

INVESTEC ASSET MANAGEMENT LIMITED
(the "Company")

Written Resolutions of the sole Member of the Company

Circulation date: 16 March 2020

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**") the Directors propose that the following resolutions are passed (the "**Resolutions**"). The Resolutions are proposed as special resolutions.

SPECIAL RESOLUTIONS


1. That the Directors having on 16 March 2020 made a solvency statement in accordance with Section 643 of the Act, the Company's share premium account be reduced in an amount equal to £34 578,474.83.
2. That a distribution be declared and made by the Company to Ninety One Global Limited consisting of:
 - (i) the transfer of the entire issued share capital of Investec Asset Management Luxembourg S.A.
 - (ii) the transfer of the entire issued share capital of Investec Asset Management North America, Inc.;
 - (iii) the transfer of the entire issued share capital of Investec Asset Management Guernsey Limited and
 - (iv) the transfer of the entire issued share capital of Investec Asset Management Switzerland GmbH.
3. That with immediate effect the Articles of Association in the form attached to this Resolution be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association



AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

The undersigned, being a person entitled to vote on the Resolutions on 16 March 2020, hereby irrevocably agrees to the Resolutions

Signed by 

for and on behalf of **Ninety One Global Limited**

Date 16 March 2020

NOTES:

- 1** If you agree with the Resolutions please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by hand or by post.
- 2** If you do not agree to the Resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply.
- 3** Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 4** Unless, by midnight on 12 April 2020, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before this time.