

ENABLING POSITIVE FUTURES

UNITED NATIONS GLOBAL COMPACT COMMUNICATION ON PROGRESS 2012



INSURANCE | INVESTMENT | SAVINGS | BANKING



OLD MUTUAL

IS AN INTERNATIONAL LONG-TERM SAVINGS, BANKING, PROTECTION AND INVESTMENT GROUP

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Contact and feedback

If you would like to find out more information, have any questions, or would like to provide any additional feedback on this Communication on Progress please email our Responsible Business Team at responsiblebusiness@omg.co.uk

STATEMENT OF SUPPORT

JULIAN ROBERTS, CEO OF OLD MUTUAL



Over the last 12 months Old Mutual has delivered strong financial results despite the continued market volatility. We have done this by delivering against our Group strategy which has simplified, streamlined and de-risked our business over the last three years. However, the events of 2012, such as the LIBOR scandal, and the recent challenges on corporate tax, have brought into sharp focus the fact that success in the financial sector now, and in the future, will be underpinned by being recognised as a responsible business. Through our position as an international long-term savings, banking, protection and investment Group, I believe Old Mutual can and should be recognised as a growing force for good in global society.

As we approach our fifth year of participation in the Global Compact, we are able to reflect on how useful the framework has been in guiding Old Mutual to play a positive role in society, often in challenging economic times. Since 2008, we have made good progress in our Responsible Business aspirations, and how we communicate these plans to our stakeholders. The release of our annual Responsible Business Report alongside our Annual Report reflects Old Mutual's approach to responsible business and embedding our core values. The Global Compact has proved a valuable tool for helping us to both deliver and communicate our Responsible Business activities, and helped ensure consistency in our approach throughout the Group, focusing on our five pillars to fully integrate each aspect across Old Mutual.

Our five pillars –

- Responsible Investment
- Responsible to our customers
- Responsible to our employees
- Responsible to our communities
- Responsible environmental management

Key progress in 2012 –

- Became a signatory to the UN-backed Principles for Responsible Investment
- Continued to provide financial education to our customers
- Reduced overall carbon emissions by nearly 13% since 2010
- Maintained on-going support tailored to the needs of local communities, focusing on financial education, investing £13.4 million in communities across the Group.

The progress we have made in these five areas during 2012 is extremely encouraging and further emphasises our commitment to becoming a truly Responsible Business. However, there will always be more for us to learn – more opportunities, and more challenges. Being an active member of the Global Compact gives us the support to face these with confidence, learning from other members and sharing our own progress. Our 2012 Communication on Progress provides a brief summary of our activity against the ten Global Compact principles over the last year. For more comprehensive information, please visit our website and other Old Mutual publications that detail our progress and plans including our 2012 Responsible Business Report.


Julian Roberts
Group Chief Executive

OUR BUSINESS AT A GLANCE

This table shows a high-level summary of the Group and our principal business units

Group


Old Mutual is an international long-term savings, banking, protection and investment Group

 For more information on the Group's Financial Performance see the Financial Review on pages **65-72** in our Annual Report.

Business units


Long-Term Savings

We provide innovative life assurance-based solutions which address both protection and retirement needs

 For more information on our Long-Term Savings business unit see pages **30-43** in our Annual Report.


Banking

We have a majority shareholding in Nedbank, one of South Africa's leading banks, which also has banking interests in other countries in southern Africa

 For more information on our Banking business unit see pages **44-53** in our Annual Report.

Short-Term Insurance

We provide short-term insurance solutions in southern Africa through Mutual & Federal

 For more information on our Short-Term Insurance business unit see pages **54-57** in our Annual Report.

US Asset Management

We aim to grow our customers' savings and wealth, whether through active and direct asset management or the selection of funds and managers for customers to invest in

 For more information on our US Asset Management business unit see pages **58-62** in our Annual Report.

¹ On a constant currency basis.

² % of total operating business unit's AOP after tax and non-controlling interests (before finance and other central costs).

³ % of FUM in Group core operations.

⁴ Excluding operating results from affiliates held for sale or disposed of and OMAM(UK), which was transferred to Old Mutual Wealth.

