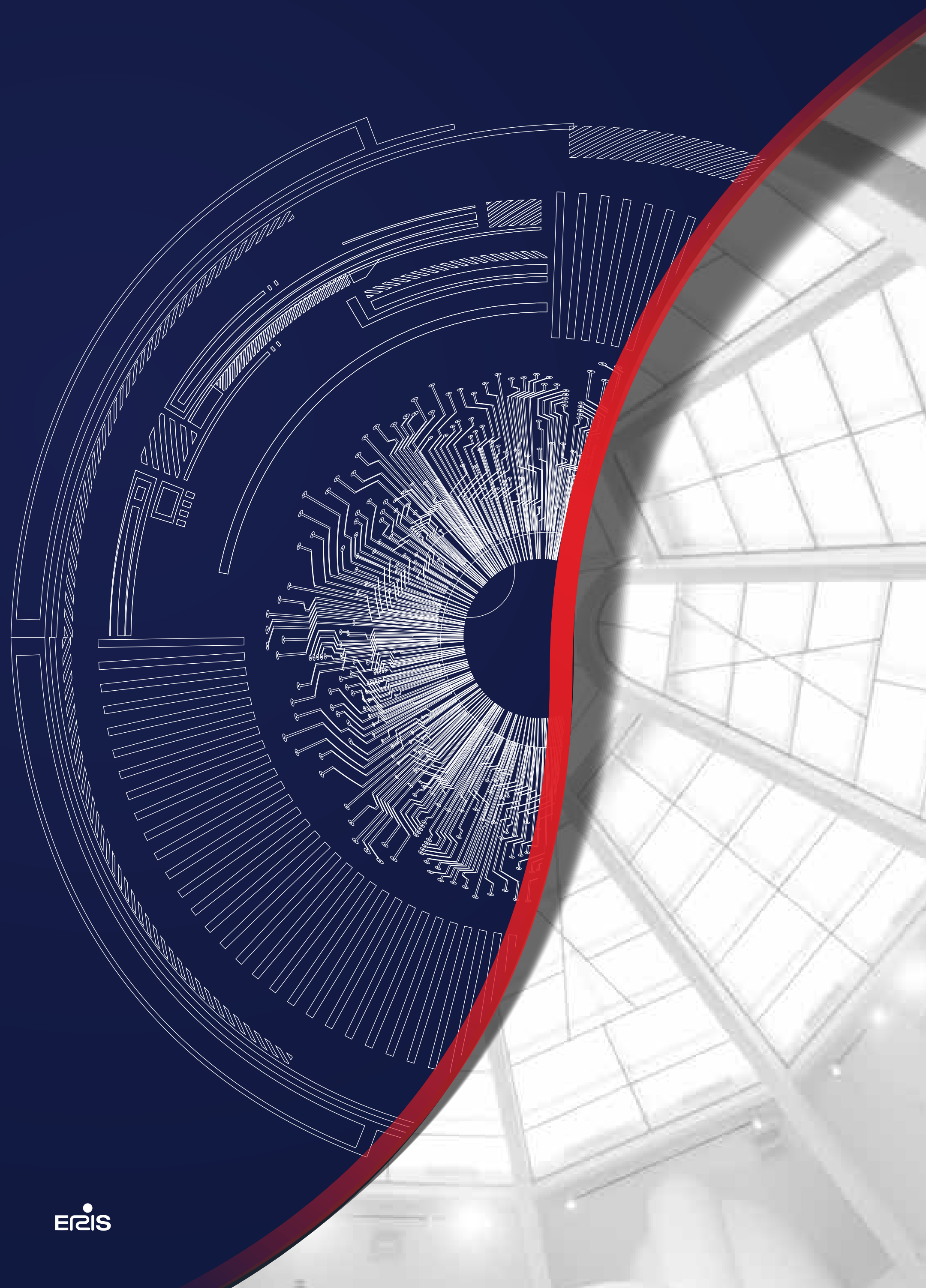
momentum METROPOLITAN

Remuneration Report



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Part 1:
Report from the Chair of the Remuneration Committee

Despite the challenging economic environment, the Group has continued its focus on achieving the Reinvent & Grow targets. The normalised headline earnings of R4.4 billion reflects significant growth year on year, and is ahead of the target for the year.

Key features of our financial results for F2022 include:

- A significant recovery in operating profit to R3.4 billion, from R73 million in the prior year. This result was supported by good earnings growth in Momentum Life, Momentum Corporate, Momentum Metropolitan Health and Guardrisk. Mortality experience normalised over the second half of the year, whilst positive investment variances of R180 million, mainly attributable to Momentum Life, were partially offset by negative returns in all the other businesses driven by changes in yield curves on annuities
- New business volumes, as measured by present value of new business premiums (PVNBP), increased by 10% from the prior year to R73 billion. New business growth was driven by strong performances from Momentum Corporate, Metropolitan Life and Momentum Investments
- The regulatory solvency positions of all the Group entities remain within their specific target solvency ranges. For Momentum Metropolitan Life, the Group's main life insurance entity, the Solvency Capital Requirement (SCR) cover improved from 1.73 times SCR at 30 June 2021 to 2.03 times SCR cover at 30 June 2022
- The Return on Equity reflected a strong increase to 22.7%.

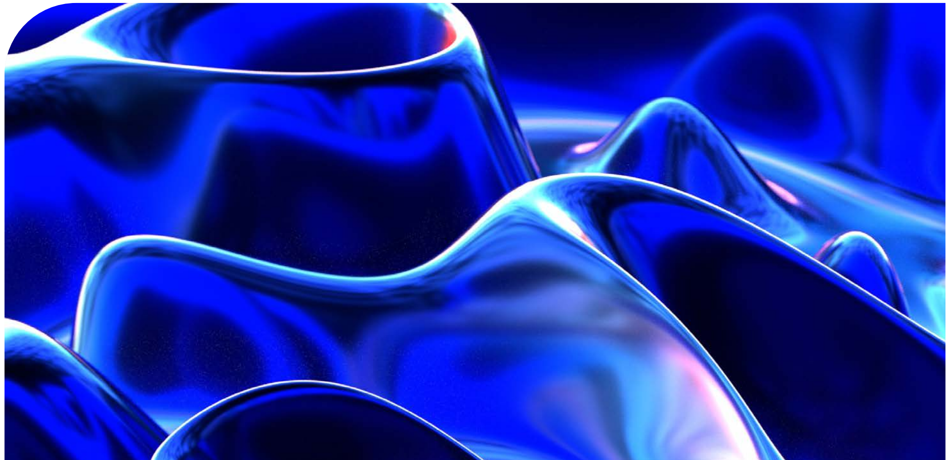
In response to the financial results, and the current economic conditions, the Remuneration Committee took the following decisions:

- An average annual increase of 5.5% will be granted in October 2022
- The management short term incentives (STI) pool for F2022 increased significantly from 44% of target, to 117% of target, in line with the substantial recovery in NHE
- The strong earnings recovery also had a positive impact on the performance of the Group against the June 2022 targets set for the two long-term incentive tranches vesting in October 2022. The 2018 SAR scheme award achieved 67%[1] of the performance targets, while the 2019 LTIP award achieved 58%[1] of the performance targets at a Group level
- The Committee is of the view that these outcomes are fair, given the significant improvement in business performance in F2022.

