

MINUTES OF THE 23rd ANNUAL GENERAL MEETING (“AGM”) OF TFG MEDICAL AID SCHEME HELD ON TUESDAY, 20 JUNE 2023 AT 11h30 HELD VIRTUALLY VIA LUMI TECHNOLOGIES SA PTY LTD

PRESENT

BOARD OF TRUSTEES IN ATTENDANCE VIA LUMI ZOOM LINK

Mr P Barnard	Chairperson, Trustee,
Mr C Singh	Deputy Chairperson, Trustee
Mr M Wilson	Trustee
Ms J Vandenbroucke	Trustee
Mr R Walther	Trustee
Mr L Abrahams	Trustee
Ms N Koopman	Trustee
Ms T le Roux	Trustee
Mr R Karamchund	Co-Opted Member
Ms C Harris	Principal Officer

GUESTS IN ATTENDANCE VIA LUMI ZOOM LINK

Mr S Johnston	General Manager, Discovery InHouse
Ms E Fourie	Fund Manager, Discovery InHouse
Ms K Lamb	Fund Coordinator, Discovery InHouse
Mr D Spangenberg	Finance, Discovery InHouse
Mr Z Bardien	Deloitte, Partner
Ms Y Mngcutsha	Deloitte, Assistant Manager
Ms J Nurick	Health Actuary Technical & Actuarial Consulting Solutions
Mr P Prema	Senior Health Actuary Technical & Actuarial Consulting Solutions
Mr A Vladar	Lumi Technologies representative

INDEPENDENT COMMITTEE MEMBER IN ATTENDANCE

Mr M van Est	Independent Chairperson, Audit and Risk Committee
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MEMBERS

23 Members were in attendance, as per the attendance register and 2 proxies were received. Of the 2 proxies received, M380518270 was in attendance and the proxy was no longer valid.

Members of TFGMAS	Board of Trustees	3 rd Party Consultants/ Non Members of TFGMAS	Proxy/ies
13	9, plus 1 Co-Opted member	10	1

1 Welcome and Quorum

The Chairperson, Mr Barnard, opened the meeting and welcomed those present. It was confirmed that the notice convening the Annual General Meeting (“AGM”) was sent to members at least 14 days prior to the date of the meeting. In terms of the Rules of the Scheme at least 17 members of the Scheme present at the AGM were required to constitute a quorum. Having confirmed a quorum of 18 members present at the outset of the meeting with a further 5 joining shortly thereafter the total member of 23 was confirmed in attendance via the virtual meeting per the Lumi Report received. 1 Valid proxy as received confirmed the total valid votes as 24 during the course of the meeting. Members attending the AGM were required to provide their

South African identity number together with their membership number to be able to register their attendance and cast their vote and members in attendance were verified against these registration details to ensure a closed meeting took place with only valid members and invited guests in attendance. The meeting was therefore duly constituted and declared open.

The proxy received was confirmed as being granted to the Chairperson of the meeting giving him the right to attend, speak and vote on behalf of the member.

Motions for discussion at the AGM were required to reach the office of the Principal Officer at least 7 days prior to the meeting. It was confirmed that none were received by the cut-off period of 13 June 2023 at 11:30.

2 Confirmation of the Minutes of the 2022 Annual General Meeting held on 21 June 2022

The minutes of the 22nd Annual General Meeting held on 21 June 2022 was made available on the Scheme's website prior to the 2023 AGM meeting and copies were also made available online during the virtual meeting. The minutes were therefore taken as **READ**.

The Annual General Meeting minutes of the 2022 AGM held on 21 June 2022 were **APPROVED** by the members present at the meeting, using the online tool by a show of votes.

The motion was carried with 16 votes of members in favour and no votes against recorded.

3 Adoption of 2023 Chairperson's Report

The Chairperson's report distributed to the members of the Scheme together with the Notice of the meeting was taken as **READ**. The report was distributed to members with the Notice of the AGM and was also made available online during the virtual meeting. The content of the report was accepted and **ADOPTED** by the meeting.

The motion was carried with 17 votes of members in favour and no votes against recorded.

4 To adopt the Annual Financial Statements ("AFS") for the 2022 financial year

Highlights of the Annual Financial Statements for the year ending 31 December 2022 was sent to all members together with the Notice of the AGM.

The audited Annual Financial Statements and the Board of Trustees Report, contained in the AFS, were made available on the Scheme's website and copies were also made available online during the virtual meeting. The Chairperson confirmed that the AFS had been reviewed closely by the Board of Trustees, as well as by the Audit and Risk Committee. The Chairperson assured the meeting that the Board of Trustees', Audit and Risk Committee's and all other Sub Committees worked towards maintaining and ensuring good governance in all aspects, ensuring the Scheme remains sustainable.

No concerns were raised, and the meeting **NOTED** and **ADOPTED** the audited Annual Financial Statements and Board of Trustees report for the year ended 31 December 2022.

The motion was carried with 18 votes of members in favour and no votes against recorded.

5 Governance

5.1 Appointment of external auditors: Approval of external auditors for 2023 financial year-end

Having concluded the financial and external audit successfully, the re-appointment of Deloitte as the Scheme's external auditor for the ensuing financial year was recommended by the Audit and Risk Committee and the Board of Trustees. Members of the Scheme, present at the meeting, were requested to approve the re-appointment

of Deloitte as the Scheme's external auditors for the 2023 financial year-end audit to be conducted.

The motion to re-appoint Deloitte as the Scheme's external auditors as proposed was carried with 18 votes in favour and no votes against recorded.

