



A record breaking
R2.6 billion allocated
to members in 2009

PPS Annual Review 2009

Professional Provident Society Limited (Limited by Guarantee)



Note: action required

by members regarding the annual general meeting

The annual general meeting of members will be held at 18:00 on Monday, 7 June 2010 at PPS boardroom, 6 Anerley Road, Parktown, Johannesburg to consider and, if deemed fit, approve the resolutions set out in the notice convening the annual general meeting, which notice is attached to and forms part of this annual report.

Please take careful note of the provisions relating to the action required by members regarding the annual general meeting. If you are in any doubt as to what action to take, please consult your professional adviser.

You may attend and vote at the annual general meeting in person or you may appoint a proxy to represent you by completing the form of proxy on page 31 of this annual report and forwarding it to one of the following addresses or via facsimile or email, to be received by the Company Secretary by no later than 17:00 on Friday, 4 June 2010:

Marked for the attention of the Company Secretary

Physical address

6 Anerley Road
Parktown
Johannesburg

Postal address

PO Box 1089
Houghton
2041

Telephone

011 644 4200

Facsimile

011 644 4641

Email

Lcaron@pps.co.za

PPS mission

An exclusive organisation of graduate professionals, belonging to its members, which provides exceptional insurance benefits and a range of financial services to members, their families and associates, to create wealth, peace of mind and security for members during their working lives and in retirement.

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Financial highlights and overview: PPS Group

PPS Group highlights 2009

- Total allocations to members exceeded R2,6 billion
- Assets grew over 17% to R14 billion
- New risk business up 21%
- New membership at record high
- New business ventures achieve plans
- Improved governance and risk management processes

5-year
compound
annual
growth
rate %

Rm	2009	2008	2007	2006	2005	5-year compound annual growth rate %
Group						
Gross premium revenue	1 660	1 477	1 335	1 125	916	15,7
Gross benefits paid to members	1 157	1 130	828	554	483	19,9
Total assets	13 933	11 876	12 232	10 780	8 469	16,7
New annual premium income: Risk	388	320	279	251	197	20,0
New business: Investments	323	128	19	n/a	n/a	—
Premium income: Short-term insurance	68	43	15	2	0	—
Administration cost ratio (%)	16	18	18	21	24	—
Member allocations						
Allocations to members' surplus rebate accounts	2 636	(330)	1 294	2 199	1 812	
Bonus allocations	585	554	401	388	278	
Investment allocations	2 051	(884)	893	1 811	1 534	

Gross premium revenue (Rm)



New annual premium income: Risk (Rm)



Premium income: Short term insurance (Rm)



New business: Investments (Rm)



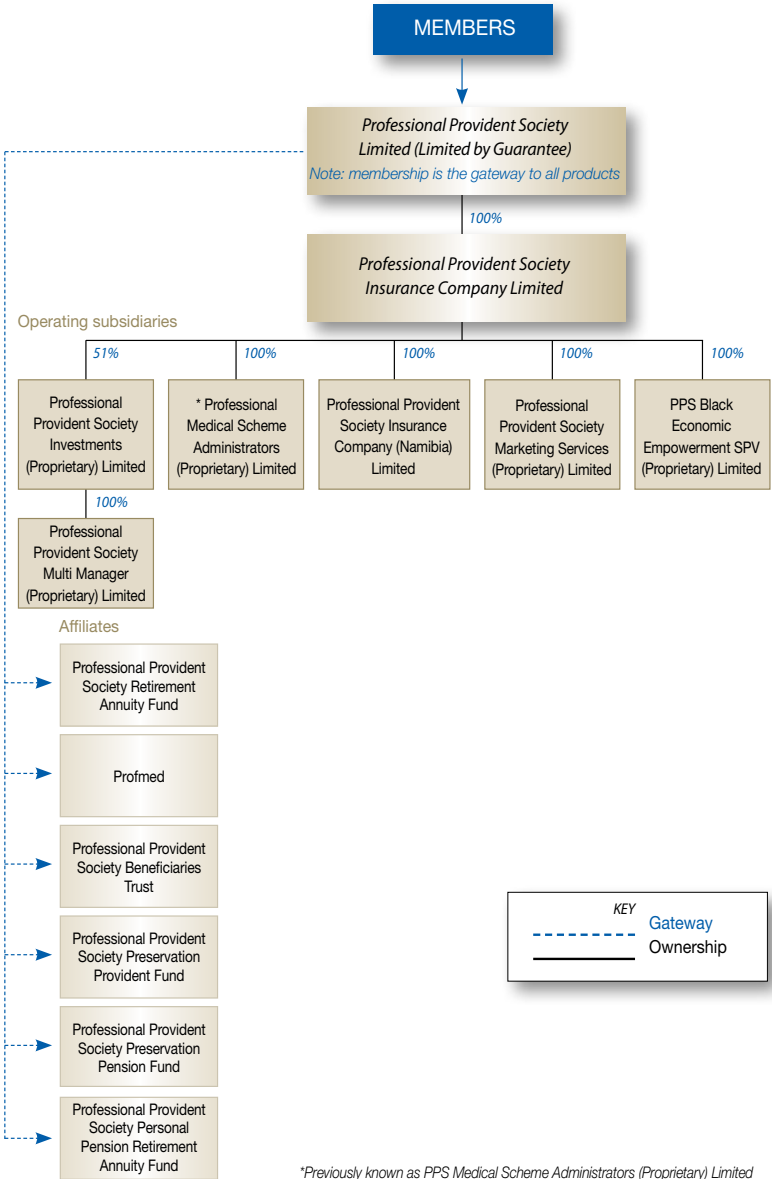
Bonus allocations to members (Rm)



Investment allocations to members (Rm)



PPS Group structure



*Previously known as PPS Medical Scheme Administrators (Proprietary) Limited

Chairman's report

Last year I prefaced my remarks by alluding to the 'turbulent year' that the world's financial markets had experienced during 2008. To a large extent this climate prevailed in 2009, with international banks still taking considerable strain, and the various 'bailout' plans announced by the governments of leading economies yet to fully prove themselves. Towards the end of the year however, there were encouraging signs that the recession as a whole was beginning to abate, and be replaced by 'cautious optimism' that 2010 would herald a gradual recovery.



