

ANNUAL FINANCIAL STATEMENTS

NAME OF RETIREMENT FUND: OLD MUTUAL SUPERFUND PENSION FUND

FINANCIAL SECTOR CONDUCT AUTHORITY
REGISTRATION NUMBER: 12/8/20237/1

SOUTH AFRICAN REVENUE SERVICES
APPROVAL NUMBER: 18/20/4/20740

FOR THE PERIOD: 1 JULY 2018 to 30 JUNE 2019

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* Not subject to any engagement by an auditor

OLD MUTUAL SUPERFUND PENSION FUND**SCHEDULE A
REGULATORY INFORMATION
FOR THE YEAR ENDED 30 JUNE 2019****REGISTERED OFFICE OF THE FUND**

Postal address: P O Box 728
Cape Town
8000

Physical address: Mutualpark
Jan Smuts Drive
Pinelands
7405

FINANCIAL REPORTING PERIODS

Current year: 1 July 2018 to 30 June 2019
Prior year: 1 July 2017 to 30 June 2018

BOARD OF FUND

Full name	Capacity	Date appointed *	Date resigned
Burgert Jacobus van Wyk	I C	1 July 2018	
Anna Elizabeth Rothman	S	1 July 2018	
Evangelina Mabusela	I	1 July 2018	30 June 2019
Gary Hartwig	I	1 July 2018	
Krishnakumar Natverlal Patel	S	1 July 2018	
Nomaxabiso Teyise	I	1 July 2019	
Rama Govenden	I	1 October 2017	
Thandeka Pamela Zondi	I	1 July 2018	
Wahida Parker	I	1 July 2018	

* - The 'Date appointed' reflects the latest reappointment date, where applicable.

- 'C' denotes Chairperson
- 'I' denotes Independent Board Member
- 'S' denotes Sponsor appointed Board Member

Governance note: schedule of meetings* held by the Board of Fund in terms of the Rules of the Fund

Meeting date	Place of meeting	Quorum (yes/no)
25 September 2018	Mutualpark, Jan Smuts Drive, Pinelands, 7405	Yes
28 November 2018	Mutualpark, Jan Smuts Drive, Pinelands, 7405	Yes
12 March 2019	Mutualpark, Jan Smuts Drive, Pinelands, 7405	Yes
11 June 2019	Mutualpark, Jan Smuts Drive, Pinelands, 7405	Yes

* Only meetings held by the Board of Fund and does not include meetings held by the sub-committees

FUND OFFICERS**Independent Principal Officer**

Full name	Postal address	Physical address	Telephone number	E-mail address	Date appointed
Fiona Reynolds	P O Box 728 Cape Town 8000	Mutualpark Jan Smuts Drive Pinelands 7405	(021) 509 6594	superfundprincipalofficer @oldmutual.com	1 May 2018

OLD MUTUAL SUPERFUND PENSION FUND

**SCHEDULE A
REGULATORY INFORMATION (continued)
FOR THE YEAR ENDED 30 JUNE 2019**

Deputy Principal Officers

Full name	Postal address	Physical address	Telephone number	E-mail address	Date appointed	Date resigned
Stephen Joseph Prout	P O Box 728 Cape Town 8000	Mutualpark Jan Smuts Drive Pinelands 7405	(021) 509 2429	superfundprincipalofficer @oldmutual.com	1 May 2016	1 November 2018
Sunilduth Harilall	P O Box 728 Cape Town 8000	Mutualpark Jan Smuts Drive Pinelands 7405	(021) 509 7936	superfundprincipalofficer @oldmutual.com	1 April 2017	
Liesl Marais (Independent)	P O Box 728 Cape Town 8000	Mutualpark Jan Smuts Drive Pinelands 7405	(021) 509 6376	superfundprincipalofficer @oldmutual.com	1 April 2018	

Monitoring Person*

Full name	Postal address	Physical address	Telephone number	E-mail address	Date appointed
Lindsay Verreyne	P O Box 728 Cape Town 8000	Mutualpark Jan Smuts Drive Pinelands 7405	(021) 509 5705	lverreyne@oldmutual.com	1 July 2014

*(In terms of Section 13A of the Pension Funds Act)

PROFESSIONAL SERVICE PROVIDERS

Actuary/Valuator

Full name	Postal address	Physical address	Telephone number	E-mail address	Date appointed
Stephen Walker	P O Box 728 Cape Town 8000	Mutualpark Jan Smuts Drive Pinelands 7405	(021) 509 5152	swalker2@oldmutual.com	1 January 2014

Auditor

Full name	Postal address	Physical address	Telephone number
PricewaterhouseCoopers Inc.	P O Box 2799 Cape Town 8000	5 Silo Square V & A Waterfront Cape Town 8002	(021) 529 2000

Benefit Administrator

Full name	Postal address	Physical address	Telephone number	Registration number in terms of section 13B
Old Mutual Life Assurance Company (South Africa) Limited	P O Box 1014 Cape Town 8000	Mutualpark Jan Smuts Drive Pinelands 7405	(021) 509 9111	24/35

OLD MUTUAL SUPERFUND PENSION FUND

**SCHEDULE A
REGULATORY INFORMATION (continued)
FOR THE YEAR ENDED 30 JUNE 2019**

PROFESSIONAL SERVICE PROVIDERS (continued)

Investment Administrator

Full name	Postal address	Physical address	Telephone number	FAIS registration number
Abax Investments (Pty) Limited	P O Box 23851 Claremont 7735	Colinton House The Oval 1 Oakdale Road Newlands 7700	(021) 670 8960	856
Allan Gray Life Limited	P O Box 51318 V&A Waterfront Cape Town 8002	1 Silo Square V & A Waterfront Cape Town 8001	(021) 415 2300	6663
Allan Gray South Africa (Pty) Limited	P O Box 51318 V & A Waterfront Cape Town 8002	1 Silo Square V & A Waterfront Cape Town 8001	(021) 415 2300	27146
Alexander Forbes Investments Limited	P O Box 786055 Sandton 2146	115 West Street Sandown 2196	(011) 505 6000	711
Boutique Collective Investments (RF) (Pty) Limited	P O Box 3625 Tygervally 7536	Catnia Building Bella Rosa Village Bella Rosa Street Bellville 7530	(021) 914 1880	Note 1
Coronation Asset Management (Pty) Limited	P O Box 44684 Claremont 7735	Montclare Place Cnr Campground and Main Road Claremont 7708	(021) 680 2000	548
Coronation Life Assurance Company Limited	P O Box 44684 Claremont 7735	Montclare Place Cnr Campground and Main Road Claremont 7708	(021) 680 2000	548
Fairtree Capital (Pty) Limited	P O Box 4124 Tygervally 7536	Willowbridge Place Cnr Old Oak and Carl Cronje Drive Bellville 7530	(021) 943 3760	25917
Futuregrowth Asset Management (Pty) Limited (a member of Old Mutual Investment Group)	Private Bag X6 Newlands 7725	Great Westerford Building 240 Main Road Rondebosch 7700	(021) 659 5300	520
GQG Partners LLC	450 East Las Olas Boulevard Suite 750 Fort Lauderdale FL 33301	450 East Las Olas Boulevard Suite 750 Fort Lauderdale FL 33301	(754) 218 5500	Note 2
Investec Assurance Limited	P O Box 1655 Cape Town 8000	36 Hans Strijdom Avenue Foreshore Cape Town 8000	(021) 416 2000	587
Investec Fund Managers (RF) (Pty) Limited	P O Box 785700 Sandton 2146	100 Grayston Drive Sandown 2196	(011) 286 7000	Note 1
Investors Fund Services (Ireland) Limited (PIMCO)	Iveagh Court Block Harcourt Road Dublin Ireland	Iveagh Court Block Harcourt Road Dublin Ireland	(00353) 1 241 7100	42071
Jupiter Unit Trust Managers Limited	PO Box 10686 Chelmsford CM99 2BG	The Zig Zag Building 70 Victoria Street London SW1 E BSQ	(0800) 561 4000	Note 2

OLD MUTUAL SUPERFUND PENSION FUND

**SCHEDULE A
REGULATORY INFORMATION (continued)
FOR THE YEAR ENDED 30 JUNE 2019**

**PROFESSIONAL SERVICE PROVIDERS (continued)
Investment Administrators (continued)**

Full name	Postal address	Physical address	Telephone number	FAIS registration number
Lindsell Train Limited	66 Buckingham Gate London SW1E 6AU	66 Buckingham Gate London SW1E 6AU	(0044) 20 7808 1210	Note 2
Nedgroup Private Wealth (Pty) Limited	P O Box 1144 Johannesburg 2000	135 Rivonia Road Sandown 2196	(011) 294 4444	828
Oasis Asset Management Limited	P O Box 1217 Cape Town 8000	Oasis House 96 Upper Roodebloem Road University Estate 7925	(021) 413 7860	603
Old Mutual Investment Group (Pty) Limited	P O Box 878 Cape Town 8000	Mutualpark Jan Smuts Drive Pinelands 7405	(021) 509 5022	604
Old Mutual Life Assurance Company (South Africa) Limited	P O Box 1014 Cape Town 8000	Mutualpark Jan Smuts Drive Pinelands 7405	(021) 509 9111	703
Old Mutual Unit Trust Managers (RF) (Pty) Limited	P O Box 217 Cape Town 8000	Mutualpark Jan Smuts Drive Pinelands 7405	(021) 503 1770	Note 1
Prescient Life Limited	Silverwood Close Steenberg Office Park Tokai 7945	Prescient House Westlake Business Park 4 Otto Close Westlake 7945	(021) 700 3600	612
Prudential Investment Managers (South Africa) (Pty) Limited	P O Box 44813 Claremont 7735	Protea Place 40 Dreyer Street Claremont 7708	(021) 670 5100	45199
Prudential Portfolio Managers (South Africa) (Pty) Limited	P O Box 44813 Claremont 7735	Protea Place 40 Dreyer Street Claremont 7708	(021) 670 5100	615
Resolution Capital Limited	78 Sir John Rogerson's Quay Dublin 2 Ireland	78 Sir John Rogerson's Quay Dublin 2 Ireland	(00353) 1242 5439	Note 2
Sands Capital Management	1000 Wilson Blvd Suite 3000 Arlington VA 22209 USA	1000 Wilson Blvd Suite 3000 Arlington VA 22209 USA	(1703) 562 4000	Note 2
Sanlam Investment Management (Pty) Limited	Private Bag X8 Tygervalley 7536	55 Willie Van Schoor Avenue Tygervalley 7530	(021) 950 2500	579
Sygnia Asset Management (Pty) Limited	P O Box 51591 V&A Waterfront 8002	Foundry Building Cardiff Street Green Point 8005	(021) 446 4940	873
Taquanta Asset Managers (Pty) Limited	P O Box 23540 Claremont 7735	Newlands Terraces Boundary Road Newlands 7700	(021) 681 5100	618
Three Six One Asset Management	Private Bag 10361 Sandton 2146	6A Sandown Valley Crescent Sandown 2196	(27) 10 501 0250	19107

OLD MUTUAL SUPERFUND PENSION FUND**SCHEDULE A
REGULATORY INFORMATION (continued)
FOR THE YEAR ENDED 30 JUNE 2019****PROFESSIONAL SERVICE PROVIDERS (continued)****Investment Administrators (continued)**

Full name	Postal address	Physical address	Telephone number	FAIS registration number
Truffle Asset Management (Pty) Limited	P O Box 535 Pinegowrie 2135	Lancaster Gate Hyde Park Office Park Cnr William Nicol & Jan Smuts Avenue Hyde Park 2196	(011) 325 0030	36584
Visio Capital Management (Pty) Limited	The Place 1 Sandton Drive South Wing Sandton 2146	The Place 1 Sandton Drive South Wing Sandton 2146	(011) 245 8900	871
Walter Scott and Partners Limited	1 Charlotte Square Edinburgh EH2 4DR United Kingdom	1 Charlotte Square Edinburgh EH2 4DR United Kingdom	(0044) 131 225 1357	9725

Note 1: The individual collective investment schemes of the Investment Administrator are registered in terms of the Collective Investment Schemes Control Act and not under the Financial Advisory and Intermediary Services Act. The Investment Administrator therefore does not have a Financial Services Provider (FSP) registration number.

Note 2: For these international Investment Administrators there are no available FAIS registration numbers.

Investment Adviser

Full name	Postal address	Physical address	Telephone number	FAIS registration number
Old Mutual Corporate Consultants, a division of Old Mutual Life Assurance Company (South Africa) Limited	P O Box 1014 Cape Town 8000	Mutualpark Jan Smuts Drive Pinelands 7405	(021) 509 9111	703

Risk Insurer (approved only)

Full name	Postal address	Physical address	Telephone number	FSP approval no
Old Mutual Life Assurance Company (South Africa) Limited	P O Box 1014 Cape Town 8000	Mutualpark Jan Smuts Drive Pinelands 7405	(021) 509 9111	703
Alexander Forbes Life Limited	P O Box 787240 Sandton 2146	115 West Street Sandown 2196	(011) 269 0000	1178
Capital Alliance Life Limited	P O Box 31750 Braamfontein 2017	25 Ameshoff Street Braamfontein 2001	(011) 408 1451	17404
Discovery Life Limited	P O Box 78722 Sandton 2146	155 West Street Sandton 2196	(011) 529 2888	18147
Hollard Life Assurance Company Limited	P O Box 2697 Randburg 2125	66 Marshall Street Johannesburg 2001	(011) 241 1000	17697
MMI Group Limited	P O Box 7400 Centurion 0046	268 West Avenue Centurion 0157	(012) 671 8911	24/453
Sanlam Life Insurance Limited	P O Box 1 Sanlamhof 7532	Sanlam Head Office 2 Strand Street Bellville 7532	(021) 947 9111	2759

OLD MUTUAL SUPERFUND PENSION FUND**SCHEDULE A
REGULATORY INFORMATION (continued)
FOR THE YEAR ENDED 30 JUNE 2019****PROFESSIONAL SERVICE PROVIDERS (continued)
Custodian and/or Nominee**

Full name	Postal address	Physical address	Telephone number	Date appointed	FSP approval no
Nedbank Limited	P O Box 1144 Johannesburg 2000	Braampark Forum IV 33 Hoofd Street Braamfontein 2001	(011) 667 1000	1 December 2003	9363

PARTICIPATING EMPLOYERS

The list of Participating Employers is available for inspection at the Fund's registered office.

OLD MUTUAL SUPERFUND PENSION FUND

SCHEDULE B

STATEMENT OF RESPONSIBILITY BY THE BOARD OF FUND FOR THE YEAR ENDED 30 JUNE 2019

Responsibilities

The Board of Fund hereby confirms to the best of its knowledge and belief that, during the year under review, in the execution of their duties they have complied with the duties imposed by the Pension Funds Act, legislation and the Rules of the Fund, including the following:

- ensured that proper registers, books and records of the operations of the Fund were kept, inclusive of proper minutes of all resolutions passed by the Board of Fund;
- ensured that proper internal control systems were employed by or on behalf of the Fund;
- ensured that adequate and appropriate information was communicated to the members of the Fund, informing them of their rights, benefits and duties in terms of the Rules of the Fund;
- took all reasonable steps to ensure that contributions, where applicable, were paid timeously to the Fund or reported where necessary, in accordance with section 13A and regulation 33 of the Pension Funds Act in South Africa;
- obtained expert advice on matters where they lacked sufficient expertise;
- ensured that the Rules and the operation and administration of the Fund complied with the Pension Funds Act and all applicable legislation;
- ensured that fidelity cover was maintained and that this cover was deemed adequate and in compliance with the Rules of the Fund; and
- ensured that investments of the Fund were implemented and maintained in accordance with the Fund's investment strategy.

Approval of the annual financial statements

The annual financial statements of OLD MUTUAL SUPERFUND PENSION FUND are the responsibility of the Board of Fund. The Board of Fund fulfils this responsibility by ensuring the implementation and maintenance of accounting systems and practices are adequately supported by internal financial controls. These controls, which are implemented and executed by the Fund provide reasonable assurance that:

- the Fund's assets are safeguarded;
- transactions are properly authorised and executed; and
- the financial records are reliable.

The annual financial statements set out on pages 14 to 44 have been prepared for regulatory purposes in accordance with the Regulatory Reporting Requirements for Retirement Funds in South Africa, the Rules of the Fund and the Pension Funds Act. The Board of Fund is not aware of any instances of non-compliance, except for those identified below, during the financial period nor during the period up until the signature of these financial statements.

These annual financial statements have been reported on by the independent auditors, PricewaterhouseCoopers Inc., who was given unrestricted access to all financial records and related data, including minutes of all relevant meetings. The Board of Fund believes that all representations made to the independent auditors in the management representation letter during their audit were valid and appropriate. The report of the independent auditors is presented on pages 11 - 13.

OLD MUTUAL SUPERFUND PENSION FUND

SCHEDULE B

STATEMENT OF RESPONSIBILITY BY THE BOARD OF FUND (continued) FOR THE YEAR ENDED 30 JUNE 2019

Instances of non-compliance

In addition to the findings reported in Schedule I, Factual Findings Report to the Financial Sector Conduct Authority (FSCA) in terms of Section 15 of the Pension Funds Act, 1956, all instances of non-compliance with acts, legislation, regulations and Rules, including the provisions of laws and regulations that determine the reported amounts and disclosures in the annual financial statements, the following instances of non-compliance came to our attention:

Nature and cause of non-compliance	Impact of non-compliance matter on the Fund	Corrective course of action taken to resolve non-compliance matter
A number of Participating Employers failed to submit their contributions and data according to the prescribed timelines of Section 13A of the Pension Funds Act. A list of the affected Participating Employers is available for inspection.	The contributions are not invested timeously and could have a negative impact on the member's potential investment return.	The Section 13A process is followed whereby letters are submitted to the affected Participating Employers and their intermediaries requesting them to submit the outstanding information and contributions. Late payment interest is charged on outstanding contributions and collected. Monthly reports were submitted to the Fund and the FSCA and Directorate of Public Prosecutions.
Late registration of Sub-Fund Special Rules due to late notification, lack of information or late submission to the FSCA. A list of the affected Sub-Funds is available for inspection.	Sub-Funds were administered without the latest registered copy of Special Rules containing all recent amendments.	Motivation letters detailing reasons for late submissions are submitted to the FSCA as and when they occur.
Section 14 In - Notification of transfers was not received timeously for 25 cases. As a result, SuperFund could not submit to FSCA within 180 days.	The affected cases cannot be completed and submitted to the FSCA timeously.	SuperFund reported the non-compliances to the FSCA and to the Principal Officer of the Transferor Fund. Form K extensions have been applied for.
Section 14 In - Assets for 66 cases were not received from the Transferor Fund within the prescribed 60 day period.	Members' transfer values could not be allocated to their selected investment portfolios timeously.	SuperFund reported the non-compliance to the FSCA and completed the necessary Form K's for extensions. Payment has subsequently been received for all 66 cases.
Section 14 Out - 3 Cases were not paid within the prescribed 60 days period. • 3 Cases were as a result of late benefit payments.	Late disinvestment of the members' accumulated credits and payment to the Transferor Fund.	The payment for 3 cases were subsequently completed.
Section 14 Out - SuperFund were not advised timeously by the Transferee Fund of the transfer for 27 cases. This resulted in SuperFund not being able to submit the application to the Transferee Fund for submission to FSCA within 180 days.	The affected cases cannot be completed and submitted to the FSCA in a timely manner.	Of the 27 cases, for 13 cases SuperFund was only informed by the Transferee Fund of the transfer after the 180 days expired. This resulted in the Fund not being able to apply timeously for Form K extension. For 9 cases Form K extensions was submitted and the remaining 5 cases no Form K extensions applied for by the Administrator.
Section 14 Out - Deregistration applications are not in all cases submitted to the FSCA within 60 days of clearing all assets and liabilities	Non adherence to legislated timeline	The following changes have been implemented to the liquidation process so as to ensure that there are no delays in the submission of the deregistration applications to the FSCA: • Investigation and clearing of scheme balances is done earlier in the liquidation process. • Controls have been implemented to monitor and manage cases.
The Board of Fund was unable to complete the process of identifying and tracing all of the dependants within the specified 12 month period as per section 37C of the Pension Funds Act. This is as a result of outstanding information and documentation required by the Fund.	The Board of Fund could not adjudicate these cases in terms of section 37C and as a result payment of the benefit could not be made to the dependants and nominees.	The Fund continues to pursue several avenues to more speedily obtain outstanding information and documentation. An active tracing process is in place which includes engagement with Home Affairs and forensic tracing to gather information and ensure payment of claims.

OLD MUTUAL SUPERFUND PENSION FUND

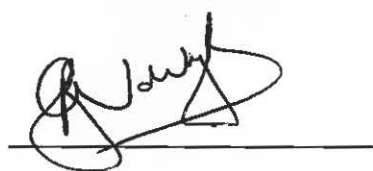
SCHEDULE B

**STATEMENT OF RESPONSIBILITY BY THE BOARD OF FUND (continued)
FOR THE YEAR ENDED 30 JUNE 2019**

Nature and cause of non-compliance	Impact of non-compliance matter on the Fund	Corrective course of action taken/to be taken to resolve non-compliance matter
Liquidations - Deregistration documents are not in all cases submitted to the FSCA within 30 days of clearing all assets and liabilities.	Non-adherence to legislated timeline.	The following changes have been implemented to the liquidation process so as to ensure that there are no delays in the submission of the deregistration applications to the FSCA: • Investigation and clearing of scheme balances is done earlier in the liquidation process. • Transfer of Unpaid/ Unclaimed liquidation benefits to Preserver section of the Old Mutual SuperFund Pension Fund/ Old Mutual SuperFund Unclaimed Benefits Preservation Pension Fund commences 120 days after liquidation option forms are sent. • Controls have been implemented to monitor and manage cases.
Liquidations - Progress reports are not always submitted every 90 days following date on which FSCA granted exemption, and to the point when deregistration application submitted.	Non-adherence to legislated timeline.	• Control is in place to monitor and manage submissions within regulatory timeline.
Sub Fund deregistrations are submitted to the FSCA and in some cases there are assets and liabilities that do not equal zero.	Sub Funds with assets and liabilities could be deregistered by the FSCA.	• Tracing of employers with balances to recover/repay outstanding balance. • Tracing of members to obtain outstanding information to finalise the claims.
New entrant certificates for 3 sub-funds were not produced within 3 months of joining the Fund.	Non-adherence to legislated timeline.	Controls have been implemented to ensure adherence to legislated timeline.

