

GROUP GOVERNANCE STRUCTURE



INTRODUCTION

The MMI board is committed to the highest standards of corporate practice and conduct, as recommended in the King Report on Governance for South Africa 2009 (King III). The group strives to put the best processes in place to implement principles of good corporate governance and assist directors in discharging their duties and responsibilities, which include the delivery of excellent service to all stakeholders. Appropriate best practice is adopted and monitored in all the countries where the group operates.

GOVERNANCE OF RISK

MMI recognises that clear accountability is fundamental to risk management and makes use of various assurance providers to provide comfort that its key risks, processes and controls are functioning as intended. Combined assurance integrates and co-ordinates the activities of the assurance providers, whose functions include risk management, compliance, actuarial, internal audit and external audit. For further detail on the MMI governance model, refer to the MMI governance framework on the MMI website www.mmiholdings.com.

ASSESSMENT OF KING III PRINCIPLES

The assessment of the application and implementation of King III is ongoing. The results to date, show that MMI's governance processes are well entrenched, and that the group is generally compliant with all the principles of King III.

For a table disclosing all the principles of King III, and how each has been applied, refer to the MMI website www.mmiholdings.com.

ROLE OF THE BOARD

The MMI board is the custodian of the group's corporate governance, acts in the best interests of MMI and its stakeholders at all times and takes ultimate responsibility for MMI. The board is duly mandated in terms of its board charter, which includes details such as the roles and responsibilities of the board, its directors and the composition of the board. The board committees are mandated in terms of their respective Terms of Reference which sets out its purpose, composition and duties. The MMI board charter is reviewed on a regular basis and is in line with best corporate governance principles.



For the board charter and the board committees' terms of reference, refer to the MMI website www.mmiholdings.com.

The MMI board is supported by the board committees depicted in the organogram. These committees have delegated responsibility to assist in matters as defined in their respective terms of reference. These committees report to the MMI board on a quarterly basis and also to other relevant boards, committees and forums from time to time. The MMI board approves the delegated responsibility and the powers, limits and authorities applicable to each board committee.

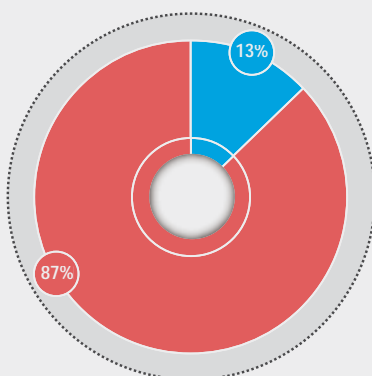
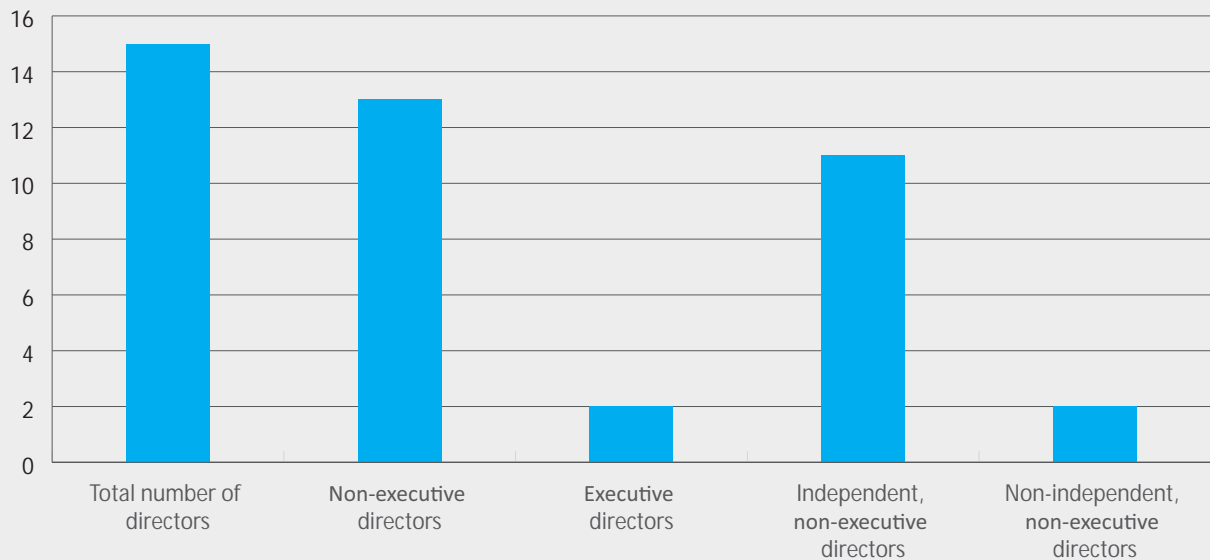
COMPOSITION OF THE BOARD

