

Ninety One plc

Incorporated in England and Wales
 Registration number: 12245293
 Date of registration: 4 October 2019
 LSE share code: N91
 JSE share code: N91
 ISIN: GB00BJHPLV88

Ninety One Limited

Incorporated in the Republic of South Africa
 Registration number: 2019/526481/06
 Date of registration: 18 October 2019
 JSE share code: NY1
 ISIN: ZAE000282356

As part of the dual-listed companies' structure, Ninety One plc and Ninety One Limited notify both the LSE and the JSE of matters which are required to be disclosed under the Disclosure Guidance and Transparency Rules and Listing Rules of the FCA and/or the Listings Requirements of the JSE.

**Results of Annual General Meetings of Ninety One plc and Ninety One Limited
 (the "Annual General Meetings" or "AGMs")**

The AGMs were held on 4 August 2021 physically and electronically by audiocast. As required by the companies' dual-listed structure, all resolutions were treated as Joint Electorate Actions and were decided on a poll. All resolutions at both meetings were passed by the required majority.

The voting results of the Joint Electorate Actions are identical and are given below:

	Resolution	Votes For	%	Votes Against	%	Votes Withheld	%	Total Votes Cast	Total Votes Cast as a % of the Ordinary Shares in Issue
Common Business: Ninety One plc and Ninety One Limited									
1	To re-elect Hendrik du Toit as a director.	821,616,663	99.75	2,046,352	0.25	517,266	0.1	823,663,015	89.27
2	To re-elect Kim McFarland as a director.	822,208,845	99.82	1,451,163	0.18	520,273	0.1	823,660,008	89.26
3	To re-elect Gareth Penny as a director.	781,581,725	94.89	42,078,294	5.11	520,262	0.1	823,660,019	89.26
4	To re-elect Idoya Basterrechea Aranda as a director.	822,056,716	99.81	1,603,299	0.19	520,266	0.1	823,660,015	89.26
5	To re-elect Colin Keogh as a director.	823,099,152	99.93	560,856	0.07	520,273	0.1	823,660,008	89.26
6	To re-elect Busisiwe Mabuza as a director.	821,717,250	99.94	461,675	0.06	2,001,356	0.2	822,178,925	89.10
7	To re-elect Victoria Cochrane as a director.	823,183,988	99.94	476,014	0.06	520,279	0.1	823,660,002	89.26
8	To elect Khumo Shuenyane as a director.	817,369,542	99.24	6,287,207	0.76	523,509	0.1	823,656,749	89.26
9	To approve the directors' remuneration report, for the year ended 31 March 2021.	809,855,000	98.33	13,795,361	1.67	529,678	0.1	823,650,361	89.26
10	To approve the directors' remuneration policy.	791,857,296	96.14	31,793,344	3.86	529,641	0.1	823,650,640	89.26
11	To approve Ninety One's climate related financial reporting.	745,914,720	97.38	20,107,304	2.62	58,158,107	7.1	766,022,024	83.02
Ordinary business: Ninety One plc									
12	To receive and adopt the audited annual financial statements of Ninety One plc for the year ended 31 March 2021, together with the reports of the directors of Ninety One plc and of the auditors of Ninety One plc.	821,279,103	99.99	102,610	0.01	2,798,568	0.3	821,381,713	89.02
13	Subject to the passing of resolution no. 22, to declare a final dividend on the ordinary shares for the year ended 31 March 2021.	823,338,099	99.96	327,076	0.04	515,106	0.1	823,665,175	89.27

