



2025

**Remuneration
report**



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Part 1: Letter from the human resources and remuneration committee (committee) chairperson

Dear Shareholders,

Group operating earnings*

R5 658 million

(2024: R3 714 million)

Headline earnings per share

3 743 cents

(2024: 3 477 cents)

Return on capital

29.2%

(2024: 31.9%)

Economic capital coverage ratio

169%

(2024: 166%)

Target range: 145% to 165%

Final dividend

1 090 cents per share

(2024: 985 cents per share)

Standard & Poor's

South African national scale

zaAAA

(2024: zaAAA)

AM Best

International scale

A-

(2024: A-)

* Financial performance metrics linked to the group's short-term incentive scorecard.

Against the backdrop of a global economy that continues to reflect ongoing policy shifts, tariff tensions and geopolitical fragmentation and uncertainty and a South African economy, which despite its many challenges, has shown some encouraging signs of improvement, Santam delivered a strong set of results, exceeding long-term targets for all key performance indicators. However, we expect that these external dynamics will continue into the new year and this requires that we remain focused on underwriting discipline and cost efficiency and continue to enhance client and intermediary experience. As a group, we remain confident in our prospects and the potential to deliver enhanced profitable growth.

A pleasing aspect of our performance this year has been the progress against our 2025 strategic priorities for business growth, underwriting, efficiencies, and diversification aligned with our FutureFit 2030 strategy. These results are not just numbers; they reflect the collective effort of every team, every individual and every decision made with care and integrity. More importantly, the commitment of our teams, ensured that we remained resolute in executing our strategy. Our talented and dedicated employees made this performance possible ensuring that by working together, we safeguard what is essential to our clients.

To enhance our ambitions of creating a great place to work, such that employees would recommend us to family and friends, we focused our attention on the following initiatives:

- Pioneering an underwriting academy to ensure we have the right level of skill and capabilities for the future
- Culture and leadership – leading with purpose and freedom to live, lead and serve the Santam Way
- Transforming and embracing diversity – with emphasis on our ambitions to attract, develop and retain skilled and capable persons with disabilities to Santam and the Financial Services industry in general

In recognition of the importance of our people in supporting the long-term sustainability of our group, we continued to implement remuneration initiatives and employee experience enhancements aligned with our people strategy to attract and retain critical talent. Some key initiatives and improvements were:

- Applause: our recognition platform empowered leaders and peers to recognise employees who live our values and promises. In 2025, R7.7 million (2024: R6.4 million) worth of recognition points were sent and redeemed through the platform
- Yell for Yellow: our lifestyle programme focused on saving our employees time and money through its concierge service, price negotiation, discounts, and subsidised offerings, which continued to add value to their lives. The value and savings for our employees through the programme amounted to R5.4 million for 2025 (2024: R5.5 million)
- Our holistic wellness programme continued to deliver targeted interventions to assist our employees. Lifestyle and nutrition programmes, mental resilience webinars, financial coaching and psychosocial support programmes through qualified counsellors and psychologists were some of these interventions
- In March 2025, performance bonuses were paid to employees across the group based on business and individual outcomes, and a 5.65% increase in the salary base was awarded in 2025 (including promotions)
- In December 2025, junior employees were paid an accelerated performance bonus of 6.7% of total guaranteed pay (TGP) to aid them with the rising cost of living

The impact of these initiatives also reflected positively in our 2025 annual engagement survey results. The engagement results showed that we have a highly engaged workforce that would recommend Santam to their friends and family as a place to work. To ensure we continue to deliver a world-class employee experience, Santam once again participated in the Top Employer certification process. The Top Employer certification celebrates excellence in employment practices and is bestowed on those organisations that lead the way in outstanding “people-first” human capital practices. In 2025 (for the 2026 certification), the Institute certified over 2 500 organisations in 125 countries, which impact the lives of over eight million employees globally. Santam achieved Top Employer certification for the 9th consecutive year and was ranked 2nd out of 154 participating companies in South Africa, up from 5th place in 2024 for the 2025 certification. Furthermore, we have also retained our top spot as the industry leader for insurance.

Our FutureFit 2030 strategy remains our compass, guiding us through uncertainty and positioning us for sustainable value creation. We also have depth of experience and skills to ensure we execute our strategy effectively.

The committee believes that our broader people and remuneration strategy is supportive and well-positioned to build and maintain a transformed, diverse, high-performing and inclusive culture where our employees are inspired to deliver superior performance through meaningful work that makes a difference in the lives of our clients, intermediaries and other stakeholders. In this report, we explain our remuneration policy and its application. This includes implementing key policy changes to short-term incentive (STI) and long-term incentive (LTI) schemes to better align with shareholder interests.

Reflecting on 2025 financial performance

The group’s diversification across market segments, insurance classes and geographical reach served us well. Our industry-leading human capital base and the strength of our balance sheet provided a solid platform for achieving overall satisfactory performance despite the challenging operating environment.

The full financial and strategic results are explained in detail in our integrated report, and relevant aspects are highlighted later in this report. The overall financial performance had a positive impact on remuneration outcomes for 2025. Our 2025 remuneration decisions align directly with the past year’s business strategy and performance.

2025 remuneration outcomes and decisions

In 2025, employees were awarded base salary increases of 5.65% (on average, including promotions).

For 2026, an overall 4.5% increase in the guaranteed pay base has been approved, with differentiation based on performance. The lower level of increase takes cognisance of the reduced inflation target of 3% introduced by the South African Reserve Bank.

For the 2025 financial year, the corporate achievement against performance bonus targets was as follows:

- The achievement against **financial conditions amounts to 147.6%** of the target (73.8% contribution to the overall score based on a 50% weighting).
 - » The Group operating result was well in excess of the target, with strong contributions from the conventional and ART businesses, resulting in a 200% achievement.
 - » The underwriting margin of 11.3% exceeded the upper end of the 5% to 10% target range, achieving a score of 200%.
 - » Growth in net earned premium (NEP) exceeded the target with a 113.1% achievement in respect of this metric.
 - » Expense management benefited from additional savings initiatives, in particular recruitment measures, leading to an acceptable score of 139.1%.
 - » The Santam share price performed reasonably well during the year in absolute terms, delivering a total return of 13.3% to shareholders. This was at the upper end of the target range, resulting in a 200% achievement for this component.
 - » On a relative basis, the Santam share price return of 13.3% was well below the FINI15, which delivered a return of 27.2%. The insurance sector underperformed the broader market due to investor concerns about softening pricing, claims normalisation, and commensurately lower earnings. This resulted in a 0% achievement for the relative share price performance metric.
 - » Return on capital for the year outperformed the 24% hurdle rate at 29.2%. It was at the 30% upper end of the target range for the year allowing for the outperformance bonus provision, achieving a 200% score.
 - » The proposed final dividend for the year of 1 090 cents per share will result in 10.5% growth in the total dividend for the 2025 financial year. This is above the mid-point of the 5% to 15% target range, implying a 110.5% achievement level.
- **Strategic initiatives were assessed at an achievement level of 152.4%** of the target (76.2% contribution to the overall score based on a 50% weighting).

Overall group scorecard achievement was 150% out of 200%. Further details of achievement against targets are outlined on page 17.

In line with our policy, we only awarded performance deferred share plans (PDSPs) to executive committee members and senior management employees in June 2025. All PDSPs awarded carry the same performance conditions: a group return on capital between 16% (threshold) and 24% (stretch), measured over the performance and vesting periods of three, four, and five years. For the deferred share plan (DSP), no shares were awarded to senior management, with only individual performance conditions. DSPs are reserved for emerging talent, succession planning and retention at levels below senior management.