The chairman of the board is independent and free of conflict of interest on appointment.

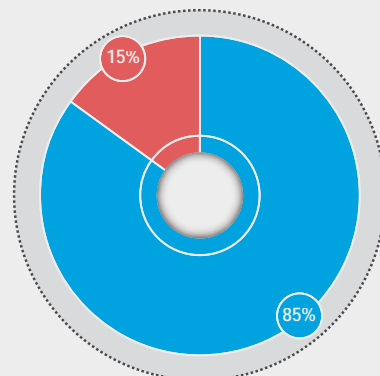
The strategic operational role of the CEO is separated from that of the chairman of the board.

The board of directors consists of an appropriate mix of individuals which ensures an adequate spread and level of knowledge, skills and expertise, with division of responsibilities and the accountability being outlined in the Board Charter.

MMI DIRECTORS



■ Executive directors
■ Non-executive directors



■ Independent non-executive directors
■ Non-independent non-executive directors

MEMBERS OF MMI HOLDINGS LTD BOARD AND COMMITTEES AS AT 30 JUNE 2016

	Independent committee members	Audit	Actuarial	Remuneration	Social, Ethics and Transformation	Fair Practices	Risk, Capital and Compliance	Nominations
Directors								
JJ Njeke (chairperson)								✓ ¹
Johan Burger (deputy chairperson)				✓ ¹				✓
Nicolaas Kruger (group CEO)			✓		✓	✓	✓	
Mary Vilakazi (group finance director)			✓					
Peter Cooper ²				✓ ³			✓ ⁴	
Fatima Jakoet		✓					✓	
Niel Krige								
Jabu Moleketi				✓	✓			
Syd Muller		✓			✓ ¹			
Vuyisa Nkonyeni							✓	
Khehla Shubane					✓	✓		
Frans Truter		✓ ¹					✓	✓
Ben van der Ross				✓	✓	✓ ¹		
Johan van Reenen				✓			✓	
Louis von Zeuner		✓					✓ ¹	✓
Voyt Krzychylkiewicz ⁶								
	Stephen Jurisich		✓ ¹			✓		
	George Marx					✓		
	Marli Venter		✓					
	David Park ³		✓					
	Sumarié Greybe ⁵		✓					

¹ Chairperson⁴ Appointed 1 February 2016² Appointed 20 November 2015⁵ Consultant³ Appointed 29 April 2016⁶ Appointed 21 July 2016 as alternate to Peter Cooper

ATTENDANCE AT MEETINGS FROM 1 JULY 2015 TO 30 JUNE 2016

	Holdings board	Audit	Actuarial	Remuneration	Social, Ethics and Transformation	Fair Practices	Risk, Capital and Compliance	Nominations
Meetings held	4	7	5	4	4	2	5	2
Members	Meetings attended							
JJ Njeke	4 ¹							2 ¹
Johan Burger	3			4 ¹				2
Nicolaas Kruger	4		5		4	2	5	
Mary Vilakazi	3		2					
Peter Cooper ²	2			2 ³			2 ⁴	
Leon Crouse ⁵	3						4 ⁵	
Fatima Jakoet	4	7					5	
Niel Krige	4							
Jabu Moleketi	4			3	4			
Syd Muller	4	6			4 ¹			
Vuyisa Nkonyeni	4						5	
Sizwe Nxasana ⁶	1							
Khehla Shubane	4				4	1		
Frans Truter	4	7 ¹					5	2
Ben van der Ross	3			3	3	2 ¹		
Johan van Reenen	4			4			5	
Louis von Zeuner	4	7					5 ¹	2
Stephen Jurisich ⁷			5 ¹			2		
George Marx ⁷						2		
Marli Venter ⁷			5					
David Park ⁷			1 ³					
Sumarié Greybe ⁸			5					

