

# Investec plc

## Form of Proxy (SA)

### Common Business : Investec plc and Investec Limited

To consider and if deemed fit, to pass, with or without modification, the following ordinary resolutions of Investec plc and Investec Limited

	For	Against	Abstain
1. To re-elect Samuel Ellis Abrahams as a director of Investec plc and Investec Limited in accordance with the provisions of the Articles of Association of Investec plc and the Memorandum of Incorporation of Investec Limited.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To re-elect George Francis Onslow Alford as a director of Investec plc and Investec Limited in accordance with the provisions of the Articles of Association of Investec plc and the Memorandum of Incorporation of Investec Limited.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To re-elect Glynn Robert Burger as a director of Investec plc and Investec Limited in accordance with the provisions of the Articles of Association of Investec plc and the Memorandum of Incorporation of Investec Limited.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect Cheryl Ann Carolus as a director of Investec plc and Investec Limited in accordance with the provisions of the Articles of Association of Investec plc and the Memorandum of Incorporation of Investec Limited.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect Peregrine Kenneth Oughton Crosthwaite as a director of Investec plc and Investec Limited in accordance with the provisions of the Articles of Association of Investec plc and the Memorandum of Incorporation of Investec Limited.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect Bradley Fried as a director of Investec plc and Investec Limited in accordance with the provisions of the Articles of Association of Investec plc and the Memorandum of Incorporation of Investec Limited.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect Haruko Fukuda, OBE as a director of Investec plc and Investec Limited in accordance with the provisions of the Articles of Association of Investec plc and the Memorandum of Incorporation of Investec Limited.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-elect Hugh Sidney Herman as a director of Investec plc and Investec Limited in accordance with the provisions of the Articles of Association of Investec plc and the Memorandum of Incorporation of Investec Limited.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To re-elect Bernard Kantor as a director of Investec plc and Investec Limited in accordance with the provisions of the Articles of Association of Investec plc and the Memorandum of Incorporation of Investec Limited.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To re-elect Ian Robert Kantor as a director of Investec plc and Investec Limited in accordance with the provisions of the Articles of Association of Investec plc and the Memorandum of Incorporation of Investec Limited.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To re-elect Stephen Koseff as a director of Investec plc and Investec Limited in accordance with the provisions of the Articles of Association of Investec plc and the Memorandum of Incorporation of Investec Limited.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. To re-elect Mangalani Peter Malungani as a director of Investec plc and Investec Limited in accordance with the provisions of the Articles of Association of Investec plc and the Memorandum of Incorporation of Investec Limited.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. To re-elect Sir David Prosser as a director of Investec plc and Investec Limited in accordance with the provisions of the Articles of Association of Investec plc and the Memorandum of Incorporation of Investec Limited.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. To re-elect Peter Richard Suter Thomas as a director of Investec plc and Investec Limited in accordance with the provisions of the Articles of Association of Investec plc and the Memorandum of Incorporation of Investec Limited.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. To re-elect Fani Titi as a director of Investec plc and Investec Limited in accordance with the provisions of the Articles of Association of Investec plc and the Memorandum of Incorporation of Investec Limited.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16. To re-elect Hendrik Jacobus du Toit, whose appointment as a director terminates at the end of the Annual General Meetings of Investec plc and Investec Limited convened for 04 August 2011, as a director of Investec plc and Investec Limited in accordance with the provisions of the Articles of Association of Investec plc and the Memorandum of Incorporation of Investec Limited.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17. To re-elect Olivia Catherine Dickson, whose appointment as a director terminates at the end of the Annual General Meetings of Investec plc and Investec Limited convened for 04 August 2011, as a director of Investec plc and Investec Limited in accordance with the provisions of the Articles of Association of Investec plc and the Memorandum of Incorporation of Investec Limited.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
18. To approve the Dual Listed Companies (DLC) Remuneration Report for the year ended 31 March 2011.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
19. To approve the Dual Listed Companies (DLC) Audit Committee Report for the year ended 31 March 2011.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
20. Directors' authority to take action in respect of the resolutions.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Ordinary Business: Investec Limited</b>			
21. To receive and adopt the audited financial statements of Investec Limited for the year ended 31 March 2011, together with the reports of the directors of Investec Limited and of the auditors of Investec Limited.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
22. To sanction the interim dividend paid by Investec Limited on the ordinary shares in Investec Limited for the 6 (six) month period ended 30 September 2010.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Before completing this form, please see the explanatory notes.

This form is for use only by registered or certificated shareholders. Shareholders who have dematerialised their shareholdings with a broker or CSDP need to provide their voting instructions to that broker or CSDP.

I/We hereby appoint the Chairman of the Meeting OR the following person: (The proxy need not be a member of the Company).

Please leave this box blank if you have selected the Chairman. Do not insert your own name(s).

as my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of Investec plc to be held at 2 Gresham Street, London, EC2V 7QP at 12.00 pm (SA time) on Thursday 04 August 2011 or at any adjournment of such meeting. I/We would like my/our proxy to vote on the resolutions proposed at the meeting as indicated on this form. Unless otherwise instructed, the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

Signature (Please sign in the box above)

Any one joint holder may sign

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Date

Please tick here to indicate that this proxy appointment is one of multiple appointments being made.

**Kindly Note:** This form is issued only to the addressee(s) and is specific to the class of security and the unique designated account printed hereon. This personalised form is not transferable between different (i) account holders; (ii) classes of security; or (iii) uniquely designated accounts. The Company and Computershare Investor Services PLC accepted no liability for any instruction that does not comply with these conditions.

