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26 February 2020

Independent Reporting Accountant's Report on the Combined Historical Financial Information of the Ninety One Business for the six months ended 30 September 2019 and the years ended 31 March 2019, 2018 and 2017

The definitions commencing on page 366 of this document apply *mutatis mutandis* to this report.

Introduction

At your request, and for the purposes of the prelisting statement dated on or about 2 March 2020, we have reviewed the combined historical financial information of the Ninety One Business for the six months ended 30 September 2019 and audited the combined historical financial information of the Ninety One Business for the years ended 31 March 2019, 2018 and 2017 set out in Section A4 of Part XIV, prepared in accordance with the Basis of Preparation set out in Section A3 paragraphs 1 and 3 of Part XIV ("**JSE Basis of Preparation**"), included in the Report of Combined Historical Financial Information of the Ninety One Business for the six months ended 30 September 2019 and the years ended 31 March 2019, 2018 and 2017 (collectively, "**Report of Combined Historical Financial Information of the Ninety One Business**").

The combined statement of financial position at 30 September 2019, the combined statement of comprehensive income, combined statement of changes in equity and combined cash flow statement for the six months ended 30 September, and a summary of significant accounting policies and notes thereto ("**Combined Interim HFI**") and the combined statements of financial position at 31 March 2019, 2018 and 2017, the combined statements of comprehensive income, combined statements of changes in equity and combined cash flow statements for the years ended 31 March 2019, 2018 and

KPMG Inc. is a company incorporated under the South African Companies Act and a member firm of the KPMG network of independent member firms affiliated with KPMG International Cooperative ("KPMG International"), a Swiss entity.

KPMG Inc. is a Registered Auditor, in public practice, in terms of the Auditing Profession Act, 26 of 2005.

Registration number 1999/021543/21

Chairman Prof Wiseman Nkuhlu
Chief Executive Officer Ignatius Sehoole
Directors Full list on website

The company's principal place of business is at KPMG Crescent, 85 Empire Road, Parktown, where a list of the directors' names is available for inspection.



2017, a summary of significant accounting policies and notes thereto (“**Combined HFI**”) is prepared in accordance with the JSE Basis of Preparation attached as Section A3 paragraphs 1 and 3 of Part XIV which forms part of the Report of Combined Historical Financial Information of the Ninety One Business, set out in Section A4 of Part XIV to the prelisting statement.

The directors of Ninety One Limited and the directors of Ninety One plc (collectively, “**Directors**”) are responsible for the preparation of the Report of Combined Historical Financial Information of the Ninety One Business. The Directors are responsible for the compilation, contents and preparation of the prelisting statement including the Report of Combined Historical Financial Information of the Ninety One Business, attached as Section A4 of Part XIV to the prelisting statement, prepared in accordance with the JSE Basis of Preparation which forms a part thereof, attached as Sections A3 paragraphs 1 and 3, of Part XIV to the prelisting statement and for determining that the JSE Basis of Preparation is acceptable in the circumstances.

KPMG Inc. is the independent reporting accountant to the Ninety One Business.

Part A: Combined Interim HFI

Independent Reporting Accountant’s Report on the Combined Interim HFI

We have reviewed the Combined Interim HFI of the Ninety One Business, which comprises the combined statement of financial position at 30 September 2019, the combined statement of comprehensive income, the combined statement of changes in equity and the combined cash flow statement for the six months ended 30 September 2019, including a summary of significant accounting policies and the notes thereto as presented in Section A4 of Part XIV to the prelisting statement. The Directors are responsible for the preparation of the Combined Interim HFI, attached as Section A4 of Part XIV to the prelisting statement, in accordance with the JSE Basis of Preparation which forms part thereof, attached as Sections A3 paragraphs 1 and 3 of Part XIV to the prelisting statement. Our responsibility is to express a review conclusion on the Combined Interim HFI based on our review in accordance with the International Standard on Review Engagements (ISRE) 2410, *Review of Interim Financial Information Performed by the Independent Auditor of the Entity*.

Scope of review

We conducted our review in accordance with ISRE 2410. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusion on the Combined Interim HFI

Based on our review, nothing has come to our attention that causes us to believe that the Combined Interim HFI, as set out in the Report of Combined Historical Information of the Ninety One Business, attached as Section A4 of Part XIV to the prelisting statement, is not prepared, in all material respects, in accordance with the JSE Basis of Preparation that forms part thereof and is attached as Section A3 paragraphs 1 and 3 of Part XIV to the prelisting statement.

