NOTICE TO THE MEMBERS OF THE **ANNUAL GENERAL MEETING**

THE PROFESSIONAL PROVIDENT SOCIETY HOLDINGS TRUST

(Registration number: IT312/2011)

('the Trust')

Notice is hereby given that the tenth annual general meeting ('the meeting') of the members of the Trust will be held on Tuesday, 9 June 2020 at 18:00, in the PPS Indaba Centre, 6 Anerley Road, Parktown, Johannesburg, for the following purposes:

- 1. To adopt, by ordinary resolution, the annual financial statements for the year ended 31 December 2019, 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').

Ms P Natesan, Mr P Ranchod and Mr S Trikamjee retire 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:

- 3.1 Ms P Natesan
- 3.2 Mr P Ranchod
- 3.3 Mr S Trikamjee

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

- 3.4 Dr S Batohi
- 3.5 Dr G Goolab
- 3.6 Ms J K Myburgh
- 3.7 Ms U Pala
- 3.8 Mr L Pillay
- 3.9 Mr R K Singh
- 3.10 Mr R Strydom
- 3.11 Mr R N Theunissen

(Abbreviated biographical details of the persons referred to above are set out on pages 191 to 201 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 eleven nominees for these vacant positions (including the three 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 abovementioned 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.

NOTICE TO THE MEMBERS OF THE ANNUAL GENERAL MEETING CONTINUED

- 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:
 - 41 Ms D L T Dondur
 - 4.2 Mr P Ranchod
 - 4.3 Prof H E Wainer
- To approve, by special resolution, the following remuneration of the trustees (exclusive of VAT) for the period commencing 1 July 2020 until such time as this remuneration is amended by a further special resolution:
 - · remuneration of the chairman, comprising an annual retainer of R472 500 and an attendance fee of R20 412 per meeting:
 - remuneration of the deputy chairman, comprising an annual retainer of R315 000 and an attendance fee of R15 309 per meeting;
 - remuneration of the co-opted members of the Board of Trustees, comprising an annual retainer of R236 250 and an attendance fee of R10 206 per meeting:
 - remuneration of the remainder of the members of the Board of Trustees, comprising an annual retainer of R157 500 and an attendance fee of R10 206 per meeting;
 - remuneration of the chairman of the Trust Audit Committee, being an attendance fee of R25 515 per meeting;
 - remuneration of the members of the Trust Audit Committee, being an attendance fee of R12 758 per meeting;
 - remuneration of the chairman of the Group Nominations Committee, being an attendance fee of R25 515 per meeting;
 - remuneration of the deputy chairman of the Group Nominations Committee, being an attendance fee of R19 136 per meeting; and
 - remuneration of the members of the Group Nominations Committee, being an attendance fee of R12 758 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 203 to 204 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 Thursday, 4 June 2020 (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 Proxy Form):

• Physical address: 6 Anerley Road, Parktown, Johannesburg

• Postal address: PO Box 1089, Houghton, 2041

• Facsimile: 011 644 4641

• Email: Companysecretary@pps.co.za

By order of the Board of Trustees

V E Barnard

Trust Secretary

The Professional Provident Society Holdings Trust

6 April 2019

MS PARMESVARI NATESAN

DATE OF BIRTH

6 August 1979

PROFESSION

Chartered Accountant (SA)

Chartered Director (SA)

TERTIARY QUALIFICATIONS

- B Com (Acc) (2002)
- B Com (Acc) (Hons) (2003)

