

ANNUAL FINANCIAL STATEMENTS

NAME OF RETIREMENT FUND: OLD MUTUAL SUPERFUND PROVIDENT FUND

FINANCIAL SECTOR CONDUCT AUTHORITY
REGISTRATION NUMBER: 12/8/20246/1

SOUTH AFRICAN REVENUE SERVICES
APPROVAL NUMBER: 18/20/4/21305

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 PROVIDENT 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 PROVIDENT 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 PROVIDENT 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	PO 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	PO 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	PO 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 7708	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	PO 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 PROVIDENT 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
Prudential Investment Managers (South Africa) (Pty) Limited	PO 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 Tygervally 7536	55 Willie Van Schoor Avenue Tygervally 7530	(021) 950 2500	579
Sygnia Asset Management (Pty) Limited	PO 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 (Pty) Limited	Private Bag 10361 Sandton 2146	6A Sandown Valley Crescent Sandown 2196	(27) 10 501 0250	19107
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

OLD MUTUAL SUPERFUND PROVIDENT 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
Visio Capital Management (Pty) Limited	The Place 1 Sandton Drive Sandton 2146	The Place 1 Sandton Drive 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
Alexander Forbes Life Limited	P O Box 787240 Sandown 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	(021) 408 1451	17404
Discovery Life Limited	P O Box 78722 Sandton 2146	155 West Street Sandton 2128	(021) 529 2888	18147
Hollard Life Assurance Company Limited	P O Box 2697 Randburg 2125	66 Marshall Street Johannesburg 2001	(021) 241 1000	17697
Lion Of Africa Life Assurance Company Limited	Private Bag X1 Mowbray 7705	The Boulevard Off Searle Street Woodstock Cape Town 7925	(021) 461 8233	15283
MMI Group Limited	P O Box 7400 Centurion 0046	268 West Avenue Centurion 0157	(012) 671 8911	24/453
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
Sanlam Life Insurance Limited	P O Box 1 Sanlamhof 7532	Sanlam Head Office 2 Strand Street Bellville 7532	(021) 947 9111	2759

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

OLD MUTUAL SUPERFUND PROVIDENT FUND

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

PARTICIPATING EMPLOYERS

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

OLD MUTUAL SUPERFUND PROVIDENT 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 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 PROVIDENT 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 45 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 PROVIDENT 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 of Pension Funds 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 - Assets for 83 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-compliances to the FSCA and completed the necessary Form K's for extensions. Payment has subsequently been received for all 83 cases.
Section 14 In - Notification of transfers were not received timeously from Transferor Fund for 59 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-compliance to the FSCA and to the Principal Officer of the Transferor Fund. Form K extensions have been applied for.
Section 14 Out - 14 Cases were not paid within the prescribed 60 days period. • 14 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 all 14 cases were subsequently completed.
Section 14 Out - SuperFund were not advised timeously by the Transferee Fund of the transfer for 52 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 52 cases, for 18 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 the remaining 34 cases no Form K extensions were submitted to the FSCA.
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.

OLD MUTUAL SUPERFUND PROVIDENT 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 applications 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 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 Provident Fund/ Old Mutual SuperFund Unclaimed Benefits Preservation Provident 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.
Section 14 transfers In - the transfer to the Fund was not received within 180 days of the effective date for 1 section 14(8) transfer due to outstanding tax number.	Member's transfer values could not be allocated to the Unclaimed Benefit Fund until tax number was received.	Funds were disinvested and interest included in payment. SARS no longer require an income tax number on the tax application when transferring to an Unclaimed Benefit Fund.

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 Natverlal Patel
SPONSOR APPOINTED BOARD MEMBER

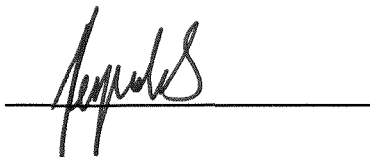
3 December 2019

OLD MUTUAL SUPERFUND PROVIDENT 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 PROVIDENT 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 horizontal line.

Fiona Reynolds
INDEPENDENT PRINCIPAL OFFICER
3 December 2019



OLD MUTUAL SUPERFUND PROVIDENT FUND

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

Report on the Audit of the Financial Statements

Our Opinion

We have audited the annual financial statements of Old Mutual Superfund Provident Fund ("the Fund") set out on pages 24 to 45, 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 Provident 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 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 PROVIDENT FUND

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

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

.....
PricewaterhouseCoopers Inc.

Director: P Liedeman

Registered Auditor

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

Date: 11 December 2019

OLD MUTUAL SUPERFUND PROVIDENT 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 Provident 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) must 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 Provident 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 Provident 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 Provident Fund to the Old Mutual SuperFund Unclaimed Benefits Preservation Provident 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 Provident Fund to the Old Mutual SuperFund Unclaimed Benefits Preservation Provident 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.

**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 PROVIDENT 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 PROVIDENT 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.

**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 Members 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;
 - (l) Contribution Holiday Account; and
 - (m) Sub-Fund-Risk Benefit Reserve 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 Members 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)

OLD MUTUAL SUPERFUND PROVIDENT FUND

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

are added and expenses are deducted from the Account. The Member Account forms the basis for the calculation of the member's benefits.

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 Employer 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.

Sub-Fund-Risk Benefit Reserve Account: This Account makes provision for a Participating Employer to make contributions in terms of the Special Rules to fund the disability members who are employees of the Participating Employer and as such participate in the sub-fund. Payment of any disability benefit shall be made from the Account. The Fund shall effect a risk policy with the risk provider in terms of which the Fund shall be insured against disability benefit claims on the basis of the definition of "own and any alternative occupation with own/any employer".

The Fund actuary shall, on an annual basis, do an actuarial valuation to assess the required funding level of the Account, including the amount required to back the liability to meet claims not covered by the risk policy. If the Management Board, on the advice of the actuary, decide that the funding of the Account is insufficient to continue to pay the disability benefit, for a period of at least 12 months henceforth, the Employer shall be notified accordingly and requested to increase the balance in the Account.

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.

OLD MUTUAL SUPERFUND PROVIDENT FUND

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

SuperFund Easy only includes a 'Trustee Choice' 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 Option or the SuperFund Connect investment options are required to have a Participating Employer Management Committee, a Fund approved 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 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 can incorporate non Regulation 28 compliant 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 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 PROVIDENT 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 Provident 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 the 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	199 335 255	167 505 683
Alexander Forbes Investments Limited	3 225 976 432	3 235 880 957
Allan Gray Life Limited	4 526 629 600	4 596 766 670
Allan Gray South Africa (Pty) Limited	572 397 001	578 327 669
Boutique Collective Investments (RF) (Pty) Limited	-	150 107 051
Coronation Asset Management (Pty) Limited	3 312 748 741	3 273 888 342
Coronation Life Assurance Company Limited	660 053 396	701 893 277
Fairtree Capital (Pty) Limited	201 564 558	173 618 537
Futuregrowth Asset Management (Pty) Limited (a member of Old Mutual Investment Group) *	348 576 663	307 191 416
GQG Partners LLC	53 268 844	-
Investec Assurance Limited	1 610 591 177	1 437 958 300
Investec Fund Managers (RF) (Pty) Limited	84 777 622	82 475 453
Investors Fund Services (Ireland) Limited (PIMCO)	286 555 021	264 861 666
Jupiter Unit Trust Managers Limited	167 627 205	-
Lindsell Train Limited	418 410 743	354 881 787
Nedgroup Private Wealth (Pty) Limited *	817 314 874	210 498 389
Oasis Asset Management Limited	13 036 897	12 176 212
Old Mutual Investment Group (Pty) Limited *	102 943 480	88 907 743
Old Mutual Life Assurance Company (South Africa) Limited *	38 563 956 783	37 252 040 669
Old Mutual Unit Trust Managers (RF) (Pty) Limited *	233 824 992	212 478 746
Prudential Investment Managers (South Africa) (Pty) Limited	10 794 797	9 614 452
Prudential Portfolio Managers South Africa (Pty) Limited	20 922 587	24 983 920
Resolution Capital Limited	220 046 103	196 924 385
Sands Capital Management	49 523 614	-
Sanlam Investment Management (Pty) Limited	72 889 639	79 799 608
Sygnia Asset Management (Pty) Limited	622 300 191	933 197 330
Taquantia Asset Managers (Pty) Limited *	251 561 941	233 517 355
Three Six One Asset Management (Pty) Limited	167 955 517	-
Truffle Asset Management (Pty) Limited	131 526 967	113 580 932
Visio Capital Management (Pty) Limited	130 414 130	111 795 278
Walter Scott and Partners Limited	118 639 674	340 840 925
Total value of investments managed	57 196 164 444	55 145 712 752

Total investments held with related parties amounts to R40,318,178,733 (2018: R38,304,634,318)

* Related party

OLD MUTUAL SUPERFUND PROVIDENT 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	285 104	9 399
Transfer to Old Mutual SuperFund Unclaimed Benefits Preservation Provident Fund	-	(4 058)
Additions	73 728	848
Transfers in	12 135	-
Transfers out	(5 944)	-
Withdrawals	(38 946)	-
Retirements	(3 916)	-
Retrenchments	(9 124)	-
Deaths	(1 656)	-
Disabilities	(256)	-
Unclaimed benefits paid	-	(484)
Number at the end of the year	311 125	5 705

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 R247,336,555 (2018: R250,653,724). The number of housing loan guarantees issued amounts to 3,417 (2018: 3,651).

