

**COMPANY NUMBER: 12245293**

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

**PASSED 4 AUGUST 2021**

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At the Annual General Meeting of the above named Company duly convened and held on 4 August 2021, the following resolution were passed:

**Special business:**

1. Ordinary Resolution: Directors' authority to allot shares and other securities.

**RESOLVED** 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 23 June 2021; 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 23 June 2021. 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 2022 or, if earlier, 30 September 2022, 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.

2. Special Resolution – Authority to purchase own ordinary shares.

**RESOLVED** 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 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 23 June 2021;
- 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 Regulatory Technical Standards as referred to in article 5(6) of the Market Abuse Regulation (as it forms part of UK law); and
- iv. this authority will expire at the conclusion of the next AGM to be held in 2022 or, if earlier, 30 September 2022 (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. Special Resolution – Consent to short notice

**RESOLVED** 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.

4. Special Resolution – Adoption of New Articles of Association

**RESOLVED** that, with effect from the end of the AGM, the Articles of Association of Ninety One plc in the form produced to the meeting and initialled by the Chairman of the meeting for the purposes of identification be adopted as the Articles of Association of Ninety One plc in substitution for, and to the exclusion of, the existing Articles of Association.

5. Ordinary Resolution – Approval of the Ninety One plc Long Term Incentive Plan 2021.

**RESOLVED** that the rules of the Ninety One plc Long Term Incentive Plan 2021 ("2021 plc LTIP"), the principal terms of which are summarised in Appendix 2 to this notice, and a copy of which is produced to the AGM and signed by the Chairman for the purposes of identification, be approved and the directors be authorised to:

- i. do all things necessary to operate the 2021 plc LTIP, including making such modifications as the directors consider appropriate to take account of the requirements of the UK Listing Authority and best practice; and
- ii. establish further plans based on the 2021 plc LTIP subject to such modifications as may be necessary or desirable to take account of any applicable local tax, exchange controls or securities laws outside the UK. Any shares made available under such plans are treated as counting against any individual or plan limits.

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**Paula Watts**

**Company Secretary**