

Our Blueprint For Success



Sustainability Report **2012**

Our 2012 performance at a glance

Ensuring sound governance

- We continue to implement our Sustainability Management Framework
- We have submitted responses to the Carbon Disclosure Project (CDP) and the Water Disclosure Project (WDP)
- We continue to submit an annual Communication on Progress (COP) with regard to implementing the ten principles of the United Nations Global Compact

Developing our people

- The Sanlam Blueprint for Success was developed and implemented
- 53% employees engaged on the Sanlam Blueprint for Success
- Office staff turnover: 11.6% and sales staff turnover: 40.1%
- 100% of employees received a performance appraisal
- 99.7% of Sanlam SA employees were recruited locally and are South African citizens
- 45% of employees report that the Sanlam bWELL wellness initiative is contributing to their individual health
- 17.24% Previously Disadvantaged South Africans candidates in senior management positions

Providing responsible products and services to customers

- We are compliant with the UN Principles for Responsible Investment
- Our average number of monthly complaint interventions referred to the Ombudsman for Long-term Insurance is 65
- 18% growth in sales of products to clients in low-end economic segments through Sanlam Sky
- We remain compliant with FAIS

Investing in a prosperous society

- Number of students in Operation HOPE Banking on Our Future South Africa Sanlam schools: 1669
- Total CSI spend is R 34 million
- 15.55% of total procurement spend spent on small enterprises and exempted micro-enterprises
- 16.87% of post-tax profit spent on enterprise development programmes in the financial services sector

Promoting environmental responsibility

- Qualified for the Carbon Disclosure Project (CDP) Leadership Index
- Reaffirmed our partnership with WWF
- 6% reduction in electricity usage through a light retrofit project at Head Office
- Total carbon emissions are still below the 2010 baseline

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About this report

The annual Sustainability Report provides an overview of Sanlam's sustainability performance for the period 1 January 2012 to 31 December 2012. It covers all of the South African entities over which Sanlam has management control other than Santam, which issues its own detailed Sustainability Report (www.santam.co.za). Unless otherwise indicated, any specific quantitative performance data that is presented relates only to Sanlam's South African operations (excluding Santam). There have been no significant changes in reporting methodology or scope that would affect our reporting since our 2011 Sustainability Report.

This report is aimed at all our stakeholders who have an interest in our sustainability performance. The structure of the report reflects our sustainability management framework, and focuses on those material areas of sustainability that have the potential to influence the assessments and decisions of our stakeholders.

In compiling the Sustainability Report we have drawn on the recommendations provided in the G3.1 Sustainability Reporting Guidelines of the Global Reporting Initiative (GRI). We have reported against each of the GRI indicators with either a direct response, reference to this report or our Integrated Report in an index available on our website. We assess our report to be in accordance with a GRI B+ Application Level, applying GRI 3.1 Guidelines for Reporting. Ernst & Young performed an independent limited assurance engagement on key elements of this report (see the Assurance Statement on page 69). The report forms part of our integrated reporting process undertaken in accordance with the King Code of Governance Principles for South Africa 2009 (King III) and the guidance provided inthe September 2011 Discussion Paper of the International Integrated Reporting Council (IIIRC). Sanlam's Integrated Report, which constitutes our primary strategic report to stakeholders, is available at www.sanlam.co.za.

If you have any queries or comments about this report or Sanlam's sustainability performance, please contact us at sustainabilitymanagement@sanlam.co.za or +27 21 947 2893.

The Sustainability Report, together with our Sanlam Integrated Report, reflect positive and negative aspects of our performance to enable our stakeholders to make a fair and balanced assessment of our overall performance in financial, environmental, social and governance areas. Building on our Sustainability Management Framework, we work to ensure that our sustainability information is selected, compiled, and reported clearly and consistently.

The theme of this report is linked to the Sanlam Blueprint for Success, which defines Sanlam's organisational culture. For an explanation of this internal initiative please see page 14.

Awards and achievements

- Sanlam and WWF won two of the Mail & Guardian's Greening the Future Awards in recognition of the WWF Sanlam Living Waters Partnership. A first time entrant to the Awards, Sanlam and WWF became the first winners of the inaugural Sudley Adams Memorial Award. Sanlam also took the honours in the Water Care and Management category for its support of WWF SA's water programmes.
- Sanlam took joint fourth place, and earned a gold award in the 2012 Carbon Disclosure Leadership Index (CDLI) of the top 100 JSE listed companies, from eighth place in 2011.
- The Sanlam Group scooped some of the top honours at the 2012 Nkonki Integrated Reporting Awards ranking sixth in the coveted Top 10 and second in the financial services sector.
- Sanlam Group Chief Executive, Dr. Johan van Zyl, was ranked fifth out of South Africa's top ten Chief Executive Officers in the Reptrak SA Leadership Survey 2012. The survey highlighted his highest attributes as creating value and effective management.
- Sanlam received the 2011 National Disability Company Award for its commitment to skills development and the creation of job opportunities for people with disabilities.
- Sanlam won Investment Product Supplier of the Year at the Financial Intermediaries Association of South Africa (FIA) awards for Retail Investment (single premium) and Employee Benefits Product Supplier of the Year categories.
- Sanlam received a further accolade in a recent PricewaterhouseCoopers Insurance Survey conducted among Chief Executive Officers and senior executives in the South African long- and short-term industry. Sanlam was ranked first in investment products and second in the risk product category.
- Sanlam Investment Management (SIM) Global Best Ideas Feeder fund won an award in the Best Foreign Equity Fund category over a three-year period at the Raging Bull Awards.
- Dr. Johan van Zyl, Group Chief Executive, was named "Sakeleier van die Jaar" (business leader of the year) by *Die Burger* and the Kaapstadse Sakekamer.
- Sanlam was named the top rated South African company in the 2012 Long-term Insurance category of the Ask Afrika Orange Index awards.
- Sanlam was again included in the JSE's Socially Responsible Investment (SRI) Index, becoming one of 76 qualifying constituents out of 106 companies that were assessed for inclusion.
- Sanlam Sky Solutions received full Investors in People (IIP) accreditation while the Sanlam Group Office received an enhanced Bronze accreditation.

Message from the Chairman of the Social, Ethics and Sustainability Committee

Global financial conditions in 2012 were dampened by the ongoing European debt crisis and feeble economic recovery in the United States. Driven in part by greater risk aversion and market volatility, financial institutions also faced greater scrutiny from stakeholders on environmental, social and corporate governance (ESG) issues, and nascent shifts in requirements for financial reporting.

On the domestic front, events in Marikana, wildcat strikes in mining and agriculture, public protests over service delivery and e-tolling continued to place societal issues at centre stage. Although political leadership debates became heated, growing levels of agreement began to emerge around the National Development Plan, which aims to eliminate poverty and reduce inequality by 2030.

While the South African financial sector remained in a relatively strong position, there is little doubt that social responsibility will be a key determinant of companies' ability to deliver sustainable and stable growth. At Sanlam, our ability to promote a savings and investment culture will depend on a mind-set that seeks genuine prosperity into the future. If profits or investment returns rise in the face of continued unemployment, poor education, a lack of clean water, inequality and poverty, such returns are no longer serving society.

The past year has seen increased levels of debate on the spectrum of responsibilities within corporate South Africa. Participants ranged from government to the media and general citizenry, many in dire need of socio-economic services. We have also heard the critical voices of leading business people raising important and challenging issues. This should be commended. Social dialogue must extend to more specific questions about the role of the financial sector, including banks, insurers, asset managers and small-scale lenders. We need to look at levels of debt in our society and at the risks involved in over-leveraging our capital base. We need to look at the broader system, which legitimises a view of value that is predominantly short-term and too narrow in scope.

Financial institutions have a vital, positive role to play in this process. With a broad customer base, including many large institutional investors, a company such as Sanlam can have significant influence on ideas and decisions in the economy. In many respects, sustainability at Sanlam will depend on our ability to leverage this influence for positive change. Several years into our sustainability journey, we continue to fine-tune our response to this tremendous opportunity.

"We see sustainability as not just a longterm economic imperative, but also as a social and moral imperative. This allows us to appreciate the ethical implications of our decisions and the impact of these on the broader society."

Valli Moosa, Chairman of the SES Committee



The company has grown normalised headline earnings by R 896 million and assets under management have increased by R 70 billion. At the same time, significant efforts have been made to broaden access to financial services, both through financial education and the launch of new products and services for communities historically underserved by the financial sector.

Our spending on enterprise development has increased from 15.93% in 2011 to 16.87% of NPAT in 2012. This reflects both an increasing contribution to economic transformation, and efforts to transform mind-sets around what genuine prosperity means.

Having renewed our Living Waters Partnership with the WWF for a further three years, I am pleased to see its scope broadening to include our insurance and investment activities. This is a good example of leveraging our positive impact via our products and service networks.

In pursuit of learning and sharing the knowledge we have acquired, we engage actively with the UN-backed Principles for Responsible Investment (PRI), the Code for Responsible Investing in South Africa (CRISA) and the Association for Savings and Investment in South Africa (ASISA).

With many initiatives underway, I consider the Social, Ethics and Sustainability Committee to be a sound vehicle for reviewing progress and ensuring that sustainability efforts contribute to our Blueprint for Success and vice versa. Because the Blueprint for Success drives employee engagement and a positive workplace culture, it is naturally aligned to our sustainability strategy, which highlights this as a key material area. Sanlam seeks to be ahead of the curve, but we must also work with the broader industry to raise the game. We must all go beyond what is required, beyond theatrics. It cannot simply be about being forced or rewarded by investors in the market.

That is why leadership is so important. Beyond efforts to embed sustainability principles into the organisation, it is the ability of leaders to challenge business-as-usual thinking that will take us forward. I am in no doubt as to the capacity and integrity of Sanlam's management team and the Group Chief Executive in this respect.

With this report we extend an invitation to you, our stakeholders, to hold us to account on the extent to which we are getting it right.

Valli Moosa

Chairman of the Social, Ethics and Sustainability Committee December 2012

Message from the Group Chief Executive

For almost 95 years, Sanlam has been setting standards of excellence in its operations, first as a local insurance company and more recently as an international financial services group. It is encouraging to see South Africa ranked third globally for "financial market development" by the World Economic Forum, and we are proud of Sanlam's continued contribution to this development. Looking beyond the country's borders, as we continue to expand our operations into developing markets in Africa and Asia, we are mindful that our own success depends on the success of the societies in which we operate here and abroad.

For Sanlam, a sustainable business environment is one in which individuals, families and communities can afford to save and plan for their futures. It is an environment where the financial and regulatory system is stable and where the ecological systems on which we depend, are viable. Environmental, social and corporate governance (ESG) issues therefore must and do remain high on our agenda.

Our sustainability report feeds into a high-level strategic analysis of the Sanlam Group by focusing on those ESG issues that are at the core of our business. It supports our third integrated report, which we have produced this year. Having made the shift to this new approach, we are now able to reflect its value. I am pleased with the challenge it has afforded us: both in terms of reporting, and more importantly, in thinking about our strategy, our business and our products. I am pleased to report that 2012 was a year marked with many successes on our sustainability journey. In terms of driving access to financial services, we saw a steady growth in our entry-level products, despite tough economic conditions. We firmly believe that these products will make a positive difference to the lives of our clients in this market. We also made valuable progress regarding responsible investment, increasing our activities aimed at raising awareness and sharing our insights with our clients. This will continue in 2013.

"Sanlam's long history of empowerment, economic advancement, wealth creation and protection motivates us. This is a legacy and a responsibility that we take very seriously."

Dr. Johan van Zyl, Group Chief Executive

At Sanlam we have set clear objectives that benefit our diverse stakeholders. Our success in achieving these objectives demands that we continuously build and improve the relationship between the company and its over 11 000 employees. To this end, we launched the Sanlam Blueprint for Success, which puts our employees at the centre of both the design and implementation of our strategic path



to a successful, sustainable future. Our Blueprint for Success maps out all those elements of the Group's DNA that will help us to realise our vision and strategic goals, and those that hinder this realisation. The enablers and disablers of our success have been developed into a framework, which allows for a quantifiable measure of internal strategic progress. One of our key success enablers is our commitment to responsible citizenship. Our sustainability strategy supports this commitment, linking it to other enablers.

On the environmental front, it was pleasing to see the recognition that we have received for our activities. Sanlam is one of only four companies in the Johannesburg Stock Exchange top 100 sample that have been on the Carbon Disclosure Leadership Index for three consecutive years a welcome acknowledgement of our commitment to transparency and accountability. In addition, Sanlam and WWF won two Mail & Guardian Greening the Future Awards for the WWF Sanlam Living Waters Partnership, which seeks to protect water resources that underpin South Africa's economy.

Incentivising investment and thinking for the longer term: Our businesses focus on the longer term. We help people to save for periods beginning at five years and often for as long as 30 years. It is because we are accountable to these clients today and in the future that we cannot make promises that we cannot fulfil. At Sanlam, we understand that to sustain our business, we need to create incentives for our employees that feed into our longer term value creation. This is why, for example, our incentive structures look to reward sustained performance over the longer term rather than short-term gains.

Prioritising stability and avoiding excessively risky investment opportunities has helped us perform comparatively well during recent economic and market volatility. Having reaped the rewards of this approach, we are firm in our belief that a shift away from the pervasive short-term, high-risk focus in financial services is imperative. We know, and the world has seen, that a stable financial system is crucial for a viable economy. When the stability of this system is undermined, we all pay the price.

We are rooted in South Africa, and are wholeheartedly behind the government's national transformation and development agendas. In this regard, we recognise that we have an important role to play in the financial sector, and are committed to working collaboratively to build a solid financial foundation that enables economic development. This often means taking the lead on industry issues, in our own capacity and through the Association for Savings and Investment SA (ASISA).

We also strive to communicate our long-term focus in the way we report our performance. We believe that the health of our businesses cannot be reduced to a single number, the annual profit. To assess performance by focusing only on profit distorts our understanding by leaving out important information with potentially significant consequences. It creates a kind of view of financial and economic issues that will not move us to a more sustainable system. Unfortunately, the prevalent mind-set, informed by this view, trades future financial stability that benefits all for short-term individual gains. This kind of thinking drives the current misguided debate in some circles suggesting that increased consumption and consequently also indebtedness will move us through economic turmoil. In contrast with the view outlined here, we need to work with a more systemic understanding of economic and specifically financial issues.

Transformation update: As a group, we are confident that our steady progress toward achieving our empowerment goals is moving us in the right direction. Although the final gazetting of the new Financial Sector Code in November 2012 will influence our transformation initiatives, we do believe that the foundation for further progress in this area is firmly in place. Moreover, we are pleased to report that we have created many South African jobs through our operations over the last five years, and enabled further employment through our international operations. We will engage government in this area, working together to understand institutional barriers to employment creation.

The broader economic context in which our clients live and work directly impacts on the affordability of saving. This is especially true for people at the lower end of the economic pyramid. Although clients' disposable income has come under pressure, hindering their ability to keep up recurring premiums, we have still seen good growth of 18.8% in this part of our business, serving entry-level markets. We will sustain our focus, looking to expand our presence in the entry-level market for 2013.

• Engaging with policy makers for shared gains:

The evolving regulatory environment is increasingly moving toward a principle and outcomes-driven approach designed to facilitate a fairer and economically viable society. A requirement is that we deepen our already positive relationship with policy-makers, sharing our insights and experiences from the industry. Over the last five years, Sanlam has shifted its position in relation to civil society, labour and regulators. We are proud to be seen as a partner, working to solve problems together. There is a lot of uncertainty about the regulatory environment and the role government will play in the industry. It is therefore of utmost importance that we play a proactive role in policy engagement and development. Our role within ASISA allows us to engage with government and with our peers, to shape and inform good policy through mutual and open dialogue.

Looking to the future:

We know that South Africa and indeed the world may see some significant changes over the next ten years. With almost a century of successful operations behind us, we appreciate the value of both adaptability and continuity in times of change. A significant challenge for 2013 will be to further develop our internal competencies around the integration of environmental, social and governance issues in our investments as required by the Code for Responsible Investing in South Africa (CRISA) and the United Nations-backed Principles for Responsible Investment (PRI). We will endeavour to remain the trusted investment partner we have been for the past 95 years, and to look for opportunities to leverage our influence and decisions to effect positive change in our society wherever we can, for our shared prosperity.

