Annual statement from the remuneration committee chair

Dear shareholders

I am pleased to introduce the Directors' Remuneration Report for the year. We are thankful for the engagement we have received from our shareholders during the year. This report is split into the following sections:

- **At a glance summarises the key remuneration outcomes and decisions for the year (pages 171 to 175)**
- **The remuneration committee (page 176)**
- **Implementation of the policy in the 2020 financial year (pages 177 to 187)**
- **The annual report on remuneration (pages 188 to 214)**
- **Remuneration Code and Pillar 3 disclosures (pages 215 to 218)**

Performance in the year

The group delivered a sound operational performance supported by substantial net inflows, good loan book growth in home currency, and a significantly improved performance from the UK Specialist Banking business. This was against a challenging operating environment with weak economic growth in both South Africa and the UK, the group's two core banking markets, as well as mixed equity market performance over the year. The Asset Management business generated substantial net inflows supporting higher average funds under management and annuity fees. The Bank and Wealth business benefitted from client acquisition and growth in key earnings drivers. The Specialist Banking business performance was supported by loan book growth. A reduction in impairments was partly offset by a weak performance from the investment portfolio. The core Wealth & Investment business performed in line with the prior year however reported results were affected by certain non-recurring items. Revenue growth and cost containment remain priorities for the group as outlined over the past year.

Group adjusted operating profit increased 9.4% year-on-year to £664.5 million. The combined South African businesses reported adjusted operating profit 1.8% ahead of the prior period in Rands, whilst the combined UK and other businesses posted a 36.1% increase in adjusted operating profit in Pounds Sterling.

Executive Director outcomes

Short-term incentive 2019

Return on equity improved from 12.1% to 12.9%, below on-target performance in the short-term incentive for the year of 14.0%. The return on risk-weighted assets was 1.50% (2018: 1.45%), coming in slightly below on-target performance in the short-term incentive scheme of 1.60%. The operating margin of 26.9% fell below the metric for threshold performance of 28.0%, this was primarily due to the performance of Click & Invest services. The board remuneration committee (the committee) assessed achievement against the non-financial objectives at 125% of target for culture and values, 100% of target for ESG related measures and 100% of target for prudential and risk management related measures, resulting in a short-term incentive of 55.3% of target.

Long-term incentive 2016 – 2019

The growth in net tangible asset value over the three year period was 37.4%, being approximately midway between on-target and stretch performance. The average return on risk weighted assets of 1.47% over the three year performance period exceeded on-target performance of 1.20%, while falling short of stretch performance of 1.60%. The committee assessed culture and values at 150% of target, both franchise development and employee relationship at 100% (on target), while it assessed governance and regulatory relationships as falling below target, at 50%. Achievements against both financial and non-financial measures resulted in vesting of the 2016 long-term incentive of 121.7% (against a target of 100% and a maximum of 150%).

Exercise of discretion

The Committee duly and carefully considered whether any discretion permitted in the remuneration policy should be exercised. It determined that no discretion was required to be exercised in relation to the short-term and long-term incentives, with the outcomes against the measures in the schemes fairly reflecting the business performance over the relevant one-and three-year performance periods.

In addition, the remuneration for the joint incoming CEOs was down by 38.8% on a single figure basis when compared to the outgoing CEO and MD for the prior year. This included a reduction of 59.9% in the short-term incentives for the joint CEOs compared to the outgoing CEO and MD for the prior year. This is against the backdrop of a 9.4% increase in adjusted operating profit for the year, and an increase in return on equity from 12.1% to 12.9% for the year. The Committee feels that this shows that the new remuneration policy approved by shareholders in August 2018, and which included significantly more stretching targets, is operating as desired.

In addition the Committee considered whether any adjustment should be made for the long-term incentive vesting this year. It felt that the outcome fairly reflected performance over the three year performance period from 2016 with adjusted operating profit increasing from £505.6 million to £664.5 million, return on equity increasing from 11.5% to 12.9%, and return on risk weighted assets increasing from 1.34% to 1.50% over the three year period.

Malus and clawback

The Committee also duly and carefully considered whether malus and/or clawback should be applied to any unvested or vested variable remuneration awards, respectively. The Committee did consider all significant credit losses and write-downs made during the year but concluded that in all cases due governance and process had been adhered to and as none of the malus and clawback thresholds were triggered, no application of these mechanisms were made.

Group-wide employee remuneration

Our remuneration approach is designed to foster a high performance culture that enables an entrepreneurial spirit as well as a strong sense of ownership. We reward people for the contribution that they make through payment of a fixed package, variable performance bonus, and ownership through a share incentive scheme. We strive to provide a working environment that stimulates extraordinary performance so that executive directors and employees may be positive contributors to our clients, our communities and the group.

The fixed pay comprises salary, role based allowances in certain circumstances, and benefits. The fixed pay is generally aligned with local market practice. The pension contributions for executive directors, when considered as part of the overall fixed pay, do not exceed the relative pension contributions for employees. This is because where local market practice means the employee contribution rate is lower than for the Executive Directors (EDs), the general employee pension contribution is funded by the company in addition to the salary and allowances. However, for the EDs, the pension contribution is deducted from the fixed pay. Therefore on a net basis the EDs are not in a preferential remuneration position when compared to the general employee population.

All employees are generally eligible for an annual bonus/short-term incentive. For employees in revenue generating roles these are determined based on a mix of financial and non-financial measures, for example the Specialist Bank operates an Economic Value Added (EVA) model to determine the funding of the bonuses each year. Employees in non-revenue generating roles are eligible for bonuses based on both financial and non-financial performance; financial performance is determined at a business unit and pillar level, and non-financial performance is more heavily weighted for non-revenue generating employees.

In principle all employees are eligible for long-term share incentives; this is designed to give our people a sense of material ownership, so they feel invested in the organisation. Further details are provided on page 186.

Compliance and governance statement

The remuneration report complies with the provisions of Schedule 8 of the Large and Medium-sized Companies and Groups (Accounts and Reports) (Amendment) Regulations 2008 (as amended), the UK Corporate Governance Code, the UK Companies Act 2006, the Rules of the UK Listing Authority, the UK Financial Conduct Authority rules, the PRA and FCA Remuneration Code, the South African King IV Code of Corporate Practice and Conduct, the South African Companies Act 2008, the JSE Limited Listings Requirements, the South African Notice on the Governance and Risk Management Framework for Insurers, 2014 and Pillar III remuneration disclosure requirements.

The report also contains Pillar III disclosures as mandated by the UK's PRA and the South African Prudential Authority (previously known as the Banking Supervision Department of the South African Reserve Bank).

Proposed key changes for 2020

Given the proposed demerger of Investec Asset Management, the structure of the group and the executive is changing significantly. We are not proposing a new remuneration policy at this time, however we are proposing some changes to the implementation of the directors' remuneration policy (which was approved by shareholders in August 2018). These technical adjustments will apply to Investec's executive remuneration arrangements post the demerger of Investec Asset Management, that is for the 2020 financial year, subject to the demerger being implemented. The key changes are as indicated below.

Component	*Technical adjustment applicable to the March 2020 performance period*
Components of remuneration and remuneration principles	• Unchanged
Long-Term Incentive scheme design, measures and achievement levels	• Scheme design unchanged • Achievement levels technically adjusted to exclude Investec Asset Management
Short-Term Incentive scheme design, measures and achievement levels	• Scheme design largely unchanged • One amendment only: operating margin for Investec Wealth & Asset Management measure changed to cost to income ratio for total Bank and Wealth group • Recalibrating of other metrics to reflect the demerger of Investec Asset Management
Total executive pay	• Decreasing: this is approximately 50% less than 2018 • Fewer executives post demerger • Lower total "at target" and "at stretch" remuneration for the CEO (and other executive directors) of the remaining Investec business at roughly 10% less than the current remuneration scheme

These are outlined in more detail on pages 177 to 180.

Remuneration arrangements are summarised as follows, with more details on pages 177 to 180.

The current policy refers to the executive remuneration policy as set out in our 2018 annual report and as approved by shareholders in August 2018.

Remuneration arrangements for 2019 and 2020

Current executive directors	• Pay for the 2019 financial year will be in accordance with the current policy
Remaining and incoming Investec executive directors of the Bank and Wealth business	• Pay in accordance with the current policy subject to the technical adjustments as set out on pages 211 to 212. • Will be applicable for the 2020 financial year
Retiring executive directors, (Stephen Koseff, Bernard Kantor and Glynn Burger)	• Stephen Koseff and Bernard Kantor stepped down from their roles of chief executive officer (CEO) and managing director (MD) of Investec group, respectively, on 1 October 2018. They will not stand for re-election at the 2019 annual general meeting (AGM). They will continue to actively oversee the proposed demerger and separate listing of Investec Asset Management until its completion • They will not be eligible for a short-term incentive or a long-term incentive award for the 2020 financial year • Glynn Burger retired at the end of March 2019 and his pay is in accordance with the current policy
Investec Asset Management executive directors who will be leaving the Group, that is Hendrik du Toit and Kim MacFarland	• They are subject to the existing policy to the date of demerger and payments will be made in accordance with Investec policy. Thereafter they will be subject to the Investec Asset Management remuneration arrangements, as per the circular and prospects • Will be paid by Investec Asset Management post demerger
New Group Finance Director, that is Nishlan Samujh	• Commenced on 1 April 2019 • His fixed and variable remuneration has been set at 50% of the current CEOs • His remuneration arrangements are in line with the current policy

Response to shareholder feedback

In 2018 we engaged in an extensive consultation exercise with our key shareholders, to assist us in designing our new remuneration policy. We, by and large, have received positive feedback. We implemented a significant number of changes requested by our shareholders, including reducing the like-for-like target remuneration opportunity by approximately 30% by, *inter alia* increasing the target metrics. We were disappointed to receive a vote for our revised remuneration policy of 79.47%, marginally short of 80%. We believe that our new policy effectively links performance and reward, as evidenced by the 38.8% reduction in the total remuneration awarded to the incoming joint CEOs this year, on a single figure basis when compared to the prior CEO and MD against an increase in operating profit of 9.4%. In response to this, we have held extensive consultations with key shareholders this year. As outlined above we have also made some technical adjustments given the proposed Investec Asset Management demerger and these will result in lower total "at target" and "at stretch" remuneration for the CEO (and other executive directors) of the remaining Investec business at roughly 10% less than the current remuneration scheme. The response we received from shareholders during our consultation exercise was very supportive. The existing directors remuneration policy that was approved at the AGM in August 2018 can be found in the 2018 Investec integrated annual report in the investor relations section of our website.

Looking ahead

We believe our proposed approach to executive remuneration is designed to incentivise exceptional performance from our executives and employees, and ensure that all stakeholders, including shareholders and executives are rewarded appropriately for performance.

We are also committed to ensuring that the group continues to deliver strong performance following the proposed demerger.

We are also focused on ensuring that our approach to reward is fair in all aspects, and that we are mindful of all of our stakeholders when determining how we reward our executives and employees.

The committee and I look forward to the 2019 AGM as an opportunity to answer any questions that you may have on the reward outcomes for the year.

Approvals

We are seeking shareholder approval at the 2019 annual general meeting for:

- Our directors' remuneration report for the year ended 31 March 2019 (pages 188 to 214).
- Our non-executive directors' remuneration (page 210).

Signed on behalf of the board

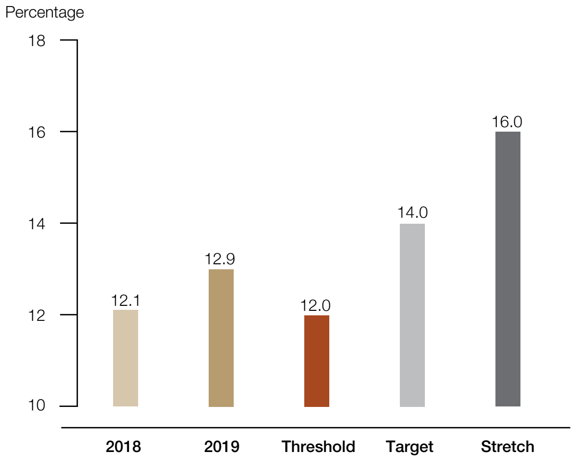
Philip Hourquebie

13 June 2019

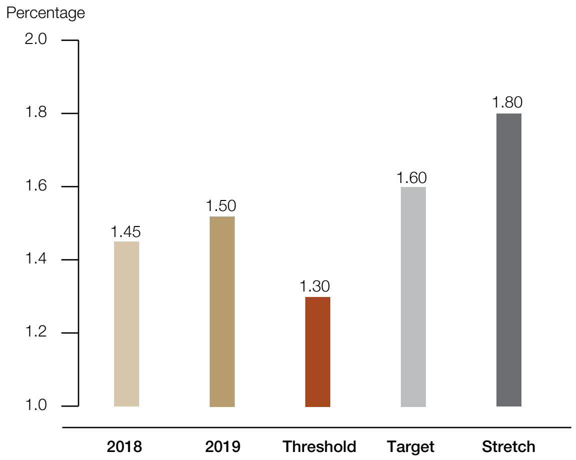
Remuneration at a glance

Key factors in assessing variable remuneration outcomes for the year

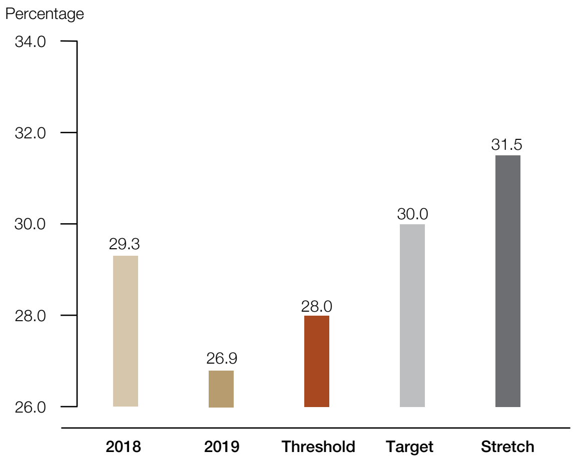
Return on equity – short term incentive



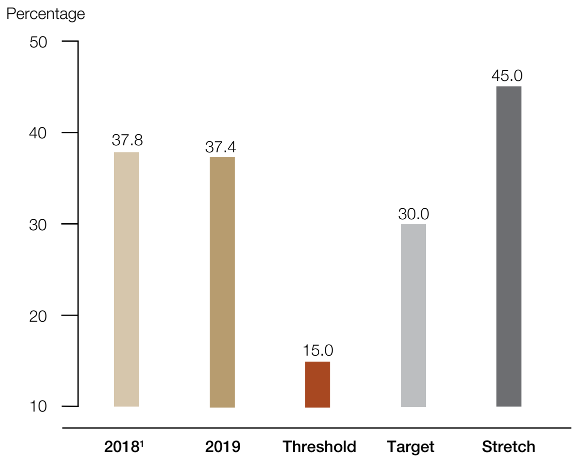
Return on risk-weighted assets – short term incentive



Operating margin – short term incentive

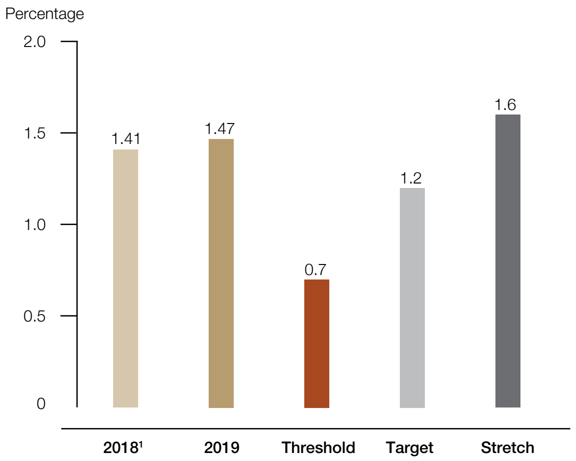


Growth in net tangible asset value – long term incentive



1. *No award was tested for performance conditions in 2018, as no award had a performance period ending in that year.*

Return on risk-weighted assets – long term incentive

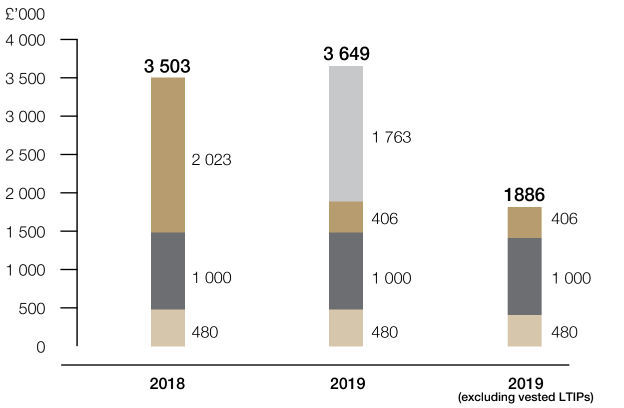


1. *No award was tested for performance conditions in 2018, as no award had a performance period ending in that year.*

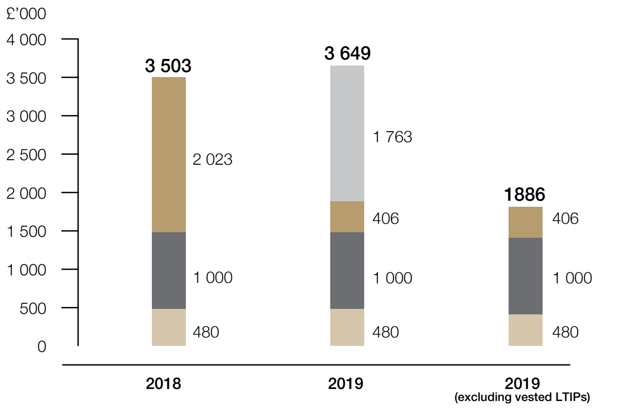
Remuneration outcomes for the year

Single figures of remuneration, calculated based on the value of long-term incentives where the performance conditions were assessed during the year. We have shown the figures including vested long-term incentives, and also excluding vested long-term incentives for 2019. This is to enable a clearer comparison of the remuneration at award for the outgoing and incoming executives.