These annual financial statements:

- were approved by the Board of Fund on 3 December 2019;
- are to the best of the Board Members' knowledge and belief confirmed to be complete and correct;
- fairly represent the net assets of the Fund at 30 June 2019 as well as the results of its activities for the year then ended; and
- are signed on behalf of the Board of Fund by:



Burgert Jacobus van Wyk
INDEPENDENT CHAIRPERSON



Thandeka Pamela Zondi
INDEPENDENT BOARD MEMBER



Krishnakumar Natverla Patel
SPONSOR APPOINTED BOARD MEMBER


3 December 2019

OLD MUTUAL SUPERFUND PENSION FUND

SCHEDULE C

**STATEMENT OF RESPONSIBILITY BY THE INDEPENDENT PRINCIPAL OFFICER
FOR THE YEAR ENDED 30 JUNE 2019**

I confirm that, to the best of my knowledge, for the year under review the OLD MUTUAL SUPERFUND PENSION FUND has timeously submitted all regulatory and other returns, statements, documents and any other information as required in terms of the Pension Funds Act and to the best of my knowledge all applicable legislation except for the matters listed in the Statement of Responsibility by the Board of Fund and in Schedule I, Factual Findings Report to the Financial Sector Conduct Authority in terms of Section 15 of the Pension Funds Act, 1956.

A handwritten signature in black ink, appearing to read 'Fiona Reynolds', is written over a solid horizontal line.

**Fiona Reynolds
INDEPENDENT PRINCIPAL OFFICER**

3 December 2019



OLD MUTUAL SUPERFUND PENSION FUND

INDEPENDENT AUDITOR'S REPORT TO THE BOARD OF FUND OF THE OLD MUTUAL SUPERFUND PENSION FUND

Report on the Audit of the Financial Statements

Our Opinion

We have audited the annual financial statements of Old Mutual Superfund Pension Fund ("the Fund") set out on pages 24 to 44, which comprise the statement of net assets and funds as at 30 June 2019 and the statement of changes in net assets and funds for the year then ended, and notes to the financial statements, including a summary of significant accounting policies. The financial statements are prepared for the purpose of reporting to the Financial Sector Conduct Authority (the "Authority").

In our opinion, the financial statements of Old Mutual Superfund Pension Fund for the year ended 30 June 2019 are prepared, in all material respects, in accordance with the Regulatory Reporting Requirements for Retirement Funds in South Africa.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Fund in accordance with the sections 290 and 291 of the Independent Regulatory Board for Auditors' Code of Professional Conduct for Registered Auditors (Revised January 2018), parts 1 and 3 of the Independent Regulatory Board for Auditors' Code of Professional Conduct for Registered Auditors (Revised November 2018) (together the IRBA Codes) and other independence requirements applicable to performing audits in South Africa. We have fulfilled our other ethical responsibilities, as applicable, in accordance with the IRBA Codes and in accordance with other ethical requirements applicable to performing audits in South Africa. The IRBA Codes are consistent with the corresponding sections of the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) respectively. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter – Financial reporting framework and restriction on use

Without modifying our opinion, we draw attention to the principal accounting policies in which the applicable financial reporting framework is identified, as prescribed by the Authority. Consequently, the financial statements and related auditor's report may not be suitable for another purpose.

Other information

The Board of the Fund is responsible for the other information. The other information comprises the information included in the document titled "Annual Financial Statements." The other information does not include the financial statements (schedule F, G and HA) and our auditor's report thereon (schedule D).

Our opinion on the financial statements does not cover the other information and we do not express an audit opinion or any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed on the other information, that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

PricewaterhouseCoopers Inc.,
5 Silo Square, V&A Waterfront, Cape Town 8001, P O Box 2799, Cape Town 8000
T: +27 (0) 21 529 2000, F: +27 (0) 21 814 2000, www.pwc.co.za

Chief Executive Officer: L S Machaba
The Company's principal place of business is at 4 Lisbon Lane, Waterfall City, Jukskei View, where a list of directors' names is available for inspection.
Reg. no. 1998/012055/21, VAT reg.no. 4950174682

OLD MUTUAL SUPERFUND PENSION FUND

INDEPENDENT AUDITOR'S REPORT TO THE BOARD OF FUND OF THE OLD MUTUAL SUPERFUND PENSION FUND

Responsibilities of the Board of Fund for the Financial Statements

The Board of Fund is responsible for the preparation of the financial statements in accordance with the Regulatory Reporting Requirements for Retirement funds in South Africa and for such internal control as the Board of Fund determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error. The Board of Fund is also responsible for compliance with the requirements of the Rules of the Fund and the Pension Funds Act of South Africa.

In preparing the financial statements, the Board of Fund is responsible for assessing the Fund's ability to continue as a going concern, disclosing, as applicable, matters relating to going concern and using the going concern basis of accounting unless the Board of Fund either intends to liquidate the Fund or to cease operations, or has no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Fund's internal control.
- Conclude on the appropriateness of the Board of Fund's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Fund's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Fund to cease to continue as a going concern.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Fund.

We communicate with the Board of Fund regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.



OLD MUTUAL SUPERFUND PENSION FUND

INDEPENDENT AUDITOR'S REPORT TO THE BOARD OF FUND OF THE OLD MUTUAL SUPERFUND PENSION FUND

Report on Other Legal and Regulatory Requirements

The Statement of Responsibility by the Board of Fund describes instances of non-compliance with laws and regulations, including those that determine the reported amounts and disclosures in the financial statements that have come to the attention of the Board of Fund and the corrective action taken by the Board of Fund. There are no additional instances of non-compliance with laws and regulations that came to our attention during the course of our audit of the financial statements.

PricewaterhouseCoopers Inc.

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PricewaterhouseCoopers Inc.

Director: P Liedeman

Registered Auditor

Address: 5 Silo Square, V&A Waterfront, Cape Town 8002

Date: 11 December 2019

OLD MUTUAL SUPERFUND PENSION FUND

SCHEDULE E REPORT OF THE BOARD OF FUND FOR THE YEAR ENDED 30 JUNE 2019

1. DESCRIPTION OF FUND

1.1. Type of fund in terms of the Income Tax Act, 1962

In terms of Section 1 of the Income Tax Act, 1962 the Fund is classified as a Pension Fund. The Fund is a defined contribution Fund.

In terms of regulation 30(2)(t) (ii) of the Regulations to the Pension Funds Act, the umbrella fund is registered as a type A umbrella.

1.2. Benefits

In terms of the Rules of the Fund: retirement benefits, withdrawal benefits (voluntary resignation, dismissal and retrenchment), death benefits and lump sum disability benefits are provided.

1.2.1 Unclaimed benefits

A member must notify the Fund of the choice elected for the payment of the benefit on withdrawal from membership within the period published on the website (currently 120 days). Where the member fails to notify the Fund within such period of the choice elected or the details of the specific fund to which the benefit is to be transferred, the following options exist:

- (a) if the Fund is required to make a deduction from the member's benefit in respect of a housing loan guarantee or an amount provided for in Section 37D(b)(ii) of the Pension Funds Act, the entire benefit (after such deduction) will be transferred to an approved pension preservation fund chosen by the Board of Fund,
- (b) if the Fund is not required to make any deduction from the benefit in terms of (a), the member will be deemed to have elected to continue membership of the Fund and become a Preserver member.

In the case of death benefits, a death benefit payable to a beneficiary under Section 37C of the Act not paid within 24 months from the date on which the Fund apportions the benefit of the member will be classified as an unclaimed benefit and transferred to the Old Mutual SuperFund Unclaimed Benefits Preservation Pension Fund. If the Fund does not become aware of or cannot trace any dependant of the member within 12 months of the death of the member and if the member has not nominated a beneficiary and if no inventory has been received by the Master of the Supreme Court in respect of the member, the benefit will be paid into the Old Mutual SuperFund Unclaimed Benefits Preservation Pension Fund.

Complete records, as prescribed, are maintained.

In terms of Section 14 of the Pension Funds Act the FSCA has approved a blanket Section 14 for the twelve months ending 30 June 2019 enabling the transfer of existing unclaimed benefits from the Unclaimed Benefits Account in the Old Mutual SuperFund Pension Fund to the Old Mutual SuperFund Unclaimed Benefits Preservation Pension Fund, a Fund managed by the Board of Fund. The Fund has applied for approval of a further prospective Section 14 application for the period 1 July 2019 to 30 June 2020 and will do so annually thereafter until such time as there are no remaining unclaimed benefits in the Fund. This is to enable new cases of unclaimed benefits to be transferred from the Old Mutual SuperFund Pension Fund to the Old Mutual SuperFund Unclaimed Benefits Preservation Pension Fund when they are classified as unclaimed benefits.

1.2.2 Preserver members

The objective of the Preserver option is to enable members who terminate employment with their Participating Employers to continue their membership in the Fund uninterrupted, preserve their benefits and enjoy some of the benefits and investment options offered by the Fund.

The Fund makes provision for a member who on withdrawal neglects to submit the completed exit notification to the Fund within such period as determined by the Board of Fund (currently 120 days). Such a member will be deemed to have elected to continue membership of the Fund and become a Preserver member.

Members who were regarded as Preserver members by a previous fund and are transferred into the Fund in terms of Section 14 of the Pension Fund Act will be recorded in the Fund's records as Preserver members.

A Preserver member may, at any time before normal retirement age, elect to withdraw and receive a withdrawal benefit from the Fund, provided that an exit notification is submitted by the Preserver member to the Fund.

OLD MUTUAL SUPERFUND PENSION FUND

SCHEDULE E REPORT OF THE BOARD OF FUND (continued) FOR THE YEAR ENDED 30 JUNE 2019

1.2.3 Deferred retirement members

This allows members who retire from employment in the case of, either normal retirement, early retirement or ill health retirement, to elect to defer their retirement at the time of leaving service until they opt to purchase a pension.

Retirees will not be defaulted into the Fund, they need to select to defer their retirement from the Fund. These members will remain active until they retire from the Fund. Deferred Retirement Members are not allowed to withdraw out of the Fund prior to retirement. At time of death the accumulated credit is payable.

1.3. Contributions

1.3.1. Member contributions

Each member must contribute in respect of each calendar month of membership of the Fund at the rate or amount specified in the Participating Employers' Special Rules. The contribution payable by the member is calculated, as the context demands, either at the specified rate multiplied by the member's pensionable salary or as per the amount specified. The contribution must be credited to the Member Account when it is received by the Fund.

Voluntary contributions: A member may contribute such additional voluntary amounts as the member may decide to be applied towards retirement funding. The contribution is credited to the Member Account when it is received by the Fund.

1.3.2. Employer contributions

Unless it is specified in the special rules that a Participating Employer's contribution rate to the Fund is 0% (zero percent), the Participating Employer must contribute to the Fund in respect of each month of membership of each member at the rates or amounts specified in the special rules and, if applicable, any amount paid in respect of administering the Sub-Fund and any premium for any risk benefits, where such amounts are payable in addition to the rates or amount specified in the special rules. The total contribution payable by the Participating Employer in respect of each member is calculated, as the context demands, either at the specified rate multiplied by the member's pensionable salary or as per the amount specified.

Voluntary contributions: A Participating Employer may make additional contributions to be credited to the Member Account of the member on the understanding that this may or may not be tax deductible in the hands of the Participating Employer depending on the requirement of the South African Revenue Service.

OLD MUTUAL SUPERFUND PENSION FUND

**SCHEDULE E
REPORT OF THE BOARD OF FUND (continued)
FOR THE YEAR ENDED 30 JUNE 2019**

1.4. Rule Amendments

1.4.1. Amendments

Rule amendment No.	Description and motivation	Date of Board of Fund resolution	Effective date	Date registered by the FSCA
8	To delete the definition of REGISTRAR and all references in the MASTER RULES and replace it with "AUTHORITY. To amend the definition of INDEPENDENT BOARD MEMBER in line with the principles of the King IV Code on Corporate Governance for South Africa, 2016. To add a definition of RELATED PARTY as referred to in the definition of INDEPENDENT BOARD MEMBER.	2 July 2018	1 July 2018	5 July 2018
9	To introduce further flexibility to the Member contribution regime and the compulsory Participating Employer contribution regime by allowing for a Rand amount regime in addition to the current percentage of Member Pensionable Salary regime.	21 February 2019	1 March 2019	12 March 2019
10	To provide clarity on how Total Transfer Credits are to be allocated if such allocation is not specified in the applicable Section 14 and / or Section 15E transfer applications.	5 July 2019	1 December 2017	18 July 2019
10	To reinsert the definition of UNITISED INVESTMENT in line with current Fund practice. To delete the definition of SURPLUS APPORTIONMENT EXPENSE RESERVE ACCOUNT as this account is no longer required in line with current Fund practice. To delete all references to SURPLUS APPORTIONMENT EXPENSE RESERVE ACCOUNT in line with current Fund practice.	5 July 2019	1 March 2018	18 July 2019
10	To amend the definition of REVENUE AUTHORITY to accommodate the change in name from Swaziland to eSwatini. To correctly reflect the Revenue Authority cited in this Rule.	5 July 2019	19 April 2018	18 July 2019
10	To delete the definition of BANK INTEREST in line with current Fund practice. To add a definition of CASH INVESTMENT in line with current Fund practice. To clarify the definition of INVESTMENT RETURN in line with current Fund practice. To add, amend or delete debits and credits under Master Rule 11 (FINANCIAL PROVISIONS) in line with current transactional Fund practice as well as provide clarity in terms of how the Processing Reserve Account acts as a conduit for the flow of relevant amounts between the various Accounts.	5 July 2019	1 December 2018	18 July 2019
10	To clarify the definition of DISABILITY BENEFIT in line with current practice. To align the definition of INDEPENDENT BOARD MEMBER to the provisions of Guidance Notice No. 4 of 2018. To clarify the definition of PENSIONABLE SALARY in line with current practice. To clarify the definition of RISK BENEFIT in line with current practice. To amend the first paragraph of the definition of RISK SALARY in line with current practice. To align the wording of this Rule to the provisions of Guidance Notice No. 4 of 2018.	5 July 2019	1 March 2019	18 July 2019

OLD MUTUAL SUPERFUND PENSION FUND**SCHEDULE E
REPORT OF THE BOARD OF FUND (continued)
FOR THE YEAR ENDED 30 JUNE 2019****1.4. Rule Amendments (continued)****1.4.1. Amendments**

Rule amendment No.	Description and motivation	Date of Board of Fund resolution	Effective date	Date registered by the FSCA
	To provide further clarity on when a Member becomes entitled to a retirement benefit. To allow a Member the option to elect to transfer the benefit payable at his retirement to an Approved Pension Preservation Fund. To provide clarity in terms of the exit of Members who deferred their retirement in the Fund. To make provision for the deduction of any expenses or charges when determining the portion of INVESTMENT RETURN to be treated as income due to the BENEFICIARY after tax directive application to the REVENUE AUTHORITY. To include reference to an Employer contribution regime based on a percentage of Risk Salary. To clarify the investment of member monies until correct membership data is received. To clarify the establishment of any Accounts at Fund and Sub-Fund level. To make provision for the issuing of policy statements by the MANAGEMENT BOARD. To clarify that any benefits the FUND is liable for amounts to the INVESTMENT RETURN less expenses & charges.			

All Rule Amendments are available for inspection at the Fund's registered office.

OLD MUTUAL SUPERFUND PENSION FUND

SCHEDULE E REPORT OF THE BOARD OF FUND (continued) FOR THE YEAR ENDED 30 JUNE 2019

1.5. Reserves and specified accounts established in terms of the Rules of the Fund

1.5.1. Reserves

The Reserve Accounts of the Fund are established at a Sub-Fund level or at a Fund level.

The Fund maintains the following Accounts

- at a Fund level:
 - (a) Expense Reserve Account;
 - (b) Risk Reserve Account;
 - (c) Unclaimed Benefits Account;
 - (d) Processing Reserve Account;
 - (e) Surplus Apportionment Expense Reserve Account - closed 1 March 2018;
 - (f) Preserver Member Account; and
 - (g) Deferred Retiree Account.
- at a Sub-Fund level:
 - (h) Member Account;
 - (i) Participating Employer Surplus Account;
 - (j) Sub-Fund Expense Reserve Account;
 - (k) Post-Retirement Medical Aid Account; and
 - (l) Contribution Holiday Account.

The Board of Fund may establish any other Reserve Account as it considers appropriate from time to time provided that any Account established at Fund level need not be established at Sub-Fund level unless the Board of Fund considers it necessary or desirable and as long as it is allowed in the Fund Rules. Amounts may only be transferred between any of the Sub-Fund level Reserve Accounts, within the Sub-Fund to which these Accounts relate, unless any Fund Rule provides otherwise; provided that amounts may be transferred between a Reserve Account at Fund level and a like Reserve Account at Sub-Fund level.

The Board of Fund reviews and adjusts (if necessary) each Reserve Account at least once a year. Reserves are invested in bank accounts or investment portfolios in accordance with the Investment Policy Statement.

1.5.2. Accounts

The following Accounts are held by the Fund:

Expense Reserve Account: This Account makes provision for the receipt and payment of fees, disbursements, levies and expenses payable by the Fund. Charges made against Member Accounts are credited to this Account.

Risk Reserve Account: This Account makes provision for the receipt and payment of risk benefit premiums, and for the receipt of recoveries once claims are admitted by the risk provider.

Unclaimed Benefits Account: This Account makes provision for the receipt of benefits which despite tracing are not paid out within the period considered appropriate by the Board of Fund or as determined from time to time by the South African Revenue Service. Tracing and administration costs are deducted and investment return is added to the Account.

Processing Reserve Account: This Account enables the allocation and transfer of investment return to relevant accounts. It also makes provision for mismatching and for timing differences in the actual investment or disinvestment of money, and for amounts received or liabilities incurred by the Fund in the course of its management and operations as determined by the Board of Fund, in accordance with a policy and / or practice note adopted by the Board of Fund.

Surplus Apportionment Expense Reserve Account: This Account makes provision for the receipt and payment of amounts relating to surplus expenses that comply with the Pension Funds Second Amendment Act No. 39 of 2001. This account was closed on 1 March 2018 (Refer rule amendment No 10 on page 16).

Preserver Member Account: This Account makes provision for the receipt of benefits in respect of exited members who have either not claimed their benefits or submitted the completed exit notification or have chosen to continue their Old Mutual SuperFund membership after terminating employment with the Participating Employer. The aim is to continue growing their retirement savings and to enjoy some of the options and benefits available under Old Mutual SuperFund. Administration costs are deducted and investment return is added to this Account.

Member Account: This Account makes provision for the receipt of member and Participating Employer contributions towards retirement funding, including amounts transferred from other funds. Investment returns (positive and negative) are added and expenses are deducted from the Account. The Member Account forms the basis for the calculation of the member's benefits.

SCHEDULE E
REPORT OF THE BOARD OF FUND (continued)
FOR THE YEAR ENDED 30 JUNE 2019

Participating Employer Surplus Account: This Account makes provision for amounts transferred from an employer surplus account in a previous fund or another fund in which the Participating Employer participates, any amount contributed by the Participating Employer in terms of the special rules specifically to be credited to this Account and any additional contributions made by the Participating Employer.

Sub-Fund Expense Reserve Account: This Account makes provision for the payment of expenses relating to the Participating Employer's Management Committee in fulfilling its mandate and any delegation of duties as provided for in the Master Rules including any liability incurred by the Fund arising from the fulfilment of such mandate and duties. The Account is set up and maintained at the request of the Participating Employer and the operation of this Reserve Account is governed by the policy adopted by the Participating Employers' Management Committee in terms of the Master Rules and if applicable, the basis laid down by the Participating Employer in terms of the Master Rules.

Deferred Retiree Account: This Account makes provision for the receipt of benefits in respect of retired members who have chosen to continue their Old Mutual SuperFund membership after retirement. The aim is to continue growing their retirement savings and to enjoy some of the options and benefits available under Old Mutual SuperFund. Administration costs are deducted and investment return is added to this Account.

Post-Retirement Medical Aid Account: This Account was established on the instruction of a Participating Employer into which an amount was transferred from the Participating Employer Surplus Account to be used as contemplated in terms of Section 15E(1)(b) of the Act for the members identified by the Participating Employer to receive a lump sum into their Member Accounts and/or to receive monthly amounts payable to each member for the period of each member's employment with the relevant Participating Employer.

Contribution Holiday Account: This Account makes provision for amounts transferred from a Participating Employer to the Participating Employer Surplus Account to be used as contemplated in terms of Section 15E(1)(a) of the Act.

2. INVESTMENTS

2.1. Investment strategy

The Board of Fund documented its investment strategy in an Investment Policy Statement, which provides that investments are managed in accordance with the provisions of Regulation 28 of the Pension Funds Act in South Africa. The purpose of this Investment Policy Statement is to:

- Provide a framework defining the levels of investment choice available to members of the Fund within different categories;
- Consider the factors affecting the Fund's investment strategy;
- Define an investment strategy for the Fund;
- Define criteria and processes for selecting investment providers and investment portfolios;
- Define the benchmarks and processes for monitoring the performance of the investment portfolios; and
- Define the decision making structure and responsibilities for the implementation of the Investment Policy Statement.