[1] *The information regarding the SAR and LTIP vesting percentages for October 2022 provided in this report differs from the vesting percentages disclosed in the notes to the Annual Financial Statements, due to the subsequent approval of these final vesting percentages by the Remuneration Committee at its meeting held on the 6 September. The impact on the financial results of these differences in the vesting percentages is immaterial.*

Other decisions implemented by the Remuneration Committee in 2022 included:

- The separation of the calculation of the STI and LTIP pools. Previously, the total incentive pool was calculated using a percentage of NHE, and was then split between the LTIP and STI pools. The Committee agreed that the short- and long-term incentive pools should be separated, as the STI pool is funded largely from current year earnings, while the LTIP is funded by future performance against the targets set over the performance vesting period
- Benchmarking the executive management compensation to a comparator group comprising the large listed life insurance groups (Discovery, Liberty, Old Mutual and Sanlam), along with other financial services companies of similar size and complexity
- Benchmarking the non-executive director fees to a comparator group comprising Alexander Forbes, Discovery, Old Mutual, Sanlam, Santam and PSG
- Engaging with shareholders regarding their rationale for voting against the Group's remuneration policy at the AGM which took place on 25 November 2021 (see below, the actions taken by the Remuneration Committee to address the concerns raised by shareholders)
- Approving the performance criteria applicable to the October 2022 LTIP allocation.



Part 1:
Report from the Chair of the Remuneration Committee continued

Shareholder voting

The following table represents a summary of the results of voting on non-binding remuneration-related shareholder resolutions for the past two years:

Resolution	2021	2020
Overview of the remuneration policy	18% Against	14% Against
Implementation report	17% Against	49% Against

Irrespective of the vote against being below the prescribed 25%, we elected to engage with shareholders regarding their concerns.

The main concern raised by shareholders related to the fact that the Group does not make use of a weighted annual scorecard with disclosed metrics to assess the overall level of performance of the Group, making it difficult for shareholders to assess whether the remuneration outcomes are reasonable. In this year's implementation report we have included the F2022 NHE target in support of the F2024 Reinvent and Grow targets, and indicated how the current year NHE compares with this target, in order to provide shareholders with a view regarding actual performance vs targeted earnings. The targeted NHE has been determined taking into account a targeted ROE of 20%, as well as the intrinsic earnings levels achievable by business units.

The Group will continue its practice of proactively engaging with shareholders in the form of one-on-one engagements in the run up to the AGM to address comments and concerns that may flow from our current approach, as set out in this report. The Remuneration Committee encourages and pursues open and regular dialogues with all stakeholders and values shareholders' continued support and feedback regarding the remuneration framework. If either the remuneration policy (as set out in part 2) or the implementation report (as set out in part 3) receive 25% or more votes against, Momentum Metropolitan will release a SENS announcement inviting dissenting shareholders to engage one-on-one with it, and the details regarding such an engagement will be disclosed in the F2023 remuneration report.

F2023 focus areas

During F2023 the Remuneration Committee will be focusing on the following areas:

- Monitoring developments on the proposed amendments to the Companies Act regarding the publication of a Wage Ratio Report, and providing input into the measures proposed
- Continued engagement with shareholders regarding concerns related to the Group's remuneration policy
- Enhancing and expanding on the fair and responsible pay principles already included in the remuneration policy, including developing metrics to track progress in this regard
- Consider appropriate ESG metrics to be included in the STI and LTI performance targets, that align with the Group's overall sustainability targets

Independent advice

The Group makes use of external advice and market benchmarking information from PwC, REMchannel, Willis Towers Watson and 21st Century Pay Solutions, and is satisfied that their input is objective and independent.

Achievement of the stated objectives of the remuneration policy

The Remuneration Committee is committed to ensuring that the Group remuneration policy and remuneration structures are fair and responsible and that there is alignment between shareholder and employee interests. The Remuneration Committee believes that the policy supports the delivery of the Group strategy in a responsible and sustainable manner.

Approval

This remuneration report was approved by the Remuneration Committee of Momentum Metropolitan Holdings on 6 September 2022.

Peter Cooper
6 September 2022

Part 2:
Overview of the Group's remuneration policy

The Group's remuneration philosophy

The Group's remuneration philosophy is to recruit, motivate, reward and retain employees who believe in and live by our culture and values.

We endeavour to encourage entrepreneurship by creating a working environment that motivates high performance, so that all our employees can positively contribute to the strategy, vision, goals and values of the Group. This philosophy, supported by a robust performance management practice, strives to set our employees' total remuneration package at a competitive level by benchmarking to the market and providing incentives geared to agreed performance outcomes, where appropriate.

The Group believes that its long-term success is directly linked to the calibre of the employees we employ and the working environment that we create. It is, therefore, imperative that we make a concerted attempt to align the best interests of our employees with that of our other stakeholders.

Our remuneration policy, which is linked to sustainable value creation, is based on the following fundamental principles:

- **Alignment with the Group strategy** – Our remuneration policy is aligned with the overall business strategy, objectives and values of the Group without being detrimental to the interests of our customers
- **Pay for performance** – Our remuneration is structured around incentivising a performance culture, with differentiation based on performance taking place for guaranteed and variable remuneration
- **Risk-taking versus fiduciary roles** – Distinction regarding the manner in which variable incentive payments are awarded is drawn between employees who operate in a risk-taking capacity and those who fulfil fiduciary roles (such as heads of control functions). As such, the variable incentives for employees in fiduciary roles are determined primarily with reference to the performance of the individual. This is to ensure that the independence of employees who act in a fiduciary capacity is not unduly compromised, and conflicts of interest are minimised
- **Benchmarking and competitiveness** – Roles are benchmarked based on a job grading process, and then compared with market benchmarks in the financial services sector
- **Talent retention** – Remuneration and benefits are considered a key lever in ensuring that top talent is attracted, motivated and retained by the organisation to ensure the achievement of the Group's strategic objectives
- **Consistent and fair practices** – The Group's remuneration practices provide a basis for the fair and equitable treatment of employees, yet allow for differentiation where justified, for instance in relation to scarce skills, level of experience and performance
- **Flexibility** – The remuneration policy offers flexibility for customising remuneration and benefits to cater for better work/life balance and specific business needs
- **Governance** – Remuneration practices are designed to ensure adherence to the principles of good corporate governance, as depicted in best practice and regulatory frameworks (such as King IV™ and Solvency Assessment and Management)

Part 2: Overview of the Group's remuneration policy continued

Remuneration structure and design

The Group's remuneration structure supports the business need to offer an appropriate mix of fixed and variable remuneration, depending on the level and complexity of a specific role. The following remuneration structure, is made up of total guaranteed pay (TGP), short-term incentives (STI) and long-term incentives (LTI), and forms the basis of the overall remuneration applicable to all employees.

Remuneration element	Purpose and link to strategy	Eligibility	Remuneration policy	Performance conditions
Total Guaranteed Pay (TGP) – Cash salary plus benefits	To attract and retain talent by providing the core guaranteed element of remuneration for the role	All staff employed by the Group	TGPs are benchmarked against the financial services market, targeting the 50th percentile. Increases are awarded on 1 October annually	Meet the requirements of the role
Management short-term incentive (STI)	To support a high-performance culture within the organisation through reward for performance, and to aid retention through the deferral of STIs above a threshold	Executives, senior managers and upper-middle managers	STIs are discretionary and are awarded as a percentage of TGP, which varies according to the level and complexity of the role. The actual award is based on a weighted mix of the level of performance achieved by the Group, the division and the individual that is weighted towards financial outcomes. Above a certain value threshold, management STIs are deferred to enhance retention and improve alignment with shareholders	The Group performance relative to targets determines the size of the management STI pool
General staff bonus pool	To reward individual performance at a general staff level	All permanent staff that are not management STI pool participants	STIs are discretionary, and are awarded as a percentage of TGP, which varies according to the level and complexity of the role. The actual award is based on individual performance relative to objectives	Individual performance that at least meets the agreed objectives set for the period
Long-term incentives (LTI)	To incentivise executive and senior management to achieve performance targets that align with shareholder interests	Executives and senior managers	LTI awards are discretionary and are awarded based on a percentage of TGP required to meet a targeted portfolio size. LTIs are subject to performance criteria that are approved by the Remuneration Committee	Performance units issued out of either the LTIP or SAR schemes are subject to the performance conditions set out in Part 3: Implementation report.

