

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

The definitions and interpretations commencing on page 24 of this Circular apply *mutatis mutandis* throughout this Circular, including to this front cover (unless the context indicates otherwise).

Action required

- This Circular is important and should be read in its entirety. Shareholders are specifically referred to the section titled “Action required by Shareholders in respect of the Scheme” commencing on page 6 of this Circular, and “Action required by Shareholders in respect of the Standby Offer” commencing on page 15 of this Circular, which set out the detailed actions required of them in respect of the matters dealt with in this Circular.
- If you are in any doubt as to what action you should take arising from this Circular, please consult your Broker, CSDP, banker, accountant, legal advisor or other professional advisor immediately.
- If you have disposed of all your Shares, please forward this Circular (together with the Notice of the General Meeting, Notice of the Meeting of Preference Shareholders, Form of Proxy (*blue*) in respect of the General Meeting, Form of Proxy (*green*) in respect of the Meeting of Preference Shareholders, the Form of Surrender (*pink*) in respect of the Scheme and the Form of Acceptance and Surrender (*yellow*) in respect of the Standby Offer) to the purchaser of such Shares or to the Broker, CSDP, banker, accountant, attorney or other agent through whom the disposal was effected.

Investec Bank, the Board and the Independent Board do not accept responsibility, and will not be held liable, for any action of, or omission by, any CSDP or Broker including, without limitation, any failures on the part of the CSDP or Broker or any registered holder of the Shares to notify such Beneficial Owner of the details set out in this Circular.



Specialist Bank

INVESTEC BANK LIMITED

(Incorporated in the Republic of South Africa)

(Registration number: 1969/004763/06)

(JSE share code: INLP ISIN: ZAE000048393)

(“Investec Bank” or “the Company”)

CIRCULAR TO SHAREHOLDERS AND NOTICES OF MEETINGS

relating to:

Two separate but concurrent offers by Investec Bank to repurchase all, or alternatively a portion, of the Preference Shares in Investec Bank by way of (i) a scheme of arrangement or (ii) a general offer:

The Scheme

- a scheme of arrangement proposed by the Board between Investec Bank and the Scheme Participants, in terms of sections 114(1) of the Companies Act, in terms of which, if the Scheme becomes operative, Investec Bank will repurchase all the Scheme Shares (being 100% of the Preference Shares held by the Scheme Participants), through the Scheme, for a cash consideration of ZAR99.52 per Scheme Share, being the Scheme Consideration and which Scheme Shares will be delisted from the Main Board of the JSE; and

The Standby Offer

- a general offer by Investec Bank to the Eligible Shareholders, subject to the Scheme not becoming operative, in terms of which Investec Bank will offer, in terms of section 48(2)(a) read with sections 48(8)(a) and 48(8)(b) (read with the requirements of sections 114 and 115) of the Companies Act, to repurchase all (or a portion) of the Preference Shares held by the Eligible Shareholders for a cash consideration of ZAR95.54 per Preference Share, being the Standby Offer Consideration, and the subsequent delisting of only those Preference Shares that are repurchased from the Main Board of the JSE;

and including:

- a notice convening the **General Meeting** to be held entirely by way of electronic communication;
- a notice convening the **Meeting of Preference Shareholders** to be held entirely by way of electronic communication;
- the **Independent Expert’s Report** in terms of sections 114(2) and 114(3) of the **Companies Act** in respect of the **Scheme** and the **Standby Offer**;
- extracts of section 115 of the **Companies Act** dealing with the approval requirements for fundamental transactions and section 164 of the **Companies Act** dealing with **Dissenting Shareholders’ Appraisal Rights** attached as **Annexure B** to this Circular;
- a **Form of Proxy (blue)** in respect of the **General Meeting** (for use by **Certificated Shareholders** and “own-name” **Dematerialised Preference Shareholders** only);
- a **Form of Proxy (green)** in respect of the **Meeting of Preference Shareholders** (for use by **Certificated Preference Shareholders** and “own-name” **Dematerialised Preference Shareholders** only);
- a **Form of Surrender (pink)** in respect of the **Scheme** (for use by **Certificated Preference Shareholders** only); and
- a **Form of Acceptance and Surrender (yellow)** in respect of the **Standby Offer** (for use by **Certificated Eligible Shareholders** only).

**CORPORATE ADVISOR
AND SPONSOR**



**INDEPENDENT
SPONSOR**



**LEGAL
ADVISOR**



**INDEPENDENT
EXPERT**



**TRANSFER
SECRETARY**



Date of issue: Wednesday, 3 November 2021

*This Circular is available in English only. Copies of this Circular may be obtained during normal business hours (09h00 to 17h00) from the Registered Office of Investec Bank and the Transfer Secretaries whose respective addresses are set out in the “Corporate Information and Advisors” section of this Circular from **Wednesday, 3 November 2021** until **Thursday, 2 December 2021**, and on Investec Bank’s website (<https://www.investec.com>) as from the date of distribution hereof until the date of the General Meeting and the Meeting of Preference Shareholders.*

IMPORTANT LEGAL NOTICES AND DISCLAIMERS

The definitions and interpretations commencing on page 24 of this Circular apply, *mutatis mutandis*, to this “Important Legal Notices and Disclaimers” section (unless the context indicates otherwise).

DISCLAIMERS

The release, publication or distribution of this Circular in certain jurisdictions may be restricted by law and therefore persons in any such jurisdictions into which this Circular is released, published or distributed should inform themselves about and observe such restrictions. Any failure to comply with the applicable restrictions may constitute a violation of the securities laws or other laws of any such jurisdiction. Investec Bank, the Investec Bank Group, the Board, the Independent Board and the Advisors shall not be responsible or liable for any failure to become informed of or to observe or for any violation of such requirements by any person.

To the extent that the release, publication or distribution of this Circular in certain jurisdictions outside South Africa may be restricted or prohibited by the laws of such foreign jurisdiction, then this Circular is deemed to have been provided for information purposes only and neither Investec Bank, the Board (including the Independent Board), nor the Advisors accept any responsibility for any failure by Shareholders to inform themselves about, and to observe, any applicable legal requirements in any relevant foreign jurisdiction.

This Circular does not constitute the solicitation of an offer to sell or an invitation to purchase or subscribe for any securities of Investec Bank or a solicitation of any vote or approval in any jurisdiction in which such offer or solicitation would be unlawful.

Shareholders are advised to read this Circular with care. Any decision to approve the Scheme or accept the Standby Offer and/or vote in favour of the resolutions proposed at the General Meeting and the Meeting of Preference Shareholders should be made on the basis of the information in this Circular only.

Shareholders must rely on their own representatives, including their own legal advisors, accountants and other professional advisors, and not those of Investec Bank, as to legal, tax, investment or any other related matters concerning Investec Bank.

APPLICABLE LAWS AND REGULATIONS

The Scheme and the Standby Offer are proposed solely in terms of this Circular, which includes the terms and conditions on which the Scheme is to be implemented and the terms and conditions on which the Standby Offer is to be implemented, if the Scheme does not become operative.

The Scheme and the Standby Offer relate to the securities of a South African company and are governed by, and must be construed in accordance with the laws and regulations of South Africa, including but not limited to, the Companies Act, the Listing Requirements, the Banks Act, the Exchange Control Regulations and the Takeover Regulations. Accordingly, both the Scheme and the Standby Offer are subject to South African procedural and disclosure requirements. It is proposed that (i) the Scheme be implemented as a scheme of arrangement under South African company law and (ii) the Standby Offer be implemented by way of a share repurchase under South African company law in respect of those Eligible Shareholders who accept the Standby Offer.

This Circular has been prepared in accordance with applicable laws and regulations of South Africa, including the Companies Act, the Listings Requirements and the Takeover Regulations. The information disclosed in this Circular may not be the same as that which would have been disclosed had this Circular been prepared in accordance with the laws and regulations of any jurisdictions outside South Africa.

NON-RESIDENT SHAREHOLDERS

The Scheme and the Standby Offer may be affected by the laws of the relevant jurisdictions of Non-resident Shareholders. As such, Non-resident Shareholders should inform themselves about and observe any applicable legal requirements of the relevant jurisdictions and satisfy themselves as to the full observation of the laws and regulatory requirements of the relevant jurisdiction in connection with the Scheme and the Standby Offer, including obtaining any governmental, exchange control or other consents or making any filings which may be required, complying with other necessary formalities, paying any transfer or other taxes or other requisite payments due in such jurisdiction.

Any Non-resident Shareholder will be responsible for any transfer or other taxes or other requisite payments by whomsoever payable. **Investec Bank Group and any other person acting on its behalf shall be fully indemnified and held harmless by Non-resident Shareholders for any such transfer or other taxes as such person may be required to pay.**

If you are a Non-resident Shareholder, you are urged to read the important information relating to Non-resident Shareholders contained in paragraph 8.3 (*Non-resident Shareholders and Exchange Control Regulations*) in this Circular and more fully detailed in **Annexure A** attached to this Circular. If you are in doubt as to your position in connection with the matters set out in this Circular, you should consult an appropriate independent professional advisor in the relevant jurisdiction without delay.

DATE OF INFORMATION PROVIDED

Unless the context clearly indicates otherwise, all information provided in this Circular is provided as at the Last Practicable Date.

CORPORATE INFORMATION AND ADVISORS

Company Secretary and Registered Office

Niki van Wyk
Investec Bank Limited
(Registration number 1969/004763/06)
100 Grayston Drive
Sandton, Sandown 2196
(PO Box 785700, Sandton, 2146)

Corporate Advisor and Sponsor

Investec Bank Limited
(Registration number 1969/004763/06)
2nd Floor, 100 Grayston Drive
Sandown Sandton, 2196
(PO Box 785700, Sandton, 2146)

Independent Transaction Sponsor

Nedbank Corporate and Investment Banking,
a division of Nedbank Limited
(Registration number 1951/000009/06)
Nedbank 135 Rivonia Campus
135 Rivonia Road
Sandown, Sandton, 2196
(PO Box 1144, Johannesburg, 2000)

Date of incorporation of Investec Bank

31 March 1969

Place of incorporation of Investec Bank

South Africa

Website

www.Investec.com

Legal Advisor to Investec Bank

Cliffe Dekker Hofmeyr Inc.
(Registration number 2008/018923/21)
11 Buitengracht Street
Cape Town
8001
(PO Box 695, Cape Town, 8000)

Independent Expert

BDO Corporate Finance (Pty) Ltd
(Registration number 1983/002903/07)
Wanderers Office Park
52 Corlett Drive
Illovo, 2196
(Private Bag X60500, Houghton, 2041)

Transfer Secretaries

Computershare Investor Services Proprietary Limited
(Registration number 2004/003647/07)
Rosebank Towers
15 Biermann Avenue
Rosebank, 2196
(Private Bag X9000, Saxonwold, 2132)

TABLE OF CONTENTS

<i>Clause number and description</i>	<i>Page</i>
IMPORTANT LEGAL NOTICES AND DISCLAIMERS	1
CORPORATE INFORMATION AND ADVISORS	3
TABLE OF CONTENTS	4
ACTION REQUIRED BY SHAREHOLDERS IN RESPECT OF THE SCHEME	6
ACTION REQUIRED BY SHAREHOLDERS IN RESPECT OF THE STANDBY OFFER	15
APPRAISAL RIGHTS	20
IMPORTANT DATES AND TIMES	21
DEFINITIONS AND INTERPRETATIONS	24
1. INTRODUCTION	31
2. PURPOSE OF THIS CIRCULAR	32
3. BACKGROUND AND RATIONALE FOR THE REPURCHASE OF THE PREFERENCE SHARES TO BE IMPLEMENTED BY WAY OF THE SCHEME OR THE STANDBY OFFER	33
4. AUTHORITY TO IMPLEMENT THE SCHEME AND THE STANDBY OFFER	34
5. TERMS AND CONDITIONS OF THE SCHEME	34
6. TERMS AND CONDITIONS OF THE STANDBY OFFER	39
7. DISSENTING SHAREHOLDER APPRAISAL RIGHTS	43
8. GENERAL PROVISIONS RELATING TO THE SCHEME AND THE STANDBY OFFER	44
9. THE SOLVENCY AND LIQUIDITY TEST	44
10. SHARE CAPITAL OF INVESTEC BANK	45
11. PREFERENCE SHARE TRADING HISTORY	46
12. MAJOR SHAREHOLDERS OF INVESTEC BANK	46
13. IRREVOCABLE UNDERTAKINGS	46
14. MATERIAL CHANGE	46
15. DIRECTORS' INFORMATION	46
16. SERVICE CONTRACTS	46
17. DISCLOSURE IN TERMS OF THE TAKEOVER REGULATIONS	46
18. FINANCIAL INFORMATION OF INVESTEC BANK	47
19. CASH CONFIRMATION	47
20. INDEPENDENT EXPERT REPORT	48
21. INDEPENDENT BOARD OPINION AND RECOMMENDATION	48
22. DIRECTORS' RESPONSIBILITY STATEMENT	48
23. LITIGATION STATEMENT	49
24. CONSENTS	49
25. NOTICE OF MEETINGS	49
26. ACTION TO BE TAKEN BY SHAREHOLDERS	49
27. DOCUMENTS AVAILABLE FOR INSPECTION	49

	Page	
Annexure A	Non-resident Shareholder Information and Exchange Control Regulations	51
Annexure B	Extract of sections 115 and 164 of the Companies Act	53
Annexure C	Independent Expert Report	58
Annexure D	Preference Share Trading History	64
Annexure E	Notice of General Meeting	66
Annexure F	Notice of Meeting of Preference Shareholders	71
Annexure G	Form of Proxy (<i>blue</i>) in respect of the General Meeting (for use by Certificated Shareholders and own-name Dematerialised Preference Shareholders only)	Attached
Annexure H	Form of Proxy (<i>green</i>) in respect of the Meeting of Preference Shareholders (for use by Certificated Preference Shareholders and own-name Dematerialised Preference Shareholders only)	Attached
Annexure I	Form of Surrender (<i>pink</i>) in respect of the Scheme (for use by Certificated Preference Shareholders only)	Attached
Annexure J	Form of Acceptance and Surrender (<i>yellow</i>) in respect of the Standby Offer (for use by Certificated Eligible Shareholders only)	Attached
Annexure K	Electronic Participation in the Investec Bank Limited General Meeting and Meeting of Preference Shareholders	Attached

ACTIONS REQUIRED BY SHAREHOLDERS IN RESPECT OF THE SCHEME

The definitions and interpretations commencing on page 24 of this Circular apply, *mutatis mutandis*, to this "Action required by Shareholders in respect of the Scheme" section (unless the context indicates otherwise).

Please take careful note of the following provisions regarding the actions required of Shareholders in respect of the Scheme.

1. If you are in any doubt as to the action you should take, please consult your Broker, CSDP, banker, accountant, legal advisor or other professional advisor immediately.
2. If you have disposed of all your Shares, then this Circular (together with the Notice of General Meeting, Notice of the Meeting of Preference Shareholders, Forms of Proxy, Form of Surrender and Form of Acceptance and Surrender) should be forwarded to the purchaser of such Shares or to the CSDP, Broker or other agent through whom such disposal was effected.
3. This Circular contains information relating to the Scheme and related matters and the Scheme Resolution required to be approved by Shareholders at the General Meeting and the Voluntary Scheme Resolution required to be approved by the Preference Shareholder at the Meeting of Preference Shareholders.
4. As a Shareholder, you should carefully read through this Circular in its entirety and decide how you wish to vote on the Scheme Resolution (as set out in the Notice of General Meeting attached hereto as **Annexure E** and commencing on page 66 to be proposed at the General Meeting, and as a Preference Shareholder how you wish to vote on the Voluntary Scheme Resolution (as set out in the Notice of Meeting of Preference Shareholders attached hereto as **Annexure F** and commencing on page 71 to be proposed at the Meeting of Preference Shareholders.
5. **Investec Bank, the Board and the Independent Board do not accept responsibility and will not be held liable for any act of, or omission by, any CSDP or Broker, including, without limitation, any failure on the part of the CSDP or Broker or any registered holder of the securities of Investec Bank to notify any Beneficial Owner of the General Meeting and the Meeting of Preference Shareholders or any other matter set out in this Circular.**

6. NOTICE OF GENERAL MEETING

6.1 General Meeting

Shareholders recorded in the Register on the Meetings Record Date are invited to participate in the General Meeting to be held entirely by way of electronic communication at **10h00 on Thursday, 2 December 2021** (or any other adjourned or postponed date and time in accordance with the provisions of section 64 of the Companies Act and the MOI), convened in terms of the Notice of General Meeting attached hereto as **Annexure E**, incorporated in this Circular, for purposes of *inter alia* considering and, if deemed fit, passing, with or without modification, the Scheme Resolution.

7. VOTING AND PARTICIPATION AT THE GENERAL MEETING

7.1 General Meeting

7.1.1 Dematerialised Preference Shareholders without "own-name" registration

If you **have** Dematerialised your Preference Shares **without** "own-name" registration, then the following actions are relevant to you in connection with the General Meeting:

7.1.1.1 Voting instructions in respect of the General Meeting

7.1.1.1.1 Your CSDP or Broker should contact you to ascertain how you wish to cast your vote (or abstain from casting your vote) at the General Meeting and thereafter cast your vote (or abstain from casting your vote) in accordance with your instructions.

7.1.1.1.2 If you have not been contacted by your CSDP or Broker, it would be advisable for you to contact your CSDP or Broker and furnish them with your voting instructions.

- 7.1.1.1.3 You **must** furnish your voting instructions to your CSDP or Broker by the cut-off time and date advised by the CSDP or Broker for instructions of this nature.
- 7.1.1.1.4 If your CSDP or Broker **does not** obtain voting instructions from you, they will be obliged to vote in accordance with the instructions contained in the Custody Agreement concluded between you and your CSDP or Broker.
- 7.1.1.1.5 You must **not** complete the attached Form of Proxy (*blue*).

7.1.1.2 *Participation and representation at the General Meeting*

In accordance with the mandate between you and your CSDP or Broker, you must advise your CSDP or Broker if you wish to participate in the General Meeting in person, or if you wish a proxy to represent you at the General Meeting. Your CSDP or Broker will issue the necessary letter of representation to you or your proxy to participate in the General Meeting.

Investec Bank, the Board and the Independent Board do not accept responsibility, and will not be held liable, under any applicable law or regulation, for any action of, or omission by, the CSDP or Broker of a Dematerialised Preference Shareholder, including, without limitation, any failure on the part of the CSDP or Broker of any Beneficial Owner to notify such Beneficial Owner of the General Meeting or of the matters set out in this Circular.

- 7.1.1.3 Dematerialised Preference Shareholders without "own-name" registration are strongly encouraged to ensure the timeous receipt by the Transfer Secretaries of the aforementioned letter of representation. Due to the exigencies of the necessary verification exercise that must be completed to ensure that all attendees are lawful participants, it may not be possible to promptly verify a Dematerialised Preference Shareholder without "own-name" registration once the General Meeting has commenced.

7.1.2 **Dematerialised Preference Shareholders with "own-name" registration or if you hold Certificated Shares**

If you **have** Dematerialised your Preference Shares **with** "own-name" registration **or** if you hold **Certificated Shares**, then the following actions are relevant to you in connection with the General Meeting:

- 7.1.2.1 You may participate and vote at the General Meeting (or be represented by proxy in compliance with section 58 of the Companies Act) or abstain from voting.
- 7.1.2.2 If you do not wish to or are unable to participate in the General Meeting but wish to be represented thereat, you may appoint a proxy to participate and vote in your stead. A proxy need not be a Shareholder and shall be entitled to vote on a poll. If you wish to appoint a proxy you **must complete** the attached Form of Proxy (*blue*) in accordance with the instructions contained therein to be delivered to and received, subject always to 7.1.2.3 below, by the Transfer Secretaries by no later than **10h00 on Tuesday, 30 November 2021** as follows:
 - 7.1.2.2.1 Hand delivery to: Computershare Investor Services Pty Ltd, Rosebank Towers, 15 Biermann Avenue, Rosebank, South Africa.
 - 7.1.2.2.2 By post to: Computershare Investor Services Pty Ltd, Private Bag X9000, Saxonwold, 2132.
 - 7.1.2.2.3 Electronically to: proxy@computershare.co.za.
- 7.1.2.3 If you do not lodge your Form of Proxy (*blue*) to reach the Transfer Secretaries by the relevant time, you will nevertheless be entitled to email the Form of Proxy (*blue*) to the Transfer Secretaries (who will provide same to the chairperson of the General Meeting) at any time prior to the commencement of the General Meeting, provided that such Form of Proxy (*blue*) and the identification must be verified and registered before the commencement of the General Meeting.

7.2 Identification of Shareholders and proxies

In terms of section 63(1) of the Companies Act, before any person may participate in the General Meeting, that person must present reasonably satisfactory identification and the person presiding at the General Meeting must be reasonably satisfied that the right of the person to participate and vote at the General Meeting, either as a Shareholder, or as a proxy for a Shareholder, has been reasonably verified. Acceptable forms of identification include a valid green bar-coded or smart card identification document issued by the South African Department of Home Affairs, a valid South African driver's licence or a valid passport. Please refer to paragraph 7.3.7 below for details of how your identity will be verified in respect of the electronic meeting.

7.3 Electronic participation

7.3.1 In light of the restrictions on public gatherings pursuant to the regulations issued in terms of section 27(2) of the Disaster Management Act, No. 57 of 2002 arising from the COVID-19 pandemic, the General Meeting will be conducted entirely through electronic communication. Investec Bank is permitted in terms of the Companies Act to hold a shareholders' meeting entirely by electronic communication and the MOI does not prohibit Investec Bank from holding its shareholders' meeting by electronic communication. The decision has been taken by the Board that it is appropriate to hold the General Meeting entirely by electronic communication in accordance with the provisions of section 63(2) of the Companies Act.

7.3.2 The electronic meeting facilities will permit all Shareholders to be able to communicate concurrently with each other without an intermediary, and to participate reasonably effectively in the meeting. Voting via the electronic facility will be the only method available to Shareholders to vote their Shares at the General Meeting. Investec Bank has retained the services of Lumi Technologies SA (Pty) Ltd to host the General Meeting on an interactive electronic platform to facilitate remote participation and voting by Shareholders by using either a smartphone, tablet or computer.

7.3.3 Registration

7.3.3.1 Should you wish to participate in the General Meeting you will be required to pre-register your personal details to enable you to participate in the General Meeting by taking the following action:

7.3.3.1.1 register online at www.smartagm.co.za by no later than **10h00 on Tuesday, 30 November 2021**. You may still register online to participate in and/or vote electronically at the General Meeting after this date and time, provided, however, that for you to participate and/or vote electronically at the General Meeting, you must be verified and registered before the commencement of the General Meeting. Please note that you will be required to upload the documents listed in paragraph 7.3.3.1.2 below in order to register and be verified for the General Meeting; and

7.3.3.1.2 upload onto www.smartagm.co.za proof of identification (e.g. valid South African identity document, South African driver's license or passport), and provide the following details: your (i) name, (ii) surname, (iii) email address and (iv) contact number.

7.3.3.2 If you have Dematerialised Preference Shares without "own-name" registration then you must in addition to the actions listed above, request your CSDP or Broker to provide you or your proxy with the necessary authority (i.e. letter of representation) in terms of the Custody Agreement entered into between you and your CSDP or Broker and upload same along with proof of your identification.

7.3.3.3 Following successful registration, Lumi Technologies SA (Pty) Ltd will provide you, via email, with a unique username and password to connect to <https://web.lumiagm.com> and participate electronically in the General Meeting. If you do not receive such verification email with the aforementioned information, please contact Lumi Technologies SA (Pty) Ltd on supportza@lumiglobal.com

7.3.4 Participation

7.3.4.1 Shareholders who wish to participate electronically in and/or vote at the General Meeting are required to contact Computershare on proxy@computershare.co.za or alternatively contact their office on 011 370 5000 as soon as possible, but for administrative purposes no later than **10:00 on Tuesday, 30 November 2021**.

7.3.4.2 Although voting will be permitted by way of electronic communication at the General Meeting, Shareholders are strongly encouraged to submit votes by form of proxy before the General Meeting. If Shareholders wish to participate in the General Meeting, they should instruct their CSDP or Broker to issue them with the necessary letter of representation to participate in the General Meeting, in the manner stipulated in their Custody Agreement. These instructions must be provided to the CSDP or Broker by the cut-off time and date advised by the CSDP or Broker, to accommodate such requests.

7.3.4.3 Computershare will assist Shareholders with the requirements for electronic participation in, and/or voting at, the General Meeting. Computershare is further obliged to validate each such Shareholder's entitlement to participate in and/or vote at the General Meeting, before providing it with the necessary means to access the General Meeting and/or the associated voting platform. Once validated, details around the electronic facility will be shared with the Shareholder concerned. Such electronic facility will permit Shareholders not only to participate at the General Meeting but also to vote and the process of how to do so will also be explained to Shareholders once they are validated.

7.3.5 *Voting*

7.3.5.1 Shareholders connecting to the General Meeting will be able to participate and vote in the General Meeting.

7.3.5.2 In terms of clause 19.24 of the MOI, voting at the General Meeting may be by way of poll if a poll is demanded and the chairperson may determine the manner in which such vote by way of a poll is to be conducted. As it will not be possible for votes to be taken by a show of hands, the chairperson will demand a poll on the resolutions proposed at the General Meeting.

7.3.5.3 Once the chairperson has opened voting, voting can be performed at any time during the General Meeting until the chairperson closes the voting.

7.3.5.4 Preference Shareholders who participate via the electronic platform or by proxy at the General Meeting shall have 1 vote for every Preference Share held or represented, and the Ordinary Shareholder who participates via the electronic platform or by proxy at the General Meeting shall have 50 votes for every Ordinary Share held or represented.

7.3.6 *Assistance*

If you experience any difficulty with (i) the registration process contemplated above or (ii) logging into the General Meeting (by **09h00** on **Thursday, 2 December 2021**), you should request Lumi Technologies (Pty) Ltd to assist you with such difficulty by emailing the following email address: supportza@lumiglobal.com.

7.3.7 *Electronic Notice and Identification*

7.3.7.1 **IMPORTANT NOTE:** As required in terms of section 63(1) of the Companies Act, before any person may participate in the General Meeting, that person must present reasonably satisfactory identification, and the presiding person at the meeting must be reasonably satisfied that the right of that person to participate and vote, either as a Shareholder or as a proxy for a Shareholder, has been reasonably verified. So as to comply with this verification procedure set out in section 63(1) of the Companies Act, if you wish to participate electronically in the General Meeting and you have not registered at www.smartagm.co.za, you are strongly encouraged to email a written notice to Computershare at proxy@computershare.co.za by no later than **10h00** on **Tuesday, 30 November 2021** confirming that you wish to participate via electronic communication at the General Meeting (the "**Electronic Notice**"). The Electronic Notice must contain a valid email address for the person wishing to participate and must be accompanied by:

7.3.7.1.1 if you are an individual, a copy of your original South African identity document/identity card (if an identity card is used both the front and the back must be copied onto one page) and/or passport and/or South Africa driver's licence;

- 7.3.7.1.2 if you are not an individual, a copy of a resolution by the relevant entity and a certified copies of the South African identity documents/identity cards (if an identity card is used both the front and the back must be copied and certified on one page) and/or passports of the persons who passed the relevant resolution, which resolution must set out who from the relevant entity is authorised to represent the relevant entity at the General Meeting, via electronic communication; and
- 7.3.7.1.3 in all cases, a valid email address and/or mobile telephone number (the contact email address/number).

This is necessary in order to obtain a unique username and password. Sufficient time is needed for the Transfer Secretaries and Lumi Technologies (Pty) Ltd to verify the participant and provide the Shareholders with the necessary access credentials to access the meeting at <https://web.lumiagm.com>.

- 7.3.7.2 If you do not send an Electronic Notice recording your intention to participate in the General Meeting to Computershare by **10h00 on Tuesday, 30 November 2021**, you may still participate via electronic communication at the General Meeting and may email the Electronic Notice to Computershare at any time prior to the commencement of the General Meeting. **However, for the purpose of effective administration, you (and your proxies and representatives (as the case may be) wishing to participate in the General Meeting) are strongly encouraged to send the Electronic Notice by 10h00 on Tuesday, 30 November 2021.**

- 7.3.8 You will be liable for your own network charges in relation to electronic participation in and/or voting at the General Meeting. Any such charges will not be for the account of Investec Bank, Lumi Technologies (Pty) Ltd and/or the Transfer Secretaries.
- 7.3.9 Neither Investec Bank, Lumi Technologies (Pty) Ltd nor the Transfer Secretaries will be held accountable in the case of loss of network connectivity or other network failure due to insufficient airtime, internet connectivity, internet bandwidth and/or power outages which prevents you from participating in and/or voting at the General Meeting.

The provisions of this paragraph 7.3, in particular the procedures and action to be taken in order to participate electronically in the General Meeting, apply equally to your representative and/or proxy (if any).

8. MEETING OF PREFERENCE SHAREHOLDERS

- 8.1 **Preference Shareholders recorded in the Register on the Meetings Record Date** are invited to participate in the Meeting of Preference Shareholders to be held entirely by way of electronic communication at the later of **10h30** or the conclusion of the General Meeting on **Thursday, 2 December 2021** (or any other adjourned or postponed date and time in accordance with the provisions of section 64 of the Companies Act and the MOI), convened in terms of the Notice of Meeting of Preference Shareholders attached hereto as Annexure F, incorporated in this Circular, for purposes of considering and, if deemed fit, passing, with or without modification, the Voluntary Scheme Resolution.
- 8.2 The provisions of paragraph 7 relating to the voting and participation at the General Meeting shall apply *mutatis mutandis* to the voting and participation at the Meeting of Preference Shareholders.