¹ Chairperson⁵ Resigned 31 March 2016² Appointed 20 November 2015⁶ Resigned 30 September 2015³ Appointed 29 April 2016⁷ Independent committee member⁴ Appointed 1 February 2016⁸ Consultant

DIRECTORS' INDEPENDENCE

The board has considered the King III recommendations on independence of directors, as well as the provisions of the JSE listings requirements on the matter, and the individual status of the directors are recorded on pages 48 and 49 of this integrated report.

The company complies with King III's recommendation of ensuring that the board comprises a majority of independent non-executive directors.

APPOINTMENT AND RE-ELECTION OF DIRECTORS

The Nominations Committee is responsible for considering, based on recommendations from the MMI Group CEO, suitable candidates for appointment as directors on the MMI Holdings board and the election or re-election of directors are duly tabled for shareholder approval. The appointment, rotation, resignation and removal of directors are undertaken in accordance with the Company's Memorandum of Incorporation, the Companies Act and other relevant prescriptions or requirements. The Nominations Committee also considers the fit and proper status of prospective directors as well as regularly reviews the fit and proper status of the appointed directors on the board. For further detail, refer to the MMI Memorandum of Incorporation on the MMI website www.mmiholdings.com.

BOARD COMMITTEES



SOCIAL, ETHICS AND TRANSFORMATION COMMITTEE

The MMI Social, Ethics and Transformation Committee (SETC) is mandated and authorised by the board of directors of MMI to fulfil its monitoring and evaluation roles. In doing this, the committee monitors the progress of the group in ensuring that the racial imbalances of the past are corrected and that leadership and talent are encouraged by positive and affirmative policies.

Members	Number of meetings held	Number attended
Syd Muller (chairman)		4
Nicolaas Kruger		4
Jabu Moleketi		4
Khehla Shubane		4
Ben van der Ross		3



SUMMARY OF KEY STRATEGIC INITIATIVES IN 2016

- Transformation remains one of the key focus areas of the SETC.
- Members approved the "Base Scenario" targets in formulating the employment equity (EE) targets, which was submitted to the Department of Labour in December 2015.
- Monitoring progress towards the achievement of the group's EE Plan.
- Monitoring the engagement plan with vendors for visible black ownership transformation.
- Ensuring that company procedures are ethical and in line with the legislative requirements for risk, compliance and Treating Customers Fairly (TCF).
- Monitoring the impact of CSI initiatives in targeted communities and beneficiaries.
- The SETC confirmed its support of the approved revised group transformation strategy, and the various initiatives in support of the implementation of the strategy.
- Progress towards the attainment of the strategic goals and objectives is monitored on a periodic basis, and the committee remains confident of achieving its various targets.
- The SETC has satisfied itself that the management of corruption, commercial crime and unethical employee behaviour is appropriately and effectively dealt with within the group.
- MMI is listed on the Johannesburg Stock Exchange FTSE/JSE Responsible Investment Index.
- The group calculates its carbon footprint on an annual basis, and also participates in the CDP process.
- MMI has a published environmental policy available on the website.



Transformation is integral to achieving MMI's vision of being the preferred lifetime Financial Wellness partner with a reputation for innovation and trustworthiness. B-BBEE underpins MMI's strategic objective to enhance financial wellness in a country that continues to grapple with inequality, access to financial services and lack of financial literacy amongst other issues.

B-BBEE supports the identified strategic focus areas of Client Centricity, Growth and Excellence that will contribute towards achieving MMI's vision.

In delivering its transformation strategic objectives, MMI continues to maintain a Level 2 Contributor status under the current Financial Sector Charter (FSC) framework.

