

# Investec plc

## Form of Proxy (UK)

### Common business: Investec plc and Investec Limited

		For	Against	Abstain
1	To re-elect Zarina Bibi Mahomed Bassa 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 Laurel Charmaine Bowden as a director of Investec plc and 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	<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	<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 David Friedland as a director of Investec plc and Investec Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8	To re-elect Charles Richard Jacobs 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 Lord Malloch-Brown as a director of Investec plc and Investec Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13	To re-elect Khumo Lesego Shuenyane as a director of Investec plc and Investec Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14	To re-elect Fani Titi as a director of Investec plc and Investec Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15	To approve the dual listed companies' (DLC) directors' remuneration report (other than the part containing the directors' remuneration policy) for the year ended 31 March 2017	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16	Authority to take action in respect of the resolutions	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

### Ordinary business: Investec Limited

17	To present the audited financial statements of Investec Limited for the year ended 31 March 2017, together with the reports of the directors, the auditors, the chairman of the audit committee and the chairman of the social and ethics committee	Non-voting resolution		
18	To sanction the interim dividend paid by Investec Limited on the ordinary shares in Investec Limited for the six-month period ended 30 September 2016	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
19	Subject to the passing of resolution No 31, to declare a final dividend on the ordinary shares and the SA DAS share in Investec Limited for the year ended 31 March 2017	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
20	To reappoint Ernst & Young Inc. as joint auditors of Investec Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
21	To reappoint KPMG Inc. as joint auditors of Investec Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

### Special business: Investec Limited Ordinary resolutions

22	Directors' authority to issue up to 5% of the unissued ordinary shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
23	Directors' authority to issue the unissued variable rate, cumulative, redeemable preference shares and the unissued non-redeemable, non-cumulative, non-participating preference shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
24	Directors' authority to issue the unissued special convertible redeemable preference shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

### Special resolutions

25	Special resolution No 1: Directors' authority to acquire ordinary shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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MR SAM SAMPLE  
DESIGNATION (IF ANY)  
MR JOINT HOLDER 1  
ADD1  
ADD2  
ADD3  
ADD4

#### 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 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 11.00 am (UK time) on Thursday 10 August 2017 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

2
0
1
7

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.



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	For	Against	Abstain
26 Special resolution No 2: Directors' authority to acquire Class ILRP2 redeemable, nonparticipating preference shares, any other redeemable, non-participating preference shares and non-redeemable, non-cumulative, non-participating preference shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
27 Special resolution No 3: Financial assistance	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
28 Special resolution No 4: Non-executive directors' remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Investec plc</b>			
<b>Ordinary business: Investec plc</b>			
29 To receive and adopt the audited financial statements of Investec plc for the year ended 31 March 2017, together with the reports of the directors and the auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
30 To sanction the interim dividend paid by Investec plc on the ordinary shares in Investec plc for the six-month period ended 30 September 2016	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
31 Subject to the passing of resolution No 19, to declare a final dividend on the ordinary shares in Investec plc for the year ended 31 March 2017	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
32 To reappoint Ernst & Young LLP as auditors of Investec plc and to authorise the directors of Investec plc to fix their remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Special business: Investec plc</b>			
<b>Ordinary resolution</b>			
33 Directors' authority to allot shares and other securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Special resolutions</b>			
34 Special resolution No 5: Directors' authority to purchase ordinary shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
35 Special resolution No 6: Authority to purchase preference shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Ordinary resolution</b>			
36 Political donations	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

#### Notes

1. A shareholder entitled to attend and vote at the Annual 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 "Abstain" option is provided to enable you or your proxy to abstain from voting on any resolution. However, it should be noted that a vote to Abstain is not a vote in law and will not be counted in the calculation of the proportion of votes cast "For" or "Against" a resolution.
3. The date must be filled in on this form of proxy when it is signed.
4. 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.
5. 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).
6. 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).
7. 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.
8. Any alteration or correction made to this form of proxy must be initialled by the signatory or signatories.
9. 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.
10. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions as described in the CREST Manual (available via [www.euroclear.com/CREST](http://www.euroclear.com/CREST)). The message, regardless of whether it constitutes the appointment of proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID 3RA50) by the latest time for receipt of proxy appointments specified in Note 12 below. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
11. The return of this form will not prevent you from attending the meeting and voting in person.
12. This proxy must be received by the Company's Registrars:

#### Computershare Investor Services PLC

The Pavilions,  
Bridgwater Road,  
Bristol, BS99 6ZY

not later than 11.00 am (UK time) on Tuesday 08 August 2017. 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.