

QUILTER PLC - Results of AGM

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QUILTER PLC

(previously, Old Mutual Wealth Management Limited)

Incorporated under the Companies Act 1985 with registered number 06404270 and re-registered as a public limited company under the Companies Act 2006)

ISIN CODE: GB00BDCXV269

JSE SHARE CODE: QLT

Quilter plc (the "Company")

16 May 2019

Quilter plc

Result of Annual General Meeting 2019

Quilter plc (the "Company") announces that at its Annual General Meeting ("AGM") held earlier today, all the resolutions put to shareholders were

passed by the requisite majorities with the exception of resolution 19 ("To authorise the Directors to allot shares") which was largely opposed by

South African shareholders. Resolutions 1 to 18 and resolution 23 were passed as ordinary resolutions and resolutions 20, 21, 22 and 24 were

passed as special resolutions.

The authority sought by the Company pursuant to resolution 19 is considered routine for UK listed companies and is in accordance with the UK

Investment Association's share capital management guidelines and prevailing voting guidelines of leading corporate governance agencies applicable to UK listed companies. Given this, the resolution received overwhelming support from our UK investors. However, certain overseas

institutional investors, mainly in South Africa, have not supported this resolution and thus the resolution has been narrowly rejected.

The Company notes that more than 20% of the votes cast on resolution 18 ("To authorise political donations by the Company and its subsidiaries") were against that resolution.

Following the outcome of today's vote, the Company will continue to engage with shareholders to better understand their concerns on both of

these issues and, if possible, allay any such concerns for the future. The Company notes that it had specifically not sought a resolution to disapply

pre-emption rights to address known concerns regarding potentially dilutive share offers. In accordance with the UK Corporate Governance Code,

the Company will provide an update on those discussions in due course.

The results of the poll are set out below.

| Resolution | Number of | % of votes | Number of | % of votes | Total number | % of issued | Number of |
|------------------------|---------------|------------|---------------|---------------|---------------|---------------|-----------|
| Total votes | votes cast | cast "For" | votes cast | cast | of votes cast | share capital | votes |
| Withheld as | "For" the | the | "Against" the | "Against" the | | voted | Withheld |
| a % of | resolution | resolution | resolution | resolution | | | |
| issued share | | | | | | | |
| capital | | | | | | | |
| 1. To receive the 2018 | 1,349,720,704 | 100.00 | 9,858 | 0.00 | 1,349,730,562 | 70.95 | 1,283,610 |
| 0.07 | | | | | | | |
| Report and Accounts | | | | | | | |

| | | | | | | | | |
|---------|---|---------------|--------|------------|------|---------------|-------|----------------|
| 2. 0 | To approve the 5.66 Remuneration Report | 1,203,059,702 | 96.76 | 40,251,195 | 3.24 | 1,243,310,897 | 65.36 | 107,698,99 |
| 3. | To approve the Directors' Remuneration Policy | 1,297,617,373 | 96.61 | 45,590,929 | 3.39 | 1,343,208,302 | 70.61 | 7,803,013 0.41 |
| 4. | To declare a final dividend | 1,350,863,987 | 100.00 | 14,881 | 0.00 | 1,350,878,868 | 71.01 | 132,448 0.01 |
| 5. | To re-elect Paul Feeney as a Director | 1,344,687,196 | 100.00 | 46,739 | 0.00 | 1,344,733,935 | 70.69 | 6,277,381 0.33 |
| 6. | To re-elect Rosemary Harris as a Director | 1,342,493,969 | 99.83 | 2,235,528 | 0.17 | 1,344,729,497 | 70.69 | 6,280,391 0.33 |
| 7. | To re-elect Glyn Jones as a Director | 1,342,444,909 | 99.83 | 2,280,482 | 0.17 | 1,344,725,391 | 70.69 | 6,284,497 0.33 |
| 8. | To re-elect Suresh Kana as a Director | 1,341,019,311 | 99.72 | 3,699,076 | 0.28 | 1,344,718,387 | 70.69 | 6,291,501 0.33 |
| 9. | To re-elect Moira Kilcoyne as a Director | 1,344,681,020 | 100.00 | 42,050 | 0.00 | 1,344,723,070 | 70.69 | 6,286,818 0.33 |
| 10. | To re-elect Jonathan Little as a Director | 1,344,643,755 | 99.99 | 82,148 | 0.01 | 1,344,725,903 | 70.69 | 6,283,985 0.33 |
| 11. | To re-elect Ruth | | | | | | | |

