

Old Mutual Plc		F2016	
	Classification	Meeting Type	Meeting Date
OML	Life Insurance	AGM F2016	25/5/2017
NUMBER	RESOLUTION	INFORMATION	VOTE
<b>Ordinary resolution number 1</b>	To receive and adopt the directors' report and audited financial statements of the Group for the year ended 31 December 2016.		FOR
<b>Ordinary resolution number 2</b>	To re-elect Mr M Arnold, Ms Z Cruz, Mr A Gillespie, Ms D Gray, Mr B Hemphill, Ms A Ighodaro, Ms I Johnson, Mr T Manuel, Mr R Marshall, Mr N Moyo, Mr V Naidoo, Ms N Nyembezi-Heita and Mr P O'Sullivan as directors of the Company.		
	(i) Mr Mike Arnold (69) Independent non-executive director Appointed: September 2009 Qualifications: B.Sc., F.I.A.		FOR
	(ii) Ms Zoe Cruz (62) Independent non-executive director Appointed: January 2014 Qualifications: B.A., M.B.A.		FOR
	(iii) Mr Alan Gillespie (66) Independent non-executive director Appointed: November 2010 Qualifications: CBE, B.A., M.A., Ph.D.		FOR
	(iv) Ms Danuta Gray, (58) Independent non-executive director Appointed: March 2013 Qualifications: B.Sc.	[ <b>MOTIVATION:</b> Ms Gray is in our view over-extended given the spread of her directorships]	AGAINST
	(v) Mr Bruce Hemphill (53) Group Chief Executive Appointed: November 2015 Qualifications: B.A., C.P.E.		FOR
	(vi) Ms Adiba Ighodaro (53) Independent non-executive director Appointed: January 2014 Qualifications: LL.B., B.L., ACCA		FOR
	(vii) Ms Ingrid Johnson (50) Group Finance Director Appointed: July 2014 Qualifications: C.A.(SA), A.M.P. (Harvard)		FOR
	(viii) Mr Trevor Manuel (61) Non-executive director Appointed: January 2016 Qualifications: B.Tech, A.P.M.		FOR
	(ix) Mr Roger Marshall (68) Independent non-executive director Appointed: August 2010		FOR

	Qualifications: B.Sc. (Econ.), F.C.A.		
	(x) Mr Nkosana Moyo (65) Independent non-executive director Appointed: September 2013 Qualifications: Ph.D., M.B.A.		FOR
	(xi) Mr Vassi Naidoo (62) Non-executive director Appointed: 2015 (no month provided) Qualifications: C.A. (SA)		FOR
	(xii) Ms Nonkululeko Nyembezi-Heita (56) Independent non-executive director Appointed: March 2012 Qualifications: B.Sc., M.Sc., M.B.A.		FOR
	(xiii) Mr Patrick O'Sullivan (67) Chairman Appointed: January 2010 Qualifications: M.Sc., B.B.S., F.C.A. (Ireland)		FOR
<b>Ordinary resolution number 3</b>	To re-appoint KPMG LLP as auditors to the Company.		FOR
<b>Ordinary resolution number 4</b>	To authorise the Group Audit Committee to settle the remuneration of the auditors.		FOR
<b>Ordinary resolution number 5</b>	To approve the Directors' Remuneration Report, other than the part containing the Directors' Remuneration Policy, for the year ended 31 December 2016.		FOR
<b>Ordinary resolution number 6</b>	That the directors be and they are hereby authorised generally and unconditionally to allot shares in the Company.	[ <b>MOTIVATION:</b> We do not support such resolutions, preferring that shareholders be requested to approve such allotments when motivated.]	AGAINST
<b>Special resolutions</b>			
<b>Resolution number 7 (special)</b>	That, subject to the passing of Resolution 6, the directors be and they are hereby authorised to allot equity securities (as defined in the Companies Act 2006) for cash.	[ <b>MOTIVATION:</b> We do not support such resolutions, preferring that shareholders be requested to approve such issues when motivated.]	AGAINST
<b>Resolution number 8 (special)</b>	That the Company be and is hereby authorised for the purposes of section 701 of the Companies Act 2006 to purchase its Ordinary Shares by way of one or more market purchases .	[ <b>MOTIVATION:</b> We do not find share buy-backs to be in the interests of the company generally.]	AGAINST
<b>Resolution number 9 (special)</b>	That the following contingent purchase contracts, in the respective forms produced to the meeting (or with any non-material amendments thereto that the directors may consider to be necessary or desirable), each be and is hereby approved in accordance with sections 693 and 694 of the Companies Act 2006 and that the Company be and is hereby authorised to make off-market purchases of Ordinary Shares pursuant to each such contract for a period of 12 months from the date hereof (or until the conclusion of the next Annual General Meeting, whichever is the earlier): (i) contract between the Company and Merrill Lynch South Africa (Pty) Limited relating to Ordinary Shares traded on the JSE Limited, pursuant to which the Company may make off-market purchases from Merrill Lynch South Africa (Pty) Limited of up to a maximum of 492,992,500 Ordinary Shares in aggregate (such maximum number to be reduced by any purchases made pur-	[ <b>MOTIVATION:</b> We do not find share buy-backs to be in the interests of the company generally.]	AGAINST

	<p>suant to the authority in Resolution 8 above or any of the other contingent purchase contracts referred to in this Resolution 9);</p> <p>(ii) contract between the Company and Stockbrokers Malawi Limited relating to Ordinary Shares traded on the Malawi Stock Exchange, pursuant to which the Company may make off-market purchases from Stockbrokers Malawi Limited of up to a maximum of 492,992,500 Ordinary Shares in aggregate (such maximum number to be reduced by any purchases made pursuant to the authority in Resolution 8 above or any of the other contingent purchase contracts referred to in this Resolution 9);</p> <p>(iii) contract between the Company and PSG Wealth Management (Namibia) (Pty) Limited relating to Ordinary Shares traded on the Namibian Stock Exchange, pursuant to which the Company may make off-market purchases from PSG Wealth Management (Namibia) (Pty) Limited of up to a maximum of 492,992,500 Ordinary Shares in aggregate (such maximum number to be reduced by any purchases made pursuant to the authority in Resolution 8 above or any of the other contingent purchase contracts referred to in this Resolution 9); and</p> <p>(iv) contract between the Company and Imara Edwards Securities (Private) Limited relating to Ordinary Shares traded on the Zimbabwe Stock Exchange, pursuant to which the Company may make off-market purchases from Imara Edwards Securities (Private) Limited of up to a maximum of 492,992,500 Ordinary Shares in aggregate (such maximum number to be reduced by any purchases made pursuant to the authority in Resolution 8 above or any of the other contingent purchase contracts referred to in this Resolution 9).</p>		
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