



## Form of Proxy – Old Mutual plc Annual General Meeting 2012

Please read the Notes overleaf before completing this form. This form is for use only by registered or certificated shareholders. Shareholders who have dematerialised or immobilised their shareholdings through State should use a Voting Instruction Form (see Note f overleaf) instead. This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different (i) account holders or (ii) uniquely designated accounts. Neither the Company nor its registrars accepts any liability for any instruction that does not comply with these conditions.

- 1 I/We appoint the Chairman\* as my/our proxy to attend, speak and vote on a poll on my/our behalf at the Annual General Meeting of Old Mutual plc to be held in the Presentation Suite, 2nd Floor, Old Mutual Place, 2 Lambeth Hill, London EC4V 4GG at 11.00 a.m. on Thursday, 10 May 2012 or at any adjournment of such Meeting.

\* If you wish to appoint someone other than the Chairman as your proxy or proxies, please complete section 3 overleaf, which will override the reference to the Chairman above.

- 2 I/We instruct my/our proxy or proxies to vote in the following way:  
(Please mark the appropriate box with an "X" next to each resolution)

### ORDINARY RESOLUTIONS

	For	Against	Vote Withheld
1. To receive and adopt the report and accounts for the year ended 31 December 2011 .....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To declare a final dividend for the year ended 31 December 2011 .....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. (i) To elect Ms N Nyembezi-Heita as a director .....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(ii) To re-elect Mr M Arnold as a director .....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(iii) To re-elect Mr P Broadley as a director .....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(iv) To re-elect Ms E Castillo as a director .....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(v) To re-elect Mr R Edey as a director .....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(vi) To re-elect Mr A Gillespie as a director .....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(vii) To re-elect Mr R Khoza as a director .....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(viii) To re-elect Mr R Marshall as a director .....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(ix) To re-elect Mr B Nqwababa as a director .....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(x) To re-elect Mr P O'Sullivan as a director .....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(xi) To re-elect Mr L Otterbeck as a director .....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(xii) To re-elect Mr J Roberts as a director .....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-appoint KPMG Audit Plc as auditors .....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To authorise the Group Audit Committee to settle the auditors' remuneration .....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To approve the Remuneration Report .....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To grant authority to allot shares.....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

## SPECIAL RESOLUTIONS

	For	Against	Vote Withheld
8. To grant authority to disapply pre-emption rights in allotting certain equity securities and selling treasury shares.....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To grant authority to repurchase shares by market purchase .....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To approve contingent purchase contracts relating to purchases of shares on the JSE Limited and on the Malawi, Namibian and Zimbabwe Stock Exchanges.....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To approve amendments to the Company's Articles of Association .....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. To shorten the notice period required for convening General Meetings .....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Details of all the above resolutions are set out in the accompanying shareholder circular.

- 3 If you wish to appoint a proxy OTHER than the Chairman, please fill in the name(s) of that proxy in BLOCK CAPITALS in the left-hand box below:

Name of proxy:	No. of shares (if less than all):
----------------	-----------------------------------

DO NOT INSERT YOUR OWN NAME. Remember that the person should be someone whom you expect to attend the Annual General Meeting to vote on your behalf. The proxy need not be a shareholder in Old Mutual plc.

Please remember to fill in the instructions in section 2 overleaf and above.

- 4 Please sign and date this form. Please also tick the adjacent box if this proxy appointment is one of multiple appointments being made (see Note a below).

Signature \_\_\_\_\_ Date \_\_\_\_\_ ☐ One of multiple appointments

- 5 Please post this form without delay.

Please return this form of proxy so as to reach the return address printed on the front of this form as soon as possible, and in any event by 11.00 a.m. UK time (12 noon South African time) on 8 May 2012. Forms of proxy received after this time will not be valid.

## NOTES

- Please instruct your proxy how to vote by marking the appropriate box with an "X" next to each resolution. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the right-hand box in section 3 above the number of shares in relation to which they are authorised to act as your proxy. If left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement or that of the designated account for which this form has been issued. Your proxy will have discretion to vote on any resolution on which you have not given specific instructions on how to vote and, unless instructed otherwise, on any other business that may properly come before the Meeting. The "Vote Withheld" option is provided to enable a member to abstain on any particular resolution. However, it should be noted that a "Vote Withheld" is not a vote in law and will not be counted in the calculation of the proportion of the votes "For" and "Against" a resolution.
- To appoint more than one proxy, (an) additional proxy form(s) may be obtained by contacting the Shareholder Information Centre in South Africa at 0861 100 940 (from within South Africa) or +27 11 870 8211 (from outside South Africa) or Computershare Investor Services Plc in the UK at +44 (0)870 707 1212 or by e-mail to [web.queries@computershare.co.uk](mailto:web.queries@computershare.co.uk) or you may photocopy this form. All forms must be signed and should be returned together in the same envelope.
- If you are signing in a representative capacity, either for another person or for an organisation, then, in order for this form to be valid, you must enclose a power of attorney or other written authority that authorises you to sign or a certified copy of such power or written authority. In the case of joint holders, only one need sign. If more than one joint holder votes, whether in person or by proxy, only the most senior shareholder who tenders a vote, whether in person or by proxy, will be counted. For this purpose, seniority is determined by the order in which the shareholders' names appear in the register for that share. In the case of a company, this form of proxy should either be sealed by the company or signed by a director or someone authorised to sign for the company.
- The return of this form will not prevent you from attending the Meeting and voting in person.
- Any alteration or correction made to your vote must be initialled by the signatory or signatories.
- If you have already dematerialised or immobilised your shareholding or dematerialise or immobilise your shareholding through Strate before you submit a proxy vote, you will no longer be reflected in the share register as the registered shareholder and will therefore not be entitled to appoint a proxy, but you may instead submit voting instructions in relation to your shareholding. A Voting Instruction Form may be obtained from the Shareholder Information Centre on the telephone numbers detailed in Note b above.
- If you are a CREST system user (including a CREST personal member) you can appoint one or more proxies or give an instruction to a proxy by having an appropriate CREST message transmitted. To appoint a proxy or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, the CREST message must be received by Computershare (ID number 3RA50) not later than 48 hours before the time appointed for holding the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which Computershare is able to retrieve the message. CREST personal members or other CREST sponsored members should contact their CREST sponsor for assistance with appointing proxies via CREST. For further information on CREST procedures, limitations and system timings, please refer to the CREST Manual. Old Mutual plc may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

## VOTING VIA THE INTERNET

If you would like to submit your form of proxy via the internet, you may do so by accessing our website [www.oldmutual.com](http://www.oldmutual.com). Click on the link "Annual General Meeting" on the home page. The pages that follow will guide you through the process and, once completed, you will receive confirmation of your proxy vote. You will require your unique PIN and Shareholder Reference Number (SRN) printed overleaf (the PIN will expire at the end of the voting period). You can access our website from any computer linked to the internet and the voting process takes place by means of an encrypted internet connection. In order to be valid, votes submitted electronically must be received by 11.00 a.m. UK time on 8 May 2012. Because of the reconciliation processes involved for votes submitted relating to shares on the Company's African registers, the cut-off times for submission of electronic votes for such shares is the close of business on 7 May 2012.