CURRENT POSITIONS

- Chief Executive Officer at the Institute of Directors in South Africa (2019 to date)
- Chief Executive Officer Elect at the Institute of Directors in Southern Africa (IoDSA) (2018 2019)
- Executive: Centre for Corporate Governance at the IoDSA (2014 -2018)
- Senior Governance Specialist at the IoDSA (2010 -2014)
- Trustee of the PPS Holdings Trust (2017 to date)
- · Independent non-Executive Director, LID Independent Director and Chairman of Audit and Risk Committee of Alviva Holdings Limited (2017 - to date)
- Member of Executive Committee at the IoDSA (2015 to date)
- Member of Board of Directors at the IoDSA (2015 to date)
- Member of the Social and Ethics at the IoDSA (2015 current)
- Member of the Investment Committees at the IoDSA (2015 2019)
- · Permanent invitee to Audit and Risk, Nominations and Remuneration Committees at the IoDSA (since
- Member of the Nominations Committee of the South African Institute of Professional Accountants (2013)
- Member of the South African Institute of Chartered Accountants (since 2006)
- Member of the IoDSA (since 2010)
- Member of the King Committee on Corporate Governance (since 2011)
- Member of the King IV Task team (since 2014)
- Member of the Code for Responsible Investing in South Africa (CRISA) Committee (since 2014)
- Member of the Global Network of Director Institutes Policy Committee (since 2012)
- Member of the Institute of Directors UK (since 2015)
- Member of the IoDSA Corporate Governance Network (since 2011)
- Member of the IoDSA Sustainable Development Forum (since 2011)
- Member of the IoDSA Remuneration Committee Forum (since 2014)
- Member of the IoDSA Audit Committee Forum (since 2008)
- Member of the Public Sector Audit Committee Forum (since 2012)
- Member of the Anti-Intimidation and Ethical Practices Forum (since 2014)
- Member of the Integrated Reporting Committee of South Africa (since 2014)
- Member of the Chartered Director (SA) Exam Committee (since 2014)
- Member of the 30 Percent Club Steering Committee (since 2016)

- Senior Governance Specialist at the IoDSA (2010 to 2014)
- Senior Manager Technical at KPMG (2007 to 2010)
- Audit Manager at KPMG (2005 to 2006)
- Audit Trainee at KPMG (2003 to 2005)



MR PANKAJKUMAR RANCHOD DATE OF BIRTH

4 January 1956

PROFESSION

Chartered Accountant (SA)

TERTIARY QUALIFICATIONS

- B Compt (Hons) (1980)
- CA(SA) (1981)
- H Dip Business Data Processing (1983)
- MBL (cum laude) (1988)
- Certified Director (Institute of Directors South Africa) (2010)

CURRENT POSITIONS

- Independent Business and Management Consultant
- Trustee and Audit Committee Member of the Board of PPS Holdings Trust (since 2011)
- Director and Audit Committee Member of the Board of PPS Insurance Company Ltd (since 2013)
- · Director and Chairman of the Risk and Audit Committee of the Board of PPS Short-Term Insurance Company Ltd (since 2016)
- Trustee of the PPS Foundation Trust (since 2016)
- Independent Non-executive Chairman and Member of the Enterprise Risk & Capital management Committee, Member of the Remuneration Committee, Chairman of the Director's Affairs Committee and Chairman of Social, Ethics and Transformation Committee of Grobank Limited
- Non-executive Director, Chairman of the Audit Committee and Member of the Social and Ethics, Risk and Capital Committees, Member of the Remuneration Committee of AIG South Africa Limited and AIG Life South Africa Ltd
- Member of the South African Institute of Chartered Accountants
- Member of the Institute of Directors South Africa

- Non-executive Director and Chairman of the Audit and Risk Committee of Juta and Company Ltd (2008 to 2012)
- · Non-executive Director and Member of the Audit and Risk Committee of Huysamer International Holdings (2007 to 2011)
- Non-executive Director of The South African National Youth Orchestra (2009 to 2015)
- Executive Director and Chairperson of the Audit and Risk Committee of Visual International Holdings (2014 to 2016)
- Director: Strategy and Finance (Home Loans) at Standard Bank of South Africa Ltd (2001 2003)
- Executive Head: Insurance Services at Santam (2003 2008)
- Acting Managing Director and Co-Founder of BOE Insurance Ltd (1997 2001)
- Director of ProSelVer Investments (Pty) Ltd (1997)
- · General Manger Finance and Administration and Alternate to the Managing Director of Compass Insurance Company Ltd (1994 - 1996)
- Manager Finance and Administration, JCI Platinum (Angloplats) (1986 1984)
- Assistant Group Financial Accountant of Anglo Alfa Ltd (1983 1986)
- Senior Auditor Manager of Coopers and Lybrand (PWC) (1981 1982)
- Senior Auditor Manager of Zev, Buch and Co. (Levenstein and Partner) (1978 1981)



