

**The Companies Act 2006**  
**COMPANY LIMITED BY SHARES**  
**RESOLUTIONS**  
**OF**

SATURDAY



A17      \*A2D0EDQ8\*      #329  
20/07/2013  
COMPANIES HOUSE

**INVESTEC PLC (the 'Company')**

**Passed on 09 July 2013**

**At the GENERAL MEETING of the Company held on Tuesday 09 July 2013 at 11.00am the following Resolutions were duly passed of which resolution 1 was duly passed as an ORDINARY RESOLUTION and resolution 2 as a SPECIAL RESOLUTION of the Company:**

**1      Ordinary resolution: Approval of the Transaction**

**Resolved that:**

The Transaction, on the terms and subject to the conditions set out in the Transaction Agreements (both as defined in the circular to shareholders dated 23 May 2013 (the "Circular")), be and is hereby approved and the Independent Investec Directors (as defined in the Circular) (or a committee of the Independent Investec Directors) be and are hereby authorities to waive, amend, vary or extend any of the terms of the Transaction Agreements (save where such waiver, amendment, variation or extension is material to Investec in the context of the Transaction taken as a whole) and to do all things as they may, in their absolute discretion, consider to be necessary or desirable to implement and give effect to, or otherwise in connection with, the Transaction and any matters incidental to the Transaction

**2.      Special Resolution: Special resolution in terms of sections 44 and 45 of the SA Act to provide specific authority for the provision of financial assistance in relation to the Transaction**

**Resolved that:**

Subject to the passing of resolution No 1 and to the extent required and in compliance with the SA Act, the Listings Requirements of the JSE Limited, and the requirements of Investec Limited's Memorandum of Incorporation, each as presently constituted and amended from time to time, the board of Investec Limited may authorise Investec Limited to provide financial assistance to some or all of the Participants (as defined in the Circular), as more fully contemplated in Part III of the Circular to which this form of proxy is attached. The Independent Investec Directors (or a committee of the Independent Investec Directors) be and are hereby authorised to waive, amend, vary or extend any of the terms of such financial assistance and to do all things as they may, in their absolute discretion, consider to be necessary or desirable to implement and give effect to, or otherwise in connection with, the financial assistance and any matters incidental thereto

**David Miller**  
**Company Secretary**  
**15 July 2013**