



# Notices

for the 2026 Annual General Meetings of Ninety One plc and  
Ninety One Limited and Form of Proxy for Ninety One Limited

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## Contents

1. Letter to Ninety One plc and Ninety One Limited shareholders
2. Notice of Annual General Meeting of Ninety One plc
3. Notice of Annual General Meeting of Ninety One Limited
4. Director biographies
5. Information for the day of the meeting
6. Online user guide
7. Form of Proxy for the Annual General Meeting of Ninety One Limited

This document is important and requires your immediate attention. If you are in any doubt as to the action you should take, you are recommended to obtain your own personal financial advice immediately from your stockbroker, bank manager, accountant or other independent professional adviser authorised under Part VI of the UK Financial Services and Markets Act 2000. If you have sold or otherwise transferred all your ordinary shares in Ninety One plc or Ninety One Limited, please send this document together with the accompanying Form of Proxy at once to the relevant transferee or to the stockbroker, bank or other person through whom the sale or transfer was effected, for transmission to the relevant transferee.

# Letter to Ninety One plc and Ninety One Limited shareholders

## Dear shareholder

Please find enclosed the notices of the Annual General Meetings (“AGM”) of Ninety One plc and Ninety One Limited (together “Ninety One”) to be held on Wednesday, 22 July 2026 at 11:00 (BST) and 12:00 (SAST).

In accordance with Ninety One’s dual-listed companies (“DLC”) structure, the AGM will be held in parallel, and the shareholders of both companies will have the opportunity to vote on each of the resolutions, with the votes aggregated to determine the result.

## AGM arrangements

The AGM is a key event, and we are committed to enabling shareholders to actively participate in the AGM. To enable shareholders to participate, we are pleased to confirm that the AGM will be held as combined electronic and physical meetings.

The guide for electronic participation and instructions for joining by electronic means can be found on pages 33 to 35 of this document. The meeting ID, your unique Shareholder Reference Number (“SRN”) and PIN, which will be required to join the meeting, can all be found on the form of proxy or email (if you are registered for email communications).

Shareholders joining electronically will be able to participate using their smartphone, tablet or computer, hear the directors, see the presentation slides, engage in the Q&A session and vote during the meeting in respect of their holding. Shareholders will also be able to submit questions related to the business of the meeting online in written form or by telephone during the meeting.

The notices of the AGM are set on pages 3 to 7 and pages 17 to 22 and include the resolutions that will be put to a shareholder vote at the AGM. Explanatory notes for each of the resolutions is set out on pages 8 to 13 and pages 23 to 28.

The order of business will be as follows:

- Common business of Ninety One plc and Ninety One Limited;
- Ordinary and special business of Ninety One plc; and
- Ordinary and special business of Ninety One Limited.

## Voting arrangements

The AGM provides an important opportunity for shareholders to express their views on the financial performance, management and governance of Ninety One. The boards of Ninety One (the “Board”) would therefore like to encourage all shareholders to participate. If you are unable to attend the AGM, please ensure that you complete and return a proxy form (including e-proxies) no later than 48 hours before the meeting. Completion of a form of proxy will not prevent shareholders from either joining the webcast or voting electronically during the AGM, or attending and voting in person, should they wish to do so.

Further information on voting and proxies can be found on pages 14 to 16, and pages 29 and 30 respectively.

## Climate-related financial reporting

The Board is responsible for strategy, including our approach to sustainability-related risks and opportunities.

As in previous years, shareholders are invited to approve Ninety One’s climate strategy, which is now set out in our transition plan. Progress is reported on in our Sustainability and Stewardship Report, available at [www.ninetyone.com](http://www.ninetyone.com).

This vote is advisory only and does not bind the Board, but the outcome will be taken into account in the ongoing development of our climate strategy.

## Final dividend

Shareholders are being asked to approve a final dividend of 7.4 pence per Ninety One plc ordinary share and 161.0 cents per Ninety One Limited ordinary share for the year ended 31 March 2026. If the recommended final dividend is approved, this will be paid on Thursday, 6 August 2026 to all ordinary shareholders who are on the register of members as at close of business on Friday, 17 July 2026.

## Letter to Ninety One plc and Ninety One Limited shareholders

### Shareholder communication

Shareholders will have received the Ninety One Integrated Annual Report and Accounts 2026 (“Integrated Annual Report”) or will have been notified of its availability on our website, [www.ninetyone.com](http://www.ninetyone.com). Ninety One encourages all shareholders to elect to receive shareholder communications and payments electronically as part of our commitment to reducing our environmental footprint. If you do not already do so, you can register to receive future shareholder communications via email by logging on to [www.investorcentre.co.uk/ecomms](http://www.investorcentre.co.uk/ecomms).

### Recommendation

The Board believes that the proposals set out in the notices of AGM promote the success of the companies and are in the best interests of the companies and their shareholders as a whole. The Board therefore unanimously recommends that you vote in favour of all the resolutions. Your directors intend to vote in favour of all the resolutions in respect of their own holdings.

**Gareth Penny**  
Chairman

2 June 2026

# Notice of Annual General Meeting of Ninety One plc

## Incorporated in England and Wales

Registration number 12245293

Share code: N91 / ISIN: GB00BJHPLV88

Notice is hereby given that the AGM of Ninety One plc will be held at 11:00 (BST) on Wednesday, 22 July 2026 at 55 Gresham Street, London, EC2V 7EL, United Kingdom, with facilities to participate electronically.

## Electronic participation

Shareholders entitled to attend, participate in and vote at the AGM, or proxies of such shareholders that wish to participate in and/or vote at the AGM by way of electronic participation, must refer to the guide to joining the electronic AGM on pages 33 to 35.

## Voting

- For an ordinary resolution to be approved by shareholders, it must be supported by more than 50% of the voting rights exercised on the resolution.
- For a special resolution to be approved by shareholders, it must be supported by at least 75% of the voting rights exercised on the resolution.

## Common business:

### Ninety One plc and Ninety One Limited

To consider and, if deemed fit, to pass, with or without modification, the following ordinary resolutions of Ninety One plc and Ninety One Limited set out below:

1. To re-elect Hendrik du Toit as a director.
2. To re-elect Kim McFarland as a director.
3. To re-elect Gareth Penny as a director.
4. To re-elect Idoya Basterrechea Aranda as a director.
5. To re-elect Busisiwe Mabuza as a director.
6. To re-elect Victoria Cochrane as a director.
7. To re-elect Khumo Shuenyane as a director.
8. To elect Charles Harman as a director.

9. To approve the directors' remuneration report (other than the part containing the directors' remuneration policy), for the year ended 31 March 2026.

10. To approve the directors' remuneration policy as contained in the remuneration report.

11. To approve Ninety One's updated transition plan and progress reported on in the Sustainability and Stewardship Report.

## Ordinary business:

### Ninety One plc

To consider and, if deemed fit, to pass, with or without modification, the following ordinary resolutions of Ninety One plc set out below:

12. To receive and adopt the audited annual financial statements of Ninety One plc for the year ended 31 March 2026, together with the reports of the directors of Ninety One plc and of the auditor of Ninety One plc.
13. Subject to the passing of resolution 22, to declare a final dividend of 7.4 pence per ordinary share in Ninety One plc for the year ended 31 March 2026.
14. To re-appoint PricewaterhouseCoopers LLP of 7 More London Riverside, London, SE1 2RT, United Kingdom as auditor of Ninety One plc to hold office until the conclusion of the next AGM to be held in 2027, with the designated audit partner being Allan McGrath.
15. To authorise the Audit and Risk Committee to set the remuneration of Ninety One plc's auditor.

## Special business:

### Ninety One plc

To consider and, if deemed fit, to pass, with or without modification the following ordinary resolutions and special resolutions of Ninety One plc set out below:

16. Ordinary Resolution – Authority to allot shares and other securities.

### Resolved:

- That pursuant to and in accordance with Section 551 of the UK Companies Act 2006 ("UK Companies Act"), the directors be and are hereby generally and unconditionally authorised to exercise all the powers of Ninety One plc to allot shares or grant rights to subscribe for, or to convert any security into shares up to an aggregate nominal amount of:
- i. £3,343.42 in respect of Ninety One plc ordinary shares of £0.0001 each, being an amount equal to 5% of the total issued ordinary share capital of Ninety One plc as at Friday, 29 May 2026; and

## Notice of Annual General Meeting of Ninety One plc

- ii. £1,664.80 in respect of Ninety One plc special converting shares of £0.0001 each (“Special Converting Shares”), enabling the allotment of such number of Ninety One plc Special Converting Shares as is equal to 5% of the total issued ordinary shares in the authorised capital of Ninety One Limited as at Friday, 29 May 2026,

such authority to apply in substitution for all previous authorities pursuant to Section 551 of the UK Companies Act and to expire at the conclusion of the next AGM or, if earlier, 30 September 2027, but so that, in each case, Ninety One plc may make offers or enter into agreements during the relevant period which would, or might, require shares to be allotted or rights to subscribe for or to convert any securities into shares to be granted after the authority expires.

### 17. Special Resolution – Authority to disapply pre-emption rights.

#### Resolved:

That, subject to the passing of Resolution 16, the directors be authorised to allot equity securities (as defined in Section 560(1) of the UK Companies Act) for cash under the authority given in Resolution 16 and/or to sell ordinary shares held by Ninety One plc as treasury shares for cash, as if Section 561 of the UK Companies Act did not apply to any such allotment or sale, such authority being limited to:

- i. the allotment of equity securities and/or sale of treasury shares in connection with a Rights Issue, open offer or any other pre-emptive offer to holders of ordinary shares (excluding any holding of treasury shares) in proportion (as nearly as may be practicable) to their existing holdings subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with fractional entitlements or legal or practical problems arising in any territory, the requirements of any regulatory body or stock exchange or any other matter whatsoever; and
- ii. the allotment of equity securities and/or sale of treasury shares (otherwise than pursuant to sub paragraph (i) above) up to a nominal value of £3,343.42, being 5% of the nominal value of the existing issued share capital as at Friday, 29 May 2026,

such authority to expire at the conclusion of the next AGM to be held in 2027 or, if earlier, 30 September 2027, but, in each case, so that Ninety One plc may, before such expiry, make offers and enter into agreements which would, or might, require equity securities to be allotted (or treasury shares to be sold) after the authority given by this resolution expires and the directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

For the purposes of this Resolution 17:

- i. ‘Rights Issue’ has the meaning given to the term in the Articles of Association; and
- ii. the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of Ninety One plc, the nominal amount of such shares which may be allotted pursuant to such rights.

### 18. Special Resolution – Authority to purchase own ordinary shares.

#### Resolved:

That Ninety One plc is generally and unconditionally authorised for the purpose of Section 701 of the UK Companies Act to make market purchases (as defined in Section 693 of the UK Companies Act) of ordinary shares of £0.0001 each in the capital of Ninety One plc provided that:

- i. the maximum number of ordinary shares which may be purchased is 66,868,303 ordinary shares of £0.0001 each, being an amount equal to 10% of the total issued ordinary share capital of Ninety One plc as at Friday, 29 May 2026;
- ii. the minimum price which may be paid for any ordinary share is £0.0001;
- iii. the maximum price which may be paid for any ordinary share is an amount (exclusive of expenses) equal to the higher of: (a) 105% of the average of the middle market quotations of the ordinary shares of Ninety One plc as derived from the London Stock Exchange Daily Official List for the five business days immediately before the day on which such share is contracted to be purchased; and (b) the higher of the price of the last independent trade and the highest current bid for an ordinary share as stipulated by Regulatory Technical Standards as referred to in article 5(6) of the Market Abuse Regulation (as it forms part of UK law); and
- iv. this authority will expire at the conclusion of the next AGM to be held in 2027 or, if earlier, 30 September 2027 (except in relation to the purchase of ordinary shares, the contract for which was concluded before the expiry of such authority and which may be executed wholly or partly after such expiry) unless such authority is renewed prior to such time.

### 19. Special Resolution – Authority to purchase own ordinary shares (Johannesburg Stock Exchange).

#### Resolved:

That the terms of the proposed contingent purchase contract in the form produced to the meeting, between Ninety One plc and J.P. Morgan Equities South Africa Proprietary Limited (“JPMESA”) relating to the ordinary shares of £0.0001 each in the capital of Ninety One plc traded on the stock exchange operated by the JSE Limited (the “JSE”), pursuant to which Ninety One plc may make off-market purchases from JPMESA up to a maximum of 66,868,303 ordinary shares in aggregate (such maximum number to be reduced by any purchases made pursuant to the authority in Resolution 18), be and are hereby approved and authorised in accordance with Sections 693 and 694 of the UK Companies Act, and that Ninety One plc be and is hereby authorised to make off-market purchases of ordinary shares pursuant to such contract until the conclusion of the next AGM of Ninety One plc after the passing of this resolution or, if earlier, 30 September 2027 unless such authority is renewed prior to such time.

## Notice of Annual General Meeting of Ninety One plc

### 20. Special Resolution – Consent to short notice.

#### Resolved:

That a general meeting of Ninety One plc, other than an AGM, may be called by the directors on not less than 14 clear days' notice.

### Ordinary business:

#### Ninety One Limited

To consider and, if deemed fit, to pass, with or without modification, the following ordinary resolutions of Ninety One Limited set out below:

**21.** To present the audited financial statements of Ninety One Limited for the year ended 31 March 2026, together with the reports of the directors, the auditor, the chair of the Audit and Risk Committee and the chair of the Sustainability, Social and Ethics Committee to the shareholders.

**22.** Subject to the passing of resolution 13, to declare a final dividend of 161.0 cents per ordinary share in Ninety One Limited for the year ended 31 March 2026.

**23.** To re-appoint PricewaterhouseCoopers Inc. of 5 Silo Square, V&A Waterfront, Cape Town, 8002, South Africa, upon the recommendation of the Audit and Risk Committee, as auditor of Ninety One Limited, to hold office until the conclusion of the next AGM to be held in 2027, with the designated audit partner being Nicolette Jacobs.

**24.** Election of the Audit and Risk Committee members.

#### Resolved:

That the shareholders elect, each by way of a separate vote, the following independent non-executive directors, as members of the Audit and Risk Committee, with effect from the end of this AGM:

- i. Victoria Cochrane;
- ii. Khumo Shuenyane; and
- iii. Charles Harman.

**25.** Election of the Sustainability, Social and Ethics Committee members.

#### Resolved:

That the shareholders elect, each by way of a separate vote, the following directors, as members of the Sustainability, Social and Ethics Committee, with effect from the end of this AGM:

- i. Khumo Shuenyane;
- ii. Gareth Penny; and
- iii. Hendrik du Toit.

### Special business:

#### Ninety One Limited

To consider and, if deemed fit, to pass, with or without modification the following ordinary resolutions and special resolutions of Ninety One Limited set out below:

**26.** Ordinary Resolution – Authority to issue shares.

#### Resolved:

That:

- i. a number of ordinary shares equal to 5% of the unissued ordinary shares in the authorised share capital of Ninety One Limited as at Friday, 29 May 2026 (excluding any shares approved to be issued in terms of any share plan or incentive scheme for the benefit of employees) be and are hereby placed under the control of the directors, who are authorised to allot, issue and otherwise dispose of such shares to such person or persons upon such terms and conditions as the directors in their discretion deem fit; and
- ii. a number of Special Converting Shares equal to 5% of the total issued ordinary Special Converting Share capital of Ninety One plc as at Friday, 29 May 2026 be and are hereby placed under the control of the directors as a general authority. The Special Converting Shares are required by the DLC structure and agreements, subject to the South African Companies Act, No 71 of 2008, as amended ("SA Companies Act"), the Memorandum of Incorporation of Ninety One Limited (the "Mol") and the Listings Requirements of the JSE (the "JSE Listings Requirements"), if and to the extent applicable, such authority to endure until the next AGM of Ninety One Limited or the expiry of 15 months from the date of the passing of this resolution, whichever is the shorter period.

## Notice of Annual General Meeting of Ninety One plc

### 27. Ordinary Resolution – General authority to issue ordinary shares for cash.

#### Resolved:

That the directors of Ninety One Limited be and are hereby authorised, by way of a general authority, to allot and issue ordinary shares for cash, on such terms and conditions as they may determine, subject to the provisions of the MoI, the SA Companies Act and the JSE Listings Requirements, provided that the aggregate number of ordinary shares to be issued in terms of this authority shall not exceed 5% of the issued ordinary share capital of Ninety One Limited as at Friday, 29 May 2026.