We kept close to market developments and carefully reviewed all aspects of remuneration to ensure Santam remains competitive, while our remuneration policy is bespoke and agile to enable our unique business strategy.

Key policy changes implemented

At the 2025 annual general meeting (AGM), shareholders approved the proposal to reduce the share usage limit from 10% to 5% in line with shareholder expectations.

Forward-looking policy

As part of the evolution of our remuneration practices aligned with the Sanlam Group, Santam will transition from the current top-up-based LTI award approach to a more standardised annual LTI award framework with simplified measurement. This change is aligned with market practice and aims to enhance simplicity, transparency, consistency, and alignment with shareholder expectations. Further details of this shift will be shared in our 2026 remuneration report.

As part of our continued commitment to fair pay, the minimum base salary for permanent, non-commission earning employees will increase from R188 000 to R198 000, effective 1 April 2026.

Shareholder engagement and voting outcomes

Through our engagements with shareholders, we received positive feedback on the consultations and actions taken to simplify remuneration design and increase disclosure.

At the 2025 AGM (relating to the 2024 financial year), our remuneration policy received a favourable vote of **91.42%**, while our implementation report received a favourable vote of **96.77%**.

Return on capital (RoC) as a performance condition in both the STI and LTI targets

In an engagement with some shareholders, concerns were raised that the Return on Capital (RoC) measure was included in both the short-term and long-term incentive schemes but with lower threshold achievement required for vesting on the LTI scheme. We undertook to review the concerns raised and after multiple discussions and consultations with other major shareholders, it was concluded that the lower RoC threshold for LTI, compared to the RoC threshold in the performance bonus scorecard, remains appropriate as it allows for the volatility in this measure and the fact that it has a 100% vesting weighting as opposed to only a small weighting in the overall STI scorecard. LTI's serve as an important retention mechanism and should therefore not be subject to too stretched targets that may result in zero vesting on a regular basis. Furthermore, the use of RoC as a performance condition for LTI, is considered appropriate as this is the key performance indicator of the Group's strategy and long-term sustainability. Using this measure means that there is a direct link between the LTI reward, the Group's strategy and shareholders' interests.

We welcome ongoing engagement with shareholders and extend a standing invitation to shareholders to engage with us on our remuneration policy and its implementation throughout the year. We also actively strive to incorporate our remuneration policy and its link to business strategy into our shareholder dialogues. This report expands on our disclosure in line with comments received from our engagements with shareholders.

Regards

Lucia Swartz

Chairperson: human resources and remuneration committee

Part 2: Overview of remuneration policy

Remuneration governance and committee responsibilities

The Santam Limited board (board) is responsible for remuneration governance in the Santam group. The board mandates the human resources and remuneration committee (HRRC) to ensure the organisation remunerates fairly, responsibly and transparently to achieve strategic objectives and positive outcomes for all of the group's key stakeholders in the short, medium and long term. Santam's remuneration philosophy and policy support the group's strategy by incentivising the behaviours required to meet and exceed our predetermined strategic goals. Short- and long-term strategic objectives are measured and rewarded, and this blended approach effectively mitigates excessive risk-taking while balancing longer-term strategic objectives with short-term operational performance. The remuneration philosophy is, therefore, also an integral part of the group's risk management structure. When setting reward structures, we consider prevailing economic conditions and local and international governance principles.

The group pays attention to correctly positioning the nature and the scale of remuneration relative to appropriate comparator groups, governance standards and international best practices. These include the Prudential Standards (Governance and Operational Standards for Insurers, issued under the Insurance Act in South Africa) and the King IV Report on Corporate Governance™ for South Africa 2016 (King IV)¹. The group conforms to the remuneration principles contained in the Broad-based Black Economic Empowerment (BBBEE) Codes of Good Practice, issued by the South African Department of Trade, Industry and Competition (DTIC) in accordance with the BBBEE Act, 46 of 2013.

Santam is the sole or part-owner of several businesses, including subsidiaries and associated companies. While compliance with the Santam remuneration strategy and policy is primarily targeted at Santam Limited and its subsidiary companies, Santam will use its influence to encourage sound remuneration practices in those businesses where it does not hold a controlling interest.

The HRRC is responsible for overseeing and monitoring the development, implementation and execution of the group's remuneration policy and strategy and for ensuring the policy objectives are met. The HRRC is responsible for presenting the policy to the board for approval. Its activities include approving the guidelines and philosophy to be applied in formulating mandates for all STI and LTI schemes and setting remuneration packages for the Santam executive directors, the Santam executive committee and the Santam heads of control functions relative to industry benchmarks. Recommendations made by the business on the remuneration design of key persons (as defined in the Prudential Standards) are reviewed and approved by the HRRC.

The HRRC has the prerogative to make all remuneration decisions it deems appropriate within an approved framework. It may propose amendments to any part of the group's remuneration policy as necessary due to changing circumstances. It makes recommendations to the board regarding the remuneration of Santam's non-executive directors. To fulfil the role described above, the HRRC undertakes the following:

- It oversees and recommends to the board for approval STI and LTI schemes, subject to shareholder approval where applicable. This includes setting guidelines for annual allocations and regularly reviewing the appropriateness and structure of the schemes to ensure alignment with Santam's strategy and stakeholder interests
- It sets appropriate performance drivers for STIs and LTIs, monitoring and testing those drivers and vesting outcomes
- It ensures the remuneration policy applies in a proportionate and risk-based way and contains specific arrangements for the review of remuneration for directors, executives, heads of control functions, key persons, and persons whose actions may have a material impact on the group's or its insurance companies' risk exposure
- It reviews the management of employment contracts and determines remuneration packages, including TGP, STIs, and LTIs, for Santam executive directors, Santam executive committee members, and the heads of control functions to ensure their remuneration and terms align with good-practice principles
- It reviews the remuneration strategy and finalises the remuneration of Santam executive directors, Santam executive committee members, and heads of control functions, including TGP, STIs and LTIs, and other conditions of employment
- It develops and recommends STI and LTI schemes for the CEO and other Santam executive committee members to the board for approval. This includes setting annual targets, monitoring them, and regularly reviewing the incentive schemes to ensure a clear link between the schemes and performance in support of the group strategy. Furthermore, the HRRC ensures that incentives are appropriate and supported by corporate governance standards and that the design aligns with long-term value creation for shareholders and other stakeholders
- It reviews the succession plans for the CEO and members of the Santam executive committee and provides for succession in emergencies and over the long term
- It recommends the fees of the Santam non-executive directors (excluding HRRC fees) to the board for approval at the AGM

The committee is satisfied that it has fulfilled its responsibilities in accordance with its terms of reference. Read more about the HRRC's terms of reference online and the composition and summarised terms of reference for the HRRC in the corporate governance report.