The Fund offers a range of investment options, across the full spectrum of investments from a Board of Fund managed investment portfolio where members have no choice, through to options where members, or the Management Committee corresponding to a Sub-Fund, have an increasing degree of choice of investment portfolios. These investment options have been marketed as SuperFund Easy, SuperFund Choice, SuperFund Connect and SuperFund Customised.

SuperFund Easy only includes a 'Trustee Choice' that offers a default investment option.

SuperFund Choice includes the following investment options:

- Trustee Choice - a default investment option.
- Lifestage - Investment options in smoothed bonus, single manager, multi manager and index-tracker investment portfolios.
- Strategy - a select range of Old Mutual Group investment portfolios.
- Extended - a range of Old Mutual Group and other investment providers' investment portfolios.

SuperFund Customised and SuperFund Connect include a range of the Old Mutual Group and other investment providers' investment portfolios.

Which solution is applicable to a member, and whether the member has any right to move between options within the Choice solution, is agreed between the Participating Employer and Fund, and is described on the certificate of membership, when a member joins the Fund, and on each annual member benefit statement. This information is also available, on request, through the SuperFund call centre.

Participating Employers who choose the SuperFund Customised Options or the SuperFund Connect Investment Options are required to have a Participating Employer Management Committee, a Fund accredited Investment Consultant, as well as a customised investment plan for their particular Sub-Fund which has to be approved by the Board of Fund.

Within the options selected by the Participating Employer, members have complete choice of investment portfolios in which to

OLD MUTUAL SUPERFUND PENSION FUND

SCHEDULE E

REPORT OF THE BOARD OF FUND (continued) FOR THE YEAR ENDED 30 JUNE 2019

invest their retirement savings. All investments in SuperFund Easy, SuperFund Choice, SuperFund Customised and SuperFund Connect options consist of Regulation 28 compliant investment portfolios held with the various investment providers as detailed in paragraph 2.2. The exception to this is in the case of the clients in SuperFund Customised whose investment strategies incorporate non Regulation 28 mandates. Which by their nature are not Regulation 28 compliant. The Investment Consultants of these clients manage the mix of these investments to ensure that these members' investments remain Regulation 28 compliant.

2.1.1. Preserver members and Deferred retirement members

Old Mutual SuperFund allows these members to continue their Old Mutual SuperFund membership for as long as they want with the aim to keep members' retirement savings growing and to enjoy all of the SuperFund choices and benefits. The SuperFund Choice Extended range of investment portfolios are available for members to choose from.

2.1.2. Unclaimed benefits

Unclaimed benefits are invested in Old Mutual Coregrowth 100 Investment Portfolio, which is fully guaranteed by Old Mutual.

2.1.3. Reserve Accounts

The Board of Fund has taken the decision to invest all non-transactional Fund-level Reserve Accounts in the Old Mutual Coregrowth 100 Investment Portfolio.

2.1.4. Participating Employer Surplus Account and Post Retirement Medical Aid Account

Where a Participating Employer has requested the Board of Fund to establish a Participating Employer Surplus or Medical Aid Account, the Participating Employer may invest the balance in the Account in an investment of their choice, within the existing offering of the SuperFund Choice or Customised packages.

2.1.5. Annuitisation Policy Statement

The Board of Fund adopted an annuitisation policy statement effective from 1 July 2017 to help Members make informed decisions at, and after retirement.

OLD MUTUAL SUPERFUND PENSION FUND

SCHEDULE E REPORT OF THE BOARD OF FUND (continued) FOR THE YEAR ENDED 30 JUNE 2019

2.2. Management of investments

The Old Mutual SuperFund Pension Fund is a privately registered Fund sponsored and administered by Old Mutual Life Assurance Company (South Africa) Limited.

Each investment provider has complete discretion as to the composition of assets under its management provided these are within the limitations of Regulation 28 of the Pension Funds Act in South Africa and within the mandate specified by the Board of Fund. The exception to this is limited to two clients who have segregated mandates where their Investment Consultant assumes responsibility to ensure the investments remain Regulation 28 compliant. The Board of Fund reviews the Fund's investment policy and monitors the asset allocation and performance of the investment providers against the investment strategy of the Fund on a quarterly basis. A full review of the investment offering is conducted annually. Each investment provider is remunerated on a fee basis which is either deducted by the investment provider prior to the determination of the unit price or bonus rate or paid from the Expense Reserve Account from amounts received from the Member Account for asset management fees. The investment balances pertaining to the Fund are provided in note 2 of these Financial Statements.

The fair value of the Fund's investment, administered by the investment providers at the end of the year was:

	30 June 2019	30 June 2018
	R	R
Abax Investments (Pty) Limited	132 710 254	116 726 999
Alexander Forbes Investments Limited	2 120 286 680	2 183 121 366
Allan Gray Life Limited	2 538 920 547	2 560 001 696
Allan Gray South Africa (Pty) Limited	416 885 706	426 358 007
Boutique Collective Investments (RF) (Pty) Limited	-	106 597 888
Coronation Asset Management (Pty) Limited	1 865 354 412	1 791 090 514
Coronation Life Assurance Company Limited	499 865 374	502 886 708
Fairtree Capital (Pty) Limited	136 317 214	119 088 398
Futuregrowth Asset Management (Pty) Limited (a member of Old Mutual Investment Group) *	237 510 571	218 349 416
GQG Partners LLC	38 049 174	-
Investec Assurance Limited	1 161 938 156	1 019 195 949
Investec Fund Managers (RF) (Pty) Limited	220 392 027	205 068 375
Investors Fund Services (Ireland) Limited (PIMCO)	219 723 876	203 089 904
Jupiter Unit Trust Managers Limited	116 922 489	-
Lindsell Train Limited	322 021 554	273 127 750
Nedgroup Private Wealth (Pty) Limited *	1 038 374 638	725 401 318
Oasis Asset Management Limited	4 876 958	4 931 938
Old Mutual Investment Group (Pty) Limited *	164 126 280	173 318 387
Old Mutual Life Assurance Company (South Africa) Limited*	42 517 091 521	41 492 905 534
Old Mutual Unit Trust Managers (RF) (Pty) Limited *	150 811 183	135 252 951
Prescient Life Limited	-	5 617 721
Prudential Investment Managers (South Africa) (Pty) Limited	28 089 104	23 508 001
Prudential Portfolio Managers (South Africa) (Pty) Limited	58 820 491	59 368 849
Resolution Capital Limited	166 344 895	148 865 922
Sands Capital Management	34 502 938	-
Sanlam Investment Management (Pty) Limited	153 331 721	139 834 207
Sygnia Asset Management (Pty) Limited	90 731 382	89 320 968
Taquantia Asset Managers (Pty) Limited *	128 845 738	145 547 380
Three Six One Asset Management	112 067 949	-
Truffle Asset Management (Pty) Limited	87 737 675	77 086 321
Visio Capital Management (Pty) Limited	86 688 872	77 436 523
Walter Scott and Partners Limited	108 365 257	260 515 725
Total value of investments managed	54 957 704 636	53 283 614 715

Total investments held with related parties amounts to R44,236,759,931 (2018: R42,890,774,986)

* Related party

OLD MUTUAL SUPERFUND PENSION FUND

SCHEDULE E REPORT OF THE BOARD OF FUND (continued) FOR THE YEAR ENDED 30 JUNE 2019

3. MEMBERSHIP

	Active members	Unclaimed benefits
Number at the beginning of year	142 556	3 995
Transfer to Old Mutual Unclaimed Benefits Preservation Pension Fund	-	(1 502)
Additions	24 549	1 255
Transfers in	6 977	-
Transfers out	(2 187)	-
Withdrawals	(20 368)	-
Retirements	(2 028)	-
Retrenchments	(3 270)	-
Deaths	(595)	-
Disabilities	(44)	-
Unclaimed benefits paid	-	(230)
Number at the end of the year	145 590	3 518

No information is available to determine the portion of foreign membership.

4. ACTUARIAL VALUATION

The Board of Fund voluntarily elected to do a statutory actuarial valuation as at 30 June 2018. The Fund submitted this valuation report to the FSCA on 2 April 2019. The statutory actuarial valuation as at 30 June 2018 reflects that the Fund was financially sound.

The next voluntary valuation of the Fund will be performed as at 30 June 2019.

5. HOUSING LOAN FACILITIES

Members were not granted any direct loans from the Fund during the year under review. The Fund does, however, provide housing loan guarantees to approved financial institutions in respect of housing loans granted to members. Outstanding balances for guarantees provided at 30 June 2019 amounted to R88,562,595 (2018: R53,138,191). The number of housing loan guarantees issued amounts to 1 233 (2018: 657).

6. INVESTMENTS IN PARTICIPATING EMPLOYERS

Details of investments held in Participating Employers are provided in note 2.2 to the financial statements.

OLD MUTUAL SUPERFUND PENSION FUND

SCHEDULE E REPORT OF THE BOARD OF FUND (continued) FOR THE YEAR ENDED 30 JUNE 2019

7. SIGNIFICANT MATTERS

Insurance premiums:

In terms of Rule 10.2(9) of the registered Rules of the Fund, premiums in respect of insurance policies in the name of the Participating Employer, which are not liabilities of the Fund, but are paid to the Fund for onward payment to the risk provider. Insurance premiums for the period under review were received and paid as follows :

Capital Alliance Life Limited : R2,063,251 (2018: R1,179,219)
Discovery Life Limited : R6,570,265 (2018: R5,384,128)
Hollard Life Assurance Company Limited : R2,389,244 (2018: R393,387)
Metropolitan Life Limited : R330,565 (2018: R337,488)
MMI Group Limited : R7,106,165 (2018: R5,932,524)
Old Mutual Life Assurance Company (South Africa) Limited * : R134,951,880 (2018: R105,581,570)
Safrican Insurance Company Limited : R12,417 (2018: R14,253)
Sanlam Life Insurance Limited : R988,611 (2018: R676,146)

Health Management Services:

The premiums required for health management services in respect of the disability income benefit promised to each member by the Participating Employer, which are not liabilities of the Fund, but are paid into the Fund for onward payment to the service provider. Premiums for the period under review were received and paid as follows:

Alexander Forbes Health (Pty) Ltd : R11,489 (2018: R34,930)

* Related Party

8. SUBSEQUENT EVENTS

Section 14 transfer to an Unclaimed Benefits Fund:

As was the case in the prior year, the Fund has submitted a blanket Section 14 application for the twelve months ending 30 June 2020 enabling the transfer of existing unclaimed benefits from the Unclaimed Benefits Account in the Old Mutual SuperFund Pension Fund to the Old Mutual SuperFund Unclaimed Benefits Preservation Pension Fund. Both funds are overseen by the same Board of Fund. The new blanket Section 14 was still pending approval by the FSCA at financial year end.

OLD MUTUAL SUPERFUND PENSION FUND

SCHEDULE F
STATEMENT OF NET ASSETS AND FUNDS
AS AT SUNDAY, 30 JUNE 2019

	Note	30 June 2019 R	30 June 2018 R
ASSETS			
Non-current assets			
Investments	2	54 957 704 636	53 283 614 715
Current assets		1 874 884 717	516 855 196
Transfers receivable	5	1 418 232 501	65 367 228
Accounts receivable	4	101 160 913	133 427 394
Arrear contributions	10	196 068 836	176 211 181
Cash at bank		159 422 467	141 849 393
Total assets		56 832 589 353	53 800 469 911
FUNDS AND LIABILITIES			
Members' funds			
Members' individual accounts		54 320 190 469	51 013 695 034
Reserves			
Reserve accounts	15	76 222 964	67 084 890
Total funds and reserves		54 396 413 433	51 080 779 924
Non-current liabilities		795 650 840	806 229 170
Employer surplus account	15	709 796 209	748 720 970
Unclaimed benefits	8	85 854 631	57 508 200
Current liabilities		1 640 525 080	1 913 460 817
Transfers payable	6	7 851 552	468 174 991
Benefits payable	7	1 499 262 457	1 279 753 554
Accounts payable	9	133 411 071	165 532 272
Total funds and liabilities		56 832 589 353	53 800 469 911

OLD MUTUAL SUPERFUND PENSION FUND

SCHEDULE G
STATEMENT OF CHANGES IN NET ASSETS AND FUNDS
FOR THE YEAR ENDED 30 JUNE 2019

		Members' individual accounts	Reserve and Employer Surplus Accounts Refer note 15	Current year 2019	Previous year 2018
	Note	R	R	R	R
Contributions received and accrued	10	4 741 528 700	380 194 330	5 121 723 030	4 774 786 759
Contribution transferred from surplus accounts	15	66 993 059	(66 993 059)	-	-
Reinsurance proceeds		-	252 356 726	252 356 726	244 292 583
Net investment income	11	-	2 170 628 814	2 170 628 814	4 267 375 878
Allocated to unclaimed benefits	8	(1 143 669)	-	(1 143 669)	(1 263 636)
Less:		-	(420 558 247)	(420 558 247)	(384 121 422)
Re-insurance premiums		-	(302 799 373)	(302 799 373)	(275 559 673)
Administration expenses	12	-	(117 758 874)	(117 758 874)	(108 561 749)
Net income before transfers and benefits		4 807 378 090	2 315 628 564	7 123 006 654	8 901 070 162
Transfers and benefits		(3 556 363 918)	(289 933 988)	(3 846 297 906)	(4 562 625 027)
Transfer from other funds	5	1 912 083 565	1 552 237	1 913 635 802	2 104 971 030
Transfer to other funds	6	(225 966 066)	-	(225 966 066)	(876 093 424)
Benefits	7	(5 242 481 417)	(291 486 225)	(5 533 967 642)	(5 791 502 633)
Net income after transfers and benefits		1 251 014 172	2 025 694 576	3 276 708 748	4 338 445 135
Funds and reserves					
Balance at the beginning of the year	15	50 264 974 064	815 805 860	51 080 779 924	47 054 737 749
Transfers between reserve accounts	15	(33 940 242)	33 940 242	-	-
Allocations to/from surplus accounts	15	2 838 142 475	(2 799 217 714)	38 924 761	(312 402 960)
Opening balance - Employer Surplus Reserve	15	748 720 970	(748 720 970)	-	-
Contribution holiday	15	-	73 969 517	73 969 517	289 005 000
Net investment income and administration costs	15	2 089 421 505	(2 122 914 024)	(33 492 519)	(37 701 120)
Employer surplus transfers	15	-	(1 552 237)	(1 552 237)	(563 706 840)
Balance at the end of the year		54 320 190 469	76 222 964	54 396 413 433	51 080 779 924

Note: With reference to the "Reserve and Employer Surplus Accounts" the balance at the end of the year excludes the Employer Surplus Account balance.

**SCHEDULE HA
NOTES TO THE ANNUAL FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2019**

1. PRINCIPAL ACCOUNTING POLICIES

The following are the principal accounting policies used by the Fund. These policies have been applied consistently, unless otherwise specifically stated.

1.1. PURPOSE AND BASIS OF PREPARATION OF ANNUAL FINANCIAL STATEMENTS

The annual financial statements are prepared in accordance with the Regulatory Reporting Requirements for Retirement Funds in South Africa, the Rules of the Fund and the provisions of the Pension Funds Act.

The annual financial statements are prepared on the historical cost and going concern basis, except where specifically indicated otherwise in the accounting policies below:

1.2. FINANCIAL INSTRUMENTS

Measurement

A financial instrument is any contract that gives rise to both a financial asset of one entity and a financial liability or equity instrument of any other entity. A financial asset or a financial liability is recognised when its contractual arrangements become binding and is derecognised when the contractual rights to the cash flows of the instrument expire or when such rights are transferred in a transaction in which substantially all risks and rewards of ownership of the instrument are transferred.

Financial instruments carried on the statement of net assets and funds, include cash and bank balances, investments, receivables and accounts payable.

Financial instruments are recognised on acquisition using trade date accounting, which includes transaction costs, excluding investment fees. Upon initial recognition financial instruments are designated at fair value through the statement of changes in net assets and funds as the assets or liabilities are managed, evaluated and reported internally on a fair value basis and/or the designation eliminates or significantly reduces an accounting mismatch which would otherwise arise.

Subsequent to initial recognition, these instruments are measured as set out below.

1.2.1. Investments

Investments are classified at fair value through the statement of changes in net assets and funds and are measured at fair value.

Debentures

Debentures comprise investments in listed and unlisted debentures.

The fair value of listed debentures traded on active liquid markets is based on regulated exchange quoted ruling closing prices at the close of business on the last trading day on or before the statements of net assets and funds date.

Unlisted debentures are financial assets with fixed or determinable payments and fixed maturity. Fair value is estimated using pricing models or by applying appropriate valuation techniques such as discounted cash flow analysis or recent arm's length market transactions in respect of the unlisted debenture.

Bills and bonds

Bills and bonds comprise investments in government or provincial administration, local authorities, participating employers, subsidiaries or holding companies and corporate bonds.

The fair value of listed bills and bonds traded on active liquid markets is based on regulated exchange quoted ruling closing prices at the close of business on the last trading day on or before the statements of net assets and funds date.

Listed Equities

Equity instruments consist of equities with primary listing on the Johannesburg Stock Exchange, equities with secondary listing on the Johannesburg Stock Exchange, foreign listed equities and unlisted equities.

Equity instruments designated as fair value through the statement of changes in net assets and funds by the fund are initially recognised at fair value on trade date.

Equity instruments are subsequently measured at fair value and the fair value adjustments are recognised in the statement of changes in net assets and funds. Equity instruments are traded on active liquid markets and are the closing prices on the last trading day.

SCHEDULE HA
NOTES TO THE ANNUAL FINANCIAL STATEMENTS (continued)
FOR THE YEAR ENDED 30 JUNE 2019

1.2.1. Investments (continued)

Preference shares

Listed preference shares

The fair value of listed preference shares traded on active liquid markets is based on regulated exchanged quoted ruling closing prices at the close of business on the last trading day on or before the statement of net assets and funds date.

Insurance policies

Non - linked insurance policies

Non - linked insurance policies with insurers are valued on the basis of the policyholder's retrospective contribution to assets and investment return.

Linked or market-related policies

If the policy is unitised, the value is equal to the market value of the underlying units. Other linked or market-related policies are valued at the market value of the underlying assets for each policy, in line with the insurer's valuation practices.

Smooth bonus policies

The fund value is equal to the total value of contributions received plus bonuses declared less expenses charged to the Member in terms of the policy of insurance.

Collective investment scheme

Investments in collective investment schemes are valued at fair value which is the quoted unit values, as derived by the collective investment scheme manager with reference to the rules of each particular collective investment scheme, multiplied by the number of units.

Derivative market instruments

Derivative market instruments consist of options, equity linked instruments, futures/forwards – SAFEX/foreign, currency swaps and interest rate swaps.

Derivatives are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at their fair value. Fair values are obtained from regulated exchange quoted market prices in active markets, including discounted cash flow models and option pricing models, as appropriate. All derivatives are carried as assets when fair value is positive and as liabilities when fair value is negative. The Fund does not classify any derivatives as hedges in a hedging relationship.

The best evidence of the fair value of a derivative at initial recognition is the transaction price (i.e. the fair value of the consideration given or received) unless the fair value of that instrument is evidenced by comparison with other observable current market transactions in the same instrument (i.e. without modification or repackaging) based on a valuation technique whose variables include only data from observable markets.

Options

Options are valued using option pricing modules.

Futures/forward contracts

The fair value of publicly traded derivatives is based on quoted closing prices for assets held or liabilities issued, and current offer prices for assets to be acquired and liabilities held.

Investment in Participating Employers

Investments in Participating Employer(s) comprise loans, investments in listed and unlisted equities and other investments.

1.2.2. Accounts receivable

Accounts receivable are financial assets measured initially at fair value and subsequently measured at amortised cost using the effective interest rate method, less any allowance for impairment.

SCHEDULE HA
NOTES TO THE ANNUAL FINANCIAL STATEMENTS (continued)
FOR THE YEAR ENDED 30 JUNE 2019

1.2.3. Cash and cash equivalents

Cash and equivalents comprise cash on hand, deposits held at call with banks, and other short-term highly liquid investments with original maturities of three months or less. Cash and cash equivalents are measured at fair value.

1.2.4. Accounts payable

Accounts payable are financial liabilities measured initially at fair value, net of transaction costs that are directly attributable to the liability and subsequently measured at amortised cost using the effective interest rate method.

1.2.5. Contributions receivable

Contributions receivable are stated at amortised cost less provision for doubtful receivables. The Fund has adopted a policy of considering and recognising an impairment loss in respect of participating employers whose contributions have been past due date for more than 6 months. Such amounts will be set off against the contribution receivable.

1.3. RESERVES

Reserve Accounts comprise particular amounts of designated income and expenses as set out in the Rules of the Fund and are recognised in the year in which such income and expenses accrue to the Fund.

1.4. IMPAIRMENT

Financial assets carried at amortised cost

The Fund assesses at each statement of net assets and funds date whether there is objective evidence that a financial asset or group of financial assets is impaired. A financial asset or group of financial assets is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that have occurred after the initial recognition of the asset (a loss event) and that loss event has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

The Fund first assesses whether objective evidence of impairment exists individually for financial assets that are individually significant. If the Fund determines that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, it includes the asset in a group of financial assets with similar credit risk characteristics and collectively assesses them for impairment.

If there is objective evidence that an impairment loss has been incurred on loans and receivables or held to maturity investments carried at amortised cost, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flow (excluding future credit losses that have been incurred) discounted at the financial asset's original effective interest rate. The carrying amount of the asset is reduced and the amount of the loss is recognised in the statement of changes in net assets and funds. If a loan has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under contract. As a practical expedient, the Fund may measure impairment on the basis of an instrument's fair value using an observable market price.

If, in a subsequent year, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed in the statement of changes in net assets and funds.

