



You can submit your instruction electronically at [www.sharevote.co.uk](http://www.sharevote.co.uk) using the numbers below:

Voting ID

Task ID

Shareholder Reference No.

## Form of Proxy – Old Mutual Limited Annual General Meeting to be held on 26 May 2023

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 Limited to be held by way of electronic communication in terms of section 63(2)(b) of the Companies Act, 71 of 2008, as amended, at **10:00 SA time on Friday, 26 May 2023** 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.
- I/We instruct the nominees to vote in the following way:  
(Please mark the appropriate box with an "X" next to each resolution)

### Ordinary Resolutions

For Against Abstain

#### Ordinary Resolution 1 – Re-election of directors

Ordinary Resolution 1.1 – To re-elect Brian Armstrong as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Ordinary Resolution 1.2 – To re-elect Albert Essien as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Ordinary Resolution 1.3 – To re-elect Olufunke Ighodaro as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Ordinary Resolution 1.4 – To re-elect James Mwangi as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Ordinary Resolution 1.5 – To re-elect Stewart van Graan as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

#### Ordinary Resolution 2 – Election of Audit committee members

Ordinary Resolution 2.1 – To elect Olufunke Ighodaro as a member of the Audit committee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Ordinary Resolution 2.2 – To elect Itumeleng Kgaboesele as a member of the Audit committee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Ordinary Resolution 2.3 – To elect Jaco Langner as a member of the Audit committee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Ordinary Resolution 2.4 – To elect John Lister as a member of the Audit committee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Ordinary Resolution 2.5 – To elect Nomkhita Nqweni as a member of the Audit committee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

#### Ordinary Resolution 3 – Re-appointment of Auditors

Ordinary Resolution 3.1 – To re-appoint Deloitte & Touche as joint independent auditors until the conclusion of the next AGM of the company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Ordinary Resolution 3.2 – To re-appoint Ernst & Young Inc. as joint independent auditors until the conclusion of the next AGM of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

#### Ordinary Resolution 4 – Non-binding advisory votes

Ordinary Resolution 4.1 – Non-binding advisory vote on the Company's Remuneration Policy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Ordinary Resolution 4.2 – Non-binding advisory vote on the Company's Remuneration Implementation Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

### Special Resolutions

Special Resolution 1 – To approve the remuneration payable to non-executive directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Special Resolution 2 – To grant general authority to acquire the Company's own ordinary shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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	<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 **25 April 2023**.

3. If you wish to appoint a proxy OTHER than the Chairman, please fill in the name(s) of that proxy in BLOCK LETTERS, 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 of Old Mutual Limited.

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 **09.00 UK time on 24 May 2023**. Forms of proxy received after this time will not be valid.

### Notes

- a) 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 "Abstain" option is provided to enable a member to abstain on any particular resolution. However, it should be noted that a "Abstain" is not a vote in law and will not be counted in the calculation of the proportion of the votes "For" or "Against" a resolution.
- b) To appoint more than one proxy (an) additional proxy form(s) may be obtained by contacting Equiniti on +44 (0)371 384 2878 (if calling from the UK) or +44 (0)371 384 2878 (if calling from overseas) or you may photocopy this form. All forms must be signed and should be returned together in the same envelope.
- c) 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 of 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.
- d) The return of this form will not prevent you from attending the meeting and voting in person.
- e) Any alteration or correction made to your vote must be initialled by the signatory or signatories.
- f) Any proxy appointed pursuant to this form of proxy may not delegate his/her authority to act on behalf of the relevant shareholder.

### 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 services, 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. The proxy appointment made electronically will not be valid if sent to any address other than those provided or if received after **09.00 UK time on Wednesday, 24 May 2023**.

#### 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 f) 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.

