

NOTICE OF ANNUAL GENERAL MEETING

NOTICE TO MEMBERS OF THE 15TH (FIFTEENTH) ANNUAL GENERAL MEETING OF MMI HOLDINGS LIMITED (“MMI” OR THE “COMPANY”)

Notice is hereby given (the “notice”) that the 15th (fifteenth) annual general meeting (“AGM”) of the shareholders of the company, for the year ended 30 June 2016, will be held at 13:30 on Tuesday, 22 November 2016, in the Executive Boardroom, 1st Floor, MMI Head Office, 268 West Avenue, Centurion. Registration for attendance at the AGM will commence at 12:30.

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about what action you should take, consult your broker, Central Securities Depository Participant (“CSDP”), banker, financial adviser, accountant or other professional adviser immediately.

If you have disposed of all your shares in MMI, please forward this document, together with the enclosed form of proxy, to the purchaser of such shares or the broker, banker or other agent through whom you disposed of such shares.

INCLUDED IN THIS DOCUMENT ARE THE FOLLOWING:

- The resolutions to be proposed at the meeting, together with explanatory notes. There are also guidance notes if you wish to attend the meeting or to vote by proxy.
- A proxy form for completion, signature and submission to the transfer secretaries of the company by shareholders holding MMI ordinary shares in certificated form or recorded in sub-registered electronic form in “own name”.

ELECTRONIC PARTICIPATION IN THE AGM

Please note that the company intends to make provision for shareholders of MMI, or their proxies, to participate in the AGM by way of electronic communication, if requested to do so in the manner and form set out below. In this regard, video-conferencing facilities will only be made available in the Serengeti VC Room, 1st Floor, Parc du Cap Building 7, Mispel Road, Bellville, Cape Town.

Should you wish to participate in the AGM electronically, you or your proxy are required to confirm your attendance and participation at the Bellville location by delivering written notice to the company, at the address detailed hereunder, by no later than 16:00 on Tuesday, 15 November 2016. The above-mentioned facility will only be made available on the date of the AGM if you have notified the company on/before 16:00 on 15 November 2016 that you intend to participate in the AGM by electronic means from Bellville. Should you fail to notify the company timeously of your intention in writing, this facility will not be available on the date of the AGM.

Please note that the cost of the video-conferencing facility will be for the account of the company.

Please also note the important provisions regarding identification of shareholders attending the AGM, the appointment of proxies and voting detailed on page 255 of this notice.

RECORD DATE AND LAST DAY TO TRADE

The MMI board of directors (the “board”) has determined that the record date for the purpose of determining which shareholders of the company are entitled to receive this notice was Friday, 23 September 2016, and the record date for purposes of determining which shareholders are entitled to participate in and vote at the AGM is Friday, 11 November 2016. Accordingly, only shareholders who are registered in the securities register of the company on Friday, 11 November 2016, will be entitled to participate in and vote at the AGM. The last day to trade in order to be entitled to vote at the AGM will therefore be Tuesday, 8 November 2016.

BUSINESS TO BE TRANSACTED

The purpose of the AGM is for the following business to be transacted:

- presentation of the report of the board of directors of the company
- presentation of the Audit Committee’s report
- verbal report from the Social, Ethics and Transformation Committee (A full copy of this report can be found on pages 256 to 258.)
- presentation of the annual financial statements of the company for the financial year ended 30 June 2016 (Should you require a complete copy of the annual financial statements for the preceding financial year, this can be accessed on the MMI website www.mmiholdings.com)
- election of the directors of the company
- approval of the re-appointment of PricewaterhouseCoopers Inc. as the external auditors of the company, with Mr Andrew Graham Taylor as the designated audit partner, for the ensuing financial year or until the next AGM, whichever is the later date
- approval of the appointment of the Audit Committee of the company
- to consider and, if deemed fit, to pass, with or without modification, the ordinary and special resolutions set out below
- to transact such other business as may be transacted at an AGM

For each ordinary resolution to be adopted, it must be supported by at least 50% (fifty percent) plus 1 (one) of the voting rights exercised on the resolution, unless a higher requirement has been prescribed in terms of the Listings Requirements of the JSE Limited (the “Listings Requirements”).

