

MOMENTUM METROPOLITAN LIFE LIMITED

(Incorporated in the Republic of South Africa with limited liability under registration number 1904/002186/06)
(Formerly MMI Group Limited)

Unconditionally and irrevocably guaranteed by

MOMENTUM METROPOLITAN HOLDINGS LIMITED

(Incorporated in the Republic of South Africa with limited liability under registration number 2000/031756/06)
(Formerly MMI Holdings Limited)

INFORMATION STATEMENT

in respect of the

ZAR10,000,000,000

UNSECURED SUBORDINATED NOTE PROGRAMME

Momentum Metropolitan Life Limited (formerly MMI Group Limited) (the **Issuer**) intends from time to time to issue notes (the **Notes**) under the ZAR10,000,000,000 Unsecured Subordinated Note Programme (the **Programme**) on the basis set out in the amended and restated Programme Memorandum dated 4 November 2019, as amended and restated from time to time (the **Programme Memorandum**). The Notes may be issued on a continuing basis and be placed by one or more of the Dealer(s) specified in the section headed "*Summary of Programme*" under the Programme Memorandum and any additional Dealer appointed under the Programme from time to time by the Issuer, which appointment may be for a specific issue or on an ongoing basis.

The specific aggregate nominal amount, the status, maturity, interest rate, or interest rate formula and dates of payment of interest, purchase price to be paid to the Issuer, any terms for redemption or other special terms, currency or currencies, form and denomination of Notes, information as to financial exchange listings and the names of the dealers or agents in connection with the sale of Notes being offered at a particular time will be set forth or referred to in the terms and conditions contained in the Programme Memorandum (the **Terms and Conditions**), read together with the pricing supplement applicable to any Notes (the **Applicable Pricing Supplement**) and this amended and restated information statement (this **Information Statement**) dated 12 March 2020 (the **Information Statement Date**). This Information Statement will apply to all Notes issued under the Programme Memorandum and will supersede and replace the previous Information Statement dated 4 November 2019 in its entirety.

Availability of Information

This Information Statement is also available on the Issuer's website <https://momentummetropolitan.co.za/en/investor-relations/debt-investor>.

Information on the Issuer's website, other than in this Information Statement and the Programme Memorandum, is not intended to be incorporated by reference into this Information Statement, save for those documents which are incorporated by reference in the section headed "*Documents Incorporated by Reference*" in the Programme Memorandum.

Recipients of this Information Statement should retain it for future reference. It is intended that the Programme Memorandum read together with the Applicable Pricing Supplement in connection with the issuance of Notes, will refer to this Information Statement for a description of the Issuer, the Guarantor, the Issuer's and Guarantor's directors and business description, the Issuer's financial condition and results of operations (if any) and investor considerations/risk factors, until a new information statement is issued.

TABLE OF CONTENTS

	<i>Page</i>
GENERAL	3
INVESTOR CONSIDERATIONS/RISK FACTORS	5
DESCRIPTION OF MOMENTUM METROPOLITAN LIFE LIMITED	11
DESCRIPTION OF MOMENTUM METROPOLITAN HOLDINGS LIMITED	23
GENERAL INFORMATION	25

GENERAL

Capitalised terms used in this section headed "General" shall bear the same meanings as defined in the Terms and Conditions in the Programme Memorandum, except to the extent that they are separately defined in this section or this is clearly inappropriate from the context.

The Issuer certifies that to the best of its knowledge and belief there are no facts that have been omitted from this Information Statement which would make any statement false or misleading and that all reasonable enquiries to ascertain such facts have been made, and that this Information Statement contains all information required by law and the Debt Listings Requirements. The Issuer accepts full responsibility for the accuracy of the information contained in this Information Statement, except as otherwise stated therein.

The JSE takes no responsibility for the contents of this Information Statement, the annual financial statements, the integrated reports, the Programme Memorandum and the Applicable Pricing Supplement(s) of the Issuer and/or the Guarantor and any amendments or supplements to the aforementioned documents. The JSE makes no representation as to the accuracy or completeness of this Information Statement, the annual financial statements, the integrated reports, and the Programme Memorandum and the Applicable Pricing Supplement(s) of the Issuer and any amendments or supplements to the aforementioned documents and expressly disclaims any liability for any loss arising from or in reliance upon the whole or any part of the aforementioned documents. The JSE's approval of the registration of this Information Statement and listing of the Notes is not to be taken in any way as an indication of the merits of the Issuer and/or the Guarantor or of the Notes and that, to the extent permitted by law, the JSE will not be liable for any claim whatsoever.

In addition, the Issuer, having made all reasonable inquiries, confirms that this Information Statement contains or incorporates all information which is material in relation to the issuing and the offering of the Notes, that all information contained or incorporated in this Information Statement is true and accurate in all material respects and that the opinions and the intentions expressed in this Information Statement are honestly held and that there are no other facts, the omission of which, would make this Information Statement or any of such information or expression of any such opinions or intentions misleading in any material respect.

The Arranger(s), the Dealer(s) and the professional advisors have not separately verified the information contained in this Information Statement. Accordingly, no representation, warranty or undertaking, expressed or implied is made and no responsibility is accepted by the Arranger(s), Dealer(s) or any of the professional advisors as to the accuracy or completeness of the information contained in this Information Statement or any other information provided by the Issuer. None of the Arranger(s), the Dealer(s) nor any of the professional advisors accepts any liability in relation to the information contained in this Information Statement or any other information provided by the Issuer in connection with the Notes. The statements made in this paragraph are without prejudice to the responsibilities of the Issuer.

No person has been authorised by the Issuer to give any information or to make any representation not contained in or not consistent with this Information Statement or any other information supplied in connection with the issue and sale of the Notes and, if given or made, such information or representation must not be relied upon as having been authorised by the Issuer, the Arranger(s), the Dealer(s) or the professional advisors. Neither the delivery of this Information Statement nor any sale made in connection herewith shall, under any circumstances, create any implication that there has been no change in the affairs of the Issuer since the date hereof, or that any other financial statement or other information supplied in connection with the Information Statement is correct at any time subsequent to the date indicated in the document containing the same.

Neither this Information Statement nor any other information supplied in connection with the Notes constitutes the rendering of financial or investment advice by or on behalf of the Issuer, the Arranger(s), the Dealer(s) or any professional advisor.