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 PROVIDENT 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 :R6,796,573 (2018: R2,893,116)
Discovery Life Limited : R24,421,375 (2018: R19,227,668)
Guardrisk Life Limited : R7,572,579 (2018: R 8,061,037)
Hollard Life Assurance Company Limited : R5,672,934 (2018: R4,279,673)
Metropolitan Life Limited : R981,231 (2018: R 983,722)
MMI Group Limited : R67,002,325 (2018: R53,120,698)
Old Mutual Life Assurance Company (South Africa) Limited * : R247,883,062 (2018: R175,443,963)
Sanlam Life Insurance Limited : R4,198,028 (2018: R1,599,241)

Health Management Services:

The premiums required for health management services in respect of disability income benefit promised to each member by the Participating Employer, which are not liabilities of the Fund, but are paid to 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 : R1,241,595.44 (2018: R1,266,952.45)

* 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 Provident Fund to the Old Mutual SuperFund Unclaimed Benefits Preservation Provident 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 PROVIDENT FUND

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

	Note	30 June 2019 R	30 June 2018 R
ASSETS			
Non-current assets			
Investments	2	57 196 164 444	55 145 712 752
Current assets			
Transfers receivable	5	1 273 811 797	816 422 991
Accounts receivable	4	307 358 765	181 427 275
Arrear contributions	10	397 910 670	179 115 921
Cash at bank		422 822 381	308 196 665
		145 719 981	147 683 130
Total assets		58 469 976 241	55 962 135 743
FUNDS AND LIABILITIES			
Members' funds			
Members' individual accounts		55 243 326 661	52 230 599 981
Reserves			
Reserve accounts	15	232 862 689	210 455 926
Total funds and reserves		55 476 189 350	52 441 055 907
Non-current liabilities			
Employer surplus account	15	845 821 097	880 268 210
Unclaimed benefits	8	674 133 250	723 355 579
		171 687 847	156 912 631
Current liabilities			
Transfers payable	6	2 147 965 794	2 640 811 626
Benefits payable	7	40 133 892	123 090 891
Accounts payable	9	1 923 068 717	2 304 189 855
		184 763 185	213 530 880
Total funds and liabilities		58 469 976 241	55 962 135 743

OLD MUTUAL SUPERFUND PROVIDENT 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	5 920 546 266	771 227 415	6 691 773 681	5 851 128 834
Contribution transferred from surplus accounts	15	108 032 707	(108 032 707)	-	-
Reinsurance proceeds		-	498 991 343	498 991 343	533 779 227
Net investment income	11	-	2 140 759 702	2 140 759 702	4 494 041 353
Allocated to unclaimed benefits	8	(3 552 259)	-	(3 552 259)	(5 709 326)
Less:		-	(845 573 262)	(845 573 262)	(743 240 765)
Re-insurance premiums		-	(583 494 887)	(583 494 887)	(510 808 416)
Administration expenses	12	-	(262 078 375)	(262 078 375)	(232 432 349)
Net income before transfers and benefits		6 025 026 714	2 457 372 491	8 482 399 205	10 129 999 323
Transfers and benefits		(4 966 683 035)	(529 805 057)	(5 496 488 092)	(5 622 304 849)
Transfer from other funds	5	1 469 434 180	30 242 784	1 499 676 964	2 265 111 805
Transfer to other funds	6	(415 208 640)	-	(415 208 640)	(578 604 318)
Benefits	7	(6 020 908 575)	(560 047 841)	(6 580 956 416)	(7 308 812 336)
Net income after transfers and benefits		1 058 343 679	1 927 567 434	2 985 911 113	4 507 694 474
Funds and reserves					
Balance at the beginning of the year	15	51 507 244 402	933 811 505	52 441 055 907	48 568 124 506
Transfers between reserve accounts	15	(78 358 948)	78 358 948	-	-
Allocations to/from surplus accounts	15	2 756 097 528	(2 706 875 198)	49 222 330	(634 763 073)
Opening balance - Employer Surplus Reserve		723 355 579	(723 355 579)	-	-
Contribution holiday	15	-	110 420 675	110 420 675	499 951 003
Net investment income and administration costs	15	2 032 741 949	(2 063 697 510)	(30 955 561)	(13 152 410)
Employer surplus transfers	15	-	(30 242 784)	(30 242 784)	(1 121 561 666)
Balance at the end of the year		55 243 326 661	232 862 689	55 476 189 350	52 441 055 907

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

OLD MUTUAL SUPERFUND PROVIDENT FUND

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. Debentures comprise investments in listed and unlisted debentures.

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.

OLD MUTUAL SUPERFUND PROVIDENT FUND

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

1.2.1. Investments (continued)

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 at the close of business on the last trading day.

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 evidence 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.

OLD MUTUAL SUPERFUND PROVIDENT FUND

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

1.2.1. Investments (continued)

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.

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.

OLD MUTUAL SUPERFUND PROVIDENT FUND

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

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.

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 valuator's 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 valuator's 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.

OLD MUTUAL SUPERFUND PROVIDENT FUND

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

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.

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 S15E 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.

OLD MUTUAL SUPERFUND PROVIDENT FUND

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

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 PROVIDENT 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		603 341 204	8 848 503	612 189 707	1 848 870 561	612 189 707	At fair value through statement of changes in net assets and funds
Commodities		54 128 750	-	54 128 750	9 055 119	54 128 750	At fair value through statement of changes in net assets and funds
Debt instruments including Islamic debt instruments		472 692 982	-	472 692 982	560 893 280	472 692 982	At fair value through statement of changes in net assets and funds
Equities		2 294 786 266	-	2 294 786 266	2 302 773 690	2 294 786 266	At fair value through statement of changes in net assets and funds
Insurance policies		49 377 393 999	-	49 377 393 999	46 969 979 202	49 377 393 999	At fair value through statement of changes in net assets and funds
Collective investment schemes		1 830 424 253	2 450 446 676	4 280 870 929	3 372 831 389	4 280 870 929	At fair value through statement of changes in net assets and funds
Investment in Participating Employer(s)	2.2.	104 101 811	-	104 101 811	81 309 511	104 101 811	At fair value through statement of changes in net assets and funds
Total		54 736 869 265	2 459 295 179	57 196 164 444	55 145 712 752	57 196 164 444	

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 *	81 309 511	22 792 300	104 101 811
Total	81 309 511	22 792 300	104 101 811

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

OLD MUTUAL SUPERFUND PROVIDENT 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, Abacus Financial Services, First National Bank Limited, Ithala Limited, Nedbank Limited *, IEMAS Financial Services (Co-operative) Limited and Standard Bank of South Africa Limited for loans granted to 3 417 (2018: 3 651) members. A guarantee amounting to R247 336 555 (2018: R250 653 724) is 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	202 921 379	11 086 159
Current account interest receivable	512 905	790 604
Late payment interest due - contributions*	2 023 555	1 404 059
Participating employers - under payments * #	3 286 650	3 984 959
Reinsurance proceeds - OMLAC (SA)*	135 236 984	96 404 101
Reinsurance proceeds - other than OMLAC (SA)	48 295 202	55 121 838
Sundry debtors	5 633 995	10 324 201
Total	397 910 670	179 115 921

