



Old Mutual Limited

(Incorporated in the Republic of South Africa)
(Registration number: 2017/235138/06)
JSE Share Code: OMU
LSE Share Code: OMU
MSE Share Code: OMU
NSX Share Code: OMM
ZSE Share Code: OMU
ISIN: ZAE000255360
("Company")

Form of Proxy - for use by certificated shareholders and dematerialised shareholders with "own-name" registration only

For use at the Annual General Meeting (AGM), to be held by way of electronic communication in terms of section 63(2)(a) of the Companies Act, 71 of 2008, as amended, at 09:00 SA time on Friday, 21 May 2021 or at any adjournment of such meeting. For further details on how to participate in the AGM by way of electronic communication, please refer to the notice of AGM.

If you are a Dematerialised Shareholder without "own-name" registration, you must not complete this form of proxy but must contact your CSDP or Broker who will furnish you with the necessary Letter of Representation to attend the AGM or to be represented thereat by proxy. This must be done in accordance with the custody agreement between you and your CSDP or Broker.

I/We (full names in BLOCK LETTERS please)

of (address)

Telephone number

Cell phone number

E-mail address

being the registered holder(s) of: [] Certificated Shares or Dematerialised Shares with "own name" registration do hereby appoint:

1. [] or failing him/her

2. [] or failing him/her

3. the chairperson of the annual general meeting.

as my/our proxy to vote for me/us on my/our behalf at the AGM which will be held for the purpose of considering and, if deemed fit, adopting with our with modification, the resolutions to be proposed thereat and at each adjournment thereof and to vote for and/or against the said resolutions and/or to abstain from voting in respect of the shares registered in mu/our name(s), in accordance with the following instructions (see notes):

Ordinary Resolutions

Ordinary Resolution 1 - To receive and adopt the consolidated audited annual financial statements for the Company and its subsidiaries for the year ended 31 December 2020

For Against Abstain

[] [] []

Ordinary Resolution 2 - Election and re-election of directors

Ordinary Resolution 2.1 - To re-elect Trevor Manuel as a director of the Company

[] [] []

Ordinary Resolution 2.2 - To re-elect Itumeleng Kgaboesele as a director of the Company

[] [] []

Ordinary Resolution 2.3 - To re-elect Marshall Rapiya as a director of the Company

[] [] []

Ordinary Resolution 2.4 - To elect Brian Armstrong as a director of the Company

[] [] []

Ordinary Resolution 2.5 - To elect Olufunke Ighodaro as a director of the Company

[] [] []

Ordinary Resolution 2.6 - To elect Jaco Langner as a director of the Company

[] [] []

Ordinary Resolution 2.7 - To elect Nomkhitha Nqweni as a director of the Company

[] [] []

Ordinary Resolution 3 - Election of Audit committee members

Ordinary Resolution 3.1 - To elect Olufunke Ighodaro as a member of the Audit committee

[] [] []

Ordinary Resolution 3.2 - To elect Itumeleng Kgaboesele as a member of the Audit committee

[] [] []

Ordinary Resolution 3.3 - To elect Jaco Langner as a member of the Audit committee

[] [] []

Ordinary Resolution 3.4 - To elect John Lister as a member of the Audit committee

[] [] []

Ordinary Resolution 3.5 - To elect Nosipho Molohe as a member of the Audit committee

[] [] []

Ordinary Resolution 3.6 - To elect Nomkhitha Nqweni as a member of the Audit committee

[] [] []

Ordinary Resolution 4 - Appointment of Auditors

Ordinary Resolution 4.1 - To reappoint Deloitte & Touche as joint independent auditors until the conclusion of the next AGM of the company

[] [] []

Ordinary Resolution 4.2 - To reappoint KPMG Inc. as joint independent auditors until the conclusion of the next AGM of the Company

[] [] []

Ordinary Resolution 5 - Non-binding advisory votes

Ordinary Resolution 5.1 - Non-binding advisory vote on the Company's remuneration policy

[] [] []

Ordinary Resolution 5.2 - Non-binding advisory vote on the Company's remuneration implementation report

[] [] []

Ordinary Resolution 6 - To authorise any director or the Group Company Secretary to implement the ordinary resolutions above as well as the special resolutions to follow

[] [] []



For Against Abstain

Special Resolutions

Special Resolution 1 – To approve the remuneration payable to non-executive directors

Special Resolution 2 – To grant general authority to acquire the Company's own ordinary shares

Special Resolution 3 – To approve the provisions of financial assistance to subsidiaries and other related and inter-related entities and to directors, prescribed officers and other persons participating in share or other employee incentive schemes

Insert an "X" in the relevant spaces above according to how you wish your votes to be cast. However, if you wish to cast your votes in respect of a lesser number of shares than you own in the Company, insert the number of shares which you design to vote (see note 3).

This proxy shall be valid only for the annual general meeting of shareholders of the Company to be held on **Friday, 21 May 2021** and any adjournment thereof.