Dr. Johan van Zyl

Group Chief Executive December 2012

"Looking to the future, l am concerned that as a country, and indeed globally, we are collectively undermining our long-term capacity to create value. I think we need to recognise that as an industry, we could play a bigger role in driving sustainability more broadly. Doing so would be to all our collective benefit."

Dr. Johan van Zyl, Group Chief Executive

About the Sanlam Group

Sanlam is a leading financial services group, originally established as a life insurance company in 1918. We demutualised and listed on the JSE Limited and Namibian Stock Exchange in 1998. Our head office is in Bellville near Cape Town in South Africa and we have offices throughout South Africa and business interests elsewhere in Africa, Europe, India, the United States of America and Australia. We have 11 550 employees and financial advisers in South Africa (as at 31 December 2012).

Our vision is to be the leader in wealth creation and protection in South Africa, leading that process in

the emerging markets and playing a niche role in the developed markets.

We provide financial solutions to individual and institutional clients. These solutions include individual, group and short-term insurance, personal financial services such as estate planning, trusts, wills, personal loans, health management, savings and linked products, business fitness assessment and insurance investment management, asset management, stockbroking, employee benefits, risk management and capital market activities.

Cluster

Sanlam Personal Finance

The Sanlam Personal Finance (SPF) cluster is responsible for Sanlam's retail business in South Africa. It provides clients across all market segments (entry level, middle and affluent) with a comprehensive range of appropriate and competitive financial solutions. Designed to facilitate long-term wealth creation, protection and niche financing, these solutions are engineered around client needs.

Cluster profile and shareholding structure (100% unless indicated)

 Sanlam Sky Solutions – financial services for individuals and groups in the entry-level market
 Sanlam Individual Life and Segment Solutions – financial services to the middle, professional and small/medium enterprises markets (includes Multi-Data electronic money transfer activities)

- Glacier financial services for the affluent market

Sanlam Emerging Markets

The Sanlam Emerging Markets (SEM) cluster is responsible for Sanlam's financial business services in emerging markets outside South Africa with the aim of ensuring sustainable delivery and growth across the various businesses that make up this cluster.

Sanlam Investments

The Sanlam Investments cluster provides individual and institutional clients in South Africa, the UK and elsewhere in Europe, the United States and Australia access to a comprehensive range of specialised investment and risk management expertise through six sub-clusters and their businesses.

Retail and group business (financial solutions to all market segments)

Botswana Life, Botswana – 54% via BIHL

- Sanlam Life, Namibia
- Sanlam Namibia Holdings, Namibia 54%
- NICO Life, Malawi 49%
- Pan Africa Life, Kenya 55.7%

Asset Management

- Sanlam Investment Management manages institutional portfolios and retail collective investment (unit trust) funds
- Sanlam Structured Solutions Structured Products

Wealth Management

- Sanlam Private Investments private client wealth management and stockbroking business
- Calibre Investments 40%
 Australian investment business
- Sanlam Private Investments UK Group 75%
 UK private wealth management and stockbroking business
- Summit Trust 65% international independent
- trust services group in Switzerland • Investment Advisory Service and Fiduciary and Tax Services

Sanlam's third party and policyholders' funds • Sanlam Capital Markets • Sanlam Private Equity • Sanlam Properties

Capital Management – manages portions of

Sanlam Employee Benefits – provides risk and investment solutions and administration services

to institutions and retirement funds

African Life, Tanzania – 65%

• African Life, Zambia – 70%

Sanlam Life, Uganda

• FBN Life, Nigeria – 35%

• Shriram Capital, India – 26%

• Enterprise Life Assurance, Ghana – 49%

- Sanlam Group Risk
- Sanlam Structured Solutions
- Sanlam Umbrella Solutions
- Sanlam Retirement Fund Administration
 Simeka Consultants and Actuaries

Santam

Sanlam has an effective 60% interest in Santam, which is the leading short-term insurer in South Africa with a market share of over 20%. Santam specialises in short-term insurance products for a diversified market in South Africa and, in collaboration with Sanlam Emerging Markets, elsewhere in Africa and India. These products are offered through broker networks and direct sales channels and include personal, commercial, agricultural and specialised insurance products.

The Corporate Office of the Sanlam Group is responsible for centralised functions that include strategic direction, Group financial and risk management, Group marketing and communications, Group human resources and information technology, Group sustainability management, Corporate social investment and general Group services. For the purposes of our Sustainability Management Framework (SMF) and the boundaries of this report only the following six locations (covering approximately 70% of the physical footprint) are included: Sanlam Head Office (Bellville), Sanlynn (Pretoria), Sanlam Investment Management (Tyger

Valley), Glacier by Sanlam (Tyger Valley), Sanlam Sky

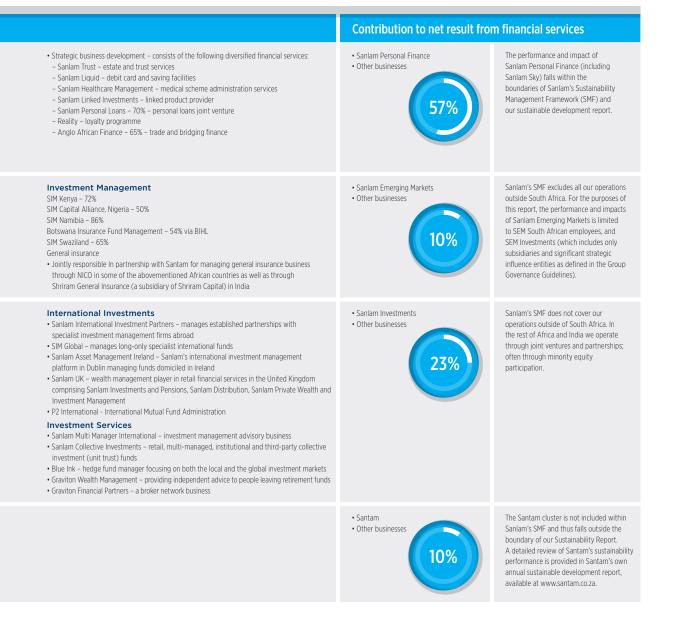
(Houghton) and Sanlam Capital Markets (Hyde Park). Santam is not included in the scope of the report.

Our core values are:

- Acting with integrity
- Growing shareholders' value through innovation and superior performance
- Leading with courage
- Serving with pride
- Caring because there is respect for one another



For further information on our business operations, please refer to our Sanlam Integrated Report 2012



Our Strategic Approach

The evolving business context: Responding to Environmental, Social and Governance (ESG) Trends

In South Africa, we must acknowledge the real socio-economic progress that has been made in the past 20 years. The standard of living of ordinary South Africans who constitute our client base have in many cases improved substantially. However, there are still significant and complex challenges that need to be addressed. Chief among these are poverty and inequality. As a proudly South African company, listed among the 100 largest on the Johannesburg Stock Exchange (JSE), we believe that Sanlam, and the financial services sector more broadly, has an integral role to play in South Africa, and globally, in the markets where we operate.

At the same time, however, we need to recognise that our economy is fully integrated into a changing global economy. We do not exist in a vacuum. Risks and opportunities unfold in a global context. As we continue to grow into markets outside South Africa, into Africa and Asia, our operating context becomes more diverse and demands that we remain abreast of all environmental, social and governance (ESG) shifts that we know have the ability to impact our bottom line, our stakeholders and our operations.

 In South Africa, the Diagnostic Report from the government's National Planning Commission (NPC) identifies two "central challenges:"

Unemployment and poor education are reported as most critical. Failure to address these challenges will contribute to economic volatility and decline in productivity, declining living standards, and rising resource competition and social tensions. Given the responsibility of the industry in this regard, Sanlam is committed to playing a part. We believe that the private sector has key insights into the regulatory and structural challenges of our economy. In the World Economic Forum's (WEF's) most recent Global Competitiveness Report, South Africa is ranked 3rd in the world in terms of "financial market development"

- a pillar that includes factors such as soundness of banks, regulation of the securities exchange. legal rights, and financing through local equity markets. In fact, South Africa ranks above every major developed economy in the world in terms of financial market development, and is only outperformed by Singapore and Hong Kong. In the context of the global economic crisis and the imperative to address our developmental challenges, this ranking shows confidence in the efficiency and integrity of our financial system and capital markets. For Sanlam, as a major financial role player, stability in the broader financial system is key to continue to provide wealth creation and protection, to contribute to national transformation objectives and to extend our services further into entry-level markets.

• Continuing economic and political uncertainty: Internationally, economic conditions continue to remain uncertain as the United States and Europe deal with the after-effects of the financial crisis. Austerity measures in parts of Europe are impacting negatively on the discretionary saving ability of clients, and assets available for investment are under strain. Parts of Africa remain volatile and vulnerable to instability, creating specific challenges for some of our operations. Events that will have potentially significant impact on the countries in which we operate include the elections coming up in Kenya and Malaysia in 2013.

- **Regulatory developments:** The financial services industry is experiencing regulatory changes and increased regulatory supervision, which is unusual in terms of scope and detail requirements. In terms of sustainability the following is noted:
- Regulation 28 of the South African Pension Funds Act requires that all pension funds consider ESG issues during investment decisions.
- Internationally, there are the United Nations
 Principles for Responsible Investment (UN PRI)
 and the Code for Responsible Investing in South
 Africa (CRISA). Both the UN PRI and CRISA
 require that we incorporate ESG concerns into
 our investment analysis and decision making.
- In the South African 2012 Tax Budget a Carbon Tax to take effect in 2013/14, with annual increases of 10 per cent until 2019/20 was proposed. This will impact our operating costs through energy prices as well as reporting costs, should mandatory carbon reporting be required.
- The drive to increase access to financial services: A large portion of the South African population remain underserviced by the Financial Services Sector. Our research has also highlighted the lack of savings by individuals and small businesses in the entry level market. We have engaged with government to understand the impact of the Financial Sector Code, gazetted in November 2012, on our existing entry level products.
- Increased transparency: The financial services industry and its clients in particular are demanding increased transparency from financial services providers. This is a result of increased client awareness driven by technological advances, increased government and regulatory interventions and growing consumer activism. In terms of governance, we have aligned our reporting and other governance practices to the King III Code of Corporate Governance.

Furthermore, to demonstrate our commitment to transparency, we continue to

• participate in the Carbon Disclosure Project (CDP) (listed on the 2012 Carbon Disclosure Leadership Index),

- report on our sustainability performance in line with the GRI G3.1 Reporting Guidelines, and
- be signatories to the United Nations Global Compact (UNGC).

We are also listed on the JSE Social Responsibility Investment (SRI) Index. These disclosures communicate our progress and commitment towards sustainability-related issues.

- · Reputational issues related to low credibility of banking and financial services: The credibility of the financial services industry has taken a knock internationally and to some extent in South Africa. The after-effects of the global financial crisis continue to impact on clients' capacity to save and plan for the future. In South Africa, concerns of unsecured lending and the public collapse of unregulated investment advisers and investment schemes make regular headlines. This creates damaging perceptions of the industry and impacts on its potential to increase its market share. In terms of sustainability, our ability to address underinsured or uninsured South Africans in lower income groups is also impacted. As a business, Sanlam is dependent on long-term relationships that are based on trust.
- Transformation requirements: Clients are increasingly demanding an active and elective transformation agenda from financial services providers. The empowerment target levels (especially in relation to employment equity targets) continue to be a challenge for businesses.
- Fee pressures: Increased transparencies, competition and regulatory interventions are placing continued pressure on fee structures. They also result in margin compression in large parts of the business. In order to maintain margins, the business will have to make use of technology to improve efficiency and reduce costs. Increased pressure on fees also has a negative impact on the affordability of entry-level products.

The Sanlam Group Strategy: Linking to our Blueprint for Success

Our Sanlam Group business strategy has been developed and is being implemented in the socio-economic context outlined above. By focusing on five strategic pillars, we have achieved market-leading growth and have transformed Sanlam into an efficient company that delivers value, with a healthy capital position that is well placed to withstand market volatility and sustain its performance over the long term.



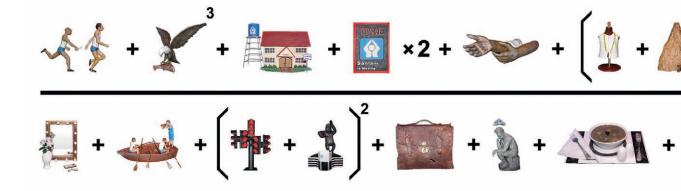
The five pillars that make up our strategy are:

Some of our key focus areas for our business for 2013 include:

- Long-term investment performance: Building a long-term positive investment track record will continue to be the key objective for the majority of the businesses in the Investment cluster.
- Cost management: A significant focus of the business is to focus on operational expenditure and to ensure the business is correctly resourced for the planned operational requirements and medium-term business plan. This includes a significant process to scrutinise expenditure across all businesses and to ensure that the necessary benefits and leverage are drawn from current resources.
- Client centricity: Over the years we have run a number of programmes and introduced various forums across the Retail cluster aimed at enhancing our ability to serve our clients better and significantly improve our ability to attract new clients into our solutions. Through these interventions it has become increasingly apparent that our culture, organisational design (including how we are set up to distribute our products), systems and processes all affect our ability to collaborate across businesses for the benefit of the client. What is also clear is that we need to shift to being more client orientated, and during 2013 we will introduce measures to make this shift with a focus on our clients across the Retail cluster as a whole. We will obtain a coherent view of who our clients are across the different businesses and determine what segmentation philosophy to apply to this one view of clients.



- Growth into new markets: The Sanlam Group continues to expand into Africa. Growing un-serviced populations and relatively low levels of competition make these markets attractive. The Investments cluster has identified Pan African investment funds as a key growth area and will focus on establishing and delivering funds in the different asset classes with the mandate to invest in African assets. The aim is to cover the full investment spectrum and to establish the dominant Pan African Funds investment unit.
- Leverage cooperation in clusters: A specific focus area will be to encourage and expand collaboration across the clusters, without losing the benefits of the business model of having smaller entrepreneurial businesses focusing on specific segments of the market.
- Value chain integration: In order to be competitive in especially the Retail segment, the full value chain offered to the client has to be understood and priced accordingly. The different segments also have to increase the integration of the service offering to the client to improve the client experience and increase the probability of new business gains.



The Blueprint for Success is one of Sanlam's key initiatives, allowing the Group to achieve its strategic aims and realise its potential. Building on our high-performance culture, we undertook an extensive internal initiative in 2012. Sanlam employees were asked to give their insights into those factors that enable and disable Sanlam's success in achieving its strategic goals. Based on internal learning and experience, we identified and then prioritised elements of the Group's DNA which constitute a plan for Sanlam's continued successful operations.

In total, 24 such elements were identified and classified into 12 business enablers (things that employees believed Sanlam should continue to do more of) and 12 business disablers (things that they believed Sanlam should guard against). The enablers and disablers have been weighted and translated into a quantifiable formula to measure our progress and success. We have focused on specific yardsticks for our reporting processes for 2012. These yardsticks are:

- Our goals and direction,
- Our strategies to stay relevant, reliable and dependable and not complacent,
- Being innovative and not mediocre,
- · How we strive to treat our clients fairly; and
- What we do to strengthen our brand through transformation, investment in our people and responsible citizenship of the Sanlam Group.

The Blueprint for Success enablers are building blocks supporting our five strategic pillars. We know that South Africa could look very different in ten years' time. In order to weather current and future social, environmental and economic shifts, we need to build the resilience of our business. We endeavour to remain competitive and relevant to our clients. Our employees and our culture are of chief importance on this journey. More detail on the Blueprint for Success can be found in this report, in Developing our People on page 32.







Sustainability: Driving our Strategic Response to Environmental, Social and Governance (ESG) Trends

Looking to the future, we are assured that Sanlam has built solid foundations to continue growing our business and our contribution to society by successfully implementing growth strategies in dynamic growth markets in South Africa, the rest of Africa, India and Malaysia. We are well positioned to realise our vision of being the leader in wealth creation and protection in South Africa. As we work to achieve this, we will continue broadening our legacy of financial empowerment, economic advancement and wealth creation and protection that has been at the heart of Sanlam's endeavours for almost 95 years.