SUSTAINABILITY GOVERNANCE

The head of sustainability reports to the group executive of Brand, Corporate Affairs and Transformation.



FAIR PRACTICES COMMITTEE

The Fair Practices Committee (FPC) is mandated by the MMI board to ensure that the fair treatment of clients is embedded as a core corporate value at all levels within the group. The FPC acts as an independent governance forum responsible for overseeing the implementation of, and adherence to TCF in relation to life licence products business practices pertaining to linked-investment services provider (LISP) products, unit trust products, healthcare business, investment business, employee benefits business and all other operations forming part of MMI Group. Fair treatment is measured against the fairness outcomes defined by the Financial Services Board in their TCF initiative. FPC also functions as the Discretionary Participation Committee of MMI's life companies, ensuring the compliance with and the monitoring of any changes to the principles and practices of financial management (PPFM).

Members	Number of meetings held	Number attended
Ben van der Ross (chairman)		2
Stephen Jurisich*		2
Nicolaas Kruger		2
George Marx*		2
Khehla Shubane		1



SUMMARY OF KEY STRATEGIC INITIATIVES IN 2016

The FPC considered matters pertaining to some of the following:

- Key strategic insights from the MMI 2015 Client Experience Measure Survey.
- Improving customer satisfaction within MMI.
- The Momentum Complaints Dashboard.
- Introduction to the MMI Outcomes-Based Investment philosophy.
- Capital Protector Whole Life reviews.
- Updates on the MMI Group PPFM reports.

* Independent committee member



RISK, CAPITAL AND COMPLIANCE COMMITTEE

The committee is responsible for assisting the board in discharging its responsibility for risk, capital and compliance management within the MMI Group.

Members	Number of meetings held	Number attended
Louis von Zeuner (chairman)		5
Nicolaas Kruger		5
Peter Cooper*		2
Fatima Jakoet		4
Leon Crouse**		4
Vuyisa Nkonyeni		5
Frans Truter		5
Johan van Reenen		5



SUMMARY OF KEY STRATEGIC INITIATIVES IN 2016

During the year, the committee focused on various matters such as the following:

- Reviewed and challenged the holistic risk profile (shareholder and policyholder risks) across MMI and the supporting risk management processes.
- Oversaw MMI's SAM implementation which included reviewing and approving policies and frameworks required under SAM and recommending certain policies for approval by the Board.
- Oversaw implementation of new risk appetite metrics and the Own Risk and Solvency Assessment (ORSA) process.
- Dividend sustainability for the foreseeable future, given the difficult economic and operating environment and the increased capital requirements under SAM.
- The potential impact of a sovereign debt downgrade scenario on MMI and the macroeconomic environment.
- Reviewed the financial performance of strategic initiatives and the financial risks attached to the initiatives, including improving the control environment of African country governance exposures.
- On the forward-looking capabilities, several discussions took place with regard to further developing forward-looking indicators in order to detect changes in the risk profile much sooner. In addition, the projected balance sheet project that is part of the ORSA process also forms part of the forward-looking capabilities of MMI. The committee engaged in the discussions around the selection of scenarios to be assessed, and will discuss the results of these projected balance sheet scenarios in June 2016.

* Appointed 1 February 2016

** Resigned 31 March 2016



NOMINATIONS COMMITTEE

The Nominations Committee makes recommendations to the board on various issues, such as the appointment of non-executive directors as well as executive directors and ensures that appropriate consideration is given to succession planning for key executives, including succession planning for the board and its committees and the appointment of members to board committees.

Members	Number of meetings held	Number attended
JJ Njeke (chairman)		2
Johan Burger		2
Frans Truter		2
Louis von Zeuner		2



SUMMARY OF KEY STRATEGIC INITIATIVES IN 2016

During the preceding year, the following were some of the matters tabled at the Nominations Committee meetings:

- Changes to the composition of the board and board committees.
- Developments with regard to the new MMI client-centric model and change of group structure.
- The MMI annual board and committee assessments.
- Fit and Proper status of Responsible Persons within MMI and various governance-related matters.
- A key activity of the committee for the year was the approval of a board diversity policy, which promotes gender diversity at board level. Currently the voluntary target-setting for female representation on the MMI board is being investigated, taking into account the impact of other legislation, such as the B-BBEE Act and relevant BEE Charters, on such target-setting.



