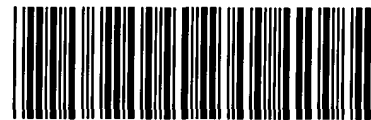


SH01

Return of allotment of shares

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05/07/2018

#4

COMPANIES HOUSE

☒ **What this form is for**
You may use this form to give
notice of shares allotted following
incorporation.

☐ **What this form is NOT for**
You cannot use this form to give
notice of shares taken by subscribers
on formation of the company or
for an allotment of a new class of
shares by an unlimited company.

For further information, please
refer to our guidance at
www.gov.uk/companieshouse

1 Company details

Company number 0 3 6 3 3 6 2 1

Company name in full Investec plc

→ Filling in this form

Please complete in typescript or in
bold black capitals.

All fields are mandatory unless
specified or indicated by *

2 Allotment dates ¹

From Date ^d2 ^d2 ^m0 ^m6 ^y2 ^y0 ^y1 ^y8
To Date ^d ^d ^m ^m ^y ^y ^y ^y

1 Allotment date

If all shares were allotted on the
same day enter that date in the
'from date' box. If shares were
allotted over a period of time,
complete both 'from date' and 'to
date' boxes.

3 Shares allotted

Please give details of the shares allotted, including bonus shares.
(Please use a continuation page if necessary.)

2 Currency

If currency details are not
completed we will assume currency
is in pound sterling.

Currency ²	Class of shares (E.g. Ordinary/Preference etc.)	Number of shares allotted	Nominal value of each share	Amount paid (including share premium) on each share	Amount (if any) unpaid (including share premium) on each share
GBP	Investec plc Ordinary shares	10,609,172	0.0002	5.44	0.00
GBP	Investec plc Special Converting	8,181,965	0.0002	0.0002	0.00

If the allotted shares are fully or partly paid up otherwise than in cash, please
state the consideration for which the shares were allotted.

Continuation page

Please use a continuation page if
necessary.

Details of non-cash
consideration.

If a PLC, please attach
valuation report (if
appropriate)

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Return of allotment of shares

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Statement of capital

Complete the table(s) below to show the issued share capital at the date to which this return is made up.

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

Please use a Statement of Capital continuation page if necessary.

Currency	Class of shares	Number of shares	Aggregate nominal value (£, €, \$, etc)	Total aggregate amount unpaid, if any (£, €, \$, etc)
Complete a separate table for each currency	E.g. Ordinary/Preference etc.		Number of shares issued multiplied by nominal value	Including both the nominal value and any share premium

Currency table A

GBP	Investec plc Ordinary Shares	680,447,867	136,089.5734	
GBP	Investec plc Special Converting Shar	318,904,709	63,780.9418	
GBP	Non-redeem, non-cum, non-part	2,754,587	27,545.870	
Totals		1,002,107,163	227,416.3852	0.00

Currency table B

ZAR	Investec plc ZAR Preference Shares	131,447	131.447	
Totals		131,447	131.447	0.00

Currency table C

Totals				

Totals (including continuation
pages)

Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
1,002,238,613	£227,416.3882 + ZAR131.447	0.00

❶ Please list total aggregate values in different currencies separately.
For example: £100 + €100 + \$10 etc.

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Return of allotment of shares

4

Statement of capital

Complete the table below to show the issued share capital.
Complete a separate table for each currency.

Currency Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc.	Number of shares	Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value	Total aggregate amount unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium
GBP	Special Voting Share of £0.001	1.00	0.001	
GBP	UK DAN Share of £0.001	1.00	0.001	
GBP	UK DAS Share of £0.001	1.00	0.001	
Totals		1,002,238,613	£227,416.3882	0.00

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Return of allotment of shares

5

Statement of capital (prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the share capital tables in **Section 4**.

Class of share

See continuation sheets

Prescribed particulars

①

① Prescribed particulars of rights attached to shares

The particulars are:

- a particulars of any voting rights, including rights that arise only in certain circumstances;
- b particulars of any rights, as respects dividends, to participate in a distribution;
- c particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

A separate table must be used for each class of share.

Continuation page

Please use a Statement of Capital continuation page if necessary.

Class of share

Prescribed particulars

①

Class of share

Prescribed particulars

①

6

Signature

I am signing this form on behalf of the company.

Signature

Signature

X  X

② Societas Europaea

If the form is being filed on behalf of a Societas Europaea (SE) please delete 'director' and insert details of which organ of the SE the person signing has membership.

③ Person authorised

Under either section 270 or 274 of the Companies Act 2006.

This form may be signed by:

~~Director ②, Secretary, Person authorised ③, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.~~