This Information Statement and any other information supplied in connection with the Notes is not intended to provide the basis of any credit or other evaluation, and should not be considered as a recommendation by the Issuer, the Arranger(s), the Dealer(s) or any professional advisor, that any recipient of this Information Statement should purchase any Notes. Each investor contemplating purchasing any Notes should make its own independent investigation of the financial condition and affairs, and its own appraisal of the creditworthiness, of the Issuer. Each potential investor should

consult its own advisors to make its investment decision and to determine whether it is legally permitted to purchase the Notes under Applicable Laws and regulations.

Neither this Information Statement nor any other information supplied in connection with the Notes constitutes an offer or invitation by or on behalf of the Issuer, the Arranger(s), the Dealer(s) or the professional advisors to any person to subscribe for or to purchase any Notes.

This Information Statement does not constitute an offer to sell or the solicitation of an offer to buy any Notes in any jurisdiction to any person to whom it is unlawful to make the offer or solicitation in such jurisdiction. None of the Issuer, the Arranger(s), the Dealer(s), nor any professional advisor, represents that this Information Statement may be lawfully distributed, or that any Notes may be lawfully offered, in compliance with any applicable registration or other requirements in any such jurisdiction, or pursuant to an exemption available there under, or assumes any responsibility for facilitating any such distribution or offering. In particular, no action has been taken by the Issuer, the Arranger(s), the Dealer(s) or the professional advisors which would permit a public offering of any Notes or distribution of this document in any jurisdiction where action for that purpose is required. Accordingly, no Notes may be offered or sold, directly or indirectly, and neither this Information Statement nor any advertisement nor other offering material may be distributed or published in any jurisdiction, except under circumstances that will result in compliance with any Applicable Laws and regulations. The Dealer(s) has represented that all offers and sales by them will be made on the same terms and in compliance with this prohibition.

The distribution of this Information Statement and the offer for the subscription or sale of Notes may be restricted by law in certain jurisdictions. Currently, the Notes are only available for subscription by South African residents. Persons into whose possession this Information Statement or any Notes come must inform themselves about, and observe, any such restrictions. In particular there are restrictions on the distribution of this Information Statement and the offer for the subscription or sale of Notes in the United States of America, the European Economic Area, the United Kingdom and South Africa.

The Notes have not been and will not be registered under the United States Securities Act of 1933, as amended (the **Securities Act**) and may not be offered or sold in the United States of America or to, or for the account or benefit of, US persons (as defined in Regulation S under the Securities Act (**Regulation S**)). The Notes will be offered and sold only in offshore transactions outside the United States of America in accordance with Regulation S and, subject to certain exceptions, may not be offered, sold or delivered within the United States of America or to, or for the account or benefit of, US Persons.

Information and opinions presented in the Information Statement were obtained or derived from public sources that the Arranger(s), the Dealer(s) or the professional advisors believe are reliable but make no representations as to the accuracy or completeness thereof. Any opinions, forecasts or estimates (if any) herein constitute a judgment as at the date of this Information Statement. There can be no assurance that future results or events will be consistent with any such opinions, forecasts or estimates. Past performance should not be taken as an indication or guarantee of future performance and no representation or warranty, express or implied is made regarding future performance. The price, value of and income from any of the securities or financial instruments mentioned in this Information Statement (if any) can fall as well as rise. Any opinions expressed in this Information Statement are subject to change without notice and may differ or be contrary to opinions expressed by other business areas or groups of the Arranger(s), the Dealer(s) or the professional advisors as a result of using different assumptions and criteria. Furthermore, the Arranger(s) or the Dealer(s) (and their respective directors, employees, representatives and agents) or any professional advisors accept no liability for any direct or indirect loss or damage incurred arising from the use of the material presented in this Information Statement, except as provided for by law.

All trademarks, service marks and logos used in this Information Statement are trademarks or service marks or registered trademarks or service marks of the Issuer. This Information Statement may not be reproduced without the prior written consent of the Issuer, the Arranger(s) or Dealer(s). It may not be considered as advice, a recommendation or an offer to enter into or conclude any transactions.

Copies of this Information Statement are available by request from the registered offices of the Issuer.

INVESTOR CONSIDERATIONS/RISK FACTORS

Capitalised terms used in this section headed "Investor Considerations/Risk Factors" shall bear the same meanings as used in the Terms and Conditions, except to the extent that they are separately defined in this section or this is clearly inappropriate from the context.

The Issuer believes that the factors outlined below may affect its ability to fulfil its obligations under the Notes. All of these factors are contingencies which may or may not occur and the Issuer is not in a position to express a view on the likelihood of any such contingency occurring. In addition, factors which are material for the purpose of assessing the market risks associated with the Notes are also described below. The value of the Notes could decline due to any of these risks, and investors may lose some or all of their investment.

The Issuer believes that the factors described below represent the principal risks inherent in investing in the Notes, but the inability of the Issuer to pay interest, principal or other amounts on or in connection with any Notes may occur for other reasons which may not be considered significant risks by the Issuer based on information available to it at the Information Statement Date, or which it may not be able to anticipate at the Information Statement Date. Accordingly, the Issuer does not represent that the statements below regarding the risks of holding any Notes are exhaustive.

Prospective investors should also read the detailed information set out elsewhere in this Programme Memorandum to reach their own views prior to making any investment decision.

References below to the "Terms and Conditions", in relation to Notes, shall mean the "Terms and Conditions of the Notes" set out under the section of this Programme Memorandum headed "Terms and Conditions of the Notes".

Factors that may affect the Issuer's ability to fulfil its obligations under Notes issued under the Programme

Risks Relating to the Notes

The Notes may not be a suitable investment for all investors

Each potential investor in any Notes must determine the suitability of that investment in light of its own circumstances. In particular, each potential investor should:

- have sufficient knowledge and experience to make a meaningful evaluation of the Notes, the merits and risks of investing in the Notes and the information contained or incorporated by reference in this Programme Memorandum or any applicable supplement;
- have access to, and knowledge of, appropriate analytical tools to evaluate, in the context of its particular financial situation, an investment in the Notes and the impact such an investment will have on its overall investment portfolio;
- have sufficient financial resources and liquidity to bear all of the risks of an investment in the Notes, including Notes with principal or interest payable in one or more currencies, or where the currency for principal or interest payments is different from the potential investor's currency;
- understand thoroughly the terms of the Notes and be familiar with the behaviour of any relevant indices and financial markets; and
- be able to evaluate (either alone or with the help of a financial adviser) possible scenarios for economic, interest rate and other factors that may affect its investment and its ability to bear the applicable risks.