* 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 PROVIDENT 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) 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								
Glencore Provident Fund	01/11/2018	1 305	-	-	336 301 801	-	(333 911 162)	2 390 639
Alexander Forbes Retirement Fund (Provident Section)	01/11/2018	465	-	-	125 877 487	-	(124 983 925)	893 562
Transunion Provident Fund	01/10/2018	274	-	-	101 574 414	-	-	101 574 414
Associates Umbrella Provident Fund	01/09/2018	442	-	-	59 708 948	-	-	59 708 948
Amplats Group Provident Fund	01/07/2016	206	-	-	43 870 876	-	(43 870 876)	-
The Sanlam Provident Fund	01/07/2018	313	-	-	43 646 590	-	(43 646 590)	-
Alexander Forbes Retirement Fund (Provident Section)	01/12/2018	123	-	-	39 035 671	-	-	39 035 671
Corporate Selection Umbrella Retirement Fund	01/08/2018	114	-	-	34 611 368	-	(34 253 546)	357 822
Old Mutual SuperFund Defined Benefit Provident Fund **	01/10/2017	21	-	-	32 123 856	-	-	32 123 856
NMG Umbrella Smartfund (Provident)	01/01/2018	205	-	-	31 141 949	-	(31 141 949)	-
Various*	Various	8 345	-	181 427 275	559 783 128	-	(669 936 550)	71 273 853
Transfers in terms of section 15E								
The Spar Group Limited (Management Provident Fund)	31/05/2018	-	-	-	6 878 155	-	(6 878 155)	-
Otis (South Africa) Provident Fund	01/04/2015	-	-	-	23 364 629	-	(23 364 629)	-
Individual transfers in		322	-	-	61 758 092	-	(61 758 092)	-
Prospective approvals in terms of Section 14								
Various*	Various	1 064	226 322 400	-	-	-	-	-
Total		13 199	226 322 400	181 427 275	1 499 676 964	-	(1 373 745 474)	307 358 765
Transfers approved (B)								1 499 676 964
Return on transfers (C)								-
Statement of changes in net assets and funds								1 499 676 964

* 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.

** Related party

OLD MUTUAL SUPERFUND PROVIDENT 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								
Allan Gray Umbrella Provident Fund	01/02/2018	243	-	-	24 580 023	-	(24 580 023)	-
Anglo Corporate Retirement Fund	01/07/2018 - 30/06/2019	11	-	-	13 046 687	-	(13 046 687)	-
Corporate Selection Umbrella Retirement Fund No 2	01/03/2018	113	-	-	33 223 075	-	(33 223 075)	-
Fundsatwork Umbrella Provident Fund	01/08/2018	27	-	-	14 059 019	-	(14 059 019)	-
GTC Umbrella Provident Fund	01/12/2017	248	-	-	23 550 929	-	(23 154 308)	396 621
Sefako Makgathi Health Sciences University Retirement Fund	01/08/2017	476	-	-	41 424 185	-	(41 364 384)	59 801
Corporate Selection Umbrella Retirement Fund	01/03/2018	82	-	-	12 152 235	-	(12 152 235)	-
Corporate Selection Umbrella Retirement Fund No 2	01/03/2018	45	-	-	11 811 041	-	(11 811 041)	-
Corporate Selection Umbrella Retirement Fund No 2	01/03/2018	91	-	-	11 167 752	-	(10 967 319)	200 433
Sanlam Umbrella Provident Fund	01/10/2018	121	-	-	23 665 709	-	(23 287 095)	378 614
Various*	Various	4 487	-	123 090 891	206 527 985	-	(290 520 453)	39 098 423
Prospective approvals in terms of Section 14								
Various*		1 979	296 186 629	-	-	-	-	-
Total		7 923	296 186 629	123 090 891	415 208 640	-	(498 165 639)	40 133 892
Transfers approved (B)								415 208 640
Return on transfers (C)								-
Statement of changes in net assets and funds								415 208 640

* 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 as well.

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

OLD MUTUAL SUPERFUND PROVIDENT 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	360 726 924	1 873 088 125	3 888 661	(1 818 195 837)	(8 043 217)	411 464 656
Lump sums before retirement						
- Disability benefits	17 944 940	92 388 652	210 102	(82 392 774)	(8 694 832)	19 456 088
- Death benefits	612 485 550	698 861 647	2 467 610	(697 867 213)	(15 746 886)	600 200 708
- Withdrawal benefits	1 031 272 414	2 640 518 100	10 725 791	(3 038 801 550)	(21 344 415)	622 370 340
- Retrenchment benefits	209 432 033	1 149 699 962	3 122 615	(1 113 273 302)	(3 186 573)	245 794 735
Defaults - housing facilities	-	645 145	-	(645 145)	-	-
Divorce and court orders	13 646 422	91 202 248	136 266	(92 599 358)	-	12 385 578
Other						
- Liquidation benefits	58 681 572	13 628 419	373 073	(60 217 497)	(1 068 955)	11 396 612
Total	2 304 189 855	6 560 032 298	20 924 118	(6 903 992 676)	(58 084 878)	1 923 068 717
Benefits for current year (B)						6 560 032 298
Return allocated (C)						20 924 118
Statement of changes in net assets and funds						6 580 956 416

Contingent liquidation benefits payable amount to R 30 111 319 (2018: R14 062 646).

OLD MUTUAL SUPERFUND PROVIDENT FUND

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

8. UNCLAIMED BENEFITS

	30 June 2019	30 June 2018
	R	R
Balance at the beginning of the year	156 912 631	127 181 567
Transferred from benefits payable	58 084 878	128 569 614
Net Investment income*	3 552 259	5 709 326
Less:		
• Benefits paid	(21 231 066)	(19 285 769)
• Transferred to the Old Mutual SuperFund Unclaimed Benefits Preservation Provident Fund *	(25 630 855)	(85 262 107)
Balance at the end of the year	171 687 847	156 912 631

The investment income is net of fees paid (2019: R795,077 and 2018: R434,553).

* Related Parties.

9. ACCOUNTS PAYABLE

	30 June 2019	30 June 2018
	R	R
Administration fees*	15 497 438	15 702 758
Board of Fund fees*	534 225	324 652
FSCA Levies payable	6 288 148	5 636 429
Office of the Principal Officer fees*	341 607	650 688
Old Mutual Corporate Consultants a division of OMLAC (SA)*	563 538	766 541
Participating employers - over payments *	27 430 938	24 106 726
PAYE	40 380 767	40 511 649
Provision for audit fees	2 052 796	1 664 252
Risk premiums - OMLAC (SA)*	31 061 064	43 282 065
Risk premiums - other than OMLAC (SA)	13 256 890	19 956 977
Sundry creditors	2 520 083	658 769
Unallocated receipts	22 967 676	33 038 968
Unapproved risk premiums - OMLAC (SA)*	976 208	6 247 494
Unapproved risk premiums - other than OMLAC (SA)	2 071 634	12 157 434
Unidentified deposits	18 820 173	8 825 478
Total	184 763 185	213 530 880

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

OLD MUTUAL SUPERFUND PROVIDENT 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	85 792 184	1 621 697 109	-	(1 581 382 786)	126 106 507
Employer contributions received and accrued	217 634 486	4 129 743 774	771 227 415	(4 830 110 578)	288 495 097
Additional voluntary contributions - employer	2 138 720	68 684 023	-	(70 822 743)	-
Additional voluntary contributions - members	2 631 275	100 421 360	-	(94 831 858)	8 220 777
Total	308 196 665	5 920 546 266	771 227 415	(6 577 147 965)	422 822 381
Towards retirement					5 920 546 266
Towards reinsurance and expenses					771 227 415
Statement of changes in net assets and funds					6 691 773 681

11. NET INVESTMENT INCOME

	30 June 2019 R	30 June 2018 R
Income from investments	2 187 336 191	3 108 611 531
• Dividends	108 947 986	98 668 027
• Interest	118 927 457	115 428 294
• Collective investment schemes distribution*	39 625 259	24 296 857
• Income from insurance policies*	1 919 835 489	2 870 218 353
Interest on late payment of contributions*	5 163 717	1 314 259
Adjustment to fair value*	192 302 594	1 620 266 748
	2 384 802 502	4 730 192 538
Less: Expenses incurred in managing investments* #	(244 042 800)	(236 151 185)
Total	2 140 759 702	4 494 041 353

The Fund earned Investment Income of R1,941,157,433 (2018: R2,918,274,012) from investments administered by related parties.

Expenses incurred in managing investments include R184,606,931 (2018: R176,626,445) which was paid to Investment Administrators who are related parties.