| | | | | | | | | | |
|-----|---|---------------|--------|-------------|-------|---------------|-------|-----------|------|
| | Markland as a Director | 1,342,483,935 | 99.83 | 2,238,075 | 0.17 | 1,344,722,010 | 70.69 | 6,287,878 | 0.33 |
| 12. | To re-elect Paul Matthews as a Director | 1,344,644,424 | 99.99 | 79,639 | 0.01 | 1,344,724,063 | 70.69 | 6,285,825 | 0.33 |
| 13. | To re-elect George Reid as a Director | 1,341,869,808 | 99.79 | 2,854,226 | 0.21 | 1,344,724,034 | 70.69 | 6,285,854 | 0.33 |
| 14. | To re-elect Mark Satchel as a Director | 1,344,433,564 | 99.98 | 288,299 | 0.02 | 1,344,721,863 | 70.69 | 6,286,597 | 0.33 |
| 15. | To re-elect Catherine Turner as a Director | 1,344,682,000 | 100.00 | 43,020 | 0.00 | 1,344,725,020 | 70.69 | 6,284,868 | 0.33 |
| 16. | To re-appoint KPMG LLP as Auditors of the Company | 1,142,208,738 | 84.83 | 204,227,568 | 15.17 | 1,346,436,306 | 70.78 | 4,575,009 | 0.24 |
| 17. | To authorise the Board Audit Committee to determine the Auditors' remuneration | 1,346,308,167 | 99.66 | 4,544,386 | 0.34 | 1,350,852,553 | 71.01 | 157,335 | 0.01 |
| 18. | To authorise political donations by the | 1,016,956,176 | 75.52 | 329,723,994 | 24.48 | 1,346,680,170 | 70.79 | 4,334,002 | 0.23 |

| | | | | | | | | |
|------|---|---------------|-------|-----------|------|---------------|-------|-----------|
| | contract to purchase | | | | | | | |
| 0.24 | | 1,327,224,696 | 99.75 | 3,362,049 | 0.25 | 1,330,586,745 | 69.95 | 4,594,433 |
| | shares in respect of an Odd-lot Offer* | | | | | | | |
| | *Special resolution | | | | | | | |

Notes:

i. As at 6:30pm on 14 May 2019, the time by which shareholders who wanted to vote at the AGM must have been entered on the Company's register of members, the number of issued shares in the Company was 1,902,251,098 ordinary shares. In accordance with the Company's Articles of Association, on a poll every member present in person or by proxy had one vote for every share held.

ii. There were no restrictions on shareholders to cast votes on any of the resolutions proposed at the AGM. Votes withheld are not votes in law and therefore have not been counted in the calculation of the proportion of the votes for or against a resolution.

In accordance with section 695 of the Companies Act 2006, votes cast in respect of shares held by or on behalf of Odd-lot Holders on the First Record Date (both terms as defined in the Notice of AGM) were excluded when determining whether resolution 24 was passed. For technical reasons, in order to effect this, the votes cast in respect of the aggregate number of shares that fall within limb (b) of the definition of "Odd-lots" in the Notice of AGM were deducted from their votes cast in favour of the resolution. For information purposes only, the unadjusted number of votes cast in favour of the resolution was 1,343,055,537.

iii. All percentages are shown to two decimal places.

Pursuant to UK Listing Rule 9.6.2R, copies of all resolutions, other than those concerning ordinary business, passed at the AGM today have been

submitted to the National Storage Mechanism and will shortly be available to view at <http://www.morningstar.co.uk/uk/NSM>.

The poll results and a webcast of the AGM will also be available to view shortly on the Company's website at quilter.com/agm.

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About Quilter plc:

Quilter plc is a leading wealth management business in the UK and internationally, helping to create prosperity for the generations of today and

tomorrow.

Quilter plc oversees £114.9 billion in investments (as at 31 March 2019).

It has an adviser and customer offering spanning: financial advice; investment platforms; multi-asset investment solutions; and discretionary fund management.

The business is comprised of two segments: Advice and Wealth Management and Wealth Platforms.

Advice and Wealth Management encompasses the financial planning network, Intrinsic; Quilter Private Client Advisers; the discretionary fund management business, Quilter Cheviot; and Quilter Investors, the Multi-asset investment solutions business. Wealth Platforms includes the Old Mutual Wealth UK Platform; Old Mutual International, including AAM Advisory in Singapore; and the Old Mutual Wealth Heritage life assurance business.

The Quilter plc businesses are being re-branded to Quilter over a period of approximately two years:

- The Multi-asset business is now Quilter Investors
- Intrinsic to Quilter Financial Planning
- The private client advisers business is now Quilter Private Client Advisers
- The UK Platform to Quilter Wealth Solutions
- The International business to Quilter International
- The Heritage life assurance business to Quilter Life Assurance
- Quilter Cheviot will retain its name.

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