

The Companies Acts 1985 to 2006

Company Limited by Shares

Resolutions of Investec PLC (the "Company")

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COMPANIES HOUSE

At the Annual General Meeting of the Company duly convened and held at 2 Gresham Street, London EC2V 7QP on 13th August 2009 the following Resolutions of which Resolutions 1 to 14 (inclusive), 18 to 19, 29 to 34 (inclusive), 37 to 39 (inclusive) were duly passed as ordinary resolutions of the Company, and Resolutions 15 to 17 (inclusive), 20 to 28 (inclusive), 35 to 36 (inclusive) and 40 were duly passed as special resolutions of the Company.

Resolution	Carried/ Not Carried
Investec Limited	
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	
1. To re-elect Samuel Ellis Abrahams as a director of Investec plc and Investec Limited in accordance with the provisions of the Articles of Association of Investec plc and Investec Limited	Carried
2. To re-elect Hugh Sidney Herman as a director of Investec plc and Investec Limited in accordance with the provisions of the Articles of Association of Investec plc and Investec Limited	Carried
3. To re-elect Ian Robert Kantor as a director of Investec plc and Investec Limited in accordance with the provisions of the Articles of Association of Investec plc and Investec Limited	Carried
4. To re-elect Stephen Koseff as a director of Investec plc and Investec Limited in accordance with the provisions of the Articles of Association of Investec plc and Investec Limited	Carried
5. To re-elect Sir David Prosser as a director of Investec plc and Investec Limited in accordance with the provisions of the Articles of Association of Investec plc and Investec Limited	Carried
6. To re-elect Peter Richard Suter Thomas as a director of Investec plc and Investec Limited in accordance with the provisions of the Articles of Association of Investec plc and Investec Limited	Carried
7. Directors' authority to take action in respect of the resolutions	Carried
Ordinary Business: Investec Limited	
8. To receive and adopt the audited financial statements of Investec Limited for the year ended 31 March 2009, together with the reports of the directors of Investec Limited and of the auditors of Investec Limited	Carried
9. To determine, ratify and approve the remuneration of the directors of Investec Limited for the year ended 31 March 2009	Carried

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Resolution	Carried/ Not Carried
10. 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 2008	Carried
11. 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 2008	Carried
12. To declare a final dividend on the ordinary shares and the dividend access (South African Resident) redeemable preference share ("SA DAS share") in Investec Limited for the year ended 31 March 2009 of an amount equal to that recommended by the directors of Investec Limited	Carried
13. To re-appoint Ernst & Young Inc. as joint auditors of Investec Limited and to authorise the directors of Investec Limited to fix their remuneration	Carried
14. To re-appoint KPMG Inc. as joint auditors of Investec Limited and to authorise the directors of Investec Limited to fix their remuneration	Carried
Special Business: Investec Limited	
Ordinary Resolutions	
15. Placing 5% of the unissued ordinary shares under the control of the directors	Carried
16. Placing 5% of the unissued Class "A" variable rate compulsorily convertible non-cumulative preference shares under the control of the directors	Carried
17. Placing the remaining unissued shares, being the variable rate cumulative redeemable preference shares, the non-redeemable, non-cumulative, non-participating preference shares and the special convertible redeemable preference shares under the control of the directors	Carried
Ordinary Resolutions with a 75% majority	
18. Directors' authority to allot and issue ordinary shares for cash in respect of 5% of the unissued ordinary shares	Carried
19. Directors' authority to allot and issue Class "A" variable rate compulsorily convertible non-cumulative preference shares for cash in respect of 5% of the unissued Class "A" variable rate compulsorily convertible non-cumulative preference shares	Carried

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Resolution	Carried/ Not Carried
Special Resolutions: Investec Limited	
20. Directors' authority to acquire ordinary shares and perpetual preference shares	Carried
21. Increase in share capital: Number of ordinary shares	Carried
22. Increase in share capital: Number of special convertible redeemable preference shares	Carried
23. Amendment to Memorandum of Association to reflect increase in authorised share capital	Carried
24. Amendment to Articles of Association: Annual and General Meetings	Carried
25. Amendment to Articles of Association: Contents of Notice of General Meetings	Carried
26. Amendment to Articles of Association: Votes attaching to shares	Carried
27. Amendment to Articles of Association: Timing for the deposit of form of proxy	Carried
28. Amendment to Articles of Association: Rights of proxy	Carried
Investec plc	
Ordinary Business: Investec plc	
29. To receive and adopt the audited financial statements of Investec plc for the year ended 31 March 2009, together with the reports of the directors of Investec plc and of the auditors of Investec plc	Carried
30. To approve the remuneration report of Investec plc for the year ended 31 March 2009	Carried
31. 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 2008	Carried
32. To declare a final dividend on the ordinary shares in Investec plc for the year ended 31 March 2009 of an amount equal to that recommended by the directors of Investec plc	Carried
33. To re-appoint Ernst & Young LLP as auditors of Investec plc and to authorise the directors of Investec plc to fix their remuneration	Carried
Special Business: Investec plc	
Ordinary Resolution	

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34. Directors' authority to allot shares and other securities	Carried
Special Resolutions: Investec plc	
35. Directors' authority to allot ordinary shares for cash	Carried
36. Directors' authority to purchase ordinary shares	Carried
Ordinary Resolutions	
37. Political Donations	Carried
38. Increase in share capital: Number of ordinary shares	Carried
39. Increase in share capital: Number of special converting shares	Carried
Special Resolution: Investec plc	
40. Amendments to the Articles of Association	Carried


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Mr. David Miller (Company Secretary)

Date: 13 August 2009