* Related Party transactions included.

OLD MUTUAL SUPERFUND PROVIDENT 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* #		682 146	1 267 057
Administration expenses*		229 884 778	197 877 156
Audit fees - Audit services		1 573 190	1 777 009
Consulting fees* #		1 240 145	1 639 152
Tracing fees		554 460	-
Fidelity Insurance		651 620	913 989
Levies		6 814 878	6 186 429
Other Fees		14 219 153	13 768 434
Bank charges		137 032	154 227
Other Expenses #		326 451	120 475
Liquidation fees		383 839	408 920
Legal fees #		370 786	35 464
Sub-Fund expenses	12.3	13 001 045	13 049 348
Board of Fund fees* #	12.1	3 255 500	3 716 924
Office of the Principal Officer fees* # ^	12.2	2 100 655	4 780 048
Secretarial fees* # ^		1 101 850	506 151
Total		262 078 375	232 432 349

* Related Parties

12.1. Board of Fund fees

	30 June 2019	30 June 2018
	R	R
Fees #	3 255 500	3 716 924
Total	3 255 500	3 716 924

12.2. Office of the Principal Officer fees

	30 June 2019	30 June 2018
	R	R
Fees # ^	2 100 655	4 780 048
Total	2 100 655	4 780 048

^ 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	8 903 406	8 292 476
Communication costs	14 457	39 440
Management Committee support fees	4 083 183	4 717 432
Total	13 001 046	13 049 348

~ 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 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 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 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 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 out perform 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 PROVIDENT 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, 5, 6, 8, 9, 10, 11 and 12).

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 note 14.3.

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 Assurance Company (South Africa) Limited is the Investment Consultant of the Fund.

Investments are held with the following related parties on behalf of the members (refer note 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

The Fund earned Investment Income of R1,941,157,433 (2018: R2,918,274,012) from investments administered by related parties.

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 Provident Fund to the Old Mutual SuperFund Unclaimed Benefits Preservation Provident 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 provident preservation fund chosen by the Board of Fund. This is currently the Protektor Preservation Provident 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 R4,198,427,797 (2018: R3,750,538,698) and R771,227,415 (2018: R672,686,943) respectively (refer note 10).

Included in this are permanent employees of the Sponsor, the Administrator, Nedbank Limited and Taquanta Asset Managers who are members of the Fund. The Participating Employers made contributions amounting to R955,861,795 (2018: R880,230,528) and the Fund paid benefits in respect of the Member's Participating Employers amounting to R973,618,078 (2018: R1,070,106,799). The market value of the assets in respect of the Participating Employers amount to R12,791,018,527 (2018: R12,118,557,113) which represents 22 % (2018: 22%) of total Fund assets.

OLD MUTUAL SUPERFUND PROVIDENT FUND

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

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

	30 June 2019	30 June 2018
	R	R
Actuarial fees	682 146	1 267 057
Administration fees (including Sub-Fund)	230 439 238	197 877 155
Consulting fees (including Sub-Fund)	3 299 536	2 385 209
Investment fees	184 606 931	176 626 445
Liquidation fees	383 839	408 920
Total amount contributed	419 411 690	378 564 786

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	408 953 266	320 764 176
Risk recoveries	372 916 751	317 826 251

14.4. Board of Fund

The following Board of Fund members are employed by Old Mutual Life Assurance Company (South Africa) Limited and members of the Old Mutual SuperFund Pension Fund, overseen by the same Board of Fund:

Krishnakumar Natverlal Patel
Anna Elizabeth Rothman

None of these Board Members are members of the Fund or receive remuneration from the Fund.

OLD MUTUAL SUPERFUND PROVIDENT 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	723 355 579	210 455 926	26 316 368	-	184 139 558
Contributions received and accrued	-	771 227 415	182 463 537	588 763 878	-
Contributions transferred from surplus accounts	(110 420 675)	2 387 968	-	2 387 968	-
Reinsurance proceeds	-	498 991 343	-	498 991 343	-
Net investment income	-	2 140 759 702	-	-	2 140 759 702
Allocated to unclaimed benefits	-	-	-	-	-
Less:	(149 500)	(845 423 762)	(260 781 252)	(583 494 887)	(1 147 623)
- Re-insurance premiums	-	(583 494 887)	-	(583 494 887)	-
- Administration costs	(149 500)	(261 928 875)	(260 781 252)	-	(1 147 623)
Net income before transfers and benefits	612 785 404	2 778 398 592	(52 001 347)	506 648 302	2 323 751 637
Transfers and benefits	30 242 784	(560 047 841)	-	(498 991 343)	(61 056 498)
Transfers from other funds	30 242 784	-	-	-	-
Transfers to other funds	-	-	-	-	-
Benefits	-	(560 047 841)	-	(498 991 343)	(61 056 498)
Net income after transfers and benefits	643 028 188	2 218 350 751	(52 001 347)	7 656 959	2 262 695 139
Transfer between reserves - investment income	31 105 062	(2 063 847 010)	738 487	195 863	(2 064 781 360)
Administration and governance fees	-	78 358 948	78 358 948	-	-
At end of year	674 133 250	232 862 689	27 096 088	7 852 822	197 913 779

Included in the expense reserve balance is an amount of R18,273,814 (2018: R20,088,127) accruing to specific sub-funds in which the assets and liabilities corresponding to specific participating employers are held.

OLD MUTUAL SUPERFUND PROVIDENT FUND

REPORT OF THE VALUATOR FOR THE YEAR ENDED, 30 JUNE 2019

Old Mutual SuperFund Provident 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 R53 164 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 R53 164 million. This is inclusive of total Employer Surplus Account balances of R723.356 million.
3. The actuarial present value of promised retirement benefits amounts to R52 231 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	R184.140 million
Expense Reserve (Umbrella fund level)	R6.228 million
Expense Reserve (Sub-fund level)	R20.088 million
TOTAL	R210.456 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.

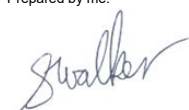
The member liabilities were taken to be the balance in the member accounts and the fund assets were valued at fair value. Contingency Reserves as approved by the Board were calculated considering PF Circular 117 guidelines and the particulars of the fund.
6. Details of the actuarial basis adopted (including 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 PROVIDENT 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 Provident 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 PROVIDENT 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 no 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 PROVIDENT 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.

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	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>55,243,326,661</td></tr><tr><td>Per administration system *</td><td>55,241,510,597</td></tr><tr><td>Amounts to be allocated **</td><td>1,816,064</td></tr></table> <p>* Members' individual accounts according to the underlying administration systems adjusted for valid timing differences.</p> <p>** Represent 0.003% of Members' individual accounts according to the financial statements.</p> <p>The various timing and other differences (detailed asset liability match per portfolio) is set out in Annexure C.</p>	Members' individual accounts	R	Per financial statements	55,243,326,661	Per administration system *	55,241,510,597	Amounts to be allocated **	1,816,064
Members' individual accounts	R									
Per financial statements	55,243,326,661									
Per administration system *	55,241,510,597									
Amounts to be allocated **	1,816,064									
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 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.</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.
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.

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	Procedures	Findings
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.
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 D. 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
Allan Gray Life Limited	Allan Gray Global Balanced - RRF (Nedbank)	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
Coronation Asset Management (Pty) Limited	Coronation Global Segregated (Nedbank)	Segregated portfolio	Segregated portfolio	Segregated portfolio
Old Mutual Multi-Managers Limited	Old Mutual Multi Managers Inflation Plus 5-7%	Linked insurance policy	Linked insurance policy	Linked insurance policy
Alexander Forbes Investments Limited	Old Mutual SuperFund Amplats Balanced Domestic - AM	Linked insurance policy	Linked insurance policy	Linked insurance policy
Investec Assurance Limited	Investec Balanced (Nedbank)	Linked insurance policy	Linked insurance policy	Linked insurance policy
Old Mutual Life Assurance Company (South Africa) Limited	Old Mutual Wealth Treasury Services	Linked insurance policy	Linked insurance policy	Linked insurance policy
Nedgroup Investments (Pty) Ltd	Nedgrp (Passive) Core Diversified B2 (Nedbank) – PRMA	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 in terms of Special Rules %	Contributions rate received %
R005809D	Aug '18	Employer: 4%, 10%, 13% and 16.63%	Employer: ranges from 4% to 20.4%
R002167D	Aug '18 & Dec '18	Employer: 7.55% Employee: 7.50%	Employer: ranges from 0.13% to 14% Employee: ranges from 7.37% to 18.57%

