

NOTICE TO THE MEMBERS OF THE ANNUAL GENERAL MEETING AND CVS OF CANDIDATES STANDING FOR ELECTION

THE PROFESSIONAL PROVIDENT SOCIETY HOLDINGS TRUST

(Registration number: IT312/2011)
(‘the Trust’)

Notice is hereby given that the eleventh annual general meeting (‘the meeting’) of the members of the Trust will be held VIRTUALLY on Monday, 10 May 2021 at 18:00, for the purposes set out below. Please refer to the section titled “Action required by members in regard to the 2021 annual general meeting” included in this integrated report for particulars regarding participation in the annual general meeting.

1. **To adopt, by ordinary resolution, the annual financial statements for the year ended 31 December 2020, including the reports of the trustees and the auditors of the Trust.**
2. **To re-appoint, by ordinary resolution, PricewaterhouseCoopers Inc. as the auditors of the Trust.**
3. **To elect and appoint trustees, by ordinary resolutions, in place of those trustees retiring in accordance with the trust deed which established and governs the Trust (‘Trust Deed’).**

Dr N H P Khosa, Dr C M Krüger and Mr E A Moolla are retiring by rotation at the meeting in terms of the Trust Deed.

The following Trustees, being eligible for re-election and appointment, offer themselves for re-election and appointment as trustees of the Trust (Mr Moolla is not standing for re-election):

- 3.1 Dr N H P Khosa
- 3.2 Dr C M Krüger

In addition, the following candidates have been nominated for election and appointment as trustees of the Trust in terms of the Trust Deed:

- 3.3 Mr A H de Vries
- 3.4 Ms V Kriel
- 3.5 Adv J Malherbe

(Abbreviated biographical details of the persons referred to above are set out on pages 214 to 218 of this Integrated Report).

EXPLANATORY NOTE ON THE APPOINTMENT OF THE TRUSTEES

The Trust Deed provides for a maximum of 20 Trustees, all of whom are appointed in accordance with the Trust Deed. There are currently 10 elected Trustees, of whom three are required to retire by rotation in terms of clause 7.2.1 of the Trust Deed. Following these retirements by rotation, there will be seven elected trustees in office. In terms of clause 5.3.1 of the Trust Deed, a maximum of ten Trustees may be appointed by the members in general meeting. There are therefore three vacancies and there are five nominees for these vacant positions (including the two Trustees who retire by rotation and who offer themselves for re-election and appointment). The Trust Deed provides that:

- (i) Each candidate will be voted upon by a separate election resolution and if the election resolution is not approved then that candidate is not appointed.
 - (ii) If the number of candidates whose election resolutions are approved exceeds the above-mentioned number of vacancies, the result of the voting shall be determined in accordance with the number of votes cast in favour of each approved election resolution so that the vacancies will be filled by those candidates whose approved election resolutions received the highest number of favourable votes.
4. **To elect the Audit Committee of the Trust by ordinary resolution. The following trustees, who meet the requirements of paragraph 26.1 of the Trust Deed, nominated by the Group Nominations Committee and recommended by the Board, have offered themselves for election:**
 - 4.1 Ms D L T Dondur
 - 4.2 Mr P Ranchod
 - 4.3 Prof H E Wainer