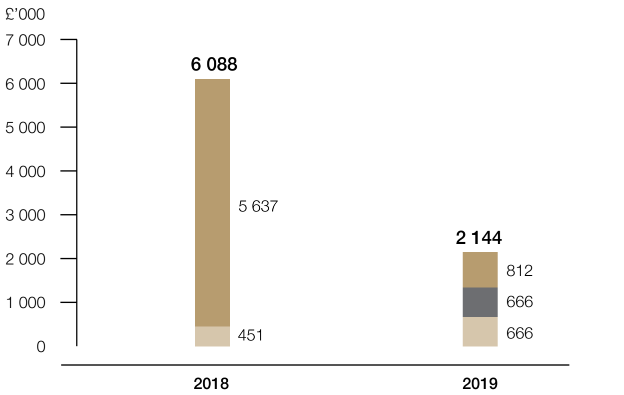
Stephen Koseff



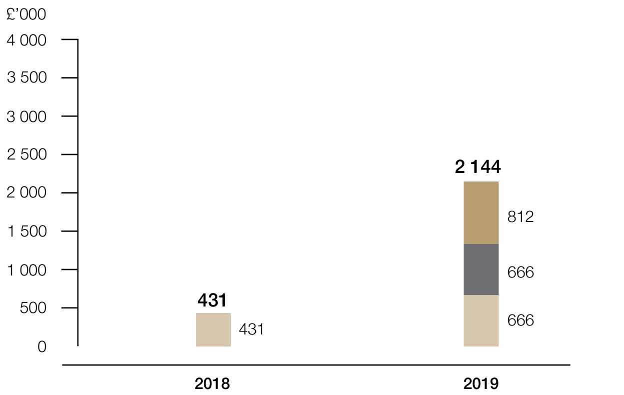
Bernard Kantor



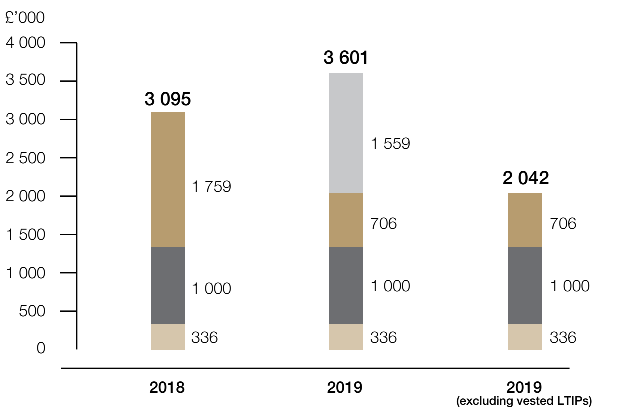
Hendrik du Toit



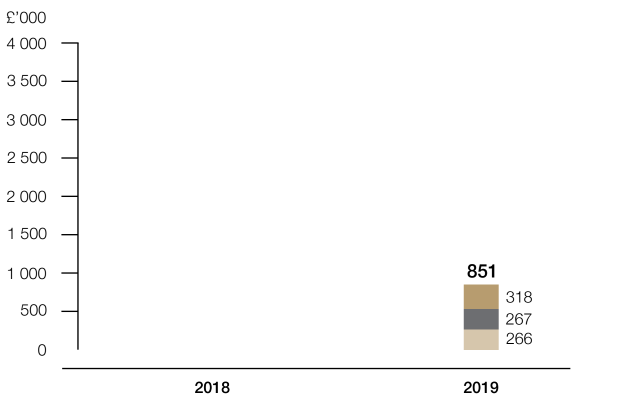
Fani Titi[1]



Glynn Burger



Kim McFarland[2]



Fixed pay — cash   Fixed pay — shares   Short-term incentive   Long-term incentive (vested)

1. *Remuneration for 2018 was fees paid for service as Chairman of the group.*
2. *2018 remuneration not disclosed for Kim McFarland as she was not an executive director in 2018. The 2019 remuneration disclosed is for six months as an executive director.*

Achievement against Short-Term Incentive Metrics – Executive directors 2019

Measures		Weighting	Actual performance against targets set: Below	Threshold	Target	Stretch	Threshold for 2019 (0%)	Target for 2019 (100%)	Stretch for 2019 (150%)	**Actual performance**	Weighting achieved
Financial	Return on risk-weighted assets	30%					1.3%	1.6%	1.8%	**1.50%**	66.7%
	Return on equity	30%					12.0%	14.0%	16.0%	**12.9%**	45.0%
	Operating margin	20%					28.0%	30.0%	31.5%	**26.9%**	0.0%
Non-financial	Culture and values	7%					0	4	6	**5**	125.0%
	ESG related measures	5%					0	4	6	**4**	100.0%
	Prudential and risk measures	8%					0	4	6	**4**	100.0%
Total		100%									55.3%

Achievement against Long-Term Incentive Metrics – Executive directors (2016 awards)

Measures		Weighting	Actual performance against targets set: Below	Threshold	Target	Stretch	Threshold for 2019 (0%)	Target for 2019 (100%)	Stretch for 2019[1] (150%)	**Actual performance[2]**	Weighting achieved
Financial	Growth in net tangible asset value	40%					15%	30%	45%	**37.4%**	124.7%
	Return on risk-weighted assets	35%					0.7%	1.2%	1.6%	**1.47%**	133.8%
Non-financial	Culture and values	4%					0	2	4	**3**	150.0%
	Franchise development	13%					0	2	4	**2**	100.0%
	Governance and regulatory	4%					0	2	4	**1**	50.0%
	Employee relationship	4%					0	2	4	**2**	100.0%
Total		100%									121.7%

1 *200% at stretch for non-financial measures.*
2 *Assessed over the performance period from 1 April 2016 to 31 March 2019.*

Summary of Policy and Proposed Amendments

Shareholders approved the current Remuneration Policy at the AGM in August 2018. However, the proposed demerger of Investec Asset Management from the group means there will be a change to the structure and directorship of the group and as such it is appropriate that we make a number of technical amendments within the policy to reflect the new group structure. We firmly believe that this policy is strongly aligned with the new strategy of the remaining Bank and Wealth group.

Fixed pay – cash	Fixed pay – shares	Pension and benefits	Short-Term Incentive	Long-Term incentive	Shareholding requirements	Non-executive directors
Main features of current policy						
• 50% of fixed pay paid in cash monthly	• 50% of fixed pay delivered in shares • Released equally after one and two years	• Benefits funded by sacrificing a portion of fixed pay	• Incentive pool of 0.23% of adjusted operating profit for Joint CEOs • Incentive pool of up to 0.18% of adjusted operating profit for other executive directors • Subject to a maximum of 143.3% of fixed remuneration • Performance measures are: – Return on risk-weighted assets – Return on equity – Operating margin of asset management and wealth management businesses – Non-financial and prudential measures • Delivered in a mix of deferred and non-deferred cash and shares • Clawback and malus provisions apply	• Annual award of 100% of fixed remuneration • Conditional awards of shares subject to performance conditions • Vesting is subject to performance measures assessed over a three year performance period • Performance measures are: – Growth in net tangible asset value – Return on risk-weighted assets – Non-financial measures • Clawback and malus provisions apply	• 200% of the cash element of fixed pay, over a reasonable timeframe	• Fees reviewed annually • Comprise basic fees plus additional fees for extra responsibility of board or committee chairman, or senior NED • Additional fees payable for membership of subsidiary boards

Fixed pay – cash	Fixed pay – shares	Pension and benefits	Short-Term Incentive	Long-Term incentive	Shareholding requirements	Non-executive directors
Key changes to be implemented after the proposed demerger						
• No change	• No change	• No change	• Operating margin performance measure replaced with cost/income ratio excluding Investec Asset Management; the demerger of Investec Asset Management means that this is a more appropriate measure • Performance targets amended to reflect a group without Asset Management	• Performance targets amended to reflect a group without Investec Asset Management	• Added a post-termination requirement of the lower of 200% of the cash element of fixed pay or the holding on termination of employment, for two years post-termination • No change during employment	• No change

The remuneration committee

Composition and role of the committee

Philip Hourquebie served as chairman of the committee throughout the year. The other members of the committee for the year were Zarina Bassa, Peregrine Crosthwaite and Charles Jacobs.

www ***The committee's terms of reference are subject to annual review and available on our website.***

Advice to the committee

The Committee was assisted in its considerations by Korn Ferry. Korn Ferry is a signatory to the UK Remuneration Consultants Group's Code of Conduct and does not conduct any material work for the company other than for the committee. The committee appointed Korn Ferry, on an annual basis evaluates the advice received from Korn Ferry to ensure that it is both objective and independent, and considers whether this service should be retained for the forthcoming year. The committee considered Korn Ferry's role as an advisor to the group, and determined that there was no conflict or potential conflict arising. The committee is satisfied that the advice the committee received is objective and independent. Total fees paid to Korn Ferry for the year amounted to £13 878 (based on their standard hourly rates).

In addition the company retained the services of PricewaterhouseCoopers LLP (PWC) to assist with amending the remuneration policy for executive directors, to account for the impact of the demerger of Investec Asset Management.

The Committee also received advice, supporting documentation and information from specialist areas in the business including human resources, reward, staff share schemes, finance and legal. The individuals providing support to the Committee in these divisions are not board directors and are not appointed by the committee. The committee recognises and manages any conflicts of interest when receiving views from executive directors or senior management on executive remuneration proposals and no individual is involved in deciding his or her own remuneration.

Priorities for the Committee in 2019

The key priorities for the committee in 2019 were finalising the revised executive directors' policy for approval from shareholders at the AGM, and amending the executive directors' policy to account for the demerger of Investec Asset Management, expected to be in the second half of the calendar year. The demerger is subject to regulatory and shareholder approval.

Shareholder voting and shareholder engagement

The chairs of both the group board and the remuneration committee undertook extensive consultation exercises with our key shareholders on the proposed revised remuneration policy in early 2018. As outlined in the 2018 annual report we made a number of significant changes to the remuneration policy, to incorporate feedback from our shareholders and to reflect the significant board changes implemented during 2018. Despite the changes made, including a significant drop in the potential quantum of remuneration for the executive directors we were extremely disappointed to receive a vote FOR of 79.47%. We have undergone additional consultations with our shareholders in early 2019, to source their views on our proposed technical amendments required due to the demerger of Investec Asset Management. The feedback from shareholders following these consultation was very positive.

Activities in the year

Activities in the year	14 May	30 May	23 Jul	3 Sep	12 Nov	5 Dec	21 Jan	11 Mar
Executive directors' remuneration policy	√	√			√	√	√	√
Directors' Remuneration Report	√	√			√		√	√
Variable remuneration for EDs for 2017/2018	√	√						
Annual reward review for senior management, material risk takers, control function employees and other employees	√	√						
Consideration of shareholder feedback from roadshows			√					√
Remuneration impact of Investec Asset Management demerger					√	√	√	√
Authorised firm remuneration reports to the committee	√		√	√	√		√	√
Regulatory developments	√	√	√	√	√	√	√	√
Share awards to employees		√				√		
Share Schemes rules		√						
Investec Asset Management Marathon Trust considerations			√	√	√			
Review of Material Risk Takers				√				√
Share dilution					√			
Mid-year bonus review for Investec Wealth & Investment						√		

Implementation of Policy in the 2020 financial year

Directors' Remuneration Policy Table

The Directors' remuneration policy was approved by shareholders at the AGM in August 2018, and is intended to remain in place for three years. This can be viewed in the 2018 Investec Integrated annual report on the Investor Relations Section of our website. Due to the proposed demerger of Investec Asset Management expected during the second half of the calendar year and under the discretion afforded in the current policy for corporate events, we are replacing the operating margin for the Asset Management and Wealth and Investment businesses measure in the short-term incentive with the cost/income ratio measure for the remaining Bank and Wealth and Investment group. We are also changing some metrics that are impacted by Investec Asset Management. In addition, we are introducing a post-termination shareholding requirement.

Purpose and link to strategy	Operation	Maximum value and performance targets	Changes from prior year
Fixed remuneration			
• To provide an industry competitive package so that we are able to recruit and retain the people that we need to develop our business • The fixed remuneration reflects the relative skills and experience of, and contribution made by, the individual • Delivery of half in shares to ensure alignment with shareholders	• Fixed pay award • 50% delivered in cash, paid monthly • 50% delivered in shares, which vest immediately but only release equally after one year and two years • These share awards are made annually in early June each year • Fixed remuneration is benchmarked against relevant comparator groups[1] • Bernard Kantor and Stephen Koseff receive a fixed allowance in shares in addition to their salary. This is deferred over a five year period with 20% being released each year	• Targeted at market median levels when compared with relevant comparator groups[1] • Annual increases in salaries are referenced to the average increase awarded to other employees, unless the remuneration committee deems adjustments to be made relating to market factors • The fixed remuneration for the CEOs is £1 332 000 per annum • The fixed remuneration for the Group Finance Director is £666 000 per annum • Bernard Kantor and Stephen Koseff will receive fixed salary at an annualised amount of £480 000. They will not stand for re-election at the 2019 annual general meeting (AGM). They will continue to actively oversee the proposed demerger and separate listing of Investec Asset Management until its completion. • In addition Bernard Kantor and Stephen Koseff received a fixed allowance at an annualised amount of £1 million paid in shares over five years • Executive directors other than the CEOs can earn a maximum of 80% of the CEO fixed remuneration, £1 066 000 per annum	• The new Group Finance Director has fixed remuneration equivalent to 50% of the CEOs
Benefits			
• To provide a market competitive package	• Benefits are benchmarked against relevant comparator groups[1] • Executive directors may elect to sacrifice a portion of their annual gross remuneration in exchange for benefits such as travel allowances and medical aid	• Benefits include: life, disability and personal accident insurance; medical cover; and other benefits, as dictated by competitive local market practices • There is no maximum value but the value of benefits provided will generally be in line with market comparators	• None

Purpose and link to strategy	Operation	Maximum value and performance targets	Changes from prior year
Pension/provident			
• To enable executive directors to provide for their retirement	• Executive directors participate in defined contribution pension/provident schemes • Only the cash element of fixed remuneration, not annual bonuses, is pensionable • Pension/provident contributions are deducted from the cash element of fixed remuneration • As pension contributions are deducted from gross pay the executive directors are not in a preferential net position relative to the general employee population	• The individual can elect what proportion of fixed remuneration is allocated as their pension/provident contribution	• None
Short-term incentive			
• Alignment with key business objectives • The Short-term incentive supports the key business objectives over its 12 month performance period by having measures and metrics that are based on the key business targets, which were disclosed externally at the Capital Markets Day in February 2019 • Deferral structure provides alignment with shareholders	• Establishment of a short-term incentive pool based on the group's adjusted operating profit (AOP)[2] • Receive 30% in cash immediately; 30% in upfront shares; • The remaining 40% is deferred; of this portion, an amount that ensures 60% of total variable remuneration (short-term incentive plus long-term incentive) is deferred over three to seven years, vests 20% per annum commencing on the third anniversary • The remaining portion vests equally after one and two years • Shares must be retained for a period of 12 months after vesting • Dividends and dividend equivalents are not earned on the unvested deferred share portion • Dividends are earned once the shares have vested • The remuneration committee retains discretion to amend the amount payable to ensure that incentives truly reflect performance and are not distorted by an unintended formulaic outcome • Awards are subject to malus of unvested shares and clawback on the entire award • Malus can be applied for up to seven years and clawback for up to 10 years after award	• Based on a balanced scorecard of financial and non-financial performance measures with achievement levels that correspond with our short-term objectives[3] • 80% based on financial measures comprising: – Return on risk-weighted assets (30%); – Return on equity (30%); and – Cost/income ratio (20%) • 20% based on non-financial measures comprising: – Culture and values and cooperation related measures (7%); – ESG related measures (5%); and – Prudential and risk management related measures (8%) • If target performance conditions are achieved, distribution will be as follows: 0.23% of AOP to the CEO; up to 0.18% to each of the other executive directors[2] • The performance achievement level is 0% for threshold performance, 100% for target performance and 150% for stretch performance • The targets are reviewed annually	• Replacement of the operating margin on the combined Asset Management and Wealth & Investment business with a cost/income ratio for the Bank and Wealth and Investment Group • Technical amendments made to the performance targets • These changes are to account for the proposed demerger of Investec Asset Management in the second half of the 2019 calendar year • We acknowledge the ISS guidance released in November 2018 that the annual bonus should not pay out more than 50% of the maximum bonus potential for on target performance. We will incorporate this into our next proposed remuneration policy that will be presented to shareholders for approval, due in 2021.