Total Guaranteed Pay

To ensure the Group's TGP remains in line with the market, salaries are benchmarked regularly against the financial services market. TGP is generally benchmarked against the market median (50th percentile) for all employees who meet the requirements of the role, with exceptions at-or-above the upper quartile (75th percentile) for certain key roles where there are premiums due to scarce and/or specialised skills, continued outstanding performance, and/or high impact talent retention. In addition, the Remuneration Committee regularly reviews the TGP benchmarks of the executive management against a comparator group.

The Group uses a recognised job grading system, and continuously conducts job evaluations and grading wherever there are changes within the organisation.

The Group awards TGP increases on 1 October annually.

Variable incentives (STI and LTI)

Previously, the overall incentive pool was determined as a percentage of the pre-tax pre-incentive NHE, which was then split into an STI pool and an LTI pool. During the current year, the Remuneration Committee agreed to the decoupling of the STI and the LTI pools, with the STI pool being determined as a percentage of the pre-tax pre-incentive NHE for the year to which it relates, and the LTI pool being determined using a benchmark of targeted LTI portfolio data for the participants in this pool.

Part 2:
Overview of the Group's remuneration policy continued

Short-term incentives (STI)

The Group's key STI is a discretionary profit-sharing STI pool with participation at management level, the size of which is driven primarily by the achievement of the annual targeted pre-tax pre-incentive NHE.

Executive, senior and upper-middle management employees, excluding employees who are already on pay-for-performance contracts, are eligible to participate in the management STI pool.

The determination of the STI pool is based on the following approach:

Step 1 The overall on-target STI pool is calculated on a bottom-up basis, by adding together the benchmark on-target STIs for all participants, based on the industry in which the business operates.

Step 2 This bottom-up STI pool is then tested for affordability using a top-down calculation, being a percentage of the Group on-target pre-tax pre-incentive NHE as approved by the Remuneration Committee. The overall on-target STI pool is therefore the level of STIs that can be funded by achieving the targeted NHE.

Step 3 The top-down calculation is then applied to the actual NHE for the year, subject to approval of the calculated STI pool by the Remuneration Committee.

Step 4 The allocation of the Remuneration Committee approved STI pool to business units, takes place as follows:

- The on-target STI pool per business unit is subject to financial and non-financial performance modifiers
- The financial performance modifier is primarily the business unit NHE versus target, supplemented by sales targets for distribution teams
- The non-financial performance modifier relates to meeting employment equity targets

The business unit performance-modified on-target STI pools are then adjusted back to the actual group incentive pool as approved for the year by the Remuneration Committee

Step 5 Individual STIs are then calculated based on the individual's performance-adjusted on-target incentive as a proportion of the business unit pool. Management discretion may be applied where appropriate, to make adjustments for factors not taken into account in the calculation, such as talent retention.

Employees outside these management layers participate in a general staff STI pool based on individual performance.

Group targets are reviewed and approved by the Board. Business unit targets are approved by the Executive Committee. Individual objectives must be agreed with the employee's line manager or team leader. For Executive Committee members, objectives are agreed with the Group Chief Executive Officer (CEO) (and approved by the Remuneration Committee), while the CEO's objectives are agreed with the Board.

Details regarding the actual management STI pool for 2022 are set out in **Part 3: Implementation report**

Part 2:
Overview of the Group's remuneration policy continued

Deferral of STI

The management STI pool has a compulsory deferral component, which provides for 50% of all STIs above a minimum threshold to be paid in cash, with the remaining 50% of the STI being deferred. The following STI deferral policy applies:

Quantum of STI	Deferral terms
Below R300 000	No deferral and STI is paid in cash
Above R300 000	The first R100 000, plus 50% of the amount above R100 000 is paid in cash (subject to a minimum cash payment of R300 000), with the remainder being deferred, vesting in three equal tranches at the end of years one, two and three

The Remuneration Committee has the discretion to increase the deferred portion of the STI, where appropriate.

The purpose of the deferral component of the STI is to act as a retention mechanism for key talent, and to drive sustainable results, while also giving the Remuneration Committee the right to invoke the pre-vesting forfeiture of STIs, should the performance of the Group, division or individual deteriorate significantly. (For further details regarding the other circumstances in which pre-vesting forfeiture and clawback can be invoked, please see the **malus and clawback** section on page 105).

Long-term incentives (LTI)

The Group currently operates three LTI schemes, namely:

- The Long-term Incentive Plan (LTIP)
- The Share Appreciation Rights scheme (SAR)
- The Momentum Metropolitan iSabelo Trust (iSabelo)

The Group's main LTI is the LTIP, and participation is limited to executives and senior management who have a direct impact on value creation over the medium to longer term. The quantum of individual LTIP awards is based on financial services market benchmarks.

Both the LTIP and the SAR are cash-settled phantom share plans with vesting periods of three years, with an additional two-year holding period. In addition, for the LTIP scheme where dividends are paid on ordinary shares, these dividend equivalent amounts are credited to participants as additional units that vest in line with the vesting date (and subject to the achievement of performance conditions) of the LTIP units to which they relate. In the SAR scheme, the value of dividends paid on ordinary shares during the vesting and settlement periods are credited to participants (dividend equivalents) by deducting them from the option strike price, for those units that ultimately vest, to the extent that performance conditions are achieved.

The iSabelo Trust is a broad-based Employee Share Ownership Trust, which was approved at a general meeting of shareholders on 26 November 2020. The initial allocation of units in this equity-settled scheme took place on 22 April 2021, with allocations to new employees until the fifth anniversary of the scheme.

LTIP scheme

The Group adopted the LTIP in 2011. The LTIP is a cash-settled scheme initially comprising both retention and performance units that reference their value to the Momentum Metropolitan share price.

All allocations from the LTIP post-2018 represent performance units, which vest after three years subject to the achievement of performance conditions set at the award date, with an additional two-year holding period.

Details regarding the LTIP performance vesting outcomes for the tranche vesting in October 2022 are set out in **Part 3: Implementation report**.

The performance conditions for the October 2020 award, to be measured on the June 2023 results, are set out below:

Performance measure	% weighting	Target
Normalised headline earnings (lower bound)	20%	R3.7 billion in F2023
Normalised headline earnings (upper bound)	20%	R4.2 billion in F2023
Return on Equity (RoE)	30%	15% in F2023
Total Shareholder Return (TSR) vs equal-weighted peer index	30%	Exceed peer group TSR

The above performance conditions are binary, and each performance condition is measured independently, with a maximum vesting percentage of 100% in total. These performance conditions are applicable to the CEO, Financial Director and all Group-wide service employees, while for business unit executives and senior managers, 50% of the performance conditions relate to the above and the other 50% to equivalent, but business unit-specific, financial targets.