Dr David Presbury, *Chairman*

Turning to South Africa, 2009 saw the election of a new President, the appointment of a new Minister of Finance and Governor of the Reserve Bank, a significant upturn in the stock market in the second half of the year as well as signals that we were exiting our first recession in 17 years. Whilst at the time of writing it is still too early to say whether Treasury's forecast of economic growth of 2,3% will be realised in the current fiscal year, the decrease in unemployment and the opportunities created by the soccer world cup suggest that our economy is well-set to share in the global recovery.

It is against this background that PPS, with its tried and tested model of mutuality, again recorded a year of exceptional growth – as evidenced in the Chief Executive's report – while operating in a very difficult economic environment. I would like to highlight just a few of the issues the Group has focused on during 2009 and what the remainder of 2010 may hold in store.

“PPS again recorded a year of exceptional growth.”

Regulation and compliance

While South Africa can be justifiably proud of having legislation in place that effectively prevented the failure of any local financial institution of substance, even in the midst of the international crisis,

regulation and compliance were two key features of the past year. Firstly, there are major changes to the Companies Act which necessitate a review of the impact of the said Act on the PPS structure going forward. A sub-committee of the Board has been established to fully investigate the impact of the new Act in consultation with various specialists. If there is a significant impact on the PPS structure, this will be communicated to members accordingly. Secondly, the introduction of 'King 3' in 2009 saw various refinements introduced to corporate governance requirements particularly in the areas of risk management and information technology.

Although both these developments resulted in the Group having to employ additional resources to ensure compliance, PPS gladly stepped up to the plate in the belief that good corporate governance is essential to prevent the sort of crises we have witnessed internationally. Indeed, as a consequence of the meltdown on global markets, we expect there to be a further increase in regulation this year as the authorities tread the delicate balance of preventing any possibility of financial institutions failing without placing too great a stranglehold on economic growth.

“We expect there to be further demands on risk management and compliance this year.”

Membership drive

Another area of focus last year was a drive to increase membership by reaching out to professional associations as well as universities in order to improve 'brand awareness' among students. To this end a dedicated division was established during 2008 and 2009 that saw considerable interaction with the institutions concerned on a variety of levels. This new division was able to assist other channels in exceeding our new member target of 10 000 in 2009.

An important initiative was the introduction of road shows personally undertaken by the Chief Executive with the support of appropriate senior staff. Over 1 000 members attended these functions at various venues throughout the country. Feedback indicated that there is certainly a need to hold these road

shows on a regular basis in future, particularly with a view to dispelling misconceptions about the Group and improving communication generally.

“New membership targets have been exceeded.”

As far as the professional associations were concerned, contact was made with the various representative bodies of those professions. Through road shows, support at conferences and for continuing professional development programmes and advertisements in magazines, the ‘PPS message’ was widely spread and ongoing communication established to encourage eligible members to join. There was also similar interaction with students at various universities to convey the concept of ‘PPS for life’ through products that cater for their needs at all stages of lifestyle and career development.

PPS goes green

While the debate over global warming and its implications continues, PPS took a conscious decision last year to look at our own ‘carbon footprint’ in the belief that reducing it where possible would lead to a better working environment for our staff.

In conjunction with a team of energy experts, we have looked at both our electricity and water consumption, and implemented specific energy-saving devices wherever we can. These are expected to result in cost reductions and a reduced ‘carbon footprint’ for PPS. Consultation with the experts in these areas will continue during the year, in particular looking at the possibility of utilising solar power in the future.

Social responsibility

PPS has always taken the concept of social responsibility seriously and 2009 was no exception. To single out just a few examples:

- We partnered with Mondi Recycling in their paper collection drive which enabled Parkview Junior School to collect the most paper and obtain funds totaling R11 000 for the education of orphans at the school.

- The Chairman's Bursary Awards, which are awarded to 15 students based on financial need and academic merit to enable them to continue with their studies, were increased from R10 000 to R15 000 each. The money is paid directly to the university where the recipient is studying and covers fees and textbook costs.
- Similarly, the Scholarship Award has been increased from R30 000 to R40 000 and two runners-up are awarded R10 000 each. The awards are based solely on academic merit and cover fees, books, accommodation costs and an allowance.
- PPS also contributes to various universities' refurbishment needs up to an amount of R1 million at the discretion of the board of directors.

Conclusion and appreciation

Although 2009 has not been without its challenges, I believe PPS can be justifiably proud of its performance during a difficult year, and that 'the power of mutuality' has again been demonstrated to our members. It has been my privilege to have chaired the Group over this period and, within the context of there being greater emphasis on corporate governance by regulators and consumers, we anticipate both improved performance and increased membership in the year ahead.

I would like to thank my vice-chairman, Ebi Moolla, for his help, support and wisdom. I would also like to thank all the members of the holding company and insurance company boards. I would like to thank Dr Jack Adno, who retired from the board last year, for his years of service. It was with great sadness that we learnt of the death of Adv Ralph Meyer last year. He had been both a representative and elected board member and served on several sub-committees. At the time of his death, he was vice-chairman of the insurance company and co-chairman of the Audit and Risk Committee. We all miss his friendship and integrity. We are also sad to report the death of Mr William Mthembu, a former independent non-executive director of the insurance company. During 2009, we welcomed two new members to the holding company board, Mr U Jivan and Mr S Trikamjee.

Chairman's report *continued*

The business is driven by the insurance company and the members will never understand the incredible job done by its chairman, Dr David Anderson. As members, we should all be very grateful to him. Lastly, PPS has a great management team led by Mike Jackson and I thank them on behalf of us all for an ongoing job well done.

PPS is a unique and successful enterprise which will celebrate its 70th birthday next year. It has great products at the best prices. No professional need look further for his or her security – now or in the future.



