

Old Mutual Insure Limited

(Incorporated in the Republic of South Africa)

(Registration No. 1970/006619/06)

JSE alpha code: MFEI

("Old Mutual Insure" 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 Resolution set out below was 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 OMLACSA 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.

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
OMI01	1	478,800,000	95.76%	4.24%	100.00%	0.00%

21 February 2020

Debt Sponsor

Nedbank CIB, a division of Nedbank Limited