9. ACTIONS REQUIRED BY PREFERENCE SHAREHOLDERS RELATING TO THE OPERATION OF THE SCHEME

- 9.1 **Dematerialised Preference Shareholders with or without “own-name” registration**
 - 9.1.1 You do **not** have to surrender any Documents of Title. The transfer of your Scheme Shares and Scheme Consideration will be handled by your CSDP or Broker. Consequently, you must **not** complete the attached Form of Surrender (*pink*) in respect of the Scheme.
 - 9.1.2 If the Scheme becomes unconditional and operative, you will have your account held at your CSDP or Broker credited with the Scheme Consideration and debited with the Preference Shares you are transferring to Investec Bank on the Scheme Operative Date, or, if applicable, if you are a Dissenting Shareholder who subsequently becomes a Scheme Participant pursuant to paragraph 7.4 (below)

of this Circular, you will have your account held at your CSDP or Broker credited with the Scheme Consideration and debited with the Preference Shares you are transferring to Investec Bank on the date set out in paragraph 7.4.2 (below) of this Circular.

9.2 **Certificated Preference Shareholders**

If you are a Certificated Preference Shareholder, then you should **pay special attention** to the provisions of this paragraph 9.2 and paragraph 5.7 (*Surrender of Documents of Title*) of this Circular, since to receive the Scheme Consideration to which you are entitled if the Scheme becomes unconditional and operative, you will be required to have surrendered your Preference Shares (by way of delivery of your Documents of Title and completed Form of Surrender (*pink*) in respect of the Scheme). If you are in any doubt as to what action you should take, please consult your Broker, CSDP, banker, attorney or other professional advisor.

- 9.2.1 If the Scheme becomes unconditional and operative, you will have to surrender your Documents of Title in exchange for the Scheme Consideration, irrespective of whether you voted in favour of the Scheme or not in terms of the Companies Act.
- 9.2.2 If you wish to expedite receipt of the Scheme Consideration, you should surrender your Preference Shares prior to the Scheme becoming unconditional and operative by duly completing the attached Form of Surrender (*pink*) in respect of the Scheme and lodging it, together with your Documents of Title, in accordance with the instructions contained therein, with the Transfer Secretaries to be received by the Transfer Secretaries by not later than **12h00 on the Scheme Record Date (expected to be Friday, 31 December 2021)**.
- 9.2.3 If the Scheme becomes unconditional and operative and you **have** surrendered your Documents of Title and duly completed Form of Surrender (*pink*) in respect of the Scheme to the Transfer Secretaries **by 12h00 on the Scheme Record Date (expected to be Friday, 31 December 2021)**, the Scheme Consideration will be paid to you on the Scheme Operative Date, by way of an EFT, into the South African bank account nominated by you in **Part C** of the Form of Surrender (*pink*) in respect of the Scheme.
- 9.2.4 If the Scheme becomes operative and you **have not** surrendered your Documents of Title and duly completed Form of Surrender (*pink*) in respect of the Scheme **by 12h00 on the Scheme Record Date (expected to be Friday, 31 December 2021)**, the Transfer Secretaries will only pay you the Scheme Consideration by way of an EFT within 5 Business Days of receipt of your Documents of Title and duly completed Form of Surrender (*pink*) in respect of the Scheme (including your South African bank account details in **Part C**), provided that should you:
- 9.2.4.1 be a Dissenting Shareholder who subsequently becomes a Scheme Participant as envisaged in paragraph 7.4 (below) of this Circular, you will still need to submit your Documents of Title, together with a duly completed Form of Surrender (*pink*) in respect of the Scheme, to the Transfer Secretaries and payment of the Scheme Consideration will be paid to you by way of EFT on the date set out in paragraph 7.4.2 (below) of this Circular; and
- 9.2.4.2 fail to submit your Documents of Title and duly completed Form of Surrender (*pink*) in respect of the Scheme to the Transfer Secretaries or in respect of a Dissenting Shareholder who subsequently becomes a Scheme Participant pursuant to paragraph 7.4 (below) of this Circular and which Scheme Participant subsequently fails to submit his/her/its Documents of Title and duly completed Form of Surrender (*pink*) in respect of the Scheme to the Transfer Secretaries, then the Scheme Consideration payable to such Scheme Participant will be held in trust by Investec Bank (or any third party nominated by it for this purpose) in accordance with the provisions of the MOI for the benefit of the Scheme Participant concerned. No interest will accrue on any such funds held by Investec Bank (or its nominee).
- 9.2.5 If you wish to surrender your Documents of Title in anticipation of the Scheme becoming unconditional and operative:
- 9.2.5.1 you should complete the Form of Surrender (*pink*) in respect of the Scheme in accordance with its instructions and return it, together with your Documents of Title, to the Transfer Secretaries, as follows:
- 9.2.5.1.1 Hand delivery to: Computershare Investor Services Pty Ltd, Rosebank Towers, 15 Biermann Avenue, Rosebank, South Africa, South Africa; or

9.2.5.1.2 By post to: Computershare Investor Services Pty Ltd, Private Bag X3000, Saxonwold, 2132,

so as to be received by no later than **12h00** on the Scheme Record Date (**expected to be Friday, 31 December 2021**);

9.2.5.2 it should be noted that you will not be permitted to deliver your Documents of Title to the Transfer Secretaries electronically as the original Documents of Title are required; and

9.2.5.3 it should be noted that you will not be able to Dematerialise or deal in your Preference Shares between the date of surrender of your Documents of Title and the Scheme Operative Date or, if the Scheme does not become unconditional and operative, the date on which your Documents of Title are returned to you pursuant to paragraph 9.2.6 (below).

9.2.6 Documents of Title surrendered prior to **12h00** on the Scheme Record Date, in anticipation of the Scheme becoming unconditional and operative, will be held in trust by the Transfer Secretaries, at the risk of the Certificated Preference Shareholder, pending the Scheme becoming unconditional and operative (or should the Scheme Participant also have completed the Form of Acceptance and Surrender (*yellow*) in respect of some or all of its Preference Shares pending the Standby Offer becoming effective and surrendered corresponding Documents of Title, these Documents of Title will be held in trust by the Transfer Secretaries, at the risk of the Certificated Preference Shareholder, pending the Standby Offer becoming unconditional and operative). Should the Scheme not become unconditional and operative and the Standby Offer not become effective or should the Certificated Preference Shareholder not have completed a Form of Acceptance and Surrender (*yellow*) in respect of the Standby Offer, any Documents of Title surrendered and held by the Transfer Secretaries will be returned to the Certificated Preference Shareholder concerned by registered post in South Africa at the risk of the Certificated Preference Shareholder within 5 Business Days from (i) the date of receipt of the Documents of Title; or (ii) the date on which it becomes known that the Scheme will not become operative; or (iii) if the Certificated Preference Shareholder has completed a Form of Acceptance and Surrender (*yellow*), the date on which it becomes known that the Standby Offer will not become effective, whichever is later.

9.2.7 **If you wish to Dematerialise your Preference Shares, please contact a CSDP or Broker. Please note that** you are **not** required to Dematerialise your Preference Shares to participate in the Scheme or to receive the Scheme Consideration.

10. VALIDITY OF FORM OF SURRENDER (*PINK*) IN RESPECT OF THE SCHEME

In respect of Certificated Preference Shareholders, Investec Bank reserves the right in its sole and absolute discretion to:

- 10.1 treat as invalid a Form of Surrender (*pink*) in respect of the Scheme not accompanied by (i) valid Documents of Title and/or (ii) proof of the authority of the person signing the Form of Surrender (*pink*) in respect of the Scheme where such proof has not yet been lodged with, or recorded by, the Transfer Secretaries; and/or
- 10.2 treat as invalid a Form of Surrender (*pink*) in respect of the Scheme which (i) has not been fully completed and/or (ii) has been incorrectly completed.

11. CERTIFICATED TRANSFER

Where Documents of Title have been surrendered, no receipts will be issued to Certificated Preference Shareholders for the Form of Surrender (*pink*) in respect of the Scheme and the Documents of Title lodged with the Transfer Secretaries, unless specifically requested by such Certificated Preference Shareholders in writing. Lodging agents who require special transaction receipts are requested to prepare such receipts and submit them to the Transfer Secretaries for stamping together with the Documents of Title lodged.

12. LOST OR DESTROYED DOCUMENTS OF TITLE IN RESPECT OF CERTIFICATED PREFERENCE SHAREHOLDERS

If Documents of Title have been lost or destroyed, Certificated Preference Shareholders should nevertheless (i) return the Form of Surrender (*pink*) in respect of the Scheme, duly signed and completed and (ii) inform the Transfer Secretaries that its Documents of Title have been lost or destroyed. The Transfer Secretaries shall issue

a suitable indemnity form to such Certificated Preference Shareholder, such indemnity form to be in a form and substance acceptable to Investec Bank (in its sole and absolute discretion) and Investec Bank and the Transfer Secretaries must be satisfied that the Documents of Title have been lost or destroyed. Only upon receipt by the Transfer Secretaries of such indemnity form duly completed and signed by such Certificated Preference Shareholder, to be received by no later than **12h00** on the Scheme Record Date, shall Investec Bank consider the action taken by such Certificated Preference Shareholder in terms of the Scheme.

13. GENERAL

13.1 Shareholder approval of the Scheme

- 13.1.1 The Scheme must be approved by a special resolution, in accordance with section 114(1), as read with section 115(2)(a), of the Companies Act, at the General Meeting, at which meeting for quorum purposes at least 3 Shareholders must be present (in person or by proxy), and such Shareholders present must be entitled to exercise, in aggregate, at least 25% of all the voting rights that are entitled to be exercised at the General Meeting.
- 13.1.2 The Board also requires that the Scheme must be approved by a voluntary special resolution at the Meeting of Preference Shareholders, at which meeting for quorum purposes at least 3 Preference Shareholders must be present (in person or by proxy), and such Preference Shareholders present must be entitled to exercise, in aggregate, at least 25% of all the voting rights that are entitled to be exercised at the Meeting of Preference Shareholders.
- 13.1.3 Implementation of the Scheme will be conditional on the fulfilment of the Scheme Conditions Precedent as more fully contemplated in paragraph 5.5 (below) of the Circular.

13.2 Potential Court approval

- 13.2.1 Shareholders are advised that, in accordance with section 115(3) of the Companies Act, Investec Bank may in certain circumstances not proceed to implement the Scheme without the approval of the Court, despite the fact that the Scheme Resolution will have been duly adopted at the General Meeting.
- 13.2.2 In this regard, a copy of section 115 of the Companies Act which details the circumstances under which Court approval may be required for implementation of the Scheme, is set out in **Annexure B** to this Circular.

13.3 Non-resident Shareholders

If you are a Non-resident Shareholder, you are urged to read the important information for Non-resident Shareholders relating to the Scheme in the section titled: "*Important Legal Notices and Disclaimers – Non-resident Shareholders*" commencing on page 1 of this Circular, and the important information contained in paragraph 8.3 (*Non-resident Shareholders and Exchange Control Regulations*) in this Circular and more fully detailed in **Annexure A** attached to this Circular.

13.4 TRP Approval

- 13.4.1 Shareholders are advised that the Scheme constitutes an "*affected transaction*" as defined in section 117(1)(c)(iii) of the Companies Act, and as such, the Scheme is regulated by the Companies Act and the Takeover Regulations and therefore requires the approval of the TRP.
- 13.4.2 **Shareholders should take note that the TRP does not consider the commercial advantages or disadvantages of "affected transactions" when it approves such transactions.**

13.5 Settlement of the Scheme Consideration

- 13.5.1 If the Scheme becomes unconditional and operative, Scheme Participants will be entitled to receive the Scheme Consideration in respect of their Preference Shares which will be acquired by Investec Bank.
- 13.5.2 Please refer to paragraph 5.4 of this Circular for further information regarding the settlement of the Scheme Consideration in respect of the Scheme.

13.6 Other

- 13.6.1 Forms of Surrender (*pink*) in respect of the Scheme and Documents of Title that are sent through the post are sent at the risk of the Preference Shareholder concerned. Accordingly, Preference Shareholders should take note of postal delivery times so as to ensure that the forms and relevant Documents of Title are received timeously. **It is therefore recommended that such forms and Documents of Title rather be delivered by hand to the Transfer Secretaries.**
- 13.6.2 The contents of this Circular do not purport to constitute legal advice or to comprehensively deal with the legal, regulatory, accounting, investment and tax implications of the Scheme for each Preference Shareholder. Preference Shareholders are accordingly advised to consult their professional advisors about their personal legal, regulatory, accounting, investment and tax positions regarding the Scheme and, in particular, the Scheme Consideration.

ACTIONS REQUIRED BY SHAREHOLDERS IN RESPECT OF THE STANDBY OFFER

The definitions and interpretations commencing on page 24 of this Circular apply, *mutatis mutandis*, to this "Action required by Shareholders in respect of the Standby Offer" section (unless the context indicates otherwise).

Please take careful note of the following provisions regarding the actions required of Shareholders in respect of the Standby Offer.

1. If you are in any doubt as to the action you should take, please consult your Broker, CSDP, banker, accountant, legal advisor or other professional advisor immediately.
2. If you have disposed of all your Shares, then this Circular (together with the Notice of General Meeting, Notice of the Meeting of Preference Shareholders, Forms of Proxy, the Form of Surrender and Form of Acceptance and Surrender) should be forwarded to the purchaser of such Shares or to the CSDP, Broker or other agent through whom such disposal was effected.
3. The Standby Offer is a separate offer that will run concurrently with the Scheme, however, implementation of the Standby Offer will be conditional on, *inter alia*, (i) the Scheme not becoming unconditional and operative and (ii) the Standby Offer Resolutions being adopted with the requisite majority at the General Meeting.
4. This Circular contains information relating to the Standby Offer and associated matters and the special and ordinary resolutions required to be approved by the Shareholders at the General Meeting in connection with approving the Standby Offer.
5. Preference Shareholders should carefully read through this Circular in its entirety and decide whether they wish to either:
 - 5.1 accept the Standby Offer in respect of all (or a portion) of their Standby Offer Shares; or
 - 5.2 decline the Standby Offer.
6. The Standby Offer will be open for acceptances from **Thursday, 4 November 2021** (being the Standby Offer Opening Date).
7. As an Eligible Shareholder, if you wish to accept the Standby Offer you must do so in the manner set out in section 12 below.
8. Should you wish to decline the Standby Offer and if:
 - 8.1 you are a Certificated Eligible Shareholder, you do not need to take any further action and will continue to hold your Preference Shares and will be deemed to be a Remaining Shareholder, subject to the Scheme not becoming unconditional and operative; or
 - 8.2 you are a Dematerialised Eligible Shareholder with or without "own-name" registration you are advised to contact your CSDP or Broker with your instructions. If you fail to furnish your CSDP or Broker with your instructions, your CSDP or Broker will be required to vote in accordance with your Custody Agreement. Accordingly, you are advised to contact your CSDP or Broker if you wish to decline the Standby Offer. If the Standby Offer is declined you will continue to hold your Preference Shares and will be deemed to be a Remaining Shareholder, subject to the Scheme not becoming unconditional and operative.
9. **Investec Bank, the Board and the Independent Board do not accept responsibility and will not be held liable for any act of, or omission by, any CSDP or Broker, including, without limitation, any failure on the part of the CSDP or Broker or any registered holder of the securities of Investec Bank to notify a Beneficial Owner of the matters set out in this Circular.**

10. NOTICE OF GENERAL MEETING

The Shareholders are invited to participate in the General Meeting to be held entirely by way of electronic communication at **10h00 on Thursday, 2 December 2021** (or any other adjourned or postponed date and time in accordance with the provisions of section 64 of the Companies Act and the MOI), convened in terms of the Notice of General Meeting attached hereto as Annexure E, incorporated in this Circular, for purposes of *inter alia* considering and, if deemed fit, passing, with or without modification, the Standby Offer Resolutions.

11. VOTING AND PARTICIPATION IN THE GENERAL MEETING

The provisions of paragraph 7 of the section titled: "Action Required by Shareholders in respect of the Scheme" commencing on page 6 of this Circular; relating to the voting and participation at the General Meeting shall apply *mutatis mutandis* to the voting and participation in relation to the Standby Offer.

12. ACTIONS REQUIRED BY ELIGIBLE SHAREHOLDERS WHO WISH TO ACCEPT THE STANDBY OFFER AND SURRENDER OF DOCUMENTS OF TITLE

12.1 Dematerialised Eligible Shareholders with or without "own-name" registration

If you **have** Dematerialised your Preference Shares **with** or **without** "own-name" registration, then the following actions are relevant to you in connection with **accepting** the Standby Offer:

- 12.1.1 Your CSDP or Broker should contact you to ascertain whether you wish to accept or reject the Standby Offer and the number of Preference Shares that you wish to tender in respect of the Standby Offer.
- 12.1.2 If you have not been contacted by your CSDP or Broker, it would be advisable for you to contact your CSDP or Broker and confirm:
 - 12.1.2.1 that you intend **accepting** the Standby Offer and the number of Preference Shares that you wish to tender in respect of the Standby Offer; or
 - 12.1.2.2 that you intend rejecting the Standby Offer.
- 12.1.3 You **must** furnish your instructions to your CSDP or Broker by the cut-off time and date advised by the CSDP or Broker for instructions of this nature and if no such instructions are tendered to your CSDP or Broker they will be obliged to respond to the Standby Offer in accordance with the instructions contained in the Custody Agreement concluded between you and your CSDP or Broker.
- 12.1.4 If your CSDP or Broker is required to reject the Standby Offer in terms of the Custody Agreement concluded between you and your CSDP or Broker, or if you have instructed your CSDP or Broker to reject the Standby Offer, your CSDP or Broker will not be required to take any further action and you will be considered a Remaining Shareholder (subject to the Scheme not becoming unconditional and operative).
- 12.1.5 You do not have to surrender any Document of Title and must **not** complete the attached Form of Acceptance and Surrender (*yellow*) in respect of the Standby Offer.
- 12.1.6 If you notify your Broker or CSDP of your acceptance of the Standby Offer, you will not be able to rematerialise and/or trade in those Standby Offer Shares from the date of acceptance of the Standby Offer in respect of such Standby Offer Shares.
- 12.1.7 Please note if you accept the Standby Offer and in the event that:
 - 12.1.7.1 the Scheme becomes unconditional and operative, you will be obliged to sell all your Preference Shares in terms of the Scheme and accordingly receive the Scheme Consideration in respect of such Preference Shares, as the Standby Offer will lapse; and
 - 12.1.7.2 the Scheme does not become operative and the Standby Offer becomes wholly unconditional and operative you will be entitled to receive the Standby Offer Consideration in respect of your Standby Offer Shares.

12.2 Certificated Eligible Shareholders

- 12.2.1 If you **have** Certificated Preference Shares, then the following actions are relevant to you in connection with **accepting** the Standby Offer:
 - 12.2.1.1 You **must** complete the attached Form of Acceptance and Surrender (*yellow*) in respect of the Standby Offer in accordance with the instructions contained therein and deliver **it together** with the relevant Documents of Title to the Transfer Secretaries, as follows:
 - 12.2.1.1.1 hand delivery to: Computershare Investor Services Pty Ltd, Rosebank Towers, 15 Biermann Avenue, Rosebank, South Africa, South Africa; or
 - 12.2.1.1.2 by post to: Computershare Investor Services Pty Ltd, Private Bag X9000, Saxonwold, 2132., so as to be received **by no later than 12h00 on the Standby Offer Closing Date (expected to be Friday, 31 December 2021)**;

- 12.2.2 Please note that you will not be permitted to deliver your Documents of Title to the Transfer Secretaries electronically as the original Documents of Title are required.
- 12.2.2.1 Please note that, if you complete the Form of Surrender (*pink*) in respect of the Scheme and return it, together with the relevant Documents of Title to the Transfer Secretaries in anticipation of the Scheme becoming unconditional and operative, you will still be required to complete the Form of Acceptance and Surrender (*yellow*) in respect of the Standby Offer, but **you will not** be required to surrender your Documents of Title (as you would have already surrendered your Documents of Title pursuant to the Scheme when submitting your Form of Surrender (*pink*) in respect of the Scheme).
- 12.2.2.2 If a duly completed Form of Acceptance and Surrender (*yellow*) in respect of the Standby Offer and the relevant Documents of Title (if applicable) are not received by the Transfer Secretaries by **12h00** on the Standby Offer Closing Date, you will be deemed to have declined the Standby Offer. **Any Form of Acceptance and Surrender (*yellow*) in respect of the Standby Offer received after this date and time will not be accepted and will accordingly be invalid.**
- 12.2.2.3 If you accept the Standby Offer, you will not be able to rematerialise and/or trade in those Standby Offer Shares from the date of acceptance of the Standby Offer in respect of such Standby Offer Shares.
- 12.2.2.4 Please note that, if you accept the Standby Offer and surrender your Documents of Title prior to the General Meeting and in the event that:
- 12.2.2.4.1 the Scheme becomes unconditional and operative, you will be obliged to sell all your Preference Shares in terms of the Scheme and accordingly receive the Scheme Consideration in respect of such Preference Shares, as the Standby Offer will lapse; and
- 12.2.2.4.2 the Scheme does not become operative and the Standby Offer becomes wholly unconditional and operative, you will be entitled to receive the Standby Offer Consideration in respect of your Standby Offer Shares.
- 12.2.2.5 Documents of Title surrendered prior to the General Meeting, in anticipation of the Scheme becoming unconditional and operative or the Standby Offer becoming effective, will be held in trust by the Transfer Secretaries, at the risk of the Certificated Eligible Shareholder, pending the Scheme becoming unconditional and operative or the Scheme not becoming unconditional and operative but the Standby Offer becoming wholly unconditional and effective. Should neither the Scheme nor the Standby Offer become unconditional or effective, any Documents of Title held by the Transfer Secretaries will be returned to the Certificated Eligible Shareholder within 5 Business Days from (i) the date of receipt of the Documents of Title; or (ii) the date on which it becomes known that the Scheme will not become operative; or (iii) the date on which it becomes known that the Standby Offer will not become effective, whichever is later.
- 12.2.2.6 **If you wish to Dematerialise your Preference Shares, please contact a CSDP or Broker.** You are not required to Dematerialise your Preference Shares to accept the Standby Offer or to receive the Standby Offer Consideration.

13. **VALIDITY OF FORM OF ACCEPTANCE AND SURRENDER (YELLOW) IN RESPECT OF THE STANDBY OFFER**

- 13.1 In respect of Certificated Eligible Shareholders, Investec Bank reserves the right in its sole and absolute discretion to:
- 13.1.1 subject to paragraph 13.2 below, treat as invalid a Form of Acceptance and Surrender (*yellow*) in respect of the Standby Offer not accompanied by (i) valid Documents of Title and/or (ii) proof of the authority of the person signing the Form of Acceptance and Surrender (*yellow*) in respect of the Standby Offer where such proof has not yet been lodged with, or recorded by, the Transfer Secretaries; and/or
- 13.1.2 treat as invalid a Form of Acceptance and Surrender (*yellow*) in respect of the Standby Offer which (i) has not been fully completed and/or (ii) has been incorrectly completed.

13.2 Please note that if you complete the Form of Surrender (*pink*) in respect of the Scheme and return it, together with the relevant Documents of Title, to the Transfer Secretaries in anticipation of the Scheme becoming unconditional and operative, and if you wish to accept the Standby Offer in the event that the Scheme does not become unconditional and operative, you will still be required to complete the Form of Acceptance and Surrender (*yellow*) in respect of the Standby Offer but **you will not** be required to surrender your Documents of Title (as you would have already surrendered your Documents of Title pursuant to the Scheme when submitting your Form of Surrender (*pink*) in respect of the Scheme).

14. **CERTIFICATED TRANSFER**

Where Documents of Title have been surrendered, no receipts will be issued to Certificated Eligible Shareholders for the Form of Acceptance and Surrender (*yellow*) in respect of the Standby Offer and the Documents of Title lodged with the Transfer Secretaries, unless specifically requested by such Certificated Eligible Shareholders in writing. Lodging agents who require special transaction receipts are requested to prepare such receipts and submit them to the Transfer Secretaries for stamping together with the Documents of Title lodged.

15. **LOST OR DESTROYED DOCUMENTS OF TITLE IN RESPECT OF CERTIFICATED ELIGIBLE SHAREHOLDERS**

If Documents of Title have been lost or destroyed, Certificated Eligible Shareholders should nevertheless (i) return the Form of Acceptance and Surrender (*yellow*) in respect of the Standby Offer, duly signed and completed and (ii) inform the Transfer Secretaries that its Documents of Title have been lost or destroyed. The Transfer Secretaries shall issue a suitable indemnity form to such Certificated Eligible Shareholder; such indemnity form to be in a form and substance acceptable to Investec Bank (in its sole and absolute discretion) and Investec Bank and the Transfer Secretaries must be satisfied that the Documents of Title have been lost or destroyed. Only upon receipt by the Transfer Secretaries of such indemnity form duly completed and signed by such Certificated Eligible Shareholder to be received by no later than **12h00** on the Standby Offer Closing Date shall Investec Bank consider the action taken by such Certificated Eligible Shareholder in terms of the Standby Offer.

16. **GENERAL**

16.1 **Shareholder approval of the Standby Offer**

As the Standby Offer may result in a repurchase of more than 5% of the Preference Shares (including Preference Shares held by Directors and/or Prescribed Officers or their related persons), it must be approved in accordance with the provisions of sections 48(8)(a) and 48(8)(b) (as read with the requirements of sections 114 and 115) of the Companies Act, at the General Meeting, at which meeting for quorum purposes, 3 Shareholders must be present (in person or by proxy), and such Shareholders present must be entitled to exercise, in aggregate, at least 25% of all the voting rights that are entitled to be exercised at the General Meeting.

16.2 **Non-resident Shareholders**

If you are a Non-resident Shareholder, you are urged to read the important information for Non-resident Shareholders relating to the Standby Offer in the section titled: "*Important Legal Notices and Disclaimers – Non-resident Shareholders*" commencing on page 1 of this Circular, and the important information contained in paragraph 8.3 (*Non-resident Shareholders and Exchange Control Regulations*) in this Circular and more fully detailed in **Annexure A** attached to this Circular.

16.3 **Settlement of the Standby Offer Consideration**

16.3.1 If you have accepted the Standby Offer, and if the Scheme does not become unconditional and operative and the Standby Offer becomes wholly unconditional, effective and is implemented, the Standby Offer Participants will be entitled to receive the Standby Offer Consideration in respect of the Standby Offer Shares tendered by them.

16.3.2 Please refer to paragraph 6.6 (below) of this Circular for further information regarding the settlement of the Standby Offer Consideration in respect of the Standby Offer.

16.4 **Other**

- 16.4.1 Please note that, for the avoidance of doubt, you **may not**, after acceptance of the Standby Offer, instruct any Broker or CSDP to hold your Standby Offer Shares in respect of which the Standby Offer has been accepted as nominee on your behalf or, where such Standby Offer Shares are already held by the Broker or CSDP as nominee, request the Broker or CSDP to dispose of or otherwise transfer the Standby Offer Shares in respect of which the Standby Offer has been accepted. If you do so your acceptance of the Standby Offer may be treated as invalid.
- 16.4.2 Forms of Acceptance and Surrender (*yellow*) in respect of the Standby Offer and Documents of Title that are sent through the post are sent at the risk of the Certified Eligible Shareholder concerned. Accordingly, Certified Eligible Shareholders should take note of postal delivery times so as to ensure that the forms and relevant Documents of Title are received timeously. **It is therefore recommended that such forms and Documents of Title rather be delivered by hand to the Transfer Secretaries.**
- 16.4.3 The contents of this Circular do not purport to constitute legal advice or to comprehensively deal with the legal, regulatory, accounting, investment and tax implications of the Standby Offer for each Preference Shareholder. Preference Shareholders are accordingly advised to consult their professional advisors about their personal legal, regulatory, accounting, investment and tax positions regarding the Standby Offer and, in particular, the Standby Offer Consideration.

APPRAISAL RIGHTS

The definitions and interpretations commencing on page 24 of this Circular apply, *mutatis mutandis*, to this “Appraisal Rights” section (unless the context indicates otherwise).

In terms of section 164 of the Companies Act, Shareholders are advised of the following rights which they have:

1. at any time before the Scheme Resolution or the Section 48(8)(b) Resolution is to be voted on at the General Meeting, a Shareholder may give Investec Bank written notice objecting to the Scheme Resolution or the Section 48(8)(b) Resolution, as the case may be;
2. within 10 Business Days after the Scheme Resolution or the Section 48(8)(b) Resolution has been adopted, Investec Bank must send a notice confirming that the Scheme Resolution or the Section 48(8)(b) Resolution, as the case may be, has been adopted, to each Shareholder who (i) gave Investec Bank written notice objecting to the relevant resolution and has (ii) neither withdrawn that notice nor voted in favour of the relevant resolution;
3. a Shareholder, who has validly exercised its Appraisal Rights and given Investec Bank written notice in terms of section 164 of the Companies Act objecting to the Scheme Resolution or the Section 48(8)(b) Resolution and has complied with all of the procedural requirements set out in section 164 of the Companies Act, may, if the Scheme Resolution or the Section 48(8)(b) Resolution, as the case may be, has been adopted, demand in writing:
 - 3.1 within 20 Business Days after receipt of the notice referred to in paragraph 2 above; or
 - 3.2 if the Shareholder does not receive the notice from Investec Bank referred to above, within 20 Business Days after learning that the Scheme Resolution or the Section 48(8)(b) Resolution, as the case may be, has been adopted,
that Investec Bank pay the objecting Shareholder the fair value (in terms of and subject to the requirements set out in section 164 of the Companies Act) for all the Shares held by that Shareholder.
4. A more detailed explanation of the Appraisal Rights of a Dissenting Shareholder is contained in paragraph 7 (below) of this Circular.
5. A copy of section 164 of the Companies Act is set out in **Annexure B** to this Circular.

IMPORTANT DATES AND TIMES

The definitions and interpretations commencing on page 24 of this Circular apply, *mutatis mutandis*, to this “Important Dates and Times” section (unless the context indicates otherwise).