Dr David Presbury

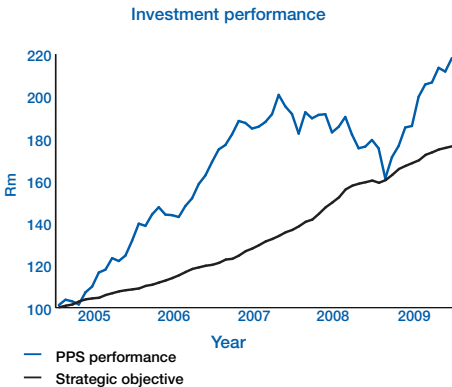
Chairman

Holding company objectives

As a mutual company, PPS members' are all members of PPS Limited, the holding company. The holding company board sets PPS Insurance a number of key performance indicators, designed to ensure the growth and sustainability of the business. These "KPIs" include investment return, membership, sales and operational efficiency. I will cover each of these in turn.

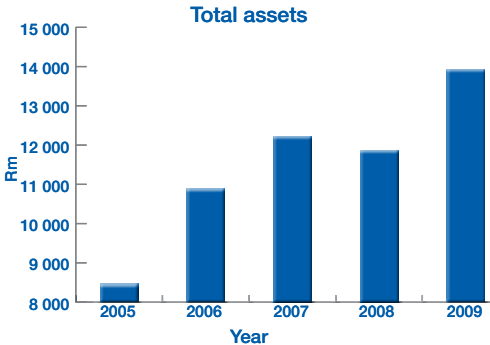
Investment return

The insurance company has been set a strategic investment return target of "inflation plus 5,3% on a rolling three-year basis". Successful investing over the long term, not only ensures the actuarial soundness and financial strength of the business, but also creates a retirement fund for members. Over the long term, members appreciate that exposure to equity markets is essential to enable inflation-beating returns, but with this market exposure comes considerable volatility. In the short term (3 – 5 years) markets may fall and rise by considerable margins. The South African All Share Index peaked at 33 000 in 2007 and dropped to 17 500 in 2008.



PPS invests members' surplus rebate account in balanced portfolios to provide an optimum exposure to market growth, but at the same time, to afford some measure of protection from the downside risk. In 2008, members experienced a decrease in their surplus rebate accounts after six years of excellent growth. It is pleasing to report that in 2009, the markets recovered strongly and members enjoyed just over R2 billion positive investment return.

Our thanks go to our long-standing asset managers, Investec and Coronation, who have managed PPS's assets for over 10 years. PPS Investments – our in-house multi-manager – has also made a positive contribution to our investment performance in recent times.



Our overall growth in assets has also been very pleasing. This number includes all premiums and investment returns and is net of payments of benefits and is therefore a good overall measure of achievement. Assets have grown from R5 billion in 2003 to R14 billion in 2009. Assets grew by 17,2% during the year.

Membership and sales

The rate at which members leave PPS, irrespective of reason, has for many years been below 5%. This very low rate is largely due to PPS's mutual business model where all profits are for the benefit of members. Replacing existing members and growing the base are essential to ensure the cost per member remains at a satisfactory level. The 2009 year was very good for new memberships with over 10 000 professionals joining PPS. The excellent relationship with universities and professional associations as well as the recruitment efforts of our intermediary force have really paid dividends.

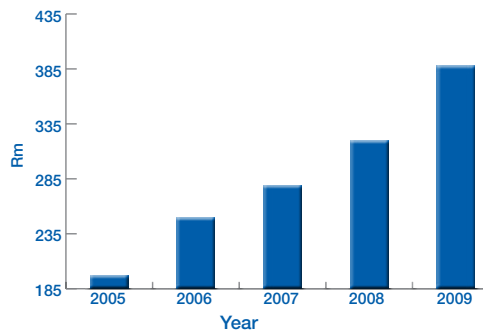
Despite the adverse economic conditions of 2009, new recurring risk business increased by 21,2% including the automatic annual benefit increase in January. The new products launched in 2007 continue to have a very high take-up rate among members and are beginning to have a meaningful impact on bonus allocations. The growth in new risk business is one of the highlights of the year and bodes well for future new initiatives.

Our new in-house sales channel – member relations division – MRD – had an excellent year.

We now have 176 full time representatives available to service members in addition to our 2 600 brokers and advisers.

PPS Investments' growth has been exceptional with sales of personal pensions, unit trusts and endowments up by 190% on the previous year – this is not withstanding the fact that the vast majority of our members are yet to save or invest with PPS Investments. Short-term insurance continued on its growth path with premiums growing by 56,5%.

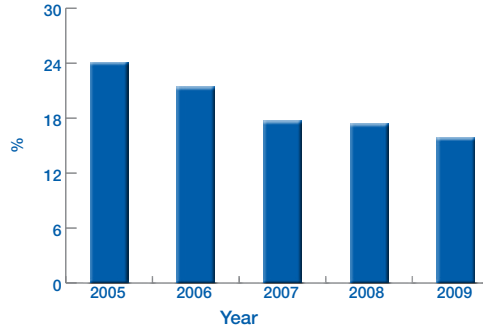
New business: Risk annual premium income



Operational efficiency

As mentioned in previous annual reports, the Group has made considerable progress in the upgrading of its IT systems. The new systems were essential to bring our costs under control and to enable the launch of new products. IT costs have reduced for the third year in a row and this has contributed to our improving administration ratio. Lower administrative costs naturally translate into higher member benefits. The new system will now be deployed into other areas of the business to enhance customer service and improve efficiency.

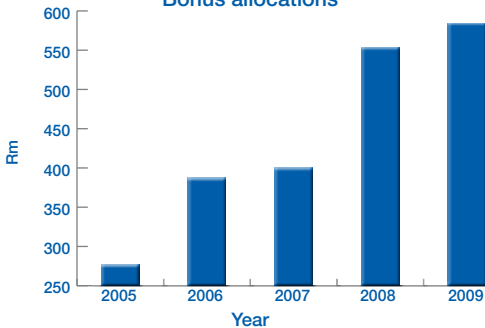
Administration ratio



Benefits to members

As members take up more cover and the number of members increases, we would expect claims to increase proportionately. In addition, when members retire, the size of their surplus rebate accounts will have increased with prior and current years' market growth. In total, R1,1 billion in insurance benefits was paid to members in 2009. This number includes exit claims, transfers to the retention option and death claims. In total, retiring members received R235 million in respect of their surplus rebate accounts. Sick pay claims paid totalled R363 million. Customer service showed significant improvements in 2009, as evidenced by our service level agreement measures and broker feedback.

