



**FORM OF PROXY – OLD MUTUAL PLC ANNUAL GENERAL MEETING  
TO BE HELD ON 30 APRIL 2018**

Voting ID

Task ID

Shareholder Reference No.

Please read the Notes overleaf before completing this form. This form is for use only by registered or certificated shareholders. If this form has already been personalised, it 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.

- 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 (AGM) of Old Mutual plc to be held in the Presentation Suite, 2nd Floor, Millennium Bridge House, 2 Lambeth Hill, London EC4V 4GG on Monday, 30 April 2018 at 11.00 a.m. 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.

- 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)

<b>ORDINARY RESOLUTIONS</b>	For	Against	Vote Withheld
1. To receive and adopt the report and accounts for the year ended 31 December 2017 .....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. (i) To re-elect Mr M Arnold as a director .....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(ii) To re-elect Ms Z Cruz as a director .....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(iii) To re-elect Mr A Gillespie as a director .....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(iv) To re-elect Ms D Gray as a director .....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(v) To re-elect Mr B Hemphill as a director .....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(vi) To re-elect Ms A Ighodaro as a director .....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(vii) To re-elect Ms I Johnson as a director .....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(viii) To re-elect Mr T Manuel as a director .....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(ix) To re-elect Mr R Marshall as a director .....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(x) To re-elect Mr V Naidoo as a director .....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(xi) To re-elect Mr P O'Sullivan as a director .....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To re-appoint KPMG LLP as auditors .....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To authorise the Group Audit Committee to settle the auditors' remuneration .....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To approve the Directors' Remuneration Report for 2017 (excluding the Directors' Remuneration Policy) .....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To grant authority to allot shares .....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

## SPECIAL RESOLUTIONS

	For	Against	Vote Withheld
7. 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"/>
8. To grant authority to repurchase shares by market purchase .....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. 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"/>

Details of all the above resolutions are set out in the shareholder circular relating to the AGM dated 14 March 2018.

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 AGM 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 applicable return address (see the shareholder circular relating to the AGM for details of return addresses)** as soon as possible, and in any event by 11.00 a.m. UK time on 26 April 2018. 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 referred to on the form, where applicable. 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 Equiniti at 0371 384 2878 (if calling from the UK) or +44 121 415 0833 (if calling from overseas) 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 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 Equiniti (ID number RA19) 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 applied to the message by the CREST Application Host) from which Equiniti 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 through Equiniti's website at [www.sharevote.co.uk](http://www.sharevote.co.uk), where full instructions on the procedure are given. The Voting ID, Task ID and Shareholder Reference Number printed on the Form of Proxy will be required in order to use the electronic proxy appointment system. Alternatively, shareholders who have already registered with Equiniti's online portfolio service, Shareview, can appoint their proxy electronically by logging on to their portfolio at [www.shareview.co.uk](http://www.shareview.co.uk) and then clicking on the link to vote. The on screen instructions give details on how to complete the appointment process. A proxy appointment made electronically will not be valid if sent to any address other than those provided or if received after 11.00 a.m. UK time on 26 April 2018.

