

Company No: 3591559

THE COMPANIES ACT 2006

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PUBLIC COMPANY LIMITED BY SHARES

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**ORDINARY RESOLUTIONS  
OF OLD MUTUAL PLC**

At the General Meeting of Old Mutual plc (the “Company”) duly convened and held on 28 June 2016, the following resolutions were passed:

**ORDINARY RESOLUTIONS**

1. To approve the revised Directors’ Remuneration Policy as set out in Part VIII of this document.
2. That:
  - (a) The Rules of the Old Mutual plc Managed Separation Incentive Plan (the Plan) referred to in the Letter from the Chairman of the Old Mutual plc Remuneration Committee contained in Part II of this document, summarised in Part VII of this document, and produced in draft to this Meeting and for the purposes of identification initialled by the Chairman be approved, and the directors be authorised to make such modifications to the Plan as they may consider necessary for the implementation of the Plan and to adopt the Plan as so modified and do all acts and things necessary to operate the Plan; and
  - (b) The directors be authorised to establish any schedules to the Plan for the benefit of employees outside the UK containing such modifications as may be necessary or desirable to take account of securities laws, exchange control and tax legislation, provided that any Ordinary Shares of the Company made available under such schedules are treated as counting against any limits on individual participation, or overall participation in the Plan.

**C R Campbell**  
Group Company Secretary  
Old Mutual plc