

*Leveraging **quality,*** **accelerating** **growth**

Notice of Annual General Meeting 2026



Live with confidence

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Financial overview

Shaping our future with confidence

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Touching **96 million** lives⁽¹⁾ with 107 years of client service history

Largest insurer in Africa

listed on the JSE, A2X and NSX with market capitalisation of R209 billion at 31 December 2025

Well-experienced, diverse board

29% female directors (2024: 33%), 59% black directors (2024: 61%)

Our major shareholders

15,17% Public Investment Corporation
13,81% Ubuntu-Botho Investments (Pty) Limited
4,73% BlackRock Inc
4,34% Ninety One Plc

⁽¹⁾ Lives touched includes policy beneficiaries and dependants.

Net result from financial services:

R15,9 billion

+20% on a normalised basis

Adjusted return on group equity

value per share: **15,7%**

above hurdle of 14,7%

Group economic solvency ratio:

183%

Dividends paid to shareholders

485 cents per share

9% up on 2024

Included in the

FTSE4Good Index Series

recognising sound ESG practices

AAA MSCI ESG rating



Group Company Secretary's note

Dear shareholder

The Sanlam Limited annual general meeting notice (the **notice**) and supporting documentation for the year ended 31 December 2025 are attached hereto. The notice is accompanied by explanatory notes setting out the reasons for, and the effect of all, proposed ordinary and special resolutions therein.

Your participation is important to us, and we want to ensure that the meeting is accessible and convenient for all shareholders. Accordingly, we will offer virtual access to the annual general meeting, with full voice integration, allowing shareholders to view the proceedings, speak and ask questions in real time and cast their votes on the shareholders' resolutions. If you are unable to participate via electronic means, we encourage you to vote by proxy by following the instructions provided in the shareholders' guide and in the enclosed proxy form.

We are confident that the approach of an electronic participation meeting will provide a good opportunity for shareholders to participate effectively in the annual general meeting, especially for our foreign-based shareholders.

We would like to respond to as many shareholders' questions as possible during the meeting in a way that aims to best recognise the interests of all shareholders. To assist with this, we ask that you help us to obtain questions from as many shareholders as possible by keeping your questions succinct, focused on and relevant to the business of the meeting.

The annual financial statements and reporting suite are available on the company's website at www.sanlam.com/financial-reporting.

Yours sincerely

Adela Fortune

Group Company Secretary

Reports for the year ended 31 December 2025 referred to in this notice are listed below and have been accessible on our website from 12 March 2026 via the links below:



Annual financial statements



Corporate governance and King IV™ disclosure report



Remuneration report



Sustainability report



Integrated report

Chair's letter to shareholders

Dear shareholder

I am pleased to extend this notice for the 2026 annual general meeting of Sanlam Limited (Sanlam).

As we reflect on the past year, I am proud to report that Sanlam has once again delivered an excellent performance, underpinned by consistent strength across key metrics. Our diversified portfolio continues to be a core competitive advantage, enabling resilience and positioning us for long-term growth.

The years 2023 and 2024 were marked by a series of important acquisitions, and 2025 has been a year of strong integration and implementation. We are pleased to say that these efforts are bedding down well – we are already seeing the benefits of integration take effect and are excited for what the future holds. We reflect on key transactions completed since our last Notice of AGM:

- The group increased its shareholding in Shriram General Insurance and Shriram Life Insurance, which will become effective in 2026. Following completion, Shriram Life Insurance will be classified as a subsidiary of the group.
- The fulfilment of conditions precedent and subsequent implementation of the MultiChoice business allowing Sanlam to further expand its footprint in key African markets particularly in the health and insurance sectors.
- The establishment of a long-term active asset management relationship with Ninety One. This deepens Sanlam's investments capabilities, giving clients access to global expertise and strengthening our position in the high-growth asset management space.
- Oversaw the launch of Santam Llyod's syndicate, "Syndicate 1918", in London.
- Allianz Europe BV increased its shareholding in SanlamAllianz Africa (Pty) Ltd to 49%. The move reinforces confidence in the JV, boosted capital strength, and enhanced access to global insurance expertise for faster African market growth.
- In addition to key transactions, Sanlam continues to lead on several strategic non-transactional fronts:
 - The launch of the Sanlam ESG Barometer reflects Sanlam's leadership in sustainable investing and corporate responsibility. It offers key insights into South African companies' ESG performance, helping to guide investors and enhance transparency. For Sanlam, this reinforces our reputation as a responsible steward of capital and strengthens trust with institutional clients, regulators and the public.
 - Sanlam's leadership role in B20/G20 – As a leading voice in the B20—the official business community engagement forum for the G20—Sanlam has helped shape global policy on inclusive economic growth, sustainable finance and digital innovation. This positioning elevates our global influence, strengthens stakeholder relationships and aligns our strategy with global best practices and policy direction.
 - Renewal of the Sanlam Cape Town Marathon sponsorship – continuing our title sponsorship of Africa's only elite-label marathon deepening our brand visibility, enhancing our community engagement, and promoting a healthy, active lifestyle.

Sanlam's journey forward is one of strategic execution, disciplined growth, and purpose-driven impact. As we continue to integrate, innovate, and lead, we remain deeply committed to delivering sustainable value for our shareholders and stakeholders.

Yours sincerely

Temba Mvusi

Chair of the board

Notice of annual general meeting 2026

Sanlam Limited

(Incorporated in the Republic of South Africa)

(Registration number: 1959/001562/06)

JSE/A2X share code: SLM

NSX share code: SLA

ISIN: ZAE000070660

(the **company** or **Sanlam**)

Notice is hereby given to the shareholders of Sanlam recorded in the company's securities register on Friday, 20 March 2026 that the 28th annual general meeting (**AGM**) of the shareholders of Sanlam will be held entirely by electronic participation on Wednesday, 10 June 2026 at 14:00 (South African standard time) subject to any cancellation, postponement or adjournment (the **meeting**^{*}) to: (i) deal with such business as may lawfully be dealt with at the meeting; and (ii) consider and, if deemed fit, adopt, with or without modification, the ordinary and special resolutions set out hereunder in the manner required by the Companies Act, No. 71 of 2008, as amended (the **Companies Act**), the Companies Regulations, 2011, as amended (**Companies Regulations**) and the JSE Limited Listings Requirements, as amended (the **JSE Listings Requirements**), as well as, where applicable, the Namibian Securities Exchange Listings Requirements, as amended, and the A2X Listings Requirements, as amended. For purposes of the A2X Listings Requirements, it is noted that the JSE is the company's host exchange.

