

# Investec plc

## Form of Proxy (UK)

### Ordinary business : Investec plc

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

### Ordinary resolution

For      Against      Abstain

1. To approve the Rules of the Investec plc Executive Incentive Plan 2013.



Before completing this form, please see the explanatory notes.

I/We hereby appoint the Chairman of the Meeting OR the following person:  
(The proxy need not be a shareholder 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 general meeting of Investec plc to be held at 2 Gresham Street, London EC2V 7QP at 12.30 pm (UK 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 shareholder may sign

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.

E1456



## 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. To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 48 hours before the time appointed for holding the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
9. The return of this form will not prevent you from attending the meeting and voting in person.
10. This proxy must be received by the Company's Registrars:

**Computershare Investor Services PLC**

The Pavilions,  
Bridgwater Road,  
Bristol, BS99 6ZY

not later than 12.30 pm (United Kingdom 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.