2021

Last Practicable Date	Wednesday, 27 October
Posting Record Date to be eligible to receive the Circular and the Notices	Friday, 29 October
Posting of the Circular and the Notices on	Wednesday, 3 November
Announcement confirming: (i) publication of the Circular on Investec Bank’s website and (ii) posting of the Circular and the Notices, released on SENS on	Wednesday, 3 November
Announcement confirming: (i) publication of the Circular on Investec Bank’s website and (ii) posting of the Circular and the Notices, published in the South African press on	Thursday, 4 November
The Standby Offer Opening Date	Thursday, 4 November
Last day to trade Shares in order for Shareholders to be recorded in the Register on the Meetings Record Date	Tuesday, 23 November
Meetings Record Date to be eligible to vote at the General Meeting and the Meeting of Preference Shareholders	Friday, 26 November
For administrative purposes only, last day and time to lodge Forms of Proxy (<i>blue</i>) and Forms of Proxy (<i>green</i>) with the Transfer Secretaries by 10h00 on	Tuesday, 30 November
Suggested last day to register to participate in the General Meeting and the Meeting of Preference Shareholders electronically by 10h00 on	Tuesday, 30 November
Last day for any Shareholder to deliver written notice to Investec Bank objecting to the Scheme Resolution or Section 48(8)(b) Resolution in accordance with section 164(3) of the Companies Act before the Scheme Resolution or the Section 48(8)(b) Resolution, as the case may be, is to be voted on at the General Meeting	Thursday, 2 December
General Meeting to be held entirely by way of electronic communication at 10h00 on	Thursday, 2 December
Meeting of Preference Shareholders to be held entirely by way of electronic communication at the later of 10h30 or immediately after the conclusion of the General Meeting on	Thursday, 2 December
Results of the General Meeting and the Meeting of Preference Shareholders released on SENS on	Thursday, 2 December
Results of the General Meeting and the Meeting of Preference Shareholders published in the South African press on	Friday, 3 December
Last date for Shareholders who voted against the Scheme Resolution or the Section 48(8)(b) Resolution to require Investec Bank to seek Court approval for the implementation of the Scheme Resolution or the Section 48(8)(b) Resolution in terms of section 115(3)(a) of the Companies Act, if the requisite special resolutions in terms of section 115(2)(a) of the Companies Act were opposed by at least 15% of the voting rights that were exercised	Thursday, 9 December
Last date for Shareholders who voted against the Scheme Resolution or the Section 48(8)(b) Resolution to be granted leave by a Court to apply for a review of the Scheme Resolution or the Section 48(8)(b) Resolution in terms of section 115(3)(b) of the Companies Act	Friday, 17 December

Last date for Investec Bank to give notice of adoption of the Scheme Resolution or the Section 48(8)(b) Resolution in terms of section 164(4) of the Companies Act to the Shareholders who delivered written notices to Investec Bank objecting to the Scheme Resolution or the Section 48(8)(b) Resolution in accordance with section 164 of the Companies Act and have neither withdrawn that notice nor voted in support of the Scheme Resolution or the Section 48(8)(b) Resolution.	Friday, 17 December
If no Shareholders exercise their rights in terms of section 115(3) of the Companies Act	
TRP compliance certificate delivered in terms of section 121(b)(i) of the Companies Act	Monday, 20 December
If the Scheme Resolution is duly approved by Shareholders at the General Meeting, no Shareholders exercise their rights in terms of section 115(3) of the Companies Act and all other Scheme Conditions Precedent are fulfilled (or waived, where such conditions are capable of waiver):	
Scheme Finalisation Date announcement expected to be released on SENS on	Monday, 20 December
Scheme Finalisation Date announcement published in the South African press on	Tuesday, 21 December
Expected Scheme last day to trade Preference Shares in order for Preference Shareholders to be recorded in the Register on the Scheme Record Date to receive the Scheme Consideration on	Tuesday, 28 December
Expected suspension of listing of Preference Shares from the Main Board of the JSE at commencement of trading on	Wednesday, 29 December
Last day to deliver Form of Surrender (<i>pink</i>) in respect of the Scheme and Documents of Title (in order to receive the Scheme Consideration on the Scheme Operative Date) to be received by the Transfer Secretaries, which is expected to be by 12h00 on	Friday, 31 December
Expected Scheme Record Date, being the date and time on which Preference Shareholders must be recorded in the Register to receive the Scheme Consideration, which is expected to be by 17h00 on	Friday, 31 December
Expected Scheme Operative Date on	Monday, 3 January
Dematerialised Scheme Participants expected to have their accounts (held at their CSDP or Broker) debited with the Scheme Shares and credited with the Scheme Consideration on	Monday, 3 January
Expected date of settlement of the Scheme Consideration to be paid electronically to Certificated Scheme Participants (if the Form of Surrender (<i>pink</i>) in respect of the Scheme and Documents of Title are received by the Transfer Secretaries by 12h00 on the Scheme Record Date) on	Monday, 3 January
Expected termination of listing of the Preference Shares on the Main Board of the JSE at the commencement of trade on	Tuesday, 4 January
If the Scheme Conditions Precedent are not fulfilled (or waived, where such conditions are capable of waiver) and the Scheme does not become operative, the Standby Offer Conditions Precedent are fulfilled (or waived, where such conditions are capable of waiver) and assuming no Preference Shareholders exercise their rights in terms of section 115(3) of the Companies Act:	
The Standby Offer Finalisation Date announcement expected to be released on SENS on	Monday, 20 December
The Standby Offer Finalisation Date announcement expected to be published in the South African press on	Tuesday, 21 December
Expected Standby Offer last day to trade Preference Shares in order for Eligible Shareholders to be recorded in the Register on the Standby Offer Record Date to participate in the Standby Offer and thereby receive the Standby Offer Consideration	Tuesday, 28 December

Preference Shares trade "ex" the right to participate in the Standby Offer on	Wednesday, 29 December
Expected Standby Offer Record Date to determine who is eligible to participate in the Standby Offer and thereby receive the Standby Offer Consideration	Friday, 31 December
Expected Standby Offer Closing Date at 12h00 on	Friday, 31 December
Results of the Standby Offer released on SENS on	Monday, 3 January
Expected date of settlement of the Standby Offer Consideration to be paid electronically to Certificated Standby Offer Participants who accepted the Standby Offer (if the Form of Acceptance and Surrender (<i>yellow</i>) in respect of the Standby Offer and Documents of Title are received by the Transfer Secretaries on or before 12h00 on the Standby Offer Closing Date)	Monday, 3 January
Dematerialised Standby Offer Participants expected to have their accounts held at their Broker or CSDP debited with the Standby Offer Shares and credited with the Standby Offer Consideration on	Monday, 3 January
Results of the Standby Offer published in the South African press on	Tuesday, 4 January
Expected termination of listing of those Preference Shares repurchased in terms of the Standby Offer on the Main Board of the JSE at the commencement of trade on	Tuesday, 4 January

Notes:

1. All dates and times above and quoted generally in this Circular are South African dates and times, unless otherwise stated.
2. These dates and times are subject to amendment by Investec Bank (and, to the extent necessary, with the approval of the JSE, the TRP and other regulatory authorities). The dates have been determined based on certain assumptions regarding the date by which Shareholder and regulatory approvals will be obtained and that no Court approval or review of the Scheme Resolution or the Section 48(8)(b) Resolution will be required. Any such amendment of the dates and times will be released on SENS and published in the South African press.
3. Preference Shareholders should note that as transactions in Preference Shares are settled in the electronic settlement system used by Strate, settlement of trades takes place 3 Business Days after such trade. Therefore, Preference Shareholders who acquire Preference Shares after close of trade on **Tuesday, 23 November 2021** will not be eligible to participate and vote at the General Meeting or the Meeting of Preference Shareholders.
4. For the purpose of being eligible to participate in the Scheme, no Dematerialisation or re-materialisation of Preference Shares may take place **after the last day to trade Preference Shares for the Scheme**. For the purpose of being eligible to participate in the Standby Offer, no Dematerialisation or re-materialisation of Preference Shares may take place **from the date the Preference Shares trade "ex" the right to participate in the Standby Offer to the Standby Offer Record Date, both days inclusive.**
5. If the General Meeting or the Meeting of Preference Shareholders is adjourned or postponed, the above dates and times will change, but the applicable Form of Proxy (*blue*) submitted for the General Meeting and the Form of Proxy (*green*) submitted for the Meeting of Preference Shareholders, as the case may be, will remain valid in respect of any postponement prior to convening, adjournment or postponement of the General Meeting or the Meeting of Preference Shareholders, as the case may be.
6. Any Form of Proxy (*blue*) or Form of Proxy (*green*) not delivered to the Transfer Secretaries by the date and time stipulated herein may be sent by email to the Transfer Secretaries before such Shareholder's voting rights are exercised at the General Meeting (or any adjournment or postponement thereof) or the Meeting of Preference Shareholders (or any adjournment or postponement thereof), respectively.

DEFINITIONS AND INTERPRETATIONS

In this Circular and the documents attached hereto, unless otherwise stated or clearly indicated otherwise, the words in the first column have the meanings stated opposite them in the second column, words in the singular include the plural and *vice versa*, words importing one gender include the other genders, references to a natural person include references to a juristic person and *vice versa* and cognate expressions shall bear corresponding meanings.

“Advisors”	collectively those advisors whose details are set out in the “Corporate Information and Advisors” section of this Circular;
“Annexures”	the annexures to this Circular;
“Appraisal Rights”	the rights afforded to Shareholders entitled to exercise appraisal rights in terms of section 164 of the Companies Act, as described in paragraph 7 of this Circular and set out in Annexure B to this Circular, where a copy of section 164 of the Companies Act is provided;
“Appraisal Rights Offer”	an offer made by Investec Bank to a Dissenting Shareholder in terms of section 164(11) of the Companies Act;
“Authorised Dealer”	an authorised dealer of the South African Reserve Bank, established in terms of section 9 of the Currency and Banking Act, 31 of 1920 and currently governed by the South African Reserve Bank Act, 90 of 1989, designated as such in the Exchange Control Regulations;
“Banks Act”	the Banks Act, 94 of 1990, as amended and substituted from time to time;
“Beneficial Owner”	a Shareholder on whose behalf any Certificated Preference Share is held by a nominee or on whose behalf a Dematerialised Preference Share (not held on an “own-name” basis) is held by a CSDP or Broker, or a nominee of a CSDP or Broker, in accordance with a Custody Agreement;
“Board” or “Directors”	means the board of directors of Investec Bank, as set out on page 31 of this Circular;
“Broker”	any person registered as a “ <i>broker member equities</i> ” in terms of the rules of the JSE in accordance with the provisions of the Financial Markets Act;
“Business Day”	any day other than a Saturday, Sunday or public holiday as gazetted by the government of South Africa from time to time;
“cents”	South African cents, a denomination of the official currency of South Africa;
“Certificated Eligible Shareholders”	Eligible Shareholders who hold Certificated Preference Shares;
“Certificated Preference Shareholders”	Preference Shareholders holding Certificated Preference Shares;
“Certificated Preference Shares”	Preference Shares which have not been Dematerialised, and title to which is represented by a share certificate or other Documents of Title;
“Certificated Scheme Participants”	Scheme Participants who hold Certificated Preference Shares;
“Certificated Shareholders”	Shareholders holding Shares which have not been Dematerialised, and title to which is represented by a share certificate or other Documents to Title, and “Certificated Shares” shall bear a corresponding meaning;
“Certificated Standby Offer Participants”	Standby Offer Participants who are Certificated Eligible Shareholders;
“Circular”	this bound document, dated Wednesday, 3 November 2021 , including the Annexures hereto and incorporating the Notice of General Meeting, Notice of Meeting of Preference Shareholders, Forms of Proxy, the Form of Surrender and the Form of Acceptance and Surrender attached hereto;

“Common Monetary Area”	South Africa, the Republic of Namibia and the Kingdoms of Lesotho and Eswatini;
“Companies Act”	the Companies Act, 71 of 2008, as amended and substituted from time to time;
“Companies Regulations”	the Companies Regulations, 2011, as amended and substituted from time to time and as promulgated in terms of section 223 of the Companies Act;
“Company Secretary”	the company secretary of Investec Bank, who as at the date of this Circular is as set out on page 3 under the “ <i>Corporate Information and Advisors</i> ” section of this Circular;
“Company” or “Investec Bank”	Investec Bank Limited (registration number: 1969/004763/06), a public company duly incorporated and registered in accordance with the laws of South Africa and the Preference Shares of which are listed on the Main Board of the exchange operated by the JSE;
“Court”	a South African Court having jurisdiction over the relevant matter;
“CSDP”	a Central Securities Depository Participant, being a “participant” as defined in section 1 of the Financial Markets Act;
“Custody Agreement”	a custody mandate agreement which may be concluded between a Preference Shareholder and a CSDP or Broker, regulating their relationship in respect of Dematerialised Preference Shares held on the respective sub-register of the applicable Preference Shareholder as administered by such CSDP or Broker on behalf of such Preference Shareholder;
“Delisting”	the proposed termination of the listing of the Preference Shares on the Main Board of the JSE pursuant to the application by Investec Bank described in paragraph 5.6 of this Circular should the Scheme become wholly unconditional and is implemented;
“Dematerialised”	the process whereby physical share certificates are replaced with electronic records evidencing ownership of shares in accordance with the rules of Strate and for trading on the JSE, as contemplated in the Financial Markets Act;
“Dematerialised Eligible Shareholders”	Eligible Shareholders who hold Dematerialised Preference Shares;
“Dematerialised Preference Shareholders”	Preference Shareholders holding Dematerialised Preference Shares;
“Dematerialised Preference Shares”	Preference Shares which have been Dematerialised;
“Dematerialised Scheme Participants”	Scheme Participants who hold Dematerialised Preference Shares;
“Dematerialised Standby Offer Participants”	Standby Offer Participants who are Dematerialised Eligible Shareholders;
“Director”	means any director of Investec Bank as contemplated in terms of section 1 of the Companies Act;
“Dissenting Shareholders”	any Shareholders who validly exercise their Appraisal Rights by demanding, in terms of sections 164(5) and 164(8) of the Companies Act, that Investec Bank pay to them fair value for all of their Shares;
“Documents of Title”	share certificates, certified transfer deeds, balance receipts and other documents evidencing title to Preference Shares that are acceptable to Investec Bank;
“EFT”	electronic funds transfer;
“Electronic Notice”	shall have the meaning ascribed to that term in paragraph 7.3.7.1 of the section titled: “ <i>Action Required by Shareholders in respect of the Scheme</i> ” commencing on page 6 of this Circular;
“Eligible Shareholders”	Preference Shareholders who are registered on the Register at any time during the Standby Offer Open Period and who remain on the Register as at the Standby Offer Record Date, and who accordingly are eligible to accept the Standby Offer;

“ Emigrants ”	former residents of the Common Monetary Area whose addresses are outside the Common Monetary Area;
“ Exchange Control Regulations ”	the Exchange Control Regulations, 1961, as amended and substituted from time to time, promulgated in terms of section 9 of the South African Currency and Exchanges Act, 9 of 1933, as amended and substituted from time to time;
“ Financial Markets Act ”	the Financial Markets Act, 19 of 2012, and the regulations thereunder, as amended or substituted from time to time;
“ Firm Intention Announcement ”	the firm intention announcement by Investec Bank, setting out the terms of the Scheme and the Standby Offer, as published on SENS on Friday, 29 October 2021 ;
“ Form of Acceptance and Surrender ”	the form of acceptance and surrender (<i>yellow</i>) in respect of the Standby Offer attached to, and forming part of this Circular, for use by Certificated Eligible Shareholders who wish to accept the Standby Offer and surrender their Certificated Preference Shares;
“ Form of Surrender ”	the form of surrender (<i>pink</i>) in respect of the Scheme attached to, and forming part of, this Circular for use by Certificated Scheme Participants only, who wish to surrender their Certificated Preference Shares in terms of the Scheme;
“ Form(s) of Proxy ”	the form of proxy (<i>blue</i>) incorporated into this Circular for use respectively by Certificated Shareholders and Dematerialised Preference Shareholders with “ <i>own-name</i> ” registration only, for purposes of appointing a proxy to represent such Shareholders at the General Meeting and the form of proxy (<i>green</i>) incorporated into this Circular for use by Certificated Preference Shareholders and Dematerialised Preference Shareholders with “ <i>own-name</i> ” registration only, for purposes of appointing a proxy to represent such Preference Shareholder, at the Meeting of Preference Shareholders, as the case may be;
“ General Meeting ”	the meeting of Shareholders convened in terms of the Notice of General Meeting attached to, and forming part of, this Circular, to <i>inter alia</i> vote on the Scheme Resolution and the Standby Offer Resolutions, which meeting is expected to take place entirely by way of electronic participation at 10h00 on Thursday, 2 December 2021 ;
“ Group ” or “ Investec Bank Group ”	Investec Bank and its subsidiaries as at the Last Practicable Date;
“ IFRS ”	International Financial Reporting Standards issued by the International Accounting Standards Board from time to time;
“ Income Tax Act ”	the Income Tax Act, 58 of 1962, as amended and substituted from time to time;
“ Independent Board ”	those independent non-executive directors of Investec Bank, appointed in terms of the Takeover Regulations as the independent board of Investec Bank for purposes of the Scheme and Standby Offer being D Friedland, ZBM Bassa and KL Shuenyane;
“ Independent Expert ”	the independent expert appointed to provide the appropriate independent advice to the Independent Board in terms of section 114(2) of the Companies Act and regulation 90 of the Companies Regulations, being BDO South Africa Incorporated (registration number: 1995/002310/21), a private company incorporated in accordance with the laws of South Africa;
“ Independent Expert Report ”	the report prepared and issued by the Independent Expert in accordance with section 114 of the Companies Act and regulation 90 of the Companies Regulations, and attached as Annexure C to this Circular, which report sets out the Independent Expert’s fair and reasonable opinion as regards the Scheme Consideration and the Standby Offer Consideration;
“ Interim Results ”	the unaudited condensed consolidated interim results of Investec Bank for the 6 months ended 30 September 2021 to be published on SENS on or about 18 November 2021;
“ Investec Limited ”	Investec Limited (registration number: 1925/002833/06), a public company listed on the Main Board of the JSE, being the sole holder of the Ordinary Shares;

"JSE"	the JSE Limited (registration Number: 2005/022939/06), a public company duly registered and incorporated with limited liability under the company laws of South Africa and licensed as an exchange under the Financial Markets Act;
"Last Practicable Date"	Wednesday, 27 October 2021 , being the last practicable date prior to finalisation of this Circular;
"Listings Requirements"	the listings requirements of the JSE, as amended or substituted from time to time;
"Meetings"	collectively, the General Meeting and the Meeting of Preference Shareholders;
"Meeting of Preference Shareholders"	the meeting of the Preference Shareholder convened in terms of the Notice of Meeting of Preference Shareholders attached to, and forming part of, this Circular; to vote on the Voluntary Scheme Resolution set out therein, which meeting is expected to take place entirely by electronic participation at the later of 10h30 or the conclusion of the General Meeting on Thursday, 2 December 2021 ;
"Meetings Record Date"	the date determined by the Board in terms of section 59 of the Companies Act for Shareholders to be recorded in the Register in order to be eligible to participate and vote at the General Meeting, in respect all Shareholders and at the Meeting of Preference Shareholders, in respect of the Preference Shareholders, being Friday, 26 November 2021 ;
"MOI"	the memorandum of incorporation of Investec Bank, as contemplated under the Companies Act and as amended from time to time;
"Non-resident"	a person not ordinarily resident in South Africa whose address is outside the Common Monetary Area and who is not an Emigrant;
"Notices"	collectively, the Notice of General Meeting and Notice of Meeting of Preference Shareholders;
"Notice of General Meeting"	the notice to Shareholders registered as such on the Posting Record Date convening the General Meeting to conduct the business described therein and to consider and, if deemed fit, pass with or without modification, <i>inter alia</i> the Scheme Resolution and the Standby Offer Resolutions set out therein, and which notice is attached to, and forms part, of this Circular;
"Notice of Meeting of Preference Shareholders"	the notice to the Preference Shareholders convening the Meeting of Preference Shareholders to conduct the business described therein and to consider and, if deemed fit, pass with or without modification, the Voluntary Scheme Resolution set out therein, and which notice is attached to, and forms part, of this Circular;
"Ordinary Shareholder"	the registered holder of all the issued Ordinary Shares, being Investec Limited;
"Ordinary Shares"	64 793 190 unlisted ordinary shares with a par value of 50 cents each in the issued ordinary share capital of Investec Bank;
"Posting Record Date"	the date determined by the Board in terms of section 59 of the Companies Act for Shareholders to be recorded in the Register in order to be eligible to receive the Circular; being Friday, 29 October 2021 ;
"Preference Shareholders"	registered holders of the Preference Shares;
"Preference Shares"	non-redeemable, non-cumulative, non-participating preference shares in the issued capital of Investec Bank with a par value of 1 cent each, all of which are listed on the Main Board of the exchange operated by the JSE;
"Prescribed Officer"	means any employee of Investec Bank who is a prescribed officer as contemplated in terms of section 1 (read with section 66(10)) of the Companies Act;
"Rand" or "R" or "ZAR"	the lawful currency of South Africa;
"Register"	the register of Certificated Shareholders maintained by the Transfer Secretaries on behalf of Investec Bank and each of the sub-registers of Dematerialised Preference Shareholders maintained by the relevant CSDPs in terms of the Financial Markets Act;

“Registered Office”	the registered office of Investec Bank, 100 Grayston Drive, Sandown, Sandton, Johannesburg, 2196;
“Remaining Shareholders”	in the event that the Scheme does not become operative but the Standby Offer becomes wholly unconditional and effective, those Eligible Shareholders who elect to reject the Standby Offer in respect of all or some of their Preference Shares and/or do not complete a Form of Acceptance and Surrender (<i>yellow</i>) and continue to hold Preference Shares following the implementation of the Standby Offer;
“Scheme”	the scheme of arrangement in terms of section 114(1) of the Companies Act, proposed by the Board between Investec Bank and the Scheme Participants, which scheme of arrangement is more fully described in paragraph 5 of this Circular, in terms of which, subject to the Scheme Conditions Precedent becoming fulfilled (or waived, where such conditions are capable of waiver), Investec Bank will acquire all of the Scheme Shares held by Scheme Participants, and the Scheme Participants shall be deemed to have sold and transferred all of the Scheme Shares to Investec Bank, in exchange for the Scheme Consideration;
“Scheme Conditions Precedent”	the conditions precedent to which the Scheme is subject, as set out and described in more detail in paragraph 5.5 of this Circular, which are required to be fulfilled or waived, to the extent permissible, in order for the Scheme to become operative;
“Scheme Consideration”	ZAR99.52, being the repurchase price offered by Investec Bank for each Scheme Share held by Scheme Participants on the Scheme Record Date which is payable in cash by Investec Bank;
“Scheme Finalisation Date”	the date on which all the Scheme Conditions Precedent shall have been fulfilled or waived, as the case may be;
“Scheme Operative Date”	the date on which the Scheme will become operative immediately after fulfilment (or waiver, where applicable) of the Scheme Conditions Precedent, expected to be Monday, 3 January 2021 ;
“Scheme Participants”	Preference Shareholders who are recorded in the Register at the close of business of the Scheme Record Date, which Preference Shareholders will receive the Scheme Consideration in exchange for Investec Bank repurchasing their Scheme Shares in terms of the Scheme;
“Scheme Record Date”	the date determined by the Board in terms of section 59 of the Companies Act for Preference Shareholders to be recorded in the Register in order to be eligible to receive the Scheme Consideration, expected to be Friday, 31 December 2021 ;
“Scheme Resolution”	the special resolution approving the Scheme to be considered at the General Meeting, as more fully described in paragraph 4.1 of this Circular and in the Notice of General Meeting;
“Scheme Shares”	the 14 917 559 Preference Shares that will be repurchased by Investec Bank in terms of the Scheme if the Scheme becomes operative, constituting 100% of the Preference Shares;
“Section 48(8)(b) Resolution”	the special resolution set out in the Notice of General Meeting to be passed by the Shareholders, authorising the repurchase of Preference Shares as contemplated in the Standby Offer in terms of section 48(8)(b) (as read with the requirements of sections 114 and 115) of the Companies Act;
“SENS”	the Stock Exchange News Service of the JSE;
“Shareholders”	collectively, the Ordinary Shareholders and Preference Shareholders;
“Shares”	collectively, the Ordinary Shares and the Preference Shares;
“South Africa”	the Republic of South Africa;

“Standby Offer”	the offer made by Investec Bank to the Eligible Shareholders, in terms of which Investec Bank offers to repurchase all (or a portion) of the Standby Offer Shares from the Eligible Shareholders, subject to the Standby Offer Conditions Precedent becoming fulfilled (or waived, where such conditions are capable of waiver), for an amount equal to the Standby Offer Consideration, as more fully described in paragraph 6 of this Circular;
“Standby Offer Closing Date”	the date on which the Standby Offer will close for acceptance by the Eligible Shareholders, expected to be at 12h00 , on Friday, 31 December 2021 , or such later date as determined by Investec Bank and communicated to the Preference Shareholders on SENS and in the South Africa press;
“Standby Offer Conditions Precedent”	the conditions precedent to which the Standby Offer is subject, as set out and described in more detail in paragraph 6.7 of this Circular, which are required to be fulfilled or waived, to the extent permissible, in order for the Standby Offer to become operative;
“Standby Offer Consideration”	ZAR95.54, being the repurchase price offered by Investec Bank for each Preference Share held by Eligible Shareholders, which repurchase price is payable in cash by Investec Bank;
“Standby Offer Finalisation Date”	the date on which all the Standby Offer Conditions Precedent shall have been fulfilled or waived, as the case may be;
“Standby Offer Implementation Date”	the date on which the Standby Offer will become effective and is implemented after fulfilment (or waiver, where applicable) of the Standby Offer Conditions Precedent, expected to be Monday, 3 January 2021 ;
“Standby Offer Opening Date”	the date on which the Standby Offer opens for acceptance by the Preference Shareholders, expected to be Thursday, 4 November 2021 ;
“Standby Offer Open Period”	the period during which the Standby Offer remains open for acceptance by Eligible Shareholders, being from the Standby Offer Opening Date until the Standby Offer Closing Date;
“Standby Offer Participants”	those Eligible Shareholders who have accepted the Standby Offer on or before the Standby Offer Closing Date;
“Standby Offer Record Date”	the date by which any Standby Offer Participant must be recorded in the Register in order to participate in the Standby Offer and accordingly to receive the Standby Offer Consideration, expected to be Friday, 31 December 2021 ;
“Standby Offer Resolutions”	the special resolution set out in the Notice of General Meeting to be passed by the Shareholders, authorising the repurchase of Preference Shares as contemplated in the Standby Offer in terms of section 48(8)(a) of the Companies Act, and the Section 48(8)(b) Resolution;
“Standby Offer Shares”	the Preference Shares that an Eligible Shareholder has accepted to dispose of pursuant to the Standby Offer;
“Strate”	Strate Proprietary Limited (registration Number: 1998/022242/07), a private company duly incorporated and registered in accordance with the laws of South Africa, which is a registered central securities depository in terms of the Financial Markets Act and which is responsible for the electronic settlement system for transactions that take place on the JSE and off market trades;
“Takeover Regulations”	the regulations set out in Chapter 5 of the Companies Regulations;
“Transfer Secretaries” or “Computershare”	the transfer secretaries of Investec Bank, presently being Computershare Investor Services Proprietary Limited, a private company, whose details are set out on page 3 under the “ <i>Corporate Information and Advisors</i> ” section of this Circular;
“TRP” or “Panel”	the Takeover Regulation Panel established in terms of section 196 of the Companies Act;
“Voluntary Scheme Resolution”	the special resolution set out in the Notice of Meeting of Preference Shareholders to be passed by the Preference Shareholders, approving the Scheme on a voluntary basis; and
“VWAP”	the volume weighted average price.

Notes:

In this Circular, unless the context indicates a contrary intention:

1. any word or expression defined in the Companies Act and not expressly defined in this Circular shall have the meaning given in the Companies Act;
2. references to a paragraph or Annexure are to a paragraph of, or Annexure to, this Circular;
3. any reference to a time of day is a reference to South Africa Standard Time (SAST), unless a contrary indication appears;
4. a reference to any statute or statutory provision shall be construed as a reference to the same as it may have been, or may from time to time be, amended, modified, replaced or re-enacted;
5. a reference to any other document referred to in this Circular is a reference to that other document as amended, revised, varied, novated or supplemented at any time;
6. where any number of days is prescribed, those days shall be reckoned exclusively of the first and inclusively of the last day unless the last day falls on a day which is not a Business Day, in which event the last day shall be the next succeeding Business Day; and
7. the use of the word including, include/s, in particular or any similar such word followed by a specific example/s shall not be construed as limiting the meaning of the general wording preceding it and the *eiusdem generis* rule shall not be applied in the interpretation of such general wording or such specific example/s.



Specialist Bank

INVESTEC BANK LIMITED

(Incorporated in the Republic of South Africa)

(Registration number: 1969/004763/06)

(JSE share code: INLP ISIN: ZAE000048393)

("Investec Bank" or "the Company")

Investec Bank Directors

Executive

F Titi (Investec Group Chief Executive)

M van der Walt (Finance Director)

RJ Wainwright (Investec Bank Limited Chief Executive)

Company Secretary

N van Wyk

Independent Non-Executive

ZBM Bassa

D Friedland

PA Hourquebie

KL Shuenyane (Chairman)

M Mthombeni

V Olver

MG Qhena

CIRCULAR TO SHAREHOLDERS

I. INTRODUCTION

I.1 Shareholders are referred to the Firm Intention Announcement published on SENS on **Friday, 29 October 2021** wherein Shareholders were advised that the Board resolved to proceed with the steps required to repurchase all, or alternatively a portion, of the Preference Shares (held by Preference Shareholders), by way of 2 separate but concurrent offers comprising:

I.1.1 an offer to all Scheme Participants to acquire all of their Preference Shares for a cash consideration of ZAR99.52 per Scheme Share, in accordance with the provisions of section 114(1), read with section 115(2)(a), of the Companies Act, by way of a scheme of arrangement between Investec Bank and the Preference Shareholders, which, if successfully implemented will result in all the Preference Shares being repurchased and removed from the issued share capital of Investec Bank and subsequently delisted from the Main Board of the JSE; and

I.1.2 separate to the Scheme, but concurrently with it, a general offer by Investec Bank to the Eligible Shareholders to repurchase all or, if only certain of the Eligible Shareholders accept the Standby Offer, a portion of their Preference Shares for a cash consideration of ZAR95.54 per Preference Share, which Standby Offer may be accepted or rejected by Eligible Shareholders (in whole or in part) and which will be implemented only if the Scheme fails and, if successfully implemented, will result in those Preference Shares which have been voluntarily tendered being repurchased and removed from the issued share capital of Investec Bank, and the subsequent delisting of only those Preference Shares that are repurchased from the Main Board of the JSE. If there are any Remaining Shareholders after the implementation of the Standby Offer, then the Standby Offer will not result in a delisting as contemplated in section 1 of the Listings Requirements in respect of those Preference Shares held by the Remaining Shareholders.