Some Notes are complex financial instruments. Sophisticated institutional investors generally do not purchase complex financial instruments as stand-alone investments. They purchase complex financial instruments as a way to reduce risk or enhance yield with an understood, measured and appropriate addition of risk to their overall portfolios. A potential investor should not invest in Notes which are complex financial instruments unless it has the expertise (either alone or with a financial adviser) to evaluate how the Notes will perform under changing conditions, the resulting effects on the value of the Notes and the impact this investment will have on the potential investor's overall investment portfolio.

There may not be an active trading market for the Notes

Notes issued under the Programme will be new securities which may not be widely distributed and for

which there is currently no active trading market (unless in the case of any particular Tranche, such Tranche is to be consolidated with and form a single series with a Tranche of Notes which is already issued). If the Notes are traded after their initial issuance, they may trade at a discount to their initial offering price, depending upon prevailing interest rates, the market for similar securities, general economic conditions and the financial condition of the Issuer. There is no assurance as to the development or liquidity of any trading market for any particular Tranche of Notes.

The Notes may be redeemed prior to maturity

Unless in the case of any particular Tranche of Notes the Applicable Pricing Supplement specifies otherwise, in the event that the Issuer would be obliged to increase the amounts payable in respect of any Notes due to any withholding or deduction for or on account of any present or future taxes, duties, assessments or governmental charges of whatever nature imposed, levied, collected, withheld or assessed by or on behalf of the government of South Africa or any political subdivision thereof or any authority therein or thereof having power to tax, the Issuer may redeem all Outstanding Notes in accordance with the Conditions.

If in the case of any particular Tranche of Notes, such Notes are no longer or will no longer qualify as capital for purposes of the capital adequacy requirement applicable to the Issuer under the Regulatory Capital Requirement, the Issuer may redeem the relevant Notes in accordance with Condition 10.4 (*Early Redemption/Substitution following the occurrence of a Capital Disqualification Event*).

In addition, if in the case of any particular Tranche of Notes the Applicable Pricing Supplement specifies that the Notes are redeemable at the Issuer's option in certain other circumstances, the Issuer may choose to redeem the Notes at times when prevailing interest rates may be relatively low. In such circumstances an investor may not be able to reinvest the redemption proceeds in a comparable security at an effective interest rate as high as that of the relevant Notes.

Because uncertificated Notes are held in the CSD, investors will have to rely on their procedures for transfer, payment and communication with the Issuer

Notes issued under the Programme which are listed on the Interest Rate Market of the JSE or such other or additional Financial Exchange and/or held in the CSD may, subject to Applicable Laws and the Applicable Procedures, be issued in uncertificated form. Unlisted Notes may also be held in the CSD in uncertificated form. Notes held in the CSD will be issued, cleared and settled in accordance with the Applicable Procedures through the electronic settlement system of the CSD. Except in the limited circumstances described in the Terms and Conditions, investors will not be entitled to receive Individual Certificates. The CSD will maintain records of the Beneficial Interests in Notes and/or issued in uncertificated form, which are held in the CSD (whether such Notes are listed or unlisted). Investors will be able to trade their Beneficial Interests only through the CSD and in accordance with the Applicable Procedures.

Payments of principal and/or interest in respect of uncertificated Notes will be made to the CSD or the Participants and the Issuer will discharge its payment obligations under the Notes by making payments to the CSD or the Participants for distribution to their account holders. A holder of a Beneficial Interest in uncertificated Notes, whether listed or unlisted, must rely on the procedures of the CSD to receive payments under the relevant Notes. Each investor shown in the records of the CSD or the Participants, as the case may be, shall look solely to the CSD or the Participant, as the case may be, for his share of each payment so made by the Issuer to the registered holder of such uncertificated Notes. The Issuer has no responsibility or liability for the records relating to, or payments made in respect of, such Beneficial Interests.

Holders of Beneficial Interests in uncertificated Notes will not have a direct right to vote in respect of the relevant Notes. Instead, such holders will be permitted to act only to the extent that they are enabled by the CSD to appoint appropriate proxies.

Credit Rating

Tranches of Notes issued under the Programme, the Issuer and/or the Guarantor and/or the Programme, as the case may be, may be rated or unrated. A Rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning Rating Agency. Any adverse change in an applicable credit rating assigned to any Notes, the Issuer, the Guarantor and/or the Programme could adversely affect the trading price for the Notes issued under the Programme.

Risks related to the structure of the particular issue of Notes

A wide range of Notes may be issued under the Programme. A number of these Notes may have features which contain particular risks for potential investors. Set out below is a description of certain such features:

Notes subject to optional redemption by the Issuer

An optional redemption feature is likely to limit the market value of the Notes. During any period when the Issuer may elect to redeem the Notes, the market value of those Notes generally will not rise substantially above the price at which they can be redeemed. This also may be true prior to any redemption period. The Issuer may be expected to redeem Notes when its cost of borrowing is lower than the interest rate on the Notes. At those times, an investor generally would not be able to re-invest the redemption proceeds at an effective interest rate as high as the interest rate on the Notes being redeemed and may only be able to do so at a significantly lower rate. Potential investors should consider reinvestment risk in light of other investments available at that time.

Index-Linked and Dual Currency Notes

The Issuer may issue Notes the terms of which provide for interest or principal payable in respect of such Notes to be determined by reference to an index or formula, to changes in the prices of securities or commodities, to movements in currency exchange rates or other factors (each, a **Relevant Factor**) or with principal or interest payable in one or more currencies which may be different from the currency in which the Notes are denominated. Potential investors should be aware that:

- the market price of such Notes may be volatile;
- no interest may be payable on such Notes;
- payments of principal or interest on such Notes may occur at a different time or in a different currency than expected;
- the amount of principal payable at redemption may be less than the Nominal Amount of such Notes or even zero;
- a Relevant Factor may be subject to significant fluctuations that may not correlate with changes in interest rates, currencies or other indices;
- if a Relevant Factor is applied to Notes in conjunction with a multiplier greater than one or contains some other leverage factor, the effect of changes in the Relevant Factor on principal or interest payable is likely to be magnified; and
- the timing of changes in a Relevant Factor may affect the actual yield to investors, even if the average level is consistent with their expectations. In general, the earlier the change in the Relevant Factor, the greater the effect on yield.

