

**Investec Limited**

Incorporated in the Republic of South Africa  
Registration number 1925/002833/06  
JSE share code: INL  
NSX share code: IVD  
BSE share code: INVESTEC  
ISIN: ZAE000081949  
LEI: 213800CU7SM6O4UWOZ70

**Investec plc**

Incorporated in England and Wales  
Registration number 3633621  
LSE share code: INVp  
JSE share code: INP  
ISIN: GB00B17BBQ50  
LEI: 2138007Z3U5GWDN3MY22

As part of the dual listed company structure, Investec plc and Investec Limited (together the "Investec Group") notify both the London Stock Exchange and the JSE Limited of matters which are required to be disclosed under the Disclosure Guidance and Transparency Rules, and Listing Rules of the Financial Conduct Authority (the "FCA") and/or the JSE Listings Requirements.

The UK Corporate Governance Code requires companies to provide an update within six months of a general meeting where more than 20% of shareholders have voted against a resolution. This statement provides an update on our shareholder engagement and the actions we are taking, accordingly, we advise of the following:

**Update statement with respect to votes received at the Annual General Meetings  
("AGM") of Investec Limited and Investec plc (together the "Group") and change to  
Auditor**

At the AGM on 5 August 2021, resolution 15 (approval of the DLC directors' remuneration report for the year ended 31 March 2021), resolution 23 (re-appointment of Ernst & Young ("EY") Inc. as joint auditors of Investec Limited), resolution 24 (re-appointment of KPMG Inc. as joint auditors of Investec Limited) and resolution 38 (political donations), passed with a less than 80% majority.

The Boards of Directors of Investec plc and Investec Limited (the "Board") recognise that effective communication is integral in building stakeholder value and are committed to providing meaningful, transparent, timely and accurate financial and non-financial information to our stakeholders. In addition to formal, written communication, executive management and non-executive board members continue to engage with our shareholders on a regular basis.

Commenting on the less than 80% vote received for the Group's Remuneration Report

We consulted with shareholders in early 2021 to obtain their input on our new three year remuneration policy. We further engaged with shareholders during July 2021 to discuss the Group's final remuneration policy and the 2021 remuneration outcomes. The Board were pleased to receive strong support for the Group's new remuneration policy, at 86.17%. We anticipate that the material increase in support for our new remuneration policy at the AGM will translate into an increased level of votes in favour of our future remuneration reports.

We will continue with the annual programme of engagement with our shareholders with a view to ensuring that future remuneration policies and resultant outcomes are reflective of business performance and the experience of our stakeholders while balancing this with an increasingly competitive labour market.

Commenting on the less than 80% vote received for the re-appointments of EY Inc. and KPMG Inc. as joint auditors of Investec Limited

EY LLP are the current external auditors of Investec plc, with the re-appointment of EY LLP receiving a vote for of 80.10% at the AGM on 5 August 2021.

As required by the South African Prudential Authority, Investec Limited has to appoint joint external auditors. EY Inc. and KPMG Inc. are the current joint auditors of Investec Limited.

The Investec Limited Audit Committee considered the implications of the Mandatory Audit Firm Rotation (“MAFR”) rule as issued by the Independent Regulatory Board for Auditors (“IRBA”), the requirements of the South African Companies Act No. 71 of 2008, as amended, and the state of the audit profession in South Africa including reputational or apparent audit failure perceptions. The views expressed by shareholders have been a key consideration balanced with the implications of having joint auditors and the risks inherent to an audit transition.

Based on this assessment, following a comprehensive tender process PricewaterhouseCoopers (“PwC”) Inc. was nominated as one of the new joint external auditors of Investec Limited for the financial year starting 1 April 2023. It is intended that PwC Inc. will replace KPMG Inc. as one of the joint external auditors of Investec Limited. The appointment of PwC Inc. and the designated audit partner is subject to regulatory approval from the South African Prudential Authority.

The appointment of PwC Inc. as one of the joint external auditors of Investec Limited will be recommended to ordinary shareholders at the AGM to be held in August 2022. A formal transition process will commence during 2022, whereby PwC Inc. will observe the full audit cycle performed by the incumbent joint external auditors.

A competitive tender process for the second rotation will commence during 2022, with the second incoming audit firm to perform the first audit for the financial year starting 1 April 2025, in accordance with the MAFR rules as published by the IRBA. It is intended that the second incoming audit firm will replace EY Inc. as one of the joint external auditors of Investec Limited. At this point, a decision will also be taken as to the audit firm responsible for the audit of the Group and Investec plc, with that firm to replace EY LLP for the financial year starting 1 April 2024.

Commenting on the less than 80% vote received for authority to make political donations and to incur political expenditure

As stated in the notices to the AGMs, Investec plc does not give any money for political purposes in the UK nor does it make any donations to UK political organisations or incur UK political expenditure. However, the definitions of political donations and political expenditure used in the UK Companies Act 2006 (“UK Companies Act”) are very wide. In line with UK market practice, the authority is therefore requested only as a precautionary measure to ensure that Investec plc and any company which is or becomes a subsidiary of Investec plc does not inadvertently breach the relevant provisions of the UK Companies Act.

For further information, please contact:

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Johannesburg and London

Date: 3 February 2022

Sponsor: Investec Bank Limited