For each special resolution to be adopted, it must be supported by at least 75% (seventy five percent) of the voting rights exercised on the resolution.

1. ORDINARY RESOLUTION NUMBER 1

ELECTION OF DIRECTORS APPOINTED BY THE BOARD

Mr P Cooper was appointed by the board of directors of the company with effect from 20 November 2015 and Mr WM Krzychylkiewicz was appointed as an alternate director to Mr Cooper with effect from 21 July 2016. In accordance with the Companies Act, 71 of 2008, as amended (the "Act") and the memorandum of incorporation ("MOI") of the company, Messrs Cooper and Krzychylkiewicz resign and, being available, have offered themselves for election by shareholders of the company. Their brief curriculum vitae are presented on the MMI website www.mmiholdings.com.

Messrs Cooper and Krzychylkiewicz's performance and contribution were assessed by the MMI Nominations Committee as well as the board, and the board recommends Mr Cooper's election as a director of the company and Mr Krzychylkiewicz's election as an alternate director to Mr Cooper.

Accordingly, the shareholders are requested to consider and, if deemed fit, to elect Mr Cooper as a director of the company and Mr Krzychylkiewicz as an alternate director to Mr Cooper.

Ordinary resolution 1.1

"Resolved as an ordinary resolution that Mr P Cooper be and is hereby elected as a director of the company with effect from 20 November 2015."

Ordinary resolution 1.2

"Resolved as an ordinary resolution that Mr WM Krzychylkiewicz be and is hereby elected as an alternate director to Mr P Cooper with effect from 21 July 2016."

EFFECT OF ORDINARY RESOLUTION NUMBER 1

If each ordinary resolution detailed in 1 above is passed, the effect will be that Mr Cooper will be appointed as a director of the company with effect from 20 November 2015 and Mr Krzychylkiewicz will be appointed as an alternate director to Mr Cooper with effect from 21 July 2016.

2. ORDINARY RESOLUTION NUMBER 2

RETIREMENT BY ROTATION AND RE-ELECTION OF DIRECTORS

In accordance with the MOI, at least one third of the directors of the company are required to retire by rotation as directors of the company at this AGM. In these circumstances Messrs JC van Reenen, JP Burger, PJ Moleketi and LL von Zeuner retire by rotation in accordance with the MOI and, being eligible, all the aforementioned directors, with the exception of Mr JP Burger, have offered themselves for re-election.

Brief curricula vitae of those directors standing for re-election are published on the MMI website www.mmiholdings.com.

Accordingly, the shareholders are requested to consider and, if deemed fit, to re-elect those directors by way of passing the separate ordinary resolutions set out below:

Ordinary resolution 2.1

"Resolved as an ordinary resolution that Mr JC van Reenen be and is hereby re-elected as a director of the company with immediate effect."

Ordinary resolution 2.2

"Resolved as an ordinary resolution that Mr PJ Moleketi be and is hereby re-elected as a director of the company with immediate effect."

Ordinary resolution 2.3

"Resolved as an ordinary resolution that Mr LL von Zeuner be and is hereby re-elected as a director of the company with immediate effect."

EFFECT OF ORDINARY RESOLUTION NUMBER 2

If each ordinary resolution detailed in 2 above is passed, the effect will be that Messrs JC van Reenen, PJ Moleketi and LL von Zeuner will be re-appointed as directors of the company with immediate effect. Mr JP Burger retires as a director with immediate effect.

3. ORDINARY RESOLUTION NUMBER 3

RE-APPOINTMENT OF EXTERNAL AUDITORS

The Audit Committee has recommended the re-appointment of PricewaterhouseCoopers Inc. as auditors of the company, with Mr Andrew Graham Taylor as the designated audit partner, for the ensuing financial year or until the next AGM, whichever is the later date.

