

COMPANY NUMBER: 12245293

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

PASSED 09 APRIL 2025

At the General Meeting of the above named Company duly convened and held on 09 April 2025, the following resolutions were passed:

Special business:

Ninety One plc

To consider and, if deemed fit, to pass, with or without modification the following ordinary resolutions and special resolutions of Ninety One plc set out below:

1. Ordinary Resolution - Directors' authority to allot shares and other securities in Ninety One plc

Resolved:

That, without prejudice to the authority conferred on the directors at Ninety One plc's 2024 annual general meeting (which remains in full force and effect) or such authority as may be conferred on the directors at Ninety One plc's 2025 annual general meeting, the directors be and are hereby generally and unconditionally authorised pursuant to and in accordance with section 551 of the UK Companies Act 2006 (the "**UK Companies Act**") to exercise all the powers of Ninety One plc to allot shares in Ninety One plc or to grant rights to subscribe for, or to convert any security into shares up to an aggregate nominal amount of:

- i. £4,542.71 in respect of Ninety One plc ordinary shares of £0.0001 each, being 45,427,094 Ninety One plc ordinary shares, being an amount equal to approximately 6.7% of the total issued ordinary share capital of Ninety One plc as at 28 February 2025 in connection with the consideration due in respect of the SA Transaction (as defined in the Circular of which this Notice forms part); and
- ii. £6,659.22 in respect of Ninety One plc special converting shares of £0.0001 each, enabling the allotment of 66,592,115 Ninety One plc special converting shares, being equal to approximately 19.5% of the total issued ordinary shares in the authorised capital of Ninety One Limited as at 28 February 2025 in connection with the SA Transaction. The Ninety One plc special converting shares are required by Ninety One's dual listed companies' structure and agreements.

Such authority to expire on 30 September 2026 (unless previously renewed, revoked or varied by resolution of Ninety One plc), save that Ninety One plc may, before such expiry, make offers or enter into agreements 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 – Directors' authority to disapply pre-emption rights in relation to shares in Ninety One plc

Resolved:

That, subject to the passing of Resolution 1 above, the directors be authorised to allot ordinary shares in Ninety One plc wholly for cash pursuant to the authority granted by Resolution 1 above

as if section 561(1) of the UK Companies Act did not apply to any such allotment, such authority to be limited to allotments up to an aggregate nominal amount of £4,542.71, such authority to expire on 30 September 2026 (unless previously renewed, revoked or varied by resolution of Ninety One plc), save that Ninety One plc may, before such expiry, make offers or enter into agreements which would or might require shares to be allotted after the authority expires and the directors may allot ordinary shares under any such offer or agreement as if the authority had not expired.



Amina Rasool -

Company Secretary