



NOTICE TO SHAREHOLDERS

2020 Annual General Meeting

CORONATION

TRUST IS EARNED™



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Letter to the shareholders

Dear Shareholder

We are pleased to enclose herewith a detailed notice of the 46th annual general meeting (the Meeting) of Coronation Fund Managers Ltd (Coronation, or the Company, or the Group), to be held on Tuesday, 18 February 2020, at 14:00, at Coronation's offices: 7th Floor, MontClare Place, Cnr Campground and Main Roads, Claremont, Cape Town.

Inside this document you will find the Notice to Shareholders (Notice), which includes the list of resolutions for consideration and the proxy form. We have also included annexures for your information, including, but not limited to, the 2019 summary consolidated annual financial statements and remuneration report.

The 2019 Integrated Annual Report and Annual Financial Statements are available for download on our website, www.coronation.com. Should you wish to receive an electronic copy of either document, please email me at NHawa@coronation.com.

Yours sincerely

Nazrana Hawa
Company Secretary

17 January 2020



Our business

For 26 years, we have been growing long-term wealth for our institutional and personal investment clients. As a committed corporate citizen, we have also been active in the transformation of the financial services sector, empowering our employees and benefiting the communities in which we operate.

A PROUD SOUTH AFRICAN COMPANY

As one of the largest independent asset managers in South Africa, we invest the long-term savings of millions of South Africans. Our clients include individuals, retirement funds, medical schemes and financial institutions. We also manage assets for several leading international retirement funds, endowments and family offices. Our core objective is to deliver investment excellence, which is underpinned by five focus areas, namely: excellent long-term performance, building a global franchise, world-class client service, active corporate citizenship, and effective governance.

Our culture and values are important factors in delivering on our commitment to be responsible stewards of our clients' assets, and we understand that we have been granted a social licence to operate. We earn this in the way in which we invest and in the way in which we operate. We achieve this through considering environmental, social and governance (ESG) factors in our investment decision-making process, our corporate citizenry and corporate social investment projects.

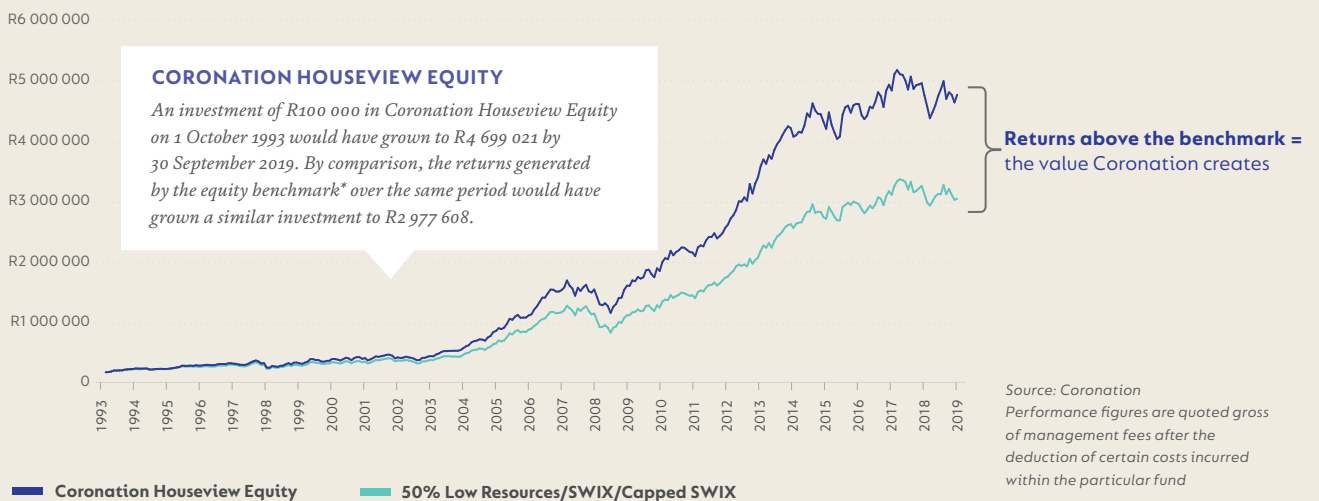
STRONG LONG-TERM INVESTMENT OUTPERFORMANCE

VALUE CREATED

58%

more than the market's return since inception

Evidence of our ability to deliver attractive and sustainable financial outcomes for clients is the long-term performance across our fund range, which remains compelling. Of our institutional portfolios, 97.5% have outperformed their benchmarks since inception¹, while all of our flagship unit trusts rank first or second in their respective Association for Savings and Investments South Africa categories since inception.



¹ As at 30 September 2019; institutional domestic funds with a 10-year+ history

* FTSE/JSE Capped Shareholder Weighted Index from 01 May 2017. Previously 50% Resources (inception to 31 January 2002) and FTSE/JSE Shareholder Weighted Index (01 February 2002 to 30 April 2017).

TRANSFORMING OUR BUSINESS EVERY DAY

Transforming our business from within

We are a proud South African business.



Successfully recruited, trained and retained exceptional black and female talent across our business since 1993.

56%

black employees



49%

female employees



78%

of our Board members are black



>R225bn

of total AUM managed by black investment professionals

Transformation figures refer to South African-based employees.

Advancing transformation in our industry

Pre-dating BEE legislation in South Africa, we pioneered corporate initiatives that have contributed to meaningful transformation and the development of skills in the financial services industry.

Established **3 independent** black businesses

African Harvest Fund Managers

Kagiso Asset Management

Intembeko Investment Administrators



Since 2006, we have allocated

>R300m

in brokerage to black stockbrokers through the Coronation Business Support programme



Over the past decade, we have funded and trained

120

black IFA practices through the ASISA IFA Development Programme

27

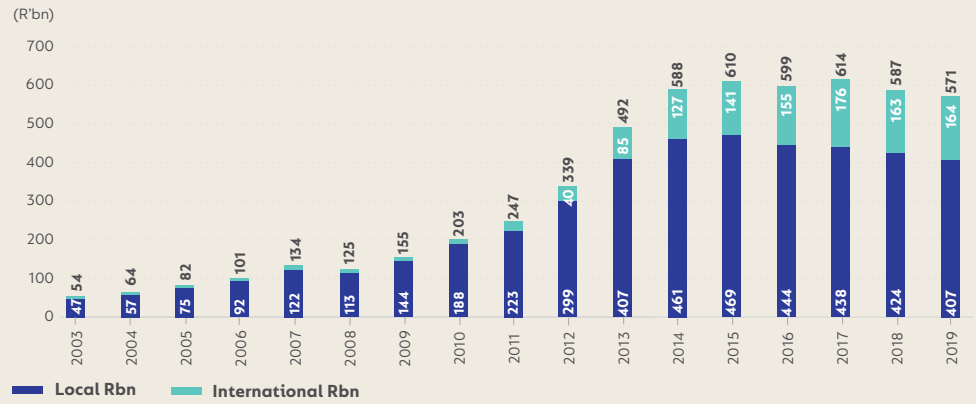
analysts through the Yunani Securities Training Academy

** as measured by the revised Financial Sector Code
All figures are as at 30 September 2019, unless otherwise stated.*



2019 at a glance

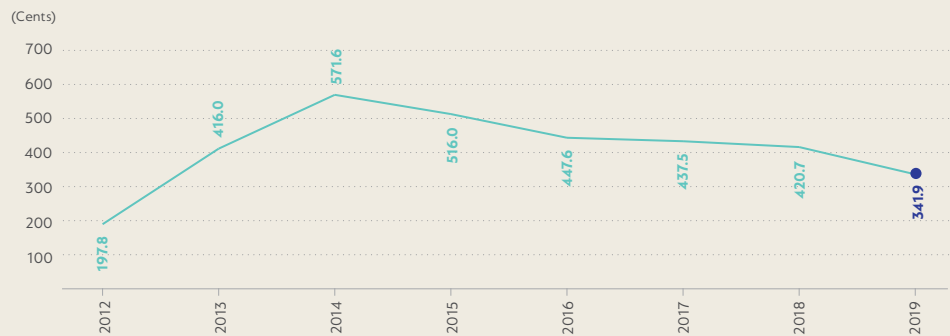
ASSETS UNDER MANAGEMENT



DILUTED HEADLINE EARNINGS PER SHARE

341.9

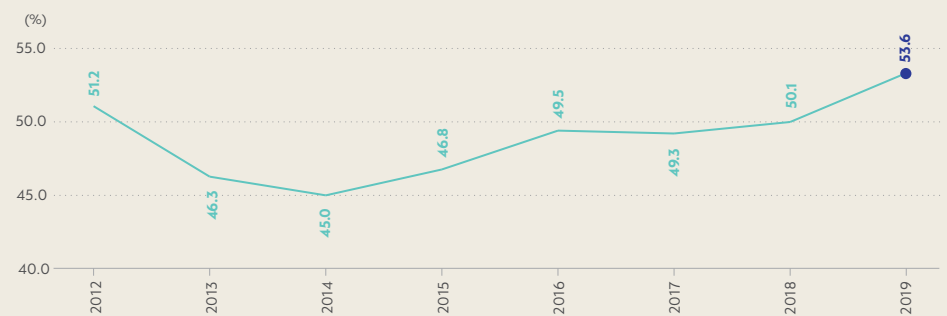
DILUTED HEADLINE EARNINGS PER SHARE



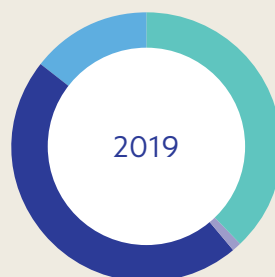
COST-TO-INCOME RATIO

53.6%

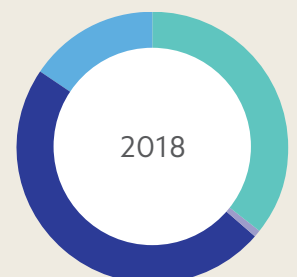
COST-TO-INCOME RATIO



ALLOCATION OF FINANCIAL VALUE TO STAKEHOLDERS



38.0%	Employee costs	35.8%
0.9%	Finance costs	0.8%
46.9%	Dividends paid	48.2%
14.2%	Total tax paid	15.3%



WE INVEST

R265bn

on behalf of South African institutional clients

OUR SOUTH AFRICAN INSTITUTIONAL BUSINESS

Take outs

- Clients representing more than 50% of our total South African institutional assets have been invested with Coronation for more than 10 years.
- Of these client assets, 97.5% have outperformed their benchmarks since inception (on an asset-weighted basis).
- All our domestic institutional portfolios with a track record of more than 10 years have delivered enviable active returns since inception.
- We experienced net outflows of R23.9 billion in line with industry experience, mainly as a result of weak local economic conditions.

Challenges and outlook

- Negative conditions continue from 2018, as weak economic growth continues to depress the local formal savings market.
- The South African retirement fund industry continues to see net outflows.
- Policy inertia poses a threat to investor confidence.

WE INVEST

R66bn

on behalf of international retirement funds, endowments and family offices

OUR GLOBAL INSTITUTIONAL BUSINESS

Take outs

- All of our global strategies with a track record of more than a decade have delivered meaningful alpha since inception:
 - Coronation Global Emerging Markets Equity Strategy has delivered an active return of 4.2% p.a. since inception.
 - Coronation Africa Frontiers Strategy has delivered an active return of 6.4% p.a. since inception.
- Net outflows of R7.0 billion reflect the ongoing material shift from active to passive strategies.

Challenges and outlook

- Global growth has slowed and is expected to stabilise at weaker levels; geopolitics is impacting markets.
- Global solutions remain under pressure from passive products, fees and increased global competition.
- Increased demand for the integration of environmental, social and governance factors in the investment decision-making process and a tightening regulatory environment.
- Nonetheless, we are confident in the long-term outlook for our global strategies.

WE INVEST

R240bn

on behalf of investors in unit trusts, retirement annuities, provident funds and tax-free investments

OUR SOUTH AFRICAN PERSONAL INVESTMENT BUSINESS

Take outs

- Long-term performance remains compelling, with all our flagship unit trust funds ranking first or second in their respective ASISA categories since inception.
- We have seen a solid recovery in absolute and relative performance during 2019.
- Our retail asset base remained stable in the period under review.

Challenges and outlook

- The retail savings market remains under pressure due to a sluggish economy and weak historical market returns.
- De-risking of portfolios is evident across the industry, with net outflows from long-term funds offset by strong flows into income, bond and cash funds.
- In this negative environment, we remain strongly focused on delivering an excellent client experience.



Notice to shareholders

*Download Coronation's 2019 Integrated Annual Report at
www.coronation.com*

Coronation Fund Managers Ltd
(Incorporated in the Republic of South Africa)
(Registration number 1973/009318/06)
ISIN: ZAE000047353 Share code: CML
LEI: 378900F76170CCB33C50

Notice is hereby given that the 46th annual general meeting of Coronation Fund Managers Ltd (the Company) will be held, subject to any cancellation, postponement and adjournment, in the boardroom of the offices of the Company at 7th Floor, MontClare Place, Cnr Campground and Main Roads, Claremont, Cape Town, on Tuesday, 18 February 2020, at 14:00.