1.5. PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

Provisions

Provisions are recognised when the Fund has a present legal or constructive obligation as a result of past events, for which it is probable that an outflow of economic benefits will be required to settle the obligation, and a reliable estimate of the amount of the obligation can be made.

Contingent liabilities

A contingent liability is not recognised in the statement of net assets and funds, but disclosed in the notes to the financial statements.

Contingent assets

A contingent asset is not recognised in the statement of net assets and funds, but disclosed in the notes to the financial statements when an inflow of economic benefits is probable.

SCHEDULE HA
NOTES TO THE ANNUAL FINANCIAL STATEMENTS (continued)
FOR THE YEAR ENDED 30 JUNE 2019

1.6. CONTRIBUTIONS

Contributions are measured at the fair value of the consideration received or receivable.

Contributions are accrued and recognised as income in accordance with the valuers' recommendations, and the Rules of the Fund. Contributions received are apportioned between funding for retirement, risk benefits and other expenses. The apportionment is governed by the Rules of the Fund and the valuers' recommendations.

Voluntary contributions are recognised when they are received from annual payments or accrued where monthly recurring payments are made.

Any contributions outstanding at the end of the reporting year are recognised as a current asset – contribution receivable. Any contributions received in advance at the end of the reporting year are recognised as a current liability – accounts payable.

Contributions transferred from surplus accounts

Contributions transferred from surplus accounts relate to contribution holidays after surplus apportionment has been approved.

Interest charged on late payment of contributions

Compound interest on late payments or unpaid amounts and values shall be calculated for the year from the first day of the month following the expiration for the year in respect of which the relevant amounts or values are payable or transferable until the date of receipt by the Fund.

1.7. FOREIGN CURRENCIES

Transactions in foreign currencies are accounted for at the ruling rate of exchange on the transaction date. Assets and liabilities in foreign currencies are converted at the ruling rate of exchange on the statements of net assets and funds date.

Gains and losses on conversion are dealt with in the statement of changes in net assets and funds.

Income and expenditure relating to foreign investments are converted to South African currency at appropriate weighted average exchange rates, for the period.

1.8. INVESTMENT INCOME

Investment income comprises of dividends, interest and adjustment to fair value

Dividends

Dividend income is recognised in the statement of changes in net assets and funds when the right to receive payment is established – this is the last date of registration. For financial assets designated at fair value through the statement of changes in net assets and funds, the dividend income forms part of the fair value adjustment.

Interest

Interest income in respect of financial assets held at amortised cost is accounted for in the statement of changes in net assets and funds using the effective interest rate method.

Collective investment schemes' distribution

Distribution from collective investment schemes are recognised when the right to receive payment is established.

Income from policies with insurance companies

Income from investment policies from insurance companies is included in the adjustment to the movement of the financial asset.

Adjustment to fair value

Gains or losses arising from changes in the fair value of financial assets at fair value through the statement of changes in net assets and funds are presented in the statement of changes in net assets and funds in the year in which they arise.

Expenses incurred in managing investments

Expenses in respect of the management of investments are recognised as the service is rendered.

SCHEDULE HA
NOTES TO THE ANNUAL FINANCIAL STATEMENTS (continued)
FOR THE YEAR ENDED 30 JUNE 2019

1.9. BENEFITS

Benefits payable are measured in terms of the Rules of the Fund.

Benefit payments are recognised as an expense when they are due and payable in terms of the Rules of the Fund. Any benefits not paid at the end of the reporting year are accrued as a current liability.

Reinsurance proceeds

Reinsurance proceeds are measured at the fair value of the consideration received or receivable and are accrued as a current liability.

1.10. TRANSFERS TO AND FROM THE FUND

Section 14 and 15E transfers to or from the Fund are recognised on the date of approval of the scheme/arrangement of transfer of business by the FSCA, as contained in the approval certificate from the Authority.

Individual transfers (Section 13A(5) transfers) are recognised on the earlier of receipt of the written notice of transfer (Recognition of Transfer) or receipt of the actual transfer value.

Transfers are measured at the values as per the Section 14 and/or 15E applications or the value of the transfer at effective date of transfer adjusted for investment return or late payment interest as guided by the application. The details of the transfers are available for inspection at the registered address of the Fund.

1.11. ADMINISTRATION EXPENSES

Expenses incurred in the administration of retirement funds are recognised in the statement of changes in net assets and funds in the reporting year to which they relate.

In the event that an expense has not been paid at the end of a reporting year, the liability will be reflected in the accounts payable note. If the expense was paid in advance or an overpayment occurred, the applicable amount will be disclosed under the accounts receivable note.

1.12. RELATED PARTIES

In considering each possible related-party relationship, attention is directed to the substance of the relationship and not merely the legal form.

The Fund reviews the performance of related parties on an annual basis.

If there have been transactions between related parties, the Fund shall disclose the nature of the related party relationship as well as the following information for each related party relationship:

- the amount of the transactions;
- the amount of outstanding balances;
- their terms and conditions, including whether they are secured, and the nature of the consideration to be provided in the settlement;
- details of guarantees given or received;
- provisions for doubtful debts related to the amount of outstanding balances; and
- the expense recognised during the year in respect of bad or doubtful debts due from related parties.

1.13. ACCOUNTING POLICIES, CHANGING IN ACCOUNTING ESTIMATES AND ERRORS

The Fund applies adjustments arising from changes in accounting policies and errors prospectively. The adjustment relating to a change in the accounting policy or error is therefore recognised in the current and future years affected by the change.

1.14. COMPARATIVES

Where necessary, comparative figures have been reclassified to conform to changes in presentation in the current period.

OLD MUTUAL SUPERFUND PENSION FUND

SCHEDULE HA
NOTES TO THE ANNUAL FINANCIAL STATEMENTS (continued)
FOR THE YEAR ENDED 30 JUNE 2019

2. INVESTMENTS

2.1. Investment summary

	Note	Local R	Foreign R	Total current year R	Total previous year R	Fair value current year R	Categorised per IAS 39
Cash		679 603 749	4 741 232	684 344 981	856 213 513	684 344 981	At fair value through statement of changes in net assets and funds
Commodities		31 103 492	-	31 103 492	5 186 478	31 103 492	At fair value through statement of changes in net assets and funds
Debt instruments including Islamic debt instruments		370 603 948	-	370 603 948	400 330 939	370 603 948	At fair value through statement of changes in net assets and funds
Equities		1 384 776 097	-	1 384 776 097	1 310 851 531	1 384 776 097	At fair value through statement of changes in net assets and funds
Insurance policies		48 844 390 958	-	48 844 390 958	47 569 779 098	48 844 390 958	At fair value through statement of changes in net assets and funds
Collective investment schemes		1 873 670 809	1 705 261 994	3 578 932 803	3 056 020 912	3 578 932 803	At fair value through statement of changes in net assets and funds
Investment in Participating Employer(s)	2.2.	63 552 357	-	63 552 357	85 232 244	63 552 357	At fair value through statement of changes in net assets and funds
Total		53 247 701 410	1 710 003 226	54 957 704 636	53 283 614 715	54 957 704 636	

Included in the above categories are investments that are held with related parties.

2.2. Investment in Participating Employer/s

	At beginning of year R	Net Movement R	At end of year R
Equities *	85 232 244	(21 679 887)	63 552 357
Total	85 232 244	(21 679 887)	63 552 357

* Equities held in segregated portfolios for the sub-funds in which the Anglo American Platinum Limited and Nedbank Limited groups of companies and related entities participate.

OLD MUTUAL SUPERFUND PENSION FUND

SCHEDULE HA NOTES TO THE ANNUAL FINANCIAL STATEMENTS (continued) FOR THE YEAR ENDED 30 JUNE 2019

3. HOUSING LOAN FACILITIES

3.1. Housing loan guarantees

The Fund has granted guarantees to ABSA Bank Limited, First National Bank Limited, Nedbank Limited *, Ithala Limited, Iemas Financial Services and Standard Bank of South Africa Limited for loans granted to 1 233 (2018: 657) members. Guarantees amounting to R88 562 595 (2018: R53 138 191) are in place.

The loan to the member may not exceed an amount equal to 80% (70% in respect of Standard Bank) of the member's lowest benefit in terms of the Rules of the Fund at the time the housing loan is granted, which the member would receive if they terminated their membership, net of income tax as envisaged in section 37D(a) of the Act and any other prior endorsements or rights (statutory or otherwise) which may reduce such benefit.

The liability of the Fund in respect of any amount due by the member to a Financial Institution arising from the loan (including any interest, legal costs or any other costs), shall never exceed the available net balance of that member's benefit.

* Related party

4. ACCOUNTS RECEIVABLE

	30 June 2019	30 June 2018
	R	R
Cash in transit	27 517 296	69 133 565
Current account interest receivable	518 005	603 740
Late payment interest due - contributions*	200 384	172 127
Participating employers - under payments* #	1 779 029	4 431 087
Reinsurance proceeds receivable - OMLAC (SA)*	47 693 325	50 861 384
Reinsurance proceeds receivable - other than OMLAC (SA)	17 869 713	3 754 844
Sundry debtors	5 583 161	4 470 647
Total	101 160 913	133 427 394

* These balances are interest free, have no fixed terms of repayment and include some related party transactions.

The Fund, in conjunction with the administrator, has undertaken an exercise to investigate these balances with the intention to recover these amounts.

OLD MUTUAL SUPERFUND PENSION FUND

SCHEDULE HA
NOTES TO THE ANNUAL FINANCIAL STATEMENTS (continued)
FOR THE YEAR ENDED 30 JUNE 2019

5. TRANSFERS FROM OTHER FUNDS

	Effective date	No. of members	Applied for not yet approved (contingent)	A At beginning of year	B Transfers approved	C Return on Transfers	D Assets transferred	A+B+C-D At end of year
			R	R	R	R	R	R
In terms of Section 14								
- Nampak Group Pension Fund	01/03/2019	1 000	-	-	1 338 019 149	-	-	1 338 019 149
- Altron Group Pension Fund	01/02/2018	43	-	-	39 500 797	-	(30 970 568)	8 530 229
- Corporate Selection Umbrella Fund	01/11/2017	76	-	-	22 128 275	-	(22 128 275)	-
- Fundsatwork Umbrella Pension Fund	01/04/2018	146	-	-	15 709 339	-	(15 709 339)	-
- Hudaco Industries Group Pension Fund	01/01/2017	32	-	-	15 568 255	-	(15 568 255)	-
- Sentinel Retirement Fund	01/04/2018	1	-	-	14 996 805	-	(14 996 805)	-
- Corporate Selection Umbrella Fund	01/04/2018	87	-	-	14 778 966	-	-	14 778 966
- Sentinel Retirement Fund	01/10/2018	1	-	-	12 043 801	-	-	12 043 801
- Amplats Mines Retirement Fund (Pension Section)	01/12/2017	67	-	-	11 944 847	-	(11 944 847)	-
- Fundsatwork Umbrella Pension Fund	01/04/2017	218	-	-	11 620 514	-	(11 620 514)	-
- Various *	Various	4 802	-	65 367 228	236 789 764	-	(257 296 636)	44 860 356
Transfers in terms of section 15E								
- Otis (South Africa) Pension Fund	01/04/2015	-	-	-	1 552 237	-	(1 552 237)	-
Individual transfers in	Various	504	-	-	178 983 053	-	(178 983 053)	-
Prospective approvals in terms of Section 14								
- Various *	Various	147	37 741 442	-	-	-	-	-
Total		7 124	37 741 442	65 367 228	1 913 635 802	-	(560 770 529)	1 418 232 501

Transfers approved (B)

1 913 635 802

Return on transfers (C)

-

Statement of changes in net assets and funds

1 913 635 802

* The details of the transfers above are available for inspection at the registered address of the Fund.

"Transfers approved" reflect approved transfers to date and includes investment return until date of receipt.

OLD MUTUAL SUPERFUND PENSION FUND

SCHEDULE HA
NOTES TO THE ANNUAL FINANCIAL STATEMENTS (continued)
FOR THE YEAR ENDED 30 JUNE 2019

6. TRANSFERS TO OTHER FUNDS

	Effective date	No. of members	Applied for not yet approved (contingent) R	A At beginning of year R	B Transfers approved R	C Return on Transfers R	D Assets transferred R	A+B+C-D At end of year R
In terms of Section 14								
- Unicover Pension Fund	01/11/2017	132	-	-	37 758 656	-	(37 758 656)	-
- Fundsatwork Umbrella Pension Fund	01/12/2017	272	-	-	35 501 374	-	(35 501 374)	-
- Fundsatwork Umbrella Pension Fund	01/08/2018	76	-	-	15 921 839	-	(15 851 765)	70 074
- Corporate Selection Umbrella Fund	01/06/2018	55	-	-	15 305 780	-	(15 305 780)	-
- Discovery Life Pension Umbrella Fund	01/10/2018	92	-	-	14 829 930	-	(14 734 490)	95 440
- Sanlam Umbrella Pension Fund	01/10/2017	111	-	-	13 313 024	-	(13 313 024)	-
- Anglo American Corporation Retirement Fund	Various	12	-	50 159	11 410 017	-	(11 460 176)	-
- Fundsatwork Umbrella Pension Fund	01/09/2017	17	-	-	10 307 773	-	(10 298 276)	9 497
- Prescient Umbrella Pension Fund	01/01/2018	8	-	-	9 835 400	-	(9 835 400)	-
- Sygnia Umbrella Retirement Fund Pension	01/04/2017	58	-	-	9 607 100	-	(9 607 100)	-
- Various*	Various	1 354	-	468 124 832	52 175 173	-	(512 623 464)	7 676 541
Prospective approvals in terms of Section 14								
Various*	Various	467	56 072 104	-	-	-	-	-
Total		2 654	56 072 104	468 174 991	225 966 066	-	(686 289 505)	7 851 552
Transfers approved (B)								225 966 066
Return on transfers (C)								-
Statement of changes in net assets and funds								225 966 066

*The details of the transfers above are available for inspection at the registered address of the Fund. Included in these amounts are related party transactions.

"Transfers approved" reflect approved transfers to date and includes investment return until date of payment.

OLD MUTUAL SUPERFUND PENSION FUND

SCHEDULE HA
NOTES TO THE ANNUAL FINANCIAL STATEMENTS (continued)
FOR THE YEAR ENDED 30 JUNE 2019

7. BENEFITS

7.1. Benefits - current members

	A At beginning of year R	B Benefits for current period R	C Return allocated R	D Payments R	E Transferred to unclaimed benefits R	A+B+C-D-E At end of year R
Lump sums on retirements						
- Full benefit	294 760 418	2 104 948 270	4 010 699	(1 894 057 840)	(26 489 570)	483 171 977
Lump sums before retirement						
- Disability benefits	11 619 520	15 321 083	155 103	(13 205 998)	(879 898)	13 009 810
- Death benefits	282 068 543	428 012 618	1 538 120	(388 324 578)	(414 054)	322 880 649
- Withdrawal benefits	602 554 024	2 376 259 488	8 117 841	(2 415 807 528)	(21 380 752)	549 743 073
- Retrenchment benefits	56 681 167	487 449 548	866 187	(453 710 832)	(1 484 655)	89 801 415
Defaults - housing facilities	-	2 388 220	-	(2 026 653)	-	361 567
Other						
- Liquidation benefits	25 584 958	37 757 399	214 775	(34 349 931)	(192 169)	29 015 032
- Divorce and court orders	6 484 924	66 892 763	35 528	(62 055 865)	(78 416)	11 278 934
Total	1 279 753 554	5 519 029 389	14 938 253	(5 263 539 225)	(50 919 514)	1 499 262 457
Benefits for current year (B)						5 519 029 389
Return allocated (C)						14 938 253
Statement of changes in net assets and funds						5 533 967 642

Contingent liquidation benefits payable amount to R1,489,831 (2018: R7,254,378).

OLD MUTUAL SUPERFUND PENSION FUND

SCHEDULE HA
NOTES TO THE ANNUAL FINANCIAL STATEMENTS (continued)
FOR THE YEAR ENDED 30 JUNE 2019

8. UNCLAIMED BENEFITS

	30 June 2019 R	30 June 2018 R
Balance at the beginning of the year	57 508 200	41 041 418
Transferred from benefits payable	50 919 514	46 549 574
Net Investment income*	1 143 669	1 263 636
Less:		
• Benefits paid	(11 583 543)	(2 529 208)
• Transferred to the Old Mutual SuperFund Unclaimed Benefits Preservation Pension Fund*	(12 133 209)	(28 817 220)
Balance at the end of the year	85 854 631	57 508 200

The investment income is net of fees paid (2019: R229,959 and 2018: R69,994).

* Related Parties.

9. ACCOUNTS PAYABLE

	30 June 2019 R	30 June 2018 R
Administration fees*	6 837 240	6 880 957
Amounts to be refunded - Coronation Fund Managers	13 197 308	-
FSCA Levies payable	3 166 130	2 853 937
Liquidation fees	401 944	-
Outstanding investment settlements*	-	57 574 169
Participating employer - over payments*	10 441 328	8 691 503
PAYE	35 220 169	29 165 468
Provision for audit fees	1 070 523	926 379
Risk premiums - OMLAC (SA)*	24 205 260	27 121 413
Risk premiums - other than OMLAC (SA)	2 931 976	2 680 785
Sundry creditors	1 641 519	1 627 622
Unallocated receipts	25 178 670	15 772 764
Unapproved risk premiums - OMLAC (SA)*	4 389 343	9 207 746
Unapproved risk premiums - other than OMLAC (SA)	632 958	1 211 274
Unidentified deposits	4 096 703	1 818 255
Total	133 411 071	165 532 272

* Related Parties. These balances are interest free and have no repayment terms.

OLD MUTUAL SUPERFUND PENSION FUND

SCHEDULE HA
NOTES TO THE ANNUAL FINANCIAL STATEMENTS (continued)
FOR THE YEAR ENDED 30 JUNE 2019

10. CONTRIBUTIONS

	At beginning of year	Towards retirement	Towards re- insurance and expenses	Contributions received	At end of year
	R	R	R	R	R
Member contributions received and accrued	94 907 720	2 793 855 090	-	(2 784 017 178)	104 745 632
Employer contributions received and accrued	79 356 402	1 854 315 951	380 194 330	(2 224 657 453)	89 209 230
Additional voluntary contributions employer	-	25 247 298	-	(25 247 298)	-
Additional voluntary contributions members	1 947 059	68 110 361	-	(67 943 446)	2 113 974
Total	176 211 181	4 741 528 700	380 194 330	(5 101 865 375)	196 068 836
Towards retirement					4 741 528 700
Towards reinsurance and expenses					380 194 330
Statement of changes in net assets and funds					5 121 723 030

11. NET INVESTMENT INCOME

	30 June 2019 R	30 June 2018 R
Income from investments	2 293 752 790	3 449 247 417
• Dividends	62 621 634	57 164 727
• Interest	81 501 160	88 715 368
• Collective investment schemes distribution*	53 702 179	31 304 276
• Income from insurance policies*	2 095 927 817	3 272 063 046
Interest on late payment of contributions*	1 555 033	(333 322)
Adjustment to fair value*	106 805 298	1 045 872 683
	2 402 113 121	4 494 786 778
Less: Expenses incurred in managing investments* #	(231 484 307)	(227 410 900)
Total	2 170 628 814	4 267 375 878

The Fund earned investment income of R 2,084,174,986 (2018: R 3,358,397,715) from investments administered by related parties.

Expenses incurred in managing investments include R193,873,080 (2018: R189,634,517) which was paid to Investment Administrators who are related parties.

* Related Party transactions included.

OLD MUTUAL SUPERFUND PENSION FUND

SCHEDULE HA
NOTES TO THE ANNUAL FINANCIAL STATEMENTS (continued)
FOR THE YEAR ENDED 30 JUNE 2019

12. ADMINISTRATION EXPENSES

		30 June 2019	30 June 2018
		R	R
Actuarial fees* #		341 667	713 783
Administration expenses*		103 759 197	92 986 015
Audit fees - Audit services		811 050	1 088 604
Consulting fees* #		570 715	845 924
Fidelity Insurance		609 030	816 756
Levies		3 367 855	3 113 938
Other fees		5 210 102	4 915 812
Bank charges		58 449	66 215
Legal fees #		123 282	-
Liquidation fees		464 247	364 934
Sundry #		-	22 019
Tracing fees		84 998	(12 804)
Sub-Fund expenses	12.3	4 479 126	4 475 448
Board of Fund fees* #	12.1	1 524 443	1 680 359
Office of the Principal Officer fees* #	12.2	993 116	2 150 873
Secretarial fees* #		571 699	249 685
Total		117 758 874	108 561 749

* Related Parties

12.1. Board of Fund fees

	30 June 2019	30 June 2018
	R	R
Fees #	1 524 443	1 680 359
Total	1 524 443	1 680 359

12.2. Office of the Principal Officer fees

	30 June 2019	30 June 2018
	R	R
Fees # ^	993 116	2 150 873
Total	993 116	2 150 873

^ This cost is significantly lower due to the transitioning costs in the prior year associated with the resignation of the previous Principal Officer and the appointment of the new Principal Officer.

12.3. Sub-Fund expenses ~

	30 June 2019	30 June 2018
	R	R
Consulting fees	1 412 775	1 905 784
Communication costs	904 255	730 964
Management Committee support fees	2 162 096	1 838 700
Total	4 479 126	4 475 448

~ Related parties

Sub-Fund expenses are expenses incurred by the Participating Employers' Management Committee in fulfilling their mandates and any delegation of duties as provided for in the Master Rules. These expenses are governed by the expense policy adopted by the Participating Employers' Management Committee and approved by the Board of Fund.