I.2 As Preference Shares may be acquired from a Director or Prescribed Officer (or their respective related persons) of Investec Bank in terms of the Standby Offer and as the Standby Offer, will or may result in a repurchase of more than 5% of the Preference Shares, in order to implement the Standby Offer, the Shareholders will be required to approve the repurchase of the Preference Shares in compliance with sections 48(8)(a) and 48(8)(b), as read with the requirements of sections 114 and 115, of the Companies Act.

- 1.3 The Scheme and the Standby Offer are proposed concurrently on the basis that implementation of the Standby Offer will be conditional on, *inter alia*, the Scheme not becoming unconditional and operative. **In this regard, in the event that the Scheme becomes unconditional and operative, the Standby Offer will lapse. Alternatively, if the Scheme does not become unconditional and operative and the Standby Offer becomes wholly unconditional, the Standby Offer will become effective.**
- 1.4 The operation of the Scheme is subject to the fulfilment (or waiver, where such conditions are capable of waiver) of the Scheme Conditions Precedent (as detailed in paragraph 5.5 below), which conditions include, *inter alia*, that the Scheme must be approved by the requisite majority of Shareholders, as detailed in the Notice of General Meeting, and by the requisite majority of Preference Shareholders, as detailed in the Notice of Meeting of Preference Shareholders.
- 1.5 In the event that the Scheme Conditions Precedent are fulfilled (or waived, where such conditions are capable of waiver), the Scheme will become unconditional and operative, and the consequence thereof is that by operation of law, the Scheme Participants will be deemed to have disposed of, and transferred, their Scheme Shares to Investec Bank and Investec Bank in turn, shall be deemed to have repurchased all the Scheme Shares, in exchange for the Scheme Consideration. For further details of the mechanics that will apply if the Scheme is duly approved and becomes unconditional and operative, please refer to paragraph 5 below which details the operation of the Scheme more fully.
- 1.6 As a consequence of the Scheme, in terms of paragraph 1.17(b) of the Listings Requirements, Investec Bank shall apply to the JSE for the Delisting of the Preference Shares from the Main Board of the JSE with effect from **Tuesday, 4 January 2021**, subject to the Scheme becoming unconditional and operative. Accordingly, upon the Scheme becoming unconditional and operative, the Scheme Shares will be repurchased, delisted from the Main Board of the JSE and returned to the authorised share capital of Investec Bank.
- 1.7 The Scheme constitutes an “*affected transaction*” as defined in section 117(1)(c)(iii) of the Companies Act, and as such, the Scheme is regulated by the Companies Act and the Takeover Regulations and therefore requires the approval of the TRP.
- 1.8 In the event that the Scheme Conditions Precedent are not fulfilled (or waived, where such conditions are capable of waiver) and the Scheme accordingly does not become unconditional and operative, the Standby Offer will, subject to the fulfilment (or waiver, where such conditions are capable of waiver) of the Standby Offer Conditions Precedent set out in paragraph 6.7 below, become effective.
- 1.9 If the Standby Offer becomes unconditional and effective, then on the Standby Offer Implementation Date, the Standby Offer Participants will be deemed to have disposed of and transferred their Standby Offer Shares to Investec Bank and Investec Bank in turn, shall be deemed to have repurchased all the Standby Offer Shares disposed of by the Standby Offer Participants, in exchange for the Standby Offer Consideration. Upon the Standby Offer Shares being repurchased by Investec Bank, the Standby Offer Shares will be cancelled, delisted from the Main Board of the JSE and returned to the authorised share capital of Investec Bank.
- 1.10 As it is possible that not all the Eligible Shareholders accept the Standby Offer, whether in whole or in part, the Remaining Shareholders will continue to hold Preference Shares in Investec Bank and such Preference Shares shall continue to be listed on the Main Board of the JSE.
- 1.11 Additionally, as a bank, Investec Bank is required to and has obtained the consent of the Prudential Authority of the South African Reserve Bank in terms of regulation 38(16)(a)(ii) (as read with regulation 38(16)(c) of the Regulations relating to Banks, 2012 as amended and substituted from time to time and promulgated under the Banks Act) to proceed with the repurchase of the Preference Shares to be implemented, either in terms of the Scheme or the Standby Offer, as the case may be.
- 1.12 For a full understanding of the Scheme and the Standby Offer, this Circular should be read in its entirety.

2. **PURPOSE OF THIS CIRCULAR**

The purpose of this Circular is to:

- 2.1 set out the terms and conditions on which Investec Bank proposes the repurchase of the Preference Shares to be implemented, either by way of the Scheme or the Standby Offer;

- 2.2 provide Shareholders with all relevant information (including statutorily required information) in respect of the Scheme and Standby Offer, including *inter alia*, the (i) Independent Expert Report prepared in terms of section 114 of the Companies Act and regulation 90 of the Takeover Regulations and (ii) the Independent Board's and the Board's views, opinion and recommendation regarding the Scheme, the Scheme Consideration, the Standby Offer and the Standby Offer Consideration, so as to enable Shareholders to make an informed decision as to whether or not they should vote in favour of the Scheme Resolution set out in the Notice of General Meeting, and/or to enable Preference Shareholders to make an informed decision as to whether or not they should vote in favour of the Voluntary Scheme Resolution set out in the Notice of Meeting of Preference Shareholders and/or to accept the Standby Offer;
- 2.3 give the required notice convening the General Meeting in order for Shareholders to consider and determine whether to pass the Scheme Resolution and the Standby Offer Resolutions set out in the Notice of General Meeting, which notice is attached hereto, and forms part of this Circular; and
- 2.4 give the required notice convening the Meeting of Preference Shareholders, in order for the Preference Shareholders to consider and determine whether to pass the Voluntary Scheme Resolution set out in the Notice of Meeting of Preference Shareholders, which notice is attached hereto, and forms part of, this Circular.

3. **BACKGROUND AND RATIONALE FOR THE REPURCHASE OF THE PREFERENCE SHARES TO BE IMPLEMENTED BY WAY OF THE SCHEME OR THE STANDBY OFFER**

3.1 **Background to issue of Preference Shares**

- 3.1.1 Investec Bank has issued and 14 917 559 Preference Shares were subscribed for, which Preference Shares are currently listed on the Main Board of the JSE Limited under the abbreviated name Investec -P.
- 3.1.2 The Preference Shares were issued in 4 tranches from 13 August 2003 to 21 May 2010 as part of regulatory capital under then prevailing Basel II requirements, ranging from an issue price of R96.47 to R100 per Preference Share. The Preference Shares have a blended average carrying value on Investec Bank's balance sheet of ZAR99.30 per Preference Share. The quoted closing price of the Preference Shares on **Tuesday, 26 October 2021**, the day preceding the Last Practicable Date was ZAR85.00 per Preference Share.
- 3.1.3 The Preference Shares experience low trading volumes and low liquidity, which have contributed to the Preference Shares trading at a material discount to their issue prices and blended average carrying value; and
- 3.1.4 the Preference Shares' contribution towards regulatory capital has been reducing over time as these instruments have been phased-out in terms of Basel III regulatory requirements, and accordingly, from 1 January 2022 Investec Bank will not derive any regulatory capital benefit associated with the Preference Shares. Furthermore, in terms of the Financial Sector Laws Amendment Bill the Preference Shares will also not qualify as 'First Loss After Capital' (FLAC) instruments. As a result thereof, Investec Bank has deemed it appropriate not to continue to have the Preference Shares in its issued share capital and the appropriate manner of achieving this is through the repurchase of the Preference Shares as contemplated in this Circular.

3.2 **Rationale for the repurchase of the Preference Shares by way of the Scheme or the Standby Offer**

The purpose for proposing the repurchase of the Preference Shares, to be implemented through the Scheme or the Standby Offer, is to obtain the following benefits through the implementation thereof:

- 3.2.1 the Preference Shares are perpetual and accordingly, other than through a sale of the Preference Shares by the Preference Shareholders, there is no other practical way for a Preference Shareholder to dispose of its Preference Shares;
- 3.2.2 a repurchase of the Preference Shares provides the opportunity for a single liquidity event for all Preference Shareholders which would otherwise be difficult to achieve, due to the thin market for preference shares in general which results in low liquidity and trading volumes, and further, to provide the opportunity to Preference Shareholders to monetise their Preference Shares at a premium to the ruling Preference Share price prior to the Firm Intention Announcement;

- 3.2.3 the Scheme Consideration represents a 27% premium and the Standby Offer Consideration represents a 21.9% premium, to the 30-day VWAP of the Preference Shares of ZAR78.39 per Preference Share at the Last Practicable Date;
- 3.2.4 the Board has proposed that Investec Bank use funding sources accessed in the ordinary course of business to repurchase the Preference Shares, noting that the Preference Shares have effectively become funding instruments with no regulatory capital benefits as Basel III regulatory requirements have been phased-in. The proposed repurchase of the Preference Shares (which will cost Investec Bank a maximum of approximately ZAR1 484 595 472 to fund the Scheme Consideration, being the maximum consideration required to implement the proposed repurchase of the Preference Shares, whether the repurchase is implemented by way of the Scheme or the Standby Offer) will provide Eligible Shareholders with an opportunity to realise their investment in the Preference Shares through an exit/partial exit at a premium. The TRP has permitted Investec Bank to issue an irrevocable, unconditional cash guarantee in terms of Companies Regulation 114(4) which guarantee has been provided by Investec Bank and accepted by the TRP; and
- 3.2.5 the Board has considered the Preference Shares' reducing contribution to Investec Bank's regulatory capital and is of the view that the repurchase of the Preference Shares, whether by way of the Scheme or the Standby Offer, would be value accretive to Investec Bank's income statement and balance sheet.

3.3 **Intentions regarding continuation of the business of Investec Bank**

The proposed repurchase contemplated in this Circular is only in respect of the Preference Shares. Accordingly, there will be no change regarding the continuation of the business of Investec Bank, nor will there be a change in the continuation in the office of the directors of Investec Bank as a result of the implementation of the repurchase of the Preference Shares, either by way of the Scheme or if the Scheme fails, the Standby Offer.

4. **AUTHORITY TO IMPLEMENT THE SCHEME AND THE STANDBY OFFER**

Provided that the chairperson of the relevant Meeting has not closed the relevant Meeting, the Scheme Resolution and the Standby Offer Resolutions will, at the General Meeting, be proposed to the Shareholders registered in the Register at the Meetings Record Date to approve (i) the Scheme and (ii) the implementation of the Standby Offer, including the following resolutions:

- 4.1 a special resolution in terms of section 114(1), read with section 115(2)(a), of the Companies Act, in order to approve the implementation of the Scheme in terms of section 114(1) of the Companies Act.
- 4.2 special resolutions in terms of sections 48(8)(a) and 48(8)(b) (read with the requirements of sections 114 and 115) of the Companies Act to authorise the repurchase of the Preference Shares by way of the Standby Offer.

5. **TERMS AND CONDITIONS OF THE SCHEME**

5.1 The Scheme is proposed by the Board, on the terms and conditions as set out in this paragraph 5, between Investec Bank and the Scheme Participants, for Investec Bank to repurchase **all** of the Scheme Shares held by Scheme Participants for the Scheme Consideration by way of a scheme of arrangement in terms of section 114(1) of the Companies Act.

5.2 **The Scheme**

- 5.2.1 In terms of the Scheme proposed by the Board between Investec Bank and the Scheme Participants, Investec Bank will, if the Scheme Conditions Precedent are fulfilled (or waived, where such conditions are capable of waiver), repurchase **all** of the Scheme Shares from Scheme Participants for the Scheme Consideration in terms of a scheme of arrangement in terms of section 114(1) of the Companies Act.
- 5.2.2 The operation of the Scheme is subject to the fulfilment or waiver (as the case may be), of the Scheme Conditions Precedent as described in paragraph 5.5 of this Circular.
- 5.2.3 If the Scheme becomes unconditional and operative, it shall be binding on all the Scheme Participants (**irrespective of whether a Scheme Participant voted in favour of the Scheme or not**) and each Scheme Participant shall be deemed, with effect from the Scheme Operative Date, to:

- 5.2.3.1 have disposed and transferred all of their Scheme Shares, free and clear of encumbrances, to Investec Bank, and Investec Bank shall be deemed to have repurchased all the Scheme Shares, without any further act or instrument being required, in exchange for the Scheme Consideration;
- 5.2.3.2 have irrevocably and *in rem suam* authorised Investec Bank and/or the Transfer Secretaries, as agent, with full power of substitution, to cause the Scheme Shares disposed of by the Scheme Participants in terms of the Scheme to be transferred to Investec Bank on the Scheme Operative Date, and to do all such things and take all such steps (including the signing of any transfer form) as may be necessary or expedient in order to effect the transfer; and
- 5.2.3.3 have instructed Investec Bank as principal, but with power to appoint agents, to procure that the Scheme Consideration is paid to the Scheme Participants entitled thereto, in accordance with the terms and conditions of the Scheme, as set out in this Circular.
- 5.2.4 Should the Scheme become unconditional and operative, the Scheme Participants shall:
 - 5.2.4.1 if they are Certificated Scheme Participants, against surrender by them of the Documents of Title in respect of their Scheme Shares and duly completed Form of Surrender (*pink*) in respect of the Scheme, receive the Scheme Consideration; and
 - 5.2.4.2 if they are Dematerialised Scheme Participants, have their Scheme Shares transferred to Investec Bank and the Scheme Consideration transferred to their CSDP or Broker who should credit them with the Scheme Consideration, in terms of their Custody Agreement.
- 5.2.5 The rights of the Scheme Participants to receive the Scheme Consideration in respect of the Scheme Shares held by them will be rights enforceable by Scheme Participants against Investec Bank only, subject to the terms and conditions of the Scheme as set out in this Circular.
- 5.2.6 As a consequence of implementation of the Scheme, in terms of paragraph 1.17(b) of the Listings Requirements, the Delisting will be implemented automatically by virtue of no Preference Shares remaining in issue.
- 5.2.7 The effect of the Scheme will be, *inter alia*, that Investec Bank will, with effect from the Scheme Operative Date, repurchase all the Scheme Shares, which Scheme Shares shall then be delisted from the Main Board of the JSE and shall thereafter have the same status as Preference Shares that have been authorised and not issued. Accordingly, none of the Scheme Shares can be transferred to any other person after the Delisting.
- 5.2.8 Investec Bank undertakes that, upon the Scheme becoming unconditional and operative, it will give effect to the terms and conditions of the Scheme and will take all actions and sign all documents necessary to give effect to the Scheme.

5.3 **Scheme Consideration**

- 5.3.1 In terms of the Scheme, Investec Bank will repurchase the Scheme Shares from the Scheme Participants at a price of ZAR99.52 per Scheme Share (the Scheme Consideration), to be settled in cash.
- 5.3.2 The Scheme Consideration represents a premium of 17.1% to the closing price of ZAR85.00 of the Preference Shares as at the Last Practicable Date, and a 32.3% premium to the VWAP of ZAR75.20 of the Preference Shares traded on the JSE during the 60 trading days up to (and including) the Last Practicable Date.
- 5.3.3 The Board has determined, by way of a resolution, that the distribution to Scheme Participants (in an amount equal to the Scheme Consideration) pursuant to the repurchase in terms of the Scheme comprises a return of capital that will reduce the "Contributed Tax Capital" or "CTC" (as defined in section 1 of the Income Tax Act). However, any amount distributed in excess of the CTC will, having regard to the relevant issue price of the Preference Shares, comprise a "dividend" (as defined in section 1 of the Income Tax Act) to such holders of Preference Shares for income tax purposes.
- 5.3.4 The Board and the Independent Board are of the opinion that the Scheme Consideration reflects a fair and reasonable value for the Preference Shares and that it is therefore, fair and reasonable insofar as the Preference Shareholders are concerned. In this regard, the Preference Shareholders are referred to paragraph 20 of this Circular and the Independent Expert Report attached to this Circular as **Annexure C**.

5.4 Settlement of the Scheme Consideration

- 5.4.1 Subject to what is set out below and to the Scheme becoming unconditional and operative, the Scheme Participants will be entitled to receive the Scheme Consideration.
- 5.4.2 The Scheme Consideration will be settled by Investec Bank through funding sources accessed in the ordinary course of business and will not be subject to any lien, right of set-off, counterclaim or other analogous right. In addition, settlement of the Scheme Consideration to Scheme Participants who are Non-resident Shareholders will be subject to the Exchange Control Regulations, the salient provisions of which are set out in **Annexure A** to this Circular.
- 5.4.3 Investec Bank and its agents will administer and effect payments of the Scheme Consideration to Scheme Participants.
- 5.4.4 The Scheme Consideration will be payable in cash in Rands only.
- 5.4.5 If the Scheme becomes unconditional and operative:
- 5.4.5.1 **Dematerialised Preference Shareholders** who become Dematerialised Scheme Participants will have their account at their CSDP or Broker credited with the Scheme Consideration and debited with the Scheme Shares on the Scheme Operative Date, or in the case of Dissenting Shareholders who subsequently become Scheme Participants as envisaged in paragraph 7.4 below, on the date contemplated in paragraph 7.4.2 below; and
- 5.4.5.2 **Certificated Preference Shareholders** who become Certificated Scheme Participants:
- 5.4.5.2.1 and who have submitted their Documents of Title and duly completed Form of Surrender (*pink*) in respect of the Scheme to the Transfer Secretaries **by 12h00 on the Scheme Record Date (expected to be Friday, 31 December 2021)**, will have the Scheme Consideration paid to them by way of an EFT into the South African bank account nominated by such Certificated Scheme Participant in the relevant section of the Form of Surrender (*pink*) in respect of the Scheme;
- 5.4.5.2.2 and who submit their Documents of Title and duly completed Form of Surrender (*pink*) in respect of the Scheme **after 12h00 on the Scheme Record Date (expected to be Friday, 31 December 2021)**, will have the Scheme Consideration paid to them by way of EFT, within 5 Business Days of the Transfer Secretaries receiving their Documents of Title and duly completed Form of Surrender (*pink*) in respect of the Scheme, unless such Scheme Participants were Dissenting Shareholders who have subsequently become Scheme Participants as envisaged in paragraph 7.4 below, in which case such Scheme Participants will still need to submit their Documents of Title, together with their duly completed Forms of Surrender (*pink*), in respect of the Scheme to the Transfer Secretaries and payment of the Scheme Consideration will only be paid to them by way of EFT, on the date set out in paragraph 7.4.2 below; or
- 5.4.5.2.3 and who have failed to submit their Documents of Title and duly completed Form of Surrender (*pink*) in respect of the Scheme to the Transfer Secretaries or in respect of a Dissenting Shareholder who subsequently becomes a Scheme Participant as envisaged in paragraph 7.4 below and which Scheme Participant subsequently fails to submit his/her/its Documents of Title and duly completed Form of Surrender (*pink*) in respect of the Scheme to the Transfer Secretaries, then the Scheme Consideration payable to such Scheme Participant will be held in trust by Investec Bank (or any third party nominated by Investec Bank for this purpose) in accordance with the provisions of the MOI for the benefit of the Scheme Participants concerned until lawfully claimed by such Scheme Participants, provided that any Scheme Consideration remaining unclaimed for a period of not less than 3 (three) years from the Scheme Operative Date may, in the discretion of the Board, be forfeited by resolution of the Board for the benefit of the Company. For the avoidance of doubt, no interest will accrue on any such funds held by Investec Bank (or its nominee).

- 5.4.6 Where, on or subsequent to the Scheme Operative Date, a person, who was not a registered holder of Scheme Shares on the Scheme Record Date, tenders to the Transfer Secretaries Documents of Title together with a duly executed Form of Surrender (*pink*) in respect of the Scheme, and, provided that the Scheme Consideration attaching to such Scheme Shares has not already been paid out or discharged in some other manner, then such Documents of Title together with a duly executed Form of Surrender (*pink*) in respect of the Scheme may be accepted by Investec Bank as if it were a valid transfer to such person of the Scheme Shares concerned, provided that Investec Bank has been, if Investec Bank so requires, provided with an indemnity on terms acceptable to Investec Bank in respect of such Scheme Consideration.
- 5.4.7 The Scheme Consideration will be transferred to Scheme Participants, in accordance with the terms of the Scheme without regard to any lien, right of setoff, counterclaim or other analogous right to which Investec Bank may otherwise be, or claim to be, entitled.

5.5 Scheme Conditions Precedent

- 5.5.1 The Scheme is subject to the fulfilment of the following conditions precedent, by no later than **17h00** on 31 March 2022 or such later time and date as Investec Bank may in its sole discretion determine, or their waiver (as the case may be):
- 5.5.1.1 the Shareholder approvals required to give effect to the Scheme having been obtained, being –
- 5.5.1.1.1 the passing of a special resolution by the Shareholders to approve the Scheme in terms of section 114(1) and section 115(2)(a) of the Companies Act, at the General Meeting; and
- 5.5.1.1.2 the passing of a voluntary special resolution by the Preference Shareholders to approve the Scheme at the Meeting of Preference Shareholders;
- 5.5.1.2 within the period prescribed by section 164(7) of the Companies Act, no valid demands (relating to Appraisal Rights) have been received by Investec Bank from any Shareholder in terms of that section read with section 115(8) of the Companies Act, pursuant to the Scheme Resolution;
- 5.5.1.3 to the extent that the provisions of section 115(2)(c) read with section 115 (3) of the Companies Act become applicable:
- 5.5.1.3.1 the Scheme Resolution being approved by the Court unconditionally or, if subject to conditions, Investec Bank confirms in writing that the conditions are acceptable to it;
- 5.5.1.3.2 the Scheme Resolution not being set aside by the Court; or
- 5.5.1.3.3 Investec Bank not treating the aforesaid Scheme Resolution as a nullity in terms of section 115(5)(b) of the Companies Act; and
- 5.5.1.4 the approvals, consents or waivers from those South African regulatory authorities as may be required for Investec Bank to implement the Scheme, being (1) the TRP, by means of the issue of a compliance certificate in relation to the Scheme as required by section 115(1)(b), read with section 119(4)(b) and section 121(b), of the Companies Act), (2) the approvals required in terms of the Banks Act, and (3) the approvals required in terms of the Exchange Control Regulations, are obtained on an unconditional basis, or, to the extent that any such approvals, consents or waivers are subject to conditions or qualifications, Investec Bank confirms in writing that such conditions or qualifications are acceptable to it. As at the Last Practicable Date, the only outstanding approval required to implement the Scheme, is to receive a compliance certificate from the TRP in terms of section 121(b)(i) of the Companies Act. This is expected to be forthcoming after the General Meeting.
- 5.5.2 The Scheme Condition Precedent stipulated in paragraph 5.5.1.2 above may be waived (in whole or in part) at the sole and absolute discretion of Investec Bank at any time (including after the fulfilment date for this Scheme Condition Precedent). The remaining Scheme Conditions Precedent stipulated above are not capable of waiver.

- 5.5.3 An announcement will be released on SENS as soon as possible after the fulfilment, waiver or non-fulfilment, as the case may be, of the Scheme Conditions Precedent.
- 5.5.4 For the avoidance of doubt, if the Scheme Conditions Precedent are not fulfilled by **17h00 on 31 March 2022** or such later time and date as Investec Bank may in its sole discretion determine (and subject to the required approval from the TRP), or are waived (if applicable), then the Scheme shall not become unconditional and operative and, subject to the Standby Offer not becoming unconditional and/or being implemented, Eligible Shareholders will continue in their present position as Preference Shareholders in Investec Bank.

5.6 Effects of the Scheme

If all the Scheme Conditions Precedent, as set out in paragraph 5.5 above, are fulfilled or waived, as the case may be, the Scheme will become operative. The effect of the Scheme will be that Investec Bank will, with effect from the Scheme Operative Date, repurchase all the Scheme Shares, which Scheme Shares shall be delisted from the Main Board of the JSE, cancelled and shall thereafter have the same status as Preference Shares that have been authorised and not issued.

5.7 Surrender of Documents of Title

5.7.1 *Certificated Scheme Participants*

5.7.1.1 Certificated Scheme Participants shall, subject to the Scheme becoming unconditional and operative, only be entitled to receive the Scheme Consideration in respect of their Scheme Shares once they complete the attached Form of Surrender (*pink*) in respect of the Scheme and have surrendered their Documents of Title in respect thereof.

5.7.1.2 Certificated Preference Shareholders who wish to surrender their Documents of Title in anticipation of the Scheme becoming unconditional and operative are referred to the instructions set out in paragraph 9 (above) entitled "*Actions Required by Preference Shareholders relating to the Operation of the Scheme*" under the section entitled "*Action Required by Shareholders in respect of the Scheme*" commencing on page 6 of this Circular.

5.7.2 *Dematerialised Preference Shareholders*

Dematerialised Preference Shareholders must **not** complete the attached Form of Surrender (*pink*) in respect of the Scheme and are not required to surrender any Documents of Title. On the Scheme Operative Date, they shall automatically become entitled to receive the Scheme Consideration.

5.8 Potential Court approval

5.8.1 Preference Shareholders are advised that, in accordance with section 115(3) of the Companies Act, Investec Bank may in certain circumstances not proceed to implement the Scheme and the associated repurchase of the Preference Shares in terms of the Scheme without the approval of the Court, despite the fact that the Scheme Resolution will have been duly adopted at the General Meeting.

5.8.2 In this regard, a copy of section 115 of the Companies Act which details the circumstances under which Court approval may be required in terms of section 115(3) for implementation of the Scheme, is set out in **Annexure B** to this Circular.

5.9 Amendments, Variations and Modifications to the Scheme

5.9.1 Subject to paragraph 5.9.2 of this Circular, Investec Bank may –

5.9.1.1 before or at the General Meeting, but prior to the Shareholders casting their votes, agree to any amendment, variation or modification of the Scheme; and

5.9.1.2 after the General Meeting, agree to any amendment, variation or modification of the Scheme, provided that no amendment, variation or modification made after the General Meeting may have the effect of negatively affecting the rights which will accrue to a Scheme Participant in terms of the Scheme.

5.9.2 Shareholders will be notified of any such amendment, variation or modification on SENS and in the South African press, on the basis that any such amendment, variation or modification shall be subject to approval from the TRP, to the extent necessary.

5.9.3 All dates and times referred to in this Circular in respect of the Scheme are subject to change. Any such change shall be published on SENS and published in the South African press.

6. TERMS AND CONDITIONS OF THE STANDBY OFFER

6.1 The Standby Offer is proposed by the Board, on the terms and conditions as set out in this paragraph 6, between Investec Bank and the Eligible Shareholders, for Investec Bank to repurchase all (or a portion) of the Preference Shares held by Eligible Shareholders who accept the Standby Offer and become Standby Offer Participants.

6.2 The Standby Offer

6.2.1 Simultaneously with the Scheme, Investec Bank hereby makes a separate but concurrent offer to the Eligible Shareholders to repurchase all, or a portion, of the Preference Shares from the Eligible Shareholders, subject to the Standby Offer Conditions Precedent being fulfilled (or waived, where such conditions are capable of waiver).

6.2.2 For the avoidance of doubt, implementation of the Standby Offer will be conditional on, *inter alia*, the Scheme not becoming unconditional and operative. If the Scheme does become unconditional and operative, the Standby Offer will lapse and be of no force and effect. In addition to the Standby Offer being conditional on the Scheme not becoming unconditional and operative, the Standby Offer is also subject to the fulfilment or waiver (as the case may be), of the other Standby Offer Conditions Precedent as described in paragraph 6.7 of this Circular.

6.2.3 If the Standby Offer becomes unconditional and operative, it shall be binding on all the Eligible Shareholders who elected to accept the Standby Offer whether in whole or in part (thereby becoming Standby Offer Participants) and each Standby Offer Participant shall be deemed, with effect from the Standby Offer Implementation Date, to:

6.2.3.1 have disposed and transferred all of their Standby Offer Shares, free and clear of encumbrances, to Investec Bank, and Investec Bank shall be deemed to have repurchased all the Standby Offer Shares, without any further act or instrument being required, in exchange for the Standby Offer Consideration;

6.2.3.2 have irrevocably and *in rem suam* authorised Investec Bank and/or the Transfer Secretaries, as agent, with full power of substitution, to cause the Standby Offer Shares disposed of by the Standby Offer Participant to be transferred to Investec Bank on the Standby Offer Implementation Date, and to do all such things and take all such steps (including the signing of any transfer form) as may be necessary or expedient in order to effect the transfer; and

6.2.3.3 have instructed Investec Bank as principal, but with power to appoint agents, to procure that the Standby Offer Consideration is paid to the Standby Offer Participants entitled thereto, in accordance with the terms and conditions of the Standby Offer as set out in this Circular.

6.2.4 Should the Standby Offer become unconditional and effective, the Standby Offer Participants shall:

6.2.4.1 if they are Certificated Eligible Shareholders, against completion of the Form of Acceptance and Surrender (*yellow*) in respect of the Standby Offer and the surrender by them of the Documents of Title in respect of their Standby Offer Shares, receive the Standby Offer Consideration; and

6.2.4.2 if they are Dematerialised Eligible Shareholders, have their Standby Offer Shares transferred to Investec Bank and the Standby Offer Consideration transferred to their CSDP or Broker who should credit them with the Standby Offer Consideration, in terms of the Custody Agreement.

6.2.5 The rights of the Standby Offer Participants to receive the Standby Offer Consideration in respect of the Standby Offer Shares which they elected to dispose of pursuant to the Standby Offer will be rights enforceable by Standby Offer Participants against Investec Bank only, subject to the terms and conditions of the Standby Offer as set out in this Circular.

6.2.6 The effect of the Standby Offer will be, *inter alia*, that Investec Bank will, with effect from the Standby Offer Implementation Date, repurchase all the Standby Offer Shares (which may not be all of the Preference Shares) which Standby Offer Shares will be delisted from the Main Board of the JSE and returned to the authorised preference share capital of Investec Bank.