Purpose and link to strategy	Operation	Maximum value and performance targets	Changes from prior year
Short-term incentive *(continued)*			
		• If all financial and non-financial stretch levels are met, up to 150% of the target may be awarded, subject to an overall maximum of variable remuneration (including LTIPs) being within the remuneration cap[4] • The remuneration committee will review the achievement levels for the short-term incentive on an annual basis	• Hendrik du Toit and Kim McFarland will receive a short-term incentive pro-rated to the date of the Investec Asset Management listing • Bernard Kantor and Stephen Koseff are not eligible for a short-term incentive for the 2020 financial year
Long-term incentive			
• Clear link between performance and remuneration • Embeds alignment with shareholder returns • The long-term incentive supports the key business objectives over its three year performance period by having measures and metrics that encourage sustainable growth • Non-financial measures take into account the group's strategic and operational objectives	• Conditional awards of shares subject to performance conditions measured over three financial years • Awards vest 20% per annum commencing on the third anniversary and ending on the seventh anniversary of award • Vested shares are subject to a further 12 month retention period • Dividends and dividend equivalents are not earned on unvested shares • Dividends are earned once the shares have vested • Awards are subject to malus on unvested shares and clawback on vested shares • Malus can be applied for up to seven years, and clawback for up to 10 years after award • The remuneration committee retains discretion to adjust the level of awards vesting to ensure that incentives truly reflect performance and are not distorted by an unintended formulaic outcome • These long-term incentive awards are made annually following the completion of the financial year • Bernard Kantor and Stephen Koseff will not be eligible for a long-term incentive • Awards will be pro-rated based on time served relative to the performance period on termination of employment	• Annual award of 100% of aggregate fixed remuneration • The number of shares is determined relative to the share price at the time of award • Awards are subject to the following performance measures and weightings[3]: – Growth in net tangible asset value per share (40%); – Return on risk-weighted assets (35%); – Non-financial measures (25%) • Targets for financial performance measures and non-financial measures will be reviewed and set annually by the remuneration committee in advance • The performance achievement level is 0% for threshold performance, 100% for target performance and 150% for stretch performance • If the stretch achievement levels for both the financial and non-financial measures are satisfied, the number of shares vesting will be increased and capped at a maximum of 135% of the number of shares awarded at the time of award	• Technical amendments made to the performance targets, to account for the announced demerger of Investec Asset Management expected to be in the second half of the 2019 calendar year

Purpose and link to strategy	Operation	Maximum value and performance targets	Changes from prior year
Shareholding requirements			
• To ensure the alignment of the financial interests of executives with those of shareholders • Focus on long term performance	• Shareholding requirement during employment of 200% of the cash element of fixed pay • Shareholding requirement to be met over a reasonable timeframe • Post-termination shareholding requirement of the lower of 200% of the cash element of fixed pay, or the holding on termination of employment, for two years post-termination	• None	• None • The addition of the post-termination shareholding requirement

Notes to the preceding table:

1. *Peer group companies include Absa Group, formally known as Barclays Africa Group, Alliance Bernstein, Close Brothers Group, FirstRand, Julius Baer, Macquarie Group, Nedbank Group, Schroders, Standard Bank Group and Standard Life Aberdeen plc.*
2. *AOP defined as operating profit before taxation, goodwill, acquired intangibles and non-operating items and after non-controlling interests.*
3. *The performance measures have been selected based on our business strategy and goals, taking into account regulations and our risk appetite framework. Targets will be set by the committee based on a range of internal and external factors including public financial and non-financial targets, internal benchmarks and hurdles, and economic and market conditions. These targets will be set in advance by the committee and reported in the annual report.*
4. *Cap defined in line with EBA discounting rules which allow, when 25% of variable remuneration is deferred over at least five years, a slightly higher cap than 2x fixed remuneration (currently 243.3% fixed remuneration dependent on interest rates and inflation). These limits will be in line with this EBA cap.*

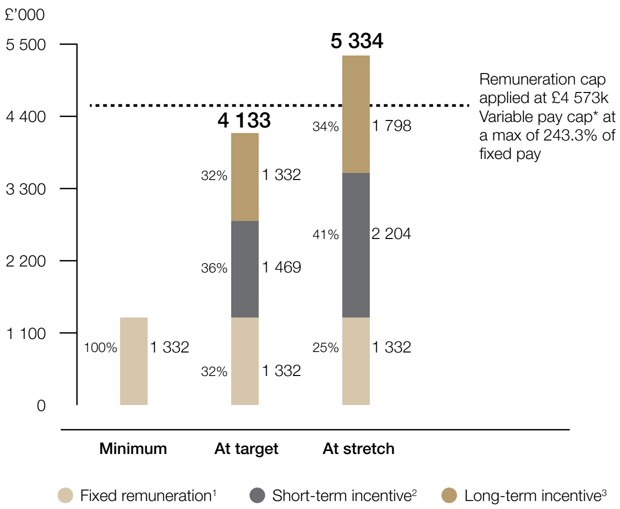
Approach to recruitment remuneration

It is intended that the approach to the recruitment of new executive and non-executive directors will be in line with the remuneration policy outlined in the table above. This includes both internal and external hires. However the remuneration committee will consider levels of remuneration for new recruits that are competitive for the skills and experience of the individual being recruited.

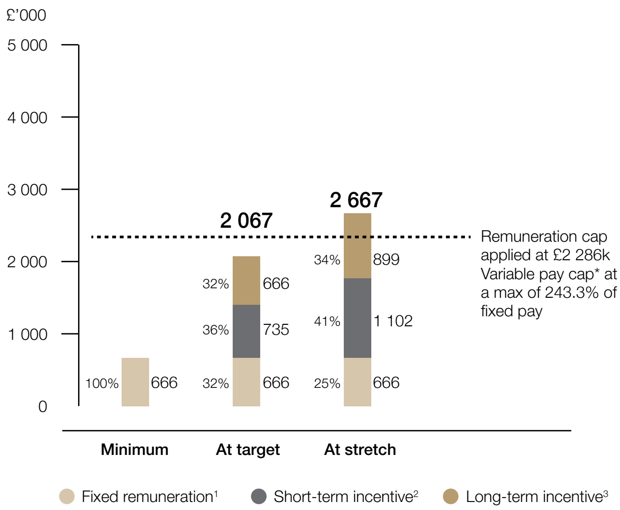
The remuneration committee retains the discretion to buy out bonus or incentive awards that the new executive director has forfeited as a result of accepting the appointment, subject to proof of forfeiture where applicable. Any award made to compensate for forfeited remuneration should be broadly no more generous than, and should aim to mirror the value, timing, form of delivery and performance adjustment (malus and clawback) conditions of the forfeited remuneration.

Illustrations of application of remuneration policy

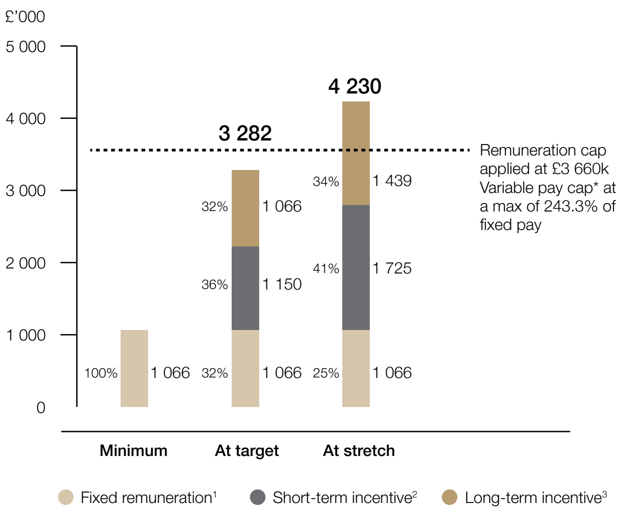
Illustrative payouts for the remaining CEO



Illustrative payouts for the Group Finance Director



Illustrative payouts for the other executive directors



* *Cap defined in line with EBA discounting rules which allow, when 25% of variable remuneration is deferred over at least five years a slightly higher cap than 2x fixed remuneration, depending on the length of deferral, inflation and interest rates. This is currently 243.3% of fixed remuneration. These limits will be in line with this cap.*

1. *Fixed remuneration comprises fixed remuneration delivered in cash and shares, less any benefits and pension contribution.*
2. *The short-term incentive is determined with reference to performance for the financial year and is delivered in a combination of deferred and non-deferred cash and shares.*
3. *The long-term incentive is subject to performance measures assessed over a three-year period.*

The graphs illustrate the total remuneration at threshold, target and stretch achievement levels for the executive directors. The scenarios are based on adjusted operating profit earned at 31 March 2019.

In addition, assuming that the share price increases by 50% from the point of award over the three year performance period, the total remuneration at stretch achievement levels would increase from £4,573,00 to £6,233,000 for the CEO and from £3,660,000 to £4,450,000 for the other executive directors. This exceeds the stated remuneration caps as the caps apply on award, not vesting.

The figures to demonstrate potential payout assuming a 50% share price are based on the following assumptions:

1. At stretch achievement levels
2. One year of short-term incentive
3. 60% of the short-term incentive is deferred into shares
4. Awards on target vesting of the long-term incentive
5. The full long-term incentive is deferred in shares
6. The starting share price is the share price at the date of award
7. The share price appreciation is 50% over the three year performance period.

Remuneration policy for non-executive directors

The board's policy is that fees should reflect individual responsibilities and membership of board committees. The fee structure covers the dual roles that the directors perform for the UK-listed Investec plc and the South African-listed Investec Limited boards and are awarded equally between the two companies.

Purpose and link to strategy	Operation	Maximum value and performance targets	Changes from prior year
Fees			
• To provide industry competitive fees to attract non-executive directors with appropriate skills and experience	• Fees of non-executive directors are reviewed annually by the committee taking into account market data and time commitment • In addition to fees for board membership, fees are payable to the senior independent director, and for chairmanship and membership of major DLC board committees, membership of the Investec Bank Limited and Investec Bank plc and other subsidiary company boards and for attendance at other relevant committee meetings • South Africa Value-Added Tax (VAT), at the prevailing rate, where applicable, will be added to the fees payable by Investec Limited	• Fee increases will generally be in line with inflation and market rates • Aggregate fees payable by Investec plc are subject to an overall maximum of £1 million under the Investec plc articles unless specifically approved by shareholders	• None
Shareholding requirement			
	• There is no requirement for non-executive directors to hold shares in the company; this choice is left to the discretion of each non-executive director	• None	• None

The policy as described above will be taken into account in the recruitment of new non-executive directors.

Service contracts and policy on payment for loss of office

The terms of service contracts and provision for compensation for loss of office for executive directors is set out below. Contractual entitlements will be honoured.

Standard provision	*Policy*	*Details*
Contracts of employment	• Indefinite service contracts	• Copies are available for inspection at the company's registered office
Notice period	• Terminable by either party with six months' written notice	• Fixed pay, adjusted for benefits and pension payable, for period of notice
Compensation for loss of office in service contracts	• No provision for compensation payable on early termination • There are no contractual provisions agreed prior to 27 June 2012 that could impact the quantum of payment	
Outstanding deferred short-term incentive shares	• Lapse on resignation or termination for misconduct • May be retained if the director is considered a "good leaver"	• "Good leaver" status may be conferred in cases such as retirement with a minimum of 10 years' service, disability or ill health
Outstanding long-term incentive awards	• Lapse on resignation or termination for misconduct • May be retained if the director is considered a "good leaver"	• "Good leaver" status may be conferred in cases such as retirement with a minimum of 10 years' service, disability or ill health • In good leaver cases, will be pro-rated based on time served relative to the performance period of the award
Takeover or major corporate event	• The remuneration committee has the discretion to determine whether all outstanding awards vest at the time of the event or whether they continue in the same or revised form	
Outside appointments	• Executive directors are permitted to accept outside appointments on external boards or committees • These are required to be pre-approved by the group chairman and the DLC nominations and directors' affairs committee	• Subject to being deemed not to interfere with the business of the company • Fees earned in this regard are forfeited to Investec
Other notable provisions in service contracts	• There are no other notable provisions in the service contracts.	

The terms of appointment for non-executive directors are set out below.

On appointment non-executive directors are provided with a letter of appointment. On the recommendation of the Nominations and Directors' Affairs Committee (Nomdac), non-executive directors will be appointed for an expected term of nine years (three times three-year terms) from the date of their first appointment to the board. All are subject to annual shareholder re-election. No compensation is payable on termination of directorship. Copies of their letters of appointment are available for inspection at the company's registered office.

Remuneration philosophy and approach for all employees

Our remuneration approach is designed to foster an exceptional performance culture that enables an entrepreneurial spirit as well as a strong sense of ownership. We use remuneration to help attract and retain culturally aligned, smart, innovative and talented people who adhere and subscribe to our culture, values and philosophies, and to recognise and drive out of the ordinary performance.

At Investec our remuneration levers work to:

- provide a sense of security, so people feel free to innovate, challenge and influence;
- motivate people to deliver exceptional performance, and
- give people a sense of material ownership, so they feel invested in the organisation.

Our remuneration approach reflects our culture; it is an honest and challenging process that is highly individualised, acknowledging personal and team contributions. We reward people for the contribution they make through payment of a fixed package, variable performance bonus, and ownership through a share incentive scheme. We strive to provide a working environment that stimulates extraordinary performance so that executive directors and employees may be positive contributors to our clients, our communities and the group.

Remuneration structure for all employees, excluding executive directors

Element	*Operation – Asset Management*	*Operation – Wealth & Investment*	*Operation – Specialist Banking*
Salary	• Reflect the skills, technical knowledge, experience and contribution made by the individual, and the scope, complexity and responsibility of the role • Increases may occur where there is a role change, increased responsibility, to ensure market competitiveness or a cost of living adjustment required		
Role Based Allowance/ Fixed Pay	• None	• None	• Role Based Allowances may be awarded to certain Material Risk Takers to ensure an appropriate balance between fixed and variable remuneration • These are paid monthly in cash
Benefits and pension/ provident	• Benefits are provided, with the details depending on local market practice. • Employees have access to country-specific, company-funded benefits such as pension schemes, private medical insurance, permanent health insurance and life insurance and cash allowances • Pension and benefit levels differ globally to be competitive in different markets, and there is no single pension level across the Group • Group Executive Directors have access to the same benefits, as outlined in the policy table. Pension contributions for the EDs are funded from their fixed pay, up to a maximum of 15%. Where the maximum is contributed, this may be a higher rate than the broad employee population in certain jurisdictions, however in those cases the employee contributions are contributed by the company not the employee, unlike the case for EDs where the contribution is deducted from gross fixed pay. Therefore, on a net relative basis the EDs are not in a preferential position when compared to general employee population.		