Our understanding of sustainability is aligned with the national and global shift towards integrated reporting. This process allows for a more informed and transparent appreciation by companies of the resources and relationships that impact on our ability to create and sustain value. Our sustainability strategy, implemented through our Sustainability Management Framework (SMF) supports our business strategy in identifying, tracking and managing ESG issues, risks and opportunities that emerge in our operating context.

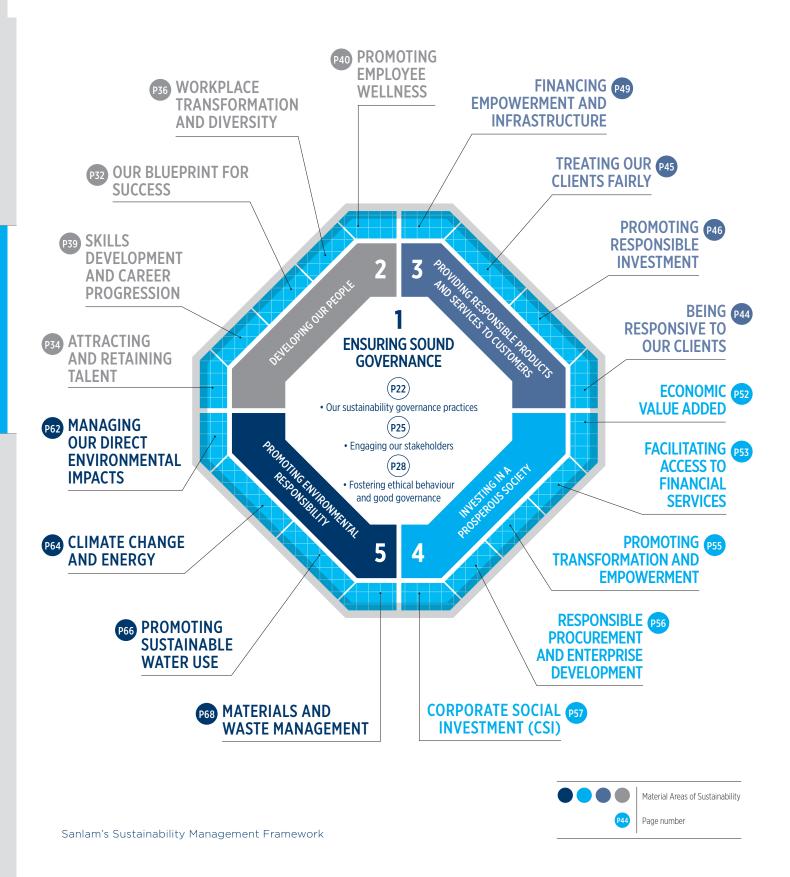
At Sanlam, sustainability is a strategic lens through which we view our business and remain responsive to complex societal challenges and the changing expectations of our stakeholders. It also enhances our reputation as a responsible citizen. It will enable us to lower our operational costs, maintain customer loyalty, and attract and retain talented employees. Achieving our growth ambitions now and in the future means that we need to build our already effective relationships with stakeholders and further strengthen a systemic approach to managing risk.



For further information on our business operations, please refer to our Sanlam Integrated Report 2012

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Our Material Areas of Sustainability



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Our business strategy, as well as our socio-economic context, informs our material areas of sustainability. The identification of our material economic, environmental, social and governance (ESG) risks and opportunities was undertaken as part of the process of developing our Sustainability Management Framework (SMF), which was approved by the Social, Ethics and Sustainability Committee in December 2011.

In identifying the material sustainability themes, we engaged with our internal risk department to understand how ESG risks affect our business value drivers, and we considered the views and interests of our stakeholders. We held workshops with our internal sustainability champions to further review and prioritise the material sustainability risks in relation to each cluster's core business, as well as to identify the key performance indicators (KPIs) for each material theme at a cluster and Group level.

Through this process we identified a range of material areas of sustainability that have been clustered into the following five thematic focuses:

- 1. Sustainability governance
- 2. Responsibility for developing our people
- 3. Responsible products and services
- 4. Responsibility towards a prosperous society
- 5. Responsibility towards the natural environment

Each of the thematic areas includes a set of KPIs. We have assigned internal responsibilities for each of the KPIs to ensure accountability for effective implementation of our sustainability strategy.



Clear goals and directions

Ensuring Sound Governance

"For Sanlam good corporate governance is ensuring trustworthy relations with our stakeholders. We see good governance as more than compliance and as a culture of consistency, responsibility and effectiveness that is deployed throughout the organisation."

> Themba Mvusi Chief Executive: Market Development

Holding ourselves to account

What we said we would do

- Embed sustainability by improving understanding of the strategic value of sustainability, monitoring implementation of the SMF and running training programmes.
- Conduct a fraud risk management assessment (FRMA) to determine fraud and corruption risks facing Sanlam and institute programmes to address issues identified by the ethical risk assessment.
- Finalise our stakeholder mapping exercise and implement a more structured engagement process with key stakeholders.

Our 2012 performance

- Worked with Sanlam Personal Finance and Sanlam Investments to determine potential water risks and opportunities pertinent to our business.
- Initiated a process to establish a sustainability dashboard that will enable quarterly reporting on the key sustainability KPIs.
- Initiated a Group-wide programme to address data privacy and party due diligence (PDD) issues. This programme includes the development of a methodology for the FRMA that will be completed in 2013.
- An Ethics Training Working Group formulated an ethics training programme that the businesses in Sanlam started to roll-out in 2012.
- Discussed the stakeholder prioritisation with senior management and identified responsible managers who will engage and report on their stakeholder engagements.

Our future commitments

- We will develop our reference and conduct in-depth research to understand and minimise identified risks.
- We will pilot the sustainability dashboard in the second quarter of 2013.
- We will deliver Sanlam's response to the FRMA through the Groupwide PDD programme in the form of policies and procedures.
- We will continue with the roll-out of ethics training in 2013 and will include on-going monitoring of the ethical climate in Sanlam.
- We will implement systemic reporting on stakeholder engagement.

Our sustainability governance practices

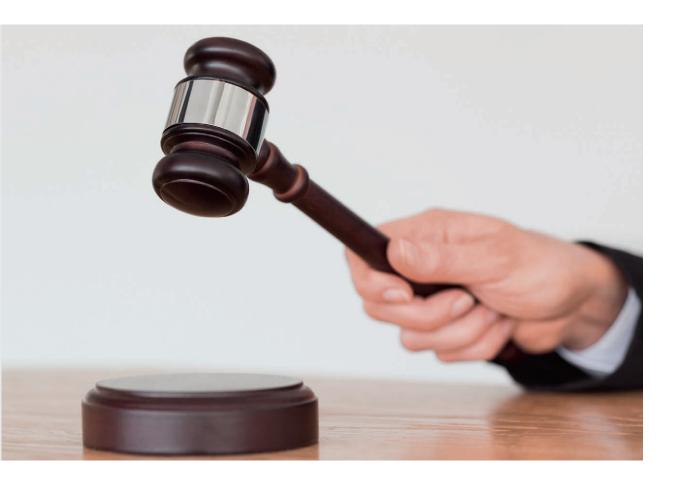
Our governance practices on sustainability have been informed by the 2009 King Report on Corporate Governance in South Africa (King III), the South African Companies Act of 2008, as amended, the JSE SRI Index and by global voluntary initiatives such as the GRI's Sustainability Reporting Guidelines, which forms the basis of this report.

Responsibility and accountability for sustainability rest ultimately with the Sanlam Board of Directors. This responsibility is executed through various committees of the Board that provide strategic oversight on our sustainability performance:

- The Social, Ethics and Sustainability Committee, chaired by Valli Moosa, an independent nonexecutive director, has the responsibility for environmental, social and governance (ESG) risks, including broad-based black economic empowerment (BBBEE), transformation performance, the safety and health of employees, and the management of internal environmental management practices across the Group.
- The Risk and Compliance Committee, chaired by Chris Swanepoel, an independent non-executive director, has the responsibility for ensuring enterprise risk management and IT governance across the Group.
- The Audit, Actuarial and Finance Committee, chaired by Flip Rademeyer, an independent non-executive director, oversees the quality and integrity of financial and actuarial reporting and disclosures, including the Integrated Annual Report. This committee also ensures the appropriateness and effectiveness of internal controls.
- The Human Resources Committee, chaired by Anton Botha, an independent non-executive director, is responsible for overseeing and reducing the human capital risks and monitoring the Group's human resources processes.

- The Sanlam Customer Interest Committee, chaired by Adv. Fran du Plessis, an independent non-executive director, reviews and monitors the practises of the Group impacting customers. The committee also ensures the organisation manages customers' complaints.
- "We are committed to incorporate economic, social and environmental considerations when managing our business to ensure the sustainable future of our operations, the environment and our immediate communities. To this end the Board, through its committees, takes ultimate responsibility for corporate sustainability."

Francois Adriaan, Head of Corporate Affairs



The Sustainability Management unit is responsible for developing and coordinating the Group sustainability strategy, and for monitoring and managing sustainability risks and compliance throughout the Group. The unit reports to the Executive Head of Corporate Affairs, who reports to the Chief Executive: Sanlam Brands, a member of the Group Executive Committee and an Executive Director of the Sanlam Board. The Head of Corporate Affairs chairs the Group Environment and Sustainability Committee, an advisory body with representatives from all the business units and functional areas, as well as from our external partner, WWF South Africa. Reports from this committee are tabled at the Social, Ethics & Sustainability Committee. Responsibility for implementing our economic, social and environmental commitments vests in relevant

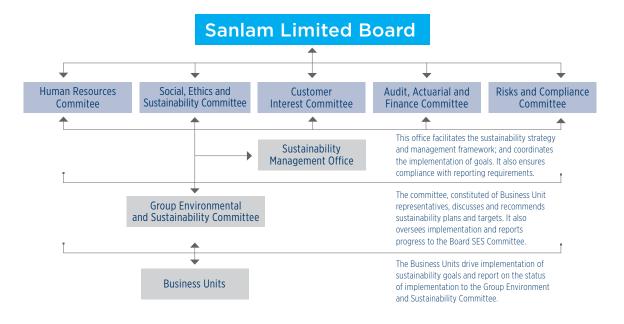
functional departments and units within the Group; these include human resources, finance, facilities, marketing, risk management, our customer-facing units and the Sanlam Foundation.

We have established a Group Risk Forum to ensure that a strong connection is maintained between our business strategy, governance and sustainability. The approach to managing business risks throughout the Group is explained in more detail in our 2012 Integrated Report.



For further information on our business operations, please refer to our Sanlam Integrated Report 2012

Sanlam's sustainability management structure



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Our Sustainability Management Framework

In 2011 we developed a structured Sustainability Management Framework (SMF) that is closely aligned with our core business strategy. Approved by the SES Committee in December 2011, the SMF applies to Sanlam Limited and all its clusters other than Santam; all our operations outside the borders of South Africa are also currently excluded.

The aim of this framework, which is governed by a clear set of roles and responsibilities, is to ensure that we adopt a coordinated approach to addressing the principal sustainability challenges that impact on our capacity to create value. The SMF builds on the significant investments that we have made over the past few years with the aim of developing our people, building a broader client base, innovating new products and services, managing our products responsibly, and reducing our direct environmental impacts.

The framework includes a comprehensive set of key performance indicators (KPIs) that allows us to monitor and evaluate our performance in addressing our most material areas of sustainability. During 2012 we developed a data management tool and system to track our progress on these KPIs, as well as a risk log to continuously identify, analyse and manage sustainability risks. Our performance this year in terms of these KPIs is reviewed throughout this report.

Engaging our stakeholders

To ensure a more coordinated stakeholder management strategy and action plan across the Group, Sanlam initiated the development and implementation of a systematic approach in 2011 in order to identify, prioritise and engage with our key stakeholders.

As part of this process we have completed a stakeholder mapping exercise that prioritises our stakeholders based on the following two criteria:

- stakeholders' ability to influence what we do, and
- their dependence on our activities.

Engagement between the identified stakeholder groups will either be coordinated at a Group level or cluster level. Certain senior Sanlam executives have been identified to manage the relationship within each stakeholder group. The outcome of these engagements informs our internal risk assessment processes and the Group strategy.

Sanlam regularly conducts surveys to assess the views of our key stakeholders. These studies are reviewed at the beginning of each year and, together with the Group strategy, inform our planning for the year ahead.

We have completed a stakeholder mapping exercise that prioritises our stakeholders based on an assessment of two criteria. To implement our new stakeholder strategy, we undertook engagement sessions in several of the provinces in South Africa in 2012. The intention is to present these sessions in all of the provinces during 2013. These structured engagement processes seek to enhance Sanlam's reputation by helping us to understand, respond to and inform our stakeholders' perceptions regarding the company.

We seek to build the relationship between stakeholders and the Sanlam brand through a dialogue on what the Group is doing, and should be doing, in terms of stakeholders' interests. These engagements encompass a cross-section of stakeholders, including clients, consumers, business and political leaders, labour federations and investors. Through these processes we have seen a positive shift in the perceptions of both external and internal stakeholders, reporting that they have found the focus on dialogue and listening to be extremely constructive.

The overall responsibility for managing Sanlam's reputation and coordinating the stakeholder strategy within the Group, rests with the Corporate Affairs department. The Public Affairs function within this department ensures that Sanlam contributes constructively to public policy development through its membership of various corporate, government, and non-governmental bodies. Public engagement on key topical issues is managed through our Communication function, which drives thought leadership activities and manages consumer education initiatives that aim to improve financial literacy. Group Finance manages our engagement with investors and analysts on issues relating to the company's financial performance. This is supported by the Company Secretariat who liaises with regulators and shareholders on relevant issues.





Engaging with policy-makers on regulatory developments

The financial services sector in South Africa is facing unprecedented regulatory change. The pace and complexity of this change, the implications associated with the proposed increased levels of oversight, and the potential for unintended consequences could each have a potentially significant impact on our business at both a strategic and operational level. The nature and pace of this change has heightened the need for effective regulatory monitoring and compliance systems, and for ensuring that we maintain proactive engagement with policy-makers.

We are devoting increasing energy and resources to ensure that we are responsive to these changing requirements, many of which are putting greater pressure on margins and profitability. Some of the proposed changes could benefit certain businesses. To maximise these potential benefits, we are gearing resources and up-scaling the affected businesses, implementing the right systems, growing relevant client bases and moving into umbrella funds that support smaller businesses.

To ensure that we play a constructive role in the development of national policy and regulation, we engage actively with government, primarily as a collective through industry associations such as the Association for Savings & Investment South Africa (ASISA), Business Unity South Africa (BUSA), Business Leadership South Africa, the National Business Initiative (NBI) and various business chambers. We have been particularly active at various levels in the work of ASISA. The Sanlam Group CE serves as Chairperson of ASISA and represents the industry at the highest levels of policy-making and regulation, and Sanlam members are active on all of the ASISA standing committees and working groups.

Some of the significant recent regulatory and policy developments that we have contributed to during the reporting period relate to:

- Promoting social transformation through the anticipated Financial Sector Code;
 Protecting consumers' rights through the Consumer Protection Act, legislation on
 Treating Customers Fairly, and the Protection of Personal Information Bill;
- Promoting greater transparency in the life insurance industry for example through SAM to be implemented in South Africa in 2015; and
- Mitigating poor socio-economic conditions in South Africa for example through legislative requirements relating to the establishment of National Health Insurance and a National Social Security System.

We do not provide financial support to any political party.

Fostering ethical behaviour and good governance

This year, there has been a significant focus on governance within Sanlam. Recognising that good governance and high standards of ethical behaviour are fundamental to our ability to create value, Sanlam has consistently taken a strong leadership role in this area.

We are recognised in the sector for our positive stance on issues relating to corruption and ethics. Our approach to business ethics is governed by our mandatory Code of Ethical Conduct, which reflects the Group's values and principles. This is periodically updated to provide for the changing regulatory context. All identified breaches of the Code are investigated by management at the business unit level. Where necessary, certain matters are addressed directly by the Social, Ethics and Sustainability Committee of the Board.

