

**THE COMPANIES ACT 2006**  
**PUBLIC COMPANY LIMITED BY SHARES**  
**SPECIAL RESOLUTION**  
**OF**  
**OLD MUTUAL PLC**  
**(PASSED on 25 May 2018)**

At the general meeting of Old Mutual plc (the "Company") duly convened and held at 11.00 a.m. on 25 May 2018 in the Presentation Suite, 2nd Floor, Millennium Bridge House, 2 Lambeth Hill, London, EC4V 4GG, United Kingdom, the following resolution was duly passed as a special resolution of the Company:

**SPECIAL RESOLUTION**

**THAT:**

- I. The Proposals to finalise the Managed Separation, including the Quilter Demerger and, in due course, the Nedbank Unbundling (each as defined and described in the Circular), be and are hereby approved and that the directors of the Company be authorised to take all such action as they may consider necessary or appropriate for carrying the Proposals to finalise the Managed Separation into effect;
- II. With effect from the First Scheme Effective Time (as defined in the first scheme of arrangement dated 20 April 2018 (the "**First Scheme**") between the Company and its Scheme Shareholders (as defined in the First Scheme)), the share premium account of the Company shall be cancelled and the share capital of the Company shall be reduced by:
  - (a) cancelling paid-up capital to the extent of 11<sup>23</sup>/<sub>70</sub> pence upon each of the Scheme Shares (as defined in the First Scheme); and
  - (b) reducing the nominal amount of each of the Scheme Shares to 0.1 pence;
- III. With effect from the passing of this resolution, the Articles of Association of the Company be altered to change the heading of Article 124 to "Capitalisation of Reserves and Demergers" and by the adoption and inclusion of the following new Articles 124A and 125:

**"124A DEMERGERS**

The Company can, in order to effect a demerger of part of its undertaking, transfer specified assets of the Company (including some or all of the Company's holding of shares in one or more of its subsidiaries) to the Company's shareholders for no consideration, or to a company which issues shares to the Company's shareholders in consideration, otherwise than by way of declaring a dividend in a specified amount pursuant to Article 113 or 114 and paying it pursuant to Article 122, subject to the following:

- (A) the transfer of assets must be recommended by the Directors;
- (B) the shareholders must pass a special resolution to approve the transfer and cannot change the terms of the transfer; and

(C) the transfer must be on terms that comply with applicable legal requirements, including (if relevant) as to the maintenance of capital. Where the Company reduces its capital in order to effect the transfer, it may in addition use other reserves in order to make up the balance (if any) of reserves required to be applied.

## 125 SETTLEMENT OF DIFFICULTIES IN DISTRIBUTION OR DEMERGER

If any difficulty arises in connection with the distribution of any capitalised reserve or fund, or on any demerger pursuant to Article 124A, the directors can settle the matter as they think fit. In particular, they can issue certificates for a fraction of a share or authorise someone to sell any fractions, or they can ignore fractions altogether. They can also decide the value of any assets to be transferred, determine the allocation of any such assets, transfer ownership of the assets to trustees or nominees and/or provide that cash payments are made to some shareholders in order to adjust what each shareholder receives in line with his entitlement."

IV. The transfer by the Company of 86.6% of the total issued share capital of Quilter plc to the shareholders of the Company, to effect the Quilter Demerger (as defined in the document of which this Notice forms part), be approved pursuant to the new Article 124A adopted pursuant to paragraph (III) above, such transfer to take effect subject to and forthwith upon Quilter Admission (as defined in the document of which this Notice forms part) upon the terms set out in the First Scheme;

V. For the purpose of giving effect to the First Scheme and the second scheme of arrangement dated 20 April 2018 (the "**Second Scheme**") between the Company and its Scheme Shareholders (as defined in the Second Scheme), a print of each of which has been produced to this meeting and for the purposes of identification signed by the chairman thereof, each in its original form or subject to any modification, addition or condition agreed by the Company and, if applicable, Quilter in the case of the First Scheme, and agreed by the Company and Old Mutual Limited in the case of the Second Scheme, and in each case approved or imposed by the Court:

- (a) the directors of the Company be authorised to take all such action as they may consider necessary or appropriate for carrying the First Scheme and the Second Scheme into effect;
- (b) with effect from the Reclassification Effective Time (as defined in the First Scheme), any Scheme Share (as defined in the First Scheme) the holding of which is entered only on the main register of members of the Company held in the United Kingdom and not on any branch register at the First Scheme and Demerger Record Time (as defined in the First Scheme), other than those registered in the name of Euroclear Sweden AB, shall be reclassified into an A Ordinary Share;
- (c) with effect from the reclassification referred to in paragraph (b) above, the Articles of Association of the Company be amended by the adoption and insertion of the following new Article 10A:

### **"10A SHARE CAPITAL**

- (A) The share capital of the Company is divided into ordinary shares of 0.1 pence each ("**Ordinary Shares**"), A ordinary shares of 0.1 pence each ("**A Ordinary Shares**") and a deferred share of 10 pence.
- (B) The Ordinary Shares and the A Ordinary Shares shall rank equally with each other, as if they were the same class of shares in all respects, and the rights attaching to such shares shall be

identical, save that upon the implementation of the second scheme of arrangement dated 20 April 2018 (the “**Second Scheme**”) between the Company and the holders of its Scheme Shares (as defined in the Second Scheme) (in its original form or with or subject to any modification, addition or condition approved or imposed by the Court and agreed by Old Mutual Limited and the Company):

- (i) each A Ordinary Share shall be cancelled pursuant to the provisions of the Second Scheme, with the reserve arising as a result of such cancellation being used to pay up new ordinary shares in the Company to be issued to Old Mutual Limited pursuant to the provisions of the Second Scheme; and
- (ii) each Ordinary Share shall be transferred to Old Mutual Limited pursuant to the provisions of the Second Scheme.”,

provided that if the reduction of capital referred to in paragraph (d) below does not become effective by 6.00 p.m. on the tenth business day following the reclassification referred to in paragraph (b) above becoming effective or such earlier or later time and date as the Company may announce through a Regulatory Information Service (as defined in the Listing Rules of the Financial Conduct Authority), the reclassification referred to in paragraph (b) above shall be reversed and the A Ordinary Shares shall revert to ordinary shares of 0.1 pence each, and the new Article 10A adopted and inserted pursuant to this paragraph (c) shall be deleted from the Articles of Association of the Company;

- (d) subject to the reclassification referred to in paragraph (b) above taking effect and the requisite entries having been made in the register of members of the Company, the share capital of the Company be reduced by cancelling and extinguishing the A Ordinary Shares (as defined in the Second Scheme);
- (e) subject to and forthwith upon the reduction of capital referred to in paragraph (d) above taking effect and notwithstanding anything to the contrary in the Articles of Association of the Company:
  - (i) the reserve arising in the books of account of the Company as a result of the reduction of capital referred to in paragraph (d) above be capitalised and applied in paying up in full at par such number of new ordinary shares of 0.1 pence each in the capital of the Company (“**Ordinary Shares**”) as shall be equal to the number of A Ordinary Shares cancelled pursuant to paragraph (d) above, and such new Ordinary Shares be allotted and issued credited as fully paid to Old Mutual Limited; and
  - (ii) the directors of the Company be generally and unconditionally authorised pursuant to and in accordance with section 551 of the Companies Act 2006 to allot the new Ordinary Shares referred to in paragraph (e)(i) above, provided that (1) the maximum aggregate nominal amount of the shares which may be allotted under this authority shall be the aggregate nominal amount of the said new Ordinary Shares created pursuant to paragraph (e)(i) above, (2) this authority shall expire on the fifth anniversary of the date of this resolution, and (3) this authority shall be in addition and without

prejudice to any other authority under the said section 551 previously granted and in force on the date on which this resolution is passed; and

(f) with effect from and subject to the issue of the new Ordinary Shares pursuant to paragraph (e) above, the Articles of Association of the Company be amended by the deletion of the new Article 10A referred to in paragraph (c) above;

VI. With effect from the passing of this resolution, the Articles of Association of the Company be amended by the adoption and inclusion of the following new Articles 137, 138 and 139:

#### **"SCHEMES OF ARRANGEMENT"**

137 In this Article, Article 138 and Article 139, the "**First Scheme**" means the first scheme of arrangement dated 20 April 2018 between the Company and its Scheme Shareholders (as defined in the First Scheme) and the "**Second Scheme**" means the second scheme of arrangement dated 20 April 2018 between the Company and its Scheme Shareholders (as defined in the Second Scheme) each under Part 26 of the Companies Act 2006 and each in its original form or with or subject to any modification, addition or condition approved or imposed by the Court and agreed by the Company and, if applicable, Quilter in the case of the First Scheme, and agreed by the Company and Old Mutual Limited in the case of the Second Scheme and (save as defined in this Article) expressions defined in the First Scheme or the Second Scheme shall have the same meanings in this Article, Article 138 and Article 139.

