

# NEWS RELEASE

Old Mutual plc

Ref 224/18

26 June 2018

## **FOR THE INFORMATION OF HOLDERS OF QUILTER SHARES REGISTERED IN THE NAME OF THE STRATE NOMINEE ON BEHALF OF THE SOUTH AFRICAN NOMINEE**

### **FRACTIONAL ENTITLEMENTS IN RESPECT OF THE QUILTER PLC (QUILTER) DEMERGER**

#### **Background**

Old Mutual plc Shareholders are referred to the circular published by Old Mutual plc ("Old Mutual") on 20 April 2018 (the "Circular") and the announcement published by Old Mutual on the same day, wherein Old Mutual plc Shareholders were advised that the Quilter Demerger will be implemented by way of a Demerger Distribution, through the transfer of 86.6% of Quilter's total issued share capital to Old Mutual plc Shareholders on a pro rata basis of one Quilter Share for every three Old Mutual Shares held at the First Scheme and Demerger Record Time.

Old Mutual plc Shareholders are further referred to the announcement published by Old Mutual on 25 June 2018, advising shareholders of the Demerger Reduction of Capital and the Quilter Demerger that has taken effect as well as the listing of Quilter Shares on the London Stock Exchange and the Johannesburg Stock Exchange on Monday, 25 June 2018.

#### **Treatment of Fractional Entitlements**

As set out in the Circular, in relation to any Quilter Shares registered in the name of the Strate Nominee on behalf of the South African Nominee, if the number of Old Mutual plc Shares held in aggregate on behalf of an Old Mutual plc Shareholder by the South African Nominee is not divisible by three, an entitlement to a fraction of a Quilter Share will arise and such entitlement to Quilter Shares will first be rounded down to the nearest whole number.

The Quilter Shares held on behalf of the South African Nominee will then be further rounded down at the CSDP custody account level such that each CSDP custody account with the South African Nominee is treated as a separate registered shareholding. In relation to the additional fractions that then arise within each CSDP's custody account when allocating that custody account's aggregate entitlement between multiple beneficial holders, the CSDP will credit each beneficiary's account with a cash sum equal to its fractional entitlement.

In this regard, Old Mutual plc Shareholders are advised that the value of a Quilter Share to be utilised in determining such cash sums due in respect of such fractional entitlements will be ZAR24.82. This amount has been determined with reference to the volume weighted average price of Quilter Shares traded on the JSE on Monday, 25 June 2018 (ZAR27.58), discounted by 10%. Accounts will be credited with such cash sums on Thursday, 28 June 2018.

## Enquiries

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## Notes to Editors

### About Old Mutual plc

Old Mutual plc was, until the Second Scheme became effective, a holding company for several financial services companies. In March 2016, it announced a new strategy of managed separation entailing the separation of its underlying businesses into independently-listed, standalone entities. All these businesses are now independent.

**BrightSphere Investment Group**, a US based institutional asset manager, which rebranded from OM Asset Management in March 2018,

**Quilter**: Quilter (formerly Old Mutual Wealth) is a leader in the UK and in selected offshore markets in wealth management, providing advice-led investment solutions and investment platforms to over 900,000 customers, principally in the affluent market segment.

**OML (which includes Old Mutual Emerging Markets, Old Mutual plc and c.54% of Nedbank)**: OML has an ambition to become a premium financial services group in sub-Saharan Africa and offers a broad spectrum of financial solutions to retail and corporate customers across key market segments in 17 countries.

**Nedbank**: Nedbank ranks as a top-5 bank by capital on the African continent and Ecobank, in which Nedbank maintains a 21.2% shareholding, ranks within the top-10 banks by assets on the African continent.

References to **Residual plc** are in respect of those operations reported as Residual plc including the legal entity Old Mutual plc, after the effectiveness of the Second Scheme, and subsidiaries or business units of Old Mutual plc such as Old Mutual Bermuda, OMGUK and its subsidiaries, Old Mutual Business Services Limited and Fairbairn Investments (UK) Limited

For the year ended 31 December 2017, Old Mutual reported an adjusted operating profit before tax of £2.0 billion. For further information on Old Mutual plc and the underlying businesses, please visit the corporate website at [www.oldmutualplc.com](http://www.oldmutualplc.com).

