

Investec Limited

Incorporated in the Republic of South Africa
 Registration number 1925/002833/06
 JSE ordinary share code: INL
 NSX ordinary share code: IVD
 BSE ordinary share code: INVESTEC
 ISIN: ZAE000081949

Investec plc

Incorporated in England and Wales
 Registration number 3633621
 LSE share code: INVP
 JSE share code: INP
 ISIN: GB00B17BBQ50

(jointly “Investec”)

As part of the dual listed company structure, Investec plc and Investec Limited notify both the London Stock Exchange and the JSE Limited of matters which are required to be disclosed under the Disclosure and Transparency Rules and the Listing Rules of the United Kingdom Listing Authority (the “UKLA”) and/or the JSE Listing Requirements.

Accordingly we advise of the following:

**Results of Annual General Meetings of Investec Limited and Investec plc
 (the “Shareholder Meetings”)**

The Shareholder Meetings were held on 10 August 2017. As required by the dual listed company structure, all resolutions were treated as Joint Electorate Actions and were decided on a poll. All resolutions at both meetings were passed by the required majority. Resolutions 1 to 24, 29 to 33 and 36 were passed as ordinary resolutions. Resolutions 25 to 28, 34 and 35 were passed as special resolutions.

The voting results of the Joint Electorate Actions are identical and are given below:

	Votes For	%	Votes Against	%	TOTAL	Votes cast as % issued capital	Withheld	Result	
RESOLUTION									
Common Business: Investec plc and Investec Limited									
1	To re-elect Zarina Bibi Mahomed Bassa as a director of Investec plc and Investec Limited.	624,572,725	86.69%	95,907,155	13.31%	720,479,880	76%	5213433	Carried
2	To re-elect Glynn Robert Burger as a director of Investec plc and Investec Limited.	708,603,079	98.14%	13,464,485	1.86%	722,067,564	76%	3625756	Carried
3	To re-elect Laurel Charmaine Bowden as a director of Investec plc and Investec Limited.	603,830,550	85.78%	100,123,804	14.22%	703,954,354	75%	21738959	Carried

4	To re-elect Cheryl Ann Carolus as a director of Investec plc and Investec Limited.	676,421,557	93.88%	44,060,215	6.12%	720,481,772	76%	5211548	Carried
5	To re-elect Peregrine Kenneth Oughton Crosthwaite as a director of Investec plc and Investec Limited.	626,939,799	86.82%	95,135,375	13.18%	722,075,174	76%	3618146	Carried
6	To re-elect Hendrik Jacobus du Toit as a director of Investec plc and Investec Limited.	710,700,523	98.43%	11,366,520	1.57%	722,067,043	76%	3626271	Carried
7	To re-elect David Friedland as a director of Investec plc and Investec Limited.	703,294,534	97.40%	18,773,209	2.60%	722,067,743	76%	3625571	Carried
8	To re-elect Charles Richard Jacobs as a director of Investec plc and Investec Limited.	551,441,300	76.61%	168,398,169	23.39%	719,839,469	76%	5853851	Carried
9	To re-elect Bernard Kantor as a director of Investec plc and Investec Limited.	710,021,300	98.33%	12,045,261	1.67%	722,066,561	76%	3626759	Carried
10	To re-elect Ian Robert Kantor as a director of Investec plc and Investec Limited.	669,438,655	92.71%	52,641,294	7.29%	722,079,949	76%	3613371	Carried
11	To re-elect Stephen Koseff as a director of Investec plc and Investec Limited.	710,792,758	98.44%	11,280,607	1.56%	722,073,365	76%	3619949	Carried
12	To re-elect Lord Malloch-Brown as a director of Investec plc and Investec Limited.	719,283,247	99.61%	2,789,802	0.39%	722,073,049	76%	3620271	Carried
13	To re-elect Khumo Lesego Shuenyane as a director of Investec plc and Investec Limited.	719,338,475	99.62%	2,728,493	0.38%	722,066,968	76%	3626346	Carried
14	To re-elect Fani Titi as a director of Investec plc and Investec Limited.	522,412,466	72.55%	197,653,662	27.45%	720,066,128	76%	5627185	Carried
15	To approve the dual listed companies' (DLC) directors' remuneration report (other than the part containing the directors' remuneration policy) for the year ended 31 March 2017.	558,785,555	77.89%	158,582,833	22.11%	717,368,388	76%	8324931	Carried
16	Authority to take action in respect of the resolutions.	721,929,064	99.98%	142,812	0.02%	722,071,876	76%	3621444	Carried

