Registration Number 3633621

Investec plc

Unaudited Interim Financial Statements

31 May 2012

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COMPANIES HOUSE

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DIRECTORATE AND CORPORATE INFORMATION

BOARD OF DIRECTORS
Sir David Prosser * (Joint Chairman)
Fani Titi * (Joint Chairman)
Stephen Koseff (Chief Executive Officer)
Bernard Kantor (Managing Director)
Sam E Abrahams *
George F O Alford *
Glynn R Burger (Risk and Finance Director)
Cheryl A Carolus *
Haruko Fukuda *
Ian R Kantor *
Mangalani Peter Malungani *
Bradley Fried *
Peter R S Thomas *
Peregrine K O Crosthwaite *
Olivia C Dickson *
Hendrik J Du Toit

* Non-executive

SECRETARY
David Miller

AUDITOR
Ernst & Young LLP
1 More London Place
London SE1 2AF

COMPANY REGISTRATION
Registration Number 3633621
Registered Office 2 Gresham Street
London, EC2V 7QP

PROFIT AND LOSS ACCOUNT

	Notes	Unaudited Period ended 31/5/12 £'000	Audited Year Ended 31/3/12 £'000
Dividends from group undertakings		47,500	64,500
Interest receivable from group undertaking		4,456	28,059
Interest payable – external		(769)	(8,063)
Interest payable to a fellow group undertaking		(4,794)	(29,326)
Other trading losses		(1,116)	(2,810)
Administrative expenses		(1,758)	(9,643)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		43,519	42,717
Taxation	2	925	6,500
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION		44,444	49,217

No information has been included in respect of the comparative period

There are no recognised gains or losses in the period other than those passed through the profit and loss account

There is no material difference between the results disclosed in the profit and loss account and the results on an unmodified historical cost basis

The accompanying notes form part of these unaudited interim financial statements

BALANCE SHEET
at 31 May 2012

	Notes	Unaudited 31/5/12 £'000	Audited 31/3/12 £'000
ASSETS			
Fixed assets			
Investments in subsidiaries	4	1,790,348	1,790,348
Current assets			
Amounts owed by group undertakings		561,224	559,549
Tax		24,678	23,753
Other debtors		93	21
Prepayments and accrued income		176	199
Cash at bank and in hand			
- balances with subsidiary undertaking		36,109	-
- balances with other banks		776	833
		623,056	584,355
Creditors: amounts falling due within one year			
Bank loans			
- with subsidiary undertaking	5	-	1,502
- with other banks	5	130,091	130,532
Amounts owed to group undertakings	5	764,369	769,033
Other liabilities		886	1,063
Accruals and deferred income		4,618	3,680
		899,964	905,810
Net assets		1,513,440	1,468,893
Capital and reserves			
Called up share capital	6/8	175	175
Perpetual preference shares	7/8	151	151
Share premium account	8	1,107,651	1,107,651
Capital reserve	8	356,292	356,292
Profit and loss account	8	49,171	4,624
Equity shareholders' funds		1,513,440	1,468,893

The accompanying notes form part of the unaudited interim financial statements

The financial statements on pages 2 to 10 were approved by the board on 15 June 2012 and signed on its behalf by

Glynn R Burger
Risk and Finance Director

NOTES TO THE UNAUDITED INTERIM FINANCIAL STATEMENTS
at 31 May 2012

1 **ACCOUNTING CONVENTION**

The unaudited interim financial statements have been properly prepared to comply with sections 395 to 397 Companies Act 2006 and in accordance with the accounting policies set out in the company's audited Financial Statements as at 31 March 2012 for the purposes of establishing that the company has distributable reserves to meet proposed dividends

2 **TAXATION**

	Unaudited 31/5/12 £'000	**Audited 31/3/12 £'000**
Current period tax credit	(925)	(4,955)
Prior year adjustment	-	(1,545)
	(925)	(6,500)