This Fund forms part of a group of Funds sponsored by Old Mutual. It is overseen by the same Board of Fund. The total cost of these expenses are proportioned amongst the Funds. The Board of Fund adopted a policy effective 1 July 2018 that is more representative of the overall membership between the different Funds. The basis of allocation is evolving as the Board of Fund seeks to ensure an equitable split amongst the Funds.

SCHEDULE HA
NOTES TO THE ANNUAL FINANCIAL STATEMENTS (continued)
FOR THE YEAR ENDED 30 JUNE 2019

13. RISK MANAGEMENT POLICIES

Risk management framework

The Board of Fund has overall responsibility for the establishment and oversight of the Fund's risk management policies.

This is a defined contribution Fund where members' benefits are defined according to the investment portfolio they are invested in and where the value of those benefits is directly driven by the value of the portfolio at the time the benefits become payable.

The Fund's risk management policies are established to identify and analyse the risks faced by the Fund, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Fund's activities.

The Fund's obligation towards its members is to pay the amount transferred in the Fund augmented with interest earned thereafter less the expenses of managing the Fund, tracing the members and paying the benefits. Members are thus exposed to the risk of their benefits not matching their expectations when they become payable.

Because of the nature of the Fund's investments, a number of the risks have been grouped together below so that the risk management approach is not necessarily duplicated:

13.1. Legal risks

Legal risk is the risk that the Fund may be exposed to financial or reputational loss as a result of -

- a lack of awareness or misunderstanding to the way the law applies to the business of the Fund, its relationships, processes, products and services;
- the rules and contracts entered into by the Board of Fund being legally and commercially sound;
- a failure to comply with its legal duties and obligations; and
- a failure to exploit opportunities presented by the applicable legal framework

In the narrow sense this is the risk that a loss will be suffered through inadequate compliance or non-compliance with the lawful duties and responsibilities of the Board of Fund; and in the broader sense it is the risk of any claim being made against the Board of Fund on any other basis.

The legal risk of the Fund in the above narrow sense is managed by a strong emphasis in the Fund on proper governance which includes a rigorous oversight function by the Board of Fund and its various Sub-Committees (Administration and Financial Reporting, Claims, Communication, Governance and Risk Management, Investment and Actuarial, Legal and Contractual). The Board of Fund and Sub-Committees meet regularly to ensure that the requisite compliance responsibilities of the Board of Fund are being performed. In particular, the Sponsor is tasked with ensuring that such proper compliance is carried out on an ongoing basis. On an annual basis, the Office of the Principal Officer benchmarks compliance against legislation and the Rules of the Fund.

The Fund has a comprehensive Risk Management Policy which includes provision for indemnity insurance. The risks faced by the Board of Fund are managed by the Board of Fund within the guidelines of policies and practices which are monitored and managed by the Sub-Committees. The Sub-Committees identify deviations from the policies and practices (called issues) which are then rated in terms of their impact on the Fund and its members, should they materialise and the likelihood of the risk materialising. The top ranking issues are reported in the Board of Fund's Issues Log and dealt with by the Board of Fund. Less significant issues are allocated to the various Sub-Committees in accordance with their mandates and they are responsible for ensuring that appropriate mitigating strategies are implemented with input by the Principal Officer. Insignificant risks are dealt with by the Principal Officer. Risks are noted by the Board of Fund at the quarterly Board of Fund meetings. Only residual risks are specifically measured on a qualitative basis with a 12-month view with respect to regulation, reputation and impact on members. In addition, particular care is taken to ensure that there is a right of recourse against the various service providers of the Fund; that decisions of the Board of Fund which may have a financial consequence are properly minuted so as to ensure that they are defensible; and, finally, to the extent that any claim may be made against the Fund for any loss that such claim is properly and appropriately defended and which, if eventually successful, will not result in any loss to the Fund because of the rights of recourse or the indemnity arrangements of the Fund.

SCHEDULE HA
NOTES TO THE ANNUAL FINANCIAL STATEMENTS (continued)
FOR THE YEAR ENDED 30 JUNE 2019

13. RISK MANAGEMENT POLICIES (continued)

13.2. Reputational risk

A Fund's reputation is perhaps its most valuable asset. The Board of Fund views reputational risk as the possible loss of the Fund's reputational capital. Reputational damage could lead to loss of confidence in the Fund, increased concern from stakeholders, including the regulator, and could in turn impact on the Fund's strategy and operational activities. In its assessment of risks in terms of its Risk Management Policy, the Board of Fund considers the impact of all risks, and the likelihood of the risks materialising, on the Fund's reputation.

The Board of Fund acknowledges that many Participating Employers have and will in future participate in the Fund on the basis that the Fund is sponsored by Old Mutual. In applying for participation in the Fund, they envisage an enduring sponsorship of the Fund by Old Mutual. The Board of Fund is responsible for the proper and efficient management of the Fund and must exercise the powers, perform the functions and carry out the duties assigned to it or imposed on it in terms of the Rules and by law, including the exercising of its fiduciary duties towards the Fund and its Members. Consequently, reputational damage to either party could impact the relationship between Old Mutual and the Fund. To this end, the Board of Fund and Old Mutual have entered into an agreement which governs the relationship between them and the manner in which the parties conduct themselves but always acknowledging the independence of the Board of Fund.

The Fund and Old Mutual, in its capacity as Sponsor of the Fund, have implemented a robust complaints procedure and all social media channels are monitored and complaints responded to timeously. The Board of Fund is committed to putting customers at the heart of everything it does, and it fully supports the Treat Customers Fairly (TCF) initiative. The principles underpinning TCF have been at the core of its service ethos since it was first established. A rigorous process has been implemented for interrogating TCF deliveries and the ongoing alignment to all six TCF outcomes. Financial security, good governance, service excellence, value for money, ease of doing business, member empowerment, treating customer's fairly, member-focus and service provision excellence to all stakeholders is at the heart of the Fund's mission and central to Board of Fund's activities.

13.3. Investment risks

Investments in financial instruments are valued at fair value and therefore susceptible to market fluctuations. Investments are managed with the aim of maximising the Fund's returns while limiting risk to acceptable levels within the framework of statutory requirements. All the investment risk is borne by members provided the Fund has invested the members' money in the correct investment portfolios as selected by the members (or the Board of Fund where a default investment portfolio applies). Continuous monitoring takes place to ensure that there is an appropriate match between assets and liabilities in respect of each investment portfolio.

13.3.a. Cash flow risk

Cash flow risk is the risk that future cash flows associated with monetary financial instrument may fluctuate in amount. In the case of a floating rate debt instrument, for example, such fluctuations result in a change in the effective interest rate of the financial instrument, usually without a corresponding change in its fair value. The Board of Fund monitors cash flows by using monthly cash flow projections.

13.3.b. Currency risk

Currency risk is the risk that the value of an instrument may fluctuate in Rands owing to changes in foreign exchange rates. Any drop in the value of an instrument will be passed on to members through a fall in the unit price or a drop in the declared bonus. The currency risk is therefore borne by the members and not the Fund.

The Fund's exposure to currency risk is mainly in respect of foreign investments made on behalf of members of the Fund for the purpose of seeking desirable international diversification of investments. The Board of Fund monitors this aspect of the Fund's investments and limits it to 40% of total assets in accordance with Regulation 28, which includes a 10% deemed African component.

13.3.c. Inflation risk

The risk that over the long term the investment does not outperform inflation to the expected levels. The investment portfolio must offer a reasonable chance of outperforming inflation, subject to providing capital protection. The selected portfolio invests in "growth" assets that aim to give a targeted return above inflation.

13.3.d. Interest rate risk

Interest rate risk is the risk that the value and/or future cash flows of financial instruments may fluctuate as a result of changes in interest rates. Any drop in the value of an instrument will be passed on to members through a fall in the unit price or a drop in the declared bonus. The only interest rate risk that is borne by the Fund is that in relation to moneys held in cash or short term instruments as part of the Fund's cash management policy. As these are all short-term instruments the interest rate risk borne by the Fund is minimized.

SCHEDULE HA
NOTES TO THE ANNUAL FINANCIAL STATEMENTS (continued)
FOR THE YEAR ENDED 30 JUNE 2019

13. RISK MANAGEMENT POLICIES (continued)

13.3.e. Liquidity risk

Liquidity risk is the risk that the Fund will encounter difficulty in raising funds to meet commitments associated with financial instruments. The Fund's liabilities are backed by appropriate assets and it has significant liquid resources. Cash flows are actively monitored.

13.3.f. Market risk

Market risk is the risk that the value of a financial instrument may fluctuate as a result of changes in market prices of market interest rates.

Continuous monitoring by the Board of Fund and the Fund's Valuator takes place to ensure that appropriate assets are held where the Fund's obligation to Members are dependent upon the performance of specific portfolio assets and that a suitable match of assets exists for all other liabilities.

13.3.g. Price risk

Price risk is the risk that the value and/or future cash flows of a financial instrument may fluctuate as a result of changes in market prices. This risk is borne wholly by the members.

13.3.h. Solvency risk

Solvency risk is the risk that the value of the Fund's assets falls below the value of its liabilities. Continuous monitoring takes place to ensure that there is an appropriate match between the obligations to members and the assets held by the various asset managers. Valuations are performed annually by the Fund's Valuator, even though these are only required to be done once every 3 years. Provided there is such a match, any drop in the value of the assets will be passed on to the members through the unit prices or the bonus declarations. The solvency risk is therefore minimized.

OLD MUTUAL SUPERFUND PENSION FUND

SCHEDULE HA

NOTES TO THE ANNUAL FINANCIAL STATEMENTS (continued) FOR THE YEAR ENDED 30 JUNE 2019

14. RELATED PARTY TRANSACTIONS

The Fund is sponsored by Old Mutual Life Assurance Company (South Africa) Limited. All transactions with the Sponsor and parties related to the Sponsor are disclosed in the financial statements (refer notes 2, 3, 4, 6, 8, 9, 11 and 12).

The Fund's Valuator is an employee of Old Mutual Life Assurance Company (South Africa) Limited.

Old Mutual Corporate Consultants, a division of Old Mutual Life Assurance Company (South Africa) Limited, is the Investment Consultant of the Fund.

Old Mutual Life Assurance Company (South Africa) Limited is also one of the risk providers of the Fund and the premiums paid are set out in the table as listed in 14.3 below.

The Fund earned investment income of R 2,084,174,986 (2018: R 3,358,397,715) from investments administered by related parties.

Investments are held with the following related parties on behalf of the members (refer paragraph 2.2):

Old Mutual Investment Group (Pty) Limited

Old Mutual Life Assurance Company (South Africa) Limited

Old Mutual Unit Trust Managers (RF) (Pty) Limited

Futuregrowth Asset Management (Pty) Limited (a member of the Old Mutual Investment Group)

Nedgroup Private Wealth (Pty) Limited

Taquanta Asset Managers (Pty) Limited

As was the case last year, the Fund has submitted a blanket Section 14 for the twelve months ending 30 June 2020 enabling the transfer of existing unclaimed benefits from the Unclaimed Benefits Account in the Old Mutual SuperFund Pension Fund to the Old Mutual SuperFund Unclaimed Benefits Preservation Pension Fund. Both funds are overseen by the same Board of Fund. The new blanket Section 14 is still pending approval by the FSCA (refer note 8).

It is envisaged that in future there will be no further unclaimed benefits as such members will become Preserver members or their benefits will be transferred to an approved pension preservation fund chosen by the Board of Fund. This is currently the Protektor Preservation Pension Fund; which the Board of Fund also oversees.

14.1. Participating Employers

Participating Employers are related parties and made contributions to the Fund for Members' retirement and towards re-insurance and expenses amounting to R1,879,563,249 (2018: R1,778,842,928) and R380,194,330 (2018: R350,637,697 respectively (refer note 10).

Included in this are permanent employees of the Sponsor and the administrators belonging to Old Mutual Limited, Nedbank Limited and Taquanta Investment Holdings (Pty) Ltd Participating Employers who are members of the Fund. The Participating Employers made contributions amounting to R1,662,313,030 (2018: R1,571,642,971) and the Fund paid benefits in respect of the Member's Participating Employers amounting to R1,658,152,270 (2018: R1,853,437,914). The market value of the assets in respect of the Participating Employers amount to R20,427,997,803 (2018: R19,412,847,172) which represents 36% (2018: 36%) of total Fund assets.

14.2. Fees earned by Old Mutual Life Assurance Company (South Africa) Limited

	30 June 2019	30 June 2018
Fees charged	R	R
Actuarial fees	341 667	713 783
Administration fees	103 759 197	92 986 015
Consulting fees (including Sub-Fund)	1 930 110	2 083 207
Investment fees	193 873 080	189 634 517
Liquidation fees	464 247	364 934
Total amount contributed	300 368 301	285 782 456

14.3. Risk premiums earned and risk recoveries paid by Old Mutual Life Assurance Company (South Africa) Limited

	30 June 2019	30 June 2018
Risk earned and paid	R	R
Risk premiums	270 084 154	250 772 618
Risk recoveries	222 972 159	221 543 629

OLD MUTUAL SUPERFUND PENSION FUND

SCHEDULE HA NOTES TO THE ANNUAL FINANCIAL STATEMENTS (continued) FOR THE YEAR ENDED 30 JUNE 2019

14.4. Board of Fund

The following Board of Fund members are employed by Old Mutual Life Assurance Company (South Africa) Limited and are members of the Fund and do not receive remuneration from the Fund:

Krishnakumar Natverlal Patel
Anna Elizabeth Rothman

The Principal Officer is also a Preserver Member of the Fund:

Fiona Reynolds

The following Deputy Principal Officers are employed by Old Mutual Life Assurance Company (South Africa) Limited and are members of the Fund:

Stephen Joseph Prout (Resigned 1 November 2018)
Sunilduth Harilall

OLD MUTUAL SUPERFUND PENSION FUND

SCHEDULE HA
NOTES TO THE ANNUAL FINANCIAL STATEMENTS (continued)
FOR THE YEAR ENDED 30 JUNE 2019

15. SURPLUS AND RESERVE ACCOUNTS

	Employer Surplus account	Reserve Accounts Total	Expense Reserve	Risk Reserve	Processing Reserve
	R	R	R	R	R
At beginning of year	748 720 970	67 084 890	3 108 203	-	63 976 687
Contributions received and accrued	-	380 194 330	84 371 415	295 822 915	-
Contributions transferred from surplus accounts	(73 969 517)	6 976 458	-	6 976 458	-
Reinsurance proceeds	-	252 356 726	-	252 356 726	-
Net investment income	-	2 170 628 814	-	-	2 170 628 814
Allocated to unclaimed benefits	-	-	-	-	-
Less:	(149 500)	(420 408 747)	(117 156 129)	(302 799 373)	(453 245)
- Re-insurance premiums	-	(302 799 373)	-	(302 799 373)	-
- Administration costs	(149 500)	(117 609 374)	(117 156 129)	-	(453 245)
Net income before transfers and benefits	674 601 953	2 456 832 471	(29 676 511)	252 356 726	2 234 152 256
Transfers and benefits	1 552 237	(291 486 225)	-	(252 356 726)	(39 129 499)
Transfers from other funds	1 552 237	-	-	-	-
Transfers to other funds	-	-	-	-	-
Benefits	-	(291 486 225)	-	(252 356 726)	(39 129 499)
Net income after transfers and benefits	676 154 190	2 165 346 246	(29 676 511)	-	2 195 022 757
Administration and governance fees	-	33 940 242	33 940 242	-	-
Transfer between reserves - investment income	33 642 019	(2 123 063 524)	270 516	-	(2 123 334 040)
Transfer between reserves	-	-	1 133 656	-	(1 133 656)
At end of year	709 796 209	76 222 964	5 667 903	-	70 555 061

Included in the expense reserve balance is an amount of R5,201,866 (2018: R4,241,859) accruing to specific sub-funds in which the assets and liabilities corresponding to specific participating employers are held.

OLD MUTUAL SUPERFUND PENSION FUND

REPORT OF THE VALUATOR FOR THE YEAR ENDED 30 JUNE 2019

Old Mutual SuperFund Pension Fund

REPORT OF THE VALUATOR

Particulars of financial condition of the fund at the last statutory valuation as at 30 June 2018

1. Net assets available for benefits^(a).

The net assets available to meet the benefits of the Fund are R51 830 million.
2. The actuarial value of the net assets available for benefits, for the purposes of comparison with the actuarial present value of promised retirement benefits.

Assets were valued at fair value of R51 830 million. This is inclusive of total Employer Surplus Account balances of R748.721 million.
3. The actuarial present value of promised retirement benefits amounts to R51 014 million. This amount is fully vested. There are non-vested benefits.
4. Contingency reserves, as a sub-set of the general reserves, are as follows:

Processing Reserve	R62.843 million
Expense Reserve (Umbrella fund level)	R0.000 million
Expense Reserve (Sub-fund level)	R4.242 million
TOTAL	R67.085 million
5. Details of the valuation method adopted (including that in respect of any contingency reserve) and details of any changes since the previous summary of report.

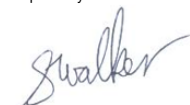
The member liabilities were taken to be the balance in the member accounts and the fund assets were valued at fair value. Contingency Reserves as approved by the Board were calculated considering PF Circular 117 guidelines and the particulars of the fund.
6. Details of the actuarial basis adopted (including that in respect of any contingency reserve) and details of any changes since the previous summary of report.

This is a defined contribution fund and therefore no assumptions have been required.
7. Any other particulars deemed necessary by the valuator for the purposes of this summary.

Nil
8. A statement as to whether the fund was in a sound financial condition for the purposes of the Pension Funds Act, 1956.

The Fund was in a sound financial position as at the valuation date of 30 June 2018.

Prepared by me:



S Walker

VALUATOR

Fellow of the Actuarial Society of South Africa

In my capacity as the Valuator of the Fund and an employee of Old Mutual Corporate Consultants.

21 October 2019

REMARKS

For the purposes of this summary of report:

- (a) Net assets available for benefits are the fair value of the assets of the fund less liabilities other than the actuarial present value of promised retirement benefits.
- (b) The actuarial present value of promised retirement benefits means:
 - i. The actuarial liabilities in respect of past service benefits (including accrued bonus service) of active members, with due allowance for future salary increases where these affect the benefits in respect of past service, and with due allowance for increases in pension and deferred pensions at rates consistent with the pension increase policy of the fund;
 - ii. The actuarial liabilities in respect of pensions in course of payment and deferred pensions, including any contingent annuity payable on the death of a pensioner, with due allowance for increases at rates consistent with the pension increase policy of the fund; and
 - iii. Any other accrued liability.

Vested benefits are benefits, the right to which, under the conditions of the fund, are not conditional upon continued employment.

**OLD MUTUAL SUPERFUND PENSION FUND
SCHEDULE I**

**FACTUAL FINDINGS REPORT TO THE FINANCIAL SECTOR CONDUCT AUTHORITY IN TERMS OF SECTION 15 OF THE
PENSION FUNDS ACT, 1956**

We have performed the procedures agreed with the Financial Sector Conduct Authority (the "Authority") and set out below with respect to the audited financial statements ("annual financial statements") and other information in the general ledger and management information comprising the accounting records of the Old Mutual SuperFund Pension Fund (the "Fund") for the year ended 30 June 2019. Our engagement was undertaken in accordance with the International Standard on Related Services (ISRS) 4400 *Engagements to perform agreed-upon procedures regarding financial information*. Our procedures were performed solely to assist the Authority in evaluating whether any instances of non-compliance with the requirements of the relevant sections of the Pension Funds Act of South Africa (the Act), regulations and rules of the Fund were identified. The responsibility for determining the adequacy or otherwise of the procedures agreed to be performed, is that of the Authority.

Procedures and findings

Our procedures performed are set out in the numbered paragraphs in the attached table, which forms part of our report, together with our findings thereon. Unless otherwise indicated, all balances, lists, schedules etc. referred to in the table relate to the accounts/balances reflected in the annual financial statements of the Fund for the year ended 30 June 2019.

Because the procedures do not constitute an audit, a review or other assurance engagement performed in accordance with the IAASB's International Standards we do not express any assurance. Had we performed additional procedures, or had we performed an audit, a review, or other assurance engagement, other matters might have come to our attention that would have been reported.

Restriction on use and distribution

Our report is solely for the purpose set out in the first paragraph of this report and for the information of the Authority and accordingly may not be suitable for any other purpose and distributed to other parties. This report relates only to the information specified and does not extend to the annual financial statements of the Fund taken as a whole.



.....
P Liedeman
Director
Chartered Accountant (SA)
Date: 11 December 2019
Address: 5 Silo Square V&A Waterfront, Cape Town, 8002

	Procedures	Findings
	Statement of Net Assets and Funds	
1	Investments	
1.1	Inspect the list of investment balances reflected in the general ledger of the Fund as at 30 June 2019 for any investments in accordance with the terms of section 19(4) of the Act.	
1.1.1	Agree details of the written confirmations obtained from the investment managers/insurers to the investment balances reflected in the general ledger.	Details of the written confirmations obtained from the investment managers/issuers agreed to the investment balances reflected in the general ledger.
1.1.2	Where investments held in the participating employer exceed 5% of the total assets as reflected in the financial statements, inspect the appropriate approval of the Authority.	Not applicable as the investments in the participating employers did not exceed 5% of total assets.

