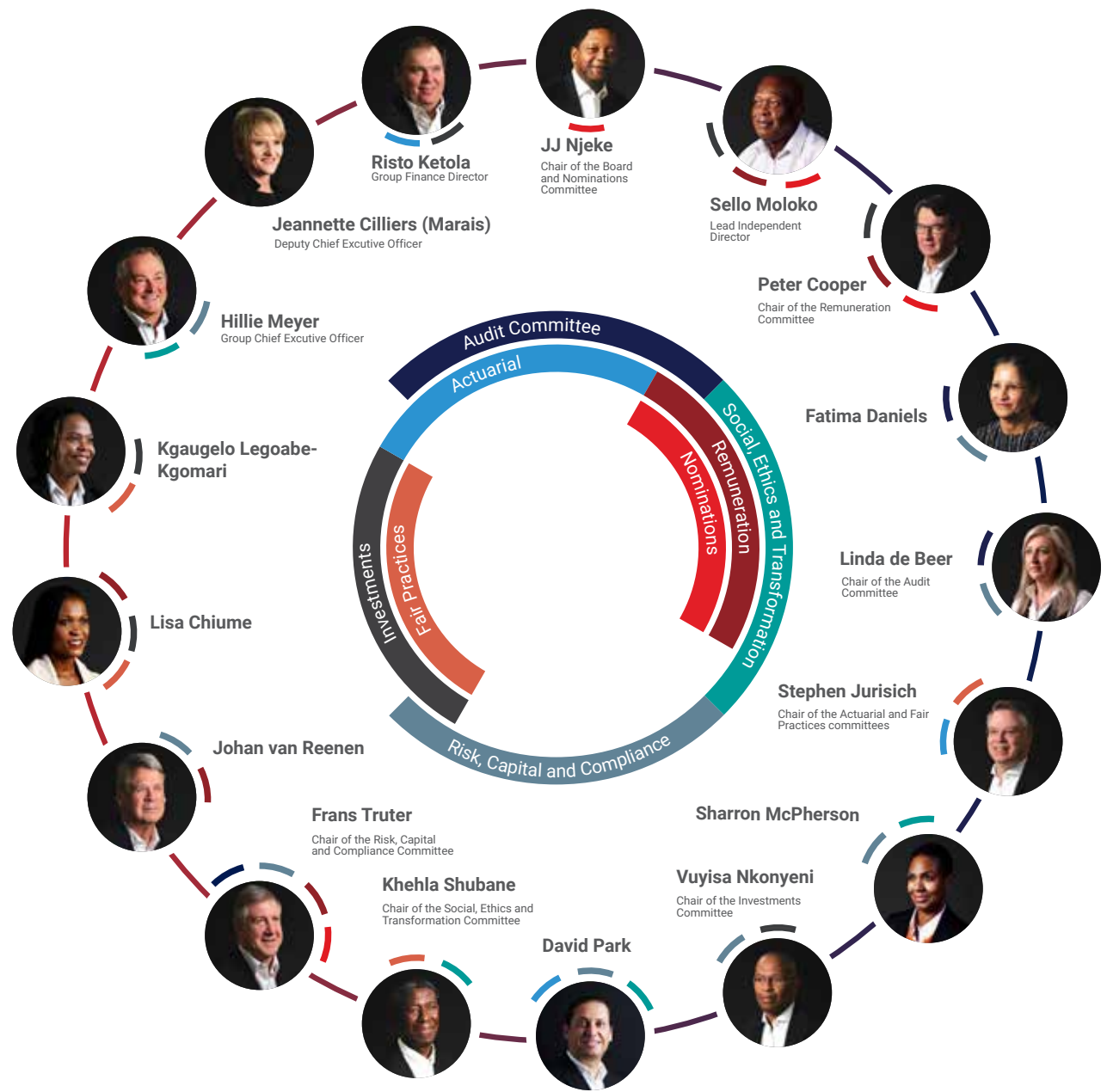
The future strategy will build on the success of the federal operating model of the Group. Business units will remain empowered and accountable for their full value chain, thereby continuing to encourage entrepreneurial behaviour. In return, we will expect each of the businesses to perform in accordance with standards to be set in terms of strategic alignment, value creation and performance targets.

Thanks

My thanks go to our outstanding employees who have performed so well under very difficult circumstances; to the executive teams throughout the Group for their leadership during a challenging period; and to our Board for all their support and guidance. Most importantly, I also thank our distribution partners and our clients for their continued support.

I have had the privilege of working with our Chair, JJ Njeke, since my return to the Group two-and-a-half years ago. JJ has been incredibly supportive and fair, and has always applied the highest ethical standards in his leadership of the Board. It has been an honour to work with him. On behalf of the rest of the Board, our Executive team and our employees, I would like to thank him for his very able, wise leadership during a challenging period in Momentum Metropolitan's history and wish him well in his future endeavours.

Hillie Meyer
Chief Executive Officer



INDEPENDENT NON-EXECUTIVE DIRECTORS JS 3.84(e)

JJ Njeke 61

Chair of the Board
Chair of the Nominations Committee

Qualifications:
BCom, BCompt (Hons), CA(SA), HDip Tax

Appointment:
1 December 2010

Experience:
JJ spent six years as an audit partner at PricewaterhouseCoopers before taking on the role of Managing Director of Kagiso Trust Investment from 1994 to 2010. He is currently Executive Chairman of Silver Unicorn Coal and Minerals.

Key strengths:

- Leadership
- Governance
- Audit
- Strategy overview

Directorships in listed entities:

- Clicks Group Limited
- Datatec Limited
- Delta Property Fund
- Motus Holdings Limited

Sello Moloko 54

Lead Independent Director and a member of the Remuneration, Nominations and Investments committees

Qualifications:
BSc (Hons), PGCE (Leicester), AMP (Wharton)

Appointment:
1 March 2019

Experience:
Sello, who was previously Chief Executive Officer of Old Mutual Asset managers and Chairman of the Alexander Forbes Group, General Reinsurance Africa and Sibanye-Stillwater, has a wealth of business experience. He is currently the Executive Chairman and co-founder of the Thesele Group, a black-owned investment holding company.

Key strengths:

- Leadership
- Governance
- Asset management and investment
- Strategy

Directorships in listed entities:

- Telkom SA SOC Limited
- Stor-Age REIT Limited

Peter Cooper 64

Chair of the Remuneration Committee and a member of the Nominations and Investments committees

Qualifications:
BCom (Hons), CA(SA), HDip Tax Law

Appointment:
20 November 2015

Experience:
Peter served as the Chief Executive Officer and Financial Director of RMB Holdings and a member of the Nominations and Investments committees until 2014.

Key strengths:

- Leadership
- Governance
- Finance
- Strategy
- Insurance

Directorships in listed entities:

- RMB Holdings Limited
- Rand Merchant Investment Holdings Limited
- Imperial Holdings Limited

INTRODUCTION

OUR BUSINESS

VALUE CREATING LEADERSHIP

PERFORMANCE

SHAREHOLDER INFORMATION

INDEPENDENT NON-EXECUTIVE DIRECTORS (CONTINUED)

Fatima Daniels 59

Member of the Audit and Risk, Capital and Compliance committees

Qualifications:
BSc, CA(SA)

Appointment:
1 December 2010

Experience:
Fatima, having previously had extensive corporate experience currently heads up her business consulting practice. She previously served on the Metropolitan Holdings Board (May 2005 to November 2010).

Key strengths:

- Leadership
- Finance
- Strategy

Directorships in listed entities:

- Clicks Group Limited
- MTN Ghana and Sudan

Linda de Beer 51

Chair of the Audit Committee and member of the Risk, Capital and Compliance Committee

Qualifications:
Chartered Director (SA), CA(SA), MCom (Tax)

Appointment:
1 March 2019

Experience:
Linda serves on the boards of a number of JSE-listed companies and was recently appointed as Chair of the Public Interest Oversight Board, a public foundation in Spain, that monitors the setting of international technical and ethical standards for auditors, in the public interest. She is also an honorary professor (professor in practice) at the University of Johannesburg. She recently retired as a member of the King Committee, the Investor Advisory Group of the Public Company Accounting Oversight Board (PCAOB) in the USA and as Chair of the Financial Reporting Investigations Panel of the JSE.