Following the most recent independent assessment of the ethical culture and risks in the Sanlam Group, conducted in August 2011 by KPMG, we have identified the provision of ethics training as a priority. We have developed a centrally coordinated training programme on conflict of interest that is being rolled out at a business level. An Ethics Training Working Group, established under the Group Ethics Committee, formulated a programme for the roll-out of ethics training in Sanlam. Implementation of this programme started in 2012 and will be on-going. We have a zero tolerance policy towards unethical conduct and encourage an open reporting environment, usually through our line managers. However, in the interest of client and employee confidentiality, we have an anonymous hotline for the reporting of breaches of the Sanlam ethical codes. Over the past ten years a relatively low number of 190 calls have been received by the hotline in compliance with our obligations under the Protected Disclosures Act of 2000. The resolution of complaints is a key focus area and forms part of our KPIs. All cases are investigated and a process is in place to track, report and close out all calls received. Actions taken as a consequence of resulting investigations include termination of employment, and cancellation of contracts in the case of suppliers and contractors.

In addition to addressing ethics and anti-corruption issues internally, Sanlam is active in seeking to drive anti-corruption activities more broadly, in the country and globally. We are represented at a number of national and international anti-corruption forums such as the Business Unity South Africa (BUSA) Anti-Corruption Working Group, the National Anti-Corruption Forum, the B20 Task Force on Transparency and Anti-Corruption, the Global Reporting Initiative Working Group on Anti-Corruption, the United Nations Global Compact's 10th Principle Working Group and Transparency International's Business Principles Against Corruption Steering Committee. Sanlam chairs the ASISA Standing Committee on the control of money laundering and the prevention of the financing of terrorism, and represents ASISA on the Anti-Money Laundering Advisory Council of the Minister of Finance.



During 2012, Sanlam Group Compliance initiated a programme to conduct a high-level Groupwide assessment of the measures required of Sanlam to implement the data privacy measures in the proposed Protection of Personal Information Bill (POPI). This programme is linked to a programme known as the party due diligence (PDD) programme, which is currently underway to prepare Sanlam businesses for the implementation of the underlying principles of international anti-money laundering (AML) standards, anti-bribery legislation, anti-tax avoidance legislation and certain elements of market conduct regulation relating to fit and proper requirements.

Workshops were held with business units on POPI and PDD. The ultimate aim of POPI workshops was to create a Target Operating Model, which will guide the protection of personal information across the Group to the standards required by draft privacy legislation in South Africa. The coming phases of the programme will also cover privacy requirements of the European Union and other jurisdictions where Sanlam operates.

Workshops on PDD were aimed at providing a Group-wide view on Sanlam's capability to address PDD issues. This will enable the Group to meet the requirements of Financial Action Task Force (FATF), the United Kingdom Bribery Act, the Foreign Account Tax Compliance Act (FATCA) and other regulatory requirements that require a due diligence on counterparties prior to transacting and during the course of the business relationship.



Investing in our people

Developing our People

"Our Blueprint for Success is about defining a culture for the business. It is about identifying what has made Sanlam successful in the past and what will keep it successful, looking forward into the future."

2

Egbert van der Straaten Head: Group Human Resources

Holding ourselves to account

What we said we would do

- Focus on talent management; performance management; transformation; and an enhanced and focused leadership development programme.
- Further improve our performance on broad-based black economic empowerment (BBBEE) particularly as regards employment equity (EE).
- Include all staff members in the assessment of the Sanlam business culture in 2012.

Our 2012 performance

- Thirteen high-performing, high-potential delegates completed the Graduate Leadership Programme (GLP) in 2012.
- The Executive level programme continued in 2012.
- Doubled the number of staff members completing management development programmes from 2011 to 2012.
- Conducted the EE barrier analysis; the results will inform the development of the next three-year EE plans (2013-2015).
- Achieved over 52% workforce participation in our first Blueprint for Success measurement.

Our future commitments

- We will focus on management and leadership development.
- We will complete and implement the executive leadership programme.
- We will pursue workplace transformation and compliance with latest Financial Sector Code (FSC).
- We will implement the new EE plan.
- We will enhance activities to promote our top three "blueprint enablers" and focus on discouraging our top three identified "disablers".

Our Blueprint for Success

The Sanlam Blueprint for Success initiative was launched in September 2012. It seeks to identify the necessary factors required for us to sustain and augment our success.

The design of the Blueprint for Success was an inclusive process directed to enhance Sanlam's relationship with its employees. The result was a quantifiable formula consisting of 24 elements represented by different icons: 12 are "business enablers" – actions we should promote; and 12 "business disablers" – actions to discourage. This formula can be applied to assess whether our Sanlam culture is shifting in the right direction.

Sanlam employees played a central role in the design of the formula and a periodic measurement of their actual performance in terms of the formula is part of the successful implementation of the initiative. For this reason, employees are given opportunities to air their views and make suggestions for improvement.

More than 3 600 employees (over 52% of our office based staff) participated in the first scoring

of the Sanlam Blueprint for Success. This initial measurement of Sanlam's performance against the formula will serve as the baseline score against which future scores will be evaluated.

The feedback from the first assessment is very encouraging, giving a strong indication that Sanlam is a healthy organisation. The results endorse the considerable efforts over the past years to improve the development of our staff so as to ensure they derive greater benefit from their work. The three highest scoring "business enablers" were: building and strengthening the brand; responsible citizenship, and clear goals and direction. The exercise, which encourages staff to give suggestions on how we can become more successful, also provides useful insights into certain areas that require further attention. The three principal "business disablers" identified were: accepting mediocrity; complacency; and negativity.



In addition to the scoring, participants identified areas that they consider require greater attention, including: investing in people, teamwork and dedicated and engaged Sanlammers. Other areas perceived to need greater effort included addressing loss of key talent, favouritism and discrimination, and reducing bureaucratic constraints.

The Blueprint for Success will be used throughout the organisation. Each of the businesses will implement it according to their unique requirements. Measurements will be taken twice a year to encourage constant feedback. It will give businesses the opportunity to identify where they stand currently from a culture perspective, what is working well, and what may hold them back. It will help determine what they must do more of and which factors need attention in order for the business unit and the Group to reach their potential.

Focus areas during 2012

- Launched our Blueprint for Success initiative, which seeks to define a culture for sustained success. Over half our workforce participated in the first measurement. The scoring gave a very positive indication of a healthy organisation.
- Conducted a barrier analysis of the company's employment equity practices. The results will inform Sanlam's new Employment Equity (EE) Plan for 2013 to 2015.
- Enhanced our drive to recruit university and post graduates, and build the brand and promote our Employee Value Proposition among this younger target market. Our Graduate Recruitment Programme seeks to employ smart, young professionals and give them the opportunity to experience an 18-month work placement.
- Our e-recruitment process for graduate recruitment is gaining momentum. Recruitment initiatives conducted through the internet have

proved to be highly effective, both for advertising and engaging interest.

- Launched our Group-wide bWELL wellness programme, which provides an integrated approach to wellness and health management. The programme has been very positively received.
- Group communications has been repositioned. We have reviewed the channels used throughout the organisation in order to further engagement with staff and achieve more effective communication. This will include a revamp of the intranet.
- Effective employment equity practices have enabled us to sustain and slightly improve our staff base representation and maintain low levels of staff turnover, below the industry norm.
- An additional R23 million has been set aside for various initiatives for the development of predominantly black staff members. We have launched a learnership for people with disabilities as well as a graduate recruitment programme.
- Sanlam has been accredited as a training office for prospective chartered accountants (CA SAs). This allows for exciting opportunities for the Group to develop graduates into qualified chartered accountants through the approved SAICA training programme.
- Rolled out an ethics e-training module across the Group.



For further information on our business operations, please refer to our Sanlam Integrated Report 2012

Attracting and retaining talent

Sanlam's entire people and culture strategy centres on attracting and retaining talent. Our effectiveness in doing so is critical amid increasing competition for skills.

Measuring staff turnover provides a good indicator of the stability of our workforce; we measure levels at cluster and Group level, and report these to the Board Human Resources (HR) and Social, Ethics & Sustainability Committees.

During 2012, we noted a marginal decrease in overall staff turnover figures to 22.8%, compared to 23.27% in 2011. The Sales staff turnover for the year was 40.1% as opposed to the office staff of 15.4%. The only operationally significant change in this respect was the loss of two staff members in top management.

In line with our decentralised model, the businesses take ownership of identifying and developing the talent in their clusters. From a Group perspective, we focus on assessing the strength of the talent pool against future organisational demands; monitoring and reporting on the development of the high priority groups; and designing and executing interventions to further the development of the high priority groups as well as the remainder of staff.

During 2012, we implemented our Human Resources Business Intelligence System aimed at optimising the process of collating Group-wide information and improving collation of all Human Resources (HR) management information. This is already delivering major improvements. For example, most of the organisation is now on one payroll platform.

We have consolidated our approach to recruitment by sourcing across the Sanlam Group and by making use of a preferred list of recruitment agencies; this helps to build stronger relationships with these agencies, and improves their understanding of the Sanlam brand and employee fit. In 2012 we launched a process and accompanying technology that resulted in a redesigned recruitment process across the Group, paying closer attention to the candidate experience.

This year a key drive has been on targeting universities and post graduates to build the Sanlam brand and ensure effective communication of the Sanlam Employment Value Proposition in order to attract talent at this level.

We have continued to implement various initiatives across the Group aimed at enhancing staff retention. This includes monitoring staff turnover specifically amongst black staff members and retention measures in terms of remuneration and incentives where indicated. In addition to these measures, two share schemes specifically for black staff members especially at the more senior levels are available. Finally, our performance-based reward strategy plays an important role in retaining key talent.



Our Human Resources Policies and Practices

The success of our business relies on an engaged, motivated and capable workforce. Sanlam's philosophy is to build strong relationships with all staff members and to treat them fairly with transparency and dignity. This is reflected in the Group's HR policies and practices, which are aligned with our business strategy.

The Sanlam HR function is managed at a decentralised level. Each business unit has some components of the HR support services set, and works within an agreed set of "loose" (discretional) and "tight" (mandatory) principles. However, they all have access to the HR Shared Services (HRSS). Group HR oversees Group-wide strategic projects and compliance with labour legislation and regulatory codes. Regulatory policies and certain other strategic HR policies are viewed as Group policies, and are therefore regarded as mandatory across the Group. Examples of these would be the remuneration philosophy and the Employment Equity policy.



Our human resource (HR) practices are informed by the following principles:

- Recognising our employees as our most important asset;
- Focusing on transformation and promoting equity and diversity in our workforce;
- Offering training, skills development and access to new career opportunities to ensure the availability of a "talent pipeline" for the required skills;
- Facilitating career progression, leadership development and succession planning;
- Fostering an enabling and empowering working environment;
- Promoting employee wellness through an integrated offering; and
- Implementing fair rewards.

With the aim of maintaining our competitive advantage by attracting and retaining talented and committed employees, we have developed the Sanlam Employment Value Proposition (EVP). Our EVP is designed to position Sanlam as the leading employer, and to assist staff in achieving their career and personal development ambitions in line with our business strategy. The following EVP areas have been identified as critical for enhancing employee performance and retention:

- **Reputation:** Sanlam respects that talented people want to work for a market leader with a strong presence and contribution to the local economy. We have built and maintained a strong reputation over 95 years, continuously learning, adapting and staying true to our commitment to our stakeholders. This is evidenced through our focus on social investments, commitment to transformation and sustainable company performance.
- Leadership: At Sanlam, we understand the distinction between leaders and managers, and the impact leadership has on our company, as well as individual staff careers. Through diverse initiatives, we invest in nurturing leaders who engage and empower, are open to new ideas, and are driven to create an environment for our staff and our company to excel.
- Balance: Sanlam is a business that has been built on understanding people, their needs and their realities. Employee wellness is important if staff members are to perform at their best. We therefore seek to promote their health and wellbeing through diverse initiatives.
- **Reward:** Recognising and rewarding excellence in the workplace is critical in the process of securing continued high performance and dedication from employees. From awards to competitive bonuses, we try to make our staff feel valued for their contribution.
- **Growth:** Fulfilment in the workplace depends on the opportunity to learn and develop. Through diverse opportunities including coaching, mentoring, training and challenging assignments we support the growth of our staff and help them realise their full potential.
- **Connectivity:** Sanlam promotes open communication across the workforce, with the aim of sharing responsibility and experiences. This is essential to keep in touch with concerns and interests in the workplace, and to promote relationships based on respect and trust both between employees and between employees.

Workplace transformation and diversity

Having an equitable working environment that celebrates and respects the diversity of employees is a foundation for sustainable business growth. We prohibit discrimination on any grounds, including gender and disability, and seek to create a working environment in which our employees feel comfortable to voice any incidents and concerns that may impact negatively on them or on our transformation journey.

We currently have 11 550 employees and financial advisors throughout our South African operations (excluding Santam). 41% of the total staff is based in Cape Town; and 47% of the staff is based in Gauteng. The staff members based in the other provinces are predominantly in the sales and distribution part of the business. For a more detailed breakdown of staff demographics see Table 1: Our Employee Profile, below. Ensuring freedom of association, Sanlam employees are free to join a trade union of their choice. Over the past few years, Sanlam staff members have not expressed a keen interest in union membership. The total workforce membership of trade unions has decreased from 3.64% in 2011 to 2.08% during 2012. As in 2011, Sanlam lost zero days to industrial action in 2012.

Formal processes are in place to deal with discrimination and other employee grievances. There has been only one incident of discrimination involving a single staff member. The appropriate disciplinary action was taken against the staff member and an internal investigation was conducted to determine the extent of the incident.

At the start of 2012 we undertook a Group-wide comprehensive process to develop the EE Plan. The preparation for the plan included a company-wide

Combined Staff	Male				Female				Grand Total
Province	African	Coloured	Indian	White	African	Coloured	Indian	White	
WESTERN CAPE	182	670	91	919	270	1070	79	1464	4745
EASTERN CAPE	34	15	11	80	74	26	8	69	317
NORTHERN CAPE	1	0	1	1	5	4	0	5	17
FREE STATE	17	5	2	80	25	8	2	44	183
KWAZULU-NATAL	44	8	75	75	97	11	83	60	453
NORTHWEST	26	1	0	92	29	7	0	56	211
GAUTENG	1447	108	64	590	2361	186	111	605	5472
MPUMALANGA	14	2	0	58	16	2	0	37	129
LIMPOPO	6	0	0	1	7	4	0	5	23
GRAND TOTAL	1771	809	244	1896	2884	1318	283	2345	11550

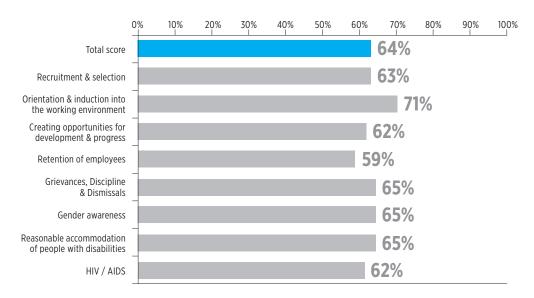
Our Employee Profile

survey, focus-group sessions and cluster-specific workshops that were designed to review and analyse the results of the survey and to formulate affirmative action (AA) measures. The overall response rate from Sanlam staff in the electronic survey was 41%. The main objective of the analysis was to identify potential EE barriers that do not support the initiatives to transform Sanlam into a truly representative company. The results of the analysis include some very useful insights as to how Sanlam conducts its EE practices, as well as some valuable proposals for improving these. Although it was termed employment equity practices, it is, in essence, a reflection of human resources practices. These findings will form the basis of Sanlam's new EE Plan for 2013 to 2015. The underlying principle of this plan is to ensure diversity and to avoid exclusion. Sanlam values diversity and will use the EE Plan as a vehicle to increase the diversity within all the clusters.

The component of the survey represented in this graph below asked very specific EE questions under each practice highlighted. Again, this is an indication of human resources practices, more broadly than only EE. 70% and higher indicates "excellent performance"; 65%-69% indicates an "average to good" score; 60%-64% indicates a "below average" score; and 59% and lower indicates a "low" score.

