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21 February 2022

Investec Limited

Incorporated in the Republic of South Africa
Registration number 1925/002833/06
JSE share code: INL
NSX share code: IVD
BSE share code: INVESTEC
ISIN: ZAE000081949
LEI: 213800CU75M604UWOZ70

Investec plc

Incorporated in England and Wales
Registration number 3633621
LSE share code: INVP
JSE share code: INP
ISIN: GB00B17BBQ50
LEI: 2138007Z3U5GWDN3MY22

As part of the dual-listed company structure, Investec plc and Investec Limited (together, “**Investec**”) notify both the London Stock Exchange (“**LSE**”) and the Johannesburg Stock Exchange (“**JSE**”) of matters which are required to be disclosed under the Disclosure Guidance and Transparency Rules and Listing Rules of the Financial Conduct Authority and/or JSE Listings Requirements.

Update on Ninety One Distribution Proposals

Further to the announcement by Investec on 18 November 2021 relating to the proposed distribution (the “**Distribution**”) of 15% of the shares in the Ninety One dual-listed company structure comprising Ninety One plc and Ninety One Limited (together, “**Ninety One**”) to Investec shareholders, Investec today announces further details of the proposals related to the Distribution (the “**Proposals**”).

Proposals for the Distribution

It is intended that the Distribution will be implemented by means of:

- I. a reduction and repayment of capital by Investec plc which will be satisfied by the transfer of Ninety One plc ordinary shares (“**Ninety One plc Shares**”) on a pro rata basis to Investec plc shareholders holding ordinary shares on Investec plc’s principal register of shareholders in the United Kingdom (“**Investec plc UK Register Shareholders**”); and
- II. a distribution in specie by Investec Limited of Ninety One Limited ordinary shares (“**Ninety One Limited Shares**”) on a pro rata basis to:
 - a. Investec plc shareholders holding ordinary shares on Investec plc’s South African branch register of shareholders in South Africa (“**Investec plc SA Register Shareholders**”) via the dividend access redeemable preference share in Investec Limited (the “**Dividend Access Share**”); and
 - b. Investec Limited shareholders holding ordinary shares on Investec Limited’s register of shareholders (“**Investec Limited Shareholders**”).

Investec plc UK Register Shareholders will receive Ninety One plc Shares, whilst Investec plc SA Register Shareholders and Investec Limited Shareholders will receive Ninety One Limited Shares. The number of Ninety One shares each Investec shareholder is entitled to receive in respect of each Investec share held (which will be the same for all Investec plc UK Register Shareholders, Investec plc SA Register Shareholders and Investec Limited Shareholders) is expected to be confirmed in a separate announcement to be released on or around 18 March 2022. The Ninety One plc Shares are admitted to the premium listing segment of the UK Official List and to trading on the LSE’s main market for listed securities, with a secondary inward listing on the main board of the JSE. The Ninety One Limited Shares have a primary listing and are admitted to trading on the main board of the JSE. By virtue of the dual listed company structure, both the Ninety One plc Shares and the Ninety One Limited Shares carry the same economic and voting rights in Ninety One.

Background to the Proposals

As set out in the announcement on 18 November 2021, given Investec’s strong capital generation and capital optimisation strategy, Investec intends to distribute a 15% holding in Ninety One to shareholders whilst retaining an approximate 10% interest. Investec has considered a number of different ways of effecting the Distribution. For capital optimisation reasons, it is beneficial for the retained 10% shareholding in Ninety One to be held by Investec plc.

On this basis, and given the number of Ninety One shares held by each of Investec plc and Investec Limited, together with the complexities involved in transferring such shares between the two entities, Investec has reached the conclusion that under the Proposals Investec plc SA Register Shareholders should receive Ninety One Limited Shares from Investec Limited, rather than Ninety One plc Shares from Investec plc.

The Proposals are structured as a return of capital by Investec plc to Investec plc UK Register Shareholders, and a distribution in specie by Investec Limited to Investec plc SA Register Shareholders (via the Dividend Access Share) and to Investec Limited Shareholders. The proposed approach takes into account the various tax implications for Investec shareholders and for Investec from a UK and South African tax perspective, as well as the commercial objectives for the transaction. Brief details of the tax considerations for certain Investec shareholders are set out below.

UK Scheme of Arrangement

Investec has been advised that the Proposals, in so far as they relate to Investec plc ordinary shareholders, comprising both Investec plc UK Register Shareholders and Investec plc SA Register Shareholders (the **“Investec plc Shareholders”**) should be effected pursuant to a UK scheme of arrangement between Investec plc and the Investec plc Shareholders under the UK Companies Act 2006 (the **“Scheme”**). The purpose of the Scheme will be to effect the distribution of shares in Ninety One to Investec plc Shareholders. The repayment of capital to be satisfied by the transfer of Ninety One plc Shares to Investec plc UK Register Shareholders will be effected upon a UK reduction of capital, of Investec plc’s share premium account, under the UK Companies Act 2006, which will form part of the Scheme. Investec Limited will also undertake to be bound by the Scheme, which will provide for the distribution in specie by Investec Limited of Ninety One Limited Shares to Investec plc SA Register Shareholders via the Dividend Access Share.