Key strengths:

- Financial reporting
- Corporate governance
- Risk management
- Internal and external audit
- Integrated reporting
- Strategy

Directorships in listed entities:

- Aspen Holdings Limited
- Omnia Holdings Limited
- Tongaat Hulett Limited

Stephen Jurisich 55

Chair of the Actuarial and Fair Practices committees

Qualifications:
BSc Hons Actuarial Science, FASSA, FFA

Appointment:
1 October 2016

Experience:
Stephen, who is the Head of the School of Statistics and Actuarial Science at the University of Witwatersrand, has a wealth of actuarial experience, including previously being a director and consulting actuary at Quindiem Consulting and an executive committee member at Swiss Re Life Health in South Africa. He is a Fellow of the Institute and Faculty of Actuaries and Fellow of the Actuarial Society of SA as well as being a member of various industry and actuarial professional committees.

Key strengths:

- Leadership
- Actuarial science
- Strategy
- Product design

Sharron McPherson 53

Member of the Social, Ethics and Transformation and Risk, Capital and Compliance committees

Qualifications:
BA (Economics), Doctor of Jurisprudence

Appointment:
1 March 2019

Experience:
Sharron is the co-founder and executive director of The Centre for Disruptive Technologies, which leverages an impressive Africa-wide and global network of experts in disruptive technologies to advise government and businesses on digital transformation strategies. She is an Adjunct Senior Lecturer—Project Finance at the University of Cape Town's Graduate School of Business and is also a co-founder and shareholder of Women in Infrastructure Development & Energy (WINDE), one of the largest and most impactful women's infrastructure investment consortiums in Africa.

Key strengths:

- Leadership
- Disruptive innovation
- Digital transformation strategy
- Project finance

Vuyisa Nkonyeni 50

Chair of the Investments Committee and a member of the Risk, Capital and Compliance Committee

Qualifications:
BSc (Hons), CA(SA)

Appointment:
22 November 2011

Experience:
Vuyisa has more than 20 years' experience in investment banking and private equity. He joined Deutsche Bank in 1997, where he gained investment banking experience before serving as the Financial Director of Worldwide African Investment Holdings Proprietary Limited and as director at Actis LLP in their black economic empowerment funding unit. He joined Kagiso Tiso Holdings as Chief Executive Officer in January 2012 and he resigned in 2017 to pursue various private business opportunities.

Key strengths:

- Leadership
- Investments
- Finance
- Strategy

Directorships in listed entities:

- Emira Property Fund Limited
- Exxaro Resources Limited

David Park 46

Member of the Actuarial, Risk, Capital and Compliance and Social, Ethics and Transformation committees

Qualifications:
BSc (Actuarial Science), Fellow of the Actuarial Society of South Africa, Fellow of the Institute and Faculty of Actuaries

Appointment:
1 December 2019

Experience:
David is an independent consultant specialising in life insurance. He is an active member of the Actuarial Society of South Africa, where he sits on the Professional Matters Board and is involved in the development and provision of technical and professional training to trainee actuaries. David was previously a director/partner at Deloitte, where he was the statutory actuary of a number of life insurance companies, a key adviser to several insurance companies, and was involved in the development of the current South African insurance legislation.

Key strengths:

- Leadership
- Life insurance
- Actuarial science
- Machine learning
- Professionalism

Khehla Shubane 64

Chair of the Social, Ethics and Transformation Committee and a member of the Fair Practices Committee

Qualifications:
BA (Hons), MBA

Appointment:
1 December 2010

Experience:
Khehla is currently an independent policy analyst and consultant. He was previously employed at the BusinessMap Foundation, a monitoring and research organisation focusing on black economic empowerment. He has also worked for the Nelson Mandela Foundation as Chief Executive Officer. He was a member of the Soweto Civic Association, a body that represented the local community in opposition to the then official local government institutions.

Key strengths:

- Leadership
- Policy
- Social responsibility
- Black economic empowerment

Frans Truter 64

Chair of the Risk, Capital and Compliance Committee and a member of the Audit, Remuneration and Nominations committees

Qualifications:
BCom (Hons), CA(SA), AMP(Oxford)

Appointment:
1 December 2010

Experience:
Frans has over 30 years' experience in the financial services industry and has a wealth of expertise in insurance, investments and banking. He joined the Momentum Group (now Momentum Metropolitan) in 1988 as Chief Financial Officer and also served as Executive Director Strategic Investments. He is currently involved in private equity investments and serves as a non-executive director on a number of other boards.

Key strengths:

- Strategy
- Leadership
- Risk management
- Audit
- Finance
- Governance

Johan van Reenen 65

Member of the Remuneration and Risk, Capital and Compliance committees

Qualifications:
BSc (Hons), MBA

Appointment:
1 December 2010

Experience:
Johan, who is currently an executive director of Imalivest, has a wealth of expertise and experience in investment banking and asset management, both locally and internationally.

Key strengths:

- Asset management
- Investments
- Risk Management
- Strategy

NON-EXECUTIVE DIRECTORS

Lisa Chiume 40

Member of the Remuneration, Fair Practices and Investments committees

Qualifications:
BCom Business Finance and Economics, CFA

Appointment:
1 March 2019

Experience:
Lisa is a senior investment executive at Rand Merchant Investment Holdings (RMI) and RMB Holdings Limited (RMH) and is responsible for a number of RMI and RMH's key investments. She is also co-portfolio manager for AlphaCode (RMI's fintech and next generation financial services incubator) and has primary responsibility for identifying, partnering with and growing black financial services businesses as part of RMI's enterprise development programme. She was previously Director: Country Coverage and Investment Banking at Deutsche Bank South Africa.

Key strengths:

- Investments
- Life insurance
- Finance
- Strategy
- Dealmaking

Kgaugelo Legoabe-Kgomari* 38

Member of the Investments and Fair practices committees

Qualifications:
BCom (cum laude), CFA Charterholder

Appointment:
14 June 2019

Experience:
Kgaugelo, who has been involved in private equity and investment banking for over 15 years is a Director of Investments at Kagiso Tiso Holdings Proprietary Limited where she is responsible for several investee companies within its portfolio. Kgaugelo started her career as an intern at RMB Asset Management and later moved to Rand Merchant Bank as a transactor in the RMB Ventures and Investment Banking teams. She later joined Ethos Private Equity where she served as an associate.

Key strengths:

- Investments
- Dealmaking

*Resigned 30 June 2020

EXECUTIVE DIRECTORS JS 3.84(i)

Hillie Meyer 61
 Group Chief Executive Officer
 Member of the Risk, Capital and Compliance and Social, Ethics and Transformation committees

Qualifications:
 BCom (Econometrics), Fellow of the Actuarial Society of South Africa

Appointment:
 15 February 2018

Experience:
 Hillie, an actuary, has more than 35 years' financial services experience. He has held leadership positions in insurance, pensions, investments and banking. He joined the Momentum Group in 1988 and served as its Managing Director from 1996 to 2005, after which he was a founder and managing executive of a private equity manager. He returned as Group CEO of Momentum Metropolitan in 2018.

Key strengths:

- Leadership
- Strategy
- Finance
- Financial services

Jeanette Cilliers (Marais) 52
 Deputy Chief Executive Officer

Qualifications:
 BSc (Mathematics and Statistics), MBA (cum laude) (IMD Switzerland), PED

Appointment:
 1 March 2018

Experience:
 Jeanette, who has a strong track record of building profitable businesses at various financial institutions, is also Chief Executive Officer of Momentum Investments. She started her career at Momentum in 1990, filling various roles in actuarial product development, marketing and as part of the team that launched Momentum Administration Services, pioneering investment platforms in South Africa. She filled executive level positions at PSG, Stanlib and Old Mutual before joining Allan Gray in 2009 as co-head of retail business, where she became executive director. She is passionate about the upliftment of women and making financial services accessible to all South Africans.