Most of the practices received an "average to good" score. However, it was recommended that any practice with a score lower than 65% would be focused on. While the survey results indicate a generally positive view of how employment equity is approached in Sanlam, there appear to be some businesses that are struggling to show good progress. Improved communication in various areas was highlighted as a priority.

It is a business imperative that the race and gender distribution across the Group reflects the demographics of our society. With the development of the new Employment Equity (EE) Plan to be implemented from 2013 to 2015, targets were set at a cluster level, which are aggregated at a Group level. Cluster Chief Executive Officers are accountable for the achievement of their respective targets.

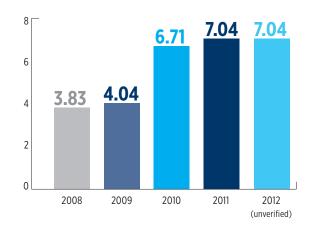




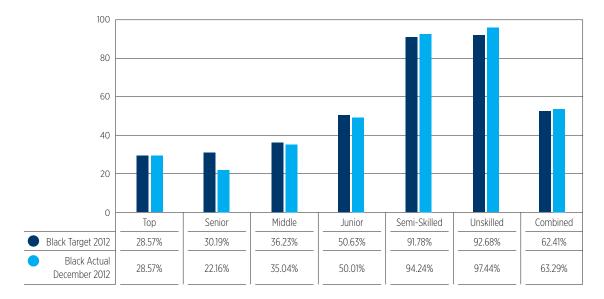
The graphs below show Sanlam's performance against Sanlam employment equity targets for 2012, as well as performance against the generic BBBEE Scorecard requirements for 2008 – 2012. Sanlam exceeded the targets at the lower occupational levels and in the overall staff compliment. The one area which remains a challenge is the employment of black staff members at a senior management level. A substantial contributor to this challenge is that Sanlam is based in the Western Cape, the demographics of which are significantly different to Gauteng.

Our employment equity plans also include specific provision for identifying opportunities to employ people with disabilities.

During 2012 thirty learners with disabilities were appointed on a one-year contract with the possibility of being employed. At the end of the programme (May 2013), the business will endeavour to appoint all the learners permanently or on a fixed term contract. This will be dependent on the availability of positions. Consideration would also be given to placing them on an internship upon successful completion of the learnership programme. We believe the programme demonstrates commitment to both skills development and creating workplace opportunities for people with disabilities.



Our performance against the employment equity element of the generic BBBEE Scorecard over time



Progress Against Employment Equity Targets for 2012* *excludes SEM and SI International businesses

Skills development and career progression

We actively promote skills development, especially for top-performing talent, in our retention strategies and succession planning.

Sanlam runs various leadership and management programmes at both a Group and business level. Key Group-level initiatives include:

- The Graduate Leadership Programme: This seeks to develop the leadership capability of high-performing, high-potential young graduates within the organisation through self-awareness, exposure and practice.
- The Senior Management Development Programme: This is a customised programme offered in partnership with the University of Stellenbosch Business School. Aimed specifically at equipping senior managers with the change management skills to function effectively within a corporate environment, the programme focuses on translating learning into improvement in the workplace for both the individual and the organisation.
- The Business Management Development
 Programme: This initiative, run in partnership with
 the University of Stellenbosch Business School, is
 designed to equip managers with the competence
 to implement strategic objectives. The programme
 provides a broader understanding of the different
 fields of management and leadership, and seeks
 to ensure that managers do not perform their own
 management functions in isolation.
- Participation in international business school programmes: On an annual basis candidates are nominated to attend senior executive programmes at leading international business schools.

These programmes are supported by numerous development initiatives at a business level aimed at promoting the development of all staff members, as well as accelerating the growth and career progression of potential future leaders. Examples of these initiatives include:

- The Leading Edge Programme: Hosted within the SI cluster, this is designed to equip potential future senior leaders with necessary skills and experience.
- The Living Passionate Ownership: This is aimed at all SI staff members to instil a culture in which to realise the company's vision.
- Masters in the Making: This is a Wealth Management Development Programme within Sanlam Investments.
- A learnership aimed specifically at persons with disabilities: This has been successfully implemented within Sanlam Personal Finance; upon completion of the 2011/2012 programme, the business was able to appoint all of the learners who successfully completed the programme.

SPF uses Individual Development Plans (IDPs) to manage individual learning and development in a customised manner.

Our skills development component of the BBBEE scorecard increased from 9.91 in 2011 to 12.23 (unverified) in 2012. We spent R115 395 303 on training and skills development. This figure includes all costs associated with training and development. Of this, 58.73% was spent on black employees (up from 50% in 2011).

Within the businesses there are structured performance review processes and it is compulsory that all staff members undergo a performance review. During 2012 all staff members received a performance review. Based on the input received from the various businesses, approximately 5% of staff members are receiving focused attention in terms of their development. During 2012, 90.7% of the staff members received some form of training either in line with their development plan or technical training to make them technically competent in their existing role.

Promoting employee wellness

Sanlam offers specific Employee Assistance Programmes (EAP) as a component of a broader wellness programme, referred to as bWELL. Increasing research evidence supports the fact that wellness programmes have a positive return on investment (ROI) for companies and have shown to have the following positive effects:

- Reduce absenteeism: healthier employees spend fewer days away from work due to illness.
- Improve productivity: While it is not as easily measured, improved employee morale and productivity plays a big role in the success of a company.
- Improve presenteeism: Presenteeism is a new phenomenon occurring when employees are at work but do not feel as productive as usual due to stress, depression, injury or illness. Employees' access to a wellness programme, specifically an EAP therefore curtails the negative impacts of stress.
- Improve employee morale and retention:
 Employee turnover is expensive and an employee wellness programme is an added benefit to encourage employee retention. Company sponsored workplace wellness programmes send a clear message to employees that management values their well-being.

Through monitoring employee perceptions and measuring our performance across various parameters, we continue to see encouraging indications that our initiatives are having a positive impact. In November 2012, Sanlam conducted a bWELL on-line poll to assess the employee's level of satisfaction with the wellness programme. 45% of employees feel that bWELL is improving their health and wellness and 35% of employees feel that bWELL is improving their productivity at work. The overall group utilisation for the EAP services was 10.46% during 2012.

The number of employees enrolled in our health risk assessment programme (including HIV) increased from 1 973 (742 underwent the HIV test) in 2011 to 2 153 (1 052 underwent HIV testing) in 2012. Our workplace environment does not present significant occupational health risks; it is consequently not applicable for us to report rates of occupational disease, or fatalities. However, we do keep records of these incidents, and in 2012, there were 19 incidents reported of injuries on duty. This resulted in a total of 42 days lost due to absenteeism.



bWELL: Sanlam's employee wellness programme

Balance is one of the pillars of the Sanlam Employment Value Proposition (EVP) and an important component of this is the wellbeing of our staff and initiatives aimed at supporting it. We have taken our investment in promoting the wellbeing of our staff to a new level with the launch in July 2012 of our Group-wide bWELL programme.

This highly personalised programme combines online (e-Care) and onsite elements (wellness days) with the existing employee assistance programmes (EAP) that offer counselling and support 24/7 via a toll-free number. The idea is to help people improve their own wellbeing and by so doing become healthier, happier, and more productive in the workplace. bWELL ensures a more integrated approach to health and facilitates easy and sustained engagement through the use of an electronic database.

The programme has already made a real impact at Sanlam. It is popular and well used. The results indicate that 45% of participants believe their health has improved as a result of the wellness initiative, with positive implications for their work performance. Over the next three years we will be expanding the suite of services quite considerably so as to make an even greater impact on wellbeing. We want wellbeing to be an integral part of employment at Sanlam.



Client centric

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"Our journey as responsible investors was formalised in 2008, when SIM signed the UN Principles of Responsible investing (UN PRI) on which CRISA is based. We are now investigating the best way to incorporate environmental, social and governance principles and data into our investment decisions."

> Cora Fernandez Managing Director: Sanlam Investment Management

Providing Responsible Products and Services to Customers

Holding ourselves to account

What we said we would do

- Strive to increase levels of client interest in driving social and environmental agendas within our investment portfolios.
- Measure progress on the Treating Customers Fairly (TCF) principles applicable from 2014 onwards.
- Sanlam Personal Finance and Sanlam Investments will continue monitoring and reporting on compliance with the Financial Advisory and Intermediary Services (FAIS) Act.

Our 2012 performance

- Engaged in extensive client engagements around CRISA and responsible investments during 2012.
- Focused our activities on preparation and awareness.
 This year the Group undertook a detailed gap analysis to understand what TCF means for Sanlam, and to identify the designated TCF level that we wish to aim for.
- Commissioned an external consultant to identify actions required to attain our target.
- Currently developing a project plan that will be executed in 2013.

Our future commitments

- We will continue to work towards unpacking the requirements of CRISA for investments, and engage clients in order to raise awareness and shared learning for responsible investing.
- We will measure progress on the TCF principles applicable from 2014 onwards.
- Implementation plan to be signed off by the SPF Divisional Board.
- Implementation plan to be presented to the Sanlam Customer Interest Committee and ready for implementation.

We are seeking to develop and diversify our product offering to meet the changing needs and expectations of existing and new markets with the aim of growing our client base. The greater focus on internationalisation has presented new product and services expectations. We anticipate increasing demand in future for more socially and environmentally responsible products and services, and are experiencing increased pressure to embed sustainability considerations more broadly throughout our sphere of influence. In line with this development, during 2013 we will consolidate our understanding of the requirements Financial Sector Code and CRISA. These consolidated insights will be incorporated in our decision making and product development.

Being responsive to our clients

As a result of our business growth strategy we have an increasingly diverse client base that we need to be responsive to. This is as a result both of our growing internationalisation as well as the changes to our target market in South Africa. Understanding and addressing the interests of this changing client base requires that we identify their needs through appropriate engagement and research activities, respond to any client concerns and queries, and that we have the ability to develop appropriate new products and services.

We place a strong emphasis on providing a differentiated service and a more personal touch. We strive to improve our clients' access to our products and, in so doing, enhance their financial security. Our efforts at simplifying product terms and information are coupled with a broad focus on improving the financial literacy of consumers in the markets in which we operate. Providing service excellence and good investment performance increases client satisfaction, resulting in greater persistency and retention.

Our efforts at simplifying product terms and information are coupled with a broad focus on improving the financial literacy of consumers.

We place a strong focus on measuring our client service, the claims experience and any complaints

as a whole, rather than through a narrow measure of client satisfaction. Our contact centres enable our clients to engage with us in various ways, facilitated through the use of continually evolving technology. Group-wide complaints are managed through the Client Relations Unit, while cluster-specific concerns are directed to and managed at the internal complaints units of each cluster. We have developed good relationships with all Ombudsman Offices. In addition, we ensure that Sanlam clients have access to an internal arbitrator. The number of average monthly complaint interventions for SPF South Africa referred to the Ombudsman for Long Term Insurance for 2012 is 65⁷.

An assessment of the quality of service, relationship, communication and overall satisfaction yields our "Voice of the Customer" (VoC) score. Overall during 2012, our VoC scores showed only a slight change from 2011. There has been an upward movement in customer satisfaction, indicating a consistently good client experience in this environment. Feedback from brokers indicated a significantly improved client experience.

Sanlam's client success is evident in our persistency figures and complaints data, which are both among the best in the industry. Good performance is also evident in the various client satisfaction survey results from throughout the Group and the awards we won this year. The Sanlam Personal Finance Client Contact Centre (CCC) was among the top three finalists for several company awards as well as various individual awards for excellence at the recent 16th annual Business Processes enabling South Africa (BPeSA) Western Cape Awards. Sanlam also won "Investment Product Supplier of

¹ This represents one of the KPIs of our Sustainability Management Framework. The basis of measurement is the number of average monthly complaints received from the Ombudsman for Long Term Insurance by SPF during the financial year ended 31 December 2012.

the Year" at the Financial Intermediaries Association of South Africa (FIA) awards for "Retail Investment (single premium)" and "Employee Benefits Product Supplier of the Year" categories. Sanlam clinched this award for the second time in three years. During our engagement and research activities this year we have found that customers are increasingly seeing Sanlam as "making a difference in South Africa". This represents a distinct shift in perception on previous years. We believe that this shift is largely a result of our more coordinated and aligned stakeholder engagement processes.

Providing responsible products and services

Business unit	Products and services	Sustainability elements
Sanlam Investments	 Asset Management Wealth Management Sanlam Investments Capital Management Employee Benefits International Investments Investment Services 	Through its investments, Sanlam Investment Management has the potential to influence organisations in line with the objectives of the United Nations' Principles for Responsible Investment (UN PRI) and the Code for Responsible Investing in South Africa (CRISA). SIM also has a responsibility to ensure the sustainability of long-term economic performance of investments by incorporating ESG issues into their decision-making and ownership practices. In addition, we offer various SRI funds from different businesses across the SI cluster.
Sanlam Personal Finance	 Life insurance Personal finance services and solutions (including estate planning and trusts, health management, personal loans, money transfer, debit card, savings facilities and financial services) 	Sanlam Sky, which services the lower income entry-level market, has an important role to play in broadening access to financial services and promoting responsible financial management at the base of the economic pyramid. Sanlam Cobalt focuses on advancing the financial knowledge of professionals and small to medium enterprises (SMEs).
Sanlam Emerging Markets	 Financial service solutions in the developing markets in which Sanlam operates throughout Africa and in South East Asia. 	Products are exposed to a greater variety of regulations, need to be based on the needs of a more diverse client base and compete with a greater number of competitors.

Treating our clients fairly

Ensuring that customers are treated fairly and with respect is critical to the long-term sustainability of the organisation. Our approach on this issue is largely aligned with the anticipated requirements of the Treating Customers Fairly (TCF) regulation proposed by the Financial Services Board (FSB). This is a new outcomes-based approach to regulating market conduct in the financial services industry that seeks to place client needs at the forefront of each stage in a product's life cycle.

Until this regulation comes into effect, the focus of our activities is on preparation and awareness. This year the Group undertook a detailed gap analysis to understand what TCF means for Sanlam, and to identify the designated TCF level that we wish to aim for. We have recently commissioned an external consultant to identify the actions required to reach our target and we are developing a project plan that will be executed in 2013 to ensure that we are ready by 2014. We will have the implementation plan completed for sign-off by the SPF Divisional Board early 2013. The plan will also be presented to the Sanlam Customer Interest Committee in 2013.

In order to continuously measure and report on our progress in terms of TCF, very specific performance and risk indicators need to be defined. Key aspects covered in our TCF implementation plan include: the governance process; risk management criteria and processes; and the management information required to monitor and ensure our TCF compliance. These aspects will be finalised and implemented by the end of 2013. In the absence of specific TCF criteria we will use some of the existing indicators as preliminary measures. SI and SPF will report on compliance with the Financial Advisory and Intermediary Services (FAIS) Act. SIM will measure client retention rates against targets, providing an indication of client satisfaction, while SPF will measure percentage of lapses relative to prior years and targets.

Promoting responsible investment

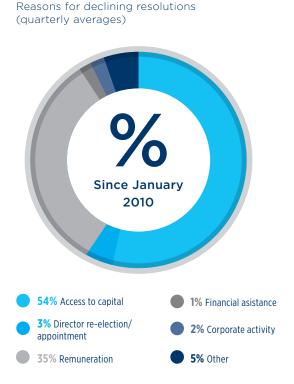
Given the increasing evidence of a link between sound sustainability performance and enhanced investment returns (over the longer term), Sanlam has been working to encourage a shift in perceptions within the industry regarding the value of providing for environmental, social and governance (ESG) issues. We have been active in engaging with the industry sector body - the Association for Savings & Investment South Africa (ASISA) - as well as in collaborating more broadly with our business peers, conducting research and raising awareness among clients around the longer-term opportunities associated with responsible investing. Through our activities with ASISA we contributed to the development of the Code for Responsible Investment in South Africa (CRISA), as well as in policy discussions that culminated in revisions to Section 28 of the Pension Funds Act. These are two key developments that are prompting greater incorporation of ESG issues in fiduciary duties.

