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COMPANIES FORM No. 123

Notice of increase in nominal capital

123

CHFP025

Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

To the Registrar of Companies
(Address overleaf)

For official use

Company number

Please complete
legibly, preferably
in black type, or
bold block lettering

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3633621

Name of company

* INVESTEC PLC

* insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company

dated 5 JULY 2002 the nominal capital of the company has been

increased by £ 55,500 beyond the registered capital of £ 162,000.

A copy of the resolution authorising the increase is attached. †

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follows :

THAT subject to the passing of resolutions 3, 4, 5, 7 and 8 and conditional upon, and with effect from,
the unbundling of the Ordinary Shares of the Company by Investec Group Limited the authorised share
capital of the Company be increased by the creation of

- (i) one Special Voting Share of £0.001 in the capital of the Company;
- (ii) one UK DAS Share of £0.001 in the capital of the Company;
- (iii) one UK DAN Share of £0.001 in the capital of the Company; and,
- (iv) 55,500,000 Special Converting Shares of £0.001 each in the capital of the Company, each having
the rights set out in the DLC Structure Articles of Association of the Company proposed to be adopted
pursuant to resolution 8;

Please tick here if
continued overleaf

X

Signed

Designation † SECRETARY

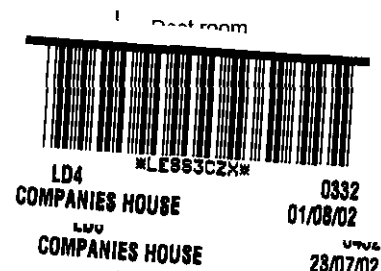
Date 23 July 02

Presenter's name address and
reference (if any) :

LINKLATERS (GRES)
LINKLATERS
ONE SILK STREET
LONDON
EC2Y 8HQ

TEL: 0207 456 2000

For official Use
General Section



Notes

The address for companies registered in England and Wales or Wales is:-

The Registrar of Companies
Companies House
Crown Way
Cardiff
CF14 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies
Companies House
37 Castle Terrace
Edinburgh
EH1 2EB

Subject to passing of resolutions 3, 4, 5, 7 and 8 and resolution 6 becoming unconditional, the authorised share capital of the Company will be £217,500.003 divided into 112,000,000 Ordinary Shares of £0.001 each, 50,000,000 Deferred Shares of £0.001 each, 55,500,000 Special Converting Shares of £0.001 each, one £0.001 UK DAS Share, one £0.001 UK DAN Share and one £0.001 Special Voting Share.