Key strengths:

- Financial services
- Retail investment markets
- Intermediary distribution
- Asset management
- Marketing and branding

Risto Ketola 45
 Group Finance Director
 Member of the Investments and Actuarial committees

Qualifications:
 BSc, CFA Charterholder, Fellow of the Institute and Faculty of Actuaries, Fellow of Actuarial Society of South Africa

Appointment:
 16 January 2018

Experience:
 Risto headed up investor relations and business performance management for the Group before taking up his current position. He has extensive experience as a financial services analyst and researcher with Standard Bank, Ketola Research and Deutsche Bank. As the Group Finance Director, he is responsible for investor relations, business performance, Group reporting, finance group-wide services, mergers and acquisitions and balance sheet management.

Key strengths:

- Investor relations
- Business performance management science
- Financial services
- Life insurance

During F2020 we had an additional Covid-19 Board meeting on 11 May 2020 at which the Executive Committee briefed the Board on the implementation of our business continuity plans, and our assessment of the impact of Covid-19 on our business.

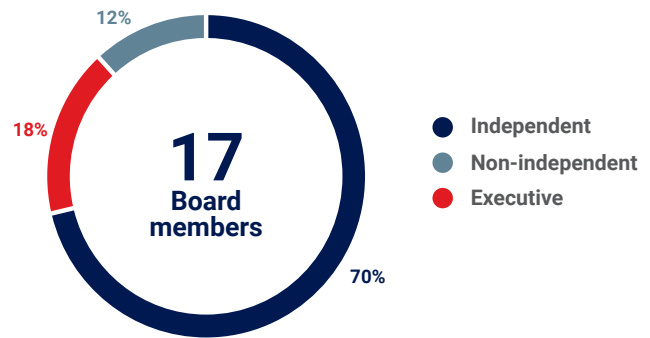


K⁷ BOARD INDEPENDENCE

Our Board policy is to ensure that the majority of our Board members are non-executive directors, of which the majority are independent.

The majority of our Board members are independent directors, which is in compliance with King IV and global best practice governance.

The independence of our Board protects shareholder interests.



The majority of the members of all Board committees are non-executive directors and the majority of members in six out of eight committees are independent non-executive directors

Audit: All members are independent non-executive directors

Actuarial: 67% of members are independent non-executive directors

Risk, Capital and Compliance: 86% of members are independent non-executive directors

Remuneration: All members are non-executive directors and 80% are independent non-executive directors

Nominations: All members are independent non-executive directors

Investments: 83% of members are non-executive directors and 50% are independent non-executive directors

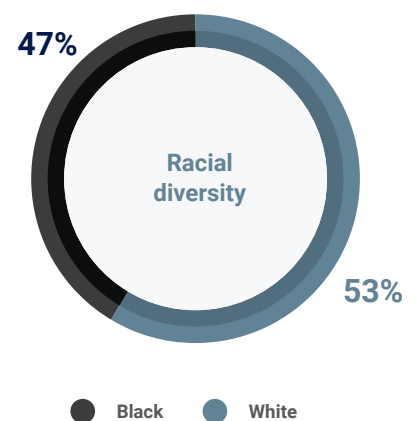
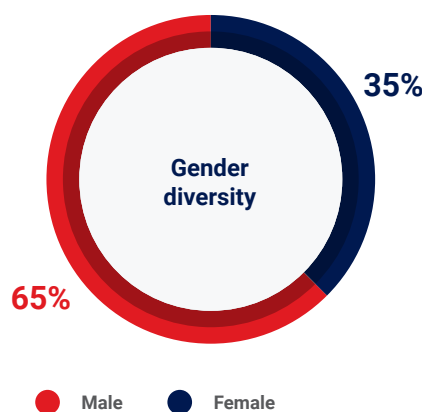
Fair Practices: All members are non-executive directors and 67% are independent non-executive directors

Social, Ethics and Transformation: 75% of members are independent non-executive directors

Our gender diversity and promotion of racial diversity policies are applied to the nomination and appointment of directors. Our diversity targets are monitored annually and taken into consideration when a new director is appointed.

Target for female membership is 30%

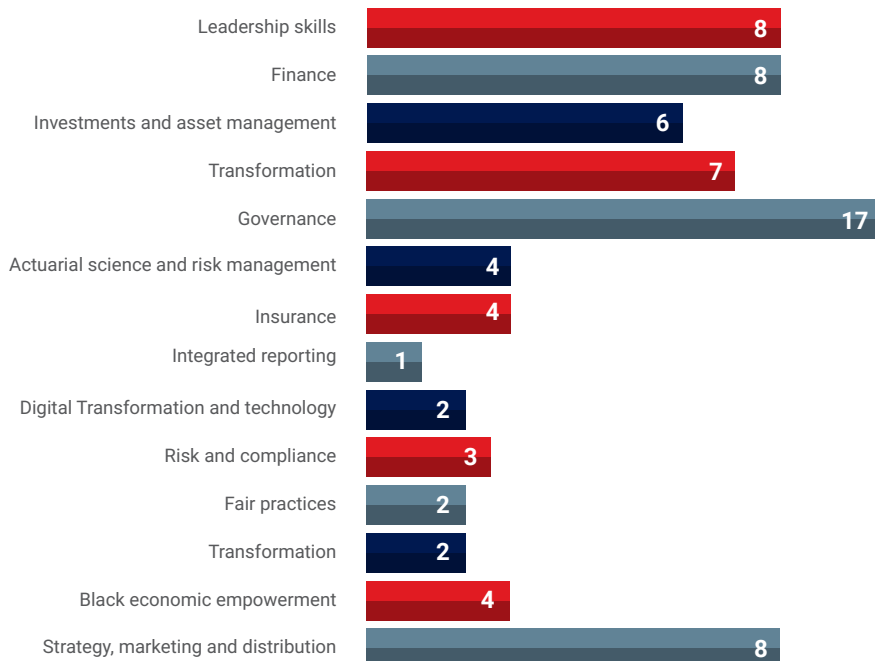
A minimum of 50% of Board members to be black



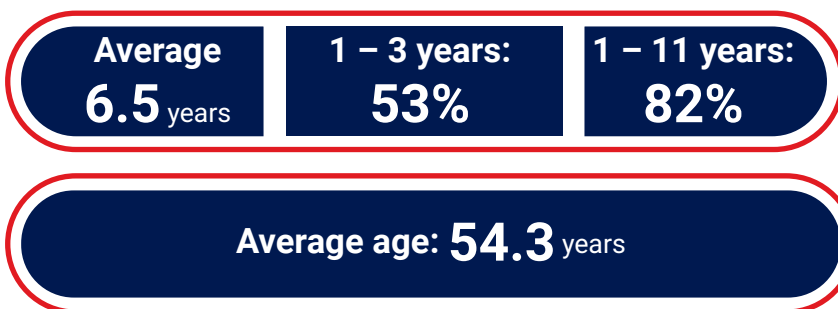
BOARD SKILLS JSE 3.84(i)

A board requires a broad and changing range of knowledge, skills and experience to ensure it is well-equipped to lead and guide an organisation and ensure its long-term sustainability.

To ensure our directors are kept up to date with changes, particularly in statutory and regulatory obligations and trends, they receive relevant training.



BOARD TENURE



CHANGES TO OUR BOARD MEMBERSHIP

As indicated in our report for the 2019 financial year, Jabu Moleketi and Niel Krige retired at our 2019 annual general meeting (AGM); JJ Njeke, Khehla Shubane and Johan van Reenen will be retiring at our 2020 AGM and Fatima Daniels and Frans Truter will retire at our 2021 AGM.

David Park joined the Board as an independent non-executive director in December 2019. Kgaugelo Legoabe-Kgomari tendered her resignation as a non-executive director and as a member of committees effective 30 June 2020, following her departure from Kagiso Tiso Holdings (KTH). Paballo Makosholo, the Chief Executive Officer of KTH, joined the Board on 1 July 2020. Sharron Laverne McPherson was appointed as a member of the Risk, Capital and Compliance Committee from 1 July 2020.

SUCCESSION PLAN

We are pleased to advise that Sello Moloko has been appointed Chair of Momentum Metropolitan Holdings following the planned retirement of our Chair JJ Njeke at our AGM this year, which we announced in our 2019 integrated report. Sello served as Lead Independent Director on our Board since June 2019.