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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 (Prov Sec) Amplats Market Portfolio	4,335,404,173	4,330,682,520	4,641,997	79,656
SF OM Albaraka (Nedbank) (Shariah)	53,111,182	53,096,075	(19)	15,126
SF Coregrowth Unpaid Deaths	221,460,981	226,862,633	(5,461,322)	14,670
SF AFIL BRF Dynamic (Provident)	406,240,333	406,335,215	(81,373)	(13,509)
SF Tanquata Core Cash (Nedbank)	245,069,196	245,092,442	0	(23,246)
Other (Compass)	51,934,878,578	51,958,880,207	(23,961,236)	(40,393)
Total	57,196,164,443	57,220,949,092	(24,816,953)	32,304

* 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

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
R000171D	Cuvee Holdings Provident Fund	21,777,545	04/12/2018	07/03/2019	93**
R006595D	Corporate Selection Umbrella Retirement Fund No2	5,297,279	29/03/2018	22/08/2018	146*
R006595D	Corporate Selection Umbrella Retirement Fund No2	58,890	29/03/2018	04/10/2018	189*
R007145D	10X Umbrella Provident Fund	46,238	26/10/2018	26/04/2018	182*
R007132D	Corporate Selection Umbrella Retirement Fund No2	135,046	07/11/2018	02/07/2019	237**
R007132D	Corporate Selection Umbrella Retirement Fund No2	3,440	07/11/2018	15/08/2019	281**
R007752D	Sanlam Umbrella Provident Fund	1,212,210	29/11/2018	02/08/2019	246*
R007823D	Transunion Provident Fund	10,130,018	16/05/2019	18/07/2019	63**
R007823D	Transunion Provident Fund	249,607	16/05/2019	31/07/2019	76***
R007823D	Transunion Provident Fund	24,622	16/05/2019	29/07/2019	74**
R001107D	Old Mutual SuperFund Defined Benefit Provident Fund	32,123,856	11/04/2019	17/07/2019	97*

* 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.

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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
R001219D	Marley (SA) (Pty) Ltd	260,268	11/02/2019	17/05/2019	95*
R001219D	Marley (SA) (Pty) Ltd	451,460	11/02/2019	23/05/2019	101*
R005782D	Hibiscus Hospital (Proprietary) Limited	51,431	26/10/2018	11/01/2019	77**
R005782D	Hibiscus Hospital (Proprietary) Limited	1,735	26/10/2018	28/01/2019	94 **
R005782D	Hibiscus Hospital (Proprietary) Limited	67,503	26/10/2018	08/02/2019	105**
R005782D	Hibiscus Hospital (Proprietary) Limited	79,545	26/10/2018	11/02/2019	108**
R005782D	Hibiscus Hospital (Proprietary) Limited	8,200	26/10/2018	05/03/2019	130**
R005986D	Dispack Packing (Pty) Ltd	3,850	01/05/2019	09/07/2019	69*
R005986D	Dispack Packing (Pty) Ltd	397,473	01/05/2019	18/07/2019	78*
R001145D	Volvo Group Southern Africa (Pty) Ltd	67,219	07/08/2018	25/10/2019	79*
R002932D	Shaft Packing (Pty) Ltd	11,169,667	29/01/2019	18/04/2019	79*
R002932D	Shaft Packing (Pty) Ltd	641,374	29/01/2019	20/06/2019	142*
R005371D	Ramana's Farms (Pty) Ltd	471,884	15/02/2019	23/05/2019	97***
R005293D	Usizo Technical Services CC	89,495	13/02/2019	17/05/2019	93*
R000162D	Anglo American Platinum Limited A – Provident Fund	10,186,049	02/04/2019	07/06/2019	66*

* 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-day 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.

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SCHEDULE IA - SCHEDULES PERTAINING TO THE ANNUAL FINANCIAL STATEMENTS
AT 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 percentage of foreign exposure %	TOTAL as per Regulation 28 (Schedule IB)
		R	R	R	R	R	R	R	R	R		R
Cash (including cash at bank)	A	897 222 440	57 337 503	180 081 278	-	1 134 641 221	1 065 445 307	69 195 914	-	69 195 914	6,10	1 134 641 221
Commodities	B	54 128 750	-	33 923 886	-	88 052 636	88 052 636	-	-	-	-	88 052 636
Debt instruments including Islamic debt Instruments	C	646 000 911	318 471 403	628 684 068	-	1 593 156 382	1 238 242 008	354 914 374	-	354 914 374	22,28	1 593 156 382
Investment and owner occupied properties	D	341 866 407	212 443 741	118 986 449	-	673 296 597	447 395 649	225 900 948	-	225 900 948	33,55	673 296 597
Equities	E	2 953 430 049	1 300 437 688	917 220 896	-	5 171 088 633	3 326 622 791	1 844 465 842	-	1 844 465 842	35,67	5 171 088 633
Investments in participating employers	H	104 101 811	-	-	-	104 101 811	104 101 811	-	-	-	-	104 101 811
Other assets		(58 367 664)	(378 000)	5 579 982	-	(53 165 682)	5 712 816	(58 878 498)	-	(58 878 498)	110,75	(53 165 682)
Hedge Funds	J	34 424 730	-	-	-	34 424 730	34 424 730	-	-	-	-	34 424 730
Collective Investment Schemes		-	-	-	1 103 370 659	1 103 370 659	833 631 794	269 348 579	390 286	269 738 865	24,45	1 103 370 659
Insurance policies		-	-	-	47 492 917 438	47 492 917 438	34 613 826 858	11 979 937 331	899 153 249	12 879 090 580	27,12	47 492 917 438
Linked policies		-	-	-	12 850 632 672	12 850 632 672	9 275 412 100	3 310 481 927	264 738 645	3 575 220 572	27,82	12 850 632 672
Non-linked policies		-	-	-	34 642 284 766	34 642 284 766	25 338 414 758	8 669 455 404	634 414 604	9 303 870 008	26,86	34 642 284 766
Total investments		4 972 807 434	1 888 312 335	1 884 476 559	48 596 288 097	57 341 884 425	41 757 456 400	14 684 884 490	899 543 535	15 584 428 025	27,18	57 341 884 425

OLD MUTUAL SUPERFUND PROVIDENT FUND

SCHEDULE IA - SCHEDULES PERTAINING TO THE ANNUAL FINANCIAL STATEMENTS (continued)
AT 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	862 181 087
Notes and coins, any balance or deposit in an account held with a South African bank - exceeding 5% of total assets	765 978 456
A money market instrument issued by a South African bank including an Islamic liquidity management financial instrument - exceeding 5% of total assets	136 166 141
Any positive net balance in a margin account with an exchange - exceeding 5% of total assets	14 531 483
Any positive net balance in a settlement account with an exchange, operated for the buying and selling of assets - exceeding 5% of total assets	(54 494 993)
Foreign	
Foreign balances or deposits, money market instruments issued by a foreign bank including Islamic liquidity management financial instruments	35 041 353
Total of issuers not exceeding 5%	35 041 353
Total	897 222 440

B COMMODITIES

Instrument	Holding number	Holding %	Fair value R
Other		Holding	
Various	-	0,09	54 128 750
			54 128 750
			54 128 750
Total			54 128 750

OLD MUTUAL SUPERFUND PROVIDENT FUND

SCHEDULE IA - SCHEDULES PERTAINING TO THE ANNUAL FINANCIAL STATEMENTS (continued)
AT 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		
<i>Total of issuers not exceeding 5%</i>		187 662 577
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		
<i>Total of issuers not exceeding 5%</i>		313 832 021
Not listed on an exchange		
<i>Total of issuers not exceeding 5%</i>		90 281 642
Debentures:		
Listed on an exchange		
<i>Total of issuers not exceeding 5%</i>		1 845 499
Not listed on an exchange		
<i>Total of issuers not exceeding 5%</i>		4 101 317
Other		
Not listed on an exchange		
	Foreign	48 277 855
Total		48 277 855
Total debt instruments including Islamic debt instruments		646 000 911

