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| **Investec Limited**Incorporated in the Republic of South AfricaRegistration number 1925/002833/06JSE share code: INLNSX share code: IVDBSE share code: INVESTECISIN: ZAE000081949 | **Investec plc**Incorporated in England and WalesRegistration number 3633621LSE share code: INVPJSE share code: INPISIN: GB00B17BBQ50 |

**NOT FOR DISTRIBUTION IN OR INTO OR TO ANY PERSON LOCATED OR RESIDENT IN (I) THE REPUBLIC OF ITALY; (II) THE UNITED STATES, ITS TERRITORIES AND POSSESSIONS (INCLUDING PUERTO RICO, THE U.S. VIRGIN ISLANDS, GUAM, AMERICAN SAMOA, WAKE ISLAND AND THE NORTHERN MARIANA ISLANDS), ANY STATE OF THE UNITED STATES OR THE DISTRICT OF COLUMBIA (THE “UNITED STATES”) OR TO ANY U.S. PERSON (AS DEFINED BELOW); OR (III) IN ANY OTHER JURISDICTION, OR TO ANY PERSON LOCATED OR RESIDENT IN SUCH JURISDICTION WHERE IT IS UNLAWFUL TO DISTRIBUTE THIS ANNOUNCEMENT.**

As part of the dual listed company structure, Investec plc and Investec Limited notify both the London Stock Exchange plc and JSE Limited of matters which are required to be disclosed under the Disclosure, Transparency and Listing Rules of the United Kingdom Listing Authority and/or the JSE Listing Requirements. Accordingly we advise of the following:



**OFFER FOR PURCHASE OF PREFERENCE SHARES ISSUED BY INVESTEC PLC**

20 June 2016 – Investec plc (“**Investec**”) hereby announces that it is inviting holders of the Preference Shares (as defined herein) (the “**Preference Shareholders**”), subject to certain offer restrictions (see “*Offer Restrictions*” below) and upon the terms and subject to the conditions contained in the tender offer memorandum dated 20 June 2016 (the “**Tender Offer Memorandum**”), to tender any or all of their Preference Shares for purchase by Investec for cash consideration (such invitation the “**Tender Offer**” and, together,the “**Tender Offers**”).

The Tender Offers are conditional upon, amongst other things, approval of the Purchase Resolution to be proposed at the General Meetings of the shareholders of Investec and Investec Limited to be held on 20 July 2016 as more particularly described in the Tender Offer Memorandum, the Circular dated 20 June 2016 and the announcement released by Investec entitled “Publication of Shareholder Circular and Notice of General Meeting” dated 20 June 2016.

Capitalised terms used in this announcement and not otherwise defined have the meanings ascribed to them in the Tender Offer Memorandum.

The following table sets forth the Preference Shares covered by the Tender Offers and their applicable Purchase Price.

| Preference Shares | ISIN / Share Code | Number of Preference Shares outstanding  | ApplicablePurchase Price |
| --- | --- | --- | --- |
| The non-redeemable, non-cumulative, non-participating preference shares of GBP0.01 each in the capital of Investec (the “Sterling Preference Shares”) | GB00B19RX541 /INPP |  15,081,149 | GBP5.7509589 |
| The non-redeemable, non-cumulative, non-participating preference shares of ZAR0.001 each in the capital of Investec ( the “Rand Preference Shares” and together with the Sterling Preference Shares, the “Preference Shares” and each of the Rand Preference Shares and the Sterling Preference Shares respectively, an “Issue”) | GB00B4B0Q974 /INPPR |  2,275,940 | ZAR103.3887671 |

Applicable Purchase Price and Offer Period

Under the Tender Offers, Sterling Preference Shares which are accepted for purchase will be purchased by Investec at GBP5.7509589 per Sterling Preference Share (the “**Sterling Purchase Price**”). The Sterling Purchase Price comprises a principal amount of GBP5.70 per Sterling Preference Share plus an amount of 5.09589 pence per Sterling Preference Share which is equal to the accrued but undeclared and unpaid dividends from 1 April 2016 up to the expected Settlement Date.

Under the Tender Offers, Rand Preference Shares which are accepted for purchase will be purchased by Investec at ZAR103.3887671 per Rand Preference Share (the “**Rand Purchase Price**”). The Rand Purchase Price comprises a principal amount of ZAR100 plus an amount of 338.87671 cents per Rand Preference Share which is equal to the accrued but undeclared and unpaid dividends from 1 April 2016 up to the expected Settlement Date. See also Part VIII “*Tax Consequences*” of the Tender Offer Memorandum; in particular, in relation to South African Dividend Tax and withholding.