The following committee changes took place on 1 September 2020:

- Linda de Beer has been appointed as a member of the Nominations Committee.
- Lisa Chiume and Jeanette Cilliers (Marais) have been appointed as members of the Fair Practices Committee.
- Paballo Makosholo has been appointed as a member of the Investments Committee and the Social, Ethics and Transformation Committee.
- Following the retirement of Khehla Shubane at the Group’s annual general meeting, Sharron McPherson will become Chair of the Social, Ethics and Transformation Committee, effective 27 November 2020.

DIRECTORS TO BE ELECTED OR RE-ELECTED

In accordance with the company’s Memorandum of Incorporation and the JSE Listings Requirements, one-third of our non-executive directors (being those longest in office at the date of the AGM) must retire by rotation and can choose to offer themselves for re-election, while directors appointed by the Board during the year must also offer themselves for election at the next AGM. Independent non-executive directors, Peter Cooper, Fatima Daniels and Frans Truter, will offer themselves for re-election and David Park, who joined the Board as an independent non-executive director on 1 December 2019 and Paballo Makosholo, who joined the Board on 1 July 2020 as a non-executive director, will offer themselves for election at our AGM on 26 November 2020.



The Covid-19 pandemic has and is challenging the preparedness and sustainability of organisations worldwide. It put the Group’s leadership, ethics, integrity, corporate citizenship, governance, business resilience and stakeholder relationships to the test. I am proud to say that we passed the test with flying colours and as a result have so far been able to play our part in helping South Africa weather possibly the biggest challenge it has ever faced. I believe that this integrated report provides stakeholders with comprehensive feedback on the challenges the Group faced during this time and how it was able to apply its robust governance policies, processes and procedures effectively and responsibly address them.

Very challenging times lie ahead, but I am confident that the Group’s approach to corporate governance, which is an integral part of its value creation process, will continue to support the achievement of business sustainability and our purpose of enabling businesses and people from all walks of life to achieve their financial goals and life aspirations

JJ Njeke
Board Chair

At Momentum Metropolitan we believe that good governance protects and creates value, and ensures ethical, effective and responsible leadership at Board and Executive levels as well as throughout our Group. It also promotes strategic decision-making that balances short, medium and long-term outcomes, integrity, transparency and robust risk and performance management; and supports the embedding of an ethical culture and a response to our role as a responsible corporate citizen that goes well beyond compliance.

Momentum Metropolitan’s governance framework and culture provide a solid foundation for our application of King IV with a focus on achieving the four corporate governance outcomes of:

- an ethical culture
- sustainable value creation through good performance in terms of profit, people and planet
- effective control
- A social licence to operate gained by establishing our legitimacy through our behaviour as a responsible corporate citizen.

Applying King IV is Momentum Metropolitan’s commitment to stakeholder inclusivity, corporate citizenship and protecting the value we create.

Our approach to corporate governance, which is integrated into our standards, policies, practices and procedures, supports the achievement of all the King IV principles. We constantly review our corporate governance practices and the application of the King IV principles to ensure we act in the best interests of our stakeholders, comply with applicable laws and regulations and are able to adapt quickly to changes in our regulatory environment.

The King IV principles have been adopted by the JSE. In this section of the integrated report, in line with the JSE Listings Requirements, we assess whether our application of the King IV principles to corporate governance in Momentum Metropolitan has allowed us to realise effective leadership through effective control and legitimacy. Please refer to page 39 for information on our governance of risk ¹¹, technology and information ¹², compliance ¹³ and combined assurance. ¹⁵

The collective responsibilities of our Board:

- Setting and steering strategic direction
- Approving policy and planning
- Providing oversight and monitoring
- Ensuring accountability

Our Board serves as the focal point and custodian of corporate governance in Momentum Metropolitan ⁶

Our governance framework positions the Board as the custodian of corporate governance in Momentum Metropolitan and provides it with effective control of the business. By effectively governing the Group and taking into consideration our stakeholders’ interests our Board and management contribute value to both the business and its stakeholders. The diagram on the following page sets out our governance structures at Board, Executive management and operational levels.



OUR BOARD GOVERNANCE STRUCTURE

SHAREHOLDERS AND OTHER STAKEHOLDERS

BOARD OF MOMENTUM METROPOLITAN HOLDINGS LIMITED

BOARD OF MOMENTUM METROPOLITAN LIFE LIMITED

BOARD COMMITTEES

- Social, Ethics and Transformation
- Fair Practices
- Investments
- Nominations
- Remuneration
- Risk, Capital and Compliance
- Actuarial
- Audit

GROUP CHIEF EXECUTIVE OFFICER

MOMENTUM METROPOLITAN EXECUTIVE COMMITTEE

COMBINED ASSURANCE FORUMS
(OVERSIGHT OF ALL BUSINESS UNITS AND ENTITIES)

MANAGEMENT COMMITTEES

- Capital and Investments
- Merger and Acquisitions
- Product Management
- New Initiatives





Oversight rooted in the King IV principles

JSE 3.84(i)



Our Board's governance oversight, which is guided by its commitment to its responsibilities and governance objectives, supports good governance practices.

Leadership, ethics and corporate citizenship

The Board is to set the tone and lead the Group ethically, effectively and responsibly. When making decisions individual Board members will ensure they are well-informed, they will act independently, with courage, awareness and insight. The Board will ensure the Group plays a key role in society as a major employer, tax payer, contributor to transformation and economic growth, and as a responsible corporate citizen. Information on the progress we have made with embedding of ethical culture in the Group is provided in the human capital section of this report on page 92.

The balance of knowledge, skills, experience, diversity and independence, that the Board requires in order to discharge its governance role and responsibilities objectively and effectively are set out on pages 33 and 34 of this report. Our Nominations Committee monitors and provides oversight of our Board diversity policy, which includes gender and racial targets, which is currently under review with the aim of aligning it with the revised JSE Listings Requirements.

Strategy, performance and reporting

The Board is accountable for the performance of the Group. It takes into account all the elements of the value creation process when steering and setting the Group's strategic direction. It approves the Group's short, medium and long-term strategies and its business plans. It maintains oversight of the Group's performance against its strategy and business plans, measuring its performance against agreed targets.

The Board also assumes responsibility for the Group's integrated report and annual financial statements, and makes every effort to ensure that our reporting meets the needs of our stakeholders and complies with any legal requirements.

Information on required disclosures are to be found in this integrated report, our Annual Financial Statements and a summary of our financial performance (see pages 5 and 51 of this report).

Governance that establishes an ethical culture



An ethical culture, which protects the interests of our stakeholders and the Group, is well established and measured in all our business processes.

The Social, Ethics and Transformation Committee (SETC), supported by Group functions, ensures that the relevant policies are embedded and that the governance around the policies is measured.

Our Code of Ethics and Standards of Conduct support our policies, which are reviewed annually, and ensure that the Group's interaction with its internal and external stakeholders and broader society addresses ethical issues and risks.

Our values and all our codes of expected behaviour and standards are well-publicised internally and externally, including among our suppliers and service providers. They are incorporated in training programmes and referenced in all internal or external contractual arrangements.




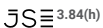
Well-established disciplinary and other guidance documents are in place to address transgressions in a fair, consistent and transparent manner.


Whistle-blower facilities with well-established mechanisms and protocols are available. Ethics hotlines for anonymous or in-person reporting are in place across all our business units for both external and internal complaints, which are managed formally.

A formal Internal Audit review of our governance of ethics in the Group was conducted during the first half of F2020. All the findings were addressed by management through the Audit Committee and the SETC.

Our future focus will be on formalising and establishing ongoing ethics and compliance programmes to ensure the participation of all employees.

Our Risk Management and Internal Audit functions assess and review all ethical standards periodically and provide formal reports on their findings to the Audit Committee and the SETC.

