

03 August 2016

The Director
Market Regulation and Surveillance
Trinidad and Tobago Securities and Exchange Commission
57-59 Dundonald Street
Port of Spain
Trinidad

Dear Sirs,

Old Mutual International Isle of Man Limited

Please find enclosed a Form 10 Material Change Report completed with details for the resignation of Terry Groves as a Director.

A copy of this form has already been sent by email previously.

I trust this is in order, however, please contact me should you require any further information in this regard.

Yours sincerely,



Suzanne Watson
Compliance Specialist, Policy & Advisory

FORM 10

MATERIAL CHANGE REPORT

Pursuant to Section 64 of the Securities Act, 2012

| | |
|------------------------------|---|
| General Instructions: | <p>Please complete all relevant sections; where the allocated space is insufficient, you may continue on a separate page and attach to the completed form. All supporting information and attached pages should be appropriately numbered and referenced.</p> <p>This report and any attachments should be certified by a Senior Officer of the Reporting Issuer.</p> <p>Completed reports should be submitted to: The Director Market Regulation and Surveillance Trinidad and Tobago Securities and Exchange Commission 57-59 Dundonald Street Port of Spain Trinidad</p> |
| Item 1 | State the name of the reporting issuer, and include its business address. |
| Item 2 | State the date on which the material change occurred. |
| Item 3 | Provide sufficient disclosure regarding the material change to enable a reader to appreciate the nature and substance of the material change without having to refer to any other sources. Examples of matters that would be subject to disclosure include: dates, parties, terms and conditions, effect on financial condition, value, reasons for the change, purpose of the change, and a general comment on the probable impact of the material change on the reporting issuer. |
| Item 4 | State whether the issuer is seeking an exemption from publishing a notice in accordance with section 64(2) of the Securities Act 2012, and complete the associated "yes" or "no" sections of the form accordingly. |
| Item 5 | Give the name, position, business telephone number and email address of a senior officer of the reporting issuer who may be contacted to discuss further details regarding the material change. |
| Item 6 | Include the signature of the Senior Officer identified in Item 5, confirming the material change report, and certifying the statement outlined. |

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MATERIAL CHANGE REPORT

Pursuant to section 64 of the Securities Act, 2012

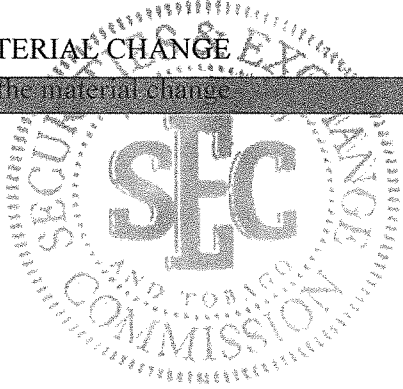
1. NAME OF REPORTING ISSUER

| |
|--|
| Name of Reporting Issuer |
| Old Mutual International Isle of Man Limited |

2. DATE OF MATERIAL CHANGE

| |
|-------------------------|
| Date of material change |
| 31st July 2016 |

3. DESCRIPTION OF MATERIAL CHANGE

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|--|
| Provide a description of the material change |
|  <p>Mr Terry Groves resigned as a Director of Old Mutual International Isle of Man Limited, effective 31 July 2016.</p> |

4. DETAILS OF PUBLICATION OF MATERIAL CHANGE

| | YES | NO |
|--|-------------------------------------|--------------------------|
| Will you be seeking an exemption from publishing a notice in accordance with section 64(2) of the Securities Act 2012? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |

If "No"

| Date of Publication of Notice (dd/mm/yyyy) |
|---|
| |

If "Yes"

| State the reasons for applying for the exemption |
|---|
| <p>We hereby make a request for exemption from publication in accordance with Section 64 (2) of the Securities Act 2012. This exemption is sought as it is believed that the publication is unwarranted as the Reporting Issuer is an approved Foreign Issuer in accordance with Section 69 (1) (b).</p> <p>Old Mutual International Isle of Man Limited is not currently offering any products in Trinidad. the resignation of Terry Groves causes no change on the assets, ownership or business affairs of the Company. With regard to operations, this resignation does not change the way decisions are made by the Board.</p> |

5. DETAILS OF SENIOR OFFICER

| | |
|--|--|
| Name (Salutation, First name, Last name) | Paul Smith |
| Position in Organization | Head of Risk & Regulation |
| Business Address | King Edward Bay House King Edward Road Onchan, Isle of Man IM99 1NU |
| Work Phone (1-xxx-xxx-xxxx) | 0-162-465-5464 |
| Fax Phone(1-xxx-xx-xxxx) | |
| Email Address | paul.smith@ominternational.com |

6. DATE, CERTIFICATION AND SIGNATURE

I hereby certify that the statement and information contained in this form and any attachment hereto are true and correct to the best of my knowledge and belief and submitted in compliance with the provisions of the Securities Act, 2012. I understand that any misrepresentation, falsification or material omission of information on this application may result in a breach of the Securities Act, 2012.

PAUL SMITH



HEAD OF RISK &
REGULATION

03 AUGUST 2016

Print Name

Signature

Position

Date

FOR OFFICIAL USE ONLY

| Tool | ID Information |
|--|----------------|
| Registrant's Number | |
| Director's Number | |
| Document / Record Number | |
| Record's Management Date Received (dd/mm/yyyy) | |

Approved By: _____ Date (DD/MM/YYYY) _____