



# Extraordinary General Meeting

6 July 2005

# Resolution 1

To approve and adopt the OMSA  
Broad-Based Employee Share Plan

Poll Votes Cast

• In Favour	1,900,898,195
• Against	9,243,123
• % in Favour	99.52%
• Abstentions marked on proxy cards received	108,926,885



## Resolution 2

To approve and adopt the OMSA Senior Black Management Share Plan

Poll Votes Cast

• <b>In Favour</b>	<b>1,899,513,924</b>
• <b>Against</b>	<b>10,382,957</b>
• <b>% in Favour</b>	<b>99.46%</b>
• Abstentions marked on proxy cards received	109,172,222

## Resolution 3

To approve and adopt the OMSA  
Management Incentive Share Plan

Poll Votes Cast

• In Favour	1,867,060,973
• Against	9,580,903
• % in Favour	99.49%
• Abstentions marked on proxy cards received	142,428,327

## Resolution 4

Authority to allot relevant securities up to an aggregate nominal amount of £23.07 million for the purposes of the Company's BEE proposals

### Poll Votes Cast

• In Favour	1,891,807,779
• Against	18,490,972
• % in Favour	99.03%

• Abstentions marked on proxy cards received	108,770,752
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# Resolution 5 - Special Resolution

Authority to allot equity securities  
for cash up to a maximum nominal aggregate  
amount of £23.07 million in connection with the  
Company's BEE proposals

## Poll Votes Cast

• In Favour	1,893,084,590
• Against	8,238,857
• % in Favour	99.57%
• Abstentions marked on proxy cards received	117,741,456

# Resolution 6 - Special Resolution

To approve the BEE proposals of each of the Company, Nedbank Group Limited and Mutual & Federal Insurance Company Limited and to make certain consequential changes to the Company's Memorandum and Articles of Association and the rules of the Old Mutual Group Share Incentive Scheme

## Poll Votes Cast

• In Favour	1,900,403,315
• Against	9,400,921
• % in Favour	99.51%
• Abstentions marked on proxy cards received	109,265,967



# Court Meeting

6 July 2005



# Court Meeting Resolution

That the scheme of arrangement between the Company and the scheme shareholders, a copy of which has been produced to this meeting and signed for the purpose of identification by me as Chairman, be and the same is hereby approved

## Poll Votes Cast

• In Favour	1,889,305,538
• Against	7,651,422
• % in Favour	99.60%