**OLD MUTUAL SUPERFUND PENSION FUND
SCHEDULE I**

**FACTUAL FINDINGS REPORT TO THE FINANCIAL SECTOR CONDUCT AUTHORITY IN TERMS OF SECTION 15 OF THE
PENSION FUNDS ACT, 1956**

	Procedures	Findings
1.2	Obtain the signed investment policy statement and, where applicable, the portfolio management agreement/investment mandate between the Fund and the investment administrator(s), and perform the following procedures on a sample of 10 mandates (comprising the 3 largest by value of investments at year end and 7 other randomly selected mandates):	
1.2.1	Inspect whether the underlying investments are in compliance with the signed investment policy statement and, where applicable, the portfolio management agreement/investment mandate.	For a sample of 10 mandates the underlying investments agree to the signed investment policy statement ("IPS") and investment mandate as set out in Annexure A.
1.2.2	Inspect whether the investment mandate and the investment policy statement provide for securities lending transactions and investments in hedge funds, private equity funds and derivatives, as prescribed.	The investment mandate and the investment policy statement did provide for securities lending transactions and investments in hedge funds, private equity funds and derivatives, as prescribed.
1.2.3	Inspect whether the collateral and counterparty requirements as prescribed are complied with.	For investments held in derivative instruments the counterparty requirements were met.
1.2.4	For segregated portfolios, confirm directly with the investment administrator(s): (a) whether scrip lending took place during the year and, if so, (b) whether there was collateral provided by the counterparty/(ies) for any scrip lending activities and, if so, (c) the percentage exposure covered by the collateral. Report on the amount for a).	Not applicable as not scrip lending took place.
2	Member individual accounts (defined contributions funds as well as defined contribution section of hybrid funds)	
2.1	Obtain a list of member individual accounts per participating employer that agrees in total to the Statement of Net Assets and Funds as at 30 June 2019.	
2.2	Select a random sample of the lesser of 50 or 10% of the number of members (from participating employers selected in 8.1 below) from the list of members and perform the following procedures:	
2.2.1	Compare the member and employer contributions received and allocated for the members selected as reflected on the administrator's system, to information supplied by the participating employers for those members selected, for a randomly selected period of three months (including the last month of the year under review).	The member and employer contributions received and allocated for the members selected as reflected on the administrator's system agreed to information supplied by the participating employers for the three months selected August 2018, December 2018 and June 2019.
2.2.2	Compare the member and employer contribution rates for the members selected as reflected on the administrator's system, to the rules of the Fund, for a randomly selected period of three months (including the last month of the year under review).	The member and employer contribution rates for the members selected as reflected on the administrator's system agreed to the sub-fund rules of the Fund for the three months selected, except for the instances as set out in Annexure B.

**OLD MUTUAL SUPERFUND PENSION FUND
SCHEDULE I**

**FACTUAL FINDINGS REPORT TO THE FINANCIAL SECTOR CONDUCT AUTHORITY IN TERMS OF SECTION 15 OF THE
PENSION FUNDS ACT, 1956**

	Procedures	Findings
2.2.3	In respect of unitised investment products, for the three months selected in 2.2.1 and 2.2.2, calculate the conversion of the contributions at the unit price per the administration system on the dates that the contributions were invested and compare the units recalculated to the administration system units for the selected members. Inspect that the units were added to the existing units for that member.	The conversion of the units was calculated correctly and agreed to the amount recorded in each member's record on the member register for the three months selected August 2018, December 2018 and June 2019.
2.2.4	In respect of unitised investment products, calculate the conversion of units at the end of the year, at the year-end unit price per the administration system and agree the calculated amount to the member's fund credit amount recorded in each member's record.	The conversion of the units was calculated correctly and agreed to the amount recorded in each member's record on the member register at year end.
2.2.5	In respect of unitised investment products, compare the unit price(s) as per investment manager/actuary/other authorised party at the year-end to the unit prices on the administration system used to calculate each member 's credits at year-end.	The unit prices for the sample selected agreed to the unit prices on the administration system at 30 June 2019.
2.2.6	In respect of non-unitised investment products, compare the interim and/or final return allocated to each individual member's account in the administrator's records for the year under review to the return approved in accordance with a resolution of the Board of Fund or the rules of the Fund or approved recommendation by the investment consultant/asset manager/fund valuator.	Not applicable.
2.3	Obtain a list of members who switched investment portfolios during the year from the Fund/administrator, select a random sample of the lesser of 50 or 10% of members who switched between investment portfolios during the year, and perform the following procedures:	
2.3.1	Inspect evidence that the portfolios were switched in accordance with notification of the member's instruction/ investment strategy (including life stage models) of the Fund and within a timeframe as specified in the service level agreement or client mandate between the administrator and the Fund.	The portfolios were switched in accordance with notification of the member's instruction/investment strategy (including life stage models) of the Fund and were switched within a timeframe as specified in the service level agreement or client mandate between the administrator and the Fund.
2.3.2	Inquire as to whether any fees relating to switches were deducted, and if so, inspect evidence of the approval by the Board of Fund and/or in terms of a service level agreement or client mandate.	Fees deducted were approved by the Board of Fund and were agreed to authorised supporting documentation by the Board of Fund.
2.4	For investment products obtain the Asset Liability Match (ALM) reconciliation per investment portfolio, excluding the reserve accounts, for member individual accounts from the administrator, and perform the following procedures:	
2.4.1	Compare the investments per product on the ALM reconciliation to the investment certificates in total.	The investments per product agreed to the investment certificates in total.

**OLD MUTUAL SUPERFUND PENSION FUND
SCHEDULE I**

**FACTUAL FINDINGS REPORT TO THE FINANCIAL SECTOR CONDUCT AUTHORITY IN TERMS OF SECTION 15 OF THE
PENSION FUNDS ACT, 1956**

	Procedures	Findings								
2.4.2	Compare the member individual accounts on the ALM reconciliation per investment portfolio to the administration system and to the total member individual accounts as disclosed in the Statement of Net Assets and Funds.	<p>The member individual accounts on the ALM reconciliation per investment portfolio agreed to the administration system and to the total member individual accounts as disclosed in the Statement of Net Assets and Funds except for the following difference:</p> <table><tr><td>Members' individual accounts</td><td>R</td></tr><tr><td>Per financial statements</td><td>54,320,190,469</td></tr><tr><td>Per administration system *</td><td>54,323,148,571</td></tr><tr><td>Amounts to be allocated **</td><td>(2,958,102)</td></tr></table> <p>* Members' individual accounts according to the underlying administration systems adjusted for valid timing differences.</p> <p>** Represent 0.005% of Members' individual accounts according to the financial statements.</p> <p>The various timing and other differences (detailed asset liability match per portfolio) are set out in Annexure C.</p>	Members' individual accounts	R	Per financial statements	54,320,190,469	Per administration system *	54,323,148,571	Amounts to be allocated **	(2,958,102)
Members' individual accounts	R									
Per financial statements	54,320,190,469									
Per administration system *	54,323,148,571									
Amounts to be allocated **	(2,958,102)									
2.4.3	Inspect whether the total mismatch (in Rand) for all portfolios was within the range as prescribed by the Authority.	The total mismatch for all portfolios was within the range as prescribed by the Authority.								
3	Accumulated funds (for defined benefit funds as well as defined benefit sections of hybrid funds)									
3.1	Select a sample of the lesser of 50 or 10% of the number of members from the list of members provided by the administrator and perform the following procedures for each member selected:									
3.1.1	Compare the member contributions received and allocated for the members selected as reflected on the administrator's system, to information supplied by the participating employers for those members selected, for a randomly selected period of three months (including the last month of the year under review).	Not applicable.								
4	Surplus apportionment scheme									
4.1	If a surplus apportionment scheme was approved by the Authority in the current year or if allocation and/or payments to members were made during the year, perform the following procedures:									
4.1.1	<u>Active members:</u> Select a random sample of the lesser of 50 or 10% of number of active members to whom surplus has been apportioned in the approved surplus apportionment scheme and perform the following procedures:									
4.1.1.1	Agree the original surplus amount allocated to the selected member to the individual allocation on the member records per the administration system.	Not applicable.								

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	Procedures	Findings
4.1.1.2	Inspect whether the calculation of the relevant investment return from surplus apportionment date to date of allocation was in accordance with the requirements of the Act and allocated to the member records in the administration system.	Not applicable.
4.1.2	<u>Former members and pensioners:</u> Select a random sample of the lesser of 50 or 10% of number of former members and pensioners as defined by the surplus apportionment scheme from the surplus schedules attached to the approved surplus apportionment scheme and perform the following procedures:	
4.1.2.1	Agree the original surplus amount allocated to the selected member and/or pensioner to the individual allocation on the member records per the administration system.	Not applicable.
4.1.2.2	Inspect whether the calculation of the relevant investment return from surplus apportionment date to date of allocation was in accordance with the requirements of the Pension Funds Act and allocated to the member records in the administration system.	Not applicable.
4.1.2.3	Agree the total of the amount calculated in 4.1.2.1 and 4.1.2.2 to the surplus benefit paid per selected member and to the applicable amount per the administration system and other authorised supporting documentation.	Not applicable.
5	Member and employer surplus accounts	
5.1	Obtain the analysis of the transactions in the member and/or employer surplus account per the annual financial statements, and perform the following procedure:	
5.1.1	Inspect that the transactions are permitted in terms of the registered rules of the Fund and/or the Act.	The transactions were made in terms of the registered rules of the Fund and/or the Act.
6	Reserves	
6.1	Obtain the list of reserves and other related accounts (e.g. pensioner accounts) and the movements per the financial statements and/or in the actuarial valuation, and perform the following procedures:	
6.1.1	Inspect whether the reserve and other related accounts (e.g. pensioner accounts) held by the Fund and/or reflected in the actuarial valuation are in accordance with the registered rules of the Fund.	The reserve and other accounts held by the Fund were in accordance with the registered rules of the Fund.
6.1.2	Inspect that the movements in reserves as disclosed in the annual financial statements are permitted in terms of the registered rules of the Fund and/or the Act.	The movements in reserves as disclosed in the annual financial statements were permitted in terms of the registered rules of the Fund and/or the Act.

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	Procedures	Findings
7	Other assets, liabilities and guarantees	
7.1	Obtain the list of housing loans granted to members by the Fund in terms of section 19(5) of the Act as at 30 June 2019, and perform the following procedure:	
7.1.1	Agree the total loans on the above list to the corresponding account in the annual financial statements.	Not applicable, the fund rules do not allow for the granting of housing loans.
7.2	From the list in 7.1, randomly select a sample of the lesser of 50 or 10% of the number of members' housing loans granted and perform the following procedures:	
7.2.1	Inspect evidence that the value of the loan provided does not exceed the amount permitted by the rules and the home loan agreement.	Not applicable.
7.2.2	Inspect evidence that the loan has been granted in terms of Section 19(5) (a).	Not applicable.
7.2.3	Inspect evidence that repayments are being made in accordance with the loan agreement.	Not applicable.
7.2.4	Inspect the interest charged on the outstanding loan and compare the rate used to the prescribed rate.	Not applicable.
7.2.5	If the Fund issued more than 100 loans or the total principal debt of all outstanding loans exceeded R500 000, inquire whether the Fund was registered as a credit provider under the National Credit Act, 2005 (the NCA).	Not applicable.
7.3	Obtain the list of housing loan guarantees and select a sample of the lesser of 50 or 10% of the number of housing loan guarantees and perform the following procedures:	
7.3.1	For the sample selected, determine that each selected guarantee did not exceed the gross value of the benefit that the member would become entitled to had they withdrawn, as at the year end, in terms of the Act, the loan agreement and/or the rules of the Fund.	<p>The selected guarantees that did not exceed the gross value* of the benefit that the members would become entitled to had they withdrawn, as at the end of the period, in terms of the Act, the loan agreement and/or the rules of the Fund, except for one member selected where the value of the outstanding loan exceeded the member credit as set out in Annexure D.</p> <p>* The loan to the member may not exceed an amount equal to 80% (70% in respect of Standard Bank) of the member's lowest benefit in terms of the Rules of the Fund at the time the housing loan is granted, which the member would receive if they terminated their membership, net of income tax as envisaged in section 37D(a) of the Act and any other prior endorsements or rights (statutory or otherwise) which may reduce such benefit.</p>
7.3.2	Inspect evidence that the guarantee has been granted in terms of Section 19(5) (a).	The agreement between the financial institutions (granting the housing loans) and the Fund prescribes that loans may only be granted in terms of Section 19(5)(a) of the Pension Funds Act.
7.4	Obtain a list of other loans per the general ledger of the Fund as at 30 June 2019 and perform the following procedure:	

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	Procedures	Findings
7.4.1	Confirm that no loans were granted and/or investments made as prohibited in terms of section 19(5) B.	Not applicable.
	Statement of Changes in Net Assets and Funds	
8	Contributions	
8.1	Select a sample of the lesser of 50 or 10% of the number of participating employers or pay points (whichever is the lower) from a list of participating employer/pay-points supplied by the Fund/administrator, select three months and perform the following procedures:	
8.1.1	Compare, in total, the contributions received by or on behalf of the Fund to the remittance advices from the participating employer/pay-point.	The contributions received by or on behalf of the Fund agreed (within the 2.5% tolerance level) to the remittance advice from the participating employer/pay-point for the sample selected.
8.1.2	Inspect the bank statements for the date on which the cash was received to determine whether the contributions were deposited with a registered bank in accordance with section 13A of the Act and whether late payment interest has been raised in terms of regulation 33, where applicable.	Contributions were deposited with a registered bank in accordance with section 13A of the Act and where contributions were deposited late, late payment interest had been raised in terms of regulation 33, except for the instances set out in Annexure E.
8.2	Select a sample of the lesser of 50 or 10% of the number of participating employers or pay points which reflect arrear contributions (whichever is the lower) at year-end from a list supplied by the Fund/administrator and perform the following procedure:	
8.2.1	Inspect the accounting records of the Fund to determine whether amounts disclosed as arrear contributions at year-end have been paid to the Fund within the prescribed period in accordance with the requirements of section 13A of the Act. Where the amounts were received after the prescribed period, report the date of receipt and where they were not received, indicate as such.	Amounts disclosed as arrear contributions at year-end have been paid to the Fund within the prescribed period in accordance with the requirements of section 13A of the Act.
9	Benefits	
9.1	Obtain a list from the administration system of lump sum benefits reflected as expenses in the Fund's Statement of Changes in Net Assets and Funds for the year under review and perform the following procedure:	
9.1.1	Compare the list to the respective general ledger benefit expense accounts reconciliation.	The list agreed to the respective general ledger benefit expense accounts reconciliation.
9.2	Select a sample of the lesser of 50 benefits or 10% of the total number of benefits from the list and perform the following procedures:	
9.2.1	Compare the benefit per selected member to the administration system and authorised supporting documentation in accordance with the procedures of the Fund.	The benefit paid agreed to the administration system and authorised supporting documentation in accordance with the procedures of the Fund.
9.2.2	For death benefits, where a portion of the benefit had been reinsured by the Fund, inspect a bank deposit or an accrual raised for the recovery from the insurer.	The recovery from the insurer was received/accrued by the Fund.

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	Procedures	Findings
9.2.3	<p><u>For a defined benefit fund and hybrid funds with a defined benefit underpin</u></p> <p>Inspect that the calculation of the benefit payment was done by the actuary in accordance with the requirements of the rules of the Fund and/or the Act.</p> <p><u>For a defined contribution fund</u></p> <p>Agree the opening fund credit for the member to the opening fund credit report and determine whether contributions were added every month until the date of exit (either by Rand amount or in the case of unitised funds, by units). Agree the balance paid out to the member (inclusive of late payment interest where applicable) to the fund credit report or administration system as at the date of exit.</p>	<p>This is a defined contribution fund.</p> <p>The opening fund credit for the member agreed to the opening fund credit report and contributions were added every month until the date of exit. The balance paid out to the member (inclusive of late payment interest where applicable) agreed to the fund credit report or administration system as at the date of exit.</p>
9.3	Obtain a list of all benefits not yet paid at year-end, select a sample of the lesser of 50 benefits or 10% of the total number of benefits from the list and perform the following procedure:	
9.3.1	Agree whether the benefits that are older than the period as set out in the Act or a shorter period defined by the Rules are classified as unclaimed benefits.	The benefits that were older than the period as set out in the Act, or a shorter period defined by the Rules, were correctly classified as unclaimed benefits.
10	Transfers	
10.1	Compare the list of total section 14 transfers to and from the Fund to the corresponding accounts in the general ledger.	The list of total section 14 transfers to and from the Fund agreed to the corresponding account in the general ledger.
10.2	From the list of section 14 transfers paid/received and accrued to and from the Fund throughout the year select a sample of the lesser of 50 or 10% of the number of transfers in and the lesser of 50 or 10% of the number of transfers out, and perform the following procedures:	
10.2.1	<p>Agree the sample of section 14 transfers to and from the Fund to:</p> <p>a) the section 14(1) documentation as approved by the Authority in respect of each transfer; and/or</p> <p>b) the section 14(8) documentation as prescribed.</p>	<p>The sample of section 14 transfers to and from the Fund agreed to:</p> <p>a) the section 14(1) documentation as approved by the Authority in respect of each transfer; and/or</p> <p>b) the section 14(8) documentation as prescribed.</p>
10.2.2	Inspect whether the transfers to and from the Fund were received/paid within 60 days of Authority approval for section 14(1) transfers and 180 days from application date for section 14(8) transfers and whether the growth and investment return had been allocated from the effective date of the transfer to the date of final settlement.	The transfers to and from the Fund were received/paid within 60 days of Authority approval for section 14(1) transfers, except for the instances as set out in Annexure F. Growth and investment return was allocated from the effective date of transfer to the date of final settlement.

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	Procedures	Findings
10.2.3	In respect of unitised funds, select a sample of the lesser of 50 or 10% of the number of members transferred from other funds and recalculate the purchase of units for the amount received using the unit price per the administration system on the date of receipt. (Where units were purchased after date of receipt, investment return was added from the date of receipt to the date of purchase).	The conversion of transfers from other funds was correctly calculated and, where units were purchased after date of receipt, investment return was added from the date of receipt to the date of purchase.
10.3	Individual transfers Obtain the list of individual transfers throughout the year ended 30 June 2019, select a sample of the lesser of 50 or 10% of the number of individual transfers, and perform the following procedures:	
10.3.1	Agree the transfers to the approved recognition of transfer documentation.	The transfers agreed to the approved recognition of transfer documentation.
10.3.2	For individual transfers in selected In respect of unitised funds, recalculate the purchase of units for the amount received using the unit price per the administration system on the date of receipt. (Where units were purchased after date of receipt investment return was added from the date of receipt to the date of purchase).	The conversion of transfers from other funds was correctly calculated and, where units were purchased after date of receipt, investment return was added from the date of receipt to the date of purchase.
11	Pensioners paid	
11.1	Obtain a copy of the list of pensioners and amounts paid for the year from the administration system and/or, for outsourced pensioners, confirmation from the insurer and perform the following procedure:	
11.1.1	Agree the total pensions paid for the year ended 30 June 2019 to the corresponding account reconciliation to the general ledger balance.	Not applicable
11.2	Select a sample of the lesser of 50 or 10% of the number of pensioners paid directly from the fund from the above list and perform the following procedures:	
11.2.1	Inspect the pensioner increases for authorization by the Board of Fund.	Not applicable
11.2.2	Inspect evidence obtained by the administrator/Fund supporting the fact that the pensioners selected exist.	Not applicable
11.3	Where the Fund has purchased an annuity in the name of the Fund, obtain a written confirmation from the annuity provider summarizing movements from opening market value to closing market value and perform the following procedures:	
11.3.1	Agree the closing market value of the annuity to the annual financial statements.	Not applicable
11.3.2	Agree the pensioner payment per the confirmation from the insurer to the pensions paid disclosed in the notes to the annual financial statements.	Not applicable

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	Procedures	Findings
	General	
12.1	Inspect evidence that the Fund's fidelity insurance cover was in place throughout the year ended 30 June 2019, that the Fund's fidelity insurance cover extends after year-end and report the date to which the subsequent fidelity insurance cover extends.	The Fund's fidelity insurance cover was in place throughout the year ended on 30 June 2019 and extends after year-end to 30 June 2020.
12.2	Confirm with the Fund's GLA insurer as to whether the GLA policy has lapsed at year ended 30 June 2019.	Per inspection of the confirmations for the sample selected, the GLA policies have not lapsed at the year ended 30 June 2019.
12.3	Obtain the most recent statutory valuation signed and submitted by the valuator and perform the following procedures:	
12.3.1	Report the funding status of the Fund per the report (whether the Fund was under-funded or fully funded).	According to the 30 June 2018 statutory valuation report the Fund was fully funded.
12.3.2	Where the Fund is under-funded, obtain evidence as to whether a scheme, as required in terms of section 18 of the Act in South Africa, has been approved by the Authority.	Not applicable as the fund was fully funded.

