

## NOTICE TO MEMBERS OF OLD MUTUAL ZIMBABWE LIMITED RESULTS OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS

Reference is made to the Notice of the Annual General Meeting dated 17 April 2019 and the Shareholder Information Memorandum dated 17 April 2019 issued by Old Mutual Zimbabwe Limited (the Company).

### RESULTS OF THE ANNUAL GENERAL MEETING

At the Annual General Meeting held at Meikles Hotel, Corner Third Street and Jason Moyo Avenue, Harare on Thursday, 09 May 2019 at 15h00, voting for the Resolutions set out in the Notice was done by a show of hands. Please be advised that the Resolutions set out in the Notice were duly passed by the Shareholders at the Annual General Meeting and the results are as follows:

Number	Ordinary Resolutions	Result
	<b>Minutes</b>	
1.	An ordinary resolution to approve minutes of the Annual General Meeting held on 26 April 2018.	Passed
2.	An ordinary resolution to approve minutes of the Extraordinary General Meeting held on 26 June 2018.	Passed
	<b>Financial Statements and Statutory Reports</b>	
3.	An ordinary resolution to receive, consider and adopt the Financial Statements and Directors' and Auditors' Reports for the financial year ended 31 December, 2018.	Passed
	<b>Dividends</b>	
4.	An ordinary resolution to confirm the payment of an interim dividend of 3.76 ZWL cents per share and a final dividend of 9.54 ZWL cents per share giving a total dividend of 13.30 ZWL cents per share for the year ended 31 December 2018.	Passed
5.	An ordinary resolution to approve the payment of a dividend in respect of B class shares.	Passed
	<b>Directorate</b>	
6.	An ordinary resolution to approve the re- election of Mr. J !Gawaxab as a director of the Company in terms of article 106 of the Articles of Association.	Passed
7.	An ordinary resolution to approve the re- election of Mr. TM Johnson as a director of the Company in terms of article 106 of the Articles of Association.	Passed
8.	An ordinary resolution to approve the re- election of Mr. NTT Mudekunyhe as a director of the Company in terms of article 106 of the Articles of Association.	Passed
9.	An ordinary resolution to approve the remuneration of Directors amounting to ZWL\$198.794 for the year ended 31 December 2018.	Passed
	<b>External auditors</b>	
10.	An ordinary resolution to approve the external auditors' remuneration amounting to ZWL131.277 for the year ended 31 December 2018.	Passed
11.	An ordinary resolution to appoint KPMG as auditors for the ensuing year.	Passed
	<b>Special Resolutions</b>	
	<b>To approve the Purchase of shares in RM Insurance Holdings Company Zimbabwe Limited &amp; Mutual &amp; Federal (Private) Limited</b>	
1.	A special resolution that the company be and is hereby authorised to acquire all the issued shares in Mutual and Federal (Private) Limited and to purchase all issued minority shares in RM Insurance Holdings Company Zimbabwe Limited as part of the Group Restructuring exercise.	Passed
2.	A special resolution that the Directors be and are hereby authorised to negotiate on behalf of the Company the purchase price of all issued shares referred to in Resolution 1 above.	Passed
3.	A special resolution that the Directors be and are hereby authorised to pay for the shares referred to in Resolution 1 above in cash or using the Company's treasury shares which are under the control of the Directors.	Passed
	<b>To approve the Sale of Shares in Old Mutual Finance (Private) Limited</b>	
4.	A special resolution that the Directors be and are hereby authorised to sell the Company's entire shareholding in Old Mutual Finance (Private) Limited to Central Africa Building Society (CABS).	Passed
	<b>To approve the Merger of Old Mutual Property Zimbabwe (Private) Limited and Old Mutual Real Estate Zimbabwe (Private) Limited with Old Mutual Investment Group Zimbabwe (Private) Limited</b>	
5.	A special resolution that the Directors be and are hereby authorised to take all steps necessary to merge Old Mutual Property Zimbabwe (Private) Limited and Old Mutual Real Estate Zimbabwe (Private) Limited into Old Mutual Investment Group Zimbabwe (Private) Limited, subject to compliance with the <b>Estate Agents Act (Chapter 27:17)</b> and relevant regulations in relation to conducting the business of an Estate Agent.	Passed
	<b>To approve the Merger of CABS Custodial Services (Private) Limited with CABS</b>	
6.	A special resolution that the Directors be and are hereby authorised to take all steps necessary to enable a merger between CABS and CABS Custodial Services (Private) Limited, with the latter becoming a division thereof, subject to CABS obtaining Custodial Services license and a Trustee Services license as provided for in the <b>Securities and Exchange Act (Chapter 24:25)</b> , and relevant regulations.	Passed
	<b>To approve the Merger of Old Mutual Property Investment Corporation (Private) Limited with Old Mutual Life Assurance Company Zimbabwe Limited</b>	
7.	A special resolution that the Directors be and are hereby authorised to take all steps necessary to enable the merger of Old Mutual Property Investment Corporation (Private) Limited and Old Mutual Life Assurance Company Zimbabwe Limited, with the former becoming a division thereof.	Passed
	<b>To approve the Old Mutual Shared Services (Private) Limited</b>	
8.	A special resolution that the Directors be and are hereby authorised to take all steps necessary to cause Old Mutual Shared Services (Private) Limited to cease operating as a business and to transfer all its assets and employees to other subsidiaries of the Company not later than the next Annual General Meeting of the Company.	Passed

By order of the Board



**Nqobile Munzara (Mrs)**  
**GROUP COMPANY SECRETARY**  
Registered Office  
Mutual Gardens  
100 The Chase (West)  
Emerald Hill  
Harare  
Zimbabwe

17 May 2019



DO GREAT THINGS EVERY DAY