The effective rate for the period is different from the standard rate of UK corporation tax due to the following items

	31/5/12 £'000	**31/3/12 £'000**
Tax on profit on ordinary activities at UK rate of 24% (26%)	10,445	11,106
Intra-group dividends	(11,400)	(16,770)
Expenses not deductible for tax purposes	30	709
	(925)	(4,955)

3 **DIVIDENDS PAID**

	31/5/12 £'000	**31/3/12 £'000**
Ordinary dividend		
Final dividend for prior year	-	21,641
Interim dividend for current year	-	16,850
Total dividend attributable to ordinary shareholder	-	38,491
Sterling denominated perpetual preference dividend		
Final dividend for prior year	-	1,128
Interim dividend for current year	-	1,134
Dividend attributable to perpetual preference shareholders	-	2,262
Rand denominated perpetual preference dividend		
Final dividend for prior year	-	-
Interim dividend for current year	-	390
Dividend attributable to perpetual preference shareholders	-	390
Total dividend attributable to perpetual preference shareholders	-	2,652

NOTES TO THE UNAUDITED INTERIM FINANCIAL STATEMENTS
at 31 May 2012

3 DIVIDENDS PAID (continued)

A final dividend has been declared by the board in respect of the year ended 31 March 2012 Shareholders in Investec plc will receive a distribution of 9 0 pence (31 March 2011 9 0 pence) per ordinary share, which will be paid as follows

- for non-South African resident Investec plc shareholders, through a dividend payment by Investec plc of 9 0 pence per ordinary share
- for South African resident shareholders of Investec plc, through a dividend payment by Investec plc of 1 5 pence per ordinary share and through a dividend paid, on the SA DAS share equivalent to 7 5 pence per ordinary share

Subject to confirmation at the Company's AGM on 2 August 2012, the final dividend will be payable on 6 August 2012 to shareholders on the register at the close of business on Friday 27 July 2012

A preference dividend has been declared for the period 1 October 2011 to 31 March 2012 amounting to 7 52 pence per preference share payable to holders of the non-redeemable non-cumulative non-participating preference shares as recorded in the books of the company at the close of business on Friday 15 June 2012 For shares trading on the Johannesburg Stock Exchange (JSE), the dividend of 7 52 pence per share is equivalent to a gross dividend of 100 cents per share, which has been determined using the Rand/Pound Sterling average buy/sell forward rate as at 11h00 (SA time) on Wednesday 16 May 2012

A Rand denominated preference dividend has been declared for the period 1 October 2011 to 31 March 2012 amounting to a gross dividend of 428 67 cents per preference share payable to holders of the Rand denominated non-redeemable non-cumulative non-participating preference shares as recorded in the books of the company at the close of business on Friday 15 June 2012

NOTES TO THE UNAUDITED INTERIM FINANCIAL STATEMENTS
at 31 May 2012

4. INVESTMENTS IN SUBSIDIARIES

	Subsidiaries £'000
At 1 April 2012 and 31 May 2012	1,790,348

The principal subsidiary undertakings of the company given below are 100% owned and registered in England and Wales and incorporated in the United Kingdom, unless otherwise stated