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During 2025, the HRRC considered the following matters and approved them (where relevant):

- Changes to the remuneration approach are based on feedback from shareholders, investors, and proxy voting advisor engagements
- Benchmarking and review remuneration levels and practices against local comparator groups, where appropriate
- Monitoring and approving STIs and LTIs, as appropriate
- Benchmarking Santam executive directors and Santam executive committee members' remuneration against a suitable market
- Benchmarking Santam non-executive directors' remuneration against a suitable market and recommended fee proposals to be considered by shareholders at the 2025 AGM
- Review Santam's remuneration policy and practices in South Africa against Prudential Standards, King IV, applicable governance principles and market best practices
- Remuneration design for heads of control functions and persons whose actions may have a material impact on the organisation's risk exposure
- The remuneration review/annual increases, and STI and LTI awards of the Santam executive committee
- STI measures achieved for accrual of bonus pools and achievement of performance conditions for the vesting of LTIs
- Considering findings and analyses on race and gender pay equity across all levels in the group, and approving appropriate actions in this regard
- Measures should be considered to support existing strategies to address people transformation at all levels of the organisation
- Review of Santam's STI scheme performance conditions

Remuneration philosophy

Santam has a total reward strategy for our people. This offering comprises remuneration (cash remuneration, STI and LTI), benefits (retirement fund, medical aid, risk benefits, group life, etc.), learning, development and career growth, and a balanced working environment with a range of lifestyle benefits.

Our remuneration philosophy sets out to:

- Identify the prescribed aspects of the remuneration policy which all businesses should adhere to in accordance with our group governance policy
- Provide a general framework for total remuneration across the group
- Provide guidelines for STI, LTI, and retention processes
- Provide mandates and guidelines on how businesses should apply discretion in awarding remuneration and incentives

The board recognises industry-specific and other relevant differences between Santam businesses and, where warranted, applies differentiation in remuneration to enable businesses to attract, retain and reward their employees appropriately within an overarching policy. In this regard, there are some areas where good corporate governance, the protection of shareholder interests and those of the Santam brand or corporate identity require full disclosure, motivation and approval by human resources committees, either at the group or business level.

The principles of pay-for-performance and management's discretion over individual employees are central to the remuneration philosophy because all remuneration is based on merit. However, the overarching principles of the Santam remuneration structure are consistently applied to support a common philosophy and to ensure good corporate governance, with differentiation between businesses/industries where appropriate.

Design principles for our remuneration policy

Our remuneration policy is a key enabler of the Santam business strategy. Therefore, it must be market-competitive, fair and equitable to all stakeholders.

The primary objectives of the remuneration policy are to:

- Attract, motivate, reward and retain key talent
- Drive the group's strategic objectives while complying with our risk and governance frameworks
- Promote an ethical culture and behaviours consistent with our values and responsible corporate citizenship

The key principles of our policy are:

- **Pay-for-performance:** Performance is the cornerstone of the remuneration philosophy. On this basis, all remuneration practices are structured to provide clear differentiation between individuals based on performance. It is also positioned to maintain a clear link between performance conditions and the Santam business strategy
- **Competitiveness:** A key objective of the remuneration philosophy is that remuneration packages should enable the group and its businesses to attract and retain employees of the highest quality to ensure sustainability
- **Leverage and alignment:** The reward consequences for individual employees are, as far as possible, aligned with, linked to, and influenced by:
 - » The interests of Santam shareholders (and, where applicable, minority shareholders in subsidiaries)
 - » The interests of other stakeholders (for example, employment equity, client service, and the community)
 - » Sustainable performance of Santam as a whole
 - » The performance of any region, business unit or support function
 - » The employee's contribution
- **Consistency and fairness:** The remuneration philosophy strives to provide a framework that encourages consistency while allowing for differentiation where it is fair, rational and explainable. Differentiation in market comparison for specific skill groups or roles, and differentiation concerning performance, is imperative. Unfair differentiation is unacceptable
- **Attraction and retention:** Remuneration practices are key to attracting and retaining the required talent to meet Santam's objectives and ensure its sustainability
- **Shared participation in relevant remuneration components:** Employee identification with Santam's success is crucial, as it is directly linked to both Santam's and the individual's performance. All employees should have the chance to be recognised and rewarded for their contributions, the value they add to Santam, and for achieving excellent performance and results in relation to Santam's stated strategic objectives. The performance management process contributes significantly to lending structure to the process and obtaining this participation level
- **Best practice:** Reward packages and practices reflect local and international best practices, where appropriate and practical
- **Communication and transparency:** The remuneration philosophy, policy and practices, as well as the processes for determining individual remuneration levels are transparent and communicated effectively to all employees. In this process, all employees understand the link between remuneration and Santam's strategic objectives
- **Market information:** Accurate, up-to-date market information and information on best practices are essential factors in determining the quantum of remuneration packages
- **Malus and clawback:** Where defined trigger events occur, provision is made for redress against remuneration through either malus (pre-vesting forfeiture) or clawback (post-vesting forfeiture). Malus and clawback provisions and the application thereof to trigger events are governed by the Santam group malus and clawback policy, which is a related policy to this group remuneration policy. These provisions are incorporated in the relevant remuneration governance documents/rules

Remuneration overview

Structure

The different components of remuneration are summarised in the table below. The summary is generic for all South African employees but highlights specific aspects applicable to executive committee members.

Element	Purpose	Potential	Design	How delivered
Total Guaranteed Package (TGP)	Reflects the market value of the role and individual performance.	The market benchmark for comparative role.	Annual benchmarking against market surveys.	Cash salary and a mix of compulsory and discretionary benefits.
Short-term incentives (STIs)	Rewards performance over a 12-month period (financial year).	For the executive committee, STI on-target achievement ranges between 75% and 100% of TGP. Maximum STI caps are set at 200% of TGP.	Quantum for executive committee based on individual, business and group performance.	Cash settlement is generally capped at 200% of TGP. For the executive committee, deferral principles apply of at least 30% of STI.
Long-term incentives (LTIs)	Rewards company performance over a 3-to-5-year period. Long-term value creation for shareholders.	Total LTI award levels range between 35% and 275% of TGP (based on unvested awards). As an indicative annual award, these percentages comprise approximately 10% to 70% of TGP.	Vesting in tranches in years 3 (40%), 4 (30%) and 5 (30%).	Vesting is based on achieving individual/strategic performance targets and meeting relevant company performance. The potential is capped at 275% of TGP.
Restricted Santam shares	For the attraction and retention of key talent, as well as the mechanism for the partial deferral of executive committee STIs.	The potential is linked to market benchmarks for attraction and retention. For STI deferral shares, at least 30% of the executive committee's annual bonus is granted in RSPs.	Vesting profiles depend on the sign-on agreement and the delivery of strategic initiatives in case of attraction and retention. STI deferral shares vest after three years.	Vesting is subject to strategic and other performance conditions, employment malus and clawback in the case of attraction and retention. For STI deferral shares, vesting is subject to continued employment and maintaining individual performance.
OPP	Focused and bespoke incentives for a specific period (long-term) aligned to the Santam business strategy and key strategic projects.	100% to 200% of TGP per annum.	Performance conditions are set considerably more stretching than LTIs. Due to the outperformance targets, the probability of vesting is lower than for LTIs.	OPP value is measured and delivered in Santam shares to align with shareholders.

Total guaranteed package

Purpose

TGP is the guaranteed component of the remuneration offering. It forms the basis of the group's ability to attract and retain the required skills. To create a high-performance culture, Santam emphasises the variable/performance component of remuneration rather than the guaranteed component. For this reason, TGP is normally positioned at the 50th percentile of the market.

As an integral part of TGP, Santam provides a flexible benefits structure that can be tailored, within certain limits, to individual requirements. These include:

- Retirement funding
- Group life cover
- Medical aid or insurance

Process and benchmarking

Average TGP is set in line with the median paid by a comparator group of similarly sized companies, which Santam considers appropriate. The comparator group comprises a sizeable, representative sample of insurance companies with similar market capitalisation and an international footprint. Regarding the process followed for benchmarking TGP against these comparator companies, Santam obtains and analyses data from survey sources such as Remchannel and publicly sourced information. Comparator companies participating in Remchannel are OUTsurance, Hollard, Discovery, and Old Mutual. This comparator group is our primary benchmark with financial services comparator groups (insurance and banking), providing a holistic view of senior and executive talent rewards. In addition to this benchmarking process, Santam considers the individual's skills, potential, and performance, as well as the country's current consumer price index.