Adjusted operating profit (AOP) 2012
£1,614m 2011: £1,515m

Funds under management (FUM) 2012
£262.2bn 2011: £267.2bn

Number employed* 2012
54,368 2011: 55,549

Primary locations
 LTS – southern Africa, Europe, Colombia, Mexico, India and China
 US Asset Management – US and UK
 Banking – southern Africa
 Short-Term Insurance – southern Africa

Operational highlights
 AOP per share up 9%¹ to 17.5p
 Full dividend for the year was 7.0p, up 23% in cash terms
 Financial Groups Directive (FGD) surplus of £2.0 billion
 The 2012 financial targets, set in 2010, were successfully delivered

* Nordic employees excluded from both periods

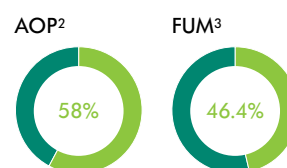
Adjusted operating profit (AOP) 2012
£800m 2011: £793m

Funds under management (FUM) 2012
£121.8bn 2011: £108.5bn

Number employed 2012
21,789 2011: 22,851

Operational highlights
 AOP was up 9%¹, with strong growth in profits in Emerging Markets
 NCCF was stable at £3.2 billion, despite challenging market conditions in the UK and Europe
 There was a continued shift from covered to non-covered business, with non-covered sales up 27%¹ to £14,549 million and APE sales down 2%¹ to £1,133 million

Contribution to Group



Our brand



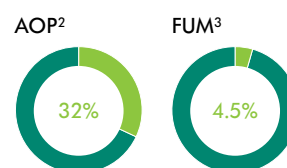
Adjusted operating profit (AOP) 2012
£828m 2011: £755m

Common equity Tier 1 ratio (Basel II.5)
11.4% 2011: 10.5%

Number employed 2012
28,767 2011: 28,494

Operational highlights
 Strong headline earnings growth of 21%¹. AOP was up 23%¹
 Non-interest revenues up 12%¹ and net interest income up 9%¹
 Credit loss ratio improved to 1.05% from 1.13% in 2011
 Basel II.5 common equity Tier 1 ratio of 11.4%, up from 10.5% in 2011

Contribution to Group



Our brand



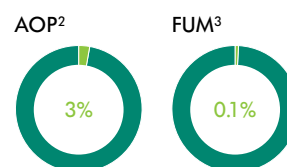
Adjusted operating profit (AOP) 2012
£43m 2011: £89m

Gross Written Premiums
£746m 2011: £761m

Number employed 2012
2,371 2011: 2,390

Operational highlights
 Gross written premiums increased by 9%¹, with strong premium growth in iWyzé
 AOP was down 47%¹, due to worse claims experience and losses at iWyzé
 Mutual & Federal remains well capitalised, with a 64% international solvency margin

Contribution to Group



Our brands



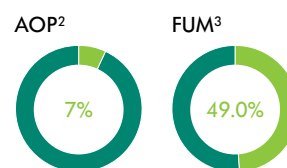
Adjusted operating profit (AOP) 2012
£91m 2011: £67m

Funds under management (FUM) 2012
£128.4bn 2011: £148.8bn

Number employed 2012
1,225 2011: 1,564

Operational highlights
 AOP was up 10%¹ to £95 million in USAM's continuing operations⁴
 NCCF in continuing operations⁴ was £0.9 billion
 FUM in continuing operations increased by 14%¹; with continued strong investment performance

Contribution to Group



Our brands



BARROW, HANLEY, MEWHINNEY & STRAUSS, INC.

OUR APPROACH TO RESPONSIBLE BUSINESS

Old Mutual's approach to being a Responsible Business lies at the core of how we address the Compact's ten principles.

Below we provide an overview of how we go about this, by closely monitoring our processes and policies to ensure they remain pertinent and valid, sharing open and honest information with our employees and other key stakeholders, encouraging any and all feedback, and building ownership for responsible business in all roles at Old Mutual.

Our business model is simple. We harness the resources and skills we have across the Group into our long-term savings, protection, banking and investment businesses to drive value for shareholders and other stakeholders.

Our five strategic priorities

Develop the customer proposition and experience

Deliver high performance in all business units

Share skills and experience across the Group

Build a culture of excellence

Simplify our structure to unlock value



For more information on the Group's Strategy see Where We Are Going on pages 18-28 in our Annual Report.

The successful delivery of our strategy – and realisation of our corporate vision – depends on how we do business. We are committed to operating responsibly, examining our impact on both the environment and the wider community as an integral part of our decision-making process. At the heart of this are the relationships we form with all stakeholders including our customers, our employees, our shareholders, governments, regulators and community groups.