138 (A) If, in respect of any holder of Scheme Shares with a registered address in a jurisdiction outside the United Kingdom, the United States, South Africa, Namibia, Zimbabwe, Malawi or whom the Company reasonably believes to be a citizen, resident or national of a jurisdiction outside the United Kingdom, the United States, South Africa, Namibia, Zimbabwe or Malawi, the Company is advised that the distribution of shares in Quilter ("**Quilter Shares**") or the allotment and issue of shares in Old Mutual Limited ("**Old Mutual Limited Shares**") to such holder would or may infringe the laws of such jurisdiction or would or may require the Company, Quilter or Old Mutual Limited to comply with any governmental or other consent or any registration, filing or other formality with which the Company, Quilter or Old Mutual Limited is unable to comply or compliance with which the Company regards as unduly onerous then, if the Company (in its sole discretion) so elects immediately prior to the First Scheme and Demerger Record Time, all Scheme Shares which are held by such holder shall be transferred to a person nominated by the Company and resident in the United Kingdom (the "**Interim Holder**") for the benefit of such holder. Upon the Quilter Demerger, the First Scheme and the Second Scheme becoming fully effective, the Interim Holder shall receive Quilter Shares and Old Mutual Limited Shares on behalf of such holder of Scheme Shares.

(B) If the advice referred to in paragraph (A) above relates only to either the Quilter Shares or the Old Mutual Limited Shares, but not to both, then the Interim Holder shall transfer the shares to which such restriction does not

relate to the relevant Scheme Shareholder as soon as practicable following the Second Scheme Effective Time.

- (C) All Quilter Shares and Old Mutual Limited Shares transferred or issued to the Interim Holder other than those referred to in paragraph (B) above shall, as soon as practicable following the Second Scheme Effective Time, be sold.
- (D) Any sale under paragraph (C) above shall be carried out at the best price which can reasonably be obtained at the time of sale and the net proceeds of such sale (after the deduction of all expenses and commissions incurred in connection with such sale, including any value added tax payable on the proceeds of sale) shall be paid to the relevant Scheme Shareholder by sending a cheque after the Interim Holder receives such proceeds. Such payment shall be in full satisfaction of the rights of such Scheme Shareholder to receive Quilter Shares or Old Mutual Limited Shares (as applicable).
- (E) To give effect to any transfer or sale pursuant to this Article, the Interim Holder shall be authorised as attorney or agent on behalf of the Scheme Shareholder concerned and shall be authorised to execute and deliver as transferor form(s) of transfer or other instrument(s) or instruction(s) of transfer and to give such instructions and to do all other things which he or she may consider necessary or expedient in connection with any such transfer or sale. In the absence of bad faith or wilful default, neither the Company, nor the Interim Holder, shall have any liability for any determination made pursuant to this Article or for any loss or damage arising as a result of the timing or terms of any transfer or sale pursuant to this Article.

139 (A) Notwithstanding any other provision of these Articles, if the Company issues any Ordinary Shares (other than to Old Mutual Limited or its nominee(s)) after the adoption of this Article and before the First Scheme and Demerger Record Time, such shares shall be issued subject to the terms of the First Scheme and the Second Scheme (and shall be Scheme Shares for the purposes thereof) and the holders of such shares shall be bound by the First Scheme and the Second Scheme accordingly.

(B) Subject to the First Scheme and the Second Scheme becoming effective, if any Ordinary Shares are issued to any person (a "**New Member**") (other than under the Second Scheme or to Old Mutual Limited or its nominee(s)) at or after the Second Scheme Effective Time (the "**Post-Scheme Shares**"), they shall be immediately transferred to Old Mutual Limited (or as it may direct) in consideration of (subject as hereinafter provided) the allotment and issue or transfer to the New Member of such number of Old Mutual Limited Shares (the "**Consideration Shares**") as is equal to the number of Post-Scheme Shares issued to such New Member, provided that if, in respect of any New Member with a registered address in a jurisdiction outside the United Kingdom, South Africa, Namibia, Zimbabwe or Malawi or whom the Company reasonably believes to be a citizen, resident or national of a jurisdiction outside the United Kingdom, South Africa, Namibia, Zimbabwe or Malawi, the Company is advised that the

allotment and/or issue or transfer of Consideration Shares pursuant to this Article would or may infringe the laws of such jurisdiction or would or may require the Company and/or Old Mutual Limited to comply with any governmental or other consent or any registration, filing or other formality with which the Company and/or Old Mutual Limited is unable to comply or compliance with which the Company and/or Old Mutual Limited regards as unduly onerous, the Company may, in its sole discretion, determine that such Consideration Shares shall be sold or a cash amount equal to the value of the Consideration Shares shall be paid to the New Member. In the event that the Consideration Shares are to be sold, the Company shall appoint a person to act as attorney or agent for the New Member pursuant to this Article and such person shall be authorised on behalf of such New Member to procure that any shares in respect of which the Company has made such determination shall, as soon as practicable following the allotment, issue or transfer of such shares, be sold, including being authorised to execute and deliver as transferor form(s) of transfer or other instrument(s) or instruction(s) of transfer on behalf of the New Member. The net proceeds of such sale (after the deduction of all expenses and commissions incurred in connection with such sale, including any value added tax payable on the proceeds of sale), or the cash amount equal to the value of the Consideration Shares, shall be paid to the persons entitled thereto in due proportions as soon as practicable, save that any fractional cash entitlements shall be rounded down to the nearest whole penny.