<p>  3.84(a and b) </p> <p> Board delegation and independence </p> <p>   </p> <p>  3.84(h) </p>	<p>The Board ensures that its arrangements for delegation within its own structures promote independent judgement and assist with the balance of power and the effective discharge of its duties.</p> <p>Through the appointment of strong independent directors and the separation and clear definition of the roles and responsibilities of the Chair and Group Chief Executive Officer, Momentum Metropolitan has established a clear balance of power and authority at Board level. The Group Chief Executive Officer in turn delegates responsibilities in accordance with the company's delegation of authority framework. The Board is satisfied that the delegation of authority framework contributes to role clarity and the effective exercising of authority and responsibility.</p> <p>We have ensured that the interests of our shareholders are protected by the majority of our Board members who are independent non-executive directors.</p> <p>Our Board performs its duties within a framework of policies and controls that provide for effective risk assessment and management of our economic, environmental and social performance. The Momentum Metropolitan Board Charter, which is closely aligned with the recommendations of King IV, details the responsibilities of the Board, while our MOI also addresses certain of the directors' responsibilities and powers. The MOI also requires that one-third of our directors retire from office at every annual general meeting based on their tenure since they were previously elected or re-elected to the Board (see the table on page 34 for the names of those retiring and standing for re-election at our 2020 annual general meeting. (The Board Charter was reviewed and amended during the year under review.)</p> <p>Through its Board committees, the holding company provides guidance and monitors the functions of subsidiaries and centralised group functions to ensure that companies within the Group are applying established governance policies and processes.</p> <p>During the year under review the Nominations Committee, on behalf of the Board, reviewed the performance of the Group Company Secretary, Gcobisa Tyusha, who joined the Group as Group Company Secretary in June 2019. The Committee found that she has the necessary competence, experience and independence to fulfil her role and recommended her ongoing appointment to the Board.</p>
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<p> Evaluating performance </p> <p>  </p>	<p>Evaluating its performance in terms of applying the King IV principles and outcomes provides our Board with a mechanism with which to assess its governance performance and make improvements if necessary.</p> <p>Self-assessment</p> <p>During F2020 the Board, its committees and its members conducted self-assessments. Overall, the results of the evaluation were positive. Areas for improvement were identified and these will be addressed during F2021.</p> <p>Executive performance is evaluated against agreed performance indicators at Group and business unit levels. Performance against these indicators forms the basis for the determination of both short-term incentives, including salary increases and bonuses, and long-term incentives (see the remuneration review on pages 93 to 109).</p> <p>Board development</p> <p>During the year under review the Board received inhouse training on digital transformation, in regard to how digital transformation is impacting the insurance industry and in view of the Boards oversight role in relation to IT governance. The newly appointed directors also received training on the amended JSE Listings Requirements.</p>
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Compliance governance

Ⓚ¹¹ Ⓚ¹³

Our Board is committed to full compliance with all applicable laws and regulations, and it supports the application of certain non-binding codes and standards. Our regulatory compliance framework, compliance risk policy and our regulatory risk management process ensure that the effectiveness of the key internal controls to mitigate our compliance risks are continually monitored and that risk management plans are in place to ensure compliance with new legislation or amendments to current legislation.

Momentum Metropolitan has complied with the JSE Listings Requirements during the year under review.

Remuneration that is fair and promotes the achievement of our strategic objectives

Ⓚ¹⁴

Momentum Metropolitan understands that it is essential that our strategy, risks, performance and rewards are aligned if we are to create shareholder value. The Remuneration Committee is charged with ensuring that executive directors and senior management are fairly rewarded for their individual contributions to the company's overall performance, and for ensuring that our remuneration policies and practices are designed to align performance with reward and to attract and retain the right talent, while having regard to the interests of stakeholders and the financial conditions of the Group. See page 79 of this report for our remuneration review, which sets out our remuneration philosophy, policy and structure, our efforts to achieve fair and responsible remuneration, our engagement with shareholders on our remuneration reporting, and the implementation report setting out the implementation of our remuneration policy.

Enabling an effective control environment

Ⓚ¹⁵ JS^{3.84(g)}

To ensure Momentum Metropolitan has adequate structures in place to provide assurance across the Group, and to prevent gaps or duplication in assurance efforts, we have adopted a combined assurance approach.

The Audit Committee obtained assurance on the financial statements and internal financial controls, and carried out its statutory duties set out in section 94 of the Companies Act, 71 of 2008, as amended. It satisfied itself as to the expertise and experience of the Group Finance Director and the finance function and assessed the independence and performance of the internal and external audit functions (see the Audit Committee report on pages 28 to 30 of the annual financial statements for 2020).

External audit quality and independence

On the recommendation of the Audit Committee, the Board resolved to early adopt mandatory audit firm rotation. Consequently, PricewaterhouseCoopers Inc (PwC) rotated off on conclusion of its external audit responsibilities for the year ended 30 June 2019. The Audit Committee then followed a tender process, the conclusion of which was the appointment of Ernst & Young Inc. EY as our external auditors at our annual general meeting on 26 November 2019.

In accordance with paragraph 3.84(g)(iii) and 22.15(h) of the JSE Listings Requirements, the Audit Committee requested and received information from EY that allowed it to assess EY's internal governance processes. The information also supported and demonstrated its claim of independence; the findings by the Independent Regulatory Board for Auditors with regard to its monitoring of the firm in respect of its independence, quality control and any corrective action by the firm; as well as any legal claims against the firm. Similarly, information was obtained and discussed in respect of the designated auditor. The Committee concluded that it was satisfied with the independence and audit quality of EY and the designated auditor, Cornea De Villiers.

External audit fees are disclosed on page 108 within note 25 to the Annual Financial Statements. Non-audit services (disclosed on page 108, note 25 of the AFS) provided by EY were approved by the Committee in accordance with the policy for the provision of non-audit services.

The SETC advises and provides guidance to the Board on the effectiveness of management efforts in respect of social, ethics, sustainable development-related matters and transformation. It also carries out its duties in terms of the Companies Act, 71 of 2008, as amended and reports on its fulfilment of its mandate in this regard to the Board and stakeholders (see its report on our website at www.momentummetropolitan.co.za/en/investor-relations/relations). The Committee has confirmed that there were no instances of material non-compliance requiring disclosure in F2020.

JS^{7.F.5}

Stakeholder inclusivity

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By identifying the Group's stakeholders through engagement and taking into consideration our stakeholders' interests, needs and expectations, our Board and management achieve stakeholder inclusivity and contribute value to both the business and its stakeholders (see pages 118 to 123 of the relationship capital of this report for more information). By effectively governing the Group through its oversight and monitoring of performance, and taking into consideration our stakeholders' interests, our Board and management contribute value to both the Group and its stakeholders.

Governance for responsible investing



Our Board-approved responsible investment policy articulates our commitment to responsible investing. Details of the responsible investment governance framework and practices can be found on page 116 of social and relationship capital. We are signatories of the United Nations-supported Principles of Responsible Investment (UNPRI) to which we report annually on our performance as a responsible investor. We also support and participate in a number of other investment bodies and recently became signatories of a just transition to a carbon neutral economy.

The governance structures and processes we introduced to address the impact of Covid-19 are set out below.