HRRC's role

Upon completion of the benchmarking process, proposals regarding increases for the following year are considered and approved by the HRRC. The HRRC also reviews and approves the adjustments to TGP for each Santam executive director, executive committee member and head of control function.

Levels

On average, TGP levels are around the median of the comparator market. Where specific skills dictate, TGP levels may be set higher than the median. Benefits form part of TGP. In certain instances, a salary may be sacrificed in favour of a flexible benefit.

Short-term incentives

Purpose

The annual bonus plan aims to align employees' performance with the group's goals and to motivate and reward employees who outperform the agreed performance hurdles. The focus is on operational matters to optimise profitability, grow the business and ensure sustainable strategic execution. The design and quantum of the annual performance bonus are regularly reviewed against market best practices, and the quantum is benchmarked against the market using a relevant comparator group.

HRRC's role

The HRRC's role regarding the annual performance bonus plan is to:

- Determine the overall structure of the annual performance bonus plan, ensuring that it provides a clear link to performance and aligns with the group's business strategy
- Set the overall principle with respect to thresholds, targets and stretch levels for the annual performance bonus plan, as well as the percentage of TGP that can be earned at each level by each group of employees
- In respect of Santam executive directors and executive committee members:
 - » Agree on the performance drivers for their annual bonus plan
 - » Agree on the relative contribution of business, group and individual/strategic performance criteria
- Consider and approve proposals regarding annual bonuses for Santam executive committee members and heads of control functions
- Determine, within its discretion, the final quantum of performance bonus payments to avoid any unintended consequences of bonus design principles and to support risk alignment

Group and business performance measures are multi-dimensional and are required to support positive outcomes on various strategic indicators, including economic, social and sustainability metrics.

STI potential and weightings for executive directors

The design of the executive directors' bonus structure is driven by simplicity and line of sight, enabling the Santam business strategy to be encapsulated in the group measures.

However, performance bonus outcomes are subject to committee discretion to avoid unintended consequences.

The payments that executive directors can achieve at the target and stretch levels are indicated below (including the weighting of business and strategic objectives). These levels are benchmarked against comparator groups and other remuneration components.

Individual	Potential (% of TGP)		Weightings for STI	
	On-target	Maximum	Financial %	Strategic %
Tavaziva Madzinga	100	200	50%	50%
Wikus Olivier	85	170	50%	50%

Executive committee STI payment and deferral

For the executive committee, the performance bonus is paid partly in cash in March, following the prior year-end, and partly deferred into restricted Santam shares (deferred bonus shares). The current split is at least 70% cash/30% deferral. Bonus shares have no further forward-looking performance conditions and vest subject to continued employment and satisfactory individual performance (based on non-financial key performance areas only) after three years. Malus and clawback principles apply.

Executive directors' STI principles

Executive directors' annual performance bonus targets incorporate several financial and strategic performance measures directly linked to the group strategy and key performance indicators. Key financial metrics and strategic targets for 2025 included:

Financial performance metrics

- Santam group operating result:** Source of cash generation in support of dividends to our shareholders.
- Growth in conventional net earned premium:** Indication of the business size and future earnings growth potential.
- Santam Group conventional underwriting margin:** Indication of pricing, claims risk management and efficiency.
- Total shareholder return (relative):** Shareholder value creation.
- Total shareholder return (absolute):** Shareholder value creation.
- Management expense ratio:** Indication of cost efficiency.
- Dividend growth:** Indication of cash generation for shareholders.
- Return on capital (RoC):** Measuring overall financial performance, including capital efficiency.

Strategic targets

- Strengthen our leadership position in South Africa** through scaling direct and partnerships, expanding omni-channel distribution, and maintaining dominance in the broker market.
- Drive international expansion and diversification:** Build the Pan-African specialist business and selectively build other international businesses through Santam Re and Specialist Business.
- Brand and client experience:** Creating intuitive client journeys enabled by technology.
- Technology modernisation:** An enabler and driver of innovation, efficiency and optimal decision making.
- Culture, values and talent management:** Empowering our people, embedding our values and evolving our culture to be competitive in a rapidly changing world.
- Sustainability/ESG:** Help build resilient societies through an impactful partnership for the risk and resilience programme. Measure transformation (employment equity, preferential procurement, skills development, financial inclusion, and the number of supported black brokers). BBEEE scorecard Level 1 and maintain ranking on the FTSE/JSE SRI Top 30 Index.
- Sound governance, risk management and compliance:** Adherence to the Santam internal control policy. Effective management of operational risk exposures. Driving a risk-aware and strong governance culture.

Discretionary bonuses

Where the bonus targets are not achieved in full, a reduced bonus, based on a sliding scale, will be paid only if a minimum threshold performance level has been achieved (at individual and business levels).

Where minimum annual business bonus targets are not achieved, an amount may be set aside at the CEO's discretion to reward exceptional individual performance, subject to HRRC approval.

The annual bonus targets at the business-unit level incorporate financial and non-financial performance measures directly linked to the group strategy and key performance indicators, including NIR, premium growth, management expense ratio, and transformation targets. The specific performance targets and relative weighting are determined for each business unit based on its strategic initiatives. The targets for support functions reflect the group's overall performance.

Retention arrangements

Retention arrangements, typically driven by forfeitable bonus payments upon sign-on or for the retention of specific employees for a specific period, where it is a strategic imperative, may be made to key employees. Such retention arrangements are subject to a retention period. In certain instances, where performance or agreed outputs and the conditions for continued employment are not met, the retention amount is repayable in full, or shares are forfeited. For senior employees and executives, awarding LTI or deferred shares (with future vesting dates based on certain performance and employment conditions) is Santam's preferred policy to ensure retention.

Where incoming senior and key employees forfeit bonuses upon sign-on with the group, agreeing on a sign-on bonus or restricted share award (subject to a retention period) with such employees may be necessary.

Retention arrangements/share awards are subject to malus and clawback provisions.

Santam's non-executive directors are not eligible for STIs, LTIs or retention arrangements.

Long-term incentives

Overview and general policy

Our LTIs support the group's business strategy, long-term value creation for shareholders, and wealth creation for key talent participating in LTIs.

The primary LTI is the PDSP in which deferred shares, with financial, strategic and individual performance conditions for vesting, serve as the mechanism for retaining and incentivising key talent and management employees. DSPs with individual performance and employment conditions are utilised for successors and emerging talent.

The outperformance plan (OPP), operating over the long term with extremely stretching performance conditions (exceeding those of the PDSPs), is a focused incentive in which the value crystallised is delivered in Santam shares.

All LTIs (i.e., DSP and PDSP) are equity-settled plans from a Santam perspective. OPPs can be cash or share-based plans. However, equity settlement for OPPs is the preferred remuneration approach, with cash settlement being the exception. No cash-settled OPPs are currently in operation.

HRRC's role

The HRRC's role, as far as the LTI plans are concerned, is to:

- Ensure their structure contributes to shareholder value, employee retention and the group's long-term sustainability
- Approve award levels
- Set appropriate performance measures for each award and review and approve vesting outcomes versus the performance conditions set. Where performance conditions are not met, to ensure forfeiture of awards

The scheme has 5.75 million available shares.