MR SHAYLEN TRIKAMJEE

DATE OF BIRTH

9 November 1978

PROFESSION

Chartered Accountant (SA)

TERTIARY QUALIFICATIONS

- B Com (Acc) (2000)
- B Com (Acc) (Hons) (2001)
- CA(SA) (2005)

CURRENT POSITIONS

- Principal, Corporate Coverage, Absa Bank (2017 to date)
- Non-executive Director of the PPS Insurance Company Ltd (since 2015)
- Non-executive Trustee of the PPS Retirement Annuity Fund (since 2015)
- Non-executive Chairman of the PPS Beneficiaries Trust (since 2013)
- Non-executive Trustee of the PPS Holdings Trust (since 2011)
- Member of the South African Institute of Chartered Accountants

- Vice President, CIB Risk, Barclays Africa Group (2013 to 2016)
- Business Manager/Chief of Staff CIB Risk at Barclays Africa Group (2014 to 2016)
- Credit Analyst Mining and Project Finance at Barclays Africa Group (2013 to 2014)
- Vice President of South African Resources at Merrill Lynch South Africa (2005 to 2010)
- Chairman of the Saxonwold Body Corporate (2011 to 2013)
- Vice-Chairman Durban and District Society, (2003 to 2004)
- District Commissioner at the Durban Central Scouts Association (2002 to 2005)
- Owner Manager of Business in the Hospitality Industry (2010 to 2012)
- Audit Clerk at Grant Thornton (2002 to 2005)



DR SHANIL BATOHI DATE OF BIRTH

22 May 1966

PROFESSION

Engineer/Consultant/Businessman

TERTIARY QUALIFICATIONS

- Doctorate in Business Administration, Gordon Institute of Business Science (2012)
- MBA (1999)
- B Sc (Eng) Electronic (1987)



• Founding Director, Batohi Strategy and Design (since 2015)

- · Lead: Product Strategy, Lead Strategist, Outsource Strategy Manager, Bytes Systems Integration/Bytes Connect/Bytes Outsource/Altech Autopage (2004 - 2015)
- Head of IT Effectiveness Business, CS Holdings (2001 2004)
- Technical Director, Technical Manager, Sinesonics (Industrial Electronics Company) (1995 2001)
- Hardware and Software Design Engineer, Andronics (Industrial Electronics Company) (1989 1995)
- Engineer in Training, Durban Electricity Department (1988 1989)



DR GUNVANT GOOLAB DATE OF BIRTH

20 October 1961

PROFESSION

Medical Practitioner

TERTIARY QUALIFICATIONS

- MBA (1988)
- Diploma in Business Management (1987)
- MB BCh (1985)

MOST RECENT FORMER POSITION

• Principal Officer of the Government Employees Medical Scheme (2013 - Jan 2020)

- Chief Executive Officer, AstraZeneca SA (Pty) Limited (2004 2013)
- Sales and Marketing Director All Divisions, AstraZeneca SA (Pty) Limited (2003 2004)
- Sales and Marketing Director Primary Care Division, AstraZeneca SA (Pty) Limited (2000 2003)
- Marketing and Sales Director, Novartis SA (Pty) Limited (2000)
- Marketing Director, Novartis SA (Pty) Limited (1999)
- Joint Medical and Marketing Director, Novartis SA (Pty) Limited (1998)
- Medical Director, Novartis SA (Pty) Limited (merger of Sandoz and Ciba) (1997)
- Medical Director, Sandoz (Pty) Limited (1996)
- Locum at Medical Practice, Eden Park (1994 -1995)
- Head of Product Management, Sandoz Products (Pty) Limited (1991 1994)
- Deputy Medical Director, Sandoz Products (Pty) Limited (1991 1992)
- Head of Scientific Development Dept., Sandoz Products (Pty) Limited (1991)
- Project Manager of Scientific Development Dept., Sandoz Products (Pty) Limited (1990 1991)
- Locum at Medical Practice, Krugersdorp, Bethal and Kliptown (1987 1989)
- Senior House Officer in the Dept. of Paediatrics, Baragwanath Hospital (1987)
- Internship in the Dept. of Medicine, Surgery and O&G, Baragwanath Hospital (1986)



