
INVESTEC RECEIVES APPROVAL FOR JOHANNESBURG/LONDON LISTING

Investec, the international specialist banking group, has today received approval from the South African Ministry of Finance, subject to compliance with a number of conditions to pursue a listing on the Johannesburg and London Stock Exchanges using a dual listed companies (“DLC”) structure. Investec intends to commence with the listing process immediately.

The Investec group will be reorganised so that all the non-Southern African operations (except Mauritius) are held by Investec Plc, which will then be unbundled and will apply for a primary listing on the London Stock Exchange (“LSE”). Investec SA will hold all the Southern African operations and will maintain its primary listing on the JSE Securities Exchange South Africa (“the JSE”). Investec SA and Investec Plc will enter into agreements that have the effect of enabling the Investec group to continue to operate and be managed as if it were a single economic enterprise. Investec SA will apply for a secondary listing on the LSE and Investec Plc will apply for a secondary listing on the JSE.

BACKGROUND AND RATIONALE

Investec is an international specialist banking group offering innovative and specialised services to select clients internationally in four key areas: investment banking, treasury and finance, asset management and private client activities. Since the early 1990s, Investec has followed an internationalisation strategy and today has operations in 14 countries around the world. As at 30 September 2001, international operations accounted for 45% of headline attributable earnings and 60% of its assets.

Investec is competing in an increasingly global business where the availability and cost of capital is vitally important. By implementing the DLC structure, Investec will benefit by increasing its global profile, enhancing capital raising capability, lowering its cost of capital and improving access to international capital markets.

The primary listing of Investec’s international business operations on the LSE does not in any way detract from Investec’s continued commitment to the growth and development of its Southern African business.

DETAILS OF THE DLC STRUCTURE

Following implementation of the DLC structure, current Investec shareholders will separately hold shares in both Investec SA and Investec Plc, each of which will be able to be traded independently of the other. Each share in Investec SA and Investec Plc will have equivalent economic and voting rights in the combined Investec group. Voting procedures will enable shareholders of Investec Plc and Investec SA to vote on key matters affecting the combined group as if they formed a single electorate. In effect, shareholders of Investec SA and Investec Plc will have an effective interest in a single economic enterprise comprising all the assets of Investec Plc and Investec SA.

BOARD AND MANAGEMENT

The Boards of Directors of Investec SA and Investec Plc will be identical. They will each be supported by a regional management forum (one based in South Africa, dealing with Investec SA matters, and the other based in the UK, dealing with Investec Plc matters) and a global management forum dealing with group-wide issues. Investec SA, Investec Plc and their respective subsidiary companies will continue to operate and be managed as if they were a single unified business. The headquarters for Investec SA and the combined group will be based in South Africa whilst the headquarters for Investec Plc will be based in the UK.

FINANCIAL INFORMATION

Investec SA and Investec Plc will maintain a 31 March financial year-end and intend to prepare a single set of consolidated accounts in accordance with UK GAAP, denominated in Sterling and such other financial information required to meet their respective local requirements.

DIVIDENDS

Dividends will be determined by the Boards of Directors based on the distributable reserves of the combined group and will be paid to shareholders of Investec SA and Investec Plc simultaneously. Dividends will be determined in Sterling on an equalised net cash payable basis such that the holder of one ordinary share in Investec SA will be paid the same cash dividend as the holder of one ordinary share in Investec Plc. Shareholders registered on the South African registers will be paid their dividends in Rand and shareholders registered on the UK registers will be paid their dividends in Sterling.

MINISTRY: FINANCE

The Minister of Finance has taken particular care in this lengthy process to ensure that the structure will not result in any adverse consequences on the Rand, and the conditions imposed outline the measures regulating the management and operation of the combined group. Shareholders should specifically note the following:

- There will be no blanket cross-guarantees between Investec Plc and Investec SA.
- South African resident shareholders of Investec Plc will be required to hold their Investec Plc shares through its South African branch register. These shares will be traded on the JSE.

APPROVAL PROCESS AND TIMING

Implementation of the DLC structure will require a re-organisation of the Investec group and the unbundling of Investec Plc and is conditional upon shareholder approval of Investec Holdings Limited and Investec, as well as regulatory approvals. A further announcement will be made in due course.

Sandton
22 November 2001

Sponsor