OLD MUTUAL SUPERFUND PROVIDENT FUND

SCHEDULE IA - SCHEDULES PERTAINING TO THE ANNUAL FINANCIAL STATEMENTS (continued)
AT 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		
	Foreign	14 348 478
Total of issuers exceeding 5%		14 348 478
Total of issuers not exceeding 5%		236 468 782
Issuer market capitalisation of between R3 billion and R10 billion, or an amount or conditions as prescribed		
	Foreign	1 855 359
Total of issuers exceeding 5%		1 855 359
Total of issuers not exceeding 5%		66 081 010
Issuer market capitalisation of less than R3 billion, or an amount or conditions as prescribed		
Total of issuers not exceeding 5%		23 112 778
Total		341 866 407

OLD MUTUAL SUPERFUND PROVIDENT FUND

SCHEDULE IA - SCHEDULES PERTAINING TO THE ANNUAL FINANCIAL STATEMENTS (continued)
AT 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 <i>Total of issuers not exceeding 5%</i>		<u>1 937 174 173</u>
Issuer market capitalisation of between R2 billion and R20 billion, or an amount or conditions as prescribed <i>Total of issuers not exceeding 5%</i>		<u>232 861 865</u>
Issuer market capitalisation of less than R2 billion, or an amount or conditions as prescribed <i>Total of issuers not exceeding 5%</i>		<u>8 232 647</u>
Unlisted equities		
	Foreign	774 528 631
	Local	632 733
Total		<u>775 161 364</u>
Total equities		<u>2 953 430 049</u>

H INVESTMENTS IN PARTICIPATING EMPLOYER/S

Instrument	Listed or not listed	Issued/ Guaranteed	Fair value R
Instrument			Fair value R
<i>Total of issuers not exceeding 5%</i>			<u>104 101 811</u>
Total for investments in participating employers			<u>104 101 811</u>

OLD MUTUAL SUPERFUND PROVIDENT FUND

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

J HEDGE FUNDS

Instrument	Current value of commitment R
Hedge Funds	34 424 730
Total Hedge funds commitment	<u>34 424 730</u>

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>	833 631 794
Foreign	
<i>Total of issuers not exceeding 5%</i>	269 738 866
Total	<u>269 738 866</u>
Linked policies – regulation 28(8)(b)(ii)	
Local	
Allan Gray Global Balanced (Nedbank)	2 557 173 757
<i>Total of issuers exceeding 5%</i>	<u>2 557 173 757</u>
<i>Total of issuers not exceeding 5%</i>	6 718 238 343
Total	<u>9 275 412 100</u>
Foreign	
Allan Gray Global Balanced (Nedbank)	1 209 711 613
<i>Total of issuers exceeding 5%</i>	<u>1 209 711 613</u>
<i>Total of issuers not exceeding 5%</i>	2 365 508 958
Total	<u>3 575 220 571</u>

OLD MUTUAL SUPERFUND PROVIDENT FUND

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

Non Linked policies – regulation 28(8)(b)(iii)

Local	
Old Mutual Absolute Stable Growth	18 636 184 154
OM Absolute Stable Growth (Nedbank)	2 728 048 126
<i>Total of issuers exceeding 5%</i>	<u>21 364 232 280</u>
<i>Total of issuers not exceeding 5%</i>	<u>3 974 182 477</u>
Total	<u>25 338 414 757</u>
Foreign	
Old Mutual Absolute Stable Growth	6 845 924 767
OM Absolute Stable Growth (Nebank)	1 002 137 137
<i>Total of issuers exceeding 5%</i>	<u>7 848 061 904</u>
<i>Total of issuers not exceeding 5%</i>	<u>1 455 808 105</u>
Total	<u>9 303 870 009</u>
Total certified Regulation 28 compliant investments	<u>48 596 288 097</u>

OLD MUTUAL SUPERFUND PROVIDENT FUND

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

M REGULATION 28 NON-COMPLIANT INVESTMENTS

M1 NON-COMPLIANT COLLECTIVE INVESTMENT SCHEMES

Instrument	Holding %	Fair value R
Local		
OM SuperFund - AMRF (Prov Sec) Abax Equity Fund	0,35	199 335 255
OM SuperFund - AMRF (Prov Sec) Sands Capital Emerging Markets Growth	-	1 892 236
Nedgroup Investments Flexible Income Fund - B1	0,03	14 372 851
OM Albaraka (Nedbank) (Shariah)	0,09	53 043 135
		268 643 477
Foreign		
OM SuperFund - AMRF (Prov Sec) Orbis	0,54	308 399 561
OM SuperFund - AMRF (Prov Sec) Pimco	0,50	286 555 022
OM SuperFund - AMRF (Prov Sec) Walter Scott	0,21	118 639 674
OM SuperFund - Lindsell Train Global Equity Fund Class C	0,73	418 410 743
OM SuperFund - Resolution Capital Global Property Securities CCF	0,38	220 046 103
OM SuperFund - GQG Partners Emerging Markets Equity Fund	0,09	53 268 844
OM SuperFund - Jupiter Global Value Equity Fund	0,29	167 627 205
OM SuperFund - Sands Capital Emerging Markets Growth	0,08	47 631 378
Nedgroup Investments Flexible Income Fund - B1	-	(977 720)
OM Albaraka (Nedbank) (Shariah)	-	68 048
		1 619 668 858
Total Non-compliant collective investment schemes		1 888 312 335

M2 NON-COMPLIANT INSURANCE POLICIES

Instrument	Holding %	Fair value R
Linked policies		
Local		
OM SuperFund - AMRF (Prov Sec) Futuregrowth Bonds	0,61	348 576 662
OM SuperFund - AMRF (Prov Sec) Investec Property	0,16	89 912 471
OM SuperFund - AMRF (Prov Sec) Amplats Balanced Domestic	2,51	1 439 494 681
Taquanta Enhanced Cash	0,01	6 247 035
		1 884 230 849
Foreign		
Taquanta Enhanced Cash	-	245 710
		245 710
Total linked policies		1 884 476 559
Total Non-compliant Investments		3 772 788 894

OLD MUTUAL SUPERFUND PROVIDENT FUND

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

P RECONCILIATION BETWEEN THE INVESTMENTS IN SCHEDULE HA AND SCHEDULE IA

	Fair value current period (as per Schedule HA 2.1) R	Cash at bank R	Non-compliant CIS R	Non-compliant Insurance Policies R	Other R	Total R
Cash	612 189 707	145 719 981	57 337 503	180 081 278	139 312 752	1 134 641 221
Commodities	54 128 750	-	-	33 923 886	-	88 052 636
Debt instruments including Islamic debt instruments	472 692 982	-	106 027 662	628 684 068	385 751 670	1 593 156 382
Investment properties and Owner occupied properties	-	-	-	-	673 296 597	673 296 597
Equities	2 294 786 266	-	1 300 437 688	917 220 896	658 643 783	5 171 088 633
Investment in Participating Employer(s)	104 101 811	-	-	-	-	104 101 811
Hedge funds	-	-	-	-	34 424 730	34 424 730
Collective investment schemes	4 280 870 929	-	(1 888 312 335)	-	(1 289 187 935)	1 103 370 659
Insurance policies	49 377 393 999	-	-	(1 884 476 559)	(2) 47 492 917 438	
Other assets	-	-	(378 000)	5 579 984	(58 367 666)	(53 165 682)
Total investments	57 196 164 444	145 719 981	(424 887 482)	(118 986 447)	543 873 929	57 341 884 425

OLD MUTUAL SUPERFUND PROVIDENT FUND

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

		Fair value R
A	Total assets (Schedule IA -Total investments)	57 341 884 425
B1	Less: Reg 28 compliant investments (certificate received from issuing entity):-	(48 596 288 097)
B.1.1	Collective Investment Schemes (Reg 28(8)(b)(i))	(1 103 370 659)
B.1.2	Linked Policies (Reg 28(8)(b)(ii))	(12 850 632 672)
B.1.3	Non-Linked policies (Reg 28(8)(b)(iii))	(34 642 284 766)
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	8 745 596 328