Part 2:
Overview of the Group's remuneration policy continued

The performance condition related to the October 2021 award, to be measured on the June 2024 results, is set out below:

Performance measure	% weighting	Target
Total Shareholder Return (TSR) vs equal-weighted peer index	100%	Exceed peer group TSR

The performance condition related to the October 2022 award, to be measured on the June 2025 results, is set out below:

Performance measure	% weighting	Target
Total Shareholder Return (TSR) vs equal-weighted peer index	100%	Exceed peer group TSR

Share Appreciation Rights (SAR) scheme

The SAR scheme is a cash-settled performance-based phantom scheme that was implemented in October 2018, in terms of which a small group of executives and senior managers were allocated share appreciation rights that reference their value to the growth in the Momentum Metropolitan share price over the vesting period, with vesting originally taking place over three years (but extended to four years in 2020), and with settlement of the vested benefit taking place in three annual tranches after three, four and five years (extended to four, five and six years in 2020). There is therefore an additional two-year holding period. The last award was made in October 2018 and subject to the achievement of the performance conditions related to the awards and the two-year holding period, will run until June 2024. Details regarding the SAR performance vesting outcomes for the tranche vesting in October 2022 are set out in **Part 3: Implementation report**. No further awards have been made from the SAR scheme and the scheme is effectively in run-down.

iSabelo

The iSabelo Employee Share Ownership Trust is an equity-settled share ownership scheme, whereby eligible employees are granted units in the Trust, which units vest over a period of seven years, and become unrestricted after 10 years.

Once the units become unrestricted, the net asset value of the Trust will be distributed to beneficiaries in the form of Momentum Metropolitan shares, in proportion to their individual unit holding. Any ordinary dividends declared by the Group during the restricted period will be applied at least 80% to settlement of the debt raised by the Trust to acquire the shares, and up to 20% will be paid to participants.

Eligibility includes all South Africa-based permanent employees, with a minimum economic participation of 55% black women and 85% black employees.

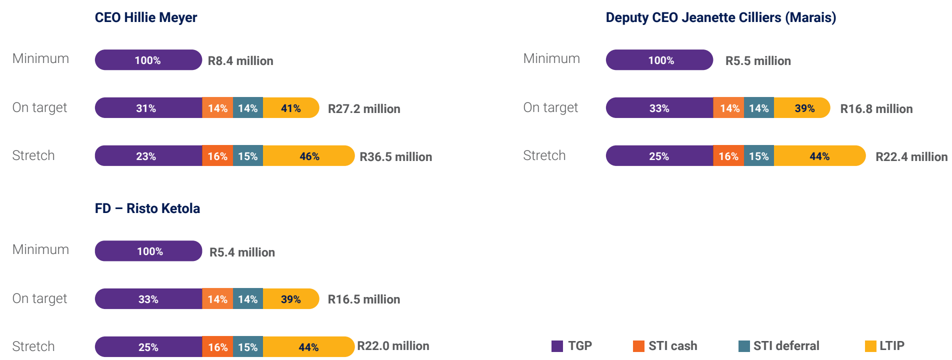
There are no performance conditions attached to the allocated units.

Executive director pay mix

On an executive management level the graphs below show the pay mix for the CEO, Deputy CEO and the FD, respectively, at minimum, on-target and stretch levels of performance. The pay mix at executive level is weighted towards "at-risk" variable pay, and in turn the variable pay is contingent on meeting financial and strategic performance targets. The objective is to achieve a balanced pay mix appropriate to the job demands and performance of each executive.

The basis for determining the amounts under the minimum, on-target and stretch performance levels is as follows:

- **Minimum** – this is where the Group does not meet the threshold performance level for the given year, and the Remuneration Committee does not award any discretionary STI or LTI. Only the TGP is guaranteed.
- **On target** – is based on an on-target rating, where the STI represents 90% of TGP for the CEO and 85% of TGP for the other executive directors. The LTI is assumed to meet two of the three performance criteria (i.e. 67% vesting) and is based on an LTIP allocation of 150% of TGP for the CEO and 135% of TGP for the other executive directors, and no share price growth.
- **Stretch** – is based on meeting the stretch targets, where the STI represents 135% of TGP for the CEO, and 128% of TGP for the other executive directors. The LTI is assumed to meet all performance criteria (i.e. 100% vesting) and is based on an LTIP allocation of 150% of TGP for the CEO and 135% of TGP for the other executive directors, and no share price growth.



The STI deferral and the LTIP amounts above will vest and be settled as follows:

- STI deferral – payment in equal tranches after one, two and three years
- LTIP – vesting after a performance period of three years, with settlement taking place in three equal tranches after three, four and five years

As can be seen from the graphs above, a significant proportion of the total executive remuneration represents variable performance-based remuneration that is deferred to between three and five years from the award date.

Part 2:
Overview of the Group's remuneration policy continued

Ensuring fair, equitable and responsible remuneration

Role levels

All roles in the organisation are subjected to a job evaluation process, which results in a particular grade being attached to the role, thus enabling the appropriate benchmarking of the role against the market. Job grades are broadly based on the level of responsibility, skills and qualifications, effort and complexity of the role.

Internal pay equity

Jobs are benchmarked centrally in the Group to ensure a consistent assessment of the level of the role relative to other similar roles in the Group, and relative to the market. Salary benchmark surveys that are appropriate to the markets in which we operate are used across the Group to ensure comparability with peers, and to ensure a consistent benchmark outcome for jobs of equal value.

Pay comparisons are performed across areas where the potential exists for unfair pay discrimination. As an example, pay equity is assessed by comparing the total remuneration relative to the job benchmark, across gender and race, to identify and address areas of unfair discrimination.

Fair and responsible remuneration

In awarding annual salary increases, the increase percentages granted to general staff are generally higher than those granted to senior and executive management, thereby narrowing the pay gap that exists between the highest and lowest paid employees.

Fair remuneration is achieved through:
- Fair pay differentiation based on factors such as skills, experience and performance
- Applying the principle of "equal pay for work of equal value" (as set out under "Internal pay equity" above) to identify possible areas of pay discrimination or bias
-

Responsible remuneration is achieved through:
- An annual review of the minimum guaranteed package of employees at the basic skills level to ensure that this is set at a level that offers employees a decent standard of living
- The level of variable remuneration paid which is based on performance outcomes against targets, and benchmarked against the financial services market

Malus and clawback

The Group has developed and implemented a malus and clawback policy, which allows for the pre-vesting forfeiture (malus) and/or post-vesting recovery (clawback) of all unvested and vested deferred STI, LTIP and SAR amounts, respectively, relating to executive directors, senior managers, heads of control functions and other material risk takers in circumstances where actual risk events occurred.

The Remuneration Committee may, at any time on or before the vesting date for unvested incentives, reduce the quantum of a deferred STI or number of units comprising an LTIP and SAR award, in whole or in part, after the occurrence of an actual risk event.

In addition to the pre-vesting forfeiture of unvested incentives, from 1 September 2019 the committee introduced a clawback policy for all variable incentive awards from that date. In terms of this policy the Remuneration Committee may pursue the recovery of previously vested and paid STI or LTI amounts where:
- there is reasonable evidence of material error or employee misbehaviour and/or
- the Group suffers a material risk event that can be reasonably attributed to the actions of a specific individual or group of individuals.

Executive and senior management – service agreements

Sign-on awards

For appointments which are deemed critical to the business, the Group may offer sign-on awards (whether in the form of cash or LTIP awards) to new members of executive management and key employees. Sign-on LTIP awards are ordinarily subject to a three-year vesting period, with a two-year compulsory holding period thereafter. The LTIP award is subject to forfeiture should the employee resign or be dismissed by the Group during the vesting period, in accordance with the rules of the scheme. Any cash-based sign-on awards are subject to clawback, and employees will have to repay these awards should they resign from the Group within a specified period as regulated by their employment contracts. The Group CEO has the discretion to determine sign-on awards. No sign-on awards were made at the executive management level in the current year.