Participation

LTIs are awarded to employees with a line of sight into group performance or critical talent employees executing the business strategy. For emerging talent and transformation purposes, shares without financial performance conditions may be awarded as DSPs. LTIs are an essential tool in retaining and attracting key talent.

Award policy and vesting for DSPs/PDSPs

For our primary LTI (i.e., DSP/PDSP), Santam's award policy is to keep key employees locked in with the face value of unvested LTIs at a specific multiple of TGP (% of TGP). It should be noted that the total award is generally not made at once to new participants but staggered over two to three years. Therefore, it differs from specific market competitors where the same percentage of TGP is awarded annually.

As Santam's LTI awards vest **over five years**, with 40% in year 3, 30% in year 4 and 30% in year 5, the total multiple per level should be annualised (generally divided by 3.9) to compare it with competitor companies' awards.

The general total DSP/PDSP award levels for employees eligible to receive LTI are as follows:

Level	% of TGP (Total unvested LTI multiple awarded over two to three years, <u>NOT</u> annual awards)	% of TGP (Annualised)
Executive committee	170% – 275% ¹	43.6% – 70.5%
Senior management	120% ¹	30.8%
Specialists/middle management and emerging talent and succession management	35% – 70% ²	8.9% – 17.9%

¹ PDSP awards only.

² DSP awards only.

As participants' DSPs/PDSPs vest or participants receive TGP increases, replacement awards are made to ensure critical talent remains locked in at up to the total LTI multiple (as a percentage of TGP).

Differentiation and discretion are key principles of our remuneration philosophy, and therefore, leaders apply both when awarding LTIs. LTIs are variable pay instruments; thus, the above levels are firm guidelines for transparency and fairness. Still, differentiation and discretion can be applied per level and on an individual basis. Therefore, where a specific industry or role warrants it, higher allocations may be made with more stretching performance conditions attached. Any such higher allocations will be disclosed for executive directors.

Deferred share plans

From 2022 onwards, only performance shares will be awarded to senior management and the executive committee.

Awards granted in terms of the DSP are conditional rights to acquire shares for no consideration, subject to the satisfaction of vesting conditions. The award has individual and strategic performance hurdles attached to it.

The 2025 DSP award (issued to middle management/specialists and emerging talent only) is eligible for vesting after year 3 (40%), year 4 (30%) and year 5 (30%), subject to individual performance and continued employment.

Awards granted under the DSP scheme to middle management/specialists and emerging talent in 2025 have a face value of up to 70% of TGP.

Performance deferred share plans

PDSPs have a five-year tranche vesting profile.

Performance hurdles are carefully reviewed each year to ensure they are competitive, create value for shareholders, motivate key employees who participate in LTIs, and remain flexible enough to address extraordinary events.

The HRRC will set the performance conditions for every PDSP to ensure they are relevant, support Santam's business strategy and reflect stretched targets.

The use of RoC as a performance condition is appropriate as it is the key performance indicator for the group's strategy and long-term sustainability. Using this measure establishes a direct link between the LTI reward, the group strategy, and shareholders' interests. See page 18 of the implementation report regarding achieving RoC targets for the three-, four- and five-year measurement periods and the applicable tranches.

The 2025 PDSPs are eligible for vesting after year 3 (40%), year 4 (30%) and year 5 (30%), and the RoC will be tested over the financial years applicable to these vesting periods. Performance conditions for the 2025 PDSP award are as follows:

2025 performance conditions

2025 allocations are subject to RoC performance conditions ranging from 16% (threshold) to 24% (stretch). The lower RoC threshold for PDSPs, compared to the RoC threshold in the performance bonus scorecard, accounts for RoC volatility over the three- to five-year measurement period. RoC carries an effective 100% weighting for the PDSP vesting conditions, compared to a 5% weighting for the performance bonus. Volatility in RoC has a more pronounced commensurate impact on the PDSP’s vesting.

Historic performance conditions were disclosed in detail in previous remuneration reports, but the details are included below for completeness.

2021 to 2024 performance conditions

2021, 2022, 2023 and 2024 allocations are subject to RoC performance conditions of between 16% (threshold) and 24% (stretch).

2020 performance conditions

Following the economic downturn due to COVID-19 and the lower interest rate environment, the 2020 awards were measured on 1 January 2021 to reflect the extraordinary effect of the COVID-19 pandemic on the 2020 financial results. The allocations for 2020 are subject to RoC performance conditions ranging from 16% (threshold) to 24% (stretch).

Discretion of the HRRC concerning LTI performance conditions

To ensure that performance conditions do not result in unintended consequences, the HRRC can exercise discretion when reviewing performance condition outcomes in considering and approving the vesting of DSPs and PDSPs. In exercising its discretion, the HRRC will consider external factors that significantly affect the calculation of RoC, such as extraordinary currency, bond, and equity market movements beyond management’s control. The HRRC has the discretion to exclude the impact of such extraordinary events (both positive and negative) and determine that a percentage of the award may vest, subject to any additional conditions which may be determined.

Where the HRRC exercises its discretion, it will be fully disclosed to shareholders in the annual remuneration report.

Outperformance plan (OPP)

The purpose and strategic intent of OPPs are explained in the remuneration overview. Where it supports the Santam business strategy, and after review and approval by the HRRC, OPPs may be granted to individual executive committee members. These executive committee members are typically the group CEO and leaders of the group’s main operating businesses. The committee will set relevant and stretching targets applicable to the business area and the group and, most importantly, align them with the strategic targets of the Santam business strategy. At the committee’s discretion, OPPs may be extended (by exception) to business leaders below the executive committee.

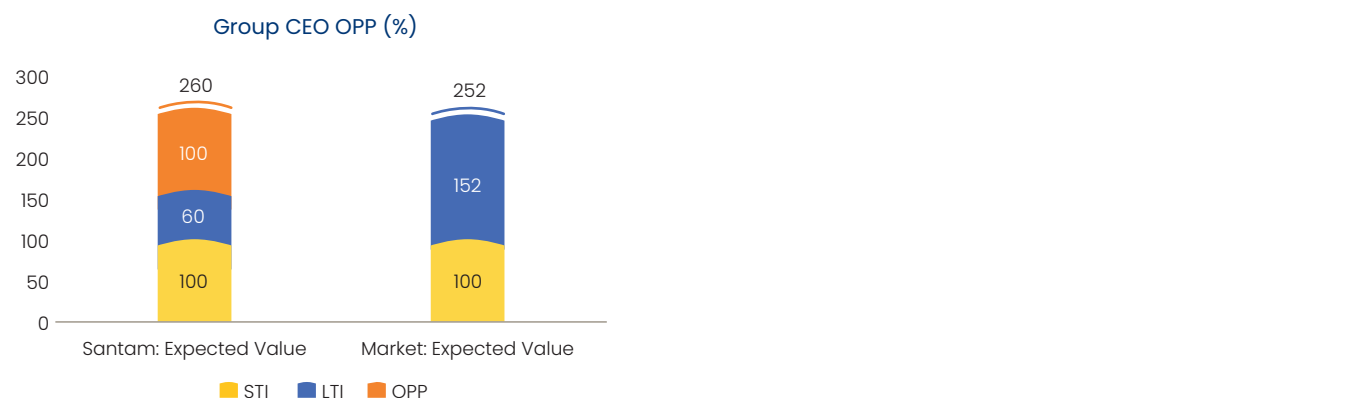
The OPP rewards exceptional performance over three to five years, and we believe it is effective as it is focused and bespoke. No value is earned under the OPP unless minimum targets over the period are exceeded, and full value is delivered only at a stretch. OPPs are designed to be fully self-funded. In principle, all applicable policy principles for performance share awards consistently apply (where relevant) to OPPs.