MS JANINE KIM MYBURGH DATE OF BIRTH

19 October 1968

PROFESSION

Practicing Attorney, Mediator and Facilitator

TERTIARY QUALIFICATIONS

- B Proc (1994)
- Admission as Attorney (1996)

CURRENT POSITIONS

- · Managing Director at Myburgh Attorneys Incorporated Accredited Mediator and Facilitator
- · Legal Practice Council member (the national regulatory body of the legal profession) (since 2018)
- Immediate Past President/Chairperson and Board member of the Cape Regional Chamber of Commerce and industry
- Independent Chairperson of the Metrorail (PRASA) Safety and Security Advisory Board (since 2008)
- Board member of the International Women's Entrepreneurs Challenge (IWEC) for RSA (since 2014)
- Board member of the Law School (Western Cape) Executive Committee (since 2014)
- Honorary Consul to Canada (since 2019)
- Member of the Risk and Audit Committee, Disciplinary Oversight Committee and the Fee Assessments for the Legal Practice Council (since 2018)
- Honorary Membership to the United Nations bestowed in 2007

- President for the Tygerberg Region of the Chamber of Commerce and Industry (2003 2004)
- National President for the South African Council of Business Women (2003 2004)
- Deputy President of the Cape Regional Chamber of Commerce and Industry (2004 2005)
- National Executive Member of the AHI (2003 2005)
- Small Claims Court Commissioner (2006)
- President and Chairperson of the Board of the Cape Regional Chamber of Commerce and Industry (2005-2007)
- Independent Trustee for the Black Staff Prudential Investment Managers (Pty) Ltd and Black Staff Trusts (2005 2012)
- Founding Chairperson of the National Accredited Chambers of Commerce (2006)
- Chairperson of CHAMSA WC (2008)
- Council member of the Cape Law Society (2010 2018)
- Council Member of the Law Society of South Africa 2014 alternate (2013, 2015, 2018)
- Member of the Cape Law Society Disciplinary Committee (2012 2017)
- Member of the Mediation Panel of the Land Rights facility of the Department of Rural Development and Land Reform (2010 - 2011)
- Member of the Western Cape Education Council (2015 2017)
- National Forum Member as appointed by the Minister of Justice (2015-2018)
- Representative at BUSA and NEDLAC (2013-2019)
- Chairperson of the Cape Law Society's Benevolent Fund Committee (2012-2014)
- · Board member of Mosaic (Training, Service and Healing Centre for Women) (2013)
- Convenor of Business at the Provincial Development Council for two consecutive terms as elected by two Premiers by two different political parties
- Member of the Audit Committee for the Provincial Development Council
- · Chairperson and Vice Chairperson of the Northlink FET College Board for 9 years
- · Board member for Healing Memories and Trauma Centre for Survivors of Violence and Torture
- Chairperson of Common Purpose leadership Institute Advisory Board



MS UGEETA PALA DATE OF BIRTH 30 April 1983

PROFESSION

Attorney/Mediator

TERTIARY QUALIFICATIONS

- LLB (2011)
- Admitted Attorney (2012)
- Mediation Course Accredited by the Law Society (2014)

CURRENT POSITIONS

- Director, Ugeeta Pala and Associates (since 2012)
- Member of the Alternate Dispute Resolution National Committee of the Legal Practice Council (since 2015)
- Member of the South African Woman's Lawyer's Association (SAWLA) (since 2015)
- E-Tutor for UNISA Civil Procedure (since 2015)
- Prescribed Attorney on Fee Assessment Committee (KZNLPC) (since 2015)
- Prescribed Attorney on Legal Panel for debt recovery (KZNLPC) (since 2017)
- Prescribed Attorney on Investigative Committee (KZNLPC) (since 2019)
- Prescribed Attorney on Disciplinary Committee (KZNLPC) (since 2019)

- Legal Advisor, Prem Pala Financial Services CC (2011 2012)
- Legal Advisor/Key Individual/Director, Prem Pala Financial Services CC (2017 2019)



MR LOGAN PILLAY DATE OF BIRTH

7 August 1977

PROFESSION

Chartered Accountant

TERTIARY QUALIFICATIONS

- CA(SA) (2005)
- SAICA training assessor (2006)
- B Acct (Hons) (2000)
- B Acct (1999)