Signed at _____ on _____ 2021

Signature _____

Assisted by me (where applicable)
(state capacity and full name) _____

Notes

- Each shareholder is entitled to appoint one or more proxies (none of whom need to be a shareholder) to attend, speak and vote in place of that shareholder at the annual general meeting.
- A shareholder may insert the name of a proxy or the names of two alternative proxies of the shareholder's choice in the space(s) provided with or without deleting the chairperson of the annual general meeting, but the shareholder must initial any such deletion. The person whose name stands first on the form of proxy and who is present at the annual general meeting will be entitled to act as proxy to the exclusion of those whose names follow.
- A shareholder's instructions to the proxy must be indicated by the insertion of the relevant number of votes exercisable by the shareholder in the appropriate box provided or an "X" should the shareholder with the proxy to exercise all votes. Failure to comply with the above will be deemed to authorise and direct the chairperson of the annual general meeting if the chairperson is the authorised proxy, to vote or abstain from voting at the annual general meeting as the chairperson deems fit, or any other proxy to vote or abstain from voting at the annual general meeting as he/she deems fit, in respect of all the votes of the shareholder exercisable at the annual general meeting.
- For administrative purposes, it is requested that forms of proxy be lodged with the Company's transfer secretaries, JSE Investor Services Proprietary Limited, 13th Floor, 19 Ameshoff Street, Braamfontein, Johannesburg, 2001, South Africa, or posted to the Company's transfer secretaries at PO Box 10462, Johannesburg, 2001, South Africa or by making use of the return address information provided on the first page of the form of proxy so as to be received by them by no later than 08.00 SA time on Wednesday, 19 May 2021. If you hold shares in own name registration, please return this form to your CSDP in accordance with the time stipulated by your CSDP.
- The completion and lodging of this form of proxy will not preclude the relevant shareholder from attending the annual general meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof, should such shareholder wish to do so.
- The chairperson of the annual general meeting may accept or reject any form of proxy not completed and/or received in accordance with these notes or with the Company's Memorandum of Incorporation.
- Any alternation or correction made to this form of proxy must be initialled by the signatory/ies.
- Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity (e.g. for a company, close corporation, trust, pension fund, deceased estate, etc.) must be attached to this form of proxy, unless previously recorded by the Company or the Transfer Secretaries.
- Where this form of proxy is signed under power of attorney, such power of attorney must accompany this form of proxy, unless it has been registered by the Company or the Transfer Secretaries or waived by the chairperson of the annual general meeting.
- Where there are joint registered shareholders, any one of such persons may exercise all of the voting rights attached to that share at any meeting, either personally or by proxy, as if he were solely entitled thereto. If more than one of such joint holders are present at any meeting, personally or by proxy, that person present whose name stands first in the Securities Register in respect of such share shall alone be entitled to vote in respect of that share.
- A minor shareholder must be assisted by his/her parent/guardian, unless the relevant documents establishing his/her legal capacity are produced or have been registered by the Company or the Transfer Secretaries.
- Dematerialised shareholders who do not own shares in "own-name" dematerialised form and who wish to attend the annual general meeting, or to vote by way of proxy, must contact their CSDP or Broker who will furnish them with the necessary Letter of Representation to attend the annual general meeting or to be represented thereat by proxy. This must be done in terms of the agreement between the shareholder and his/her CSDP or Broker.
- This form of proxy shall be valid at any resumption of an adjourned meeting if it could not have been used at the annual general meeting from which it was adjourned for any reason other than it was not lodged timeously for the meeting from which the adjournment took place. This form of proxy shall, in addition to the authority conferred by the Companies Act except insofar as it provides otherwise, be deemed to confer the power generally to act at the annual general meeting in question, subject to specific direction contained in this form of proxy as to the manner of voting.
- The revocation of a proxy appointment constitutes a complete and final cancellation of the proxy's authority to act on behalf of the shareholder as of the later of the date:
 - stated in the revocation instrument, if any; or
 - upon which the revocation instrument is delivered to the proxy and the relevant company as required in section 58(4)(c)(ii) of the Companies Act.
- A vote in accordance with the terms of an instrument of proxy shall be valid notwithstanding the death or mental disorder of the principal or revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given, provided that no notification in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the Transfer Secretaries before the commencement of the meeting or adjourned meeting at which the proxy is used.
- Any proxy appointed pursuant to this form of proxy may not delegate his/her authority to act on behalf of the relevant shareholder.
- In terms of section 58 of the Companies Act, unless revoked, an appointment of a proxy pursuant to this form of proxy remains valid only until the end of the annual general meeting or any adjournment of the annual general meeting.
- Summary of rights within the meaning of section 58 of the Companies Act:**
 - A shareholder may, at any time and in accordance with the provisions of section 58 of the Companies Act, appoint any individual (including an individual who is not a shareholder) as a proxy to participate in, speak and vote at a meeting of shareholders on behalf of such shareholder.
 - A shareholder may appoint two or more persons concurrently as proxies, and may appoint more than one proxy to exercise voting rights attached to different securities held by the shareholders.
 - A proxy may delegate his/her authority to act on behalf of a shareholder to another person, subject to any restriction set out in the instrument appointing such proxy (please refer to item 16 in the notes above).
 - Irrespective of the form of instrument used to appoint a proxy, the appointment of a proxy is suspended at any time and to the extent that the relevant shareholder chooses to act directly and in person in the exercise of any of such shareholders rights as a shareholder.
 - Any appointment by a shareholder of a proxy is revocable, unless the form of instrument used to appoint such proxy states otherwise.
 - If an appointment of a proxy is revocable, a shareholder may revoke the proxy appointment by (i) cancelling it in writing, or making a later inconsistent appointment of a proxy; and (ii) delivering a copy of the revocation instrument to the proxy and to the relevant company.
 - A proxy appointed by a shareholder is entitled to exercise, or abstain from exercising, any voting right of such shareholder without direction, except to the extent that the relevant company's memorandum of incorporation, or the instrument appointing the proxy, provides otherwise.
 - If the instrument appointing a proxy or proxies has been delivered by a shareholder to the Company, then, for so long as that appointment remains in effect, any notice that is required in terms of the Companies Act, or the company's memorandum of incorporation to be delivered to a shareholder must be delivered by such company to:
 - the relevant shareholder; or
 - the proxy or proxies, if the relevant shareholders has: (i) directed the company to do so, in writing; and (ii) paid any reasonable fee charged by the company for doing so.