The board of directors (the **board**) has, in accordance with section 62(3)(a) as read with section 59(1)(b) of the Companies Act, determined that shareholders recorded in the company's securities register as at the voting record date of Friday, 29 May 2026 are entitled to participate in and vote at the AGM. Accordingly, the last day to trade in Sanlam shares in order to be recorded in the securities register to be entitled to participate in and vote at the AGM will be Tuesday, 26 May 2026.

A shareholders' guide is available on page 21 of this booklet to assist and provide meeting participation guidelines.

Quorum, voting requirements and resolutions

The quorum necessary for the commencement of the AGM shall be sufficient persons present to exercise, in aggregate, at least 25% of all voting rights that are entitled to be exercised in respect of at least one matter to be decided at the AGM but the meeting may not begin unless, in addition, at least three shareholders entitled to vote are present.

The percentage of voting rights required to pass the ordinary resolutions is more than 50% of the voting rights exercised and the percentage of voting rights required to pass the special resolutions is at least 75% of the voting rights exercised thereon.

* *The meeting will start promptly at 14:00 (South African standard time). Due to the electronic voting system, no late registrations will be allowed on the day.*

Notice of annual general meeting 2026 continued

A shareholder entitled to participate in, speak and vote at the meeting may appoint a proxy to participate, speak and vote in his or her stead. **Shareholders are referred to the form of proxy included with this notice of AGM. A proxy need not also be a shareholder of the company, and the proxy may not delegate the authority granted to his/her proxy.**

Voting will be by way of a poll, and every shareholder of the company, present or represented by proxy, shall have one vote for every share held in the company by such shareholder and if so exercised. Equity shares held by a share trust or scheme of the company, and any unlisted securities will not have their votes taken into account for the purposes of resolutions passed in terms of the JSE Listings Requirements.

Any person attending or participating in the AGM must present reasonably satisfactory identification (i.e., identity document, driver's licence or passport) and the person presiding at the meeting must be reasonably satisfied that the right of any person to participate in and vote (whether as shareholder or as proxy for a shareholder) has been reasonably verified.

Presentation to shareholders

Presentation of the annual financial statements

The consolidated audited annual financial statements (**AFS**) of Sanlam and its subsidiaries, together with the reports of the Sanlam board of directors (the **board**), the independent auditors and the audit, actuarial and finance committee (**audit committee**) for the year ended 31 December 2025, required in terms of section 30(3)(d) of the Companies Act, have been published to shareholders as required, and are hereby presented to shareholders as required in terms of section 61(8)(a) of the Companies Act. The AFS can be found on the company's investor relations website at: www.sanlam.com/financial-reporting. The group finance director and chair of the audit committee will be present at the AGM to answer any questions you may have.

Presentation of the social, ethics and sustainability committee report

The report by the social, ethics and sustainability committee has been published to shareholders as part of the integrated reporting suite. The report can be found on Sanlam's investor relations website at www.sanlam.com/financial-reporting. The chair of the social, ethics and sustainability committee will be present at the AGM to answer any questions you may have.

The sustainability report

The sustainability report can be found on the company's website (www.sanlam.com/financial-reporting). This is tabled in terms of regulation 43(5)(c) of the Companies Regulations.

Presentation of the remuneration report

The remuneration report can be found on the company's website (www.sanlam.com/financial-reporting). This is tabled in terms of section 61(8)(a)(v) of the Companies Act. The Chair of the Human Resource and Remuneration committee will be present at the AGM to answer any questions you may have.

Notice of annual general meeting 2026 continued

Ordinary resolutions

To consider and, if approved, to pass, with or without modification, the following 11 ordinary resolutions:

1. Ordinary resolution number 1 – Presentation of the Sanlam annual reporting suite including the annual financial statements

To present, consider and accept the Sanlam annual reporting suite for the year ended 31 December 2025, that has been distributed to shareholders as required, including the consolidated audited financial statements for the company and its subsidiaries, as well as the joint auditors' and the audit committee and directors' reports. The 2025 Sanlam annual reporting suite is available online at www.sanlam.com/financial-reporting.

Reason and effect

The reason for and effect of ordinary resolution number 1 is to give Sanlam shareholders the opportunity to formally consider and accept Sanlam's annual reporting suite, including the consolidated audited financial statements of the company as required by section 30(3)(d) of the Companies Act.

2. Ordinary resolution number 2 (comprising ordinary resolutions numbers 2.1 – 2.2) – Reappointment of joint external auditors for the 2026 financial year

By way of separate ordinary resolutions:

- 2.1 To reappoint KPMG Inc., as nominated by the company's audit committee, as joint independent auditor of the company to hold office until the conclusion of the next AGM of the company. It is to be noted that Zola Beseti is the individual and designated joint auditor who will undertake the company's joint audit for the financial year ending 31 December 2026.
- 2.2 To reappoint PricewaterhouseCoopers Inc., as nominated by the company's audit committee, as joint independent auditor of the company to hold office until the conclusion of the next AGM of the company. It is to be noted that Mrs Alsue du Preez is the individual and designated auditor who will undertake the company's joint audit for the financial year ending 31 December 2026.

Reason and effect

The reason for ordinary resolution number 2 is that the Companies Act and the JSE Listings Requirements require the appointment or reappointment of the company's auditors each year at the AGM of the company.

The effect of ordinary resolutions numbers 2.1 and 2.2 is that KPMG Inc. and PricewaterhouseCoopers Inc. shall be reappointed as the independent joint auditors of the company on the terms proposed in the resolution.

Notice of annual general meeting 2026 continued

3. Ordinary resolution number 3 (comprising ordinary resolution numbers 3.1 – 3.2) – Appointment of two new independent non-executive directors

By way of separate resolutions:

- 3.1 To elect Mr Alexander Maditsi to be appointed to the board as an independent non-executive director in terms of clause 26 of the company's memorandum of incorporation (MOI), being eligible and offering himself for election.
- 3.2 To elect Ms Charlotte Mokoena to be appointed to the board as an independent non-executive director in terms of clause 26 of the company's MOI, being eligible and offering herself for election.

Reason and effect

The reason for and effect of ordinary resolutions numbers 3.1 and 3.2 is to elect Mr Alexander Maditsi and Ms Charlotte Mokoena to be appointed as independent non-executive directors in terms of the company's MOI.