Partly-paid Notes

The Issuer may issue Notes where the issue price is payable in more than one instalment. Failure to pay any subsequent instalment could result in an investor losing all of its investment.

Notes issued at a substantial discount or premium

The market values of securities issued at a substantial discount or premium from their principal amount tend to fluctuate more in relation to general changes in interest rates than do prices for conventional interest-bearing securities. Generally, the longer the remaining term of the securities, the greater the price volatility as compared to conventional interest-bearing securities with comparable maturities.

Variable Rate Notes with a multiplier or other leverage factor

Notes with variable interest rates can be volatile investments. If they are structured to include multipliers or other leverage factors, or caps or floors, or any combination of those features or other similar related features, their market values may be even more volatile than those for securities that do not include those features.

Fixed/Floating Rate Notes

Fixed/Floating Rate Notes may bear interest at a rate that the Issuer may elect to convert from a fixed rate to a floating rate, or from a floating rate to a fixed rate. The Issuer's ability to convert the interest rate will affect the secondary market and the market value of such Notes since the Issuer may be expected to convert the rate when it is likely to produce a lower overall cost of borrowing. If the Issuer converts from a fixed rate to a floating rate, the spread on the Fixed/Floating Rate Notes may be less favourable than then prevailing spreads on comparable Floating Rate Notes tied to the same reference rate. In addition, the new floating rate may at any time be lower than the rates on other Notes. If the Issuer converts from a floating rate to a fixed rate, the fixed rate may be lower than then prevailing rates on its Notes.

Notes where denominations involve integral multiples: Individual Certificates

In relation to any issue of Notes which have denominations consisting of a minimum Specified Denomination plus one or more higher integral multiples of another smaller amount, it is possible that such Notes may be traded in amounts that are not integral multiples of such minimum Specified Denomination. In such a case a holder who, as a result of trading such amounts, holds an amount which is less than the minimum Specified Denomination in his account with the relevant clearing system at the relevant time may not receive an Individual Certificate in respect of such holding and would need to purchase a Nominal Amount of Notes such that its holding amounts to a minimum Specified Denomination.

If Individual Certificates are issued, holders should be aware that Individual Certificates which have a denomination that is not an integral multiple of the minimum Specified Denomination may be illiquid and difficult to trade.

Modification and waivers and substitution

The Terms and Conditions contain provisions for calling meetings of Noteholders to consider matters affecting their interests generally. These provisions permit defined majorities to bind all Noteholders including Noteholders who did not attend and vote at the relevant meeting and Noteholders who voted in a manner contrary to the majority.

Regulatory approval

In granting approval for the issue of Notes, the Regulator may set out certain conditions, including the prior consent of the Regulator to an early redemption of the Notes or the repayment of amounts due in respect of the Notes following an Event of Default. There can be no assurance that the approval of the Regulator will be granted upon the occurrence of these events. Further, the Regulator has the ability to require that principal and/or interest is deferred as per Condition 9.3 (*Deferred Payment*) which may result in investors not receiving their monies on a timely basis.

Change of law

The Notes are governed by, and will be construed in accordance with, South African law in effect as at the Information Statement Date. No assurance can be given as to the impact of any possible judicial decision or change to South African law or administrative practice in South Africa after the Information Statement Date.

Legal investment considerations may restrict certain investments

The investment activities of certain investors are subject to legal investment laws and regulations, or review or regulation by certain authorities. Each potential investor should consult its legal advisers to determine whether and to what extent (i) the Notes are legal investments for it; (ii) the Notes can be used as collateral for various types of borrowing; and (iii) other restrictions apply to its purchase or pledge of any Notes. Financial institutions should consult their legal advisers or the appropriate regulators to determine the appropriate treatment of the Notes under any applicable risk-based capital or similar rules.

Regulatory Capital Requirement - Financial Soundness and Governance and Operational Standards

The new Insurance Act, 2017 came into effect on 1 July 2018 (the **Insurance Act**). The Insurance Act established the principle of proportionality, which means that the regulatory requirements are to be applied in a manner which is proportionate to the nature, scale and complexity of the risks inherent to the business of an insurer and insurance group. The Insurance Act provides for a number of matters to be addressed in Prudential Standards issued by the Regulator, these matters relate to financial soundness, governance, disclosure and operational matters. The Regulator has grouped the Prudential Standards into Financial Soundness Prudential Standards and Governance and Operational Standards. The Solvency Assessment Management regime, which was aimed at the protection of policyholders and beneficiaries, informed the Prudential Standards.

The Financial Soundness Standards for Insurers provide the first pillar of regulatory assurance around the capacity of insurers to meet their financial promises. The Governance and Operational Standards provide a second pillar of regulatory assurance, aimed at ensuring insurers maintain a minimum standard of sound governance and prudent business management.

Prudential Standards for Financial Soundness

An insurer must at all times maintain its business in a financially sound condition, by holding eligible own funds (capital) that are at least equal to the minimum capital requirement or solvency capital requirement, as prescribed by the Regulator, whichever is the greater. The Financial Soundness Standards sets out the high-level framework for assessing the financial soundness of South African insurers from a regulatory perspective and are designed to ensure that insurers can meet policyholder obligations by holding own funds of sufficient quality and quantity to absorb significant unforeseen losses arising from the risks associated with an insurer's activities. The Standards address matters of assessing how much eligible own funds an insurer actually holds and how much it is required to hold for regulatory purposes.

Governance and Operational Standards

The Governance and Operational Standards contain the minimum requirements for governance, from board structures through to the allocation of roles and responsibilities within an insurer. Since insurers absorb risk from the economy, it is essential they manage those risks professionally and prudently. The Governance and Operational Standards also establish the Prudential Authority's minimum requirements for an insurer's approach to risk management and control; fitness and propriety of key persons responsible for critical functions and activities within an insurer's business, and significant owners; oversight of outsourcing arrangements; controls around transfers of business from one insurer to another and other significant transactions.

Changing Regulatory and Business Landscape

The FSR Act underpins the Twin Peaks approach to regulation which is characterised by separate prudential and market conduct regulators. The FSR Act created the Prudential Authority (located at the South African Reserve Bank) which is mandated to amongst other things, promote and enhance the safety and soundness of financial institutions, and the Financial Sector Conduct Authority which is mandated to regulate market conduct in the financial sector. To support the Twin Peak approach a number of existing financial sector laws were amended (e.g. Financial Advisory and Intermediary Services Act); new financial sector laws came into effect (e.g. Insurance Act) and a number of additional financial sector laws and other legislative changes are still under development (e.g. the Conduct of Financial Institutions Act and the Financial Sector Laws Act).