Bonus allocations



Growth in bonus allocations

Each year, members' surplus rebate accounts are credited with investment and bonus allocations. Bonus allocations are generated when actual claims are less than expected claims, when expenses are tightly controlled and when there are releases from reserves. Traditionally, bonus allocations have been a relatively small proportion of the members' overall return, but since the launch and take up of the new products, it has grown considerably.

As can be seen from the previous graph, bonus allocations increased in 2008 significantly and then stabilised at R585 million in 2009. A portion of the 2008 increases were due to once-off adjustments as a result of major improvements in expense control and in the quality of premium collections. It is anticipated that bonus allocations will grow on a more even path in future although short-term volatility must never be ruled out.

Growth in investment allocations

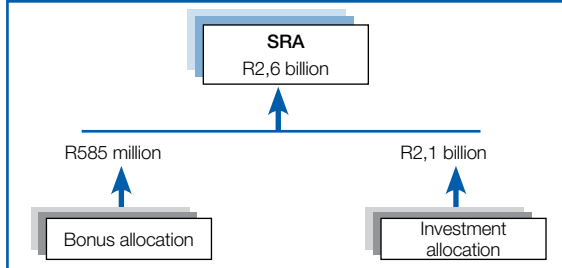
In addition to bonus allocations, members are credited with investment allocations. We had an exceptional year in 2009 with an overall return of 25% amounting to R2 billion – this is the highest amount ever credited to members.

Record growth in surplus rebate accounts

As a result of the bonus allocations and the investment allocations, members received R2,6 billion in allocations to their surplus rebate accounts (SRA). This surpasses the previous record by R437 million. Any other benefits, such as payments on exit or sick pay claims were in addition to the R2,6 billion.

Strength of the mutual model

The excellent results highlighted above illustrate the value to members of the mutual model – where all surpluses are for the benefit of members – and not to outside shareholders. Members who have stayed with PPS for many years have a substantial financial interest in the company over and above the benefits as policyholders.



New entities

To provide members with a wider range of financial services, various new businesses have been formed over the last few years. Professional Medical Scheme Administrators (PMSA) is our medical administration company and its primary client is Profmed – a closed scheme for graduate professionals. PMSA also administers other schemes and any profits it makes accrue to all PPS members. The scheme received excellent feedback on its customer service during the year and it acquired an additional scheme.

PPS Investments – our investment company, co-owned by Coronation Fund Managers, has had an exceptional year as more and more members move their investments in-house. The business is not yet profitable but is on track to achieve its business plan.

MRD – our member relations division, is in its third year and is also on track to achieving its goals after an exceptional 2009. This division provides our members with an in-house advice and sales service in addition to our other distribution channels.

Our short-term insurance division experienced a 56,5% growth in premiums during the year and is now achieving profitability.

PPS Namibia

PPS Namibia is a separate business registered in Namibia with its own local board and CE. The company had an excellent year with an investment return of 30,3% and bonus allocation of R20 million. Namibian members are supported by PPS South Africa via an administration and reinsurance agreement, which is essential considering the small number of members (3 951) in Namibia. The local board is chaired by Dr Esti Maritz and a new CE – Mr Adri Vermeulen – has been appointed effective 1 February 2010. Adri has many years of experience in the industry and will be a real asset to PPS Namibia.

Conclusion

The management team is extremely positive about the future as plans laid in the past are now starting to show results. The support to the business from the holding company chairman, Dr David Presbury, remains steadfast, and the insurance company chairman, Dr David Anderson, continues to demand the highest standard from the insurance company. The management team would like to thank the chairmen and their boards for continuing to support and promote the mission of PPS.



Mr MJ Jackson
Chief Executive

Operational reports

PPS MARKETING

Member relations division

An integral part of the successful distribution of products in the insurance industry is for an insurance company to have a dedicated sales team which focuses only on the products and services of that company. Up until 2005 PPS did not have such a sales team but was very much aware that members were requesting more and more to be able to transact directly. This led to the development of a strategy to build a dedicated sales force which would complement the well-established independent broker network which has supported PPS's growth for many years.

This dedicated sales force is referred to as the member relations division and has grown over the past year to a total of 176 sales people with a support team to back them. Teams are based in Johannesburg, Pretoria, Cape Town and Durban. This growth has exceeded expectations for 2009 and is expected to reach a total of 200, by the end of 2010.

While at present this business unit contributes a small proportion of new business to PPS, it is planned to grow this significantly over the next five years, as the overall business of PPS expands.

The importance of intermediated relationships in the graduate professional market is well recognised and PPS is focused on providing high quality service to members through both independent and tied sales forces. During the past year new membership and new business growth has exceeded the goals set.

Short-term insurance

This operation was started in 2006 as a result of identifying the need in PPS's target market to offer members the opportunity to take advantage of the lower propensity for risk amongst this group. Hence, PPS is able to offer highly competitive premiums while returning all operating profits to our members. The initial model is based on PPS providing services as a broker to our members with the underwriting risk being carried by Hollard Insurance Company Limited. Early products were uncomplicated motor and household insurance with limited sums assured. This strategy was implemented in order to establish a base of policyholders and limit the risk exposure while the original business assumptions were being tested. Today the model has proven to be viable and the products have been expanded to include higher value assets. To date there are 5 124 members who have short-term insurance policies with PPS – this is up from 4 461 (15%) in 2008 and given the economic pressure in early 2009 this is considered a satisfactory result.

During the fourth quarter of 2009 the product range was expanded to include professional indemnity cover for PPS members who are also members of the Pharmaceutical Society of South Africa. This development has proven to be appealing and investigations are ongoing to engage other professional bodies.

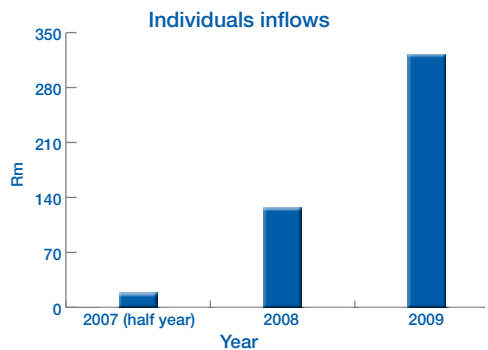
PPS INVESTMENTS

In the two-and-a-half years since its launch in mid-2007, PPS Investments has firmly established itself as the provider of choice for PPS members looking for well-structured and uncomplicated retirement, savings and investment products.