The record date to receive notice of the Meeting, determined in accordance with section 59(1)(a) of the Companies Act, No. 71 of 2008, as amended (the Act), is Friday, 10 January 2020 being the date on which a person must be registered as a shareholder of the Company for purposes of being entitled to receive notice of the Meeting. The record date to participate in and vote at the Meeting, determined in accordance with section 59(1)(b) of the Act, is Friday, 7 February 2020, being the date on which a person must be registered as a shareholder of the Company for purposes of being entitled to participate in and vote at the Meeting. The last day to trade to be able to participate in and vote at the Meeting is Tuesday, 4 February 2020.

Votes at the Meeting will be taken by way of a poll and not on a show of hands. Any shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy or proxies to attend, speak, act and vote in his or her stead. The proxy so appointed need not be a shareholder of the Company. A form of proxy is attached to this Notice.

Kindly note that, in accordance with section 63(1) of the Act, participants (including proxies) are required to provide satisfactory identification before being entitled to attend or participate in a shareholders' meeting. In addition, the person presiding at the Meeting must be reasonably satisfied that the right of that person to participate and vote, either as a shareholder or proxy, has been reasonably verified. Suitable forms of identification include a valid identity document, a driver's licence or a passport.

The purpose of the Meeting is to transact the business set out below.

1. PRESENTATION OF THE AUDITED ANNUAL FINANCIAL STATEMENTS

The audited annual financial statements of the Company for the year ended 30 September 2019, together with the reports by the directors, the external auditor and the Audit and Risk Committee were approved by the Board of Directors of the Company (the Board) and is available on the Company's website www.coronation.com. Alternatively, a copy may be requested and obtained in person, at no charge, at the registered office of the company during office hours. A summarised version of the audited annual financial statements is included in Annexure 1 to this Notice.

2. PRESENTATION OF SOCIAL, ETHICS AND TRANSFORMATION COMMITTEE REPORT

In accordance with regulation 43(5)(c) of the Companies Regulations, 2011, the Social, Ethics and Transformation (SET) Committee of the Board will report, through one of its members, to the shareholders at the Meeting on the matters within its mandate.

3. TO CONSIDER AND, IF DEEMED FIT, APPROVE, WITH OR WITHOUT MODIFICATION, THE FOLLOWING ORDINARY AND SPECIAL RESOLUTIONS:

Ordinary resolutions

3.1 Retirement and re-election of directors

Ordinary resolution number 1

- a) To re-elect, by way of a separate vote, Dr Hugo Nelson, who retires by rotation in accordance with the provisions of the Company's memorandum of incorporation (MOI) and who is eligible and available for re-election.
- b) To re-elect, by way of a separate vote, Prof Alexandra Watson who retires by rotation in accordance with the provisions of the Company's MOI and who is eligible and available for re-election.
- c) To re-elect, by way of a separate vote, Mr Saamsodein (Shams) Pather who retires by rotation in accordance with the provisions of the Company's MOI and who is eligible and available for re-election.

A profile in respect of each candidate is set out in Annexure 3 to this Notice. The re-election of the candidates as set out in ordinary resolution number 1 will be conducted by way of a separate vote in respect of each individual, who shall be re-elected if the majority of the voting rights exercised support the re-election of the candidate.

Explanatory note

The reason for ordinary resolution number 1 is to re-elect the directors who retire by rotation in terms of the MOI of the Company, read with the Listings Requirements of the JSE Limited (Listings Requirements).

3.2 Confirmation of Appointment of Directors

Ordinary Resolution Number 2

- a) To confirm and approve, by way of a separate vote, the appointment of Ms Mary-Anne Dimakatso Mazvidzeni Musekiwa, who was appointed to the Board on 12 June 2019 to fill a vacancy in the period since the last annual general meeting of the Company.
- b) To confirm and approve, by way of a separate vote, the appointment of Mrs Madichaba Nhlumayo, who was appointed to the Board on 12 June 2019 to fill a vacancy in the period since the last annual general meeting of the Company.

The confirmation of appointment of the candidates as set out in ordinary resolution number 2 will be conducted by way of a separate vote in respect of each individual, whose appointment shall be confirmed if the majority of the voting rights exercised support the appointment of the candidate.

Explanatory note

The reason for ordinary resolution number 2 is that the MOI of the Company, the Listings Requirements and the Act require that any director appointed by the Board of the Company be confirmed by the shareholders at the next annual general meeting of the Company.

3.3 Re-appointment of auditor and designated auditor

Ordinary resolution number 3

To re-appoint, as recommended by the Audit and Risk Committee of the Company, Ernst & Young Inc. as the Company's registered auditor and to note Ms Leigh-Ann Killin as the designated audit partner.

Explanatory note

The reason for ordinary resolution number 3 is that the Company, being a public company listed on the Johannesburg Stock Exchange (JSE), a licensed exchange, must have its annual financial statements audited and such auditor must be appointed or re-appointed, as the case may be, at each annual general meeting of the Company as required by the Act.

3.4 Re-election of the members of the Audit and Risk Committee

Ordinary resolution number 4

To re-elect the Audit and Risk Committee of the Company, by way of a separate vote, as required in terms of the Act. The following individuals are recommended for re-election to the Audit and Risk Committee:

- a) Prof Alexandra Watson
- b) Ms Lulama Boyce
- c) Mr John David (Jock) McKenzie
- d) Dr Hugo Anton Nelson

A profile in respect of each candidate recommended for re-election to the Audit and Risk Committee is set out in Annexure 4 to this Notice. The re-election of the candidates of the Audit and Risk Committee will be conducted by way of a separate vote in respect of each individual.

Explanatory note

The reason for ordinary resolution number 4 is that the Company, being a public company listed on the JSE must appoint an audit committee. The members of the Audit and Risk Committee are required to be appointed or re-appointed, as the case may be, at each annual general Meeting of the Company in terms of the Act.

3.5 Non-binding advisory vote on the Company's remuneration policy

Ordinary resolution number 5

To consider and endorse, by way of a non-binding advisory vote, the Company's remuneration policy, as set out in Annexure 5 to this Notice.

Explanatory note

The Company's remuneration policy has been tabled for a non-binding advisory vote at the Meeting to allow shareholders an opportunity to express their views on the remuneration policy adopted by the Company by casting their vote thereon. The vote is of an advisory nature only and will not be binding. In the event that 25% or more of the shareholders vote against the Company's remuneration policy, the Company will follow an engagement process with shareholders.

3.6 Non-binding advisory vote on the Company's remuneration implementation report for the year ended 30 September 2019

Ordinary resolution number 6

To consider and endorse, by way of a non-binding advisory vote, the Company's remuneration implementation report for the year ended 30 September 2019, as set out in Annexure 5 to this Notice.

Explanatory note

The Company's remuneration implementation report has been tabled for a non-binding advisory vote at the Meeting to allow shareholders an opportunity to express their views on the remuneration implementation report adopted by the Company by casting their vote thereon. The vote is of an advisory nature only and will not be binding. In the event that 25% or more of the shareholders vote against the Company's remuneration implementation report, the Company will follow an engagement process with shareholders.

Special resolutions

3.7 Intercompany financial assistance

Special resolution number 1

To approve, as a general approval, that the Board may authorise the Company to provide any direct or indirect financial assistance to any company or corporation that is related or interrelated to the Company (with 'related' and 'interrelated' having the meaning ascribed thereto in section 2 of the Act) (as contemplated in and subject to the provisions of section 45 of the Act) as the Board may deem fit.

Explanatory note

To grant the Board the authority to provide direct or indirect financial assistance to any company or corporation which is related or interrelated to the Company. This means that the Company is authorised to, for example, grant loans to its subsidiaries and to guarantee the debt of subsidiaries. For the avoidance of doubt, this special resolution, if approved, does not authorise the Company to provide financial assistance to any director, prescribed officer or shareholder of the Company.

3.8 Financial assistance for intercompany share or option transactions

Special resolution number 2

To approve, as a general approval, that the Board may authorise the Company to provide any direct or indirect financial assistance, for the purpose of or in connection with the subscription or purchase of any option, or any shares or other securities in the Company or in a related or interrelated company (with 'related' and 'inter-related' having the meaning ascribed thereto in section 2 of the Act) as contemplated in and subject to the provisions of section 44 of the Act, to any company or corporation that is related or interrelated to the Company and/or to any financier that provides funding by acquiring preference shares or other securities in the Company or in any company or corporation that is related or interrelated to the Company, on the terms and for the amounts that the Board may determine.

Explanatory note

To grant the Board of the Company the authority to provide direct or indirect financial assistance to any company or corporation which is related or interrelated to the Company and/or to provide security to any financier for the purposes of, or in connection with, the subscription or purchase of options, shares or other securities in the Company or in any related or interrelated company. This means that the Company is, inter alia, authorised to guarantee and furnish other security for the obligations of subsidiaries where the financial assistance is directly or indirectly related to a party acquiring options, shares or other securities in the Company or in a subsidiary of the Company. A typical example of where the Company would rely on this authority is where a subsidiary raised funds by issuing preference shares to a third-party funder and the Company is required to issue a guarantee or other security to the third-party funder for the subsidiary's obligations arising from the preference shares.

The Company has no immediate plans to use this authority but is obtaining same in the interests of prudence and good corporate governance should the unforeseen need arise to use the authority. For the avoidance of doubt, this special resolution, if approved, does not authorise the Company to provide financial assistance to any director, prescribed officer or shareholder of the Company for the purpose of, or in connection with, the acquisition of shares in the Company or in any of its subsidiary companies.

In terms of and pursuant to the provisions of sections 44 and 45 of the Act, the directors of the Company confirm that the Board will satisfy itself, after considering all reasonably foreseeable financial circumstances of the Company, that immediately after providing any financial assistance as contemplated in special resolutions numbers 1 and 2 above:

- ▶ the assets of the Company (fairly valued) will equal or exceed the liabilities of the Company (fairly valued) (taking into consideration the reasonably foreseeable contingent assets and liabilities of the Company); and
- ▶ the Company will be able to pay its debts as they become due in the ordinary course of business for a period of 12 months.

In addition, the Board will only approve the provision of any financial assistance contemplated in special resolutions numbers 1 and 2 above, where:

- ▶ the Board is satisfied that the terms under which any financial assistance is proposed to be provided, will be fair and reasonable to the Company; and
- ▶ all relevant conditions and restrictions (if any) relating to the granting of financial assistance by the Company as contained in the Company's MOI have been met.

3.9 Remuneration of non-executive directors

Special resolution number 3

To approve the remuneration to be paid by the Company to its non-executive directors for their services as directors which includes serving on various sub-committees and to make payment of the amounts set out below (plus any value-added tax, to the extent applicable), provided that this authority will be valid until the next annual general meeting of the Company:

	YEAR ENDING 30 SEPTEMBER 2020 R'000 (EXCLUDING VALUE-ADDED TAX)	YEAR ENDING 30 SEPTEMBER 2019 R'000 (EXCLUDING VALUE-ADDED TAX)
Basic annual fee	134.0	126.0
Attendance fees per meeting		
Board – Chairman	107.0	101.0
Board – lead independent non-executive director	69.0	65.0
Board – member	60.50	57.0
Audit and Risk Committee – Chairman	101.0	95.0
Audit and Risk Committee – member	60.50	57.0
Social, Ethics and Transformation Committee – Chairman	74.0	70.0
Social, Ethics and Transformation Committee – member	60.50	57.0
Remuneration Committee – Chairman	74.0	70.0
Nominations Committee – Chairman	74.0	70.0
Remuneration and Nominations Committee – member	60.50	57.0
Invitee fees for all Committees – non-executive director	29.75	28.0

Explanatory note

To approve the remuneration to be paid for the year ending 30 September 2020 by the Company to non-executive directors of the Company, as required in terms of section 66(9) of the Act.

3.10 Share repurchases by the Company and its subsidiaries

Special resolution number 4

To approve that the Board be hereby authorised, by way of a renewable general authority, to approve the purchase by the Company of its own ordinary shares or to approve the purchase of ordinary shares in the Company by any subsidiary of the

Company at such price, and in such manner and subject to such terms and conditions as the Board may deem fit, provided that:

- this general authority shall be valid until the Company's next annual general meeting or for 15 months from the date of this resolution, whichever period is shorter;
- the ordinary shares shall be purchased through the order book operated by the JSE trading system and done without any prior understanding or arrangement between the Company and/or the Company's relevant subsidiary and the counterparty from whom the shares are purchased;
- an announcement complying with paragraph 11.27 of the Listings Requirements shall be published by the Company (i) when the Company and/or its subsidiaries have cumulatively repurchased 3% of the ordinary shares in issue as at the time that the general authority was given (the initial number); and (ii) for each 3% in aggregate of the initial number of ordinary shares acquired by the Company and/or its subsidiaries acquired thereafter;
- the general repurchase by the Company of its own ordinary shares shall not in the aggregate in any one financial year exceed 20% of the Company's issued share capital of that class, and the acquisition of ordinary shares as treasury stock by a subsidiary of the Company shall not exceed 10% in the aggregate of the number of issued shares in the Company;
- repurchases are not to be made at a price more than 10% above the weighted average of the market price for the ordinary shares for the five business days immediately preceding the date upon which the transaction is effected. The JSE will be consulted for a ruling if the Company's securities have not traded in such five-business day period;
- at any point in time, the Company may only appoint one agent to effect any repurchase on the Company's behalf or on behalf of any of its subsidiaries;
- a resolution is passed by the Board authorising the repurchase, and it reasonably appears that the Company will satisfy the solvency and liquidity test immediately after completing the proposed repurchase and that, since this test was done, there have been no material changes to the financial position of the Company and its subsidiaries (the Group);
- the Company and its subsidiaries do not repurchase ordinary shares during a prohibited period (as defined in the Listings Requirements), unless they have in place a repurchase programme where the dates and quantities of securities to be traded during the relevant period are fixed (not subject to any variation) and has been submitted to the JSE in writing prior to the commencement of the Company's prohibited period. The Company will instruct an independent third party, which makes its investment decisions in relation to the Company's securities independently of, and uninfluenced by, the Company, prior to the commencement of the prohibited period to execute the repurchase programme submitted to the JSE; and
- such repurchase shall be subject to compliance with the Act, the Company's MOI and the Listings Requirements.