Having strong relationships with these stakeholders is vital to the success of our business, and talking with them regularly improves both our ability to understand potential risks to the business, and to identify new opportunities to create long-term value¹.

Taking account of the impact our business has on our stakeholders and those around us, we have identified five pillars around which we focus our Responsible Business activity.

Our five pillars

Responsible Investment

Responsible to our customers

Responsible to our employees

Responsible to our communities

Responsible environmental management

Our governance

Our Responsible Business Committee operates at Group level, chaired by Don Schneider (Group Human Resources Director and Executive Committee Board Member) and including representatives from the range of different business functions. The Committee's role is to champion and challenge our approach to responsible business on all levels and to help fully embed it in all we do. Supported by the Head of Responsible Business, the Chair is also responsible for reporting to the Executive Committee on the integration of responsible business plans in to Group operations, the Chair also ensures the rest of the Executive team collaboratively lead on our Responsible Business strategy.

Each strand of our Responsible Business Strategy has comprehensive governance structures in place to certify accountability for decisions made and actions taken. Each business division within the Group has its own governance structures in relation to the reporting of responsible business aspects, which each work alongside with the Group structures. The CEO of each business is accountable for compliance with our Group Operating Model, which includes responsible business practice.

Our processes

Measuring and sharing our progress is an important way for us to track performance and highlight where additional resources may be required. We have a number of frameworks in place to continually monitor our development and keep responsible business high on the business agenda. We also have a range of metrics in place to track our progress, an area we are continuing to develop.

Our employees

Throughout 2012 we continually assessed the current status of each of our business units to make sure they have a common understanding of responsible business. Through a series of innovative networks and dedicated responsible business practitioners, we now have established individuals at a senior level, 'policy owners', to drive compliance to the Responsible Business Framework in each business. We are also working towards expanding this to include a senior level network. These policy owners and practitioners are supported by employees who help implement changes and work with the wider employee base to firmly embed responsible business practice into everyday business activity. On-going initiatives held throughout the year across the Group such as community volunteering and environmental campaigns, supported our aim for Old Mutual employees to act responsibly in their everyday behaviours and decisions, not just within the workplace.

Our future

The Group-wide implementation of our revised Responsible Business Strategy in 2013 will result in each business having a clearer understanding of the alignment of responsible business to our overall business strategic priorities. Improvement in our data collection methods will continue, to ensure our targets are appropriate and to enhance the confidence we have in our statements. We will continue to work with our businesses to deliver the Responsible Business strategy and improving the channels through which we report our progress so there is greater transparency on our challenges and achievements.

¹ See our online report for more information on our stakeholder engagement www.oldmutual.com/reports2012

1. Human rights

UN Global Compact Principle 1

Businesses should support and respect the protection of internationally proclaimed human rights.

Old Mutual's position

Throughout our various operations, Old Mutual is fully committed to raising awareness of human rights and labour standards, and ensuring they are respected in all our activities.

Our relations with employees and other stakeholders are firmly built on respect for the individual. We manage our engagement with all our stakeholders in accordance with the Group's core values: Pushing beyond boundaries, Accountability, Respect and Integrity.

Systems

We have a number of channels for reporting any suspected breach of human rights, including the Human Resources, Responsible Business and/or Risk functions, to the Audit and Risk Committees that are in place across the Group, with escalation to the Group Audit and Risk Committee where warranted.

It is standard practice that the owners of all Old Mutual Group policies, with the support of their business unit representatives, are tasked to track

UN Global Compact Principle 2

Businesses should make sure that they are not complicit in human rights abuses.

implementation and compliance. It is their responsibility to escalate material instances of non-compliance with the Group policies with the Group Governance function.

Our Group Code of Conduct and Group Operating Model remain core to ensuring responsible business practices are understood and embedded across the Group.

Our Group Code of Conduct contains a number of specific statements that address the principles relating to human rights in the Global Compact.

In our recently reviewed Responsible Business Policy, which is part of our Group Operating Model, we explicitly reference human rights and the responsibilities of all our employees towards others.

At Group level we have policies that encourage engagement with our communities. To supplement these, at local level there is flexibility to focus on the issues that are most appropriate to that business.