Emphasis of Matter – Basis of Preparation

We draw attention to the JSE Basis of Preparation which forms part of the Combined Interim HFI, as set out in the Report of Combined Historical Information of the Ninety One Business, attached as Section A3 paragraphs 1 and 3 of Part XIV to the prelisting statement, and which describes the JSE Basis of Preparation, including the approach to and the purpose for preparing the Combined Interim HFI. Our conclusion is not modified in respect of this matter.

Part B: Combined HFI

Independent Reporting Accountant's Report on the Combined HFI

Opinion

We have audited the Combined HFI of Ninety One Business, which comprises the combined statements of financial position at 31 March 2019, 2018 and 2017, the combined statements of comprehensive income, combined statements of changes in equity and combined cash flow statements for the years ended 31 March 2019, 2018 and 2017, including a summary of significant accounting policies and the notes thereto.

In our opinion, the Combined HFI is prepared, in all material respects, in accordance with the JSE Basis of Preparation which forms part of the Report of Combined Historical Financial Information of the Ninety One Business, attached as Sections A3 Parts 1 and 3 and A4, respectively, of Part XIV to this prelisting statement.

Basis for Opinion

We conducted our audits in accordance with International Standards on Auditing ("ISAs"). Our responsibilities under those standards are further described in the *Independent Reporting Accountant's Responsibilities for the Combined HFI* section of our report. We are independent of Ninety One Limited and Ninety One plc in accordance with the sections 290 and 291 of the Independent Regulatory Board for Auditors' *Code of Professional Conduct for Registered Auditors (Revised January 2018)*, parts 1 and 3 of the Independent Regulatory Board for Auditors' *Code of Professional Conduct for Registered Auditors (Revised November 2018)* (together, the "IRBA Codes") and other independence requirements applicable to performing audits of financial statements in South Africa. We have fulfilled our other ethical responsibilities in accordance with the IRBA Codes and in accordance with other ethical requirements applicable to performing audits in South Africa.





The IRBA Codes are consistent with the corresponding sections of the International Ethics Standards Board for Accountants' *Code of Ethics for Professional Accountants* and the International Ethics Standards Board for Accountants' *International Code of Ethics for Professional Accountants (including International Independence Standards)* respectively. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the Combined HFI.

Emphasis of Matter – Basis of Preparation

We draw attention to the JSE Basis of Preparation which forms part of the Report of Combined Historical Financial Information of the Ninety One Business, attached as Sections A3 paragraphs 1 and 3 of Part XIV to this prelisting statement and which describes the JSE Basis of Preparation, including the approach to and the purpose for preparing the Combined HFI. As a result, the Combined HFI may not be suitable for another purpose. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audits of the Combined HFI at 31 March 2019. These matters were addressed in the context of our audit of the Combined HFI as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matter described below to be the key audit matter to be communicated in our report.

Key Audit Matter	Our response to the Key Audit Matter
Consolidation and Combining of Historical Financial Information – Refer to JSE Basis of Preparation	
Investec Limited and Investec plc (collectively, “Investec”) have entered into agreements to demerge and publicly list their asset management business (the “Ninety One Business”).	Our audit procedures included the following: <ul style="list-style-type: none">— obtaining an understanding of the proposed demerger and listing of Ninety One on the JSE and the LSE;— performing an assessment, together with our technical specialists, of the proposed structure to determine the extent to which the principles of IFRS could be applied as detailed in the JSE Basis of Preparation and, in particular, whether, post the implementation of the demerger and listing of Ninety One, either Ninety One Limited

The Ninety One Business consists of Investec Asset Management Limited (“IAM UK”) and Investec Asset Management Holdings Proprietary Limited (“IAM SA”) and their direct and indirect subsidiaries and associates. The combined financial information of these two entities (the “Combined HFI”) is the subject of the Report of Combined Historical Financial Information of the Ninety One Business to which this opinion relates.