Sterling Preference Shareholders who hold their Sterling Preference Shares via STRATE or who have a registered address on the register of Preference Shareholders in South Africa will receive the Sterling Purchase Price in Rand. The prevailing exchange rate for the conversion of GBP into ZAR will be the mid rate quoted by Bloomberg on its GBPZAR CURNCY Page at 5:00 p.m. (London time) and 6:00 p.m. (Johannesburg time) following the Expiration Deadline (the “**ZAR FX Rate**”).

The Tender Offers begin on 20 June 2016 and will expire at 11:00 a.m. (London time) and 12:00 noon (Johannesburg time) on 26 July 2016 (the “**Expiration Deadline**”, such period of time being the “**Offer Period**”), unless the Offer Period for the Tender Offers is extended, re-opened, amended and/or terminated by Investec, in each case, as provided in the Tender Offer Memorandum. Preference Shareholders are advised to check with any bank, securities broker or other intermediary through which they hold Preference Shares whether such intermediary needs to receive instructions from a Preference Shareholder before the deadlines specified in this announcement. Tender Instructions, once submitted, may not be withdrawn except in the limited circumstances outlined in the Tender Offer Memorandum. Prior to accepting any Offers, Investec will obtain all necessary corporate authorisations and/or approvals necessary to agree the applicable Purchase Price and the aggregate number of Sterling Preference Shares and Rand Preference Shares respectively accepted for purchase.

Results Announcement and Settlement

Investec will announce the following in a Results Announcement on the Business Day immediately following the Expiration Deadline: (i) whether valid Offers pursuant to the Tender Offers are accepted; (ii) the aggregate number of Sterling Preference Shares and Rand Preference Shares respectively that it will be accepting for purchase; (iii) the ZAR FX Rate; and (iv) the Settlement Date.

The expected Settlement Date is 3 August 2016.

Payment of the applicable Purchase Price for the Preference Shares to be purchased pursuant to the Tender Offers will be made by the Receiving Agent who will act as agent for the Preference Shareholders who have had their Offers accepted by Investec for the purpose of receiving the applicable Purchase Price and transmitting payment to those Preference Shareholders. Under no circumstances will additional interest be paid on the applicable Purchase Price to be paid by Investec or the Receiving Agent regardless of any delay by any person in making such payment.

Preference Shareholders that hold Preference Shares in uncertificated form in CREST or STRATE will have their accounts with CREST, STRATE or their relevant sponser, broker or CSDP, as the case may be, updated on or shortly following the Settlement Date.

The payment of any consideration owed to Preference Shareholders pursuant to the Tender Offers will be made to such Preference Shareholders who hold their Preference Shares in certificated form only after receipt by the Receiving Agent of the relevant certificates (or an indemnity in a form acceptable to Investec and the Receiving Agent) and instructions only, as detailed in the Tender Offer Memorandum. Instructions received by the Receiving Agent by the Expiration Deadline from Preference Shareholders who hold their Preference Shares in certificated form and whose Offers have been accepted by Investec will be processed, and cheques (unless electronic transfer is elected) in respect of such Preference Shares will be posted on or shortly following the Settlement Date.

Expected Transaction Timeline

The times and dates below are indicative only.

|  |  |  |
| --- | --- | --- |
| Events |  | Times and Dates |
| ***Commencement of the Tender Offers*** |  |  |
| Launch Tender Offers and commencement of Offer Period. Circular and notice of General Meetings published and available on the Investec website.Conditional Purchase Agreements on display at the registered offices of Investec and Investec Limited and the offices of Linklaters LLP in London for not less than 15 days before the General Meetings. |  | 20 June 2016 |
| ***General Meetings*** |  |  |
| General Meetings to approve the Purchase Resolution. |  | 20 July 2016 |
| ***Announcement of Results of General Meetings*** |  |  |
| Announcement of whether the General Meetings Purchase Resolution has been passed. |  | As soon as possible after the conclusion of the General Meetings. |
| ***Expiration Deadline*** |  |  |
| The final deadline for receipt of valid Tender Instructions by the Receiving Agent in order for holders of the Preference Shares to be able to participate in the Tender Offers. |  | 26 July 2016 at 11:00 a.m. (London time) and 12:00 noon (Johannesburg time) |
| ***Results of the Tender Offers*** |  |  |
| Results of whether Investec will accept valid Offers of the Preference Shares on RNS, SENS and the CISX website. |  | 27 July 2016 |
| ***Settlement Date*** |  |  |
| Expected settlement date for the Offers. |  | 3 August 2016 |
| ***Announcement of the purchase of the Preference Shares of either Issue and updated share capital*** |  |  |
| Announcement of the purchase of the Preference Shares of either Issue and an updated statement of share capital on RNS, SENS and the CISX website. |  | As soon as possible following the Settlement Date and no later than 7:30 a.m. (London time) on the Business Day following settlement. |