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Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	Special Voting Share of £0.001	
Prescribed particulars	<p>Voting Rights: Votes attaching to shares - Article 63</p> <p>63.1 Subject to Article 50.4 and to any special rights or restrictions as to voting attached by or in accordance with these Articles to any class of shares:</p> <p>(a) on a show of hands every member being an individual who is present in person or by proxy, or if a body corporate, represented, shall have one vote; and</p> <p>(b) on a poll:</p> <p>(i) every member who is present in person or by proxy, except the holder of the PLC Special Voting Share, shall have one vote for each fully paid share of which he is the holder; and</p> <p>(ii) the holder of the PLC Special Voting Share shall have the Specified Number (as defined in Article 63.2) of votes.</p> <p>63.2 Prior to the Conversion Date, the holder of the PLC Special Voting Share shall be entitled to attend at any General Meeting and, subject to the provisions below, to cast on a poll the Specified Number, as set out below, of votes some of which may be cast for and others against any resolution in such numbers as the holder may determine.</p> <p>(a) Joint Electorate Actions: The Specified Number of votes in relation to a resolution of the Company on a Joint Electorate Action shall be the total number of votes validly cast on the poll on the equivalent resolution at the Parallel General Meeting of Limited, other than any cast in respect of Limited Disenfranchised Shares, multiplied by the Equalisation Fraction in effect at the time of such General Meeting rounded up to the nearest whole number.</p> <p>(b) Class Rights Actions: On any resolution to approve a Class Rights Action the Specified Number of votes shall be equal to 25.1 per cent., in relation to a special resolution, and 50.1 per cent., in relation to an ordinary resolution, in each case, of the aggregate number of votes attaching to all classes of issued shares in the Company, including the PLC Special Voting Share, which could be cast on such resolution rounded up to the next whole number.</p> <p>(c) Procedural Resolutions: On any procedural resolution put to a General Meeting at which a Joint Electorate Action is to be considered, the Specified Number of votes which may be cast shall be the greatest number of votes cast on any resolution on a Joint Electorate Action at the Parallel General Meeting of Limited or, if the General Meeting of Limited has not been held and such votes counted by the beginning of the relevant General Meeting, the greatest number of such votes as are authorised to be so cast upon proxies lodged with Limited by such time as the Chairman may determine, in each case, multiplied by the Equalisation Fraction in effect at the time of such General Meeting and rounded up to the nearest whole number.</p> <p>(d) Other decisions: The Specified Number of votes that may be cast on all other decisions shall be zero.</p> <p>The PLC Special Voting Share shall not entitle its holder to vote on any show of hands. On or after the Conversion Date, the holder of the PLC Special Voting Share shall cease to have any right to receive notice of, attend, speak at or vote at any General Meeting.</p>	

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Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	Special Voting Share of £0.001	
Prescribed particulars	<p>Restriction on voting in particular circumstances - Article 66</p> <p>66.1 No member shall, unless the Directors otherwise determine, be entitled in respect of any share held by him to vote either personally or by proxy at a General Meeting or to exercise any other right conferred by membership in relation to General Meetings if any call or other sum presently payable by him to the Company in respect of that share remains unpaid.</p> <p>66.2 If at any time the Directors are satisfied that any member, or any other person appearing to be interested in shares (within the meaning of Part 22 of the Companies Act 2006) held by such member, has been duly served with a notice under Section 793 of the Companies Act 2006 and is in default for a period of 14 days in supplying to the Company the information thereby required or, in purported compliance with such notice, has made a statement which is false or inadequate in a material particular, then (unless the Directors in their absolute discretion otherwise determine) in respect of:</p> <p>(a) the shares comprising the shareholding account in the Register which comprises or includes the shares in relation to which the default occurred (all or the relevant number as appropriate of such shares being the "default shares", which expression shall include any further shares which are issued in respect of such shares); and</p> <p>(b) any other shares held by the member,</p> <p>the member shall not (for so long as the default continues) nor shall any transferee to whom any of such shares are transferred (other than pursuant to an approved transfer or pursuant to Article 66.3(b) below) be entitled to attend or vote either personally or by proxy at a General Meeting or to exercise any other right conferred by membership in relation to General Meetings.</p> <p>Rights (re Dividends) to participate in a Distribution: Income and capital rights - Article 5</p> <p>5.1 Subject to Articles 148 and 150, the rights attaching to the shares as regards participation in the profits of the Company are set out below.</p> <p>(a) Prior to the Conversion Date:</p> <p>(i) to the extent that the profits available for distribution are resolved to be distributed among the holders of the PLC Ordinary Shares, the UK DAN Share and the UK DAS Share, they shall be distributed in such a manner as would ensure that the distributions made, when taken together with any Initial Action or Matching Action, as the case may be, are such that the Company will have complied with its obligations under Clause 3 of the Sharing Agreement; and;</p> <p>(ii) the PLC Special Voting Share shall have no right to receive any dividends or other distributions; and</p> <p>(iii) the PLC Special Converting Shares shall have no right to receive any dividends or other distributions.</p> <p>(b) On and from the Conversion Date:</p> <p>(iii) the PLC Special Voting Share shall have no right to receive any dividends or other distributions.</p>	

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Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	Special Voting Share of £0.001	
Prescribed particulars	<p>Redemption of shares at option of company or shareholder: Redemption of Shares - Article 6</p> <p>6.1 The Company shall have the right to redeem:</p> <p>(c) at any time on or after the Conversion Date, the PLC Special Voting Share, the UK DAN Share and the UK DAS Share. The exercise of this right shall be at the discretion of the Board. The PLC Special Converting Shares, the PLC Special Voting Share, the UK DAN Share and the UK DAS Share shall be referred to as the "Redeemable Shares" in this Article 6.</p> <p>6.2 In order to redeem any or all of the Redeemable Shares under Article 6.1, the Company shall give written notice to the holder (s) of such Redeemable Shares (a "Redemption Notice"). Such Redemption Notice shall contain the information required under Article 6.5 below and shall be given no later than the Business Day immediately preceding the date on which the Redeemable Shares are to be redeemed (the "Redemption Date").</p> <p>6.4 The Company shall pay for each Redeemable Share redeemed under Article 6.1 an amount equal to the nominal value paid up thereon.</p> <p>6.5 Any Redemption Notice given under Article 6.2 must state:</p> <p>(a) the Redemption Date on which the relevant Redeemable Shares are to be redeemed;</p> <p>(c) the aggregate amount to be paid for the Redeemable Shares to be redeemed.</p> <p>6.6 Upon the Redemption Date the Company shall redeem the Redeemable Shares to be redeemed on that date. Upon redemption the Company shall pay to each holder concerned the amount specified in Article 6.4 for each of that holder's Redeemable Shares which are consequently redeemed.</p> <p>6.8 Payment for redemption of Redeemable Shares shall be made by such means as the Company may in its absolute discretion decide.</p> <p>6.9 If the date on which payment for redemption is due is not a working day, then the payment will be made on the next working day. No interest or other payment will accrue for the delay.</p> <p>6.10 The receipt of the registered holder(s) of any Redeemable Shares of the monies payable to the holder(s) on redemption shall constitute an absolute discharge to the Company in respect thereof.</p>	