REMUNERATION COMMITTEE

The MMI Remuneration Committee (Remco) has an independent role to oversee the remuneration process and consider and approve remuneration related issues and proposed matters.

Members	Number of meetings held	Number attended
Johan Burger (chairman)		4
Peter Cooper		2
Jabu Moleketi		3
Ben van der Ross		3
Johan van Reenen		4



SUMMARY OF KEY STRATEGIC INITIATIVES IN 2016

- In the past year, Remco maintained their focus to ensure that the MMI reward approach still aligns with good business practice and compliance as well as to ensure that the group remuneration policy/practices support the MMI strategic objectives.
- Based on extensive market research / benchmarks and in support of the new MMI strategic objectives, the Remco finalised the optimal remuneration structure and pay mix for executives. This will ensure that the MMI remuneration structure for both the guaranteed and variable components align with market norms and the new strategic long term targets.
- Further to this the MMI Short-Term Incentive Scheme Scorecard F2016 was approved which aligns to the group's strategic deliverables for F2016, as set out in the strategy map for MMI. This alignment represents an important milestone to monitor progress of the strategy.

Please see our remuneration report on page 65 for further detail.



ACTUARIAL COMMITTEE

The role of the Actuarial Committee is to provide effective actuarial expertise to the board, to enhance the understanding of technical actuarial matters; to assist the board in discharging its fiduciary duties to policyholders and shareholders; and to assist the statutory actuary in fulfilling his professional and statutory duties.

Members	Number of meetings held	Number attended
Stephen Jurisich (chairman)*		5
Nicolaas Kruger		5
Mary Vilakazi		2
Sumarié Greybe*		5
Dave Park*		1
Marli Venter*		5



SUMMARY OF KEY STRATEGIC INITIATIVES IN 2016

During the year, in addition to these roles:

- The Actuarial Committee played an instrumental role in reviewing SAM developments, focusing on implementation of SAM Pillar I, ORSA and balance sheet projections and stress testing as well as relevant SAM policies.
- The Actuarial Committee also reviewed the annual report of the MMI product management committees.

* Independent committee member



AUDIT COMMITTEE

The Audit Committee is an independent statutory committee appointed by the shareholders. In addition to its statutory responsibilities, the committee deals with duties that are delegated to it by the MMI board of directors.

Members	Number of meetings held	Number attended
Frans Truter (chairman)		7
Fatima Jakoet		7
Syd Muller		6
Louis von Zeuner		7



SUMMARY OF KEY STRATEGIC INITIATIVES IN 2016

During the year, various issues were tabled, such as:

- Approval of the published MMI Group financial results and those of relevant subsidiaries.
- Trading updates.
- Review of the integrated report.
- Approval of the risk-based internal audit plan for the financial year and quarterly internal audit feedback.
- Co-sourcing internal audit agreement approved.
- Approval of the external audit plan for the financial year and feedback from external audit at the financial year end meeting.
- Approval of external audit fees.
- Reviewing management's assessment of going concern.
- Development of the combined assurance model.
- Review of the group's internal financial controls (IFC).
- Recommendations on dividend proposals.

BOARD EVALUATION

In line with best practice and the King III recommended practices, MMI conducted a board and board committee evaluation (including a director self-assessment) in November 2015 for MMI Holdings Limited and MMI Group Limited. The evaluation was undertaken by a project consultant, in conjunction with the group secretariat and governance department, through a customised self-assessment questionnaire. There was 100% participation by all directors in the process and the final evaluation report was tabled at the MMI Nominations Committee and MMI board meetings at the end of November 2015. The results revealed that the board and board committees were performing well. Minor areas identified as requiring development were acknowledged and discussed at the Nominations Committee meeting. The MMI board and board committee evaluation process is conducted annually and the next one will be conducted during the F2017 financial period. An external assessment of the board is conducted every three to five years.