Categories of kinds of assets			Fair value R	Fair value %
1	CASH		1 134 641 221	12,97%
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%	1 065 445 307	12,18%
(a)	Notes and coins; any balance or deposit in an account held with a South African bank;		874 311 319	10,00%
	Nedbank Limited	25%	282 506 835	3,23%
	First National Bank	25%	5 045 745	0,06%
	ABSA	25%	113 687 396	1,30%
	Investec Bank Limited	25%	141 036 032	1,61%
	First Rand Merchant Bank	25%	33 970 082	0,39%
	Standard Bank	25%	142 114 536	1,62%
	Coronation Global Segregated - Various	25%	11 910 612	0,14%
	Various	25%	144 040 081	1,65%
(b)	A money market instrument issued by a South African bank including an Islamic liquidity management financial instrument		228 728 043	2,62%
	Coronation Global Segregated - Various	25%	71 245 562	0,81%
	Various	25%	157 482 481	1,80%
(c)	Any positive net balance in a margin account with an exchange		17 212 884	0,20%
	Safex	25%	13 865 295	0,16%
	Yieldx	25%	434 412	0,00%
	Various	25%	2 913 177	0,03%
(d)	Any positive net balance in a settlement account with an exchange, operated for the buying and selling of assets		(54 806 939)	(0,63)%
	Coronation Global Segregated - Various	25%	(54 827 216)	(0,63)%
	Various	25%	20 277	0,00%
1.2	Balances or deposits, money market instruments issued by a foreign bank including Islamic liquidity management financial instruments	SARB max. limits	69 195 914	0,79%
(a)	Any balance or deposit held with a foreign bank		68 950 204	0,79%
	HSBC Bank	5%	14 073 154	0,16%
	JP Morgan Chase Bank	5%	11 691 808	0,13%
	Various	5%	43 185 242	0,49%
(b)	Any balance or deposit held with an African bank		245 710	0,00%
	Various	5%	245 710	0,00%
(c)	A money market instrument issued by a foreign bank including an Islamic liquidity management financial instrument		-	0,00%

Carried forward 1 134 641 221 12,95%

OLD MUTUAL SUPERFUND PROVIDENT FUND

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

Categories of kinds of assets			Fair value R	Fair value %
Brought forward			1 134 641 221	12,95%
2	DEBT INSTRUMENTS INCLUDING ISLAMIC DEBT INSTRUMENTS		1 593 156 382	18,22%
2.1	Inside the Republic	100%	1 238 242 008	14,16%
(a)	Debt instruments issued by, and loans to, the government of the Republic, and any debt or loan guaranteed by the Republic	100%	556 497 596	6,36%
	Coronation Global Segregated - Various	100%	187 050 345	2,14%
	Various	100%	369 447 251	4,22%
(b)	Debt instruments issued or guaranteed by the government of a foreign country	75%	133 288	0,00%
	Various	10%	133 288	0,00%
(c)	Debt instruments issued or by a South African bank against its balance sheet	75%	382 539 530	4,37%
c(i)	Listed on an exchange with an issue market capitalisation of R20 billion or more, or an amount or conditions as prescribed	75%	368 329 572	4,21%
	Firststrand 9.50%	25%	88 033 498	1,01%
	Nedbank Group	25%	107 858 457	1,23%
	Standard Bank of SA Ltd	25%	53 949 497	0,62%
	Coronation Global Segregated - Various	25%	58 383 322	0,67%
	Various	25%	60 104 798	0,69%
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%	302 428	0,00%
	Various	15%	302 428	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%	543 235	0,01%
	Various	10%	543 235	0,01%
c(iv)	Not listed on an exchange	25%	13 364 295	0,15%
	Nedbank Group Ltd	5%	5 590 555	0,06%
	Standard Bank of SA Ltd	5%	16 692	0,00%
	Various	5%	7 757 048	0,09%
(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%	156 896 420	1,79%
d(i)	Listed on an exchange	50%	139 095 439	1,59%
	Impala Platinum	10%	34 772 422	0,40%
	Royal Bafokeng Platinum Ltd	10%	7 342 729	0,08%
	Old Mutual	10%	9 474 148	0,11%
	Coronation Global Segregated - Various	10%	33 360 416	0,38%
	Various	10%	54 145 724	0,62%
d(ii)	Not listed on an exchange	25%	17 800 981	0,20%
	Various	5%	17 800 981	0,20%
(e)	Other debt instruments:-	25%	142 175 174	1,63%
e(i)	Listed on an exchange	25%	18 171 766	0,21%
	Inguza Investments	5%	1 439 588	0,02%
	Various	5%	16 732 178	0,19%
e(ii)	Not listed on an exchange	15%	124 003 408	1,42%
	Various	5%	124 003 408	1,42%
	SARB max. limits			
2.2	Foreign		354 914 374	4,06%

Carried forward 2 372 883 229 27,11%

OLD MUTUAL SUPERFUND PROVIDENT FUND

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

Categories of kinds of assets			Fair value R	Fair value %
Brought forward			2 372 883 229	27,11%
(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	208 770 862	2,39%
	Sovereign - USA Governemnt	10%	38 029 477	0,43%
	Sovereign - Turkish Governemnt	10%	2 614 890	0,03%
	Sovereign - Mexican Udibonos	10%	1 777 599	0,02%
	Coronation Global Segregated - Various	10%	-	0,00%
	Various	10%	166 348 896	1,90%
(c)	Debt instruments issued or guaranteed by a South African Bank against its balance sheet:-	SARB max. limits	41 573 822	0,48%
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	41 573 822	0,48%
	Standard Bank of SA Ltd	25%	1 371 936	0,02%
	Various	25%	40 201 886	0,46%
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		-	0,00%
(d)	Debt instruments issued or guaranteed by an entity that has equity listed on an exchange	SARB max. limits	98 251 697	1,12%
d(i)	Listed on an exchange	SARB max. limits	10 447 438	0,12%
	MTN Group Ltd	10%	2 927 321	0,03%
	Intu Properties PLC	10%	1 003 135	0,01%
	Remgro Jersey GBP Ltd	10%	381 971	0,00%
	Coronation Global Segregated - Various	10%	2 819	0,00%
	Various	10%	6 132 192	0,07%
d(ii)	Not listed on an exchange	25%	87 804 259	1,00%
	Tullow Oil	5%	168 707	0,00%
	Various	5%	87 635 552	1,00%
(e)	Other debt instruments	25%	6 317 993	0,07%
e(i)	Listed on an exchange	25%	6 317 993	0,07%
	Various	5%	6 317 993	0,07%
e(ii)	Not listed on an exchange	15%	-	0,00%
3	EQUITIES		5 171 088 633	59,13%
3.1	Inside the Republic	75%	3 326 622 791	38,04%
(a)	Preference and ordinary shares in companies, excluding shares in property companies, listed on an exchange:-	75%	3 310 661 301	37,86%
a(i)	Issuer market capitalisation of R20 billion or more, or an amount or conditions as prescribed	75%	2 957 006 643	33,81%
	Naspers Ltd	15%	146 806 650	1,68%
	British American Tobacco PLC	15%	121 154 106	1,39%
	Anglo American PLC	15%	95 925 892	1,10%
	Coronation Global Segregated - Various	15%	961 827 706	11,00%
	Various	15%	1 631 292 289	18,65%
a(ii)	Issuer market capitalisation of between R2 billion and R20 billion, or an amount or conditions as prescribed	75%	339 852 334	3,89%
	Hosken Cons Investments Ltd	10%	-	0,00%
	Famous Brands Ltd	10%	19 171 668	0,22%
	African Oxygen Ltd	10%	17 436 403	0,20%
	PSG Group	10%	15 946 536	0,18%
	Coronation Global Segregated - Various	10%	93 663 455	1,07%
	Various	10%	193 634 272	2,21%
Carried forward			6 024 656 580	68,85%

