




Using our  
financial expertise  
**to do good**



**Notice of AGM  
and extracts from  
the consolidated  
financial statements of  
Nedbank Group Limited**

for the year ended 31 December 2022

see money differently

**NEDBANK**  
GROUP

# Our reporting universe

‘ In 2022 the board heightened focus on board and executive succession, guiding the group through a difficult and volatile macroeconomic environment, making progress on the group’s strategy and setting new ambitious medium-term targets, as well as addressing reputational and ESG matters. ’

Mpho Makwana, Chairperson

## Financial and risk management reporting



- 2022 Results Booklet and presentation
- 2022 Nedbank Group Annual Financial Statements
- 2022 Pillar 3 Risk and Capital Management Report

## Climate reporting



- 2022 Climate Report
- Nedbank Energy Policy (updated)\*
- Nedbank Climate Change Position Statement\*

## Societal reporting



- Sustainable-development finance
  - Human capital, diversity and inclusion
  - Human rights and community development
  - Client responsibility
  - Financial inclusion
  - Transformation
- Broad-based black economic empowerment (BBBEE) certificate\*  
Global Reporting Initiative (GRI) Standards\*

## Governance reporting



- Governance
  - Ethics
  - Financial crime, including anti-money-laundering (AML), combating the financing of terrorism (CFT), countering proliferation financing (CPF) and sanctions, fraud and cybercrime
  - Remuneration
  - Tax
  - Stakeholder engagement
- Key policies\*  
Boardmember and group executive profiles\*

## Shareholder information



- Notice of 56th annual general meeting (AGM)
- Form of proxy
- Shareholding profile\*



[nedbankgroup.co.za](https://nedbankgroup.co.za)

\* Available separately at [nedbankgroup.co.za](https://nedbankgroup.co.za).

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# Extracts from the consolidated financial statements

for the year ended 31 December 2022

Nedbank Group Limited Reg No 1966/010630/06. Prepared under the supervision of the Nedbank Group CFO, Mike Davis, BCom(Hons), DipAcc, CA(SA), AMP (Insead). A copy of the Nedbank Group Limited audited consolidated annual financial statements is available on our website at [nedbankgroup.co.za](http://nedbankgroup.co.za) or can be obtained by contacting Nedbank Group Investor Relations at [NedGroupIR@nedbank.co.za](mailto:NedGroupIR@nedbank.co.za).

## Basis of preparation

Nedbank Group Limited is a company domiciled in South Africa (SA). The extracts from the consolidated financial statements of the group at and for the year ended 31 December 2022 comprise those of the company and its subsidiaries (group) and the group's interests in associates and joint arrangements.

The extracts from the consolidated financial statements comprise an extract from the consolidated statement of financial position at 31 December 2022, an extract from the consolidated statement of comprehensive income, an extract from the consolidated statement of changes in equity, an extract from the consolidated statement of cash flows for the year ended 31 December 2022, an extract from the group's segment reporting, and an extract from the headline earnings reconciliation. The extracts from the consolidated financial statements and the full set of consolidated financial statements have been prepared under the supervision of Mike Davis CA(SA), the CFO.

## Audited consolidated annual financial statements – independent auditors' opinion

The auditors expressed an unmodified opinion on the consolidated financial statements from which these extracts were derived. The audit report issued also includes communication of key audit matters.

A copy of the auditors' report on the consolidated financial statements is available for inspection at the company's registered office, together with the consolidated financial statements identified in the auditors' report.

The auditors' report does not necessarily report on all of the information contained in this notice. Shareholders are therefore advised that, to obtain a full understanding of the nature of the auditors' engagement, they should obtain a copy of the auditors' report, together with the accompanying consolidated financial statements, from our website at [nedbankgroup.co.za](http://nedbankgroup.co.za) or by contacting Nedbank Group Investor Relations at [NedGroupIR@nedbank.co.za](mailto:NedGroupIR@nedbank.co.za).