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Annexure A

1.2.1. Investments as determined by the Investment Policy Statement and/or Investment Mandate:

Asset Manager	Portfolio	Underlying investment	Policy Statement	Investment mandate
Old Mutual Life Assurance Company (South Africa) Limited	Old Mutual Absolute Stable Growth (Net)	Non-linked insurance policy	Non-linked insurance policy	Non-linked insurance policy
Old Mutual Life Assurance Company (South Africa) Limited	Old Mutual Absolute Smooth Growth (Staff Fund)	Non-linked insurance policy	Non-linked insurance policy	Non-linked insurance policy
Old Mutual Life Assurance Company (South Africa) Limited	Old Mutual Absolute Smooth Growth (Net)	Non-linked insurance policy	Non-linked insurance policy	Non-linked insurance policy
Old Mutual Multi-Manager Limited	Old Mutual MM Inflation Plus 5-7%	Linked insurance policy	Linked insurance policy	Linked insurance policy
Old Mutual Life Assurance Company (South Africa) Limited	Old Mutual Absolute Stable Growth (Nedbank)	Non-linked insurance policy	Non-linked insurance policy	Non-linked insurance policy
Allan Gray Life Limited	SF Allan Gray Global Balanced - RRF (Nedbank)	Linked insurance policy	Linked insurance policy	Linked insurance policy
Coronation Asset Management (Pty) Limited	Coronation Global Segregated (Nedbank)	Segregated portfolio	Segregated portfolio	Segregated portfolio
Alexander Forbes Investments Limited	OM SuperFund Amplats Balanced Domestic	Linked insurance policy	Linked insurance policy	Linked insurance policy
Old Mutual Life Multi-Managers Limited	OM Multi-Managers Plus 5-7 net (OM Insure)	Linked insurance policy	Linked insurance policy	Linked insurance policy
Old Mutual Multi-Managers Limited	SF Coronation Managed Portfolio (Staff Fund)	Linked insurance policy	Linked insurance policy	Linked insurance policy

Annexure B

2.2.2 The member and employer contribution rates for the members selected as reflected on the administrator's system did not agree to the sub-fund rules of the Fund:

Employer number	Months	Contributions rate received %	Contributions rate in terms of Special Rules %
R007050D	Dec 18 & June 19	Employer: 7.5% to 18% Employee: 7.5% to 8.13%	Employer: ranges from 7.5% to 16.5% Employee: 7.5%
R001185D	Aug '18 & June '19	Employer: 9.16% to 11.61%	Employer: ranges from 11% to 13%
R001446D	Dec '18 & June '19	Employer: 9.98% to 127% Employee: 7.5% to 95.3%	Employer: 10% Employee: 7.5%

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Annexure C

2.4.2. The values of investments specified by the members' investment choice do not always agree to the members' liabilities per product for that choice. In total the assets exceed the member liabilities:

SuperFund Pension Fund Portfolio	Investment Value	Accumulated Credits **	Pending trades / other adjustments*	Net Excess/ (Deficit)
	R	R	R	R
	A	B	C	A-B-C
SF Tanquanta Core Cash (Nedbank)	100,107,960	100,068,570	0	39,390
SF Allan Gray Global Balanced	482,089,337	482,268,099	(145,658)	(33,104)
SF Old Mutual Absolute Stable Growth (Net)	16,431,584,667	16,433,214,404	(1,649,430)	19,693
SF Coronation Houseview (Pre-Sept 2013)	94,429,285	93,897,708	(546,853)	(15,276)
SF (Pen Sec) Amplats Market Portfolio	2,886,153,671	2,880,717,811	5,451,004	(15,144)
Other (Compass)	34,963,339,714	34,916,865,117	46,499,130	(24,533)
Total	54,957,704,634	54,907,031,709	50,701,899	(28,974)

* Pending trades represents timing differences between the member records and the market (price differences and investment fees), un-invested cash and non-member related liabilities (reserves) invested in the market.

** The "Accumulated Credits" include the reserve account balances

Annexure D

7.3.1 The value of the outstanding loan exceeded the member credit for one member selected:

Scheme	Member Number	Institution	Value of outstanding loan	Member credit pledged as security
R001007D	S037897A	Ithala Limited	R95,607	R0

Annexure E

8.1.2 Late payment interest had not been raised in terms of regulation 33 for the following two cases:

Scheme	Month	Amount R	Due date	Date received	Late payment interest levied
R000153D	June 2019	8,113	07/07/2019	10/07/2019	No
R000078D	June 2019	4,271	07/07/2019	07/07/2019	No

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Annexure F

10.2.2. The transfers to and from the Fund were not received/paid within 60 days of Authority approval for section 14(1) transfers:

Section 14 transfers not received within the prescribed period of 60 days

Employer number	Transferor Fund	Amount R	Approval Date	Date Received	Number of days
R007014D	Corporate Selection Umbrella Pension Fund	56,632	23/07/2018	05/03/2019	225*
R004285D	Schneider Electric South Africa Retirement Fund	4,537,455	05/08/2018	30/11/2018	117*
R007751D	Alexander Forbes Core Plan (Pension Section)	605,271	28/11/2018	17/05/2019	170*
R004285D	GTC Group Provident Fund	286,888	18/07/2018	02/10/2018	76**
R000108D	Siemens Super Annuation Fund	4,840,061	06/08/2018	06/12/2018	122**

* The Fund reported the Transferor Funds to the Financial Sector Conduct Authority for non-compliance with the requirements contained in Section 14 of the Pension Funds Act.

** Application for extension to the 60-day period was made by the Transferor Fund to the Financial Sector Conduct Authority, however, the application has not yet been approved.

Section 14 transfers not paid within the prescribed period of 60 days

Employer number	Transferor Fund	Amount R	Approval Date	Date Received	Number of days
R005926D	Medal Paint Manufacturers (Pty) Ltd	31,526	19/07/2018	25/04/2019	280***
R005926D	Medal Paint Manufacturers (Pty) Ltd	660,081	19/07/2018	03/05/2019	288***
R005926D	Medal Paint Manufacturers (Pty) Ltd	139,942	19/07/2018	09/05/2019	294***
R005926D	Medal Paint Manufacturers (Pty) Ltd	57,269	19/07/2018	20/06/2019	336***
R005926D	Medal Paint Manufacturers (Pty) Ltd	23,496	19/07/2018	28/06/2019	344***
R001175D	Isowall Southern Africa (Pty) Ltd	5,368,804	20/03/2019	21/06/2019	93*
R001175D	Isowall Southern Africa (Pty) Ltd	70,076	20/03/2019	16/07/2019	118*
R001456D	Spartan Truck Hire (Pty) Ltd	95,670	17/04/2019	22/07/2019	96***
R001462D	IDL Fresh South Africa (Pty) Ltd	457,169	30/08/2018	07/12/2018	99*
R001462D	IDL Fresh South Africa (Pty) Ltd	49,823	30/08/2018	19/12/2018	111*
R001462D	IDL Fresh South Africa (Pty) Ltd	414,232	30/08/2018	04/01/2019	127*
R001462D	IDL Fresh South Africa (Pty) Ltd	184,793	30/08/2018	08/01/2019	131*
R001100D	CP De Leeuw Stellenbosch (Pension)	10,200,613	10/08/2018	09/11/2018	91**
R001100D	CP De Leeuw Stellenbosch (Pension)	97,663	10/08/2018	15/11/2018	97***

* Application for extension to the 60-day period was made by the Fund and submitted to the Transferee Funds for onward submission to the Financial Sector Conduct Authority, however, the applications have not yet been approved.

** Application for extension to the 60 days period was made by the Funds and submitted to the Transferee Funds for onward submission to the Financial Sector Conduct Authority, however, the applications have been declined.

*** Application for extension to the 60 days period was made by the Funds and submitted to the Transferee Funds for onward Submission to the Financial Sector Conduct Authority, and the applications have been approved, however the payment date was made after the approved extension date.

OLD MUTUAL SUPERFUND PENSION FUND

**SCHEDULE IA - SCHEDULES PERTAINING TO THE ANNUAL FINANCIAL STATEMENTS
AT SUNDAY, 30 JUNE 2019**

INVESTMENTS

	Notes	Direct Investments	Non-compliant Collective investment schemes Note M1	Non- compliant Insurance policies Note M2	Compliant Investments Note L	Total	Local	Foreign	Foreign Africa	Total Foreign	Total percentag e of foreign exposure %	TOTAL as per Regulation 28 (Schedule IB) R
		R	R	R	R	R	R	R	R	R		R
Cash (including cash at bank)	A	1 031 288 344	50 900 798	153 095 783	-	1 235 284 925	1 190 805 983	43 456 211	1 022 731	44 478 942	3,60	1 235 284 925
Commodities	B	31 103 492	-	21 566 648	-	52 670 140	52 670 140	-	-	-	-	52 670 140
Debt instruments including Islamic debt Instruments	C	378 364 208	259 297 323	429 126 353	-	1 066 787 884	804 727 432	262 060 452	-	262 060 452	24,57	1 066 787 884
Investment and owner occupied properties	D	194 776 956	160 819 493	74 725 625	-	430 322 074	263 003 960	167 318 114	-	167 318 114	38,88	430 322 074
Equities	E	1 739 599 768	969 930 980	652 361 267	-	3 361 892 015	2 106 465 919	1 255 426 096	-	1 255 426 096	37,34	3 361 892 015
Investments in participating employers	H	63 552 357	-	-	-	63 552 357	63 552 357	-	-	-	-	63 552 357
Other assets	I	(32 831 790)	5 254	3 508 760	-	(29 317 776)	3 905 710	(33 223 486)	-	(33 223 486)	113,32	(29 317 776)
Hedge Funds	J	18 812 057	-	-	-	18 812 057	18 812 057	-	-	-	-	18 812 057
Collective Investment Schemes		-	-	-	1 407 116 905	1 407 116 905	1 049 941 170	356 473 254	702 481	357 175 735	25,38	1 407 116 905
Insurance policies		-	-	-	47 510 006 522	47 510 006 522	34 626 151 550	12 032 669 131	851 185 841	12 883 854 972	27,12	47 510 006 522
Linked policies		-	-	-	12 416 423 591	12 416 423 591	8 958 621 547	3 249 144 972	208 657 072	3 457 802 044	27,85	12 416 423 591
Non-linked policies		-	-	-	35 093 582 931	35 093 582 931	25 667 530 003	8 783 524 159	642 528 769	9 426 052 928	26,86	35 093 582 931
Total investments		3 424 665 392	1 440 953 848	1 334 384 436	48 917 123 427	55 117 127 103	40 180 036 278	14 084 179 772	852 911 053	14 937 090 825	27,10	55 117 127 103

OLD MUTUAL SUPERFUND PENSION FUND

SCHEDULE IA - SCHEDULES PERTAINING TO THE ANNUAL FINANCIAL STATEMENTS (continued)
AT SUNDAY, 30 JUNE 2019

A CASH

Instrument	Fair Value R
Local	
Local notes, deposits, money market instruments issued by a South African Bank, margin accounts, settlement accounts with an exchange and Islamic liquidity management financial instruments	1 011 840 909
<i>Total of issuers not exceeding 5%</i>	-
	849 200 119
A money market instrument issued by a South African bank including an Islamic liquidity management financial instrument - exceeding 5% of total assets	-
<i>Total of issuers not exceeding 5%</i>	173 615 552
Any positive net balance in a margin account with an exchange - exceeding 5% of total assets	-
<i>Total of issuers not exceeding 5%</i>	7 180 269
Any positive net balance in a settlement account with an exchange, operated for the buying and selling of assets - exceeding 5% of total assets	-
<i>Total of issuers not exceeding 5%</i>	(18 155 031)
Foreign	
Foreign balances or deposits, money market instruments issued by a foreign bank including Islamic liquidity management financial instruments	19 447 435
Any balance or deposit held with a foreign bank - exceeding 5% of total assets	-
<i>Total of issuers not exceeding 5%</i>	19 447 435
Any balance or deposit held with an African bank - exceeding 5% of total assets	-
<i>Total of issuers not exceeding 5%</i>	-
A money market instrument issued by a foreign bank including an Islamic liquidity management financial instrument - exceeding 5% of total assets	-
<i>Total of issuers not exceeding 5%</i>	-
Total	1 031 288 344

B COMMODITIES

Instrument	Holding %	Fair value R
Other	Holding	
	%	
Various	-	2 183 767
		2 183 767
Other	Holding	
	%	
Various	0,05	28 919 725
		28 919 725
Total		31 103 492

OLD MUTUAL SUPERFUND PENSION FUND

SCHEDULE IA - SCHEDULES PERTAINING TO THE ANNUAL FINANCIAL STATEMENTS (continued)
AT SUNDAY, 30 JUNE 2019

C DEBT INSTRUMENTS INCLUDING ISLAMIC DEBT INSTRUMENTS

Instrument	Local or foreign	Fair value
		R
Government debt:		
Debt instruments issued by an loans to the government of the Republic and any debt or loan guaranteed by the Republic		
Various	Local	115 597 573
Total		115 597 573
Debt instruments issued or guaranteed by the government of a foreign country:		
Various	Foreign	23 769 373
Total		23 769 373
Bank debt :		
Debt instruments issued or guaranteed by a South African Bank against its balance sheet		
Listed on an exchange with an issuer market capitalisation of R20 billion or more, or an amount or conditions as prescribed		
Various	Local	166 344 780
Various	Foreign	743 618
Total		167 088 398
Not listed on an exchange		
Various	Local	3 011 158
Total		3 011 158
Corporate debt (excluding debentures):		
Debt instruments issued or guaranteed by an entity that has equity listed on an exchange		
Listed on an exchange		
Various	Local	52 055 072
Various	Foreign	2 335 992
Total		54 391 064
Not listed on an exchange		
Various	Local	5 012 695
Various	Foreign	92 044
Total		5 104 739

OLD MUTUAL SUPERFUND PENSION FUND

SCHEDULE IA - SCHEDULES PERTAINING TO THE ANNUAL FINANCIAL STATEMENTS (continued)
AT SUNDAY, 30 JUNE 2019

C DEBT INSTRUMENTS INCLUDING ISLAMIC DEBT INSTRUMENTS (continued)

Instrument	Local or foreign	Fair value
		R
Other		
Listed on an exchange:		
Various	Local	2 191 359
Total		2 191 359
Not listed on an exchange		
Various	Local	7 210 544
Total		7 210 544
Total debt instruments including Islamic debt instruments		378 364 208

OLD MUTUAL SUPERFUND PENSION FUND

SCHEDULE IA - SCHEDULES PERTAINING TO THE ANNUAL FINANCIAL STATEMENTS (continued)
AT SUNDAY, 30 JUNE 2019

D INVESTMENT AND OWNER OCCUPIED PROPERTIES

Instrument	Local/ Foreign	Fair value R
Shares and linked units in property companies, or units in a collective investment scheme in property, listed on an exchange:		
Issuer market capitalisation of R10 billion or more, or an amount or conditions as prescribed		
Various	Local	135 203 343
Various	Foreign	7 767 356
Total of issuers exceeding 5%		142 970 699
Issuer market capitalisation of between R3 billion and R10 billion, or an amount or conditions as prescribed		
Various	Local	37 469 850
Various	Foreign	1 011 421
Total of issuers exceeding 5%		38 481 271
Issuer market capitalisation of less than R3 billion, or an amount or conditions as prescribed		
Various	Local	13 324 986
Total of issuers exceeding 5%		13 324 986
Total		194 776 956

OLD MUTUAL SUPERFUND PENSION FUND

SCHEDULE IA - SCHEDULES PERTAINING TO THE ANNUAL FINANCIAL STATEMENTS (continued)
AT SUNDAY, 30 JUNE 2019

E EQUITIES

Instrument	Local/ Foreign	Fair value R
Listed equities		
Issuer market capitalisation of R20 billion or more, or an amount or conditions as prescribed		
Various	Local	1 157 672 088
Various	Foreign	272 207 792
Total		1 429 879 880
Issuer market capitalisation of between R2 billion and R20 billion, or an amount or conditions as prescribed		
Various	Local	142 227 252
Various	Foreign	132 030 307
Total		274 257 559
Issuer market capitalisation of less than R2 billion, or an amount or conditions as prescribed		
Various	Local	5 561 889
Various	Foreign	1 226 776
Total		6 788 665
Unlisted equities		
Various	Local	356 546
Various	Foreign	28 317 118
Total		28 673 664
Total equities		1 739 599 768

OLD MUTUAL SUPERFUND PENSION FUND

SCHEDULE IA - SCHEDULES PERTAINING TO THE ANNUAL FINANCIAL STATEMENTS (continued)
AT SUNDAY, 30 JUNE 2019

H INVESTMENTS IN PARTICIPATING EMPLOYER/S

Instrument	Listed or not listed	Issued/ Guaranteed	Fair value R
Cash			
Various		Issued	63 552 357
Subtotal			63 552 357
Total for investments in participating employers			63 552 357

OLD MUTUAL SUPERFUND PENSION FUND

SCHEDULE IA - SCHEDULES PERTAINING TO THE ANNUAL FINANCIAL STATEMENTS (continued)
AT SUNDAY, 30 JUNE 2019

I OTHER ASSETS

Instrument	Fair value
	R
Local	
Various	(32 831 790)
Total local portfolio assets	(32 831 790)
Total portfolio assets	(32 831 790)

J HEDGE FUNDS

Instrument	Local or Foreign	Current value of commitment
		R
Hedge Funds		
Various	Local	18 812 057
Total Hedge funds commitment		18 812 057

OLD MUTUAL SUPERFUND PENSION FUND

SCHEDULE IA - SCHEDULES PERTAINING TO THE ANNUAL FINANCIAL STATEMENTS (continued)
AT SUNDAY, 30 JUNE 2019

L CERTIFIED REGULATION 28 COMPLIANT INVESTMENTS

Instrument	Fair value R
Collective Investment Schemes – regulation 28(8)(b)(i)	
Local	
<i>Total of issuers not exceeding 5%</i>	1 049 941 170
Total	1 049 941 170
Foreign	
<i>Total of issuers not exceeding 5%</i>	357 175 735
Total	357 175 735
Linked policies – regulation 28(8)(b)(ii)	
Local	
<i>Total of issuers not exceeding 5%</i>	8 958 621 547
Total	8 958 621 547
Foreign	
<i>Total of issuers not exceeding 5%</i>	3 457 802 044
Total	3 457 802 044
Non Linked policies – regulation 28(8)(b)(iii)	
Local	
Old Mutual Absolute Smooth Growth	11 459 961 149
Old Mutual Absolute Stable Growth	13 580 281 662
<i>Total of issuers exceeding 5%</i>	25 040 242 811
<i>Total of issuers not exceeding 5%</i>	627 287 192
Total	25 667 530 003
Foreign	
Old Mutual Absolute Smooth Growth	4 209 769 082
Old Mutual Absolute Stable Growth	4 988 660 007
<i>Total of issuers exceeding 5%</i>	9 198 429 089
<i>Total of issuers not exceeding 5%</i>	227 623 839
Total	9 426 052 928
Total certified Regulation 28 compliant investments	48 917 123 427

OLD MUTUAL SUPERFUND PENSION FUND

SCHEDULE IA - SCHEDULES PERTAINING TO THE ANNUAL FINANCIAL STATEMENTS (continued)
AT SUNDAY, 30 JUNE 2019

M REGULATION 28 NON-COMPLIANT INVESTMENTS

M1 NON-COMPLIANT COLLECTIVE INVESTMENT SCHEMES

Instrument	Holding %	Fair value R
Local		
AMRF (Pen Sec) Abax Equity Fund - AM	0,24	132 710 254
AMRF (Pen Sec) Sands Capital Emerging Markets Growth	-	1 318 315
SF Nedgroup Investments Flexible Income Fund - B1	0,08	42 950 829
SF OM Albaraka (Nedbank) (Shariah)	0,05	26 095 833
		203 075 231
Foreign		
AMRF (Pen Sec) GQG Partners Emerging Markets Equity Fund - AM	0,07	38 049 174
AMRF (Pen Sec) Jupier Global Value Equity Fund - AM	0,21	116 922 489
AMRF (Pen Sec) Orbis - AM	0,43	236 155 016
AMRF (Pen Sec) Pimco - AM	0,40	219 723 877
AMRF (Pen Sec) Sands Capital Emerging Markets Growth - AM	0,06	33 184 624
AMRF (Pen Sec) Walter Scott - AM	0,20	108 365 257
Lindsell Train Global Equity Fund Class C	0,58	322 021 554
Resolution Capital Global Property Securities CCF	0,30	166 344 895
SF Nedgroup Investments Flexible Income Fund - B1	(0,01)	(2 921 750)
SF OM Albaraka (Nedbank) (Shariah)	-	33 481
		1 237 878 617
Total Non-compliant collective investment schemes		1 440 953 848

M2 NON-COMPLIANT INSURANCE POLICIES

Instrument	Holding %	Fair value R
Linked policies		
Local		
AMRF (Pen Sec) Amplats Balanced Domestic - AM	1,66	915 139 147
AMRF (Pen Sec) Futuregrowth Bonds - AM	0,43	237 510 571
AMRF (Pen Sec) Investec Property - AM	0,10	55 117 017
OMIG Shariah Composite Fund	0,18	96 838 597
SF Taquanta Enhanced Cash	0,05	25 915 545
SF Taquanta Optimal Income	-	1 799 501
		1 332 320 378
Foreign		
OMIG Shariah Composite Fund	-	1 041 327
SF Taquanta Enhanced Cash	-	1 019 317
SF Taquanta Optimal Income	-	3 414
		2 064 058
Total linked policies		1 334 384 436
Total Non-compliant Investments		2 775 338 284

OLD MUTUAL SUPERFUND PENSION FUND

SCHEDULE IA - SCHEDULES PERTAINING TO THE ANNUAL FINANCIAL STATEMENTS (continued)
AT SUNDAY, 30 JUNE 2019

P RECONCILIATION BETWEEN THE INVESTMENTS IN SCHEDULE HA AND SCHEDULE IA

	Fair value current period (as per Schedule HA 2.1)	Cash at bank	Non-compliant CIS	Non-compliant Insurance Policies	Other	Total
	R	R	R	R	R	R
Cash	684 344 981	159 422 467	50 900 798	153 095 783	187 520 896	1 235 284 925
Commodities	31 103 492	-	-	21 566 648	-	52 670 140
Debt instruments including Islamic debt instruments	370 603 948	-	259 297 323	429 126 353	7 760 260	1 066 787 884
Investment properties and Owner occupied properties	-	-	160 819 493	74 725 625	194 776 956	430 322 074
Equities	1 384 776 097	-	969 930 980	652 361 267	354 823 671	3 361 892 015
Investment in Participating Employer(s)	63 552 357	-	-	-	-	63 552 357
Hedge funds	-	-	-	-	18 812 057	18 812 057
Collective investment schemes	3 578 932 803	-	(1 440 953 848)	-	(730 862 050)	1 407 116 905
Insurance policies	48 844 390 958	-	-	(1 334 384 436)	-	47 510 006 522
Other assets	-	-	5 254	3 508 760	(32 831 790)	(29 317 776)
Total investments	54 957 704 636	159 422 467	-	-	-	55 117 127 103