OLD MUTUAL SUPERFUND PROVIDENT FUND

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

Categories of kinds of assets			Fair value R	Fair value %
Brought forward			6 024 656 580	68,85%
a(iii)	Issuer market capitalisation of less than R2 billion, or an amount or conditions as prescribed	15%	13 802 324	0,16%
	African Phoenix Investments Ltd	5%	188 175	0,00%
	Sygnia Ltd	5%	264 092	0,00%
	Various	5%	13 350 057	0,15%
(b)	Preference and ordinary shares in companies, excluding shares in property companies, not listed on an exchange	15%	15 961 490	0,18%
	Bryant Technology Limited	2,5%	1 256	0,00%
	Zambezi Platinum RF Ltd	2,5%	631 475	0,01%
	Various	2,5%	15 328 759	0,18%
3.2	Foreign		1 844 465 842	21,09%
(a)	Preference and ordinary shares in companies, excluding shares in property companies, listed on an exchange:-	max. limits	1 794 004 960	20,51%
a(i)	Issuer market capitalisation of R20 billion or more, or an amount or conditions as prescribed	max. limits	1 555 413 463	17,79%
	Egerton Capital	15%	100 091 139	1,14%
	Eminence Fund Long, Ltd	15%	94 283 013	1,08%
	Chicago Merchandise Exchange	15%	58 368 020	0,67%
	Coronation Global Segregated - Various	15%	232 734 029	2,66%
	Various	15%	1 069 937 262	12,23%
a(ii)	Issuer market capitalisation of between R2 billion and R20 billion, or an amount or conditions as prescribed	max. limits	236 342 641	2,70%
	Contrarius Global Equity Fund	10%	73 633 205	0,84%
	Maverick Long Ltd	10%	65 439 191	0,75%
	Tremblant Long Fund Ltd	10%	44 686 736	0,51%
	Coronation Global Segregated - Various	10%	52 583 509	0,60%
	Various	10%	-	0,00%
a(iii)	Issuer market capitalisation of less than R2 billion, or an amount or conditions as prescribed	max. limits	2 248 856	0,03%
	CFC Insurance Holding Ltd	5%	612 202	0,01%
	Umema Ltd	5%	513 073	0,01%
	Lecici Egypt SAE	5%	471 042	0,01%
	Coronation Global Segregated - Various	5%	652 539	0,01%
(b)	Preference and ordinary shares in companies, excluding shares in property companies, not listed on an exchange	10%	50 460 882	0,58%
	Sechaba Brewery Holdings Ltd	2,5%	1 863 295	0,02%
	Brac Bank Ltd	2,5%	698 875	0,01%
	Coro Global Equity Select Fund	2,5%	46 908 104	0,54%
	Coronation Global Segregated - Various	2,5%	990 608	0,01%
4	IMMOVABLE PROPERTY		673 296 597	7,70%
4.1	Inside the Republic	25%	447 395 649	5,12%
(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%	447 395 649	5,12%
a(i)	Issuer market capitalisation of R10 billion or more, or an amount or conditions as prescribed	25%	336 942 305	3,85%
	Fortress Income Fund Ltd	15%	103 458 507	1,18%
	Intu Properties PLC	15%	25 018 217	0,29%
	Redefine Properties Limited	15%	39 329 442	0,45%
	Coronation Global Segregated - Various	15%	44 746 735	0,51%
	Various	15%	124 389 404	1,42%
a(ii)	Issuer market capitalisation of between R3 billion and R10 billion, or an amount or conditions as prescribed	25%	85 002 981	0,97%
	Attacq Ltd	10%	21 907 251	0,25%
	Dipula Income Fund	10%	21 039 201	0,24%
	Accelerate Property Fund Ltd	10%	10 769 129	0,12%
	Coronation Global Segregated - Various	10%	3 751 869	0,04%
Carried forward			8 293 295 991	94,79%

OLD MUTUAL SUPERFUND PROVIDENT FUND

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

Categories of kinds of assets			Fair value R	Fair value %
Brought forward			8 293 295 991	94,79%
a(iii)	Various	10%	27 535 531	0,31%
	Issuer market capitalisation of less than R3 billion or an amount or conditions as prescribed	25%	25 450 363	0,29%
	Rebosis Property Fund	5%	11 851 703	0,14%
	Synergy Income Fund	5%	8 621 178	0,10%
	Various	5%	4 977 482	0,06%
(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%
4.2	Foreign	25%	225 900 948	2,58%
(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%	225 900 948	2,58%
a(i)	Issuer market capitalisation of R10 billion or more, or an amount or conditions as prescribed	25%	224 045 589	2,56%
	Unibail-Rodamco-Westfield	15%	4 543 111	0,05%
	Vonovia	15%	1 748 462	0,02%
	Klepierre	15%	4 558 333	0,05%
	Coronation Global Segregated - Various	15%	3 498 572	0,04%
	Various	15%	209 697 111	2,40%
	Issuer market capitalisation of between R3 billion and R10 billion, or an amount or conditions as prescribed	25%	1 855 359	0,02%
a(ii)		10%	1 855 359	0,02%
	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		88 052 636	1,01%
5.1	Inside the Republic	10%	88 052 636	1,01%
(a)	Kruger Rands and other commodities on an exchange, including exchange traded commodities	10%	88 052 636	1,01%
a(i)	Gold (including Kruger Rands)	10%	18 469 336	0,21%
	Various	10%	18 469 336	0,21%
a(ii)	Other commodities	5%	69 583 300	0,80%
	Platinum	5%	42 561 428	0,49%
	Rhodium	5%	5 515 412	0,06%
	Various	5%	21 506 460	0,25%
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:-		104 101 811	1,19%
(a)	Section 19(4) of the Pension Funds Act		104 101 811	1,19%
	Various	5%	104 101 811	1,19%
(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%
Carried forward			8 764 337 280	100,18%

OLD MUTUAL SUPERFUND PROVIDENT FUND

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

Categories of kinds of assets			Fair value R	Fair value %
Brought forward			8 764 337 280	100,18%
8	HEDGE FUNDS, PRIVATE EQUITY FUNDS AND ANY OTHER ASSET NOT REFERRED TO IN THIS SCHEDULE		(18 740 952)	(0,21)%
8.1	Inside the Republic	15%	40 137 546	0,46%
(a)	Hedge fund	10%	34 424 730	0,39%
a(i)	Funds of hedge funds	10%	-	0,00%
a(ii)	Hedge funds	10%	34 424 730	0,39%
	Coronation Multi-Strategy Arbitrage Hedge Fund	2,5%	18 770 356	0,21%
	Coronation Presidio Hedge Fund	2,5%	15 654 374	0,18%
	Various	2,5%	-	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%	-	0,00%
(c)	Other assets not referred to in this schedule and excluding a hedge fund or private equity fund	2,5%	5 712 816	0,07%
	Various	2,5%	5 712 816	0,07%
8.2	Foreign	15%	(58 878 498)	(0,67)%
(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%	(58 878 498)	(0,67)%
	Various	2,5%	(58 878 498)	(0,67)%
TOTAL ASSETS – REGULATION 28			8 745 596 328	100,00%

OLD MUTUAL SUPERFUND PROVIDENT FUND

**SCHEDULE IB - ASSETS HELD IN COMPLIANCE WITH REGULATION 28
AS AT 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	1 065 445 307	1,86	68 950 204	0,12	245 710	-	1 134 641 221
2 Debt instruments including Islamic debt instruments	1 238 242 008	2,16	354 914 374	0,62	-	-	1 593 156 382
3 Equities	3 326 622 791	5,80	1 844 465 842	3,22	-	-	5 171 088 633
4 Immovable property	447 395 649	0,78	225 900 948	0,39	-	-	673 296 597
5 Commodities	88 052 636	0,15	-	-	-	-	88 052 636
6 Investment in the business of a participating employer	104 101 811	0,18	-	-	-	-	104 101 811
8 Hedge Funds, private equity funds and any other assets not referred to in this schedule	40 137 546	0,07	(58 878 498)	(0,10)	-	-	(18 740 952)
9 Fair value of assets to be excluded in terms of sub-regulation (8)(b) of Regulation 28	35 447 458 652	61,82	12 249 285 910	21,36	899 543 535	1,57	48 596 288 097
TOTAL	41 757 456 400	72,82	14 684 638 780	25,61	899 789 245	1,57	57 341 884 425

OLD MUTUAL SUPERFUND PROVIDENT FUND

SCHEDULE IB - ASSETS HELD IN COMPLIANCE WITH REGULATION 28
AS AT 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	124 003 408	1,42	
3.1(b)	Equities not listed	66 422 372	0,76	
4.1(b)	Immovable properties not listed	-	-	
8	Hedge funds , Private Equity funds and other assets	(18 740 952)	(0,21)	
	TOTAL	171 684 828	1,97	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	66 422 372	0,76	
	TOTAL	66 422 372	0,76	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	1 065 445 307	12,18	
2.1(c)	Debt instruments guaranteed by a South African Bank - Item	382 539 530	4,37	
	TOTAL	1 447 984 837	16,55	25

The percentage exposure to the assets classes set out in items 1 to 8 (on pages 69 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 69) 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 69). Had the percentage exposure been correctly calculated none of the individual securities/instruments in items 1 to 8 on pages 69 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 PROVIDENT 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 PROVIDENT FUND

Our Opinion

We have audited Schedule IB "Assets held in compliance with Regulation 28" of the Old Mutual Superfund Provident 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 69 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 Provident 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 Provident 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.

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,

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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 PROVIDENT 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 PROVIDENT FUND**

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.

If, based on the work we have performed on the other information, 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