

## **Old Mutual Life Assurance Company (South Africa) Limited**

(Incorporated in the Republic of South Africa)

(Registration No. 1999/004643/06)

JSE alpha code: OLDM

("OMLACSA" or "the Issuer")

### **NOTIFICATION OF THE VOTING RESULTS IN RESPECT OF THE REQUEST FOR WRITTEN CONSENT OF NOTEHOLDERS**

Unless otherwise defined herein, capitalised terms shall have the same meaning as set forth in the Consent Request (as defined below).

Noteholders are referred to the notice of request for written consent released on SENS on 20 January 2020 (the "Consent Request"), in which the Extraordinary Resolutions set out below were proposed:

– **Extraordinary Resolution No. 1:**

That the Noteholders of all Notes Outstanding be authorised to provide the necessary consent to allow:

1. the consolidation of the OMLACSA Programme with the Old Mutual Insure Programme, to create the Multi-Issuer Note Programme with a programme size of up to ZAR25,000,000,000 pursuant to the Multi-Issuer Programme Memorandum, which will allow the Issuer, Old Mutual Limited and Old Mutual Insure to issue Notes from time to time; and
2. subject to the passing of paragraph 1 above, any consequential changes to the Terms and Conditions (if any) and Applicable Pricing Supplement(s) of all Notes Outstanding of the Issuer.

– **Extraordinary Resolution No. 2:**

That the Noteholders of the ZAR2,000,000,000 unsecured subordinated notes (the **OML11 Noteholders**) issued by OMLACSA on 11 June 2019 (OML11) (the **OML11 Notes**) consent to:

1. the removal and release of the Subordinated Guarantee issued by Old Mutual Limited from the Terms and Conditions in the 2019 OMLACSA Programme Memorandum; and
2. the amendment and restatement of the Applicable Pricing Supplement relating to the issue of OML11 Notes (the Amended and Restated OML11 Applicable Pricing Supplement) to introduce a subordinated guarantee by Old Mutual Limited for the benefit of the OML11 Noteholders only.

In this regard, the Issuer confirms the voting results from the Consent Request in relation to the total nominal amount of those classes of debt securities that were affected by the amendments are as follows:

Bond Code	Extraordinary Resolution	Debt securities voted as a Rand value	Debt securities voted disclosed as a percentage	Votes abstained as a percentage	Votes carried for the resolution as a percentage	Votes against the resolution as a percentage
OML04	1	506,285,000	94.28%	5.72%	100.00%	0.00%
OML05	1	202,619,815	47.67%	52.33%	100.00%	0.00%
OML06	1	190,238,984	46.51%	53.49%	100.00%	0.00%
OML07	1	918,692,000	79.89%	20.11%	86.77%	13.23%
OML08	1	1,115,671,383	86.62%	13.38%	100.00%	0.00%
OML09	1	527,141,859	92.80%	7.20%	100.00%	0.00%
OML10	1	565,160,469	90.72%	9.28%	100.00%	0.00%
OML11	1	1,691,000,000	84.55%	15.45%	97.04%	2.96%
OML11	2	1,691,000,000	84.55%	15.45%	97.04%	2.96%

21 February 2020

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