If Investec plc Shareholders have any questions in relation to the Scheme or the contents of this announcement, they should contact Investec via investorrelations@investec.co.za or by telephone on +27 11 286 7070.

Approval of UK Scheme of Arrangement

Under the provisions of the UK Companies Act 2006, the Scheme must be approved by a majority in number, representing 75% by value, of Investec plc Shareholders (or of each class of Investec plc Shareholders) present and voting at a shareholder meeting convened with the permission of the High Court of Justice in England and Wales (the **“Court”**).

Investec plc proposes to apply to the Court to seek an order giving it permission to convene a single meeting of all of the Investec plc Shareholders (the **“Court Meeting”**) for the purpose of considering and, if thought fit, approving the Scheme. At the Court hearing at which the application for such an order will be heard (the **“Convening Hearing”**), it will be determined whether, for the purposes of voting at the Court Meeting, the Investec plc UK Register Shareholders and the Investec plc SA Register Shareholders should be treated as a single class (in which case Investec plc UK Register Shareholders and Investec plc SA Register Shareholders would vote together in one meeting) or as separate classes (in which case the two classes would vote on the Scheme separately).

Investec has considered the rights of the Investec plc UK Register Shareholders and Investec plc SA Register Shareholders, in their capacity as Investec plc Shareholders, and the different treatment of the Investec plc UK Register Shareholders and Investec plc SA Register Shareholders under the Scheme in relation to the receipt of Ninety One plc Shares and Ninety One Limited Shares respectively. Notwithstanding that difference and by virtue of the dual-listed company structure, each Investec plc Shareholder will receive as a matter of economic substance the same consideration under the Scheme.

Accordingly, Investec plc intends to ask the Court to treat the Investec plc UK Register Shareholders and Investec plc SA Register Shareholders as a single class for the purposes of the Scheme, so that all Investec plc Shareholders will be able to vote together at the Court Meeting.

If any Investec plc Shareholder wishes to object to Investec’s proposals as to voting at the Court Meeting, or to raise any other issue in relation to the Court Meeting or the conduct of such meeting, they may attend the Convening Hearing in order to do so. The Convening Hearing is expected to be heard before a High Court Judge in the High Court, London on 15 March 2022. The time of the hearing will be set out on the HM Courts & Tribunals Service’s website at www.justice.gov.uk/courts/court-lists.

Investec plc Shareholders have the right to attend in person or through counsel and make representations at the Convening Hearing, which is expected to be conducted by electronic means. If an Investec plc Shareholder wishes to attend or make representations at the Convening Hearing, they can register their interest in advance with Investec via investorrelations@investec.co.za or by telephone on +27 11 286 7070, and Investec will provide further details of the time of the hearing and how to attend once this information is made available by the Court. Alternatively, Investec plc Shareholders can contact the Court’s listing office via chanceryjudgeslisting@justice.gov.uk. Investec plc

Shareholders will also be entitled to attend and make representations in the same way at the final Court hearing to sanction the Scheme and further details of such hearing will be made available in due course.

Tax considerations

The following is a general summary of certain material UK and South African tax considerations for certain categories of Investec shareholders relating to the Distribution. The summary is based on current UK and South African tax law as applied in England and Wales and South Africa respectively and what is understood to be the practice of the relevant tax authorities (which may not be binding on them) as at the date of this announcement, all of which are subject to change, possibly with retrospective effect. It is intended as a general and non-exhaustive guide to certain UK and South African tax consequences of the Distribution, and applies only to (i) Investec plc UK Register Shareholders resident and, in the case of an individual, domiciled or deemed domiciled for tax purposes in the UK and to whom "split year" treatment does not apply, and (ii) Investec shareholders resident for tax purposes solely in South Africa, who in each case hold Investec shares as an investment and who are, or are treated as, the absolute beneficial owners of such shares. The summary does not address all possible tax consequences relating to the Distribution. Certain categories of Investec shareholders, including those carrying on certain financial activities, those subject to specific tax regimes or benefiting from certain reliefs or exemptions, those connected with Investec or the Investec group and those for whom their Investec shares are employment related securities, may be subject to special rules and the summary does not apply to such shareholders.

The summary does not constitute legal or tax advice. Investec shareholders who are in any doubt as to their tax position, or who are resident or otherwise subject to taxation in a jurisdiction outside the UK and/or South Africa, should consult their own professional advisers immediately.

