

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 26 July 2022 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.	788,686,577	99.57	3,367,950	0.43	3,254,190	0.41	792,054,527	85.84
2	To re-elect Kim McFarland as a director.	789,293,666	99.65	2,761,279	0.35	3,253,772	0.41	792,054,945	85.84
3	To re-elect Gareth Penny as a director.	786,563,804	99.62	3,012,071	0.38	5,732,842	0.72	789,575,875	85.57
4	To re-elect Idoya Basterrechea Aranda as a director.	788,930,079	99.61	3,124,770	0.39	3,253,868	0.41	792,054,849	85.84
5	To re-elect Colin Keogh as a director.	787,713,019	99.45	4,341,576	0.55	3,254,122	0.41	792,054,595	85.84
6	To re-elect Busisiwe Mabuza as a director.	790,104,078	99.75	1,956,476	0.25	3,248,163	0.41	792,060,554	85.84
7	To re-elect Victoria Cochrane as a director.	791,036,923	99.87	1,018,072	0.13	3,253,722	0.41	792,054,995	85.84
8	To re-elect Khumo Shuenyane as a director.	784,568,038	99.05	7,492,490	0.95	3,248,189	0.41	792,060,528	85.84
9	To approve the directors' remuneration report, for the year ended 31 March 2022.	772,161,524	97.49	19,862,731	2.51	3,284,462	0.41	792,024,255	85.84
10	To approve the directors' remuneration policy.	747,407,855	94.37	44,577,618	5.63	3,323,244	0.42	791,985,473	85.83
11	To approve Ninety One's Climate Strategy.	692,069,579	97.60	17,008,181	2.40	86,230,957	10.84	709,077,760	76.85
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 2022, together with the reports of the directors and of the auditor of Ninety One plc.	790,360,277	99.97	213,301	0.03	4,735,059	0.60	790,573,578	85.68
13	Subject to the passing of resolution no. 20, to declare a final dividend on the ordinary shares for the year ended 31 March 2022.	790,910,041	100.00	15,687	0.00	4,382,909	0.55	790,925,728	85.72

14	To appoint PricewaterhouseCoopers LLP of 7 More London Riverside, London, SE1 2RT, as auditor of Ninety One plc in place of the retiring auditor to hold office until the conclusion of the Annual General Meeting of Ninety One plc to be held in 2023, with the designated audit partner being Allan McGrath.	792,009,995	99.99	46,025	0.01	3,252,697	0.41	792,056,020	85.84
15	To authorise the Audit and Risk Committee to set the remuneration of Ninety One plc's auditors.	791,960,350	99.99	78,236	0.01	3,270,131	0.41	792,038,586	85.84
Special business: Ninety One plc									
16	Ordinary resolution: Directors' authority to allot shares and other securities.	694,683,330	87.73	97,160,706	12.27	3,464,681	0.44	791,844,036	85.82
17	Special resolution: Authority to purchase own ordinary shares.	786,435,085	99.38	4,874,845	0.62	3,998,787	0.50	791,309,930	85.76
18	Special resolution: Consent to short notice.	764,753,215	96.58	27,110,105	3.42	3,445,397	0.43	791,863,320	85.82
Ordinary business: Ninety One Limited									
19	To present the audited financial statements of Ninety One Limited for the year ended 31 March 2022, 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							
20	Subject to the passing of resolution no. 13, to declare a final dividend on the ordinary shares for the year ended 31 March 2022.	792,046,383	100.00	12,185	0.00	3,250,149	0.41	792,058,568	85.84
21	To 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 Annual General Meeting of Ninety One Limited to be held in 2023, with the designated audit partner being Chantel van den Heever.	792,012,997	99.99	42,616	0.01	3,253,321	0.41	792,055,613	85.84
22	Election of Audit and Risk Committee members.								
	i. Victoria Cochrane	791,120,904	99.88	932,783	0.12	3,255,030	0.41	792,053,687	85.84
	ii. Idoya Basterrechea Aranda	789,776,239	99.71	2,277,512	0.29	3,254,966	0.41	792,053,751	85.84
	iii. Colin Keogh	787,235,456	99.39	4,818,231	0.61	3,255,030	0.41	792,053,687	85.84
23	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.	694,713,488	87.73	97,129,502	12.27	3,465,677	0.44	791,842,990	85.82
24	General authority to issue ordinary shares for cash.	623,717,073	78.75	168,302,947	21.25	3,288,697	0.41	792,020,020	85.84

Special business: Ninety One Limited									
25	Special resolution 1 - Authority to acquire ordinary shares of Ninety One Limited.	786,222,918	99.36	5,085,110	0.64	4,000,537	0.50	791,308,028	85.76
26	Special resolution 2 - Financial Assistance.	776,345,279	98.04	15,520,145	1.96	3,443,292	0.43	791,865,424	85.82
27	Special resolution 3 - Non-executive directors' remuneration.	790,266,557	99.78	1,744,904	0.22	3,297,256	0.41	792,011,461	85.83

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.

The Board notes that resolution 24, although it passed, had a significant number of votes cast against it (21.25%). The Board will continue its ongoing dialogue with shareholders and consult as appropriate to fully understand any concerns in relation to this resolution. In accordance with provision 4 of the 2018 UK Corporate Governance Code, the Board shall provide an update on these engagements within six months of the AGM.

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, 25, 26 and 27 were passed as special resolutions. Copies of resolutions 16, 17 and 18 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>.

27 July 2022

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