By systematically removing many of the layers of otherwise value-eroding costs that were historically charged by other firms, PPS Investments has provided members with a comprehensive range of products to help them with wealth accumulation and wealth management. In addition, the knowledge that they are investing with a part of the PPS Group has added greater incentives for members to direct their business towards PPS Investments.

In summary, 2009 saw the number of PPS members investing with PPS Investments grow by 140%, while assets under management grew to R2,3 billion.

Traditionally PPS has been associated with building retirement capital for members through recurring premium contributions into the PPS RA fund and today this trend continues in the new PPS personal pension which currently accounts for over 25% of new assets invested by PPS members. Products such as the PPS preservation funds and the PPS living annuity have both served to provide excellent low cost vehicles for members. In the past members would have had to search outside of the PPS inner circle for solutions which would invariably have been more expensive and less suitable for the specific needs of PPS members.



Within all of the PPS Investments products lies a carefully selected range of unit trusts for members to choose from, for example, their PPS personal pension or PPS living annuity. At the core is a range of multi-managed PPS unit trusts, managed by the investment team of PPS Multi-Managers. This range offers both market-linked and inflation-linked unit trusts designed to assist in careful financial planning solutions. To date members have invested 59% of their assets in these PPS unit trusts and have enjoyed excellent performance as well as clear and concise reporting on the structure of the underlying assets. Communicating to our members so that they genuinely understand what they have invested in is a core tenet of the PPS Investments philosophy.

The remaining unit trusts that have been carefully chosen to be available to PPS members inside the PPS products are provided by a small group of PPS approved asset managers.

To assist members in making the most of this structure as they reach retirement, members are provided with the option of structuring these assets to align with a broader financial plan using PPS portfolios within the PPS pre-retirement SRA which is available to members once they reach the age of 55. This lends itself to transition into a world of untaxed income post-retirement through the PPS SRA Retention Option wherein the residual value of a lifetime of PPS membership provides financial benefits during retirement.

Throughout 2009, PPS Investments was consistently among the top two fastest growing linked investment service providers in South Africa. We look forward to continued growth in 2010, continuing to provide PPS members with a great value proposition and outstanding professional service.

PROFESSIONAL MEDICAL SCHEME ADMINISTRATORS

Professional Medical Scheme Administrators (PMSA) is the professional market's specialist medical scheme administrator and health risk management provider. Its focus is on providing excellent service in the administration of medical scheme contribution and claims management. It also offers expert financial and clinical risk management services to our client schemes. Our mission is to act unfalteringly during those crucial times when it is needed the most by members of the medical scheme and their families.

The 2009 financial year was a very eventful year for PMSA. Early in the year, the company made a decision to change its strategic direction to market its services to any medical scheme, not only to Profmed. In line with this decision to compete in the open market for medical scheme administration, it was decided to rebrand the company. Telephone and call centre technology was upgraded and the company relocated to a new building in Centurion to position it for growth.

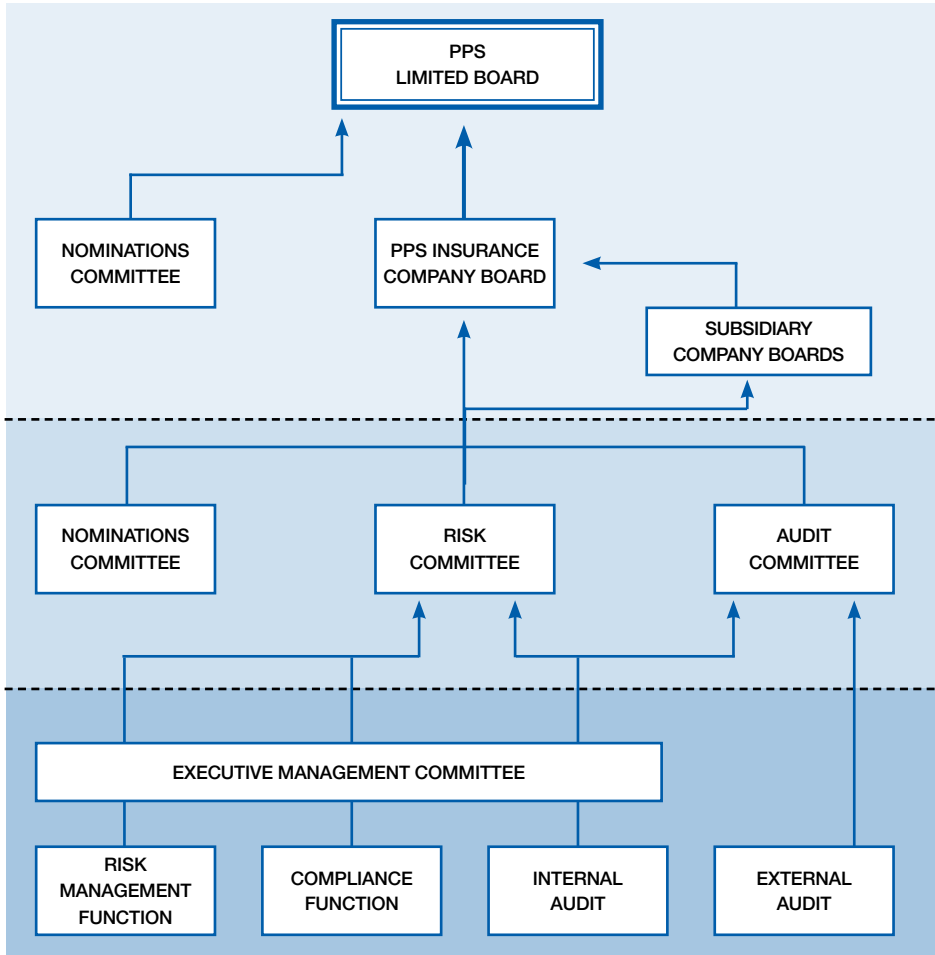
During the last quarter of the year, PMSA successfully tendered for a new client and took over the administration from 1 December 2009. The implementation and data transfers were seamless and without any influence on service levels.