14	To appoint KPMG LLP of 15 Canada Square, Canary Wharf, London, E14 5GL, as auditor of Ninety One plc to hold office until the conclusion of the next AGM to be held in 2022.	817,815,672	99.29	5,841,973	0.71	522,636	0.1	823,657,645	89.26
15	To authorise the Audit and Risk Committee to set the remuneration of Ninety One plc's auditors.	818,880,717	99.42	4,776,756	0.58	522,808	0.1	823,657,473	89.26
Special business: Ninety One plc									
16	Ordinary resolution: Directors' authority to allot shares and other securities.	681,045,205	82.69	142,615,087	17.31	519,989	0.1	823,660,292	89.26
17	Special resolution: Authority to purchase own ordinary shares.	815,983,990	99.13	7,121,181	0.87	1,075,110	0.1	823,105,171	89.20
18	Special resolution: Consent to short notice.	799,125,462	97.04	24,409,427	2.96	645,392	0.1	823,534,889	89.25
19	Special resolution: Adoption of New Articles of Association.	820,426,682	99.62	3,102,938	0.38	650,661	0.1	823,529,620	89.25
20	Ordinary resolution: Approval of the Long Term Incentive Plan 2021.	808,620,822	98.19	14,885,377	1.81	653,612	0.1	823,506,199	89.25
Ordinary business: Ninety One Limited									
21	To present the audited financial statements of Ninety One Limited for the year ended 31 March 2021, together with the reports of the directors, the auditors, the chair of the Audit and Risk Committee and the chair of the Sustainability, Social and Ethics Committee to the shareholders.	Non-voting resolution							
22	Subject to the passing of resolution no. 13, to declare a final dividend on the ordinary shares for the year ended 31 March 2021.	822,932,966	99.96	364,330	0.04	872,224	0.1	823,297,296	89.23
23	To appoint KPMG Inc. of 85 Empire Road, Parktown, 2193, 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 of Ninety One Limited to be held in 2022.	817,274,516	99.27	6,019,838	0.73	875,166	0.1	823,294,354	89.23
24	Election of Audit and Risk Committee members.								
	i. Victoria Cochrane	816,116,862	99.14	7,108,792	0.86	943,866	0.1	823,225,654	89.22
	ii. Idoya Basterrechea Aranda	822,071,515	99.85	1,221,925	0.15	876,080	0.1	823,293,440	89.23
	iii. Colin Keogh	819,352,003	99.52	3,941,656	0.48	875,861	0.1	823,293,659	89.23
25	Authorising the directors to issue up to (i) 5% of the issued ordinary shares; and (ii) 5% plus 154,067 of the issued special converting shares.	677,775,151	82.32	145,518,579	17.68	875,790	0.1	823,293,730	89.23
26	General authority to issue ordinary shares for cash.	674,739,111	81.96	148,555,506	18.04	874,903	0.1	823,294,617	89.23
27	Amendment of the Rules of the Ninety One Limited Long Term Incentive Plan 2020.	817,791,105	99.35	5,372,945	0.65	1,005,470	0.1	823,164,050	89.21
Special business: Ninety One Limited									

28	Special resolution 1 - Authority to acquire ordinary shares of Ninety One Limited subject to any restriction under South African law.	814,267,564	98.97	8,471,317	1.03	1,430,639	0.2	822,738,881	89.17
29	Special resolution 2 - Financial Assistance.	810,997,490	98.51	12,296,820	1.49	875,210	0.1	823,294,310	89.23
30	Special resolution 3 - Non-executive directors' remuneration.	812,278,279	98.66	11,010,395	1.34	880,846	0.1	823,288,674	89.22

Votes withheld are not votes in law and have not been counted in the calculation of the proportion of votes 'for' or 'against' a resolution. Proxy appointments which gave discretion to the Chairman have been included in the 'for' total.

Other information

As at the date of the AGM, Ninety One plc's issued capital consists of 622,624,622 ordinary shares of GBP0.0001 each and Ninety One Limited's issued capital consists of 300,089,454 ordinary shares of no par value. In accordance with the dual-listed companies' structure, the aggregate number of voting rights which may be exercised at the AGM was 922,714,076.

Resolutions 17, 18, 19, 28, 29 and 30 were passed as special resolutions. Copies of resolutions 16, 17, 18, 19 and 20 will be filed with Companies House in the United Kingdom.

In accordance with FCA Listing Rule 9.6.2, a copy of the resolutions passed at today's AGM, other than resolutions concerning ordinary business, will be submitted to the National Storage Mechanism and will be available for inspection at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

4 August 2021

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