This authority shall remain in force until the next AGM of Ninety One Limited or the expiry of 15 months from the date of the passing of this resolution, whichever is the shorter period. The authority shall be subject to the following:

- i. the ordinary shares which are the subject of the issue for cash must be of a class already in issue or limited to such securities or rights that are convertible into a class already in issue;
- ii. the allotment and issue of ordinary shares for cash shall be made only to persons qualifying as public shareholders as defined in the JSE Listings Requirements and not to related parties. Related parties may be able to participate through a bookbuild process prescribed in the JSE Listings Requirements provided that:
  - a. related parties may only participate with a maximum bid price at which they are prepared to take-up shares or at book close price. In the event of a maximum bid price and the book closes at a higher price, the relevant related party will be “out of the book” and not be allocated shares; and
  - b. equity securities must be allocated equitably “in the book” through the bookbuild process and the measures applied will be disclosed on the JSE launching the bookbuild;
- iii. any number of ordinary shares issued under this authority must be deducted from the number of ordinary shares authorised to be issued in terms of Resolution 26;
- iv. the maximum discount at which ordinary shares may be issued is 10% of the weighted average traded price on the JSE of such ordinary shares over the 30 business days prior to the date that the price of the issue is determined or agreed by the directors of Ninety One Limited; and
- v. Ninety One Limited shall publish such announcements (if any) as may be required in terms of the JSE Listings Requirements pursuant to the issue of shares under this authority.

### 28. Ordinary Resolution – Authority to acquire ordinary shares of Ninety One Limited.

#### Resolved:

That as authorised in terms of the MoI, as a general authority provided for in the JSE Listings Requirements, which authority shall be valid until the company’s next AGM or the date of expiry of 15 months from the date of the passing of this resolution, whichever is the shorter period, that the acquisition by Ninety One Limited or any of its subsidiaries from time to time of the issued ordinary shares of Ninety One Limited, upon such terms and conditions and in such amounts as the directors of Ninety One Limited or its subsidiaries may from time to time decide, be approved, but subject to the provisions of the SA Companies Act and the JSE Listings Requirements, it being recorded that as at Friday, 29 May 2026, the JSE Listings Requirements provide, inter alia, that:

- i. any such acquisition of ordinary shares shall be effected through the order book operated by the JSE trading system and done without any prior understanding or arrangement; and
- ii. in determining the price at which ordinary shares issued by Ninety One Limited are acquired by it, and/or any of its subsidiaries, in terms of this general authority, the maximum price at which such ordinary shares may be acquired will be 10% above the weighted average of the market value at which such ordinary shares are traded on the JSE as determined over the five business days immediately preceding the date of acquisition of such ordinary shares, as the case may be, by Ninety One Limited or any of its subsidiaries.

Should Ninety One Limited’s issued share capital as at the date of the AGM be lower than the issued share capital as at Friday, 29 May 2026 (being the latest practicable date prior to the publication of this notice) the Board will limit Ninety One Limited’s use of this authority to 10% of the issued ordinary share capital of Ninety One Limited as at the date of the AGM, excluding treasury shares.

## Notice of Annual General Meeting of Ninety One plc

### 29. Special Resolution 1 – Financial assistance.

#### Resolved:

That to the extent required by the SA Companies Act and subject to compliance with the requirements of the SA Companies Act, the JSE Listings Requirements and the MoI, the directors of Ninety One Limited may authorise Ninety One Limited to provide direct or indirect financial assistance, including by way of lending money, guaranteeing a loan or other obligation, and securing any debt or obligation, or otherwise to:

- i. any related or inter-related company or corporation (or to any future related or inter-related company or corporation), for any purpose or in connection with any matter, including, but not limited to, any option, or any securities issued or to be issued by Ninety One Limited or a related or interrelated company or entity, or for the purchase of any securities of Ninety One Limited or a related or interrelated company or entity; and/or
- ii. any of the present or future directors or prescribed officers of Ninety One Limited or of a related or interrelated company or entity (or any person related to any of them or to any company or corporation related or interrelated to any of them), or to any other person who is a participant in any of Ninety One Limited's present or future share or other employee incentive schemes, for the purpose of, or in connection with, the subscription of any option, or any securities, issued or to be issued by Ninety One Limited or a related or interrelated company or entity, or for the purchase of any securities of Ninety One Limited or a related or interrelated company or entity, where such financial assistance is provided in terms of any such scheme, such authority to endure until the next AGM of Ninety One Limited.

### 30. Special Resolution 2 – Non-executive directors' remuneration.

#### Resolved:

That in terms of section 66(9) of the SA Companies Act, payment of the remuneration to the non-executive directors of Ninety One Limited for their service as directors be approved as follows:

- i. for the period 1 August 2026 to 31 July 2027: as set out on page 102 of the Integrated Annual Report; and
- ii. Value-Added Tax ("VAT"), at the prevailing rate, where applicable, will be added to the abovementioned fees.

By order of the Board

**A Rasool**  
Company Secretary

55 Gresham Street  
London  
EC2V 7EL

2 June 2026

## Notice of Annual General Meeting of Ninety One plc

### Explanatory notes

#### Common business: Ninety One plc and Ninety One Limited

##### Resolutions 1-8 – Election of directors

The Articles of Association of Ninety One plc and the Mol of Ninety One Limited provide that any director appointed by the Board during the year will hold office only until the next AGM, when they will retire and be eligible for election by shareholders.

Charles Harman, who was appointed by the Board on 24 July 2025, will retire at the AGM and, being eligible, will stand for election by shareholders. In accordance with the UK Corporate Governance Code (“UK Code”), all other directors will retire and those willing to serve again will submit themselves for re-election at the AGM.

Biographical details of each of the directors proposed to be elected/re-elected can be found on pages 31 and 32.

Each director underwent a fit and proper assessment which confirmed that they met the required standards. The Board hereby confirms it is satisfied with the outcome of those assessments.

##### Resolutions 9 and 10 – Remuneration Policy and Implementation

In terms of sections 30A and 30B of the SA Companies Act, which came into effect on 22 May 2026, a public company is required to present its remuneration policy and remuneration report to shareholders for approval by ordinary resolution at the AGM.

The UK Companies Act requires a listed company to present its directors’ remuneration policy at its AGM at least every three years, such vote being binding. The directors’ remuneration report is also required to be tabled for a separate non-binding advisory vote at the AGM every year.

Approval is sought in Resolution 9 for the Directors Remuneration Report that is included on pages 86 to 102 of the Integrated Annual Report.

The Remuneration Policy as set out on pages 78 to 85 of the Integrated Annual Report remains unchanged since it was approved by shareholders at the 2024 AGM.

The Board will seek to engage with shareholders, in a manner prescribed in the Remuneration Policy, in the event that resolutions 9 or 10 have been voted against by 20% or more of the votes exercised by shareholders.

##### Resolution 11 – Climate-related financial reporting

This resolution seeks an advisory vote on Ninety One’s climate strategy, which is set out in our transition plan and progress reported on in our Sustainability and Stewardship Report.

Ninety One is a supporter and advocate of regular reporting on sustainability-related financial risks and their impact on listed companies.

### Ninety One plc

#### Ordinary business:

##### Resolution 12 – Annual financial statements of Ninety One plc

The directors are required by company law to present the audited financial statements, together with the reports of the Audit and Risk Committee, the directors and the auditor, for the financial year ended 31 March 2026 to shareholders at the AGM.

Enclosed or otherwise made available with this notice of AGM is a copy of the Integrated Annual Report containing the reports of the Audit and Risk Committee, the directors and the auditor as well as the audited consolidated financial information for the year ended 31 March 2026.

##### Resolution 13 – Declaration of dividend

A final dividend for the year ended 31 March 2026 for Ninety One plc of 7.4 pence per ordinary share is recommended by the Board. Shareholder approval for the declaration of this final dividend is required. If approved, the dividend will become due and payable on Thursday, 6 August 2026 to shareholders on the respective UK and SA registers as at close of business on Friday, 17 July 2026.

##### Resolution 14 and 15 – Appointment and remuneration of auditor

The auditor of a company must be appointed or re-appointed at each general meeting at which the accounts are presented. Following a detailed review which included an assessment of PwC’s independence and audit quality, the Audit and Risk Committee recommends the re-appointment of PricewaterhouseCoopers LLP as auditor of Ninety One plc, until the conclusion of the company’s next AGM. Allan McGrath is the designated audit partner and has not been subject to disqualification.

#### Special business:

##### Resolution 16 – Authority to allot Ninety One plc shares

The Articles of Association of Ninety One plc permit the directors of Ninety One plc to allot shares and other securities in accordance with section 551 of the UK Companies Act, up to an amount authorised by the shareholders in a general meeting. The purpose of Resolution 16 is to grant power to the directors to allot ordinary shares and Special Converting Shares. The Special Converting Shares are required by Ninety One’s DLC structure and agreements.

The authority in paragraph (i) will allow the directors to allot new shares and grant rights to subscribe for, or convert other securities into, shares up to a maximum nominal amount of £3,343.42, exclusive of treasury shares, which is equivalent to 5% of the total issued ordinary share capital of Ninety One plc as at Friday, 29 May 2026.

The authority in paragraph (ii) authorises the directors to allot Special Converting Shares to reflect the number of ordinary shares issued by Ninety One Limited at any time and from time-to-time up to a nominal value of £1,664.81, per the requirements of Ninety One’s DLC structure and agreements.

## Notice of Annual General Meeting of Ninety One plc

Shares held in treasury are not included for the purposes of the calculation of the nominal value of ordinary shares which may be allotted under this authority. As at Friday, 29 May 2026, being the last practicable date prior to the publication of this Notice, Ninety One plc did not hold any shares in treasury.

Renewal of the authority is sought annually, in accordance with market practice. The authority is requested to ensure that the directors have appropriate authority and flexibility to respond to market developments and enable allotments to take place to manage Ninety One plc's capital resources. Any exercise of the authority will be made only in circumstances where the directors consider this to be in the best interests of shareholders as a whole.

Notwithstanding this general position, the Board may use this authority specifically for allotments contemplated under the 2021 Ninety One plc Long Term Incentive Plan ("2021 plc LTIP") (as approved by shareholders at the 2021 AGM).

While the Board generally intends to settle and/or satisfy awards under the 2021 plc LTIP using market purchased shares from time to time, the limited liquidity in Ninety One plc's shares trading on the LSE may constrain its ability to do so and the Board may need to use newly issued shares to satisfy the awards from time to time. Ninety One plc also has the ability to issue shares to participants under the 2021 plc LTIP and/or a trustee from time to time, in each case to enable Ninety One plc to comply with its obligations to settle and/or satisfy awards under the 2021 plc LTIP from time to time. Such issuance shall always be subject to the overall dilution limits and any applicable individual limits.

If the Board does allot shares under the 2021 plc LTIP during the period until Ninety One plc's next AGM, notwithstanding that such issuance would take place pursuant to the statutory authority of the directors under section 549(2) of the UK Companies Act to allot shares in pursuance of an employees' share scheme, the maximum allotment authority under this resolution would be treated as having been proportionately reduced.

In February 2023, the Investment Association (the "IA") updated its share capital management guidelines (the "IA Guidelines"), stating that its members will permit, and treat as routine, resolutions seeking authority to allot shares representing up to two-thirds of the company's issued ordinary share capital, and that any amount in excess of one-third of existing issued shares should be applied to fully pre-emptive offers only. Since Ninety One plc's listing in March 2020, the Board has limited its annual allotment authority to 5% of issued ordinary share capital, a threshold that was consistent with the IA's guidelines at that time. The Board annually considers whether to adopt the revised thresholds and has concluded that the existing 5% authority remains adequate for Ninety One's capital management requirements.

If the resolution is passed, the authority to allot shares will expire at the end of the AGM to be held in 2027 or, if earlier, 30 September 2027.

### Resolution 17 – Special Resolution – Authority to disapply pre-emption rights

If the directors wish to allot new shares and other equity securities, or sell treasury shares, for cash (other than in connection with an employee share scheme), UK company law requires that these shares are offered first to shareholders in proportion to their existing holdings (known as pre-emption rights). However, there may be occasions when the Board requires flexibility to raise capital for Ninety One plc without a pre-emptive offer to existing shareholders. This cannot be done under UK company law unless shareholders have first waived their statutory pre-emption rights.

The purpose of Resolution 17 is to authorise the directors to allot new shares pursuant to the authority given by Resolution 16, or to sell treasury shares, for cash (i) in connection with a Rights Issue (as defined in the Articles of Association) or other pre-emptive offer, or (ii) otherwise up to a maximum aggregate nominal value of £3,343.42, which is equivalent to 5% of the issued ordinary share capital of Ninety One plc as at Friday, 29 May 2026 (being the latest practicable date prior to publication of this Notice), in each case without the shares first being offered to existing shareholders in proportion to their existing holdings. Limb (i) of Resolution 17 authorises the directors to conduct a pre-emptive offer or Rights Issue without the need to comply with the strict requirements of the statutory pre-emption rights, but instead subject to such exclusions or arrangements as the directors consider necessary. For example, in a pre-emptive rights issue, there may be difficulties in relation to fractional entitlements or the issue of new shares to certain shareholders, particularly those resident in certain overseas jurisdictions. In addition, there may be circumstances when the directors consider it in the best interests of Ninety One plc to allot a limited number of shares, or to sell treasury shares for cash, on a non pre-emptive basis. Accordingly, limb (ii) of the resolution is to authorise the directors to allot new shares and other equity securities (or sell treasury shares) pursuant to the allotment authority given by Resolution 16.

The Board has not previously sought authority to disapply pre-emption rights.

The Pre-Emption Group ("PEG") Statement of Principles ("PEG Principles") support the annual disapplication of pre-emption rights in respect of allotments of shares and other equity securities and sales of treasury shares for cash (whether or not in connection with an acquisition or specified capital investment) where these shares represent no more than 10% of the company's issued ordinary share capital (exclusive of treasury shares). Pursuant to the PEG Principles, PEG recommended an increase to the threshold for general corporate purposes from 5% to 10% of issued ordinary share capital, in response to the recommendations of the UK Secondary Capital Raising Review. Additionally, the IA Guidelines recommend that resolutions to disapply pre-emption rights should comply with the provisions of the PEG Principles.

## Notice of Annual General Meeting of Ninety One plc

The Board has reviewed the matter carefully and has concluded that a 5% authority (below the 10% general threshold supported by the PEG Principles), is appropriate and in the interests of Ninety One plc and its shareholders as a whole. The directors confirm that they have no present intention of exercising the authority granted under this limb (ii) of Resolution 17 for any specific purpose. The authority is sought as a matter of good governance to ensure that the directors have appropriate flexibility to allot shares or sell treasury shares for cash on a non-pre-emptive basis should market conditions or circumstances arise which the directors consider would make such an issue in the best interests of Ninety One plc and its shareholders as a whole.

Further, the Board is not seeking the additional 10% for acquisitions and specified capital investments that can also be supported by the PEG Principles. The authority is therefore limited to 5% of the issued ordinary share capital.

The directors confirm that, in connection with any exercise of the authority granted under this resolution, they intend to follow the PEG Principles.

The authority will expire at the conclusion of the next AGM of Ninety One plc to be held in 2027 or, if earlier, 30 September 2027.

### Resolution 18 – Special Resolution – Authority to purchase own ordinary shares

The renewal of the authority to purchase ordinary shares is sought annually, in accordance with market practice. The authority is requested to ensure that the directors have appropriate flexibility to respond to market developments and to manage Ninety One plc's capital resources efficiently. The Board would use the authority only in circumstances where it considers this to be in the best interests of shareholders generally.

In previous years, the Board sought authority to purchase up to 5% of Ninety One plc's issued ordinary share capital. The Board has determined that it is appropriate to increase this to 10% for a number of reasons, including the fact that Ninety One plc has conducted an active share repurchase programme since March 2025, under which shares have been purchased on-market and cancelled on a continuous basis. The programme reflects the Company's commitment to returning surplus capital to shareholders, optimising its capital structure and enhancing earnings per share. A 10% authority provides appropriate headroom for this programme to continue during the year ahead without requiring early renewal or a separate general meeting.