DELEGATION OF AUTHORITY

The board has delegated the authority for the management of the group to the MMI Group chief executive officer (CEO) by way of a framework for the delegation of authority. In delegating these powers, the board has imposed certain restrictions, conditions and limits that they believe to be appropriate for the effective exercise of such delegated powers. The CEO has, in turn sub-delegated authority to the MMI executive committee members, who are mandated to further sub-delegate to appropriate officials within MMI. The board reviews the delegation of authority regularly, as deemed appropriate and still retains the power monitor management's actions and performance.

ETHICS

CODE OF CONDUCT

MMI has a code of ethics and standards for conduct for ensuring that the requisite behaviour is aligned with its values.

 For further details, refer to the group code of ethics on the MMI website www.mmiholdings.com.

The code of ethics and standards for conduct addresses, amongst others, the following areas:

- Commitment to regulatory compliance.
- Prohibiting the giving and receiving of bribes.
- Prohibiting facilitation of payments.
- Dealing with conflicts of interest.
- Anti-money laundering activities.
- Prohibition of anti-competitive practices.

REPORTING FRAUD AND UNETHICAL BEHAVIOUR

MMI has a number of business-specific anti-fraud and unethical behaviour reporting structures and processes in place, which includes telecommunication lines and web reporting tools for all employees, customers and authorities in local, and African subsidiaries. These reporting structures adhere to the standards set in relevant legislation and good corporate practices.

PROMOTION OF ACCESS TO INFORMATION ACT, 2 OF 2000

MMI Holdings has established a formal process to timeously deal with requests for access to records by third parties within the prescriptions of the Act.

INFORMATION TECHNOLOGY GOVERNANCE

MMI's business is critically dependent on its information systems and information technology (IT). To ensure appropriate governance and risk management of this key business function, exco established the MMI IT exco tasked with overseeing all IT governance and the IT strategy. The board is ultimately responsible for IT governance and the implementation of the overall IT strategy.

Key responsibilities of the IT exco include:

- Development of an MMI IT philosophy and IT strategy.
- IT risk management and assurance.
- Approval of major investments in technology (in collaboration with the board and segmental chief executive officers).
- IT performance monitoring and measurement.

The chairman of the IT exco is the chief operating officer (COO), who is also a member of the MMI exco. All IT governance issues are reported to the Risk, Capital and Compliance Committee of the board through the IT exco. MMI has also appointed a chief technology officer (CTO) who, together with the COO takes ownership of and responsibility for the MMI IT philosophy, strategy and governance. The CTO reports to the COO.

MANAGING IT RISKS

The IT exco provides executive oversight and review of MMI's IT risk profile by:

- Ensuring the MMI IT risk management framework is appropriately implemented within all segments, functions, group service areas and subsidiaries.
- Ensuring that MMI management is aware of their responsibilities as they relate to IT risk management and the implementation of controls.
- Ensuring MMI's IT risk exposure and the effectiveness of IT risk management processes are appropriate, including cyber-related risks.
- Monitoring key corrective actions initiated by management and the IT risk management functions.
- Reporting key IT risk exposure and the effectiveness of the management thereof to the Risk, Capital and Compliance Committee.

BUSINESS DISRUPTION AND DISASTER RECOVERY

MMI's business continuity management (BCM) programme ensures that our business will be able to continue its critical business processes should a large-scale incident disrupt business activities. BCM testing and disaster recovery were conducted across the group during the year under review.

The programme is driven and owned by the operating segments, with programme guidance, monitoring and reporting provided at group level. Annual activities performed as part of our BCM programme include:

- Updating our business impact analysis and recovery plans.
- Reviewing our recovery strategy and plans.
- Validating our recovery procedures by exercising them.
- Ensuring awareness of BCM throughout the group.
- Reporting on our BCM status and capability.

COMPLIANCE

The MMI compliance function is responsible for the compliance strategy of the group and oversees the effective implementation of the MMI compliance risk management policy. It is accountable to the board for managing and reporting identified compliance risks.