Element	Operation – Asset Management	Operation – Wealth & Investment	Operation – Specialist Banking
Short-term incentive	**Annual Discretionary Cash Bonus Scheme (ADCBS)** • All employees of Investec Asset Management eligible • Payable in cash • Bonus pool based on the profitability of Investec Asset Management • Investec Asset Management remuneration committee is able to risk-adjust the bonus pool should they believe that this is required given current and future potential risks and the overall financial results **Deferred Bonus Plan (DBOP)** • Participation determined on an annual basis at the discretion of Investec Asset Management based on the roles and performance of the individual employees • The purpose is to retain key employees and provide better alignment of the interests with clients and to manage potential, currently unknown, future risks • DBOP awards are made in the form of investments into various funds managed by Investec Asset Management with specific allocations into their own funds for portfolio managers • Deferral period is just over three years and awards are only paid out under specific listed conditions	**United Kingdom and other:** **Core incentive plan** • Employees in client-facing roles and administrative staff who support them directly are eligible • The incentive pool is derived from a formula that is directly related to the profitability of a team or business unit. The pool is distributed to the members of the team or business unit on a discretionary basis **Bonus plan** • Employees in non-client-facing, central services and support functions are eligible • Funding is related to the overall profitability of the Wealth & Investment business and is awarded to individuals on a discretionary basis **Growth plan** • Employees primarily in client-facing roles who generate income directly • The growth plan incentivises growth in revenues, net of the impact of market movements. Awards relate to performance for each year to 28 February, are payable in cash, and are deferred over a three-year period • Funding for all plans is at the discretion of the remuneration committee. **Southern Africa:** • Discretionary remuneration is in the form of a cash bonus and a deferred bonus • The deferred bonus is awarded in the form of investments into various funds managed by Investec Wealth & Investment and vest after approximately four years • Cash bonus awards exceeding a pre-determined threshold are also subject to a deferral -60% of the amount exceeding the threshold is awarded in the form of Investec shares in three equal tranches over a period of approximately three years	• Discretionary performance bonuses based on business and individual performance • The amounts available to be distributed are based on the Group-wide Risk adjusted Economic Value Added (EVA) model which is, at a high level, based on revenue less risk-adjusted costs, and overall affordability • At an individual level the bonus allocations are determined based on performance against qualitative and quantitative factors. Qualitative measures include adherence to culture, market context, contribution to performance and brand building, attitude displayed towards risk consciousness and effective risk management **Non Material Risk Takers:** • For employees that are not MRTs all bonus awards exceeding a pre-determined threshold are subject to 60% deferral in respect of the portion exceeding the threshold. • The deferred amount is awarded in the form of: short term share awards vesting in three equal tranches over a period of approximately three years; or cash released in three equal tranches over a period of approximately three years • Deferred bonuses are subject to malus conditions **Material Risk Takers (MRTs):** Bonus awards are subject to deferral as follows: • where Variable Remuneration (VR), comprising bonus and LTIP, exceeds £500,000, 60% of VR is deferred; • Where VR is less than £500,000 40% is deferred, unless the de minimis concession is met in which case there is no deferral • A minimum of 50% of both the deferred and non-deferred elements are delivered in shares, with the balance in cash • The deferred elements vest over periods from three up to seven years and are subject to an appropriate retention period, generally twelve months, after vesting • All bonuses are subject to clawback • Deferred bonus awards are subject to malus • MRTs are subject to the 2:1 maximum ratio of variable to fixed remuneration

<table>
<tr><th>Element</th><th>Operation – Asset Management</th><th>Operation – Wealth & Investment</th><th>Operation – Specialist Banking</th></tr>
<tr><td>Long-term incentive</td><td colspan="3">• In principle all employees are eligible for long-term share incentives.
• These awards comprise three elements, namely:
  • 'New starter' awards are made based on a de facto non-discretionary basis using an allocation table linked to salary levels
  • 'General allocation' awards are also de facto non-discretionary awards of the same quantum as new starter awards and are made to employees who have not had any other share award in a three-year period
  • 'Top up' awards are made at the discretion of line management primarily to ensure multi-year performance and long-term value generation.
• At Investec Asset Management, long-term awards are only generally considered for employees who do not participate in the DBOP and/or the Investec Asset Management equity ownership scheme
• In light of the pending Investec Asset Management demerger Investec Asset Management employees no longer receive allocations under the group LTIP with the exception of a very small number of contractual commitments
• Long-term incentive shares for non-Material Risk Takers are subject to one-third vesting after approximately three, four and five years
• Long-term incentive awards to Material Risk Takers are subject to performance conditions and to vesting over a period of two and a half to five years, or three to seven years, determined by regulatory requirements, and are then subject to a 12 month retention period, with the exception of Risk Managers, for which it is six months.</td></tr>
<tr><td>Other</td><td>• In August 2013, key senior employees of Investec Asset Management acquired a 15% stake in the Investec Asset Management business, ultimately through a trust structure in which each employee owns a portion of the underlying trust assets.
• This stake has since increased to 20% less one share
• Each employee funded their portions through a combination of existing deferred compensation (for which vesting was accelerated), personal debt and personal cash. This structure locks in key talent and aligns employees' interests with the interests of the firm as a whole, our shareholders and our clients.
• Variable remuneration of employees in audit, risk and compliance functions is set independently of the business they oversee</td><td>• Variable remuneration of employees in audit, risk and compliance functions is set independently of the business they oversee</td><td>• Variable remuneration of employees in audit, risk and compliance functions is set independently of the business they oversee</td></tr>
</table>

When determining levels of variable remuneration, the group considers the overall level of performance, culture and risk events in the year. The proportion of variable to fixed remuneration is carefully monitored to ensure compliance with regulatory requirements. All incentives are subject to the group's performance adjustment policy. This provides the group with the ability to reduce or revoke variable remuneration in respect of a risk, control or conduct issue, event or behaviour.

Given executive director and some senior bank executives incentives are deferred for up to seven years, the group does not believe that the incentive structures inadvertently motivate irresponsible or short-term behaviour.

Consideration of all employee remuneration

The Committee reviews changes in remuneration arrangements in the workforce generally as we recognise that all our people play an important role in the success of the group. Investec is committed to creating an inclusive working environment and to rewarding our employees throughout the organisation in a fair manner, and the committee reviews our practices around creating a fair, diverse and inclusive working environment.

In making decisions on executive pay, the Committee considers wider workforce remuneration and conditions to ensure that they are aligned on an ongoing basis. With effect from 2019 we have agreed to appoint a designated non-executive director from each of the boards of Investec Wealth & Investment, Investec Bank plc and Investec plc in the UK to represent employees in the boardroom. Investec Asset Management will confirm its arrangements following the demerger of that business. This is in line with one of the suggested methods recommended within the UK Corporate Governance Code. These will act as an engagement mechanism between our employees and the Board and some of their key objectives will be to:

- ensure the reward, incentives and conditions available to the company's workforce are taken into account when deciding the pay of executive directors and senior management
- enable the remuneration committee to explain to the workforce each year how decisions on executive pay reflect wider company pay policy
- assist the remuneration committee to provide feedback to the board on workforce reward, incentives and conditions, and support the latter's monitoring of whether company policies and practices support culture and strategy.

We believe that employees throughout the Company should be able to share in the success of the Company. As such, as outlined in the table on the prior pages, in addition to the fixed pay element, all of our employees have access to market relevant benefits, and all employees are eligible to be considered for annual bonuses after a short initial qualifying period. We believe strongly in material share ownership among our employees and therefore all employees are, in principle, eligible to participate in our long-term incentive scheme.

Statement of consideration of shareholder views

The Committee engages proactively with the Company's major shareholders and is committed to maintaining an open dialogue. Accordingly, we meet regularly with our major shareholders and shareholder representative bodies. The remuneration committee chairman attends these meetings, accompanied by senior Investec employees and the group chairman. This engagement is meaningful and helpful to the committee in its work and contributes directly to the decisions made by the committee. The remuneration committee and the board believe in effective and transparent communication with key stakeholders, and will continue to engage on matters that may arise and are of importance and/or concern to stakeholders. We held two separate non-executive engagements with key shareholders during the year.

Annual Report on Remuneration

Single total figure of remuneration (Audited)

Executive Directors	Year	Fixed remunera-tion-cash £'000	Taxable benefits £'000	Retire-ment benefits £'000	Fixed remune ration shares £'000	Total fixed remune-ration £'000	Short-term incentive £'000	Long-term incentive vested[1] £'000	Value of long-term incentive vested due to share price apprecia-tion[2] £'000	Total remune-ration £'000
Stephen Koseff	2019	398	11	71	1 000	1 480	406	1 763	0	3 649
	2018	396	10	74	1 000	1 480	2 023	0	0	3 503
Hendrik du Toit	2019	652	14	0	666	1 332	812	0	0	2 144
	2018	441	10	0	–	451	5 637	0	0	6 088
Fani Titi	2019	616	12	38	666	1 332	812	0	0	2 144
	2018[3]	431	0	0	–	431	0	0	0	431
Glynn Burger	2019	291	8	37	1 000	1 336	706	1 559	0	3 601
	2018	291	6	39	1 000	1 336	1 759	0	0	3 095
Bernard Kantor	2019	429	12	39	1 000	1 480	406	1 763	0	3 649
	2018	426	16	38	1 000	1 480	2 023	0	0	3 503
Kim McFarland	2019	260	6	0	267	533	318	0	0	851
	2018	–	–	–	–			0	0	–

Salary and fixed allowance

This represents the value of salary earned and paid during the financial year. Kim McFarland received a salary for six months in her prior role as COO of Investec Asset Management and fixed remuneration for the six months in her role as an Executive Director of Investec DLC. The values shown are those earned in respect of her role as an executive director for Investec DLC.

Taxable benefits

The executive directors receive other benefits which may include; life, disability and personal accident insurance; and medical cover. These amounts are funded out of gross remuneration.

Retirement benefits

The executive directors receive pension benefits. None of the directors belong to a defined benefit pension scheme and all are members of one of the defined contribution pension or provident schemes. The amounts reflected in the table above represent the contribution to these schemes payable by the company. These amounts are funded out of gross remuneration, and there is no additional company contribution for the executive directors.

Short-term incentive

Represents the total value of the short-term incentives awarded for the 2018/2019 performance year. Page 189 details the basis on which the awards were determined and page 190 shows the breakdown of the awards in cash, up-front shares and deferred shares. Bernard Kantor and Stephen Koseff received a bonus for the first six months of the year, and waived their bonus entitlement for the second half of the year. Kim McFarland received a bonus for the second six months of the year.

Long-term incentive vested

Represents the value of long-term incentive awards that were subject to performance conditions and vested on 2 June 2019. These awards were awarded on 2 June 2016 and were subject to a performance period from 1 April 2016 to 31 March 2019. The determination of the vesting of these awards is outlined on page 194. We have re-stated the single figure of remuneration for the 2018 year to reflect the methodology employed here, that is the long-term incentive award value on vesting rather than award. We have also included the value of the share price appreciation on the vested shares. No dividends or dividend equivalents are earned on unvested long-term incentive awards.

1. *The long-term incentive vested includes LTIP awards granted in 2016. These LTIPs were previously disclosed in the 2016 annual report, being the year they were awarded.*
2. *There is no value due to share price value appreciation for the 2016 long-term incentive: the share price on award was £4.71 and the share price on the first vesting date of 2 June 2019 was £4.61.*
3. *Fees earned as Group Chairman in 2018.*

Assessment of the Short-term incentives for executives for the 2019 financial year (Audited)

The following table shows the achievements against the preset financial and non-financial measures and metrics for the 2019 financial year.

Measures		Weight (as a percentage of target)	Threshold (0%)	Target (100%)	Stretch (150%)	Actual performance	Weighting achieved
			Targets for 2019				
Financial	Return on risk-weighted assets	30%	1.3%	1.6%	1.8%	1.50%	66.7%
	Return on equity	30%	12.0%	14.0%	16.0%	12.9%	45.0%
	Operating margin of the combined Asset Management and Wealth & Investment business	20%	28.0%	30.0%	31.5%	26.9%	0.0%
Non-financial[1]	Culture, values and co-operation related measures	7%	0	4	6	5	125.0%
	"ESG" related measures	5%	0	4	6	4	100.0%
	Prudential and risk management related measures	8%	0	4	6	4	100.0%
Total Achieved		100%					**55.3%**

1. *Please see the table entitled "Assessment of Short-term incentive non-financial performance measures" on pages 191 to 193 for the details of these assessments*

The following table shows how the bonuses for each individual executive director were calculated, based on the adjusted operating profit for remuneration purposes of £638,869k for the year, and the 55.3% performance achievement outlined above.

Name	On target percentage pool of adjusted operating profit	On target Short-term incentive based on percentage pool (£'000)	Actual performance outcome against target	Annualised Short-term incentive outcome (£'000)	Actual Short-term incentive outcome (£'000)	Notes
Stephen Koseff	0.23%	1 469	55.3%	812	406	Waived entitlement to STI for the second half of the year
Hendrik du Toit	0.23%	1 469	55.3%	812	812	
Fani Titi	0.23%	1 469	55.3%	812	812	
Bernard Kantor	0.23%	1 469	55.3%	812	406	Waived entitlement to STI for the second half of the year
Glynn Burger	0.20%	1 278	55.3%	706	706	
Kim McFarland	0.18%	1 150	55.3%	635	318	Earned STI as an executive director for her tenure as an executive director, from 1 October 2018

All Short-term incentives for the executive directors fall within the variable remuneration cap of 243.3% of fixed remuneration and so no adjustments were required for that reason. In addition, the Committee considered whether any further performance adjustments were required for events that occurred during the year, and whether any malus or clawback would be appropriate. The Committee determined that no additional performance adjustment or malus and clawback were appropriate.

Short-term incentive and long-term incentive payment and delivery profile

Names	Award	Total Value (£'000)	Vesting schedule (all figures in £'000s) May/ June 2019	May/ June 2020	May/ June 2021	May/ June 2022	May/ June 2023	May/ June 2024	May/ June 2025	May/ June 2026
Fani Titi and Hendrik du Toit	**Total Short-term incentive**	**£812**								
	– delivered in cash		£244	–	–	–	–	–	–	–
	– delivered in shares[1,2]		£244	£162	£162	–	–	–	–	–
	LTIPS awarded still subject to future performance conditions[1]	**£1 332**	–	–	–	£266	£266	£266	£267	£267
Stephen Koseff and Bernard Kantor	**Total Short-term incentive**	**£406**								
	– delivered in cash		£81	–	–	–	–	–	–	–
	– delivered in shares[1,2]		£81	–	–	£49	£49	£49	£49	£48
	LTIPS awarded still subject to future performance conditions[1]	**£0**	–	–	–	–	–	–	–	–
Glynn Burger	**Total Short-term incentive**	**£706**								
	– delivered in cash		£141	–	–	–	–	–	–	–
	– delivered in shares[1,2]		£141	–	–	£85	£85	£85	£85	£84
	LTIPS awarded still subject to future performance conditions[1]	**£0**	–	–	–	–	–	–	–	–
Kim McFarland	**Total Short-term incentive**	**£318**								
	– delivered in cash		£95	–	–	–	–	–	–	–
	– delivered in shares[1,2]		£95	£64	£64	–	–	–	–	–
	LTIPS awarded still subject to future performance conditions[1]	**£533**	–	–	–	£107	£107	£107	£107	£105

1. *The elements of the short-term incentive and long-term incentive delivered in shares are subject to a further twelve month post-vesting retention period under the remuneration code.*
2. *Unvested deferred share awards are not eligible to receive dividends. Once they have vested they become entitled to receive dividends.*

DLC Executive Directors STI – Non-financial assessment for the 2018/2019 financial year (Audited)

The committee assesses achievement against objectives for the non-financial measures on a seven-point scale and will award scores of 0 (0%) and 6 (150%) only in exceptional circumstances. The non-financial measures for the year ending 31 March 2019 are as follows:

	Weighting	Achievement levels						
Non-financial measures	20%	0%	25%	50%	75%	100%	125%	150%
Culture, values and co-operation related measures	7%	0	1	2	3	4	5	6
"ESG" related measures	5%	0	1	2	3	4	5	6
Prudential and risk management related measures	8%	0	1	2	3	4	5	6