Accordingly, the shareholders are requested to consider and vote on the following resolution:

“Resolved as an ordinary resolution that the company hereby approves the re-appointment of PricewaterhouseCoopers Inc. as the external auditors of the company, with Mr Andrew Graham Taylor as the designated audit partner, for the ensuing financial year or until the next AGM, whichever is the later date.”

EFFECT OF ORDINARY RESOLUTION NUMBER 3

If ordinary resolution number 3 is passed, the effect will be that PricewaterhouseCoopers Inc. will be re-appointed as auditors of the company, with Mr Andrew Graham Taylor as the designated audit partner, for the ensuing financial year or until the next AGM, whichever is the later date.

4. ORDINARY RESOLUTION NUMBER 4

APPOINTMENT OF THE AUDIT COMMITTEE

The company is required to approve the appointment of the Audit Committee of the company.

Accordingly, the shareholders are requested to consider and approve the appointment of the Audit Committee by way of passing the separate ordinary resolutions set out below:

The board is also satisfied that the Audit Committee members meet the provisions of the Act and that they are independent and therefore recommends their re-appointment.

Ordinary resolution 4.1

“Resolved as an ordinary resolution that the re-appointment of Mr FJC Truter as a member of the Audit Committee be and is hereby approved with immediate effect.”

Ordinary resolution 4.2

“Resolved as an ordinary resolution that the re-appointment of Mr SA Muller as a member of the Audit Committee be and is hereby approved with immediate effect.”

Ordinary resolution 4.3

“Resolved as an ordinary resolution that the re-appointment of Mrs F Jakoet as a member of the Audit Committee be and is hereby approved with immediate effect.”

Ordinary resolution 4.4

“Resolved as an ordinary resolution that the re-appointment of Mr LL von Zeuner as a member of the Audit Committee be and is hereby approved with immediate effect.”

EFFECT OF ORDINARY RESOLUTION NUMBER 4

If each ordinary resolution detailed in 4 above is passed, the effect will be that Mr FJC Truter, Mr SA Muller, Mrs F Jakoet and Mr LL von Zeuner will be re-appointed as the Audit Committee of the company.

5. ORDINARY RESOLUTION NUMBER 5

NON-BINDING ADVISORY VOTE ON THE REMUNERATION POLICY

“Resolved as an ordinary resolution that, as contemplated in King III, which requires that the remuneration policy of the company be tabled to shareholders for a non-binding advisory vote, the shareholders approve the remuneration policy of the company (excluding the remuneration of the non-executive directors), read together with the remuneration report contained on pages 65 to 72 of the integrated report and also on the company’s website www.mmiholdings.com.”

EFFECT OF ORDINARY RESOLUTION NUMBER 5

If ordinary resolution number 5 is passed as a non-binding advisory vote, the effect will be that the remuneration policy of the company will be approved.

6. ORDINARY RESOLUTION NUMBER 6

APPOINTMENT OF DIRECTOR OR COMPANY SECRETARY TO IMPLEMENT ORDINARY AND SPECIAL RESOLUTIONS

“Resolved as an ordinary resolution that any one director of the company or the company secretary be and is hereby authorised to take such steps, do all such things and sign all such documents as may be necessary or required for the purpose of implementing the ordinary and special resolutions proposed and passed at this meeting.”

EFFECT OF ORDINARY RESOLUTION NUMBER 6

If ordinary resolution number 6 is passed, the effect will be that any director of the company or the company secretary will be authorised to attend to the necessary issues, to implement the resolutions and to sign all documentation required to record the ordinary and special resolutions.