The compliance function is an integral part of the wider MMI risk management function and reports to the chief risk officer and the board. The chief risk officer reports to the group chief executive officer.

No material compliance breaches were reported during the period under review. MMI offers a wide range of financial services and is therefore subject to numerous legislative requirements when conducting business.

The following proposed and current legislation will have or already has a significant impact on our business:

LEGISLATION	MANAGEMENT
Solvency Assessment and Management (SAM) regime	<p>Board Notice (BN) 158 of 2014 was issued by the Financial Services Board (FSB) in December 2014, with the purpose of prescribing the governance and risk management framework to be adopted by insurers in terms of section 12(1) of the Long-term and Short-term Insurance Acts. The BN requires licensed insurers to have in place certain controls, structures, policies, and procedures by 1 April 2015 which MMI adhered to.</p> <p>At the meeting of the FSB's SAM steering committee held on 26 March 2013 the FSB made an announcement that the implementation date of SAM will be delayed by a further year to 1 January 2017. MMI continues to monitor SAM developments.</p>
Twin Peaks	<p>MMI is involved in industry initiatives aimed at the effective implementation of the new regulatory regime and have started a process to identify activities required in order to align more closely with the new regulatory regime.</p>
Financial Intelligence Centre Amendment Bill	<p>The amendment to the legislation introduces a risk-based approach to the management of money laundering in order to combat financial crimes. MMI is participating in industry initiatives regarding the proposed amendments and is assessing the changes required to comply with the legislation as it develops.</p>
Cybercrime and Cybersecurity Bill	<p>MMI provided comment on the proposed Cybercrime and Cybersecurity Bill released by the Minister of Justice and Correctional Services. Globally increasing threats around cyber security as well as the increased demand for information prompted MMI to increase our focus on the effective management of this risk, not only to ensure compliance, but to enhance business efficiencies and client protection.</p>
Treating Customers Fairly (TCF)	<p>MMI has identified client centricity as one of the main pillars supporting the MMI strategy and alignment with the TCF outcomes is therefore key to implementation of the strategy. Achieving favourable customer outcomes is centre to the way business is conducted.</p>

COMPANY SECRETARY

The company secretary has unrestricted access to the chairman of the board and chairpersons of all board committees, including the MMI Group CEO, and plays a vital role in ensuring the effectiveness of the board and its committees. The board of directors has satisfied itself that the company secretary is suitably qualified and competent, in accordance with applicable legislation, to act as the group company secretary. There is an arm's length relationship between the board and the company secretary in that the objectivity and independence of the company secretary is not unduly influenced. The company secretary engages professionally and independently of management and the directors, and does not have executive duties and responsibilities other than those that are core to a company secretary. Further to this there is no conflict of interest affecting the company secretary's ability to adequately and effectively perform her duties. For the abbreviated CV of the group company secretary, Maliga Chetty, refer to the MMI website www.mmiholdings.com.

PRESCRIBED OFFICERS

King III and the Companies Act require that the individual remuneration of all prescribed officers should be disclosed. The identified prescribed officers of MMI are Nicolaas Kruger, and Mary Vilakazi. Their remuneration is set out on pages 69 to 71.

SHARE DEALING AND INSIDER TRADING

MMI developed and adopted a policy on dealings in MMI securities, which was approved at the board meeting during November 2013. The policy was subsequently amended to include an addendum, which deals with disclosure by members of the executive committee and key employees. In essence, the policy provides guidance on trading and restrictions on dealing in the company's listed shares during closed and prohibited periods as per the provisions of the JSE Listings Requirements. The directors and company secretary (including their associates) of MMI and its major subsidiaries



may not trade during a prohibited period. All employees of the group are prohibited from trading in the listed company's shares during closed periods unless clearance to trade has been obtained from the group company secretary under the direction of the chairman of the board. The above policies have been widely distributed within MMI to ensure that directors and employees are familiar with its content. The board has also approved an Information Policy during June 2015 which deals with the identification, classification and effect of information arising in the ordinary course of business and information arising not in the ordinary course of business with respect to the listed company and the regulatory and group compliance requirements in respect thereof.