Explanatory note

To grant the Board the general authority to authorise the Company and/or any of its subsidiaries to acquire shares in the Company, should the Board consider it appropriate in the circumstances. The effect of special resolution number 4 is that the Board will be granted the general authority, subject to the provisions set out in the resolution, to acquire shares in the Company, should they deem it appropriate in the circumstances and should the Company comply with the relevant statutes and authority applicable thereto.

The Board, as at the date of this Notice, has no definite intention of repurchasing shares of the Company. It is, however, proposed that the Board believes it to be in the best

interests of the Company that shareholders pass this resolution so that the Company is able to rely on the authority in the event that unforeseen circumstances should arise that make such a repurchase appropriate.

The Board shall not make any payment in whatever form to acquire any shares issued by the Company as contemplated in special resolution number 4 if, after the Board has considered the effects of the maximum repurchase or payment, there are reasonable grounds for believing that:

- The Company and the Group are, or will, at any time during the period of 12 months after the date of this Notice, be unable, in the ordinary course of business, to repay their debts as they become due;
- The Company's and the Group's consolidated assets, recognised and measured according to the accounting policies used in the latest audited annual financial statements and International Financial Reporting Standards, will not be more than their consolidated liabilities for a period of 12 months after the date of this Notice and for a period of 12 months after making such determination;
- The ordinary share capital and reserves of the Company and the Group will not be adequate for ordinary business purposes for a period of 12 months after the date of this Notice; and
- The Company and Group will not have sufficient working capital to meet its needs for a period of 12 months after the date of this Notice of the Meeting and for a period of 12 months after the date of the share repurchase.

Any repurchases shall comply with the limitations set out in special resolution number 4, the requirements of the Listings Requirements and the Act.

There have been no material changes in the affairs and in the financial or trading position of the Group since the financial period ended 30 September 2019 and the signature date of this Notice.

The directors of the Company, collectively and individually, accept full responsibility for the accuracy of the information contained in special resolution number 4 and certify that to the best of their knowledge and belief there are no other facts, the omission of which would make any statement false or misleading, and that they have made all reasonable queries in this regard and that this Notice contains all information required by law and the Listings Requirements.

The following information, which required by the Listings Requirements with regard to this special resolution number 4 granting a general authority to the Company to repurchase shares, appears in Annexure 2 of this Notice:

- Major shareholders
- Share capital of the Company
- Directors' interests in securities

4. OTHER BUSINESS

To transact such other business as may be transacted at an annual general meeting or raised by shareholders with or without advance notice to the Company.

VOTING AND PROXIES

Each ordinary resolution to be considered at the Meeting requires the support of more than 50% of the voting rights exercised on the resolution in order to be adopted, unless otherwise stipulated.

Each special resolution to be considered at the Meeting requires the support of at least 75% of the voting rights exercised on that resolution, in order to be adopted.

Shareholders who have not dematerialised their shares or have dematerialised their shares, but with 'own name' registration (entitled shareholders), may appoint one or more proxies to attend, speak and vote or abstain from voting in such shareholder's stead at the Meeting. A form of proxy is attached for the use of those entitled shareholders who wish to be so represented at the Meeting.

Shareholders who have already dematerialised their shares (other than those with 'own name' registration) are required to inform their duly appointed Central Securities Depository Participant (CSDP) or broker, as the case may be, of their intention to attend the Meeting and request that their duly appointed CSDP or broker, as the case may be, issue them with the necessary letters of representation to attend or provide their duly appointed CSDP or broker, as the case may be, with their voting instruction should they not wish to attend the Meeting in person, but wish to be represented thereat.

The attention of the shareholders is drawn to the fact that the completed form of proxy is to reach the Company's transfer secretaries in Johannesburg at least 48 hours before the time appointed for the Meeting for administration purposes (which period excludes Saturdays, Sundays and South African public holidays) but may be handed to the Chairman at the Meeting at any time prior to the commencement of voting at the Meeting on the particular resolution(s) to which the proxy relates.

ELECTRONIC PARTICIPATION

Should any shareholder (or a representative or proxy for a shareholder) wish to participate in the Meeting by way of electronic participation, that shareholder should make an application in writing (including details as to how the shareholder or its representative (including its proxy) can be contacted) to so participate, to the Company Secretary, PO Box 44684, Claremont 7735, South Africa, or via email: NHawa@coronation.com, to be received by the Company Secretary at least seven business days prior to the Meeting (i.e. at least by Friday, 7 February 2020) in order for the Company Secretary to arrange for the shareholder (or its representative or proxy) to provide reasonable satisfactory identification to the Company Secretary for the purposes of section 63(1) of the Act and for the Company Secretary to provide the shareholder (or its representative or proxy) with details as to how to access the Meeting by means of electronic participation. Shareholders participating electronically will not be able to vote electronically and must follow the standard voting arrangements indicated above. The Company reserves the right not to provide for electronic participation at the Meeting in the event that it determines that it is not practical to do so, or an insufficient number of shareholders (or their representatives or proxies) requests to so participate.

By order of the Board.



Nazrana Hawa
Company Secretary
17 January 2020

Registered office
7th Floor, MontClare Place
Cnr Campground and Main Roads
Claremont 7708
Cape Town
South Africa



Annexure 1:

The condensed consolidated financial information has been extracted from the audited financial statements. The audited financial statements are available at www.coronation.com.

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	AUDITED 30 SEPT 2019 R MILLION	AUDITED 30 SEPT 2018 R MILLION	%
			CHANGE
Fund management activities			
Revenue	3 291	3 848	(14%)
Other income	22	18	
Total operating expenses	(1 797)	(1 933)	(7%)
Other expenses	(1)	(3)	
Operating expenses	(1 796)	(1 930)	
Results from operating activities	1 516	1 933	(22%)
Finance and dividend income	37	38	
Finance expense	(24)	(24)	
Share of profit of equity-accounted investee	6	8	
Profit from fund management	1 535	1 955	(22%)
Sundry gains and losses*	40	-	
Income attributable to policyholder linked assets and investment partnerships	4	5	
Net fair value gains on policyholder and investment partnership financial instruments	87	99	
Administration expenses borne by policyholders and investors in investment partnerships	(83)	(94)	
Profit before income tax	1 579	1 960	(19%)
Income tax expense	(383)	(489)	
Taxation on shareholder profits	(379)	(484)	
Taxation on policyholder investment contracts	(4)	(5)	
Profit for the year	1 196	1 471	(19%)
Other comprehensive income (to be reclassified to profit and loss in future periods)	7	55	
Foreign currency translation differences for foreign operations	7	22	
Net change in fair value of available-for-sale financial assets	-	33	
Total comprehensive income for the year	1 203	1 526	
Profit attributable to:			
- equity holders of the company	1 196	1 471	(19%)
- non-controlling interest	-	-	
Profit for the year	1 196	1 471	
Total comprehensive income attributable to			
- equity holders of the company	1 203	1 526	(21%)
- non-controlling interest	-	-	
Total comprehensive income for the year	1 203	1 526	
Earnings per share (cents)			
- basic	341.9	420.7	(19%)
- diluted	341.9	420.7	(19%)
Note to the statement of comprehensive income			
Headline earnings per share (cents)			
- basic	341.9	420.7	(19%)
- diluted	341.9	420.7	(19%)
Dividend per share (cents)			
- interim	165.0	223.0	(26%)
- final	176.0	197.0	(11%)

* The following changes have been made to the presentation of the statement of comprehensive income:
As a result of IFRS 9 sundry gains has been added in order to show the unrealised movement on investments whose gains and losses were previously recorded in equity through other comprehensive income.

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	AUDITED 30 SEPT 2019 R MILLION	AUDITED 30 SEPT 2018 R MILLION
Assets		
Intangible assets	1 088	1 088
Equipment	18	20
Investment in equity accounted investees	42	41
Deferred tax asset	126	125
Investments backing policyholder funds and investments held through investment partnerships	49 603	51 424
Investment securities	1 145	1 190
Taxation receivable	–	15
Trade and other receivables	448	448
Cash and cash equivalents	682	805
Total assets	53 152	55 156
Liabilities		
Long term borrowings (note 3)	150	300
Deferred tax liabilities	27	23
Policyholder investment contract liabilities and liabilities to holders of interests in investment partnerships	49 598	51 421
Short-term portion of long-term borrowings (note 3)	150	–
External investors in consolidated funds (note 5)	260	221
Taxation payable	38	–
Trade and other payables	748	935
Total liabilities	50 971	52 900
Net assets	2 181	2 256
Equity		
Share capital and premium	256	256
Retained Earnings	1 609	1 539
Reserves	169	301
Total equity attributable to equity holders of the company	2 034	2 096
Non-controlling interest in consolidated funds (note 5)	147	160
Total equity	2 181	2 256

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	SHARE CAPITAL AND PREMIUM R MILLION	FOREIGN CURRENCY TRANSLATION RESERVE R MILLION
Balance at 30 September 2017 (audited)	256	131
Total comprehensive income for the year		
Profit for the year		
Other comprehensive income (available to be recycled to profit and loss in future periods)		
Currency translation differences		22
Revaluation of available-for-sale financial assets		
Total other comprehensive income	-	22
Total comprehensive income for the year	-	22
Transactions with owners recorded directly to equity		
Share-based payments		
Transfer to retained earnings		
Dividends paid		
Change in non-controlling interest in consolidated funds (note 5)		
Total transactions with owners	-	-
Balance at 30 September 2018 (audited)	256	153
Transfer between reserves 1 October 2018 (Note 1)		
Total comprehensive income for the year		
Profit for the year		
Other comprehensive income (available to be recycled to profit and loss in future periods)		
Currency translation differences		7
Total comprehensive income for the year	-	7
Transactions with owners recorded directly to equity		
Share-based payments		
Dividends paid		
Change in non-controlling interest in consolidated funds (note 5)		
Total transactions with owners	-	-
Balance at 30 September 2019 (audited)	256	160

RETAINED EARNINGS R MILLION	SHARE-BASED PAYMENT RESERVE R MILLION	REVALUATION RESERVE R MILLION	ISSUED CAPITAL AND RESERVES ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY R MILLION	NON- CONTROLLING INTEREST R MILLION	TOTAL EQUITY R MILLION
1 607	5	107	2 106	166	2 272
1 471			1 471	-	1 471
			22		22
		33	33		33
-	-	33	55	-	55
1 471	-	33	1 526	-	1 526
	3		3		3
(1 539)			(1 539)		(1 539)
				(6)	(6)
(1 539)	3	-	(1 536)	(6)	(1 542)
1 539	8	140	2 096	160	2 256
140		(140)			
1 196			1 196	-	1 196
			7		7
1 196	-	-	1 203	-	1 203
	1		1		1
(1 266)			(1 266)		(1 266)
				(13)	(13)
(1 266)	1	-	(1 265)	(13)	(1 278)
1 609	9	-	2 034	147	2 181

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

	AUDITED 30 SEPT 2019 R MILLION	AUDITED 30 SEPT 2018 R MILLION
Cash flows from operating activities		
Profit from fund management	1 535	1 955
Non cash and other adjustments	7	(15)
Operating cash flows before changes in working capital	1 542	1 940
Working capital changes	(170)	314
Cash flows from policyholders and investment partnership activities	54	(2 427)
Cash generated from/(utilised by) operations	1 426	(173)
Interest paid	(24)	(24)
Income taxes paid	(325)	(490)
Net cash from operating activities	1 077	(687)
Cash flows from investing activities		
Finance and dividend income	37	38
Acquisition of equipment	(12)	(12)
Net disposal/(acquisition) of investment securities	88	(8)
Net cash from investing activities	113	18
Cash flows from financing activities		
Dividends paid	(1 266)	(1 539)
Net cash from financing activities	(1 266)	(1 539)
Decrease in cash and cash equivalents	(76)	(2 208)
Net (decrease)/increase in cash and cash equivalents – shareholders	(130)	219
Net increase/(decrease) in cash and cash equivalents – policyholders and investment partnerships	54	(2 427)
Cash and cash equivalents at beginning of the period	6 073	8 259
Cash and cash equivalents at beginning of period – shareholders	805	564
Cash and cash equivalents at beginning of period – policyholders and investment partnerships	5 268	7 695
Effect of exchange rate fluctuations on cash held	7	22
Cash and cash equivalents at end of the period	6 004	6 073
Cash and cash equivalents at end of period – shareholders	682	805
Cash and cash equivalents at end of period – policyholders and investment partnerships	5 322	5 268

The above cash flows include the policyholder and investment partnership activities. These cash flows represent net contributions and withdrawals by policyholders and investment partnerships and the related investing activities. Cash and cash equivalents of policyholders and investment partnerships are not available for use by the shareholders of the group.