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

for the year ended 31 December 2020

5. **To approve, by special resolution, the following remuneration of the trustees (exclusive of VAT) for the period commencing 1 July 2021 until such time as this remuneration is amended by a further special resolution:**
- ⦿ remuneration of the chairman, comprising an annual retainer of R488 970 and an attendance fee of R21 128 per meeting;
 - ⦿ remuneration of the deputy chairman, comprising an annual retainer of R325 980 and an attendance fee of R15 846 per meeting;
 - ⦿ remuneration of the co-opted members of the Board of Trustees, comprising an annual retainer of R244 485 and an attendance fee of R10 564 per meeting;
 - ⦿ remuneration of the remainder of the members of the Board of Trustees, comprising an annual retainer of R162 990 and an attendance fee of R10 564 per meeting;
 - ⦿ remuneration of the chairman of the Trust Audit Committee, being an attendance fee of R26 409 per meeting;
 - ⦿ remuneration of the members of the Trust Audit Committee, being an attendance fee of R13 205 per meeting;
 - ⦿ remuneration of the chairman of the Group Nominations Committee, being an attendance fee of R26 409 per meeting;
 - ⦿ remuneration of the deputy chairman of the Group Nominations Committee, being an attendance fee of R19 807 per meeting; and
 - ⦿ remuneration of the members of the Group Nominations Committee, being an attendance fee of R13 205 per meeting.

VOTING

In voting or passing any resolution:

- ⦿ **Associate Members** (as defined in clause 18 of the Trust Deed) do not have any votes; and
- ⦿ **Ordinary Members** (as defined in clause 18 of the Trust Deed) shall have 100 (one hundred) votes each, plus 1 (one) additional vote for each completed R200 (two hundred Rand) standing to his/her credit in his/her Apportionment Account (as defined in the Trust Deed), as at the most recent date prior to the meeting when the Apportionment Accounts of Ordinary Members were adjusted, provided that an Ordinary Member who is at the date of the vote 3 (three) months or more in arrears with the payment of his/her premiums (payable in terms of the Master Contract (as defined in clause 1.2.25 of the Trust Deed)) shall only have 1 (one) vote at the meeting.

A member who has more than 1 (one) vote may not split votes to exercise his/her votes in voting on any particular resolution but shall exercise all his/her votes either for or against the resolution or the member may abstain from voting on it. An ordinary resolution is a resolution approved by a majority of votes exercised on that resolution. A special resolution is a resolution approved by 75% of the votes exercised on that resolution.

PROXIES

Any member who is entitled to attend and vote at the meeting may appoint a proxy (who need not be a member of the Trust) to attend, speak and on a poll to vote or abstain from voting in his/her stead.

A form of proxy is included in this Integrated Report on pages 219 to 220 and is also available for downloading from www.pps.co.za. **The form of proxy is accompanied by notes indicating the requirements for its completion. Forms of proxy which do not comply with these requirements will be rejected.**

Forms of proxy must be delivered at one of the following addresses physically or via facsimile or email, to be received by, and marked for the attention of, the Trust Secretary, by no later than 18:00 on Wednesday, 5 May 2021 (please note that additional requirements apply to proxies submitted in terms of a Power of Attorney or Order of Court, as set out in the notes to the form of proxy):

- ⦿ Physical address: 6 Anerley Road, Parktown, Johannesburg
- ⦿ Postal address: PO Box 1089, Houghton, 2041
- ⦿ Facsimile: 011 644 4641
- ⦿ Email: **AGMproxies@pps.co.za**

By order of the Board of Trustees

V E Barnard

Trust Secretary

The Professional Provident Society Holdings Trust

25 March 2021

ABBREVIATED CURRICULUM VITAE FOR NOMINATED CANDIDATE

DR NKHENSANE HUBERT PETER KHOSA

DATE OF BIRTH

⦿ 27 APRIL 1981

PROFESSION

⦿ MEDICAL DOCTOR

TERTIARY QUALIFICATION

- ⦿ MB ChB (2005)
- ⦿ MBA (2017)
- ⦿ Certified Director, IoDSA (2019)

CURRENT POSITIONS

- ⦿ Member of the Board of Trustees, Professional Provident Society Holdings Trust (Since 2018)
- ⦿ Member of the Board, Professional Provident Society Insurance Company Limited (Since 2020)
- ⦿ Member of the Board , Professional Provident Society Short-Term Insurance Company Limited (Since 2020)
- ⦿ Member of the Board, Professional Provident Society Healthcare Administrators Proprietary Limited (Since 2019)
- ⦿ Managing Director and General Practitioner of Hopewell Med Inc. (Since 2009)
- ⦿ Deputy President of Limpopo Independent Practitioners Association (Since 2015)
- ⦿ Member of the Institute of Directors of South Africa (Since 2017)
- ⦿ Director of Khosa & Mathebula Inc. Netcare Pholoso Emergency services (Since 2014)