Ordinary business: Investec Limited									
17	To present the audited financial statements of Investec Limited for the year ended 31 March 2017, together with the reports of the directors, the auditors, the chairman of the audit committee and the chairman of the social and ethics committee.	Non-voting							
18	To sanction the interim dividend paid by Investec Limited on the ordinary shares in Investec Limited for the six month period ended 30 September 2016.	721,953,915	99.98%	121,386	0.02%	722,075,301	76%	3611222	Carried
19	Subject to the passing of resolution No 31, to declare a final dividend on the ordinary shares and the SA DAS share in Investec Limited for the year ended 31 March 2017.	721,953,964	99.98%	121,363	0.02%	722,075,327	76%	3611221	Carried
20	To re-appoint Ernst & Young Inc. as joint auditors of Investec Limited.	634,211,530	87.83%	87,857,249	12.17%	722,068,779	76%	3617769	Carried
21	To re-appoint KPMG Inc. as joint auditors of Investec Limited.	633,410,027	87.72%	88,659,842	12.28%	722,069,869	76%	3616679	Carried
Special business: Investec Limited Ordinary resolutions									
22	Directors' authority to issue up to 5% of the unissued ordinary shares.	583,574,099	80.86%	138,117,810	19.14%	721,691,909	76%	4001289	Carried

23	Directors' authority to issue the unissued variable rate, cumulative, redeemable preference shares and the unissued non-redeemable, non-cumulative, non-participating preference shares.	689,149,419	95.44%	32,921,615	4.56%	722,071,034	76%	3622164	Carried
24	Directors' authority to issue the unissued special convertible redeemable preference shares.	682,181,813	94.48%	39,890,665	5.52%	722,072,478	76%	3620720	Carried
Special resolutions									
25	Special resolution No 1: Directors' authority to acquire ordinary shares.	703,065,561	97.55%	17,680,607	2.45%	720,746,168	76%	4947030	Carried
26	Special resolution No 2: Directors' authority to acquire Class ILRP1 redeemable, non-participating preference shares, Class ILRP2 redeemable, non-participating preference shares, any other redeemable, non-participating preference shares and non-redeemable, non-cumulative, non-participating preference shares.	715,483,559	99.27%	5,296,303	0.73%	720,779,862	76%	4913336	Carried
27	Special resolution No 3: Financial assistance	712,142,728	98.63%	9,925,834	1.37%	722,068,562	76%	3624636	Carried
28	Special resolution No 4: Non-executive directors' remuneration	710,110,316	98.34%	11,956,517	1.66%	722,066,833	76%	3626365	Carried
Investec plc Ordinary business: Investec plc									
29	To receive and adopt the audited financial statements of Investec plc for the year ended 31 March 2017, together with the reports of the directors and the auditors	719,301,750	99.96%	283,913	0.04%	719,585,663	76%	6107535	Carried

30	To sanction the interim dividend paid by Investec plc on the ordinary shares in Investec plc for the 6 (six) month period ended 30 September 2016.	721,814,797	99.96%	266,811	0.04%	722,081,608	76%	3611590	Carried
31	Subject to the passing of resolution No 20, to declare a final dividend on the ordinary shares in Investec plc for the year ended 31 March 2017.	721,959,525	99.98%	121,599	0.02%	722,081,124	76%	3612074	Carried
32	To re-appoint Ernst & Young LLP as auditors of Investec plc and to authorise the directors of Investec plc to fix their remuneration.	633,168,727	87.69%	88,904,735	12.31%	722,073,462	76%	3619614	Carried
Special business: Investec plc Ordinary resolution									
33	Directors' authority to allot shares and other securities.	546,254,220	75.65%	175,818,507	24.35%	722,072,727	76%	3620221	Carried
Special resolutions									
34	Special resolution No 5: Directors' authority to purchase ordinary shares.	720,235,702	99.86%	1,020,311	0.14%	721,256,013	76%	4437185	Carried
35	Special resolution No6: Directors' authority to purchase preference shares	704,416,081	97.67%	16,839,766	2.33%	721,255,847	76%	4437116	Carried
Ordinary resolution									
36	Political donations.	482,587,331	76.49%	148,321,281	23.51%	630,908,612	67%	94784708	Carried

Further to the release of the notices of annual general meeting, and as part of the Company's ongoing engagement with shareholders, the Chairman and Senior Independent Director recently met with the group's largest shareholders. Shareholders provided feedback on their voting intentions, including their reasons for voting against specific resolutions.

As at the date of the AGM, Investec plc's issued capital consists of 666,630,820 ordinary shares of GBP0.0002 each and Investec Limited's issued capital consists of 308,172,606 ordinary shares of ZAR0.0002 each. Investec Limited holds 30,379,864 ordinary shares in Treasury. In accordance with the dual listed companies structure, the aggregate number of voting rights which may be exercised at the AGM was 944,423,562.

Votes withheld are not votes in law and have not been counted in the calculation of the proportion of votes 'for' or 'against' a resolution. Proxy appointments which gave discretion to the Chairman have been included in the 'for' total.

Document regarding Resolutions passed at the Shareholder Meetings on 10 August 2017:

Copies of all resolutions passed as special business at the Shareholder Meetings on 10 August 2017, pursuant to Listing Rule 9.6.2, will be submitted to the National Storage Mechanism and will shortly be available for inspection at www.hemscott.com/nsm.do.

David Miller
Company Secretary
Investec plc

Niki van Wyk
Company Secretary
Investec Limited

Johannesburg and London

Date: 10 August 2017
Sponsor: Investec Bank Limited