*If the General Meetings are adjourned, the Settlement Date may change. The details of any such change will be contained in the announcement of the results of the General Meetings. The above times and dates are subject to the right of Investec to extend, re-open, amend, and/or terminate the Tender Offers (subject to applicable law and as provided in the Tender Offer Memorandum).*

Preference Shareholders are advised to check with any bank, securities broker or other intermediary through which they hold Preference Shares whether such intermediary needs to receive instructions from a Preference Shareholder before the deadlines specified in this announcement.

Further information

This announcement is for information purposes only. A complete description of the terms and conditions of the Tender Offers and the risk factors pertaining thereto is set out in the Tender Offer Memorandum and should be read carefully before any decision is made with respect to the Tender Offers.

Requests for electronic copies or hard copies of the Tender Offer Memorandum, any announcements relating to the Tender Offers and information in relation to the procedures for submission of a Tender Instruction should be directed to the Receiving Agent at web.queries@computershare.co.uk or +44 370 707 1077, for the attention of Laura James / +27 11 870 2816, for the attention of the Corporate Actions Department. Preference Shareholders who hold their Preference Shares via STRATE are reminded to contact their relevant Central Securities Depository Participant (“**CSDP**”) or broker for further information in relation to the Tender Offers.

Announcements relating to the Tender Offers can also be obtained from, amongst other places,on the Investor Relations page on Investec’s website (***www.investec.com***).

Investec has retained each of (i) J.P. Morgan Securities plc to act as dealer manager in relation only to the Sterling Preference Shares which are held by Sterling Preference Shareholders who (i) are resident outside of South Africa and (ii) hold their Sterling Preference Shares (x) in CREST or (y) in certificated form outside of CREST and STRATE (the “**UK Dealer Manager**”) and (ii) Investec Bank Limited to act in its capacity as dealer manager in relation only to the (1) Rand Preference Shares; and (2) Sterling Preference Shares held by Sterling Preference Shareholders who (i) are resident in South Africa and (ii) hold their Sterling Preference Shares (x) in STRATE or (y) in certificated form outside of CREST and STRATE (the “**SA Dealer Manager**” and, together with the UK Dealer Manager, the “**Dealer Managers**” and each a “**Dealer Manager**”) for the Tender Offers . Investec has retained Computershare Investor Services PLC to act as Receiving Agent.

**Requests for information in relation to the Tender Offers should be directed to:**

**DEALER MANAGERS**

|  |  |
| --- | --- |
| **J.P. MORGAN SECURITIES PLC****(as UK Dealer Manager)** | **INVESTEC BANK LIMITED****(as SA Dealer Manager)** |
| 25 Bank StreetCanary WharfLondon E14 5JPUnited KingdomTelephone: +44 207 134 2468Email: emea\_lm@jpmorgan.com | 100 Grayston DriveSandownSandtonJohannesburg2196Republic of South AfricaTelephone: +27 11 286 7326Email: robert.smith@investec.co.za |

**Requests for information in relation to the procedures for participating in the Tender Offers and the submission of Tender Instructions should be directed to:**

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| --- |
| **COMPUTERSHARE INVESTOR SERVICES PLC****(as Receiving Agent)** |
| Corporate ActionsBristol BS99 6AHUnited KingdomTelephone: +44 370 707 1077Email: web.queries@computershare.co.ukComputershare Investor Services (Pty) Limited PO Box 61763Marshalltown 2107Republic of South AfricaTelephone: +27 11 870 2816Attention: Corporate Actions Department |

**South African Sponsor**

Investec Bank Limited

**For further information please contact:**

Investec plc +44 207 597 5546 / + 27 11 286 7070

Stephen Koseff

Bernard Kantor

Ursula Nobrega

Each of the Dealer Managers and their respective affiliates may contact Preference Shareholders regarding the Tender Offers and may request brokerage houses, custodians, nominees, fiduciaries and others to forward the Tender Offer Memorandum and related materials to Preference Shareholders.