2012 highlights on progress

Improving our Responsible Business Governance

We continued to enhance a number of our key responsible business processes and governance tools. This included:

- Updated our Responsible Business Policy; this forms part of the Group risk compliance process where business units internally report their performance every six months
- Improved monitoring of the Responsible Business Policy, new Community Investment Principles and new Code of Conduct

Moving forward on Responsible Investment

In 2012, we also focused on improving our approach to responsible investment including considering how our investments can impact social issues such as human rights:

- Became a signatory to the UN-backed Principles for Responsible Investment (UN PRI) as an asset owner
- Continued our involvement in the implementation of the Code for Responsible Investing in South Africa (CRISA) through our participation in the CRISA Committee
- Undertook a Group-wide review of our current Responsible Investment practices using the UN PRI reporting framework

Supporting local communities

Our on-going support for our local communities forms part of our commitment to the promotion of human rights where we operate. In 2012 we invested £13.4 million in community projects across the world, reflecting our aim to enable positive futures, including:

- The UK businesses continued to support financial education in London and Southampton through the Young Enterprise Scheme, which has now reached over 10,000 young people since 2010
- In South Africa, the Old Mutual Legends Programme continued to drive accelerated growth in small black-owned businesses, assisting 85 organisations in 2012, an increase from 67 in 2011
- Won the Socially Responsible Investor of the Year at the Imbasa Yegolide Awards for our Old Mutual Investment Group (South Africa)'s Housing Fund
- Continued to donate to community projects through our five Old Mutual Foundations and the Nedbank Foundation
- Raised £1.6 million through Nedbank Affinity programme – an initiative that donates money to South Africa's Arts & Culture Trust, the Green Trust, the Sports Trust or the Nelson Mandela Children's Fund every time a customer uses a Nedbank Affinity banking product

For links to relevant documents, please see our Useful links section on page 9.

2. Labour

UN Global Compact Principle 3
Businesses should uphold the freedom of association and the effective recognition of the right to collective bargaining.

UN Global Compact Principle 4
Business should uphold the elimination of all forms of forced and compulsory labour.

Old Mutual's position

We continue to uphold the principle of the freedom of association and the effective recognition of the right to collective bargaining, where permitted by the law.

We do not tolerate forced labour or child labour, under any circumstances.

We are wholly committed to increasing diversity throughout the Group structure: the different backgrounds, experiences and perspectives of our employees are one of our biggest assets. Our policies ensure that no employee receives less favourable treatment based on their gender, age, sexual orientation, race, disability, religion or any other factor unrelated to the requirements of their position. In southern Africa, recognising the unique circumstances, we balance these principles against our commitment to address employment equity and transformation issues.

Systems

We have a comprehensive Human Resource Risk Management Group Policy in place that governs the management of labour standards in

UN Global Compact Principle 5
Businesses should uphold the effective abolition of child labour.

UN Global Compact Principle 6
Businesses should uphold the elimination of discrimination in respect of employment and occupation.

relation to all our employees. This policy sets out the mandatory requirements in terms of policy and practice that all business units must meet. The policy covers a range of aspects, including employee relations and employment, diversity, selection and appointment, remuneration and performance management and employee welfare.

CEOs from each business unit are required to sign a Letter of Representation annually to confirm both they and their employees have complied with the Group Policy over the previous year and detail where any issues have arisen. This is supported by regular internal audit checks to confirm compliance to this and other Group policies.

We also spend time carefully selecting and working with all our suppliers to ensure they reflect the values we see as important in relation to labour standards. This work is underpinned by internal governance bodies that promote and facilitate good labour practices. We continue to provide on-going training of employees to ensure all people responsible for procurement are aware of the relevant requirements.

2012 highlights on progress

Broadening horizons to improve our culture

We delivered a range of activities and initiatives across the Group to promote greater understanding and learn from experiences across the different businesses. These included:

- Old Mutual Africa launched the Wilika Leadership Programme in June 2012, ensuring that managers across Namibia, Zimbabwe, Swaziland, Malawi, Kenya and Nigeria will benefit from a single leadership development programme for the first time, run by the Old Mutual Business School
- Broad-Based Black Economic Empowerment (B-BBEE) workshops and updates were delivered to line managers to help employees conduct our business in the spirit of empowerment as well as in line with the letter of the law
- Launch of the Nedbank People with Disabilities Communications plan, which is closely aligned to the national and international calendar of events for people with disabilities

Maintaining strong employee relations and a healthy workplace

We have continued to establish improved working conditions for our employees across the Group in 2012