## FORWARD-LOOKING STATEMENTS

This announcement contains forward-looking statements with respect to certain of Old Mutual plc's, Quilter's and Old Mutual Limited's plans and their current goals and expectations relating to the execution of managed separation. By their nature, all forward-looking statements involve risk and uncertainty because they relate to future events and circumstances which are beyond Old Mutual plc's, Quilter's and Old Mutual Limited's control, including

amongst other things, those set out in the circular published by Old Mutual plc on 20 April 2018 (the "Circular"), the pre-listing statement published by Old Mutual Limited on 20 April 2018 (the "OML PLS") and the prospectus published by Quilter on 20 April 2018 (the "Quilter Prospectus"). As a result, the execution of Managed Separation may differ materially from the forward-looking statements set forth in this announcement. These forward-looking statements speak only as of the date on which they are made. Old Mutual plc, Quilter and OML expressly disclaim any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained in this announcement or any other forward-looking statements they may make.

### **IMPORTANT INFORMATION**

This announcement is not an offer to sell, or a solicitation of an offer to purchase, securities in the United States or in any other jurisdiction.

The securities to which these materials relate have not been and will not be registered under the US Securities Act of 1933, as amended (the "Securities Act"), or the securities laws of any state or other jurisdictions of the United States, and may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. There will be no public offering of the securities in the United States. The securities to be issued in connection with the schemes are expected to be issued in reliance upon the exemption from the registration requirements of the Securities Act provided by Section 3(a)(10).

The release, publication or distribution of this announcement, the Circular, the OML PLS and the Quilter Prospectus in jurisdictions other than South Africa, the United Kingdom, Malawi, Namibia and Zimbabwe may be restricted by law and therefore persons in whose possession any of this announcement, the Circular, the OML PLS and the Quilter Prospectus comes should inform themselves about, and observe, any such applicable restrictions or requirements. Any failure to comply with such restrictions or requirements may constitute a violation of the securities laws and regulations of any such jurisdiction. To the fullest extent permitted by applicable law, the companies involved in the Proposals to finalise the managed separation disclaim any responsibility or liability for the violation of such restrictions or requirements by any person.

This announcement does not comprise a prospectus or a prospectus equivalent document. Neither this announcement nor anything contained herein shall form the basis of, or be relied upon in connection with, any offer or commitment whatsoever in any jurisdiction.

The information contained in this announcement constitutes factual information as contemplated in section 1(3)(a) of the South African Financial Advisory and Intermediary Services Act, 37 of 2002, as amended ("FAIS Act") and should not be construed as an express or implied recommendation, guide or proposal that any particular transaction in respect of any securities or in relation to the business or future investments of Old Mutual plc, OML or Quilter is appropriate to the particular investment objectives, financial situations or needs of a prospective investor. Nothing in this announcement should be construed as constituting the canvassing for, or marketing or advertising of, financial services in South Africa, the United Kingdom, Malawi, Namibia, Zimbabwe or any other jurisdiction.

N M Rothschild & Sons Limited ("Rothschild"), which is authorised and regulated in the United Kingdom by the FCA, is acting as joint financial adviser to Old Mutual plc and for no one else in relation to the Global Offer and will not be responsible to anyone other than Old Mutual plc for providing the protections afforded to clients of Rothschild, nor for providing advice in relation to the Global Offer or any other matter or arrangement referred to in this document. This statement does not seek to limit or exclude responsibilities or liabilities which may arise under the FSMA or the regulatory regime established thereunder.

Merrill Lynch International ("BofA Merrill Lynch"), which is authorised by the Prudential Regulation Authority and regulated by the FCA and the Prudential Regulation Authority in the United Kingdom, is acting as joint financial adviser and sponsor to Old Mutual plc and for no one else in relation to the managed separation and will not be responsible to anyone other than Old Mutual plc for providing the protections afforded to clients of BofA Merrill Lynch, nor for providing advice in relation to the managed separation or any other matter or arrangement referred to in this document. This statement does not seek to limit or exclude responsibilities or liabilities which may arise under the FSMA or the regulatory regime established thereunder.