The separation will be implemented by way of a demerger of the Ninety One Business to a new Dual-Listed Company structure (“Ninety One”), comprising of Ninety One Limited and Ninety One plc, which will be separately listed on the London Stock Exchange (“LSE”) and the JSE Limited (“JSE”).

Ninety One Limited and Ninety One plc have entered into sharing and voting agreements in order to ensure mutual control by the joint board and shareholders over Ninety One. At the date of this report, the agreements creating Ninety One were not as yet effective and the demerger and listing were still subject to Investec shareholder approval.

The Combined HFI is also the first combined financial statements of the Ninety One Business, and it was thus determined appropriate that the principles of IFRS 1 First-time Adoption of International Financial Reporting Standards should be applied.

or Ninety One plc would have control;

— inspection of the following agreements to determine whether the application of the principles of IFRS 10 as detailed in the JSE Basis of Preparation were appropriate from a control perspective:

- the demerger agreements;
- the Ninety One Sharing agreements; and
- the Ninety One Voting agreement; and

— we assessed the accuracy and completeness of the combination and consolidation entries and calculations to derive the Combined HFI to the extent that the principles of IFRS have been applied as detailed in the JSE Basis of Preparation.



As IFRS does not contain specific guidance for the preparation of Combined HFI, the principles of IFRS were applied in preparing the Combined HFI. In terms of these principles, the assets, liabilities, income and expenses of IAM SA and IAM UK, as well as the equity accounted share of the associates, were aggregated and then consolidation principles, to eliminate any intercompany transactions, were applied. The detail of the principles used in compiling the Basis of Preparation for JSE purposes ("**JSE Basis of Preparation**") which forms part of the Report of Combined Historical Financial Information of the Ninety One Business, attached as Sections A3 Parts 1 and 3 of Part XIV of the prelisting statement to which this report is attached.

Our audit focused on assessing whether the JSE Basis of Preparation was appropriate for the preparation of the Combined HFI and whether the accounting principles detailed therein had been accurately applied in the preparation of the Combined HFI. Due to the complexity of the structure, the involvement of technical specialists and the work effort required by the audit team, the assessment as to whether the JSE Basis of Preparation was appropriate for the preparation of the Combined HFI and whether the accounting principles detailed therein had been accurately applied was determined to be a key audit matter.





Responsibilities of the Directors for the Combined HFI

The Directors are responsible for the preparation of the Combined HFI in accordance with the JSE Basis of Preparation which forms part of the Report of Combined Historical Financial Information of the Ninety One Business, attached as Sections A3 Parts 1 and 3, of Part XIV to this prelisting statement, for determining that the JSE Basis of Preparation is acceptable in the circumstances and for such internal control as the Directors determine is necessary to enable the preparation of the Combined HFI that is free from material misstatement, whether due to fraud or error.

In preparing the Combined HFI, the Directors are responsible for assessing the ability of the Ninety One Business to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Ninety One Business or to cease operations, or have no realistic alternative but to do so.

Independent Reporting Accountant's Responsibilities for the Combined HFI

Our objectives are to obtain reasonable assurance about whether the Combined HFI is free from material misstatement, whether due to fraud or error, and to issue an independent reporting accountant's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that audits conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this Combined HFI.

As part of audits in accordance with ISAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Combined HFI, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audits in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Ninety One Business' internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Directors.



- Conclude on the appropriateness of the Directors' use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Ninety One Business to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our independent reporting accountant's report to the related disclosures in the Combined HFI or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our independent reporting accountant's report. However, future events or conditions may cause the Ninety One Business to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Combined HFI, including the disclosures, and whether the Combined HFI represents the underlying transactions and events in accordance with the JSE Basis of Preparation which forms part thereof.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Ninety One Business to express an opinion on the Combined HFI. We are responsible for the direction, supervision and performance of the Ninety One Business audit. We remain solely responsible for our audit opinion.

We communicate with the Directors regarding, among other matters, the planned scope and timing of the audits and significant audit findings, including any significant deficiencies in internal control that we identify during our audits.

We also provide the Directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the Directors, we determine those matters that were of most significance in the audit of the Combined HFI for the year ended 31 March 2019 and are therefore the key audit matters. We describe these matters in our independent reporting accountant's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Yours faithfully

KPMG Inc.

Per GS Kolbé
Chartered Accountant (SA)
Registered Auditor
Director