Internal and external governance at work during Covid-19

<p>March week 1 2020 Covid-19 Steering committee established.</p> <p>6 March – 1st case in SA Financial markets severely impacted by Covid-19</p> <p>11 March Covid-19 declared a pandemic by WHO</p> <p>15 March President declares national disaster and schools close in South Africa</p>	<ol style="list-style-type: none"> 1. We observed during February and March 2020 that there was a looming crisis arising from Covid-19. This included information communicated by the World Health Organisation (WHO), local government and travel advisories we received from our travel insurer. 2. Our response: Establish a Covid-19 Steering Committee mandated by our Executive team to focus on high level principles, headed up by our Chief Risk Officer. A multi-disciplinary team was assembled that included an expert in epidemiology and pandemics and our internal and external communications teams. While we had continuity plans in place to address many different scenarios we did not foresee a national lockdown, so the Committee’s first task was to look at what and who we would need to help the Group manage the impact of a lockdown when the time came. We also looked at what we would need to do to help our stakeholders, in particular our people and our clients. 3. A Business Continuity Committee was established to assist our business units with activating their business continuity plans; to start thinking about what impact they could expect from the pandemic, how to address impacts and how we would switch to working remotely during lockdown. At least one representative from each business unit was part of the committee to address any implementation issues and give the Committee feedback on where they needed assistance and support. 4. President Ramaphosa announces the first case of Covid-19 in South Africa. Our Committees already in place and working on our response to Covid-19. 5. Frequent communication with our employees to keep them informed.
<p>23 March lockdown announced</p>	<ol style="list-style-type: none"> 6. Momentum Metropolitan declared an essential service in South Africa.
<p>26 March lockdown starts</p>	<ol style="list-style-type: none"> 7. 90% of our employees working remotely from home and only essential workers such as facilities management in our offices.
<p>From 27 March</p> <p>Daily and weekly reporting to the Prudential authority</p> <p>Weekly reporting to our Board up to May 2020</p> <p>Regular communication to keep our employees informed</p>	<ol style="list-style-type: none"> 8. The Prudential Authority requested detailed daily reports on a range of metrics including share price movement; liquidity risk; market risk; insurance risks; the number of policy lapses; credit risks and operational risks. 9. Weekly situation reports were provided to our Board leading up to a special board meeting in May. 10. Communication with our clients regarding the relief measures business units put in place to assist clients experiencing financial difficulties during lock-down. 11. Ongoing communication with our employees to keep them informed and to ensure transparency around the impact of Covid-19 on their fellow employees. Communication focused on themes of productivity, work from home guides, employee well-being and enabling connections and relationships to be maintained. A targeted focus was also on communicating with leaders on how to manage their teams remotely.
<p>30 April 2020</p>	<ol style="list-style-type: none"> 12. Prudential authority reduces report requirements to weekly reports as financial markets start to normalise.

11 May Special Board Meeting

Ongoing developments, and our response

13. Special virtual Covid-19 Board meeting at which the results for the preceding nine months were presented. The Board was provided with an operational update, a 2021 forecast and received reports on the Group's solvency and liquidity.

14. Some return to normality in terms of our governance processes and Board and committee reporting, however, in the interests of keeping everyone safe all meetings were virtual.

The Covid-19 Steering Committee continues to meet weekly and monitors and manages activities related to Covid-19.

Our Head of Group Legal and Group Compliance has also been appointed as our Covid-19 Compliance Officer to ensure that there is oversight and monitoring of our processes and protocols in place to manage the health and safety requirements for our offices and employees.

Each business unit is responsible for managing their remote working arrangements with their employees. To date we have less than 600 of 16 000 employees working from our office locations due to operational requirements (the rest of our employees are still working remotely).

Post the Special Board meeting held in May, we also commenced our regular governance cycle and we continue to manage and govern the organisation on a business-as-usual basis. We continue to hold all our Board and committee meetings virtually.

On 21 May we set a precedent in the listed insurance industry when we provided our investors with a detailed quarter three operational update, including information on our financial solvency, liquidity, stability and business performance.

Areas of focus for our Board and committees in F2020

- During the year our Board and its committees focused on our performance against:
- strategic and business risks
 - growth
 - executive management succession planning
 - the Board's succession plan and transition given the pending retirements
 - the Group's readiness for the introduction of IFRS 17 in 2023 and actuarial and financial reporting aspects of the Group's preparations for its introduction
 - the transition to our new external auditors
 - risk appetite and statements and capital management
 - the integration of the AFI business
 - solvency and liquidity
 - the monitoring of ethics and protecting the Group from the risk of commercial crime, corruption and the unethical or inappropriate behaviour of employees
 - stakeholder engagement
 - progress with diversity and inclusion
 - oversight of the implementation and improvement of market conduct practices
 - review of our new initiatives appropriateness of our risk-return framework
 - a review of the performance criteria applicable to long-term incentives.

March 2020 saw the arrival of Covid-19, the impact of which became a key focus for the Board and its committees.

What will keep our Board busy in F2021

- Reviewing long-term strategic and business plans post Reset and Grow, with particular focus on the transformation strategy.
- Monitoring of the ongoing impact of the Covid-19 pandemic on the Group and its ability to achieve its current strategic and business plans, with particular focus on its impact on the growth component of our Reset and Grow strategy.
- Monitoring the oversight of technology and information governance and digital transformation by the Board Committees to which this responsibility is allocated.
- Ongoing executive and Board succession planning.
- Monitoring the implementation of the Employee share ownership scheme.

What kept our Fair Practices Committee busy this year

- Assessing the impact and monitoring the effects of the Covid-19 pandemic on market conduct practices, particularly in relation to treating customers fairly.
- Monitoring compliance on discretionary participation business with the principles and practices of financial management.

What kept our Fair Practices Committee busy in F2021

- Ongoing monitoring of the impact of the Covid-19 pandemic on market conduct practices, particularly in relation to treating customers fairly.
- Ensuring that market conduct matters are adequately considered and addressed as part of the product management control cycle.

VALUE CREATION THROUGH GOOD GOVERNANCE

What kept our Audit Committee busy this year	What will keep our Audit Committee busy in F2021
<ul style="list-style-type: none"> Monitoring the Group's readiness for the introduction of IFRS 17 – Insurance Contracts. The transition from PricewaterhouseCoopers Inc (PwC) to Ernst & Young Inc. (EY) as the new external audit firm. An ongoing focus on the effectiveness and adequacy of the internal control environment, with specific reference to the Group's businesses outside South Africa. Addressing changes to the JSE Listings Requirements, as well as guidance issued by the JSE in respect of matters relating to the Committee. These matters include assessing the impact of the Covid-19 pandemic on financial reporting, as well as responding to its satisfaction to the JSE's review of the company's 2019 results in terms of its proactive monitoring process. 	<ul style="list-style-type: none"> Ongoing focus on the quality of financial reporting and systems of financial control. Ongoing monitoring of the Group's readiness for the introduction of IFRS 17. Considering the ability of the Group to achieve greater combined assurance and reliance by external audit on the work of internal audit. A deeper dive into the strength and capacity of the finance skills at a Group and business unit level. Continue to monitor the impact of the Covid-19 pandemic on financial reporting.
What kept our Risk, Capital and Compliance Committee busy this year	What will keep our Risk, Capital and Compliance Committee busy in F2021
<ul style="list-style-type: none"> Monitoring the impact of the Alexander Forbes Insurance business acquisition and dividend distributions on solvency and liquidity. Assessing the impact of the Covid-19 pandemic on capital management, solvency, liquidity and earnings. Business continuity management under the Covid-19 pandemic and lockdown. Reviewing the adequacy and appropriate monitoring of technology and information governance. Monitoring of system migrations being undertaken. Review of the regulatory required Group policies (ORSA policy, market risk policy, credit risk policy, operational risk policy, fraud risk management policy, capital management policy, liquidity policy). 	<ul style="list-style-type: none"> Review of the Group risk appetite statements and risk strategy. Monitoring the impact of the Covid-19 pandemic on capital management, solvency, liquidity and earnings (including the impact on dividends and other capital distributions). Monitoring of information technology governance, information security and cyber risk . Monitoring the impact of the Covid-19 pandemic and remote working on people risk. Ongoing review of regulatory required Group policies and compliance with all relevant legal and regulatory requirements.
What kept our Social, Ethics and Transformation Committee busy this year	What will keep our Social, Ethics and Transformation Committee busy in F2021
<ul style="list-style-type: none"> Ongoing monitoring of the diversity and inclusion programme. Ongoing monitoring of ethics in the Group and steps taken to safeguard the Group from the risk of commercial crime, corruption and unethical or inappropriate behaviour of our employees. Monitoring Group progress in terms of Financial Sector Charter targets. Monitoring of our progress to mitigate and adapt to climate change. 	<ul style="list-style-type: none"> Monitoring the implementation of the Group transformation strategy, with particular focus on the diversity and inclusion programme. Monitoring the implementation of our new five-year employment equity plan and progress made in achieving other Financial Sector Charter targets . Continual monitoring of ethics matters within the Group, in the spirit of promoting ethical conduct by our employees and embedding an ethical culture. Monitoring of our progress to mitigate and adapt to climate change. Review of proposed sustainability framework.