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Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	UK DAN Share of £0.001	
Prescribed particulars	<p>Voting Rights:</p> <p>DAN Share or for the winding-up of the Company, in which case they shall only be entitled to vote on such resolution.</p> <p>66 Restriction on voting in particular circumstances</p> <p>66.1 No member shall, unless the Directors otherwise determine, be entitled in respect of any share held by him to vote either personally or by proxy at a General Meeting or to exercise any other right conferred by membership in relation to General Meetings if any call or other sum presently payable by him to the Company in respect of that share remains unpaid.</p> <p>66.2 If at any time the Directors are satisfied that any member, or any other person appearing to be interested in shares (within the meaning of Part 22 of the Companies Act 2006) held by such member, has been duly served with a notice under Section 793 of the Companies Act 2006 and is in default for a period of 14 days in supplying to the Company the information thereby required or, in purported compliance with such notice, has made a statement which is false or inadequate in a material particular, then (unless the Directors in their absolute discretion otherwise determine) in respect of:</p> <p>(a) the shares comprising the shareholding account in the Register which comprises or includes the shares in relation to which the default occurred (all or the relevant number as appropriate of such shares being the "default shares", which expression shall include any further shares which are issued in respect of such shares); and</p> <p>(b) any other shares held by the member, the member shall not (for so long as the default continues) nor shall any transferee to whom any of such shares are transferred (other than pursuant to an approved transfer or pursuant to Article 66.3(b) below) be entitled to attend or vote either personally or by proxy at a General Meeting or to exercise any other right conferred by membership in relation to General Meetings.</p> <p>Rights (re Dividends) to participate in a Distribution:</p> <p>Income and capital rights - Article 5</p> <p>5.1 Subject to Articles 149 and 150, the rights attaching to the shares as regards participation in the profits of the Company are set out below.</p> <p>(a) Prior to the Conversion Date:</p> <p>(i) to the extent that the profits available for distribution are resolved to be distributed among the holders of the PLC Ordinary Shares, the UK DAN Share and the UK DAS Share, they shall be distributed in such a manner as would ensure that the distributions made, when taken together with any Initial Action or Matching Action, as the case may be, are such that the Company will have complied with its obligations under Clause 3 of the Sharing Agreement; and</p> <p>(b) On and from the Conversion Date:</p> <p>(i) the profits available for distribution and resolved to be distributed shall be distributed among the holders (other than the Company) of PLC Ordinary Shares save as regards any distribution payable by reference to a record date prior to the Conversion Date</p>	

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Return of allotment of shares

5 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	UK DAN Share of £0.001	
Prescribed particulars	<p>which shall not be payable to the holders of PLC Special Converting Shares which have converted in accordance with Article 4;</p> <p>(ii) the UK DAN Share and UK DAS Share shall have no right to receive any dividends or other distributions;</p> <p>Rights (re Capital) to participate in a Distribution:- Article 5</p> <p>5.2 Subject to Articles 149 and 150, on a winding-up of the Company, the assets of the Company remaining after payment of all amounts payable to the creditors of the Company and prior ranking statutory entitlements shall be distributed:</p> <p>(a) first to the holders of any shares in the Company's capital ranking in priority to the PLC Ordinary Shares, the UK DAN Share and the UK DAS Share, in accordance with the terms and conditions attaching to those shares;</p> <p>(b) subject to (a) above, the holders of the UK DAN Share and the UK DAS Share subject, in each case, to a maximum of the par value of such shares; and</p> <p>(c) subject to (a) and (b) above, to the holders of PLC Ordinary Shares.</p> <p>Redemption of shares at option of company or shareholder: Redemption of Shares - Article 6</p> <p>6.1 The Company shall have the right to redeem:</p> <p>(c) at any time on or after the Conversion Date, the PLC Special Voting Share, the UK DAN Share and the UK DAS Share. The exercise of this right shall be at the discretion of the Board. The PLC Special Converting Shares, the PLC Special Voting Share, the UK DAN Share and the UK DAS Share shall be referred to as the "Redeemable Shares" in this Article 6.</p> <p>6.2 In order to redeem any or all of the Redeemable Shares under Article 6.1, the Company shall give written notice to the holder (s) of such Redeemable Shares (a "Redemption Notice"). Such Redemption Notice shall contain the information required under Article 6.5 below and shall be given no later than the Business Day immediately preceding the date on which the Redeemable Shares are to be redeemed (the "Redemption Date").</p> <p>6.4 The Company shall pay for each Redeemable Share redeemed under Article 6.1 an amount equal to the nominal value paid up thereon.</p> <p>6.5 Any Redemption Notice given under Article 6.2 must state:</p> <p>(a) the Redemption Date on which the relevant Redeemable Shares are to be redeemed;</p> <p>(c) the aggregate amount to be paid for the Redeemable Shares to be redeemed.</p> <p>6.6 Upon the Redemption Date the Company shall redeem the Redeemable Shares to be redeemed on that date. Upon redemption the Company shall pay to each holder concerned the amount specified in Article 6.4 for each of that holder's Redeemable Shares which are consequently redeemed.</p> <p>6.8 Payment for redemption of Redeemable Shares shall be made by such means as the Company may in its absolute discretion decide.</p>	