Accordingly, the purpose and effect of this resolution is to grant a general authority, subject to specified limits, to Ninety One plc to purchase its own ordinary shares, up to a maximum of £6,686.83 ordinary shares, until the conclusion of the AGM in 2027 or, if earlier, 30 September 2027. This represents 10% of the ordinary shares in issue as at Friday, 29 May 2026 (being the latest practicable date prior to publication of this notice) and Ninety One plc's exercise of this authority is subject to the stated upper and lower limits on the price payable.

If Ninety One plc were to purchase shares pursuant to the UK Companies Act, they will be cancelled, or to the extent determined by the directors of Ninety One plc, held in treasury. The authority will be exercised only if the directors of Ninety One plc believe that to do so would result in an increase in earnings per ordinary share and would be in the best interests of shareholders generally, or in the case of the creation of treasury shares, that to do so would be in the best interests of shareholders generally. The authority will not be used during a prohibited period under the UK Market Abuse Regulation.

Notwithstanding this general position, this authority may also be used to make repurchases of Ninety One plc shares contemplated under the 2021 plc LTIP (as approved by shareholders at the 2021 AGM). While the Board generally intends to settle and/or satisfy awards under the 2021 plc LTIP using market purchased shares from time to time, the limited liquidity in Ninety One plc's shares trading on the LSE may constrain its ability to do so and the Board may need to use treasury shares to satisfy the awards from time to time. Ninety One plc also has the ability to transfer treasury shares which have arisen from the repurchase of shares to participants under the 2021 plc LTIP and/or a trustee from time to time, in each case to enable Ninety One plc to comply with its obligations to settle and/or satisfy awards under the 2021 plc LTIP from time to time.

### Resolution 19 – Special Resolution – Authority to purchase own shares (Johannesburg Stock Exchange) – contingent purchase contracts

Approval is sought in Resolution 19 to enter into a contingent purchase contract with JPMESA relating to potential purchases of Ninety One plc's shares on the JSE where Ninety One plc has a secondary listing. For the purposes of the UK Companies Act, the share purchases under these contracts are treated as an "off-market purchase", however, the contracts are intended to enable Ninety One plc to buy back its shares on the JSE in similar fashion and subject to the same overall limits as on-market purchases on the London Stock Exchange. Under sections 693 and 694 of the UK Companies Act, Ninety One plc is not permitted to make off-market purchases or contingent purchases of its shares unless it obtains advance shareholder approval to the terms of the contract.

## Notice of Annual General Meeting of Ninety One plc

The principal features of the purchase contract are as follows:

- (i) JPMESA may, following instruction from Ninety One plc, acquire Ninety One plc ordinary shares on the JSE, which Ninety One plc may become obliged to purchase;
- (ii) the purchase price for the Ninety One plc ordinary shares shall not exceed the higher of:
  - (a) 105% of the average market value of the shares on the JSE for five JSE business days immediately prior to the date the Ninety One plc ordinary shares are purchased by Ninety One plc; and
  - (b) the price which is equal to the higher of: (1) the price of the last independent trade of a Ninety One plc ordinary share on the JSE; and (2) the highest current independent bid for a Ninety One plc ordinary share on the JSE;
- (iii) the aggregate number of Ninety One plc ordinary shares that can be acquired under the contract and pursuant to Resolution 18 shall not exceed 66,868,303; and
- (iv) Ninety One plc shall only instruct or irrevocably appoint JPMESA to purchase the Ninety One plc ordinary shares provided Ninety One plc is then able to comply in relation to the purchase of the Ninety One plc ordinary shares with the provisions of English and South African law then applicable (including the relevant listing rules) and has sufficient distributable reserves available for such purchase.

A copy of the proposed contingent purchase contract will be made available for inspection at Ninety One plc's registered office during normal business hours for 15 days ending on the date of the AGM and at the place of the meeting for a period of 15 minutes immediately before the meeting until its conclusion.

This resolution will be proposed as a special resolution and the authority under this resolution shall expire at the conclusion of the next AGM to be held in 2027 or, if earlier, 30 September 2027 unless such authority is renewed prior to such time.

### Resolution 20 – Consent to short notice

The UK Companies Act requires that general meetings are called on at least 21 clear days' notice. Whilst annual general meetings must always be held on not less than 21 clear days' notice, shareholders may authorise a company to call other general meetings on shorter notice, provided that such shorter period is not less than 14 clear days.

Resolution 20 seeks shareholder approval for Ninety One plc to retain this flexibility. The directors confirm that the ability to call a general meeting on shorter notice would be used only where the time-sensitive nature of the relevant business makes it necessary and where it is considered to be in the interests of shareholders as a whole. It would not be invoked as a matter of routine.

The authority sought by this resolution will expire at the conclusion of the next AGM of Ninety One plc, at which point it is the directors' intention to seek renewal of a similar authority.

## Ninety One Limited

### Ordinary business:

#### Resolution 21 – Annual financial statements

Shareholders are requested to receive and adopt the audited annual financial statements of Ninety One Limited for the year ended 31 March 2026, together with the reports of the directors of Ninety One Limited and of the auditor of Ninety One Limited.

The directors are required by SA company law to present to the meeting the audited financial statements, together with the reports of the directors, the auditor, the chair of the Audit and Risk Committee and the chair of the Sustainability, Social and Ethics Committee for the financial year ended 31 March 2026.

Enclosed or otherwise made available with this notice of AGM is a copy of the Integrated Annual Report containing the reports of the chair of the Audit and Risk Committee, the chair of the Sustainability, Social and Ethics Committee, the reports of the directors and the auditor as well as the audited consolidated financial information for the year ended 31 March 2026.

#### Resolution 22 – Declaration of dividend

A final dividend for the year ended 31 March 2026 for Ninety One Limited of 161.0 cents per ordinary share is recommended by the Board. Shareholder approval for the declaration of this final dividend is required. If approved, the dividend will become due and payable on Thursday, 6 August 2026 to shareholders on the SA register as at close of business on Friday, 17 July 2026.

#### Resolution 23 – Appointment of auditor

In terms of section 90(1) of the SA Companies Act, each year at its shareholder meeting, Ninety One Limited must appoint an auditor who complies with the requirements of the SA Companies Act as well the JSE Listing Requirements.

Following a detailed review by the Audit and Risk Committee, which included an assessment of its independence and audit quality, the Audit and Risk Committee recommends the re-appointment of PricewaterhouseCoopers Inc. as auditor of Ninety One Limited, until the conclusion of the company's next AGM. Nicolette Jacobs is the designated audit partner and has not been subject to disqualification.

#### Resolution 24 – Election of Audit and Risk Committee members

Shareholders are required, in terms of section 94(2) of the South African Companies Act, to elect the members of the audit committee at each Annual General Meeting. Resolution 24 therefore proposes the election of the Audit and Risk Committee members of Ninety One Limited.

Biographies of the independent non-executive directors proposed to serve on the Audit and Risk Committee can be found on page 32.

## Notice of Annual General Meeting of Ninety One plc

### Resolution 25 – Election of Sustainability, Social and Ethics Committee members

Shareholders are required, in terms of section 61(8) read with section 72 of the South African Companies Act, to elect the members of the Sustainability, Social and Ethics Committee at each Annual General Meeting. Resolution 25 therefore proposes the election of the members of the Ninety One Limited Sustainability, Social and Ethics Committee.

Biographies of the directors proposed to serve on the Sustainability, Social and Ethics Committee can be found on pages 31 and 32.

### Special business:

#### Resolution 26 and 27 – Issue of shares

Resolutions 26 and 27 are proposed in accordance with the terms of the Mol, subject to the relevant provisions of the SA Companies Act and the JSE Listings Requirements. Note that the authority to issue shares for cash in Resolution 27 is part of the general authority in Resolution 26 and not in addition to it.

The maximum aggregate number of shares which may be issued under both of the authorities proposed by Resolutions 26 and 27 will be 16,648,051 ordinary shares, being a number equal to 5% of the unissued ordinary shares in the authorised share capital of Ninety One Limited, and 33,434,151 Special Converting Shares being a number equal to 5% of the issued ordinary share capital in Ninety One plc, as at Friday, 29 May 2026. Should Ninety One Limited's unissued share capital as at the date of the AGM be higher than the unissued share capital as at Friday, 29 May 2026 (being the latest practicable date prior to the publication of this notice) the Board will permit Ninety One Limited's use of this authority to 5% of the unissued ordinary share capital of Ninety One Limited as at the date of the AGM.

Related parties have the ability to participate in the allotment and issue of ordinary shares for cash provided they do so through a bookbuild process and comply with certain provisions as prescribed in the JSE Listings Requirements and outlined in Resolution 27.

The renewal of the authority to issue shares is sought annually, in accordance with market practice. The authority is requested to ensure that the directors have appropriate authority and flexibility to respond to market developments and enable issuances to take place to manage Ninety One Limited's capital resources. The Board will use the authority in circumstances where this would be in the best interests of shareholders.

At the 2021 AGM, shareholders approved amendments to the 2021 Ninety One Limited Long Term Incentive Plan ("Limited LTIP"), authorising Ninety One Limited to issue shares in accordance with the Limited LTIP rules from time to time to participants and/or a trust and/or company administering the Limited LTIP for the purpose of settling and/or satisfying awards.

While the Board generally intends to settle and/or satisfy awards under the Limited LTIP using market purchased shares and/or treasury shares from time to time, the limited liquidity in Ninety One Limited's shares trading on the JSE may constrain its ability to do so. Ninety One Limited also has the ability to issue shares to participants under the Limited LTIP and/or a trust and/or other company administering the Limited LTIP from time to time, to enable Ninety One Limited to comply with its obligations to settle and/or satisfy awards under the Limited LTIP from time to time. Such issuance shall always be subject to the aggregate number of new shares to be issued not resulting in Ninety One Limited exceeding the aggregate maximum number of Ninety One Limited ordinary shares that may be used for the purpose of the Limited LTIP.

If the Board does issue shares under the Limited LTIP during the period until the next AGM of Ninety One Limited to be held in 2027, such issuance would take place pursuant to the authority granted at the 2021 AGM, the maximum allotment authority under this resolution would be treated as having been proportionately reduced.

#### Resolution 28 – Ordinary Resolution – Authority to acquire ordinary shares

The reason for and effect of Resolution 28 is to grant a renewable general authority to Ninety One Limited or its subsidiaries, to acquire ordinary shares of Ninety One Limited which are in issue from time to time, subject to the SA Companies Act and the JSE Listings Requirements.

As at Friday, 29 May 2026, the JSE Listings Requirements provide, inter alia, that:

- i. at any point in time, Ninety One Limited may only appoint one agent to effect any acquisition on Ninety One Limited's behalf;
- ii. a resolution has been passed by the board that it has authorised the acquisition, that Ninety One Limited and its subsidiaries have passed the solvency and liquidity test and that, since the test was performed, there have been no material changes to the financial position of Ninety One Limited and its subsidiaries; and
- iii. neither Ninety One Limited nor its subsidiaries may acquire any shares during a prohibited period, as defined by the JSE Listings Requirements, unless there is in place a repurchase programme where dates and quantities of shares to be traded during the prohibited period are fixed and full details of the programme have been submitted to the JSE prior to the commencement of the prohibited period.

The Board believes that the directors should retain the flexibility to use the authority granted under this Resolution. Purchases under this authority would only be made where the directors considered them to be in the best interests of shareholders. Notwithstanding this general position, this authority may also be used to make repurchases of Ninety One Limited shares contemplated by the Limited LTIP.

## Notice of Annual General Meeting of Ninety One plc

While the Board generally intends to settle and/or satisfy awards under the Limited LTIP using market purchased shares and/or treasury shares from time to time, the limited liquidity in Ninety One Limited's shares trading on the JSE may constrain its ability to do so.

### Directors' Responsibility Statement:

The directors, whose names appear on pages 59 and 60 in the Ninety One Integrated Annual Report, collectively and individually accept full responsibility for the accuracy of the information pertaining to Resolution 28 and certify that, to the best of their knowledge and belief, there are no facts that have been omitted which would make any statement false or misleading and that all reasonable enquiries to ascertain such facts have been made and that the Resolution 28 contains all information required by law and the JSE Listing Requirements.

### Material changes:

Other than the facts and developments reported on in the Integrated Annual Report, there have been no material changes in the affairs or financial position of Ninety One Limited and its subsidiaries since Wednesday, 1 April 2026 and up to the date of this notice of AGM of Ninety One Limited.

The following additional information is provided in terms of the JSE Listings Requirements for purposes of the general authority:

- major beneficial shareholders – as set out on page 106 in the Integrated Annual Report; and
- share capital of Ninety One Limited – as set out on pages 103 and 104 in the Integrated Annual Report.

### Resolution 29 – Special Resolution 1 – Financial assistance

As part of the normal conduct of the business of Ninety One Limited, where necessary and subject to applicable laws and regulation, Ninety One Limited may be required to give financial assistance to one or more related or inter-related companies or corporations, which financial assistance may include, but is not limited to, the granting of loans to such related or inter-related companies or corporations, as well as granting letters of support and guarantees in appropriate circumstances.

Ninety One Limited would like the ability to provide such financial assistance where necessary.

Furthermore, it may be necessary for Ninety One Limited to provide financial assistance to any of its present or future subsidiaries and/or to any other related or interrelated company or entity, and/or to a member of a related or interrelated company or entity, to subscribe for options or securities of Ninety One Limited or another company related or interrelated to it.

Under section 44 of the SA Companies Act, Ninety One Limited will, however, require a special resolution to be adopted before such financial assistance may be provided. It is therefore imperative that Ninety One Limited obtains the approval of shareholders in terms of Special Resolution 1 so that it is able to effectively organise its internal financial administration.

Sections 44 and 45 also contain exemptions in respect of subsidiaries and employee share schemes, as contemplated in the SA Companies Act, which satisfy the requirements of section 97 of the SA Companies Act. To the extent that any of Ninety One Limited's or Ninety One plc's share or other employee incentive schemes do not constitute employee share schemes that satisfy such requirements, financial assistance (as contemplated in sections 44 and 45) to be provided under such schemes will, inter alia, also require approval by special resolution. Accordingly, Special Resolution 1 authorises financial assistance to any of the directors or prescribed officers of Ninety One Limited or its related or interrelated companies or entities (or any person related to any of them or to any company or corporation related or interrelated to them), or to any other person who is a participant in any of Ninety One's share or other employee incentive schemes, for the purpose of, or in connection with, the subscription of any option, or any securities, issued or to be issued by Ninety One Limited or a related or interrelated company or entity, or for the purchase of any securities of Ninety One Limited or a related or interrelated company or entity, where such financial assistance is provided in terms of any such scheme.

### Resolution 30 – Special Resolution 2 – Non-executive directors' remuneration

The reason and effect of Special Resolution 2 is to enable Ninety One Limited to comply with the provisions of sections 65(11)(h), 66(8) and 66(9) of the SA Companies Act, which stipulate that remuneration to non-executive directors for their service as directors may be paid only in accordance with a special resolution approved by shareholders.

No increase in non-executive directors' remuneration is proposed. For more information on the directors' remuneration, please refer to page 102 in the Integrated Annual Report.

## Notice of Annual General Meeting of Ninety One plc

### Shareholder notes

1. Biographies of the directors seeking election or re-election are set out on pages 31 and 32.
2. If you would like to submit your vote electronically in advance of the AGM, you can submit your instruction by visiting [www.eproxyappointment.com/Login](http://www.eproxyappointment.com/Login). You are advised to read the terms and conditions of use. All advance electronic votes should be submitted no later than 11:00 (BST) on Monday, 20 July 2026. If you return paper and electronic instructions, those received last by Ninety One plc's Registrar, Computershare Investor Services PLC, before 11:00 (BST) on Monday, 20 July 2026 will take precedence. Electronic communication facilities are available to all shareholders and those that use them will not be disadvantaged.
3. All of the above resolutions are joint electorate actions under the Articles of Association of Ninety One plc and, accordingly, both the holders of ordinary shares in Ninety One plc and the holder of the special voting share in Ninety One plc are entitled to vote. Voting will be on a poll which will remain open for sufficient time to allow the Ninety One Limited AGM to be held and for the votes to be ascertained and cast on a poll.
4. On the poll:
  - a. each ordinary share in Ninety One plc (other than those subject to voting restrictions) will have one vote;
  - b. the holder of the Ninety One plc special voting share will cast the same number of votes as were validly cast for and against the equivalent resolution by Ninety One Limited shareholders on the poll at the Ninety One Limited AGM;
  - c. the holder of the Ninety One plc special voting share will be obliged to cast these votes for and against the relevant resolutions in accordance with the votes cast for and against the equivalent resolution by Ninety One Limited shareholders on the poll at the Ninety One Limited AGM;
  - d. through this mechanism, the votes of the Ninety One Limited ordinary shareholders at the Ninety One Limited AGM will be reflected at Ninety One plc's AGM in respect of each joint electorate action; and
  - e. the results of the joint electorate action will be announced after both polls have closed.
5. Any member attending the AGM has the right to ask questions. Ninety One plc must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of Ninety One plc or the good order of the meeting that the question be answered.
6. A member who is entitled to attend and vote at the AGM is entitled to appoint one or more persons as their proxy to exercise all or any of their rights to attend and to speak and vote at the meeting, provided that, if more than one proxy is appointed by a member, each proxy is appointed to exercise the rights attached to different shares held by that shareholder. A proxy need not be a member of Ninety One plc or Ninety One Limited.
7. A form of proxy is enclosed. The appointment of a proxy will not prevent a member from subsequently attending and voting at the AGM.
8. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who has been nominated to receive communications from Ninety One plc in accordance with section 146 of the UK Companies Act ("nominated persons"). Nominated persons may have a right under an agreement with the registered shareholder who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.
9. To be effective, the instrument appointing a proxy and any power of attorney or other authority under which it was executed (or a duly certified copy of any such power or authority) must be either:
  - a. sent to Ninety One plc's registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY; or
  - b. the proxy appointment must be lodged using the CREST Proxy Voting Service in accordance with Note 18 below in each case so as to be received no later than 11:00 (BST) on Monday, 20 July 2026 or if the meeting is adjourned, not less than 48 (forty-eight) hours before the time fixed for the adjourned meeting.

## Notice of Annual General Meeting of Ninety One plc

10. Any corporation which is a shareholder can appoint one or more representatives who exercise on its behalf all of its powers as a shareholder provided that they do not do so in relation to the same shares.
11. In terms of the Uncertificated Securities Regulations 2001, as amended, entitlement to attend and vote at the meeting and the number of votes which may be cast will be determined by reference to the register of members of Ninety One plc at 18:00 (BST) on Monday, 20 July 2026 or if the meeting is adjourned, two days before the date fixed for the adjourned meeting, as the case may be. Changes to entries on the register of members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
12. Copies of:
  - a. the Articles of Association;
  - b. the executive directors' service contracts; and
  - c. the non-executive directors' terms and conditions of appointment are available for inspection at Ninety One plc and Ninety One Limited's registered offices during business hours on any weekday (Saturdays, Sundays and any public holidays in England or South Africa are excluded) and at the place of the Ninety One plc AGM for at least 15 minutes prior to and during the AGM. In addition, copies will be available electronically on request to [cosecglobal@ninetyone.com](mailto:cosecglobal@ninetyone.com).
13. As of Friday, 29 May 2026 (the latest practicable date prior to publication of this notice) Ninety One plc's issued capital consists of: 668,683,025 Ninety One plc shares of £0.0001 each; 332,961,027 Ninety One plc Special Converting Shares of £0.0001 each; one UK DAS share of £0.0001; one UK DAN share of £0.0001; one Ninety One plc special voting share of £0.0001; and one Ninety One plc special rights share of £0.0001, all of which were fully paid or credited as fully paid. Ninety One plc holds no ordinary shares in treasury for voting right purposes and therefore the total number of voting rights in Ninety One plc is 668,683,025.
14. As of Friday, 29 May 2026 (the latest practicable date prior to publication of this notice) Ninety One Limited's issued capital consists of 332,961,027 Ninety One Limited ordinary shares; 668,683,025 Ninety One Limited Special Converting Shares; one SA DAS share; one SA DAN share; one Ninety One Limited special rights share; and one Ninety One Limited special voting share, all of which were issued at no par value. Ninety One Limited holds no ordinary shares in treasury and therefore the total number of voting rights in Ninety One Limited is 332,961,027.
15. Ninety One plc and Ninety One Limited have each issued one special voting share to facilitate joint voting by shareholders of Ninety One plc and Ninety One Limited on joint electorate actions. As of Friday, 29 May 2026 (the latest date prior to publication of this notice) the combined total number of voting rights of Ninety One plc and Ninety One Limited is 1,001,644,052.
16. CREST members who wish to appoint a proxy or proxies to attend electronically and vote at the Ninety One plc meeting through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
17. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST proxy instruction") must be properly authenticated in accordance with Euroclear UK & International Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via [www.euroclear.com/CREST](http://www.euroclear.com/CREST)). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by Computershare Investor Services PLC (ID 3RA50) by 11:00 (BST) on Monday, 20 July 2026. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which Computershare Investor Services PLC is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
18. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that their CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this respect, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST manual concerning practical limitations of the CREST system and timings.

## Notice of Annual General Meeting of Ninety One plc

- 19.** Ninety One plc may treat as invalid a CREST proxy instruction in the circumstances set out in regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- 20.** Under section 527 of the UK Companies Act members meeting the threshold requirements set out in that section, have the right to require Ninety One plc to publish on a website a statement setting out any matter relating to:

  - a. the audit of Ninety One plc's financial statements (including the auditor's report and the conduct of the audit) that are to be presented before the AGM; or
  - b. any circumstance connected with an auditor of Ninety One plc ceasing to hold office since the previous meeting at which annual accounts and reports were presented in accordance with section 437 of the UK Companies Act. Ninety One plc may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the UK Companies Act. Where Ninety One plc is required to place a statement on a website under section 527 of the UK Companies Act, it must forward the statement to its auditor no later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that Ninety One plc has been required to publish on a website under section 527 of the UK Companies Act.
- 21.** Shareholders meeting the threshold and time limit set out in Sections 338 and 338A of the UK Companies Act can require that the Company give its shareholders notice of a resolution and/or include in the business to be dealt with at the AGM any matter which may be properly included in that business.
- 22.** A copy of this notice, and other information required by section 311A of the UK Companies Act, can be found at [www.ninetyone.com](http://www.ninetyone.com).

# Notice of Annual General Meeting of Ninety One Limited

## Incorporated in the Republic of South Africa

Registration number 2019/526481/06

Share code: NY1 / ISIN: ZAE000282356

Notice is hereby given that the Annual General Meeting (“AGM”) of Ninety One Limited will be held at 12:00 (SAST) on Wednesday, 22 July 2026 electronically, to:

- deal with such business as may lawfully be dealt with at the meeting; and
- consider, and, if deemed fit, pass, with or without modification, the ordinary and special resolutions set out below.

## Electronic participation

Shareholders entitled to attend, participate in and vote at the AGM or proxies of such shareholders that wish to participate in and/or vote at the AGM by way of electronic participation, must either:

- (i) register online using the online registration portal at <https://meetnow.global>, prior to the commencement of the AGM; or
- (ii) send an email to [proxy@computershare.co.za](mailto:proxy@computershare.co.za), so as to be received by the transfer secretaries by no later than 12:00 (SAST) on Monday, 20 July 2026, in order for the transfer secretaries to arrange such participation for the shareholder and provide the shareholder with the details as to how to access the AGM by means of electronic participation. Shareholders may still register to participate in and/or vote electronically at the AGM after this date, provided however that those shareholders are verified (as required in terms of Section 63(1) of the South African Companies Act, No 71 of 2008, as amended (the “SA Companies Act”) and are registered at the commencement of the AGM.

## Record dates

In terms of sections 59(1)(a) and (b) of the SA Companies Act, the Board has set the record date for the purpose of determining which shareholders are entitled to:

- receive notice of the AGM (being the date on which a shareholder must be registered in the Company’s securities register in order to receive notice of the AGM) as Friday, 12 June 2026; and
- participate in and vote at the AGM (being the date on which the shareholder is registered in the Company’s securities register in order to participate in and vote at the AGM) as Friday, 17 July 2026. Accordingly, the last date to trade in order to participate and vote at the meeting is Tuesday, 14 July 2026.

## Proxies

Shareholders who have not dematerialised their shares or who have dematerialised their shares with ‘own name’ registration, and who are entitled to attend, participate in and vote at the AGM, are entitled to appoint one or more persons as their proxy to exercise all or any of their rights to attend and to speak and vote in their stead at the AGM, provided that, if more than one proxy is appointed concurrently by a shareholder, each proxy is appointed to exercise the rights attached to different shares held by the shareholder. A proxy need not be a shareholder.

Shareholders who have not dematerialised their shares or who have dematerialised their shares with ‘own name’ registration, and who are entitled to attend, participate in and vote at the AGM, and who do not deliver forms of proxy to the transfer secretaries in South Africa on or before 12:00 (SAST) on Monday, 20 July 2026 will nevertheless be entitled to lodge the form of proxy in respect of the AGM immediately prior to the exercising of the shareholders’ rights at the AGM, in accordance with the instructions therein, by emailing it to [proxy@computershare.co.za](mailto:proxy@computershare.co.za).

Shareholders who have dematerialised their shares, other than those shareholders who have dematerialised their shares with ‘own name’ registration, should contact their CSDP or broker in the manner and within the time stipulated in the agreement entered into between them and their CSDP or broker:

- to furnish them with their voting instructions; or
- in the event that they wish to attend the AGM, to obtain the necessary letter of representation to do so.

## Voting

- For an ordinary resolution to be approved by shareholders, it must be supported by more than 50% of the voting rights exercised on the resolution.
- For a special resolution to be approved by shareholders, it must be supported by at least 75% of the voting rights exercised on the resolution.

## Notice of Annual General Meeting of Ninety One Limited

### Common business:

#### Ninety One plc and Ninety One Limited

To consider and, if deemed fit, to pass, with or without modification, the following ordinary resolutions of Ninety One plc and Ninety One Limited set out below:

1. To re-elect Hendrik du Toit as a director.
2. To re-elect Kim McFarland as a director.
3. To re-elect Gareth Penny as a director.
4. To re-elect Idoya Basterrechea Aranda as a director.
5. To re-elect Busisiwe Mabuza as a director.
6. To re-elect Victoria Cochrane as a director.
7. To re-elect Khumo Shuenyane as a director.
8. To elect Charles Harman as a director.
9. To approve the directors' remuneration report (other than the part containing the directors' remuneration policy), for the year ended 31 March 2026.
10. To approve the directors' remuneration policy as contained in the remuneration report.
11. To approve Ninety One's updated transition plan and progress reported on in the Sustainability and Stewardship Report.

### Ordinary business:

#### Ninety One plc

To consider and, if deemed fit, to pass, with or without modification, the following ordinary resolutions of Ninety One plc set out below:

12. To receive and adopt the audited annual financial statements of Ninety One plc for the year ended 31 March 2026, together with the reports of the directors of Ninety One plc and of the auditor of Ninety One plc.

13. Subject to the passing of resolution 22, to declare a final dividend of 7.4 pence per ordinary share in Ninety One plc for the year ended 31 March 2026.

14. To re-appoint PricewaterhouseCoopers LLP of 7 More London Riverside, London, SE1 2RT, United Kingdom as auditor of Ninety One plc to hold office until the conclusion of the next AGM to be held in 2027, with the designated audit partner being Allan McGrath.

15. To authorise the Audit and Risk Committee to set the remuneration of Ninety One plc's auditor.

### Special business:

#### Ninety One plc

To consider and, if deemed fit, to pass, with or without modification the following ordinary resolutions and special resolutions of Ninety One plc set out below:

16. Ordinary Resolution – Authority to allot shares and other securities.

#### Resolved:

That pursuant to and in accordance with Section 551 of the UK Companies Act 2006 ("UK Companies Act"), the directors be and are hereby generally and unconditionally authorised to exercise all the powers of Ninety One plc to allot shares or grant rights to subscribe for, or to convert any security into shares up to an aggregate nominal amount of:

- i. £3,343.42 in respect of Ninety One plc ordinary shares of £0.0001 each, being an amount equal to 5% of the total issued ordinary share capital of Ninety One plc as at Friday, 29 May 2026; and
- ii. £1,664.81 in respect of Ninety One plc special converting shares of £0.0001 each ("Special Converting Shares"), enabling the allotment of such number of Ninety One plc Special Converting Shares as is equal to 5% of the total issued ordinary shares in the authorised capital of Ninety One Limited as at Friday, 29 May 2026,

such authority to apply in substitution for all previous authorities pursuant to Section 551 of the UK Companies Act and to expire at the conclusion of the next AGM or, if earlier, 30 September 2027, but so that, in each case, Ninety One plc may make offers or enter into agreements during the relevant period which would, or might, require shares to be allotted or rights to subscribe for or to convert any securities into shares to be granted after the authority expires.

## Notice of Annual General Meeting of Ninety One Limited

### 17. Special Resolution – Authority to disapply pre-emption rights.

#### Resolved:

That, subject to the passing of Resolution 16, the directors be authorised to allot equity securities (as defined in Section 560(1) of the UK Companies Act) for cash under the authority given in Resolution 16 and/or to sell ordinary shares held by Ninety One plc as treasury shares for cash, as if Section 561 of the UK Companies Act did not apply to any such allotment or sale, such authority being limited to:

- i. the allotment of equity securities and/or sale of treasury shares in connection with a Rights Issue, open offer or any other pre-emptive offer to holders of ordinary shares (excluding any holding of treasury shares) in proportion (as nearly as may be practicable) to their existing holdings subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with fractional entitlements or legal or practical problems arising in any territory, the requirements of any regulatory body or stock exchange or any other matter whatsoever; and
- ii. the allotment of equity securities and/or sale of treasury shares (otherwise than pursuant to sub paragraph (i) above) up to a nominal value of £3,343.42, being 5% of the nominal value of the existing issued share capital as at Friday, 29 May 2026,

such authority to expire at the conclusion of the next AGM to be held in 2027 or, if earlier, 30 September 2027, but, in each case, so that Ninety One plc may, before such expiry, make offers and enter into agreements which would, or might, require equity securities to be allotted (or treasury shares to be sold) after the authority given by this resolution expires and the directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

For the purposes of this Resolution 17:

- i. 'Rights Issue' has the meaning given to the term in the Articles of Association; and
- ii. the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of Ninety One plc, the nominal amount of such shares which may be allotted pursuant to such rights.

### 18. Special Resolution – Authority to purchase own ordinary shares.

#### Resolved:

That Ninety One plc is generally and unconditionally authorised for the purpose of Section 701 of the UK Companies Act to make market purchases (as defined in Section 693 of the UK Companies Act) of ordinary shares of £0.0001 each in the capital of Ninety One plc provided that:

- i. the maximum number of ordinary shares which may be purchased is 66,868,303 ordinary shares of £0.0001 each, being an amount equal to 10% of the total issued ordinary share capital of Ninety One plc as at Friday, 29 May 2026;

- ii. the minimum price which may be paid for any ordinary share is £0.0001;
- iii. the maximum price which may be paid for any ordinary share is an amount (exclusive of expenses) equal to the higher of: (a) 105% of the average of the middle market quotations of the ordinary shares of Ninety One plc as derived from the London Stock Exchange Daily Official List for the five business days immediately before the day on which such share is contracted to be purchased; and (b) the higher of the price of the last independent trade and the highest current bid for an ordinary share as stipulated by Regulatory Technical Standards as referred to in article 5(6) of the Market Abuse Regulation (as it forms part of UK law); and
- iv. this authority will expire at the conclusion of the next AGM to be held in 2027 or, if earlier, 30 September 2027 (except in relation to the purchase of ordinary shares, the contract for which was concluded before the expiry of such authority and which may be executed wholly or partly after such expiry) unless such authority is renewed prior to such time.

### 19. Special Resolution – Authority to purchase own ordinary shares (Johannesburg Stock Exchange)

#### Resolved:

That the terms of the proposed contingent purchase contract in the form produced to the meeting, between Ninety One plc and J.P. Morgan Equities South Africa Proprietary Limited ("JPMESA") relating to the ordinary shares of £0.0001 each in the capital of Ninety One plc traded on the stock exchange operated by the JSE Limited (the "JSE"), pursuant to which Ninety One plc may make off-market purchases from JPMESA up to a maximum of 66,868,303 ordinary shares in aggregate (such maximum number to be reduced by any purchases made pursuant to the authority in Resolution 18), be and are hereby approved and authorised in accordance with Sections 693 and 694 of the UK Companies Act, and that Ninety One plc be and is hereby authorised to make off-market purchases of ordinary shares pursuant to such contract until the conclusion of the next AGM of Ninety One plc after the passing of this resolution or, if earlier, 30 September 2027 unless such authority is renewed prior to such time.

### 20. Special Resolution – Consent to short notice.

#### Resolved:

That a general meeting of Ninety One plc, other than the AGM, may be called by the directors on not less than 14 clear days' notice.

## Notice of Annual General Meeting of Ninety One Limited

### Ordinary business:

#### **Ninety One Limited**

To consider and, if deemed fit, to pass, with or without modification, the following ordinary resolutions of Ninety One Limited set out below:

- 21.** To present the audited financial statements of Ninety One Limited for the year ended 31 March 2026, together with the reports of the directors, the auditor, the chair of the Audit and Risk Committee and the chair of the Sustainability, Social and Ethics Committee to the shareholders.
- 22.** Subject to the passing of Resolution 13, to declare a final dividend of 161.0 cents per ordinary share in Ninety One Limited for the year ended 31 March 2026.
- 23.** To re-appoint PricewaterhouseCoopers Inc. of 5 Silo Square, V&A Waterfront, Cape Town, 8002, South Africa, upon the recommendation of the current Audit and Risk Committee, as auditor of Ninety One Limited, to hold office until the conclusion of the next AGM to be held in 2027, with the designated audit partner being Nicolette Jacobs.
- 24.** Election of the Audit and Risk Committee members.

#### **Resolved:**

That the shareholders elect, each by way of a separate vote, the following independent non-executive directors, as members of the Audit and Risk Committee, with effect from the end of this AGM:

- i. Victoria Cochrane;
- ii. Khumo Shuenyane; and
- iii. Charles Harman.

- 25.** Election of the Sustainability, Social and Ethics Committee members.

#### **Resolved:**

That the shareholders elect, each by way of a separate vote, the following directors, as members of the Sustainability, Social and Ethics Committee, with effect from the end of this AGM:

- i. Khumo Shuenyane;
- ii. Gareth Penny; and
- iii. Hendrik du Toit.

### Special business:

#### **Ninety One Limited**

To consider and, if deemed fit, to pass, with or without modification the following ordinary resolutions and special resolutions of Ninety One Limited set out below:

- 26.** Ordinary Resolution – Authority to issue shares.

#### **Resolved:**

That:

- i. a number of ordinary shares equal to 5% of the unissued ordinary shares in the authorised share capital of Ninety One Limited as at Friday, 29 May 2026 (excluding any shares approved to be issued in terms of any share plan or incentive scheme for the benefit of employees) be and are hereby placed under the control of the directors, who are authorised to allot, issue and otherwise dispose of such shares to such person or persons upon such terms and conditions as the directors in their discretion deem fit; and
- ii. a number of Special Converting Shares equal to 5% of the total issued ordinary Special Converting Share capital of Ninety One plc as at Friday, 29 May 2026 be and are hereby placed under the control of the directors as a general authority. The Special Converting Shares are required by the DLC structure and agreements, subject to the SA Companies Act, the Memorandum of Incorporation of Ninety One Limited (the “Mol”) and the JSE Listings Requirements, if and to the extent applicable, such authority to endure until the next AGM of Ninety One Limited or the expiry of 15 months from the date of the passing of this resolution, whichever is the shorter period.

## Notice of Annual General Meeting of Ninety One Limited

### 27. Ordinary Resolution – General authority to issue ordinary shares for cash.

#### Resolved:

That the directors of Ninety One Limited be and are hereby authorised, by way of a general authority, to allot and issue ordinary shares for cash, on such terms and conditions as they may determine, subject to the provisions of the MoI, the SA Companies Act and the JSE Listings Requirements, provided that the aggregate number of ordinary shares to be issued in terms of this authority shall not exceed 5% of the issued ordinary share capital of Ninety One Limited as at Friday, 29 May 2026.

This authority shall remain in force until the next AGM of Ninety One Limited or the expiry of 15 months from the date of the passing of this resolution, whichever is the shorter period. The authority shall be subject to the following:

- i. the ordinary shares which are the subject of the issue for cash must be of a class already in issue or limited to such securities or rights that are convertible into a class already in issue;
- ii. the allotment and issue of ordinary shares for cash shall be made only to persons qualifying as public shareholders as defined in the JSE Listings Requirements and not to related parties. Related parties may be able to participate through a bookbuild process prescribed in the JSE Listings Requirements provided that:
  - a. related parties may only participate with a maximum bid price at which they are prepared to take-up shares or at book close price. In the event of a maximum bid price and the book closes at a higher price, the relevant related party will be “out of the book” and not be allocated shares; and
  - b. equity securities must be allocated equitably “in the book” through the bookbuild process and the measures applied will be disclosed on the JSE launching the bookbuild;
- iii. any number of ordinary shares issued under this authority must be deducted from the number of ordinary shares authorised to be issued in terms of Resolution 26;
- iv. the maximum discount at which ordinary shares may be issued is 10% of the weighted average traded price on the JSE of such ordinary shares over the 30 business days prior to the date that the price of the issue is determined or agreed by the directors of Ninety One Limited; and
- v. Ninety One Limited shall publish such announcements (if any) as may be required in terms of the JSE Listings Requirements pursuant to the issue of shares under this authority.

### 28. Ordinary Resolution – Authority to acquire ordinary shares of Ninety One Limited.

#### Resolved:

That as authorised in terms of the MoI, as a general authority provided for in the JSE Listings Requirements, which authority shall be valid until the next AGM of Ninety One Limited to be held in 2026, or the date of expiry of 15 months from the date of the passing of this resolution, whichever is the shorter period, that the acquisition by Ninety One Limited or any of its subsidiaries from time to time of the issued ordinary shares of Ninety One Limited, upon such terms and conditions and in such amounts as the directors of Ninety One Limited or its subsidiaries may from time to time decide, be approved, but subject to the provisions of the SA Companies Act and the JSE Listings Requirements, it being recorded that as at Friday, 29 May 2026, the JSE Listings Requirements provide, inter alia, that:

- i. any such acquisition of ordinary shares shall be effected through the order book operated by the JSE trading system and done without any prior understanding or arrangement; and
- ii. in determining the price at which ordinary shares issued by Ninety One Limited are acquired by it, and/or any of its subsidiaries, in terms of this general authority, the maximum price at which such ordinary shares may be acquired will be 10% above the weighted average of the market value at which such ordinary shares are traded on the JSE as determined over the five business days immediately preceding the date of acquisition of such ordinary shares, as the case may be, by Ninety One Limited or any of its subsidiaries.

Should Ninety One Limited’s issued share capital as at the date of the AGM be lower than the issued share capital as at Friday, 29 May 2026 (being the latest practicable date prior to the publication of this notice) the Board will limit Ninety One Limited’s use of this authority to 10% of the issued ordinary share capital of Ninety One Limited as at the date of the AGM, excluding treasury shares.

## Notice of Annual General Meeting of Ninety One Limited

### 29. Special Resolution 1 – Financial assistance.

#### Resolved:

That to the extent required by sections 44 and 45 of the SA Companies Act and subject to compliance with the requirements of the SA Companies Act, the JSE Listings Requirements and the MoI (each as presently constituted and as amended from time to time), the directors of Ninety One Limited may authorise Ninety One Limited to provide direct or indirect financial assistance, including by way of lending money, guaranteeing a loan or other obligation, and securing any debt or obligation, or otherwise to:

- i. any related or inter-related company or corporation (or to any future related or inter-related company or corporation), for any purpose or in connection with any matter, including, but not limited to, any option, or any securities issued or to be issued by Ninety One Limited or a related or interrelated company or entity, or for the purchase of any securities of Ninety One Limited or a related or interrelated company or entity; and/or
- ii. any of the present or future directors or prescribed officers of Ninety One Limited or of a related or interrelated company or entity (or any person related to any of them or to any company or corporation related or interrelated to any of them), or to any other person who is a participant in any of Ninety One Limited's present or future share or other employee incentive schemes, for the purpose of, or in connection with, the subscription of any option, or any securities, issued or to be issued by Ninety One Limited or a related or interrelated company or entity, or for the purchase of any securities of Ninety One Limited or a related or interrelated company or entity, where such financial assistance is provided in terms of any such scheme, such authority to endure until the next AGM of Ninety One Limited to be held in 2027.

### 30. Special Resolution 2 – Non-executive directors' remuneration.

#### Resolved:

That in terms of section 66(9) of the SA Companies Act, payment of the remuneration to the non-executive directors of Ninety One Limited for their service as directors be approved as follows:

- i. for the period Saturday, 1 August 2026 to Saturday, 31 July 2027: as set out on page 102 of the Integrated Annual Report; and
- ii. Value-Added Tax ("VAT"), at the prevailing rate, where applicable, will be added to the abovementioned fees.

By order of the Board

**Ninety One Africa (Pty) Ltd**  
Company Secretary

36 Hans Strijdom Avenue  
Foreshore, Cape Town  
8001, South Africa

2 June 2026

## Notice of Annual General Meeting of Ninety One Limited

### Explanatory notes

#### **Common business: Ninety One plc and Ninety One Limited**

##### **Resolutions 1-8 – Election of directors**

The Articles of Association of Ninety One plc and the Memorandum of Incorporation of Ninety One Limited provide that any director appointed by the Board during the year will hold office only until the next AGM, when they will retire and be eligible for election by shareholders.

Charles Harman, who was appointed by the Board on 24 July 2025, will retire at the AGM and, being eligible, will stand for election by shareholders. In accordance with the UK Corporate Governance Code (“UK Code”), all other directors will retire and those willing to serve again will submit themselves for re-election at the AGM.

Biographical details of each of the directors to be elected / re-elected follow the notices of the AGMs and can be found on pages 31 and 32 below.

Each director underwent a fit and proper assessment which confirmed that they met the required standards. The Board hereby confirms it is satisfied with the outcome of those assessments.

##### **Resolutions 9 and 10 – Remuneration Policy and Implementation**

In terms of sections 30A and 30B of the SA Companies Act, which came into effect on 22 May 2026, a public company is required to present its remuneration policy and remuneration report to shareholders for approval by ordinary resolution at the AGM.

The UK Companies Act requires a listed company to present its directors’ remuneration policy at its AGM at least every three years, such vote being binding. The directors’ remuneration report is also required to be tabled for a separate non-binding advisory vote at the AGM every year.

Approval is sought in Resolution 9 for the Directors Remuneration Report that is included on pages 86 to 102 of the Integrated Annual Report.

The Remuneration Policy as set out on pages 78 to 85 of the Integrated Annual Report remains unchanged since it was approved by shareholders at the 2024 AGM

The Board will seek to engage with shareholders, in a manner prescribed in the Remuneration Policy, in the event that resolutions 9 or 10 have been voted against by 20% or more of the votes exercised by shareholders.

##### **Resolution 11 – Climate-related financial reporting**

This resolution seeks an advisory vote on Ninety One’s climate strategy, which is set out in our transition plan and progress reported on in our Sustainability and Stewardship Report.

Ninety One is a supporter and advocate of regular reporting on climate-related financial risks and their impact on listed companies.

### Ninety One plc

#### **Ordinary business:**

##### **Resolution 12 – Annual financial statements of Ninety One plc**

The directors are required by company law to present the audited financial statements, together with the reports of the Audit and Risk Committee, the directors and the auditor, for the financial year ended 31 March 2026 to shareholders at the AGM.

Enclosed or otherwise made available with this notice of AGM is a copy of the Integrated Annual Report containing the reports of the Audit and Risk Committee, the directors and the auditor as well as the audited consolidated financial information for the year ended 31 March 2026.

##### **Resolution 13 – Declaration of dividend**

A final dividend for the year ended 31 March 2026 for Ninety One plc of 7.4 pence per ordinary share is recommended by the Board. Shareholder approval for the declaration of this final dividend is required. If approved, the dividend will become due and payable on Thursday, 6 August 2026 to shareholders on the respective UK and SA registers as at close of business on Friday, 17 July 2026.

##### **Resolution 14 and 15 – Appointment and remuneration of auditor**

The auditor of a company must be appointed or re-appointed at each general meeting at which the accounts are presented. Following a detailed review which included an assessment of PwC’s independence and audit quality, the Audit and Risk Committee recommends the re-appointment of PricewaterhouseCoopers LLP as auditor of Ninety One plc, until the conclusion of the company’s next AGM. Allan McGrath is the designated audit partner and has not been subject to disqualification.

#### **Special business:**

##### **Resolution 16 – Authority to allot Ninety One plc shares**

The Articles of Association of Ninety One plc permit the directors of Ninety One plc to allot shares and other securities in accordance with section 551 of the UK Companies Act, up to an amount authorised by the shareholders in a general meeting. The purpose of Resolution 16 is to grant power to the directors to allot ordinary shares and Special Converting Shares. The Special Converting Shares are required by Ninety One’s DLC structure and agreements.

The authority in paragraph (i) will allow the directors to allot new shares and grant rights to subscribe for, or convert other securities into, shares up to a maximum nominal amount of £3,343.42, exclusive of treasury shares, which is equivalent to 5% of the total issued ordinary share capital of Ninety One plc as at Friday, 29 May 2026.

## Notice of Annual General Meeting of Ninety One Limited

The authority in paragraph (ii) authorises the directors to allot Special Converting Shares to reflect the number of ordinary shares issued by Ninety One Limited at any time and from time-to-time up to a nominal value of £1,664.81, per the requirements of Ninety One's DLC structure and agreements.

Shares held in treasury are not included for the purposes of the calculation of the nominal value of ordinary shares which may be allotted under this authority. As at Friday, 29 May 2026, being the last practicable date prior to the publication of this Notice, Ninety One plc did not hold any shares in treasury.

Renewal of the authority is sought annually, in accordance with market practice. The authority is requested to ensure that the directors have appropriate authority and flexibility to respond to market developments and enable allotments to take place to manage Ninety One plc's capital resources. Any exercise of the authority will be made only in circumstances where the directors consider this to be in the best interests of shareholders as a whole.

Notwithstanding this general position, the Board may use this authority specifically for allotments contemplated under the 2021 Ninety One plc Long Term Incentive Plan ("2021 plc LTIP") (as approved by shareholders at the 2021 AGM).

While the Board generally intends to settle and/or satisfy awards under the 2021 plc LTIP using market purchased shares from time to time, the limited liquidity in Ninety One plc's shares trading on the LSE may constrain its ability to do so and the Board may need to use newly issued shares to satisfy the awards from time to time. Ninety One plc also has the ability to issue shares to participants under the 2021 plc LTIP and/or a trustee from time to time, in each case to enable Ninety One plc to comply with its obligations to settle and/or satisfy awards under the 2021 plc LTIP from time to time. Such issuance shall always be subject to the overall dilution limits and any applicable individual limits.

If the Board does allot shares under the 2021 plc LTIP during the period until Ninety One plc's next AGM, notwithstanding that such issuance would take place pursuant to the statutory authority of the directors under section 549(2) of the UK Companies Act to allot shares in pursuance of an employees' share scheme, the maximum allotment authority under this resolution would be treated as having been proportionately reduced.

In February 2023, the Investment Association (the "IA") updated its share capital management guidelines (the "IA Guidelines"), stating that its members will permit, and treat as routine, resolutions seeking authority to allot shares representing up to two-thirds of the company's issued ordinary share capital, and that any amount in excess of one-third of existing issued shares should be applied to fully pre-emptive offers only. Since Ninety One plc's listing in March 2020, the Board has limited its annual allotment authority to 5% of issued ordinary share capital, a threshold that was consistent with the IA's guidelines at that time.

The Board annually considers whether to adopt the revised thresholds and has concluded that the existing 5% authority remains adequate for Ninety One's capital management requirements.

If the resolution is passed, the authority to allot shares will expire at the end of the AGM to be held in 2027 or, if earlier, 30 September 2027.

### Resolution 17 – Special Resolution – Authority to disapply pre-emption rights

If the directors wish to allot new shares and other equity securities, or sell treasury shares, for cash (other than in connection with an employee share scheme), UK company law requires that these shares are offered first to shareholders in proportion to their existing holdings (known as pre-emption rights). However, there may be occasions when the Board requires flexibility to raise capital for Ninety One plc without a pre-emptive offer to existing shareholders. This cannot be done under UK company law unless shareholders have first waived their statutory pre-emption rights.

The purpose of Resolution 17 is to authorise the directors to allot new shares pursuant to the authority given by Resolution 16, or to sell treasury shares, for cash (i) in connection with a Rights Issue (as defined in the Articles of Association) or other pre-emptive offer, or (ii) otherwise up to a maximum aggregate nominal value of £3,343.42, which is equivalent to 5% of the issued ordinary share capital of Ninety One plc as at Friday, 29 May 2026 (being the latest practicable date prior to publication of this Notice), in each case without the shares first being offered to existing shareholders in proportion to their existing holdings. Limb (i) of Resolution 17 authorises the directors to conduct a pre-emptive offer or Rights Issue without the need to comply with the strict requirements of the statutory pre-emption rights, but instead subject to such exclusions or arrangements as the directors consider necessary. For example, in a pre-emptive rights issue, there may be difficulties in relation to fractional entitlements or the issue of new shares to certain shareholders, particularly those resident in certain overseas jurisdictions. In addition, there may be circumstances when the directors consider it in the best interests of Ninety One plc to allot a limited number of shares, or to sell treasury shares for cash, on a non pre-emptive basis. Accordingly, limb (ii) of the resolution is to authorise the directors to allot new shares and other equity securities (or sell treasury shares) pursuant to the allotment authority given by Resolution 16.

The Board has not previously sought authority to disapply pre-emption rights.

The Pre-Emption Group ("PEG") Statement of Principles ("PEG Principles") support the annual disapplication of pre-emption rights in respect of allotments of shares and other equity securities and sales of treasury shares for cash (whether or not in connection with an acquisition or specified capital investment) where these shares represent no more than 10% of the company's issued ordinary share capital (exclusive of treasury shares). Pursuant to the PEG Principles, PEG recommended an increase to threshold for general corporate purposes from 5% to 10% of issued ordinary share capital, in response to the recommendations of the UK

## Notice of Annual General Meeting of Ninety One Limited

Secondary Capital Raising Review. Additionally, the IA Guidelines recommend that resolutions to disapply pre-emption rights should comply with the provisions of the PEG Principles.

The Board has reviewed the matter carefully and has concluded that a 5% authority (below the 10% general threshold supported by the PEG Principles), is appropriate and in the interests of Ninety One plc and its shareholders as a whole. The directors confirm that they have no present intention of exercising the authority granted under this limb (ii) of Resolution 17 for any specific purpose. The authority is sought as a matter of good governance to ensure that the directors have appropriate flexibility to allot shares or sell treasury shares for cash on a non-pre-emptive basis should market conditions or circumstances arise which the directors consider would make such an issue in the best interests of Ninety One plc and its shareholders as a whole.

Further, the Board is not seeking the additional 10% for acquisitions and specified capital investments that can also be supported by the PEG Principles. The authority is therefore limited to 5% of the issued ordinary share capital.

The directors confirm that, in connection with any exercise of the authority granted under this resolution, they intend to follow the PEG Principles.

The authority will expire at the conclusion of the next AGM of Ninety One plc to be held in 2027 or, if earlier, 30 September 2027.

### Resolution 18 – Special Resolution – Authority to purchase own ordinary shares

The renewal of the authority to purchase ordinary shares is sought annually, in accordance with market practice. The authority is requested to ensure that the directors have appropriate flexibility to respond to market developments and to manage Ninety One plc's capital resources efficiently. The Board would use the authority only in circumstances where it considers this to be in the best interests of shareholders generally.

In previous years, the Board sought authority to purchase up to 5% of Ninety One plc's issued ordinary share capital. The Board has determined that it is appropriate to increase this to 10% for a number of reasons, including the fact that Ninety One plc has conducted an active share repurchase programme since March 2025, under which shares have been purchased on-market and cancelled on a continuous basis. The programme reflects the Company's commitment to returning surplus capital to shareholders, optimising its capital structure and enhancing earnings per share. A 10% authority provides appropriate headroom for this programme to continue during the year ahead without requiring early renewal or a separate general meeting.

Accordingly, the purpose and effect of this resolution is to grant a general authority, subject to specified limits, to Ninety One plc to purchase its own ordinary shares, up to a maximum of 66,868,303 ordinary shares, until the conclusion of the AGM in 2027 or, if earlier, 30 September 2027. This represents 10% of the ordinary shares in issue as at Friday, 29 May 2026 (being the latest practicable date prior to publication of this notice) and Ninety One plc's exercise of this authority is subject to the stated upper and lower limits on the price payable.

If Ninety One were to purchase shares pursuant to the UK Companies Act, they will be cancelled, or to the extent determined by the directors of Ninety One plc, held in treasury. The authority will be exercised only if the directors of Ninety One plc believe that to do so would result in an increase in earnings per ordinary share and would be in the best interests of shareholders generally, or in the case of the creation of treasury shares, that to do so would be in the best interests of shareholders generally. The authority will not be used during a prohibited period under the UK Market Abuse Regulation.

Notwithstanding this general position, this authority may also be used to make repurchases of Ninety One plc shares contemplated under the 2021 plc LTIP (as approved by shareholders at the 2021 AGM). While the Board generally intends to settle and/or satisfy awards under the 2021 plc LTIP using market purchased shares from time to time, the limited liquidity in Ninety One plc's shares trading on the LSE may constrain its ability to do so and the Board may need to use treasury shares to satisfy the awards from time to time. Ninety One plc also has the ability to transfer treasury shares which have arisen from the repurchase of shares to participants under the 2021 plc LTIP and/or a trustee from time to time, in each case to enable Ninety One plc to comply with its obligations to settle and/or satisfy awards under the 2021 plc LTIP from time to time.

### Resolution 19 – Special Resolution – Authority to purchase own shares (Johannesburg Stock Exchange) – contingent purchase contracts

Approval is sought in Resolution 19 to enter into a contingent purchase contract with JPMESA relating to potential purchases of Ninety One plc's shares on the JSE where Ninety One plc has a secondary listing. For the purposes of the UK Companies Act, the share purchases under these contracts are treated as an "off-market purchase", however, the contracts are intended to enable Ninety One plc to buy back its shares on the JSE in similar fashion and subject to the same overall limits as on-market purchases on the London Stock Exchange. Under sections 693 and 694 of the UK Companies Act, Ninety One plc is not permitted to make off-market purchases or contingent purchases of its shares unless it obtains advance shareholder approval to the terms of the contract.

## Notice of Annual General Meeting of Ninety One Limited

The principal features of the purchase contract are as follows:

- (i) JPMESA may, following instruction from Ninety One plc, acquire Ninety One plc ordinary shares on the JSE, which Ninety One plc may become obliged to purchase;
- (ii) the purchase price for the Ninety One plc ordinary shares shall not exceed the higher of:
  - (a) 105% of the average market value of the shares on the JSE for five JSE business days immediately prior to the date the Ninety One plc ordinary shares are purchased by Ninety One plc; and
  - (b) the price which is equal to the higher of: (1) the price of the last independent trade of a Ninety One plc ordinary share on the JSE; and (2) the highest current independent bid for a Ninety One plc ordinary share on the JSE;
- (iii) the aggregate number of Ninety One plc ordinary shares that can be acquired under the contract and pursuant to Resolution 18 shall not exceed 66,868,303; and
- (iv) Ninety One plc shall only instruct or irrevocably appoint JPMESA to purchase the Ninety One plc ordinary shares provided Ninety One plc is then able to comply in relation to the purchase of the Ninety One plc ordinary shares with the provisions of English and South African law then applicable (including the relevant listing rules) and has sufficient distributable reserves available for such purchase.

A copy of the proposed contingent purchase contract will be made available for inspection at Ninety One plc's registered office during normal business hours for 15 days ending on the date of the AGM and at the place of the meeting for a period of 15 minutes immediately before the meeting until its conclusion.

This resolution will be proposed as a special resolution and the authority under this resolution shall expire at the conclusion of the next AGM to be held in 2027 or, if earlier, 30 September 2027 unless such authority is renewed prior to such time.

### Resolution 20 – Consent to short notice

The UK Companies Act requires that general meetings are called on at least 21 clear days' notice. Whilst annual general meetings must always be held on not less than 21 clear days' notice, shareholders may authorise a company to call other general meetings on shorter notice, provided that such shorter period is not less than 14 clear days.

Resolution 20 seeks shareholder approval for Ninety One plc to retain this flexibility. The directors confirm that the ability to call a general meeting on shorter notice would be used only where the time-sensitive nature of the relevant business makes it necessary and where it is considered to be in the interests of shareholders as a whole. It would not be invoked as a matter of routine.

The authority sought by this resolution will expire at the conclusion of the next Annual General Meeting of Ninety One plc, at which point it is the directors' intention to seek renewal of a similar authority.

## Ninety One Limited

### Ordinary business:

#### Resolution 21 – Annual financial statements

Shareholders are requested to receive and adopt the audited annual financial statements of Ninety One plc for the year ended 31 March 2026, together with the reports of the directors of Ninety One Limited and of the auditor of Ninety One Limited.

The directors are required by SA company law to present to the meeting the audited financial statements, together with the reports of the directors, the auditor, the chair of the Audit and Risk Committee and the chair of the Sustainability, Social and Ethics Committee for the financial year ended 31 March 2026.

Enclosed or otherwise made available with this notice of AGM is a copy of the Integrated Annual Report containing the reports of the chair of the Audit and Risk Committee, the chair of the Sustainability, Social and Ethics Committee, the reports of the directors and the auditor as well as the audited consolidated financial information for the year ended 31 March 2026.

#### Resolution 22 – Declaration of dividend

A final dividend for the year ended 31 March 2026 for Ninety One Limited of 161.0 cents per ordinary share is recommended by the Board. Shareholder approval for the declaration of this final dividend is required. If approved, the dividend will become due and payable on Thursday, 6 August 2026 to shareholders on the SA register as at close of business on Friday, 17 July 2026.

#### Resolution 23 – Appointment of auditor

In terms of section 90(1) of the SA Companies Act, each year at its shareholder meeting, Ninety One Limited must appoint an auditor who complies with the requirements of section 90(2) of the SA Companies Act as well as paragraph 3.97 of the JSE Listing Requirements.

Following a detailed review by the Audit and Risk Committee, which included an assessment of its independence and audit quality, the Audit and Risk Committee recommends the re-appointment of PricewaterhouseCoopers Inc., as auditor of Ninety One Limited until the conclusion of the company's next AGM. Nicolette Jacobs is the designated audit partner and has not been subject to disqualification.

#### Resolution 24 – Election of Audit and Risk Committee members

Shareholders are required, in terms of section 94(2) of the South African Companies Act, to elect the members of the audit committee at each Annual General Meeting. Resolution 24 therefore proposes the election of the Audit and Risk Committee members of Ninety One Limited.

Biographies of the independent non-executive directors proposed to serve on the Audit and Risk Committee can be found on page 32.

## Notice of Annual General Meeting of Ninety One Limited

### Resolution 25 – Election of Sustainability, Social and Ethics Committee members

Shareholders are required, in terms of section 61(8) read with section 72 of the SA Companies Act, to elect the members of the Sustainability, Social and Ethics Committee at each Annual General Meeting. Resolution 25 therefore proposes the election of the members of Ninety One Limited's Sustainability, Social and Ethics Committee.

Biographies of the directors proposed to serve on the Sustainability, Social and Ethics Committee can be found on pages 31 and 32.

### Special business:

#### Resolutions 26 and 27 – Issue of Shares

Resolutions 26 and 27 are proposed in accordance with the terms of the Mol, subject to the relevant provisions of the SA Companies Act and the JSE Listings Requirements. Note that the authority to issue shares for cash in Resolution 27 is part of the general authority in Resolution 26 and not in addition to it.

The maximum aggregate number of shares which may be issued under both of the authorities proposed by Resolutions 26 and 27 will be 16,648,051 ordinary shares, being a number equal to 5% of the unissued ordinary shares in the authorised share capital of Ninety One Limited, and 33,434,151 Special Converting Shares being a number equal to 5% of the issued ordinary share capital in Ninety One plc, as at Friday, 29 May 2026. Should Ninety One Limited's unissued share capital as at the date of the AGM be higher than the unissued share capital as at Friday, 29 May 2026 (being the latest practicable date prior to the publication of this notice) the Board will permit Ninety One Limited's use of this authority to 5% of the unissued ordinary share capital of Ninety One Limited as at the date of the AGM.

Related parties have the ability to participate in the allotment and issue of ordinary shares for cash provided they do so through a bookbuild process and comply with certain provisions as prescribed in the JSE Listings Requirements and outlined in Resolution 27.

The renewal of the authority to issue shares is sought annually, in accordance with market practice. The authority is requested to ensure that the directors have appropriate authority and flexibility to respond to market developments and enable issuances to take place to manage Ninety One Limited's capital resources. The Board will use the authority in circumstances where this would be in the best interests of shareholders.

At the 2021 AGM, shareholders approved amendments to the 2021 Ninety One Limited Long Term Incentive Plan ("Limited LTIP"), authorising Ninety One Limited to issue shares in accordance with the Limited LTIP rules from time to time to participants and/or a trust and/or company administering the Limited LTIP for the purpose of settling and/or satisfying awards.

While the Board generally intends to settle and/or satisfy awards under the Limited LTIP using market purchased shares and/or treasury shares from time to time, the limited liquidity in Ninety One Limited's shares trading on the JSE may constrain its ability to do so. Ninety One Limited also has the ability to issue shares to participants under the Limited LTIP and/or a trust and/or other company administering the Limited LTIP from time to time, to enable Ninety One Limited to comply with its obligations to settle and/or satisfy awards under the Limited LTIP from time to time. Such issuance shall always be subject to the aggregate number of new shares to be issued not resulting in Ninety One Limited exceeding the aggregate maximum number of Ninety One Limited ordinary shares that may be used for the purpose of the Limited LTIP.

If the Board does issue shares under the Limited LTIP during the period until the next AGM of Ninety One Limited to be held in 2027, such issuance would take place pursuant to the authority granted at the 2021 AGM, the maximum allotment authority under this resolution would be treated as having been proportionately reduced.

### Resolution 28 – Ordinary Resolution – Authority to acquire ordinary shares

The reason for and effect of Resolution 28 is to grant a renewable general authority to Ninety One Limited or its subsidiaries, to acquire ordinary shares of Ninety One Limited which are in issue from time to time, subject to the SA Companies Act and the JSE Listings Requirements.

As at Friday, 29 May 2026, the JSE Listings Requirements provide, inter alia, that:

- i. at any point in time, Ninety One Limited may only appoint one agent to effect any acquisition on Ninety One Limited's behalf;
- ii. a resolution has been passed by the board that it has authorised the acquisition, that Ninety One Limited and its subsidiaries have passed the solvency and liquidity test and that, since the test was performed, there have been no material changes to the financial position of Ninety One Limited and its subsidiaries; and
- iii. neither Ninety One Limited nor its subsidiaries may acquire any shares during a prohibited period, as defined by the JSE Listings Requirements, unless there is in place a repurchase programme where dates and quantities of shares to be traded during the prohibited period are fixed and full details of the programme have been submitted to the JSE prior to the commencement of the prohibited period.

The Board believes that the directors should retain the flexibility to use the authority granted under this resolution. Purchases under this authority would only be made where the directors considered them to be in the best interests of shareholders. Notwithstanding this general position, this authority may also be used to make repurchases of Ninety One Limited shares contemplated by the Limited LTIP (as approved by shareholders at the 2021 AGM).

## Notice of Annual General Meeting of Ninety One Limited

While the Board generally intends to settle and/or satisfy awards under the Limited LTIP using market purchased shares and/or treasury shares from time to time, the limited liquidity in Ninety One Limited's shares trading on the JSE may constrain its ability to do so.