- 6.2.7 Investec Bank undertakes that, upon the Standby Offer becoming effective, it will give effect to the terms and conditions of the Standby Offer and will take all actions and sign all documents necessary to implement the Standby Offer.

6.3 Standby Offer Consideration

- 6.3.1 If the Scheme does not become unconditional and operative and the Standby Offer becomes effective, Investec Bank will repurchase the Standby Offer Shares from the Standby Offer Participants at a price of ZAR95.54 per Standby Offer Share (the Standby Offer Consideration), to be settled in cash.
- 6.3.2 The Standby Offer Consideration represents a premium of 12.4% to the closing price of ZAR85.00 of the Preference Shares as at the Last Practicable Date, and a 27% premium to the VWAP of ZAR75.20 of the Preference Shares traded on the JSE during the 60 trading days up to (and including) the Last Practicable Date.
- 6.3.3 The Board has determined, by way of resolution, that the distribution to the Standby Offer Participants (in an amount equal to the Standby Offer Consideration) pursuant to the repurchase in terms of the Standby Offer comprises a return of capital that will reduce the "Contributed Tax Capital" or "CTC" (as defined in section 1 of the Income Tax Act). However, any amount distributed in excess of the CTC will, having regard to the relevant issue price of the Preference Shares, comprise a "dividend" (as defined in section 1 of the Income Tax Act).
- 6.3.4 The Independent Board and the Board are of the opinion that the Standby Offer Consideration reflects a fair and reasonable value for the Preference Shares, notwithstanding the fact that it is less than the Scheme Consideration, and is therefore, fair and reasonable insofar as the Shareholders are concerned. In this regard, the Shareholders are referred to paragraph 20 of this Circular and the Independent Expert Report attached to this Circular as **Annexure C**.

6.4 Standby Offer Period

- 6.4.1 The Standby Offer is irrevocable and will open for acceptance from **Thursday, 4 November 2021** on the Standby Offer Opening Date and will in the event that the Scheme does not become unconditional and operative, close at **12h00** on **Friday, 31 December 2021**, being the Standby Offer Closing Date.
- 6.4.2 Accordingly, the Standby Offer will remain open for acceptance by Eligible Shareholders, subject to the Scheme not becoming unconditional and operative and subject to the other Standby Offer Conditions Precedent being fulfilled (or waived, where such conditions are capable of waiver).

6.5 Procedure for acceptance of the Standby Offer

- 6.5.1 If an Eligible Shareholder does not wish to accept the Standby Offer in respect of any of the Preference Shares held by it and:
- 6.5.1.1 if such Eligible Shareholder is a Certificated Eligible Shareholder, then it **does not** need to take any further action and will continue to hold its Preference Shares and will be considered to be a Remaining Shareholder, subject to the Scheme not becoming unconditional and operative; or
- 6.5.1.2 if such Eligible Shareholder is a Dematerialised Eligible Shareholder with or without "own-name" registration, then it will be advised to **instruct its CSDP or Broker to reject the Standby Offer**, as if it does not furnish instructions to its CSDP or Broker, the CSDP or Broker will be obliged to act in accordance with the Custody Agreement entered into between such Eligible Shareholder and its CSDP or Broker. If the Standby Offer is declined, such Eligible Shareholder will continue to hold its Preference Shares and will be deemed to be a Remaining Shareholder, subject to the Scheme not becoming unconditional and operative.
- 6.5.2 Eligible Shareholders will be entitled to accept the Standby Offer from **12h00** on the Standby Offer Opening Date, however any Standby Offer Shares tendered will not be repurchased until such time as the Standby Offer becomes effective and is implemented, which is conditional on the Scheme not becoming unconditional and operative and the Standby Offer becoming wholly unconditional.

6.5.3 **Dematerialised Eligible Shareholders**

- 6.5.3.1 Eligible Shareholders who are Dematerialised Eligible Shareholders and who wish to accept the Standby Offer in respect of all or a portion of their Preference Shares are required to accept the Standby Offer in accordance with the instructions set out in paragraph 12.1 (above) entitled "*Dematerialised Eligible Shareholders with or without "own-name" registration*" under the section entitled "*Actions Required by Eligible Shareholders who wish to accept the Standby Offer and Surrender of Documents of Title*" commencing on page 15 of this Circular.
- 6.5.3.2 If an acceptance is not communicated to the Transfer Secretaries, through a Broker or CSDP, by **12h00** on the Standby Offer Closing Date, Eligible Shareholders who hold Dematerialised Preference Shares will be **deemed to have declined** the Standby Offer and will continue to hold their Preference Shares and will be a Remaining Shareholder, subject to the Scheme not becoming unconditional and operative.
- 6.5.3.3 Dematerialised Eligible Shareholders must **not** complete the attached Form of Acceptance and Surrender (*yellow*) in respect of the Standby Offer.

6.5.4 **Certificated Eligible Shareholders**

- 6.5.4.1 Eligible Shareholders who hold Certificated Preference Shares and who wish to accept the Standby Offer in respect of all or a portion of their Preference Shares are required to accept the Standby Offer by completing the Form of Acceptance and Surrender (*yellow*) in respect of the Standby Offer and delivering it, together with the Documents of Title in respect of the Standby Offer Shares tendered by them, in accordance with the instructions set out in in paragraph 12.2 (above) entitled "*Certificated Eligible Shareholders*" under the section entitled "*Actions Required by Eligible Shareholders who wish to accept the Standby Offer and Surrender of Documents of Title*" commencing on page 15 of this Circular, to the Transfer Secretaries by not later than **12h00 on the Standby Offer Closing Date**.
- 6.5.4.2 If the Standby Offer is not validly accepted by **12h00 on the Standby Offer Closing Date**, the Standby Offer will be deemed to have been declined.
- 6.5.4.3 If the Standby Offer lapses because of the non-fulfilment of one or more of the Standby Offer Conditions Precedent, any Documents of Title surrendered and held by the Transfer Secretaries will be returned to Eligible Shareholders by the Transfer Secretaries, at its own risk, by registered post within 5 Business Days from (i) the date the Documents of Title are received by the Transfer Secretaries or (ii) the date on which the Standby Offer lapses or (iii) the Scheme fails, whichever is the later.

6.6 **Settlement of the Standby Offer Consideration**

- 6.6.1 Subject to what is set out below and to the Standby Offer becoming unconditional and being implemented, the Standby Offer Participants will be entitled to receive the Standby Offer Consideration.
- 6.6.2 The Standby Offer Consideration will be settled by Investec Bank through drawing by it from its cash resources and will not be subject to any lien, right of set-off, counterclaim or other analogous right. In addition, settlement of the Standby Offer Consideration to Standby Offer Participants who are Non-resident Shareholders will be subject to the Exchange Control Regulations, the salient provisions of which are set out in **Annexure A** to this Circular.
- 6.6.3 Investec Bank and its agents will administer and effect payments of the Standby Offer Consideration to Standby Offer Participants.
- 6.6.4 The Standby Offer Consideration will be payable in cash in Rands only.
- 6.6.5 If the Standby Offer becomes unconditional and operative:
 - 6.6.5.1 **Dematerialised Eligible Shareholders** who become Standby Offer Participants will have their account at their CSDP or Broker credited with the Standby Offer Consideration and debited with the Standby Offer Shares on the Standby Offer Implementation Date; and

- 6.6.5.2 **Certificated Eligible Shareholders** who become Standby Offer Participants by submitting their Documents of Title and duly completed Form of Acceptance and Surrender (*yellow*) in respect of the Standby Offer to the Transfer Secretaries **by 13h00 on the Standby Offer Closing Date (expected to be Friday, 31 December 2021)**, will have the Standby Offer Consideration paid to them by way of an EFT into the South African bank account detailed in the relevant sections of the Form of Acceptance and Surrender (*yellow*) in respect of the Standby Offer, on the Standby Offer Implementation Date.
- 6.6.6 If an Eligible Shareholder has not validly accepted the Standby Offer on or before the Standby Offer Closing Date, such Eligible Shareholder will not be entitled to receive the Standby Offer Consideration.
- 6.6.7 If a Preference Shareholder has validly accepted the Standby Offer on or before the Standby Offer Closing Date but does not remain on the Register on the Standby Offer Closing Date, such Preference Shareholder will not, despite that acceptance during the Standby Offer Open Period, be entitled to receive the Standby Offer Consideration.
- 6.6.8 The Standby Offer Consideration will be transferred to Standby Offer Participants, in accordance with the terms of the Standby Offer without regard to any lien, right of set-off, counterclaim or other analogous right to which Investec Bank may otherwise be, or claim to be, entitled.

6.7 Standby Offer Conditions Precedent

- 6.7.1 The Standby Offer is subject to the fulfilment of the following conditions precedent, by no later than **17h00 on 31 March 2022** or such later time and date as Investec Bank may in its sole discretion determine, or their waiver (as the case may be):
- 6.7.1.1 the Scheme does not become unconditional and operative (meaning that a Scheme Condition Precedent has not been fulfilled or waived by no later than **17h00 on 31 March 2022** or such later time and date as Investec Bank may in its sole discretion determine);
- 6.7.1.2 the Shareholder approvals required to give effect to the Standby Offer having been obtained, being the passing of special resolutions by the Shareholders in terms of section 48(8)(a) and section 48(8)(b) (as read with sections 114 and 115) of the Companies Act, at the General Meeting;
- 6.7.1.3 within the period prescribed by section 164(7) of the Companies Act, no valid demands (relating to Appraisal Rights) have been received by Investec Bank from any Shareholder in terms of that section read with section 115(8) of the Companies Act, pursuant to the Section 48(8)(b) Resolution;
- 6.7.1.4 to the extent that the provisions of section 115(2)(c) read with section 115 (3) of the Companies Act become applicable:
- 6.7.1.4.1 the Section 48(8)(b) Resolution being approved by the Court unconditionally or, if subject to conditions, Investec Bank confirms in writing that the conditions are acceptable to it;
- 6.7.1.4.2 the Section 48(8)(b) Resolution not being set aside by the Court; or
- 6.7.1.4.3 Investec Bank not treating the aforesaid Section 48(8)(b) Resolution as a nullity in terms of section 115(5)(b) of the Companies Act; and
- 6.7.1.5 the approvals, consents or waivers from those South African regulatory authorities as may be required for Investec Bank to implement the Standby Offer, being (1) the TRP, by means of the issue of a compliance certificate in relation to the Standby Offer as required by section 115(1)(b), read with section 119(4)(b) and section 121(b), of the Companies Act), (2) the approvals required in terms of the Banks Act, and (3) the approvals required in terms of the Exchange Control Regulations, are obtained on an unconditional basis, or, to the extent that any such approvals, consents or waivers are subject to conditions or qualifications, Investec Bank confirms in writing that such conditions or qualifications are acceptable to it. As at the Last Practicable Date, the only outstanding approval required to implement the Standby Offer, is to receive a compliance certificate from the TRP in terms of section 121(b)(i) of the Companies Act. This is expected to be forthcoming after the General Meeting.

- 6.7.2 The Standby Offer Condition Precedent stipulated in paragraph 6.7.1.3 above may be waived (in whole or in part) at the sole and absolute discretion of Investec Bank (and subject to the required approval from the TRP) at any time (including after the fulfilment date for this Standby Offer Condition Precedent). The remaining Standby Offer Conditions Precedent stipulated above are not capable of waiver.
- 6.7.3 An announcement will be released on SENS as soon as possible after the fulfilment, waiver or non-fulfilment, as the case may be, of the Standby Offer Conditions Precedent.
- 6.7.4 For the avoidance of doubt, if the Standby Offer Conditions Precedent are not fulfilled by **17h00** on **31 March 2022** or such later time and date as Investec Bank in its sole discretion determine, or are not waived (if applicable), then the Standby Offer shall not become unconditional and be implemented and the Standby Offer Participants will continue in their present position as Preference Shareholders in Investec Bank.

6.8 **Amendments, Variations and Modifications to the Standby Offer**

- 6.8.1 Subject to paragraph 6.8.2 of this Circular, Investec Bank may:
 - 6.8.1.1 before or at the General Meeting, but prior to the Shareholders casting their votes, agree to any amendment, variation or modification of the Standby Offer; and
 - 6.8.1.2 after the General Meeting, agree to any amendment, variation or modification of the Standby Offer subject to the approval of the TRP, provided that no amendment, variation or modification made after the General Meeting may have the effect of negatively affecting the rights which will accrue to a Standby Offer Participant in terms of the Standby Offer.
- 6.8.2 Shareholders will be notified of any such amendment, variation or modification on SENS and in the South African press.
- 6.8.3 All dates and times referred to in this Circular in respect of the Standby Offer are subject to change. Any such change shall be published on SENS and published in the South African press.

7. **DISSENTING SHAREHOLDER APPRAISAL RIGHTS**

- 7.1 In terms of section 164(2)(b) of the Companies Act, Shareholders are hereby notified of their Appraisal Rights. Any Shareholder who wishes to exercise its rights in terms of section 164 of the Companies Act is required, before the Scheme Resolution or the Section 48(8)(b) Resolution is voted on at the General Meeting, to:
 - 7.1.1 give notice to Investec Bank in writing objecting to the aforesaid resolution/s in terms of section 164(3) of the Companies Act; and
 - 7.1.2 vote against the Scheme Resolution or the Section 48(8)(b) Resolution at the General Meeting.
- 7.2 A copy of section 164 of the Companies Act (which sets forth the Appraisal Rights) is included in **Annexure B** to this Circular.
- 7.3 If the Board waives the Scheme Condition Precedent contemplated in paragraph 5.5.1.2, any Dissenting Shareholder that, pursuant to the exercise of its Appraisal Rights, has accepted an Appraisal Rights Offer and/or transferred Preference Shares to Investec Bank pursuant to section 164(13) or section 164(15)(c)(v) of the Companies Act, shall not participate in the Scheme.
- 7.4 As regards the Scheme, in the event that any Dissenting Shareholder withdraws a valid demand in the circumstances contemplated in section 164(9)(a) or 164(9)(b) of the Companies Act and a Dissenting Shareholder has not exercised its rights in terms of section 164(14) of the Companies Act to apply to Court to determine a fair value in respect of the Scheme Shares that were the subject of the demand, such that such Preference Shareholder ceases to be a Dissenting Shareholder:
 - 7.4.1 on or prior to the Scheme Record Date, then such Preference Shareholder who was, up until that time, a Dissenting Shareholder will be deemed a Scheme Participant and be subject to the terms and conditions of the Scheme; and

- 7.4.2 after the Scheme Record Date, then such Preference Shareholder who was, up until that time, a Dissenting Shareholder will be deemed to have been a Scheme Participant as at the Scheme Operative Date and be deemed to have transferred its Scheme Shares to Investec Bank, provided that settlement of the Scheme Consideration shall take place on the later of: (i) the Scheme Operative Date; (ii) the date which is 5 Business Days after the date upon which that Dissenting Shareholder so withdrew its demand or allowed Investec Bank's offer to lapse, as the case may be, without exercising its rights in terms of section 164(14); and (iii) if that Dissenting Shareholder is a Preference Shareholder with Certificated Preference Shares, the date which is 5 Business Days after the date upon which that Dissenting Shareholder submitted its Documents of Title and duly completed Form of Surrender (*pink*) in respect of the Scheme to the Transfer Secretaries.
- 7.5 Before exercising their rights under section 164 of the Companies Act, Preference Shareholders should have regard to the following factors relating to the Scheme Resolution and the Section 48(8)(b) Resolution:
- 7.5.1 the Independent Expert Report set out in **Annexure C** to this Circular, which concludes that the terms of the repurchase of the Preference Shares (to be implemented either by way of the Scheme or the Standby Offer) are fair and reasonable to the Preference Shareholders; and
- 7.5.2 the Court is empowered to grant a costs order in favour of, or against, a Dissenting Shareholder, as may be applicable.

8. GENERAL PROVISIONS RELATING TO THE SCHEME AND THE STANDBY OFFER

8.1 Governing law and jurisdiction

- 8.1.1 The Scheme and the Standby Offer shall be governed by, and construed in accordance with, the laws of South Africa.
- 8.1.2 Each Shareholder shall be deemed to have irrevocably submitted to the exclusive jurisdiction of the Courts of South Africa in relation to matters arising out of or in connection with the Scheme and the Standby Offer.

8.2 Tax Implications for Eligible Shareholders

Notwithstanding the provisions of paragraphs 5.3.3 and 6.3.3 of this Circular, the tax implications of the Scheme and the Standby Offer on Preference Shareholders will depend on the individual circumstances of each Preference Shareholder. Accordingly, Preference Shareholders are advised to obtain independent tax advice in relation to the tax implications of the Scheme and the Standby Offer.

8.3 Non-resident Shareholders and Exchange Control Regulations

Annexure A to this Circular contains a summary of certain important information for Non-resident Shareholders, including a summary of the Exchange Control Regulations as they apply to Scheme Participants (and Standby Offer Participants) who are Non-resident Shareholders. Scheme Participants (and Standby Offer Participants) who are Non-resident Shareholders must satisfy themselves as to the full observance of the laws of any relevant jurisdiction concerning the receipt of the Scheme Consideration (or the Standby Offer Consideration), including (without limitation) obtaining any requisite governmental or other consents, observing any other requisite formalities and paying any issue, transfer or other taxes due in such jurisdiction. If in doubt, Scheme Participants (and Standby Offer Participants) should consult their professional advisors immediately.

9. THE SOLVENCY AND LIQUIDITY TEST

It is recorded, in respect of the repurchase of the Preference Shares, that:

- 9.1 in terms of section 46(1)(a)(ii) of the Companies Act, the Board has authorised the repurchase of the Preference Shares in terms of the Scheme or the Standby Offer, by way of a resolution;
- 9.2 in terms of section 46(1)(b) of the Companies Act, the Board is satisfied that it reasonably appears that Investec Bank will satisfy the solvency and liquidity test as set out in section 4 of the Companies Act, immediately after completing the repurchase of the Preference Shares (whether by way of the Scheme or the Standby Offer) and, in this regard, the different considerations offered under each of the Scheme and the Standby Offer have been taken into account;

- 9.3 in terms of section 46(1)(c) of the Companies Act, the Board has, by resolution, acknowledged that it has applied the solvency and liquidity test, as set out in section 4 of the Companies Act, and reasonably concluded that Investec Bank will satisfy the solvency and liquidity test immediately after completing the repurchase of the Preference Shares (whether implemented in terms of the Scheme or the Standby Offer); and
- 9.4 since the solvency and liquidity test was performed, there have been no material changes to the financial position of Investec Bank.

10. SHARE CAPITAL OF INVESTEC BANK

The authorised and issued share capital of Investec Bank **before** and **after** the repurchase of the Preference Shares (whether implemented in terms of the Scheme or the Standby Offer and on the assumption that if implemented in terms of the Standby Offer it is accepted in full by all the Eligible Shareholders) is set out in the tables below:

Before the repurchase of the Preference Shares

Authorised Share Capital

105 000 000 Ordinary Shares of 50 cents each
 70 000 000 non-redeemable, non-cumulative, non-participating preference shares of one cent each (Preference Shares)
 20 000 000 non-redeemable, non-cumulative, non-participating preference shares with a par value of one cent each (non-redeemable programme preference shares)

Issued Share Capital	ZAR (million)
64 793 190 Ordinary Shares of 50 cents each, fully paid	931 509
14 917 559 non-redeemable, non-cumulative, non-participating preference shares of one cent each, issued at a premium of between R96.46 and R99.99 per share (Preference Shares)	149
Preference Share premium account as at the Last Practicable Date	1 534

Notes:

* There are no Preference Shares held as treasury shares by any subsidiary of Investec Bank.

After the repurchase of the Preference Shares**

Authorised Share Capital

105 000 000 Ordinary Shares of 50 cents each
 70 000 000 non-redeemable, non-cumulative, non-participating preference shares of one cent each (Preference Shares)
 20 000 000 non-redeemable, non-cumulative, non-participating preference shares with a par value of one cent each (non-redeemable programme preference shares)

Issued Share Capital	ZAR
64 793 190 Ordinary Shares of 50 cents each, fully paid	32
0 non-redeemable, non-cumulative, non-participating preference shares of one cent each (Preference Shares)	
Ordinary Share premium account as at the Last Practicable Date	32
Preference Share premium account as at the Last Practicable Date	0
Total issued share capital:	32

Notes:

* There are no Preference Shares held as treasury shares by any subsidiary of Investec Bank.

**This table reflects the position on the assumption that all the Preference Shares are repurchased (either through the implementation of the Scheme or the Standby Offer).

As at the Last Practicable Date, the Preference Shares are listed on the Main Board of the exchange operated by the JSE.

11. PREFERENCE SHARE TRADING HISTORY

Annexure D: to this Circular sets out the aggregate volumes, dates and prices of Preference Shares traded on the JSE (i) for each trading day during the 30-day period ended on the Last Practicable Date and (ii) for each month over the previous 12 months prior to the Last Practicable Date of issue of this Circular.

12. MAJOR SHAREHOLDERS OF INVESTEC BANK

As at the Last Practicable Date, Investec Limited is the sole holder of the Ordinary Shares.

As at the Last Practicable Date, to the knowledge of Investec Bank, there are no Preference Shareholders, who are directly or indirectly beneficially interested in 5% or more of the issued Preference Shares.

13. IRREVOCABLE UNDERTAKINGS

As at the Last Practicable Date, no Shareholder has provided an irrevocable undertaking to vote in favour of the Scheme Resolution, the Voluntary Scheme Resolution or the Standby Offer Resolutions and no Preference Shareholder has provided an irrevocable undertaking that it will accept the Standby Offer.

14. MATERIAL CHANGE

There have been no material changes in the financial or trading position of Investec Bank between 30 September 2021 (being the end of the last financial period for which unaudited interim reports will be published) and the Last Practicable Date.

15. DIRECTORS' INFORMATION

15.1 Directors' Interest in Securities

As at the Last Practicable Date the Directors (and any associate of the Directors), Prescribed Officers and persons who were directors of Investec Bank within the preceding 18 (eighteen) months, have the following direct or indirect beneficial interests in the Preference Shares:

Director/Prescribed Officer	Beneficial direct interest (No. of Preference Shares)	Beneficial indirect interest (No. of Preference Shares)	% of Issued Preference Share Capital
DM Lawrence*	5 116	0	0.03%
	5 116	0	0.03%

* DM Lawrence has retired effective 30 September 2021.

16. SERVICE CONTRACTS

The service contracts in place between the Company's executive directors and the Company contain terms and conditions that are usual for contracts of this nature. No service contracts were entered into or amended in the six months preceding the Last Practicable Date.

17. DISCLOSURE IN TERMS OF THE TAKEOVER REGULATIONS

17.1 In terms of regulation 106(4)(d) of the Takeover Regulations, the remuneration of the Directors will not be affected by the implementation of the Scheme or the Standby Offer.

17.2 The following exemptions have been obtained from the TRP, namely:

- 17.2.1 exemption dated 10 August 2021 granted by the TRP in respect of Guideline 1/2013: Approaching Shareholders Prior to Making a Firm Intention Announcement, issued by the TRP, which exemption permitted Investec Bank to approach Preference Shareholders, each holding less than 5% of the Preference Shares and not more than 11 in number of such Preference Shareholders, to provide irrevocable undertakings to vote in favour of the Scheme Resolutions, on the basis that Investec Bank must conclude non-disclosure agreements with the Preference Shareholders, and the Circular must disclose all the names and details of, including the number of Preference Shares held by, such Preference Shareholders that Investec Bank has approached and who have agreed to provide irrevocable undertakings;
- 17.2.2 exemption dated 30 September 2021 granted by the TRP in respect of regulation 106(7)(c)(i) of the Takeover Regulations, which exemptions permitted Investec Bank not to incorporate its last three years of financial statements in this Circular (whether by reference or by way of extracts of the financial information), on the basis that Investec Bank;
- 17.2.2.1 posts on its website and allows full and unrestricted access of financial statements for the last three financial years and the Interim Results to the Shareholders; and
- 17.2.2.2 includes the full and complete financial information (being its financial statements for the last three financial years and the Interim Results) to the documents made available for inspection by the Shareholder as contemplated in paragraph 26;
- 17.2.3 exemption dated 6 October 2021 granted by the TRP in respect of regulation 111(4) of the Takeover Regulations, which exemption permitted Investec Bank not to provide an irrevocable unconditional guarantee issued by another South African registered bank, or an irrevocable unconditional confirmation from a third party, on the basis that Investec Bank will be permitted to issue its own irrevocable guarantee to ensure that Investec Bank will comply with its payment obligations under the Scheme.
- 17.3 The aforementioned exemption applications and responses thereto are available for inspection as contemplated in paragraph 27 below.

18. FINANCIAL INFORMATION OF INVESTEC BANK

- 18.1 The audited financial information relating to Investec Bank for the three years ended 31 March 2019, 31 March 2020 and 31 March 2021 as well as the Interim Results (when published) are incorporated herein by reference and can be accessed on the Company's website (<https://www.investec.com>). These financial statements will also be available for inspection in accordance with paragraph 27.
- 18.1.1 which exemptions permitted Investec Bank not to incorporate its last three years of financial statements in this Circular (whether by reference or by way of extracts of the financial information), on the basis that Investec Bank;
- 18.1.1.1 posts on its website and allows full and unrestricted access of financial statements for the last three financial years and the Interim Results to the Shareholders; and
- 18.1.1.2 includes the full and complete financial information (being its financial statements for the last three financial years and the Interim Results) to the documents made available for inspection by the Shareholder as contemplated in paragraph 27;

19. CASH CONFIRMATION

Investec Bank will use available resources within Investec Bank to fund the Scheme Consideration or the Standby Offer Consideration, as applicable. In accordance with regulation 111(4) and 111(5) of the Takeover Regulations, and subject to the provisions of paragraph 17.2.3, Investec Bank has provided an irrevocable guarantee to the TRP which confirms that, in aggregate, Investec Bank has sufficient cash resources in terms of regulation 111 of the Takeover Regulations to satisfy payment of the maximum possible consideration in respect of the repurchase of the Preference Shares in terms of the Scheme or the Standby Offer.

20. **INDEPENDENT EXPERT REPORT**

- 20.1 The Independent Expert Report prepared in accordance with section 114(3) of the Companies Act and regulation 90 of the Takeover Regulations (applicable to both the Scheme and the Standby Offer) is provided in **Annexure C** to this Circular.
- 20.2 Having considered the terms and conditions of the repurchase of the Preference Shares (whether implemented in terms of the Scheme or the Standby Offer) and based upon and subject to the terms and conditions set out in the report of the Independent Expert, the Independent Expert is of the opinion that the repurchase of the Preference Shares (whether implemented in terms of the Scheme or the Standby Offer) is fair and reasonable to the Preference Shareholders.

21. **INDEPENDENT BOARD OPINION AND RECOMMENDATION**

- 21.1 The Independent Board has been tasked to consider whether the Scheme Consideration, and the Standby Offer Consideration, are fair and/or reasonable to Preference Shareholders. In discharging its obligations, the Independent Board undertook an independent assessment of the Scheme Consideration, and the Standby Offer Consideration (and the repurchase of the Preference Shares (whether implemented in terms of the Scheme or the Standby Offer)) and engaged the Independent Expert to provide the Independent Expert Report.
- 21.2 The Independent Board, after due consideration of the Independent Expert Report, has determined that it will place reliance on the valuation performed by the Independent Expert for the purposes of reaching its own opinion regarding the Scheme, the Scheme Offer Consideration, the Standby Offer and the Standby Offer Consideration, as contemplated in the regulation 110(3)(b) of the Takeover Regulations. The Independent Board has also formed a view of the range of the fair value of the Preference Shares, which accords with the valuation range contained in the Independent Expert Report.
- 21.3 In forming its opinion, the Independent Board considered the factors which are difficult to quantify or are unquantifiable (as contemplated in regulation 110(6) of the Takeover Regulations) as identified in the Independent Expert Report.
- 21.4 The Independent Board is of the opinion that, after taking into consideration the opinion of the Independent Expert –
- 21.4.1 the Scheme Consideration of ZAR99.52 per Preference Share, is fair and reasonable to the Preference Shareholders; and
- 21.4.2 the Standby Offer Consideration of ZAR95.54 per Preference Share, is fair and reasonable to the Preference Shareholders (notwithstanding that it is lower than the Scheme Consideration).
- 21.5 Accordingly, the Independent Board recommends to Preference Shareholders to vote in favour of the Scheme Resolution, the Voluntary Scheme Resolution and the Standby Offer Resolutions.
- 21.6 All Directors who own Preference Shares in their personal capacity, who are able to vote, intend to vote in favour of the aforesaid resolutions at the General Meeting and the Meeting of Preference Shareholders, and to accept the Standby Offer in respect of all their Preference Shares.

22. **DIRECTORS' RESPONSIBILITY STATEMENT**

22.1 **Board**

The Directors, whose names and details are provided on page 31 of this Circular, collectively and individually, accept full responsibility for the accuracy of the information given and certify that to the best of their knowledge and belief there are no facts that have been omitted which would make any statement false or misleading, and that all reasonable enquiries to ascertain such facts have been made and that this Circular contains all information required by law.

22.2 Independent Board

The members of the Independent Board collectively and individually, accept full responsibility for the accuracy of the information given and certify that to the best of their knowledge and belief there are no facts that have been omitted which would make any statement false or misleading, and that all reasonable enquiries to ascertain such facts have been made and that this Circular contains all information required by law.

23. LITIGATION STATEMENT

Investec Bank is not aware of any legal or arbitration proceedings (including any such proceedings which are pending or threatened), which may have or may have had, in the last 12 months, a material effect on the Group's financial position.

24. CONSENTS

All the parties listed in the section entitled "*Corporate Information and Advisors*" have consented in writing to act in the capacities stated and to their names being stated in this Circular and, where applicable, to the inclusion of their reports in the form and context in which they have been reproduced in this Circular and have not withdrawn their consents prior to publication of this Circular. The consent letters are available for inspection as contemplated in paragraph 27 below.

25. NOTICE OF MEETINGS

25.1 General Meeting

The General Meeting, convened in terms of the Notice of General Meeting incorporated in this Circular, will be held entirely by way of electronic participation at **10h00 on Thursday, 2 December 2021** or any other adjourned or postponed date and time determined in accordance with the provisions of section 64 of the Companies Act and the MOI to consider and, if deemed fit, pass the resolutions set out therein. A notice convening the General Meeting is attached to, and forms part of, this Circular.

