

Company Number: 03633621

THE COMPANIES ACT 2006
PUBLIC COMPANY LIMITED BY SHARES
ORDINARY AND SPECIAL RESOLUTIONS OF
INVESTEC PLC
(PASSED on 28 April 2022)

At the general meeting of Investec plc (the "**Company**") duly convened and held at 10.30 a.m. (London time) on 28 April 2022 at 30 Gresham Street, London, EC2V 7QP and electronically via online meeting platform, Resolution (1) was duly passed as an ordinary resolution of the Company and Resolutions (2) and (3) were duly passed as special resolutions of the Company:

ORDINARY RESOLUTION

1. **THAT**, the distribution of Ninety One Limited Shares to: (i) Investec Limited Ordinary Shareholders on the Investec Limited Register at the Distribution Record Time; and (ii) via the Investec SA DAS Share, Investec plc Ordinary Shareholders on the Investec plc SA Register at the Distribution Record Time, be and is hereby approved and that the directors of the Company be authorised to take all such action as they may consider necessary or appropriate for carrying the Proposals into effect;

SPECIAL RESOLUTION

2. **THAT**, subject to the passing of Resolution (1), the amendments to the Investec DAT Deeds, be and are hereby approved and the Directors be and are hereby authorised to take all such action as they may consider necessary or appropriate for carrying such amendments into effect;

SPECIAL RESOLUTION

3. **THAT**, subject to the passing of Resolutions (1) and (2):
 - I. with effect from the Scheme Effective Time (as defined in the scheme of arrangement dated 18 March 2022 (the "**Scheme**") between the Company and its Scheme Shareholders (as defined in the Scheme)), a print of which has been produced to this meeting and for the purposes of identification signed by the chair thereof), the share premium account of the Company be reduced by £251,000,000 and:
 - (a) part thereof be repaid *in specie* by the Company transferring such number of Ninety One plc Shares (as defined in the Scheme) to the UK Register Scheme Shareholders (as defined in the Scheme) as appearing in the UK Register (as defined in the Scheme) at the Scheme Record Time (as defined in the Scheme) as is equal to 0.13751 Ninety One plc Shares for each UK Register Scheme Share (as defined in the Scheme) held by them; and

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- (b) the balance (if any) thereof be retained by the Company and transferred to the reserves of the Company to be available for future distributions by the Company from time to time or applied by the Company from time to time toward any purpose to which such reserves may be applied;
- II. for the purpose of giving effect to the Scheme in its original form or subject to any modification, addition or condition agreed by the Company and Investec Limited and approved or imposed by the High Court of Justice in England and Wales, the directors of the Company (or a duly authorised committee of the directors) be authorised to take all such action as they may consider necessary or appropriate for carrying the Scheme into effect; and
- III. with effect from the passing of this resolution, the articles of association of the Company be amended by the adoption and inclusion of the following new Article 153:

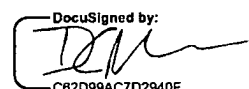
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SCHEME OF ARRANGEMENT

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153.1 In this Article, the "**Scheme**" means the scheme of arrangement dated 18 March 2022 between the Company and its Scheme Shareholders (as defined in the Scheme) under Part 26 of the Companies Act 2006 in its original form or with or subject to any modification, addition or condition approved or imposed by the Court and agreed by the Company and Investec Limited.

153.2 Notwithstanding any other provision of these Articles, if the Company issues any Ordinary Shares after the adoption of this Article, and before the Scheme Record Time (as defined in the Scheme), such shares shall be issued subject to the terms of the Scheme (and shall be Scheme Shares (as defined in the Scheme) for the purposes thereof) and the holders of such shares shall be bound by the Scheme accordingly."

DocuSigned by:

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David Miller

Company Secretary

Investec plc

Dated: 04 May 2022