Non-financial measure	*Factors to be assessed*	*Assessment*	*Rating (0 – 6)*
Culture, values and co-operation related measures	• Management visible and proactive in demonstrating appropriate behaviour • Monitoring of the culture of the group • Management driving co-operation between the various geographic and business sectors of the group • Management driving co-operation between the executive director team and other senior management teams in the group • Quality of brand, development of client base and progress in building the firm • Acting with integrity, supporting the community, developing people and maintaining good relations with key stakeholders.	• During a year of significant change and challenge the incoming and outgoing executive directors have worked very successfully at the leadership transition, formulating a refreshed strategy for board approval and preparing and implementing this strategy while building new leadership teams and focusing on the business, its culture and values. • The executive have engaged in activities with employees at all levels through, for example, management hosted breakfasts, management panels, induction presentations, and facilitating discussions on a number of aspects, including culture and values. The executive hosted and attended multiple functions with new and future leaders during the year • Our Human Resources and Organisational Development divisions continued to actively work with the executive and our management teams to ensure our values are lived and entrenched into our day-to-day activities	**5**
"ESG" related measures	**Human capital** We depend on the experience and proficiency of our people to perform and deliver superior client service. • Priorities include:	• Continued focus on our CSI and green economy initiatives. Our diversity and inclusiveness strategies, including transformation and gender balance continue to produce improvements in our pipelines albeit we still have work to do, particularly at senior levels. • Learning and development spend as a % of staff costs is 1.5% for the group, in line with our target	**4**

Non-financial measure	*Factors to be assessed*	*Assessment*	*Rating (0 – 6)*
"ESG" related measures *(continued)*	– Providing a safe and healthy work environment that values physical as well as psychological well-being – Investing in employee learning and development and growing talent and leadership. We target 1.5% of total staff costs to be spent on learning and development of our employees – Retaining and motivating staff through appropriate remuneration and reward structures – Respecting and upholding human rights by entrenching a values-driven culture through the organisation that is supported by strong ethics and integrity – Focusing on diversity and promoting equality. We have set a number of targets in this regard. In addition, we would over time aim to achieve the employment equity targets as set out in the South African Financial Sector Code **Intellectual capital** We use our specialist financial skills and expertise to provide efficient solutions for clients and have a robust risk management process in place. • Priorities include: – Leveraging our expertise in risk management to protect value – Ensuring solid and responsible lending and investing activities. **Social and relationship capital** We leverage key stakeholder relationships to enhance our impact on society and the macro-economy. • Priorities include: – Building deep durable relationships with our clients and creating new client relationships – Investing in our distinctive brand and providing a high level of service by being nimble, flexible and innovative – Unselfishly contributing to society through our corporate social investment (CSI) programmes. We target to spend at least 1% of our pre-tax operating profit on CSI programmes – Focusing on diversity and inclusiveness (particularly with respect to gender) and promoting equality – Contributing to the transformation of the financial sector in South Africa.	• 49% of our employees are female and we have 25% female representation on our board, up from 20% in 2018 • The percentage of senior managers that are female has increased to 35% from 33% • Our gender pay gap figures have reduced significantly in both Investec plc and Investec Limited • We spent 1.5% of operating profit on community initiatives, against a target of 1.0% • We currently fund 3,960 learners across nine centres in our flagship programme, Promaths • We placed in excess of 1,200 youth in jobs with 11 of our partners during the year through our Youth Employment Service Initiative • Our group carbon emissions reduced by 2.8% compared to the prior year • Our emissions per average employee reduced from 6.23 tonnes of CO_2 to 5.74 tonnes of CO_2	

Non-financial measure	Factors to be assessed	Assessment	Rating (0 – 6)
	Natural capital We support the transition to a low-carbon economy and believe we can make a meaningful impact in addressing climate change. We consider any meaningful activity that either reduces the negative impact on, or prolongs the life of, our planet. • Priorities include: – Limiting our direct operational carbon impact – Protecting biodiversity through various conservation activities – Funding and/or participating in renewable energy – Ensuring the security of natural resources in all our operations		
Prudential and risk management related measures	• Performance driven, transparent and risk conscious organisation • Maintain an appropriate balance between revenue earned from capital light and capital intensive activities: building a balanced, diversified and resilient business model. • Managing key risk metrics within the context of our balanced risk appetite framework as published • These include for example: – We are a lowly leveraged firm and target a leverage ratio in all our banking subsidiaries in excess of 6% – We intend to maintain a sufficient level of capital to satisfy regulatory requirements and our internal target ratios. We target a capital adequacy ratio range of between 14% and 17% on a consolidated basis for Investec plc and Investec Limited and we target a minimum tier 1 ratio of 11.0% and a common equity tier 1 ratio above 10.0% – We target a credit loss ratio on core loans of less than 0.5% of average core advances, and we target defaults net of impairments less than 2% and 1.5% of total net core loans for Investec plc and Investec Limited, respectively – We carry a high level of liquidity in all our banking subsidiaries in order to be able to cope with shocks to the system, targeting a minimum cash to customer deposit ratio of 25% – We intend to maintain a sufficient level of liquidity to satisfy regulatory requirements and our internal target ratios	• Our risk management structures and processes remain robust and support the business appropriately. We have largely remained within our internal risk management appetites and well within all regulatory limits. • Our leverage ratios exceeded our target of 6.0% in both Investec Bank Limited and Investec Bank plc • Our capital adequacy ratio for Investec Bank Limited was 15.8% while it was 17.1% for Investec Bank plc • Our global credit loss ratio on core loans was 0.31%, down from 0.61% in the prior year • Our year-end cash to customer deposit ratio was 42.4%, well in excess of our minimum target of 25%	**4**

Assessment of the Long-term incentive awards awarded in June 2016 (Audited)

The following table shows the achievements against the preset financial and non-financial measures and metrics for the long-term incentive awards awarded in June 2016. The vesting of these awards is subject to the achievement against performance conditions covering the period from 1 April 2016 to 31 March 2019.

Measures		Weight (as a percentage of target)	Targets to 31 March 2019: Threshold (0%)	Target (100%)	Stretch[1] (150%)	Actual[2] performance	Weighting achieved
Financial	Growth in net tangible asset value[3]	40%	15.0%	30.0%	45.0%	37.4%	124.7%
	Return on risk-weighted assets[4]	35%	0.7%	1.2%	1.6%	1.47%	133.8%
Non-financial[1]	Culture and values	4%	0	2	3	3	150.0%
	Franchise development	13%	0	2	3	2	100.0%
	Governance and regulatory	4%	0	2	3	1	50.0%
	Employee relationship	4%	0	2	3	2	100.0%
Total Achieved		100%					**121.7%**

1. *200% stretch for non-financial measures.*
2. *Please see the table entitled "Non-financial assessment for the 2016 LTIP award vesting in June 2019" on the following page for the details of these assessments.*
3. *The growth in net tangible asset value is expressed per share, based on neutral currency and after adding back dividends and will be measured over three financial years preceding the first date of vesting.*
4. *Return on risk weighted assets is defined as adjusted earnings/average risk-weighted asset, where adjusted earnings are earnings attributable to ordinary shareholders after taxation, non-controlling interests and preference dividends, but before goodwill, acquired intangibles and non-operating items, and will be measured over the three financial years preceding the first date of vesting by averaging the actual return on risk-weighted assets achieved for each of those three financial years.*

As outlined in the table above, these awards will vest at 121.7%. This is within the overall cap of 135%. Stephen Koseff and Bernard Kantor were awarded 314 225 shares each on 2 June 2016. Given the vesting at 121.7%, the final number of shares to vest for each will be 382 346. Glynn Burger was awarded 277 801 shares on 2 June 2016. Given the vesting at 121.7%, the final number of shares to vest for Glynn Burger will be 338 026. The Committee considered whether any malus or clawback would be appropriate for any events that occurred prior to vesting. The Committee determined that no malus and clawback adjustments would be appropriate.

These long-term incentive shares will vest one third per annum commencing on 2 June 2019 through to 2 June 2021. They are subject to a further six month retention period following each vesting date. No dividends or dividend equivalents are earned on these awards prior to vesting.

DLC Executive Directors LTI – Non-financial assessment for the 2016 LTIP award vesting in June 2019 (Audited)

The vesting of awards for the executive directors will be conditional on performance weighted as to financial and non-financial performance and measured against prescribed achievement levels. If the stretch achievement levels for both the financial and non-financial metrics are satisfied, the number of shares vesting will be increased and capped at a maximum of 135% of the number of shares awarded at the time of award.

The committee assesses achievement against objectives for the non-financial measures on a five-point scale and will award scores of 0 (0%) and 4 (200%) only in exceptional circumstances. The awards are to be tested over the three financial years preceding the date of vesting. The awards vesting in June 2019 were awarded in June 2016. The performance period is 1 April 2016 to 31 March 2019.

	Weighting	Achievement levels				
Non-financial metrics	25%	0%	50%	100%	150%	200%
Culture and values	4%	0	1	2	3	4
Franchise development	13%	0	1	2	3	4
Governance and regulatory and shareholder relationships	4%	0	1	2	3	4
Employee relationship and development	4%	0	1	2	3	4

The committee set the following areas of focus in respect of the non-financial performance conditions:

Non-financial measure	*Factors to be assessed*	*Assessment*	*Rating (0 – 4)*
Culture and values	• Management visible and proactive in demonstrating appropriate behaviour • Performance-driven, transparent and risk conscious organisation • Delivering appropriate and sustainable products with high levels of service and responsiveness • Acting with integrity, supporting the community, developing people and maintaining good relations with key stakeholders • Continual monitoring of the culture of the group	• Over the three financial years of 2017 to 2019 the group was preparing for and implemented the leadership succession from the group founders. This has been successfully achieved while focusing on the business, its culture and values and performance. • Over the past 18 months we have been through an extensive engagement process with both internal and external stakeholders, to prioritise six sustainable Development Goals. • We have exceeded our target on community spend relative to operating profit (target of 1.0% of adjusted operating profit) for each year over the past three years • We achieved or exceeded our target of spend on learning and development as a percentage of staff costs being equal to 1.5% over the past two years	**3**

Non-financial measure	Factors to be assessed	Assessment	Rating (0 – 4)
Franchise development	• Quality of brand, development of client base, commitment to the community and progress in building the firm • Environmental and other sustainability issues	• Ongoing consolidation of the brand through its focused products, services and client franchises. Continued progress with our CSI and environmental sustainability initiatives. • We have a very strong brand in South Africa and were voted South Africa's eighth most valuable brand in 2018 and 2019 by Brand Finance South Africa • We have made strong progress over the last three years on our energy lending portfolio, with 86% of our energy lending portfolio in 2019 relating to clean energy • Our carbon emissions per employee reduced steadily over the three year period	2
Governance and regulatory and shareholder relationships	• Maintaining open and transparent relations with regulators • Regulators should have confidence that the firm is being properly governed and managed • Shareholders should have confidence that the firm is being properly managed	• Relationships with regulators and shareholders are open and transparent and while we have been responding appropriately to the changing expectations we recognise that shareholders' expectations have not always been met. • We have regular engagement with our Government and regulatory bodies and actively participate in a number of policy forums and industry consultative bodies	1

Non-financial measure	Factors to be assessed	Assessment	Rating (0 – 4)
Employee relationship and development	• Succession and the development of the next generation • Diversity and black economic empowerment initiatives and results • Continued development of people – both on the job and extramurally	• Leadership succession was planned and successfully executed and there has been ongoing development of our people. • We remain committed to black economic empowerment (BEE) and the Financial Sector Code (FSC) which commits its participants to actively promote a transformed, vibrant and globally competitive financial sector that reflects the demographics of South Africa. Investec is currently rated a level 1 under the Financial Sector Code. • We have made a number of diversity commitments over the past three years, including becoming a member of the 30% club in the UK and SA and the signing up to the Women in Finance Charter in the UK, and we are making good progress towards our targets, and on other diversity measures • We have consistently been voted in the top three most attractive employers in South Africa by professionals and university students in the Universum Most Attractive Employer Awards	**2**

Scheme interests awarded, exercised and lapsed during the year (audited)

Name	Award name and date	Balance as at 1 April 2018 – shares	Awarded during the year – shares	Awarded – face value £'000	Exercised
S Koseff					
	EIP 2013 – 2013 16 September 2013	201 155	–	–	201 155
	EIP 2013 – 2018 31 May 2018	–	264 759	1 480	–
B Kantor	EIP 2103 – 2013 16 September 2013	201 155	–	–	201 155
	EIP 2013 – 2018 31 May 2018	–	264 759	1 480	–
GR Burger	EIP 2103 – 2013 16 September 2013	201 155	–	–	201 155
	EIP 2013 – 2018 31 May 2018	–	239 066	1 336	–

Notes

EIP 2013 – awarded 2013

600,000 nil cost options were originally awarded. An additional 204,617 shares were awarded at the end of the performance period in 2016 to each of Stephen Koseff, Bernard Kantor and Glynn Burger for the achievement of the performance conditions. The performance conditions were outlined in the 2016 integrated annual report. 603 462 shares were exercised, by each of S Koseff, B Kantor and G Burger during the 2018 year, leaving the balance of 201 155.

EIP 2013 – awarded 2018

These awards formed part of their variable remuneration for the financial year ending 31 March 2018. These are conditional shares and the face value at grant of awards was equivalent to 100% of fixed remuneration. The share price used to calculate the number of shares awarded was based on the closing market share price on 30 May 2018, which was £5.59. The performance measures and metrics are as follows:

Financial measures (75%)

Measure	Weighting	Achievement Levels		
Financial measures	**75%**	**Threshold (0%)**	**Target (100%)**	**Stretch (150%)**
Growth in net tangible asset value[1]	40%	15.0%	30.0%	45.0%
Return on risk-weighted assets[2]	35%	0.7%	1.2%	1.6%

1. *The growth in net tangible asset value is expressed per share, based on neutral currency and after adding back dividends and will be measured cumulatively over the three financial years preceding the first date of vesting.*
2. *Return on risk-weighted assets is defined as adjusted earnings/average risk-weighted assets, where adjusted earnings are earnings attributable to ordinary shareholders after taxation, non-controlling interests and preference dividends, but before goodwill, acquired intangibles and non-operating items, and will be measured over the three financial years preceding the first date of vesting by averaging the actual return on risk-weighted assets achieved for each of those three financial years*

Lapsed	As at 31 March 2019	Performance period	Vesting date and retention period
–	–	1 April 2013 – 31 March 2016	Vested on 16 September 2018 Retention period end date on 16 March 2019 Price at exercise £5.06
–	264 759	1 April 2018 – 31 March 2021	20% is exercisable on 31 May each year commencing on 31 May 2021 until 31 May 2025 subject to performance criteria being met A further twelve-month retention period after each vesting date
–	–	1 April 2013 – 31 March 2016	Vested on 16 September 2018 Retention period end date on 16 March 2019 Price at exercise £5.14
–	264 759	1 April 2018 – 31 March 2021	20% is exercisable on 31 May each year, commencing on 31 May 2021 until 31 May 2025, subject to performance criteria being met A further twelve-month retention period after each vesting date
–	–	1 April 2013 – 31 March 2016	Vested on 16 September 2018 Retention period end date on 16 March 2019 Price at exercise £5.14
–	239 066	1 April 2018 – 31 March 2021	20% is exercisable on 31 May each year, commencing on 31 May 2021 until 31 May 2025, subject to performance criteria being met A further twelve-month retention period after each vesting date

Non-financial measures (25%)

The committee assesses achievement against objectives for the non-financial measures on a five-point scale and will award scores of 0 (0%) and 4 (200%) only in exceptional circumstances. The non-financial measures for the award in respect of the year ending 31 March 2018 are as follows:

Measure	Weighting	Achievement Levels				
Non-financial measures	**25%**	**0%**	**50%**	**100%**	**150%**	**200%**
Culture and values	4%	0	1	2	3	4
Franchise development	13%	0	1	2	3	4
Governance and regulatory and shareholder relationships	4%	0	1	2	3	4
Employee relationship and development	4%	0	1	2	3	4

Directors' interest in preference shares as at 31 March 2019 (audited)

	Investec plc		Investec Limited		Investec Bank Limited	
Name	**31 March 2019**	1 April 2018	**31 March 2019**	1 April 2018	**31 March 2019**	1 April 2018
Executive directors						
S Koseff	12 139	12 139	3 000	3 000	4 000	4 000
HJ du Toit					2 266	2 266

The market price of an Investec plc preference share at 31 March 2019 was R98.00 (2018: R88.00)
The market price of an Investec Limited preference share at 31 March 2019 was R72.60 (2018: R67.50)
The market price of an Investec Bank Limited preference share at 31 March 2019 was R80.65 (2018: R71.56)

The number of shares in issue and share prices for Investec plc and Investec Limited