Restraints of trade

The Remuneration Committee may, from time to time, conclude restraint of trade agreements with members of executive management. These restraint of trade agreements may be contractual only, i.e. unpaid or, where appropriate, subject to an appropriate payment, and are aligned with the overall business strategy of the Group. Disclosure of these payments will be made in line with any applicable regulatory requirements. No such restraint of trade agreements were concluded during the current year.

Part 2: Overview of the Group's remuneration policy continued

Payments on termination of employment

The employment contracts for executive management do not compel the Remuneration Committee to make any payments in the event of termination of employment on account of their failures. Upon termination of employment, any payments made to such an executive will be as required in terms of legislation, and the consequences of unvested STIs, SARs and LTIPs will be governed by the rules of the incentive plans and the basis for the termination of employment. The Remuneration Committee has discretion regarding the terms of such agreements (to be exercised on a case-by-case basis). No payment shall be made due to a termination based on a lack of performance.

In the event of resignation or dismissal for just cause, all unvested incentives in the form of deferred STIs, LTIPs and SARs, will be forfeited in terms of the relevant incentive plan rules.

In the event of death, disability, retrenchment, retirement or early retirement, unvested incentives will vest pro rata based on the period of employment from award date to termination of service date, and, if applicable, the extent to which performance conditions were met as at that date.

The following table sets out how payments under each element of remuneration are dealt with for the various reasons for termination:

REASONS FOR TERMINATION

	Voluntary resignation	Dismissal/termination for cause	Normal and early retirement, retrenchment and death	Mutual separation
TGP	Paid over the notice period or as a lump sum	No payment	No payment other than severance packages governed by labour laws	Paid over the agreed notice period or as a lump sum
STI - cash	Forfeited if not in the employ of the Group at the payment date of the STI	No payment	No payment	Discretion applied based on terms of the separation agreement
STI - deferral	Automatic forfeiture of unvested deferred STI amounts	Automatic forfeiture of unvested deferred STI amounts	All unvested deferred STI amounts vest on the date of termination (as these have already been subject to past performance criteria and are therefore earned)	Discretion applied based on terms of the separation agreement
LTI	All unvested awards shall be forfeited in their entirety and will lapse immediately upon the date of termination	All unvested awards shall be forfeited in their entirety and will lapse immediately upon the date of termination	In respect of LTIP and SAR performance units, the pro rata portion shall vest subject to the measurement of performance at the original vesting date, except on death or disability wherein the Remco will apply its discretion as near as is practical to the date of death or disability	Discretion applied based on terms of the separation agreement

Retention payments

The Remuneration Committee has the discretion to make retention payments to executives and key employees in exceptional circumstances. Such retention payments are subject to an appropriate clawback period and may be subject to certain minimum performance hurdles. Save for the retention element inherent in the deferral of STIs, no retention payments were made at the executive level during the current year.

Minimum shareholding requirements

The minimum shareholding requirements introduced in 2015 are in line with global best practice. These requirements encourage executives to use their vesting STI and LTI benefits to buy Momentum Metropolitan Holdings shares, and to be personally invested in the Company, thus increasing executive ownership and alignment between executive and stakeholder interests. Executives are required to invest an agreed portion of their annual STI and LTI payouts in Momentum Metropolitan shares towards achieving the required level of exposure.

The CEO's required level of investment (expressed as a percentage of TGP) is 200%, and for other executives 100%, to be achieved within a reasonable period of the introduction of the requirements or the individual being appointed to the Executive Committee.

The Remuneration Committee will, from time to time, set requirements for executives, such as the minimum required shareholding, and the period over which it should be achieved, and monitor compliance with these requirements. The progress to date regarding the executive directors' achievement of these requirements is set out under **Part 3: Implementation report**.

Non-executive director fees

Non-executive directors, in serving the Group, are paid an annual retainer fee. They do not receive additional fees per meeting. Also, they do not receive performance incentive payments, share appreciation rights, pension fund benefits, loans on preferential terms, expense allowances or any other form of financial assistance. The Group pays for all travel and accommodation costs in respect of the attendance at Board meetings.

The fees for non-executive directors are revised annually and submitted for consideration to the Remuneration Committee. The fees are also submitted annually for approval at the AGM. In considering the non-executive directors' fees, various factors are taken into account, including a review of the market analysis related to non-executive fees. Market benchmarking considers the size of the Group as well as the complexity of the work performed. The comparator group of companies included in the benchmarking exercise is Alexander Forbes, Discovery, Old Mutual, Sanlam, Santam and PSG.

Non-executive directors may receive *ad hoc* supplementary fees, calculated on an hourly basis, for significant additional work performed during the financial year. Payment of these fees is not guaranteed and is limited to *ad hoc* committee work required from non-executive directors. No such payments were made during the current year.

The details regarding the proposed non-executive director fees for F2023 are set out in the **Notice of Annual General Meeting**, Special Resolution Number 3.

Voting statement (non-binding advisory vote on the remuneration policy)

This remuneration policy is subject to an advisory vote by shareholders at the November 2022 AGM. Shareholders are requested to cast a non-binding advisory vote on Part 2 of this remuneration report, as it appears above.

Part 3:
Implementation report

Executive directors – single figure disclosure

The South African Companies Act, 71 of 2008 (Companies Act) has defined the term "prescribed officer". The duties, responsibilities and reporting obligations of directors under the Companies Act also apply to "prescribed officers". The Remuneration Committee has considered the definition of "prescribed officer" and resolved that the executive directors are the prescribed officers of the Group.

Remuneration earned by the executive directors in accordance with the single figure remuneration disclosure guidance set out in King IV™ is set out below:

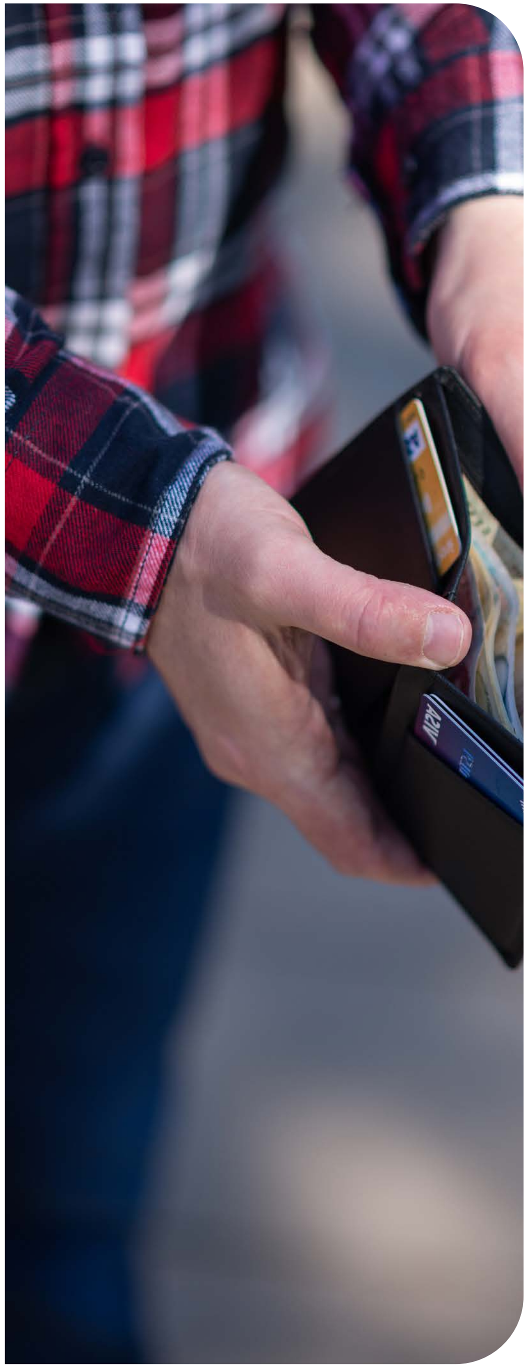
Single figure remuneration: executive directors