In granting its approval for the issue of the Notes, the Regulator has set out certain conditions associated with the approval, including the prior consent of the Regulator to an early redemption of Notes or the repayment of amounts due in respect of the Notes following an Event of Default. There can be no assurance that the approval of the Regulator will be granted upon the occurrence of any of these events.

Risks associated with the Financial Condition of the Momentum Metropolitan Life Limited

Timely and ultimate payment of principal and interest on the Notes depends on the financial condition of the Issuer. The financial condition of the Issuer may be affected by many business and operational factors, including but not limited to legislative or regulatory changes such as new prudential requirements, industry wide issues, market conditions or investor confidence, as well as issues specific to the ***Momentum Metropolitan Life Limited*** such as mortality experience on its portfolio, investment return below expectation, its cost base and the sentiments of policyholders and distributions following management actions. Other risks, as highlighted in "*Description of Momentum Metropolitan Life Limited*" can also affect the timely payment of interest and principal.

Risks Relating to the Issuer

Risks affecting the business of the Issuer are set out in the section of this Programme Memorandum headed "*Description of Momentum Metropolitan Life Limited*".

DESCRIPTION OF MOMENTUM METROPOLITAN LIFE LIMITED

Capitalised words used in this section headed "Description of Momentum Metropolitan Life Limited" shall bear the same meanings as used in the Terms and Conditions, except to the extent that they are separately defined in this section or this is clearly inappropriate from the context.

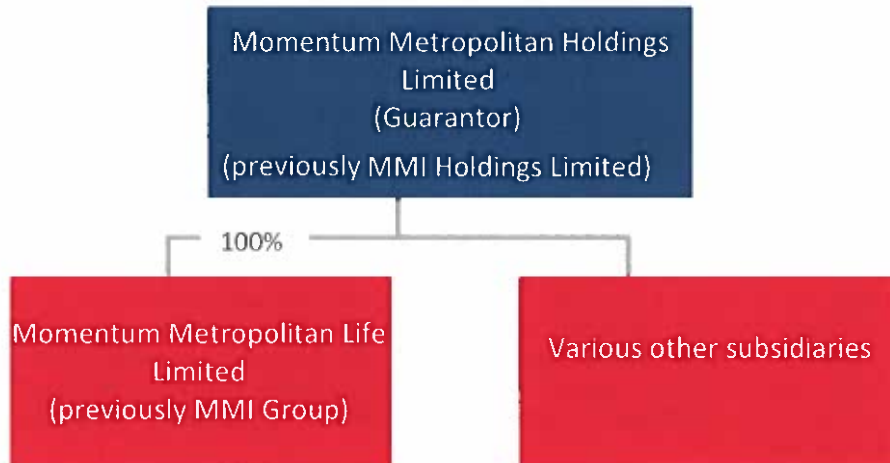
1. INTRODUCTION

The Issuer is a wholly-owned subsidiary of Momentum Metropolitan Holdings Limited (MMH). MMH is a South African based financial services group listed on the JSE and the Namibian Stock Exchange.

Through its client-facing brands Metropolitan and Momentum, with Multiply (wellness and rewards programme), as well as other specialist brands, including Guardrisk and Eris, MMH enables business and people from all walks of life to achieve their financial goals and life aspirations.

MMH helps people grow their savings, protect what matters to them and invest for the future. The company assists organisations to care for and reward their employees and members. Through its own network of advisers or via independent brokers and utilising new platforms, MMH provides practical financial solutions for people, communities and businesses.

As at the Information Statement Date, the Issuer's group structure is as follows:



2. BACKGROUND AND HISTORY

MMH was created in December 2010 with the merger of Momentum Group Limited and Metropolitan Holdings Limited. After consultation with the Financial Services Board (FSB), who was the primary regulatory body at the time, MMH applied to the High Court of South Africa for the approval of the amalgamation of its two main long-term insurance licences, being Momentum Group Limited and Metropolitan Life Limited. As a preparatory step for this legal amalgamation of the long-term insurance licences, Momentum Group Limited changed its name to Momentum Metropolitan Life Limited. The court approval for the amalgamation was granted on 20 May 2013 and the assets and liabilities of Metropolitan Life Limited were sold to Momentum Metropolitan Life Limited on this date.

Metropolitan and Momentum remain the two main client facing brands through which the Issuer conducts business.

3. OWNERSHIP AND CONTROL

The holding company of the Issuer is MMH, and the major shareholder in MMH is Rand Merchant Insurance Holdings Limited.

Please refer to the following website link for an updated view of the shareholding structure:

<https://www.momentummetropolitan.co.za/en/about/shareholder-structure>

REVIEW OF OPERATIONS/DESCRIPTION OF BUSINESS

Management has determined the operating segments based on the way the business is managed. The reports used by the chief operating decision-makers and members of the executive committee to make strategic decisions reflect this.

The company has a segmental reporting view that is aligned with the client-centric goals of the company. The client-centric reporting view reflects the following segments:

- **Momentum Retail:** Momentum Retail offers a wide range of financial solutions to middle and affluent market segments. Its product range spans major insurance lines and a wide range of savings and investment products. Its business is differentiated through the quality of its advice channels and its commitment to high levels of client engagement to encourage its clients to make choices that optimise their financial and physical wellness. Its most popular product solutions are retirement savings and life insurance. A key differentiator for Momentum Retail is Multiply, its wellness and rewards programme. Clients who are also Multiply members enjoy premium discounts, partner rewards and access to personal financial management tools.
- **Metropolitan Retail:** Metropolitan Retail is a long-established life insurance provider in the lower- and middle-income segments. It offers advice and personalised, simple product solutions to help plan for and achieve financial life goals. Metropolitan Retail's most popular products include funeral plans, savings policies, underwritten life cover policies, and annuities. Its funeral plans are unique, personalised low sum insured whole life policies designed to pay for funeral costs.
- **Momentum Corporate:** Momentum Corporate provides insurance, health, administration and investment services to employee groups in the private and public sectors. The business is one of the largest underwriters of death and disability insurance in the corporate market. It also has a strong market share in umbrella funds (multi-employer retirement schemes) and annuity solutions.
- **International:** International operates in the rest of Africa, India and the United Kingdom. It offers a wide range of solutions in these areas, with a focus on life, health and short-term insurance products. In Africa, life insurance is offered in nine countries and health insurance offered in seven as well as in India. MM's Multiply wellness programme is active only in India at present, where it complements the health insurance offering. The plan to exit a number of African countries to improve focus on remaining operations has been announced.
- **Shareholder Capital:** The Shareholder Capital segment reflects investment income on capital held to support operations, earnings from start-up ventures not yet allocated to other segments, and some costs not allocated to operating segments.