7. SPECIAL RESOLUTION NUMBER 1

GENERAL APPROVAL OF SHARE BUY-BACK

It is hereby noted that the company and/or its subsidiaries may from time to time acquire securities issued by the company. In this regard, it is proposed that the company renew its general approval for a share buy-back with the following special resolution:

“Resolved as a special resolution that the company hereby approves, by way of a general approval, the repurchase by the company or any of its subsidiaries from time to time of shares issued by the company upon such terms and conditions and in such amounts as the board of the company may from time to time determine, but subject to the provisions of the MOI, the Act, the Listings Requirements and the requirements of any other stock exchange upon which the shares of the company may be quoted or listed from time to time, and subject to such other conditions as may be imposed by any other relevant authority, and subject further to the following conditions:

- Any acquisition in terms hereof may only be effected through the order book operated by the JSE trading system and may only be done without any prior understanding or arrangement between the company and the counterparty.
- The company is authorised thereto by its MOI.
- This general approval shall be valid only until the company’s next AGM, provided that it does not extend beyond 15 (fifteen) months from the date of this resolution, during which time this general approval may be varied or revoked by special resolution passed at a general meeting of the company.
- Any such acquisitions of the company’s shares shall be announced when an aggregate of 3% (three percent) of the initial number of shares of the relevant class has been purchased and for each 3% (three percent) in aggregate of the initial number of shares of that class acquired thereafter.
- In determining the price at which the ordinary shares are repurchased by the company or its subsidiary in terms of this general authority, the maximum price at which such shares may be repurchased will not be greater than 10% (ten percent) above the weighted average of the market value for such ordinary shares for the 5 (five) business days immediately preceding the date of repurchase of such shares.
- In the case of an acquisition by a subsidiary of the company of shares in the company under this general approval, such acquisition shall be limited to a maximum of 10% (ten percent) in aggregate of the number of issued shares of any class of shares of the company, taken together with all the shares held by all the subsidiaries of the company, at the time of such acquisition.
- The general repurchase by the company of its own shares shall not, in aggregate in any one financial year, exceed a maximum of 20% (twenty percent) of the company’s issued shares of that class in any one financial year.
- The board by resolution, authorises the repurchase, confirms that the company has passed the solvency and liquidity test detailed in the Act in relation to the repurchase of securities, and confirms that since the solvency and liquidity test was applied, there have been no material changes to the financial position of the company or the group.
- At any time, the company shall only appoint one agent to effect any acquisitions on the company’s behalf in terms of this general approval.
- The company or its subsidiaries may not acquire the company’s shares during a prohibited period as defined in terms of the Listings Requirements, unless it has a repurchase programme in place where the dates and quantities of securities to be traded during the relevant period are fixed (not subject to any variation), and full details of the programme have been disclosed in an announcement on SENS prior to the commencement of the prohibited period.”

DIRECTORS’ STATEMENT IN RELATION TO THE SHARE REPURCHASE AS REQUIRED IN TERMS OF THE LISTINGS REQUIREMENTS

Pursuant to, and in terms of, the Listings Requirements, the board herewith states that in determining the method by which the company intends to repurchase its shares, the maximum number of shares to be repurchased and the dates upon which such repurchases will take place, the board will only make such repurchases if, at the time of the repurchase, the board is of the opinion that the requirements of sections 4, 46 and 48 of the Act and the Listings Requirements will have been complied with, and that:

- The company and the group will be able in the ordinary course of business to pay its debts as they become due for a period of 12 (twelve) months after the date of this notice.
- The consolidated assets of the company and the group will be in excess of the consolidated liabilities of the company and the group for a period of 12 (twelve) months following the date of this notice. For this purpose, the assets and liabilities should be recognised and measured in accordance with the accounting policies used in the latest audited consolidated annual financial statements, which comply with the Act.
- The ordinary share capital and reserves of the company and the group will be adequate for ordinary business purposes for a period of 12 (twelve) months after the date of this notice.
- The working capital available to the company and the group will be adequate for ordinary business purposes for a period of at least 12 (twelve) months after the date of this notice.

REASON FOR AND EFFECT OF SPECIAL RESOLUTION NUMBER 1

The **reason** for special resolution number 1 is to grant the board a general authority, in terms of the Listings Requirements and the MOI, for the acquisition by the company, or any subsidiary, of the company’s shares.

