

# OLD MUTUAL LIMITED - Results of Shareholder Voting at the Annual General Meeting

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Old Mutual Limited

Incorporated in the Republic of South Africa

Registration number: 2017/235138/06

ISIN: ZAE000255360

LEI: 213800MON84ZWWPQCN47

JSE Share Code: OMU

NSX Share Code: OMM

MSE Share Code: OMU

ZSE Share Code: OMU

("Old Mutual" or "the Company")

Ref 27/19

24 May 2019

RESULTS OF SHAREHOLDER VOTING AT THE ANNUAL GENERAL MEETING ("AGM")

Shareholders are advised that the ordinary and special resolutions proposed in the notice to shareholders dated April 2019, were passed by the requisite majority

of votes of shareholders present in person or represented by proxy, with the exception of Ordinary Resolution 6.2, at the Company's first AGM held on Friday, 24 May 2019.

The voting results were as follows:

ORDINARY RESOLUTIONS	TOTAL SHARES VOTED				SHARES ABSTAINED	
	FOR (%)	AGAINST (%)	NUMBER	%*	%*	
Ordinary Resolution 1 - Adoption of Annual Financial Statements	89.01	10.99	3,488,824,463	72.21	0.51	
Ordinary Resolution 2.1 - Election of Paul Baloyi as director	94.74	5.26	3,488,823,075	72.21	0.82	
Ordinary Resolution 2.2 - Election of Peter de Beyer as director	99.82	0.18	3,488,824,463	72,21	0.65	
Ordinary Resolution 2.3 - Election of Thys du Toit as director	99.54	0.46	3,488,824,463	72,21	0.80	
Ordinary Resolution 2.4 - Election of Albert Essien as	99.87	0.13	3,488,824,463	72,21	0.68	

director					
Ordinary Resolution 2.5 - Election of Itumeleng Kgaboesele as director	99.03	0.97	3,488,824,463	72,21	0.78
Ordinary Resolution 2.6 - Election of John Lister as director	99.82	0.18	3,488,824,463	72,21	0.80
Ordinary Resolution 2.7 - Election of Sizeka Magwentshu- Rensburg as director	99.98	0.02	3,488,824,463	72,21	0.66
Ordinary Resolution 2.8 - Election of Trevor Manuel as director	99.62	0.38	3,488,824,463	72,21	0.75
Ordinary Resolution 2.9 - Election of Nombulelo Moholi as director	98.65	1.35	3,488,824,463	72,21	0.65
Ordinary Resolution 2.10 - Election of Thoko Mokgosi- Mwantembe as director	99.22	0.78	3,488,824,463	72,21	0.92
Ordinary Resolution 2.11 - Election of Nosipho Molohe as director	99.90	0.10	3,488,824,463	72,21	0.78
Ordinary Resolution 2.12 - Election of Peter Moyo as director		WITHDRAWN			
Ordinary Resolution 2.13 - Election of James Mwangi as	99.85	0.15	3,488,824,463	72,21	0.80

director					
Ordinary Resolution 2.14 - Election of Marshall Rapiya as director	98.61	1.39	3,488,824,463	72,21	0.90
Ordinary Resolution 2.15 - Election of Casper Troskie as director	88.89	11.11	3,488,824,463	72,21	0.63
Ordinary Resolution 2.16 - Election of Stewart van Graan as director	99.96	0.04	3,488,824,463	72,21	0.67
Ordinary Resolution 3.1 - Election of Paul Baloyi as member of the Audit Committee	97.26	2.74	3,488,824,463	72,21	0.42
Ordinary Resolution 3.2 - Election of Peter de Beyer as member of the Audit Committee	97.37	2.63	3,488,824,463	72,21	0.26
Ordinary Resolution 3.3 - Election of Itumeleng Kgaboesele as member of the Audit Committee	99.06	0.94	3,488,824,463	72,21	0.78
Ordinary Resolution 3.4 - Election of John Lister as member of the Audit Committee	99.94	0.06	3,488,824,463	72,21	0.27
Ordinary Resolution 3.5 - Election of Nosipho Molohe as member of the Audit Committee	99.96	0.04	3,488,824,463	72,21	0.78
Ordinary Resolution 4.1 - Re-	74.52	25.48	3,488,824,463	72,21	0.24

appointment of KPMG Inc. as joint external auditor					
Ordinary Resolution 4.2 - Re-	97.69	2.31	3,488,824,463	72,21	0.25
appointment of Deloitte & Touche as joint external auditor					
Ordinary Resolution 5 -	80.85	19.15	3,488,824,463	72,21	0.39
General authority of the directors to allot and issue ordinary shares for cash					
Ordinary Resolution 6.1 - Non-	54.00	46.00	3,488,824,463	72,21	0.86
binding advisory vote for approval of the Company's remuneration policy					
Ordinary Resolution 6.2 - Non-	30.87	69.13	3,488,824,463	72,21	0.30
binding advisory vote for approval of the Company's remuneration implementation report					
Ordinary Resolution 7 -	99.66	0.34	3,488,824,463	72,21	0.66
Authorise any director or the company secretary to implement the Ordinary Resolutions above as well as the Special Resolutions to follow					
Special Resolution 1 -	97.21	2.79	3,488,824,463	72,21	0.66
Approval of the remuneration					

payable to non-executive directors					
Special Resolution 2 - General authority to acquire the Company's own shares	99.72	0.28	3,488,823,075	72.21	0.39
Special Resolution 3 - Provision of financial assistance to subsidiaries and other related and inter-related entities and to directors, prescribed officers and other persons participating in share or other employee incentive schemes	98.32	1.68	3,488,824,463	72.21	0.28

\*as a percentage of total number of shares in issue (4,831,264,848) as at 17 May 2019.

With regards to the non-binding advisory resolutions, Ordinary Resolutions 6.1 and 6.2, being the Remuneration Policy and the Implementation Report, that received less than the required 75% of votes, Old Mutual will directly engage with shareholders, the timing of which will be advised to shareholders in due course.

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Notes to Editors

About Old Mutual Limited

Old Mutual is a premium African financial services group that offers a broad spectrum of financial solutions to retail and corporate customers across key markets segments in 17 countries. Old Mutual's primary operations are in South Africa and the rest of Africa, and it has niche business in Asia. With over 170 years of heritage across sub-Saharan Africa, we are a crucial part of the communities we serve and broader society on the continent.

For further information on Old Mutual, and its underlying businesses, please visit the corporate website at [www.oldmutual.com](http://www.oldmutual.com).

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