

**COMPANY NUMBER: 12245293**

**A PUBLIC LIMITED COMPANY  
RESOLUTIONS  
OF  
NINETY ONE PLC**

**PASSED 3 SEPTEMBER 2020**

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At the Annual General Meeting of the above-named Company duly convened and held on 3 September 2020, the following resolutions were passed:

**Ordinary Resolution**

1. That the directors be generally and unconditionally authorised pursuant to and in accordance with Section 551 of the UK Companies Act 2006 ("UK Companies Act") to exercise all the powers of Ninety One plc to allot shares or grant rights to subscribe for, or to convert any security into shares up to an aggregate nominal amount of:
  - i. £3,113.12 in respect of Ninety One plc ordinary shares of £0.0001 each, being an amount equal to 5% of the total issued ordinary share capital of Ninety One plc as at 3 July 2020; and
  - ii. £1,500.45 in respect of the Ninety One plc special converting shares of £0.0001 each ("special converting shares"), enabling the allotment of such number of Ninety One plc special converting shares as is equal to 5% of the total issued ordinary shares in the authorised capital of Ninety One Limited as at 3 July 2020. The special converting shares are required by Ninety One's dual listed companies' structure and agreements.

Such authority to apply in substitution for all previous authorities pursuant to Section 551 of the UK Companies Act and to expire at the conclusion of the next AGM to be held in 2021 or, if earlier, 3 December 2021, but so that, in each case, Ninety One plc may make offers or enter into agreements during the relevant period which would, or might, require shares to be allotted or rights to subscribe for or to convert any securities into shares to be granted after the authority expires.

**Special Resolutions**

2. That Ninety One plc is generally and unconditionally authorised for the purpose of Section 701 of the UK Companies Act to make market purchases (as defined in Section 693 of the UK Companies Act) of ordinary shares of £0.0001 each in the capital of Ninety One plc provided that:
  - i. the maximum number of ordinary shares which may be purchased is 31,131,231 (5%) ordinary shares of £0.0001 each;
  - ii. the minimum price which may be paid for any ordinary share is £0.0001;
  - iii. the maximum price which may be paid for any ordinary share is an amount (exclusive of expenses) equal to the higher of: (a) 105% of the average of the middle market quotations of the ordinary shares of Ninety One plc as derived from the London Stock Exchange Daily Official List for the five business days immediately before the day on which such share is contracted to be purchased; and (b) the higher of the price of the last independent trade and the highest current bid for an ordinary share as stipulated by the Commission adopted Regulatory Technical Standards pursuant to article 5(6) of the Market Abuse Regulations; and
  - iv. this authority will expire at the conclusion of the next AGM to be held in 2021 or, if earlier, 3 December 2021 (except in relation to the purchase of ordinary shares, the contract for which was concluded before the expiry of such authority and which may be

executed wholly or partly after such expiry) unless such authority is renewed prior to such time.

3. That a general meeting of Ninety One plc, other than an AGM, may be called by the directors on not less than 14 clear days' notice.

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**Paula Watts**

**Company Secretary**