25.2 Meeting of Preference Shareholders

The Meeting of Preference Shareholders, convened in terms of the Notice of Meeting of Preference Shareholders is incorporated in this Circular, will be held entirely by way of electronic communication at the later of **10h30** or the conclusion of the General Meeting on **Thursday, 2 December 2021** or any other adjourned or postponed date and time determined in accordance with the provisions of section 64 of the Companies Act and the MOI to consider and, if deemed fit, pass the resolution set out therein. A notice convening the Meeting of Preference Shareholders is attached to, and forms part of, this Circular.

26. ACTION TO BE TAKEN BY SHAREHOLDERS

Please refer to pages 6 and 15 of this Circular, which sets forth in detail the actions required to be taken by Shareholders in connection with the General Meeting and the Meeting of Preference Shareholders.

27. DOCUMENTS AVAILABLE FOR INSPECTION

The following documents, or copies thereof, will be available for inspection at Investec Bank's registered office at 100 Grayston Drive, Sandown, Sandton, 2196, South Africa during normal business hours (**09h00 to 17h00**) (alternatively, electronic copies are available on written request to the Company Secretary, at Niki.VanWyk@investec.co.za) from the date of posting of this Circular until the Standby Offer Closing Date (being **Wednesday, 3 November 2021** up to and including **Friday, 31 December 2021**):

27.1 this Circular;

27.2 the MOI;

27.3 the audited annual financial information of Investec Bank for the 3 years ended 31 March 2019, 31 March 2020 and 31 March 2021;

- 27.4 Interim Results;
- 27.5 the Independent Expert Report;
- 27.6 a letter from the TRP approving the Circular;
- 27.7 exemption applications made by Investec Bank to the TRP in respect of the Circular and TRP's response thereto;
- 27.8 the letter issued by the Prudential Authority approving the repurchase of the Preference Shares (whether implemented in terms of the Scheme or the Standby Offer);
- 27.9 the letter received from the authorised dealer of Investec Bank approving the content of **Annexure A**;
- 27.10 signed copy of the bank guarantee referred to in paragraph 19 above; and
- 27.11 each of the consent letters referred to in paragraph 24 above.

By order of the Board, by way of resolution.

Khumo L Shuenyane (Chairman)
Wednesday, 3 November 2021

By order of the Independent Board, by way of resolution.

KL Shuenyane, ZBM Bassa, D Friedland
Wednesday, 3 November 2021

Registered Office

100 Grayston Drive
Sandown
Sandton
Johannesburg
2196

NON-RESIDENT SHAREHOLDER INFORMATION AND EXCHANGE CONTROL REGULATIONS

All the terms defined in the Circular; to which this **Annexure A** is attached, shall bear the same meaning when used in this **Annexure A**.

The following summary is provided for information purposes only. It is therefore not comprehensive and should not be construed as advice.

1. RESIDENTS OF THE COMMON MONETARY AREA

- 1.1 Scheme Participants (and Standby Offer Participants) holding Dematerialised Preference Shares whose registered addresses in the Register are within the Common Monetary Area and whose accounts with their CSDP or Broker have not been restrictively designated in terms of the Exchange Control Regulations will have their accounts with their CSDP or Broker credited with the relevant Scheme Consideration (and Standby Offer Consideration) in accordance with paragraphs 5.4.5.1 and 6.6.5.1 of the Circular; or
- 1.2 Scheme Participants (and Standby Offer Participants) holding Certificated Preference Shares whose registered addresses in the Register are within the Common Monetary Area and whose Documents of Title are not restrictively endorsed in terms of the Exchange Control Regulations will have their relevant Scheme Consideration (and Standby Offer Consideration) dealt with in accordance with paragraphs 5.4.5.2 and 6.6.5.2 of the Circular.

2. EMIGRANTS FROM THE COMMON MONETARY AREA

- 2.1 The Scheme Consideration (and Standby Offer Consideration) accruing to a Scheme Participant (and Standby Offer Participants) holding Dematerialised Preference Shares who is an Emigrant from the Common Monetary Area and has not been restrictively designated in terms of the Exchange Control Regulations, will be issued and transferred to their CSDP or Broker, which shall arrange for the same to be credited directly to the blocked Rand bank account of the Preference Shareholder concerned with their Authorised Dealer in foreign exchange in South Africa.
- 2.2 The Scheme Consideration (and Standby Offer Consideration) accruing to a Scheme Participant (and Standby Offer Participants) holding Certificated Preference Shares who is an Emigrant from the Common Monetary Area and whose Documents of Title have been restrictively endorsed under the Exchange Control Regulations will be forwarded to the Authorised Dealer in foreign exchange in South Africa controlling the Preference Shareholder's blocked assets in accordance with the Exchange Control Regulations. The attached Form of Surrender (*pink*) in respect of the Scheme and the attached Form of Acceptance and Surrender (*yellow*) in respect of the Standby Offer makes provision for details of the Authorised Dealer concerned to be given.

3. ALL OTHER NON-RESIDENTS OF THE COMMON MONETARY AREA

- 3.1 The Scheme Consideration (and Standby Offer Consideration) accruing to a Scheme Participant (and Standby Offer Participant) holding Dematerialised Preference Shares, who is a non-resident of South Africa and who has never resided in the Common Monetary Area, whose registered address is outside the Common Monetary Area will be credited to its CSDP or Broker and be restrictively endorsed as "Non-Resident".
- 3.2 The Scheme Consideration (and Standby Offer Consideration) accruing to a Scheme Participant (and Standby Offer Participant) holding Certificated Preference Shares who is a non-resident of South Africa and who has never resided in the Common Monetary Area, whose registered address is outside the Common Monetary Area and whose Documents of Title have been restrictively endorsed under the Exchange Control Regulations, will be deposited with the Authorised Dealer in foreign exchange in South Africa nominated by such Scheme Participant (and Standby Offer Participant).

4. **INFORMATION NOT PROVIDED**

- 4.1 If the information regarding Authorised Dealers is not given, or the instructions are not given and no bank account or address details for the Preference Shareholder in question appears in the Register, the Scheme Consideration (or, where applicable the Standby Offer Consideration) will be held in trust by Investec Bank (or any third party nominated by it for this purpose) in accordance with the provisions of the MOI for the benefit of the Scheme Participant concerned, provided that any Scheme Consideration or Standby Offer Consideration, remaining unclaimed for a period of not less than 3 (three) years from the Scheme Operative Date or Standby Offer Implementation Date, as the case at be, may, in the discretion of the Board, be forfeited by resolution of the Board for the benefit of the Company. For the avoidance of doubt, no interest will accrue on any such funds held by Investec Bank (or its nominee).

EXTRACT OF SECTIONS 115 AND 164 OF THE COMPANIES ACT

“115: Required approval for transactions contemplated in Part A

1. Despite section 65, and any provision of a company's Memorandum of Incorporation, or any resolution adopted by its board or holders of its securities to the contrary, a company may not dispose of, or give effect to an agreement or series of agreements to dispose of, all or the greater part of its assets or undertaking, implement an amalgamation or a merger, or implement a scheme of arrangement, unless:
 - (a) the disposal, amalgamation or merger, or scheme of arrangement –
 - (i) has been approved in terms of this section; or
 - (ii) is pursuant to or contemplated in an approved business rescue plan for that company, in terms of Chapter 6; and
 - (b) to the extent that Parts B and C of this Chapter and the Takeover Regulations apply to a company that proposes to –
 - (i) dispose of all or the greater part of its assets or undertaking;
 - (ii) amalgamate or merge with another company; or
 - (iii) implement a scheme of arrangement,the Panel has issued a compliance certificate in respect of the transaction, in terms of section 119 (4) (b), or exempted the transaction in terms of 25 section 119(6).
2. A proposed transaction contemplated in subsection (1) must be approved –
 - (a) by a special resolution adopted by persons entitled to exercise voting rights on such a matter, at a meeting called for that purpose and at which sufficient persons are present to exercise, in aggregate, at least 25% of all of the voting rights that are entitled to be exercised on that matter, or any higher percentage as may be required by the company's Memorandum of Incorporation, as contemplated in section 64(2); and
 - (b) by a special resolution, also adopted in the manner required by paragraph (a), by the shareholders of the company's holding company, if any, if:
 - (i) the holding company is a company or an external company;
 - (ii) the proposed transaction concerns a disposal of all or the greater part of the assets or undertaking of the subsidiary; and
 - (iii) having regard to the consolidated financial statements of the holding company, the disposal by the subsidiary constitutes a disposal of all or the greater part of the assets or undertaking of the holding company; and
 - (c) by the court, to the extent required in the circumstances and manner contemplated in subsections (3) to (6).
3. Despite a resolution having been adopted as contemplated in subsections (2)(a) and (b), a company may not proceed to implement that resolution without the approval of a court if –
 - (a) the resolution was opposed by at least 15% of the voting rights that were exercised on that resolution and, within five business days after the vote, any person who voted against the resolution requires the company to seek court approval; or
 - (b) the court, on an application within 10 business days after the vote by any person who voted against the resolution, grants that person leave, in terms of subsection (6), to apply to a court for a review of the transaction in accordance with subsection (7).

4. For the purposes of subsections (2) and (3), any voting rights controlled by an acquiring party, a person related to an acquiring party, or a person acting in concert with either of them, must not be included in calculating the percentage of voting rights –
 - (a) required to be present or actually present, in determining whether the applicable quorum requirements are satisfied; or
 - (b) required to be voted in support of a resolution, or actually voted in support of the resolution.
- 4A. In subsection (4), “act in concert” has the meaning set out in section 117(1)(b).
5. If a resolution requires approval by a court as contemplated in terms of subsection (3)(a), the company must either:
 - (a) within 10 business days after the vote, apply to the court for approval, and bear the costs of that application; or
 - (b) treat the resolution as a nullity.
6. On an application contemplated in subsection (3)(b), the court may grant leave only if it is satisfied that the applicant –
 - (a) is acting in good faith;
 - (b) appears prepared and able to sustain the proceedings; and
 - (c) has alleged facts which, if proved, would support an order in terms of subsection (7).
7. On reviewing a resolution that is the subject of an application in terms of subsection (5)(a), or after granting leave in terms of subsection (6), the court may set aside the resolution only if –
 - (a) the resolution is manifestly unfair to any class of holders of the company’s securities; or
 - (b) the vote was materially tainted by conflict of interest, inadequate disclosure, failure to comply with the Act, the Memorandum of Incorporation or any applicable rules of the company, or other significant and material procedural irregularity.
8. The holder of any voting rights in a company is entitled to seek relief in terms of section 164 if that person:
 - (a) notified the company in advance of the intention to oppose a special resolution contemplated in this section; and
 - (b) was present at the meeting and voted against that special resolution.
9. If a transaction contemplated in this Part has been approved, any person to whom assets are, or an undertaking is, to be transferred, may apply to a court for an order to effect –
 - (a) the transfer of the whole or any part of the undertaking, assets and liabilities of a company contemplated in that transaction;
 - (b) the allotment and appropriation of any shares or similar interests to be allotted or appropriated as a consequence of the transaction;
 - (c) the transfer of shares from one person to another;
 - (d) the dissolution, without winding-up, of a company, as contemplated in the transaction;
 - (e) incidental, consequential and supplemental matters that are necessary for the effectiveness and completion of the transaction; or
 - (f) any other relief that may be necessary or appropriate to give effect to, and properly implement, the amalgamation or merger.”

“164: Dissenting shareholders appraisal rights

1. This section does not apply in any circumstances relating to a transaction, agreement or offer pursuant to a business rescue plan that was approved by shareholders of a company, in terms of section 152.
2. If a company has given notice to shareholders of a meeting to consider adopting a resolution to:
 - (a) amend its Memorandum of Incorporation by altering the preferences, rights, limitations or other terms of any class of its shares in any manner materially adverse to the rights or interests of holders of that class of shares, as contemplated in section 37(8); or
 - (b) enter into a transaction contemplated in section 112, 113, or 114, that notice must include a statement informing shareholders of their rights under this section.
3. At any time before a resolution referred to in subsection (2) is to be voted on, a dissenting shareholder may give the company a written notice objecting to the resolution.
4. Within 10 business days after a company has adopted a resolution contemplated in this section, the company must send a notice that the resolution has been adopted to each shareholder who –
 - (a) gave the company a written notice of objection in terms of subsection (3); and
 - (b) has neither:
 - (i) withdrawn that notice; or
 - (ii) voted in support of the resolution.
5. A shareholder may demand that the company pay the shareholder the fair value for all of the shares of the company held by that person if –
 - (a) the shareholder:
 - (i) sent the company a notice of objection, subject to subsection (6); and
 - (ii) in the case of an amendment to the company's Memorandum of Incorporation, holds shares of a class that is materially and adversely affected by the amendment;
 - (b) the company has adopted the resolution contemplated in subsection (2); and
 - (c) the shareholder –
 - (i) voted against that resolution; and
 - (ii) has complied with all of the procedural requirements of this section.
6. The requirement of subsection (5)(a)(i) does not apply if the company failed to give notice of the meeting or failed to include in that notice a statement of the shareholders rights under this section.
7. A shareholder who satisfies the requirements of subsection (5) may make a demand contemplated in that subsection by delivering a written notice to the company within –
 - (a) 20 business days after receiving a notice under subsection (4); or
 - (b) if the shareholder does not receive a notice under subsection (4), within 20 business days after learning that the resolution has been adopted.
8. A demand delivered in terms of subsections (5) to (7) must also be delivered to the Panel, and must state:
 - (a) the shareholder's name and address;
 - (b) the number and class of shares in respect of which the shareholder seeks payment; and
 - (c) a demand for payment of the fair value of those shares.

9. A shareholder who has sent a demand in terms of subsections (5) to (8) has no further rights in respect of those shares, other than to be paid their fair value, unless:
 - (a) the shareholder withdraws that demand before the company makes an offer under subsection (11), or allows an offer made by the company to lapse, as contemplated in subsection (12)(b);
 - (b) the company fails to make an offer in accordance with subsection (11) and the shareholder withdraws the demand; or
 - (c) the company, by a subsequent special resolution, revokes the adopted resolution that gave rise to the shareholder's rights under this section.
10. If any of the events contemplated in subsection (9) occur, all of the shareholder's rights in respect of the shares are reinstated without interruption.
11. Within 5 business days after the later of –
 - (a) the day on which the action approved by the resolution is effective;
 - (b) the last day for the receipt of demands in terms of subsection (7)(a); or
 - (c) the day the company received a demand as contemplated in subsection (7)(b), if applicable, the company must send to each shareholder who has sent such a demand a written offer to pay an amount considered by the company's directors to be the fair value of the relevant shares, subject to subsection (16), accompanied by a statement showing how that value was determined.
12. Every offer made under subsection (11) –
 - (a) in respect of shares of the same class or series must be on the same terms; and
 - (b) lapses if it has not been accepted within 30 business days after it was made.
13. If a shareholder accepts an offer made under subsection (12) –
 - (a) the shareholder must either in the case of:
 - (i) shares evidenced by certificates, tender the relevant share certificates to the company or the company's transfer agent; or
 - (ii) uncertificated shares, take the steps required in terms of section 53 to direct the transfer of those shares to the company or the company's transfer agent; and
 - (b) the company must pay that shareholder the agreed amount within 10 business days after the shareholder accepted the offer and –
 - (i) tendered the share certificates; or
 - (ii) directed the transfer to the company of uncertificated shares.
14. A shareholder who has made a demand in terms of subsections (5) to (8) may apply to a Court to determine a fair value in respect of the shares that were the subject of that demand, and an order requiring the company to pay the shareholder the fair value so determined, if the company has –
 - (a) failed to make an offer under subsection (11); or
 - (b) made an offer that the shareholder considers to be inadequate, and that offer has not lapsed.
15. On an application to the court under subsection (14) –
 - (a) all dissenting shareholders who have not accepted an offer from the company as at the date of the application must be joined as parties and are bound by the decision of the court;
 - (b) the company must notify each affected dissenting shareholder of the date, place and consequences of the application and of their right to participate in the court proceedings; and
 - (c) the court –
 - (i) may determine whether any other person is a dissenting shareholder who should be joined as a party;

- (ii) must determine a fair value in respect of the shares of all dissenting shareholders, subject to subsection (16);
- (iii) in its discretion may –
 - (aa) appoint one or more appraisers to assist it in determining the fair value in respect of the shares; or
 - (bb) allow a reasonable rate of interest on the amount payable to each dissenting shareholder from the date the action approved by the resolution is effective, until the date of payment;
- (iv) may make an appropriate order of costs, having regard to any offer made by the company, and the final determination of the fair value by the court; and
- (v) must make an order requiring –
 - (aa) the dissenting shareholders to either withdraw their respective demands or to comply with subsection (13)(a); and
 - (bb) the company to pay the fair value in respect of their shares to each dissenting shareholder who complies with subsection (13)(a), subject to any conditions the court considers necessary to ensure that the company fulfils its obligations under this section.

15A. At any time until the court has made an order contemplated in subsection (15)(c)(v), a dissenting shareholder may accept the offer made by the company in terms of subsection (11), in which case:

- (a) that shareholder must comply with the requirements of subsection 13(a); and
- (b) the company must comply with the requirements of subsection 13(b).

16. The fair value in respect of any shares must be determined as at the date on which, and time immediately before, the company adopted the resolution that gave rise to a shareholder's rights under this section.

17. If there are reasonable grounds to believe that compliance by a company with subsection (13)(b), or with a court order in terms of subsection (15)(c)(v)(bb), would result in the company being unable to pay its debts as they fall due and payable for the ensuing 12 months:

- (a) the company may apply to a court for an order varying the company's obligations in terms of the relevant subsection; and
- (b) the court may make an order that:
 - (i) is just and equitable, having regard to the financial circumstances of the company; and
 - (ii) ensures that the person to whom the company owes money in terms of this section is paid at the earliest possible date compatible with the company satisfying its other financial obligations as they fall due and payable.

18. If the resolution that gave rise to a shareholder's rights under this section authorised the company to amalgamate or merge with one or more other companies, such that the company whose shares are the subject of a demand in terms of this section has ceased to exist, the obligations of that company under this section are obligations of the successor to that company resulting from the amalgamation or merger.

19. For greater certainty, the making of a demand, tendering of shares and payment by a company to a shareholder in terms of this section do not constitute a distribution by the company, or an acquisition of its shares by the company within the meaning of section 48, and therefore are not subject to –

- (a) the provisions of that section; or
- (b) the application by the company of the solvency and liquidity test set out in section 4.

20. Except to the extent –

- (a) expressly provided in this section; or
- (b) that the Panel rules otherwise in a particular case,

a payment by a company to a shareholder in terms of this section does not obligate any person to make a comparable offer under section 125 to any other person."

The Independent Board
Investec Bank Limited
100 Grayston Drive
Sandown,
Sandton, 2196

28 October 2021

Dear Sirs/ Mesdames

REPORT OF THE INDEPENDENT PROFESSIONAL EXPERT TO INVESTEC BANK REGARDING TWO SEPARATE BUT CONCURRENT OFFERS BY INVESTEC BANK TO ACQUIRE ALL, OR ALTERNATIVELY A PORTION, OF THE PREFERENCE SHARES IN INVESTEC BANK BY WAY OF A REPURCHASE OF THE PREFERENCE SHARES TO BE IMPLEMENTED EITHER BY WAY OF (I) A SCHEME OF ARRANGEMENT OR (II) A STANDBY OFFER

Introduction

In terms of the Firm Intention Announcement published by Investec Bank Limited (“Investec Bank” or the “Company”) on the Stock Exchange News Service of the JSE Limited (“JSE”) (“SENS”) on Wednesday, 3 November 2021 (“FIA”) holders of unlisted ordinary shares with a par value of 50 cents each in the issued ordinary share capital of Investec Bank (“Ordinary Shares”) (“Ordinary Shareholders”) and holders of non-redeemable, non-cumulative, non-participating preference shares in the issued capital of Investec Bank with a par value of 1 cent each (“Preference Shares”) (“Preference Shareholders”, together with Ordinary Shareholders are “Shareholders”) were advised that the board of directors of Investec Bank (“Board” or “Directors”) resolved to proceed with the steps required to repurchase all, or alternatively a portion, of the Preference Shares (held by Preference Shareholders), by way of two separate but concurrent offers comprising:

- an offer to all Preference Shareholders (“Scheme Participants”) to acquire all of their Preference Shares for a cash consideration of ZAR99.52 per Preference Shares (“Scheme Share”), in accordance with the provisions of sections 114(1)(c) and 114(1)(e), read with section 115(2)(a), of the Companies Act, 71 of 2008, as amended (“Companies Act”), by way of a scheme of arrangement between Investec Bank and the Preference Shareholders (“Scheme”), which, if successfully implemented will result in all the Preference Shares being repurchased, cancelled and removed from the issued share capital of Investec Bank and subsequently delisted from the main board of the exchange operated by the JSE; and
- separate to the Scheme, but concurrently with it, a general offer by Investec Bank to Preference Shareholders (“Eligible Shareholders”) to repurchase all of their Preference Shares for a cash consideration of ZAR95.54 per Preference Share (“Standby Offer”), which Standby Offer may be accepted or rejected by Eligible Shareholders (in whole or in part) and which will be implemented only if the Scheme fails and, if successfully implemented, will result in only those Preference Shares which have been voluntarily tendered being repurchased, cancelled and removed from the issued share capital of Investec Bank, and the subsequent delisting of only those Preference Shares that are cancelled from the main board of the exchange operated by the JSE.

The Scheme and the Standby Offer are proposed concurrently on the basis that implementation of the Standby Offer will be conditional on, *inter alia*, the Scheme not becoming operative. In this regard, in the event that the Scheme becomes operative, the Standby Offer will lapse. Alternatively, if the Scheme does not become operative and the Standby Offer becomes wholly unconditional, the Standby Offer will be implemented.

BDO Corporate Finance (Pty) Ltd
Registration number: 1983/002903/07
VAT number: 4250218718

BDO Corporate Finance (Pty) Ltd, a South African company, is an affiliated company of BDO South Africa Inc, a South African company, which in turn is a member of BDO International Limited, a UK company limited by guarantee, and forms part of the international BDO network of independent member firms.

BDO is an international network of independent public accounting, tax and advisory firms (“the BDO network”), which perform professional services under the name of BDO (BDO is the brand name for the BDO International network and for each of the BDO Member Firms).

The authorised and issued share capital of Investec Bank as at Wednesday, 28 October 2021, being the last practicable date prior to finalisation of the circular to Shareholders in respect of the Scheme and Standby Offer dated Wednesday, 3 November (“Circular”) (“Last Practicable Date”) is set out in the tables below:

Authorised Share Capital	
105 000 000 Ordinary Shares	
70 000 000 Preference Shares	
20 000 000 non-redeemable, non-cumulative, non-participating preference shares with a par value of one cent each (non-redeemable programme preference shares)	
Issued Share Capital	
	ZAR (million)
64 793 190 Ordinary Shares	931 509
14 917 559 Preference Shares issued at a premium of between R96.46 and R99.99 per share	149
Preference Share premium account as at the Last Practicable Date	1 534
Total issued share capital:	933 192

Notes:

* There are no Preference Shares held as treasury shares by any subsidiary of Investec Bank.

Full details of the Scheme and Standby Offer are contained in the Circular, which will include a copy of this letter.

The material interests of the Directors are set out in paragraph 15.1 of the Circular.

Extracts of sections 115 and 164 of the Companies Act are set out in Annexure B of the Circular and are incorporated herein by reference for purposes of section 114(3)(g) of the Companies Act.

Independent expert report required in terms of the Companies Act and Companies Regulations

The independent non-executive directors of Investec Bank, appointed in terms of the regulations set out in Chapter 5 of the Companies Regulations, 2011, as amended and substituted from time to time and as promulgated in terms of section 223 of the Companies Act (the “Companies Regulations”) (the “Takeover Regulations”) as the independent board of Investec Bank for purposes of the Scheme and Standby Offer (“Independent Board”) is required to retain an independent expert, who meets the requirements of section 114(2) of the Companies Act, to express an opinion dealing with the matters set out in section 114(3) of the Companies Act and regulations 90 and 110(1) of the Companies Regulations, on whether each of, the Scheme Consideration in relation to the Scheme and the Standby Offer Consideration in relation to the Standby Offer, are fair and reasonable to Preference Shareholders (the “Fair and Reasonable Opinion”).

BDO Corporate Finance Proprietary Limited (“BDO Corporate Finance”) has been appointed as the independent expert by the Independent Board to assess the Scheme and the Scheme Consideration and the Standby Offer and Standby Offer Consideration, respectively, as required in terms of section 114 of the Companies Act and Regulation 90 and 110 of the Companies Regulations, for the sole purpose of assisting the Independent Board in forming and expressing an opinion on the Scheme and Scheme Consideration and the Standby Offer and Standby Offer Consideration for the benefit of Preference Shareholders.

Responsibility

Compliance with the Companies Act and Companies Regulations is the responsibility of the Board and Independent Board. Our responsibility is to report to the Board, Independent Board and Preference Shareholders on whether the terms and conditions of the Scheme and Scheme Consideration and the Standby Offer and Standby Offer Consideration, respectively, are fair and reasonable to Preference Shareholders.

Explanation as to how the terms “fair” and “reasonable” apply in the context of the Scheme and Standby Offer

The assessment of the “fairness” of a transaction is primarily based on quantitative considerations. A transaction will generally be considered fair to a company’s shareholders if the benefits received by a shareholder, as a result of corporate action, are equal to or greater than the value surrendered by a shareholder.

The Scheme will be considered fair if the Scheme Consideration is equal to or more than the market value per Preference Share and unfair if the Scheme Consideration is less than the market value per Preference Share.

The Standby Offer will be considered fair if the Standby Offer Consideration is equal to or more than the market value per Preference Share and unfair if the Standby Offer Consideration is less than the market value per Preference Share.

The assessment of reasonableness of a transaction is generally based on qualitative considerations surrounding an offer. Hence, even though the consideration to be paid in respect of an offer may be lower than the market value, the offer may be considered reasonable after considering other significant qualitative factors. The Scheme and the Standby Offer may be said to be reasonable if the Scheme Consideration and Standby Offer Consideration, are greater than the trading price of a Preference Share as at the time of announcement of the Scheme and Standby Offer, or at some other more appropriate identifiable time.

Details and sources of information

In arriving at our opinion, we have relied upon the following principal sources of information:

- The terms and conditions of the Scheme and Standby Offer;
- Audited financial statements of Investec Bank for the financial years ended 31 March 2019, 31 March 2020 and 31 March 2021 (“2021 AFS”);
- Discussions with Investec Bank directors and management regarding the rationale for the Scheme and Standby Offer;
- Dividend history in respect of the Preference Shares;
- Published share price data in respect of the Preference Shares from 13 August 2003, being the initial date of listing of the Preference Shares, until the Last Practicable Date and assessment of the liquidity of the Preference Shares;
- The South African zero-coupon interest rate yield curve data published by Thomson Reuters and IRESS as at the Last Practicable Date;
- Investec Bank’s average borrowing costs as disclosed in the 2021 AFS, credit rating and our assessment of market related borrowing costs applicable to Investec Bank;
- Assessment of the historical and forecast financial information of Investec Bank;
- Preference Shares Pre-Listing Statement, dated 17 July 2003;
- Assessment of prevailing market, economic, legal and other conditions which may affect underlying value of the Preference Shares;
- Preference Share price information and yield and yields of comparable preference share instruments in the market; and
- Publicly available information relating to the Financial Services sector that we deemed to be relevant, including company announcements and media articles.

The information above was secured from:

- Directors and management of Investec Bank and their advisors; and
- Third party sources, including information related to publicly available economic, market and other data which we considered applicable to, or potentially influencing, Investec Bank.

Procedures

In arriving at our opinion, we have undertaken the following procedures and taken into account the following factors in evaluating the fairness and reasonableness of the Scheme and Standby Offer:

- Reviewed the terms and conditions of the Scheme and Standby Offer;
- Reviewed the audited and unaudited financial information related to Investec Bank and the Preference Shares, as detailed above;
- Performed a valuation of the Preference Shares based on the net present value of dividend cash flows discounted at an appropriate market-related rate of return;
- Considered the terms of the Preference Shares and corresponding terms for market-related instruments;
- Performed a sensitivity analysis on key assumptions included in the Preference Share valuation, specifically related to fair market yield;

- Assessed the long-term potential of Investec Bank;
- Evaluated the relative risks associated with Investec Bank and the Financial Services industry;
- Reviewed certain publicly available information relating to Investec Bank and the Financial Services sector that we deemed to be relevant, including company announcements and media articles;
- Where relevant, representations made by management and/or directors were corroborated to source documents or independent analytical procedures were performed by us, to examine and understand the industry in which Investec Bank operates, and to analyse external factors that could influence the business of Investec Bank; and
- Held discussions with the directors and management of Investec Bank as to their strategy and the rationale for the Scheme and Standby Offer and considered such other matters as we considered necessary, including assessing the prevailing economic and market conditions and trends in the Financial Services sector.

Other considerations

In arriving at our opinion, we have considered, in addition to the procedures referred to above, other key qualitative factors as set out below:

- Rationale for the Scheme and Standby Offer as set out in the Circular.

Assumptions

We arrived at our opinion based on the following assumptions:

- That the Scheme and Standby Offer will have the legal, accounting and taxation consequences described in discussions with, and materials furnished to us by representatives and advisors of Investec Bank; and
- That reliance can be placed on the audited and unaudited financial information of Investec Bank.

Appropriateness and reasonableness of underlying information and assumptions

We satisfied ourselves as to the appropriateness and reasonableness of the information and assumptions employed in arriving at our opinion by:

- Reliance on audit reports in the financial statements of Investec Bank; and
- Determining the extent to which representations from management were confirmed by documentary evidence as well as our understanding of Investec Bank and the economic environment in which the Company operates.

Limiting conditions

This opinion is provided in connection with and for the purposes of the Scheme and Standby Offer. The opinion does not purport to cater for each individual Preference Shareholders' perspective, but rather that of the general body of Preference Shareholders.

Individual Preference Shareholders' decisions regarding the Scheme and Standby Offer may be influenced by such Preference Shareholders' particular circumstances and accordingly individual Preference Shareholders should consult an independent advisor if in any doubt as to the merits or otherwise of the Scheme and Standby Offer.