Principal subsidiary undertakings	Country	Principal activity	Interest
Investec Bank (Australia) Limited	Australia	Banking institution	
Investec Holdings (UK) Limited		Holding company	
Investec Holding Company Limited*		Investment holding	
Investec Bank plc		Banking institution	
Investec Tier 1 (UK) LP*		Preferred Securities issuer	
Investec Group (UK) PLC		Holding company	
Investec Asset Finance PLC		Leasing company	
Investec Finance (Jersey) Limited*	Jersey	Debt issuer	
Leasedirect Finance Limited		Finance broker	81 3%
Investec Finance plc		Debt issuer	
Investec Group Investments (UK) Limited		Investment holding	
Investec Bank (Channel Islands) Limited	Guernsey	Banking institution	
Investec Bank (Switzerland) AG	Switzerland	Banking institution	
Investec Trust Holdings AG	Switzerland	Investment holding	
Investec Trust (Switzerland) SA	Switzerland	Trust company	
Investec Trust (Jersey) Limited	Jersey	Trust company	
Investec Asset Management Limited		Asset management	
Investec 1 Limited*		Investment holding	
Investec Ireland Ltd	Ireland	Financial services	
Investec Securities (US) LLC	USA	Financial services	
Kensington Group plc		Financial services	
Kensington Mortgages Limited		Financial services	
Newbury Park Mortgage Funding Limited		Financial services	
Rensburg Sheppards plc		Holding company	
Investec Wealth & Investment Limited		Stockbroking and portfolio management	
St James's Park Mortgage Funding Limited		Financial services	
Start Mortgages Limited	Ireland	Financial services	
Investec Experien Pty Limited	Australia	Financial services	
Guinness Mahon & Co Limited		Investment holding	
Evolution Group plc		Investment holding	
Evolution Securities Limited		Investment banking	
Williams de Broe Limited		Stockbroking and portfolio management	
Investec Capital Asia Limited	Hong Kong	Investment banking	

* Directly held by Investec plc

NOTES TO THE UNAUDITED INTERIM FINANCIAL STATEMENTS
at 31 May 2012

5 BANK LOANS AND AMOUNTS OWED TO GROUP UNDERTAKINGS
Medium term currency bank loans

	Unaudited 31/5/12 £'000	Audited 31/3/12 £'000
Euro denominated	84,583	87,079
US Dollar denominated	45,508	43,453
	130,091	130,532

The company drew down Euro denominated loans of €105m on 7 March 2011 These loans bear interest at fixed margins above three month EURIBOR and are repayable on 14 August 2012 The company drew down US Dollar denominated loans of $70m on 7 March 2011 The two loans of $35m bear interest at fixed margins above three month UK LIBOR and are repayable on 25 August 2012 and 3 September 2012

Amounts owed to group undertakings
These comprise £171m due to Investec Tier 1 (UK) LP representing the proceeds of the issue by that entity in 2005 of perpetual preferred securities and £593m interest free loan from Investec plc's wholly owned direct subsidiary Investec Holding Company Limited This company is not trading and this balance effectively represents its share capital and reserves being lent back to its parent Investec plc

On 24 June 2005, Investec Tier 1 (UK) LP, a limited partnership organised under the Laws of England and Wales of which the company is the general partner, issued €200,000,000 Fixed/Floating Rate Guaranteed Non-voting Non-cumulative Perpetual Preferred Securities guaranteed by the company On 24 June 2005, the company issued €200,000,000 Fixed/Floating Rate Perpetual Subordinated Notes ("the Notes") to Investec Tier 1 (UK) LP The Notes bear interest at 7 075 per cent per annum until 24 June 2015, at which date the Notes are redeemable at the option of the company From 24 June 2015, the Notes will bear interest at Three Month EURIBOR plus 5 625 per cent

In the event that the company's total capital ratio falls, or in the opinion of the directors is likely to fall, below the minimum ratio required by Capital Adequacy Regulations, the Preferred Securities shall be substituted by fully paid preference shares issued directly by the company

NOTES TO THE UNAUDITED INTERIM FINANCIAL STATEMENTS
at 31 May 2012

6 CALLED UP SHARE CAPITAL

Number of ordinary shares of £0.0002 each	**Number**
At 1/4/12 and 31/5/12	598,339,612
Nominal value of ordinary shares of £0 0002 each	**£'000**
At 1/4/12 and 31/5/12	120
Number of special converting shares of £0.0002 each	**Number**
At 1/4/12 and 31/5/12	276,020,221
Nominal value of special converting shares of £0.0002 each	**£'000**
At 1/4/12 and 31/5/12	55
Number of UK DAN shares of £0.001 each	**Number**
At 1/4/12 and 31/5/12	1
Nominal value of UK DAN shares of £0.001 each	**£'000**
At 1/4/12 and 31/5/12	*
Number of UK DAS shares of £0.001 each	**Number**
At 1/4/12 and 31/5/12	1
Nominal value of UK DAS shares of £0 001 each	**£'000**
At 1/4/12 and 31/5/12	*
Number of special voting shares of £0.001 each	**Number**
At 1/4/12 and 31/5/12	1
Nominal value of special voting shares £0 001 each	**£'000**
At 1/4/12 and 31/5/12	*

