

M E R G E N C E

6th Floor, The Equinox
cnr Main & Milton Road
Sea Point, 8005
Cape Town, South Africa

PO Box 8275, Roggebaai, 8012
Tel +27 21 433 2960
Fax +27 21 433 0675
www.mergence.co.za

15 June 2016

Proxy Voting Concerns

To Whom It May Concern:

We would like to inform you of Mergence Investment Managers decision to vote "against" resolution number 4 at the Old Mutual Plc - AGM and resolutions number 1 and 2 at the AGM on 28 June 2016 and our reasons for these votes.

These votes are in accordance with Mergence's proxy voting guidelines¹ as highlighted below.

"Against" vote on resolution 4 on the AGM is guided by the following:

We vote against the reappointment of the auditors due to the length of time that KPMG has been the group auditor.

"Against" vote on resolutions 1 and 2 on the GM is based on the following:

We find the magnitude of the rewards to be unjustified given the process that will be undertaken. It is also not clear to us that poorly executed separation process could not still result in a substantial reward under this plan, especially in a situation where poor execution of the separation is offset but positive business unit performance.

We find the 40% weighting to the Strategic objective of Execution of the Managed Separation to be too large given the element of subjectivity in assessing the success of this objective.

The discretion given to the rem co to amend and or set different performance measurements based on market conditions significantly undermines the value to shareholders of the performance targets that have been set.

We are happy to engage on our reasons for these votes as well as any other issues of corporate governance with the board or management at any time.

Kind Regards


Bradley Preston
CIO: Listed Investments

¹ Mergence's Proxy Voting Guidelines are available on request.