We have relied upon and assumed the accuracy of the information provided to us in deriving our opinion. Where practical, we have corroborated the reasonableness of the information provided to us for the purpose of our opinion, whether in writing or obtained in discussion with management, by reference to publicly available or independently obtained information. While our work has involved an analysis of, *inter alia*, the annual financial statements, and other information provided to us, our engagement does not constitute an audit conducted in accordance with generally accepted auditing standards.

Where relevant, forward-looking information of Investec Bank relates to future events and is based on assumptions that may or may not remain valid for the whole of the forecast period. Consequently, such information cannot be relied upon to the same extent as that derived from audited financial statements for completed accounting periods.

We have also assumed that the Scheme and Standby Offer will have the legal consequences described in discussions with, and materials furnished to us by representatives and advisors of Investec Bank and we express no opinion on such consequences.

Our opinion is based on current economic, regulatory and market as well as other conditions. Subsequent developments may affect the opinion, and we are under no obligation to update, review or re-affirm our opinion based on such developments.

Independence, competence and fees

We confirm that we have no direct or indirect interest in Ordinary Shares, Preference Shares or the Scheme and Standby Offer or any relationship as contemplated in section 114(2)(b) of the Companies Act, and specifically declare, as required by Regulation 90(6)(i) and Regulation 90(3)(a) of the Companies Regulations, that we are independent in relation to the Scheme and Standby Offer and will reasonably be perceived to be independent taking into account other existing relationships and appointments. We also confirm that we have the necessary competence to provide the Fair and Reasonable Report on the Scheme and Standby Offer and meet the criteria set out in section 114(2)(a) of the Companies Act.

Furthermore, we confirm that our professional fees of ZAR 150,000 (excluding VAT) are payable in cash and are not contingent upon the success of the Scheme and Standby Offer.

Valuation approach

The Preference shares are listed under the “Specialist Securities - Preference Shares” sector of the exchange operated by the JSE. Dividends are paid semi-annually at a rate of 83.3% of the ruling prime rate.

The fair value of the Preference Shares is yield-based, with the key value drivers and assumptions being:

- the current and forecast prime rate of interest;
- an appropriate market-related borrowing rate for Investec Bank, affected by:
 - prevailing risk-free rate: the zero-coupon swap rate curve as at the Last Practicable Date as published was used to determine the risk-free rate;
 - A credit spread range over the risk-free rate to derive an expected borrowing rate; and
- The expected dividend payment dates and whether dividends will be paid in the future.

The Preference Shares were valued by discounting the expected cash flows (i.e. the expected dividends), at a market related borrowing rate. We assumed an appropriate credit spread range over the zero-coupon swap rate (“Credit Spread”) to derive an expected borrowing rate applicable to Investec Bank.

The valuation was performed taking cognisance of risk and other market and industry factors affecting Investec Bank.

Key internal value drivers to the valuation of the Preference Shares are the credit rating applicable to Investec Bank which informs the Credit Spread, being A- per Refinitiv.

External value drivers are key macro-economic parameters being the forecast prime lending rate.

In addition, a sensitivity analysis was performed in respect of the Credit Spread by increasing and decreasing the Credit Spread range.

These sensitivity analyses did not indicate a sufficient effect on the valuation to alter our opinion in respect of the Scheme and Standby Offer.

Valuation results

In undertaking the valuation exercise above, we determined a valuation range for the Preference Shares, on a clean basis (i.e. excluding accrued dividends), of ZAR94.02 to ZAR103.34 per Preference Share with a most likely value of ZAR98.45 per Preference Share.

The valuation ranges above are provided solely in respect of this fair and reasonable opinion and should not be used for any other purposes.

Reasonableness of scheme consideration

The Scheme Consideration and Standby Offer Consideration are at a premium of 21.3% and 26.4% respectively, to the clean closing price per Preference Share of ZAR78.75 (quoted price ZAR85.00 less accumulated dividend of ZAR6.25) on Wednesday, 27 October 2021 being the last trading day prior to the Last Practicable Date. The Scheme Consideration and Standby Offer Consideration is above the lower end of the valuation range set out above.

The Scheme and Standby Offer will have a beneficial effect on the capital adequacy ratio of the Company.

Opinion

The Scheme Consideration and Standby Offer Consideration represents a premium of 21.3% and 26.4% respectively, to the clean closing trading price per Preference Share on the JSE of R78.75 on Wednesday, 27 October 2021 and are above the lower end of the range calculated from our valuation. The rationale for the Scheme and Standby Offer is set out in paragraph 3 of the Circular. We are not aware of any material adverse effects of the Scheme and Standby Offer.

BDO Corporate Finance has considered the proposed terms and conditions of the Scheme and Standby Offer in respect of the Scheme Consideration and Standby Offer Consideration.

Based upon and subject to the conditions set out herein, BDO Corporate Finance is of the opinion that the terms and conditions of the Scheme Consideration in respect of the Scheme and Standby Offer Consideration in respect of the Standby Offer are fair and reasonable to Preference Shareholders.

Based on qualitative factors, we are of the opinion that the terms and conditions of the Scheme and Standby Offer are reasonable from the perspective of the Company.

Our opinion is necessarily based upon the information available to us up to the Last Practicable Date, including in respect of the financial information as well as other conditions and circumstances existing and disclosed to us. We have assumed that all conditions precedent, including any material regulatory and other approvals or consents required in connection with the Scheme and Standby Offer have been or will be fulfilled or obtained.

Accordingly, it should be understood that subsequent developments may affect this opinion, which we are under no obligation to update, revise or re-affirm.

Consent

We consent to the inclusion of this letter and the reference to our opinion to be issued to Preference Shareholders in the form and context in which it appears.

Yours faithfully



BDO CORPORATE FINANCE PROPRIETARY LIMITED

Nick Lazanakis
Director
Wanderers Office Park
52 Corlett Drive
Illovo
2196

PREFERENCE SHARE TRADING HISTORY

Set out below is a table showing the average prices traded and the aggregate volumes and values traded in the Preference Shares for:

- each trading day during the 30-day period ended on the Last Practicable Date; and
- each month over the previous 12 months prior to the date of issue of this Circular.

	High (Rands per Preference Share)	Low (Rands per Preference Share)	Volume (Preference Shares)	Value (R'000)
Daily September 2021				
15 September	75.25	74.80	6020	451 300
16 September	74.80	74.80	0	0
17 September	76.00	76.00	8556	650 256
20 September	76.00	75.80	9517	722 889
21 September	76.00	75.80	1200	91 080
22 September	76.00	76.00	1000	76 000
23 September	76.10	76.00	3152	239 664
27 September	80.00	76.26	2345	181 717
28 September	80.00	77.60	6292	496 822
29 September	79.50	79.00	2790	221 301
30 September	83.00	79.53	5128	418 386
October 2021				
01 October	81.75	80.50	3514	284 537
04 October	80.00	79.75	1079	86 294
05 October	82.35	79.00	26 798	2 136 274
06 October	78.01	78.00	7875	614 260
07 October	75.00	75.00	4650	348 750
08 October	79.50	76.01	5049	386 225
11 October	78.28	76.00	6020	457 965
12 October	79.50	76.35	382	29 770
13 October	79.47	79.47	300	23 841
14 October	79.48	79.45	8246	655 265
15 October	79.70	76.51	5720	449 796
18 October	79.50	79.50	0	0
19 October	78.99	77.01	1482	115 629
20 October	80.00	78.50	10 922	863 495
21 October	83.00	80.00	2 500	200 066
22 October	80.00	79.50	1 780	141 859
25 October	80.00	79.50	2 727	217 864
26 October	85.00	80.00	6 239	513 344
27 October	85.00	85.00	0	0

	High (Rands per Preference Share)	Low (Rands per Preference Share)	Volume (Preference Shares)	Value (R'000)
Monthly 2020				
October	68.90	63.00	155 002	10 268
November	70.45	64.50	277 143	18 800
December	78.80	69.00	127 271	9 121
2021				
January	74.00	60.00	135 256	9 759
February	75.55	67.07	322 631	23 030
March	69.00	64.55	189 404	12 661
April	76.40	67.10	128 146	9 086
May	90.00	72.61	239 673	18 418
June	77.00	66.55	119 013	8 515
July	72.99	67.50	188 431	13 231
August	75.00	69.00	184 775	13 448
September	83.00	73.30	104 940	7 976



Specialist Bank

INVESTEC BANK LIMITED

(Incorporated in the Republic of South Africa)

(Registration number: 1969/004763/06)

(JSE share code: INLP ISIN: ZAE000048393)

("Investec Bank" or "the Company")

NOTICE OF GENERAL MEETING

Where appropriate and applicable, the terms defined in the Circular to which this Notice of General Meeting is attached and forms part, bear the same meanings in this Notice, and, in particular, in the resolutions set out below.

NOTICE IS HEREBY GIVEN of a meeting of all Shareholders (Ordinary Shareholders and Preference Shareholders) to be held at **10h00** on **Thursday, 2 December 2021** (South African Standard Time) entirely by way of electronic communication as contemplated in section 63(2)(a) of the Companies Act or any other adjourned or postponed date and time in accordance with the provisions of section 64 of the Companies Act and the MOI for Shareholders to consider, and, if deemed fit, to pass with or without modification, the special and ordinary resolutions set out below.

I. SPECIAL RESOLUTION NUMBER I**Approval of the Scheme in terms of section 114(1), read with section 115(2)(a), of the Companies Act**

"**RESOLVED THAT**, subject to the fulfilment or waiver (as the case may be) of the remaining Scheme Conditions Precedent set out in paragraph 5.5 of the Circular (other than any Scheme Condition Precedent referring to this special resolution number I), the Scheme (being a scheme of arrangement in terms of section 114(1) of the Companies Act, the terms and conditions of which are set out more fully in the Circular), proposed by the Board between Investec Bank and the Scheme Participants, in terms of which, if the Scheme becomes operative, Investec Bank will acquire (and the Scheme Participants will be deemed to have transferred and disposed to Investec Bank) all (100%) of the Scheme Shares for the Scheme Consideration, be and is hereby approved in terms of section 114(1), read with section 115(2)(a), of the Companies Act."

Voting requirement

In order for this Special Resolution Number I to be **adopted**, it requires at least 75% of the voting rights entitled to be exercised by all Shareholders, present in person or by proxy, to vote in favour of the resolution in terms of section 115 of the Companies Act.

Reason for and Effect of Special Resolution Number I

The **reason** for this Special Resolution Number I is to obtain the required Shareholder approval necessary in order for Investec Bank to implement the Scheme in terms of section 114(1), read with section 115(2)(a), of the Companies Act.

The **effect** of this Special Resolution Number I is that the Scheme will be approved by the Shareholders and, if the Scheme becomes operative, Investec Bank will acquire all (100%) of the Scheme Shares from the Scheme Participants, and Scheme Participants will be deemed to have transferred and disposed all of their Scheme Shares to Investec Bank, in exchange for the Scheme Consideration.

2. **SPECIAL RESOLUTION NUMBER 2**

Repurchase of Preference Shares from a Director or Prescribed Officer or their related persons in terms of section 48(8)(a) of the Companies Act as a result of the Standby Offer

“**RESOLVED THAT**, subject to the following conditions, namely:

- (i) the fulfilment or waiver (as the case may be) of the remaining Standby Offer Conditions Precedent set out in paragraph 6.7 of the attached Circular (other than any Standby Offer Condition Precedent referring to this Special Resolution Number 1); and
- (ii) the passing of Special Resolution Number 3 (save to the extent that such resolution is conditional on the passing of this resolution),

the repurchase by Investec Bank of all or part of the Preference Shares from the Preference Shareholders who are Directors and/or Prescribed Officers, or related to them as defined in the Companies Act, in terms of the Standby Offer (the terms and conditions of which are set out more fully in the Circular) in exchange for the Standby Offer Consideration, be and is hereby approved in terms of the provisions of section 48(8)(a) of the Companies Act.”

Voting requirement

In order for this Special Resolution Number 2 to be **adopted**, it requires at least 75% of the voting rights entitled to be exercised by the Shareholders, present in person or by proxy, to vote in favour of the resolution in terms of section 48(8)(a) of the Companies Act.

Reason for and Effect of Special Resolution Number 2

The **reason** for this Special Resolution Number 2 is to authorise Investec Bank to repurchase all or part of the Preference Shares, which Preference Shares are held by Directors and/or Prescribed Officers or persons related to them as defined in the Companies Act, in terms of section 48(8)(a) of the Companies Act, by way of the Standby Offer (if the Standby Offer Precedent are fulfilled (or waived, where such conditions are capable of waiver) and the Standby Offer becomes unconditional and operative).

The **effect** of this Special Resolution Number 2 is that Investec Bank will be authorised to repurchase, in terms of section 48(8)(a) of the Companies Act, the aforesaid Preference Shares, by way of the Standby Offer (if the Standby Offer becomes unconditional and operative) for the Standby Offer Consideration, and such Preference Shares will be cancelled and will be restored to the status of the authorised but unissued share capital of Investec Bank.

3. **SPECIAL RESOLUTION NUMBER 3**

Acquisition of more than 5% of the Preference Shares in terms of section 48(8)(b), read with the requirements of sections 114 and 115, of the Companies Act in terms of the Standby Offer

“**RESOLVED THAT**, subject to the following conditions, namely:

- (i) the fulfilment or waiver (as the case may be) of the Standby Offer Conditions Precedent set out in paragraph 6.7 of the attached Circular (other than any Standby Offer Condition Precedent referring to this Special Resolution Number 3); and
- (ii) the passing of Special Resolution Number 2 (save to the extent that such resolution is conditional on the passing of this resolution),

the repurchase by Investec Bank of all or part of the Preference Shares from the Eligible Shareholders in terms of the Standby Offer (the terms and conditions of which are set out more fully in the Circular) in exchange for the Standby Offer Consideration, which Preference Shares would constitute more than 5% of the Preference Shares in issue, be and is hereby approved in terms of the provisions of section 48(8)(b), read with the requirements of sections 114 and 115 of the Companies Act.”

Voting requirement

In order for this Special Resolution Number 3 to be **adopted**, it requires at least 75% of the voting rights entitled to be exercised by the Shareholders, present in person or by proxy, to vote in favour of the resolution in terms of section 48(8)(b), read with the requirements of sections 114 and 115 of the Companies Act.

Reason for and Effect of Special Resolution Number 3

The **reason** for this Special Resolution Number 3 is to authorise Investec Bank to repurchase all or part of the Preference Shares, which Preference Shares will or may constitute more than 5% of the Preference Shares, in terms of section 48(8)(b) of the Companies Act, by way of the Standby Offer (if the Standby Offer Conditions Precedent are fulfilled (or waived, where such conditions are capable of waiver) and the Standby Offer becomes unconditional and operative).

The **effect** of this Special Resolution Number 3 is that Investec Bank will be authorised to repurchase, in terms of section 48(8)(b) of the Companies Act, the aforesaid Preference Shares, by way of the Standby Offer (if the Standby Offer becomes unconditional and operative) for the Standby Offer Consideration, and such Preference Shares will be cancelled and will be restored to the status of the authorised but unissued share capital of Investec Bank.

4. ORDINARY RESOLUTION NUMBER I

Authority Granted to Directors

“**Resolved that** subject to the passing of Special Resolutions Numbers 1 to 3 (inclusive), any two authorised signatories of Investec Bank be and are hereby individually authorised to sign all such documents and do all such other things as may be necessary for or incidental to the implementation of Special Resolutions Numbers 1 to 3 (inclusive).”

Voting Requirements

Ordinary Resolution Number I will, in terms of the Companies Act, require more than 50% of the total number of votes exercised by the Shareholders, present in person or by proxy and entitled to vote on such resolution at the General Meeting, to vote in favour of such resolution in order for this Ordinary Resolution to be approved.

Reasons for and Effect of Ordinary Resolution Number I

The adoption of this Ordinary Resolution Number I will authorise any two authorised signatories of Investec Bank to execute all documents and perform all such further acts and things as they may in their discretion consider appropriate to implement and give effect to the resolutions set out in this Notice of General Meeting.

NOTES TO NOTICE OF GENERAL MEETING

RECORD DATE

The record date set by the Directors in terms of sections 59(1)(a) and 59(1)(a) (b) of the Companies Act for the purpose of determining which Shareholders are entitled to: (i) receive notice of the General Meeting is **Friday, 29 October 2021**; and (ii) participate in and vote at the General Meeting is **Friday, 26 November 2021**. The last day to trade Shares in order to be recorded in the Register on the Meetings Record Date, is **Tuesday, 23 November 2021**.

ELECTRONIC PARTICIPATION AT THE GENERAL MEETING

The General Meeting will be conducted entirely by way of electronic communication (including voting) as contemplated by section 63(2)(a) of the Companies Act. Shareholders wishing to participate electronically in the General Meeting are required to follow the prescribed procedures set forth in the Circular under the title: "*Electronic Participation*" in the section entitled "*Action Required by Shareholders in respect of the Scheme*".

VOTING

As the meeting will be conducted entirely by way of electronic participation, it will not be desirable nor practical for voting to take place by way of show of hands. Accordingly, the chairperson has already determined that all voting will be by way of poll through the facility provided by the electronic online facilities. See prescribed procedures set forth in the Circular under the title: "*Electronic Participation*" in the section entitled "*Action Required by Shareholders in respect of the Scheme*". Since voting will be by way of a poll, the Shareholders shall be entitled to that proportion of the total votes in Investec Bank which the aggregate amount of the nominal value of all Shares held by them bears to the aggregate amount of the nominal value of all Shares issued by Investec Bank. That is, effectively the Preference Shareholders shall be entitled at the General Meeting, to exercise one vote for every Preference Share held by them and the Ordinary Shareholder shall be entitled at the General Meeting, to exercise 50 votes for every Ordinary Share held by them.

IDENTIFICATION

Section 63(1) of the Companies Act requires meeting participants (including proxies) to provide the person presiding at the meeting with satisfactory identification. Investec Bank will regard the presentation of a valid green bar-coded or smart card identification document issued by the South African Department of Home Affairs, a South African driver's licence or a valid passport to be satisfactory "documentation".

A Shareholder or its representative or proxy, as the case may be, must electronically deliver the necessary proof of their identification to the Transfer Secretaries to be received by the Transfer Secretaries by no later than **10h00 on Tuesday, 30 November 2021**, before such person will be entitled to participate in the General Meeting. Failure to do so may mean that the participant is unable to participate in the General Meeting either at all, or promptly. Investec Bank and the Transfer Secretaries shall not be liable for any failure by any Shareholder or its representative or proxy, as the case may be, to timeously deliver the requisite identification as aforesaid.

PARTICIPATION IN THE GENERAL MEETING TO BE CONDUCTED ENTIRELY BY WAY OF ELECTRONIC COMMUNICATION

Certificated Shareholders and "*own-name*" Dematerialised Preference Shareholders who are unable to participate in the General Meeting but who wish to be represented thereat, are required to complete and return the attached Form of Proxy (*blue*) in respect of the General Meeting, to the Transfer Secretaries, Computershare Investor Services Proprietary Limited at Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196 (Private Bag, X9000, Saxonwold, 2132), or email same to proxy@computershare.co.za preferably by no later than **10h00 on Tuesday, 30 November 2021**.

Forms of Proxy not lodged with the Transfer Secretaries by **10h00 on Tuesday, 30 November 2021**, may still be lodged by emailing such Form of Proxy (*blue*) to the Transfer Secretaries at any time during the General Meeting before voting occurs.

Dematerialised Preference Shareholders, other than with "*own-name*" registration, who have not been contacted by their CSDP or Broker with regard to how they wish to cast their votes should contact their CSDP or Broker and instruct their CSDP or Broker as to how they wish to cast their votes at the General Meeting in order for their CSDP or Broker to vote in accordance with such instructions. If the Dematerialised Preference Shareholder's CSDP or Broker does not obtain voting instructions from it by the cut-off time stipulated in the Custody Agreement, the CSDP or Broker will vote in accordance with instructions contained in such agreement. In accordance with the mandate between the Dematerialised Preference Shareholder and its CSDP or Broker, the Dematerialised Preference Shareholder must advise its CSDP or Broker if it wishes to participate in the General Meeting in person, or if such Dematerialised Preference Shareholder wishes to send a proxy to represent it at the General Meeting. The Dematerialised Preference Shareholder's CSDP or Broker will issue the necessary letter of representation to it or its proxy to participate in the General Meeting.

The necessary letter of representation (and supporting identification documents and, if applicable, forms of proxy) of Dematerialised Preference Shareholders without “own-name” registration must be delivered so as to reach the Transfer Secretaries in South Africa by no later than **10h00** on **Tuesday, 30 November 2021**, to enable Investec Bank to timeously verify the identity of such Preference Shareholders and their proxies who wish to participate by way of electronic communication in the General Meeting.

Dematerialised Preference Shareholders without “own-name” registration are strongly encouraged to ensure the timeous receipt by the Transfer Secretaries of the above documents, as well as the necessary identification documents. Due to the exigencies of the necessary verification exercise that must be completed to ensure that all attendees are lawful participants, it may not be possible to promptly verify a Dematerialised Preference Shareholder without “own-name” registration once the General Meeting has commenced.

APPRAISAL RIGHTS OF DISSENTING SHAREHOLDERS

Shareholders are hereby advised of their Appraisal Rights in terms of section 164 of the Companies Act. A copy of section 164 of the Companies Act is set out in **Annexure B** to the Circular to which this Notice of General Meeting is attached.

In terms of section 164 of the Companies Act, at any time before Special Resolution Number 1 or Special Resolution Number 3 as set out in this Notice of General Meeting is to be voted on, a Shareholder may give Investec Bank a written notice objecting to the relevant special resolution.

Within 10 Business Days after Investec Bank has adopted Special Resolution Number 1 or Special Resolution Number 3 as set out in this Notice of General Meeting, Investec Bank must send a notice that the relevant special resolution has been adopted to each Shareholder who is also a Dissenting Shareholder who:

- gave Investec Bank a written notice of objection as contemplated above; and
- has neither withdrawn that notice nor voted in support of the special resolution.

A Dissenting Shareholder may demand that Investec Bank pay the Dissenting Shareholder the fair value for all of the Shares held by such Dissenting Shareholder if:

- the Dissenting Shareholder has sent Investec Bank a notice of objection as contemplated above;
- Investec Bank has adopted the relevant special resolution; and
- the Dissenting Shareholder voted against the relevant special resolution and has strictly complied with all of the procedural requirements of section 164 of the Companies Act.

Before exercising their rights under section 164 of the Companies Act, Preference Shareholders should have regard to the following factors relating to the Scheme:

- the Independent Expert Report set out in **Annexure C** to the Circular, which concludes that the terms of the Scheme and Standby Offer are fair and reasonable to the Shareholders; and
- the Court is empowered to grant a costs order in favour of, or against, a Dissenting Shareholder, as may be applicable.

For and on behalf of the Board

N van Wyk

Company Secretary
Sandton

Wednesday, 3 November 2021

Registered office

100 Grayston Drive
Sandown
Sandton
2196
(PO Box 785700, Sandton, 2146)

Transfer secretaries

Computershare Investor Services Proprietary Limited
(Registration number 2004/003647/07)
Rosebank Towers
15 Biermann Avenue
Rosebank, 2196
(Private Bag X9000, Saxonwold, 2132)



Specialist Bank

INVESTEC BANK LIMITED

(Incorporated in the Republic of South Africa)

(Registration number: 1969/004763/06)

(JSE share code: INLP ISIN: ZAE000048393)

("Investec Bank" or "the Company")

NOTICE OF MEETING OF PREFERENCE SHAREHOLDERS

Where appropriate and applicable, the terms defined in the Circular to which this Notice of Meeting of Preference Shareholders is attached and forms part, bear the same meanings in this Notice, and, in particular, in the resolutions set out below.

NOTICE IS HEREBY GIVEN of a Meeting of Preference Shareholders to be held at the later of **10h30** or the conclusion of the General Meeting on **Thursday, 2 December 2021** (South African Standard Time) entirely by way of electronic communication as contemplated in section 63(2)(a) of the Companies Act or any other adjourned or postponed date and time in accordance with the provisions of section 64 of the Companies Act and the MOI for the Preference Shareholder to consider, and, if deemed fit, to pass with or without modification, the special resolution set out below.

SPECIAL RESOLUTION NUMBER 1**Approval of the Scheme**

"RESOLVED THAT, as a special resolution, subject to the fulfilment or waiver (as the case may be) of the remaining Scheme Conditions Precedent set out in paragraph 5.5 of the Circular (other than any Scheme Condition Precedent referring to this voluntary special resolution number 1), the Scheme (being a scheme of arrangement in terms of section 114(1) of the Companies Act, the terms and conditions of which are set out more fully in the Circular), proposed by the Board between Investec Bank and the Scheme Participants, in terms of which, if the Scheme becomes operative, Investec Bank will acquire (and the Scheme Participants will be deemed to have transferred and disposed to Investec Bank) all (100%) of the Scheme Shares for the Scheme Consideration, be and is hereby approved."

Voting requirement

In order for this Special Resolution Number 1 to be **adopted**, it requires at least 75% of the voting rights entitled to be exercised by all Preference Shareholders, present in person or by proxy, to vote in favour of the resolution.

Reason for and Effect of Special Resolution Number 1

The **reason** for this Special Resolution Number 1 is to obtain, on a voluntary basis the Preference Shareholders support and approval for Investec Bank to implement the Scheme.

The **effect** of this Special Resolution Number 1 is that the Scheme will be approved by the Preference Shareholders on a voluntary basis and, if the Scheme becomes operative, Investec Bank will acquire all (100%) of the Scheme Shares from the Scheme Participants, and Scheme Participants will be deemed to have transferred and disposed all of their Scheme Shares to Investec Bank, in exchange for the Scheme Consideration.

NOTES TO NOTICE OF MEETING OF PREFERENCE SHAREHOLDERS**RECORD DATE**

The record date set by the Directors in terms of sections 59(1)(a) and 59(1)(b) of the Companies Act for the purpose of determining which Preference Shareholders are entitled to: (i) receive notice of the Meeting of Preference Shareholders is **Friday, 29 October 2021**; and (ii) participate in and vote at the Meeting of Preference Shareholders is **Friday, 26 November 2021**.

ELECTRONIC PARTICIPATION AT THE MEETING OF PREFERENCE SHAREHOLDERS

The Meeting of Preference Shareholders will be conducted entirely by way of electronic communication (including voting) as contemplated by section 63(2)(a) of the Companies Act. Preference Shareholders wishing to participate electronically in the Meeting of Preference Shareholders are required to follow the prescribed procedures set forth in the Circular under the title: "Electronic Participation" in the section entitled "Action Required by Shareholders in Respect of the Scheme".

VOTING

As the meeting will be conducted entirely by way of electronic participation, it will not be desirable nor practical for voting to take place by way of show of hands. Accordingly, the chairperson has already determined that all voting will be by way of poll through the facility provided by the electronic online facilities. See prescribed procedures set forth in the Circular under the title: "Electronic Participation" in the section entitled "Action Required by Shareholders in respect of the Scheme". Since voting will be by way of a poll, the MOI provides that Preference Shareholder shall be entitled to that proportion of the total votes in Investec Bank which the aggregate amount of the nominal value of all Preference Shares held by the Preference Shareholder bears to the aggregate amount of the nominal value of all Preference Shares. That is, effectively the Preference Shareholder shall be entitled at the Meeting of Preference Shareholders, to exercise one vote for every Preference Share held by it.

IDENTIFICATION

Section 63(1) of the Companies Act requires meeting participants (including proxies) to provide the person presiding at the meeting with satisfactory identification. Investec Bank will regard the presentation of a valid green bar-coded or smart card identification document issued by the South African Department of Home Affairs, a South African driver's licence or a valid passport to be satisfactory "documentation".

A Preference Shareholder or its representative or proxy, as the case may be, must electronically deliver the necessary proof of their identification to the Transfer Secretaries to be received by the Transfer Secretaries by no later than **10h00 on Tuesday, 30 November 2021**, before such person will be entitled to participate in the Meeting of Preference Shareholders. Failure to do so may mean that the participant is unable to participate in the Meeting of Preference Shareholders either at all, or promptly. Investec Bank and the Transfer Secretaries shall not be liable for any failure by any Shareholder or its representative or proxy, as the case may be, to timeously deliver the requisite identification as aforesaid.

PARTICIPATION IN THE MEETING OF PREFERENCE SHAREHOLDERS TO BE CONDUCTED ENTIRELY BY WAY OF ELECTRONIC COMMUNICATION

Certificated Preference Shareholders and "own-name" Dematerialised Preference Shareholders who are unable to participate in the Meeting of Preference Shareholders but who wish to be represented thereat, are required to complete and return the attached Form of Proxy (green) in respect of the Meeting of Preference Shareholders, to the Transfer Secretaries, Computershare Investor Services Proprietary Limited at Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196 (Private Bag X9000, Saxonwold, 2132), or email same to proxy@computershare.co.za preferably by no later than **10h30 on Tuesday, 30 November 2021**.

Forms of Proxy not lodged with the Transfer Secretaries by **10h30 on Tuesday, 30 November 2021**, may still be lodged by emailing such Form of Proxy (green) to the Transfer Secretaries at any time during the Meeting of Preference Shareholders before voting occurs.

Dematerialised Preference Shareholders, other than with "own-name" registration, who have not been contacted by their CSDP or Broker with regard to how they wish to cast their votes should contact their CSDP or Broker and instruct their CSDP or Broker as to how they wish to cast their votes at the Meeting of Preference Shareholders in order for their CSDP or Broker to vote in accordance with such instructions. If the Dematerialised Preference Shareholder's CSDP or Broker does not obtain voting instructions from it by the cut-off time stipulated in the Custody Agreement, the CSDP or Broker will vote in accordance with instructions contained in such agreement. In accordance with the mandate between the Dematerialised Preference Shareholder and its CSDP or Broker, the Dematerialised Preference Shareholder must advise its CSDP or Broker if it wishes to participate in the General Meeting in person, or if such Dematerialised Preference Shareholder wishes to send a proxy to represent it at the Meeting of Preference Shareholders. The Dematerialised Preference Shareholder's CSDP or Broker will issue the necessary letter of representation to it or its proxy to participate in the Meeting of Preference Shareholders.