Product houses support the segments to deliver product solutions that segments can distribute to clients. There are five of these product houses supporting the segments, namely: Momentum Investments, life insurance, health, short-term insurance and client engagement solutions. Each of the product houses design solutions that meet unique financial wellness needs of clients as identified by our segment business.

Please refer to the following website link for an updated view of the Issuer's operating model:

<https://www.momentummetropolitan.co.za/en/about/operating-model>

Please refer to the following website link for an updated view of the Issuer's operations:

<https://www.momentummetropolitan.co.za/en/about/brands>

4. RISK MANAGEMENT

Introduction

The Issuer's risk philosophy recognises that managing risk is an integral part of generating shareholder value and enhancing stakeholder interests. It also recognises that an appropriate balance should be struck between entrepreneurial endeavour and sound risk management practice.

The Issuer's key risk management strategies are to:

- Understand the nature of the risks the Issuer is exposed to, the range of outcomes under different scenarios, and the capital required for assuming these risks.
- Manage shareholder value by generating a long-term sustainable return on the capital required to back the risks assumed.
- Ensure the protection of client interests by maintaining adequate solvency levels.
- Ensure that capital and resources are strategically focused on activities that generate the greatest value on a risk-adjusted basis.
- Create a competitive long-term advantage in the management of the business with greater responsibility to all stakeholders.

As at the Information Statement Date, the Issuer actively manages the following risk categories and types of risk:

Risk category	Description	Type of risk	Risk management
Market risk	Market risk is the risk of losses arising from adverse movements in the level and/or volatility of financial market prices and rates.	<ul style="list-style-type: none"> • Equity risk • Interest rate risk • Credit spread risk • Property risk • Currency risk • Inflation risk • Concentration risk • Basis risk 	<ul style="list-style-type: none"> • Managed in terms of the Momentum Metropolitan Life Limited (MML) Shareholder Asset and Liability Management Policy and Client Investment Policy. • The Balance Sheet Management (BSM) executive committee is responsible for the day-to-day management of the Issuer's market risks, with the Capital and Investment Committee (C&IC) that is a sub-committee of the MML executive committee and chaired by the MML financial director, providing oversight over the functions performed by the BSM executive committee.

Risk category	Description	Type of risk	Risk management
			<ul style="list-style-type: none"> The Board Risk Capital and Compliance (BRCC) committee provides oversight over market risks assumed on behalf of shareholders and assumes overall responsibility for shareholder market risks in MML. The MML product management committee provides oversight over the management of policyholder market risk.
Credit risk	<p>Credit risk is the risk of losses arising from the potential that a counterparty will fail to meet its obligations in accordance with agreed terms. It arises from investment and noninvestment activities, such as reinsurance credit risk, unsecured lending, amounts due from intermediaries, policy loans and scrip lending.</p>	<ul style="list-style-type: none"> Concentration risk Counterparty / default risk Downgrade or migration risk (portfolio quality) 	<ul style="list-style-type: none"> Managed in terms of the MML credit policy, shareholder credit policy and client investment policy. The BSM executive committee is responsible for the day-to-day management of the Issuer's credit risks, with the C&IC that is a sub-committee of the MML executive committee and chaired by the MML financial director, providing oversight over the functions performed by the BSM executive

Risk category	Description	Type of risk	Risk management
			<p>committee.</p> <ul style="list-style-type: none"> The BRCC committee provides oversight over credit risks assumed on behalf of shareholders and assumes overall responsibility for shareholder credit risks in MML. MML product management committees are responsible for setting the credit risk sections of mandates for linked policyholder portfolios and for monitoring the performance.
Liquidity risk	<p>This is the risk that, though solvent, the organisation has inadequate cash resources to meet its financial obligations when due, or where these resources can only be secured at excessive cost.</p>	<ul style="list-style-type: none"> Funding liquidity risk Market (trading) liquidity risk 	<ul style="list-style-type: none"> Managed in terms of MML liquidity risk policy and client investment policy. The BSM executive committee is responsible for the day-to-day management of Issuer's liquidity risks, with the C&IC that is a sub-committee of the MML executive committee and chaired by the MML financial director, providing oversight over the functions performed by the BSM executive

Risk category	Description	Type of risk	Risk management
			<p>committee.</p> <ul style="list-style-type: none"> The BRCC committee provides oversight over liquidity risks assumed on behalf of shareholders and assumes overall responsibility for shareholder liquidity risks in MML.
<p>Long-term insurance risk</p>	<p>Life insurance risk is the risk that future risk claims and expenses will cause an adverse change in the value of long-term (life) insurance contracts. The value of long-term insurance contracts is the expectation in the pricing and/or liability of the underlying contract where insurance liabilities are determined using an economic boundary.</p>	<ul style="list-style-type: none"> Mortality risk Longevity risk Health insurance risk Morbidity / disability risk Lapse / persistency risk Catastrophe risk Retrenchment risk 	<ul style="list-style-type: none"> Managed in terms of the MML insurance risk policy. The MML Board has a duty under the Insurance Act, 2017 to ensure that a legal entity remains solvent and able to meet liabilities. The actuarial function is responsible for expressing an opinion to the board of directors on the reliability and adequacy of the calculations of the insurer's technical provisions, and minimum and solvency capital requirements. The actuarial function is also responsible for evaluating and providing advice to the board of directors, senior management and other control functions on the financial

