

Old Mutual Plc		F2017	
	Classification	Meeting Type	Meeting Date
OML	Life Insurance	AGM F2017	30/4/2018
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 2017.		
<b>Ordinary resolution number 2</b>	<p>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 V Naidoo and Mr P O'Sullivan as directors of the Company.</p> <p>(i) Mr Mike Arnold (70) Independent non-executive director Appointed: September 2009 Qualifications: B.Sc., F.I.A.</p> <p>(ii) Ms Zoe Cruz (63) Independent non-executive director Appointed: January 2014 Qualifications: B.A., M.B.A.</p> <p>(iii) Mr Alan Gillespie (67) Independent non-executive director Appointed: November 2010 Qualifications: CBE, B.A., M.A., Ph.D.</p> <p>(iv) Ms Danuta Gray (59) Independent non-executive director Appointed: March 2013 Qualifications: B.Sc., M.Sc., M.B.A.</p> <p>(v) Mr Bruce Hemphill (54) Group Chief Executive Appointed: November 2015 Qualifications: B.A., C.P.E.</p> <p>(vi) Ms Adiba Ighodaro (54) Independent non-executive director Appointed: January 2014 Qualifications: LL.B., B.L., ACCA</p> <p>(vii) Ms Ingrid Johnson (51) Group Finance Director Appointed: July 2014 Qualifications: C.A.(SA), A.M.P. (Harvard)</p> <p>(viii) Mr Trevor Manuel (62) Non-executive director Appointed: January 2016 Qualifications: B.Tech, A.P.M.</p> <p>(ix) Mr Roger Marshall (69) Independent non-executive director Appointed: August 2010 Qualifications: B.Sc. (Econ.), F.C.A.</p>	<p><b>[COMMENT:</b> This is not one resolution but 11 resolutions, to be voted on separately.]</p> <p><b>[MOTIVATION:</b> We regard Ms Gray to be over-extended given the number of boards where she is active.]</p>	<p>FOR</p> <p>FOR</p> <p>FOR</p> <p>AGAINST</p> <p>FOR</p> <p>FOR</p> <p>FOR</p> <p>FOR</p> <p>FOR</p>

	(x) Mr Vassi Naidoo (63) Non-executive director Appointed: May 2015 Qualifications: C.A.(SA)		FOR
	(xi) Mr Patrick O'Sullivan (68) 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 2017.		FOR
<b>Ordinary resolution number 6</b>	It is proposed that the Directors be empowered in accordance with section 551 of the Companies Act 2006, to allot up to 246,636,250 Ordinary Shares in the Company with an aggregate nominal value of £28,187,000, representing approximately 5% (rounded down to the nearest £1,000 nominal) of the issued ordinary share capital at 14 March 2018, without having to obtain prior approval from shareholders.	[ <b>COMMENT:</b> Although no specific reason is given for the allotment and issue of shares, it is limited to 5% of the issued shares.]	FOR
<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 under the authority given by that resolution.  The disapplication authority contained in Resolution 7 is limited to 246,636,250 Ordinary Shares (with an aggregate nominal value of £28,187,000), being approximately 5% (rounded down to the nearest £1,000 nominal) of the issued ordinary share capital of the Company at 14 March 2018.	[ <b>COMMENT:</b> Although no specific reason is given for the allotment and issue of shares, it is limited to 5% of the issued shares.]	FOR
<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 Ordinary Shares by way of one or more market purchases (as defined in section 693(4) of the Companies Act 2006).  The authorities sought are subject to a limit of 493,272,500 shares, representing approximately 10% (rounded down to the nearest £1,000 nominal) of the Company's issued ordinary share capital at 14 March 2018.	[ <b>MOTIVATION:</b> There is no specific reason given for the repurchase. We do not find share buy-backs to be in the company's interests.]	AGAINST
<b>Resolution number 9 (special)</b>	That the four contingent purchase contracts 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).	[ <b>MOTIVATION:</b> There is no specific reason given for the repurchase. We do not find share buy-backs to be in the company's interests.]	AGAINST