None of the Dealer Managers, Computershare, the Share Settlement Nominees nor any of their respective directors, employees or affiliates assume any responsibility for the accuracy or completeness of the information concerning the Tender Offers, Investec, any of its affiliates or the Preference Shares contained in this announcement and the Tender Offer Memorandum or for any failure by Investec to disclose events that may have occurred and may affect the significance or accuracy of such information. None of the Dealer Managers, Computershare, the Share Settlement Nominees, Investec nor any of their respective directors, employees or affiliates makes any representation or recommendation whatsoever regarding the Tender Offers, or any recommendation as to whether Preference Shareholders should offer Preference Shares in the Tender Offers.

The Receiving Agent is the agent of Investec and the Receiving Agent does not owe any duty to any Preference Shareholder.

This announcement and the Tender Offer Memorandum contain important information which should be read carefully before any decision is made with respect to the Tender Offers. If any Preference Shareholder is in any doubt as to the action it should take, it is recommended to seek its own financial advice, including in respect of any tax consequences, immediately from its stockbroker, bank manager, solicitor, accountant or other independent financial or legal adviser.

Offer Restrictions

This announcement does not constitute an invitation to participate in the Tender Offers in any jurisdiction in which, or to any person to or from whom, it is unlawful to make such invitation or for there to be such participation under applicable securities laws. The distribution of this announcement in certain jurisdictions may be restricted by law. Persons into whose possession this announcement comes are required by each of Investec, the Dealer Managers, Computershare and the Share Settlement Nominees to inform themselves about, and to observe, any such restrictions.

United States

The Tender Offers are not being made, and will not be made, directly or indirectly in or into, or by use of the mail of, or by any means or instrumentality of interstate or foreign commerce of or of any facilities of a national securities exchange of, the United States or to, or for the benefit of, any U.S. person. This includes, but is not limited to, facsimile transmission, electronic mail, telex, telephone and the internet and other means of electronic communication. The Preference Shares may not be tendered in the Tender Offers by any such use, means, instrumentality or facility from or within the United States or by persons located or resident in the United States as defined in Regulation S of the U.S. Securities Act of 1933, as amended (the “**Securities Act**”). Accordingly, copies of this announcement and the Tender Offer Memorandum and any other documents or materials relating to the Tender Offers are not being, and must not be, directly or indirectly mailed or otherwise transmitted, distributed or forwarded (including, without limitation, by custodians, nominees or trustees) in or into the United States or to, or for the account of benefit of, a U.S. Person and the Preference Shares cannot be offered in the Tender Offers by any such use, means, instrumentality or facility or from or within or by persons located or resident in the United States or by any U.S. Person or any person acting for the account or benefit of a U.S. Person. Any purported tender of Preference Shares in the Tender Offers resulting directly or indirectly from a violation of these restrictions will be invalid and any purported tender of Preference Shares made by a person located in the United States, a U.S. Person, by any person acting for the account or benefit of a U.S. Person, or by any agent, fiduciary or other intermediary acting on a non-discretionary basis for a principal giving instructions from within the United States will be invalid and will not be accepted.

Each holder of Preference Shares participating in the Tender Offers will represent that it is not a U.S. Person, it is not located in the United States and is not participating in such Tender Offer from the United States or it is acting on a non-discretionary basis for a principal located outside the United States that is not giving an order to participate in such Tender Offer from the United States and who is not a U.S. Person.

Italy

None of the Tender Offer Memorandum or any other documents or materials relating to the Tender Offers have been or will be submitted to the clearance procedure of the *Commissione Nazionale per le Società e la Borsa* (“**CONSOB**”) pursuant to Italian laws and regulations. The Tender Offers are not addressed to Preference Shareholders resident or located in the Republic of Italy. Neither the Tender Offer Memorandum nor any other document or material relating to the Tender Offers may be forwarded, mailed, distributed, disseminated or otherwise disclosed or made available by any person or entity to any person or entity resident or located in the Republic of Italy. No form of solicitation has been, and can be, carried out in the Republic of Italy.