### Directors' responsibility statement:

The directors, whose names appear on pages 59 and 60 in the Ninety One Integrated Annual Report, collectively and individually accept full responsibility for the accuracy of the information pertaining to Resolution 28 and certify that, to the best of their knowledge and belief, there are no facts that have been omitted which would make any statement false or misleading and that all reasonable enquiries to ascertain such facts have been made and that the special resolution contains all information required by law and the JSE Listings Requirements.

### Material changes:

Other than the facts and developments reported on in the Integrated Annual Report, there have been no material changes in the affairs or financial position of Ninety One Limited and its subsidiaries since Wednesday, 1 April 2026 and up to the date of this notice of AGM of Ninety One Limited.

The following additional information is provided in terms of the JSE Listings Requirements for purposes of the general authority:

- major beneficial shareholders – as set out on page 106 in the Integrated Annual Report; and
- share capital of Ninety One Limited – as set out on pages 103 and 104 in the Integrated Annual Report.

### Resolution 29 – Special Resolution 1 – Financial assistance

As part of the normal conduct of the business of Ninety One Limited, where necessary and subject to applicable laws and regulation, Ninety One Limited may be required to give financial assistance to one or more related or inter-related companies or corporations, which financial assistance may include, but is not limited to, the granting of loans to such related or inter-related companies or corporations, as well as granting letters of support and guarantees in appropriate circumstances.

Ninety One Limited would like the ability to provide such financial assistance where necessary.

Furthermore, it may be necessary for Ninety One Limited to provide financial assistance to any of its present or future subsidiaries and/or to any other related or interrelated company or entity, and/or to a member of a related or interrelated company or entity, to subscribe for options or securities of Ninety One Limited or another company related or interrelated to it.

Under section 44 of the SA Companies Act, Ninety One Limited will, however, require a special resolution to be adopted before such financial assistance may be provided. It is therefore imperative that Ninety One Limited obtains the approval of shareholders in terms of Special Resolution 1 so that it is able to effectively organise its internal financial administration.

Sections 44 and 45 also contain exemptions in respect of subsidiaries and employee share schemes, as contemplated in the SA Companies Act, which satisfy the requirements of section 97 of the SA Companies Act. To the extent that any of Ninety One Limited's or Ninety One plc's share or other employee incentive schemes do not constitute employee share schemes that satisfy such requirements, financial assistance (as contemplated in sections 44 and 45) to be provided under such schemes will, inter alia, also require approval by special resolution. Accordingly, Special Resolution 1 authorises financial assistance to any of the directors or prescribed officers of Ninety One Limited or its related or interrelated companies or entities (or any person related to any of them or to any company or corporation related or interrelated to them), or to any other person who is a participant in any of Ninety One's share or other employee incentive schemes, for the purpose of, or in connection with, the subscription of any option, or any securities, issued or to be issued by Ninety One Limited or a related or interrelated company or entity, or for the purchase of any securities of Ninety One Limited or a related or interrelated company or entity, where such financial assistance is provided in terms of any such scheme.

### Resolution 30 – Special Resolution 2 – Non-executive directors' remuneration

The reason and effect of Special Resolution 2 is to enable Ninety One Limited to comply with the provisions of sections 65(11)(h), 66(8) and 66(9) of the SA Companies Act, which stipulate that remuneration to non-executive directors for their service as directors may be paid only in accordance with a special resolution approved by shareholders.

No increase in non-executive directors' remuneration is proposed. For more information on the directors' remuneration, please refer to page 102 in the Integrated Annual Report.

## Notice of Annual General Meeting of Ninety One Limited

### Shareholder notes

1. Biographies of the directors seeking election or re-election are set out on pages 31 and 32.
2. All of the above resolutions are joint electorate actions under the MoI and, accordingly, both the holders of ordinary shares in Ninety One Limited and the holder of the special voting share in Ninety One Limited are entitled to vote. Voting will be on a poll which will remain open for sufficient time to allow the Ninety One Limited AGM to be held and for the votes to be ascertained and cast on a poll.
3. On the poll:
  - a. each ordinary share in Ninety One Limited (other than those subject to voting restrictions) will have one vote;
  - b. in terms of clause 53.1.4 (as read with clause 52.2.1) of the MoI, the holders of the Ninety One Limited special voting share will cast the same number of votes as were validly cast for and against the equivalent resolution by Ninety One plc shareholders on the poll at the Ninety One plc AGM;
  - c. the holder of the Ninety One Limited special voting share will be obliged to cast these votes for and against the relevant resolutions in accordance with the votes cast for and against the equivalent resolution by Ninety One plc shareholders on the poll at the Ninety One plc AGM;
  - d. through this mechanism, the votes of the Ninety One plc ordinary shareholders at the Ninety One plc AGM will be reflected at Ninety One Limited's AGM in respect of each joint electorate action; and
  - e. the results of the joint electorate action will be announced after both polls have closed.
4. A shareholder who is entitled to attend and vote at the AGM is entitled to appoint one or more persons as their proxy to exercise all or any of their rights to attend and to speak and vote at the AGM, provided that, if more than one proxy is appointed concurrently by a shareholder, each proxy is appointed to exercise the rights attached to different shares held by that shareholder.
5. A proxy need not be a shareholder of Ninety One plc or Ninety One Limited. The person whose name stands first on the form of proxy and who is present at the AGM, will be entitled to act as proxy to the exclusion of those whose names follow. Should a proxy not be specified, this will be exercised by the Chairman of the meeting.
6. A form of proxy is enclosed. The appointment of a proxy will not prevent a shareholder from subsequently participating electronically and voting at the AGM.
7. It is requested that the instrument appointing a proxy and any power of attorney or other authority under which it is executed (or a duly certified copy of any such power or authority) be deposited at the transfer secretary's office at Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196, or e-mail it to [proxy@computershare.co.za](mailto:proxy@computershare.co.za) to be received on or before 12:00 (SAST) on Monday, 20 July 2026. Shareholders who have not dematerialised their shares or who have dematerialised their shares with 'own name' registration, and who are entitled to attend, participate in and vote at the AGM, and who do not deliver forms of proxy to the transfer secretaries in South Africa at the relevant time, will nevertheless be entitled to lodge the form of proxy in respect of the AGM immediately prior to the exercising of the shareholders' rights at the AGM, in accordance with the instructions therein, by emailing in to: [proxy@computershare.co.za](mailto:proxy@computershare.co.za).
8. The record date for the purposes of determining which shareholders will be entitled to participate in, and vote at, the AGM and the number of votes which they may cast will be determined by reference to Ninety One Limited's securities register at Friday, 17 July 2026 or, if the meeting is adjourned, two business days (both in South Africa and the United Kingdom) before the date fixed for the adjourned meeting, as the case may be.
9. Any corporation which is a shareholder can appoint one or more representatives who exercise on its behalf all of its powers as a shareholder provided that they do not do so in relation to the same shares.
10. Copies of the non-executive directors' terms and conditions of appointment are available for inspection at Ninety One plc and Ninety One Limited's registered offices during business hours on any weekday (Saturdays, Sundays and any public holidays in England or South Africa excluded) from the date of this notice until the close of Ninety One plc and Ninety One Limited's AGM convened for Wednesday, 22 July 2026. In addition, copies will be available electronically on request to [cosecglobal@ninetyone.com](mailto:cosecglobal@ninetyone.com).
11. As of Friday, 29 May 2026 (the latest practicable date prior to publication of this notice) Ninety One plc's issued capital consists of: 668,683,025 Ninety One plc shares of £0.0001 each; 332,961,027 Ninety One plc Special Converting Shares of £0.0001 each; one UK DAS share of £0.0001; one UK DAN share of £0.0001; one Ninety One plc special voting share of £0.0001; and one Ninety One plc special rights share of £0.0001, all of which were fully paid or credited as fully paid. Ninety One plc holds no ordinary shares in treasury for voting right purposes and therefore the total number of voting rights in Ninety One plc are 668,683,025.

## Notice of Annual General Meeting of Ninety One Limited

- 12.** As of Friday, 29 May 2026 (the latest practicable date prior to publication of this notice) Ninety One Limited's issued capital consists of 332,961,027 Ninety One Limited ordinary shares; 668,683,025 Ninety One Limited Special Converting Shares; one SA DAS share; one SA DAN share; one Ninety One Limited special rights share; and one Ninety One Limited special voting share, all of which were issued at no par value. Ninety One Limited holds no ordinary shares in treasury and therefore the total number of voting rights in Ninety One Limited is 332,961,027.
- 13.** Ninety One plc and Ninety One Limited have each issued one special voting share to facilitate joint voting by shareholders of Ninety One plc and Ninety One Limited on joint electorate actions. As of Friday, 29 May 2026 (the latest date prior to publication of this notice) the combined total number of voting rights of Ninety One plc and Ninety One Limited is 1,001,644,052.
- 14.** A copy of this notice can be found at [www.ninetyone.com](http://www.ninetyone.com).

# Director Biographies

## Gareth Penny

Gareth is an Independent Non-Executive Director and Chairman.

### Skills and experience:

Gareth has considerable experience of chairing both public and private boards. He spent 22 years at De Beers and Anglo American plc, the last five as group Chief Executive Officer of the De Beers Group. He was previously Chairman of Norilsk Nickel and of the Edcon Group. Gareth also served as a Non-Executive Director and Chairman of the Remuneration Committee of the Julius Baer Group and on the Senior Advisory Board of TowerBrook Capital Partners L.P.

### External appointments:

Gareth is the Chairman of EnQuest plc.

## Hendrik du Toit

Hendrik is the Founder and Chief Executive Officer.

### Skills and experience:

Hendrik entered the asset management industry in 1988. He joined Investec Group in 1991 to establish Investec Asset Management Limited, which rebranded to Ninety One in 2020. He also served as Joint Chief Executive Officer of Investec Group from 1 October 2018 until the demerger and listing of Ninety One in March 2020.

### External appointments:

Hendrik is a Non-Executive Director of Naspers Limited and its European subsidiary, Prosus N.V. He is also a member of the World Bank Private Sector Investment Lab.

## Kim McFarland

Kim is the Finance Director.

### Skills and experience:

Kim joined Investec Asset Management Limited in 1993 as its Chief Financial Officer and Chief Operating Officer. She served as an Executive Director of Investec Group from October 2018 until the demerger and listing of Ninety One in March 2020. Prior to joining Investec, Kim was Finance and Operations Manager at two South African life insurance companies. Kim is a Chartered Accountant having qualified at PricewaterhouseCoopers.

### External appointments:

None.

## Idoya Basterrechea Aranda

Idoya is an Independent Non-Executive Director.

### Skills and experience:

Idoya was a founding member, Chief Investment Officer and Deputy General Director of Kutxabank Investment SV (the investment arm of the Basque Savings Banks) from 1989 to 2013, and Senior Partner at Fidentiis SGIC S.A. from 2014 to 2020. From 2021 to 2025, she served as a Director at the Bilbao Exchange BME group-SIX Company. Idoya has been a member of the Bizkaia Bar Association since 1984.

### External appointments:

Idoya is a Senior Advisor at Bestinver SA and Director at the Mutuality de la Abogacía Española, where she serves on the Executive Committee and Audit Committee.

## Director Biographies

### Busisiwe Mabuza

Busi is an Independent Non-Executive Director and Chair of the Human Capital and Remuneration Committee.

#### **Skills and experience:**

Busi has held a number of non-executive directorships, including serving as an Independent Director of Adcock Ingram Holdings Limited until its delisting in November 2025. She has previously served as Chair of the board of the Industrial Development Corporation where she remains a non-executive director.

#### **External appointments:**

Busi is a Non-Executive Director of the Industrial Development Corporation.

### Victoria Cochrane

Victoria is an Independent Non-Executive Director and Chair of the Audit and Risk Committee.

#### **Skills and experience:**

Victoria previously served as a Non-Executive Director at Gloucester Insurance Limited and Perpetual Income & Growth Investment Trust plc, Senior Independent Director at HM Courts & Tribunals Service, and as a Senior Advisor to Bowater Industries Limited. Victoria is a qualified solicitor and spent 10 years in private practice before joining Ernst & Young as its first UK General Counsel in 1991. She was a Partner for 20 years; for the last five, she served as a global executive board member and global managing partner for risk.

#### **External appointments:**

Victoria currently serves as Senior Independent Director at Integrafin Holdings plc, Non-Executive Director and Chair of the Audit Committee at Euroclear Bank SA/NV, Senior Independent Director and Chair of the Audit and Risk Committee at the Confederation of British Industry (“CBI”) and an Advisory Council Member at DTEK Group.

### Khumo Shuenyane

Khumo is an Independent Non-Executive Director and Chair of the Sustainability, Social and Ethics Committee.

#### **Skills and experience:**

Khumo has served on the boards of several listed and unlisted companies. Khumo is a qualified chartered accountant and worked for Arthur Andersen for a number of years before joining Investec Bank Limited in 1998, where he worked for nine years in both the corporate finance team and as Head of Principal Investments. He subsequently served as Group Chief Mergers and Acquisitions Officer for MTN Group Limited and as a member of its Group Executive Committee. He then joined Delta Partners in 2014, where he spent six years in various capacities. Between 2014 and 2023, Khumo served as an Independent Non-Executive Director for several Investec Group companies, including Investec Limited and Investec plc, and as Chairman of Investec Bank Limited from 2018 to 2023.

#### **External appointments:**

Khumo is a Non-Executive Director of Vodacom Group Limited and Bidvest Group Limited.

### Charles Harman

Charles is an Independent Non-Executive Director.

#### **Skills and experience:**

Charles has over 30 years of experience in commercial and financial roles across global markets. He served as Vice Chairman of J.P. Morgan Cazenove, where he advised clients across financial services, mining, media and industrial sectors. He previously held roles at Credit Suisse First Boston and at BXR Partners, where he was Chief Executive Officer of the emerging markets investment group.

#### **External appointments:**

Charles is the external Deputy Chair of Council at the University of Oxford and a Director of Oxford University Endowment Management Limited. He also holds a number of other board positions in the cultural and not-for-profit and education sectors.

# Information for accessing the electronic AGM on the day

## 1. Accessing the electronic AGM

This can be done by accessing the AGM website <https://meetnow.global>.

If you are a Ninety One plc shareholder, please enter the meeting name NOPAGM2026. If you are a Ninety One Limited shareholder, please enter the meeting name NOLZAGM2026.

The General Meeting platforms can be accessed online using the latest versions of Chrome, Firefox, Edge or Safari. Please note that Internet Explorer is not supported. It is highly recommended that you check your system capabilities in advance of the meeting day.

## 2. Logging in

If you are a Ninety One plc shareholder, on accessing the platform, enter your unique Shareholder Reference Number (“SRN”) and PIN under the ‘Shareholder’ tab on the login screen. These can be found printed on your form of proxy, or email if you are registered for email communications. For Ninety One Limited shareholders, enter your unique invitation code under the tab ‘Invitation’ on the login screen. This will be issued to you when pre-registering to participate in the meeting by either visiting <https://meetnow.global> or sending your registration request to [proxy@computershare.co.za](mailto:proxy@computershare.co.za).

Access to the meetings via the platforms will be available from 10:00 (BST) and 11:00 (SAST) on Wednesday, 22 July 2026. Please note, however, that your ability to vote will not be enabled until the Chair formally declares the poll open during the meeting.

If you are a Ninety One plc shareholder and unable to access your SRN and PIN, please contact the company’s registry, Computershare, before 10:30 (BST) on Wednesday, 22 July 2026 on +44 (0)370 703 6027. Lines are open from 08:30 to 17:30 (BST) Monday to Friday (excluding public holidays in England and Wales).

If you are a Ninety One Limited shareholder and unable to access your unique invitation code, please contact the company’s transfer secretaries before 11:30 (SAST) on Wednesday, 22 July 2026 at [proxy@computershare.co.za](mailto:proxy@computershare.co.za).

## 3. Voting

After the Chair has formally opened the meeting, he will explain the voting procedure. Voting will only be enabled on all resolutions once the Chair formally declares the poll open. Shareholders may, at any time whilst the poll is open, vote electronically on any or all of the resolutions in the Notice of Meeting, resolutions will not be put forward separately.

Once you have selected your choice, you will see a message on your screen below the resolution text confirming that your vote has been received and how you voted. If you think that you have selected the wrong choice, or if you wish to change your mind, simply press “Click here to change your vote” and select your preferred option prior to the voting on that resolution closing.