What kept our Actuarial Committee busy this year	What will keep our Actuarial Committee busy in F2021
<ul style="list-style-type: none"> Reviewing various aspects of the IFRS, embedded value and statutory reporting basis and results for the Group's other entities. Reviewing the actuarial aspects of the Group's preparations for the implementation of IFRS 17. Oversight of product management matters within the Group. Overseeing the management of the discretionary participation business, including bonus distribution to policyholders, particularly in response to the significant decline in asset values and associated decreases in funding levels following the market moves in March. Assessing the impact of the Covid-19 pandemic on actuarial valuations and the adequacy of provisions established for this purpose. 	<ul style="list-style-type: none"> Reviewing various aspects of the IFRS, embedded value and statutory reporting basis and results for the Group's other entities. Reviewing the actuarial aspects of the Group's preparations for the implementation of IFRS 17. Oversight of product management matters within the Group. Overseeing the management of the discretionary participation business, including bonus distribution to policyholders. Monitoring the impact of the Covid-19 pandemic on actuarial valuations and monitoring actual experience against provisions created.
What kept our Investments Committee busy this year	What will keep our Investments Committee busy in F2021
<ul style="list-style-type: none"> The committee focused its second year in operation on embedding its mandate as given by the Board. Detailed review of existing key strategic investments. Detailed assessment, interrogation and subsequently final recommendation to the Board regarding the Momentum Insurance (Formerly AFI) acquisition and other smaller acquisitions. Assessment of the appropriateness of the investment hurdle rate framework. Assessment of Group funding and gearing position. Assessing the impact of the Covid-19 pandemic on key Group investments. 	<ul style="list-style-type: none"> Detailed review and monitoring of existing key strategic investments to ensure delivery against base case business plans. Development and alignment of Group investment strategy to the MMH corporate strategy. Finalisation of the appropriateness of the risk-return framework. Ensuring the Group maintains prudent gearing levels in light of the expected challenging macro environment exacerbated by the Covid-19 pandemic. Continue to monitor the impact of the Covid-19 pandemic on Group investments and develop mitigation strategies.
What kept our Nominations Committee busy this year	What will keep our Nominations Committee busy in F2021
<ul style="list-style-type: none"> Succession planning for the Board and its committees and in particular: <ul style="list-style-type: none"> preparing for the appointment of a new Chairman ensuring the phased rotation of board members that have served for nine years improving diversity. Initiated and considered the results of comprehensive psychometric assessments of the Group executives. Reviewing the mandate of the Board committees in respect of technology and information governance. Embedding a Group policy on the promotion of broader diversity for the Board. 	<ul style="list-style-type: none"> Ongoing succession planning for the Board and its committees. Ongoing succession planning for the significant subsidiaries of the Group. Conducting performance assessments of the Board and its committees. The Board development programme. Succession planning at Executive management level for the Group and its subsidiaries.
What kept our Remuneration Committee busy this year	What will keep our Remuneration Committee busy in F2021
<ul style="list-style-type: none"> Approval of the long-term incentive scheme rule changes to allow for the claw back of incentive payments made after September 2019. Review of the financial impact of Covid-19 (and the resulting lockdown), on: <ul style="list-style-type: none"> the annual increase process the short-term incentive pool determination its impact on the share scheme performance conditions for tranches in issue. Approving the performance criteria applicable to the October 2020 long-term incentive scheme allocation. 	<ul style="list-style-type: none"> Ongoing assessment of the impact of the Covid-19 pandemic on the remuneration practices, especially forward-looking target-setting and the mix between short- and long-term incentives. Develop an ethical pay framework, including tools in terms of which progress in pay equity and fairness can be measured. Monitoring the implementation of the remuneration aspects of the proposed employee share ownership scheme plan. Assessing the impact of the changing world of work, most notably remote work, and the increased use of contract and variable time workers, on our remuneration practices.

Momentum Metropolitan's Board committees report quarterly to the Board on their statutory duties and Board-assigned responsibilities. Their responsibilities are set out in their terms of reference, which are regularly reviewed and are available from our Company Secretariat.

All our committees comply with the independence requirements on membership.

Audit Committee

The Committee's oversight responsibilities, delegated to the Committee by the Board include:

- the integrity of financial reporting
- the internal audit function, including the annual internal audit plan as well as objectivity and performance of the function
- assessment of the internal control environment
- combined assurance
- expense and budget variance control
- external audit, including independence and audit quality.

Risk, Capital and Compliance Committee

The Committee:

- ensures that the Group has an effective risk management system that will enhance achievement of its strategic objectives
- provides oversight on the quality, integrity and reliability of the Group's risk and compliance management processes, as well as the reliability of the balance sheet management processes
- monitors the Group's risk profile and ensures that material risks are identified and escalated appropriately.
- monitors the Group's risk appetite exposure, and current and forward-looking solvency position
- monitors capital management and optimal allocation of capital across the Group
- provides oversight of technology and information governance.

Social, Ethics and Transformation Committee

The Committee has oversight of:

- economic development
- combating fraud and corruption
- broad-based black economic empowerment
- employment equity
- employee and public safety and health
- stakeholder relations
- skills development
- organisational ethics
- environmental impact
- community development
- human rights.

Actuarial Committee

The Committee, which acts as an advisory forum for the Board and its committees on actuarial and related technical matters:

- assists the Board in discharging its fiduciary duties to policyholders and shareholders
- assists the heads of the actuarial function to fulfil their professional and statutory duties
- oversees the integrity and correctness of actuarial statements and reporting, including the overall methodology and assumptions used to value the assets and liabilities underlying the statutory and published valuations, as well as embedded value results
- considers the projected valuation results over the business planning period as part of the ORSA process
- reviews and approves bonus declarations on discretionary participation policies on behalf of the Board
- ensures that details of the design features and pricing of new products and product revisions are regularly reviewed.

Fair Practices Committee

The Committee:

- has oversight of the fair treatment of clients and provides direction in this regard
- acts as a discretionary participation committee and governance forum for matters relating to market conduct obligations
- Oversight of the implementation and improvement of market conduct practices
- Oversight of the effectiveness of the complaints and claims management policies and practices
- Ongoing collaboration with SETC on compliance with relevant legislation

Investments Committee

The purpose of the Committee is to:

- set direction on investment criteria to be met for any new investments, disposals, acquisitions, mergers and new initiatives
- approve investment objectives and guidelines
- monitor the Group's investment and funding activities, compliance and results
- oversee post-investment monitoring
- act as a sounding board for the Risk, Capital and Compliance Committee and Executive committees on investment matters
- review the systems of internal control and management of risks relating to investments, disposals, acquisitions, mergers and new initiatives.

Nominations Committee

The Committee ensures that there is an appropriate process of corporate governance in fulfilling the following responsibilities:

- the appointment and removal of non-executive and executive directors, as well as other key positions within the Group
- overseeing succession and performance assessment programme for the Board and its committees
- overseeing the legislative conflict of interest procedures and the governance frameworks
- overseeing the mandate of the various Board Committees and alignment with their Terms of Reference
- reviewing, from time to time, the balance of skills and experience in the composition of the Board
- assessing the competence and experience of the Company Secretarial function and reporting the outcome to the Board.

Remuneration Committee

The Committee supports the Board's efforts to ensure that the Group remunerates fairly, responsibly and transparently so as to promote the achievement of strategic objectives and positive outcomes in the short, medium and long term. The Committee:

- ensures the Group's remuneration policies and practices are designed to align performance with reward and to attract and retain the right talent
- reviews key human resource practices, policies and strategies to ensure the organisation remunerates fairly and responsibly
- ensures transparent, accurate and complete remuneration disclosures in line with best practice.
- Please refer to the remuneration review on page 93 of this report.