United Kingdom

The communication of the Tender Offer Memorandum and any other documents or materials relating to the Tender Offers is not being made and such documents and/or materials have not been approved by an authorised person for the purposes of section 21 of the Financial Services and Markets Act 2000 (“**FSMA**”). Accordingly, such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom. The communication of such documents and/or materials is exempt from the restriction on financial promotions under section 21 of the FSMA on the basis that it is only directed at and may be communicated to (1) those persons in the United Kingdom falling within the definition of investment professionals as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “**FPO**”); (2) those persons who are existing members or creditors of Investec or other persons within Article 43(2) of the FPO; (3) persons who fall within Article 49 of the FPO (“high net worth companies, unincorporated associations etc.”), and (4) to any other persons to whom these documents and/or materials may lawfully be communicated.

Belgium

Neither the Tender Offer Memorandum nor any other documents or materials relating to the Tender Offers have been submitted to or will submitted for approval or recognition to the Financial Services and Markets Authority (“*Autorité des services et marches financiers / Autoriteit financiële diensten en markten*”) and, accordingly, the Tender Offers may not be made in Belgium by way of a public offering, as defined in Articles 3 and 6 of the Belgian Law of 1 April 2007 on public takeover bids or as defined in Article 3 of the Belgian Law of 1 April 2007 on public takeover bids (the “**Belgian Takeover Law**”) as amended or replaced from time to time. Accordingly, the Tender Offers may not be advertised and the Tender Offers will not be extended, and neither the Tender Offer Memorandum nor any other documents or materials relating to the Tender Offers (including any memorandum, information circular, brochure or any similar documents) has been or shall be distributed or made available, directly or indirectly, to any person in Belgium other than “qualified investors” in the sense of Article 10 of the Belgian Law of 16 June 2006 on the public offer of placement instruments and the admission to trading of placement instruments on regulated markets, as amended from time to time, acting on their own account. The Tender Offer Memorandum has been issued only for the personal use of the above qualified investors and exclusively for the purpose of the Tender Offers. Accordingly, the information contained in the Tender Offer Memorandum may not be used for any other purpose or disclosed to any other person in Belgium.

France

The Tender Offers are not being made, directly or indirectly, to the public in the Republic of France. Neither the Tender Offer Memorandum nor any other documents or offering materials relating to the Tender Offers have been or shall be distributed to the public in the Republic of France and only (i) providers of investment services relating to portfolio management for the account of third parties (*personnes fournissant le service d’investissement de gestion de portefeuille pour compte de tiers*) and/or (ii) qualified investors (*investisseurs qualifiés*) acting for their own account (other than individuals), all as defined in, and in accordance with, Articles L.411-1, L.411-2 and D.411-1 of the French Code *monétaire et financier*, are eligible to participate in the Tender Offers. The Tender Offer Memorandum has not been and will not be submitted for clearance to nor approved by the *Autorité des marchés financiers*.

General

Neither this announcement nor the Tender Offer Memorandum constitute an offer to buy or the solicitation of an offer to sell Preference Shares, and Offers pursuant to the Tender Offers will not be accepted from Preference Shareholders in any circumstances in which such offer or solicitation is unlawful. In those jurisdictions where the securities, blue sky or other laws require the Tender Offers to be made by a licensed broker or dealer and the Dealer Managers or any of their respective affiliates is such a licensed broker or dealer in any such jurisdiction, the Tender Offers shall be deemed to be made by the Dealer Managers or any of their respective affiliates, as the case may be, on behalf of Investec in such jurisdiction.

In addition to the representations referred to above in respect of the United States, each Preference Shareholder participating in the Tender Offers will also be deemed to give (or, in the case of a Preference Shareholder participating in the Tender Offers by submitting a Tender Instruction, will give) certain representations in respect of the other jurisdictions referred to above and generally as set out in Part V — “*Information on the Tender Offers*” of the Tender Offer Memorandum. Any tender of Preference Shares for purchase pursuant to the Tender Offers from a Preference Shareholder that is unable to make these representations will not be accepted. Each of Investec, the Dealer Managers, Computershare and the Share Settlement Nominees reserves the right, in their absolute discretion, to investigate, in relation to any tender of Preference Shares for purchase pursuant to the Tender Offers, whether any such representation given by a Preference Shareholder is correct and, if such investigation is undertaken and as a result Investec determines (for any reason) that such representation is not correct, such tender shall not be accepted.