* Less than £1,000

NOTES TO THE UNAUDITED INTERIM FINANCIAL STATEMENTS
at 31 May 2012

7 PERPETUAL PREFERENCE SHARES

	Unaudited 31/5/12 £'000	Audited 31/3/12 £'000
Perpetual preference share capital	151	151
Perpetual preference share premium	149,449	149,449
	149,600	149,600
Issued – sterling denominated		
9,381,149 (31 3 12 9,381,149) non-redeemable, non-cumulative, non-participating preference shares of £0 01 each, issued at a premium of £8 58 per share		
- Preference share capital	94	94
- Preference share premium	79,490	79,490
5,700,000 (31 3 12 5,700,000) non-redeemable, non-cumulative, non-participating preference shares of £0 01 each, issued at a premium of £8 86 per share		
- Preference share capital	57	57
- Preference share premium	49,917	49,917

Sterling denominated preference shareholders will receive a dividend, if declared, based on the coupon rate (being equivalent to the UK base rate plus 1%) multiplied by the deemed value on a daily basis and payable in two semi-annual instalments

An ordinary dividend will not be declared by Investec plc unless the sterling preference dividend has been declared If declared, preference dividends are payable semi-annually at least seven business days prior to the date on which Investec plc pays its ordinary dividends, if any, but shall be payable no later than 120 business days after 31 March and 30 September respectively

Issued – rand denominated		
1,859,900 (31 3 12 1,859,900) non-redeemable, non-cumulative, non-participating perpetual preference shares of ZAR 0 001 each, issued at a premium of ZAR 99 999 per share on 29 June 2011		
- Preference share capital	-	-
- Preference share premium	16,601	16,601
416,040 (31 3 12 416,040) non-redeemable, non-cumulative, non-participating perpetual preference shares of ZAR 0 001 each, issued at a premium of ZAR 99 999 per share on 11 August 2011		
- Preference share capital	-	-
- Preference share premium	3,441	3,441
	149,600	149,600

Rand denominated preference shareholders will receive a dividend, if declared, based on the coupon rate (being equivalent to South African prime rate multiplied by 95%) multiplied by the deemed value on a daily basis and payable in two semi-annual instalments

An ordinary dividend will not be declared by Investec plc unless the Rand perpetual preference dividend has been declared If declared, preference dividends are payable semi-annually at least seven business days prior to the date on which Investec plc pays its ordinary dividends, if any, but shall be payable no later than 120 business days after 31 March and 30 September respectively

NOTES TO THE UNAUDITED INTERIM FINANCIAL STATEMENTS
at 31 May 2012

8. UNAUDITED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY

	Share capital	Perpetual preference shares	Share premium	Capital reserve	Profit and loss account	Total reserves
	£'000	£'000	£'000	£'000	£'000	£'000
At 1 Apnl 2012	175	151	1,107,651	356,292	4,624	1,468,893
Share based payments	-	-	-	-	103	103
Profit for the penod					44,444	44,444
At 31 May 2012	175	151	1,107,651	356,292	49,171	1,513,440

9. POST BALANCE SHEET EVENTS

On 11 June 2012 Investec completed the acquisition of a majority interest in Neontar Limited (parent of NCB group) The consideration for the shares will be an amount equal to £4 35 million plus the net asset value of Neontar Limited at completion estimated at €28 million There may also be deferred payments to sellers, dependent on the recovery of certain amounts by NCB group