Biographies of these independent non-executive directors can be found on page 18 of this notice.

We refer shareholders and noteholders to the announcement released on SENS on 25 March 2026 and wish to confirm that the appointments of Mr Alexander Maditsi and Ms Charlotte Mokoena were done in accordance with the company's policy for selection and (re) appointment of directors.

4. Ordinary resolution number 4 – Re-election of non-executive directors

To individually, each by way of a separate vote, re-elect the following non-executive directors (ordinary resolution numbers 4.1 to 4.3) of the company, who retire by rotation in terms of clause 26.2 of the company's MOI, noting that not all directors have offered to be re-elected.

- 4.1 **Ordinary resolution number 4.1 – Re-election of Mr Elias Masilela as an independent non-executive director**
To re-elect Mr Elias Masilela, who retires by rotation in terms of clause 26.2 of the company's MOI, being eligible and offering himself for re-election.
- 4.2 **Ordinary resolution number 4.2 – Re-election of Ms Mathukana Mokoka as an independent non-executive director**
To re-elect Ms Mathukana Mokoka, who retires by rotation in terms of clause 26.2 of the company's MOI, being eligible and offering herself for re-election.
- 4.3 **Ordinary resolution number 4.3 – Re-election of Mr Nicolaas Kruger as independent non-executive director**
To re-elect Mr Nicolaas Kruger, who retires by rotation in terms of clause 26.2 of the company's MOI, being eligible and offering himself for re-election.

Notice of annual general meeting 2026 continued

4. Ordinary resolution number 4 – Re-election of non-executive directors continued

Reason and effect

The reason for and effect of ordinary resolution numbers 4.1 to 4.3 is to re-elect the above non-executive directors who retire by rotation in terms of clause 26.2 of the company's MOI and to note the directors who retire by rotation but have not offered themselves for re-election.

Biographies of these independent non-executive director can be found on pages 18 to 20 of this notice.

To note the retirement of Ms Karabo Nondumo

To note and accept that Ms Karabo Nondumo retires by rotation in terms of clause 26.2 of the company's MOI. Ms Nondumo has not offered herself for re-election to the board on the basis of having surpassed a nine-year tenure on the board. Accordingly, Ms Nondumo retires from the board with effect from the conclusion of the AGM.

The board expresses its appreciation to Karabo for her contribution during her tenure as a director of the company.

To note the retirement of Mr Andrew Birrell

To note and accept that Mr Andrew Birrell retires by rotation in terms of clause 26.2 of the company's MOI. Mr Birrell has not offered himself for re-election to the board. Shareholders are to note that Mr Birrell will cease to hold office as a director with effect from the conclusion of the AGM.

The board expresses its appreciation to Mr Birrell for his contribution during his tenure as a director of the company.

5. Ordinary resolution 5 – Election of the members of the Sanlam social, ethics and sustainability committee

To individually, each by way of a separate vote, elect the following independent non-executive directors (ordinary resolutions 5.1 to 5.5) of the company as the members of the Sanlam social, ethics and sustainability committee until the conclusion of the company's next AGM.

5.1 Ordinary resolution number 5.1 – Appointment of Ms Ndivhuwo Manyonga as a member of the social, ethics and sustainability committee

To elect Ms Ndivhuwo Manyonga as a member of the social, ethics and sustainability committee with effect from the conclusion of the AGM at which this resolution is passed until the conclusion of the company's next AGM.

5.2 Ordinary resolution number 5.2 – Appointment of Ms Mathukana Mokoka as a member of the social, ethics and sustainability committee

Subject to the passing of ordinary resolution 4.2, to elect Ms Mathukana Mokoka as a member of the social, ethics and sustainability committee with effect from the conclusion of the AGM at which this resolution is passed until the conclusion of the company's next AGM.

Notice of annual general meeting 2026 continued

5. Ordinary resolution 5 – Election of the members of the Sanlam social, ethics and sustainability committee *continued*

5.3 Ordinary resolution number 5.3 – Appointment of Mr Kobus Möller as a member of the social, ethics and sustainability committee

To elect Mr Kobus Möller as a member of the social, ethics and sustainability committee with effect from the conclusion of the AGM at which this resolution is passed until the conclusion of the company's next AGM.

5.4 Ordinary resolution number 5.4 – Appointment of Mr Ebenezer Essoka as a member of the social, ethics and sustainability committee

To elect Mr Ebenezer Essoka as a member of the social, ethics and sustainability committee with effect from the conclusion of the AGM at which this resolution is passed until the conclusion of the company's next AGM.

5.5 Ordinary resolution number 5.5 - Appointment of Ms Charlotte Mokoena as a member of the social, ethics and sustainability committee

Subject to the passing of ordinary resolution 3.2, to elect Ms Charlotte Mokoena as a member of the social, ethics and sustainability committee with effect from the conclusion of the AGM at which this resolution is passed until the conclusion of the company's next AGM.

The board recommends the election of these independent non-executive directors to serve on the social, ethics and sustainability committee.

Reason and effect

The reason for and effect of ordinary resolution numbers 5.1 to 5.5 is that the members of the social, ethics and sustainability committee of the company, being a statutory committee, are required in terms of section 72(9)(A)(a) of the Companies Act to be appointed by the shareholders.

Biographies of these independent non-executive director can be found on pages 18 to 20 of this notice.

6. Ordinary resolution number 6 – Election of the members of the Sanlam audit committee

To individually, each by way of a separate vote, elect the following independent non-executive directors (ordinary resolution numbers 6.1 to 6.5) of the company as the members of the Sanlam audit committee until the conclusion of the company's next AGM.

6.1 Ordinary resolution number 6.1 – Appointment of Mr Nicolaas Kruger as a member of the audit committee

Subject to the passing of ordinary resolution 4.3, to elect Mr Nicolaas Kruger as a member of the audit committee with effect from the conclusion of the AGM at which this resolution is passed until the conclusion of the company's next AGM.

Notice of annual general meeting 2026 continued

6. Ordinary resolution number 6 – Election of the members of the Sanlam audit committee continued

6.2 Ordinary resolution number 6.2 – Appointment of Ms Mathukana Mokoka as a member of the audit committee

Subject to the passing of ordinary resolution 4.2, to elect Ms Mathukana Mokoka as a member of the audit committee with effect from the conclusion of the AGM at which this resolution is passed until the conclusion of the company's next AGM.