	Hillie Meyer		Jeanette Cilliers (Marais)		Risto Ketola		Total	
R'000	**2022**	**2021**	**2022**	**2021**	**2022**	**2021**	**2022**	**2021**
Guaranteed remuneration[1]	7 121	7 613	5 204	4 532	5 022	4 282	17 347	16 427
Salary and allowances	7 121 [4]	7 613	4 882	4 243	4 670	3 932	16 672	15 788
Retirement contributions	–	–	263	231	257	223	520	454
Medical aid contributions	–	–	59	58	95	127	154	185
Short-term incentives[2]	8 850	3 500	6 250	4 000	6 000	2 700	21 100	10 200
Cash	4 475	1 300	3 175	1 300	3 050	1 150	10 700	3 750
Deferred	4 375	2 200	3 075	2 700	2 950	1 550	10 400	6 450
Long-term incentives[3]	10 730	–	7 101	–	5 871	-	23 702	-
Total remuneration	**26 701**	**11 113**	**18 555**	**8 532**	**16 893**	**6 982**	**62 149**	**26 627**

[1] The total guaranteed package in the table above represents cash payments made during the financial years ending 30 June, whereas the remuneration set out in the TGP table on page 108 represent amounts granted as part of the annual remuneration review on 1 October annually. As a result these amounts will not agree.
[2] The short-term incentive represents the approved performance bonus in the year to which it relates, split between the cash and deferred portions.
[3] The calculation basis for long-term incentives is:
2021:
- For LTIP performance units, the value is based on the value of the number of October 2018 performance units vesting in October 2021, on the basis of performance conditions measured on 30 June 2021, multiplied by the share price on 30 June. In terms of these LTIP performance conditions, all these performance units were forfeited.

2022:
- For SAR units, the value is based on the number of October 2018 units vesting in October 2022, on the basis of performance conditions measured on 30 June 2022, multiplied by the option value on 30 June. In terms of these SAR performance conditions, 67% of these units will vest, at a current value of R0.82 per unit.
- For LTIP performance units, the value is based on the value of the number of October 2019 performance units vesting in October 2022, on the basis of performance conditions measured on 30 June 2022, multiplied by the share price on 30 June. In terms of these LTIP performance conditions, 67% of these units will vest in October 2022 for Hillie Meyer and Risto Ketola, and 83% for Jeanette Marais, due to her business unit performance vesting conditions being 100% achieved.
  No LTIP retention units were issued to executive directors in 2021 or 2022, other than the deferred bonus units, which are included in the short-term incentive amounts above.

[4] After the deduction of unpaid leave totalling R821 000.



Part 3: Implementation report continued

Companies' Act disclosure – executive directors

	Hillie Meyer		Jeanette Cilliers (Marais)		Risto Ketola		Total	
R'000	2022	2021	2022	2021	2022	2021	2022	2021
Guaranteed remuneration	7 121	7 613	5 204	4 532	5 022	4 282	17 347	16 427
Salary and allowances	7 121	7 613	4 882	4 243	4 670	3 932	16 672	15 788
Retirement contributions	–	–	263	231	257	223	520	454
Medical aid contributions	–	–	59	58	95	127	154	185
Short-term incentives	1 300	2 000	1 300	1 600	1 150	1 400	3 750	5 000
Long-term incentives	2 311	1 144	1 618	1 524	2 076	2 614	6 005	5 282
Total remuneration	**10 732**	**10 757**	**8 122**	**7 656**	**8 248**	**8 296**	**27 102**	**26 709**

[1] The STI represents the cash bonus payment made in October, while the LTI represents the settlement of LTIs that vested during the year, including deferred bonus units.
In both 2021 and 2022, the LTI payments represented only vested deferred bonus units, as no LTIP performance units vested in these periods.

The table above sets out the remuneration of the executive directors in terms of the requirements of section 30(4)(4)(6) of the Companies Act 2008, and includes all remuneration paid to executive directors during the year, whereas the single figure remuneration disclosure is based on the King IV definition of executive remuneration.

Guaranteed remuneration adjustments

As set out in Part 1 above, for salaries to remain competitive, an annual salary increase is awarded. An average increase of 5.5% will be granted in October 2022.

The TGP of the executive directors and their respective increases, effective 1 October 2022, are set out in the table below.

Total Guaranteed Package

	1 October 2022 R'000	1 October 2021 R'000	% annual increase
Hillie Meyer	8 400	8 000	5.0%
Jeanette Cilliers (Marais)	5 500	5 250	4.8%
Risto Ketola	5 400	5 150	4.9%

Variable remuneration

The performance outcomes for both the STI and LTI benefits for the current year, are set out below:

Short-term incentives (STI)

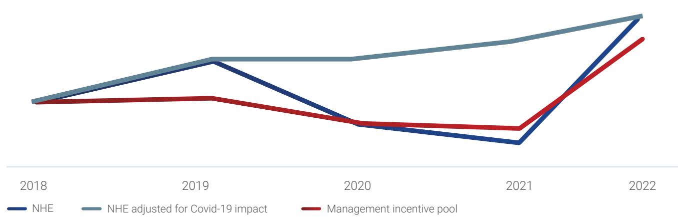
The Group's performance in terms of the key financial metrics was as follows:

- NHE of R4.4 billion, which is significantly higher than the F2021 NHE. This was mainly due to the less severe impact of Covid-19 on earning, as mortality experience improved significantly and started to normalise. Even if we neutralise the F2022 result for mortality experience variances, the net positive change in Covid-19 provisions, positive investment variances and Venture Capital investment fair value gains, the underlying Group's normalised headline earnings would be a very satisfactory R3.3 billion.
- New business volumes (on a Present Value of Premiums basis) increased by 10% to R73 billion
- The ROE for the year improved to 22.7%, up from 4.9% in the prior year.

Taking into account the above metrics, and the fact that the NHE for F2022 of R4.4 billion exceeded the targeted NHE of R3.9 billion for the year, the Remuneration Committee approved a management STI pool for F2022 that is 117% of the on-target pool, in line with the earnings performance.

The graph below illustrates the change in the annual management STI pool since F2018, together with the NHE trend over the same period (both on a published basis, and after adjusting for the Covid-19 impact on F2020 and F2021):

Earnings relative to management STI pool



Since F2018, NHE has increased by 119%, while the management STI pool has increased by 83%. Overall, the level of the STI pool has tracked the NHE trend quite closely, including the impact of Covid-19 on the F2020 and F2021 results.

Part 3: Implementation report continued

Short-term incentives awarded in cash and deferred – executive directors

The short-term incentives awarded to executive directors for the 2022 financial year (payable in the 2023 financial year and subject to the short-term incentive deferral rules as referred to in Part 2 of the remuneration report), are set out below:

	Approved STI	% of TGP	Approved STI	% of TGP
	2022 R'000	2022 %	2021 R'000	2021 %
Hillie Meyer	8 850	105%	3 500	44%
Jeanette Cilliers (Marais)	6 250	114%	4 000	76%
Risto Ketola	6 000	111%	2 700	52%

The approved STIs for the 2022 financial year are settled as follows:

	Cash – October 2022 R'000	Deferred into LTIP R'000
Hillie Meyer	4 475	4 375
Jeanette Cilliers (Marais)	3 175	3 075
Risto Ketola	3 050	2 950

The performance ratings for the executive directors are determined based on a mix between their achievement of individual objectives and the overall Group performance.