PMSA created 35 additional employment opportunities as a result of the growth of the company during the year. The current staff to member ratio of 1:390, compared to an industry norm of 1:270, indicates increased efficiency while maintaining service levels.

Although PMSA's profitability will increase in the future it will remain moderate and in line with our philosophy of providing efficient and cost effective services to the medical schemes we administer and thereby maximising the funds spent on the healthcare of members.

PMSA has many projects lined up for the year ahead to continue our quest of improving our processes to ensure continued excellent and cost effective services to members.

Governance structure



Details of the members of the respective boards and committees are contained in the Directors' Report, included in the Financial Statements.

Notice of annual general meeting

PROFESSIONAL PROVIDENT SOCIETY LIMITED (LIMITED BY GUARANTEE)
(COMPANY INCORPORATED UNDER SECTION 19(1)(B))
(REGISTRATION NUMBER: 2001/011016/09)
(“the Company”)

NOTICE TO MEMBERS

Notice is hereby given that the ninth annual general meeting (“the meeting”) of the members of the Company will be held on Monday, 7 June 2010 at 18:00, at the offices of the Company at 6 Anerley Road, Parktown, Johannesburg, for the following purposes:

1. To approve and adopt the annual financial statements for the year ended 31 December 2009, including the reports of the directors and the auditors of the Company.
2. To reappoint PricewaterhouseCoopers Inc. as the auditors of the Company.
3. To elect and appoint directors in place of those directors retiring in accordance with the Articles of Association of the Company (“the articles”).

Dr D Presbury, Mr E Moolla, Dr V Bhagwandas, Dr C Kruger and Mr B Topham retire by rotation in terms of the articles. Dr D Presbury, Mr E Moolla, Dr V Bhagwandas, Dr C Kruger and Mr B Topham being eligible for re-election and reappointment, offer themselves for re-election and reappointment as directors of the Company.

In addition, Dr R Singh, Mr C du Toit Roux, Mr J Stofberg, Mr M Schoeman, Mr P Ranchod, Mr A Kassie and Mr U Ramsundar have been nominated for election and appointment as directors of the Company in terms of the articles.

(Abbreviated biographical detail of the persons referred to above is set out on pages 22 to 30 of this annual report).

Notice of annual general meeting *continued*

EXPLANATORY NOTE ON THE APPOINTMENT OF THE DIRECTORS

Currently the board of directors consists of 20 directors (Adv Meyer having passed away in June 2009 and Mr Mthembu having passed away in October 2009), 12 of whom were appointed by the Company in a general meeting in accordance with article 12.1.2.1. There are five vacancies and there are thirteen nominees for these vacant positions (including the directors who retire by rotation and who offer themselves for re-election and reappointment). In terms of the articles, if more persons have been nominated for the office of director than there are vacancies, and although each candidate will be voted upon by a separate resolution, the result of the voting shall be determined in accordance with the number of votes cast in favour of each resolution so that the vacancies will be filled by the five candidates receiving the highest number of favourable votes.

VOTING

In voting or passing any resolution:

- Associate members (as defined in the articles) shall each have 1 (one) vote; and
- Ordinary members (as defined in the articles) shall have 1 (one) vote, and in addition thereto, shall have 99 (ninety-nine) votes each plus 1 (one) additional vote for each completed R200,00 (two hundred Rand) standing to his/her credit in his/her apportionment accounts (as defined in the articles), as at the end of the previous financial year, provided that a member who is more than 3 (three) months in arrear with the payment of his/her premiums (payable in terms of the Master Contract as defined in the articles) shall only have 1 (one) vote at the meeting.

A certificate issued by a director or officer of the Company shall constitute *prima facie* proof of the number of votes a member shall be entitled to cast 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 votes either for or against the resolution or the member may abstain from voting on it.

PROXIES

Any member who is entitled to attend and vote at the meeting may appoint 1 (one) or more proxies (who need not be a member of the Company) to attend, speak and on a poll to vote or abstain from voting in his/her stead.

Proxy forms must be received at the registered office of the Company by 17:00 on Friday, 4 June 2010.

By order of the board of directors



LP Caron

Company Secretary

15 April 2010

Abbreviated curricula vitae for nominated candidates

DR VERASH BHAGWANDAS

Date of birth: 14 September 1968

Profession

Radiologist

Tertiary qualifications

- MB BCh (Wits) 1993
- Fellow of the College of Radiology (Diagnostic) SA, 2000
- Medpro X, Accounting and Finance, (Unisa) with Distinction
- Investment analysis and portfolio management with Taxation (INISA), 2008
- Corporate Governance – Institute of Directors

Financial services/insurance industry experience

- Non-executive director of PPS Insurance Board, 2009
- Trustee of PPS Retirement Annuity Fund, 2009
- Non-executive director of PPS (Professional Provident Society Limited) 2007
- Partner and director of multiple radiology and business investments companies: Responsibilities include business management of the radiology practices, administration and interaction with financial and practice managers, providing input into staff and administrative issues
- Responsible for steering board meetings
- Portfolio includes introduction of new business and investment strategies to various entities within the organisation as well as administration of the property portfolio

Board positions held

- Non-executive director of PPS Insurance Board, 2009
- Trustee of PPS Retirement Annuity Fund, 2009
- Non-executive director of PPS (Professional Provident Society Limited), 2007
- N17 Imaging (Pty) Limited
- VB Investments (Pty) Limited

DR CHRISTIAN (MANNIE) KRÜGER

Date of birth: 15 December 1965

Profession

Family physician

Tertiary qualifications and professional membership

- MB ChB (Pretoria University) 1989
- M Prax Med (Pretoria University) 1995
- M Pharm Med (Pretoria University) 2000

Financial services/insurance industry experience

- See board positions below.