6.3 Ordinary resolution number 6.3 – Appointment of Mr Kobus Möller as a member of the audit committee

To elect Mr Kobus Möller as a member of the audit committee with effect from the conclusion of the AGM at which this resolution is passed until the conclusion of the company's next AGM.

6.4 Ordinary resolution number 6.4 – Appointment of Ms Ndivhuwo Manyonga as a member of the audit committee

To elect Ms Ndivhuwo Manyonga as a member of the audit committee with effect from the conclusion of the AGM at which this resolution is passed until the conclusion of the company's next AGM.

6.5 Ordinary resolution number 6.5 – Appointment of Mr Willem van Biljon as a member of the audit committee

To elect Mr Willem van Biljon as a member of the audit committee with effect from the conclusion of the AGM at which this resolution is passed until the conclusion of the company's next AGM.

The board recommends the election of these independent non-executive directors to serve on the audit committee.

Reason and effect

The reason for and effect of ordinary resolution numbers 6.1 to 6.5 is that the members of the audit committee of the company, being a statutory committee, are required in terms of section 94(2) of the Companies Act to be appointed by the shareholders.

Biographies of these independent non-executive director can be found on pages 18 to 20 of this notice.

7. Ordinary resolution number 7 – Non-binding advisory vote on the company's remuneration policy and the remuneration implementation report

7.1 Ordinary resolution number 7.1 – Non-binding advisory vote on the company's remuneration policy

Resolved that shareholders approve by way of a non-binding advisory vote the company's remuneration policy as set out on pages 7 to 21 of the Sanlam remuneration report (available online at www.sanlam.com/financial-reporting).

Notice of annual general meeting 2026 continued

7. Ordinary resolution number 7 – Non-binding advisory vote on the company's remuneration policy and the remuneration implementation report *continued*

7.2 Ordinary resolution number 7.2 – Non-binding advisory vote on the company's remuneration implementation report

Resolved that shareholders approve by way of a non-binding advisory vote the company's remuneration implementation report as set out on pages 22 to 36 of the Sanlam remuneration report (available online at www.sanlam.com/financial-reporting).

Reason and effect

Paragraph 5.7(k) of the JSE Listings Requirements provide that the remuneration policy and the remuneration implementation report should be tabled every year for separate non-binding advisory votes by shareholders at the company's AGM.

Ordinary resolution numbers 7.1 and 7.2 are of an advisory nature only and failure to pass these resolutions will therefore not have any legal consequences relating to existing arrangements. However, the human resources and remuneration committee and the board will take the outcome of the votes and any comments raised by securities holders into consideration when considering the company's remuneration policy. If 25% or more of the voting rights exercised at the AGM are cast against these resolutions, the board will invite dissenting shareholders to engage with the human resources and remuneration committee on their concerns in line with the provisions of the JSE Listings Requirements.

8. Ordinary resolution number 8 – To place unissued ordinary shares under the control of the directors

To place the authorised but unissued ordinary shares of the company, as well as ordinary shares in Sanlam (**ordinary shares**) held as treasury shares by subsidiaries of the company (**treasury shares**), under the control of the directors of the company, who are hereby authorised, subject to the provisions of Sanlam's MOI, the Companies Act and the JSE Listings Requirements, to allot and issue these unissued shares and/or dispose of these treasury shares in their discretion on such terms and conditions as and when they deem it fit to do so, until the next AGM, provided that:

- the aggregate number of ordinary shares to be allotted and issued, and treasury shares disposed of in terms of this ordinary resolution number 8 is limited to 5% of the number of ordinary shares in issue at the date of this notice of AGM.

Reason and effect

The reason for ordinary resolution number 8 is that the board requires authority from shareholders in terms of the company's MOI to issue shares in the company and/or dispose of treasury shares held by the subsidiaries of the company. This general authority, once granted, allows the board, from time to time, at its discretion until the next AGM, to issue ordinary shares or dispose of treasury shares of the company, subject to the provisions of Sanlam's MOI, the Companies Act and the JSE Listings Requirements. This general authority is subject to the restriction that it is limited to 5% of the number of shares in issue as at the date of this notice of AGM.

Notice of annual general meeting 2026 continued

9. Ordinary resolution number 9 – To approve the general authority to issue shares for cash

To grant to the directors of Sanlam, subject to Sanlam's MOI and the JSE Listings Requirements, the general authority to allot and issue equity securities (as defined in the JSE Listings Requirements) as and when suitable situations arise and on such terms and conditions as they deem fit, provided that the aggregate number of equity securities (as defined in the JSE Listings Requirements) to be allotted and issued in terms of this ordinary resolution number 9, is limited to 5% of the number of ordinary shares (excluding treasury shares) in issue at the date of this notice of AGM.

For the avoidance of doubt, the restrictions contained herein do not apply to any pro rata rights offered to shareholders.

It is recorded that the JSE Listings Requirements currently contain the following requirements:

- this general authority shall be valid until the company's next AGM or for 15 months from the date of adoption of this resolution, whichever occurs first;
- the aggregate number of equity securities to be allotted and issued in terms of this resolution is limited to 5% of the number of ordinary shares in issue at the date of this notice of AGM, such number being 2 117 153 949 ordinary shares in the company's issued share capital, excluding treasury shares;
- any equity securities issued prior to this authority lapsing shall be deducted from the 2 117 153 949 shares the company is authorised to issue in terms of this authority for purposes of determining the remaining number of shares that may be issued in terms of this authority;
- in the event of subdivision or consolidation of issued equity securities prior to this authority lapsing, the existing authority must be adjusted accordingly to represent the same allocation ratio;
- the equity securities must be issued to persons qualifying as public shareholders as defined in the JSE Listings Requirements, and in the case of related parties participating in the general issue for cash, such participation will be through a bookbuild process and:
 - related parties may only participate with a maximum bid price at which they are prepared to take up shares, or at book close price. In the event of a maximum bid price and the book closing at a higher price, the relevant related party will be "out of the book" and not be allocated shares; and
 - shares must be allocated equitably "in the book" through the bookbuild process and the measures to be applied must be disclosed in the SENS announcement launching the bookbuild;
- in determining the price at which an issue of shares or disposal of treasury shares will be made in terms of this authority, the maximum discount permitted will be 10% of the weighted average traded price of the shares in question, as determined over the 30 business days prior to the date that the price of the issue or disposal is agreed between the issuer and the party subscribing for or acquiring the securities; and
- after the company has issued equity securities in terms of an approved general issue for cash, representing, on a cumulative basis within a financial year, 5% or more of the number of equity securities in issue prior to that issue, the company shall publish an announcement containing full details of the issue in accordance with the JSE Listings Requirements.

Notice of annual general meeting 2026 continued

9. Ordinary resolution number 9 – To approve the general authority to issue shares for cash *continued*

Reason and effect

To grant to the directors of Sanlam, subject to Sanlam's MOI and the JSE Listings Requirements, the general authority to issue ordinary shares and dispose of treasury shares as an issue for cash as defined in the JSE Listings Requirements.

10. Ordinary resolution number 10 – To note the total amount of non-executive directors' and executive directors' remuneration for the financial year ended 31 December 2025

To note the total amount of directors' remuneration set out in the Sanlam remuneration report (available online at www.sanlam.com/financial-reporting), including specifically non-executive directors' remuneration (see pages 33 and 34) and executive directors' remuneration (page 26) for the financial year ended 31 December 2025.

Reason and effect

The reason for and effect of ordinary resolution number 10 is to note the remuneration of directors for the financial year ended 31 December 2025.

11. Ordinary resolution number 11 – To authorise any director of the company and, where applicable, the Company Secretary, to implement the aforementioned ordinary resolutions and undermentioned special resolutions

To authorise any director of the company and, where applicable, the Company Secretary, to do all such things, sign all such documentation and take all such actions as may be necessary to implement the aforementioned ordinary resolutions and undermentioned special resolutions.

Reason and effect

The reason for and effect of ordinary resolution number 11 is to grant authorisation to any director of the company and, where applicable, the Company Secretary, to implement the ordinary and special resolutions.

Special resolutions

To consider and, if approved, to pass, with or without modification, the following three special resolutions:

1. Special resolution number 1 – Approval of the non-executive directors' remuneration for their services as directors

To resolve that:

In terms of section 66(9) of the Companies Act, payment of the remuneration for their services as non-executive directors of Sanlam (Sanlam board fees) is approved for the period 1 July 2026 until 30 June 2027 as set out in the following table. The increases were based on a general increase of 4.5% for the 12 months until 30 June 2027, except where limited board and committee fees required larger adjustments based on market benchmarks and competitiveness.

Notice of annual general meeting 2026 continued

1. Special resolution number 1 – Approval of the non-executive directors' remuneration for their services as directors continued

Non-executive directors' fees for 2026/2027

Directors/committees	Attendance fee per meeting		Attendance fee per meeting	
	Annual fee 2025/26	2025/26	Annual fee 2026/27	2026/27
Chair	5 282 500	None	6 000 000	None
Deputy Chair ¹	732 100	42 714	765 000	44 636
Non-executive directors ²	481 200	42 123	502 900	44 019
Non-resident non-executive directors	1 204 100	105 375	1 258 300	110 117
Lead independent board member	901 600	52 603	942 200	54 970
Audit actuarial and finance committee chair	865 300	None	904 200	None
Audit actuarial and finance committee member	340 500	None	355 800	None
Risk and compliance committee chair	684 300	None	715 100	None
Risk and compliance committee member	320 000	None	334 400	None
Human resources and remuneration committee chair	487 900	None	509 900	None
Human resources and remuneration committee member	224 400	None	234 500	None
Digital transformation and IT committee chair	448 700	None	502 500	None
Digital transformation and IT committee member	224 400	None	234 500	None
Customer interest committee chair	332 200	None	347 100	None
Customer interest committee member	166 100	None	173 600	None
Social ethics and sustainability committee chair	451 500	None	471 800	None
Social ethics and sustainability committee member	188 800	None	197 300	None
Nominations committee chair	297 300	None	310 700	None
Nominations committee member	166 100	None	173 600	None
Actuarial forum chair	448 700	None	468 900	None
Actuarial forum member	224 400	None	234 500	None
Special ad hoc committees	None	31 315	None	32 724
Independent non-executive directors	None	39 830	None	41 622

All fees are VAT-exclusive.

Notes:

⁽¹⁾ Based on market benchmarks, the position justified a retainer and per meeting attendance fee of R942 100 and R55 000 respectively. At the Deputy Chair's request Sanlam will apply the difference between the market benchmark and the Deputy Chair fees outlined above to a suitable philanthropic cause.

⁽²⁾ Should there be a special ad hoc board meeting, the non-executive director per meeting attendance fee will apply.

Reason and effect

The reason for and effect of special resolution number 1 is to approve the basis for calculating the remuneration payable by the company to its non-executive directors for their services as directors of the company for the period 1 July 2026 to 30 June 2027, in accordance with section 66(9) of the Companies Act.

Notice of annual general meeting 2026 continued

2. Special resolution number 2 – Amendment to the memorandum of incorporation

Resolved that:

By deletion of clause 27.1.12 of the MOI in so far as it relates to the cessation of office as a director on the day of his 70th (seventieth) birthday. The amended MOI, can be accessed on Sanlam's website at www.sanlam.com/financial-reporting or inspected at the registered office of the company, which complies with the requirements of the Companies Act and Schedule 10 of the JSE Listings Requirements, and which has been approved by the JSE.

Reason and effect

The proposed amendment to the company's MOI is the removal of the age limit determining the termination of a director's tenure in office. The board has proposed this amendment to align the company's governance framework with prevailing best practice, which focuses on the ongoing assessment of directors based on performance, skills, independence, and contribution rather than on a fixed age threshold. Removing the age cap enhances the company's ability to retain and attract experienced directors, supports board continuity and succession planning, and promotes a broader and more inclusive talent pool, while maintaining robust safeguards for board refreshment and independence through regular performance evaluations, independence assessments, tenure considerations, and retirement by rotation as provided for in the company's governance policies and the MOI.

3. Special resolution number 3 – Authority for the company or a subsidiary of the company to acquire the company's securities

Resolved that:

Pursuant to the MOI of the company, the shareholders of the company hereby approve, by way of a general approval, whether by way of a single transaction or a series of transactions:

- (a) the purchase of any of its securities by the company or any subsidiary of the company; and
- (b) the purchase by and/or transfer to the company of any of its securities purchased by any of its subsidiaries pursuant to (a) above,

upon such terms and conditions and in such amounts as the board of the company or its subsidiaries may from time to time decide, but subject to the provisions of the company's MOI, the Companies Act, the JSE Listings Requirements and any other stock exchange upon which the securities of the company may be quoted or listed from time to time, and subject to such other conditions as may be imposed by any other relevant authority, provided that, in relation to purchases that are subject to the JSE Listings Requirements:

- the authority shall only be valid up to and including the date of the company's next AGM or for 15 months from the date of this special resolution, whichever period is shorter;
- ordinary shares to be purchased pursuant to (a) above may only be purchased through the order book operated by the JSE trading system and done without any prior understanding or arrangement between the company and/or the relevant subsidiary and the counterparty, (reported trades are prohibited);
- the general authority to purchase securities in the company pursuant to (a) above be limited in any one financial year to a maximum of 5% of the company's issued share capital of that class (excluding treasury shares) at the time the authority is granted;
- purchases pursuant to (a) above may not be made at a price more than 10% above the weighted average of the market value for the securities for the five business days immediately preceding the date of the purchases;
- at any point in time, the company may only appoint one agent to effect any purchase on the company's behalf or on behalf of any of its subsidiaries;

Notice of annual general meeting 2026 continued

3. Special resolution number 3 – Authority for the company or a subsidiary of the company to acquire the company's securities continued

- the board of the company has resolved (i) to authorise a purchase of securities in the company, (ii) that the company and each relevant subsidiary have passed the solvency and liquidity test as contemplated in the Companies Act, and (iii) that, since the solvency and liquidity test was performed, no material change has occurred in the financial position of the company or any relevant subsidiary;
- the company and its subsidiaries may not purchase securities during a prohibited period, as defined in the JSE Listings Requirements, unless a repurchase programme is in place and has been submitted to the JSE in writing (including all the information required in terms of paragraph 7.89 of the JSE Listings Requirements) prior to the commencement of the prohibited period. The company will instruct only one independent agent, which makes its investment decisions in relation to the company's securities independently of, and not influenced by, the company, prior to the commencement of the prohibited period to execute the repurchase programme submitted to the JSE; and
- an announcement complying with paragraph 7.90 of the JSE Listings Requirements be published by the company (i) when the company and/or its subsidiaries have cumulatively purchased 3% of the initial number of ordinary shares in issue as at the time the general authority was given (excluding treasury shares) and (ii) thereafter, for each 3% in aggregate of the initial number of ordinary shares in issue as at the time the general authority was given **(excluding treasury shares), acquired by the company and/or its subsidiaries; and details of equity securities purchased during the period under review will be disclosed in the annual financial statements in accordance with paragraph 8.61(k) of the JSE Listings Requirements.**

Reason and effect

The reason for and effect of special resolution number 3 is to grant a general authority to enable the company, or any subsidiary of the company, to acquire securities that have been issued by the company, including the subsequent purchase by or transfer to the company of such securities held by any subsidiary.

Directors' statement

The board shall authorise and implement a purchase of the company's securities only if prevailing circumstances warrant this.

Having considered the effect of the maximum purchases, the board reasonably concluded in relation to purchases that are subject to the JSE Listings Requirements that:

- after an acquisition, the company will continue to comply with the JSE Listings Requirements concerning shareholder spread requirements;
- the company and its subsidiaries will be able to pay their debts as they become due in the ordinary course of business for a period of 12 months after the date of notice of the company's AGM;
- the assets of the company and its subsidiaries will be in excess of the liabilities of the company and its subsidiaries for a period of 12 months after the date of this notice of the company's AGM;
- the issued share capital and reserves of the company and its subsidiaries will be adequate for the purposes of the business of the company and its subsidiaries for a period of 12 months after the date of this notice of the AGM of the company; and
- the company and its subsidiaries will have adequate working capital for ordinary business purposes for a period of 12 months after the date of this notice of the company's AGM.

Notice of annual general meeting 2026 continued

3. **Special resolution number 3 – Authority for the company or a subsidiary of the company to acquire the company's securities** continued

Disclosures in terms of paragraph 7.91(d) of the JSE Listings Requirements

The following disclosures are required in terms of paragraph 11.26(b) of the JSE Listings Requirements in relation to purchases that are subject to the JSE Listings Requirements, which appear in the Sanlam annual reporting suite. They are also provided online at www.sanlam.com/financial-reporting for purposes of special resolution number 3:

- major shareholders (page 91 of the integrated report);
- material changes (pages 246-247 of the annual financial statements);
- share capital of the company (page 190 of the annual financial statements); and
- director's responsibility statement (page 1 of the annual financial statements).

Directors' responsibility statement

The directors of the board, whose names appear on pages 9 and 10 of the corporate governance report, collectively and individually accept full responsibility for the accuracy of the information pertaining to this special resolution number 3, and certify that:

- to the best of their knowledge and belief, there are no other facts, the omission of which would make any statement false or misleading;
- they have made all reasonable enquiries in this regard; and
- special resolution number 3 contains all the required information in terms of the Companies Act and the JSE Listings Requirements.

Directors' biographies

Alexander Maditsi (63)

Appointment: 1 April 2026

Qualifications: B.Proc (University of the North), LLB (University of Witwatersrand), LLM Company and Labour Law (University of Pennsylvania), LLM International Commercial Law (Harvard University).

Committee membership: Independent non-executive directors committee and non-executive directors committee.

External positions, directorships or associations: CEO of Copper Moon Trading, chairman of Impilo Child Protection & Adoption Services, lead independent director of Famous Brands and chairman of Netcare Limited.

Skills: International, legal, sustainability and empowerment, general business, human resources and risk management.

Ms Charlotte Mokoena (60)

Appointment: 1 April 2026

Qualifications: B.Social Sciences (North West University), BA Honours HRD (University of Johannesburg), MCom Leadership (university of KwaZulu-Natal), diploma in Training and Performance Management (Leicester University).

Committee membership: Member of the social, ethics and sustainability committee, human resources and remuneration committee, independent non-executive directors committee and non-executive directors committee.

External positions, directorships or associations: Afrocentric Group, Sanlam Developing Markets and North West University School Advisory Board.

Skills: International, general business, risk management, human resources and empowerment.

Mr Elias Masilela (61)

Appointment: Independent non-executive director since 2019

Qualifications: BA degree in Social Sciences, MSc in Economic Policy and Analysis, and professional certificates from Harvard University.

Committee membership: Member of the customer interest committee, non-executive directors committee and independent non-executive directors committee.

External positions, directorships or associations: Chair of DNA Economics, Strate (Pty) Ltd, CA Sales Holdings Limited, Alternative Prosperity Group, BuMA Group and Ingagaru Group.

Skills: Accounting, financial markets/investments, general business, international, human resources, marketing, sustainability and empowerment.

Directors' biographies continued

Mathukana Mokoka (52)

Appointment: Independent non-executive director since 2018

Qualifications: BCom Hons (University of KwaZulu-Natal), Postgraduate Diploma in Management (University of Cape Town) and CA(SA)

Committee memberships: Member of the audit committee, risk and compliance committee, customer interest committee, social, ethics and sustainability committee, non-executive directors committee and the independent non-executive directors committee.

External positions, directorships or associations: Stadio Holdings Limited and City Lodge Hotels Limited.

Mr Nicolaas Kruger (58)

Appointment: Independent non-executive director since 2020

Qualifications: BCom (Mathematics) (Cum Laude) (Stellenbosch University); Fellow of the Faculty of Actuaries and Fellow of the Actuarial Society of South Africa; Advanced Management Programme (AMP) (Oxford University) and a Chartered Director (CD(SA)).

Committee memberships: Chair of the customer interest committee and member of the audit committee, risk and compliance committee, nominations committee, non-executive directors committee and independent non-executive directors committee.

External positions, directorships or associates: General Reinsurance Africa (Gen Re), Granor Passi, VKB Beleggings, Afrimat, We Buy Cars Holdings.

Skills: Accounting, financial markets/investments, actuarial, general business, international, risk management, sustainability and empowerment.

Ms Ndivhuwo Manyonga (44)

Appointment: Independent non-executive director since 2021

Qualifications: BBusSc Hons (Actuarial), PGDip (Actuarial) (University of Cape Town), Diploma in Actuarial Techniques (Faculty and Institute of Actuaries), Certificate in Board Leadership (University of Cape Town Graduate School of Business), Certificate of Competence in Enterprise Risk Management (Alexander Forbes Risk Services) and Fellow of the Actuarial Society of South Africa (FASSA).

Committee membership: Member of the audit committee, risk and compliance committee, digital transformation and information technology committee, non-executive directors committee and the independent non-executive directors committee.

External positions, directorships or associations: KudaMish Concepts (Pty) Ltd, FEM Education Foundation NPC, General Reinsurance Africa Limited (Gen Re), Sanlam Developing Markets, Assupol Group, Council member of the Actuarial Society of South Africa.

Skills: Actuarial, IT, accounting, financial markets/investments, general business, international, human resources and risk management.

Directors' biographies continued

Mr Kobus Möller (66)

Appointment: Independent non-executive director since 2020

Qualifications: BCom (Cum Laude) (University of Pretoria), BCompt (Hons) (University of South Africa), CA(SA), AMP (Harvard Business School)

Committee membership: Chair of the audit committee and member of the risk and compliance committee, social, ethics and sustainability committee, non-executive directors committee and the independent non-executive directors committee.

External positions, directorships or associations: None.

Fields of expertise: Accounting, financial markets/investments, general business, international, risk management, sustainability and empowerment.

Mr Ebenezer Essoka (70)

Appointment: Independent non-executive director since 2021

Qualifications: BBusSc (Finance), MBA (Finance) and Diploma in International Business from Seton Hall University. He has attended Senior Executive Development programmes at INSEAD, London Business School, Templeton College, Oxford University and Cambridge University.

Committee membership: Member of the customer interest committee, social, ethics and sustainability committee, non-executive directors committee and the independent non-executive directors committee.

External positions, directorships or associations: United Bank for Africa Cameroon (Chair), MTN Cameroon (Chair) and Matha Securities (INED).

Fields of expertise: Financial markets/investments, general business, international, marketing, sustainability and empowerment.

Mr Willem van Biljon (64)

Appointment: August 2021

Qualifications: BSc Hons in Computer Science from the University of Cape Town

Committee membership: Chair of the digital transformation and information technology committee, and member of the risk and compliance committee, customer interest committee, independent non-executive directors committee and non-executive directors committee.

External positions, directorships or associations: TallOrder Solutions (Pty) Ltd.

Skills: Financial markets/investments, general business, marketing, risk management, IT and sustainability.

Shareholders' guide

1. The record date for the distribution of the notice of the AGM was set as at the close of business on **Friday, 20 March 2026**.
2. The record date to participate in and vote at the meeting was set as at the close of business on Friday, 29 May 2026. Therefore, the last day to trade in the company's shares on the JSE in order to be recorded in the share register on the record date is Tuesday, 26 May 2026.
3. A shareholder entitled to participate in, speak and vote at the meeting may appoint a proxy to participate in, speak and vote in his or her stead. Shareholders are referred to the form of proxy included with this notice of AGM. A proxy need not also be a shareholder of the company, and the proxy may not delegate the authority granted to him/her/it as proxy.
4. The votes of shares held by the Sanlam Share Incentive Trust and subsidiaries of the company will not be taken into account at the meeting for approval of any resolution proposed in terms of the JSE Listings Requirements.
5. Sanlam shareholders who hold share certificates for their Sanlam ordinary shares or have dematerialised their Sanlam ordinary shares and have them registered in their own name (which includes Sanlam ordinary shares held through the arrangement with Sanlam Share Account Nominee (Pty) Ltd or Sanlam Fundshare Nominee (Pty) Ltd), but who are unable to participate at the meeting and wish to be represented there, should complete and return the enclosed proxy form, in accordance with the instructions contained therein, to the transfer secretaries, Computershare Investor Services (Pty) Ltd, Rosebank Towers, 15 Biermann Avenue, Rosebank 2196 (Private Bag X9000, Saxonwold 2132) or email proxy@computershare.co.za.
6. For administrative purposes, the proxy form is requested to be received by no later than 14:00 on Monday, 8 June 2026. It may alternatively be emailed to proxy@computershare.co.za prior to the commencement of the meeting on Wednesday, 10 June 2026.
7. Sanlam ordinary shareholders who hold their dematerialised Sanlam ordinary shares through a Central Securities Depository Participant (**CSDP**), bank or broker nominee (**Sanlam dematerialised shareholders**) must provide their CSDP, bank or broker nominee with their voting instructions, in accordance with the agreement between them and their CSDP, bank or broker nominee. Should Sanlam dematerialised shareholders wish to cast their votes at the meeting, they must contact their CSDP, bank or broker nominee to issue them with the appropriate letter of representation. Sanlam does not accept responsibility for any failure on the part of the CSDP, bank or broker nominee with regard hereto.
8. A person representing a corporation/company/legal entity is not deemed to be a proxy. As such, a corporation/company/legal entity can only participate in a meeting through a person, duly authorised by way of a resolution to act as a representative. A notarially certified copy of such power of attorney or other documentary evidence establishing and confirming the authority of the person signing the proxy in a representative capacity, must be attached to the form of proxy. Such a person enjoys the same rights at the meeting as the shareholding corporation/company/legal entity.
9. A shareholder whose shares are held through the arrangement with Sanlam Share Account Nominee (Pty) Ltd or Sanlam Fundshare Nominee (Pty) Ltd is entitled to act and vote at the AGM.
10. Voting will be by way of a poll in accordance with clause 24.25 of the company's MOI, and every shareholder of the company, present or represented by proxy, shall have one vote for every share held in the company by such shareholder.
11. The company's MOI provides an electronic voting process.
12. Regarding electronic participation, shareholders are advised that they, or their proxies, will be able to participate in the meeting by way of electronic communication.