Long-term incentives

Long-term incentive vesting – SAR scheme

The performance conditions for the October 2018 SAR award (the NHE target which was revised in 2020 and the performance vesting period extended by a year to 30 June 2022), along with the actual performance measured at the performance vesting date, are set out below.

Performance measure	% weighting	Target	Actual
Normalised headline earnings	33%	R3.2 billion in F2022	R4.4 billion
Return on embedded value	33%	Risk Free rate + 3% over the performance, which was 13%	5.8%
Total Shareholder Return (TSR) vs equal-weighted peer index	33%	Exceed peer Group TSR	+5.4% vs benchmark

The three performance conditions are measured independently, i.e. the achievement of one of the conditions will result in one-third of the total benefit vesting, achieving two will result in two-thirds vesting and achieving all three will result in 100% vesting.

As a result of two of the three performance conditions being met, 67% of the SAR units will vest. These vested units will be settled in three equal tranches on 1 October 2022, 2023 and 2024, based on the 20-day volume-weighted average share price of Momentum Metropolitan up to 1 October each year, less the strike price of the SAR units at each settlement date (if the actual share price is below the strike price, then the units have no value). The current strike price is R15.30 per unit.

Part 3:
Implementation report continued

Long-term incentive vesting – LTIP scheme

The performance conditions for the October 2019 award (the NHE targets which were revised in 2020), along with the actual performance measured at the performance vesting date of 30 June 2022, are set out below:

Performance measure	% weighting	Target	Actual
Normalised headline earnings (lower bound)	33%	R3.2 billion	R4.4 billion
Normalised headline earnings (upper bound)	33%	R3.6 billion	R4.4 billion
Total Shareholder Return (TSR) vs equal-weighted peer index	33%	Exceed peer Group TSR	-7.5% vs benchmark

The three performance conditions are measured independently, i.e. the achievement of one of the conditions will result in one-third of the total benefit vesting, achieving two will result on two-thirds vesting and achieving all three will result in 100% vesting. The above performance targets apply to all executives at a group level, while business unit executives have a 50% weighting to these targets and 50% weighted towards business unit-specific targets.

As a result of two of the three performance conditions being met, 67% of the LTIP units will vest at a group level, while the achievement of business unit performance measures range between 0% and 100%, resulting in an overall group average vesting of 58%. These vested units will be settled in three equal tranches on 1 October 2022, 2023 and 2024, based on the 20-day volume-weighted average share price of Momentum Metropolitan up to 1 October each year, including dividends declared and paid by Momentum Metropolitan during the settlement period, in the form of additional dividend units.

Long-term incentives to be awarded in October 2022 – executive directors

The following table sets out the approved LTIP performance unit awards to the executive directors, with effect from 1 October 2022:

	Approved LTIP face value	% of TGP	Approved LTIP face value	% of TGP
	2022 R'000	2022 %	2021 R'000	2021 %
Hillie Meyer	16 800	200%	16 000	200%
Jeanette Cilliers (Marais)	9 000	164%	10 000	190%
Risto Ketola	9 000	167%	9 000	175%

Due to the volatility inherent in setting stretching financial performance targets in the current environment, the Remuneration Committee has decided to only apply one performance measure, which is Total Shareholder Return (TSR) relative to an equal-weighted peer group comprising Discovery, Old Mutual and Sanlam. In order for this LTIP tranche to vest in October 2025, the Momentum Metropolitan TSR must exceed the average of the peer group TSR between 1 July 2022 and 30 June 2025.

Part 3:
Implementation report continued

Long-term incentive table of unvested awards – executive directors

The table below provides an overview of the LTIs awarded and forfeited during the year, and the indicative value of LTIs not yet vested (outstanding LTI) for the executive directors. It further illustrates the cash value of LTI delivered during the year.

Executive director	Opening number on 1 July 2020	Granted during 2021[2]	Forfeited during 2021	Vested during 2021	Closing number on 30 June 2021	Cash flow on settlements 2021[3]	Estimated fair value on 30 June 2021[4]	Granted during 2022[2]	Forfeited during 2022	Vested during 2022	Closing number on 30 June 2022	Cash flow on settlements 2022[3]	Estimated fair value on 30 June 2022[4]
	'000	'000	'000	'000	'000	R'000	R'000	'000	'000	'000	'000	R'000	R'000
Hillie Meyer	**4 817**	**996**	**–**	**(76)**	**5 737**	**1 144**	**28 257**	**1 023**	**(1 357)**	**(118)**	**4 450**	**2 311**	**20 829**
LTIP – performance units													
Award date – 9 April 2018[1]	1 328	19	-	-	1 347	-	-	10	(1 357)	-	-	-	-
Award date – 1 October 2019	950	13	-	-	963	-	9 389	26	-	-	989	-	9 449
Award date – 1 October 2020	-	835	-	-	835	-	7 653	23	-	-	858	-	115
Award date – 1 October 2021	-	-	-	-	-			844	-		844	-	2 080
LTIP — deferred bonus units													
Grant date – 1 October 2018	40	-	-	(20)	20	299	390	-	-	(20)	-	389	-
Grant date – 1 October 2019	167	2	-	(56)	113	845	2 204	2	-	(56)	59	1 098	841
Grant date – 1 October 2020	-	127	-	-	127	-	2 477	2	-	(42)	87	824	1 241
Grant date – 1 October 2021	-	-	-	-	-	-	-	116	-	-	116	-	1 654
SAR — performance units													
Award date – 1 October 2018	2 332	-	-	-	2 332	-	6 145	-	-	-	2 332	-	1 281
Jeanette Cilliers (Marais)	**2 335**	**647**	**(249)**	**(92)**	**2 641**	**1 524**	**20 685**	**702**	-	**(83)**	**3 260**	**1 618**	**16 729**
LTIP - performance units													
Award date – 1 April 2018	289	4	(249)	(44)	-	780	-	-	-	-	-	-	-
Award date – 1 October 2019	513	8	-	-	521	-	7 416	14	-	-	535	-	6 332
Award date – 1 October 2020	-	534	-	-	534	-	5 935	15	-	-	549	-	4 776
Award date – 1 October 2021	-	-						528	-	-	528	-	1 302
LTIP – deferred bonus units													
Grant date – 1 October 2018	23	-	-	(11)	12	181	234	-	-	(12)	-	235	-
Grant date – 1 October 2019	111	1	-	(37)	75	563	1 463	1	-	(38)	38	733	542
Grant date – 1 October 2020	-	100	-	-	100	-	1 950	2	-	(33)	69	650	984
Grant date – 1 October 2021	-	-	-	-	-	-	-	142	-	-	142	-	2 025
SAR – performance units													
Award date – 1 October 2018	1 399	-	-	-	1 399	-	3 686	-	-	-	1 399	-	769
iSabelo BBBEE Trust[5]	-	17	-	-	-	-	15	-	-	-	-	-	11

[1] *The CEO's initial LTIP award on 9 April 2018 has a vesting date of 31 October 2021, with a performance period from 1 July 2018 to 30 June 2021.*
[2] *Comprises new awards and grants during the year, dividend units on existing awards and grants, and deferred bonus units granted in terms of the STI deferral policy.*
[3] *Represents the cash settled on vesting date, including vested dividend units.*
[4] *Calculated as:*

