

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 George Francis Onslow Alford as a director of Investec plc and Investec Limited.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To re-elect Glynn Robert Burger as a director of Investec plc and Investec Limited.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To re-elect Cheryl Ann Carolus as a director of Investec plc and Investec Limited.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect Peregrine Kenneth Oughton Crosthwaite as a director of Investec plc and Investec Limited.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect Olivia Catherine Dickson as a director of Investec plc and Investec Limited.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect Hendrik Jacobus du Toit as a director of Investec plc and Investec Limited.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect Bradley Fried as a director of Investec plc and Investec Limited.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-elect Haruko Fukuda, OBE as a director of Investec plc and 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.	<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.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To re-elect Stephen Koseff as a director of Investec plc and 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.	<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.	<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.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. To re-elect Fani Titi as a director of Investec plc and Investec Limited.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16. To elect David Friedland, whose appointment as a director of Investec plc and Investec Limited terminates at the end of the annual general meeting.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17. To approve the Dual Listed Companies ("DLC") remuneration report for the year ended 31 March 2013.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
18. To present the DLC report by the chairman of the audit committee for the year ended 31 March 2013.	Non-voting resolution		
19. To present the DLC report by the chairman of the social and ethics committee for the year ended 31 March 2013.	Non-voting resolution		
20. Authority to take action in respect of the resolutions.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Ordinary Business: Investec Limited			
21. To present the audited financial statements of Investec Limited for the year ended 31 March 2013, together with the reports of the directors and the auditors.	Non-voting resolution		
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 2012.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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 2012.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
24. Subject to the passing of resolution no. 44 to declare a final dividend on the ordinary shares and the SA DAS share in Investec Limited for the year ended 31 March 2013.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
25. To re-appoint Ernst & Young Inc. as joint auditors of Investec Limited.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
26. To re-appoint KPMG Inc. as joint auditors of Investec Limited.	<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 08 August 2013 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 accept no liability for any instruction that does not comply with these conditions.

E1455

For Against Abstain

Special Business: Investec Limited

Ordinary Resolutions

- 27. Directors' authority to issue up to 5% of the unissued ordinary shares.
- 28. Directors' authority to issue the unissued variable rate, cumulate, redeemable preference shares.
- 29. Directors' authority to issue the unissued non-redeemable, non-cumulative, non-participating preference shares and the special convertible redeemable preference shares.
- 30. Directors' authority to issue the unissued special convertible redeemable preference shares.

Ordinary Resolution with a 75% majority

- 31. Directors' authority to allot and issue ordinary shares for cash in respect of 5% of the unissued ordinary shares.

Special Resolutions

- 32. Special resolution No 1: Directors' authority to acquire ordinary shares.
- 33. Special resolution No 2: Financial Assistance.
- 34. Special resolution No 3: Directors' remuneration.
- 35. Special resolution No 4: Amendment to Memorandum of Incorporation ("Mol").
- 36. Special resolution No 5: Deletion of clause 3.2 of the Mol.
- 37. Special resolution No 6: Amendment to clauses 34.2, 153.1(g) and 155.2(j) of the Mol.
- 38. Special resolution No 7: Increase in authorised share capital.
- 39. Special resolution No 8: Amendment to Annexure A of the Mol.
- 40. Special resolution No 9: Amendment to the Mol.

Ordinary Resolution

- 41. Directors' authority to allot and issue the new non-redeemable, non-cumulative, non-participating preference shares.

Investec plc

Ordinary Business: Investec plc

- 42. To receive and adopt the audited financial statements of Investec plc for the year ended 31 March 2013, together with the reports of the directors and of the auditors.
- 43. 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 2012.
- 44. 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 2013.
- 45. To re-appoint Ernst & Young LLP as auditors of Investec plc and to authorise the directors of Investec plc to fix their remuneration.

Special Business: Investec plc

Ordinary Resolution

- 46. Directors' authority to allot shares and other securities.

Special Resolutions

- 47. Special resolution No 10: Directors' authority to allot ordinary shares for cash.
- 48. Special resolution No 11: Directors' authority to purchase ordinary shares.
- 49. Special resolution No 12: Directors' authority to purchase preference shares.
- 50. Special resolution No 13: Adoption of new Articles of Association.

Ordinary resolution

- 51. Political donations.

Notes

1. A shareholder entitled to attend and vote at the general meeting is entitled to appoint a proxy (who need not be a shareholder of the Company) to attend, and, on a poll, to vote in the shareholder's place. Each resolution is to be decided on a poll and a shareholder 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 shareholders only one need sign. If more than one joint shareholder 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 12.00pm (South African time) on Tuesday 06 August 2013. 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.