	31 March 2019	31 March 2018	High over the year	Low over the year
Investec plc share price	£4.42	£5.50	£5.95	£4.23
Investec Limited share price	R 84.34	R 92.28	R 105.31	R 76.92
Number of Investec plc shares in issue (million)	682.1	669.8		
Number of Investec Limited shares in issue (million)	318.9	310.7		

Scheme interests awarded in respect of the financial year ended 31 March 2019

Name	Award	As at 1 April – shares	Award date	Awarded – shares	Awarded – face value £'000	Performance period	Vesting date	Retention period end date
HJ Du Toit								
	EIP 2013 – 2019	–	29 May 2019	278 080	1 332	1 April 2019 – 31 March 2022	20% is exercisable on 29 May each year, commencing on 29 May 2022 until 29 May 2026, subject to performance criteria being met	A further twelve-month retention period after each vesting date
F Titi								
	EIP 2013 – 2019	–	29 May 2019	278 080	1 332	1 April 2019 – 31 March 2022	20% is exercisable on 29 May each year, commencing on 29 May 2022 until 29 May 2026, subject to performance criteria being met	A further twelve-month retention period after each vesting date
K McFarland								
	EIP 2013 – 2019	–	29 May 2019	111 274	533	1 April 2019 – 31 March 2022	20% is exercisable on 29 May each year, commencing on 29 May 2022 until 29 May 2026, subject to performance criteria being met	A further twelve-month retention period after each vesting date

These are conditional shares and the awards formed part of their variable remuneration for the financial year ending 31 March 2019. The face value at awarded of these awards was equivalent to 100% of fixed remuneration. The share price used to calculate the number of shares was based on the five day average closing market price from 20 to 24 May 2019, which was £4.79. Vesting is subject to achievement against performance conditions. The performance measures and metrics are as follows:

Financial measures (75%)

Measure	Weighting	Achievement Levels		
Financial measures	**75%**	**Threshold (0%)**	**Target (100%)**	**Stretch (150%)**
Growth in net tangible asset value[1]	40%	15.0%	30.0%	45.0%
Return on risk-weighted assets[2]	35%	1.4%	1.7%	1.9%

1. *The growth in net tangible asset value is expressed per share, based on neutral currency and after adding back dividends and will be measured cumulatively over the three financial years preceding the first date of vesting.*
2. *Return on risk-weighted assets is defined as adjusted earnings/average risk-weighted assets, where adjusted earnings are earnings attributable to ordinary shareholders after taxation, non-controlling interests and preference dividends, but before goodwill, acquired intangibles and non-operating items, and will be measured over the three financial years preceding the first date of vesting by averaging the actual return on risk-weighted assets achieved for each of those three financial years.*

Non-financial measures (25%)

The committee assesses achievement against objectives for the non-financial measures on a seven-point scale and will award scores of 0 (0%) and 6 (150%) only in exceptional circumstances. The non-financial measures for awards made in respect of the year ending 31 March 2019 are as follows:

Measure	Weighting	Achievement Levels						
Non-financial measures	**25%**	**0%**	**25%**	**50%**	**75%**	**100%**	**125%**	**150%**
Culture and values	4%	0	1	2	3	4	5	6
Franchise development	13%	0	1	2	3	4	5	6
Governance and regulatory and shareholder relationships	4%	0	1	2	3	4	5	6
Employee relationship and development	4%	0	1	2	3	4	5	6

Payments to past directors and payments for loss of office (audited)

No such payments have been made in the year ending 31 March 2019.

Statement of directors' shareholding and share interests (audited)

Executive Directors

	Beneficial and non-beneficial interest Investec plc[1]		% of shares in issue Investec plc[1]	Beneficial and non-beneficial interest Investec Limited[1]		% of shares in issue Investec Limited[1]	Share-holdings requirements met?[2]
Name	**31 March 2019**	1 April 2018	**31 March 2019**	**31 March 2019**	1 April 2018	**31 March 2019**	
S Koseff[3]	6 236 822	5 936 212	0.9%	787 841	962 841	0.2%	Yes
HJ du Toit[4]	106 000	–	–	604 740	604 740	0.2%	Yes[4]
F Titi[5]	–	–	–	–	–	–	No[5]
GR Burger[3]	2 558 451	3 208 064	0.4%	627 120	327 076	0.2%	Yes
B Kantor[3,7]	1 703 141	1 507 271	0.2%	1 000 500	1 600 500	0.5%	Yes
K McFarland[6]	12 847	12 847	–	7 544	7 544	–	No[6]
Total	**10 617 261**	**10 664 394**	**1.5%**	**3 027 745**	**3 502 701**	**1.1%**	
Non-executive directors							
PKO Crosthwaite (Chairman)	115 738	115 738	–	–	–	–	
ZBM Bassa	–	–	–	–	–	–	
LC Bowden	–	–	–	–	–	–	
CA Carolus	–	–	–	–	–	–	
PA Hourquebie	–	–	–	–	–	–	
D Friedland	–	–	–	–	–	–	
CR Jacobs	–	–	–	–	–	–	
IR Kantor	409 045	1 009 045	0.1%	325	325	–	
Lord Malloch-Brown KCMG	–	–	–	–	–	–	
KL Shuenyane	19 900	19 900	–	60 006	60 006	–	
Total number	**544 683**	**1 144 683**	**0.1%**	**60 331**	**60 331**	**–**	
Total number	**11 161 944**	**11 809 077**	**1.6%**	**3 088 076**	**3 563 032**	**1.1%**	

The table above reflects the holdings of shares by current directors of 31 March 2019. There was no movement in share interests between 31 March 2019 and 19 May 2019.

1. *The number of shares in issue and share prices for Investec plc and Investec Limited over the period is provided on pages 199.*
2. *The executive directors have a shareholding requirement of 200% of the cash element of fixed remuneration during employment, based on fully vested shares.*
3. *The beneficial and non-beneficial holdings of S Koseff, G Burger and B Kantor include Investec plc shares which relate to the awards to each of them in respect of £1 million fixed allowances awarded on 2 June 2016, 6 June 2017 and 31 May 2018. These shares are, however, subject to a retention period in terms of which 20% of shares will be free from retention restrictions each year over a period of five years.*
4. *Following the announcement of the demerger of Investec Asset Management expected to occur during 2019, HJ du Toit will cease to be a director of Investec, and as such will not be expected to build up a shareholding in Investec.*
5. *F Titi was appointed an executive director on 1 April 2018 and will be allowed to build up his shareholdings over a reasonable period of time, particularly taking into account the vesting schedule of shares awarded through the short-term incentive and long-term incentive.*
6. *K McFarland was appointed a director on 1 October 2018. Following the announcement of the demerger of Investec Asset Management, expected to occur during 2019, K McFarland will cease to be a director of Investec, and as such will not be expected to build up a shareholding in Investec.*
7. *B Kantor entered into a zero cost collar on 6 July 2017 over 600 000 Investec Limited shares by purchasing a put option arrangement at a strike price of R100.00 per share and sold call options at a strike price of R120.00 per share. These options sold on 1 December 2018 at a strike price of R100.00.*

Directors' interests in the Investec plc Executive Incentive Plan 2013 at 31 March 2019 (audited)

Long-Term Share Awards

The Executive Incentive Plan and the awards made thereunder were approved at the August 2015 annual general meeting

Name	Date of award	Exercise price	Number of Investec plc shares at 1 April 2018	Conditional awards made during the year	Balance at 31 March 2019	Performance period	Period exercisable	Retention period	Treatment on termination of employment
S Koseff	2 June 2016[1]	Nil	314 225	–	314 225	1 April 2016 to 31 March 2019. See pages 194 to 197 for performance assessment	One third is exercisable on 2 June 2019; one third on 2 June 2020 and the final third on 2 June 2021 subject to performance criteria being met	A further six-month retention after vesting date.	Will be pro-rated based on service over the performance period
	6 June 2017[2]	Nil	252 130	–	252 130	1 April 2017 to 31 March 2020	Twenty per cent is exercisable on 8 June each year, commencing on 8 June 2020 until 8 June 2024, subject to performance criteria being met	A further six-month retention after vesting date.	Will be pro-rated based on service over the performance period
	31 May 2018[3]	Nil	–	264 759	264 759	1 April 2018 to 31 March 2021	Twenty per cent is exercisable on 31 May each year, commencing on 31 May 2021 until 31 May 2025, subject to performance criteria being met	A further twelve-month retention after vesting date.	Will be pro-rated based on service over the performance period

Name	Date of award	Exercise price	Number of Investec plc shares at 1 April 2018	Conditional awards made during the year	Balance at 31 March 2019	Performance period	Period exercisable	Retention period	Treatment on termination of employment
B Kantor	2 June 2016[1]	Nil	314 225	–	314 225	1 April 2016 to 31 March 2019. See pages 194 to 197 for performance assessment	One third is exercisable on 2 June 2019; one third on 2 June 2020 and the final third on 2 June 2021 subject to performance criteria being met	A further six-month retention after vesting date.	Will be pro-rated based on service over the performance period
	6 June 2017[2]	Nil	252 130	–	252 130	1 April 2017 to 31 March 2020	Twenty per cent is exercisable on 8 June each year, commencing on 8 June 2020 until 8 June 2024, subject to performance criteria being met	A further six-month retention after vesting date.	Will be pro-rated based on service over the performance period
	31 May 2018[3]	Nil	–	264 759	264 759	1 April 2018 to 31 March 2021	Twenty per cent is exercisable on 31 May each year, commencing on 31 May 2021 until 31 May 2025, subject to performance criteria being met	A further twelve-month retention after vesting date.	Will be pro-rated based on service over the performance period

Name	Date of award	Exercise price	Number of Investec plc shares at 1 April 2018	Conditional awards made during the year	Balance at 31 March 2019	Performance period	Period exercisable	Retention period	Treatment on termination of employment
GR Burger	2 June 2016[1]	Nil	277 801	–	277 801	1 April 2016 to 31 March 2019. See pages 194 to 197 for performance assessment	One third is exercisable on 2 June 2019; one third on 2 June 2020 and the final third on 2 June 2021 subject to performance criteria being met	A further six-month retention after vesting date.	Will be pro-rated based on service over the performance period
	6 June 2017[2]	Nil	227 651	–	227 651	1 April 2017 to 31 March 2020	Twenty per cent is exercisable on 8 June each year, commencing on 8 June 2020 until 8 June 2024, subject to performance criteria being met	A further six-month retention after vesting date.	Will be pro-rated based on service over the performance period
	31 May 2018[3]	Nil	–	239 066	239 066	1 April 2018 to 31 March 2021	Twenty per cent is exercisable on 31 May each year, commencing on 31 May 2021 until 31 May 2025, subject to performance criteria being met	A further twelve-month retention after vesting date.	Will be pro-rated based on service over the performance period

1. *These awards formed part of their variable remuneration in respect of the year ending 31 March 2016. The performance assessment of these awards are detailed on pages 194 to 197.*
2. *These awards formed part of their variable remuneration in respect of the year ending 31 March 2017. The performance criteria in respect of these awards are the same as those for the 2016 award, detailed on pages 194 to 197 These awards have not yet vested.*
3. *These awards formed part of their variable remuneration in respect of the year ending 31 March 2018. The performance criteria in respect of these awards are detailed on pages 194 to 197 These awards have not yet vested. The face value at grant for these awards amounted to £1 480 003 for S Koseff and B Kantor, and £1 336 378 for GR Burger based on the closing market share price on 30 May 2018, which was £5.59.*

Outstanding unvested deferred share awards not subject to performance conditions

Name	Award type	Performance conditions	Eligible for dividends	Vesting period	Total number outstanding at 31 March 2019
S Koseff	Conditional shares	None	No	From 1 to 7 years	222 054
B Kantor	Conditional shares	None	No	From 1 to 7 years	222 054
G Burger	Conditional shares	None	No	From 1 to 7 years	191 754

These awards are all unvested shares that were deferred as part of prior year remuneration. They lapse on resignation or termination for misconduct, although they may be retained if the director is considered a "good leaver"

Summary of Investec's share option and long-term incentive plans

Eligibility	Maximum award per individual[1]	Vesting period	Options/ shares awarded during the year[2]	Total issued at 31 March 2019 [3/4/5/6/7]
Investec 1 Limited Share Incentive Plan – 16 March 2005 – Investec plc				
• New and existing full-time employees	Cumulative limit of 1 500 000 across all option plans	• Long-term incentive awards - nil cost options: • Non-Material Risk Takers: Vesting seventy five percent at the end of year four and twenty five percent at the end of year five • Material Risk Takers: Vesting seventy five percent end of three and a half years and twenty five percent at the end of four and a half years with twelve month retention • Long-term share awards: Forfeitable shares and conditional shares • One third vesting at the end of years three, four and five for non-material risk takers • Market strike options: Twenty five percent vesting end of years two, three, four and five	–	2 922 779 0.29% of issued share capital of company
• New and existing full-time employees	Excluding deferred bonus share awards		5 771 139	13 140 964 1.31% of issued share capital of company
• New and existing full-time employees	In any financial year: 1x remuneration package		–	190 264 0.02% of issued share capital of company
Investec plc Executive Incentive Plan – 2013				
• Executive management and material risk takers	• Cumulative limit of 2 500 000 across all option plans	• Long-term share awards: • Junior Material Risk Takers: Vest one third at the end of two, three and four years • Risk Managers and FCA Designated Senior Managers: Vest one third at the end of two and a half, three and a half and five years • PRA Designated Senior Managers: Vest twenty per cent per annum from three to seven years • All have a twelve month retention period thereafter, with the exception of risk managers who have a six month retention period	1 338 714	3 578 842 0.36% of issued share capital of company
	• Excluding deferred bonus share awards			
	• In any financial year: 1x remuneration package[1]			

Eligibility	Maximum award per individual[1]	Vesting period	Options/ shares awarded during the year[2]	Total issued at 31 March 2019 [3/4/5/6/7]
Investec Limited Share Incentive Plan – 16 March 2005 – Investec Limited				
• New and existing full-time employees	• Cumulative limit of 2 500 000 across all option plans	• Long-term incentive awards: nil cost options • Vesting seventy five percent at the end of year four and twenty five percent at the end of year five • Long-term share awards: forfeitable shares and conditional shares • Vesting one third at the end of years three, four and five.	– 6 487 699	4 888 067 0.49% of issued share capital of company 19 135 559
• New and existing full-time employees	• Excluding deferred bonus share awards • In any financial year: 1x remuneration package[1]			1.91% of issued share capital of company

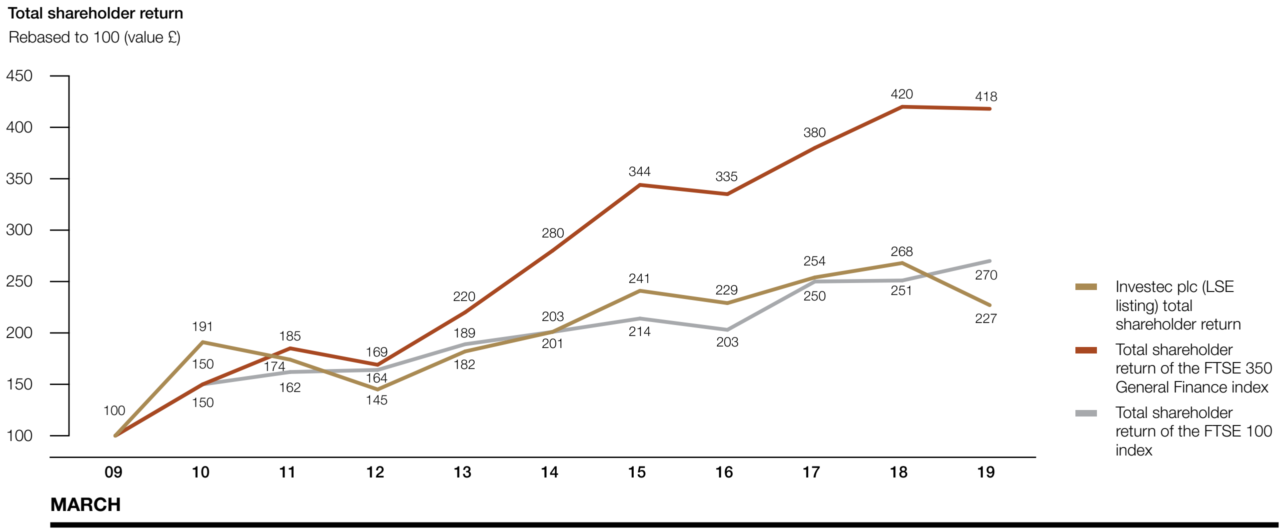
1. *The limits for allocations to employees and executive management during a financial year may be exceeded if the directors determine that exceptional circumstances make it desirable that awards should be awarded in excess of that limit.*
2. *This represents the number of awards made to all participants. For further details, see pages 68 and 69 in volume three. More details on the directors' shareholdings are also provided in tables accompanying this report.*
3. *Dilution limits: Investec is committed to following the Investment Association principles of remuneration and accordingly, as from the date of the implementation of our DLC structure (29 July 2002), the maximum number of new shares which may be issued by the company under all of the share plans (in respect of awards made after July 2002) may not exceed 10% of the issued share capital of the company over a rolling 10-year period. We have, since our listing date, complied with both the 10% in 10 years guideline for discretionary and non-discretionary awards in aggregate as well as the 5% in 10 year guideline for discretionary awards. The committee regularly monitors the utilisation of dilution limits and available headroom to ensure that these guidelines are complied with. Shares issued in terms of the group's deferred bonus scheme are paid for by the respective division at the time of the award and are not included in these dilution calculations as they have been issued for full value. The issued share capital of Investec plc and Investec Limited at 31 March 2019 was 1 001.02 million shares and (2018: 980.56 million shares).*
4. *As announced as part of the capital markets update in February 2019, Investec Limited will no longer issue any shares for short or long term incentives with immediate effect and Investec plc will no longer issue any shares for short or long term incentives after June 2019. Accordingly, the resolution to place unissued shares under the control of the directors will not be put to shareholders at the August 2019 AGM.*
5. *The market price of an Investec plc share at 31 March 2019 was £4.42 (2018: £5.50), ranging from a low of £4.23 to a high of £5.95 during the financial year.*
6. *The market price of an Investec Limited share at 31 March 2019 was R84.34 (2018: R92.28), ranging from a low of R76.92 to a high of R105.31 during the financial year.*
7. *The rules of these long-term incentive plans do not allow awards to be made to executive directors. The table above excludes details of the Investec plc Executive Incentive Plan 2013 on pages 202 to 204.*

Performance graph and table (unaudited)

The graph below shows a comparison of the TSR for the company's shares for the ten years beginning on 31 March 2009 against the TSR for the companies comprising the FTSE 350 General Financial Index and the FTSE 100 Index.

We have selected the FTSE 350 General Finance Index because a number of companies in that index conduct similar activities to us, although they do not necessarily have the same geographical profile. Nevertheless, to date this has been the most appropriate index against which to measure our performance on the FTSE. Although we are not currently included in the FTSE 100, we were part of the index between 2010 and 2011 and we have included the total shareholder return of that index for illustrative purposes.

Total Shareholder Return



Note:
The graph shows the cumulative shareholder return for a holding of our shares (in gold) in Pounds Sterling on the LSE, compared with the average total shareholder return of other members of the FTSE 350 General Finance Index and the FTSE 100 Index. It shows that, at 31 March 2019, a hypothetical £100 invested in Investec plc at 31 March 2009 would have generated a total return of £127 compared with a return of £318 if invested in the FTSE 350 General Finance Index and a return of £170 if invested in the FTSE 100 Index.

During the period from 1 April 2018 to 31 March 2019, the return to shareholders of Investec plc (measured in Pounds Sterling) and Investec Limited (measured in Rands) was (15.4%) and (3.9%), respectively. This compares to a (0.4%) return for the FTSE 350 General Finance Index, a return of 7.7% for the FTSE 100 Index and a return of 6.1% for the JSE Top 40 Index.

The market price of our shares on the LSE was £4.42 at 31 March 2019, ranging from a low of £4.23 to a high of £5.95 during the financial year. The market price of our shares on the JSE Limited was R84.34 at 31 March 2019, ranging from a low of R76.92 to a high of R105.31 during the financial year.

Table of CEO remuneration

Year ended 31 March	2010	2011	2012	2013[1]	2014	2015	2016[2]	2017[3]	2018[3]	**2019[4]**
CEO single figure of remuneration (£'000)	2 660	3 425	450	1 950	2 420	3 970	7 325	3 417	3 503	**2 144**
Salary, benefits, fixed allowance and bonus (£'000)	2 660	3 425	450	1 950	2 420	3 970	2 884	3 417	3 503	**2 144**
Long-term incentives	–	–	–	–	–	–	4 441	–	–	**–**
Annual Short-Term Incentive as a percentage of maximum opportunity	n/a[5]	n/a[5]	n/a[5]	n/a[5]	50%	65%	95%	92%	95%	**43%**
Vesting of Long-Term Incentive Awards as a percentage of maximum	n/a[3]	n/a[3]	–	n/a[3]	n/a[3]	n/a[3]	100%	n/a[3]	n/a[3]	**n/a[3]**

1. *The 2013 award was reported on award in prior years. This has now been included in the year it vested, 2016, as per item 2 below.*
2. *The single figure remuneration for 2016 has been restated to include the 2013 LTIP award. This vested subject to performance conditions for the three year period ended 31 March 2016. These vested at 135% and there 804 617 shares vested, with a share price of £5.52 on the first vesting date. These LTIPs had previously been disclosed on award in 2013 with a value of £2,652k.*
3. *No LTIP awards had performance conditions ending in the 2017 and 2018 financial years.*
4. *Figures reported for 2019 are for Fani Titi and Hendrik du Toit. They did not have long-term incentive awards vesting with reference to the 2019 financial year. Figures prior to 2019 are for Stephen Koseff.*
5. *Historically annual bonuses were not determined in terms of a formulaic approach where maximum and minimum awards could be derived.*

Percentage change in CEO's remuneration

The table below shows how the percentage change in the CEO's salary and annual bonus between 2018 and 2019 compares with the percentage change in each of those components of remuneration for Investec plc employees and Investec Limited employees

	Total remuneration	**Fixed remuneration**	**Annual bonus[1]**
CEO (in pounds sterling)[1]	(38.8%)	(10.0%)	(59.9%)
Increase in total costs for Investec employees (in Pounds Sterling)	1.7%	4.4%	(5.6%)

1. *The annual bonus for 2018 for the CEO is that paid to Stephen Koseff. The annual bonus for 2019 for the CEO for 2019 is that of Fani Titi/Hendrik du Toit, as Stephen Koseff only received a bonus for six months of the 2019 financial year.*

CEO pay ratio

The ratios of CEO remuneration to employee remuneration are shown below.

Year	Calculation method used	25th percentile pay ratio	**Median pay ratio 2019**	75th percentile pay ratio
2019 – UK	Method A – calculated the pay and benefits of all UK employees to identify the employees at the 25th, 50th and 75th percentiles, and then calculated the ratio of CEO pay to the pay of each of those employees. The pay for the CEO single figure is based on the single figure for Stephen Koseff for six months and the pay for Fani Titi/Hendrik du Toit for six months.	70.4	**36.5**	19.7
Global		122.5	**61.0**	28.5

We selected method A because we believe it provides the most accurate reflection of the ratio of the CEO pay to the pay of all employees. The calculations were based on 31 March 2019. We have not annualised salaries and other remuneration elements for employees, in line with the single figure calculation. The total pay and benefits for the 25th, 50th and 75th quartiles for the UK is £41 148, £79 364 and £146 875 respectively. The salaries for the 25th, 50th and 75th quartiles for the UK are £30 000, £55 000 and £88 000 respectively.

Non-executive directors

The fee structure for non-executive directors for the period ending 31 August 2019 and as proposed for 2020 are shown in the table below (no increases have been proposed for 2020):

Non-executive directors' remuneration	**Period ending 31 August 2019**	**As proposed by the board for the period from 1 September 2019 to 31 August 2020**
Chairman's total fee	£450 000 per year	£450 000 per year
Basic non-executive director fee	£75 000 per year	£75 000 per year
Senior independent director	£10 000 per year	£10 000 per year
Chairman of the DLC audit committee	£80 000 per year	£80 000 per year
Chairman of the DLC remuneration committee	£47 000 per year	£47 000 per year
Chairman of the DLC social and ethics committee	£30 000 per year	£30 000 per year
Chairman of the board risk and capital committee	£46 000 per year	£46 000 per year
Member of the DLC audit committee	£25 000 per year	£25 000 per year
Member of the DLC remuneration committee	£17 500 per year	£17 500 per year
Member of the DLC nominations and directors' affairs committee	£13 000 per year	£13 000 per year
Member of the DLC social and ethics committee	£13 000 per year	£13 000 per year
Member of the board risk and capital committee	£15 500 per year	£15 500 per year
Member of the Investec Bank plc board (also member of main board)	£14 500 per year	£14 500 per year
Member of the Investec Bank plc board	£58 000 per year	£58 000 per year
Independent director of Investec Capital and Investments (Ireland) Limited	€65 000 per year	€65 000 per year
Member of the Investec Bank Limited board (also member of main board)	R340 000 per year	R340 000 per year
Member of the Investec Bank Limited board	R500 000	R500 000
Per diem fee for additional work committed to the group	£2 000/R30 000	£2 000/R30 000

Note: Value-Added Tax (VAT), at the prevailing rate, where applicable, will be added to the above-mentioned fees to the extent they are paid in South Africa. Two binding general rulings were issued by the South African Revenue Service (SARS) in early 2017 confirming the South African Value-Added Tax (VAT) law that requires non-executive directors of companies to register for and charge VAT in respect of any directors' fees earned for services rendered as a non-executive director that exceed the prescribed threshold. These rulings were effective 1 June 2017.

Non-executive directors' single total remuneration figure (audited)

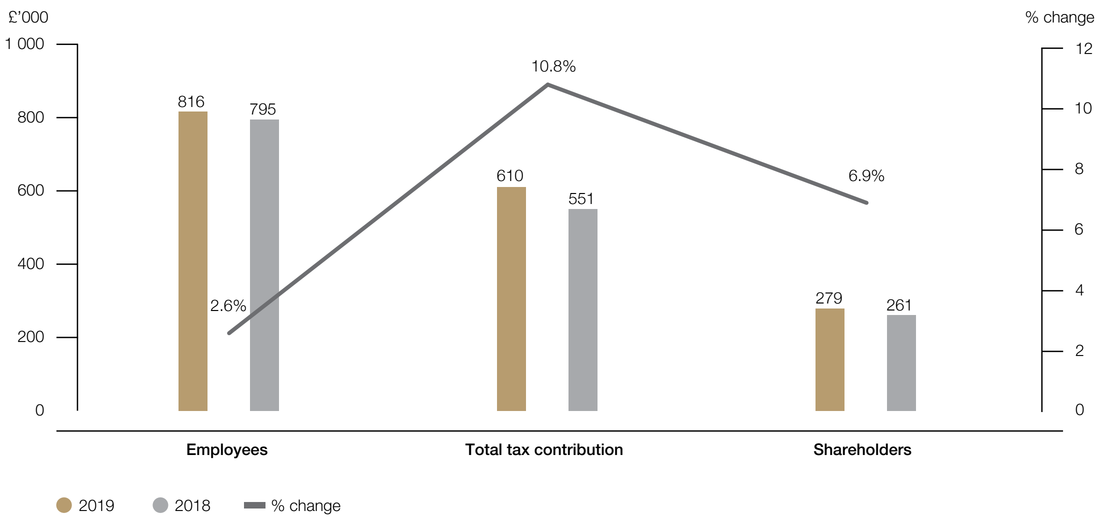
The table below provides a single total remuneration figure for each non-executive director over the financial period.

Name	**Total remuneration 2019 £**	Total remuneration 2018 £
Non-executive directors		
F Titi (chairman)[1,2,3]	–	430 850
PKO Crosthwaite (chairman)[4]	409 521	242 133
ZBM Bassa	264 994	206 105
LC Bowden	77 292	79 000
CA Carolus	86 958	84 877
D Friedland	198 481	226 913
PA Hourquebie[5]	175 829	75 299
CR Jacobs	91 458	89 377
IR Kantor	97 367	89 415
Lord Malloch-Brown KCMG	112 375	84 876
KL Shuenyane	279 682	123 337
Total in Pounds Sterling	**1 793 957**	**1 732 182**

1. *F Titi was appointed CEO designate on 1 April 2018.*
2. *F Titi stepped down as Chairman and became an Executive Director on 15 May 2018.*
3. *F Titi was appointed joint CEO on 1 October 2018.*
4. *PKO Crosthwaite was appointed Chairman on 15 May 2018.*
5. *PA Hourquebie was appointed on 14 August 2017.*
6. *PRS Thomas resigned on 10 August 2017.*

Non-executive directors do not receive any additional taxable benefits.

Relative importance of spend on pay



We continue to acknowledge the importance of the appropriate division of the returns generated by our business between our owners, our workforce and the societies in which we operate. The graph above shows our distribution to our employees, our contributions to government through taxation and our owners through dividends.

Statement of implementation of remuneration policy in the following financial year

The remuneration policy, as outlined on pages 177 to 180, will be in operation for the 2019/2020 financial year. The Directors' remuneration policy was approved by shareholders at the AGM in August 2018, and is intended to remain in place for three years. Due to the proposed demerger of Investec Asset Management, expected to be in the second half of the 2019 calendar year, using the discretion afforded under the current policy for corporate events, we are replacing the operating margin for the Asset Management and Wealth & Investment business measure in the short term incentive with the cost/income ratio measure for the Bank and Wealth group. In addition, in line with changes to the Financial Reporting Council's Corporate Governance Code we are introducing a post-termination shareholding requirement.

Stephen Koseff and Bernard Kantor stepped down from their roles of chief executive officer (CEO) and managing director (MD) of Investec group, respectively, on 1 October 2018. They will not stand for re-election at the 2019 annual general meeting (AGM). They will continue to actively oversee the proposed demerger and separate listing of Investec Asset Management until its completion. However they will not be eligible for a short-term incentive, and have waived their eligibility for a long-term incentive. Hendrik du Toit and Kim McFarland will be leaving the business when Investec Asset Management demerges. They will receive fixed pay until that time, and will receive a short-term incentive for the period from 1 April 2019 to the date of demerger. This will be determined in line with the remaining executive directors following the end of the financial year. This will be assessed on the performance measures and metrics shown below. They will also be eligible for a long-term incentive. This will be pro-rated by time served prior to the demerger.

Fani Titi and the remaining executive directors will be eligible for a short-term and long-term incentive to be determined subject to the measures and metrics outlined below.

Short-Term Incentive

The measures and metrics for the annual short-term incentive for the 2020 year (post the Investec Asset Management demerger) will be as follows:

Financial measures

	Weighting	Achievement Levels			
Financial measures	**80%**	**Threshold (0%)**	**Target (100%)**	**Stretch (150%)**	**Notes**
Return on risk-weighted assets[1] – post demerger	30%	1.3%	1.5%	1.7%	Investec Asset Management historically contributed approximately 0.35%
– pre demerger		1.3%	1.6%	1.8%	
Return on equity[2] – post demerger	30%	12.0%	13.0%	14.5%	Investec Asset Management historically contributed approximately 2.5%
– pre demerger		12.0%	14.0%	16.0%	
Cost/income ratio	20%	66.0%	64.0%	62.0%	

1. *Return on risk-weighted assets is defined as adjusted earnings/average risk-weighted assets, where adjusted earnings are earnings attributable to ordinary shareholders after taxation, non-controlling interests and preference dividends, but before goodwill, acquired intangibles and non-operating items.*
2. *Return on equity is defined as adjusted earnings/average ordinary shareholders' equity (excluding preference share capital).*
3. *The financial measures for the period prior to the demerger will be in line with those used for the 2019 financial year.*

Non-financial measures:

The committee assesses achievement against objectives for the non-financial measures on a seven-point scale and will award scores of 0 (0%) and 6 (150%) only in exceptional circumstances. The non-financial measures for the year ending 31 March 2020 are unchanged, as follows:

Measure	Weighting	Achievement Levels						
	20%	0%	25%	50%	75%	100%	125%	150%
Culture, values and cooperation related measures	7%	0	1	2	3	4	5	6
"ESG" related measures	5%	0	1	2	3	4	5	6
Prudential and Risk Management related measures	8%	0	1	2	3	4	5	6

Long-Term Incentive

The measures and metrics for the annual long-term incentive for the 2020 year will be as follows. The measures remain unchanged, while there has been a technical adjustment to the metrics for the return on risk-weighted assets, to reflect the proposed Investec Asset Management demerger.

Measure	Weighting	Achievement Levels		
Financial measures	**75%**	**Threshold (0%)**	**Target (100%)**	**Stretch (150%)**
Growth in net tangible asset value[1]	40%	15.0%	30.0%	45.0%
Return on risk-weighted assets[2]	35%	1.4%	1.6%	1.8%

1. *The growth in net tangible asset value is expressed per share, based on neutral currency and after adding back dividends and will be measured cumulatively over the three financial years preceding the first date of vesting.*
2. *Return on risk-weighted assets is defined as adjusted earnings/average risk-weighted assets, where adjusted earnings are earnings attributable to ordinary shareholders after taxation, non-controlling interests and preference dividends, but before goodwill, acquired intangibles and non-operating items, and will be measured over the three financial years preceding the first date of vesting by averaging the actual return on risk-weighted assets achieved for each of those three financial years.*

Non-financial measures:

The committee assesses achievement against objectives for the non-financial measures on a seven-point scale and will award scores of 0 (0%) and 6 (150%) only in exceptional circumstances. The non-financial measures for the year ending 31 March 2020 are unchanged, as follows:

Measure	Weighting	Achievement Levels						
	25%	0%	25%	50%	75%	100%	125%	150%
Culture and values	4%	0	1	2	3	4	5	6
Franchise development	13%	0	1	2	3	4	5	6
Governance and regulatory and shareholder relationships	4%	0	1	2	3	4	5	6
Employee relationship and development	4%	0	1	2	3	4	5	6

Statement of voting at general meeting

The combined results on each of the remuneration resolutions passed at the 2018 annual general meetings of Investec plc and Investec Limited were as follows:

	Number of votes cast "for" resolution	% of votes "for" resolution	Number of votes cast "against" resolution	% of votes "against resolution	Number of abstentions
To approve the directors' remuneration report	621 469 080	81.11%	144 739 822	18.89%	5 896 625
To approve the non-executive directors' remuneration	761 798 511	99.72%	2 131 599	0.28%	8 175 657
To approve the directors' remuneration policy	608 897 115	79.47%	157 300 121	20.53%	5 908 576

The Board notes that the vote to approve the directors' remuneration policy passed with less than 80%. As noted earlier in the report, the Group Chairman and Remuneration Committee Chairman have extensively engaged with UK shareholder representative organisations and the group's largest shareholders on remuneration related matters over a number of years. The group's revised remuneration policy that was presented to shareholders incorporated certain amendments which address the feedback previously received from shareholders.

The Remuneration Committee believes that the proposals it included in its revised remuneration policy addressed a number of matters previously raised by shareholders, notably:

- Reduction in total compensation levels for executive directors:
  - An approximate 30% reduction in total compensation levels was achieved using the proposed new fixed pay and short- and long-term measures and metrics applied to 31 March 2018 performance
- Better alignment between pay awards and the performance of Investec:
  - Changes made to the short-term incentive measures and implemented tougher performance levels
  - Financial measures performance weightings were increased to 80% of the total in the determination of the short-term incentive
  - In the long-term incentive tougher performance levels were introduced for certain measures
  - The remuneration committee will review the performance measures on an annual basis.
- Simplification in pay structures and the assessment of executive director performance:
  - Replaced role based allowances for new executive directors with a single fixed pay award of cash and shares
  - The short-term measures were simplified and reduced from nine to six.
- Treatment of unvested long-term incentive plan awards for departing executive directors:
  - The departing CEO, managing director and group risk and finance director will have their unvested long-term incentive awards pro-rated to reflect their period of service relative to the performance periods of such awards
  - The new policy clarified that unvested long-term incentive awards will be pro-rated going forward.
- Introduction of a minimum shareholding requirement:
  - Executive directors are required to build and maintain a shareholding of 200% of the cash element of fixed remuneration over a reasonable timeframe.
  - They will also have a requirement to maintain a shareholding of the lower of 200% of the cash element of fixed remuneration or the holding on termination of employment for two years after their employment terminates.

Overall, shareholders have provided the group chairman and remuneration committee chairman positive feedback on the changes made above and believe that the level of disclosure explaining the implementation of the group's remuneration policy is detailed and clear. However, some of the group's shareholders, notably in South Africa, whilst acknowledging these positive aspects, believe that the overall quantum of pay is too high relative to South African peers. The Investec Group is an international business, and as such the Remuneration Committee believes it is appropriate to benchmark executive remuneration against a set of international peers, including South African competitors. Despite the group's active engagement on these matters certain of the group's shareholders decided to vote against the remuneration policy.

In addition the group chairman and committee chairman have undertaken further consultations with key shareholders this year, in July 2018 and February 2019, on the approach proposed for the Investec Asset Management demerger and the approach after that point. These changes include some technical adjustments outlined on pages 211 and 212. Feedback from key shareholders was very positive about the adjustments.

Equity and inclusion, including gender pay gap reporting

While we have actively tried to increase the diversity of our senior leadership, we recognise that across our organisation we have more work to do. That is why we have put together our own set of diversity principles to help define the framework for that journey. These apply across the global business and apply to all our efforts, including transformation in South Africa.

- We believe in the importance and benefits of diversity and foster a culture that is supportive and inclusive of different perspectives and experiences.
- As a global specialist bank and asset manager, our workforce should reflect the diversity of our global client base.
- We are progressing towards a working environment that is more agile and responsive to the needs of all individuals, for example with flexible work arrangements encouraged where appropriate.
- We work proactively to rebalance our organisation in line with the communities in which we operate through entrepreneurship and education, and leveraging the value in our diversity.
- We will continue to measure and track progress annually and strive to achieve our targets through concrete actions.

Investec UK gender pay gap results

The official UK gender pay gap results, required under the UK gender pay gap legislation are published on our website.

Additional remuneration disclosures (unaudited)

South African Companies Act, 2008 disclosures

In compliance with regulatory developments in South Africa, Investec Limited is required to disclose the remuneration of those individuals that are defined by the South African Companies Act, No 71 of 2008 (as amended), read together with the Companies Regulations 2011 (together the Act), as prescribed officers.

In keeping with the group's integrated global management structure as well as the three distinct business activities of the group, i.e. Asset Management, Wealth & Investment and Specialist Banking, the prescribed officers for Investec Limited for the year ended 31 March 2019, as per the Act, are the following heads of the group's three distinct business activities.

- Asset Management
  - Hendrik du Toit
- Wealth & Investment
  - Steve Elliott
- Specialist Banking
  - David van der Walt
  - Richard Wainwright

Hendrik du Toit is one of the executive directors of Investec Limited and his remuneration is disclosed on page 188.

Steve Elliott is remunerated by Investec Wealth & Investment Limited (a UK domiciled company and subsidiary of Investec plc), and David van der Walt is employed by Investec Bank plc (a UK domiciled company and a subsidiary of Investec plc). As a result, they are not required to disclose their remuneration under the South African Companies Act. The remuneration for Richard Wainwright is disclosed in the Investec Limited Annual Report.

Gender pay gap figures

Hourly and bonus gap

		Investec plc		Investec Limited	
		Mean %	Median %	Mean %	Median %
Hourly gap	**2019**	**38.0%**	**38.8%**	**32.0%**	**26.6%**
	2018	40.3%	41.2%	34.4%	29.3%
Bonus gap	**2019**	**72.5%**	**73.4%**	**72.8%**	**33.3%**
	2018	73.9%	74.1%	73.3%	34.1%

Mean – The mean figure represents the difference between the average of men's and women's pay expressed as a percentage of the average male pay.
Median – The median represents the difference between the midpoints in the ranges of men's and women's pay expressed as a percentage of the male midpoint

Proportion receiving a bonus

		Investec plc	Investec Limited
		Percentage	Percentage
Male	**2019**	**83.1%**	**77.9%**
	2018	82.3%	78.1%
Female	**2019**	**82.6%**	**77.6%**
	2018	83.8%	78.3%

PRA and FCA Remuneration Code and Pillar III disclosures

In terms of the PRA's Chapter on Disclosure Requirements and Part 8 of the Capital Requirements Regulation the bank in the UK is required to make certain quantitative and qualitative remuneration disclosures on an annual basis with respect to Material Risk Takers.

Material Risk Takers are defined as those employees (including directors) whose professional activities could have a material impact on the bank's risk profile. A total of 62 individuals were Material Risk Takers in 2019.

The bank's qualitative remuneration disclosures are provided on pages 168 to 214.

The information contained in the tables below sets out the bank's quantitative disclosures in respect of Material Risk Takers for the year ended 31 March 2019.

Aggregate remuneration by remuneration type awarded during the financial year

	Senior management	Other Material Risk Takers	**Total**
Fixed remuneration			
– Cash	10.4	15.8	26.2
– Shares	4.6	–	4.6
Variable remuneration*			
– Upfront cash	2.7	3.2	5.9
– Deferred cash	0.8	2.2	3.0
– Upfront shares	2.6	3.0	5.6
– Deferred shares	3.9	2.5	6.4
– Deferred shares – long-term incentive awards**	5.6	3.3	8.9
Total aggregate remuneration and deferred incentives (£'million)	**30.6**	**30.0**	**60.6**
Number of employees***	18	39	57
Ratio between fixed and variable pay	1.0	1.1	1.0

* *Total number of employees receiving variable remuneration was 50.*

** *Value represents the number of shares awarded multiplied by the applicable share price. These awards were made during the period but have not yet vested. These awards are subject to performance conditions and vest over a period of two and a half to four and a half years, up to three to seven years, determined by regulatory requirements. They are also subject to a six or 12 month retention period after vesting.*

*** *This excludes non-executive directors.*

Material Risk Takers received total remuneration in the following bands:

	Number of Material Risk Takers
£800 000 – £1 200 000	14
£1 200 001 – £1 600 000	7
£1 600 001 – £2 000 000	4
£2 000 001 – £2 400 000	1
£2 400 001 – £2 800 000	1
£2 800 001 – £3 200 000	2
£3 200 001 – £3 600 000	2
£3 600 001 – £4 000 000	–
£4 000 001 – £4 400 000	–
£4 400 001 – £4 800 000	–
£4 800 001 – £5 200 000	–
> £5 200 001	–

Additional disclosure on deferred remuneration

£'million	Senior management	Other Material Risk Takers	Total
Deferred unvested remuneration outstanding at the beginning of the year	32.3	29.0	61.3
Deferred unvested remuneration adjustment – employees no longer Material Risk Takers and reclassifications	10.0	(10.8)	(0.8)
Deferred remuneration awarded in year	12.5	5.8	18.3
Deferred remuneration reduced in year through performance adjustments	–	–	–
Deferred remuneration reduced in year through malus and clawback adjustments^^	–	–	–
Deferred remuneration vested in year	(7.6)	(4.9)	(12.5)
Deferred unvested remuneration outstanding at the end of the year	**47.2**	**19.1**	**66.3**

^^ *All employees are subject to malus and clawback provisions as discussed on page 185. No remuneration was reduced for ex post implicit adjustments during the year.*

£'million	Senior management	Other Material Risk Takers	Total
Deferred unvested remuneration outstanding at the end of the year			
– Equity	43.2	14.4	57.6
– Cash	4.0	4.7	8.7
	47.2	**19.1**	**66.3**

£'million	Senior management	Other Material Risk Takers	Total
Deferred remuneration vested in year			
– For awards made in 2017 financial year	0.5	1.1	1.6
– For awards made in 2016 financial year	4.0	1.4	5.4
– For awards made in 2015 financial year	3.1	0.9	4.0
– For awards made in 2014 financial year	–	1.5	1.5
	7.6	**4.9**	**12.5**

Other remuneration disclosures

£'million	Senior management	Other Material Risk Takers	Total
Sign-on payments			
Made during the year (£'million)	–	–	–
Number of beneficiaries	–	–	–
Severance payments			
Made during the year (£'million)	–	0.4	0.4
Number of beneficiaries	–	2.0	2.0
Guaranteed bonuses			
Made during the year (£'million)	–	–	–
Number of beneficiaries	–	–	–

Pillar III remuneration disclosures

The bank in South Africa is required to make certain quantitative and qualitative remuneration disclosures on an annual basis in terms of the South African Prudential Authority's Basel Pillar III disclosure requirements.

The bank's qualitative remuneration disclosures are provided on pages 168 to 214.

The information contained in the tables below sets out the bank's quantitative disclosures for the year ended 31 March 2019.

In the tables below senior management are defined as members of our South African general management forum, excluding executive directors. Material risk takers are defined as anyone (not categorised above) who is deemed to be responsible for a division/function (e.g. lending, balance sheet management, advisory and transactional banking activities) which could be incurring risk on behalf of the bank. Furthermore, financial and risk control staff are defined as everyone in central group finance and central group risk as well as employees responsible for Risk and Finance functions within the operating business units.

Aggregate remuneration by remuneration type awarded during the financial year

£'million	Senior management	Material risk takers	Financial and risk control staff	Total
Fixed remuneration (all cash based and no portion is deferred)	55.1	54.7	217.0	326.8
Variable remuneration*	214.9	160.4	106.5	481.8
– Cash	82.3	85.3	70.0	237.6
– Deferred shares	64.3	42.8	1.8	108.9
– Deferred cash	–	–	–	–
– Deferred shares – long-term incentive awards**	68.3	32.3	34.7	135.3
Total aggregate remuneration and deferred incentives (R'million)	**270.0**	**215.1**	**323.5**	**808.6**
Number of employees	19	23	269	311
Ratio of fixed and variable pay	0.26	0.34	2.04	0.68

* *Total number of employees receiving variable remuneration was 311.*

** *Value represents the number of shares awarded multiplied by the applicable share price. These awards were made during the period but have not yet vested. These vest one third at the end of years three, four and five.*

Additional disclosure on deferred remuneration

R'million	Senior management	Material risk takers	Financial and risk control staff	Total
Deferred unvested remuneration outstanding at the beginning of the year	510.1	325.0	286.7	1 121.8
Deferred unvested remuneration adjustment – employees that are no longer employed by the bank and reclassifications	34.6	(15.1)	(89.3)	(69.8)
Deferred remuneration awarded in year	132.6	75.1	36.5	244.2
Deferred remuneration reduced in year through performance adjustments	–	–	–	–
Deferred remuneration reduced in year through malus adjustments	–	–	–	–
Deferred remuneration vested in year	(218.1)	(110.2)	(78.8)	(407.1)
Deferred unvested remuneration outstanding at the end of the year				

R'million	Senior management	Material risk takers	Financial and risk control staff	Total
Deferred unvested remuneration outstanding at the end of the year				
– Equity	420.8	274.7	155.2	850.7
– Cash	38.4	–	–	38.4
	459.2	**274.7**	**155.2**	**889.1**

R'million	Senior management	Material risk takers	Financial and risk control staff	Total
Deferred remuneration vested in year				
– For awards made in 2018 financial year	24.4	10.0	0.2	34.6
– For awards made in 2017 financial year	37.5	17.0	3.6	58.1
– For awards made in 2016 financial year	78.5	29.8	21.6	129.9
– For awards made in 2015 financial year	60.9	43.2	45.7	149.8
– For awards made in 2014 financial year	16.8	10.2	7.7	34.7
	218.1	**110.2**	**78.8**	**407.1**

Other remuneration disclosures: special payments

R'million	Senior management	Material risk takers	Financial and risk control staff	Total
Sign-on payments				
Made during the year (R'million)	–	–	–	–
Number of beneficiaries	–	–	–	–
Severance payments				
Made during the year (R'million)	–	–	0.1	0.1
Number of beneficiaries	–	–	–	–
Guaranteed bonuses				
Made during the year (R'million)	–	1.0	–	1.0
Number of beneficiaries	–	1.0	–	1.0

Key Management Personnel

Details of Directors' remuneration and interest in shares are disclosed on pages 188 to 206. IAS "Related party disclosures" requires the following additional information for key management compensation.

Compensation of key management personnel	2019 £'000	2018 £'000
Short-term employee benefits	27 413	31 885
Other long-term employee benefits	6 936	8 323
Share-based payments	8 826	6 365
Total	**43 175**	**46 572**

Shareholdings, options and other securities of key management personnel

	2019 £'000	2018 £'000
Number of options held over Investc plc or Investec Limited ordinary shares under employee share schemes	5 640	5 116

	2019 £'000	2018 £'000
Number of Investec plc or Investec Limited Ordinary shares held beneficially and non-beneficially	16 646	17 163

We have defined key management personnel as the directors of Investec plc and Investec Limited plus those classified as persons discharging managerial responsibility. In addition to the directors listed in the report, those are Henry Blumenthal, Steve Elliott, Malcolm Fried, Marc Kahn, Nishlan Samujh, David van der Walt, Richard Wainwright, Ciaran Whelan and Jonathan Wragg.