

NEWS RELEASE

OLD MUTUAL PLC

ISIN CODE: GB00B77J0862

JSE SHARE CODE: OML

NSX SHARE CODE: OLM

ISSUER CODE: OLOMOL

Old Mutual plc

Ref 198/18

20 April 2018

OLD MUTUAL UPDATE ON MANAGED SEPARATION TIMETABLE AND PUBLICATION OF SHAREHOLDER DOCUMENTATION

Old Mutual plc's 2017 Annual Results announcement of 15th March 2018 included information of the further steps required to effect its strategy of managed separation. Old Mutual plc has today published a circular (the "Circular") to its shareholders including proposals regarding the final processes needed to complete its managed separation. The Circular will be available at: www.oldmutualplc.com. In addition, Old Mutual Limited ("OML") has also published its pre-listing statement (the "OML PLS"), which will be available at www.oldmutual.com, and Quilter plc ("Quilter") has published its listing prospectus (the "Quilter Prospectus"), which will be available at <https://www.oldmutualwealth.co.uk/quilter/investor-relations/>.

OML and Nedbank Group Limited ("Nedbank") have also signed their relationship agreement ("Relationship Agreement") to govern the terms of the relationship upon completion of managed separation and replace the historic relationship agreement between Old Mutual plc and Nedbank. The Relationship Agreement will be available online at www.oldmutualplc.com and www.nedbankgroup.co.za and in physical form at OML's offices at Mutualpark, Jan Smuts Drive, Pinelands, 7405, and Nedbank's head office at 135 Rivonia Road, Sandown, 2196, South Africa.

The proposals to finalise the managed separation require Old Mutual plc shareholder and UK Court approvals. If the proposals are approved by shareholders and the UK Court, and upon listing of the relevant securities as set out in the summarised timetable below, for every three Old Mutual plc shares held shareholders will receive:

- one ordinary share in Quilter (formerly Old Mutual Wealth); and
- three ordinary shares in Old Mutual Limited (the new holding company of Old Mutual Emerging Markets, the holding in Nedbank, and residual Old Mutual plc),

and shareholders will no longer hold any shares in Old Mutual plc, which will be delisted.

It is proposed that the managed separation is finalised in three principal steps, as follows:

- The first step involves the listing of Quilter and the distribution of 86.6% of the total issued share capital of Quilter to Old Mutual plc shareholders (the "Quilter Demerger"), as well as the expected divestment by Old Mutual plc of up to 9.6% of the total issued share capital of Quilter

by way of a cash placing of Quilter Shares to institutional investors (the “Quilter Share Sale”), the related over-allotment option and a non-executive director share purchase (whereby Quilter and Old Mutual plc non-executive directors will have the opportunity to purchase Quilter shares at the same price as other investors participating in the cash placing). The remaining 3.8% of the total issued share capital of Quilter is held by the Quilter Joint Share Ownership Plan (JSOP) Trustee, on behalf of certain management and staff of Quilter. Quilter will have its primary listing on the London Stock Exchange and a secondary inward listing on the Johannesburg Stock Exchange. The proceeds of the expected 9.6% divestment will be received by Old Mutual plc and retained within the OML group.

- The second step, which takes place on the day after the first, involves the listing of OML in order to establish the domicile and primary listing of OML in South Africa. Immediately prior to its listing, OML, which is a South African domiciled and regulated entity, will become the holding company of Old Mutual plc. Old Mutual plc will become a subsidiary of OML, alongside the operating businesses. OML will have its primary listing on the Johannesburg Stock Exchange, a standard listing on the London Stock Exchange and secondary listings on the Malawi Stock Exchange, Namibian Stock Exchange and the Zimbabwe Stock Exchange.
- The third step is the proposed unbundling of Nedbank approximately six months after the implementation of the second step, whereby OML intends, subject to certain conditions, to distribute 32% of the issued ordinary share capital of Nedbank (and will in any event, distribute at least 30% of the issued ordinary share capital) to the OML shareholders on the OML share register at that time, whilst retaining a minority stake of 19.9% of the issued ordinary share capital of Nedbank (“Nedbank Unbundling”).

These steps can only be implemented if the requisite approvals, including approval by Old Mutual plc shareholders, are obtained.

The first and second steps, except for the Quilter Share Sale, will be implemented by UK Court sanctioned processes known as schemes of arrangement. The first scheme of arrangement (“First Scheme”) includes, inter alia, a Court approved reduction of capital of Old Mutual plc (the “Reduction”) which will augment distributable reserves for Old Mutual plc. As noted in the 2017 Annual Report, as part of Managed Separation, certain operating subsidiaries will be transferred to OML and Old Mutual plc will have no on-going businesses. Old Mutual plc will need to satisfy the Court for the Reduction that it will continue to hold sufficient high-quality liquid assets to meet its liabilities and deal with any contingencies, plus adequate headroom (expected to be a minimum of 10% of surplus assets in excess of liabilities), taking into account relevant insurances. The assets within Old Mutual plc are expected to largely consist of sterling denominated high quality fixed income securities and cash or near cash instruments to match the maturity profile of the debt obligations. The speed of release of any surplus from Old Mutual plc is anticipated to be at the discretion of the UK Court in the context of the Reduction.

The exact number and value of Nedbank shares that each OML shareholder will receive will be determined by a number of factors at the time of the Nedbank Unbundling, including the total number of OML shares and Nedbank shares in issue and the market value of Nedbank shares. If 32% of the issued ordinary share capital of Nedbank is distributed to OML shareholders, and if the number of OML and Nedbank shares in issue immediately after the listing is to remain constant until the time of the Nedbank Unbundling, then for every 100 OML shares held, OML shareholders will receive approximately three ordinary shares in Nedbank.