- Measured progress concerning our culture through the second annual Group Culture Survey which indicated that we have improved our 'Entropy' with a healthier corporate culture

- Revised and updated the Group health and safety governance information and issued a new Group Health and Safety Standard

Building our diversity

We continued to increase our diversity across the Group, with a strong focus on increasing the number of women within the business and developing the proportion in leadership positions. For example this year:

- Achieved our target of having two female members on our plc Board and on target to achieve our 2015 target of at least three female Board members
- Ran a 'Women in Leadership' forum in South Africa, aiming to create opportunities for more talented women to reach senior management levels in the business

External recognition

This year we have been recognised by a number of external organisations for our various achievements relating to our employees, including:

- Awarded two of South Africa's top employer awards for our commitment to employees in Old Mutual South Africa (OMSA) and Mutual & Federal
- Achieved B-BBEE Level 2 for all our South African businesses

For links to relevant documents, please see our Useful links section on page 9.

3. Environment

UN Global Compact Principle 7

Businesses should support a precautionary approach to environmental challenges.

UN Global Compact Principle 8

Businesses should undertake initiatives to promote greater environmental responsibility.

Old Mutual's position

As a Group, we are fully aware of our global footprint and its implications, and know that we can continue to improve our operations and behaviours to minimise any negative impacts across the business. Alongside this focus, we continue to look for innovative ways of contributing positively to the environment and ensuring the way we do business reflects emerging thinking on best environmental practices.

As an investor, we make the conscious decision to invest in 'green' technologies and promote products and services that allow our clients to have greater environmental responsibility.

Systems

Our approach to environmental management lies with effective facilities and property management, aligned with employee engagement – encouraging staff to take ownership of their own environmental footprints both at work and home. We monitor, manage and reduce our impacts as far as possible – from waste production, energy, water and paper consumption in our buildings to how we travel to our meetings.

2012 highlights on progress

Reducing our environmental footprint

We continued to make progress in reducing our environmental outputs and increasing environmental efficiency across the Group. Highlights include:

- Reduced overall carbon dioxide emissions by nearly 13% Group-wide
- Old Mutual appeared in the Carbon Disclosure Leadership Index for the fourth consecutive year, ranking eighth for the Financial Services sector
- In our investment property portfolio, we decreased our carbon emissions by 8% to 0.22 tonnes of CO₂e per square metre (2010: 0.24 tonnes CO₂e/m²)
- Conducted our first internal audit of all our environmental data to improve quality and data collection processes
- Introduced Vspace, our new videoconferencing system, in South Africa and the UK, reducing need for air travel and improving efficiency in time and cost

UN Global Compact Principle 9

Businesses encourage the development and diffusion of environmentally friendly technologies.

Our Group Climate Change Strategy, developed in 2010, has helped us focus on reducing our climate change impacts and improving our energy efficiency. Within this strategy we set ourselves the target of reducing Old Mutual's carbon emissions by 20% by 2020. Our 12 dedicated Environment Taskforces across the Group who work to implement our Climate Change Strategy act as a focal point in helping deliver this key target and build on the multitude of activity already going on across the Group.

One of the greatest climate change risks to our business is through the investments we hold and the policies we underwrite. We have a number of socially responsible investment and ethical funds available to our customers to invest in specific environmental projects, however our Group-wide aim is to mainstream environmental, social and ethical criteria into all our investment making decisions.

Promoting greater environmental responsibility

We further promoted greater environmental responsibility through support of others and investment of our own and our clients' funds.

- Remained a key participant in the South African Government's Renewable Energy Programme through our Old Mutual Infrastructural, Developmental Assets (IDEAS) Managed Fund. In the first and second phases of the project we won 10 of the 28 projects, providing over £13.6 million of financing for four wind and six solar power projects representing generation capacity of 665MW
- Signed the Carbon Price Communique – an international coalition of business leaders urging governments to ensure successful transition to a climate-resilient economy
- Actively involved in the Green Building Council of South Africa (GBCSA)'s Green Lease Committee, a working group set up to develop a Green Lease Toolkit – providing a clear framework for achieving better environmental performance at existing properties

For links to relevant documents, please see our Useful links section on page 9.

4. Anti-corruption

UN Global Compact Principle 10

Businesses should work against corruption in all its forms, including extortion and bribery.

Old Mutual's position

The values of Old Mutual are completely against the concepts of bribery and corrupt business practices, which create unfair markets, erode public trust and stifle long-term economic development. We remain fully committed to ethical and legal business conduct in all the countries where we operate.