The passing of special resolution number 1 will have the **effect** of providing the board with the flexibility, subject to the provisions of the Act and the Listings Requirements, to acquire the company's shares should it be in the interests of the company to do so. This general authority shall be valid until its variation or revocation by special resolution at any subsequent general meeting of the company, provided that the general authority shall not be extended beyond 15 (fifteen) months from the date of approval of this special resolution.

GENERAL STATEMENTS AND INFORMATION

LISTINGS REQUIREMENTS

In accordance with the Listings Requirements, the following information relating to the matters detailed below can be found on the relevant page/s of the integrated report, namely:

- the major shareholders of the company – page 247
- the share capital of the company – page 231

STATEMENT OF ACCURACY OF INFORMATION

The directors, whose names are set out on pages 48 and 49 of the integrated report, collectively and individually accept full responsibility for the accuracy of the information contained in this notice, the integrated report and accompanying documents, and certify that, to the best of their knowledge and belief, there are no facts that have been omitted, which would make any statement false or misleading, and that all reasonable enquiries to ascertain such facts have been made and that the notice, integrated report and accompanying documents contain all information required by law and the Listings Requirements.

MATERIAL CHANGES

Other than the facts and developments reported on in the integrated report, no material changes in the financial or trading position of the company and its subsidiaries have occurred between 30 June 2016 and the date of this notice.

8. SPECIAL RESOLUTION NUMBER 2

AMENDMENT TO THE COMPANY'S MEMORANDUM OF INCORPORATION

Shareholders are requested to consider and vote on the following special resolution:

"Resolved that in accordance with section 16(1)(c) of the Act the company's MOI be amended as follows:

- By deleting clause 10.2 and replacing it with "In respect of fractional entitlements that arise, all allocations of securities will be treated in line with the provisions of the JSE Listings Requirements, as amended from time to time."
- By inclusion of the phrase "save for the further provisions below" between the words "contained," and "if" in line 1 of the paragraph preceding clause 24.2.3;
- By inclusion of the following phrase at the end of the paragraph following clause 24.2.4 "provided further that if any Director who is required to so retire has been appointed as the chief executive officer or executive finance director (as these offices are contemplated in the Listings Requirements, if applicable), or managing director, joint managing director and/or to any other executive office for a fixed period, as the case may be, and his contract of employment provides that he is not subject to retirement during that fixed period, such executive director shall not be subject to retirement by rotation until such fixed period shall have expired through effluxion of time, unless he shall have ceased to be a Director in terms of any of the provisions of section 70(1)(b) of the Companies Act before that date.";
- By inclusion of the phrase "subject always to the provisions in clause 24.2" in clause 24.4 (first sentence: after the words "clause 24.9") and in clause 28.2 (after the words "if applicable") at the end of the first sentence);
- By deletion of the phrase "(not exceeding 3 (three) years)" in clause 28.2 (5th last line after the words "for such period").

REASON FOR AND EFFECT OF SPECIAL RESOLUTION NUMBER 2

The **reason** for the proposed changes to the MOI is as follows:

- Clause 10.2: To address new requirements prescribed by the JSE for fractional entitlements in relation to allocation of securities.
- The **effect** of the proposed changes to clauses 10.2, if adopted, would be to comply with the amendments to the Listings Requirements.
- To amplify the provisions of clause 24.2 of the MOI which do not require the rotation of the chief executive officer and executive finance director (as these appointments are contemplated in the Listings Requirements), as well as other executive director appointments mentioned in clause 24.2. Shareholders' attention is drawn to the perceived misinterpretation of the paragraph preceding clause 24.2.3 and clause 28.2 of the company's MOI which creates an unintended anomaly compared to the intent and provisions of clause 24.2. Clause 24.2, 24.4 and 28.2 of the Company's MOI if corrected as proposed, would be in line with Schedule 10, paragraph 10.16(g) of the Listings Requirements which requires "that at least one-third of **non-executive directors** must retire at the company's AGM", as well the Institute of Directors of Southern Africa ("IoDSA") Practice Note on "Retirement by rotation of executive directors" which states in relation to King III that the "King Committee is of the view that retirement by rotation of non-executive directors should **not be extended to include executive directors.**"

