

# Investec plc

## Form of Proxy (UK)

For Against Abstain

Special business: Investec plc

  

Special Resolution

- 2 To approve:
- (i) the reduction of the share premium account of Investec plc by £855,926,402 and the repayment of such amount, which shall be satisfied by Investec plc transferring, or procuring the transfer of, a portion of its ordinary shares of £1.00 each in IAM UK to Ninety One plc in consideration for the allotment and issue by Ninety One plc to Investec plc Ordinary Shareholders at the Demerger Record Time of one Ninety One plc Share for every two Investec plc Ordinary Shares held by them;
  - (ii) the reduction of capital of Ninety One plc;
  - (iii) the authorisation of the directors of Investec plc to take the necessary actions to carry the Scheme into effect; and
  - (iv) the amendments to the Investec plc Articles of Association in connection with (i) above, as set out in the Notice of Investec plc General Meeting.

MR SAM SAMPLE  
DESIGNATION (IF ANY)  
MR JOINT HOLDER 1  
ADD1  
ADD2  
ADD3  
ADD4

001CS56986

Before completing this form, please read the Notice of Investec plc General Meeting in Part XIX of the circular published on 29 November 2019 (the "Circular") and the Explanatory Notes overleaf

I/We hereby appoint the Chairman of the Meeting OR the following person:  
(The proxy need not be a member of the Company).

Please leave this box blank if you have selected the Chairman.  
Do not insert your own name(s).

as my/our proxy to attend and vote on my/our behalf at the General Meeting of Investec plc to be held at 30 Gresham Street, London EC2V 7QP at 10.30 am (UK time) on Monday 10 February 2020 or at any adjournment of such meeting. I/We would like my/our proxy to vote on the resolution proposed at the meeting as indicated on this form. Unless otherwise instructed, the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

Signature (Please sign in the box above)  
Any one joint holder may sign

Date

Please tick here to indicate that this proxy appointment is one of multiple appointments being made.

**Kindly Note:** This form is issued only to the addressee(s) and is specific to the class of security and the unique designated account printed hereon. This personalised form is not transferable between different (i) account holders; (ii) classes of security; or (iii) uniquely designated accounts. The Company and Computershare Investor Services PLC accept no liability for any instruction that does not comply with these conditions.



EXT1964

C1234567890

## Notes

1. Full details of the resolution to be proposed at the general meeting, with explanatory notes, are set out in the Notice of Investec plc General Meeting which is set out in Part XIX of the Circular. Before completing and returning this form of proxy, please also read Part II of the Circular ('Action to be Taken'). Terms defined in the Circular published on 29 November 2019 shall apply in this form of proxy unless the context requires otherwise.
2. A shareholder entitled to attend and vote at the General Meeting is entitled to appoint a proxy (who need not be a shareholder of the Company) to attend, and, on a poll, to vote in the shareholder's place. The resolution is to be decided on a poll and a shareholder or proxy shall have one vote for every share held. If you do not indicate how you wish your proxy to use your vote (by placing a cross in the relevant boxes) on any particular matter or motion put to the meeting, the proxy will exercise their discretion as to how to vote.
3. The "Abstain" option is provided to enable you or your proxy to abstain from voting on the resolution. However, it should be noted that a vote to Abstain is not a vote in law and will not be counted in the calculation of the proportion of votes cast "For" or "Against" the resolution.
4. The date must be filled on this form of proxy when it is signed.
5. To appoint more than one proxy, one or more additional proxy forms may be obtained by contacting the Registrar at the address below or you may photocopy this form. Please indicate in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
6. If you are signing in a representative capacity, whether for another person or for an organisation, then, in order for this form to be valid, you must include a power of attorney or other written authority that authorises you to sign (or a certified copy of such power or authority).
7. In the case of a company, this form of proxy should either be sealed by the company or signed by a director or an authorised signatory (and the provisions of paragraph 5 shall apply to such authorised signatory).
8. In the case of joint shareholders only one need sign. If more than one joint shareholder votes, whether in person or by proxy, only the most senior shareholder who renders a vote, whether in person or by proxy, will be counted. For this purpose, seniority is determined by the order in which shareholders' names appear in the register for that share.
9. Any alteration or correction made to this form of proxy must be initialled by the signatory or signatories.
10. To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 48 hours before the time appointed for holding the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
11. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions as described in the CREST Manual (available via [www.euroclear.com/CREST](http://www.euroclear.com/CREST)). The message, regardless of whether it constitutes the appointment of proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID 3RA50) by the latest time for receipt of proxy appointments specified in **Note 13 below**. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
12. The return of this form will not prevent you from attending the meeting and voting in person.
13. This proxy must be received by the Company's Registrars:

**Computershare Investor Services PLC**

The Pavilions,  
Bridgwater Road,  
Bristol, BS99 6ZY

not later than 10.30 am (UK time) on Thursday 6 February 2020.

**Directions to the offices of Investec plc, 30 Gresham Street, London, EC2V 7QP**

Please take the underground to Bank Station. Exit the station and walk north on Princes Street towards Guildhall. Take the first left onto Lothbury and continue to Gresham Street.