Sanlam is the first private asset owner in South Africa and Africa to publicly commit to the UN Principles of Responsible Investment (UN PRI), along with the Government Employees Pension Fund and the Eskom Pension Fund. SIM is already currently a signatory to the UN PRI, along with several other South African asset managers, and was a founding signatory to the Code for Responsible Investment South Africa (CRISA). We believe that implementation of these various principles will not only lead to better long-term investment returns and more sustainable investment markets, but will also contribute to a more stable and inclusive economy, both globally and nationally.

Providing for ESG issues within Sanlam Investment Management (SIM)

As an asset management company, SIM has a duty to act in the best long-term interests of all our clients and stakeholders. In this fiduciary role, we believe that by embracing ESG principles in our investment processes we can positively influence the long-term performance of our respective investments categories. Our journey as responsible investors was formalised in 2008, when SIM signed the UN PRI, signalling our commitment to implementing the PRI's six principles for responsible investing. In 2011, we subscribed to CRISA and committed to integrating its five principles into our investment processes.

A committee was formed in 2006, with the purpose of driving implementation of our governance responsibilities on behalf of clients. The Corporate Governance Unit (CGU) then consisted solely of senior investment staff, but membership has since broadened to include company secretarial as well as front office representation. The first task of the CGU was to draw up a framework for voting proxies. SIM votes all proxies of companies where clients have investments, without abstaining. In the interest of transparency, we disclose reasons for declining resolutions to clients as part of written quarterly reporting. We also store full voting records, and disclose them to clients on request. Before declining resolutions, we contact a Board representative of the company concerned to record and explain our logic, and where possible, to discuss the issue further. In 2012 we voted on 1 942 proxy resolutions. Over the past three years, we have declined approximately 10% of resolutions. As in 2011, most negative proxy voting was directed to limiting access to capital, and to director remuneration issues (see graph on next page).





In response to the important governance trend relating to integrated reporting, we have developed a policy to guide our approach to sustainability (see detail on next page), which was approved by the SIM Board in May 2012. More recently, we have initiated a pioneering project to incorporate the pricing of environmental "externalities" into our equity valuations, using data purchased from Trucost, a firm of environmental economists based in the UK. If successful, this will enable us to gauge the extent of environmental risk to a company and portfolio valuation. We are also investigating the best way to incorporate environmental, social and governance principles and data into our nonequity investment processes.

Over this period, we have also started to engage Boards of companies on governance and performance issues. We do this on behalf of clients in terms of our escalations policy. We have yet to collaborate with other investors on engagements. As the scope of the CGU's undertakings has broadened, we have drawn in further resources, including outsourced capacity, such as the Trucost data referred to above. One stockbroker, Avior, has developed expertise in corporate governance. It scores Boards on their governance structures and practices and gathers data on Board pay. We store the Board score on our internal decision support system for consideration in the process of portfolio construction, and use the pay data in considering whether to approve the remuneration of directors, both executive and non-executive. Best practice is now that this be approved in advance.

SIM has established compliance, risk-management and internal-audit functions to identify and manage potential conflicts of interest. Compliance monitors the SIM insider-information and personal-account trading policies. Where required to prevent conflicts of interest, SIM is structured into discrete clusters, and information flow between clusters is limited.

We see further development of our responsible investing capability being driven by our clients and their advisers. A challenge is to extend our activities into the other, non-equity asset classes.



SIM Policy on Environmental Sustainability

To promote environmental sustainability, SIM will:

- Integrate sustainability considerations into our investment process.
- Research investment-related environmental risks and opportunities.
- Monitor how companies manage their environmental challenges over the life cycle of their products and services and thereby add or subtract value. We will encourage them to strive for continual improvement.
- Vote all proxies where clients have investments. In terms of our escalation policy, we may engage companies on their material environmental issues and collaborate with other investors in engaging companies.
- Ensure that Sanlam itself follows the requirements and standards that we require of other companies.
- Ensure that it employs sufficient resources to meet the environmental challenge, including outsourcing if required.
- Disclose our environmental sustainability efforts to clients.
- Promote industry best practice, including management of conflicts of interests.
- Review and update this policy periodically as required.

Sanlam's Socially Responsible Investment (SRI) funds

Sanlam is committed to developing a range of actively managed funds that encourage positive social and economic change through active engagement.

SIM SRI Bond Fund

Through its investments in fixed income instruments, this actively managed bond fund seeks to make a significant contribution to social and economic upliftment.

Sanlam Personal Finance's Empowerment Fund

Launched in October 2010, these retail funds allow previously disadvantaged individuals to invest in empowerment transactions.

Africa Sustainability Fund

Administered by Sustainable Capital, this fund provides long-term investors with equity exposure to African countries (excluding South Africa) within a responsible investment framework at relatively low cost. In addition to investing US\$ 20 million in the fund, Sanlam also invested in the company. The company has been able to achieve good performance, attributable to applying sustainability criteria.

Sanlam Private Investments' Shariah Fund

The fund is an investment solution in compliance with Islamic Shariah guidelines. Informed by Shariah principles, the fund has no dealings with organisations involved in alcohol, tobacco, gambling, armaments, pornography or pork products.

Sanlam Multi Managers SRI Fund

Sanlam Multi Managers identified an opportunity to include high-impact investments targeted at bringing real benefit to South Africa's poorer communities. A combination of high- and low-impact investments was identified as the best way to achieve a more liquid SRI fund.

Financing empowerment and infrastructure

Sanlam has an important role to play in infrastructure financing, particularly in South Africa. The economic crisis has strained the government fiscus and credit facilities. This is due in a large part to funding Eskom's build programme. Government's need to access private sector capital will create more opportunities to establish Private Public Partnerships (PPPs). Sanlam is positioned to increase engagement with government to establish PPPs in the future.

The recently gazetted Financial Sector Code includes provision for finance of, or investment in, transformational infrastructure in underdeveloped areas, agricultural development of emerging black farmers, low-income housing and black SMEs, and BBBEE financing. For all BBBEE and infrastructure financing, our investment mandate requires that the target risk and return considerations and investment merits must supersede all other investment considerations when determining investment viability. With regard to BBBEE, significantly, all investee companies must demonstrate that black staff will benefit from Sanlam's investment.

Basel III, along with the liquidity squeeze following the financial crisis, has limited the amount of capital available, affecting our BBBEE and infrastructure investments. A positive result is that fewer BBBEE transactions have unravelled. This has been despite recent market volatility.

"Investing in infrastructure and financing BEE transactions are critical to making our country sustainable and to providing a stable and prosperous environment in which to do business."

Johan van der Merwe Chief Executive Officer: Sanlam Investment



Reliable and dependable

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"Our CSI and sponsorship activities are aligned to our core strategy, providing a basis for us to track real impact, which is critical in building and maintaining our reputation as a trusted contributor to development in the communities in which we operate."

> Yegs Ramiah Chief Executive: Sanlam Brand

Investing in a Prosperous Society

Holding ourselves to account

What we said we would do

- Develop products that meet both the needs of the Group and of the market, particularly the need for savings products in lower income markets.
- Ensure continuing alignment of corporate social investment (CSI) efforts across the business as part of a coordinated strategy.
- Build a leadership position in our community investment programmes by addressing stakeholder issues/concerns.
- Continue to invest in sponsorships and grow Sanlam's brand awareness within our target markets in South Africa.
- Sign off on an integrated procurement system and possible implementation of certain modules.

Our 2012 performance

- Launched the new Masterplan through Sanlam Sky Solutions, a product that meets the needs of small businesses in the entrylevel market as well as a Savings rider which provides a low cost Savings option for Funeral policyholders.
- Achieved alignment and continued to work for alignment in all our CSI projects.
- Completed a pilot year for all our CSI projects, with encouraging results.
- Expanded our reach to younger children through our Takalani Sesame Club Sponsorship, and raised further awareness around the prevention of cancer amongst golfers and Sanlam staff. We also added schools to the Sanlam Kay Motsepe Schools Cup.

Our future commitments

- We will improve our distribution of Financial Sector Code compliant products in order to meet volume and geographical targets.
- We will start planning towards a new CSI strategy for 2014.
- We will continue with second year of all implemented CSI projects.
- We will continue to invest in sponsorships and grow Sanlam's brand awareness within our target markets in South Africa.
- We will increase procurement spend with black owned and black woman owned suppliers.

This section briefly reviews our contribution to promoting a prosperous society. Wealth creation is at the core of our business. By operating profitably and efficiently, we activate the savings and investments of millions of people to create jobs, generate taxes, and build businesses, both large and small. Our value added statement summarises the extent of economic impact on a range of stakeholders. Our contribution to prosperity is far broader, however, and includes the provision of access to financial services for underserved communities, assisting existing and potential clients to make more informed financial decisions, and integrating societal issues within our procurement practices. Our CSI and sponsorship activities, now fully aligned with the core business strategy, provide focused contributions to areas of significant impact. By building and supporting communities, we contribute to building trust in our services and our brand.

Economic value added

Creating value for our shareholders and other stakeholders is fundamental to our sustainability. The Sanlam Group Value Added Statement summarises our primary economic impacts in relation to principal stakeholders, including policyholders, employees and directors, communities, suppliers, government and shareholders.

The Sanlam Group Value Added Statement for the year ended 31 December 2012

Sanlam Group Value Added Statement for the year ended 31 December 2012	2012 R million	2011 R million	% Change
Premium income	64 599	57 851	12%
Other operating income	4 053	3 848	5%
Investment return	54 161	25 616	111%
Commission and other sales remuneration paid to agents and brokers	(5 297)	(5 154)	3%
Wealth accumulated	117 516	82 161	43%
Wealth distributed among stakeholders			
Policyholders			
Policyholder benefits, claims and increase in reserves	96 987	63 929	52%
Employees & directors	6 123	5 421	13%
Employee benefits	6 099	5 395	13%
Directors' remuneration	24	26	-7%
Communities			
CSI and cause related investment	67	57	18%
Suppliers			
Procurement of goods and services	3 606	3 224	12%
Government	4 003	2 807	43%
South African normal income tax	2 192	1947	13%
South African capital gains tax	949	282	237%
Foreign tax	448	281	59%
Dividend tax - policy holders	61	-	-
Indirect taxes and levies	353	297	19%
Shareholders	3 491	3 178	10%
Ordinary dividends paid to Sanlam Limited shareholders	2 712	2 279	19%
Income attributable to minority shareholders	779	899	-13%
Retained for future growth	3 239	3 545	-9%
Retained earnings	2 876	3 251	-12%
Depreciation and amortisation	363	294	23%
Wealth distributed	117 516	82 161	43%

In 2012, the Group's operations resulted in substantial benefit to our principal stakeholder groups.

- R3 491 million was generated for our shareholders and R3 239 million was retained for future growth
- R96 987 million was awarded to policyholders in the form of policyholder benefits, claims and increases in accumulated reserves
- R6 123 million was paid in the form of fees and remuneration and other benefits
- R4 003 million was paid to African government fiscus through various state taxes and levies

- R3 606 million was paid to business partners
- R67 million was contributed to local communities and other cause-related programmes

Each of our business clusters continues to pursue comprehensive growth strategies and is diversifying through the development of new markets. The Sanlam for Sanlam initiative aims to facilitate collaboration across business units in order to explore synergies and optimise growth across the Group. Further economic contributions occur as our investments and funds under management are employed in the economy.

Facilitating access to financial services

Financial services institutions can play a critical developmental role by providing greater access to financial services for underserved communities. Entry-level products, offering appropriate risk, savings, investment and retirement options, provide access for many people into the mainstream economy. Broadening our service offerings creates significant new market opportunities. These are key to our growth strategy and will enable us to scale our contribution to economic development.

The low-income sector represents at least 75% of the South African market and remains acutely underserviced in terms of risk, savings, investment and retirement products. By extending our coverage to include millions of South Africa's poorer communities, we contribute to the country's economic upliftment, create important new market opportunities for the Group, and address compliance requirements relating to transformation and black economic empowerment.

In terms of the Financial Sector Code, measurement of "access to financial services" has specific implications in terms of the nature of the products and price, the number of products sold, and the scope of geographic coverage. Facilitating greater access in terms of these charter requirements will be a key focus area for 2013, recognising that we will be measured on this in 2013.

Sanlam Sky Solutions (a business in the Sanlam Personal Finance cluster) focuses on improving access to financial services in entry-level markets in South Africa. It provides tailored products for the previously disadvantaged in the entry-level market and lower living standards measure (LSM) groups, helping to incorporate these groups into the mainstream economy. Funeral policies remain by far the greatest area of demand in this market, but we also offer savings, retirement and short-term insurance products at this level.

Sanlam Sky Solutions recently launched the new Masterplan, a product that meets the employee benefits needs of small businesses in the entry-level market. We have increased the flexibility of this product, as well as cover levels to meet the needs of the clients. This can also be sold to individuals looking for benefits over and above just funeral cover. In terms of the Financial Sector Code, gazetted in November 2012, we are in the process of reviewing our products that meet the Zimele standards in order to boost volumes. The Zimele brand, used by life insurance companies, aims to help South Africa's low income earners easily identify life insurance products that meet the Financial Sector Code's minimum product requirements of fair charges, easy access and decent terms. Sanlam Sky is working with Sanlam iCover to see how existing products can be aligned to meet these requirements and how these standards can be incorporated in product innovations. An important focus for 2013 will be on improving our distribution of Financial Sector Code compliant products in order to meet volume and geographical targets.

We have worked hard to develop robust distribution channels to reach these market segments, using Sanlam Sky's multi-distribution model to increase our exposure. We are aware of the real need for savings in this market. There are challenges to operating in this market, significantly, small and irregular premium payments and the fact that many clients require frequent access to their funds. Building on the success of funeral policies, we have responded to the need for savings by adding a savings component to our funeral policies. We continue to look for opportunities in this area, but will not seek volumes at the expense of value for money.

Within Sanlam, the agency and broker models are currently the strongest performing channels. A basic needs analysis and advisory services are supplied directly to the client using a one-on-one sales method, focusing on the civil servants and commercial markets. While funeral cover is the most successful product, we also offer retirement policies, savings plans and hospital plans.



Expanding shareholding to micro- and small businesses gives the Group access to a significantly expanded base of potential clients. Our Ubuntu-Botho partnership affords valuable insight into local markets and the ability to identify market opportunities for new products. Our access to new markets – via a broad-based consortium of organisations, including trade unions and community groups – has seen us grow into a more sustainable entity.

Our SPF, SEM and Sanlam UK business units rely extensively on intermediaries (advisers and brokers) to distribute products and services throughout our areas of operation. To provide responsible and appropriate financial advice to our clients and potential markets, we ensure that our employees and intermediaries have appropriate training in product knowledge and regulatory requirements.

Promoting transformation and empowerment

Transformation of the South African economy remains a social and a business imperative. Internally, this requires that we promote and learn from diversity. In business dealings, it requires us to deeply understand our customer base, using our products and services both to support multiculturalism and reduce the inequalities that undermine social stability.

Our efforts to diversify ownership, management and control continue to be advanced through our Ubuntu-Botho (UB) empowerment venture. The initial transaction in 2004 transferred 10% ownership to a broad-based group of black shareholders. This shareholding was 13.94% at the close of 2012. A more holistic picture of black ownership includes ownership through mandated investments, which when included, places the Group's total black ownership at 24.5% as of December 31 2012. This black ownership stake includes shares in both the Sanlam Group's SA and international operations. Our BBBEE ownership score is trending upwards and at the end of 2012 totalled 19.34 based on the verified score from 2011, the previous year. Our employment equity score remains at 7.04.

In transforming management and control, our score remains consistent with last year, with no significant developments to report. The Board comprises four black females, five black males, one white female and eight white males.

While continuing to report on the requirements of the scorecard, we remain committed to our long-term vision of moving beyond compliance to a more meaningful outcome-based measurement of transformational initiatives. There is good work being done. The key challenge for us is to continue to make that difference meaningful. We need to ensure a deeper appreciation at all levels of why BBBEE is fundamental to our business and strategy.