Investec plc UK Register Shareholders

It is expected that Investec plc UK Register Shareholders within the charge to UK capital gains tax (or UK corporation tax on chargeable gains) will be treated as having made a part disposal of their shares in Investec plc (with their base cost apportioned between their retained Investec plc shares and the Ninety One shares they receive). Any gain (comprising broadly the difference between the value of the Ninety One shares received and the relevant portion of their base cost) will be subject to UK tax depending on the shareholder's individual circumstances (including the availability of any exemption or relief). However, where the Ninety One shares received are worth £3,000 or less (and the shareholder has a base cost in their Investec plc shares equal to at least the value of the Ninety One shares received), no tax will be payable and instead the value of the Ninety One shares received will be deducted from the base cost of their Investec plc shares.

The distribution of Ninety One plc Shares to South African tax resident Investec plc UK Register Shareholders will be treated as a foreign return of capital. Where such shareholders hold their shares as capital assets, the base cost in their Investec plc shares will be reduced by an amount equal to the market value of the Ninety One plc Shares received. South African capital gains tax will then only be payable by such shareholders if and to the extent that the market value of the Ninety One plc Shares received exceeds the shareholder's existing base cost in their Investec plc shares.

Investec plc SA Register Shareholders

Investec is seeking a ruling from the South African Revenue Service that South African unbundling relief, as contemplated under the South African Income Tax Act, No. 58 of 1962 ("**Unbundling Relief**"), is applicable to the distribution in specie by Investec Limited of Ninety One Limited Shares to Investec plc SA Register Shareholders via the Dividend Access Share (as well as the distribution in specie to Investec Limited Shareholders). If such Unbundling Relief is obtained, subject to limited exceptions, there will be no immediate tax charge for South African tax resident Investec plc SA Register Shareholders on receipt of their Ninety One Limited Shares, although they will not have a base cost in the Ninety One Limited Shares they receive for capital gains tax purposes going forward.

If such Unbundling Relief is not available, South African tax resident Investec plc SA Register Shareholders which are individuals or trusts will generally be subject to South African dividend withholding tax on the value of the Ninety One shares they receive. The shareholders will have a base cost in the Ninety One Limited Shares they receive equal to the market value of such shares on the date of distribution.

Investec Limited Shareholders

As explained above, Investec is seeking a ruling from the South African Revenue Service that South African Unbundling Relief is applicable to the distribution in specie by Investec Limited of Ninety One Limited Shares to Investec Limited Shareholders (as well as to Investec plc SA Register Shareholders via the Dividend Access Share). If such Unbundling Relief is obtained, subject to limited exceptions, there will be no immediate tax charge for South African tax resident Investec Limited Shareholders on receipt of their Ninety One Limited Shares (with their base cost apportioned between their retained Investec Limited Shares and the Ninety One shares they receive).

If such Unbundling Relief is not available, it is expected that Investec Limited Shareholders may be subject to South African capital gains tax and the distribution in specie will be treated as a return of capital, and the base cost in their shares in Investec Limited will be reduced by an amount equal to the market value of the Ninety One Limited Shares received. South African capital gains tax will then only be payable by such shareholders if and to the extent that the market value of the Ninety One Limited Shares received exceeds the shareholder's existing base cost in their Investec Limited Shares.

Further details to be made available

In the event that the Court makes the order giving permission to convene the Court Meeting, further details on the implementation of the Proposals, including the expected timetable of principal events, action to be taken by Investec shareholders, the number of Ninety One shares each Investec shareholder is entitled to receive in respect of each Investec share held and further details of the proposed Scheme, will be made available on or around 18 March 2022. The Distribution remains subject to a number of conditions, including the approval of the Investec shareholders, and the sanction of the Scheme, and confirmation of the associated reduction of capital, by the Court.

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FORWARD-LOOKING STATEMENTS

This announcement contains forward-looking statements with respect to certain of Investec plc's and Investec Limited's plans and expectations relating to the Distribution. By their nature, all forward-looking statements involve risk and uncertainty because they relate to future events and circumstances which are beyond Investec plc's and Investec Limited's control. These forward-looking statements speak only as of the date on which they are made. Investec plc and Investec Limited expressly disclaim any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained in this announcement or any other forward-looking statements they may make.

IMPORTANT INFORMATION

The Ninety One shares to be distributed in connection with the Proposals have not been, and will not be, registered under the US Securities Act or the securities laws of any state or other jurisdiction of the United States and may not be offered, sold, exercised, transferred or delivered, directly or indirectly, in or into the United States at any time except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and applicable state and other securities laws of the United States. The Ninety One plc Shares to be distributed in connection with the Scheme will be distributed in reliance upon the exemption from the registration requirements of the US Securities Act provided by section 3(a) (10) thereunder. For the purposes of qualifying for the exemption from the registration requirements of the US Securities Act pursuant to section 3(a) (10) thereunder, Investec will advise the Court through counsel that its sanctioning of the Scheme will be relied upon by Investec as an approval of the Scheme following a hearing on its fairness to Investec shareholders, at which hearing all Investec plc Shareholders are entitled to attend in person or through counsel to support or oppose the sanctioning of the Scheme and with respect to which notification has been given to all Investec plc Shareholders.