If you wish to cancel your ‘live’ vote, please press “Click here to change your vote” then “Clear Vote”.

You can change your vote as many times as you wish up until the close of the poll. There is no final submit button as the voting is live.

Shareholders must ensure they are connected to the internet for the duration of the meeting in order to vote.

## 4. Questions

Shareholders attending electronically may ask questions via the platform by typing and submitting their question in writing or by phoning in using the phone number and access code displayed on the General Meeting platform.

To ask a written question, select the “Q & A” icon from within the navigation bar and type your question in the lower box. Once finished, press the “Send” icon to the right of the message box to submit your question.

If you would like to ask your question verbally, the phone number and access code will be displayed below the broadcast window. Please ensure you follow the instructions and enter \*1 to indicate you wish to ask a question. When called to speak by the Chair, your microphone will be unmuted and you will be invited to ask your question.

## Information for accessing the electronic AGM on the day

### 5. Duly appointed proxies and corporate representatives

#### **Ninety One plc**

To obtain your unique invitation code that your proxy or corporate representative will need to join the meeting, please contact Ninety One plc's registrar before 11:00 (BST) on Monday, 20 July 2026 on +44 (0)370 703 6027 or email [corporate-representatives@computershare.co.uk](mailto:corporate-representatives@computershare.co.uk) by providing a Letter of Representation. Lines are open from 08:30 to 17:30 (BST) Monday to Friday (excluding public holidays in England and Wales).

#### **Ninety One Limited**

To obtain your unique invitation code that your proxy or corporate representative will need to join the meeting, please contact Ninety One Limited's transfer secretaries before 12:00 (SAST) on Monday, 20 July 2026 at [proxy@computershare.co.za](mailto:proxy@computershare.co.za). Alternatively, shareholders can register on the Computershare portal at <https://meetnow.global>.

### 6. Technical Issues

Should you encounter any technical difficulties with the platform, please contact our registrar using the telephone number provided on the platform. Alternatively, once you have joined the meeting, you may raise your question via the chat function. For any technical issues prior to the commencement of the meeting, please reach out to our registrar through the shareholder contact details:

**Ninety One plc** – +44 (0)370 703 6027

**Ninety One Limited** – +27 (0)11 3705000

# Online User Guide

1. Join the meeting via: <https://meetnow.global>.

If you are a Ninety One plc shareholder, please enter the meeting name NOPAGM2026. If you are a Ninety One Limited shareholder, please enter the meeting name NOLZAGM2026.

You will be able to access the platforms on Wednesday, 22 July 2026 from 10:00 (BST)/11:00 (SAST).

2. Select “Join Meeting Now”. For Ninety One plc shareholders, select the “Shareholder” tab and enter your SRN and PIN. Ninety One Limited shareholders, select the “Invitation” tab and enter your unique invitation code.

If you have been appointed as a proxy or corporate representative, you should obtain your login details from the shareholder you are representing and follow the respective steps above.

3. When successfully authenticated, you will be taken to the home screen.
4. The “Broadcast” page should automatically appear on your screen to allow you to view the meeting presentation. This screen will resize responsively when you select one of the other icons from the navigation bar in the top right of your screen. The presentation can be re-expanded by selecting the “Broadcast” icon from the navigation bar. The webcast will start automatically once the meeting commences.
5. When the Chair of the meeting declares the poll open, please select the “Vote” icon from the navigation bar in the top right of your screen.

A list of all the Resolutions and voting choices will be available for you to vote on. You will be able to scroll through the list by clicking on the arrows.

6. For each resolution, select the way in which you wish to vote. You can split your vote by first clicking the “Split Vote” link and then adding the number of shares you wish to vote alongside each voting choice. Once selected, please click on the “Submit vote” button and a confirmation message will appear.
7. If you change your mind, click on the “Change Your Vote” link and then make your preferred choice. Please note, there is no final submit button once you have entered all your voting choices as the voting is live. To return to the voting screen whilst the poll is open, select the “Vote” icon.

8. If you would like to ask a written question, click on the “Q & A” icon from the navigation bar in the top right of your screen. Then select ‘Send a Question’ and type your question in the box that appears below. When you are ready to submit your question, click on the arrow button in the bottom right of the question box.

9. If you are attending electronically and would like to ask your question verbally, the phone number and access code will be displayed below the broadcast window. Please ensure you follow the instructions and enter \*1 to indicate you wish to ask a question. When called to speak by the Chair, your microphone will be unmuted and you will be invited to ask your question.

# Corporate Information

## Secretary and registered office

Ninety One plc  
Amina Rasool  
55 Gresham Street  
London, EC2V 7EL  
United Kingdom

Ninety One Limited  
Ninety One Africa Proprietary Limited  
36 Hans Strijdom Avenue  
Cape Town, 8001  
South Africa

**Internet address:**  
[www.ninetyone.com](http://www.ninetyone.com)

**Telephone:**  
UK +44 (0) 20 3938 2000  
South Africa +27 (0) 21 9011000

## Registration number

Ninety One plc  
Registration number 12245293  
Ninety One Limited  
Registration number 2019/526481/06

## Auditor

Ninety One plc  
PricewaterhouseCoopers LLP  
Ninety One Limited  
PricewaterhouseCoopers Inc.

## Registrars in the UK

Computershare Investor Services PLC  
The Pavilions  
Bridgwater Road  
Bristol BS99 6ZZ  
United Kingdom

**Telephone:**  
+44 (0) 370 703 6027

## Transfer secretaries in South Africa

Computershare Investor Services Proprietary Limited  
Rosebank Towers  
15 Biermann Avenue  
Rosebank 2196  
South Africa

**Telephone:**  
+27 (0) 11 370 5000

## Sponsor

JSE Sponsor  
J.P. Morgan Equities South Africa (Pty) Ltd

# Form of Proxy

for the Annual General Meeting of Ninety One Limited

## Annual general meeting of Ninety One Limited ('the Company')

**JSE Registration number: 2019/526481/06**

**JSE share code: NY1 | ISIN:ZAE000282356**

BEFORE COMPLETING THIS FORM, PLEASE READ THE NOTICE OF GENERAL MEETING AND THE NOTES OVERLEAF

Only for use by shareholders who have not dematerialised their Ninety One Limited shares or who have dematerialised their shares and selected 'own name' registration with Computershare's Central Securities Depository Participants ("CSDP").

Shareholders who have dematerialised their Ninety One Limited shares must inform their CSDP or broker of their intention to attend the Ninety One Limited Annual General Meeting and request their CSDP or broker to issue them with the necessary letters of representation to attend or provide their CSDP or broker with their voting instructions should they not wish to attend the Ninety One Limited annual general meeting electronically by audiocast.

As a member(s) of Ninety One Limited I/we wish to appoint another person to vote on my/our behalf at the Annual General Meeting of the Company to be held electronically by audiocast on Wednesday, 22 July 2026 at 12.00 (SAST) and at any adjournment of that meeting. My/our proxy will be the Chair of the Annual General Meeting unless I/we write the name of another person in the box below:

I/We \_\_\_\_\_  
 (print name(s) in full)

of \_\_\_\_\_  
 (full address)

being holder(s) of \_\_\_\_\_ ordinary shares

do hereby appoint \_\_\_\_\_  
 of \_\_\_\_\_ or failing them  
 \_\_\_\_\_  
 of \_\_\_\_\_

	In favour of	Against	Abstain
<b>Common business: Ninety One plc and Ninety One Limited</b>			
1. To re-elect Hendrik du Toit as a director.			
2. To re-elect Kim McFarland as a director.			
3. To re-elect Gareth Penny as a director.			
4. To re-elect Idoya Basterrechea Aranda as a director.			
5. To re-elect Busisiwe Mabuza as a director.			
6. To re-elect Victoria Cochrane as a director.			
7. To re-elect Khumo Shuenyane as a director.			
8. To elect Charles Harman as a director			
9. To approve the directors' remuneration report, for the year ended 31 March 2026.			
10. To approve the directors' remuneration policy.			
11. To approve Ninety One's climate strategy.			
<b>Ordinary business: Ninety One plc</b>			
12. To receive and adopt the audited annual financial statements of Ninety One plc for the year ended 31 March 2026, together with the reports of the directors and of the auditor of Ninety One plc.			
13. Subject to the passing of resolution no 22, to declare a final dividend on the ordinary shares for the year ended 31 March 2026.			
14. To re-appoint PricewaterhouseCoopers LLP of 7 More London Riverside, London, SE1 2RT, as auditor of Ninety One plc to hold office until the conclusion of the Annual General Meeting of Ninety One plc to be held in 2027, with the designated audit partner being Allan McGrath.			
15. To authorise the Audit and Risk Committee to set the remuneration of Ninety One plc's auditor.			

## Form of Proxy

	In favour of	Against	Abstain
<b>Special business: Ninety One plc</b>			
<b>16.</b> Ordinary resolution: Directors' authority to allot shares and other securities.			
<b>17.</b> Special resolution: Disapplication of pre-emption rights.			
<b>18.</b> Special resolution: Authority to purchase own ordinary shares.			
<b>19.</b> Special resolution: Authority to purchase own ordinary shares on the Johannesburg Stock Exchange			
<b>20.</b> Special resolution: Consent to short notice.			
<b>Ordinary business: Ninety One Limited</b>			
<b>21.</b> To present the audited financial statements of Ninety One Limited for the year ended 31 March 2026, together with the reports of the directors, the auditor, the chair of the Audit and Risk Committee and the chair of the Sustainability, Social and Ethics Committee to the shareholders.	Non-voting resolution		
<b>22.</b> Subject to the passing of resolution 13, to declare a final dividend on the ordinary shares for the year ended 31 March 2026.			
<b>23.</b> To re-appoint PricewaterhouseCoopers Inc. of 5 Silo Square, V&A Waterfront, Cape Town, 8002, South Africa, as auditor of Ninety One Limited, to hold office until the conclusion of the Annual General Meeting of Ninety One Limited to be held in 2027, with the designated audit partner being Nicolette Jacobs.			
<b>24.</b> Election of Audit and Risk Committee members:			
i Victoria Cochrane;			
ii Khumo Shuenyane; and			
iii Charles Harman			
<b>25.</b> Election of Sustainability, Social and Ethics Committee members:			
i Khumo Shuenyane;			
ii Gareth Penny; and			
iii Hendrik du Toit			

	In favour of	Against	Abstain
<b>Special business: Ninety One Limited</b>			
<b>26.</b> Authorising the directors to issue up to 5% of the issued ordinary shares in Ninety One Limited.			
<b>27.</b> General authority to issue ordinary shares for cash.			
<b>28.</b> Authority to acquire ordinary shares of Ninety One Limited.			
<b>Special resolutions</b>			
<b>29.</b> Special resolution 1 – Financial assistance.			
<b>30.</b> Special resolution 2 – Non-executive directors' remuneration.			

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

A shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy (who need not be a shareholder of the company) to attend, and, on a poll, to vote in their place. Each resolution is to be decided on a poll and a shareholder or his proxy shall have one vote for every share held.

# Notes

## Notes and summary of rights under section 58 of the South African Companies Act, No 71 of 2008, as amended (“SA Companies Act”)

1. The Company is inviting shareholders to attend and participate in the AGM electronically by audiocast. Details on how to join the meeting can be found in the Notice of Meeting. You will need to visit <https://meetnow.global> and enter the meeting name NOLZAGM2026. Your unique invitation code will be provided to you when you register. Please also refer to the Notice of Meeting for instructions on how a proxy or corporate representative can join the meeting.
2. Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder of the Company, as their proxy to exercise all or any of their rights, to attend electronically, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see reverse). If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. If returned without an indication as to how the proxy shall vote on any particular matter, the proxy will exercise their discretion as to whether, and if so how, they vote (or if this proxy form has been issued in respect of a designated account for a shareholder, the proxy will exercise their discretion as to whether, and if so how, they vote).
3. A shareholder entitled to attend and vote at the general meeting is entitled to appoint any one or more individuals (who need not be a shareholder of the company) as a proxy to attend, speak and, on a poll, vote in their place at the general meeting, provided that, if more than one proxy is concurrently appointed by a shareholder, each proxy is appointed to exercise the rights attaching to different shares held by that shareholder. Such shareholder may insert the name of a proxy or the names of two alternative proxies of the shareholder's choice in the space provided, with or without deleting “the chairman of the meeting”, provided that any such deletion must be signed in full by the shareholder. The person whose name stands first on the proxy form and who is present at the general meeting will be entitled to act as proxy to the exclusion of those whose names follow. Should a proxy not be specified, this will be exercised by the chairman of the general meeting.
4. Each resolution is to be decided on a poll and a shareholder or his or her proxy shall have one vote for every share held. You are not obliged either to cast all your votes or to cast all your votes in the same way. Please instruct your proxy how to vote by either:
  - (i) marking the appropriate box with an “X” next to each resolution, in which event the proxy will cast all your votes in the manner so specified; or
  - (ii) setting out the number of votes to be cast in each box (i.e. in favour of and/or against and/or by way of abstention) in respect of each resolution, provided that, if for any resolution the aggregate number of votes to be cast would exceed the total number of shares held, you will be deemed to have given no specific instruction as to how you wish your proxy to vote in respect of that resolution. Your proxy will have discretion to vote in respect of your total holding on any resolution on which you have not (or are deemed not to have) given specific instruction as to how to vote and, unless instructed otherwise, on any business which may properly come before the meeting.
5. The date must be filled in on this form of proxy when it is signed.
6. If you are signing in a representative capacity, whether for another person or for an organisation, then, in order for this form to be valid, you must include a power of attorney or other written authority that authorises you to sign (or a certified copy of such power or authority).
7. In the case of a company, the proxy form should either be sealed by the company or signed by a director or an authorised signatory (and the provisions of paragraph 5 shall apply to such authorised signatory).
8. In the case of joint holders, only one needs to sign. If more than one joint holder votes, whether electronically by audiocast or by proxy, only the most senior shareholder who renders a vote, whether electronically by audiocast or by proxy, will be counted. For this purpose, seniority is determined by the order in which shareholders' names appear in the register for that share.
9. Any alteration or correction made to this form of proxy must be initialled by the signatory or signatories.
10. A minor must be assisted by his or her parent/guardian and the relevant documentary evidence establishing his or her legal capacity must be attached to this form of proxy unless previously recorded by the company or waived by the chairman of the general meeting.
11. The chairman of the general meeting may reject or accept any proxy form which is completed and/or received other than in compliance with these notes.
12. The return of this form of proxy will not prevent you from attending the meeting and voting electronically by audiocast.
13. A proxy may not delegate his or her authority to act on behalf of the shareholder to another person.
14. The appointment of a proxy or proxies:
  - (i) is suspended at any time to the extent that the shareholder chooses to act directly in the exercise of any rights as a shareholder;
  - (ii) is revocable, in which case the shareholder may revoke the proxy appointment by:
    - (a) cancelling it in writing or making a later inconsistent appointment of a proxy; and
    - (b) delivering a copy of the revocation instrument to the proxy and to the company.
15. Should the instrument appointing a proxy or proxies have been delivered to the company, as long as the appointment remains in effect, any notice that is required by the SA Companies Act, or the company's Memorandum of Incorporation to be delivered by such company to the shareholder, must be delivered by such company to:
  - (i) the shareholder; or
  - (ii) the proxy or proxies, if the shareholder has directed the company to do so in writing and has paid any reasonable fee charged by the company for doing so.

## Notes

16. The proxy appointment remains valid only until the end of the relevant meeting at which it was intended to be used, unless revoked as contemplated in section 58(5) of the SA Companies Act.
17. It is requested that this form of proxy be deposited at the company's transfer secretaries as soon as possible and, in any event, so as to be received no later than 48 hours (excluding any part of a day that is not a business day) before the time appointed for the meeting:

**Computershare Investor Services Proprietary Limited**

Rosebank Towers

15 Biermann Avenue

Rosebank 2196

Private Bag X9000, Saxonwold 2132

or email it to: [proxy@computershare.co.za](mailto:proxy@computershare.co.za)

Notwithstanding the above, proxy forms not delivered by the relevant time can nevertheless be lodged with the transfer secretaries via email ([proxy@computershare.co.za](mailto:proxy@computershare.co.za)) at any time before the proxy exercises any rights of the shareholder at the meeting.