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Return of allotment of shares

5 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	UK DAN Share of £0.001	
Prescribed particulars	<p>6.9 If the date on which payment for redemption is due is not a working day, then the payment will be made on the next working day. No interest or other payment will accrue for the delay.</p> <p>6.10 The receipt of the registered holder(s) of any Redeemable Shares of the monies payable to the holder(s) on redemption shall constitute an absolute discharge to the Company in respect thereof.</p>	

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Return of allotment of shares

5 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	UK DAS Share of £0.001	
Prescribed particulars	<p>with its obligations under Clause 3 of the Sharing Agreement; and</p> <p>(b) On and from the Conversion Date:</p> <p>(i) the profits available for distribution and resolved to be distributed shall be distributed among the holders (other than the Company) of PLC Ordinary Shares save as regards any distribution payable by reference to a record date prior to the Conversion Date which shall not be payable to the holders of PLC Special Converting Shares which have converted in accordance with Article 4;</p> <p>(ii) the UK DAN Share and UK DAS Share shall have no right to receive any dividends or other distributions;</p> <p>Rights (re Capital) to participate in a Distribution - Article 5</p> <p>5.2 Subject to Articles 149 and 150, on a winding-up of the Company, the assets of the Company remaining after payment of all amounts payable to the creditors of the Company and prior ranking statutory entitlements shall be distributed:</p> <p>(a) first to the holders of any shares in the Company's capital ranking in priority to the PLC Ordinary Shares, the UK DAN Share and the UK DAS Share, in accordance with the terms and conditions attaching to those shares;</p> <p>(b) subject to (a) above, the holders of the UK DAN Share and the UK DAS Share subject, in each case, to a maximum of the par value of such shares; and</p> <p>(c) subject to (a) and (b) above, to the holders of PLC Ordinary Shares.</p> <p>Redemption of shares at option of company or shareholder: Redemption of Shares - Article 6</p> <p>6.1 The Company shall have the right to redeem:</p> <p>(c) at any time on or after the Conversion Date, the PLC Special Voting Share, the UK DAN Share and the UK DAS Share. The exercise of this right shall be at the discretion of the Board. The PLC Special Converting Shares, the PLC Special Voting Share, the UK DAN Share and the UK DAS Share shall be referred to as the "Redeemable Shares" in this Article 6.</p> <p>6.2 In order to redeem any or all of the Redeemable Shares under Article 6.1, the Company shall give written notice to the holder (s) of such Redeemable Shares (a "Redemption Notice"). Such Redemption Notice shall contain the information required under Article 6.5 below and shall be given no later than the Business Day immediately preceding the date on which the Redeemable Shares are to be redeemed (the "Redemption Date").</p> <p>6.4 The Company shall pay for each Redeemable Share redeemed under Article 6.1 an amount equal to the nominal value paid up thereon.</p> <p>6.5 Any Redemption Notice given under Article 6.2 must state:</p> <p>(a) the Redemption Date on which the relevant Redeemable Shares are to be redeemed;</p> <p>(c) the aggregate amount to be paid for the Redeemable Shares to be redeemed.</p>	

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Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	UK DAS Share of £0.001	
Prescribed particulars	<p>6.6 Upon the Redemption Date the Company shall redeem the Redeemable Shares to be redeemed on that date. Upon redemption the Company shall pay to each holder concerned the amount specified in Article 6.4 for each of that holder's Redeemable Shares which are consequently redeemed.</p> <p>6.8 Payment for redemption of Redeemable Shares shall be made by such means as the Company may in its absolute discretion decide.</p> <p>6.9 If the date on which payment for redemption is due is not a working day, then the payment will be made on the next working day. No interest or other payment will accrue for the delay.</p> <p>6.10 The receipt of the registered holder(s) of any Redeemable Shares of the monies payable to the holder(s) on redemption shall constitute an absolute discharge to the Company in respect thereof.</p>	