Shareholders' guide continued

Registration and participation

The AGM will be conducted entirely by electronic communication (including voting) as contemplated by section 63(2)(a) of the Companies Act. The procedure for participation by electronic communication is set out hereunder.

Shareholders who wish to participate in the AGM via electronic means should either register online at www.smartagm.co.za by no later than 14:00 on Monday, 8 June 2026 or submit a request to participate to proxy@computershare.co.za. Shareholders may still register to participate in and/or vote electronically at the AGM after this date and time provided that, for those shareholders to participate in and/or vote electronically at the AGM, they must be verified and registered prior to exercising any rights at the AGM. As part of the registration process, shareholders will be requested to upload/submit proof of identification (i.e. identity document, driver's licence or passport) and authority to do so (where acting in a representative capacity) as well as to provide details, such as their name, surname, email address, contact number and number of Sanlam shares held.

Following successful registration, the transfer secretaries will provide shareholders with a meeting ID number, username and password in order to connect electronically to the AGM.

Telephone lines will be made available for shareholders who want to ask verbal questions. Shareholders who wish to ask questions on the telephone line must register in the same manner described above and details of the dial-in numbers will be available once logged into the platform. Written questions may also be submitted to the Company Secretary (adela.fortune@sanlam.co.za) by no later than 14:00 on Friday, 05 June 2026.

The cost of the shareholder's phone call will be for his or her own account. The shareholder acknowledges that the telecommunication platforms are provided by a third party and indemnifies the company against any claim arising in any way from the use or possession of the telecommunication lines. We kindly request shareholders to log into the virtual meeting from 13:50 on the day of the meeting.

By order of the board

Adela Fortune

Group Company Secretary

Bellville

26 March 2026

Shareholders' diary

Financial year-end	31 December 2025
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Annual general meeting	10 June 2026
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Reports

Interim results for the period ended 30 June 2026	10 September 2026
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Announcement of 31 December 2026 results	11 March 2027
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Integrated report for the year ended 31 December 2026	11 March 2027
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Dividends

Dividend for 2025 declared	12 March 2026
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Last date to trade for 2025 dividend	7 April 2026
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Shares will trade ex-dividend from	8 April 2026
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Record date for 2025 dividend	10 April 2026
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Payment of dividend for 2025	13 April 2026
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Declaration of dividend for 2026	March 2027
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Payment of dividend for 2026	April 2027
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The dividend is payable on Monday, 13 April 2026 by way of electronic bank transfers to ordinary shareholders recorded in the register of Sanlam at close of business on Friday, 10 April 2026. The last date to trade to qualify for this dividend will be Tuesday, 7 April 2026, and Sanlam shares will trade ex-dividend from Wednesday, 8 April 2026.

To allow for the dividend calculation, Sanlam's share register (including Sanlam's two nominee companies, namely Sanlam Share Account Nominee (Pty) Ltd and Sanlam Fund Shares Nominee (Pty) Ltd), will be closed for all transfers, off-market transactions and dematerialisations or rematerialisations between Wednesday, 8 April 2026 and Friday, 10 April 2026, both dates included.



Administration

Registered name: Sanlam Limited

Registration number:	1959/001562/06
Tax reference number:	9536/346/84/5
JSE share code (primary listing):	SLM
NSX share code:	SLA
A2X share code:	SLM
ISIN:	ZAE000070660 incorporated in South Africa
Internet address:	http://www.sanlam.com

Directors

Temba Mvusi [Chair](#)
Patrice Motsepe [Deputy Chair](#)
Paul Hanratty [Group Chief Executive Officer](#)
Abigail Mukhuba [Group Finance Director](#)
Andrew Birrell [Risk and compliance chair](#)
Anton Botha
Ebenezer Essoka
Elias Masilela
Johan van Zyl

Karabo Nondumo [Social, ethics and sustainability chair](#)
Jacobus (Kobus) Möller [Audit, actuarial and finance chair](#)
Mathukana Mokoka
Ndivhuwo Manyonga
Nicolaas Kruger [Customer interest chair](#)
Shirley Zinn [Human resources and remuneration chair](#)
Sipho Nkosi
Willem van Biljon [Digital transformation and information technology chair](#)

Executive Head – Investor Relations:

Tokelo Mulaudzi

Group Company Secretary: Adela Fortune

Registered office

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 33°45'09.77S 18°38'28.32E

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PO Box 1, Sanlamhof 7532

Equity Sponsor to Sanlam

The Standard Bank of South Africa Limited

Sanlam client care centre

(021) 916 5000 or 0860 SANLAM (0860 726 526),
 (021) 947 9111/+27 (0) 21 947 9111 (International)

Debt Sponsor to Sanlam Life Insurance Limited

The Standard Bank of South Africa Limited

Transfer secretaries

Registered number: 2004/003647/07

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 Rosebank Towers, 15 Biermann Avenue,
 Rosebank 2196, South Africa

Private Bag X9000, Saxonwold 2132,
 South Africa

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sanlamholders@computershare.co.za

Contact

Investor relations: ir@sanlam.co.za



www.sanlam.com
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