Risk category	Description	Type of risk	Risk management
			<p>soundness position of the insurer, including the impact of any proposed dividend declaration or payment. The actuarial committee supports the head of actuarial function in his responsibility for the oversight of insurance risk. The actuarial committee has been appointed by the MML Board to ensure that the technical actuarial aspects specific to insurance companies are debated and reviewed independently.</p>
Short-term insurance risk	Short-term insurance risk is defined as the risk of unexpected underwriting losses in respect of existing short-term insurance business as well as the new business expected to be written over the following 12 months.	<ul style="list-style-type: none"> • Premium risk • Reserve risk • Lapse risk • Catastrophe risk 	<ul style="list-style-type: none"> • Managed in terms of the MML insurance risk policy.
Operational risk	Operational risk is defined as the risk of loss arising from inadequate or failed internal processes, people, and/or systems, or from external events.	<ul style="list-style-type: none"> • Project risk • Process risk • Information management risk • Client risk • Product risk • Third party risk • People risk • Fraud risk 	<ul style="list-style-type: none"> • Management and employees at every level of the business are accountable for the day-to-day identification, management and monitoring of operational risks. • Managed in terms of operational risk

Risk category	Description	Type of risk	Risk management
		<ul style="list-style-type: none"> • Technology risk • Business continuity risk • Tax Risk • Legal Risk 	<p>management policies. The policies include a number of specialist risk policies.</p> <ul style="list-style-type: none"> • The group operational risk functions (including separate tax and legal risk functions) and/or audit and risk functions and panels in the business units of the Issuer oversee the operational risk management processes.
Strategic and business performance risk	These are risks that can adversely affect the fulfilment of business and strategic objectives to the extent that the viability of a business is compromised.	<ul style="list-style-type: none"> • Strategic choice risk • Strategic execution risk • Business volume risk • Expense risk • Reputational risk 	<ul style="list-style-type: none"> • The individual business areas, chief executive officers and MML executive committee members are responsible for the development and execution of business level strategy. • The board sets the Issuer's overall strategy and ensures that strategic objectives set at a business level are consistent with the overall MML strategy.
Compliance Risk	This is the risk of legal or regulatory sanctions, material financial loss or loss to reputation that the Issuer and its businesses may suffer as a result of its failure to comply with legislation,		<ul style="list-style-type: none"> • Managed in terms of the MML compliance risk management policy. • The group compliance risk

Risk category	Description	Type of risk	Risk management
	regulation, rules, related self-regulatory organisational standards or codes of conduct applicable to the activities of the Issuer and its businesses.		function and/or audit and risk functions and panels in the business units of the Issuer oversee the compliance risk management process.
Group-specific risk	Group-specific risk is defined as all risks arising at an insurance group level, that are specific for insurance groups and that cannot be identified at an individual entity level. Group risk therefore arises as a result of the interdependencies between entities in an insurance group as well as the complexities of the structure underlying the insurance group.	<ul style="list-style-type: none"> • Contagion risk • Risks arising from intra-group transactions and risk concentration • Risks arising from the complexity of the group structure 	<ul style="list-style-type: none"> • The BSM executive committee is responsible for the day-to-day management of the Issuer's group-specific risk with the C&C that is a sub-committee of the MML executive committee and chaired by the MML financial director, providing oversight over the functions performed by the BSM executive committee. • The BRCC provides oversight group-specific risk on behalf of shareholders.
Market conduct risk	Market Conduct risk is the risk of the organisation not delivering on fair client outcomes, which could result in loss of trust, reputation and market share with our clients and in the industry.		<ul style="list-style-type: none"> • Managed in terms of the MML market conduct framework. • Oversight of the Market Conduct Framework within the Issuer is charged to the MML board of directors. This duty is delegated

Risk category	Description	Type of risk	Risk management
			to the MML Fair Practices Committee and its subcommittees.

5. COMPANY SECRETARY

Ms Gcobisa Tyusha

Group Company Secretary

Academic qualifications: BCom, Postgraduate Diploma in Business Management, Programme in Strategic Management and Corporate Governance

Physical Address: 268 West Avenue, Centurion, Gauteng, 0157

Postal Address: Momentum, PO Box 7400, Centurion, 0046

Email: Gcobisa.Tyusha@momentummetropolitan.co.za

6. BOARD OF DIRECTORS

As at the Programme Date, the Issuer had the following directors:	
Hilgard Pieter Meyer (Chief Executive Officer)	Executive
Jeanette Christina Cilliers (Marais)	Executive
Risto Sakari Ketola	Executive
Mfundiso Johnson Ntabankulu Njeke (Chairman)	Independent non-executive
Fatima Daniels (Jakoet)	Independent non-executive
Prof. Stephen Craig Jurisich	Independent non-executive
Frans Johannes Christiaan Truter	Independent non-executive
Sello Matthews Moloko	Independent non-executive
Dr Sharron Laverne McPherson	Independent non-executive
Lisa Masozi Chiume	Non-executive
Kgaugelo Samantha Legoabe-Kgomari	Non-independent non-executive

Please refer to the following website link for an updated view of the Issuer's Board of Directors:

<https://www.momentummetropolitan.co.za/en/about/leadership/momentummetropolitanlife-board-of-directors>

7. CORPORATE GOVERNANCE AND REGULATORY FRAMEWORK

The Issuer's board is committed to the highest standards of corporate practice and conduct. The Issuer strives to have the best processes in place to implement principles of good corporate governance and to assist directors in their duties and responsibilities, which include the delivery of excellent service to all stakeholders.

7.1 Governance Structure

Momentum Metropolitan is committed to the highest standards of corporate practise and strives to implement the best processes and principles of good corporate governance to create value for all stakeholders.

Furthermore, Momentum Metropolitan's business philosophy is informed by its values and its desire to be the leading financial services provider on the African continent. Appropriate best practice is adopted and monitored in all the countries where it has operations.

Please refer to the following website link for more information regarding the Issuer's governance structures:

<https://www.momentummetropolitan.co.za/en/about/governance>

7.2 Assessment of King code compliance

The Issuer is a licensed life insurer and wholly-owned subsidiary of Momentum Metropolitan Holdings Limited (MMH), which is a JSE listed entity. MMH subsidiaries are required to apply all guidelines, policies and procedures developed by MMH as far as is reasonably possible, subject to regulatory provisions. MMH and its subsidiaries (including the Issuer) achieves the King IV™ governance outcomes through application of the principles as set out in the code, and this applies to all material subsidiaries, which includes the Issuer.

The assessment of the application of King IV™ for the Issuer and MMH is ongoing. The assessment results to date show that MMH and its subsidiaries (including the Issuer) governance processes are well entrenched and that the MML is generally compliant with the principles of King IV™. For a table disclosing the principles of King IV™, and how each has been applied to the material MMH companies, including the Issuer, refer to the MMH Integrated Report and to the King IV™ application register, which is available on the Momentum Metropolitan website:

<https://www.momentummetropolitan.co.za/en/about/governance>

7.3 Board and committees

The MMH board is the custodian of the group's corporate governance, acts in the best interests of MMH and its stakeholders at all times and takes ultimate responsibility for MMH and its group of companies (generally). 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 by their respective terms of reference that set out their purpose, composition and duties. The MMH board charter is reviewed on a regular basis and is in line with best corporate governance principles.