The necessary letter of representation (and supporting identification documents and, if applicable, forms of proxy) of Dematerialised Preference Shareholders without "own-name" registration must be delivered so as to reach the Transfer Secretaries in South Africa by no later than **10h30 on Tuesday, 30 November 2021**, to enable Investec Bank to timeously verify the identity of such Preference Shareholders and their proxies who wish to participate by way of electronic communication in the Meeting of Preference Shareholders.

Dematerialised Preference Shareholders without “*own-name*” registration are strongly encouraged to ensure the timely receipt by the Transfer Secretaries of the above documents, as well as the necessary identification documents. Due to the exigencies of the necessary verification exercise that must be completed to ensure that all attendees are lawful participants, it may not be possible to promptly verify a Dematerialised Preference Shareholder without “*own-name*” registration once the Meeting of Preference Shareholders has commenced.

For and on behalf of the Board

N van Wyk

Company Secretary

Sandton

Wednesday, 3 November 2021

Registered office

100 Grayston Drive

Sandown

Sandton

2196

(PO Box 785700, Sandton, 2146)

Transfer secretaries

Computershare Investor Services Proprietary Limited

(Registration number 2004/003647/07)

Rosebank Towers

15 Biermann Avenue

Rosebank, 2196

(Private Bag X9000, Saxonwold, 2132)

FORM OF PROXY (BLUE) IN RESPECT OF THE GENERAL MEETING (FOR USE BY CERTIFICATED SHAREHOLDERS AND OWN-NAME DEMATERIALIZED PREFERENCE SHAREHOLDERS ONLY)



Specialist Bank

INVESTEC BANK LIMITED

(Incorporated in the Republic of South Africa)
(Registration number: 1969/004763/06)
(JSE share code: INLP ISIN: ZAE000048393)
("Investec Bank" or "the Company")

FORM OF PROXY

To be used by the Shareholders to exercise their voting rights in respect of their Shares

I/We _____

of (address) _____

Email address: _____ Mobile contact number: _____

being the holder(s) of _____ Ordinary/Preference Shares, appoint (see note 1):

1. _____ or failing them

2. _____ or failing them

the chairperson of the General Meeting as my/our proxy to act for me/us and on my/our behalf at the General Meeting that will be held entirely by way of electronic communication, on **Thursday, 2 December 2021**, at **10h00**, for the purpose of considering and, if deemed fit, passing with or without modification the special and ordinary resolutions to be proposed at the General Meeting and at any adjournment thereof, and to vote for and/or against the special and ordinary resolutions and/or to abstain from voting in respect of the Ordinary/Preference Shares registered in my/our name(s), in accordance with the following instructions:

	Number of votes (fifty votes per Ordinary Share and one vote per Preference Share)		
	For	Against	Abstain
Special Resolution			
Special Resolution Number 1 – Approval of the Scheme in terms of sections 114(1), read with section 115(2)(a), of the Companies Act			
Special Resolution Number 2 – Repurchase of Preference Shares from a Director or Prescribed Officer or their related persons in terms of section 48(8)(a) of the Companies Act as a result of the Standby Offer			
Special Resolution Number 3 – Acquisition of more than 5% of the Preference Shares in terms of section 48(8)(b), read with the requirements of sections 114 and 115, of the Companies Act in terms of the Standby Offer			
Ordinary Resolution Number 1 – Authority Granted to Directors			

On a poll, a person entitled to vote at the General Meeting, present in person or by proxy, is entitled to that proportion of the total votes in the Company that the aggregate amount of the nominal value of the Shares held or represented by them bears to the aggregate amount of the nominal value of all the Shares issued by the Company and carrying the right to vote at the General Meeting. That is, effectively the Shareholders will be entitled at the General Meeting, to exercise fifty votes for every Ordinary Share held by them and one vote for every Preference Share held by them.

Proxies may delegate their authority in terms of this proxy to another person. Unless it is revoked earlier, this proxy will lapse and cease to be of force and effect immediately after the General Meeting to be held on **Thursday, 2 December 2021**, at **10h00**, or at any adjournment of the meeting, unless it is revoked earlier.

Signed at (place) _____ on (date) _____ 2021

Signature _____

Assisted by me _____
(where applicable)

Please read the notes on the back.

Notes to Form of Proxy

Summary of the rights of a Certificated Shareholder and/or "own-name" Dematerialised Preference Shareholder to be represented by proxy as contained in section 58 of the Companies Act, and notes to the Form of Proxy.

1. Each Shareholder entitled to attend and vote at the General Meeting is entitled to appoint one or more individuals (who need not be Shareholders) as proxy/proxies to participate in, and speak and vote at the General Meeting on behalf of that Shareholder or to abstain from voting in the place of that Shareholder.
2. The proxy/proxies may delegate their authority received from the Shareholder to another person, subject to any restriction set out in this Form of Proxy.
3. A proxy appointment must be in writing, dated and signed by the Shareholder appointing the proxy/proxies.
4. A Shareholder may insert the name of a proxy or the names of two alternative proxies of the Shareholder's choice in the space provided, with or without deleting 'the chairperson of the General Meeting'. The person whose name stands first on this Form of Proxy and who is present at the General Meeting will be entitled to act as proxy to the exclusion of the persons whose names follow. Further, a Shareholder may appoint more than one proxy to exercise voting rights attached to different securities held by that Shareholder.
5. A Shareholder's instructions to the proxy/proxies must be indicated by the insertion of the relevant number of votes exercisable by that Shareholder in the appropriate box provided. Failure to comply with this will be deemed to authorise the chairperson of the General Meeting, if the chairperson is an authorised proxy, to vote in favour of the special resolution at the General Meeting, or the appointed proxy/proxies to vote or abstain from voting at the General Meeting, without direction as they deem fit, in respect of all the Shareholders' votes exercisable at the meeting.
6. A Shareholder or their proxy/proxies is/are not obliged to vote in respect of all the Shares held by the Shareholder or represented by the proxy/proxies, but the total number of votes for or against the special and ordinary resolutions and in respect of which any abstention is recorded may not exceed the total number of votes to which the Shareholder or their proxy/proxies is/are entitled.
7. Documentary evidence establishing the authority of a person signing this Form of Proxy in a representative capacity must be attached to this form. Examples of satisfactory identification include a valid identity card or document, driving licence or passport issued by the South African Department of Home Affairs.
8. Any alterations or corrections to this Form of Proxy must be initialled by the signatory/signatories.
9. The completion and lodging of this Form of Proxy will not preclude the relevant Shareholder from attending the General Meeting and speaking and voting in person at the General Meeting to the exclusion of any proxy appointed in terms hereof, should such Shareholder wish to do so, in which case this proxy will be suspended accordingly.
10. For a proxy/proxies to exercise any voting rights of a Shareholder at the General Meeting Forms of Proxy have to be lodged with or posted to the Transfer Secretaries, Computershare Investor Services Proprietary Limited at Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196 (Private Bag X9000, Saxonwold, 2132), or email same to proxy@computershare.co.za for administrative purposes preferably by no later than **10h00 on Tuesday, 30 November 2021**. Thereafter Forms of Proxy can be delivered by email to Computershare (proxy@computershare.co.za) no later than **10h00 on Thursday, 2 December 2021**, subject to the proxy instructions meeting all other criteria.
11. This Form of Proxy may be completed by Certificated Shareholders and/or "own-name" Dematerialised Preference Shareholders who are unable to participate in the General Meeting but who wish to be represented thereat.
12. Holders of Shares (whether in the form of certificates or dematerialised) through a nominee, participant or broker should timeously make the necessary arrangements with that nominee or participant or broker on how they wish their votes to be cast on their behalf at the General Meeting, guided by the terms of the agreement entered into between shareholders and that nominee, participant or broker.
13. If this Form of Proxy has been delivered to the Company in accordance with paragraph 10, and as long as that appointment remains in effect, any notice that is required by the Companies Act or the MOI to be delivered by the Company to a Shareholder must be delivered by the Company to the Shareholder; or to the Shareholder's proxy/proxies if the Shareholder has directed the Company to do so in writing and has paid any reasonable fees charged by the Company for doing so.
14. Except if a Shareholder provides in this Form of Proxy that a proxy appointment is irrevocable, a Shareholder may revoke the proxy appointment by:
 - 14.1 cancelling it in writing, or making a later inconsistent appointment of a proxy/proxies; and
 - 14.2 delivering a copy of the revocation instrument to the proxy/proxies and to the Transfer Secretaries, Computershare Investor Services Proprietary Limited at Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196, (Private Bag X9000, Saxonwold, 2132), or email same to proxy@computershare.co.za, to be received before the replacement proxy/proxies exercise(s) any rights of the Shareholder at the General Meeting or any adjournment of the meeting.
15. The revocation of a proxy appointment constitutes a complete and final cancellation of the authority of the proxy/proxies to act on behalf of the Shareholder as of the later of:
 - 15.1 the date stated in the revocation instrument, if any; or
 - 15.2 the date on which the revocation instrument was delivered, as required in paragraph 14 above.

**FORM OF PROXY (GREEN) IN RESPECT OF THE MEETING OF PREFERENCE SHAREHOLDERS
(FOR USE BY CERTIFICATED PREFERENCE SHAREHOLDERS AND "OWN-NAME"
DEMATERIALIZED PREFERENCE SHAREHOLDERS ONLY)**



Specialist Bank

INVESTEC BANK LIMITED

(Incorporated in the Republic of South Africa)
(Registration number: 1969/004763/06)
(JSE share code: INLP ISIN: ZAE000048393)
("Investec Bank" or "the Company")

FORM OF PROXY

To be used by the Preference Shareholders, to exercise its voting rights in respect of their Preference Shares

I/We _____

of (address) _____

Email address: _____ Mobile contact number: _____

being the holder(s) of _____ Preference Shares in the Company, appoint (see note 1):

1 _____ or failing them

2 _____ or failing them

the chairperson of the Meeting of Preference Shareholders as my/our proxy to act for me/us and on my/our behalf at the Meeting of Preference Shareholders that will be held entirely by way of electronic communication, on **Thursday, 2 December 2021**, at the later of **10h30** or the conclusion of the General Meeting, for the purpose of considering and, if deemed fit, passing with or without modification the special resolution to be proposed at the Meeting of Preference Shareholders and at any adjournment thereof, to vote for and/or against the special resolution and/or to abstain from voting in respect of the Preference Shares registered in my/our name, in accordance with the following instructions:

	Number of votes (one vote per Preference Share)		
	For	Against	Abstain
Special Resolution			
Special Resolution Number 1: Approval of the Scheme			

On a poll, a person entitled to vote at the Meeting of Preference Shareholders, present in person or by proxy, is entitled to that proportion of the total votes in the Company that the aggregate amount of the nominal value of the Preference Shares held or represented by them bears to the aggregate amount of the nominal value of all the Preference Shares issued by the Company and carrying the right to vote. That is, effectively the Preference Shareholder will be entitled at the Meeting of Preference Shareholders, to exercise one vote for every Preference Share held by it.

Proxies may delegate their authority in terms of this proxy to another person. Unless it is revoked earlier, this proxy will lapse and cease to be of force and effect immediately after the Meeting of Preference Shareholders to be held on **Thursday, 2 December 2021**, at the later of **10h30** or the conclusion of the General Meeting, or at any adjournment of the meeting, unless it is revoked earlier.

Signed at (place) _____ on (date) _____ 2021

Signature _____

Assisted by me _____
(where applicable)

Please read the notes on the back.

Notes to Form of Proxy

Summary of the rights of a Certificated Preference Shareholder and/or "own-name" Dematerialised Preference Shareholder to be represented by proxy as contained in section 58 of the Companies Act, and notes to the Form of Proxy.

1. The Preference Shareholder is entitled to attend and to vote at the Meeting of Preference Shareholders and is entitled to appoint one or more individuals (who need not be Preference Shareholders) as proxy/proxies to participate in, and to vote at the Meeting of Preference Shareholders on behalf of that Preference Shareholder or, to abstain from voting in the place of that Preference Shareholder.
2. The proxy/proxies may delegate their authority received from the Preference Shareholder to another person, subject to any restriction set out in this Form of Proxy.
3. A proxy appointment must be in writing, dated and signed by the Preference Shareholder appointing the proxy/proxies.
4. A Preference Shareholder may insert the name of a proxy or the names of two alternative proxies of the Preference Shareholder's choice in the space provided, with or without deleting 'the chairperson of the Meeting of Preference Shareholders'. The person whose name stands first on this Form of Proxy and who is present at the Meeting of Preference Shareholders will be entitled to act as proxy to the exclusion of the persons whose names follow. Further, a Preference Shareholder may appoint more than one proxy to exercise voting rights attached to different securities held by that Preference Shareholder.
5. Documentary evidence establishing the authority of a person signing this Form of Proxy in a representative capacity must be attached to this form. Examples of satisfactory identification include a valid identity card or document, driving licence or passport issued by the South African Department of Home Affairs.
6. Any alterations or corrections to this Form of Proxy must be initialled by the signatory/signatories.
7. The completion and lodging of this Form of Proxy will not preclude the relevant Preference Shareholder from attending the Meeting of Preference Shareholders and speaking and voting in person at the Meeting of Preference Shareholders to the exclusion of any proxy appointed in terms hereof, should such Preference Shareholder wish to do so, in which case this proxy will be suspended accordingly.
8. For a proxy/proxies to exercise any voting rights of the Preference Shareholder at the Meeting of Preference Shareholders Forms of Proxy have to be lodged with or posted to the Transfer Secretaries, Computershare Investor Services Proprietary Limited at Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196, (Private Bag X9000, Saxonwold, 2132), or email same to proxy@computershare.co.za, for administrative purposes preferably by no later than **10h30 on Tuesday, 30 November 2021**. Thereafter Forms of Proxy can be delivered by email to Computershare (proxy@computershare.co.za) no later than **10h30 on Thursday, 2 December 2021**, subject to the proxy instructions meeting all other criteria.
9. This Form of Proxy may be completed by Preference Shareholders who are unable to participate in the General Meeting but who wish to be represented thereat.
10. If this Form of Proxy has been delivered to the Company in accordance with paragraph 8, and as long as that appointment remains in effect, any notice that is required by the Companies Act or the MOI to be delivered by the Company to a Preference Shareholder must be delivered by the Company to the Preference Shareholder or, to the Preference Shareholder's proxy/proxies if the Shareholder has directed the Company to do so in writing and has paid any reasonable fees charged by the Company for doing so.
11. Except if a Preference Shareholder provides in this Form of Proxy that a proxy appointment is irrevocable, a Shareholder may revoke the proxy appointment by:
 - 11.1 cancelling it in writing, or making a later inconsistent appointment of a proxy/proxies; and
 - 11.2 delivering a copy of the revocation instrument to the proxy/proxies and to the Transfer Secretaries, Computershare Investor Services Proprietary Limited at Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196, 2001 (Private Bag X9000, Saxonwold, 2132), or email same to proxy@computershare.co.za, to be received before the proxy or the replacement proxy/proxies exercise(s) any rights of the Shareholder at the Meeting of Preference Shareholders or any adjournment of the meeting.
12. The revocation of a proxy appointment constitutes a complete and final cancellation of the authority of the proxy/proxies to act on behalf of the Shareholder as of the later of:
 - 12.1 the date stated in the revocation instrument, if any; or
 - 12.2 the date on which the revocation instrument was delivered, as required in paragraph 11 above.

FORM OF SURRENDER (PINK) IN RESPECT OF THE SCHEME (FOR USE BY CERTIFICATED PREFERENCE SHAREHOLDERS ONLY)



Specialist Bank

INVESTEC BANK LIMITED

(Incorporated in the Republic of South Africa)

(Registration number: 1969/004763/06)

(JSE share code: INLP ISIN: ZAE000048393)

("Investec Bank" or "the Company")

FORM OF SURRENDER

THIS FORM IS FOR USE BY CERTIFICATED SCHEME PARTICIPANTS ONLY

Important notes

The definitions on page 21 to 29 of the document to which this form is attached apply to this form. This form must be completed by all Certificated Scheme Participants.

If you are in any doubt as to the action you should take, please consult your banker, broker, attorney, accountant or other professional adviser immediately.

Instructions for completion:

1. A separate form is required for each Certificated Scheme Participant.
2. **Part A** must be completed by all Certificated Scheme Participants.
3. **Part B** must be completed by all Certificated Scheme Participants and who are emigrants from the Common Monetary Area and whose Preference Shares have not been released.
4. **Part C** must be completed by all Certificated Scheme Participants and who are non-residents of the Common Monetary Area or who are emigrants whose Preference Shares have been released and who wish to have the Scheme Consideration paid to an Authorised Dealer.
5. **Part D** must be completed by all Certificated Scheme Participants who wish to receive the Scheme Consideration by EFT.

To: Computershare Investor Services Proprietary Limited

If delivered by hand

Computershare Investor Services Proprietary Limited
 (Registration number: 2004/003647/07)
 Rosebank Towers
 Biermann Avenue
 Rosebank
 2196
 South Africa

If sent by mail

Private Bag X3000
 Saxonwold
 2132
 South Africa

PART C – TO BE COMPLETED BY CERTIFICATED SCHEME PARTICIPANTS WHO ARE NON-RESIDENTS OF THE COMMON MONETARY AREA OR WHO ARE EMIGRANTS WHOSE PREFERENCE SHARES HAVE BEEN RELEASED AND WHO WISH TO HAVE THE SCHEME CONSIDERATION PAID TO AN AUTHORISED DEALER

The Scheme Consideration due to Certificated Scheme Participants who have registered addresses outside South Africa (other than Scheme Participants who are emigrants from the Common Monetary Area and whose Preference Shares have not been released) and whose share certificates are endorsed non-resident will be posted to the relevant Scheme Participant, unless that Certificated Scheme Participant nominates an Authorised Dealer to which such Scheme Consideration should be paid.

Name of Authorised Dealer in South Africa or alternative instructions _____

Address _____

Account number _____

PART D – TO BE COMPLETED IN BLOCK CAPITALS BY CERTIFICATED SCHEME PARTICIPANTS WISHING TO RECEIVE PAYMENT OF THE SCHEME CONSIDERATION BY MEANS OF EFT

I/We, being a holder/s of Preference Shares, hereby request that the Scheme Consideration be electronically deposited into my/our bank account, the details of which are as follows:

Name of account holder (no third party accounts):

Bank name: _____

Branch name: _____

Branch code: _____

Account number: _____

Swift Number: _____

IBAN Number: _____

Signature of Shareholder: _____

Assisted by me (if applicable): _____

(State full name and capacity): _____

Date: _____

Tel (Home) () _____ Tel (Work) () _____ Cell phone _____

Notes:

1. Any alteration to this Form of Surrender (*pink*) must be signed in full and not merely initialled.
2. Emigrants from the Common Monetary Area must complete Part B. If Part B is not properly completed, the Scheme Consideration will be held in trust by the Transfer Secretaries pending receipt of the necessary nomination or instruction. No interest will accrue or be paid on any Scheme Consideration so held in trust.
3. All other non-residents of the Common Monetary Area must complete Part C if they wish the Scheme Consideration to be paid to an Authorised Dealer in South Africa.
4. No receipt will be issued for documents lodged, unless specifically requested. Persons requiring receipts must prepare a receipt and forward it together with their Documents of Title surrendered.
5. If this Form of Surrender is signed under a power of attorney, then such power of attorney, or a notarially certified copy thereof, must be sent with this Form of Surrender for noting (unless it has already been noted by Investec Bank or its Transfer Secretaries).
6. Where the Certificated Scheme Participant is a company or a close corporation or other juristic person, unless it has already been registered with Investec Bank or its Transfer Secretaries, a certified copy of the directors' or members' or other resolution authorising the signing of this Form of Surrender must be submitted with this Form of Surrender, unless waived by Investec Bank.
7. A minor must be assisted by his or her parent or guardian unless the relevant documents establishing his or her legal capacity are produced or have been registered by the Transfer Secretaries.
8. Where there are joint holders of any Preference Shares, only that holder whose name stands first in the Register in respect of those shares need sign this Form of Surrender.
9. Persons who have acquired Preference Shares after the date of issue of the Circular can obtain copies of the Circular (including this Form of Surrender) from the Transfer Secretaries.
10. Notwithstanding transfer of ownership, the Scheme Consideration will not be sent to Certificated Scheme Participants unless and until Document(s) of Title in respect of the relevant Preference Shares have been surrendered to the Transfer Secretaries.

**FORM OF ACCEPTANCE AND SURRENDER (YELLOW) IN RESPECT OF THE
STANDBY OFFER (FOR USE BY CERTIFICATED ELIGIBLE SHAREHOLDERS
ONLY)**



Specialist Bank

INVESTEC BANK LIMITED

(Incorporated in the Republic of South Africa)

(Registration number: 1969/004763/06)

(JSE share code: INLP ISIN: ZAE000048393)

("Investec Bank" or "the Company")

FORM OF ACCEPTANCE AND SURRENDER

THIS FORM IS FOR USE BY CERTIFICATED ELIGIBLE SHAREHOLDERS ONLY

Important notes

The definitions on page 21 to 29 of the document to which this form is attached apply to this form. This form must be completed by all Certificated Eligible Shareholders who wish to accept the Standby Offer.

If you are in any doubt as to the action you should take, please consult your banker, broker, attorney, accountant or other professional adviser immediately.

Instructions for completion:

1. A separate form is required for each Certificated Eligible Shareholder.
2. **Part A** must be completed by all Certificated Eligible Shareholders who wish to accept the Standby Offer.
3. **Part B** must be completed by all Certificated Eligible Shareholders who wish to accept the Standby Offer and who are emigrants from the Common Monetary Area and whose Preference Shares have not been released.
4. **Part C** must be completed by all Certificated Eligible Shareholders who wish to accept the Standby Offer and who are non-residents of the Common Monetary Area or who are emigrants whose Preference Shares have been released and who wish to have the Standby Offer Consideration paid to an Authorised Dealer.
5. **Part D** must be completed by all Certificated Eligible Shareholders who wish to receive the Standby Offer Consideration by EFT.

To: Computershare Investor Services Proprietary Limited

If delivered by hand	If sent by mail
Computershare Investor Services Proprietary Limited (Registration number: 2004/003647/07) Rosebank Towers Biermann Avenue Rosebank 2196 South Africa	Private Bag X9000 Saxonwold 2132 South Africa

PART C – TO BE COMPLETED BY CERTIFICATED ELIGIBLE SHAREHOLDERS WHO ARE NON-RESIDENTS OF THE COMMON MONETARY AREA OR WHO ARE EMIGRANTS WHOSE PREFERENCE SHARES HAVE BEEN RELEASED AND WHO WISH TO HAVE THE STANDBY OFFER CONSIDERATION PAID TO AN AUTHORISED DEALER

The Standby Offer Consideration due to Certificated Eligible Shareholders who have registered addresses outside South Africa (other than Certificated Eligible Shareholders who are emigrants from the Common Monetary Area and whose Preference Shares have not been released) and whose share certificates are endorsed non-resident will be posted to the relevant Eligible Shareholder, unless that Certificated Eligible Shareholder nominates an Authorised Dealer to which such Standby Offer Consideration should be paid.

Name of Authorised Dealer in South Africa or alternative instructions _____

Address _____

Account number _____

PART D – TO BE COMPLETED IN BLOCK CAPITALS BY CERTIFICATED ELIGIBLE SHAREHOLDERS WISHING TO RECEIVE PAYMENT OF THE STANDBY OFFER CONSIDERATION BY MEANS OF EFT

I/We, being a holder/s of Preference Shares, hereby request that the Standby Offer Consideration be electronically deposited into my/our bank account, the details of which are as follows:

Name of account holder (no third party accounts):

Bank name: _____

Branch name: _____

Branch code: _____

Account number: _____

Swift Number: _____

IBAN Number: _____

Signature of Shareholder: _____

Assisted by me (if applicable): _____

(State full name and capacity): _____

Date: _____

Tel (Home) () _____ Tel (Work) () _____ Cell phone _____

Notes:

1. Any alteration to this Form of Acceptance and Surrender (yellow) must be signed in full and not merely initialled.
2. Emigrants from the Common Monetary Area must complete Part B. If Part B is not properly completed, the Standby Offer Consideration will be held in trust by the Transfer Secretaries pending receipt of the necessary nomination or instruction. No interest will accrue or be paid on any Standby Offer Consideration so held in trust.
3. All other non-residents of the Common Monetary Area must complete Part C if they wish the Standby Offer Consideration to be paid to an Authorised Dealer in South Africa.
4. No receipt will be issued for documents lodged, unless specifically requested. Persons requiring receipts must prepare a receipt and forward it together with their Documents of Title surrendered.
5. If this Form of Acceptance and Surrender is signed under a power of attorney, then such power of attorney, or a notarially certified copy thereof, must be sent with this Form of Acceptance and Surrender for noting (unless it has already been noted by Investec Bank or its Transfer Secretaries).
6. Where the Certificated Eligible Shareholder is a company or a close corporation or other juristic person, unless it has already been registered with Investec Bank or its Transfer Secretaries, a certified copy of the directors' or members' or other resolution authorising the signing of this Form of Acceptance and Surrender must be submitted with this Form of Acceptance and Surrender, unless waived by Investec Bank.
7. A minor must be assisted by his or her parent or guardian unless the relevant documents establishing his or her legal capacity are produced or have been registered by the Transfer Secretaries.
8. Where there are joint holders of any Preference Shares, only that holder whose name stands first in the Register in respect of those shares need sign this Form of Acceptance and Surrender.
9. Persons who have acquired Preference Shares after the date of issue of the Circular can obtain copies of the Circular (including this Form of Acceptance and Surrender) from the Transfer Secretaries.
10. Notwithstanding transfer of ownership, the Standby Offer Consideration will not be sent to Certificated Eligible Shareholders unless and until Document(s) of Title in respect of the relevant Preference Shares have been surrendered to the Transfer Secretaries.

ELECTRONIC PARTICIPATION IN THE INVESTEC BANK LIMITED GENERAL MEETING AND MEETING OF PREFERENCE SHAREHOLDERS

- Where appropriate and applicable, the terms defined in the Circular to which this Notice of Meeting of Preference Shareholders is attached and forms part, bear the same meanings in this Notice, and, in particular, in the resolutions set out below.
- Shareholders or their proxies who wish to participate in the General Meeting and Meeting of Preference Shareholders via electronic communication ("**Electronic Participants**"), must apply to Investec Bank Limited's Transfer Secretaries by no later than **10:00** on the **Tuesday, 30 November 2021**.
- Shareholders or their proxies may submit their requests to Computershare via email to proxy@computershare.co.za.
- Shareholders who have dematerialised their shares, other than those shareholders who have dematerialised their shares with 'own name' registration, should contact their CSDP, broker or custodian in the manner and time stipulated in their agreement with their CSDP, broker or custodian:
 - to furnish them with their voting instructions; and
 - in the event that they wish to attend the meeting, to obtain the necessary authority to do so.
- Electronic Participants will be able to vote during the General Meeting and Meeting of Preference Shareholders through an electronic participation platform. Such Electronic Participants, should they wish to have their vote(s) counted at the General Meeting and Meeting of Preference Shareholders, must provide Computershare Investor Services Pty Ltd with the information requested below.
- Each Shareholder, who has complied with the requirements below, will be contacted on **Wednesday, 1 December 2021** via email with a unique username and password to allow them to participate in the virtual General Meeting and Meeting of Preference Shareholders.
- The cost of the Electronic Participant's phone call or data usage will be at his/her own expense and will be billed separately by his/her own telephone service provider.
- The cut-off time, for administrative purposes, to apply to participate in the General Meeting and the Meeting of Preference Shareholders will be **09:00** on **Thursday, 2 December 2021**.
- The Electronic Participant's unique access credentials will be forwarded to the email provided below.

APPLICATION FORM	
Name and surname of Shareholder	
Name and surname of Shareholder representative (If applicable)	
Identity number/passport of Shareholder or representative	
Email address	
Mobile number	
Telephone number	
Name of CSDP, Broker or Custodian	
(If shares are held in dematerialised format)	
SCA number/Broker account number/	
Own name account number or Custodian Account number	
Number of Shares	
Signature	
Date	

By signing this form, I agree and consent to the processing of my personal information above for the purpose of participation in the General Meeting and Meeting of Preference Shareholders.

Important: You are required to attach a copy of your identity/passport document when submitting the application.

TERMS AND CONDITIONS FOR PARTICIPATION AT THE **GENERAL MEETING AND MEETING OF PREFERENCE SHAREHOLDERS** VIA ELECTRONIC COMMUNICATION

- The cost of dialling in using a telecommunication line/webcast/web-streaming to participate in the General Meeting and Meeting of Preference Shareholders is for the expense of the Electronic Participant and will be billed separately by the Electronic Participant's own telephone service provider.
- The Electronic Participant acknowledges that the telecommunication lines/webcast/web-streaming are provided by a third party and indemnifies Investec Bank Limited, Lumi Technologies, the Transfer Secretaries and/or its third party service providers against any loss, injury, damage, penalty or claim arising in any way from the use or possession of the telecommunication lines/webcast/web-streaming, whether or not the problem is caused by any act or omission on the part of the Electronic Participant or anyone else. In particular, but not exclusively, the Electronic Participant acknowledges that he/she will have no claim against Investec Bank Limited, Lumi Technologies, the Transfer Secretaries and/or its third party service providers, whether for consequential damages or otherwise, arising from the use of the telecommunication lines/webcast/web-streaming or any defect in it or from total or partial failure of the telecommunication lines/webcast/web-streaming and connections linking the telecommunication lines/webcast/web-streaming to the General Meeting and Meeting of Preference Shareholders.
- Electronic Participants will be able to vote during the General Meeting and Meeting of Preference Shareholders through an electronic participation platform. Such Electronic Participants, should they wish to have their vote(s) counted at the General Meeting and Meeting of Preference Shareholders, must act in accordance with the requirements set out above.
- Once the Electronic Participant has received the meeting access credentials, the onus to safeguard this information remains with the Electronic Participant.
- The application will only be deemed successful if this application form has been fully completed and signed by the Electronic Participant and delivered or e-mailed to Computershare at proxy@computershare.co.za.

Shareholder Name: _____

Signature: _____

Date: _____