- (C) The Consideration Shares allotted and issued or transferred to a New Member pursuant to paragraph (B) of this Article shall be credited as fully paid and shall rank equally in all respects with all other fully paid Old Mutual Limited Shares in issue at that time (other than as regards any dividend or other distribution payable by reference to a record date preceding the date of allotment or transfer).
- (D) On any reorganisation of, or material alteration to, the share capital of either the Company or Old Mutual Limited (including, without limitation, any subdivision and/or consolidation) effected after the Second Scheme Effective Time, the number of Consideration Shares to be allotted and issued or transferred to a New Member for each Post-Scheme Share pursuant to paragraph (B) of this Article may be adjusted by the Directors of the Company in such manner as the auditors of the Company may determine to be appropriate to reflect such reorganisation or alteration. References in this Article to Ordinary Shares shall, following such adjustment, be construed accordingly.
- (E) To give effect to any transfer of Post-Scheme Shares, the Company may appoint any person as attorney or agent for the New Member to transfer the Post-Scheme Shares to Old Mutual Limited and/or its nominee(s) and do all such other things and execute and deliver all such documents as may in the opinion of the attorney or agent be necessary or desirable to vest the Post-Scheme Shares in Old Mutual Limited or its nominee(s) and pending such vesting to exercise all such rights attaching to the Post-Scheme Shares as Old Mutual Limited may direct. If an attorney or agent is so appointed, the New Member shall not thereafter (except to the extent

that the attorney or agent fails to act in accordance with the directions of Old Mutual Limited) be entitled to exercise any rights attaching to the Post-Scheme Shares unless so agreed by Old Mutual Limited. The attorney or agent shall be empowered to execute and deliver as transferor form(s) of transfer or other instrument(s) or instruction(s) of transfer on behalf of the New Member in favour of Old Mutual Limited and/or its nominee(s) and the Company may give a good receipt for the consideration for the Post-Scheme Shares and may register Old Mutual Limited and/or its nominee(s) as holder thereof and issue to it certificates for the same. The Company shall not be obliged to issue a certificate to the New Member for the Post-Scheme Shares. Old Mutual Limited shall, subject to paragraph (B) of this Article, allot and issue or transfer the Consideration Shares to the New Member within five business days of the issue of the Post-Scheme Shares to the New Member.”;

**VII. With effect from the passing of this resolution:**

(a) the Articles of Association of the Company be altered to include the rights attaching to a Deferred Share of 10 pence by the adoption and inclusion of the following new Article 140:

**“140 DEFERRED SHARE**

The Deferred Share of 10 pence shall have all the rights of an ordinary share, save that:

- (i) the holder of the Deferred Share shall not be entitled to receive a dividend or other distribution or to have any other right to participate in the profits of the Company;
- (ii) the holder of the Deferred Share shall have no right to attend or vote at any general meeting of the Company;
- (iii) on a return of capital on winding-up of the Company, the holder of the Deferred Share shall be entitled, subject to the payment to the holders of all other classes of shares of the amount paid up or credited as paid up on such shares, to repayment of the amount paid up or credited as paid up on the Deferred Share, but shall have no further or other right to participate in the assets of the Company; and
- (iv) the Company may repurchase the Deferred Share for no consideration at any time.”;

(b) the Directors be generally and unconditionally authorised pursuant to and in accordance with section 551 of the Companies Act 2006 to allot the said Deferred Share provided that (1) this authority shall expire on the fifth anniversary of the date of this resolution and (2) this authority shall be in addition and without prejudice to any authority under the said section 551 previously granted and in force on the date on which this resolution is passed; and

(c) pursuant to and during the period of the said authority the Directors be empowered to allot the said Deferred Share wholly for cash as if section 561(1) of the said Act did not apply to any such allotment;

VIII. Conditional upon the Second Scheme becoming effective, the Ordinary Shares of 0.1 pence each in the capital of the Company be delisted from the premium listing segment of the UK Official List, the main board of the Johannesburg Stock Exchange and the lists of the Namibian Stock Exchange, the Zimbabwe Stock Exchange and the Malawi Stock Exchange (each as such terms are defined the document of which this Notice forms part).



**C R Campbell**

Group Company Secretary

Old Mutual plc

Dated: 25 May 2018