The MMH board is supported by the board committees depicted in the MMH organogram shown earlier. These committees are empowered to further delegate authority to appropriate forums to assist them in dealing with matters defined in the terms of reference. These committees report to the MMH board on a quarterly basis and to other relevant boards, committees and forums in MMH as required. The MMH board approves the delegated responsibility and powers, limits and authorities applicable to each board committee.

As at the Information Statement Date, the board currently consists of the following committees:

- Social, Ethics and Transformation Committee
- Fair Practices Committee
- Risk, Capital and Compliance Committee
- Nominations Committee
- Remuneration Committee
- Actuarial Committee
- Audit Committee

An updated view of MMH's governance structures, assessment of compliance with the latest King Code on Corporate Governance & Board and Committees is available at the following website link:

<https://www.momentummetropolitan.co.za/en/about/governance>

8. BLACK ECONOMIC EMPOWERMENT DEVELOPMENTS:

At MMH we're steadfast in our commitment to transformation. The Social, Ethics and Transformation Committee of the board believes that transformation is integral to achieving our vision of being the preferred lifetime financial wellness partner with a reputation for innovation and trustworthiness.

Broad-Based Black Economic Empowerment (B-BBEE) underpins our strategic objective to

enhance financial wellness, to promote access to financial services and improve financial literacy in a country that continues to grapple with inequality.

We are proud that MML is the first major insurance group to reach Level 1 B-BBEE status under the revised Financial Sector Code.

This rating applies to all companies within the group, including the client-facing brands Metropolitan, Momentum, Multiply (rewards and lifestyle wellness programme), and specialist brands, Guardrisk and Eris Property Group. Please refer to the following website link for an updated view of the Issuer's Black Economic Empowerment Developments:
<https://www.momentummetropolitan.co.za/en/sustainability/transformation>

DESCRIPTION OF MOMENTUM METROPOLITAN HOLDINGS LIMITED

Capitalised words used in this section headed "Description of Momentum Metropolitan Holdings Limited" shall bear the same meanings as used in the Terms and Conditions, except to the extent that they are separately defined in this section or this is clearly inappropriate from the context.

1. BACKGROUND AND HISTORY

Momentum Metropolitan Holdings Limited (MMH) is a South African based financial services group listed on the JSE and the Namibian Stock Exchange.

MMH was formed from the merger of Metropolitan and Momentum, sizeable insurance-based financial services companies in South Africa and listed on the JSE on 1 December 2010.

With market capitalisation of R28 billion and an embedded value of R39.6 billion (to end June 2018), MMH remains one of South Africa's larger life insurers and integrated financial services company.

MMH conducts its business through operating brands Metropolitan, Momentum, Guardrisk and Eris Properties.

MMH offers the following products and services for both individuals and companies (including institutions and organisations):

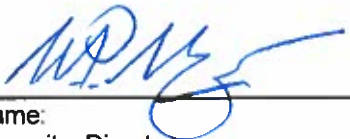
- Long and short-term Insurance
- Employee benefits, including healthcare and retirement provision
- Asset management, property management, investments and savings
- Healthcare administration and health risk management
- Client engagement solutions, including the Multiply wellness and rewards programme

2. BOARD OF DIRECTORS


As at the Programme Date, the Guarantor had the following directors:	
Hilgard Pieter Meyer (Chief Executive Officer)	Executive
Jeanette Christina Cilliers (Marais)	Executive
Risto Sakari Ketola	Executive
Mfundiso Johnson Ntabankulu Njeke (Chairman)	Independent non-executive
Fatima Daniels (Jakoet)	Independent non-executive
Prof. Stephen Craig Jurisich	Independent non-executive
Jacob Daniel Krige	Independent non-executive
Jabulani Phillip Moleketi	Independent non-executive
Vuyisa Nkonyeni	Independent non-executive
Khehla Cleopas Shubane	Independent non-executive
Frans Truter	Independent non-executive
Johannes Cornelius van Reenen	Independent non-executive
Peter Cooper	Independent non-executive
Sello Matthews Moloko	Independent non-executive
Sharron Laverne Mc Pherson	Independent non-executive
Lisa Masozi Chiume	Independent non-executive
Linda de Beer	Independent non-executive
Kgaugelo Samantha Legoabe-Kgomari	Non-independent non-executive

SIGNED at CENTURION on this the 12 day of MARCH 2020.

For and on behalf of
MOMENTUM METROPOLITAN LIFE LIMITED



Name:
Capacity: Director
Who warrants his/her authority hereto



Name:
Capacity: Director
Who warrants his/her authority hereto

GENERAL INFORMATION

ISSUER

Momentum Metropolitan Life Limited

(registration number 1904/002186/06)

268 West Avenue

Centurion, 0157

South Africa

P O Box 7400

Centurion, 0046

South Africa

Contact: The Company Secretary: Ms G Tyusha

Telephone Number: (012) 673 1931

GUARANTOR

Momentum Metropolitan Holdings Limited

(registration number 2000/031756/06)

268 West Avenue

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South Africa

P O Box 7400

Centurion, 0046

South Africa

Contact: The Company Secretary: Ms G Tyusha

Telephone Number: (012) 673 1931

ARRANGER AND DEALER

FirstRand Bank Limited,

acting through its Rand Merchant bank division

(registration number 1929/001225/06)

1 Merchant Place

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South Africa

P O Box 786273

Sandton, 2146

South Africa

Contact: Head of Debt Finance Group

Telephone Number: (011) 282 8000

JSE DEBT SPONSOR

FirstRand Bank Limited,

acting through its Rand Merchant bank division

(registration number 1929/001225/06)

1 Merchant Place

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Sandton, 2196

South Africa

P O Box 786273

Sandton, 2146

South Africa

Contact: Head of Debt Finance Group

Telephone Number: (011) 282 8000

PAYING AGENT, CALCULATION AGENT, TRANSFER AGENT AND ISSUER AGENT

**FirstRand Bank Limited,
acting through its Rand Merchant bank division**

(registration number 1929/001225/06)

1 Merchant Place

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