The maximum value that can be earned under an OPP is 200% of TGP per year over the OPP period (five years), or 10 times the annual TGP. Where the value is settled in shares, the percentage of shares that qualify for vesting after the measurement period (if any) depends on the OPP achievement relative to the minimum and maximum hurdles.

Where the OPP is share-based, the preferred design, the TGP at the implementation of the OPP is used as the basis for the earning potential.

The total variable pay potential (STI, LTI and OPP) for the Santam group CEO compared with similar CEO and executive roles at competitor companies of similar size and complexity has been considered and is disclosed below.

The graphs below depict the total variable pay potential (expected value) expressed as a percentage of TGP.



Certain assumptions and inputs needed to be applied, as with any indicative depiction. It should also be noted that the modelling is merely indicative, based on market benchmarks and is not a financial forecast upon which reliance can be placed. Assumptions/inputs applied:

1. Based on Santam and market data, a consistent average TGP was used in the indicative graph.
2. Market LTI vesting probability of 80% (of the market face value of 190% of TGP) is in accordance with vesting probability benchmarks from independent remuneration consultants.
3. Santam LTI vesting probability of 85% (based on RoC internal model simulations) applied to the annual allocation (70% of TGP per year), equating to 60% of TGP.
4. Santam's OPP assumed a vesting probability of 50% applied to the face value allocation (200% of TGP per year), resulting in 100% of TGP.

The graphs illustrate that Santam's OPP potential (expected value) compares well with the STI and LTI potential of CEOs at similar competitor companies. The OPP is therefore considered a fair and equitable instrument from a market-competitive perspective, given that stretch performance is required for the OPP.

See page 19 of the implementation report for further details and measurements related to the group CEO's OPP arrangement.

Restricted shares

To support the attraction and retention of key talent and long-term alignment with shareholders, where remuneration payable in cash is deferred (for example, deferred bonuses), or for sign-on arrangements, Santam may award restricted shares. Such shares are purchased in the market and held in a restricted account by the individual. They will become unrestricted only if vesting conditions (strategic and other appropriate conditions) and continued employment conditions are met.

Per the malus and clawback policy, these Santam shares are also subject to malus and clawback provisions.

Number of LTI awards

	2025	2024
Number of shares (per type) awarded under the Santam DSP	191 394	248 610
Number of participants per year under the Santam DSP	403	362
Number of shares (per type) awarded under the Santam PDSP	155 511	226 390
Number of participants per year under the Santam PDSP	69	63

Risk adjustment

Provision is made to protect the group from inappropriate remuneration related risk-taking behaviour. These include:

- The mix of short-term and long-term financial performance conditions, combined with a material weighting towards non-financial/strategic conditions, ensures that risk-taking behaviour is not encouraged
- Minimum shareholding requirements require executives to hold a percentage of vested LTIs as shareholders and not to sell LTIs upon vesting
- Partial deferral of bonuses for the executive committee into restricted Santam shares for three years
- A three to five-year measurement period for LTI performance hurdles before vesting occurs
- Malus and clawback of remuneration for "trigger events". Defined trigger events include dishonesty, fraud, misrepresentation, gross misconduct, misstated financial results and actions resulting in reputational damage for the group attributable to the employee
- In assessing whether defined trigger events have occurred, the HRRC will work with the relevant board committee, the board, professional advisors and any other department within the group to ensure correct assumptions
- Compliance with legislation and governance best practice standards in the financial services industry

Executive contracts

Santam executive directors and executive committee members are contracted as full-time, permanent employees for employment contracting purposes. As a standard element of these contracts, a restraint of trade (12 months) is included, which Santam has the discretion to enforce depending on the circumstances surrounding the individual's departure.

The notice period for termination of employment is three months' written notice. Bonus payments and the vesting of LTIs in place at the time of an individual's termination of service are subject to the rules of the relevant scheme, with some discretion allowed to the HRRC based on the recommendations of the CEO. No clauses are included in employment contracts relating to any payments in the event of a change in control of Santam. In the event of a change in control, the vesting of share awards will only be accelerated if an offer does not substitute unvested LTIs with arrangements on terms similar to the existing terms and conditions.

Minimum shareholding requirements

To align executive and shareholder interests, Santam applies a minimum shareholding requirement (MSR) policy to all current and future members of the Santam executive committee, including Santam executive directors (participating executives). In terms of these arrangements, minimum shareholding levels, expressed as a percentage of annual TGP, must be reached within six years from a participating executive's appointment date.

Level	Minimum level
Group CEO	200%
Group CFO	150%
Business executives	100%
Support executives	75%

There is no limit on the maximum MSR holding of participating executives.

Participating executives must maintain the target shareholding throughout their tenure with the group. Unvested shares under any LTI arrangement will not be considered when assessing compliance with the MSR policy.

Incentive arrangements implemented after 1 January 2019 may include MSR terms and conditions determined by the HRRC to ensure compliance with the prescribed levels in the prescribed periods and to address the implications of not adhering to the MSR.

To determine compliance with the MSR levels, the value of a participating executive's shareholding at the end of each financial year will be determined by using the average closing price of Santam ordinary shares on the JSE for the trading days in that financial period and expressed as a percentage of the participating executive's annual TGP at the end of such financial year.

Non-executive directors' fees

Fee structures are reviewed annually based on data from independent service providers and, where applicable, external advice. Recommendations are reviewed for reasonableness by the HRRC and the board and are then proposed to shareholders for approval at the AGM. See details of proposed fees in the Notice of AGM.

See special resolution number 1 in the 2026 Notice of AGM. For 1 July 2026 to 30 June 2027, a general increase of 4.5%, aligned with employee increases, is proposed, with limited adjustments higher than the general increase to some committee fees based on market benchmarking to ensure Santam remains competitive.

The fee structure will remain in place for one year, from 1 July until 30 June. Non-executive directors receive annual board fees and retainers. In addition, a fee is paid for attending board and committee meetings. Santam pays for all travel and accommodation expenses for board meetings. The chairperson of the board receives a fixed annual fee that includes all board and committee attendance, as well as all other services performed on behalf of the group.

Part 3: Implementation report

Remuneration details for executive directors

Executive remuneration summary

Remuneration earned by executive directors was as follows:

Table 1

Remuneration for the year ended 31 December 2025

The vesting value of LTIs is disclosed in the table below for total remuneration. Separate disclosure is provided regarding the number and value of LTIs awarded and vested in the year (refer to page 18).

Individuals	Months in service	Salary R	Contribution to retirement fund	Subtotal: Guaranteed package R	Performance bonus ²		Restricted shares R	Attributable value of LTIs ¹ R	Other R	Total remuneration R
					Cash R	Deferred R				
Tavaziva Madzinga	12	8 500 000	350 000	8 850 000	5 700 000	10 000 000	3 426 522 ³	8 014 551 ⁵	24 000	36 015 073
Wikus Olivier	12	4 390 651	350 000	4 740 651	4 605 579	1 973 819	4 767 277 ⁴	5 295 856	19 500	21 402 682
Total: executive directors		12 890 651	700 000	13 590 651	10 305 579	11 973 819	8 193 799	13 310 407	43 500	57 417 755

¹ Vesting value.

² Performance bonus in respect of 2025 paid in 2026.