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Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	UK DAS Share of £0.001	
Prescribed particulars	<p>Voting Rights: Votes attaching to shares - Article 63</p> <p>63.3 Holders of the UK DAS Share and the UK DAN Share shall, by virtue of their holding respectively of the UK DAS Share and the UK DAN Share, have the right to receive notice of any General Meeting and to attend speak at a General Meeting only if a resolution is to be proposed abrogating, varying or modifying any of the rights or privileges of the holders of the UK DAS Share and/or the UK DAN Share or for the winding-up of the Company, in which case they shall only be entitled to vote on such resolution.</p> <p>Restriction on voting in particular circumstances - Article 66</p> <p>66.1 No member shall, unless the Directors otherwise determine, be entitled in respect of any share held by him to vote either personally or by proxy at a General Meeting or to exercise any other right conferred by membership in relation to General Meetings if any call or other sum presently payable by him to the Company in respect of that share remains unpaid.</p> <p>66.2 If at any time the Directors are satisfied that any member, or any other person appearing to be interested in shares (within the meaning of Part 22 of the Companies Act 2006) held by such member, has been duly served with a notice under Section 793 of the Companies Act 2006 and is in default for a period of 14 days in supplying to the Company the information thereby required or, in purported compliance with such notice, has made a statement which is false or inadequate in a material particular, then (unless the Directors in their absolute discretion otherwise determine) in respect of:</p> <p>(a) the shares comprising the shareholding account in the Register which comprises or includes the shares in relation to which the default occurred (all or the relevant number as appropriate of such shares being the "default shares", which expression shall include any further shares which are issued in respect of such shares); and</p> <p>(b) any other shares held by the member, the member shall not (for so long as the default continues) nor shall any transferee to whom any of such shares are transferred (other than pursuant to an approved transfer or pursuant to Article 66.3(b) below) be entitled to attend or vote either personally or by proxy at a General Meeting or to exercise any other right conferred by membership in relation to General Meetings.</p> <p>Rights (re Dividends) to participate in a Distribution: Income and capital rights - Article 5</p> <p>5.1 Subject to Articles 149 and 150, the rights attaching to the shares as regards participation in the profits of the Company are set out below.</p> <p>(a) Prior to the Conversion Date:</p> <p>(i) to the extent that the profits available for distribution are resolved to be distributed among the holders of the PLC Ordinary Shares, the UK DAN Share and the UK DAS Share, they shall be distributed in such a manner as would ensure that the distributions made, when taken together with any Initial Action or Matching Action, as the case may be, are such that the Company will have complied</p>	

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Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	Non-redeemable, non-cumulative, non-participating pref shares	
Prescribed particulars	<p>150.2 The following are the rights, privileges, restrictions and conditions which attach to the Perpetual Preference Shares:</p> <p>(a) The issue price for each tranche of Perpetual Preference Shares to be issued will be determined by the Directors at the allotment thereof.</p> <p>(b) Each Perpetual Preference Share will rank as regards dividends and a repayment of capital on the winding-up of the Company prior to the ordinary shares, the PLC Special Converting Shares, the UK DAN Share, the UK DAS Share, but pari passu with the PLC Preference Shares. The Perpetual Preference Shares shall confer on the holders, on a per Perpetual Preference Share and equal basis, the right on a return of capital on the winding-up of the Company of an amount equal to the aggregate of the nominal value and premiums in respect of Perpetual Preference Shares issued divided by the number of Perpetual Preference Shares in issue.</p> <p>(c) Each Perpetual Preference Share may confer upon the holder thereof the right to receive out of the profits of the Company which it shall determine to distribute, in priority to the ordinary shares, the PLC Special Converting Shares, the UK DAN Share and the UK DAS Share, but pari passu with the PLC Preference Shares, the preference dividend calculated in terms of Article 150.2(d) below.</p> <p>(d) The preference dividend shall be calculated:</p> <p>(i) by multiplying the deemed value of the Perpetual Preference Shares by the applicable preference dividend rate (determined on a 365 day year factor, irrespective of whether the year is leap year or not), on a daily basis, in arrear, for the appropriate period referred to in Article 150.2(d)(ii) below; and</p> <p>(ii) from the date following a preference dividend accrual date until and including the preference dividend accrual date immediately following, provided that the first dividend payment, in respect of each tranche of Perpetual Preference Shares issued, shall be calculated from the issue date up to and including the next preference dividend accrual date.</p> <p>(e) The preference dividends shall, if declared:</p> <p>(i) accrue on the preference dividend accrual date, calculated in accordance with 150.2(d)(i) above;</p> <p>(iii) be payable on the preference dividend payment date; and</p> <p>(iv) failing payment on the relevant preference dividend payment date, be considered to be in arrears.</p> <p>(f) If a preference dividend is not declared by the Company in respect of the period of which such preference dividend accrual date relates, the preference dividend will not accumulate and will accordingly never become payable by the Company whether in preference to payments to any other class of shares in the Company or otherwise. Notwithstanding the foregoing, the Company shall, if it elects not to declare a preference dividend in respect of any applicable period, be obliged to retain in reserve an amount equivalent to the aggregate amount of profits generated by the Company during such applicable period.</p>	

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Return of allotment of shares