- LTIP retention units and deferred bonus units – the number of unvested units multiplied by the share price at the reporting date
- LTIP performance units – the number of unvested units multiplied by the latest probability of future vesting at the reporting date, multiplied by the share price at the reporting date
- SAR performance units – the number of unvested units multiplied by the latest probability of vesting at the reporting date, multiplied by the option valuation per unit as at the reporting date

[5] *Each unit granted by the iSabelo Trust represents 0.1 Momentum Metropolitan Holdings shares and is therefore not included in the total for each director in the table above.*

Part 3: Implementation report continued

Executive director	Opening number on 1 July 2020	Granted during 2021[2]	Forfeited during 2021	Vested during 2021	Closing number on 30 June 2021	Cash flow on settlements 2021[3]	Estimated fair value on 30 June 2021[4]	Granted during 2022[2]	Forfeited during 2022	Vested during 2022	Closing number on 30 June 2022	Cash flow on settlements 2022[3]	Estimated fair value on 30 June 2022[4]
Risto Ketola	**2 403**	**563**	**(203)**	**(172)**	**2 591**	**2 614**	**17 024**	**587**	–	**(106)**	**3 072**	**2 076**	**12 052**
LTIP – retention units										–			
Grant date – 1 October 2017	60	–		(60)	–	907	–	–	–	–	–	–	–
LTIP - performance units													
Award date – 1 October 2017	239	–	(203)	(36)	–	544	–	–	–	–	–	–	–
Award date – 1 October 2019	513	7	–	–	520	–	5 070	14	–	–	534	–	5 102
Award date – 1 October 2020	–	468	–	–	468	–	4 289	13	–	–	481	–	2 401
Award date – 1 October 2021	–	–	–	–	–	–	–	475	–	–	475	–	1 171
LTIP – deferred bonus units													
Grant date – 1 October 2018	76	–	–	(38)	38	574	741	–	–	(38)	–	747	–
Grant date – 1 October 2019	116	1	–	(38)	79	589	1 541	1	–	(39)	41	765	585
Grant date – 1 October 2020	–	87	–	–	87	–	1 697	2	–	(29)	60	564	856
Grant date – 1 October 2021	–	–	–	–	–	–	–	82	–	–	82	–	1 169
SAR – performance units													
Award date – 1 October 2018	1 399	–	–	–	1 399	–	3 686	–	–	–	1 399	–	769
iSabelo BBBEE Trust[5]	–	17	–	–	–	–	15	-	–	–	–	–	11

[1] *The CEO's initial LTIP award on 9 April 2018 has a vesting date of 31 October 2021, with a performance period from 1 July 2018 to 30 June 2021.*
[2] *Comprises new awards and grants during the year, dividend units on existing awards and grants, and deferred bonus units granted in terms of the STI deferral policy.*
[3] *Represents the cash settled on vesting date, including vested dividend units.*
[4] *Calculated as:*
- LTIP retention units and deferred bonus units – the number of unvested units multiplied by the share price at the reporting date
- LTIP performance units – the number of unvested units multiplied by the latest probability of future vesting at the reporting date, multiplied by the share price at the reporting date
- SAR performance units – the number of unvested units multiplied by the latest probability of vesting at the reporting date, multiplied by the option valuation per unit as at the reporting date

[5] *Each unit granted by the iSabelo Trust represents 0.1 Momentum Metropolitan Holdings shares and is therefore not included in the total for each director in the table above.*

Part 3: Implementation report continued

FAIR AND RESPONSIBLE REMUNERATION

The Group is cognisant of its internal wage gap. As envisaged by the principles of fair and responsible remuneration, the Remuneration Committee considered the following:

- A review of the minimum guaranteed package of employees at the basic skills level to ensure that this is set at a level that offers employees a decent standard of living. The current minimum guaranteed package amounts to R155 000 per annum, which represents a 6.9% increase from the prior year
- Ensuring that the average increases in guaranteed packages at executive and senior levels are lower on average than for general employees, reflecting the reality that inflationary pressure is more marked amongst general employees
- The level of variable remuneration paid is based primarily on the actual financial performance for the year

Additionally, and when considering increases, the Remuneration Committee takes into account factors including, but not limited to, inflation, affordability, market trends, competitor remuneration and scarcity of skills.

Voting statement (non-binding advisory vote on the implementation report)

This report is subject to a non-binding advisory vote by shareholders at the November 2022 AGM.

Shareholders are requested to cast a non-binding advisory vote on the remuneration implementation report as contained in Part 3 of this report.

NON-EXECUTIVE DIRECTORS' FEES

The following table reflects the fees paid to non-executive directors during the year.

	Months service		Fees	
R'000	2022	2021	2022	2021
PB Baloyi[1]	3	-	185	-
P Cooper	12	12	2 280	1 199
LM Chiume	12	12	1 661	1 580
F Jakoet[2]	5	12	528	1 066
L de Beer	12	12	1 696	1 589
NJ Dunkley[3,4]	12	–	2 528	180
T Gobalsamy[3]	12	–	902	66
SC Jurisich	12	12	1 924	1 736
PJ Makosholo	12	12	944	871
SL McPherson	12	12	1 279	1 185
MS Moloko[2]	5	12	1 167	2 344
JJ Njeke[5]	-	5	-	869
V Nkonyeni	12	12	1 225	1 058
DJ Park	12	12	1 305	1 156
KC Shubane[5]	-	5	-	416
FJC Truter[2]	5	12	1 667	2 438
JC van Reenen[5]	-	5	-	389
			19 291	**18 142**

[1] *Appointed April 2022*
[2] *Resigned November 2021*
[3] *Appointed 1 June 2021. The fees for 2021 were restated to reflect the fees earned for the month. These fees were subsequently paid.*
[4] *Includes fees from directorships in United Kingdom (MGIM and Euroguard Boards).*
[5] *Resigned November 2020*

Interest of directors in share capital

Directors' Momentum Metropolitan shareholding at 30 June 2022 – No of ordinary shares ('000):

	Direct beneficial	Indirect beneficial	2022	2021
Hillie Meyer	255	394	649	638
Jeanette Cilliers (Marais)	189	-	189	189
Risto Ketola	25	-	25	-
Peter Cooper	500	952	1 452	442
Nigel Dunkley	73	-	73	73
Stephen Jurisich*	-	-	-	-
Frans Truter	-	-	-	477
Total ordinary shares at 30 June	**1 042**	**1 346**	**2 389**	**1 819**

** 988 shares held in Momentum Metropolitan in the current year and 169 in the prior year.*

The increase in Peter Cooper's shareholding was due to the unbundling of Rand Merchant Insurance Holdings' investment in Momentum Metropolitan.

Momentum Metropolitan shareholding of directors who retired during 2022 – No of ordinary shares ('000):

	Direct beneficial	Indirect beneficial	Total
Frans Truter	44	433	477

No changes in the above shareholding/interest occurred between 30 June 2022 and the date of approval of the Annual Financial Statements.

Minimum shareholding requirement measurement

The following table reflects the current shareholding by executive directors in Momentum Metropolitan shares, relative to the minimum shareholding requirement (MSR) as set out in the Group's remuneration policy:

The directors shareholding comprises the shareholding in the table above, together with the balance of deferred STI units in the LTIP, as this remains a relatively constant exposure through the replacement of vested tranches with new tranches.

Number of Momentum Metropolitan ordinary shares at 30 June 2022 ('000):

	Minimum shareholding requirement	Current qualifying shareholding
Hillie Meyer	866	900
Jeanette Cilliers (Marais)	284	438
Risto Ketola	279	208

The MSR in the above table is calculated based on the Total Guaranteed Package at 30 June 2022, and an average share price for the financial year of R18.47 per share.