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	For	Against	Abstain
23. To sanction the interim dividend paid by Investec Limited on the dividend access (South African Resident) redeemable preference share ("SA DAS share") for the 6 (six) month period ended 30 September 2010.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
24. Subject to the passing of resolution no. 37 to declare a final dividend on the ordinary shares and the dividend access (South African Resident) redeemable preference share ("SA DAS share") in Investec Limited for the year ended 31 March 2011 of an amount equal to that recommended by the directors of Investec Limited.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
25. To re-appoint Ernst & Young Inc. of Ernst & Young House, Wanderers Office Park, 52 Corlett Drive, Illovo, 2196 South Africa (Private Bag X14, Northlands, 2116 South Africa) as joint auditors and Farouk Mohideen, as the registered auditor responsible for the audit, of Investec Limited to hold office until the conclusion of the Annual General Meeting of Investec Limited to be held in 2012 and to authorise the directors of Investec Limited to fix their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
26. To re-appoint KPMG Inc. of 85 Empire Road, Parktown, 2193 South Africa (Private Bag 9, Parkview, 2122 South Africa) as joint auditors and Gavin Leslie de Lange, as the registered auditor responsible for the audit, of Investec Limited to hold office until the conclusion of the Annual General Meeting of Investec Limited to be held in 2012 and to authorise the directors of Investec Limited to fix their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Special Business: Investec Limited**

**Ordinary Resolutions**

27. Placing 5% of the unissued ordinary shares under the control of the directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
28. Placing 5% of the unissued class "A" variable rate compulsorily convertible non-cumulative preference shares under the control of the directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
29. Placing the remaining unissued shares, being the variable rate cumulative redeemable preference shares, the non-redeemable, non-cumulative, non-participating preference shares and the special convertible redeemable preference shares under the control of the directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Ordinary Resolutions with a 75% majority**

30. Directors' authority to allot and issue ordinary shares for cash in respect of 5% of the unissued ordinary shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
31. Directors' authority to allot and issue class "A" variable rate compulsorily convertible non-cumulative preference shares for cash in respect of 5% of the unissued class "A" variable rate compulsorily non-cumulative preference shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Special Resolutions**

32. Directors' authority to acquire ordinary shares and perpetual preference shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
33. Financial Assistance	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
34. Directors' remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Investec plc**

**Ordinary Business: Investec plc**

35. To receive and adopt the audited financial statements of Investec plc for the year ended 31 March 2011, together with the reports of the directors of Investec plc and of the auditors of Investec plc.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
36. To sanction the interim dividend paid by Investec plc on the ordinary shares in Investec plc for the 6 (six) month period ended 30 September 2010.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
37. Subject to the passing of resolution no. 24 to declare a final dividend on the ordinary shares in Investec plc for the year ended 31 March 2011 of an amount equal to that recommended by the directors of Investec plc.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
38. To re-appoint Ernst & Young LLP of 1 More London Place, London, SE1 2AF, as auditors of Investec plc to hold office until the conclusion of the Annual General Meeting of Investec plc to be held in 2012 and to authorise the directors of Investec plc to fix their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Special Business: Investec plc**

**Ordinary Resolution**

39. Directors' authority to allot shares and other securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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**Special Resolutions**

40. Directors' authority to allot ordinary shares for cash	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
41. Directors' authority to purchase ordinary shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
42. Directors' authority to purchase preference shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Ordinary Resolution</b>			
43. Political donations	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Notes**

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy (who need not be a member of the Company) to attend, and, on a poll, to vote in the member's place. Each resolution is to be decided on a poll and a member or proxy shall have one vote for every share held. If you do not indicate how you wish your proxy to use your vote (by placing a cross in the relevant boxes) on any particular matter or motion put to the meeting, the proxy will exercise their discretion as to how to vote.
2. The date must be filled in on this form of proxy when it is signed.
3. To appoint more than one proxy, one or more additional proxy forms may be obtained by contacting the Registrar at the address below or you may photocopy this form. Please indicate in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
4. If you are signing in a representative capacity, whether for another person or for an organisation, then, in order for this form to be valid, you must include a power of attorney or other written authority that authorises you to sign (or a certified copy of such power or authority).
5. In the case of a company, this form of proxy should either be sealed by the company or signed by a director or an authorised signatory (and the provisions of paragraph 4 shall apply to such authorised signatory).
6. In the case of joint holders only one need sign. If more than one joint holder votes, whether in person or by proxy, only the most senior shareholder who renders a vote, whether in person or by proxy, will be counted. For this purpose, seniority is determined by the order in which shareholders' names appear in the register for that share.
7. Any alteration or correction made to this form of proxy must be initialled by the signatory or signatories.
8. The return of this form will not prevent you from attending the meeting and voting in person.
9. This proxy must be received by the Company's Registrars:

**Computershare Investor Services Pty Ltd**

70 Marshall Street  
Johannesburg 2001

**OR**

PO Box 61051  
Marshalltown, 2107

not later than 12.00 pm (South African time) on Tuesday 02 August 2011.  
Proxy forms received after this time will not be valid.

**Directions to the offices of Investec plc, 2 Gresham Street, London**

Please take the underground to St Paul's tube. Leave the station via exit one and walk straight towards the Museum of London (along St Martin's Le Grand) and take the first street on your right.