OML’s and Nedbank’s Relationship Agreement contains certain provisions which are effective on admission of OML to listing on the JSE with the balance becoming effective upon the implementation of the Nedbank Unbundling and deals with, inter alia, the commercial basis of the relationship and the governance processes. In particular, the Relationship Agreement provides for matters such as the right

for OML to nominate one non-executive Board member to serve on the Nedbank Group and Nedbank Limited Boards once the Nedbank Unbundling is implemented and the protocols governing any review by OML of its minority shareholding in Nedbank.

Shareholder approval will be sought at a general meeting of Old Mutual plc shareholders, expected to be held at 11.00 a.m. on 25 May 2018, which will be preceded by two separate shareholder meetings convened by the UK Court (the First Court Meeting and the Second Court Meeting), expected to be held at 10.30 a.m. and 10.45 a.m. respectively on 25 May 2018. Apart from the fact that they are convened by the UK Court, the First Court Meeting and Second Court Meeting are similar in format to any other shareholder meeting of Old Mutual plc.

In particular:

- in order to facilitate the Quilter Demerger and an increase of the distributable reserves of Old Mutual plc that will facilitate a corporate restructuring ahead of the Nedbank Unbundling, it will be necessary to obtain Old Mutual plc shareholder approval at the First Court Meeting;
- as a result of its size relative to Old Mutual plc, the Quilter Demerger is a class 1 transaction (as defined in the UK Listing Rules) and Old Mutual plc shareholders will therefore be asked to approve the Quilter Demerger at the General Meeting; and
- because the insertion of Old Mutual Limited as the holding company of Old Mutual plc will be implemented by way of a UK Court-sanctioned scheme of arrangement (“Second Scheme”), it will be necessary to obtain Old Mutual plc shareholder approval at the Second Court Meeting.

Subsidiary Board updates

As part of the managed separation process, the following changes in subsidiary Boards have taken place:

Bruce Hemphill, Chief Executive of Old Mutual plc resigned from the Boards of Old Mutual Group Holdings (which is currently the holding company of Old Mutual Emerging Markets and the Nedbank holding) and from Quilter on 19 April 2018.

Ingrid Johnson, Group Finance Director of Old Mutual plc resigned from the Board of Quilter on 19 April 2018. Her executive-related responsibilities as acting Chief Financial Officer (“CFO”) in respect of Old Mutual Limited are being transitioned to Casper Troskie, in an orderly manner, following his appointment as CFO of Old Mutual Limited with effect from 27 March 2018. To support this transition and the proposed listing of OML, it is intended that Ingrid Johnson will remain on the Board of Old Mutual Limited as an Executive Director until 30 June 2018 and as a Non-executive Director until at least the end of March 2019.

Capital Market Events

Quilter will host a capital markets event in London, UK on 26th April 2018 and Old Mutual Limited will host a site visit and an analyst presentation on 16th and 17th May 2018, respectively, in Johannesburg, South Africa. Further details will be communicated in due course.

Expected Timetable of Managed Separation Key Events

Event	Time and/or date
Publication of the Circular	20 April 2018
First Court Meeting	10.30 a.m. on Friday, 25 May 2018
Second Court Meeting	10.45 a.m. on Friday, 25 May 2018

Event	Time and/or date
General Meeting	11.00 a.m. on Friday, 25 May 2018
Last day to trade in Old Mutual plc Shares on the Malawian Register	Thursday, 14 June 2018
Last day to trade in Old Mutual plc Shares on the UK Register, SA Register, the Namibian Register and the Zimbabwean Register	Friday, 22 June 2018
Court hearing to sanction the First Scheme	Wednesday, 20 June 2018
Court hearing to sanction the Second Scheme	Monday, 25 June 2018
Admission of the Quilter Shares to the London Stock Exchange and Johannesburg Stock Exchange and commencement of unconditional dealings in Quilter Shares on the London Stock Exchange and Johannesburg Stock Exchange	8.00 a.m. on Monday, 25 June 2018
Admission of the Old Mutual Limited Shares to Johannesburg Stock Exchange, London Stock Exchange, the Namibian Stock Exchange, the Zimbabwe Stock Exchange and the Malawi Stock Exchange and commencement of unconditional dealings in Old Mutual Limited Shares on all of those stock exchanges	8.00 a.m. on Tuesday, 26 June 2018
Delisting of Old Mutual plc Shares from the London Stock Exchange	by 8.00 a.m. on Tuesday, 26 June 2018
Delisting of Old Mutual plc Shares from the Johannesburg Stock Exchange, the Namibian Stock Exchange, the Zimbabwe Stock Exchange and the Malawi Stock Exchange	Friday, 29 June 2018

Enquiries

Investor relations

Patrick Bowes (Old Mutual plc)	+44 20 7002 7440
Dominic Lagan (Old Mutual plc)	+44 20 7002 7190
John-Paul Crutchley (Quilter)	+44 20 7002 7016
Nwabisa Piki (OML)	+27 11 217 1951

Media

William Baldwin-Charles	+44 20 7002 7133
	+44 7834 524833

JSE Sponsor:

Merrill Lynch South Africa (Pty) Limited

Notes to Editors

About Old Mutual plc

Old Mutual plc is 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.

BrightSphere Investment Group, a US based institutional asset manager, which rebranded from OM Asset Management in March 2018, is now independent from Old Mutual. The remaining underlying businesses are:

OML (which includes Old Mutual Emerging Markets): 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.

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.

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.

FORWARD-LOOKING STATEMENTS

This announcement contains forward-looking statements with respect to certain of Old Mutual plc's, Quilter's and OML'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 OML's control, including amongst other things, those set out in the Circular, the Quilter Prospectus and the OML PLS. 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.