POLITICAL PARTY SUPPORT

MMI endorses all the principles and institutions that support a free and democratic society. However, it does not make donations to or in favour of any political party.

MMI DIRECTORS' MMI SHAREHOLDING AS AT 30 JUNE 2016

Listed shares	Direct beneficial '000	Indirect beneficial '000	Total '000
Nicolaas Kruger	64	4 573	4 637
Johan Burger	12	942	954
Niel Krige	–	408	408
Syd Muller	8	42	50
Sizwe Nxasana*	–	60	60
Khehla Shubane	78	7	85
Frans Truter	44	433	477
Johan van Reenen	–	40	40
Jabu Moleketi	–	70	70
Mary Vilakazi	–	1 703	1 703
Peter Cooper**	292	150	442
Total listed shares	498	8 428	8 926

* Retired as director of MMI Holdings Ltd on 30 September 2015.

** Appointed as director of MMI Holdings on 20 November 2015.

EUROPEAN CALL OPTIONS ON MMI SHARES

In terms of a private long term funding transaction with Rand Merchant Insurance Holdings Limited, the following executive directors have, in their individual capacities, purchased European Call Options on MMI shares as follows:

	Number of options	Date of transaction	Expiration date
Nicolaas Kruger	1 524 769	2015-12-07	2020-11-13
Mary Vilakazi	609 907	2015-12-07	2020-11-13
Nicolaas Kruger	2 733 082	2015-12-10	2020-11-13
Mary Vilakazi	1 093 233	2015-12-10	2020-11-13

SHAREHOLDER COMMUNICATION

The group maintains highly rated standards of shareholder communication that are widely recognised by members of the investment community. Over and above the normal interim and full-year financial disclosure, the group also publishes quarterly financial updates that are distributed to all relevant parties.

DIRECTORS' INTERESTS

As a director of MMI's strategic empowerment partner, Kagiso Tiso Holdings (Pty) Ltd, Vuyisa Nkonyeni has an interest in the contractual relationship between the two parties.

The following non-executive directors are also directors of RMI Holdings Ltd, a 25% shareholder in MMI: Johan Burger, Peter Cooper and Khehla Shubane.

DIRECTORS' SHAREHOLDINGS

The direct and indirect shareholdings of the directors of MMI as at 30 June 2016 are set out below. Directors have access to the group's shares through the open market.

MMI DIRECTORS' MMI SHAREHOLDING

AS AT 30 JUNE 2015

Listed shares	Direct beneficial '000	Indirect beneficial '000	Total '000
Nicolaas Kruger	64	315	379
Johan Burger	12	942	954
Niel Krige	–	408	408
Syd Muller	8	42	50
Sizwe Nxasana	–	60	60
Khehla Shubane	78	7	85
Frans Truter	44	433	477
Johan van Reenen	–	40	40
Total listed shares	206	2 247	2 453

MMI DIRECTORS' RMI SHAREHOLDING

AS AT 30 JUNE 2016

Listed shares	Direct beneficial '000	Indirect beneficial '000	Total '000
Johan Burger	–	1 184	1 184
Jabu Moleketi	6	14	20
JJ Njeke	17	–	17
Sizwe Nxasana	7	–	7
Khehla Shubane	25	10	35
Frans Truter	21	154	175
Peter Cooper	758	3 061	3 819
Total listed shares	834	4 423	5 257

MMI DIRECTORS' RMI SHAREHOLDING

AS AT 30 JUNE 2015

Listed shares	Direct beneficial '000	Indirect beneficial '000	Total '000
Johan Burger	–	1 184	1 184
Jabu Moleketi	6	14	20
JJ Njeke	17	–	17
Sizwe Nxasana	7	–	7
Khehla Shubane	–	10	10
Frans Truter	21	145	166
Total listed shares	51	1 353	1 404

All changes in directors' MMI and RMI shareholding between 30 June 2015 and 30 June 2016 were published on SENS as prescribed. No changes in the above shareholding/interest occurred between 30 June 2016 and the date of approval of these annual financial statements.