The **effect** of the proposed changes to clauses 24.2, 24.4 and 28.2, if adopted, would be to remove the ambiguity and perceived misinterpretation of these clauses, by aligning such clauses with the provisions of clause 24.2, the minimum requirements of the Listings Requirements, the IoDSA Practice Note, King Committee's view and prevailing market and business practice in South Africa and the insurance industry.

The amended MOI will be available for inspection from 1 October to 11 November 2016 at the company's registered offices. Kindly notify the company secretary as per the details hereunder, should you wish to inspect the MOI.

SHAREHOLDER IDENTIFICATION, PROXIES AND VOTING

In accordance with the provisions of section 63(1) of the Act, before any person may attend or participate in a shareholders' meeting, that person must present reasonably satisfactory identification, and the person presiding at the meeting must be reasonably satisfied that the right of that person to participate and vote, either as a shareholder or as a proxy for a shareholder, has been reasonably verified. Any shareholder of the company that is a company may authorise any person to act as its representative at the AGM.

If you hold certificated shares (i.e. have not dematerialised your shares in the company) or are registered as an "own name" dematerialised shareholder (i.e. have specifically instructed your CSDP to hold your shares in your own name), then:

- you are entitled to attend and vote at the AGM or, alternatively,
- in accordance with the provisions of section 58 of the Act, you are entitled to appoint one or more proxies (who need not be shareholders of the company) to attend, speak and, on a poll, to vote or abstain from voting in your stead by completing the form of proxy enclosed with the notice. You should pay careful attention to the notes set out at the end of the form of proxy. The form of proxy must be received at the transfer secretaries office of the company, Link Market Services SA (Pty) Ltd, 13th Floor, Rennie House, 19 Ameshoff Street, Braamfontein, Johannesburg (or PO Box 4844, Johannesburg 2000), by not later than 13:30 on Friday, 18 November 2016, or must be delivered to the MMI company secretary/Link Market Services representative in the Executive Boardroom, 1st Floor, MMI Head Office, 268 West Avenue, Centurion before the commencement of the AGM at 13:30 on Tuesday, 22 November 2016.

If you hold dematerialised shares (i.e. have replaced the paper share certificates representing your shares with electronic records of ownership under the JSE's electronic settlement system, Strate Limited ("Strate")), through a CSDP or broker, other than dematerialised shareholders with "own name" registration, you are not registered as a shareholder of the company but your CSDP or broker is so registered. In these circumstances, and subject to the mandate between yourself and your CSDP or broker (or their nominee),

- if you wish to attend the AGM, you must inform your CSDP or broker of your intention to attend and obtain the necessary letter of representation to do so from your CSDP or broker or, alternatively,
- if you are unable to attend the AGM but wish to be represented thereat, you should provide your CSDP or broker with your voting instructions. This must be done in the manner and time stipulated in the mandate between you and the CSDP or broker concerned. You should not complete the attached form of proxy.

On a poll, every shareholder present in person or represented by proxy shall have the number of votes determined in accordance with the voting rights associated with the shares held by such shareholder, which in the case of the company is one vote for every ordinary share held by such shareholder.

Directors: MJN Njeke (chairman), JP Burger (deputy chairman), NAS Kruger (group chief executive officer), M Vilakazi (group finance director), P Cooper (alternate WM Krzychylkiewicz), F Jakoet, JD Krige, PJ Moleketi, SA Muller, V Nkonyeni, KC Shubane, FJC Truter, BJ van der Ross, JC van Reenen, LL von Zeuner.

By order of the board



Maliga Chetty
Group company secretary

30 September 2016
Registered office
268 West Avenue
Centurion
0157