5 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	Investec plc Ordinary Shares	
Prescribed particulars	<p>Voting Rights Article 63</p> <p>63.1 Subject to Article 50.4 and to any special rights or restrictions as to voting attached by or in accordance with these Articles to any class of shares:</p> <p>(a) on a show of hands every member being an individual who is present in person or by proxy, or if a body corporate, represented, shall have one vote; and</p> <p>(b) on a poll:</p> <p>(i) every member who is present in person or by proxy, except the holder of the PLC Special Voting Share, shall have one vote for each fully paid share of which he is the holder;</p> <p>Restriction on voting in particular circumstances - Article 66</p> <p>66.1 No member shall, unless the Directors otherwise determine, be entitled in respect of any share held by him to vote either personally or by proxy at a General Meeting or to exercise any other right conferred by membership in relation to General Meetings if any call or other sum presently payable by him to the Company in respect of that share remains unpaid.</p> <p>66.2 If at any time the Directors are satisfied that any member, or any other person appearing to be interested in shares (within the meaning of Part 22 of the Companies Act 2006) held by such member, has been duly served with a notice under Section 793 of the Companies Act 2006 and is in default for a period of 14 days in supplying to the Company the information thereby required or, in purported compliance with such notice, has made a statement which is false or inadequate in a material particular, then (unless the Directors in their absolute discretion otherwise determine) in respect of:</p> <p>(a) the shares comprising the shareholding account in the Register which comprises or includes the shares in relation to which the default occurred (all or the relevant number as appropriate of such shares being the "default shares", which expression shall include any further shares which are issued in respect of such shares); and</p> <p>(b) any other shares held by the member, the member shall not (for so long as the default continues) nor shall any transferee to whom any of such shares are transferred (other than pursuant to an approved transfer or pursuant to Article 66.3(b) below) be entitled to attend or vote either personally or by proxy at a General Meeting or to exercise any other right conferred by membership in relation to General Meetings.</p> <p>Rights (re Dividends) to participate in a Distribution: Income and capital rights - Article 5</p> <p>5.1 Subject to Articles 149 and 151, the rights attaching to the shares as regards participation in the profits of the Company are set out below.</p> <p>(a) Prior to the Conversion Date:</p> <p>(i) to the extent that the profits available for distribution are resolved to be distributed among the holders of the PLC Ordinary</p>	

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Return of allotment of shares

5 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	Non-redeemable, non-cumulative, non-participating pref shares	
Prescribed particulars	<p>Article 150</p> <p>(h) The holders of the Perpetual Preference Shares shall be entitled to receive notice of and be present but not to vote, either in person or by proxy, at any meeting of the Company, by virtue of or in respect of the Perpetual Preference Shares, unless either or both of the following circumstances prevail as at the date of the meeting:</p> <p>(i) the preference dividend or any part thereof remains in arrear and unpaid as determined in accordance with Article 150.2(e)</p> <p>(ii) after six months from the due date thereof; and</p> <p>(v) a resolution of the Company is proposed which resolution directly affects the rights attached to the Perpetual Preference Shares or the interests of the holders thereof, or a resolution of the Company is proposed to wind up or in relation to the winding-up of the Company or for the reduction of its capital, in which event the preference shareholders shall be entitled to vote only on such resolution.</p> <p>(i) At every general meeting of the Company at which holders of Perpetual Preference Shares as well as other classes of shares are present and entitled to vote, a preference shareholder shall be entitled to one vote per Perpetual Preference Share held.</p> <p>Rights (re Dividends) to participate in a Distribution:</p> <p>150.1 For purposes of this Article 150:</p> <p>(a) "base rate" means the base rate of the Bank of England from time to time as published by the Bank of England;</p> <p>(b) "business days" means all days, excluding Saturdays, Sundays and officially designated public holidays in the United Kingdom;</p> <p>(c) "deemed value" means the deemed value of each Perpetual Preference Share for purposes of calculation of the preference dividend, being an amount of £10.00, notwithstanding the actual issue price of a Perpetual Preference Share (that is the nominal value of the Perpetual Preference Share plus a premium thereon) which may vary because of a difference in the premium at which the Perpetual Preference Shares may be issued from time to time;</p> <p>(d) "preference dividend" means a non-cumulative, non-participating preference dividend;</p> <p>(e) "preference dividend accrual date" means 31 March and 30 September of each year;</p> <p>(f) "preference dividend payment date" means a date at least seven business days prior to the date on which the Company pays its ordinary dividends, if any, in respect of the same period, but in any event, if declared, shall be payable not later than 120 business days after 31 March and 30 September of each year, respectively; and</p> <p>(g) "preference dividend rate" means, subject to Article 150.2(g) below, a rate that will be equivalent to 1% (one per cent) plus the base rate, the latter rate being used as a rate of reference.</p>	

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Return of allotment of shares

5 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	Investec plc Ordinary Shares
Prescribed particulars	<p>Shares, the UK DAN Share and the UK DAS Share, they shall be distributed in such a manner as would ensure that the distributions made, when taken together with any Initial Action or Matching Action, as the case may be, are such that the Company will have complied with its obligations under Clause 3 of the Sharing Agreement;</p> <p>(b) On and from the Conversion Date:</p> <p>(i) the profits available for distribution and resolved to be distributed shall be distributed among the holders (other than the Company) of PLC Ordinary Shares save as regards any distribution payable by reference to a record date prior to the Conversion Date which shall not be payable to the holders of PLC Special Converting Shares which have converted in accordance with Article 4;</p> <p>Rights (re Capital) to participate in a Distribution: - Article 5.2</p> <p>Subject to Articles 149 and 150, on a winding-up of the Company, the assets of the Company remaining after payment of all amounts payable to the creditors of the Company and prior ranking statutory entitlements shall be distributed:</p> <p>(a) first to the holders of any shares in the Company's capital ranking in priority to the PLC Ordinary Shares, the UK DAN Share and the UK DAS Share, in accordance with the terms and conditions attaching to those shares;</p> <p>(b) subject to (a) above, the holders of the UK DAN Share and the UK DAS Share subject, in each case, to a maximum of the par value of such shares; and</p> <p>(c) subject to (a) and (b) above, to the holders of PLC Ordinary Shares.</p> <p>Redemption of shares at option of company or shareholder:</p> <p>The Investec plc Ordinary shares are not subject to redemption.</p>