CONDENSED CONSOLIDATED SEGMENT REPORT

	AFRICA		INTERNATIONAL		GROUP	
	AUDITED 30 SEPT 2019 R MILLION	AUDITED 30 SEPT 2018 R MILLION	AUDITED 30 SEPT 2019 R MILLION	AUDITED 30 SEPT 2018 R MILLION	AUDITED 30 SEPT 2019 R MILLION	AUDITED 30 SEPT 2018 R MILLION
Segment external revenue	2 165	2 516	1 126	1 332	3 291	3 848
Segment operating expenses	(1 308)	(1 457)	(489)	(476)	(1 797)	(1 933)
Segment profit	857	1 059	637	856	1 494	1 915
Share of income of equity- accounted investee	6	8	-	-	6	8
Net finance and other income/ (expense)	39	10	(4)	22	35	32
Profit from fund management	902	1 077	633	878	1 535	1 955
Sundry gains/(losses)					40	-
Income*					4	5
Profit before income tax					1 579	1 960
Segment assets	1 383	1 557	910	921	2 293	2 478
Investments*					50 859	52 678
Total assets					53 152	55 156

* Income and investments are attributable to and backing policyholder funds and investments held through investment partnerships and other assets.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. Basis of preparation and accounting policies

The financial information has been prepared in accordance with the framework concepts and the measurement and recognition requirements of the International Financial Reporting Standards (IFRS); the International Accounting Standard 34 Interim Financial Reporting; the Listings Requirements of the JSE Limited; the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee and Financial Reporting Pronouncements as issued by the Financial Reporting Standards Council, as well as the South African Companies Act, No. 71 of 2008. The condensed consolidated financial statements do not include all of the information required for a complete set of IFRS annual financial statements.

These condensed consolidated financial statements have been prepared in accordance with the historical cost basis except for certain financial instruments which are stated at fair value. The condensed consolidated financial statements are presented in rand, rounded to the nearest million.

The accounting policies applied in the presentation of the condensed financial statements are in terms of IFRS and consistent with those of the 2018 annual financial statements except for IFRS 9 and IFRS 15. The Group applied IFRS 9 Financial Instruments, IFRS 15 Revenue from Contracts with Customers and assessed the impact of IFRS 16 Leases. IFRS 15 and IFRS 16 has no significant impact on the results of the group.

In its adoption of IFRS 9, the Group has used the modified retrospective approach with adjustments made to balances at the date of initial application. Investments previously held as available for sale under IAS 39 have been reclassified as fair value through profit and loss and the historical revaluation reserve has been transferred to retained earnings resulting in opening retained earnings as at 1 October 2018 being restated. Additionally, fair value gains and losses on these investments, previously recognised in other comprehensive income with related foreign exchange gains and losses being recognised in other expenses, are now both included in 'Sundry gains and losses' in the statement of comprehensive income.

These reviewed results have been prepared under the supervision of N Salie CA(SA).

2. Related party transactions

Related party transactions for the current year are similar to those disclosed in the group's annual financial statements for the year ended 30 September 2018. No new significant related party transactions arose during the current year.

3. Long term and short-term borrowings

Cumulative redeemable preference shares with dividends linked to prime are payable on a quarterly basis, with R150 million capital repayments due on 1 April 2020 and 1 April 2021 respectively.

4. Fair value disclosure

The table analyses financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as closing prices) or indirectly (i.e. derived from closing prices). The majority of Level 2 investments are deposits held with financial institutions. The fair values of these deposits are determined using a discounted cash flow valuation methodology based on market rates, reflecting the time value of money and counter party credit risk. The fair value of policyholder and investment partnership liabilities that are included in Level 2 of the hierarchy are measured with reference to the quoted prices in an active market of the investments underlying the liabilities. Cash and cash equivalent balances along with their related liabilities of R1 705 million (R1 383 million: 30 September 2018) have been excluded from the below table in current and prior years respectively.

Level 3: Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

	LEVEL 1 R MILLION	LEVEL 2 R MILLION	LEVEL 3 R MILLION	TOTAL R MILLION
September 2019 (audited)				
Investments backing policyholder funds and investments held through investment partnerships	43 018	4 880	–	47 898
Investment securities	1 141	–	4	1 145
	44 159	4 880	4	49 043
Policyholder, external investor and investment partnership liabilities	–	48 153	–	48 153
September 2018 (audited)				
Investments backing policyholder funds and investments held through investment partnerships	45 017	5 024	–	50 041
Investment securities	1 189	–	1	1 190
	46 206	5 024	1	51 231
Policyholder, external investor and investment partnership liabilities	–	50 259	–	50 259

During the current year, a net amount of R255 million in debentures (included in Investments backing policyholder funds and investments held through partnerships) were transferred from Level 2 to Level 1 as these are now considered to be held in an active market.

Fair value for all other financial assets and liabilities have not been presented because they are not carried at fair value and their carrying amounts approximate fair value.

5. Non-controlling interest in consolidated funds and external investors in consolidated funds

The group consolidates both the Coronation Global Frontiers Fund and the Coronation Global Equity Select Fund due to the seed capital invested in the funds relative to the total fund size being significant. These investments give rise to non-controlling interest in consolidated funds and the external investor liability amounts respectively.

The group's interest in the Coronation Global Frontiers Fund is 53% (2018: 51%) and its interest in the Coronation Global Equity Select Feeder Fund is 55% (2018: 52%).

6. Contingent Liabilities: South African Revenue Service (SARS) matters

From time to time, in common with other organisations, the group is subject to review by SARS. The group has been the subject of a review on a matter of principle relating to international operations, and assessed for the 2012 to 2017 financial periods, to which management strongly disagrees and has objected. Management is confident, supported by external advisors, of the group's position and an outflow is not considered probable when the matter is interpreted by a court of law, the ultimate tax authority on these matters. This matter will now proceed to Tax Court. Any amounts involved are currently not considered capable of reliable estimation.

7. Events subsequent to reporting period

Coronation Investment Management International (Pty) Ltd (CIMI) provided the seed funding for a Common Contractual Fund issued by Coronation Global Fund Managers Ireland for the amount of USD 13 million, which the group will then control. This amount was subsequently funded by a Term Loan Facility Agreement with the Standard Bank of South Africa Limited (Standard Bank) entered into on 18 October 2019, in terms of which Standard Bank made a term loan facility in the amount of USD 10 million available to CIMI. The Loan Facility is a fixed rate loan and capital repayment is due in October 2024. Coronation Investment Management SA (Pty) Ltd serves as the guarantor to the loan.



Annexure 2:

Analysis of shareholders

DISTRIBUTION OF SHAREHOLDERS	NUMBER OF SHAREHOLDERS	%	NUMBER OF SHARES '000	%
1 – 1 000 shares	11 762	52.79	5 484 639	1.57
1 001 – 10 000 shares	8 829	39.62	27 480 261	7.86
10 001 – 100 000 shares	1 357	6.09	40 096 053	11.46
100 001 – 1 000 000 shares	277	1.24	81 720 251	23.36
1 000 001 shares and over	57	0.26	195 017 898	55.75
	22 282	100.00	349 799 102	100.00

DISTRIBUTION OF SHAREHOLDERS	NUMBER OF SHAREHOLDERS	%	NUMBER OF SHARES '000	%
Banks	27	0.12	5 803 928	1.66
Brokers	26	0.12	11 445 857	3.27
Close corporations	115	0.52	535 812	0.15
Endowment funds	40	0.18	853 922	0.24
Individuals	17 953	80.57	48 870 097	13.97
Insurance companies	225	1.01	10 343 876	2.96
Medical aid schemes	30	0.13	1 636 598	0.47
Mutual funds	504	2.26	98 337 598	28.11
Nominees and trusts	2 211	9.92	9 562 528	2.73
Other corporations	17	0.08	1 489 404	0.43
Pension funds	370	1.66	62 529 923	17.88
Private companies	571	2.56	6 529 568	1.87
Staff holdings	184	0.83	86 286 078	24.67
Sovereign wealth funds	9	0.04	5 573 913	1.59
	22 282	100.00	349 799 102	100.00

PUBLIC/NON-PUBLIC SHAREHOLDERS	NUMBER OF SHAREHOLDERS	%	NUMBER OF SHARES '000	%
Non-public shareholders	185	0.83	92 613 494	26.48
Directors (direct and indirect holdings)	6	0.03	12 490 577	3.57
Shares held by staff	179	0.80	80 122 917	22.91
Public shareholders	22 097	99.17	257 185 608	73.52
	22 282	100.00	349 799 102	100.00

GEOGRAPHICAL OWNERSHIP	NUMBER OF SHAREHOLDERS	%	NUMBER OF SHARES '000	%
South Africa	21 913	98.34	296 649 963	84.81
International	369	1.66	53 149 139	15.19
	22 282	100.00	349 799 102	100.00

SHAREHOLDERS WITH DIRECT OR INDIRECT BENEFICIAL INTEREST OF 5% OR MORE IN SHARES	NUMBER OF SHARES '000	%
Government Employees Pension Fund	40 935 082	11.70
The Invula Trust	28 196 176	8.06
Allan Gray	26 412 196	7.55
Louis Stassen	18 094 676	5.17

Share capital	2019 R MILLION	2018 R MILLION
Authorised 750 000 000 (2018: 750 000 000) ordinary shares of 0.01 (2018: 0.01) cent per share	75	75
Issued, allotted and fully paid		
	NUMBER (‘000)	NUMBER (‘000)
Number of ordinary shares		
At beginning of year	349 799	349 799
Issued during the year	-	-
At end of year	349 799	349 799
	R MILLION	R MILLION
Share capital and premium	256	256

Unissued shares

Unissued shares are under the control of the directors until the forthcoming annual general meeting.

Directors' interest

There were no material contracts entered into during the financial year in which a director or officer of the company had any interest.

The directors' direct and indirect beneficial interests in the issued share capital of the company were:

	BENEFICIAL DIRECT	INDIRECT	%
2019			
Ordinary shares			
Anton Pillay	443 549	4 238 756	1.34
Hugo Nelson	3 751 046	2 576 370	1.81
Mary-Anne Musekiwa	-	25 278	0.01
John Snam*	562 486	8001	0.16
2018			
Ordinary shares			
Anton Pillay	357 741	4 348 175	1.35
John Snam	548 785	22 046	0.16
Hugo Nelson	3 751 046	2 576 370	1.81

* John Snam resigned as Chief Financial Officer and Financial Director effective 12 June 2019.

There have been no changes in directors' interest subsequent to year-end up to the date of signing the financial statements.



Annexure 3:

Directors up for re-election and confirmation of appointment

Saamsodein (Shams) Pather

Independent Non-Executive Chairman, 69

BBusSc, BCom (Hons), MBA (UCT)

Mr Pather was appointed to the Board in 2005 and to the position of Chairman in March 2009. He has more than 30 years' experience in the asset management industry. From 1974 to 2003, he worked at Norwich Union, Colonial Mutual Life Assurance, Southern Life and Real Africa Asset Management. His directorships include Oceana Group Ltd, Lungisa Industrial (Pty) Ltd, Lungisa Technologies (Pty) Ltd, Lungisa Investment Holdings (Pty) Ltd, Centre for Proteomics and Genomics Research and Kagiso Tiso Holdings (Pty) Ltd.

Alexandra Watson

Lead Independent Non-executive Director, 63

BCom (Hons), CA(SA)

Prof Watson is an emeritus professor of the University of Cape Town, having retired in 2018 after decades of teaching postgraduate financial reporting. She is a former Chair of the Accounting Practices Committee, the Technical Accounting Committee of the South African Institute of Chartered Accountants and is a member of the Financial Reporting Investigations Panel (an advisory panel of financial reporting experts formed by a joint venture of the JSE and the South African Institute of Chartered Accountants (SAICA). In April 2018, Prof Watson was appointed as an independent director of Steinhoff International Holdings NV. She is the Vice Chairman of the board of the Global Reporting Initiative, an Amsterdam-based organisation promoting understanding and communication of sustainability issues and in November 2018 was appointed to the board of WWF-SA.

Hugo Nelson

Independent Non-executive Director, 49

MBChB, MBA (Oxon), CFA

Dr Nelson is founding partner of Fortitudine Vincimus Capital Advisors (Pty) Ltd. He is a former CEO of Coronation Fund Managers, prior to which he was a member of the investment team of the business for eight years. Dr Nelson is a medical doctor who found his way into investment management via an MBA completed at Oxford University. He is a CFA charterholder. Dr Nelson is a trustee of the DG Murray Trust, member of the Steinhoff NV supervisory board and a patron of George Whitfield College. Dr Nelson was appointed to the Board in November 2016.

Mary-Anne Musekiwa

Chief Financial Officer, 38

BCom (Accounting), HDip Tax, CA(SA)

Ms Musekiwa was appointed as Chief Financial Officer and Financial Director in June 2019 and had been fulfilling the role of Deputy Chief Financial Officer since December 2018. Prior to joining Coronation, she served as Chief Financial Officer of projects at DirectAxis, a subsidiary of the FirstRand Group, where she provided strategic and financial input to various projects within the respective business units. Prior to that, she held roles in the fields of finance, tax, and accounting policy governance at various financial institutions.