Board positions held

- Director, PPS Limited board from 2004 to 2009
- Director, Professional Medical Scheme Administrators (Pty) Limited 2009

MR EBRAHIM MOOLLA

Date of birth: 24 November 1950

Profession

Attorney

Tertiary qualifications

- B Juris (UDW) 1972 to 1973
- Practising attorney admitted since April 1977

Financial services/insurance industry experience

- Director: PPS Limited
- Deputy chairperson: PPS Limited from July 2004 to 2010
- Director: PPS Insurance from 2004 to 2010
- Chairman: PPS Investments (Pty) Limited
- Member: PPS Insurance Remuneration Committee
- Member: PPS Insurance Audit Committee
- Member: PPS Limited Nominations Committee

Other

- Served as an Acting Judge of the High Court of South Africa ; presently in the Bloemfontein High Court
- Deputy Chairman of the Enforcement Committee of the Directorate of Market Abuse: Financial Services Board

Abbreviated curricula vitae for nominated candidates continued

- Member: Legal Aid Board South Africa Audit and Risk Committee
- Member: Executive Committee of the board of Control of the School for Legal Practice at the University of Natal
- Director: Attorneys Indemnity Insurance Fund (Pty) Limited
- Chairman of the Attorneys Fidelity Fund 2007/2008; presently member of its Audit and Risk Committee/Treasury Committee/Investment committee
- Member of the KwaZulu-Natal Law Society: Chairperson – Estates Complaints Committee, Human Rights Committee and Legal Aid Committee

MR BRANDON TOPHAM

Date of birth: 7 July 1971

Profession

Chartered Accountant and Attorney

Tertiary qualifications

- B Compt (Hons) (Unisa)
- B Proc (Unisa)
- LLM (Unisa)
- CA(SA)
- CA (UK)

Financial services/insurance industry experience

- Non-executive director, PPS Holdings Board, 2009
- PPS Beneficiary Trust, trustee
- Inspector of Financial Institutions, appointed by the Financial Services Board
- Associate Financial Planner (Financial Planning Institute South Africa)

Board positions held

- Chief Financial Officer, Telemasters Holdings Limited
- Director, 1 Time Airline (Pty) Limited
- Director, Breform Limited
- Director, TAG Forensic Services (Pty) Limited
- Director, TAG Incorporated (Chartered Accountants)
- Director, Parris Incorporated (Attorneys)

DR DAVID GUY COMPTON PRESBURY

Date of birth: 18 February 1943

Profession

Dermatologist

Tertiary qualifications

- MB, BS (London) 1966 (St Thomas' Hospital)
- MRCP (London) 1970
- FRCP 1995

Financial services/insurance industry experience

- Chairperson of PPS Limited, from 2004 to 2010
- Director of PPS Insurance, from 2001 to 2010
- Chairperson of PPS RA Fund Board of Trustees, from 2002 to 2010
- Chairperson of PPS Limited Nominations Committee, from 2006 to 2010
- Member of PPS IT Working Committee, from 2006 to 2007
- Member of PPS BEE Working Group, from 2006 to 2007
- Deputy Chairperson of PPS Limited, from 2003 to 2004

Board positions held

- Member of the Executive Committee of the Dermatological Society of South Africa, from 1975 to 1992
- Chairperson of the Dermatological Society of South Africa for four years
- Member of the Gauteng Branch of the Medical Association of South Africa (MASA) the South African Medical Association (SAMA), from 1990 to 1999
- Federal National Councillor of MASA/SAMA, from 1993 to 1999
- Member of the Science and Education Committee and Chairperson of the Guidelines Sub-Committee

Other

- President of the Gauteng Branch of SAMA, from 2003 to 2004

DR RAJENDRAKUMAR SINGH

Date of birth: 18 February 1962

Profession

Dermatologist

Tertiary qualifications

- Bachelor of Medicine and Bachelor of Surgery (1986 – 1991)
- F.C. Derm SA Part – 1997
- F.C. Derm SA Part 11 – 2004

Financial services/insurance industry experience

- Former CEO of Catwalk Investments – Insurance Brokerage and Medical Aid Broker
- Formerly registered with the FSB on an individual basis
- Accredited with the Council for Medical Schemes to broker medical aids

Other

- Member of the Dermatological Society of South Africa
- Fellow of the American Academy of Dermatologists
- Member of the International Society of Dermatologists
- Fully registered as a medical practitioner with the SAMDC
- Member of Medical Association of South Africa
- Member of the Medical Protection Society

MR CHARLES DU TOIT ROUX

Date of birth: 20 November 1959

Profession

Advocate of the High Court

Tertiary qualifications

- B Com (Hons) (University of Stellenbosch)
- M Com (Economics) (University of Stellenbosch)
- B Proc (Unisa)
- LLB (Unisa)
- Admitted as an advocate of the High Court, 1997
- Member of the Johannesburg Bar, 1997

Financial services/insurance industry experience

- UAL Merchant Bank – Bond Trading (1986)
- Old Mutual Properties – Property Investment Manager (1987 – 1991)
- Edgars Investments – Property Manager (1991 – 1996)
- Advocate practising at the Johannesburg Bar, Maisels Group (1997 to date)

Other

- Group pupillage co-ordinator (2004 to date)
- Small Claims Commissioner (2005 to date)

MR JACQUES FRANCOIS STOFBERG

Date of birth: 23 October 1969

Profession

Chartered Accountant

Tertiary qualifications

- B Compt (Unisa)
- B Compt (Hons) (Unisa)
- CA(SA)
- M Phil (University of Stellenbosch)

Financial services/insurance industry experience

- Oceana Fishing Group Limited – Group Accountant (1997 – 1999)
- Financial Manager – InnovUS (2000 – 2005)
- Unistel Group Holdings (Pty) Limited
- Chief Financial Officer – subsidiary company of FirstRand Group
- Head of Finance – SAAD Investment Holdings (Pty) Limited

MR MARIUS SCHOEMAN

Date of birth: 23 September 1965

Profession

Chartered Accountant

Tertiary qualifications

- B Compt (University of the Orange Free State)

- B Compt (Hons) (University of the Orange Free State)
- CTA (University of the Orange Free State)
- Chartered Accountant (SA)