FORMER POSITIONS

- ⦿ Independent Non-executive Director, Medicoop CFI (2015-2019)
- ⦿ Member of the Community Development Committee of Medicoop CFI (2015-2019)
- ⦿ TB, HIV Clinician and Senior Clinical Advisor at Foundation for Professional Development, Limpopo (2008 to 2009)
- ⦿ Clinical Manager at Khosa & Mathebula Emergency Services in partnership with Polokwane Municipality (2014 to 2017)



ABBREVIATED CURRICULUM VITAE FOR NOMINATED CANDIDATE

DR CHRISTIAN MARTIN (MANNIE) KRÜGER

Profession

- ⦿ Family physician

Tertiary education

- ⦿ University of Pretoria : MB ChB 1989
- ⦿ University of Pretoria: M Prax Med 1995
- ⦿ University of Pretoria: M Pharm Med 2000

Professional affiliations

- ⦿ Private practice in Pietersburg/Polokwane as Family Physician from 1992 to 2021
- ⦿ Branch Councillor, Soutpansberg Branch, South African Medical Association (SAMA), from 1992 to 2015
- ⦿ President, SAMA Soutpansberg Branch, 1994
- ⦿ National Councillor, SAMA, 2000 to 2015
- ⦿ Councillor, HPCSA, from 1998 to 2003
- ⦿ Member of the Medical and Dental Professions Board (MDB), from 1998 to 2003
- ⦿ MDB Committee for General Practice, 1998 to 2003
- ⦿ Chairperson, SA Academy of Family Practice, Limpopo Province, from 1999 to 2007
- ⦿ National Councillor, Society of General/Family Practice (SGFP), from 1993 to 2013
- ⦿ Executive Committee Member of National Council on Dispensing (NCD), from 2003 to 2018

Professional experience

- ⦿ Vice chairperson PPS Holdings Trust 2018 to 2021
- ⦿ Director of PPS Limited Holdco, from 2004 to 2011
- ⦿ Trustee of PPS Holdings Trust, 2011 to 2021
- ⦿ Director of PPS Insurance Company from 2015 to 2021
- ⦿ Director of Professional Medical Scheme Administrators (PMSA), from 2009 to 2016
- ⦿ Director of PPS Healthcare Administrators (PPSHA) from 2016 to 2019
- ⦿ PPS Nominations Committee member from 2014 to 2021

February 2021



ABBREVIATED CURRICULUM VITAE FOR NOMINATED CANDIDATE

MR ABRAHAM HERMANUS (ARMAND) DE VRIES

DATE OF BIRTH

- ⦿ 14 December 1977

PROFESSION

- ⦿ Chartered Accountant (SA)

TERTIARY QUALIFICATIONS

- ⦿ B Acc.
- ⦿ B Compt. (Acc) (Hons)
- ⦿ Prince II Practitioner
- ⦿ CA(SA)

CURRENT POSITION

- ⦿ Group Executive: Corporate Services – Intercare Group
- ⦿ Member of the South African Institute of Chartered Accountants

FORMER POSITIONS

- ⦿ Group Financial Director – Gendac Group (2015 to 2020)
- ⦿ Principal Management Consultant – KPMG (2007 to 2015)
- ⦿ Group Financial Manager – Dialogue Group Ltd (2006 to 2007)
- ⦿ Audit Manager – KPMG (2005 to 2006)
- ⦿ Audit Trainee – KPMG (2002 – 2004)
- ⦿ Actuarial Assistant – Genesis Actuarial Solutions (2000 to 2001)
- ⦿ Owner Manager of a Business in the Food and Beverage Industry (1996)