Systems

The Business Protection team at Group Head Office oversees the implementation of our financial crime prevention policies across the Group. This team reports to the Group Executive, Board Risk and Group Audit Committees. Major issues are escalated and dealt with as they arise, while less serious issues are reported and analysed quarterly. All this work is underpinned by regular contact with the business units.

Our Group Code of Conduct helps our employees clearly understand the ethical standards we all apply when interacting with customers and other stakeholders. All employees are required to regularly review the Code of Conduct to ensure they fully understand all aspects.

We work closely with regulators, law enforcement agencies and trade associations to share good practice both inside and outside the Group. By promoting better education and awareness of issues connected with financial crime we also help promote a more accountable society that is able to combat other anti-social activities that are often supported by gains from financial crime.

We have a Group-wide anti-bribery and corruption policy in place. All business units are required to follow the requirements of this policy and CEOs are required to attest annually in relation to compliance with this policy.

We have skilled and experienced forensics teams in our major businesses that have responsibility for overseeing the policy and for investigating any allegations of bribery that involve our employees.

We also have whistle blowing arrangements in our businesses that facilitate employees (and in some businesses, members of the public) raising issues anonymously. Such issues would include instances of bribery or corruption.

2012 highlights on progress

Working against corruption through positive networks

Tackling corruption in all its forms requires having robust systems in place, and having the right working culture within the Group. We collaborate with other organisations to create positive networks to tackle corruption. In 2012 we continued to make progress in a number of these areas. Highlights include:

- Group Head Office undertook a Bribery and Corruption internal audit in compliance with the new Bribery Act in the UK

- Cyber-crime labs in Old Mutual South Africa and Nedbank made significant contributions to the investigation of crime within our business. Nedbank has developed a detection system which monitors staff activities on the bank's various systems and flags suspicious activity for further investigation
- Our financial crime teams have been linking their anti-bribery and corruption communications within the context of the Group Values and Code of Conduct to emphasise how everything we do comes back to being a responsible business

For links to relevant documents, please see our Useful links section on page 9.

Old Mutual is committed to advancing the Global Compact's principles and broader UN goals within our business and through working with others. Our overarching aim for 2013 is to increase the visibility of Responsible Business, both internally and externally.

Each of our five pillars of Responsible Business has targets for the future, with some of our aims for the coming year summarised below –

- **Responsible Investment** – construct our first report (for publication in 2014) on our Responsible Investment progress using the UN PRI framework, as well as implement our Responsible Investment Standard for the incorporation of environmental, social and governance criteria into investment decisions
- **Responsible to our customers** – further enhance our Customer Strategy, working towards becoming our Customers' Most Trusted financial Partner
- **Responsible to our employees** – continue to embed behaviours that reflect Old Mutual Group values in practice and to use the annual Culture Survey to track progress
- **Responsible to our communities** – increase focus on measuring our impact, particularly the long-term benefits of those receiving Old Mutual support to optimise benefits for the communities we serve
- **Responsible environmental management** – continue to improve data management through internal audits, starting the process of external verification for future use, in preparation for the increase in environmental reporting and compliance obligations

Useful links

Old Mutual Group Values

<http://www.oldmutual.com/about/ourValues.jsp>

Old Mutual Group Code of Conduct

http://www.oldmutual.com/vpage.jsp?vpage_id=2726

Old Mutual Group Responsible Business Report 2012

<http://rbreport2012.oldmutual.com/responsible-business/>

Nedbank Integrated Report 2012

http://www.nedbankgroup.co.za/financial/Nedbank_ar2012/

Nedbank United Nations Global Compact Communications on Progress

<http://www.unglobalcompact.org/COPs/detail/16583>

Old Mutual Investment Group South Africa – Guidelines on Responsible Investment

<http://www.oldmutual.co.za/documents/omigsa/OMIGSAResponsibleInvestmentGuidelinesJan2012.pdf>

Old Mutual Investment Group South Africa – Guidelines on Responsible Ownership

<http://www.oldmutual.co.za/documents/omigsa/OMIGSAResponsibleOwnershipGuidelines.pdf>

Old Mutual South Africa transformation

<http://www.oldmutual.co.za/about-us/transformation.aspx>

Old Mutual Group and Nedbank CDP reports

<https://www.cdproject.net/>

[Old Mutual plc](#)

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