³ Awarded R7.5 million in restricted Santam shares upon appointment, vesting 12, 24 and 36 months after the award date (in equal tranches), to compensate for remuneration forfeited upon joining Santam. All vested restricted Santam shares were pledged to MSR, and the vesting value is reflected in the table.

⁴ Restricted shares received at Sanlam and converted to Santam. All vested restricted Santam shares were pledged to MSR, and the vesting value is reflected in the table.

⁵ 74% of vested PDSs pledged to MSR.

Table 2

Remuneration for the year ended 31 December 2024

Individual	Months in service	Salary R	Contribution to retirement fund	Subtotal: Guaranteed package R	Performance bonus ²		Restricted shares R	Attributable value of LTIs ¹ R	Other R	Total remuneration R
					Cash R	Deferred R				
Tavaziva Madzinga	12	8 000 000	350 000	8 350 000	5 000 000	10 000 000	2 644 579 ³	–	24 000	26 018 579
Wikus Olivier ³	12	4 062 419	350 000	4 412 419	3 726 196	1 596 941	3 200 174 ⁴	2 465 932	12 000	15 413 663
Total: executive directors		12 062 419	700 000	12 762 419	8 726 196	11 596 941	5 844 753	2 465 932	36 000	41 432 242

¹ Vesting value.

² Performance bonus in respect of 2024 paid in 2025.

³ Awarded R7.5 million in restricted Santam shares upon appointment, vesting 12, 24 and 36 months after the award date (in equal tranches), to compensate for remuneration forfeited upon joining Santam. All vested restricted Santam shares were pledged to MSR, and the vesting value is reflected in the table.

⁴ Restricted shares received at Sanlam and converted to Santam. All vested restricted Santam shares were pledged to MSR, and the vesting value is reflected in the table.

Total guaranteed package

The executive directors' TGP (in Rand) is reflected in the table below. Due to increases (if any) in TGP being granted during the year (i.e. April), the TGP amounts reflected in the table will not correspond to those included in the summary remuneration tables above, which relate to the financial year January to December.

Table 3

Individual	TGP as at 1 April 2025 R	TGP as at 1 April 2024 R	TGP as at 1 April 2023 R	% increase during 2025	% increase during 2024
Tavaziva Madzinga	8 970 000	8 490 000	7 930 000	5.65	7.06 ¹
Wikus Olivier	4 837 793	4 473 225	4 230 000	8.15 ¹	5.75

¹ Higher increase to align closer to market comparisons.

The average salary increase for executives, excluding the Group CEO, in 2025 was 5.65% (2024: 5.75%), in line with the average salary increase for all employees of 5.65% (2024: 5.75%). The Group CFO received a larger increase to align more closely with market comparisons.

The remuneration increase trends for the past three years are as follows:

Table 4

	2023 %	2024 %	2025 %
Executives	5.75	5.75	5.65
Employees	5.75	5.75	5.65

Short-term incentives

Performance targets

The HRRC sets the performance targets for the annual bonus plan for executive directors annually. In respect of the 2025 annual bonus, the split between financial and strategic goals for executive directors was as follows:

Table 5

Individual	Financial %	Strategic %
Tavaziva Madzinga	50	50
Wikus Olivier	50	50

CEO and CFO 2025 performance outcomes

Performance measures for the CEO and CFO for 2025, along with their achievement, are set out below.

Table 6

	Weighting	Threshold/Max	Measure (For 100%)	Actual	Achievement (0% – 200%)	Outcome
Financial metrics (50%)						
Santam group operating result	10%	R3.7bn – R5.6bn	R4.7bn	R6.4bn	200%	20.0%
Growth in conventional net earned premium	10%	R34.8bn – R38.5bn	R36.7bn	R36.9bn	113%	11.3%
Santam group conventional management expense ratio	5%	17.9% – 19.8%	18.3%	18.7% ¹	139%	7.0%
Santam group conventional underwriting margin	5%	5% – 10%	8.3%	11.3%	200%	10.0%
Total shareholder return – relative to FINI15	5%	17.2% – 37.2%	27.2%	13.3%	0%	0.0%
Total shareholder return – absolute	5%	6.3% – 13.3%	9.8%	13.3%	200%	10.0%
Dividend growth	5%	5% – 15%	10.0%	10.5%	111%	5.5%
Return on capital	5%	18% – 30%	24.0%	29.9% ¹	200%	10.0%
Financial achievement					147.6%	73.8%

¹ Before outperformance bonus provision.

	Weighting	Achievement (0% – 200%)	Outcome
Strategic metrics (50%)			
Strengthen leadership position in South Africa	10%	152%	15.2%
Drive international expansion and diversification	10%	200%	20.0%
Brand and client experience	5%	130%	6.5%
Culture, values and talent management	10%	135%	13.5%
Technology modernisation	5%	150%	7.5%
Sustainability (ESG)	5%	143%	7.2%
Sound governance, risk management and compliance	5%	125%	6.3%
Strategic achievement		152.4%	76.2%
TOTAL ACHIEVEMENT (Out of a maximum of 200%)			150.0%

Committee discretion

A pure formulaic calculation of the CEO scorecard renders an outcome of 150%. In light of outperformance by the CEO in a challenging macroeconomic environment, the committee exercised discretion and approved a performance outcome of 175% for the CEO.

STI outcomes

The table below shows the total bonuses (cash and deferred) for the CEO and CFO for 2025, along with comparatives for 2024.

Table 7

Individual	% of TGP achieved 2025	Total bonus 2025 R	Cash R	Deferred R	% of TGP achieved 2024
Tavaziva Madzinga	175%	15 700 000	5 700 000	10 000 000	177 ¹
Wikus Olivier	136%	6 579 398	4 605 579	1 973 819	119

¹ 67% of FY2024 performance bonus deferred into restricted Santam shares.

A balanced scorecard, with broadly the same financial and strategic metrics as the corporate scorecard above and some differentiation in individual business units, was applied to employees in the group.

Long-term incentives

Performance measurement for June 2025 LTI vesting

PDSP subject to company financial performance conditions

Due to Santam's vesting profile, three LTI tranches were performance measured in 2025 for vesting from a financial metric perspective, namely:

- Award 2022: 40% of the award and three financial years reviewed for performance testing
- Award 2021: 30% of the award and four financial years reviewed for performance testing
- Award 2020: 30% of the award and four financial years reviewed for performance testing

A summary of the performance measurement and achievement for LTI vesting in June 2025 is shown below as it pertains to the RoC (for Santam PDSP):

Table 8

Award year	Award 2022	Award 2021	Award 2020
Tranches measured	1st (40%)	2nd (30%)	3rd (30%)
Santam PDSP (RoC)	100%	100%	100%

The outcome of RoC (for Santam PDSP) achievement resulted in 100% LTI vesting in June 2025 for the third tranche of the 2020 award, the second tranche of the 2021 award and the first tranche of the 2022 award.