Financial services/insurance industry experience

- Audit manager – Deloitte and Touche
- Senior accountant – Sasol Synthetic Fuels (1992)
- Divisional director – Sasol SMX (1998)
- Group executive – Special Projects at Business Connexion
- Chairman – Business Connexion
- ICT – Steering Committee
- Chief Financial Officer – Business Connexion Group Limited (2007 – 2008)
- Audit and Policy Executive Committee Member – Business Connexion
- Investment Committee Member – Business Connexion
- Member – Elected Trustee of the Business Connexion Group Pension and Provident Funds (2003 – 2008)
- Member SAICA Audit and Risk Committee
- Past member of SAICA Ethics Committee

MR PANKAJKUMAR RANCHOD

Date of birth: 4 January 1956

Profession

Chartered Accountant

Tertiary qualifications

- MBL (cum laude) (Unisa)
- H Dip BDP (Wits)
- B Com (University of Durban-Westville)
- B Compt (Hons) (Unisa)
- Chartered Accountant (SA)

Financial services/insurance industry experience

- Director: Strategy and Finance (Home Loans) – Standard Bank
- Executive Head: Insurance Services – Santam
- Director – Standard Bank (Home Loans)
- Acting Managing Director – BOE Insurance Company
- Member of Audit and Risk Management Committee – Huysamer International Holdings
- Director – Juta and Company
- Director – South African National Youth Orchestra Foundation
- Non-executive director – The South African Bank of Athens Limited
- Audit and Enterprise Risk Management Committee – South African Bank of Athens Limited

MR AVANTH KASSIE

Date of birth: 7 October 1976

Profession

Director, Excel Wealth Management

Tertiary qualifications

- B Com (Investment and Corporate Finance) (University of Natal)

Financial services/insurance industry experience

- Senior Manager: Financial Operations and Accounting – Durban University of Technology
- Director – Self Employed – Excel Wealth Management (2008 to date)
- Group Compliance Manager (Operations) – Barclays Bank (2007 – 2008)
- Business Analyst (Test and Change Management Team) – Barclays Bank (2007)
- Business Analyst (Design Team) – Barclays Bank (2006 – 2007)
- Home Finance Sales Manager – Barclays Bank (2003 – 2006)
- Trainee Independent Financial Adviser/Research Analyst (2001 – 2003)
- Trainee Independent Financial Adviser – Bradbury Hamilton Limited (2001)

MR UDESHKUMAR RAMSUNDAR

Date of birth: 26 September 1964

Profession

Senior Manager – Financial Operations and Accounting – Durban University of Technology

Tertiary qualifications

- B Tech – Internal Auditing (Technikon SA)
- B Tech – Cost and Management Accounting (Technikon SA)

Financial services/insurance industry experience

- Senior Manager: Financial Operations and Accounting – Durban University of Technology (2004 to date)
- Financial Manager – Durban Institute of Technology (2002 – 2003)
- Financial Accountant – M L Sultan Technikon (1996 – 2002)
- Financial Officer (Creditors) – M L Sultan Technikon (1991 – 1996)
- Debtors Clerk/Cashier – M L Sultan Technikon (1985 – 1991)
- General Office Clerk – Metal Press Co (Pty) Limited (1983 – 1985)

**PROFESSIONAL PROVIDENT SOCIETY LIMITED (LIMITED BY GUARANTEE)
(COMPANY INCORPORATED UNDER SECTION 19(1)(B))
(REGISTRATION NUMBER 2001/011016/09)
("the Company")**

I, _____ Membership number _____
of _____ being a member of the company, hereby appoint
_____ of _____ or
failing him _____ of _____ or failing him, the Chairman
of the meeting as my proxy to attend, speak and on a poll vote for me and on my behalf at the
meeting of the company to be held at 18h00 on Monday, 7 June 2010, at 6 Anerley Road, Parktown,
Johannesburg, and at any adjournment thereof, as follows:

No.	Business	In favour of	Against	Abstain
1.	Ordinary resolution for the adoption of the annual financial statements for the year ended 31 December 2009			
2.	Ordinary resolution for the reappointment of PricewaterhouseCoopers Inc. as the auditors			

In terms of the articles of association the maximum number of directors that must be elected and appointed at the meeting is five. Indicate instruction to proxy by way of a cross in the space provided below. You may vote for a maximum of five candidates.

		In favour of	Against	Abstain
3.	Ordinary resolution for the election and appointment of directors			
3.1	Dr D Presbury**			
3.2	Mr E Moolla**			
3.3	Dr V Bhagwandas**			
3.4	Dr C Kruger**			
3.5	Mr B Topham**			
3.6	Dr R Singh			
3.7	Mr C du Toit Roux			
3.8	Mr J Stofberg			
3.9	Mr M Schoeman			
3.10	Mr P Ranchod			
3.11	Mr A Kassie			
3.12	Mr U Ramsundar			

***Directors who will retire at the meeting by rotation, in accordance with the articles of association and, being eligible, offer themselves for re-election and re-appointment.*

(Note: A member entitled to attend and vote is entitled to appoint a proxy to attend, speak and on a poll vote in his/her stead, and such proxy need not also be a member of the company).

Signed this _____ day of _____ 2010

Profession _____ Signature _____

Notes to the form of proxy

1. The proxy form must be signed, dated and returned so as to reach the registered office of the Company to be received by **17:00 on Friday, 4 June 2010**.
2. The signatory may insert the name of any person(s) whom the signatory wishes to appoint as his/her proxy in the blank spaces provided for that purpose.
3. The completing and lodging of this form of proxy will not preclude the signatory from attending the meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof should such signatory wish to do so.
4. If the signatory does not indicate in the appropriate place on the face hereof how he/she wishes to vote in respect of any resolutions, his/her proxy shall be entitled to vote as he/she deems fit in respect of that resolution.

RETURN OPTIONS

Either

Deliver to: The Company Secretary
6 Anerley Road
Parktown
Johannesburg

or Post to: The Company Secretary
PO Box 1089
Houghton
2041

or Fax to: The Company Secretary
011 644-4641

or E-mail to: LCaron@pps.co.za

Need tailored solutions for every stage of your professional life?

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The PPS Personal Pension will help you build retirement capital.
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YOUR UNIQUE OPPORTUNITY - utilise your PPS SRA Retention Option.
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Access carefully selected unit trusts via the PPS Preferred Funds.
- **Saving for a longer-term goal?**
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INVESTMENTS

FOR PROFESSIONALS

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