ABBREVIATED CURRICULUM VITAE FOR NOMINATED CANDIDATE

MS VERA KRIEL

DATE OF BIRTH

- ⦿ 19 March 1968

PROFESSION

- ⦿ Strategy and Business Consultant

TERTIARY QUALIFICATIONS

- ⦿ B Com (Law)
- ⦿ LLB
- ⦿ M Com (Business Management)

CURRENT POSITIONS

- ⦿ Independent Strategy and Business advisor (since 2010)
- ⦿ Advisory Board Member of the Department of Management – University of Johannesburg (since 2016)
- ⦿ Director of Utility Coach (since 2018)
- ⦿ Director of Mi Life Me (since 2020)
- ⦿ Trustee of Sandhurst Gardens Sectional Title Estate (since 2010)

FORMER POSITIONS

- ⦿ Director of The Customer Lab (2018 to 2020)
- ⦿ Member of Dr Maponya Institute for Entrepreneurship (2016 to 2019)
- ⦿ Executive Vice President: Corporate Strategy and Business Planning at SAA (2006 to 2010)
- ⦿ Acting Company Secretary at SAA (2009 to 2010)
- ⦿ Director of Simeka BSG (now Morvest) (2004 to 2006)
- ⦿ Senior Manager |Associate Director at Deloitte (1997 to 2004)
- ⦿ Advocate at the Johannesburg Bar (1994 to 1997)
- ⦿ Commissioner of Small Claims Court – Randburg Division (1996 to 1997)
- ⦿ Chairperson of the Revision Court for Local Elections – NE Region (1995)
- ⦿ Assessor at the High Court of South Africa – South Gauteng (1994 to 1995)
- ⦿ Partner at Professional Mediators (1994 to 1996)
- ⦿ Part-time lecturer at Southern Business School (now STADIO) on Labour Law (1994 to 1997)
- ⦿ Part-time lecturer at Technicon South Africa on TQM (1992 to 1993)
- ⦿ Labour Consultant at SAVF (1992 to 1993)
- ⦿ Member of South African Marketers Association (1994 to 2003)
- ⦿ Member of EXSAS (Executive Association of South Africa) (1994 to 2003)



ABBREVIATED CURRICULUM VITAE FOR NOMINATED CANDIDATE

ADV JOSEPH MALHERBE

DATE OF BIRTH

- ⦿ 23 August 1985

PROFESSION

- ⦿ Practicing Advocate

TERTIARY QUALIFICATIONS

- ⦿ LLB (2009)
- ⦿ LLM (*Cum Laude*) (2012)

CURRENT POSITIONS

- ⦿ Managing Director of Circle Chambers Group of Advocates (Since 2021)
- ⦿ Member of the Institute of Directors South Africa (Since 2021)
- ⦿ Practicing Advocate of the High Court RSA (Since 2013)
- ⦿ Member of the Pretoria Society of Advocates (Since 2013)
- ⦿ Member of the General Council of the Bar of South Africa (Since 2013)
- ⦿ Trustee of JK Family Haushalt Trust (Since 2016)
- ⦿ Trustee of Sepatse Trust (Since 2009)
- ⦿ Trustee of Malherbe Family Trust (Since 2008)

FORMER POSITIONS

- ⦿ Director of Circle Chambers Group of Advocates (2018 to 2021)
- ⦿ Member of the Training Committee at the Pretoria Society of Advocates (2015 to 2021)
- ⦿ Member of the Finance Committee at the Pretoria Society of Advocates (2017 to 2019)
- ⦿ Member of the Disciplinary Committee at the Pretoria Society of Advocates (2017 to 2019)
- ⦿ Pupil member at the Pretoria Society of Advocates (2013)
- ⦿ Articles of Clerkship at JH Malherbe Inc (2011 to 2012)
- ⦿ Chairman of the Notting Hill Body Corporate (2008 to 2010)

