

**FORM OF PROXY FOR THE ANNUAL GENERAL MEETING OF SANLAM SHAREHOLDERS: 09 JUNE 2021**

To be used by ordinary shareholders holding share certificates or own-name dematerialised shareholders or shareholders holding their Sanlam ordinary shares through Sanlam Share Account Nominee (Proprietary) Limited or Sanlam Fundshare Nominee (Proprietary) Limited, wishing to appoint a proxy to act on their behalf at the annual general meeting of shareholders of Sanlam ("Sanlam shareholders" or "shareholders") to be held in the CR Louw Auditorium, Sanlam Head Office, 2 Strand Road, Bellville, Cape Town, at 14:00 on Wednesday, 09 June 2021 (the "Meeting") and at any adjournment or postponement thereof. The Meeting will start promptly at 14:00 due to the electronic voting system to be used. Late registrations will not be allowed. Shareholders are also referred to the notes overleaf.

I/We, the addressee(s) above, hereby appoint:

1. \_\_\_\_\_ or failing  
him/her
2. \_\_\_\_\_ or failing  
him/her
3. **the Chair** of the Meeting as my/our proxy to act for me/us and on my/our behalf at the Meeting and at any adjournment or postponement thereof, for purposes of considering and if approved, passing with or without modification, the resolutions to be proposed thereat and to vote for or against such resolutions or abstain from voting in respect of the shares registered in my/our name, as follows:

RESOLUTIONS		FOR	AGAINST	ABSTAIN
1	<b>Ordinary resolution number 1:</b> To present the Sanlam Annual Reporting suite including the consolidated audited financial statements, auditors' audit committees and directors' reports.			
2	<b>Ordinary resolution number 2:</b> To reappoint Ernst & Young as independent external auditors for 2021			
3	<b>Ordinary resolution number 3:</b> To reappoint joint auditors KPMG for the 2021 financial year			
4	<b>Ordinary resolution number 4:</b> To appoint the following additional director:			
4.1	NAS Kruger			
5	<b>Ordinary resolution number 5:</b> To individually re-elect the following directors retiring by rotation:			
5.1	M Mokoka			
5.2	KT Nondumo			
5.3	J van Zyl			
6	<b>Ordinary Resolution No 6:</b> To elect the following two executive directors			
6.1	P Hanratty			
6.2	A Mukhuba			
7	<b>Ordinary resolution number 7:</b> To individually elect the following independent non-executive directors of the Company as members of the Sanlam Audit Committee:			
7.1	AS Birrell			
7.2	NAS Kruger			
7.3	M Mokoka			
7.4	JP Möller			
7.5	KT Nondumo			
8	<b>Ordinary resolution number 8:</b> To cast a non-binding advisory vote on the Company's Remuneration Policy.			
	8.1. Non-Binding advisory vote on the Company's Remuneration Policy			
	8.2. Non-Binding advisory vote on the Company's Remuneration Implementation Report			
9	<b>Ordinary resolution number 9:</b> To note the total amount of non-executive and executive directors' remuneration for the financial year ended 31 December 2020.			
10	<b>Ordinary resolution number 10:</b> To place unissued shares under the control of the directors.			
11	<b>Ordinary resolution number 11:</b> To approve the general authority to issue shares for cash.			
12	<b>Ordinary resolution number 12:</b> To authorise any director of the Company, and where applicable, the secretary of the Company, to implement the aforesaid ordinary and undermentioned special resolutions.			
A	<b>Special resolution number 1:</b> To approve the remuneration of the non-executive directors of the Company for their services for the period 01 July 2021 till 30 June 2022.			
B	<b>Special resolution number 2:</b> To give authority to the Company or a subsidiary of the Company to acquire the Company's securities.			
C	<b>Special resolution number 3:</b> General authority to provide financial assistance in terms of section 44 of the Companies Act			
D	<b>Special resolution number 4:</b> General authority to provide financial assistance in terms of section 45 of the Companies Act			

Signed at \_\_\_\_\_ on \_\_\_\_\_ 2021

Signature(s) \_\_\_\_\_ Assisted by (where applicable) \_\_\_\_\_

State capacity and name(s) when signing in representative or assisting capacity: \_\_\_\_\_

Telephone number (daytime) \_\_\_\_\_ Email address: \_\_\_\_\_

**Each Sanlam shareholder is entitled to appoint a proxy (who need not be a shareholder of the Company) to participate in, attend, speak and vote in place of such Sanlam shareholder at the Meeting.**



## NOTES:

1. A proxy need not be a shareholder of the Company.
2. A shareholder may insert the name of one or two alternative proxies of his/her own choice in the space provided, with or without deleting the words "the Chair of the Meeting". The shareholder, and if applicable the person assisting the signatory, must initial any such deletion. The person whose name appears first on the form of proxy and has not been deleted, and who is present at the Meeting, will be entitled to act as proxy to the exclusion of those whose names follow.
3. Any alteration or correction must be initialed by the signatory and, if applicable, the person duly authorised to assist the signatory.
4. The Chair of the Meeting may accept any form of proxy, provided that the Chair is satisfied as to the manner in which the shareholder concerned wishes to vote.
5. A copy of the power of attorney or such other documentary evidence, duly certified by a notary, establishing the authority of a person **signing this form of proxy in a representative capacity**, must be attached to this form, unless previously recorded by the transfer secretaries or waived by the Chair of the Meeting. A shareholder, whose shares are held by Sanlam Share Account Nominee (Proprietary) Limited or Sanlam Fundshare Nominee (Proprietary) Limited, is empowered by the relevant nominee company to act and vote at the Meeting. No further authorisation is therefore needed for such a shareholder to sign the form of proxy.
6. The completion and lodging of this form of proxy will not preclude the relevant shareholder from attending the Meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms of this form of proxy, should such shareholder wish to do so.
7. **Duly completed forms of proxy** must be lodged with or posted to the Company's transfer secretaries, namely Computershare Investor Services Proprietary Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196 (Private Bag X 9000, Saxonwold 2132) or email to [proxy@computershare.co.za](mailto:proxy@computershare.co.za). The said **forms of proxy must be received by the transfer secretaries no later than 14:00 on Tuesday, 08 June 2021, however shareholders are entitled to vote up until 14:00 on Wednesday, 09 June 2021**. The earlier deadline is applicable from an administrative side to process the votes accordingly.
8. The Meeting will start promptly at 14:00 on Wednesday 09 June 2021 due to the electronic voting system used, and late registrations will therefore not be allowed.
9. Where shares are held jointly, any one of such holders may sign a form of proxy as if such holder was solely entitled thereto, but if more than one such joint holders lodge a form of proxy, the proxy of that one of the said persons whose name appears first in the Company's share register will be accepted.
10. A minor must be assisted by his/her parent or legal guardian unless the relevant documents establishing his/her legal capacity are produced and have been registered by the transfer secretaries.
11. On a show of hands every shareholder present in person or every proxy or duly authorised representative representing shareholders will each have only one vote, irrespective of the number of shareholders or shares he/she represents or holds.
12. On a poll, every shareholder present in person or represented by proxy or a duly authorised representative will each have one vote for every share held by such shareholder.
13. A resolution put to the vote will be decided on a show of hands unless, before or on the declaration of the results of the show of hands, a poll is demanded by any person entitled to vote at the Meeting. If a poll is demanded, the resolution put to the vote will be decided on a poll.
14. Sanlam's existing Memorandum of Incorporation ("MOI") provides for an electronic voting process, in which event electronic handset devices, and no poll forms, will be used in the voting process.