

DLC Remuneration Committee

Terms of Reference | September 2023



1. Authority, mandate, objectives and reporting

1.1. Introduction

This Committee is mandated to provide effective oversight of the Group's remuneration processes and arrangements.

This Terms of Reference documents the authority and mandate delegated to the Committee by the Board but does not preclude the Committee from carrying out such additional functions and adopt such additional measures as may be required to effectively discharge its responsibilities.

1.2. Terminology and definitions

- DLC: Investec plc and Investec Limited together as a dual listed company
- The Group: Investec plc and Investec Limited and its subsidiaries
- The DLC BRCC: The DLC Board Risk & Capital Committee
- The Directors of the Group / The DLC Board / The Group Board: The Boards of Investec plc and Investec Limited
- Key operating and regulated subsidiaries: list of key subsidiaries as listed in Appendix 5.2

1.3. Legislation and regulation that forms part of the mandate of the Committee

As a Committee mandated by the Boards of Investec Limited and Investec plc, the mandate of the Committee is informed by legislation, regulation and stakeholder expectations in both the UK and SA. In line with principles established by the Group, to the extent that there is a conflict, the Committee will apply the more onerous provisions.

South Africa

- The Banks Act 94 of 1990 and Regulations and Directives issued by the SA Prudential Authority
- The SA Companies Act 71 of 2008
- King IV Code on Corporate Governance (King IV).
- The JSE Listings requirements

United Kingdom

- The UK Companies Act of 2006
- UK Corporate Governance Code
- UK Listing rules
- Capital Requirements Directives
- PRA and FCA Handbooks

Other

- Stakeholders: shareholder voting policies

1.4. Authority & mandate

The Committee is mandated by the Investec plc and Investec Limited Board of Directors (the Board or Group) to formulate remuneration policy and practices of that support the Group's strategy. The remuneration policy and practices shall promote long-term sustainable success, reward fairly and responsibly, with a clear link to corporate and individual performance.

The Committee may sub-delegate any of its powers, authorities and responsibilities to a sub-committee comprising such other forums or committees or individuals and, on such terms, and conditions, and may revoke or vary such delegation, as it sees fit.

1.4.1. Annual workplan

The Committee will evidence how it discharged its mandate and exercised its authority by amongst others, following an annual work plan. The annual work plan will also record ad hoc tasks, work and duties undertaken by the Committee which are not expressly recorded within these Terms of Reference.

1.5. Objectives

The principal duties of the Committee are to:

- Have delegated responsibility for determining the policy for the remuneration (including but not limited to fixed and variable pay, share awards and vesting, pension arrangements, any termination payments, benefits in kind, and any other compensation commitments) for:
 - Executive Directors of the Group,
 - the company secretaries of the Group,
 - senior management below Board level who are members of the Group Executive Team (synonymous with those individuals identified as Persons Discharging Managerial Responsibility – a 'PDMR')
- Establish, if deemed appropriate, remuneration schemes that promote long-term shareholding by executive directors that support alignment with long-term shareholder interests.
- Design remuneration policies and practices to support strategy and promote long-term sustainable success, with executive remuneration aligned to the Investec Group's purpose and values, clearly linked to the successful delivery of the Investec Group's long-term strategy, and that enable the use of discretion to override formulaic outcomes and to recover and/or withhold sums or share awards under appropriate specified circumstances. The objective of such policy shall be to attract, retain and motivate executive management of the quality required to run the company successfully having regard to views of shareholders and other stakeholders.
- In determining remuneration policy, take into account all other factors which it deems necessary including relevant legal or regulatory requirements and guidance or best practice, and peer comparison.
- Approve any and all non-standard remuneration structures

- Review the ongoing appropriateness and relevance of the executive directors' remuneration policy and consult with significant shareholders, as appropriate, on the policy or any other aspects of remuneration where necessary or appropriate.
- Within the terms of the agreed policy and in consultation with the chair and/or chief executive, as appropriate, approve the total individual remuneration package (including but not limited to bonuses, incentive payments and share options or other share awards) of applicable recipients as listed above.
- Review the design of all share incentive plans (to include appropriate malus and claw back mechanisms) for approval by the Board and, where required, shareholders. For any such plans, approve each year the awards for executive directors as in line with the parameters of the remuneration policy, and for other applicable recipients as listed above, the awards as recommended by the CEO.
- Review workforce remuneration and related policies and the alignments of reward with culture and oversee any major changes in remuneration and employee benefits structures throughout the Group and engagement with the workforce.
- Have full authority to appoint remuneration consultants and to commission or purchase any reports, surveys or information or other advice which it deems necessary at the expense of Investec.
- Review the outcome of an annual independent internal audit of compliance with policies and procedures adopted by the Committee.
- Approve the policy for the payment of expenses and other applicable claims for reimbursement by Executive Directors, Non-executive Directors, and the Chair of the Board.
- Review and approve the terms and conditions (and any amendments thereto) for the Executive Directors' service contracts for approval by the Board and, where required, shareholders.
- Review remuneration aspects of non-executive director service contracts if and when applicable (in collaboration with the nomination committee where necessary)
- Ensure that provisions regarding disclosure of information as set out in relevant UK and SA legislation, regulations and governance codes are fulfilled, and that a report on the directors' remuneration policy and practices is included in the company's annual report and put to shareholders for approval at the Annual General Meeting (AGM) as necessary

1.6. Reporting

The Committee's reporting line is Committee → DLC Board.