OLD MUTUAL SUPERFUND PENSION FUND

SCHEDULE IB - ASSETS HELD IN COMPLIANCE WITH REGULATION 28
AS AT SUNDAY, 30 JUNE 2019

		Fair value R
A	Total assets (Schedule IA -Total investments)	55 117 127 103
B1	Less: Reg 28 compliant investments (certificate received from issuing entity):-	(48 917 123 427)
B.1.1	Collective Investment Schemes (Reg 28(8)(b)(i))	(1 407 116 905)
B.1.2	Linked Policies (Reg 28(8)(b)(ii))	(12 416 423 591)
B.1.3	Non-Linked policies (Reg 28(8)(b)(iii))	(35 093 582 931)
B.1.4	Entity regulated by FSCA (Reg 28(8)(b)(iv))	-
B2	Less: Reg 28 excluded investments	
B2.1	Insurance Policies (Reg 28(3)(c))	-
C	Less: Investments not disclosed /data not available for disclosure [Refer to schedule IAN]	-
D	TOTAL ASSETS FOR REGULATION 28 DISCLOSURE	6 200 003 676

Categories of kinds of assets			Fair value R	Fair value %
1	CASH		1 235 284 925	19,92%
1.1	Notes, deposits, money market instruments issued by a South African Bank, margin accounts, settlement accounts with an exchange and Islamic liquidity management financial instruments	100%	1 190 805 983	19,21%
(a)	Notes and coins; any balance or deposit in an account held with a South African bank;		937 398 428	15,12%
	ABSA	25%	127 519 928	2,06%
	Investec	25%	160 193 734	2,58%
	Nedbank	25%	319 383 953	5,15%
	Rand Merchant Bank	25%	35 493 266	0,57%
	Standard Bank of Soth Africa Limited	25%	159 908 616	2,58%
	Various	25%	134 898 931	2,18%
(b)	A money market instrument issued by a South African bank including an Islamic liquidity management financial instrument		262 899 308	4,24%
	Various	25%	262 899 308	4,24%
(c)	Any positive net balance in a margin account with an exchange		8 884 933	0,14%
	Various	25%	8 884 933	0,14%
(d)	Any positive net balance in a settlement account with an exchange, operated for the buying and selling of assets		(18 376 686)	(0,30)%
	Various	25%	(18 376 686)	(0,30)%
1.2	Balances or deposits, money market instruments issued by a foreign bank including Islamic liquidity management financial instruments	SARB max. limits	44 478 942	0,72%
(a)	Any balance or deposit held with a foreign bank		43 456 211	0,70%
	Various	5%	43 456 211	0,70%
(b)	Any balance or deposit held with an African bank		1 022 731	0,02%
	Various	5%	1 022 731	0,02%
(c)	A money market instrument issued by a foreign bank including an Islamic liquidity management financial instrument		-	0,00%
2	DEBT INSTRUMENTS INCLUDING ISLAMIC DEBT INSTRUMENTS		1 066 787 884	17,21%
2.1	Inside the Republic	100%	804 727 432	12,98%
(a)	Debt instruments issued by, and loans to, the government of the Republic, and any debt or loan guaranteed by the Republic	100%	358 017 112	5,77%
	Various	100%	358 017 112	5,77%

Carried forward 1 593 302 037 25,69%

OLD MUTUAL SUPERFUND PENSION FUND

SCHEDULE IB - ASSETS HELD IN COMPLIANCE WITH REGULATION 28
AS AT SUNDAY, 30 JUNE 2019

Categories of kinds of assets			Fair value R	Fair value %
Brought forward			1 593 302 037	25,69%
(b)	Debt instruments issued or guaranteed by the government of a foreign country	75%	398 306	0,01%
	Various	10%	398 306	0,01%
(c)	Debt instruments issued or by a South African bank against its balance sheet	75%	231 647 338	3,74%
c(i)	Listed on an exchange with an issue market capitalisation of R20 billion or more, or an amount or conditions as prescribed	75%	223 209 430	3,60%
	Various	25%	223 209 430	3,60%
c(ii)	Listed on an exchange with an issuer market capitalisation of between R2 billion and R20 billion, or an amount or conditions as prescribed	75%	192 265	0,00%
	Various	15%	192 265	0,00%
c(iii)	Listed on an exchange with an issuer market capitalisation of less than R2 billion, or an amount or conditions as prescribed	75%	480 315	0,01%
	Various	10%	480 315	0,01%
c(iv)	Not listed on an exchange	25%	7 765 328	0,13%
	Various	5%	7 765 328	0,13%
(d)	Debt instruments issued or guaranteed by an entity that has equity listed on an exchange, or debt instruments issued or guaranteed by a public entity under the Public Finance Management Act, 1999 (Act No. 1 of 1999) as prescribed	50%	110 850 006	1,79%
d(i)	Listed on an exchange	50%	95 303 744	1,54%
	Various	10%	95 303 744	1,54%
d(ii)	Not listed on an exchange	25%	15 546 262	0,25%
	Various	5%	15 546 262	0,25%
(e)	Other debt instruments:-	25%	103 814 670	1,67%
e(i)	Listed on an exchange	25%	15 100 967	0,24%
	Various	5%	15 100 967	0,24%
e(ii)	Not listed on an exchange	15%	88 713 703	1,43%
	Various	5%	88 713 703	1,43%
	SARB max. limits			
2.2	Foreign		262 060 452	4,23%
(a)	Debt instruments issued by, and loans to, the government of the Republic, and any debt or loan guaranteed by the Republic	SARB max. limits	-	0,00%
(b)	Debt instruments issued or guaranteed by the government of a foreign country	SARB max. limits	151 319 439	2,44%
	Various	10%	151 319 439	2,44%
(c)	Debt instruments issued or guaranteed by a South African Bank against its balance sheet:-	SARB max. limits	31 569 510	0,51%
c(i)	Listed on an exchange with an issuer market capitalisation of R20 billion or more, or an amount or conditions as prescribed	SARB max. limits	31 569 510	0,51%
	Various	25%	31 569 510	0,51%
c(ii)	Listed on an exchange with an issuer market capitalisation of between R2 billion and R20 billion, or an amount or conditions as prescribed	SARB max. limits	-	0,00%
c(iii)	Listed on an exchange with an issuer market capitalisation of less than R2 billion, or an amount or conditions as prescribed	SARB max. limits	-	0,00%
c(iv)	Not listed on an exchange	SARB max. limits	-	0,00%
(d)	Debt instruments issued or guaranteed by an entity that has equity listed on an exchange	SARB max. limits	74 327 010	1,20%
d(i)	Listed on an exchange	SARB max. limits	7 038 017	0,11%
	Various	10%	7 038 017	0,11%
Carried forward			2 229 939 323	35,96%

OLD MUTUAL SUPERFUND PENSION FUND

SCHEDULE IB - ASSETS HELD IN COMPLIANCE WITH REGULATION 28
AS AT SUNDAY, 30 JUNE 2019

Categories of kinds of assets			Fair value R	Fair value %
Brought forward			2 229 939 323	35,96%
d(ii)	Not listed on an exchange	25%	67 288 993	1,09%
	Various	5%	67 288 993	1,09%
(e)	Other debt instruments	25%	4 844 493	0,08%
e(i)	Listed on an exchange	25%	4 844 493	0,08%
	Various	5%	4 844 493	0,08%
e(ii)	Not listed on an exchange	15%	-	0,00%
3	EQUITIES		3 361 892 015	54,22%
3.1	Inside the Republic	75%	2 106 465 919	33,98%
(a)	Preference and ordinary shares in companies, excluding shares in property companies, listed on an exchange:-	75%	2 095 664 897	33,80%
a(i)	Issuer market capitalisation of R20 billion or more, or an amount or conditions as prescribed	75%	1 852 319 313	29,88%
	Various *	15%	1 852 319 313	29,88%
a(ii)	Issuer market capitalisation of between R2 billion and R20 billion, or an amount or conditions as prescribed	75%	228 969 280	3,69%
	Various	10%	228 969 280	3,69%
a(iii)	Issuer market capitalisation of less than R2 billion, or an amount or conditions as prescribed	15%	14 376 304	0,23%
	Various	5%	14 376 304	0,23%
(b)	Preference and ordinary shares in companies, excluding shares in property companies, not listed on an exchange	15%	10 801 022	0,17%
	Various	2,5%	10 801 022	0,17%
3.2	Foreign		1 255 426 096	20,25%
(a)	Preference and ordinary shares in companies, excluding shares in property companies, listed on an exchange:-	max. limits	1 227 108 977	19,79%
a(i)	Issuer market capitalisation of R20 billion or more, or an amount or conditions as prescribed	SARB max. limits	1 093 851 894	17,64%
	Various *	15%	1 093 851 894	17,64%
a(ii)	Issuer market capitalisation of between R2 billion and R20 billion, or an amount or conditions as prescribed	SARB max. limits	132 030 307	2,13%
	Various	10%	132 030 307	2,13%
a(iii)	Issuer market capitalisation of less than R2 billion, or an amount or conditions as prescribed	SARB max. limits	1 226 776	0,02%
	Various	5%	1 226 776	0,02%
(b)	Preference and ordinary shares in companies, excluding shares in property companies, not listed on an exchange	10%	28 317 119	0,46%
	Various	2,5%	28 317 119	0,46%
4	IMMOVABLE PROPERTY		430 322 074	6,94%
4.1	Inside the Republic	25%	263 003 960	4,24%
(a)	Preference shares, ordinary shares and linked units comprising shares linked to debentures in property companies, or units in a Collective Investment Scheme in Property, listed on an exchange	25%	263 003 960	4,24%
a(i)	Issuer market capitalisation of R10 billion or more, or an amount or conditions as prescribed	25%	198 263 203	3,20%
	Various	15%	198 263 203	3,20%
a(ii)	Issuer market capitalisation of between R3 billion and R10 billion, or an amount or conditions as prescribed	25%	49 911 711	0,81%
	Various	10%	49 911 711	0,81%
a(iii)	Issuer market capitalisation of less than R3 billion or an amount or conditions as prescribed	25%	14 829 046	0,24%
	Various	5%	14 829 046	0,24%
(b)	Immovable property, preference and ordinary shares in property companies, and linked units comprising shares linked to debentures in property companies, not listed on an exchange	15%	-	0,00%
Carried forward			5 926 968 784	95,60%

OLD MUTUAL SUPERFUND PENSION FUND

**SCHEDULE IB - ASSETS HELD IN COMPLIANCE WITH REGULATION 28
AS AT SUNDAY, 30 JUNE 2019**

Categories of kinds of assets			Fair value R	Fair value %
Brought forward			5 926 968 784	95,60%
4.2	Foreign	25%	167 318 114	2,70%
(a)	Preference shares, ordinary shares and linked units comprising shares linked to debentures in property companies, or units in a Collective Investment Scheme in Property, listed on an exchange	25%	167 318 114	2,70%
a(i)	Issuer market capitalisation of R10 billion or more, or an amount or conditions as prescribed	25%	166 306 693	2,68%
	Various	15%	166 306 693	2,68%
a(ii)	Issuer market capitalisation of between R3 billion and R10 billion, or an amount or conditions as prescribed	25%	1 011 421	0,02%
	Various	10%	1 011 421	0,02%
a(iii)	Issuer market capitalisation of less than R3 billion or an amount or conditions as prescribed	25%	-	0,00%
(b)	Immovable property, preference and ordinary shares in property companies, and linked units comprising shares linked to debentures in property companies, not listed on an exchange	15%	-	0,00%
5	COMMODITIES		52 670 140	0,85%
5.1	Inside the Republic	10%	52 670 140	0,85%
(a)	Kruger Rands and other commodities on an exchange, including exchange traded commodities	10%	52 670 140	0,85%
a(i)	Gold (including Kruger Rands)	10%	11 843 780	0,19%
	Various	10%	11 843 780	0,19%
a(ii)	Other commodities	5%	40 826 360	0,66%
	Various	5%	40 826 360	0,66%
5.2	Foreign	10%	-	0,00%
(a)	Gold and other commodities on an exchange, including exchange traded commodities	10%	-	0,00%
a(i)	Gold	10%	-	0,00%
a(ii)	Other commodities	5%	-	0,00%
6	INVESTMENTS IN THE BUSINESS OF A PARTICIPATING EMPLOYER INSIDE THE REPUBLIC IN TERMS OF:-		63 552 357	1,02%
(a)	Section 19(4) of the Pension Funds Act		63 552 357	1,02%
	Various	5%	63 552 357	1,02%
(b)	To the extent it has been allowed by an exemption in terms of section 19(4A) of the Pension Funds Act		-	0,00%
7	HOUSING LOANS GRANTED TO MEMBERS IN ACCORDANCE WITH THE PROVISIONS OF SECTION 19(5)	95%	-	0,00%
8	HEDGE FUNDS, PRIVATE EQUITY FUNDS AND ANY OTHER ASSET NOT REFERRED TO IN THIS SCHEDULE		(10 505 719)	(0,17)%
8.1	Inside the Republic	15%	22 717 767	0,37%
(a)	Hedge fund	10%	18 812 057	0,30%
a(i)	Funds of hedge funds	10%	-	0,00%
a(ii)	Hedge funds	10%	18 812 057	0,30%
	Various	2,5%	18 812 057	0,30%
(b)	Private equity funds	10%	-	0,00%
b(i)	Funds of private equity funds	10%	-	0,00%
b(ii)	Private equity funds	10%	-	0,00%
(c)	Other assets not referred to in this schedule and excluding a hedge fund or private equity fund	2,5%	3 905 710	0,06%
	Various	2,5%	3 905 710	0,06%
8.2	Foreign	15%	(33 223 486)	(0,53)%
Carried forward			6 233 227 162	100,53%

OLD MUTUAL SUPERFUND PENSION FUND

**SCHEDULE IB - ASSETS HELD IN COMPLIANCE WITH REGULATION 28
AS AT SUNDAY, 30 JUNE 2019**

Categories of kinds of assets			Fair value R	Fair value %
Brought forward			6 233 227 162	100,53%
(a)	Hedge fund	10%	-	0,00%
a(i)	Funds of hedge funds	10%	-	0,00%
a(ii)	Hedge funds	10%	-	0,00%
(b)	Private equity funds	10%	-	0,00%
b(i)	Funds of private equity funds	10%	-	0,00%
b(ii)	Private equity funds	10,0%	-	0,00%
(c)	Other assets not referred to in this schedule and excluding			
	a hedge fund or private equity fund	2,5%	(33 223 486)	(0,53)%
	Various	2,5%	(33 223 486)	(0,53)%
TOTAL ASSETS – REGULATION 28			6 200 003 676	100,00%

OLD MUTUAL SUPERFUND PENSION FUND

**SCHEDULE IB - ASSETS HELD IN COMPLIANCE WITH REGULATION 28
AS AT SUNDAY, 30 JUNE 2019**

INVESTMENT SUMMARY (Regulation 28)

	Local	Fair value	Foreign (Excluding Africa)	Fair value	Africa	Fair value	Total
	R	%	R	%	R	%	R
1 Balances or deposits, money market instruments issued by a bank including Islamic liquidity management financial instruments	1 190 805 983	2,16	43 456 211	0,08	1 022 731	-	1 235 284 925
2 Debt instruments including Islamic debt instruments	804 727 432	1,46	262 060 452	0,48	-	-	1 066 787 884
3 Equities	2 106 465 919	3,82	1 255 426 096	2,28	-	-	3 361 892 015
4 Immovable property	263 003 960	0,48	167 318 114	0,30	-	-	430 322 074
5 Commodities	52 670 140	0,10	-	-	-	-	52 670 140
6 Investment in the business of a participating employer	63 552 357	0,12	-	-	-	-	63 552 357
8 Hedge Funds, private equity funds and any other assets not referred to in this schedule	22 717 767	0,04	(33 223 486)	(0,06)	-	-	(10 505 719)
9 Fair value of assets to be excluded in terms of sub-regulation (8)(b) of Regulation 28	35 676 092 720	64,73	12 389 142 385	22,48	851 888 322	1,55	48 917 123 427
TOTAL	40 180 036 278	72,90	14 084 179 772	25,55	852 911 053	1,55	55 117 127 103

OLD MUTUAL SUPERFUND PENSION FUND

**SCHEDULE IB - ASSETS HELD IN COMPLIANCE WITH REGULATION 28
AS AT SUNDAY, 30 JUNE 2019**

BREACHES IN TERMS OF SUB REGULATION 3 OF REGULATION 28

Table 1 items	Asset Limits in terms of sub regulation 3(f)	Total (Inside & Foreign) R	Percentage of Fair value %	Regulation 28 limits
2.1(e)(ii)	Other debt instruments not listed	88 713 703	1,43	
3.1(b)	Equities not listed	39 118 141	0,63	
4.1(b)	Immovable properties not listed	-	-	
8	Hedge funds , Private Equity funds and other assets	(10 505 719)	(0,17)	
	TOTAL	117 326 125	1,89	35

Table 1 items	Asset Limits in terms of sub regulation 3(g)	Fair value R	Fair value %	Regulation 28 limits
3.1(b)	Equities not listed	39 118 141	0,63	
8.1(b)	Private Equity funds	-	-	
	TOTAL	39 118 141	0,63	15

Table 1 items	Asset Limits in terms of sub regulation 3(h)	Fair value R	Fair value %	Regulation 28 limits
1.1	Cash and deposits with a South African Bank	1 190 805 983	19,21	
2.1(c)	Debt instruments guaranteed by a South African Bank - Item	231 647 338	3,74	
	TOTAL	1 422 453 321	22,95	25

The percentage exposure to the assets classes set out in items 1 to 8 (on pages 70 to 74) and breaches in terms of sub-regulation 3 of regulation 28 set out on page 76 was calculated with reference to "Total assets for Regulation 28 disclosure" (item D on page 70) to comply with the Financial Services Board reporting requirements. In terms of Regulation 28 of the Pension Funds Act, the percentage exposure should be calculated with reference to the "Total assets" (item A on page 70). Had the percentage exposure been correctly calculated none of the individual securities/instruments in items 1 to 8 on pages 70 to 74 would have breached the maximum exposure as allowed in Regulation 28 of the Pension Funds Act.

* No other issuer exceeds the prescribed limit of 15%

**OLD MUTUAL SUPERFUND PENSION FUND
SCHEDULE IB**

**INDEPENDENT AUDITOR'S REPORT ON ASSETS HELD IN COMPLIANCE WITH REGULATION 28 TO THE
BOARD OF FUND OF THE OLD MUTUAL SUPERFUND PENSION FUND**

Our Opinion

We have audited Schedule IB "Assets held in compliance with Regulation 28" of the Old Mutual Superfund Pension Fund ("the Fund") at 30 June 2019 (the "Schedule") for compliance with the requirements of Regulation 28 of the Pension Funds Act of South Africa (the Regulation), as set out on pages 70 to 76. Our engagement arises from our appointment as auditor of the Fund and is for the purpose of assisting the Board of Fund to report to the Financial Sector Conduct Authority (the "Authority").

In our opinion, Schedule IB "Assets held in compliance with Regulation 28" at 30 June 2019 by the Old Mutual Superfund Pension Fund is prepared, in all material respects, in accordance and in compliance with the Regulation.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Schedule section of our report. We are independent of the Fund in accordance with the sections 290 and 291 of the Independent Regulatory Board for Auditors' Code of Professional Conduct for Registered Auditors (Revised January 2018), parts 1 and 3 of the Independent Regulatory Board for Auditors' Code of Professional Conduct for Registered Auditors (Revised November 2018) (together the IRBA Codes) and other independence requirements applicable to performing audits in South Africa. We have fulfilled our other ethical responsibilities, as applicable, in accordance with the IRBA Codes and in accordance with other ethical requirements applicable to performing audits in South Africa. The IRBA Codes are consistent with the corresponding sections of the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) respectively. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of matter – Financial reporting framework and restriction on use

Without modifying our opinion, we draw attention to the purpose of our report as indicated in the opinion paragraph, and the basis of accounting. Consequently, the Schedule and our auditor's report may not be suitable for another purpose.

Other Matter

The information contained in Schedule IB has been extracted from the Fund's underlying accounting records that were the subject of our audit engagement on the annual financial statements and forms the subject matter of this engagement. Our audit of the annual financial statements of the Old Mutual Superfund Pension Fund for the year ended 30 June 2019 was conducted in accordance with International Standards on Auditing and in our report of 11 December 2019 we expressed an unmodified opinion, and therefore the annual financial statements are prepared, in all material respects, in accordance with the Regulatory Reporting Requirements for Retirement Funds in South Africa.

Other Information

The Board of Fund is responsible for the other information. The other information comprises the information included in the document titled "Annual Financial Statements." The other information does not include Schedule IB and our auditor's report thereon.

Our opinion on Schedule IB does not cover the other information and we do not express an audit opinion or any form of assurance conclusion thereon.

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**OLD MUTUAL SUPERFUND PENSION FUND
SCHEDULE IB**

**INDEPENDENT AUDITOR'S REPORT ON ASSETS HELD IN COMPLIANCE WITH REGULATION 28 TO THE
BOARD OF FUND OF THE OLD MUTUAL SUPERFUND PENSION FUND**

In connection with our audit of Schedule IB, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with Schedule IB or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed on the other information, that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Board of Fund for the Schedule

The Board of Fund is responsible for the preparation of the Schedule in accordance and in compliance with the Regulation, and for such internal control as the Board of Fund determines is necessary to enable the preparation of the Schedule that is free from material misstatement, whether due to fraud or error.

Auditor's Responsibilities for the Audit of the Schedule

Our objectives are to obtain reasonable assurance about whether the Schedule as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the Schedule.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Schedule, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Fund's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Fund.

We communicate with the Board of Fund regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

PricewaterhouseCoopers Inc.

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PricewaterhouseCoopers Inc.
Director: P Liedeman
Registered Auditor
Address: 5 Silo Square, V&A Waterfront, Cape Town 8002
Date: 11 December 2019