MEETING ATTENDANCE FOR BOARD AND COMMITTEE MEETINGS

MEETINGS HELD	Legend =									
	SOCIAL, ETHICS & TRANSFORMATION	FAIR PRACTICES	RISK, CAPITAL & COMPLIANCE	AUDIT	ACTUARIAL	NOMINATIONS	REMUNERATION	INVESTMENT	BOARD	
MEETINGS HELD	5*	5	5**	3	3	4**	4	4	7***	
JJ Njeke Chair of Board and Nominations Committee	5/5						4/4			
Hillie Meyer	5/5				3/3		4/4			
Jeanette Cilliers (Marais)	5/5									
Risto Ketola	5/5		5/5						7/7	
Lisa Chiume	5/5			2/2 ⁵		2/2 ²			7/7	
Peter Cooper Chair of Remuneration Committee	5/5			3/3			4/4		6/7	
Fatima Daniels	5/5	5/5					4/4			
Linda de Beer Chair of Audit Committee	5/5	5/5 ⁵					4/4			
Stephen Jurisich Chair of Actuarial and Fair Practices committees	5/5		5/5			4/4				
Kgaugelo Legoabe-Kgomari	5/5 ⁷					2/2 ⁷			3/3 ⁵⁷	
Niel Krige	1/1 ¹		1/1 ¹							
Jabu Moleketi	1/1 ¹			1/1 ¹	1/1 ¹					
Sello Moloko	5/5			2/2 ⁵			4/4		7/7	
Sharron McPherson	5/5				2/3					
Vuyisa Nkonyeni Chair of Investments Committee	5/5						3/4		7/7	
David Park	3/3 ³		5/5		1/1 ⁶		4/4			
Khehla Shubane Chair of Social, Ethics and Transformation Committee	5/5				3/3	4/4				
Frans Truter Chair of Risk, Capital and Compliance Committee	5/5	5/5 ⁴		3/3			4/4	4/4		
Johan van Reenen	5/5			3/3			4/4			

* Special Board meeting held 11 May 2020 in respect of Covid-19

** Special Combined Actuarial and Fair Practices meeting held 27 March 2020

*** Special Investment meetings held 8 July 2019, 10 October 2019 and 27 March 2020

¹ Resigned 26 November 2019

² Resigned 29 November 2019

³ Appointed 1 December 2019

⁴ Chair resigned 2 January 2020 but remained a member

⁵ Chair appointed 2 January 2020

⁶ Appointed 2 January 2020

⁷ Resigned 30 June 2020

Hillie Meyer



Jeannette Cilliers (Marais)



Risto Ketola



Our Executive team

Hannes Viljoen



Zureida Atkinson (Ebrahim)



Peter Tshiguvho



Johann Le Roux



Herman Schoeman



Jan Lubbe



Dumo Mbethe



Nontokoza Madonsela



Zureida Atkinson (Ebrahim) 43

CEO: Client Engagement Solutions – Momentum Multiply, Multiply Money and Momentum iX

Qualifications:

BCom (Economics and Law), Management Advancement Programme, Strategic Marketing Management, Executive Leadership Development Programme

Appointment:

1 May 2016

Experience:

Since joining Momentum, Zureida has been responsible for setting up an employer services function, operations for a joint venture between Momentum and FNB and, before taking on her current role, she was accountable for client service and client management for Momentum as well as the Momentum digital channels. In her current role she is involved in integrating Momentum Multiply, our wellness and rewards propositions, into the Momentum client value proposition as well as building our new transactional banking business. Her portfolio includes our client digital, insights and analytics capabilities for Momentum.

Key strengths:

- Strategy
- Partnerships
- Fintech
- Product development
- Client engagement
- Digital transformation
- Start-ups

Johann Le Roux 53

CEO: Momentum Life Insurance, Momentum Financial Planning, Legacy Solutions and Momentum Retail: Channel Delivery and Platforms and IT Foundation

Qualifications:

BSc (Mathematical Statistics) (Hons), MBA, Fellow of the Actuarial Society of South Africa

Appointment:

1 April 2018

Experience:

Johann originally joined Momentum in 1998 as a member of the corporate actuarial team. He went on to become involved in life product development and the management of Momentum's life insurance business. In 2005 he became a member of the Momentum leadership team and assumed executive responsibility for legacy and new generation insurance, savings solutions and sales and distribution functions. In 2010 he became CEO of Momentum Retail. Having retired from full-time executive responsibilities in 2011, he continued to assist the Group with a number of strategic initiatives before taking up his current role in 2018.

Key strengths:

- Strategy
- Business transformation
- Insurance
- Financial planning
- Intermediary distribution

Jan Lubbe 49

Chief Risk Officer

Qualifications:

MCom, MBA, CA(SA)

Appointment:

21 November 2013

Experience:

Jan joined the Momentum Metropolitan Group as Chief Risk Officer in 2013, having previously served as Chief Risk Officer at Barclays Africa and FirstRand Limited. Having started his career at KPMG (Pretoria and London) where he became a senior manager, he joined Goldman Sachs as an executive director. He received the Institute of Risk Management's Santam Risk Manager of the Year Award in 2006.

Key strengths:

- Audit
- Governance
- Industry insight
- Strategy
- Risk management

Nontokoza Madonsela 41
 Chief Marketing Officer

Qualifications:
 BCom (Marketing)

Appointment:
 9 October 2017

Experience:
 Nontokoza has specialised in marketing and brand strategy, creative development process, delivery of brand and corporate identity and strategic execution of advertising and marketing campaigns during her over 19 years of experience in brands and marketing. She was formerly Executive Head of Marketing for Personal and Business Banking at Standard Bank, having previously worked in the transport, telecommunications, insurance and fastmoving consumer goods industries.

Key strengths:

- Strategy
- Brand transformation
- Team culture transformation
- Digital marketing
- Reputation management

Dumo Mbethe 39
 CEO: Momentum Corporate and aYo Joint Venture shareholder representative

Qualifications:
 BCom (Accounting and Information Systems), BCom Hons, CA(SA)

Appointment:
 12 September 2019

Experience:
 Dumo has 17 years' experience in the financial services industry, approximately 11 of which have been at executive level. He joined the Group in 2017 from Old Mutual, where he was General Manager – Member Solutions in the Corporate business. Before being appointed to his current position, he was CEO of Momentum Metropolitan Africa. Dumo has served on various country-level boards within Momentum Metropolitan Holdings Limited and is currently a non-executive director for the Metropolitan International Holdings and Metropolitan Internal Support Board of Directors. Externally, he is also a member of the Actuarial Governance Board, which oversees the professional conduct of actuaries in South Africa.

Key strengths:

- Strategy
- Managing across multiple jurisdictions
- Stakeholder management
- Insurance (life, health, short-term)

Herman Schoeman 57
 CEO: Non-Life Insurance
 CEO: Guardrisk Group

Qualifications:
 BCom, MBA

Appointment:
 1 July 2014

Experience:
 Herman joined Guardrisk in 1999, having previously worked for the Financial Services Board for 10 years during which he became Director: Short-term Insurance and served on the Minister of Finance's advisory committee on short-term insurance. He has also served as a member of the Ombudsman for the Short-term Insurance Board and was a member of the SASRIA Board. He is currently a member and the Deputy Chairman of the Board of the South African Insurance Association (SAIA). He joined the Group to head up short-term insurance following its acquisition of the Guardrisk business.

Key strengths:

- Leadership
- Long-term strategy
- Financial services industry relationships
- Corporate client relationships

Peter Tshiguvho 54
 CEO: Metropolitan Life

Qualifications:
 BA (Psychology), MBA, CFP

Appointment:
 27 February 2018

Experience:
 Peter has extensive financial services distribution experience having previously fulfilled various distribution-related roles across lower income and affluent markets and across different product segments, both in South Africa and the Rest of Africa. Before joining Metropolitan he was the Head of Corporate and Public Worksites for Old Mutual, having previously been responsible for sales and distribution in the Rest of Africa countries where Old Mutual had a presence.

Key strengths:

- Strategy
- Life insurance
- Insurance sales and distribution
- Diversity and transformation drive
- Interpersonal business relationships

Hannes Viljoen 58
 CEO: Momentum Metropolitan Health

Qualifications:
 MChD (Public Health Care), DHA (Health Administration), MBL

Appointment:
 1 September 2019

Experience:
 Hannes has over 25 years' experience in the South African health sector. A qualified dentist, he achieved his Master's in Public Health and Health Administration (University of Pretoria), which equipped him to understand the intricacies and nuances of the South African health economics landscape. After years as an entrepreneur in the health sector, including starting the National Hospital Network and founding Ingwe HPO, he co-founded Pulz in 2003 and built it into what Momentum Metropolitan Health is today.

Key strengths:

- Health economics
- Entrepreneur
- Health strategy