



OLDMUTUAL

NOTES TO THE OLD MUTUAL HOLDINGS PLC EXTRAORDINARY GENERAL MEETING

- 1) In accordance with Article 85 and 86 of the Articles of Association and the Companies Act 2015, the Extraordinary General Meeting of Old Mutual Holdings PLC (the "Company") will be held as a Hybrid meeting on Tuesday, 14th November 2023 at Sarova Stanley, Nairobi at 11:00 a.m.
- 2) Shareholders wishing to participate in the meeting should register for the EGM online at <https://digital.candrgroup.co.ke> or by dialing USSD short code number *384*041# or via a link to the EGM Platform that will be sent to them via SMS and/or Email and following the various registration prompts.

- 3) In order to complete the registration process, shareholders will need to have their ID/Passport Numbers which were used to purchase their shares and their shares account number at hand.

For assistance shareholders should dial the following helpline number **+254 20 8690360** from 8:00 a.m. to 4:00 p.m. from Monday to Friday. Any shareholder outside Kenya should dial the helpline number to be assisted to register or send an email to digital@candrgroup.co.ke.

- 4) Registration for the EGM opens on 6th November 2023 at 08:00AM and will close on 13th November 2023 at 12.00 Noon.

- 5) In accordance with Section 283 (2) (c) of the Companies Act, the following documents may be viewed on the Company's website www.oldmutual.co.ke (i) a copy of this Notice and the proxy form; (ii) EGM Instruction Notes; (iii) the Public Announcement dated 25 October 2023 (iv) the Shareholder Circular and (v) the Amended Articles of Association. The reports and agenda can also be accessed on the livestream link.

- 6) Shareholders wishing to raise any questions or clarifications regarding the EGM may do so by:

- a) Sending their written questions by email to digital@candrgroup.co.ke; or
- b) Shareholders who will have registered to participate in the meeting shall be able to ask questions via SMS by dialing the USSD code *384*041# and selecting the option (ask Question) on the prompts; or
- c) Shareholders who will have registered to participate in the meeting shall be able to ask questions online at <https://digital.candrgroup.co.ke> or via a link to the EGM platform; Select Attend Event; Select "Old Mutual Holdings Plc EGM"; Select "Q&A" option tab and submit questions in text box provided; or
- d) To the extent possible, physically delivering their written questions by 10th November 2023 12:00 Noon with a return physical address or email address to the offices of Custody & Registrars, at IKM Place, Tower B, 1st Floor, 5th Ngong Avenue.

Following receipt of the questions and clarifications, the directors of the Company shall provide written responses to the questions received to the return physical address or email address provided by the Shareholder no later than 12 hours before the start of the general meeting. A full list of all questions received and the answers thereto will be published on the Company's website.

- 7) Shareholders wishing to vote may do so by:

- a) Accessing Virtual EGM via online at <https://digital.candrgroup.co.ke> or via a link to the EGM platform; Select Attend Event; Select "Old Mutual Holdings Plc EGM"; Select "Voting" option tab and vote; or
- b) Accessing Virtual EGM via USSD platform *384*041#; Use the menu prompts menu option for "Voting" and follow the various prompts regarding the voting process

- 8) In accordance with Section 298(1) of the Companies Act, shareholders entitled to attend and vote at the EGM are entitled to appoint a proxy to vote on their behalf.

- A proxy need not be a member of the Company. If the Proxy appointed is not the Chairman of the EGM, the appointed proxy will need access to a mobile telephone or an internet enabled device.
- A form of proxy is available on the company website www.oldmutual.co.ke. Physical copies of the proxy form are also available at the offices of Custody & Registrars, IKM Place, Tower B, 1st Floor, 5th Ngong Avenue, Nairobi.
- A proxy form must be signed by the appointer or his attorney duly authorized in writing. If the appointer is a body corporate, the instrument appointing the proxy shall be given under its common seal or under the hand of an officer or duly authorized attorney of such body corporate.
- A completed form of proxy should be emailed to proxy@candrgroup.co.ke or delivered to Custody & Registrars, at IKM Place, Tower B, 1st Floor, 5th Ngong Avenue, Nairobi so as to be received not later than Friday 10th November 2023 at 11.00 AM. Any person appointed as a proxy should submit his/her email or mobile telephone number to the Company no later than Monday 13th November 2023 at 12.00 Noon.
- Any proxy registration that is rejected will be communicated to the shareholder concerned no later than Monday 13th November 2023 to allow time to address any issues.

- 9) The EGM will be streamed live via a link which shall be provided to all shareholders who will have registered to participate in the general meeting. Duly registered shareholders and proxies will receive a short message service SMS/ and/or an email two hours ahead of the EGM, reminding duly registered shareholders and proxies that the EGM will begin in two hours' time and providing a link to the live stream.

- 10) Duly registered shareholders and proxies may follow the proceedings of the EGM using the live stream platform and may access the agenda. Duly registered shareholders and proxies may vote (when prompted by the Chairman) via the USSD *384*041# or Voting Matters tab on the live stream display screen

- 11) A poll shall be conducted for all the resolutions put forward in the notice.

- 12) Results of the EGM voting shall be published within 96 hours following conclusion of the EGM on the Company's website: www.oldmutual.co.ke under the Investor Relations tab.