5.2 **Confirmation of the Board of Trustees of TFGMAS**

The membership of the Board is represented equally by four employer-appointed trustees and four member-elected trustees. For the year under review the Board of Trustees consisted of:

Employer-appointed Trustee

Paul Barnard Chairman
Clement Singh Deputy Chairman
Nikita Koopman
Mike Wilson

Member-elected Trustees

Tara le Roux
Rolf Walther
Lloyd Abrahams
Josy Vandenbroucke

Principal Officer

Caron Harris

Co-Opted Member

Rajen Karamchund

The composition of the Board of Trustees was supported by the members present using the online tool by a show of 18 votes in favour and no votes against recorded.

It was confirmed that Mr Mike Wilson would be ending his tenure as a trustee of the Board at the conclusion of the AGM and an employer-appointed trustee to fill his vacancy would be identified in consultation with the participating employer, TFG. The Chairperson and Deputy Chairperson would be appointed and elected by the Trustees at the first Board of Trustees meeting following the AGM in alignment with the Scheme Rules.

5.3 **Confirmation of composition of the Audit and Risk Committee**

In terms of Rule 25.7 of the Scheme, the Board of Trustees was required to appoint an Audit and Risk Committee as prescribed by the Medical Schemes Act. The current composition of the Audit and Risk Committee was confirmed as follows:

Mr M van Est	Audit Committee Chairperson, Independent Committee Member
Mr A Bishoon	Independent Committee Member
Ms R Strauss	Independent Committee Member
Ms N Senekal	Independent Committee Member
Ms N Koopman	Trustee Member
Ms T le Roux	Trustee Member
Mr P Barnard	<i>Ex Officio - Chairperson – Board of Trustees</i>
Ms C Harris	<i>Ex Officio - Principal Officer</i>

5.4 **Confirmation of the composition of the Disputes Committee**

In terms of the Rules of the Scheme, a Disputes Committee of three people, who may not be members or employees of the Administrator of the Scheme, Discovery Health, or officers of the Scheme, must be appointed by the Board annually. At least one such member shall be a person with legal expertise who shall preside over the Disputes Committee. The current composition of the Disputes Committee was confirmed as follows:

Ms Esther Job	Disputes Committee Chairperson
Mr Aanisah Parker	Disputes Committee
Ms Nicola Arendse	Disputes Committee

The Composition of the Disputes Committee was **NOTED** and no concerns were raised. The members were advised that they may lodge their complaints to the Scheme in writing or by contacting the Scheme's Administrators at the dedicated telephone number provided. Members were reminded that a dispute and complaint in terms of the Act bears the same meaning. The Administrator, Discovery Health would endeavor to resolve the complaint or dispute in alignment with the requirements of the Scheme's Rules and a response in writing would be send to the member.

Where a member is dissatisfied with the outcome of the findings, the matter may be requested to be brought to the attention of the Client Relationship Manager or Fund Manager of the Scheme and these individuals may be reached at the Administrator's office using the contact number of the Scheme available to them.

Where the member remains dissatisfied with the outcome of the dispute or complaint, members were advised that the matter could be referred to the Principal Officer, Ms Caron Harris within 60 days of receiving feedback from the Administration Office. Ms Harris would investigate the matter and if necessary, refer the member directly to the Council for Medical Scheme or give the relevant notice to the Disputes Committee who would be required to issue a ruling on the matter and to determine whether or not the decision taken by the Scheme aligns with the Scheme benefits and Rules.

If members are not satisfied with the outcome of the response received from the Administrator, or the Principal Officer nor Disputes Committee, members may refer their complaints to the Council for Medical Schemes, the Regulator of all registered medical schemes. Members were referred to the Scheme website, www.tfgmedicalaidsscheme.co.za for more information relating to dispute and complaints resolution.

6 Closure and Thanks

In closing a question was raised by member, Mr D Maltby, who queried when TFG Medical Aid Scheme would be advising members how the Scheme would be impacted by the implementation of the National Health Insurance ("NHI") by the South African Government.

The Chairperson responded by confirming that this topic was on the agenda of the Board of Trustees meeting which was taking place after this AGM. The matter would be discussed and TFGMAS would, thereafter, issue a Frequently Asked Question ("FAQ") communication to members which will be made available on the TFG Medical Aid Scheme website. **NOTED.**

DH /
BOT

There being no further matters for discussion presented, the Chairperson recorded his thanks and appreciation to:

- The Employer, TFG, for its continued active support;
- The members of the Scheme for their ongoing support;
- The members of the Board of Trustees for their application over and above their normal employer responsibilities, their contribution, and their time;
- The external auditors, Deloitte, for the efficient manner in which they conducted their audit, and the Audit Committee for their support to the Board of Trustees;
- The management and staff of Discovery Health, the Administrator for their support and service;
- The Principal Officer, Ms C Harris, for her valuable and dedicated role as Principal Officer of the Scheme;
- The Healthcare Consultants of Alexander Forbes for their contributions,
- Lumi Technologies for hosting the AGM;
- A special thank you to the previous Chairperson, Mr Wilson, who officially resigned from the Board at the meeting and who had served the Scheme and its members diligently over many years was extended on behalf of the Scheme and the Board of Trustees. The Chairperson thanked Mr Wilson for his dedicated service and commitment towards the Scheme;
- All other service providers.

Having no further matters to discuss, the Chairperson thanked all attendees for their contribution to the meeting.

The 2023 TFG Medical Aid Scheme Annual General Meeting was concluded at 11:50.

CERTIFIED TO BE A TRUE RECORD OF THE PROCEEDINGS

CHAIRPERSON

DATE