The Chair of the DLC Remuneration Committee is a member of the Investec Bank Limited (IBL) and the Investec Bank plc (IBP) Remuneration Committee and will

provide verbal feedback at each Committee meeting.

The Committee shall produce a report (the Directors' Remuneration Report) to be included in the Group's annual report about its activities including the membership of the Committee, number of meetings and attendance as well as summarise the Committee's work and activities over the course of the year.

1.7. Interaction with other committees

- As an agreed principle, where practicable the Chair of the DLC Remuneration Committee shall be a member of the Remuneration Committees established by subsidiaries.
- Subsidiary Remuneration Committees have defined and documented responsibilities with regard to their respective entities. In order to effectively aggregate the work done by those committees, members may attend the meetings of those committees and a report will be provided by the chair.
- DLC Nomdac: input, where required, on remuneration arrangements in respect of proposed appointments to the Board
- DLC BRCC: input, where required, on risk elements related to the remuneration arrangements of executive directors and senior managers

1.8. Matters reserved for the Group Committee

In certain instances where subsidiaries of the Group have established subsidiary committees, certain matters will remain reserved for the Group Committee.

- Approval – for recommendation to the DLC Board – of recommendations in respect of non-executive fees for subsidiaries
- The approval of Terms of Reference of subsidiary Remuneration Committees
- Approval of remuneration arrangements of members of the Group Executive Team notwithstanding instances where such members are employees or office holders of subsidiary companies
- [Approval, on the recommendation of subsidiary Remuneration Committees, any non-standard remuneration arrangements for employees of those subsidiaries]

2. Composition and quorum

2.1. Composition

Members of the Committee, including the designated Chair, are appointed and/or removed by the Board on the recommendation of the DLC Nominations and Directors' Affairs Committee (DLC Nomdac) in consultation with the Committee Chair.

The Committee shall comprise of at least three members all of whom must be independent non-executive directors.

Only members and white card holders (members of the DLC Board) of the Committee have the right to attend Committee meetings. The Chair of the Committee may at their discretion invite non-members to meetings as deemed necessary, but they shall

not have a vote.

If the designated Chair is absent from the meeting, one of the Committee members, nominated by the Chair or elected by the members present, may act as Chair.

Only members of the Committee have the right to vote at meetings. However, other individuals may be invited to attend and speak at meetings at the Chair's discretion.

Members of the Committee and regular invitees are as set out in Appendix 5.1.

2.2. Quorum

The quorum necessary for the transaction of business shall be two members of the Committee.

If a member is in any way, either directly or indirectly, interested in a matter before the Committee they must declare the nature and extent of that interest to the other members either at the beginning of the applicable meeting or in advance by email to members. A member who is interested in a matter before the Committee may not be counted as participating in the decision-making process for quorum or voting purposes unless the conflict of interest has been disclosed to and authorised by the members.

3. Committee operations

3.1. Frequency, notice and agenda

The Committee will meet at least six times per year, after the meetings of the Remuneration Committees of Investec's key operating subsidiaries and as often as is necessary to discharge its duties and objectives, on such dates and times as agreed with the Chair.

At least 3 days' notice of a meeting must be given to members but need not be in writing.

The notice of meeting should include the date and time of the meeting, details of the venue (whether in person or virtual), and, if relevant, an outline of the business to be discussed. Proposed agenda items should be discussed and agreed with the Chair prior to calling the meeting.

3.2. Chair, decision making and virtual meetings

The Chair of the Committee shall be appointed by the Board on the recommendation of the DLC Nomdac. The Chair shall be an independent non-executive of the Board. In the Chair's temporary absence, one of the independent non-executive Committee members nominated by the Chair or elected by the other members of the Committee will act as Chair.

Meetings may be convened, and decisions taken either in person or by electronic means (including for the avoidance of doubt, conference call, email, or any other electronic means of audio-visual communication that facilitates the members of the Committee making an informed, collective decision).

If meetings are held in person, at the Chair's discretion any subsequent amendments, approvals, recommendations, or satisfaction of any conditions precedent and antecedent may be addressed by the Committee electronically.

Decisions taken electronically have no effect unless the approving members would have formed a quorum at a meeting held in person, but otherwise all decisions taken electronically have the same force as if they had been made at a meeting held in person.

3.3. Record keeping

A member of the Company Secretarial function will act as Secretary of the Committee and will keep a record of the meeting papers and minutes of proceedings. Copies of the minutes of meetings will be circulated to members for comment no later than 14 days after the relevant meeting and thereafter provided to the Chair for comment and/or approval.

4. Review and approval of Terms of Reference

The Committee will review its own performance and composition at least once a year by way of the annual board effectiveness review.

The Committee will review the terms of reference at least once a year.

Any changes to the appendices to the Terms of Reference, with the exception of the Committee membership, may be amended by agreement between the Chair and Company Secretary.

Appendices reflecting membership changes may be updated by the Company Secretary after approval from the Board.

Any changes to the main body of the Terms of Reference must be tabled at the next meeting of the Committee for approval.

5. Appendices

5.1. Membership

The members of the Committee are:

Name	Designation
HC Baldock	Independent non-executive of DLC and IBP, Chair of IW&I UK and Chair of Committee
PA Hourquebie	Independent non-executive of DLC
ZBM Bassa	Independent non-executive of DLC
N Newton-King	Independent non-executive of DLC

5.2. Appendices | Lists of key operating and regulated subsidiaries that the committee is responsible for

Investec Bank Limited

Investec Bank plc

Investec Wealth and Investment International Pty Ltd

5.3. Appendices | Workplan