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Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	Investec plc Special Converting Shares	
Prescribed particulars	<p>Voting Rights: Votes attaching to shares - Article 63</p> <p>63.1 Subject to Article 50.4 and to any special rights or restrictions as to voting attached by or in accordance with these Articles to any class of shares:</p> <p>(a) on a show of hands every member being an individual who is present in person or by proxy, or if a body corporate, represented, shall have one vote; and</p> <p>(b) on a poll:</p> <p>(i) every member who is present in person or by proxy, except the holder of the PLC Special Voting Share, shall have one vote for each fully paid share of which he is the holder;</p> <p>63.4 Prior to the Conversion Date, holder(s) of the PLC Special Converting Shares shall, by virtue of their holdings of the PLC Special Converting Shares, have the right to receive notices of any General Meeting and to attend and speak at a General Meeting only if a resolution is to be proposed abrogating, varying or modifying any of the rights or privileges of the holder(s) of the PLC Special Converting Shares or for the winding-up of the Company, in which case they shall only be entitled to vote on such resolution.</p> <p>Restriction on voting in particular circumstances - Article 66</p> <p>66.1 No member shall, unless the Directors otherwise determine, be entitled in respect of any share held by him to vote either personally or by proxy at a General Meeting or to exercise any other right conferred by membership in relation to General Meetings if any call or other sum presently payable by him to the Company in respect of that share remains unpaid.</p> <p>66.2 If at any time the Directors are satisfied that any member, or any other person appearing to be interested in shares (within the meaning of Part 22 of the Companies Act 2006) held by such member, has been duly served with a notice under Section 793 of the Companies Act 2006 and is in default for a period of 14 days in supplying to the Company the information thereby required or, in purported compliance with such notice, has made a statement which is false or inadequate in a material particular, then (unless the Directors in their absolute discretion otherwise determine) in respect of:</p> <p>(a) the shares comprising the shareholding account in the Register which comprises or includes the shares in relation to which the default occurred (all or the relevant number as appropriate of such shares being the "default shares", which expression shall include any further shares which are issued in respect of such shares); and</p> <p>(b) any other shares held by the member, the member shall not (for so long as the default continues) nor shall any transferee to whom any of such shares are transferred (other than pursuant to an approved transfer or pursuant to Article 66.3(b) below) be entitled to attend or vote either personally or by proxy at a General Meeting or to exercise any other right conferred by membership in relation to General Meetings.</p>	

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Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	Investec plc ZAR Preference Shares	
Prescribed particulars	<p>Article 150</p> <p>(h) The holders of the Perpetual Preference Shares shall be entitled to receive notice of and be present but not to vote, either in person or by proxy, at any meeting of the Company, by virtue of or in respect of the Perpetual Preference Shares, unless either or both of the following circumstances prevail as at the date of the meeting:</p> <p>(i) the preference dividend or any part thereof remains in arrear and unpaid as determined in accordance with Article 150.2(e) after six months from the due date thereof; and</p> <p>(ii) a resolution of the Company is proposed which resolution directly affects the rights attached to the Perpetual Preference Shares or the interests of the holders thereof, or a resolution of the Company is proposed to wind up or in relation to the winding-up of the Company or for the reduction of its capital, in which event the preference shareholders shall be entitled to vote only on such resolution.</p> <p>(i) At every general meeting of the Company at which holders of Perpetual Preference Shares as well as other classes of shares are present and entitled to vote, a preference shareholder shall be entitled to one vote per Perpetual Preference Share held.</p> <p>Rights (re Dividends) to participate in a Distribution:</p> <p>Each Perpetual Preference Share will rank as regards dividends and a repayment of capital on the winding-up of the Company prior to the ordinary shares, the PLC Special Converting Shares, the UK DAN Share, the UK DAS Share, but pari passu with the PLC Preference Shares. The Perpetual Preference Shares shall confer on the holders, on a per Perpetual Preference Share and equal basis, the right on a return of capital on the winding-up of the Company of an amount equal to the aggregate of the nominal value and premiums in respect of Perpetual Preference Shares issued divided by the number of Perpetual Preference Shares in issue.</p> <p>(c) Each Perpetual Preference Share may confer upon the holder thereof the right to receive out of the profits of the Company which it shall determine to distribute, in priority to the ordinary shares, the PLC Special Converting Shares, the UK DAN Share and the UK DAS Share, but pari passu with the PLC Preference Shares, the preference dividend calculated in terms of Article 150.2(d) below.</p> <p>(d) The preference dividend shall be calculated:</p> <p>(i) by multiplying the deemed value of the Perpetual Preference Shares by the applicable preference dividend rate (determined on a 365 day year factor, irrespective of whether the year is leap year or not), on a daily basis, in arrear, for the appropriate period referred to in Article 150.2(d)(ii) below; and</p> <p>(ii) from the date following a preference dividend accrual date until and including the preference dividend accrual date immediately following, provided that the first dividend payment, in respect of each tranche of Perpetual Preference Shares issued, shall be calculated from the issue date up to and including the next preference dividend accrual date.</p>	

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Return of allotment of shares