Madichaba Nhlumayo

Independent non-executive director, 41

BBusSci, PGDA, CA(SA)

Mrs Nhlumayo was appointed as an independent non-executive director on 12 June 2019. Previous roles include executive director at Pan-African Holdings Capital (Pty) Ltd, a principal at Trinitas Private Equity Fund and transactor at RMB Ventures. Mrs Nhlumayo has been serving as an independent non-executive director on the boards of Coronation Life Assurance Company (Pty) Ltd and Coronation Management Company (RF) (Pty) Ltd since 1 August 2015.



Annexure 4:

Members of the Audit and Risk Committee

Alexandra Watson

Lead independent non-executive director, 63

BCom (Hons), CA(SA)

Prof Watson is an emeritus professor of the University of Cape Town, having retired earlier this year after decades of teaching postgraduate financial reporting. She is a former chairman of the accounting practices committee, the Technical Accounting Committee of the South African Institute of Chartered Accountants, and is a member of the Financial Reporting Investigations Panel (an advisory panel of financial reporting experts formed by a joint venture of the JSE and SAICA). In April 2018 Prof Watson was appointed as an independent director of Steinhoff International Holdings N.V. She is the vice chairman of the board of the Global Reporting Initiative, an Amsterdam-based organisation promoting understanding and communication of sustainability issues and in November 2018 was appointed to the board of WWF-SA.

Lulama Boyce

Independent non-executive director, 41

BCom (Hons), CA(SA), MCom, Financial Management (UJ)

Ms Boyce is the Head of Department of Commercial Accounting at the University of Johannesburg. She is also a member of the board of Adcock Ingram Holdings. She graduated from the University of Cape Town in 2002 and served her articles at Grant Thornton Johannesburg. She is a former account manager of the Industrial Development Corporation (IDC) and was part of the transport and financial services business unit from 2008 to 2011. She is a former project finance consultant and served on the audit committee of Automotive Supplier Park (ASP) from 2007 to 2009. Ms Boyce was appointed to the Board in October 2014 and is an independent non-executive director of Coronation Management Company (RF) (Pty) Ltd and Coronation Life Assurance Company Ltd.

Hugo Nelson

Independent non-executive director, 49

MBChB, MBA (Oxon), CFA

Dr Nelson is founding partner of Fortitudine Vincimus Capital Advisors (Pty) Ltd. He is a former CEO of Coronation Fund Managers, prior to which he was a member of the investment team of the business for eight years. Dr Nelson is a medical doctor who found his way into investment management via an MBA completed at Oxford University. He is a CFA charterholder. Dr Nelson is a trustee of the DG Murray Trust, member of the Steinhoff NV supervisory board and a patron of George Whitfield College. Dr Nelson was appointed to the Board in November 2016.

John David (Jock) McKenzie

Independent non-executive director, 72

BSc (Chem Eng), MA (Lancaster)

Mr McKenzie is a member of the boards of Sappi (retired in December 2019) and Capitec and Zululand Distilling Company (Pty) Ltd. He chairs the board of trustees of the Carleton Lloyd Educational Trust and the Rondebosch Boys' Schools Education Trust. Mr McKenzie held several senior executive positions globally and in South Africa. In 1999, he was appointed chairman and chief executive officer of the Caltex Corporation, and served as president for Asia, Middle East and Africa Products of the Chevron Texaco Corporation from October 2001 to January 2004. Mr McKenzie was appointed to the Board in May 2009.



Annexure 5:

Remuneration

REMUNERATION COMMITTEE CHAIRMAN'S STATEMENT

On behalf of Coronation's Board of Directors and its Remuneration Committee, we are pleased to submit the Remuneration Report for 2019.

Background

Any successful remuneration process should support the Company's core values. In the case of Coronation, the process should reinforce its long-term ethos, its commitment to put clients first, its ownership culture and the high-performance environment it strives to achieve.

2019 remuneration outcomes

Notwithstanding a year of anaemic market returns and declining earnings, the business had some important successes. Recent investment performance has been very good, with many of our portfolios strongly outperforming their benchmarks. In addition to this, the process of transitioning to a new administration platform and service provider was completed with no disruption to clients.

The variable remuneration mechanism shields shareholders in periods of declining profits and is a rarity in the financial services industry, where remuneration tends to be sticky in down periods. In a year of declining profits, the remuneration process strongly demonstrated its inbuilt alignment of employee and shareholder interests. Company earnings were down by 19% and variable remuneration consequently declined by 19%, notwithstanding the fact that our total global employee complement increased from 331 to 337 people.

At the 2019 annual general meeting (AGM), 79.52% of Coronation's shareholders voted in favour of both the Remuneration Policy and the Implementation Report. While the outcome was favourable, members of the management team attended numerous stakeholder engagement meetings during the year to ensure that our policies are consistent with stakeholder expectations.

During the period under review, the Remuneration Committee employed external advisers to analyse

and make recommendations on the Company's remuneration practices. The Remuneration Committee is satisfied that these consultants were both independent and objective.

As in the past, no share options were issued to employees in the period, underlining our commitment to save shareholders the cost of what we believe to be a form of remuneration that is asymmetrical and often significantly more expensive than the estimates provided by typical quantitative modelling.

Policy enhancements

Coronation's Remuneration Policy has remained largely unchanged. Coronation continues to be supportive of the need for increased alignment of employees and shareholders, and the growing emphasis on accountability. As indicated last year, we have implemented malus and clawback provisions to employee remuneration for 2019. While international remuneration best practice typically limits the application of malus and clawback to senior managers and risk takers, the Remuneration Committee has opted to apply malus conditions to all employees, while clawback is applicable to certain categories of senior managers from 2019.

Clawback provisions will apply to all cash and deferred remuneration allocations and will be imposed for up to three years from the date of payment or from the date of the vesting of tranches of deferred remuneration.

Malus and clawback provisions will be applied if an employee has been found guilty of a broad range of transgressions. These include: fraud, misrepresentation, insufficient/incorrect disclosure of matters known to the employee, any serious breach of any law applicable in the scope of and during the course of their employment, or failure to disclose any act to the Company that could result in the Company being found guilty of breaching any regulatory provision.

Future areas of focus

While clawback has been applied to senior managers in the current year, this will be applied to all employees who benefit from the CFM Deferred Remuneration Trust from 2020. Prior to the 2020 implementation, members of the management team have undertaken to workshop the rollout of these provisions to all affected employees.

The Remuneration Committee continues to review its remuneration disclosures to ensure that the information relayed to stakeholders is both transparent and meaningful.

Remuneration review

The Remuneration Committee oversees the application of the Remuneration Policy, ensures that the remuneration process is fair and responsible, and that it supports the performance-based culture of the Company.

Coronation is an independent asset manager and depends on its people to deliver the investment performance and world-class service that its stakeholders expect of it. In a weak economic environment, with a trend of increased emigration, the need to attract and retain the intellectual capital required to deliver on our client promise is acutely felt.

In this context, our Remuneration Policy succeeded in retaining and motivating the highly skilled individuals who are increasingly in demand across the world. Employee turnover across the Company was only 7%, well below the industry standard. In the case of employees who receive deferred remuneration, the turnover was 5%. In addition, Coronation succeeded in making a number of valuable appointments, particularly of black professionals.

In order to support our long-term ethos, the vesting periods for deferred remuneration were extended from three years in the previous year to four years in the current year. Vesting periods currently extend as far as 2024. A significant number of key employees have restraints of trade and extended notice periods in addition to these deferrals. These were entirely funded by the variable remuneration pool.

In 2019, 51% of the variable remuneration pool was allocated to the long term:

Year	% of variable remuneration allocated to the long term*
2019	51
2018	57
2017	48
2016	57
2015	55

* Deferred remuneration, restraints of trade and notice period extensions

In 2019, 27% of employees had restraints of trade, ranging in duration from three to 12 months, while 81% of employees had abnormal notice periods, ranging from two to 12 months.

As per our Remuneration Policy, variable remuneration is allocated to eligible employees of the Company. In 2019, 99.7% of eligible employees received cash variable remuneration, and 43% benefited from deferred variable remuneration as depicted below:

Year	% of eligible Coronation employees who received deferred variable remuneration*
2019	43
2018	44
2017	46
2016	41
2015	42

Percentages pertain to total employee complement
* Coronation shares and Coronation unit trusts only

Conclusion

The Remuneration Committee has ensured that remuneration supports the Company's values and that it is determined fairly in accordance with performance appraisal outcomes and Company performance. As in the past, we will continue to measure global remuneration trends to ensure our Remuneration Policy retains its best-practice status and continues to deliver long-term value creation for our stakeholders.

Sincerely

Hugo Nelson

Chairman

Remuneration Committee

REMUNERATION POLICY

Introduction

Our remuneration framework is designed to create long-term value for all stakeholders – shareholders, clients, our employees and our community, in a manner that is fair and responsible.

The Remuneration Policy plays a critical role in supporting the overall business strategy of encouraging a high-performance, competitive business with a structure that attracts, retains, motivates and rewards high-performance employees.

This section contains a summary of the Remuneration Policy, the full contents of which is available at www.coronation.com.

Remuneration philosophy

The objectives of the policy remain the following:

The remuneration process must motivate employees to achieve the long-term corporate strategy through supporting the Coronation values, specifically by:

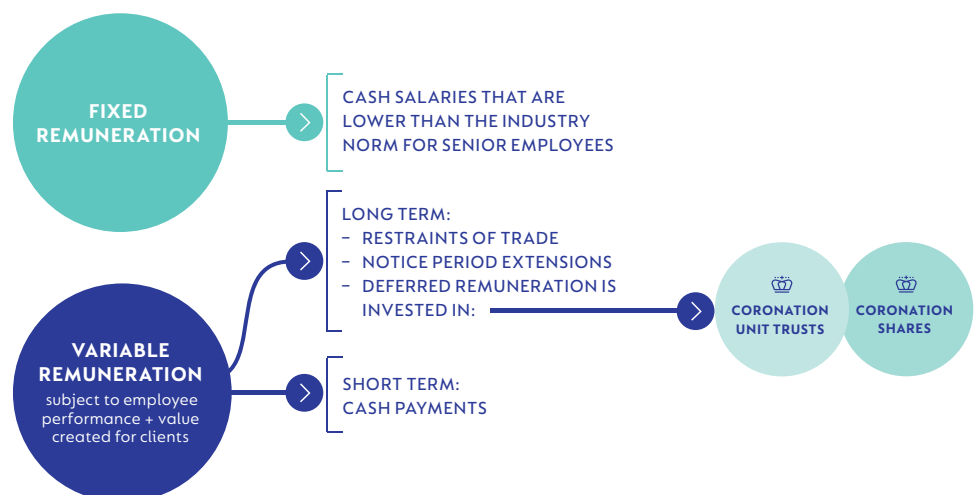
- ▶ focusing on long-term value creation;
- ▶ always putting clients first;
- ▶ creating a culture of ownership;
- ▶ recognising that Coronation is a team-based organisation;

- ▶ helping to attract, retain and motivate highly talented and sought-after individuals;
- ▶ rewarding employees for outstanding and excellent performance. This is essential if the Company’s remuneration process is to successfully support its strong performance culture;
- ▶ ensuring that the remuneration structures and implementation are simple and easy to understand, and result in as few unintended consequences as possible;
- ▶ ensuring that the remuneration process is holistic enough to be able to assess the performance;
- ▶ ensuring that the rewards for excellent performance align employees’ interests with that of the broader Company and its clients;
- ▶ ensuring that an effective balance is achieved between cash and deferred remuneration in order to ensure alignment with stakeholder interests, business sustainability and the Company’s long-term ethos; and
- ▶ ensuring that good corporate governance in relation to remuneration is applied and that the approach to remuneration is consistent with, and promotes, sound and effective risk management.

Remuneration principles and structure

Variable remuneration has been the cornerstone of Coronation’s success since inception 26 years ago. It underpins our values, instils a culture of ownership and promotes a performance culture that directly aligns employee and stakeholder interests.

Coronation has a very simple framework to achieve these objectives. It endeavours to avoid complicated structures that can result in unintended consequences. It applies the principles and practices to all employees, including executives, although the structure and value of individual packages vary by role, seniority and contribution. Total employee remuneration for all employees consists of fixed and variable (performance-based) remuneration as depicted in the diagram below.



FIXED REMUNERATION

Elements	Outcomes
➤ Fixed remuneration is determined on a total cost-to-company basis, consisting of a base salary and compulsory benefits*	➤ This is based on roles and responsibilities. Senior employees receive fixed remuneration that is set well below market levels. This is capped to encourage a performance-driven culture. In the case of our most senior employees, the differential is material.

* Compulsory benefits include retirement provision (including disability plans, death and funeral cover) and medical insurance

VARIABLE REMUNERATION

Elements	Outcomes
➤ Variable remuneration is allocated to all employees according to their contribution	➤ This is directly dependent on Company earnings and is paid from an allocation of 30% of audited pre-tax net profit. This is a contractual obligation in terms of our memorandum of incorporation and in employment contracts. It was communicated to shareholders in our prospectus on listing in 2003.
➤ Variable remuneration: short-term cash payments	
➤ Deferred remuneration	
	➤ Allocated to eligible employees. Invested in either Coronation unit trusts or in listed Coronation shares, which are purchased on the market.
	➤ This ensures alignment of employee interests with the interests of shareholders and clients.
	➤ These are forfeited if employees resign or sell Coronation shares.

OTHER

➤ Restraints of trade and notice period extensions	➤ In certain instances, the Remuneration Committee will secure notice period extensions or restraint of trade payments.
➤ Malus and clawback	➤ Malus applies to all employees in respect of their cash and deferred remuneration. ➤ Clawback applies to vested deferred remuneration and cash payments and only applies to certain categories of managers.
➤ Termination payments	➤ Coronation does not make termination payments unless obliged to do so under labour law or if a labour dispute has been settled.
➤ Once-off allocations	➤ In exceptional circumstances, once-off allocations will be made to relocation costs or to make good on any loss of benefit or obligation that arises from the particular employee's resignation from their previous employer.

Remuneration governance

The Coronation Board of Directors has the ultimate responsibility for the governance of the remuneration framework. It ensures that the process that governs the assessment of employees' performance is robust and fair.

The Remuneration Committee is responsible for key decisions regarding remuneration, including the implications for overall risk management. It has full oversight and control of the Remuneration Policy and practices.

Remuneration allocations are calculated using a combination of quantitative and qualitative criteria. The process aims to be as holistic as possible and to balance the performance of the individual with both that of the team in which the employee operates and that of the broader organisation. Management's final recommended allocations in respect of the variable components are submitted to the Committee for consideration and approvals.

Following the Remuneration Committee's approval of deferred remuneration allocations, the underlying investments are recommended to the CFM Deferred Remuneration Trust. The trustees of the CFM Deferred Remuneration Trust are independent of the Company's executives. Their primary responsibility is to ensure that, once allocations have been made, the rules that govern vesting criteria are strictly and fairly applied to all beneficiaries.

Conclusion

The Remuneration Policy and the Implementation Report are tabled at Coronation's AGM for a separate non-binding advisory vote by Coronation shareholders. The Board regularly reviews the remuneration framework to ensure that it supports achieving our strategic objectives and promotes positive long-term outcomes for all stakeholders. As part of this process, Coronation actively seeks out the views of its shareholders where appropriate in relation to its remuneration practices.



Remuneration policy implementation report

Introduction

The Remuneration Committee is responsible for implementing the Remuneration Policy. It is constituted to enable it to exercise competent and independent judgement on remuneration policies and practices. The Remuneration Committee ensures that the remuneration process is fair and responsible, and accounts for all employees.

As outlined below, the Remuneration Committee found that the Policy achieved its objectives in the current year, and it was implemented without any deviations.

Fixed allocation

The fixed component of total remuneration increased by 12% to R346 million. This was due to inflationary adjustments and new employee appointments, most of which were driven by changes to our fund administration outsourcing arrangements. As at 30 September 2019, the total global employee complement increased from 331 to 337, and there were 22 vacancies versus 27 in 2018.

Variable allocation

Based on the contractual 30% allocation from audited pre-tax net profit of the Coronation Group, the amount available for cash allocations and deferred remuneration declined by 19% in 2019. For the period under review, 51% of the variable remuneration allocation was deferred and was invested in Coronation unit trusts (58%) and Coronation shares (42%).

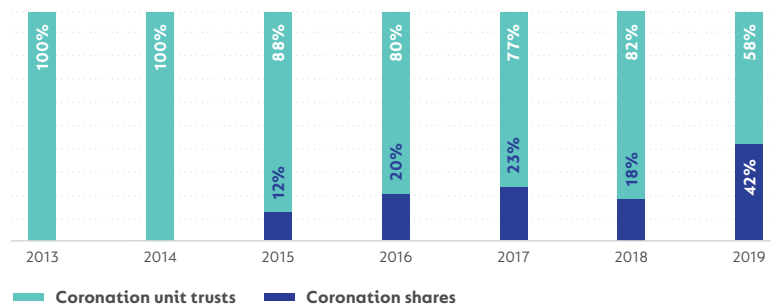
Executive directors' key performance measures – 2019

The Remuneration Committee determines the awards to the executive directors based on individual performance, which is measured quantitatively and qualitatively.

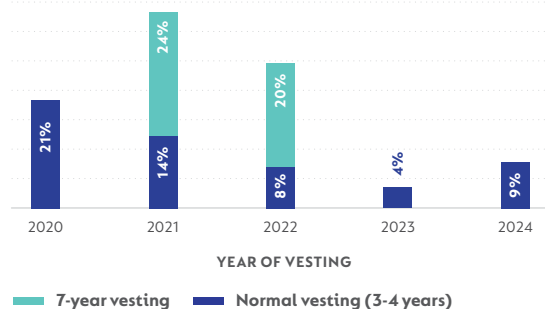
Please note that, in some instances, the Remuneration Committee considers the disclosure of certain details on the performance measures to be commercially sensitive.

The following tables provide details of the key performance indicators (KPIs) that the Remuneration Committee has considered. It should be noted that the weightings have been assigned to each KPI only to give the reader a sense of the relative importance of each measure in the current financial year. They have not been used to perform a formulaic, overall score for the executive concerned.

INVESTMENTS HELD BY THE CFM DEFERRED REMUNERATION TRUST AS AT 30 SEPTEMBER 2019



VESTING PROFILE OF DEFERRED VARIABLE REMUNERATION AS AT 30 SEPTEMBER 2019



CEO PERFORMANCE REVIEW

Mr Anton Pillay

BBusSc, CA(SA), CFA, AMP (Harvard)

Chief Executive Officer

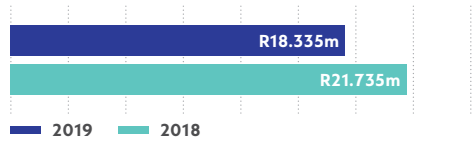
KPI	Weighting	Responsibility	Action
Strategic/Values	35%		
Culture and values		<i>The CEO is accountable for building the meritocratic and entrepreneurial culture of Coronation. It is the CEO's responsibility to ensure that the core values of putting clients first, uncompromising ethics and teamwork remain entrenched in a growing business.</i>	<ul style="list-style-type: none"> ➤ Employees were engaged both informally and more formally through regular business updates and information sessions. ➤ An intensive series of "stay interviews" were conducted across the business to understand staff issues and trends. This provided insightful information on the employees' view of Company culture.
Talent management		<i>The CEO is responsible for creating a high-performance working environment that attracts, retains and develops world-class skills. In this respect, industry-leading staff turnover ratios (in both the investment and operating teams) provide a key deliverable. The CEO must also ensure that there are appropriate succession plans in place with respect to key roles in Coronation.</i>	<ul style="list-style-type: none"> ➤ Employee turnover remained below the industry average at 7%. ➤ Significant effort was put into increasing and improving the opportunity that employees have to participate in various training courses. ➤ The Aspiring Leaders Programme was introduced in 2018 for high-potential individuals whose influence will positively impact the business. The programme was continued in 2019 and participants continue to add value in the business. ➤ Succession plans were actively advanced and formally reviewed at the Remuneration and Nominations Committee meetings.
Brand and reputation		<i>Coronation is in the process of building its brand in the consumer space. The CEO will be accountable for building the Coronation brand and ensuring it becomes a household name in the savings industry. Key performance metrics include brand awareness and recognition surveys.</i>	<ul style="list-style-type: none"> ➤ New innovations have been used to build brand awareness and improve brand recall. ➤ Formal programmes monitoring brand awareness yielded encouraging results.
Rollout of global product range		<i>Continuation of the rolling out of international products, in an attempt to replicate its success in SA in international markets. This is the single biggest strategic initiative of the last decade. The CEO is accountable for building the franchise value of our key global products: Africa frontiers, global frontiers, emerging market equities, global multi-asset class and global equity funds. Key deliverables include building out the investment teams, building relationships with the asset allocators and clients, and establishing compelling performance track records across the fund range.</i>	<ul style="list-style-type: none"> ➤ Since 2015 the International AUM allocation has increased from 23% to 29% of total AUM. ➤ In 2019 the product range was widened with the launch of several key products.
Platform efficiency and technology		<i>Coronation moved its asset administration to JP Morgan and the transfer agency to Intembeko in 2018. Focus in 2019 was on extracting efficiencies and synergies from the transition. The CEO is accountable for the successful implementation without disruption to clients.</i>	<ul style="list-style-type: none"> ➤ The transition was completed successfully with no disruption to clients. ➤ The operational teams were restructured in 2019 to extract efficiencies from the new process. ➤ An Operational Risk and Control Function was created in 2019. It is tasked with improving controls and identifying inefficiencies within current processes.

KPI	Weighting	Responsibility	Action
Operational	30%		
Cost control		<i>The CEO is accountable for the implementation of sound Company financial management and controls, including ensuring that costs are judiciously managed and, where appropriate, reduced. This is a key challenge given the cost burden of increasing regulation and compliance, as well as from the continued rollout of the global business. Key performance indicators include the benchmarking of cost-to-income and cost-to-AUM ratios against leading local and international competitors.</i>	<ul style="list-style-type: none"> ➤ Costs were well controlled given the current economic environment, without negatively impacting on the sustainability of the business. ➤ Fixed costs increased by a very commendable 2%. ➤ Variable costs decreased, resulting in total costs decreasing in the current year. ➤ The success in sustaining a strong cost culture is evident in a total cost increase of only 3.7% p.a. over the past five years.
Investment performance		<i>The CEO is accountable for ensuring that all Coronation funds deliver compelling investment performance over meaningful periods (five years+).</i>	<ul style="list-style-type: none"> ➤ Our funds had a strong recovery in 2019 performance relative to benchmarks across most of our portfolios. ➤ Our long-term performance continues to be exemplary.
Governance	20%		
Governance and risk management		<i>The CEO is responsible for building an appropriate risk and compliance culture and processes across the Company in order to protect client assets and minimise the risk of reputational damage and of financial losses.</i>	<ul style="list-style-type: none"> ➤ Successful reviews were conducted by various regulatory authorities in the period with no significant negative findings. ➤ Investment was made in new systems to ensure compliance with the new FIC reporting requirements.
Transformation		<i>The CEO is accountable for driving industry-leading and credible transformation through the business. In addition to partnering with others on industry-wide projects, the CEO is responsible for driving the following initiatives:</i> <ul style="list-style-type: none"> › sustain and improve black representation in key leadership roles and investment team › increase procurement spend with black owned businesses › improve gender diversity broadly in the business and key leadership 	<ul style="list-style-type: none"> ➤ In 2018, our rating increased to Level 2 B-BBEE contributor, and progress continues to be made to maintain and improve the level. ➤ 53% of new hires were black; 56% of all employees are black. ➤ The Company's Board of Directors is 56% female and 78% black. ➤ Coronation has established Lean In circles to support female employees and provide a collaborative space for all employees to share their experiences.
Clients/ stakeholders	15%		
Clients		<i>The CEO is responsible for ensuring that relationships with key clients are maintained and strengthened.</i>	<ul style="list-style-type: none"> ➤ The business put in a very purposeful and intensive effort to engage with clients in order to build relationships in a very challenging environment for the savings industry.
Stakeholder relations		<i>The CEO has to ensure that transparent communications and sound relationships are maintained with key stakeholders.</i>	<ul style="list-style-type: none"> ➤ Coronation is part of the CEO Initiative and is a member of Business Leadership South Africa. ➤ The CEO regularly engaged with regulators, clients and other stakeholders on key issues within the asset management industry. ➤ Our first Stewardship Report was released in 2019, which outlines our approach to responsible investing and how we engage investee companies to unlock value for our clients. ➤ Regular ad hoc interaction with investors and analysts.

2019 CEO performance assessment

Assessing the CEO's performance against KPIs and qualitative measures, the Remuneration Committee decided on an allotment from the variable remuneration allocation. As the executives' award opportunity is determined by and directly aligned with the profitability of the Company, we believe minimum, on-target and maximum performance outcomes are not applicable. In the current year, the CEO's remuneration declined by 16% from the previous reporting period, reflecting the decline in Company profits. This demonstrates a strong alignment between the CEO's remuneration and the experience of the Company's shareholders.

SINGLE-FIGURE REMUNERATION



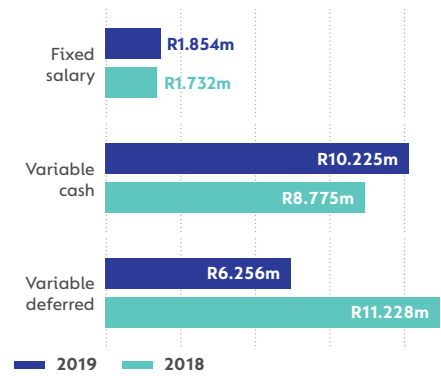
The CEO's total remuneration was determined after taking into account the outcome of his performance against 2019 KPIs as detailed above, the key outcomes being:

- a significant improvement in short-term investment performance (relative to mandate benchmarks);
- below-industry turnover among senior employees and stable employee turnover across the business;
- a restructuring of the operational teams to extract further efficiencies from the transfer to JP Morgan, as well as the establishment of an Operational Risk and Control function;

- outstanding cost control, which continued its track record of delivering market-leading cost metrics;
- continued compliance with regulatory requirements across all jurisdictions;
- maintained strong communication and relationships with key clients and stakeholders;
- maintained Coronation's strong brand and reputation by monitoring of key marketing information and exceeding ad impression targets; and
- the extension of Coronation's global franchise in a tough environment.

The Remuneration Committee allocated the CEO a long-term allocation, which is invested in Coronation shares and unit trusts with vesting periods of between one and five years.

REMUNERATION OUTCOME



The CEO's shareholding in Coronation's issued share capital is 1.34%. The CEO has not sold any of his shares, ensuring alignment with shareholders and Company values. The CEO has a permanent employment contract, with a notice period of 12 months and a 12-month paid restraint of trade.

CFO PERFORMANCE REVIEW

Ms Mary-Anne Musekiwa

BCom, HDip Tax, CA(SA)

Chief Financial Officer (appointed 12 June 2019)

KPI	Weighting	Responsibility	Action
Strategic/values	25%		
Financial operating model		<i>The CFO is responsible for ensuring the implementation of an effective financial operating model and controls of the Company, including sound balance sheet management and maintaining required statutory levels of capital and liquidity. The number of reportable items raised by external auditors being the key metric.</i>	<ul style="list-style-type: none"> ➤ Balance sheet, capital and liquidity management is monitored on an ongoing basis to ensure sound balance sheet management and regulatory compliance. ➤ Financial control environment monitored on an ongoing basis as a part of our comprehensive Risk Management Framework.
Talent management		<i>The CFO is responsible for ensuring the finance department employs the appropriate world-class skills to deliver on its responsibilities and roles (finance, company secretarial and transformation).</i>	<ul style="list-style-type: none"> ➤ Training and upskilling of key team members. ➤ Implementation of the restructuring of team roles to mitigate key-person risk.
Operational	35%		
Cost control		<i>A focus on controllable costs is entrenched in the culture of Coronation. The CFO is responsible for ensuring the required cost controls are implemented and adhered to across the Company. The CFO is also responsible for the preparation of and reporting on budgets and holding the departmental heads accountable to projected budgets. The business must continue to benchmark favourably on cost-to-income and cost-to-AUM ratios against leading local and international competitors.</i>	<ul style="list-style-type: none"> ➤ Cost management messaging was communicated across the business, and new cost-saving initiatives were implemented. ➤ Fixed costs increased by a very commendable 2%. ➤ The budget process for financial year 2020 was undertaken with a focus on further containing fixed costs.
Financial reporting		<i>The CFO is responsible for maintaining a high level of internal and external reporting (including relevant statutory and regulatory reporting) as measured by the relevance, accuracy and timeliness of the reporting.</i>	<ul style="list-style-type: none"> ➤ Internal and external financial reporting is accurate and timely. ➤ The unqualified Audit Report and Integrated Annual Report are delivered on time.
Tax		<i>The CFO is responsible for the management of Company tax affairs, including appropriate implementation of tax regulation and interaction with the respective regulatory bodies.</i>	<ul style="list-style-type: none"> ➤ Tax affairs are managed closely, with appropriate engagement with key stakeholders, including regulatory bodies. ➤ The current tax dispute with SARS is proactively managed and is thus far expected to be successfully resolved in line with our legal opinions.

KPI	Weighting	Responsibility	Action
Governance	25%		
Governance and risk management		<i>The CFO should ensure that an environment of appropriate corporate governance and effective risk management prevails across Coronation and is specifically responsible for oversight of and assisting the Coronation Company secretarial function.</i>	<ul style="list-style-type: none"> ➤ Strong stakeholder relationship with the Risk and Compliance function established. ➤ No material governance breaches were noted. ➤ Close ongoing monitoring of governance and risk reporting.
Transformation		<i>The CFO is responsible for monitoring and reporting on transformation initiatives and goals from an internal and external perspective.</i>	<ul style="list-style-type: none"> ➤ The Company's B-BBEE rating was actively monitored and the Level 2 contributor status attained in 2018 is expected to be maintained as a minimum.
Clients/stakeholders	15%		
Stakeholder relations		<i>The CFO needs to ensure excellent and relevant communication is maintained with shareholders, analysts, regulators and Board of Directors.</i>	<ul style="list-style-type: none"> ➤ The CFO has developed strong relationships with various key stakeholders. ➤ Ensured that the relevant investor and stakeholder communication collateral is developed and distributed timeously.

2019 CFO performance assessment

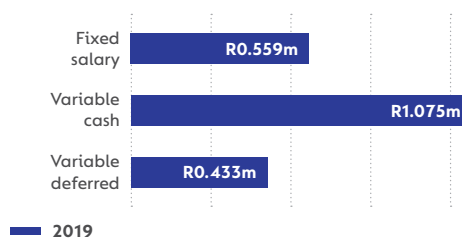
The CFO was appointed in June 2019 and had fulfilled this role for four months of the reporting period. Given this relatively short period, her performance was measured based on the relevant statutory and governance obligations that apply to the role, as well as the establishment and development of internal and external stakeholder relations. Assessing the CFO's performance against KPIs and qualitative measures, the Remuneration Committee decided on an allotment from the variable remuneration allocation. The award opportunity is directly aligned with the profitability of the Company.

SINGLE-FIGURE REMUNERATION



The CFO's total remuneration was determined after taking into account the outcome of her performance against 2019 KPIs as detailed above, the key outcomes being: development of strong relationships with various key stakeholders; unqualified audits across the Company during the financial year; Coronation's cost-to-income and cost-to-AUM ratios outperforming leading local and international competitors; all subsidiaries maintaining required levels of regulatory capital and liquidity; compliance with regulatory requirements across all jurisdictions; and maintenance and improvements of B-BBEE scorecard.

REMUNERATION OUTCOME



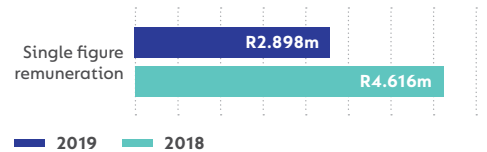
Ms Musekiwa's remuneration for 2019 includes income earned as of 12 June 2019, the date of her appointment as CFO. Ms Musekiwa has a permanent employment contract with a six-month notice period.

Mr John Snalam

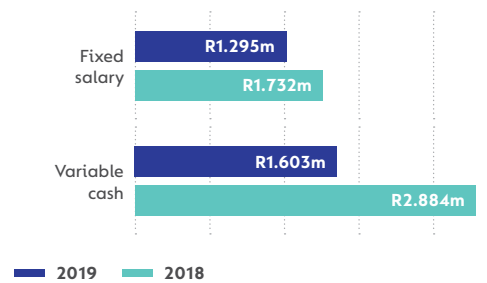
BCom, CTA, CA(SA)

Chief Financial Officer
(retired 12 June 2019)

Mr John Snalam's remuneration for 2019 included income earned up to 12 June 2019, the date of his resignation as CFO. Mr Snalam remained employed by Coronation on a consultancy basis until his retirement on 30 September 2019. He did not receive a deferred remuneration allocation in 2018.



REMUNERATION OUTCOME



Non-executive directors

Non-executive directors of Coronation receive an annual fixed fee and an attendance fee for Board and subcommittee meetings, as contained in a resolution that is subject to shareholder approval. They do not participate in any of the remuneration structures addressed in this policy document or receive share options. In preparation for the 2019 fee proposal for non-executive directors, the Remuneration Committee considered the increased demands on directors to contend with the growing complexity of a global business and a dynamic regulatory environment. In addition, director fees were reviewed by PricewaterhouseCoopers against a group of comparable companies within the financial services sector. They observed that Coronation's non-executive director fees were reasonable in light of this comparison.

2019 FEES PAID TO THE NON-EXECUTIVE DIRECTORS*

Non-executive directors	Basic fee R'000	Board meetings R'000	Audit and Risk Committee meetings R'000	Remuneration and Nominations Committee meetings R'000	SET Committee meetings R'000	Total 2019 R'000	Total 2018 R'000
Mr Shams Pather	145	697	97	242		1 181	1 019
Prof Alexandra Watson	145	449	328		131	1 053	825
Ms Judith February	145	393	97		161	796	678
Mr Jock McKenzie	145	393	197	197		932	831
Ms Lulama Boyce	126	342	171			639	542
Dr Hugo Nelson	145	393	197	242		977	792
Mrs Madichaba Nhlumayo**	38	114	28			180	-
Total	889	2 781	1 115	681	292	5 758	4 687

* Actual non-executive directors' fees paid (excluding VAT where applicable)

** Mrs Nhlumayo was appointed on 12 June 2019

We have proposed an inflation-based increase for 2020. We continue to monitor the fees to ensure that we are able to attract and retain non-executive directors with the required experience and expertise, especially given that we will be focusing on succession in the immediate future.

The proposal (as detailed in our Notice to Shareholders, which is available on www.coronation.com) will be submitted for approval by shareholders by way of a special resolution tabled at the AGM, in compliance with the Act. Approvals for non-executive directors' fees are sought excluding VAT, and where necessary non-executive directors will levy VAT on their fees.



Annexure 6:

Social, Ethics and Transformation Committee Report

The responsibilities of the Social, Ethics and Transformation (SET) Committee includes monitoring of organisational ethics; responsible corporate citizenship; organisational transformation; the fulfilment of its statutory duties on behalf of the Group; as well as any additional functions as delegated by the Board. The SET Committee reports formally to the Board on each area within its mandate and makes recommendations to the Board for approval. The SET Charter, approved annually by the Board, more fully sets out the SET Committee's responsibilities and is available for review in the shareholder information section of our website www.coronation.com.

While this SET Committee has insight into the investment process, the SET Committee is not accountable for trading or proxy voting decisions made by the investment team, which are operational decisions given the nature of the business. The first annual Stewardship Report was produced during 2019. The Report provides further insight into our engagement with investee companies and other stakeholders, and is available on our website www.coronation.com.

The SET Committee comprises independent non-executive directors Ms Judith February (Chairperson), Prof Alexandra Watson, as well as Executive Director Mr Anton Pillay, each of whom lend a wealth of experience and diverse perspectives to SET Committee discussions. SET Committee meetings are also attended by the COO, the CFO, and the heads of Talent Management and Marketing by invitation. The SET Committee is supported in the execution of its mandate by staff and management committees, namely the Employment Equity

and Corporate Social Investment committees. The activities of these committees are formally reported to the SET Committee at each meeting.

The SET Committee met twice during 2019, and each meeting was fully attended by its members.

In its deliberations during the year, the SET Committee considered substantive local and international regulation and frameworks, as well as leading industry practice. Furthermore, the SET Committee received feedback on the monitoring, assessment and measurement of Group activities as they relate to social and economic development, transformation and ethics, including the Group's standing in terms of the goals and purposes of, inter alia, the following:

- The Companies Act;
- United Nations Global Compact 10 Principles;
- OECD recommendations regarding corruption;
- Employment Equity Act; and
- Broad-Based Black Economic Empowerment Act.

Key Areas of Focus 2019

Labour and employment practices

- Overseeing that meaningful transformation is taking place within the business in terms of recruitment, employee retention and career development, as well as the development of the workforce pipeline through the Bursary Programme.
- During the year, the SET Committee received feedback on "stay interviews" conducted with a sample of employees.

Organisational ethics

- In addition to overseeing the promotion of an ethical culture, equality, and prevention of unfair discrimination, including monitoring adherence to the code of ethics and related policies, the SET Committee directed management to improve communication to employees on the breadth of matters comprising ethics, and channels of reporting.
- Monitoring the results of the anonymous whistle-blowing mechanism, maintained by a third party.

Corporate citizenship

- The SET Committee discussed at length the efficacy of social impact investing programmes, including monitoring the quantitative and qualitative results of each programme.
- The SET Committee monitored corporate spend in respect of the various programmes supported.

Stakeholder engagement

The Set Committee reviewed a summary of engagement with the material stakeholders including the number and method of engagement, and the nature of discussions held. No material matters requiring the focus of the SET Committee were noted during the year.

The SET Committee relies on management for the implementation of strategies and initiatives, of which the primary contributors are the management team as well as the Employment

Equity and CSI committees. The SET Committee completed a self-assessment during the 2019 financial year and is of the opinion that it has effectively discharged its responsibilities in terms of its mandate.

Future focus

The SET Committee will continue to apply focus to the Group's relationships with its stakeholders, as well as public perception of the Company. Additionally, continued focus will be applied on meaningful transformation initiatives within the business, the financial services industry and the nation, insofar as the business is able to impact these areas.

The SET Committee looks forward to reviewing the performance of the CSI Capsule Programme that launched in March 2018, which reached its first anniversary in 2019. Criteria for a formal assessment were being developed at the time of writing this report.

The SET Committee remains focused on ensuring the maintenance of an ethical culture within Coronation, to ensure that we serve as reliable and trusted custodians of our clients' assets, and because we realise this is good for business and it is our duty to model best practice as a large corporate citizen in South Africa.

Ms Judith February

Chairperson
Social, Ethics and Transformation Committee



Annexure 7:

Directors' Responsibility Report

The directors are responsible for the preparation and fair presentation of the consolidated and separate annual financial statements of Coronation Fund Managers Limited, comprising the statement of financial position at 30 September 2019, and the statement of comprehensive income, the statement of changes in equity and statement of cash flows for the year then ended, and the notes to the financial statements, which include a summary of significant accounting policies, the directors' report and the Audit and Risk Committee report, in accordance with International Financial Reporting Standards and in the manner required by the Act.

The directors' responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of these financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances. The Board reviews the operation of the system of internal control primarily through the Audit and Risk Committee of Coronation Fund Managers Limited and various other risk monitoring committees.

The directors' responsibility also includes maintaining adequate accounting records and an effective system of risk management, as well as the preparation of the supplementary schedules included in these financial statements.

The directors have made an assessment of the group's and company's ability to continue as a going concern and there is no reason to believe the businesses will not be going concerns in the year ahead.

The auditor is responsible for reporting on whether the consolidated and separate annual financial statements of Coronation Fund Managers Limited are fairly presented in accordance with International Financial Reporting Standards and the Act.

APPROVAL OF CONSOLIDATED AND SEPARATE ANNUAL FINANCIAL STATEMENTS

The consolidated and separate annual financial statements of Coronation Fund Managers Limited as identified in the first paragraph for the year ended 30 September 2019 set out on pages 14 to 21 were approved by the Board of Directors on 29 November 2019 and are signed on its behalf by:

Shams Pather
Chairman

29 November 2019

Anton Pillay
Chief executive officer

29 November 2019

Mary-Anne Musekiwa
Chief financial officer

29 November 2019



Company information

Annual general meeting:

Tuesday, 18 February 2020 at 14:00

Share code (ordinary shares): CML

ISIN: ZAE000047353

LEI: 378900F76170CCB33C50

Board of Directors

Executive directors:

Mr Anton Pillay (Chief Executive Officer)

Ms Mary-Anne Musekiwa (Chief Financial Officer) (*appointed 12 June 2019*)

Mr John Snalam (Chief Financial Officer) (*resigned 12 June 2019*)

Non-executive directors:

Mr Shams Pather (Chairman)*

Mr Lulama Boyce*

Ms Judith February*

Mr Jock McKenzie*

Dr Hugo Nelson*

Prof Alexandra Watson*

Ms Madichaba Nhlumayo¹*

¹ Appointed to the Board 12 June 2019

* Independent non-executive directors

Company Secretary

Ms Nazrana Hawa (*appointed 13 August 2019*)

Mrs Lee-Anne Parenzee (*resigned 30 June 2019*)

Registered office

7th Floor, MontClare Place
Cnr Campground and Main Roads
Claremont 7708
Cape Town

Postal address

PO Box 44684
Claremont 7735

Transfer secretaries

Computershare Investor Services (Pty) Ltd
Rosebank Towers
15 Biermann Avenue
Rosebank 2196
(PO Box 61051, Marshalltown 2107)

Auditors

Ernst & Young Inc.
3rd Floor, Waterway House
3 Dock Road
V&A Waterfront
Cape Town 8001

Sponsor

PSG Capital Proprietary Limited
(Registration number 2006/015817/07)
1st Floor
Ou Kollege Building
35 Kerk Street
Stellenbosch 7600
(PO Box 7403, Stellenbosch 7599)

and

2nd Floor, Building 3
11 Alice Lane
Sandhurst
Sandton 2196
(PO Box 650957, Benmore 2010)

Disclaimer

All information and opinions herein are of a general nature and are not intended to address the circumstances of any particular individual or entity. Accordingly, there may be limitations as to the appropriateness of any such information and opinions. It is therefore recommended that the reader first obtain the appropriate legal, tax, investment or other professional advice prior to acting upon information or opinions. Neither Coronation Fund Managers Limited nor any subsidiary of Coronation Fund Managers Limited (collectively "Coronation") is acting, purporting to act nor is it authorised to act in any way as an adviser. Any information or opinions contained herein may change and are expressed in good faith. Coronation does not undertake to advise any person if such information or opinions should change or become inaccurate. This document is for information purposes only and does not constitute or form part of any offer to the public to issue or sell, or any solicitation of any offer to subscribe for or purchase an investment, nor shall it or the fact of its distribution form the basis of, or be relied upon in connection with any contract for investment. In the event that specific unit trusts, funds and/or strategies (collectively "funds") and/or their performance is mentioned, please refer to the relevant fact sheet and/or MDD in order to obtain all the necessary information regarding that fund (www.coronation.com). Fund investments should be considered a medium- to long-term investment. The value of investments may go down as well as up, and is therefore not guaranteed. Past performance is not necessarily an indication of future performance. Fluctuations or movements in exchange rates may cause the value of underlying investments to go up or down. Funds are allowed to engage in scrip lending and borrowing. Performance is calculated by Coronation for a lump sum investment with income distributions, to the extent applicable, reinvested. Coronation Fund Managers Limited is a full member of the Association for Savings & Investment SA (ASISA). Coronation Asset Management (Pty) Ltd (FSP 548), Coronation Investment Management International (Pty) Ltd (FSP 45646) and Coronation Alternative Investment Managers (Pty) Ltd (FSP 49893) are authorised financial services providers



Form of proxy

Coronation Fund Managers Ltd
(Incorporated in the Republic of South Africa)
(Registration number 1973/009318/06)
ISIN: ZAE000047353 Share code: CML
LEI: 378900F76170CCB33C50
(the Company)

For use at the 46th annual general meeting of shareholders of the Company to be held in the boardroom of the offices of the Company at 7th Floor, MontClare Place, Cnr Campground and Main Roads, Claremont, Cape Town, on Tuesday, 18 February 2020 at 14:00 (the Meeting) and any cancellation, postponement and adjournment thereof.

To be completed by certificated shareholders and dematerialised shareholders with 'own name' registration only.

I/We _____

of (address) _____

Telephone number: _____ Cellphone number: _____

Email address: _____

being a shareholder of the above-mentioned company

and holding _____ (number of shares)

hereby appoint (1) _____ or failing him/her,

(2) _____ or failing him/her,

the Chairman of the Meeting, as my/our proxy to vote for me/us on my/our behalf at the Meeting for the purpose of considering and, if deemed fit, passing, with or without modification, the ordinary resolutions and special resolutions proposed thereat and at each adjournment thereof and to vote for and/or against the resolutions and/or abstain from voting in respect of the shares registered in my/our name(s).

		Mark with an X whichever is applicable		
I/We desire to vote and/or abstain from voting as follows:		Vote for	Vote against	Abstain
Ordinary resolutions				
1.	Re-election of directors:			
	a) To re-elect Dr Hugo Nelson as director			
	b) To re-elect Prof Alexandra Watson as director			
	c) To re-elect Mr Saamsodein (Shams) Pather as director			
2.	To confirm the appointment of the following directors:			
	a) Ms Mary-Anne Dimakatso Mazvidzeni Musekiwa			
	b) Mrs Madichaba Nhlumayo			
3.	Re-appoint Ernst & Young Inc. as the Company's registered auditor and to note Ms L Killin as the designated audit partner			
4.	Re-election of Audit and Risk Committee members each by way of a separate vote:			
	a) To re-elect Prof Alexandra Watson			
	b) To re-elect Ms Lulama Boyce			
	c) To re-elect Mr John David (Jock) McKenzie			
	d) To re-elect Dr Hugo Anton Nelson			
5.	Non-binding advisory vote on the Company's remuneration policy			
6.	Non-binding advisory vote on the Company's remuneration implementation report			
Special resolutions				
1.	Intercompany financial assistance			
2.	Financial assistance for intercompany share or option transactions			
3.	Remuneration of non-executive directors			
4.	Share repurchases by the Company and its subsidiaries			

Unless otherwise directed, the proxy will vote or abstain, as he or she thinks fit, in respect of the shareholder's total holding.

Any shareholder entitled to attend, speak and vote at the Meeting is entitled to appoint a proxy or proxies to attend, speak, act and, on a poll, vote in his or her stead. The proxy so appointed need not be a shareholder of the Company.

By ticking this box the Shareholder consents to their voting pattern being disclosed to the Company.

Dated this _____ day of _____ 20____

Signature/s _____

Assisted by me (where applicable)

Shareholders holding certificated shares or dematerialised shares registered in their own name

1. Only shareholders who hold certificated shares and shareholders who have dematerialised their shares with 'own name' registration may use this form of proxy.
2. Each shareholder is entitled to appoint one or more proxies (none of whom needs be a shareholder of the Company) to attend, speak and, on a poll, vote in place of that shareholder at the Meeting, by inserting the name of the proxy or the names of two alternate proxies of the shareholder's choice in the space provided, with or without deleting 'the Chairman of the Meeting'. The person whose name stands first on the form of proxy and who is present at the Meeting will be entitled to act as the proxy to the exclusion of those whose names follow.
3. A shareholder's instructions to the proxy must be indicated by the insertion of the relevant number of votes exercisable by that shareholder in the appropriate box(es) provided or by marking an 'X' in the appropriate box(es). Failure to comply with the above will be deemed to authorise the proxy to vote or to abstain from voting at the Meeting, as he deems fit, in respect of all the shareholder's votes exercisable thereat.
4. A shareholder or his proxy is not obliged to vote in respect of all the shares held or represented by him, but the total number of votes for or against the resolutions or in respect of which any abstention is recorded may not exceed the total number of votes to which the shareholder or his proxy is entitled.
5. Forms of proxy must be lodged and/or posted to the Company's transfer secretaries (Computershare Investor Services (Pty) Ltd) at Rosebank Towers, 15 Biermann Avenue, Rosebank 2196 (PO Box 61051, Marshalltown, 2107), or emailed to proxy@computershare.co.za so as to be received by the transfer secretaries by not later than 10:00 on Friday, 14 February 2020 or must be handed to the Chairman of the Meeting at any time prior to the commencement of voting at the Meeting on the particular resolution(s) to which the proxy relates.
6. The completion and return of this form of proxy in accordance with point 5 above will not preclude the relevant shareholder from attending the Meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof, should such shareholder wish to do so.
7. A minor must be assisted by the minor's parent or guardian, unless the relevant documents establishing the minor's capacity are produced or have been registered by the Company.
8. Any alterations or corrections to this form of proxy must be initialled by the signatory(ies).
9. This form of proxy must be signed by all joint shareholders. If more than one of those shareholders is present at the Meeting either in person or by proxy, the person whose name stands first in the register shall alone be entitled to vote.
10. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity must be attached to this form of proxy unless previously recorded by the Company's transfer office or waived by the Chairman of the Meeting.
11. The Chairman of the Meeting may reject or accept any form of proxy which is completed and/or received other than in accordance with these instructions, provided that he is satisfied as to the manner in which a shareholder wishes to vote.

Shareholders holding dematerialised shares

1. Shareholders who have dematerialised their shares through a central securities depository participant (CSDP) or broker (except those shareholders who have elected to dematerialise their shares with 'own name' registration) and all beneficial shareholders holding their shares (dematerialised or certificated) through a nominee should provide such CSDP, broker or nominee with their voting instructions in sufficient time to allow them to advise the transfer secretaries of the Company of their voting instructions before the closing time as detailed in point 5 above.
2. All such shareholders wishing to attend the Meeting in person may do so only by requesting their CSDP, broker or nominee to issue the shareholder with a letter of representation in terms of the custody agreement. Such letter of representation must also be lodged with the transfer secretaries or the Chairman before the closing time as detailed in point 5 above.

Summary of the rights of a shareholder to be represented by proxy

Shareholders' rights regarding proxies in terms of section 58 of the Act are as follows:

- At any time, a shareholder of a company may appoint any individual, including an individual who is not a shareholder of that company, as a proxy to: (i) participate in, and speak and vote at, a shareholders' meeting on behalf of the shareholder; or (ii) give or withhold written consent on behalf of the shareholder to a decision contemplated in section 60 of the Act.

A proxy appointment:

- must be in writing, dated and signed by the shareholder; and
- remains valid for:
 - one year after the date on which it was signed; or
 - any longer or shorter period expressly set out in the appointment unless it is revoked in a manner contemplated in subsection 58(4)(c); or expires earlier as contemplated in subsection 58(8)(d) of the Act.

Except to the extent that the MOI of a company provides otherwise:

- a shareholder of that company may appoint two or more persons concurrent as proxies, and may appoint more than one proxy to exercise voting rights attached to the different securities held by the shareholder;
- a proxy may delegate the proxy's authority to act on behalf of the shareholder to another person, subject to any restriction set out in the instrument appointing the proxy; and
- a copy of the instrument appointing a proxy must be delivered to the company, or to any other person on behalf of the company, before the proxy exercises any rights of the shareholder at a shareholders' meeting.

Irrespective of the form of instrument used to appoint a proxy:

- the appointment is suspended at any time and to the extent that the shareholder chooses to act directly and in person in the exercise of any rights as a shareholder;
- the appointment is revocable unless the proxy appointment expressly states otherwise; and if the appointment is revocable, a shareholder may revoke the proxy appointment by:
 - cancelling it in writing, or making a later inconsistent appointment of a proxy; and
 - delivering a copy of the revocation instrument to the proxy and to the company.
- the revocation of a proxy appointment constitutes a complete and final cancellation of the proxy's authority to act on behalf of the shareholder as at the later of (i) the date stated in the revocation instrument (if any); or (ii) the date on which the revocation instrument was delivered to the proxy and the company (as contemplated above).
- the appointment is revocable unless the proxy appointment expressly states otherwise; and if the appointment is revocable, a shareholder may revoke the proxy appointment by:
 - cancelling it in writing, or making a later inconsistent appointment of a proxy; and
 - delivering a copy of the revocation instrument to the proxy and to the company.

The revocation of a proxy appointment constitutes a complete and final cancellation of the proxy's authority to act on behalf of the shareholder.

TRUST IS EARNED™

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