"Although the final gazetting of the new Financial Sector Code in November 2012 will influence our transformation initiatives, we do believe that the foundation for further progress in this area is firmly in place. "

Dr. Johan van Zyl Group Chief Executive

Responsible procurement and enterprise development

We believe that Sanlam's commitment to responsible procurement is reflected in our Group Procurement Policy. The policy includes supplier-selection criteria aimed at promoting sourcing from BBBEEaccredited suppliers and black-owned businesses, as well as from suppliers that incorporate ESG best practice into their operational processes.

"The shift from donation-based giving to greater alignment with our strategy has been positive. This is providing the basis for us to track real impact into the future."

Ebrahim Asmal, Head of Group Sourcing

While transformation considerations remain a priority in our South Africa procurement practices – with a particular focus on promoting black female-owned businesses – we have also developed environmental selection processes as part of a broader set of sustainability criteria aimed at encouraging more sustainable business practices throughout our supply chains. Provisions to promote the adoption of environmental initiatives in buildings, the reduction of business travel through video conferencing, and the greening of cleaning materials, are increasingly being included as criteria for potential and existing suppliers.



Ensuring the long-term viability of our suppliers - particularly small black-owned enterprises in South Africa - forms an integral part of our procurement practices. In addition to running a business-orientated educational television programme for entrepreneurs and entrepreneurial competitions, we provide free health checks and advice for small businesses, and we contribute to supplier development by assisting them with their cash flow through the provision of soft loans and early payment terms. Through these procurement and supplier development activities we are not only meeting our BBBEE requirements, but more importantly are contributing to the long-term health of the economy. Over the following year, we aim to increase our procurement spend with Black owned business, focusing also on those businesses owned by Black women.

Corporate social investment (CSI)

Our corporate social investment (CSI) efforts have benefited from a more strategic focus that followed the launch of the Sanlam Foundation in September 2011. The foundation partners with carefully selected Non-Governmental Organisations (NGO) and experts, as well as Sanlam businesses. The Sanlam Foundation invested in areas related to our core business. Our CSI programmes continue their strategic focus on education, covering four core components:

- Financial literacy for high school and university students;
- Maths, Science, English and Technology (for high schools);
- HIV & Aids awareness and education for high schools; and
- Environmental awareness and protection programmes.



The extensive engagement undertaken to determine these focus areas has proved to be of value. This year, we focused primarily on consolidation and on ensuring adequate baseline measurements, which will enable us to track impact and assess progress. Following the successful pilot year of all our projects, our focus in 2013 will be to continue with these projects according to the terms of each three-year contract signed. Once this is completed, the plans for the new Foundation strategy will be implemented.

The shift from donation-based giving to greater alignment with our strategy has been positive. This is providing the basis for us to track real impact into the future. Students on our financial literacy programmes are given pre- and post-test assignments. This feedback has enabled us to assess the effectiveness of our modular training. Although still in the early stages, we are confident of our ability to provide more refined metrics and improved trend and performance data into the future. Recognising the importance of success metrics, baseline studies have remained a priority during the year.

A common thread that runs through all the foundation's projects is staff involvement. This ranges from the Executive Committee members who support the Back-to-School Executive Project to staff members who volunteered to teach learners financial literacy through the Operation HOPE SA initiative.

In 2012, our annual CSI spend was R34 million, representing 0.76% of Group net profit after tax; last year we spent just short of R35 million (0.77% of Group net profit after tax).



The Sanlam Foundation Flagship projects in 2012

- *WWF Sanlam Living Waters Partnership* focuses on protecting water resources that underpin South Africa's economy. Recently awarded two of the Mail & Guardian's prestigious Greening the Future Awards, a further R16 million over the next three years brings Sanlam's total investment in the partnership to R30 million.
- Operation Hope SA educates learners in the Western Cape and Gauteng in financial literacy. Sanlam staff volunteers, trained by representatives of Operation Hope SA, present the lessons and reached 1 669 learners this year. Says learner Shanaaz Bennett, "It's an amazing experience to help future generations out of the financial mess we often get ourselves into when we start working."
- Back-to-School Executive Project enables Sanlam Exco and staff members to give back to a school
 of their choice. Executive participants this year included board member, Dr Manana Bakane-Tuane,
 Chief Executive of Sanlam Investments Johan van der Merwe, Chief Executive of Sanlam Emerging
 Markets Heinie Werth, Chief Executive of Sanlam Personal Finance Lizé Lambrechts, Chief Executive
 Group Market Development Temba Mvusi and Financial Director Kobus Möller.
- HIV & Me targets learners in high schools, helping them to make responsible and informed choices about their health and sexual conduct. In partnership with the Regency Foundation and provincial departments of education, Sanlam has introduced the programme in 20 KwaMashu and Umlazi schools in KwaZulu-Natal. It also offers counselling and guidance to parents and guardians of children with HIV/Aids. This year, 9 175 learners were reached across 20 schools in five provinces.
- Sanlam Brilliance Winter School Programme is a three-year partnership between the Foundation and Protec (Programme for Technological Careers) aimed at improving the performance of educators and the results of high-school learners in ten Limpopo and North West schools underachieving in maths and science.
- Programmes at the Nelson Mandela Metropolitan University (NMMU) include the Sanlam Foundation Business Challenge - a business simulation competition designed to encourage students to demonstrate their entrepreneurial flair - and the Sanlam BCom Bursary Programme, which supports BCom Financial Planning.
- Thuthuka Bursary Fund offers a unique bursary model in rural, untapped markets of South Africa and seeks to secure a strong contingent of recruits from traditionally marginalised segments of the economy. It also intends to contribute to the accountancy profession in an attempt to redress past imbalances and to empower previously disadvantaged individuals who strive to enter the accountancy profession.

Sponsorships



Through Sanlam's sponsorships, we are able to engage with existing and potential markets, seeking to create a positive association and attract clients from prioritised target markets, including those in the entry-level market. While aligned to our business needs, our sponsorships support socially significant causes. We select only sponsorship opportunities that speak to our target market in a positive way, aiming to have Sanlam perceived as a valued and trusted partner.

Sanlam's sponsorships are measured against a set of requirements, most importantly awareness and association impact on the Sanlam brand. This is done through a process of measurement that needs to reflect the "return on objectives and investment" made.

As in last year, our core sponsorships include Takalani Sesame, the Sanlam Cancer Challenge, Sanlam Kay Motsepe Schools Cup and a suite of cultural sponsorships, which are pivotal in growing Sanlam's brand awareness within our target markets in South Africa.

 Sanlam is a committed founding sponsor of Takalani Sesame, a key contributor to the early childhood education of South African children since 2000. The programme is broadcast on 9 vernacular SABC radio stations and on SABC 1 and SABC 2. Over the past 12 years, it has reached approximately 28 million children between the ages of two and nine, enabling access to quality educational content with critically important educational outcomes every year. This year's activities included a seven town road show, taking valuable educational content to an audience of over 50 000 parents and children. We also took our muppets with their educational interactive shows to the Baby Expo in Sandton, Soweto and Cape Town with a total audience of 84 000 parents.

The Sanlam funded Takalani Sesame Club, launched during 2011, aims to provide fun learning and promotional materials to 100 schools in Gauteng, KwaZulu-Natal and the Western Cape. A comprehensive impact assessment survey conducted during the first half of 2012 reflects Takalani Sesame's measurable success. In addition, we had 200 Takalani Sesame Toolkits containing teacher support material for class activities.

- The Sanlam Cancer Challenge is the biggest amateur golf tournament in South Africa, with over 37 000 participants. The aim is not only to raise funds, but also awareness as part of CANSA's cancer prevention campaign. This year R 3.2 million was raised for CANSA, bringing the total amount, since 1993, to R29 million. The funds are mostly used to purchase mobile testing units which also give support to cancer patients in far reaching outlined areas.
- The Sanlam Kay Motsepe Schools Cup, a national annual soccer tournament co-funded by Sanlam, the Ubuntu-Botho Community Development Trust and the Kay Motsepe Family Foundation, was launched in 2010. In 2012, we had 2 569 high schools countrywide entering with 64 225 players participating. Annually, R3.4 million is awarded to the winning schools. These funds are directed into school legacy projects, benefiting not only the school but the community more broadly. Two learners who participated in the tournament last year (Franco Haai and Godfrey Mako) have been signed with the Mamelodi Sundowns Academy. The event will receive R30 million over five years.



Responsible citizenship

Promoting Environmental Responsibility

"Our partnership with WWF-SA has been renewed for a further three years. This is a clear indication of how Sanlam is working within its sphere of influence to help create effective marketbased solutions to address critical environmental issues such as ecosystem degradation and climate change mitigation."

5

Ike Ndlovu Head: Group Sustainability Management

Holding ourselves to account

What we said we would do

- Promote greater energy efficiency primarily at our head office, and progressively at our other offices – through energy saving initiatives.
- Improve measurement and reporting systems to facilitate a more informed, coordinated and strategic approach to identifying and responding to our environmental priorities.
- · Achieve zero-waste to landfill in all the key buildings by 2015.

Our 2012 performance

- Intensified our activities aimed at reducing levels of energy consumption, notably through sound management of air conditioning and lighting devices, both during and after working hours.
- Initiated an energy forum in collaboration with an external company, to facilitate a monthly process of recording accurate data on resource consumption, and review actions.
- Installed online electricity metering at various buildings. We have also initiated a process to develop an environmental dashboard as a component of the sustainability management dashboard.
- Measured levels of waste at each unit. Centralised waste management is being considered.
- Introduced splitting of all wet waste. At head office, 800kg of biodegradable waste was put on a compost heap instead of going to landfill during 2012.

Our future commitments

- We will implement online monitoring systems for energy and water consumed in Sanlam's key buildings, and continue to assess and propose interventions to reduce energy and water consumption.
- We will finalise the development of our environmental dashboard. The dashboard will include tracking staff travel and accommodation, waste management data, energy and water consumption (at all major buildings).
- We will record all waste generated in our office buildings and levels of waste recycled, reused, land filled and non-recyclable waste in order to work towards our target, aiming to achieve zero-waste to landfill in all the key buildings by 2015.

In striving to position ourselves as a leader in environmental sustainability in the South African financial services industry, we are committed to reducing our negative impacts on the environment and to contributing to positive environmental change. Our actions can have high impact if we work with our employees, business associates, suppliers and customers. This section focuses mainly on our direct environmental impacts, looking at how we seek to manage our resource use, raise levels of awareness of environmental issues and improve our environmental performance through the way we manage and develop properties. Our "indirect" environmental impacts, notably our efforts to influence positive environmental change through investment decision-making, are addressed in the earlier review of our investment activities.

Managing our direct environmental impacts

The direct impacts associated with our core business activities are primarily related to energy and resource usage at our offices, as well as employee travel. Our secondary environmental impacts are associated with our portfolio of investment properties, the businesses we invest in and finance, and our suppliers' business operations.

Our group environmental policy and environmental management structures aim to ensure that we comply with all relevant legislation, avoid the use of environmentally-harmful materials in our business, limit consumption of natural resources and practise effective recycling, promote environmental awareness among our employees, and support community activities that promote environmental awareness and protection. Our Group Environmental and Sustainability Committee drives internal environmental sustainability within the Group, promoting and integrating environmental initiatives within the business. The committee reports to the Social, Ethics and Sustainability Committee.

In line with our Group Sustainability Management Framework, we measure and manage our performance against a range of business sustainability and environmental key performance indicators. During 2012 we continued to roll out improved environmental performance measurement systems to more buildings, set priorities and introduce pilot projects. Our head office accounts for approximately 80% of our direct environmental impacts.

Working with targets to improve our performance

In 2011 we set performance targets for energy and water consumption and waste generation for all Sanlam business units (see table on page 63). Recognising the importance of behavioural change as a means of achieving our targets, we have focused our efforts on communication and engagement with our staff, to raise levels of understanding around the targets and to promote good environmental practice to support our objectives.

We continue to improve our environmental monitoring procedures across the business, in alignment with generally accepted reporting standards. We have started an energy forum involving an external company to oversee the accurate measurement of our performance and facilitate a monthly review of all data and actions taken, with the aim of identifying and responding to our environmental priorities.

In the first half of 2012 we undertook an extensive exercise to analyse the potential cost savings that could be realised, at both a building level and a business level, as a result of achieving the targeted environmental savings. This has provided insight into which areas of the business are most responsible for ensuring we deliver on our targets. Group Sourcing supports the Sanlam Group's Environmental Policy by including environmental criteria in purchase decision-making. This is in line with our procurement policy which ensures that objective, technical, BBBEE, environmental information and commercial evaluation of competitive bids occur. Our procurement division has played a critical role in transitioning our offices from the use of bottle water.

Property management offers an opportunity to invest in a more environmentally-friendly manner

and to create a built environment with a smaller environmental footprint than in the past. In addition to the rental component of costs, we consider resource demands, and the potential to minimise these.

Our long-standing partnership with the WWF and its Living Waters unit continues to drive the business towards better environmental stewardship in many aspects (see case study on page 67).

Environmental targets for 2011-2015 (inclusive), based on 2010 baseline

Environmental targets	Progress
Greenhouse gas emissions – 15% reduction in tonne per full time employee (FTE)	Our total carbon emission went down by 2.1% compared to 2011 and is down 9.8% when compared to the 2010 baseline.
Electricity – 20% reduction (kWh/m2 of office space)	We have realised a 6% reduction in energy use at Head Office. A proposal for a lighting retrofit (with a potential to reduce consumption by 13%) is being considered for 2013.
Municipal water – 10% reduction (kl/m2 of office space)	Installation of pulse water meters is underway at Head Office. Once complete we will be able to monitor water consumption in the building.
Paper – 15% reduction (kg/ZAR of turnover)	Back-to-back printing is now a common practice. All new printing machines have a duplex default setting and work with a password. Print-work not printed within 24 hours is automatically deleted from the print list.
Business travel – 5% reduction in air, road travel (km/FTE) and hotel nights/FTE	Video and teleconferencing instead of travelling are used where appropriate. There has been an increase in the number of people using video conferences; however staff travel has not decreased.
Total waste – 15% reduction in m3 /FTE	Progress made in reducing office paper, cutting down on bottled water waste, and improving on recycled waste through the waste separation at source initiative has set us on course to reduce total waste.
Recycled waste at 50% of total waste output (tonnes)	The successful recycling initiative at Head Office will now be introduced to other key offices in 2013. In future reports this output will be reported under the new zero-waste initiative.

Climate change and energy

Climate change presents a significant business and global risk. We seek to reduce our carbon emissions and to encourage responsible environmental practice in our sphere of influence. Sanlam has been a signatory to the Carbon Disclosure Project (CDP) since 2007. As a longstanding signatory to the CDP, we value the CDP information in informing our investment decisions.

We are an environmentally low-impact business. Our greatest direct environmental impacts result from the buildings we occupy, with electricity consumption (Scope 2 emissions) accounting for the highest proportion of our greenhouse gas emissions. As a company with regional representation across all provinces and head office in Cape Town, employee commuting is the second-highest GHG emitting activity.

In 2012, Sanlam was once again included on the Carbon Disclosure Project's Carbon Disclosure Leadership Index, where we share fourth place amongst the JSE 100 companies and retained our gold status.

The environmental dashboard, under development, will help us to better manage the measuring and monitoring of our performance, and will allow us to undertake a deeper analysis of the risks and opportunities climate change presents to our business. This will inform the development of a carbon-emission reduction strategy.

Promoting greater energy efficiency in how we operate is the thrust of our efforts to reduce our footprint. Reducing our energy consumption also reduces operational costs, which is increasingly significant in light of escalating energy costs. During 2012, we intensified our activities, piloting and implementing energy saving initiatives – primarily at our head office, and progressively at our other



offices – under the management of our Facilities Management team. Monitoring the use of computers and monitors, air conditioners and lights, to avoid wasting energy, can achieve a saving of around 5-6%. Video conferencing has become a standard alternative to business travel, which is carbon emissions intensive.

More significant savings can be achieved through investment in more advanced projects. In 2012, a lighting retrofit pilot study at our call centre has motivated a compelling business case for investment in retrofitting energy efficient lights at Head Office. Once implemented, the lighting retrofit project is estimated to reduce energy consumption at head office by approximately 13%, taking us closer to achieving our 20% energy reduction target.

