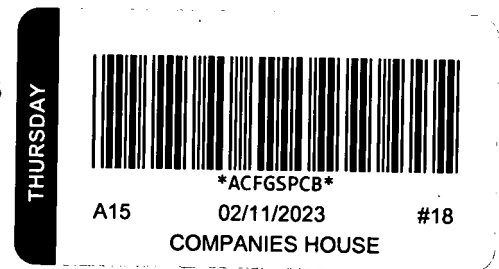


The Companies Act 2006
COMPANY LIMITED BY SHARES
RESOLUTIONS
OF
INVESTEC plc (the 'Company')



Passed on 03 August 2023

At the ANNUAL GENERAL MEETING of the Company held on Thursday 03 August 2023 the following Resolutions were duly passed of which Resolution 35 was duly passed as an ORDINARY RESOLUTION of the Company and Resolutions 36 and 37 were duly passed as SPECIAL RESOLUTIONS of the Company

Ordinary resolutions

35. Ordinary resolution: Directors' authority to allot shares and other securities

Resolved that:

- In accordance with section 551 of the UK Companies Act, the directors be and are hereby generally and unconditionally authorised to allot, or grant rights to subscribe for, or convert any security into shares up to an aggregate nominal amount of:
 - (i) £3 000 in respect of Investec plc ordinary shares of £0.0002 each (ordinary shares); and
 - (ii) £26 219 in respect of Investec plc special converting shares of £0.0002 each (special converting shares).

The special converting shares are required by the dual listed companies' structure and agreements and any issue of same would be non-dilutive to ordinary shareholders. Such authority will expire at the conclusion of the AGM of Investec plc to be held in 2024 or, if earlier, 15 months after the passing of this ordinary resolution, but so that in each case, the company may enter into agreements to exercise the authority granted by this resolution where such agreements would or might require shares to be allotted or to convert any security into shares after the date the authority expires, and the directors may allot shares or grant such rights under any such agreements as if the authority had not expired.

Special resolutions

36. Special resolution No 5: Directors' authority to purchase ordinary shares

Resolved that:

Investec plc be and is hereby unconditionally and generally authorised for the purpose of section 701 of the UK Companies Act to make market purchases (as defined in section 693 of the UK Companies Act) of ordinary shares in the capital of Investec plc, provided that:

- (i) The maximum aggregate number of ordinary shares which may be purchased is 69 608 262 ordinary shares of £0.0002 each, representing 10% of the issued ordinary shares;
- (ii) The minimum price which may be paid for each ordinary share is the nominal value of such share at the time of purchase;
- (iii) The maximum price which may be paid for any ordinary share is an amount equal to the higher of (a) 105% of the average of the middle market quotations of the ordinary shares of Investec plc as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such share is contracted to be purchased or (b) the higher of the price of the last independent trade and the highest current bid for an ordinary share as stipulated by the Commission adopted Regulatory Technical Standards pursuant to article 5(6) of the Market Abuse Regulations; and
- (iv) This authority shall expire at the conclusion of the AGM of Investec plc to be held in 2024, or if earlier, 15 months from the date on which this special resolution No 6 is passed (except in relation to the purchase of ordinary shares, the contract for which was concluded before the expiry of such authority and which might be executed wholly or partly after such expiry) unless such authority is renewed prior to that time.

37. Special resolution No 6: Directors' authority to purchase preference shares

Resolved that:

Investec plc be and is hereby unconditionally and generally authorised for the purpose of section 701 of the UK Companies Act to make market purchases (as defined in section 693 of the UK Companies Act) of non- redeemable, non-cumulative, non-participating rand preference shares of ZAR0.0001 each in the capital of Investec plc (the rand preference shares) and non- redeemable, non-cumulative, non-participating sterling preference shares of GBP0.01 each in the capital of Investec plc (the sterling preference shares), and together with the rand preference shares, the preference shares), provided that:

- (i) The maximum aggregate number of rand preference shares which may be purchased is 131 447 and the maximum number of sterling preference shares which may be purchased is 2 754 587;
- (ii) The minimum price which may be paid for each preference share is the nominal value of such share at the time of purchase;
- (iii) The maximum price which may be paid for any preference share is an amount equal to 105% of the average of the middle market quotations of the preference shares of Investec plc as derived from the Johannesburg Stock Exchange Daily Official List or from the International Stock Exchange Daily Official List (as applicable), in each case for the five business days immediately preceding the day on which such share is contracted to be purchased; and

- (iv) This authority shall expire at the conclusion of the AGM of Investec plc to be held in 2024, or if earlier, 15 months from the date on which this special resolution No 6 is passed (except in relation to the purchase of preference shares, the contract for which was concluded before the expiry of such authority and which might be executed wholly or partly after such expiry).

03 August 2023