The participation by executive directors in the group's LTI schemes (excluding the OPP) as at 31 December 2025 was as follows:

Table 9

Number of shares

	Balance 31 December 2024	Special dividend	Awarded in 2025	Shares vested 2025	Balance 31 December 2025	Vesting in				
						2026	2027	2028	2029	2030
Tavaziva Madzinga										
Santam	144 599		40 675	27 701	157 573	41 209	60 623	46 035	4 941	4 765
PDSP	96 693		15 882	18 824	93 751	33 737	29 066	21 242	4 941	4 765
RSP	47 906		24 793	8 877	63 822	7 472	31 557	24 793	–	–
Wikus Olivier										
Santam	53 073		12 794	24 888	40 949	10 150	11 966	10 492	5 670	2 651
DSP	4 312		–	3 340	972	972	–	–	–	–
PDSP	25 826		8 835	7 899	26 762	4 034	7 854	6 533	5 670	2 651
RSP	22 935		3 959	13 679	13 215	5 144	4 112	3 959	–	–

Santam group CEO OPP

Key financial measures primarily drive the vesting percentage of the group CEO's OPP shares. However, recognising the importance of promoting sustainable improvements, vesting may be modified upwards or downwards based on the board's performance evaluation against key strategic criteria.

Financial measures

Potential – maximum number of shares that can be delivered	Measurement period and description	OPP performance conditions				Weighting
		Financial Measure	Description	Minimum (0% vesting below this)	Maximum (100% vesting)	
263 847 shares ¹ (200% TGP per year)	1 January 2023 – 31 December 2027 (Final measurement March 2028 after conclusion of 2027 financial year-end)	Growth in gross written premium (GWP)	Future growth potential: Measure average real growth in GWP over the five years based on 2022 normalised gross written premium	CPI + GDP + 2% Average nominal growth of 8.7% per annum based on current GDP and CPI forecasts	CPI + GDP + 6% Average nominal growth of 12.7% per annum based on current GDP and CPI forecasts	20%
		Net insurance result (NIR) growth	Dividend growth: Measure real growth in accumulated NIR over the five years based on the 2022 normalised NIR base	GDP + 3%	GDP + 7%	20%
		Total shareholder return (TSR)	Shareholder value creation: Average Santam TSR vs average FINI15 return over the measurement period	1% outperformance	5% outperformance	20%
		Total shareholder return (TSR)	Shareholder value creation: Average Santam TSR vs average CPI + 3% – 10% return over the measurement period	3% outperformance	10% outperformance	20%
		Return on capital (RoC)	Measure financial performance and capital efficiency: Average RoC over the measurement period	22%	30%	10%
		Net underwriting margin (NUM)	Efficiency and risk pricing: Average NUM over the measurement period	7.5%	10%	10%
		Total				100%
	Post-employment holding period It was agreed with the group CEO that shares which met the performance conditions (vested) will be held for a further holding period of 12 months from March 2028 until March 2029. This further supports direct alignment with shareholders.					

Notes:

¹ Based on TGP as at 1 April 2023 and 3-Day VWAP (R300.60) after the 2022 annual results were announced.

A sliding scale determines the vesting percentage between minimum and maximum hurdles.

The committee may adjust targets for material reorganisations, acquisitions or disposals during the measuring period.

Modifier for the OPP shares

The board may moderate vesting under the financial metrics of the OPP component of the Santam group CEO OPP five-year remuneration arrangement to reflect several areas that impact the long-term sustainability and value of the group. These include:

- Diversification of the Santam business
- Modernisation of the business through data and digital transformation
- Leadership position in South Africa
- Transformation of the employee base
- Culture and ESG

A maximum adjustment of 25% either added or subtracted may be made at the board's discretion (after testing the financial metrics) to reflect these factors. Modification cannot result in more than 100% vesting. Any discretion exercised in terms of this modifier will be disclosed.

Minimum shareholding requirement

The table below reflects the actual qualifying Santam shares held by executive directors relative to the MSR.

Table 10

Number of shares as at 31 December 2025

Individual	Minimum shareholding requirement	Actual qualifying shareholding	Date at which minimum shareholding must be reached
Tavaziva Madzinga	51 757	40 633	31 December 2027
Wikus Olivier	20 452	48 500	In full compliance

Santam share scheme allocation

Following on engagement with shareholders, institutional investors and proxy voting advisors, shareholders approved a special resolution at the 2025 AGM to replace the original scheme allocation of 12 million shares (of which 6 217 631 shares was unused on 31 December 2024) with a new allocation of 5.75 million shares with a limit on annual usage of 575 000 shares (2 million shares previously) and the limit for any individual to 287 000 million shares (1.2 million shares previously).

The following table illustrates the usage for 2025 and the capacity position as at 31 December 2025:

Table 11

	Number of shares
Scheme allocation originally approved¹	5 750 000
Allocation under DSP and PDSP in 2025	(346 905)
Shares forfeited in 2025	85 440
Balance of scheme carried forward on 31 December 2025	5 488 535

¹ New scheme allocation approved at the AGM held on 30 May 2025 and applies with effect from 1 January 2025.

Remuneration details for non-executive directors

The remuneration policy part of this report summarises the policy for non-executive directors' fees.

Disclosure of individual directors' payments, as required by the JSE Listings Requirements, is detailed below.

Table 12

Non-executive directors' payments for the year ended 31 December 2025

Individual	Board, committee and retainer fees R	Other meetings R	Fees from group R	Total R
Caroline Da Silva	1 106 201			1 106 201
Monwabisi Fandeso ²	1 670 838		920 152	2 590 990
Paul Hanratty ³	676 762			676 762
Deborah Loxton ²	1 243 830		381 450	1 625 280
Mlondolzi Mahlangu ³	741 123			741 123
Nombulelo Moholi	1 850 782			1 850 782
Abigail Mukhuba ³	860 143			860 143
Junior Ngulube	701 771			701 771
Preston Speckmann ^{1,2}	1 004 345		762 900	1 767 245
Robert Stuchbery	320 701			320 701
Lucia Swartz	912 527		381 450	1 293 977
Richard Wainwright	686 287		130 633	816 920
Total non-executive directors	11 775 310		2 576 585	14 351 895

¹ The amounts for Preston Speckmann do not include fees for directorships in the Sanlam Group. Sanlam fees were R3.08 million for 2025.

² Board member fees from Santam Limited subsidiaries.

³ Fees paid to holding company, Sanlam Limited.

Table 13**Non-executive directors' payments for the year ended 31 December 2024**

Individual	Board, committee and retainer fees R	Other meetings R	Fees from group R	Total R
Mmaboshadi Chauke	730 061		268 250	998 311
Caroline Da Silva	971 668			971 668
Monwabisi Fandeso ²	1 448 104		870 823	2 318 927
Paul Hanratty ³	721 238			721 238
Deborah Loxton ²	1 086 532		361 000	1 447 532
Mlondolozzi Mahlangeni ³	669 138			669 138
Nombulelo Moholi	1 631 855			1 631 855
Abigail Mukhuba ³	789 678			789 678
Junior Ngulube	600 698			600 698
Preston Speckmann ^{1,2}	974 319		722 000	1 696 319
Lucia Swartz ²	672 920		185 500	858 420
Total non-executive directors	10 296 211		2 222 073	12 703 784

¹ The amounts for Preston Speckmann do not include fees for directorships in the Sanlam Group. Sanlam fees amounted to R2.38 million for 2024.

² Fees from group included board member fees from Santam Limited subsidiaries.

³ Fees paid to holding company, Sanlam Limited.

Part 4: Directors' interest in share capital

Directors' interest in share capital

Table 14

Total interest of all directors in share capital as at 31 December 2025

Individual	NUMBER OF SANTAM SHARES	
	2025	2024
Executive directors		
Tavaziva Madzinga	110 911	69 612
Wikus Olivier	72 399	62 304
Total executive directors	183 310	131 916
Non-executive directors		
Monwabisi Fandeso	1 196	1 196
Junior Ngulube	5 104	5 104
Total non-executive directors	6 300	6 300
Total	189 610	138 916



Contact

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