5 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	Investec plc ZAR Preference Share
Prescribed particulars	<p>(e) The preference dividends shall, if declared:</p> <p>(i) accrue on the preference dividend accrual date, calculated in accordance with 150.2(d)(i) above;</p> <p>(ii) be payable on the preference dividend payment date; and</p> <p>(iii) failing payment on the relevant preference dividend payment date, be considered to be in arrears.</p> <p>(f) If a preference dividend is not declared by the Company in respect of the period of which such preference dividend accrual date relates, the preference dividend will not accumulate and will accordingly never become payable by the Company whether in preference to payments to any other class of shares in the Company or otherwise. Notwithstanding the foregoing, the Company shall, if it elects not to declare a preference dividend in respect of any applicable period, be obliged to retain in reserve an amount equivalent to the aggregate amount of profits generated by the Company during such applicable period.</p> <p>(g) Save as set out in Articles 150.2(a), 150.2(b) and 150.2(f) above, the Perpetual Preference Shares shall not be entitled to any further participation in the profits or assets of the Company nor on a winding-up to any surplus assets of the Company.</p> <p>Redemption of shares at option of company or shareholder. The shares are not eligible to be redeemed.</p>

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Return of allotment of shares

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Statement of capital (prescribed particulars of rights attached to shares)

Class of share	Investec plc Special Converting Shares	
Prescribed particulars	<p>(b) in respect of redemptions of PLC Special Converting Shares only, which particular PLC Special Converting Shares are to be redeemed and the number of PLC Special Converting Shares to be redeemed; and</p> <p>(c) the aggregate amount to be paid for the Redeemable Shares to be redeemed.</p> <p>6.6 Upon the Redemption Date the Company shall redeem the Redeemable Shares to be redeemed on that date. Upon redemption the Company shall pay to each holder concerned the amount specified in Article 6.4 for each of that holder's Redeemable Shares which are consequently redeemed.</p> <p>6.7 If the Company has redeemed some but not all of the PLC Special Converting Shares in issue, the share certificate in issue for such shares prior to such redemption shall be cancelled and a fresh share certificate for the remaining issued PLC Special Converting Shares shall be issued free of charge to the holder.</p> <p>6.8 Payment for redemption of Redeemable Shares shall be made by such means as the Company may in its absolute discretion decide.</p> <p>6.9 If the date on which payment for redemption is due is not a working day, then the payment will be made on the next working day. No interest or other payment will accrue for the delay.</p> <p>6.10 The receipt of the registered holder(s) of any Redeemable Shares of the monies payable to the holder(s) on redemption shall constitute an absolute discharge to the Company in respect thereof.</p>	

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Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	Investec plc Special Converting Shares	
Prescribed particulars	<p>On the Conversion Date, all of the PLC Special Converting Shares shall automatically be converted into and in all respects rank pari passu with the PLC Ordinary Shares and otherwise the rights of such shares prior to the Conversion Date shall be as set out in these Articles.</p> <p>Rights (re Dividends) to participate in a Distribution: Income and capital rights - Article 5</p> <p>5.1 Subject to Articles 149 and 150, the rights attaching to the shares as regards participation in the profits of the Company are set out below.</p> <p>(a) Prior to the Conversion Date:</p> <p>(i) to the extent that the profits available for distribution are resolved to be distributed among the holders of the PLC Ordinary Shares, the UK DAN Share and the UK DAS Share, they shall be distributed in such a manner as would ensure that the distributions made, when taken together with any Initial Action or Matching Action, as the case may be, are such that the Company will have complied with its obligations under Clause 3 of the Sharing Agreement; and;</p> <p>(iii) the PLC Special Converting Shares shall have no right to receive any dividends or other distributions.</p> <p>Redemption of shares at option of company or shareholder: Redemption of Shares - Article 6</p> <p>6.1 The Company shall have the right to redeem:</p> <p>(b) at any time prior to the Conversion Date, any or all of the PLC Special Converting Shares in issue if, in the opinion of the Board, such redemption is necessary or expedient in order to maintain the PLC Equivalent Number; and The PLC Special Converting Shares, the PLC Special Voting Share, the UK DAN Share and the UK DAS Share shall be referred to as the "Redeemable Shares" in this Article 6.</p> <p>6.2 In order to redeem any or all of the Redeemable Shares under Article 6.1, the Company shall give written notice to the holder (s) of such Redeemable Shares (a "Redemption Notice"). Such Redemption Notice shall contain the information required under Article 6.5 below and shall be given no later than the Business Day immediately preceding the date on which the Redeemable Shares are to be redeemed (the "Redemption Date").</p> <p>6.3 If only some of the PLC Special Converting Shares are to be redeemed by the Company under Article 6.1 the Board shall decide in its absolute discretion which PLC Special Converting Shares are to be redeemed.</p> <p>6.4 The Company shall pay for each Redeemable Share redeemed under Article 6.1 an amount equal to the nominal value paid up thereon.</p> <p>6.5 Any Redemption Notice given under Article 6.2 must state:</p> <p>(a) the Redemption Date on which the relevant Redeemable Shares are to be redeemed;</p>	

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Return of allotment of shares

**Presenter information**

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name	Company Secretary									
Company name	Investec plc									
Address	30 Gresham Street									
Post town	London									
County/Region										
Postcode	E	C	2	V		7	Q	P		
Country										
DX										
Telephone										

**Checklist**

We may return the forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The company name and number match the information held on the public Register.
- ☐ You have shown the date(s) of allotment in section 2.
- ☐ You have completed all appropriate share details in section 3.
- ☐ You have completed the relevant sections of the statement of capital.
- ☐ You have signed the form.

**Important information**

Please note that all information on this form will appear on the public record.

**Where to send**

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales:
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

For companies registered in Scotland:
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post).

For companies registered in Northern Ireland:
The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG.
DX 481 N.R. Belfast 1.

**Further information**

For further information please see the guidance notes on the website at www.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse