



## Results for the year ended 31 March 2023

### Highlights

- A year of significant headwinds.
- Solid financial performance, supported by cost discipline.
- Assets under management (“AUM”) decreased by 10% to £129.3 billion, average AUM reduced by 3% to £134.9 billion.
- Net outflows of £10.6 billion.
- Competitive firm-wide investment performance with three-year outperformance at 71%.
- Profit before tax reduced by 20% to £212.6 million. Adjusted operating profit decreased by 10% to £206.9 million.
- Basic earnings per share decreased 19% to 18.2p and adjusted earnings per share decreased 10% to 17.3p.
- Strong balance sheet with no debt.
- Proposed final dividend of 6.7p per share, resulting in a full year dividend of 13.2p per share.

Key financials <sup>(1)</sup>	Full year 2023	Full year 2022	Change %
AUM (£'bn)	<b>129.3</b>	143.9	(10)
Net flows (£'bn)	<b>(10.6)</b>	5.0	n.m.
Average AUM (£'bn)	<b>134.9</b>	138.6	(3)
Profit before tax (£'m)	<b>212.6</b>	267.1	(20)
Adjusted operating profit (£'m)	<b>206.9</b>	230.4	(10)
Adjusted operating profit margin (%)	<b>32.7</b>	34.7	n.m.
Basic earnings per share (p)	<b>18.2</b>	22.6	(19)
Basic headline earnings per share (p)	<b>18.2</b>	21.4	(15)
Adjusted earnings per share (p)	<b>17.3</b>	19.2	(10)
Dividend per share (p)	<b>13.2</b>	14.6	(10)

Note: (1) Please refer to explanations and definitions, including alternative performance measures, on pages 13-16.

### Hendrik du Toit, Founder and Chief Executive Officer, commented:

*“The past year was challenging for Ninety One. We faced significant headwinds. We nevertheless remain confident of the underlying strength of our business and the relevance and quality of our proposition to clients. Our people are united and motivated to serve our clients and unlock the compelling long-term growth potential of Ninety One.”*

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### Investor presentation

A presentation to investors and financial analysts will be held at our London office (55 Gresham Street, EC2V 7EL) at 9.00 am BST on 17 May 2023. There will be a live webcast available for those unable to attend. The webcast registration link is available at <https://ninetyone.com/full-year-results>.

A copy of the presentation will be made available on the Company's website <https://ninetyone.com/full-year-results-2023> at 8.00 am BST.

### Forward-looking statements

This announcement does not constitute or form part of any offer, advice, recommendation, invitation or inducement to any person to underwrite, subscribe for or otherwise acquire or dispose of securities in Ninety One plc and its subsidiaries or Ninety One Limited and its subsidiaries (together, "Ninety One"), nor should it be construed as legal, tax, financial, investment or accounting advice.

This announcement may include statements that are, or may be deemed to be, "forward-looking statements". These forward-looking statements may be identified by the use of forward-looking terminology, including the terms "believes", "estimates", "plans", "projects", "anticipates", "expects", "intends", "may", "will" or "should" or, in each case, their negative or other variations or comparable terminology, or by discussions of strategy, plans, objectives, goals, future events or intentions. Forward-looking statements may and often do differ materially from actual results. Any forward-looking statements contained in the announcement reflect Ninety One's current view with respect to future events and are subject to risks relating to future events and other risks, uncertainties and assumptions relating to the Ninety One's business, results of operations, financial position, liquidity, prospects, growth and strategies. Forward-looking statements speak only as of the date of this announcement.

Except as required by any applicable law or regulation, Ninety One expressly disclaims any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained in this announcement or any other forward-looking statements it may make whether as a result of new information, future developments or otherwise.

### About Ninety One

Ninety One is an active investment manager, investing capital on behalf of its clients to help them achieve their long-term financial objectives.

Ninety One is listed on the London and Johannesburg Stock Exchanges.

## CHIEF EXECUTIVE OFFICER'S REVIEW

The 2023 financial year has been difficult for our industry and for Ninety One. Coming off a record year in 2022, we faced the combination of higher inflation, the fastest rise in interest rates since we started the business, heightened geopolitical uncertainty, a liability-driven investing ("LDI") crisis in the UK, significant bank failures in the developed world and energy shortages across the world. All of this led to unprecedented risk-aversion among asset owners. This created significant headwinds for a firm like ours, which primarily offers "risk-on", public-market strategies.

Furthermore, and regrettably, we have to mention the deterioration of economic prospects in our original home market, South Africa, where we have a substantial business. We consider it our duty to call this out, but also to work constructively with government, civil society and other stakeholders to improve this situation.

These circumstances have impacted our results, in particular, our net flows. However, it has not dampened our motivation. Ours is a battle-hardened and resilient business, adept at navigating change and finding opportunity.

### Solid financial results

Despite the challenges, Ninety One delivered solid financial results.

Our adjusted operating profit decreased by 10% to £206.9 million (2022: £230.4 million). The adjusted earnings per share ("EPS") decreased by 10%, while the basic EPS declined by 19%. The difference between the adjusted and basic EPS reflects the profit from the sale of Silica and the share scheme net credit in the prior year.

In a year of cost pressures fuelled by the highest developed market inflation rates in decades, our variable compensation model has cushioned the decline in underlying earnings. We believe that this alignment between staff compensation and shareholder experience is vital for the integrity of our business model, in good and bad times.

AUM declined by 10% and Ninety One experienced net outflows of £10.6 billion. We are working hard to regain positive momentum after a difficult second half.

### Consistent long-term strategy

Our value proposition rests on a combination of competitive investment performance, relevant offerings, consistent strategy focused on the long term and the quality of our people. The latter point is underpinned by a strong culture and attractive working environment for talent.

Over the past year, the majority of the strategies offered by Ninety One were not aligned with the immediate preference of asset owners for lower risk or uncorrelated assets. Our skillsets have been carefully developed and curated over many years. We remain committed to our long-term strategy. We must be able to withstand periods of low demand, ply our trade and build the track records and capacity that clients require when they want to allocate to the investment strategies we offer.

Our business strategy has not changed. To build strong market positions takes time and commitment and the discipline not to change tack to pursue short-term market opportunities. Over time we intend to grow by offering client-relevant strategies which produce good long-term results. In the active investment management industry this is referred to as alpha. This requires a combination of consistency and creativity. Creativity is key to successful innovation over time. In this highly competitive industry, those who fail to raise their game year after year inevitably fall behind.

### Investing for long-term growth

At Ninety One, we talk about investing for a world of change. It is not easy, but it can be rewarding. We know that somewhere in the discomfort of adverse conditions and rapid change, lies opportunity. We have identified long-term opportunities, which match our capabilities, and intend to pursue them with vigour. These include global and international equities, emerging market equities, emerging market fixed income, including specialist credit and sustainable investing.

In spite of the flow picture over the year, we have continued to build our business. We invest via the cost line to support our long-term organic growth. We have a solid platform for future growth, with a brand that is widely recognised in its chosen channels, and a track record of successful organic growth and investment performance. We have continued to focus on a smaller number of strategies with the intention to scale them, which we believe will help us to grow meaningfully. Currently we are innovating in the sustainability space where we expect growth in the coming years.

We continue to roll out new strategies in selected areas. New strategies contributed meaningfully to net inflows in recent years. We regularly cut strategies and products where we do not foresee demand over the long term. The yin of long-term stability and the yang of creativity and innovation are key elements of our formula for sustained organic growth over the long term.

We have maintained our market-leading position in South Africa where growth prospects have been dampened by weak economic performance. Ninety One is better equipped than most of its domestic competitors to deal with the recent liberalisation of exchange controls in South Africa. The outcome has not been positive for the South African industry. The growth in international allocations by domestic asset owners was shared with international competitors.

Across our Client Groups we have experienced flow pressure, often due to asset allocation decisions as opposed to dissatisfaction with service or performance. We do not expect the bulk of those big allocation changes to be repeated over the coming year and we intend to regain those allocations when market conditions normalise.

At Ninety One, we consider the North American institutional and sub advice opportunities as a primary medium-term growth drivers. We remain confident that our investment in North America will pay off. We have and will be investing further to build our presence in the Middle East, specifically in the Kingdom of Saudi Arabia, to capture the opportunities in that fast-growing region. Our UK business has suffered from the fallout of the LDI-related sell-off of risk assets to meet margin calls and further de-risking of defined benefit pension pots on the back of the rise in long-term interest rates. We therefore also need to sharpen our focus in this market which is undergoing rapid change.

In the coming year, Ninety One will continue to face its fair share of challenges. These could potentially include volatile and possibly unresponsive financial market conditions, further bank failures, hostile macroeconomic conditions, muted interest in emerging markets investing, the implications of the substantial relaxation of exchange controls relating to South African institutional investors and the increased regulatory and public scrutiny of sustainable investing. Since inception, we have navigated varied market conditions and embraced change successfully because of the efforts and resourcefulness of our people.

Although we acknowledge the much-publicised structural challenges facing the investment management industry, we remain resolute that this industry is full of opportunity. Investment management at its core is a talent and results business. Therefore, culture and consistent commitment to improvement really matter. Scale helps, but at the high-value end, there are many other more important success factors.

## People and culture

Our culture remains strong and our people remain motivated to unlock the full potential of Ninety One. We think and act like owners, not employees. Our people now collectively own over 28% of the equity in Ninety One. This is an indication of long-term orientation and appropriate alignment of interests with our stakeholders.

## Outlook

At our last interim results, we pointed to risks that could make market conditions less supportive than at the outset of this reporting period. Many of those have materialised and were accentuated by the policy response to persistently higher-than-desired inflation rates. Despite the market rally towards the end of the financial year, the coming reporting period will remain full of challenges and we enter it with appropriate levels of caution.

As we have done since inception in 1991, we continue to invest for long-term growth. Ninety One is a resilient business, with a largely risk-on product offering and a track record of navigating difficult conditions and change. We see ample growth opportunities ahead as risk appetite returns, so long as we keep delivering for our clients and serve society at large. We are mindful of the fact that we have no business without the support of our clients and the communities within which we operate. We thank them and our other stakeholders profoundly for their support after 32 years in business.

We will remain actively involved in the move to a more sustainable future, including the financing of this multi-decade transition. Our stated purpose is, after all, to invest for a better tomorrow.

Our focus remains firmly on execution. We look to the future with confidence.

## OPERATING REVIEW

### Assets under management (“AUM”)

Closing AUM decreased by 10% to £129.3 billion (31 March 2022: £143.9 billion), reflecting net outflows and lower asset prices. The market and foreign exchange impact was (£4.0) billion (2022: £8.0 billion).

### AUM by asset class

£ million	31 March 2023	31 March 2022	Change %
Equities	<b>59,782</b>	68,017	(12)
Fixed income	<b>32,976</b>	36,690	(10)
Multi-asset	<b>22,605</b>	25,165	(10)
Alternatives	<b>3,990</b>	4,065	(2)
South African fund platform	<b>9,913</b>	10,002	(1)
Total	<b>129,266</b>	143,939	(10)

Our AUM remained well diversified across asset classes, with the mix of AUM broadly unchanged from the prior year. Our three largest asset classes saw net outflows in the year while all asset classes were affected by negative markets in the period.

### AUM by Client Group

£ million	31 March 2023	31 March 2022	Change %
United Kingdom	<b>24,890</b>	27,201	(8)
Africa	<b>51,418</b>	56,128	(8)
Europe	<b>15,480</b>	17,057	(9)
Americas	<b>16,846</b>	17,873	(6)
Asia Pacific	<b>20,632</b>	25,680	(20)
Total	<b>129,266</b>	143,939	(10)

AUM remains well diversified by client geography (“Client Groups”) and the split remained broadly in line with the prior year. All regions suffered net outflows.

### AUM by client type

£ million	31 March 2023	31 March 2022	Change %
Advisor	<b>46,466</b>	48,229	(4)
Institutional	<b>82,800</b>	95,710	(13)
Total	<b>129,266</b>	143,939	(10)

The split of AUM between the institutional and advisor channels remained broadly consistent with the prior year and both channels experienced net outflows.

## Net flows

We suffered net outflows of £10.6 billion (2022: net inflows of £5.0 billion) in financial year 2023. The second half of the year drove the bulk of these outflows and more than half of the annual net outflows were driven by the asset allocation decisions of three clients, though all still remain clients.

### Net flows by asset class

£ million	31 March 2023	31 March 2022
Equities	(6,912)	1,572
Fixed income	(2,942)	2,445
Multi-asset	(1,166)	215
Alternatives	42	284
South African fund platform	330	500
Total	(10,648)	5,016

Almost two thirds of net outflows were driven by equities, particularly from global and Asian core equity strategies and UK equities. Notwithstanding this, there were still net inflows into some of our focus strategies such as global quality, sustainable and natural resources equity strategies. Fixed income net outflows were driven largely from emerging market sovereign strategies. Multi-asset net outflows were broadly spread, including from South African and income strategies. Inflows into our fund platform remained healthy while net inflows into Alternatives were driven by the growing interest in our multi-asset credit strategies.

### Net flows by Client Group

£ million	31 March 2023	31 March 2022
United Kingdom	(2,283)	378
Africa	(1,170)	1,801
Europe	(1,521)	782
Americas	(954)	1,555
Asia Pacific	(4,720)	500
Total	(10,648)	5,016

We experienced net outflows in all Client Groups. The Asia Pacific Client Group saw the majority of outflows over the year. In the UK, much of the net outflows were driven by the impact of collateral calls resulting from the fallout of the LDI-related sell-off of risk assets to meet margin calls and further de-risking of defined benefit pension pots. Fund platform inflows into the Africa Client Group were offset by larger net outflows in fixed income strategies. For the Europe and Americas Client Groups, net outflows were driven by client reallocations and de-risking.

### Net flows by client type

£ million	31 March 2023	31 March 2022
Advisor	(239)	2,484
Institutional	(10,409)	2,532
Total	(10,648)	5,016

The institutional channel experienced large net outflows driven by global equities (mainly driven by the Asia Pacific Client Group) and fixed income strategies (driven by the UK Client Group). Although there were some significant Advisor inflows (from the South African fund platform), these were offset by larger outflows from other regions.

## Investment performance

### Firm-wide investment performance<sup>(1)</sup>

Our firm-wide investment performance remained competitive and we are pleased to report an improving trend in the short- and medium-term. As at the end of March 2023, our one- and three-year outperformance stood at 57% and 71% respectively (31 March 2022: 50% and 68% respectively).

Our longer-term firm-wide outperformance remained competitive, with the five- and ten-year outperformance closing at 76% and 81% respectively (31 March 2022: 80% and 86% respectively).

	1 Year	3 Year	5 Year	10 Year	Since inception
<b>Outperformance</b>	57%	71%	76%	81%	75%
<b>Underperformance</b>	43%	29%	24%	19%	25%

Note: (1) Firm-wide outperformance is calculated as the sum of the total market values for individual portfolios that have positive active returns on a gross basis expressed as a percentage of total AUM. Our percentage of firm outperformance is reported on the basis of current AUM and therefore does not include terminated funds. Total AUM excludes double-counting of pooled products and third party assets administered on our South African fund platform. Benchmarks used for the above analysis include cash, peer group averages, inflation and market indices as specified in client mandates or fund prospectuses. For all periods shown, market values are as at the period end date.

### Mutual fund investment performance<sup>(1)</sup>

During financial year 2023, Ninety One's mutual fund investment performance on a one-year basis improved significantly, with 72% of mutual funds in the first or second quartiles (31 March 2022: 36%). However, on a three-year basis performance deteriorated, with 39% of funds in the first or second quartiles (31 March 2022: 49%).

Over longer periods, the mutual fund performance either improved or remained broadly stable, with 76% and 67% of mutual funds in the first or second quartile, on a five- and ten-year basis respectively (31 March 2022: 57% and 70% respectively).

	1 Year	3 Year	5 Year	10 Year
<b>First quartile</b>	49%	27%	38%	53%
<b>Second quartile</b>	23%	12%	38%	14%
<b>Third quartile</b>	19%	38%	19%	28%
<b>Fourth quartile</b>	8%	23%	5%	5%

Note: (1) Mutual fund performance and ranking as per Morningstar data using primary share classes, as defined by Morningstar, net of fees to 31 March 2023. Peer group universes are either Investment Association, Morningstar Categories or ASISA sectors as classified by Morningstar. Cash or cash-equivalent funds are excluded from the tables. Mutual fund performance weighted by AUM. Percentages may not add up to 100% due to rounding.

## FINANCIAL REVIEW

### Financial results<sup>(1)</sup>

£ million (unless otherwise stated)	Full year 2023	Full year 2022	Change %
<b>Closing AUM (£'bn)</b>	<b>129.3</b>	143.9	(10)
<b>Net flows (£'bn)</b>	<b>(10.6)</b>	5.0	n.m.
<b>Average AUM (£'bn)</b>	<b>134.9</b>	138.6	(3)
Management fees	<b>607.7</b>	632.8	(4)
Performance fees	<b>19.4</b>	31.1	(38)
<b>Net revenue</b>	<b>627.1</b>	663.9	(6)
Share of profit from associates	<b>1.4</b>	0.4	n.m.
Other income/(loss)	<b>4.5</b>	(0.4)	n.m.
<b>Adjusted operating revenue</b>	<b>633.0</b>	663.9	(5)
<b>Adjusted operating expenses</b>	<b>(426.1)</b>	(433.5)	(2)
<b>Adjusted operating profit</b>	<b>206.9</b>	230.4	(10)
Adjusted net interest income	<b>9.4</b>	3.7	n.m.
Share scheme net (expense)/credit	<b>(3.7)</b>	18.1	n.m.
Gain on disposal of Silica	-	14.9	n.m.
<b>Profit before tax</b>	<b>212.6</b>	267.1	(20)
Tax expense	<b>(48.8)</b>	(61.8)	(21)
<b>Profit after tax</b>	<b>163.8</b>	205.3	(20)
Average fee rate (basis points, "bps")	<b>45.0</b>	45.7	
Adjusted operating profit margin (%)	<b>32.7</b>	34.7	
Number of full-time employees	<b>1,208</b>	1,182	2

Note: (1) Please refer to explanations and definitions, including alternative performance measures, on pages 13 to 16.

Adjusted operating profit decreased 10% to £206.9 million (2022: £230.4 million). The adjusted operating profit margin of 32.7% was lower than the comparative period (2022: 34.7%), due to the decrease in operating revenue being greater than the decrease in operating expenses. Profit before tax decreased 20% to £212.6 million (2022: £267.1 million).

The commentary covers non-IFRS measures to reflect the manner in which management monitors and assesses the financial performance of Ninety One. Reconciliations to IFRS equivalent measures are provided in the alternative performance measures section. Movements discussed as part of the commentary below apply equally to the movements in equivalent IFRS measures.

### Assets under management

Total AUM decreased by 10% to £129.3 billion (31 March 2022: £143.9 billion), reflecting net outflows of £10.6 billion (2022: net inflows of £5.0 billion) and negative market and foreign exchange movement of £4.0 billion (2022: positive £8.0 billion). Average AUM decreased 3% to £134.9 billion (2022: £138.6 billion).

### Adjusted operating revenue

Management fees decreased 4% to £607.7 million (2022: £632.8 million), against a 3% decrease in average AUM. The average management fee rate was 0.7 bps lower at 45.0 bps (2022: 45.7bps). This is largely due to a change in the mix of



investment strategies owned by our clients.

Performance fees of £19.4 million were lower compared to levels reported in the prior year (2022: £31.1 million).

Share of profit from associates increased to £1.4 million (2022: £0.4 million). Other income of £4.5 million (2022: loss of £0.4 million) mostly consists of foreign exchange gains and operating interest.

### **Adjusted operating expenses**

Adjusted operating expenses decreased by 2% to £426.1 million (2022: £433.5 million), driven largely by a decrease in variable remuneration.

### **Employee remuneration**

Employee remuneration represented 65% (2022: 68%) of the total expense base. Overall, employee remuneration decreased by 6% to £275.5 million (2022: £294.4 million). This was driven by lower variable remuneration, in line with lower adjusted operating profit, partially offset by an increase in fixed remuneration due to annual inflation and market-related adjustments. Average headcount over the period increased by 2% to 1,208 (2022: 1,182). The compensation ratio decreased to 43.5% (2022: 44.3%).

Over 50% of employee remuneration is variable and fluctuates in line with adjusted operating profit, ensuring alignment with financial performance.

### **Business expenses**

Business expenses increased by 8% to £150.6 million (2022: £139.1 million). This was driven by higher inflation, foreign exchange fluctuations, one-off expense increases and the normalisation of expenses following the effects of COVID-19. The year-on-year split of business expenses remained unchanged from the prior year and the largest expense item remained client and retail fund administration.

### **Adjusted net interest income**

Adjusted net interest income increased to £9.4 million (2022: £3.7 million) following recent increases in interest rates. Adjusted net interest income excludes interest expense on lease liabilities of £3.6 million (2022: £3.8 million), which has been included in adjusted operating expenses.

### **Share scheme net expense/credit**

The share scheme net expense or credit relates to employees opting to invest a portion of their deferred bonuses into the Ninety One share scheme. Under IFRS2, such allocations are amortised over the vesting period. To reflect the adjusted operating expenses as though all awards during the year were expensed, the gross allocation value less amortisation charges ("share scheme net (expense)/credit") is excluded from adjusted operating expenses. The net expense of £3.7 million (2022: net credit of £18.1 million) largely reflects the decrease of deferred bonuses awarded as shares in the current year, as a result of the lower variable remuneration explained above.

### **Profit before tax**

Profit before tax decreased 20% to £212.6 million compared to the prior year (2022: £267.1 million), which included the profit on the sale of Silica and the share scheme net expense/ credit, explained above. Adjusted operating profit decreased 10% to £206.9 million (2022: £230.4 million) and is reflective of our operating performance.

### **Effective tax rate**

The effective tax rate for the year to 31 March 2023 was 23.0% (2022: 23.1%), against a headline UK corporation tax rate of 19.0% (2022: 19.0%) and a headline South Africa corporation tax rate of 27.0% (2022: 28.0%). This decrease in the South Africa corporation tax rate was mostly offset by a greater proportion of profit in higher tax jurisdictions.

## Earnings per share

£ million (unless stated otherwise)	Full year 2023	Full year 2022	Change %
<b>Profit after tax</b>	<b>163.8</b>	205.3	(20)
Gain on disposal of Silica <sup>(1)</sup>	-	(14.9)	n.m.
Adjusted net interest income <sup>(1)</sup>	<b>(9.4)</b>	(3.7)	n.m.
Share scheme net expense/(credit) <sup>(1)</sup>	<b>3.7</b>	(18.1)	n.m.
CGT on disposal of subsidiaries <sup>(1)</sup>	-	4.1	n.m.
Tax on other adjusting items <sup>(1)</sup>	<b>1.6</b>	4.5	(64)
<b>Adjusted earnings attributable to shareholders</b>	<b>159.7</b>	177.2	(10)
Weighted average number of ordinary shares (m) - basic	<b>899.6</b>	907.8	(1)
Weighted average number of ordinary shares (m) - diluted	<b>904.8</b>	917.7	(1)
Number of ordinary shares (m)	<b>922.7</b>	922.7	-
Earnings per share (p)			
- Basic	<b>18.2</b>	22.6	(19)
- Diluted	<b>18.1</b>	22.4	(19)
Headline earnings per share (p)			
- Basic	<b>18.2</b>	21.4	(15)
- Diluted	<b>18.1</b>	21.1	(14)
Adjusted earnings per share (p)	<b>17.3</b>	19.2	(10)

Note: (1) This comprises a component of “non-operating items” per definitions on page 16. Please refer to explanations and definitions, including alternative performance measures, on pages 13 to 16.

Basic earnings per share (“Basic EPS”) and diluted EPS decreased by 19% to 18.2p and 18.1p respectively (2022: 22.6p and 22.4p). Basic headline EPS (“Basic HEPS”) and diluted HEPS also decreased, by 15% to 18.2p and 14% to 18.1p respectively (2022: 21.4p and 21.1p). Adjusted EPS decreased in line with adjusted operating profit by 10% to 17.3p (2022: 19.2p), which is more reflective of the core operating performance of Ninety One.

There was no change in the number of shares in issue. The investment in own shares held by Ninety One as part of the Ninety One share scheme results in the relatively small difference in the number of shares used to calculate Basic EPS and Adjusted EPS.

For details on calculations, see note 8 to the condensed consolidated financial statements.

## Summary balance sheet

	31 March 2023		
£ million	Policyholders	Shareholders	Total IFRS
Non-current assets	-	176.0	176.0
Current assets			
Linked investments backing policyholder funds	9,962.6	-	9,962.6
Cash and cash equivalents	-	379.6	379.6
Other current assets	65.0	229.2	294.2
Total current assets	10,027.6	608.8	10,636.4
<b>Total assets</b>	<b>10,027.6</b>	<b>784.8</b>	<b>10,812.4</b>
Non-current liabilities	24.2	126.0	150.2
Current liabilities			
Policyholder investment contract liabilities	9,967.3	-	9,967.3
Other current liabilities	36.1	308.9	345.0
Total current liabilities	10,003.4	308.9	10,312.3
<b>Total liabilities</b>	<b>10,027.6</b>	<b>434.9</b>	<b>10,462.5</b>
Equity	-	349.9	349.9
<b>Total equity and liabilities</b>	<b>10,027.6</b>	<b>784.8</b>	<b>10,812.4</b>

	31 March 2022		
£ million	Policyholders	Shareholders	Total IFRS
Non-current assets	-	178.3	178.3
Current assets			
Linked investments backing policyholder funds	10,785.9	-	10,785.9
Cash and cash equivalents	-	406.6	406.6
Other current assets	66.7	244.6	311.3
Total current assets	10,852.6	651.2	11,503.8
<b>Total assets</b>	<b>10,852.6</b>	<b>829.5</b>	<b>11,682.1</b>
Non-current liabilities	30.0	130.2	160.2
Current liabilities			
Policyholder investment contract liabilities	10,769.9	-	10,769.9
Other current liabilities	52.7	357.7	410.4
Total current liabilities	10,822.6	357.7	11,180.3
<b>Total liabilities</b>	<b>10,852.6</b>	<b>487.9</b>	<b>11,340.5</b>
Equity	-	341.6	341.6
<b>Total equity and liabilities</b>	<b>10,852.6</b>	<b>829.5</b>	<b>11,682.1</b>

## Assets and liabilities

Ninety One undertakes investment-linked insurance business through one of its South African entities, Ninety One Assurance, and does not take on any insurance risk in respect of such business. The policyholders hold units in a pooled portfolio of assets via linked policies issued by the insurance entity. The assets are beneficially held by the insurance entity and the assets are reflected on its statement of financial position. Due to the nature of a linked policy, Ninety One's liability to the policyholders is equal to the market value of the assets underlying the policies, less applicable taxation. The movements in policyholder assets are largely due to foreign exchange and markets. The commentary below only covers the shareholders' numbers.

Total assets decreased to £784.8 million (31 March 2022: £829.5 million), mainly due to decreases in both cash and cash equivalents and other current assets. Cash and cash equivalents decreased to £379.6 million (31 March 2022: £406.6 million) largely due to a fall in subscription bank accounts. Other current assets decreased to £229.2 million (31 March 2022: £244.6 million) mainly due to a decrease in investments and fees receivable, in line with lower assets under management.

Ninety One has a small portfolio of seed investments. Seed capital for mutual funds was £2.9 million (31 March 2022: £2.7 million) and co-investments in alternatives totalled £11.0 million (31 March 2022: £6.3 million).

Total liabilities decreased to £434.9 million (31 March 2022: £487.9 million), mainly due to a decrease in subscription creditors and bonus accruals. There is no debt financing on the balance sheet.

Equity increased to £349.9 million (31 March 2022: £341.6 million), mainly reflecting the profits for the period net of the payments of the current period interim dividend and the prior period final dividend, as well as the impact of share scheme movements and foreign exchange translation differences in consolidating foreign subsidiaries.

Ninety One has established employee benefit trusts for the purpose of purchasing shares and satisfying the share-based payment awards granted to employees. Over the period, 10.0 million shares were purchased through these trusts and 5.0 million shares were released to employees, resulting in a total of 22.6 million shares which is 2.4% of Ninety One's 922.7 million total shares in issue.

## Capital and regulatory position<sup>(1)</sup>

£ million	31 March 2023	31 March 2022
Equity	<b>349.9</b>	341.6
Non-qualifying assets <sup>(2)</sup>	<b>(35.3)</b>	(27.6)
<b>Qualifying capital</b>	<b>314.6</b>	314.0
Dividends proposed	<b>(61.7)</b>	(71.0)
Estimated regulatory requirement	<b>(115.7)</b>	(114.2)
<b>Estimated capital surplus</b>	<b>137.2</b>	128.8

Notes:

(1) The above table represents the amalgamated position across Ninety One plc and its subsidiaries and Ninety One Limited and its subsidiaries, which for regulatory capital purposes are separate groups. Both groups had an estimated capital surplus at 31 March 2023 and 31 March 2022.

(2) Non-qualifying assets comprise assets that are not available to meet regulatory requirements.

The estimated regulatory capital requirement increased slightly to £115.7 million (31 March 2022: £114.2 million). Non-qualifying assets increased after the inclusion of a pension fund asset arising during the period deemed non-qualifying. Ninety One has an expected capital surplus of £137.2 million (31 March 2022: £128.8 million), which is consistent with the commitment to a capital-light balance sheet. This means Ninety One has a capital coverage of 219% of its capital requirement (31 March 2022: 213%). The capital requirements for all Ninety One companies are monitored throughout the year.

## Dividends

The Board has considered the strength of the balance sheet. In line with the stated dividend policy, the Board has recommended a final dividend of 6.7p per share. Of this, 4.3p per share represents 50% of profit after tax prior to the recognition of non-operating items and 2.4p per share represents after-tax earnings after ensuring we have sufficient capital to meet current or expected changes in the regulatory capital requirements and investment needs, as well as a reasonable buffer to protect against fluctuations in those requirements.

If approved at the AGM, the final dividend will be paid on 11 August 2023 to shareholders included on the share registers on 21 July 2023 and will result in a full-year dividend of 13.2p per share (2022: 14.6p).

There are no plans to increase the current number of shares in issue.

## Liquidity

Ninety One has a healthy liquidity position, which comprises cash and cash equivalents of £379.6 million (31 March 2022: £406.6 million). Ninety One maintains a consistent liquidity management model, with liquidity requirements monitored carefully against its existing and longer-term obligations. To meet the daily requirements of the business and to mitigate its credit exposure, Ninety One diversifies its cash and cash equivalents across a range of suitably credit-rated corporate banks and money market funds.

## Alternative performance measures

Ninety One uses non-IFRS measures to reflect the manner in which management monitors and assesses the financial performance of Ninety One.

Items are included or excluded from adjusted operating revenue and expenses based on management's assessment of whether they contribute to the core operations of the business. In particular:

- share of profit from associates, as well as net gain on investments and other income, are included in other operating revenue as, other than movements in investments related to deferred employee benefit schemes and excluded as noted below, these items are directly attributable to operations;
- deferred employee benefit scheme movements are deducted from adjusted operating revenue and adjusted operating expenses as the movements offset and do not impact operating performance;
- subletting income is excluded from adjusted operating revenue and deducted from adjusted operating expenses as it is a recovery of costs rather than a core revenue item;
- the share scheme net expense/credit is excluded from adjusted operating expenses and employee remuneration so that they reflect the position as though all awards during the period were fully expensed in the same period; and
- interest expense on lease liabilities is included in adjusted operating expenses to reflect the operating costs of offices.

These non-IFRS measures are considered additional disclosures and in no case are intended to replace the financial information prepared in accordance with the basis of preparation detailed in the condensed consolidated financial statements. Moreover, the way in which Ninety One defines and calculates these measures may differ from the way in which these or similar measures are calculated by other entities. Accordingly, they may not be comparable to measures used by other entities in Ninety One's industry.

These non-IFRS measures are considered to be pro forma financial information for the purpose of the JSE Listings Requirements, have been compiled for illustrative purposes only, and are the responsibility of Ninety One's Board. Due to their nature, they may not fairly present the issuer's financial position, changes in equity, results of operations or cash flows. The non-IFRS financial information has been prepared with reference to JSE Guidance Letter: Presentation of pro forma financial information dated 4 March 2010 and in accordance with paragraphs 8.15 to 8.33 in the JSE Listings Requirements, the Revised SAICA Guide on Pro forma Financial Information (issued September 2014) and International Standard on Assurance Engagement ("ISAE") 3420 – Assurance Engagements to Report on the Compilation of Pro forma Financial Information included in a Prospectus, to the extent applicable given the Non-IFRS Financial Information's nature. This pro forma financial information has been reported on by PwC in terms of ISAE 3420 and their unmodified report is available for inspection on the Ninety One website ([www.ninetyone.com](http://www.ninetyone.com)).

These non-IFRS measures, including reconciliations to their nearest condensed consolidated financial statements equivalents, are as follows:

£ million	Full year 2023	Full year 2022
Net revenue	627.1	663.9
Share of profit from associates	1.4	0.4
Net gain on investments and other income	7.0	4.3
Adjusted for:		
Deferred employee benefit scheme gain	(1.3)	(3.4)
Subletting income	(1.2)	(1.3)
<b>Adjusted operating revenue</b>	<b>633.0</b>	<b>663.9</b>

£ million	Full year 2023	Full year 2022
Operating expenses	428.7	416.3
Adjusted for:		
Share scheme net (expense)/credit	(3.7)	18.1
Deferred employee benefit scheme gain	(1.3)	(3.4)
Subletting income	(1.2)	(1.3)
Interest expense on lease liabilities	3.6	3.8
<b>Adjusted operating expenses</b>	<b>426.1</b>	<b>433.5</b>

£ million	Full year 2023	Full year 2022
Staff expenses	279.2	276.3
Adjusted for:		
Share scheme net (expense)/credit	(3.7)	18.1
<b>Employee remuneration</b>	<b>275.5</b>	<b>294.4</b>

£ million	Full year 2023	Full year 2022
Adjusted operating revenue	633.0	663.9
Adjusted operating expenses	(426.1)	(433.5)
<b>Adjusted operating profit</b>	<b>206.9</b>	<b>230.4</b>
<b>Adjusted operating profit margin</b>	<b>32.7%</b>	<b>34.7%</b>

£ million	Full year 2023	Full year 2022
Net interest income/(expense)	5.8	(0.1)
Adjusted for:		
Interest expense on lease liabilities	3.6	3.8
<b>Adjusted net interest income</b>	<b>9.4</b>	<b>3.7</b>

## Foreign currency

The financial information is prepared in British pound sterling. The results of operations and the financial condition of individual companies are reported in the local currencies of the countries in which they are domiciled, including South African rand and US dollar. These results are then translated into pounds sterling at the applicable foreign currency exchange rates for inclusion in the condensed consolidated financial statements. The following table sets out the movement in the relevant exchange rates against pounds sterling for the twelve months ended 31 March 2023 and 2022.

	31 March 2023		31 March 2022	
	Year end	Average	Year end	Average
South African rand	22.10	20.46	19.03	20.29
US dollar	1.24	1.21	1.31	1.37

## DEFINITIONS

**Adjusted earnings attributable to shareholders:** Calculated as profit after tax adjusted to remove non-operating items

**Adjusted earnings per share (Adjusted EPS):** Adjusted earnings attributable to shareholders divided by the number of ordinary shares in issue at the end of the period

**Adjusted net interest income:** Calculated as net interest income or expense adjusted to exclude interest expense on lease liabilities for office premises

**Adjusted operating expenses:** Calculated as operating expenses adjusted to exclude share scheme movements and deferred employee benefit scheme movements, but adjusted to include subletting income and interest expense on lease liabilities

**Adjusted operating profit:** Calculated as adjusted operating revenue less adjusted operating expenses

**Adjusted operating profit margin:** Calculated as adjusted operating profit divided by adjusted operating revenue

**Adjusted operating revenue:** Calculated as net revenue adjusted to include share of profit from associates, net gain/loss on investments and other income, but adjusted to exclude deferred employee benefit scheme movements and subletting income

**Assets under management (AUM):** The aggregate assets managed on behalf of clients. For some private markets' investments, the aggregate value of assets managed is based on committed funds by clients; this is changed to the lower of committed funds and net asset value, in line with the fee basis. Where cross investment occurs, assets and flows are identified, and the duplication is removed

**Average AUM:** Calculated as the average of opening AUM for the year, and the month end AUM for each of the subsequent 12 months

**Average exchange rate:** Calculated as the average of the daily closing spot exchange rates in the relevant period

**Average fee rate:** Management fees divided by average AUM (annualised for non-twelve month periods), expressed in basis points

**Basic earnings per share (Basic EPS):** Profit attributable to shareholders divided by the weighted average number of ordinary shares outstanding during the period, excluding own shares held by Ninety One share schemes

**Compensation ratio:** Calculated as employee remuneration divided by adjusted operating revenue

**Diluted earnings per share (Diluted EPS):** Profit for the period attributable to shareholders divided by the weighted average number of ordinary shares outstanding during the period, plus the weighted average number of ordinary shares that would be issued on the conversion of all the potentially dilutive shares into ordinary shares

**Employee remuneration:** Calculated as staff expenses adjusted for share scheme movements

**Headline earnings per share (HEPS):** Ninety One is required to calculate HEPS in accordance with JSE Listings Requirements, determined by reference to circular 1/2021 "Headline Earnings" issued by the South African Institute of Chartered Accountants

**JSE:** Johannesburg Stock Exchange, the exchange operated by the JSE Limited, a public company incorporated and registered in South Africa, licensed under the Financial Markets Act

**LSE:** London Stock Exchange, the securities exchange operated by the London Stock Exchange plc under the Financial Services and Markets Act 2000, as amended

**Management fees:** Recurring fees net of commission expense

**Net flows:** The increase in AUM received from clients, less the decrease in AUM withdrawn by clients, during a given period. Where cross investment occurs, assets and flows are identified, and the duplication is removed

**Net revenue:** Represents revenue in accordance with IFRS, less commission expense

**Non-operating items:** Include gains or losses on disposal of subsidiaries, adjusted net interest income, share scheme movements, and tax on adjusting items



## **Review report**

The condensed consolidated financial statements, which comprise the condensed consolidated statement of financial position at 31 March 2023 and the condensed consolidated statement of comprehensive income, the condensed consolidated statement of changes in equity and the condensed consolidated statement of cash flows for the year then ended and the notes to such condensed consolidated financial statements, and the annexure to the condensed consolidated financial statements, have been reviewed by PricewaterhouseCoopers Inc., in accordance with the requirements of the JSE Limited Listings Requirements, as set out in note 1 to the condensed consolidated financial statements, and the requirements of the Companies Act of South Africa, who expressed an unmodified review conclusion. The auditor's report does not necessarily report on all of the information contained in these financial results. Shareholders are therefore advised that in order to obtain a full understanding of the nature of the auditor's engagement, they should obtain a copy of the auditor's report together with the accompanying financial information from Ninety One's website or its registered office.

## **Preparation of condensed consolidated financial statements**

These condensed consolidated financial statements have been prepared by management under the supervision of the Finance Director, Kim McFarland CA(SA). The board of directors take full responsibility for the preparation of the condensed consolidated financial statements.

On behalf of the board of directors

**Hendrik du Toit**  
Chief Executive Officer

**Kim McFarland**  
Finance Director

16 May 2023

16 May 2023

# CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the year ended 31 March 2023

		2023 £'m (Reviewed)	2022' £'m (Reviewed)
Revenue	2	745.5	795.1
Commission expense		(118.4)	(131.2)
<b>Net revenue</b>		<u>627.1</u>	<u>663.9</u>
Operating expenses	3	(428.7)	(416.3)
Share of profit from associates		1.4	0.4
Net gain on investments and other income	4	7.0	4.3
<b>Operating profit</b>		<u>206.8</u>	<u>252.3</u>
Interest income	5	9.6	3.9
Interest expense	5	(3.8)	(4.0)
Gain on disposal of subsidiaries	6	-	14.9
<b>Profit before tax</b>		<u>212.6</u>	<u>267.1</u>
Tax expense	7	(48.8)	(61.8)
<b>Profit after tax</b>		<u>163.8</u>	<u>205.3</u>
<b>Other comprehensive (loss)/income</b>			
Items that will not be reclassified to profit or loss:			
Net remeasurements on pension fund asset/obligation		2.8	0.5
Tax effect of items that will not be reclassified to profit or loss		(0.7)	1.3
Items that may be reclassified subsequently to profit or loss:			
Exchange differences on translation of foreign subsidiaries		(16.0)	9.1
Exchange differences transferred to profit or loss		-	0.3
<b>Other comprehensive (loss)/income for the year</b>		<u>(13.9)</u>	<u>11.2</u>
<b>Total comprehensive income for the year</b>		<u><u>149.9</u></u>	<u><u>216.5</u></u>
<b>Earnings per share (pence)</b>			
Basic	8(a)	18.2	22.6
Diluted	8(a)	18.1	22.4

<sup>1</sup> "Profit before tax and exceptional items" and the heading "Exceptional items" have been removed from the prior period.

# CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 31 March 2023

	Notes	2023 £'m (Reviewed)	2022 £'m (Reviewed) (Restated)
<b>Assets</b>			
Investments <sup>1</sup>	10	43.5	36.3
Investment in associates		1.3	0.9
Property and equipment		23.0	26.6
Right-of-use assets	11	76.7	83.1
Deferred tax assets		25.5	28.1
Other receivables		3.4	3.3
Pension fund asset		2.6	-
<b>Total non-current assets</b>		<b>176.0</b>	<b>178.3</b>
Investments <sup>1</sup>	10	24.4	34.8
Linked investments backing policyholder funds	12	9,962.6	10,785.9
Income tax recoverable		9.2	10.4
Trade and other receivables		260.6	266.1
Cash and cash equivalents	13	379.6	406.6
<b>Total current assets</b>		<b>10,636.4</b>	<b>11,503.8</b>
<b>Total assets</b>		<b>10,812.4</b>	<b>11,682.1</b>
<b>Liabilities</b>			
Other liabilities	14	33.7	30.2
Lease liabilities	11	92.2	99.5
Pension fund obligation		-	0.1
Deferred tax liabilities		24.3	30.4
<b>Total non-current liabilities</b>		<b>150.2</b>	<b>160.2</b>
Policyholder investment contract liabilities	12	9,967.3	10,769.9
Other liabilities	14	21.9	34.9
Lease liabilities	11	10.5	9.9
Trade and other payables	15	302.2	354.4
Income tax payable		10.4	11.2
<b>Total current liabilities</b>		<b>10,312.3</b>	<b>11,180.3</b>
<b>Equity</b>			
Share capital	16(a)	441.2	441.2
Demerger reserves (re-presented)	16(b)	(321.3)	(321.3)
Own share reserve	16(c)	(51.4)	(35.7)
Other reserves (re-presented)	16(b)	(6.6)	4.0
Retained earnings		287.9	253.3
Shareholders' equity excluding non-controlling interests		349.8	341.5
Non-controlling interests		0.1	0.1
<b>Total equity</b>		<b>349.9</b>	<b>341.6</b>
<b>Total equity and liabilities</b>		<b>10,812.4</b>	<b>11,682.1</b>

<sup>1</sup> The comparative amounts have been restated to reclassify a portion of deferred compensation investments from current assets to non-current assets. Accordingly, the prior year numbers for current investments changed from £61.9 million to £34.8 million and non-current investments changed from £9.2 million to £36.3 million. The purpose of this change is to better reflect the timing of the realisation of the investments.

# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 March 2023

		Attributable to shareholders of parent companies							
	Notes	Share capital £'m	Demerger reserves (re-presented) <sup>1</sup> £'m	Own share reserve £'m	Other reserves (re-presented) <sup>1</sup> £'m	Retained earnings £'m	Total £'m	Non-controlling interests £'m	Total equity £'m
<b>2023 (Reviewed)</b>									
<b>At 1 April 2022</b>		<b>441.2</b>	<b>(321.3)</b>	<b>(35.7)</b>	<b>4.0</b>	<b>253.3</b>	<b>341.5</b>	<b>0.1</b>	<b>341.6</b>
Profit for the year		-	-	-	-	163.8	163.8	-	163.8
Other comprehensive loss		-	-	-	(16.0)	2.1	(13.9)	-	(13.9)
<b>Total comprehensive income</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>(16.0)</b>	<b>165.9</b>	<b>149.9</b>	<b>-</b>	<b>149.9</b>
<b>Transactions with shareholders</b>									
Share-based payment charges related to Ninety									
One share scheme		16(b)	-	-	14.2	-	14.2	-	14.2
Deferred tax			-	-	-	(1.1)	(1.1)	-	(1.1)
Own shares purchased		16(c)	-	(23.8)	-	-	(23.8)	-	(23.8)
Vesting and release of share awards		16(b),(c)	-	8.1	(8.8)	-	(0.7)	-	(0.7)
Dividends paid		9	-	-	-	(130.2)	(130.2)	-	(130.2)
<b>Total transactions with shareholders</b>		<b>-</b>	<b>-</b>	<b>(15.7)</b>	<b>5.4</b>	<b>(131.3)</b>	<b>(141.6)</b>	<b>-</b>	<b>(141.6)</b>
<b>At 31 March 2023</b>		<b>441.2</b>	<b>(321.3)</b>	<b>(51.4)</b>	<b>(6.6)</b>	<b>287.9</b>	<b>349.8</b>	<b>0.1</b>	<b>349.9</b>
<b>2022 (Reviewed)</b>									
<b>At 1 April 2021</b>		<b>441.2</b>	<b>(321.3)</b>	<b>(19.5)</b>	<b>(17.1)</b>	<b>169.9</b>	<b>253.2</b>	<b>0.1</b>	<b>253.3</b>
Profit for the year		-	-	-	-	205.3	205.3	-	205.3
Other comprehensive income		-	-	-	9.4	1.8	11.2	-	11.2
<b>Total comprehensive income</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>9.4</b>	<b>207.1</b>	<b>216.5</b>	<b>-</b>	<b>216.5</b>
<b>Transactions with shareholders</b>									
Share-based payment charges related to Ninety									
One share scheme		16(b)	-	-	12.1	-	12.1	-	12.1
Own shares purchased		16(c)	-	(16.7)	-	-	(16.7)	-	(16.7)
Vesting and release of share awards		16(b),(c)	-	0.5	(0.4)	-	0.1	-	0.1
Dividends paid		9	-	-	-	(123.7)	(123.7)	-	(123.7)
<b>Total transactions with shareholders</b>		<b>-</b>	<b>-</b>	<b>(16.2)</b>	<b>11.7</b>	<b>(123.7)</b>	<b>(128.2)</b>	<b>-</b>	<b>(128.2)</b>
<b>At 31 March 2022</b>		<b>441.2</b>	<b>(321.3)</b>	<b>(35.7)</b>	<b>4.0</b>	<b>253.3</b>	<b>341.5</b>	<b>0.1</b>	<b>341.6</b>

<sup>1</sup> Refer to note 16(b) for detail on re-presentation of other reserves.

# CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 March 2023

	Notes	2023 £'m (Reviewed)	2022 £'m (Reviewed) (Restated)
Cash flows from operations - shareholders	18(a)	191.9	241.5
Cash flows from operations - policyholders <sup>1</sup>	18(a)	(69.8)	58.0
<b>Cash flows from operations<sup>1</sup></b>		<b>122.1</b>	<b>299.5</b>
Interest received	5	9.6	3.9
Interest paid in respect of lease liabilities	18(b)	(3.6)	(1.7)
Other interest paid	5	(0.2)	(0.2)
Contributions to pension fund		(0.1)	(0.2)
Dividends received from associates <sup>1</sup>		1.0	0.7
Income tax paid		(54.2)	(69.7)
<b>Net cash flows from operating activities<sup>1</sup></b>		<b>74.6</b>	<b>232.3</b>
<b>Cash flows from investing activities</b>			
Net disposal of investments		2.7	12.9
Distributions from investments		0.9	-
Disposal of subsidiaries, net of cash disposed		-	17.7
Additions to property and equipment		(1.2)	(1.4)
<b>Net cash flows from investing activities<sup>1</sup></b>		<b>2.4</b>	<b>29.2</b>
<b>Cash flows from financing activities</b>			
Principal elements of lease payments	18(b)	(10.3)	(5.3)
Purchase of own shares	16(c)	(23.8)	(16.7)
Dividends paid	9	(130.2)	(123.7)
<b>Net cash flows from financing activities</b>		<b>(164.3)</b>	<b>(145.7)</b>
Cash and cash equivalents at 1 April		570.3	447.0
Net change in cash and cash equivalents		(87.3)	115.8
Effect of foreign exchange rate changes		(32.1)	7.5
<b>Cash and cash equivalents at 31 March</b>		<b>450.9</b>	<b>570.3</b>
<b>Cash and cash equivalents at 31 March consist of:</b>			
<b>Cash and cash equivalents available for use by the Group</b>	13	<b>379.6</b>	406.6
<b>Cash and cash equivalents presented within other assets</b>			
Cash and cash equivalents presented within linked investments backing policyholder funds	12	71.3	163.7
<b>Cash and cash equivalents at 31 March</b>		<b>450.9</b>	<b>570.3</b>

<sup>1</sup>The comparative amounts have been restated to reflect the reclassification of net acquisition of linked investments backing policyholder funds and dividends received from associates, from investing activities to operating activities.

Accordingly, the prior year numbers have been amended as follows:

- net cash flows from investing activities has changed from net outflow of £393.1 million to net inflow of £29.2 million,
- cash flows from operations – policyholders has changed from net inflow of £481.0 million to net inflow of £58.0 million, and
- net cash flows from operating activities has changed from net inflow of £654.6 million to net inflow of £232.3 million.

These changes are considered to improve the consistency of the classification of cash flows related to policyholders and associates, and to align the presentation with other sections of the results announcement.

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2023

## General information

Ninety One operates as a dual-listed company ("DLC") under a DLC structure. The DLC structure comprises Ninety One plc, a public company incorporated in England and Wales under the UK Companies Act 2006 and Ninety One Limited, a public company incorporated in South Africa under the South African Companies Act 71 of 2008. Under the DLC structure, Ninety One plc and Ninety One Limited, together with their direct and indirect subsidiaries, effectively form a single economic enterprise (the "Group") in which the economic and voting rights of ordinary shareholders of the companies are maintained in equilibrium relative to each other. The Group is listed on the London and Johannesburg Stock Exchanges.

## 1 Basis of preparation

The condensed consolidated financial statements for the year ended 31 March 2023 have been prepared in accordance with:

- the JSE Limited's Listings Requirements and the requirements of the Companies Act of South Africa;
- UK-adopted international accounting standards and with International Financial Reporting Standards as issued by the International Accounting Standards Board ("IASB") (collectively "IFRS") which, as they apply to the condensed consolidated financial statements, are identical in all material respects;
- the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee and Financial Pronouncements as issued by the Financial Reporting Standards Council and to also, as a minimum, contain the information required by IAS 34 Interim Financial Reporting;
- the accounting policies and significant judgements and estimates applied to the Group's consolidated financial statements for the year ended 31 March 2022; and
- the requirements in UK Listing Rule R 9.7A with regards the preparation of preliminary statements of annual results.

The condensed consolidated financial statements have been prepared on the historical cost basis with the exception of linked investments backing policyholder funds, policyholder investment contract liabilities, investments, money market funds within cash and cash equivalents, other liabilities and the pension fund asset/obligation which have been presented on a fair value basis. During the year ended 31 March 2023, the measurement classification of money market funds changed from amortised cost to fair value through profit or loss ("FVTPL") as the Group has assessed FVTPL to be a more appropriate measurement. However there has been no change to the comparative figure in the condensed consolidated statement of financial position as amortised cost approximated to fair value. Note 17 has been restated to include money market funds in the fair value hierarchy.

The presentation currency of the Group is pounds sterling ("£"), being the functional currency of Ninety One plc. The functional currency of Ninety One Limited is South African rand. All values are rounded to the nearest million ("£'m"), unless otherwise indicated.

Foreign operations are subsidiaries and interests in associated undertakings of the Group, the activities of which are based in a functional currency other than that of the reporting entity. The functional currency of an entity is determined based on the primary economic environment in which the entity operates. Foreign currency transactions are translated into the functional currency of the entity in which the transactions arise, based on rates of exchange ruling at the date of the transactions.

This provisional announcement does not constitute the Group's full consolidated financial statements for the year ended 31 March 2023. The Group's full consolidated financial statements will be approved by the board of directors, reported on by the auditors and published in June 2023. Accordingly, the financial information for the year ended 31 March 2023 is presented unaudited in this preliminary announcement to satisfy UK reporting requirements and is presented as reviewed in this provisional announcement to satisfy the JSE Limited Listings Requirements in South Africa.

The preliminary announcement also does not constitute Ninety One plc's statutory accounts in the UK for the years ended 31 March 2023 or 2022. The financial information for 2022 is derived from the UK statutory accounts for 2022 which have been delivered to the UK's registrar of companies. The auditor has reported on the 2022 accounts; their report was (i) unqualified, (ii) did not include a reference to any matters to which the auditor drew attention by way of emphasis without qualifying their report and (iii) did not contain a statement under section 498 (2) or (3) of the Companies Act 2006. The UK statutory accounts for 2023 will be finalised on the basis of the financial information presented by the Board of Directors in this preliminary announcement and will be delivered to the UK's registrar of companies in due course.

## Going concern

The Board of Directors have considered the resilience of the Group and taking into account its current financial position and the principal and emerging risks facing the business, including the impacts of climate change, current events and market conditions have had on the Group's financial performance and outlook. The Board of Directors has performed a going concern assessment by applying various stressed scenarios, including severe but plausible downside assumptions, about the impact on assets under management, profitability of the Group and known commitments. All scenarios show that the Group would maintain sufficient resources to enable it to continue operating profitably for a period of at least 12 months from the date of the release of these results. The condensed consolidated financial statements have therefore been prepared on a going concern basis.

## 2 Segmental reporting

Revenue primarily consists of management fees and performance fees derived from investment management activities. As an integrated global investment manager, the Group operates a single-segment investment management business. All financial, business and strategic decisions are made centrally by the chief operating decision maker (the "CODM") of the Group. The CODM is the chief executive officer of the Group from time to time. Reporting provided to the CODM is on an aggregated basis which is used for evaluating the Group's performance and the allocation of resources. The CODM monitors operating profit for the purpose of making decisions about resource allocation and performance assessment. Given that only one segment exists, no additional information is presented in relation to it, as it is disclosed throughout the condensed consolidated financial statements. Revenue is disaggregated by geographic location of contractual entities, as this best depicts how the nature, amount, timing and uncertainty of the Group's revenue and cash flows are affected by economic factors. Revenue is generated from a diversified customer base and the Group has no single customer that it relies on. Non-current assets other than financial instruments and deferred tax assets are allocated based on where the assets are physically located.

	2023	2022
	£'m	£'m
<b>Revenue from external clients</b>		
United Kingdom	499.7	554.4
South Africa	160.4	167.5
Rest of the world	85.4	73.2
	<u>745.5</u>	<u>795.1</u>
Performance fees included in revenue above	<u>19.4</u>	<u>31.1</u>
<b>Non-current assets</b>		
United Kingdom	73.3	80.8
South Africa	3.4	5.9
Rest of the world	24.3	23.9
	<u>101.0</u>	<u>110.6</u>

		2023	2022
	Notes	£'m	£'m
<b>3 Operating expenses by nature</b>			
Staff expenses	3(a)	279.2	276.3
Deferred employee benefit scheme gain		1.3	3.4
Depreciation of right-of-use assets	18(a)	9.9	9.7
Depreciation of property and equipment	18(a)	4.9	5.3
Auditors' remuneration		1.9	1.8
Other administrative expenses		131.5	119.8
		<u>428.7</u>	<u>416.3</u>

The largest component of other administrative expenses is client and retail fund administration.

		2023	2022
		£'m	£'m
<b>3(a) Staff expenses</b>			
Salaries, wages and other related expenses		236.8	235.3
Share-based payment expenses related to Investec share plans		0.3	0.6
Share-based payment expenses related to Ninety One share scheme		14.2	12.1
Social security costs		17.8	19.0
Pension costs		10.1	9.3
		<u>279.2</u>	<u>276.3</u>
<b>4 Net gain on investments and other income</b>	Notes	2023	2022
		£'m	£'m
Deferred employee benefit scheme gain		1.3	3.4
Loss on other investments		(0.3)	(2.2)
Net gain on investments	18(a)	<u>1.0</u>	<u>1.2</u>
Foreign exchange gain		1.1	1.2
Subletting income		1.2	1.3
Other income		3.7	0.6
		<u>7.0</u>	<u>4.3</u>
<b>5 Interest income/(expense)</b>	Notes	2023	2022
		£'m	£'m
Interest income from financial assets measured at amortised cost		2.5	1.1
Interest income from money market funds		7.1	2.8
Interest income		<u>9.6</u>	<u>3.9</u>
Interest expense on lease liabilities	18(b)	(3.6)	(3.8)
Other interest expense		(0.2)	(0.2)
Interest expense		<u>(3.8)</u>	<u>(4.0)</u>
Net interest income/(expense)	18(a)	<u>5.8</u>	<u>(0.1)</u>
<b>6 Gain on disposal of subsidiaries</b>			
Details of the gain on disposal of Silica are set out in the Group's integrated Annual Report 2022.			
<b>7 Tax expense</b>		2023	2022
		£'m	£'m
Current tax - current year		49.9	62.5
Current tax - adjustment for prior years		0.1	0.3
<b>Current tax expense</b>		<u>50.0</u>	<u>62.8</u>
Deferred tax - current year		0.3	1.0
Deferred tax - adjustment for prior years		(0.3)	0.2
Deferred tax - change in corporate tax rate		(1.2)	(2.2)
<b>Deferred tax credit</b>		<u>(1.2)</u>	<u>(1.0)</u>
		<u>48.8</u>	<u>61.8</u>

The UK corporation tax rate for 2023 was 19% (2022: 19%). An increase in the UK corporation tax rate to 25% from 1 April 2023 was announced by the UK Government in the Spring Budget 2020. This rate was substantively enacted in May 2021. Deferred tax balances in the UK at 31 March 2023 were therefore revalued using these substantively enacted tax rates accordingly.



The tax charge in the year is higher (2022: higher) than the standard rate of corporate tax in the UK and the differences are explained below:

	2023	2022
	%	%
<b>Reconciliation of effective tax rate</b>		
Effective rate of taxation	23.0	23.1
Tax effect of non-deductible expenses	(0.4)	(0.2)
Effect on deferred tax balances resulting from a change in tax rates	0.6	0.7
Adjustment to tax charge in respect of prior year	0.1	-
Tax on gain on disposal of subsidiaries	-	(0.5)
Effect of different tax rates applicable in foreign jurisdictions	(4.3)	(4.1)
<b>United Kingdom standard tax rate</b>	<u>19.0</u>	<u>19.0</u>

## 8 Earnings per share

The Group calculates earnings per share ("EPS") on a number of different bases in accordance with IFRS and prevailing South African requirements.

### 8(a) Basic and diluted earnings per share

The calculations of basic and diluted EPS are based on IAS 33 Earnings Per Share.

Basic EPS is calculated by dividing profit attributable to shareholders by the weighted average number of ordinary shares outstanding during the year, excluding own shares held by the Ninety One Employee Benefit Trusts ("EBTs").

Diluted EPS is calculated by dividing the profit attributable to shareholders by the weighted average number of ordinary shares outstanding during the year, plus the weighted average number of ordinary shares that would be issued on the conversion of all the potentially dilutive shares into ordinary shares.

	2023	2022
	£'m	£'m
Profit attributable to shareholders	<u>163.8</u>	<u>205.3</u>

The calculation of the weighted average number of ordinary shares for the purpose of calculating basic and diluted earnings per share is:

	Number of shares Millions	Number of shares Millions
Weighted average number of ordinary shares for the purpose of calculating basic EPS	899.6	907.8
Effect of dilutive potential shares - share awards	<u>5.2</u>	<u>9.9</u>
Weighted average number of ordinary shares for the purpose of calculating diluted EPS	<u>904.8</u>	<u>917.7</u>
Basic EPS (pence)	18.2	22.6
Diluted EPS (pence)	18.1	22.4

### 8(b) Headline earnings and diluted headline earnings per share

The Group is required to calculate headline earnings per share ("HEPS") in accordance with the JSE Listings Requirements, determined by reference to circular 1/2021 "Headline Earnings" issued by the South African Institute of Chartered Accountants.

The table below reconciles the profits attributable to shareholders to headline earnings and summarises the calculation of basic and diluted HEPS:

	2023 £'m	2022 £'m
Profit attributable to shareholders	163.8	205.3
Share of profit from associates	-	(0.4)
Gain on disposal of subsidiaries	-	(14.9)
Tax impact on adjusting items	-	4.1
Headline earnings	<u>163.8</u>	<u>194.1</u>

	Number of shares Millions	Number of shares Millions
Weighted average number of ordinary shares for the purpose of calculating basic EPS (note 8(a))	899.6	907.8
Weighted average number of ordinary shares for the purpose of calculating diluted EPS (note 8(a))	904.8	917.7
HEPS (pence)	18.2	21.4
Diluted HEPS (pence)	18.1	21.1

9	Dividends	2023		2022	
		Pence per share	£'m	Pence per share	£'m
	Prior year's final dividend paid	7.7	70.5	6.7	60.8
	Interim dividend paid	6.5	59.7	6.9	62.9
	<b>Total dividends attributable to shareholders</b>	<u>14.2</u>	<u>130.2</u>	<u>13.6</u>	<u>123.7</u>

On 16 May 2023, the Board recommended a final dividend for the year ended 31 March 2023 of 6.7 pence per ordinary share, an estimated £61.7 million in total. The dividend is expected to be paid on 11 August 2023 to ordinary shareholders on the registers at the close of business on 21 July 2023.

10	Investments	2023		2022	
				£'m	£'m
	<b>Non-current</b>				
	Investments in unlisted investment vehicles			8.0	3.5
	Deferred compensation investments			31.4	27.1
	Other investments			4.1	5.7
				<u>43.5</u>	<u>36.3</u>
	<b>Current</b>				
	Deferred compensation investments			21.5	32.1
	Seed investments			2.9	2.7
				<u>24.4</u>	<u>34.8</u>

11	Leases	2023		2022	
				£'m	£'m
	<b>Right-of-use assets</b>				
	Office premises			76.7	83.1

Additions to right-of-use assets during the year ended 31 March 2023 were £2.6 million (2022: £2.4 million).

	<b>Lease liabilities</b>				
	Current			10.5	9.9
	Non-current			92.2	99.5
				<u>102.7</u>	<u>109.4</u>

The calculation of leased assets and liabilities requires the use of both estimation and judgement. The determination of the lease term for each lease involves the Group's judgement on the likelihood of any extension and termination options

being exercised. The Group considers all facts and circumstances around the extension and termination options, including the enforceability of such options and the economic incentive created for the Group to exercise such options. Several of the Group's leases contain such clauses. For each lease, a conclusion was reached on the overall likelihood of the option being exercised. Such options are only included in the lease term if the lease is reasonably certain to be extended or terminated by the Group.

In addition, the identification of an appropriate discount rate to use in the calculation of the lease liability involved estimation. Where the lease's implicit rate is not readily determinable, an incremental borrowing rate, being the rate that that the individual lease would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms and conditions, must be calculated by the Group.

The remaining contractual maturities of the Group's lease liabilities at the end of the current reporting period were:

	2023		2022	
	Present value of the minimum lease payments £'m	Total minimum lease payments £'m	Present value of the minimum lease payments £'m	Total minimum lease payments £'m
Within one year	10.5	13.7	9.9	13.4
Between one and five years	36.6	46.1	36.6	47.0
Over five years	55.6	61.2	62.9	70.4
	<u>102.7</u>	<u>121.0</u>	<u>109.4</u>	<u>130.8</u>

The total cash outflow for leases during the year ended 31 March 2023 was £13.9 million (2022: £7.0 million).

## 12 Policyholders' assets and liabilities

	2023 £'m	2022 £'m
<b>Linked investments backing policyholder funds</b>		
<b>Quoted investments at fair value</b>		
Equities	801.7	1,064.5
Derivatives	(1.2)	10.7
	<u>800.5</u>	<u>1,075.2</u>
<b>Unquoted investments at fair value</b>		
Collective investment schemes	6,529.0	6,690.9
Equities	-	0.5
Interest-bearing stocks, debentures and other loans <sup>1</sup>	2,554.5	2,849.8
Derivatives	7.3	5.8
Cash and cash equivalents	71.3	163.7
	<u>9,162.1</u>	<u>9,710.7</u>
	<u>9,962.6</u>	<u>10,785.9</u>

<sup>1</sup> The comparative amount for interest-bearing stocks, debentures and other loans of £1,897.8 million was reclassified from quoted to unquoted investments. The change is to correctly reflect the nature of these investments.

The movements in linked investments backing policyholder funds were:

	Notes	2023 £'m	2022 £'m
<b>At 1 April</b>		<b>10,785.9</b>	<b>9,063.9</b>
Net fair value gains on linked investments backing policyholder funds	18(a)	359.0	478.5
Net acquisition of linked investments backing policyholder funds	18(a)	444.3	423.0
Net movement in cash and cash equivalents within linked investments backing policyholder funds		(92.4)	57.7
Foreign exchange adjustment		(1,534.2)	762.8
<b>At 31 March</b>		<u><b>9,962.6</b></u>	<u><b>10,785.9</b></u>

## Policyholder investment contract liabilities

The movements in policyholder investment contract liabilities were:

	Notes	2023 £'m	2022 £'m
<b>At 1 April</b>		<b>10,769.9</b>	9,033.6
Investment income on linked investments backing policyholder funds		462.6	366.8
Net fair value gains on linked investments backing policyholder funds		359.0	478.5
Investment and administration expenses		(40.8)	(35.0)
Income tax expense - policyholders' funds		(2.7)	(4.6)
Surplus transferred to shareholders		(37.1)	(33.1)
Net fair value change on policyholder investment contract liabilities	18(a)	741.0	772.6
Net contributions	18(a)	6.9	202.1
Foreign exchange adjustment		(1,550.5)	761.6
<b>At 31 March</b>		<b>9,967.3</b>	10,769.9
		<b>2023</b>	<b>2022</b>
		<b>£'m</b>	<b>£'m</b>
<b>13 Cash and cash equivalents</b>			
Cash at bank		99.5	265.3
Money market funds		280.1	141.3
		<b>379.6</b>	406.6
Cash balances within linked investments backing policyholder funds of £71.3 million (2022: £163.7 million) as set out in note 12 are not included as they are not available for use by the Group.			
		<b>2023</b>	<b>2022</b>
		<b>£'m</b>	<b>£'m</b>
<b>14 Other liabilities</b>			
<b>Non-current</b>			
Deferred compensation liabilities		31.9	28.6
Other liabilities		1.8	1.6
		<b>33.7</b>	30.2
<b>Current</b>			
Deferred compensation liabilities		21.9	34.9
		<b>55.6</b>	65.1
Deferred compensation liabilities include applicable employer tax.			
		<b>2023</b>	<b>2022</b>
		<b>£'m</b>	<b>£'m</b>
<b>15 Trade and other payables</b>			
Employee related payables		144.9	165.3
Trade payables		157.3	189.1
		<b>302.2</b>	354.4

## 16 Share capital and reserves

### 16(a) Share capital

	Number of shares Millions	Nominal value £'m
<b>Ninety One plc</b>		
Ordinary shares of £0.0001 each, issued, allotted and fully paid	622.6	0.1
<b>Special shares of £0.0001 each, issued, allotted and fully paid:</b>		
Special converting shares	300.1	-
UK DAS share	*	-
UK DAN share	*	-
Special voting share	*	-
Special rights share	*	-
<b>Ninety One plc balance at 31 March 2023 and 2022</b>		<u>0.1</u>
<b>Ninety One Limited</b>		
Ordinary shares with no par value, issued, allotted and fully paid	300.1	441.1
<b>Special shares with no par value, issued, allotted and fully paid:</b>		
Special converting shares	622.6	-
SA DAS share	*	-
SA DAN share	*	-
Special voting share	*	-
Special rights share	*	-
<b>Ninety One Limited balance at 31 March 2023 and 2022</b>		<u>441.1</u>
<b>Total ordinary shares in issue and share capital at 31 March 2023 and 2022</b>	<u>922.7</u>	<u>441.2</u>

\* Represents one share

### 16(b) Demerger reserves and other reserves

In the prior year, demerger reserves and other reserves were presented together as “Other reserves”. They have been separately presented in the current year and the comparatives have been re-presented accordingly. The change is considered to improve the clarity of the presentation to distinguish between the reserves arising during the demerger from Investec and other reserves.

#### Demerger reserves

The Group was demerged from Investec in March 2020 and reserves were created during the demerger process as below:

Distributable reserve	£'m 732.2
Merger reserve	183.0
DLC reserve	(1,236.5)
<b>Balance at 31 March 2023 and 2022</b>	<u>(321.3)</u>

## Other reserves

The movements in other reserves during the year were:

	Share-based payments reserve £'m	Foreign currency translation reserve £'m	Total £'m
<b>2023</b>			
<b>At 1 April</b>	24.2	(20.2)	4.0
Exchange differences on translation of foreign subsidiaries	-	(16.0)	(16.0)
Share-based payment charges	14.2	-	14.2
Vesting and release of share awards	(8.8)	-	(8.8)
<b>At 31 March</b>	<u>29.6</u>	<u>(36.2)</u>	<u>(6.6)</u>
<b>2022</b>			
<b>At 1 April</b>	12.5	(29.6)	(17.1)
Exchange differences on translation of foreign subsidiaries	-	9.1	9.1
Exchange differences transferred to profit or loss	-	0.3	0.3
Share-based payment charges	12.1	-	12.1
Vesting and release of share awards	(0.4)	-	(0.4)
<b>At 31 March</b>	<u>24.2</u>	<u>(20.2)</u>	<u>4.0</u>

## 16(c) Own share reserve

The Group established the EBTs for the purpose of purchasing the Group's shares and satisfying the share-based payment awards granted to employees. Movements in the own shares reserve during the year were:

	2023		2022	
	Number of shares Millions	£'m	Number of shares Millions	£'m
<b>At 1 April</b>	17.6	35.7	11.0	19.5
Own shares purchased	10.0	23.8	6.8	16.7
Own shares vested and released	(5.0)	(8.1)	(0.2)	(0.5)
<b>At 31 March</b>	<u>22.6</u>	<u>51.4</u>	<u>17.6</u>	<u>35.7</u>

## 17 Fair value of financial instruments

The fair values of all financial instruments are substantially similar to carrying values reflected in the condensed consolidated statement of financial position as they are short-term in nature, subject to variable, market-related interest rates or stated at fair value in the condensed consolidated statement of financial position. The Group measures fair values using the following fair value hierarchy that reflects the significance of the inputs used in making the measurements:

Level 1: Quoted market price (unadjusted) in an active market for an identical instrument.

Level 2: Valuation techniques based on observable inputs, either directly (i.e. as prices) or indirectly (i.e. derived from prices). The category includes instruments valued using quoted market prices in active markets for similar instruments, quoted prices for identical or similar instruments in markets that are considered less than active or other valuation techniques where all significant inputs are directly or indirectly observable from market data.

Level 3: Valuation techniques where one or more significant inputs are unobservable.

Financial instruments measured at fair value at the end of the reporting period by the level in the fair value hierarchy were:

		Level 1	Level 2	Level 3	Total
	Notes	£'m	£'m	£'m	£'m
<b>2023</b>					
Deferred compensation investments	10	52.9	-	-	52.9
Seed investments	10	2.9	-	-	2.9
Unlisted investment vehicles	10	-	-	8.0	8.0
Other investments	10	-	4.1	-	4.1
Money market funds <sup>1</sup>	13	280.1	-	-	280.1
Investments backing policyholder funds	12	800.5	9,116.2	45.9	9,962.6
<b>Total financial assets measured at fair value</b>		<b>1,136.4</b>	<b>9,120.3</b>	<b>53.9</b>	<b>10,310.6</b>
Policyholder investment contract liabilities	12	(800.5)	(9,120.9)	(45.9)	(9,967.3)
Other liabilities	14	(55.6)	-	-	(55.6)
<b>Total financial liabilities measured at fair value</b>		<b>(856.1)</b>	<b>(9,120.9)</b>	<b>(45.9)</b>	<b>(10,022.9)</b>
<b>2022 (Restated)</b>					
Deferred compensation investments	10	59.2	-	-	59.2
Seed investments	10	2.7	-	-	2.7
Unlisted investment vehicles	10	-	-	3.5	3.5
Other investments	10	-	5.7	-	5.7
Money market funds <sup>1</sup>	13	141.3	-	-	141.3
Investments backing policyholder funds <sup>2</sup>	12	1,075.2	9,646.8	63.9	10,785.9
<b>Total financial assets measured at fair value<sup>1,2</sup></b>		<b>1,278.4</b>	<b>9,652.5</b>	<b>67.4</b>	<b>10,998.3</b>
Policyholder investment contract liabilities <sup>2</sup>	12	(1,075.2)	(9,630.8)	(63.9)	(10,769.9)
Other liabilities	14	(65.1)	-	-	(65.1)
<b>Total financial liabilities measured at fair value<sup>2</sup></b>		<b>(1,140.3)</b>	<b>(9,630.8)</b>	<b>(63.9)</b>	<b>(10,835.0)</b>

<sup>1</sup> The comparative amounts have been restated to reflect the reclassification of money market funds from financial assets measured at amortised cost to financial assets measured at FVTPL. Money market funds are classified as level 1 financial instruments in the fair value hierarchy.

<sup>2</sup> The comparative amount for Interest-bearing stocks, debentures and other loans within the investments backing policyholder funds of £1,897.8 million was reclassified from level 1 to level 2 to correctly reflect the measurement of these investments. The comparative amount of policyholder investment contract liabilities, for which the value is linked to the investments backing policyholder funds, was also restated accordingly.

During the years ended 31 March 2023 and 2022, there were no transfers between level 1 and level 2, or transfers into or out of level 3. The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

### **Information about level 3 fair value measurements**

Unlisted investment vehicles represent the Group's investment in Ninety One Africa Private Equity Fund 2 L.P. and Ninety One Global Alternative Fund 2 SCSp RAIF - European Credit Opportunities Fund 1 (2022: investment in Ninety One Africa Private Equity Fund 2 L.P. and Ninety One Global Alternative Fund 2 SCSp RAIF - European Credit Opportunities Fund 1). The key unobservable input used in measuring their fair values is the value of the underlying investments of these funds which are calculated by the General Partners using multiple valuation techniques such as amortised cost, EBITA multiple or NPV.

Investments backing policyholder funds/policyholder investment contract liabilities include credit exposures that are not actively traded and where the principal input in their valuation (i.e. credit spreads) is unobservable. Accordingly, an alternative valuation methodology has been applied being an EBITDA multiple, discounted cashflow models with spread adjustments for any credit rating downgrades or expected cost recovery. All of the investment risk associated with these assets is borne by policyholders and the value of these assets is exactly matched by a corresponding liability due to policyholders. The Group bears no risk from a change in the market value of these assets except to the extent that it has an impact on management fees earned.

A sensitivity analysis on the Group's level 3 investments has not been presented as the "stressing" of the significant unobservable inputs applied in the valuation does not have a material impact on the condensed consolidated financial statements.

The movements during the year in the balance of the level 3 fair value measurements were:

	2023	2022
	£'m	£'m
<b>Unlisted investment vehicles</b>		
<b>At 1 April</b>	3.5	5.5
Purchase/(disposal)	4.3	(1.3)
Unrealised gain/(loss)	0.2	(0.7)
<b>At 31 March</b>	<u>8.0</u>	<u>3.5</u>
<b>Investments backing policyholder funds</b>		
<b>At 1 April</b>	63.9	69.1
Disposal	(10.1)	(5.8)
Unrealised gain/(loss)	0.1	(4.1)
Foreign exchange difference	(8.0)	4.7
<b>At 31 March</b>	<u>45.9</u>	<u>63.9</u>

## 18 Notes to the condensed consolidated statement of cash flows

### 18(a) Reconciliation of cash flows from operations

	Notes	2023	2022
		£'m	£'m
			(Restated)
<b>Profit before tax</b>		212.6	267.1
<b>Cash flows from operations - shareholders<sup>2</sup></b>			
<b>Adjusted for:</b>			
Net gain on investments	4	(1.0)	(1.2)
Depreciation of property and equipment	3	4.9	5.3
Depreciation of right-of-use assets	3	9.9	9.7
Net interest (income)/expense	5	(5.8)	0.1
Net loss of pension fund		0.2	0.1
Gain on disposal of subsidiaries	6	-	(14.9)
Share of profit from associates		(1.4)	(0.4)
Share-based payment charges related to Ninety One share scheme	16(b)	14.2	12.1
<b>Working capital changes:</b>			
Trade and other receivables		3.5	2.6
Assets classified as held for sale		-	12.2
Trade and other payables		(35.8)	(28.2)
Other liabilities		(9.4)	(15.4)
Liabilities classified as held for sale		-	(7.6)
		<u>191.9</u>	<u>241.5</u>
<b>Cash flows from operations - policyholders<sup>1,2</sup></b>			
Net fair value gains on linked investments backing policyholder funds	12	(359.0)	(478.5)
Net fair value change on policyholder investment contract liabilities	12	741.0	772.6
Net contributions received from policyholders	12	6.9	202.1
Net acquisition of linked investments backing policyholder funds <sup>1</sup>	12	(444.3)	(423.0)
<b>Working capital changes:</b>			
Trade and other receivables		2.0	(15.7)
Trade and other payables		(16.4)	0.5
		<u>(69.8)</u>	<u>58.0</u>

<sup>1</sup> The comparative amounts have been restated to reflect the reclassification of net acquisition of linked investments backing policyholder funds from investing activities, to operating activities. These changes are considered to improve the consistency of the classification of cash flows related to policyholders and to align the presentation with other sections of the results announcement.

<sup>2</sup> The note has been re-presented to include the split of shareholder and policyholder cash flows.



## 18(b) Reconciliation of liabilities arising from financing activities

The table below details changes in the Group's liabilities from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are liabilities for which cash flows were, or future cash flows will be, classified in the condensed consolidated statement of cash flows as cash flows from financing activities.

	Lease liabilities	
	2023	2022
	£'m	£'m
<b>At 1 April</b>	<b>109.4</b>	110.4
<b>Changes from cash flows:</b>		
Principal elements of lease payments	(10.3)	(5.3)
Interest paid in respect of lease liabilities	(3.6)	(1.7)
Payment of lease liabilities	(13.9)	(7.0)
<b>Other changes:</b>		
Additions and remeasurements of lease liabilities	2.8	0.8
Interest expense	3.6	3.8
Foreign exchange adjustments	0.8	1.4
<b>At 31 March</b>	<b>102.7</b>	109.4

## 19 Related party transactions

In May 2022, Investec distributed 15 percent of the Group's shares to its ordinary shareholders. Following the completion of the distribution, Investec's percentage holding in the Group has reduced to approximately 10 percent on a DLC basis. Investec is no longer considered to be a related party to the Group according to IAS24 Related Party Disclosures.

Other than the above, related party transactions for the year are similar to those disclosed in the Group's annual financial statements for the year ended 31 March 2022. No new significant related party transactions arose during the year.

## 20 Events after the reporting date

Other than the dividend recommended by the Board presented in note 9, no event was noted after the reporting date that would require disclosures in or adjustments to the condensed consolidated financial statements.

## Annexure to the condensed consolidated financial statements

Condensed consolidated statement of financial position (including policyholder figures)

	2023			2022		
	Policy- holders £'m	Share- holders £'m	Total £'m	Policy- holders £'m	Share- holders £'m	Total £'m
<b>Assets</b>						
Investments <sup>1</sup>	-	43.5	43.5	-	36.3	36.3
Investment in associates	-	1.3	1.3	-	0.9	0.9
Property and equipment	-	23.0	23.0	-	26.6	26.6
Right-of-use assets	-	76.7	76.7	-	83.1	83.1
Deferred tax assets	-	25.5	25.5	-	28.1	28.1
Other receivables	-	3.4	3.4	-	3.3	3.3
Pension fund asset	-	2.6	2.6	-	-	-
<b>Total non-current assets</b>	-	176.0	176.0	-	178.3	178.3
Investments <sup>1</sup>	-	24.4	24.4	-	34.8	34.8
Linked investments backing policyholder funds	9,962.6	-	9,962.6	10,785.9	-	10,785.9
Income tax recoverable	0.3	8.9	9.2	-	10.4	10.4
Trade and other receivables	64.7	195.9	260.6	66.7	199.4	266.1
Cash and cash equivalents	-	379.6	379.6	-	406.6	406.6
<b>Total current assets</b>	10,027.6	608.8	10,636.4	10,852.6	651.2	11,503.8
<b>Total assets</b>	10,027.6	784.8	10,812.4	10,852.6	829.5	11,682.1
<b>Liabilities</b>						
Other liabilities	-	33.7	33.7	-	30.2	30.2
Lease liabilities	-	92.2	92.2	-	99.5	99.5
Pension fund obligation	-	-	-	-	0.1	0.1
Deferred tax liabilities	24.2	0.1	24.3	30.0	0.4	30.4
<b>Total non-current liabilities</b>	24.2	126.0	150.2	30.0	130.2	160.2
Policyholder investment contract liabilities	9,967.3	-	9,967.3	10,769.9	-	10,769.9
Other liabilities	-	21.9	21.9	-	34.9	34.9
Lease liabilities	-	10.5	10.5	-	9.9	9.9
Trade and other payables	36.1	266.1	302.2	52.5	301.9	354.4
Income tax payable	-	10.4	10.4	0.2	11.0	11.2
<b>Total current liabilities</b>	10,003.4	308.9	10,312.3	10,822.6	357.7	11,180.3
<b>Equity</b>						
Share capital	-	441.2	441.2	-	441.2	441.2
Demerger reserves (re-presented)	-	(321.3)	(321.3)	-	(321.3)	(321.3)
Own share reserve	-	(51.4)	(51.4)	-	(35.7)	(35.7)
Other reserves (re-presented)	-	(6.6)	(6.6)	-	4.0	4.0
Retained earnings	-	287.9	287.9	-	253.3	253.3
Shareholders' equity excluding non- controlling interests	-	349.8	349.8	-	341.5	341.5
Non-controlling interests	-	0.1	0.1	-	0.1	0.1
<b>Total equity</b>	-	349.9	349.9	-	341.6	341.6
<b>Total equity and liabilities</b>	10,027.6	784.8	10,812.4	10,852.6	829.5	11,682.1

<sup>1</sup> The comparative amounts have been restated to reclassify a portion of deferred compensation investments from current assets to non-current assets. Accordingly, the prior year numbers for current investments changed from £61.9 million to £34.8 million and non-current investments changed from £9.2 million to £36.3 million. The purpose of this change is to better reflect the timing of the realisation of the investments.

## Annexure to the condensed consolidated financial statements

Condensed consolidated statement of cashflows (including policyholder figures)

	2023			2022		
	Policy- holders	Share- holders	Total	Policy- holders	Share- holders	Total
	£'m	£'m	£'m	£'m	£'m	£'m
<b>Cash flows from operations<sup>1</sup></b>	<b>(69.8)</b>	<b>191.9</b>	<b>122.1</b>	58.0	241.5	299.5
Interest received	-	9.6	9.6	-	3.9	3.9
Interest paid in respect of lease liabilities	-	(3.6)	(3.6)	-	(1.7)	(1.7)
Other interest paid	-	(0.2)	(0.2)	-	(0.2)	(0.2)
Contributions to pension fund	-	(0.1)	(0.1)	-	(0.2)	(0.2)
Dividends received from associates <sup>1</sup>	-	1.0	1.0	-	0.7	0.7
Income tax paid	-	(54.2)	(54.2)	-	(69.7)	(69.7)
<b>Net cash flows from operating activities<sup>1</sup></b>	<b>(69.8)</b>	<b>144.4</b>	<b>74.6</b>	58.0	174.3	232.3
<b>Cash flows from investing activities</b>						
Net disposal of investments	-	2.7	2.7	-	12.9	12.9
Distributions from investments	-	0.9	0.9	-	-	-
Disposal of subsidiaries, net of cash disposed	-	-	-	-	17.7	17.7
Additions to property and equipment	-	(1.2)	(1.2)	-	(1.4)	(1.4)
<b>Net cash flows from investing activities<sup>1</sup></b>	<b>-</b>	<b>2.4</b>	<b>2.4</b>	-	29.2	29.2
<b>Cash flows from financing activities</b>						
Principal elements of lease payments	-	(10.3)	(10.3)	-	(5.3)	(5.3)
Purchase of own shares	-	(23.8)	(23.8)	-	(16.7)	(16.7)
Dividends paid	-	(130.2)	(130.2)	-	(123.7)	(123.7)
<b>Net cash flows from financing activities</b>	<b>-</b>	<b>(164.3)</b>	<b>(164.3)</b>	-	(145.7)	(145.7)
<b>Cash and cash equivalents at 1 April</b>	<b>163.7</b>	<b>406.6</b>	<b>570.3</b>	106.0	341.0	447.0
Net change in cash and cash equivalents	(69.8)	(17.5)	(87.3)	58.0	57.8	115.8
Effect of foreign exchange rate changes	(22.6)	(9.5)	(32.1)	(0.3)	7.8	7.5
<b>Cash and cash equivalents at 31 March</b>	<b>71.3</b>	<b>379.6</b>	<b>450.9</b>	163.7	406.6	570.3

<sup>1</sup>The comparative amounts have been restated to reflect the reclassification of net acquisition of linked investments backing policyholder funds and dividends received from associates, from investing activities to operating activities.

Accordingly, the prior year numbers have been amended as follows:

- net cash flows from investing activities has changed from net outflow of £393.1 million to net inflow of £29.2 million,
- cash flows from operations – policyholders has changed from net inflow of £481.0 million to net inflow of £58.0 million, and
- net cash flows from operating activities has changed from net inflow of £654.6 million to net inflow of £232.3 million.

These changes are considered to improve the consistency of the classification of cash flows related to policyholders and associates and to align the presentation with other sections of the results announcement.

## SHAREHOLDER INFORMATION AND DIVIDEND ANNOUNCEMENT

In terms of the DLC structure, Ninety One plc shareholders registered on the United Kingdom share register may receive all or part of their dividend entitlements through dividends declared and paid by Ninety One plc on their ordinary shares and/or through dividends declared and paid on the SA DAN share issued by Ninety One Limited.

Ninety One plc shareholders registered on the South African branch register may receive all or part of their dividend entitlements through dividends declared and paid by Ninety One plc on their ordinary shares and/or through dividends declared and paid on the SA DAS share issued by Ninety One Limited.

### Ninety One plc dividend announcement

Notice is hereby given that a gross final dividend of 6.7 pence per ordinary share has been recommended by the Board from income reserves in respect of the financial year ended 31 March 2023. The final dividend will be paid on 11 August 2023 to shareholders recorded in the shareholders' registers of the company on close of business 21 July 2023.

Ninety One plc shareholders registered on the United Kingdom share register, will receive their dividend payment by Ninety One plc of 6.7 pence per ordinary share.

Ninety One plc shareholders registered on the South African branch register, will receive their dividend payment by Ninety One Limited, on the SA DAS share, equivalent to 6.7 pence per ordinary share.

### The relevant dates for the payment of the dividend are as follows:

#### Last day to trade cum-dividend

On the Johannesburg Stock Exchange ("JSE")	Tuesday, 18 July 2023
On the London Stock Exchange ("LSE")	Wednesday, 19 July 2023

#### Shares commence trading ex-dividend

On the JSE	Wednesday, 19 July 2023
On the LSE	Thursday, 20 July 2023

**Record date** (on the JSE and LSE) Friday, 21 July 2023

**Payment date** (on the JSE and LSE) Friday, 11 August 2023

Share certificates on the South African branch register may not be dematerialised or rematerialised between Wednesday, 19 July 2023 and Friday, 21 July 2023, both dates inclusive, nor may transfers between the United Kingdom share register and the South African branch register take place between Wednesday, 19 July 2023 and Friday, 21 July 2023, both dates inclusive.

### Additional information for Ninety One shareholders registered on the South African branch register

- The final dividend paid by Ninety One plc to shareholders registered on the South African branch register is a local payment derived from funds sourced in South Africa.
- Shareholders registered on the South African branch register are advised that the distribution of 6.70000 pence, equivalent to a gross dividend of 160.00000 cents per share, has been arrived at using the rand/pound Sterling average buy/sell spot rate of ZAR23.9/GBP, as determined at 11:00 (SA time) on Tuesday, 16 May 2023.
- Ninety One plc United Kingdom tax reference number: 623 59652 16053.
- The issued ordinary share capital of Ninety One plc is 622,624,622 ordinary shares.
- The dividend paid by Ninety One plc to South African resident shareholders registered on the South African branch register and the dividend paid by Ninety One Limited to Ninety One plc shareholders on the SA DAS share are subject to South African Dividend Tax ("Dividend Tax") of 20% (subject to any available exemptions as legislated).
- Shareholders registered on the South African branch register who are exempt from paying the Dividend Tax will receive a net dividend of 160.00000 cents per share, paid by Ninety One Limited on the SA DAS share.
- Shareholders registered on the South African branch register who are not exempt from paying the Dividend Tax will receive a net dividend of 128.00000 cents per share (gross dividend of 160.00000 cents per share less Dividend Tax of 32.00000 cents per share) paid by Ninety One Limited on the SA DAS share.

By order of the board

**Paula Watts**

Company Secretary

16 May 2023

## Ninety One Limited dividend announcement

Notice is hereby given that a gross final dividend of 160.0 cents per ordinary share has been recommended by the Board from income reserves in respect of the financial year ended 31 March 2023. The final dividend will be paid on 11 August 2023 to shareholders recorded in the shareholders' register of the company on close of business 21 July 2023.

### The relevant dates for the payment of the dividend are as follows:

<b>Last day to trade cum-dividend</b>	Tuesday, 18 July 2023
<b>Shares commence trading ex-dividend</b>	Wednesday, 19 July 2023
<b>Record date</b>	Friday, 21 July 2023
<b>Payment date</b>	Friday, 11 August 2023

The final gross dividend of 160.0 cents per ordinary share has been determined by converting the Ninety One plc distribution of 6.7 pence per ordinary share into rands using the rand/pound sterling average buy/sell spot rate of ZAR23.9/GBP, as determined at 11:00 (SA time) on Tuesday, 16 May 2023.

Share certificates may not be dematerialised or rematerialised between Wednesday, 19 July 2023 and Friday, 21 July 2023, both dates inclusive.

### Additional information to take note of:

- The final dividend paid by Ninety One Limited to shareholders registered on the South African register is a local payment derived from funds sourced in South Africa.
- Ninety One Limited South African tax reference number: 96619311 71.
- The issued ordinary share capital of Ninety One Limited is 300,089,454 ordinary shares.
- The dividend paid by Ninety One Limited is subject to South African Dividend Tax ("Dividend Tax") of 20% (subject to any available exemptions as legislated).
- Shareholders who are exempt from paying the Dividend Tax will receive a net dividend of 160.00000 cents per ordinary share.
- Shareholders who are not exempt from paying the Dividend Tax will receive a net dividend of 128.00000 cents per ordinary share (gross dividend of 160.00000 cents per ordinary share less Dividend Tax of 32.00000 cents per ordinary share).

By order of the board

### Ninety One Africa Proprietary Limited

Company Secretary  
16 May 2023

#### Ninety One plc

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

#### Ninety One Limited

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