CURRENT POSITION

• Director, Umthonya Consulting (Pty) Limited (2019 to current)

- Associate Director, Ernst and Young Incorporated (2014 2019)
- Assistant Manager, Manager and Senior Manager, Ernst and Young Incorporated (2004 2014)
- Training Contract, Ernst and Young Incorporated (2001 2004)



MR RAJIV KUMAR SINGH DATE OF BIRTH

28 March 1986

PROFESSION

Actuarial/Risk

TERTIARY QUALIFICATIONS

- B Sc (Actuarial Science) (2006)
- B Sc (Hons) (Actuarial Science) (2007)

CERTIFICATIONS

- Postgraduate Diploma in Actuarial Techniques, (Institute and Faculty of Actuaries -UK) (2010)
- Registered Persons Examinations (RPE) (SA Institute of Financial Markets) (2015)
- Change Management & Managing Successful Programmes (AXELOS & APMG International) (2019)

CURRENT POSITION

- Product Owner & CIB Change Manager: Africa Risk, ABSA Group Limited (2013- present)
- Actuarial Society of South Africa Vice-Chair (System & Technology Committee) (2017- present)

- Director, Brightest Young Minds NPO (2016 2018)
- Counterparty Credit Risk Analyst, Standard Bank Group, CIB division (2010 2013)
- Actuarial Analyst, FirstRand Group Limited, FNB Home Loans Division (2008 2010)



MR RIAN STRYDOM DATE OF BIRTH

25 February 1966

PROFESSION

- General Manager Risk, Compliance and Assurance
- General Manager Finance

TERTIARY QUALIFICATIONS

- B Com (Accounting) (1986)
- B Com (Hons) (Accounting) (1988)
- Certificate in the Theory of Accounting (1989)
- Chartered Accountant (SA) (1990)

CURRENT POSITIONS

- Trustee of Iscor Unclaimed Benefit Provident Fund (since 2017)
- · Trustee of Iscor Retirement Fund

- · General Manager Risk, Compliance and Assurance, Exxaro Resources Limited (fulfilling the roles of Chief Audit Executive, Chief Risk and Compliance Officer, and Chief Ethics Officer) (2016 to 2019)
- Director of Exxaro Insurance Company Limited (2012 to 2020)
- General Manager Governance, Risk and Compliance, Exxaro Resources Limited (2012 to 2015)
- Trustee of the Iscor Employees Umbrella Provident Fund (2012 to 2020) and chairman of the Risk, Audit, Investment and Compliance committee of the board (2017 to 2020)
- General Manager Finance, Exxaro Resources Limited (2006 to 2011)
- General Manager Finance, Kumba Resources Limited (served as member of the Executive Committee) (2001 to 2006)
- Manager Finance, Sishen Iron Ore (1999 to 2001)
- Manager Finance Iscor Limited Steel mill, Vereeniging (1998)
- Manager Taxation, Iscor Limited (1997)
- Manager Taxation, Denel Limited (1994 to 1997)
- Legal interpreter of VAT at SARS (1992 to 1994)
- Audit manager IJ Coetzee and PWC, respectively (1988 to 1991)



MR ROBIN NEILL THEUNISSEN DATE OF BIRTH

26 May 1954

PROFESSION

Chartered Accountant (SA)

TERTIARY QUALIFICATIONS

- B Acc (1981)
- Diploma in Criminal Justice and Forensic Auditing (2004)

CURRENT POSITIONS

- Non-Executive Director of the SA National Blood Services NPC (SANBS)
- · Chairman of the SANBS Audit Committee and a Trustee of the SANBS Provident Fund
- · Independent member of the Audit Committee of Profmed Medical Aid Scheme
- Member of The South African Institute of Chartered Accountants (since 1982)
- Member of The Institute of Directors in Southern Africa (since 2014)

- Chairman of the Audit Committee of the Financial Intelligence Centre (2016 -2018)
- Chairman of the SA National Blood Services NPC (2015 -2016)
- Trustee of Profmed Medical Aid Scheme/Chairman (2009 2018)
- Senior Executive of the SA Institute of Chartered Accountants (SAICA) (1994 2005)
- Registered Auditor (1986 2019)