In the longer term we aim to investigate and develop a portfolio of onsite renewable energy generation initiatives. Anticipated energy taxes are likely to substantially increase the operational costs of Sanlam through associated taxes and penalties; there will also be tax allowances for energy-efficient equipment and renewable energy technologies.

Our carbon footprint performance

Sanlam annually compiles a comprehensive carbon footprint assessment. Our Carbon Footprint Report is published separately on our website. Our greenhouse gas measurements are undertaken in accordance with the most widely used global standard for greenhouse gas (GHG) accounting and reporting. This is the GHG Protocol developed by the World Business Council for Sustainable Development (WBCSD) and the World Resources Institute (WRI), which is compatible with other GHG standards such as ISO14064. Sanlam's CO₂ emissions for 2012 are calculated as 10.53 metric tonnes per full-time equivalent employee or 0.43 metric tonnes per square metre of office space across the six measured buildings.

Sanlam's Carbon Footprint (key data indicators) (Jan-Dec 2012 versus 2011, 2010, 2009, 2008)

	2012	2011 ⁷	2010	2009	2008
Organisational boundary	Head office ² , Hyde Park, Glacier, Sanlam Sky, Sanlynn, SIM and Pretoria	Head office, Hyde Park, Glacier, Sanlam Sky, Sanlynn and SIM	Head office, Hyde Park, Glacier, Sanlam Sky, Sanlynn and SIM	Head office, Hyde Park, Glacier, Sanlynn and SIM	Head office, Hyde Park, Sanlynn and SIM
Scope	Tonnes CO2e	Tonnes CO ₂ e	Tonnes CO ₂ e	Tonnes CO ₂ e	Tonnes CO ₂ e
1 – Direct emissions from sources that we own or control	42 ^{3,4}	103	41	36	40
2 – Indirect emissions from purchased electricity	41 540 ⁵	42 294	44 535	38 651	27 700
3 – Indirect emissions from all other indirect sources that result from our activity	10 387	10 690	11 677	11 458	10 248
Other- non Kyoto Gas [¢]	519	521	1 926	1 184	891
Total Carbon Footprint	52 488	53 608	58 179	51 292.72	38 879
Emissions intensity					
Emissions/FTE	10.53	10.87	11.77	11.59	11.14
Emissions per m ²	0.43	0.50	0.48	0.40	0.37

² Sanlam Head Office usage is reported as 91.77%.

³ Bellville reported petrol usage of an Opel Corsa, but petrol was recorded under equipment owned as it was understood that Sanlam did not have any fleet vehicles and fleet vehicles have not been incorporated in past reports for Sanlam.

⁴ This represents one of the KPIs of our Sustainability Management Framework. The basis of measurement thereof is: Scope 1 emissions based on the GHG Protocol for six buildings: Sanlam Head Office, Sanlam Investment Management, Glacier, Hyde Park, Sanlynn and Sanlam Sky.

⁵ This represents one of the KPIs of our Sustainability Management Framework. The basis of measurement thereof is: Scope 2 emissions based on the GHG Protocol for six buildings: Sanlam Head Office, Sanlam Investment Management, Glacier, Hyde Park, Sanlynn and Sanlam Sky.

⁶ Non-Kyoto Protocol GHG emissions are reported separately according to GHG Protocol.

⁷ 2011 figures restated to reflect Sanlam Head Office usage at 91.77%.

Promoting sustainable water use

Access to clean water is fundamental to the wellbeing and prosperity of the communities and markets we serve. South Africa is a chronically water-stressed country with ever increasing demands for limited supplies of fresh water. Water is thus a material issue for businesses that operate in South Africa and a strategic area of focus for Sanlam. We are actively engaged in collaborative efforts to promote better water conservation and heightened awareness around water scarcity.

Our longstanding partnership with the World Wildlife Fund (WWF) South Africa (see case study on page 67) promotes the wise management of our aquatic ecosystems and resources, including ground water management. Resources from the WWF and Sanlam are used, to address water scarcity and conserve marine and fresh water ecosystems in South Africa. Supporting these projects is integrally related to our goal of promoting long-term wealth creation.

Sanlam's involvement in the water space has also offered the opportunity to challenge our own employees to consider ways in which to use water more efficiently. For example, we have taken a principled position against the use of bottled mineral water and have discontinued its use across all our offices. We also installed water filters at Head Office, Sky, Hyde Park, SIM and Sanlynn buildings to improve water quality and encourage staff to use filtered tap water instead of bottled water in meetings and for their own use.

In terms of our own water demands, we are working towards a target of reducing our municipal water demands by 10%, by 2015. We have improved our measuring systems to ensure that we record reliable data, which is essential for monitoring our progress. Initiatives that have helped to reduce our levels of consumption include the installation of dual flush systems on toilets, sound water management in our garden irrigation practices, and raising levels of awareness among our staff around water scarcity. This year we installed push button taps on five floors of our head office, which are estimated to reduce levels of water consumption by 4%.

We also successfully piloted a small-scale water-harvesting project. The project is running on three water tanks with a capacity of 7 500 litres of water. A total of 40 000 litres were harvested during the reporting year, which were used for irrigation, thus avoiding the need for us to use municipal water.



Through our CSI programme we continue to provide schools with water-tanks and encourage them to harvest rainwater.

Building on our successful participation in the Carbon Disclosure Project, in 2012 we reported for the first time in the Global Water Disclosure Project.



Case study: Our partnership with WWF-SA

Five years ago Sanlam partnered with the WWF-SA to support projects relating to water management and the conservation of water eco-systems. In 2012 we extended the partnership for another three years, investing a further R16 million towards efforts to influence the way in which water is managed in South Africa. To date we have invested over R30 million in the partnership.

The scope of the renewed partnership includes provision for joint research into water issues affecting the business and society, implementation of water-efficient practices, research into the development of products that address risks associated with water, and the identification of sustainable solutions for insurance and investments affected by water issues.

Sanlam's continued support for the WWF-SA's water programmes has been endorsed through the buy-in of other companies, allowing us to leverage over R83 million for the programme. Other participating stakeholders, including the government and other companies, have taken part in a variety of related initiatives, including the Integrated Catchment Management Programme in which WWF is working with SAB-Miller, De Beers and the Industrial Development Corporation to promote corporate water stewardship, and the Southern African Sustainable Seafood Initiative aimed at increasing consumer awareness of the conservation status of various species of fish and to deter consumers from choosing endangered species.

In 2012, Sanlam and the WWF-SA won two of the Mail & Guardian's Greening the Future Awards in recognition of the WWF Sanlam Living Waters Partnership, which was heralded as an exemplary model for other conservation initiatives. The awards were the inaugural Sudley Adams Memorial Award and the award in the Water Care and Management category.



Materials and waste management



Reducing the amount of waste we generate contributes to lower operational costs for materials, processing, and disposal and proactively reduces the risk of any future cost increases in waste management. Waste is currently measured and managed at business unit level, with a focus on separating waste and recycling. Going forward, we aim to centralise our management of waste. This will allow for increased efficiency in our waste management efforts.

As part of our Sustainability Management Framework, we measure the proportion of waste reused/recycled and the amount of responsible disposal of technological waste. All hazardous waste is disposed of according to legislative requirements. The companies who recycle our technological waste are audited to ensure compliance.

In addition to separating waste at source, we encourage increased recycling, double-sided printing and e-statements as part of our drive to minimise the volume of paper used in client communications. The Facilities Management unit endeavours to purchase paper only from merchants or mills that have an environmental policy and/or a forestry policy to meet the ESG requirements of the Group Procurement Policy.

Recycling practices are well established at our Head Office and, this year, they have been introduced at our other offices. This includes seeking to recycle used carpets and electronic waste from our offices. Recycling is managed by an external consultant, who provides the Facilities team with monthly reports. This year we have started to separate wet waste and at Head Office we have started a compost heap. Over 800kg of biodegradable waste was collected, generating compost for the office gardens, with excess collected for local council use.

We continue to explore additional measures to reduce waste to landfill and have a target of zero waste to landfill by 2015.

Assurance Statement

Independent Assurance Report to the Directors of Sanlam Limited for the year ended 31 December 2012

Scope of Our Engagement

We have completed our independent assurance engagement to enable us to express our limited assurance conclusions on whether the Sanlam Limited Sustainability Report ("the Report") for the year ended 31 December 2012, has been prepared, in all material respects, in accordance with the self-declared Global Reporting Initiative (GRI) G3.1 Guidelines B+ application level using the principles of materiality, completeness and sustainability context, and whether the following key performance indicators ("specified KPIs") contained in the Report have been prepared, in all material respects, in accordance with the basis of preparation as described separately in the footnotes to each of the specified KPIs within the relevant sections of the Report ("management's sustainability criteria"):

- Tonnes of CO₂ arising from diesel usage at the office buildings of Sanlam Head Office, Hyde Park, Sanlynn, Sanlam Sky, Glacier and Sanlam Investment Management (scope 1 emissions), for the twelve months ended 31 December 2012 as disclosed on page 65;
- Tonnes of CO₂ arising from purchased electricity at the office buildings of Sanlam Head Office, Hyde Park, Sanlynn, Sanlam Sky, Glacier and Sanlam Investment Management (scope 2 emissions), for the twelve months ended 31 December 2012 as disclosed on page 65; and

 The number of average monthly complaint interventions for Sanlam Personal Finance (SPF) referred to the Ombudsman for Long Term Insurance for the twelve months ended 31 December 2012, as disclosed on page 44.

The specified KPIs noted above are in blue in the Report for identification purposes.

Our responsibility in performing our independent limited assurance engagement is to Sanlam Limited only and in accordance with the terms of reference for this engagement (including the release letter dated 06 March 2013) as agreed with them. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than Sanlam Limited, for our work, for this report, or for the conclusions we have reached.

Sanlam Limited has elected to prepare the Report in accordance with the principles of the G3.1 Guidelines which was published by the Global Reporting Initiative, of which a full copy can be obtained from the Global Reporting Initiative's website.

Directors' Responsibility

The directors are responsible for implementing a stakeholder engagement process to identify all relevant stakeholders, to identify key issues, to respond appropriately to key issues identified, to determine those key performance indicators which may be relevant and material to the identified stakeholders, and to design and apply appropriate sustainability reporting policies. The directors are also responsible for the preparation and presentation of the Report and the information and assessments contained in the Report in accordance with the relevant criteria. This responsibility includes: designing, implementing and maintaining appropriate performance management and systems to record, monitor and improve the accuracy, completeness and reliability of the sustainability data and to ensure that the information and data reported meet the requirements of the relevant criteria, and contains all relevant disclosures that could materially affect any of the conclusions drawn.

Assurance Provider's Responsibility

Our responsibility is to express our limited assurance conclusions on the Report and the specified KPIs based on our independent limited assurance engagement. Our independent limited assurance engagement was performed in accordance with the International Federation of Accountants' (IFACs) International Standard on Assurance Engagements (ISAE) 3000 Assurance Engagements Other Than Audits or Reviews of Historical Financial Information. This standard requires us to comply with ethical requirements and to plan and perform our engagements to obtain limited assurance regarding the Report and the specified KPIs contained in the Report, as expressed in this report.

Basis of Work and Limitations

The procedures selected depend on our judgement, including the assessment of the risks of material misstatement of the subject matter and the purpose of our engagement. In making these assessments, we have considered internal control relevant to the entity's preparation and presentation of the Report and the information contained therein, in order to design procedures appropriate for gathering sufficient appropriate assurance evidence to determine that the information in the Report is not materially misstated or misleading as set out in the summary of work performed below. Our assessment of relevant internal control is not for the purpose of expressing a conclusion on the effectiveness of the entity's internal controls.

We planned and performed our work to obtain all the information and explanations that we considered necessary to provide a basis for our limited assurance conclusions pertaining to the Report and the specified KPIs, expressed below.

Where a limited assurance conclusion is expressed, our evidence gathering procedures are more limited than for a reasonable assurance engagement, and therefore less assurance is obtained than in a reasonable assurance engagement.

Summary of Work Performed

Set out below is a summary of the procedures performed pertaining to the Report and the specified KPIs which were included in the scope of our limited assurance engagement.

- We obtained an understanding of:
 - The entity and its environment;
 - Entity-level controls;
 - The stakeholder dialogue process;
 - The selection and application of sustainability reporting policies;
 - How management has applied the principle of materiality in preparing the Report and the specified KPIs;
 - The significant reporting processes including how information is initiated, recorded, processed, reported and incorrect information is corrected, as well as the policies and procedures within the reporting processes.
- We made such enquiries of management, employees and those responsible for the preparation of the Report and the specified KPIs, as we considered necessary.
- We inspected relevant supporting documentation and obtained such external confirmations and management representations as we considered necessary for the purposes of our engagement.
- We performed analytical procedures and limited tests of detail responsive to our risk assessment and the level of assurance required, including comparison of judgementally selected information to the underlying source documentation from which the information has been derived.
- We considered whether Sanlam Limited has applied the GRI G3.1 Guidelines to a level described on page 2.

We believe that the evidence obtained as part of our limited assurance engagement, is sufficient and appropriate to provide a basis for our findings and our limited assurance conclusions expressed below.

Conclusions

Based on the work performed and subject to the limitations described above, nothing has come to our attention that causes us to believe that:

- The Report has not been prepared, in all material respects, in accordance with the selfdeclared GRI G3.1 Guidelines B+ application level using the principles of materiality, completeness and sustainability context; and
- The specified KPIs have not been prepared, in all material respects, in accordance with management's sustainability criteria as described in the relevant footnotes for the period ending 31 December 2012.

Other Matter

The maintenance and integrity of the Sanlam Website is the responsibility of Sanlam management. Our procedures did not involve consideration of these matters and, accordingly we accept no responsibility for any changes to either the information in the Sanlam Limited Sustainability Report or our assurance report that may have occurred since the initial date of presentation on the Sanlam Website

Ernst & Young Inc.

Ernst & Young Inc Director - Jeremy Grist Registered Auditor Chartered Accountant (SA) Ernst & Young House 35 Lower Long Street Cape Town 06 March 2013

Glossary

Acronym	IS
AIDS	Acquired Immune Deficiency Syndrome
AML	Anti-money laundering
ASISA	Association for Savings and Investment in South Africa
BBBEE	Broad-based Black Economic Empowerment
BUSA	Business Unity South Africa
CCC	Client Contact Centre
CCMA	Commission for Conciliation, Mediation and Arbitration
CDP	Carbon Disclosure Project
СОР	Communication on Progress (Global Compact)
CRISA	Code for Responsible Investing
CSI	Corporate Social Investment
dti	Department of Trade and Industry
EAP	Employee Assistance Programme
EBITDA	Earnings Before Interest, Taxes, Depreciation and Amortisation
EE	Employment Equity
ESG	Environmental, Social, Governance
Ехсо	Executive Committee
FAIS	Financial Advisory and Intermediary Association
FSB	Financial Services Board
FSC	Financial Sector Code
FTE	Full Time Employee
GHG	Greenhouse Gas
GLP	Graduate Leadership Programme
GRI	Global Reporting Initiative
HIV	Human Immunodeficiency Virus
HR	Human Resources
JSE SRI	JSE Limited Socially Responsible Investment Index
КІ	Kilolitre
КРІ	Key Performance Indicator

kWh	Kilowatt hours
LSM	Living Standards Measure
NBI	National Business Initiative
NGO	Non-governmental Organisation
NHI	National Health Insurance
NSSS	National Social Security System
PHI	Policyholders' Interest committee
POPI	Protection of Personal Information Bill (proposed)
РРР	Public Private Partnership
SEM	Sanlam Emerging Markets
SIM	Sanlam Investment Management
SME	Small to medium enterprises
SMF	Sustainability Management Framework
SPE	Sanlam Private Equity
SPF	Sanlam Personal Finance
SPI	Sanlam Private Investments
SPAB	Sanlam Provincial Advisory Board
SRI	Socially Responsible Investment
TCF	Treating Customers Fairly regulation
UB	Ubuntu-Botho (empowerment partner)
UN PRI	United Nations Principles for Responsible Investment
UNGC	United Nations Global Compact
USA	United States of America
USB	University of Stellenbosch Business School
VoC	Voice of the Customer
WBCSD	World Business Council for Sustainable Development
WRI	World Resources Institute
WWF	World Wide Fund for Nature

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