# Extract from the consolidated statement of comprehensive income

for the year ended

| Rm   | Change % | 31 December 2022 (Audited) | 31 December 2021 (Restated) <sup>1</sup> (Audited) |
|--|----------|----------------------------|--|
| Interest and similar income  | 25       | 82 104                     | 65 772   |
| Interest expense and similar charges   | 38       | 45 827                     | 33 272   |
| <b>Net interest income</b>   | 12       | 36 277                     | 32 500   |
| <b>Non-interest revenue and income</b>   | 10       | 27 301                     | 24 889   |
| Net commission and fees income   |          | 18 964                     | 17 754   |
| Commission and fees revenue  |          | 24 196                     | 22 085   |
| Commission and fees expense  |          | (5 232)                    | (4 331)  |
| Net insurance income   |          | 2 369                      | 2 005  |
| Fair-value adjustments   |          | 187                        | (833)  |
| Net trading income   |          | 4 166                      | 4 475  |
| Equity revaluation gains   |          | 815                        | 650  |
| Investment income  |          | 96                         | 263  |
| Net sundry income  |          | 704                        | 575  |
| Share of gains of associate companies  | 12       | 879                        | 786  |
| <b>Total income</b>  | 11       | 64 457                     | 58 175   |
| Impairments charge on financial instruments  | 13       | 7 381                      | 6 534  |
| <b>Net income</b>  | 11       | 57 076                     | 51 641   |
| Total operating expenses   | 8        | 36 425                     | 33 639   |
| Indirect taxation  | 7        | 1 152                      | 1 073  |
| Impairments charge on non-financial instruments and other gains and losses             | >(100)   | (245)                      | 499  |
| <b>Profit before direct taxation</b>   | 20       | 19 744                     | 16 430   |
| Total direct taxation  | 7        | 4 326                      | 4 043  |
| Direct taxation  |          | 4 307                      | 4 104  |
| Taxation on impairments charge on non-financial instruments and other gains and losses |          | 19                         | (61)   |
| <b>Profit for the year</b>   | 24       | 15 418                     | 12 387   |
| <b>Other comprehensive (loss)/income (OCI) net of taxation</b>                         | >(100)   | (2 076)                    | 784  |
| <b>Items that may subsequently be reclassified to profit or loss</b>                   |          |                            |  |
| Exchange differences on translating foreign operations                                 |          | (2)                        | 1 029  |
| Share of OCI of investments accounted for using the equity method                      |          | (1 821)                    | (722)  |
| Debt investments at FVOCI – net change in fair value                                   |          | 146                        | (5)  |
| <b>Items that may not subsequently be reclassified to profit or loss</b>               |          |                            |  |
| Share of OCI of investments accounted for using the equity method                      |          | (1)                        | (21)   |
| Remeasurements on long-term employee benefit assets                                    |          | (245)                      | 389  |
| Property revaluations  |          | (106)                      | 36   |
| Equity instruments at FVOCI – net change in fair value                                 |          | (47)                       | 78   |
| <b>Total comprehensive income for the year</b>   | 1        | 13 342                     | 13 171   |

# Extract from the consolidated statement of comprehensive income (continued)

for the year ended

| Rm   | Change %  | 31 December 2022 (Audited) | 31 December 2021 (Restated) <sup>1</sup> (Audited) |
|--|-----------|----------------------------|--|
| <b>Profit attributable to:</b>   |           |                            |  |
| - Ordinary shareholders  | 27        | 14 275                     | 11 238   |
| - Non-controlling interest – ordinary shareholders                                     | 66        | 164                        | 99   |
| - Non-controlling interest – holders of preference shares                              | (100)     |                            | 188  |
| - Non-controlling interest – holders of participating preference shares                | (15)      | 106                        | 125  |
| - Non-controlling interest – holders of additional tier 1 capital instruments          |           | 873                        | 737  |
| <b>Profit for the year</b>   | <b>24</b> | <b>15 418</b>              | <b>12 387</b>                                      |
| <b>Total comprehensive income attributable to:</b>                                     |           |                            |  |
| - Ordinary shareholders  | 2         | 12 227                     | 11 941   |
| - Non-controlling interest – ordinary shareholders                                     | (24)      | 136                        | 180  |
| - Non-controlling interest – holders of preference shares                              | (100)     |                            | 188  |
| - Non-controlling interest – holders of participating preference shares                | (15)      | 106                        | 125  |
| - Non-controlling interest – holders of additional tier 1 capital instruments          | 18        | 873                        | 737  |
| <b>Total comprehensive income for the year</b>   | <b>1</b>  | <b>13 342</b>              | <b>13 171</b>                                      |
| <b>Headline earnings reconciliation</b>  |           |                            |  |
| Profit attributable to equity holders of the parent                                    | 27        | 14 275                     | 11 238   |
| Less: Non-headline earnings items  | >100      | 226                        | (438)  |
| Impairments charge on non-financial instruments and other gains and losses             |           | 245                        | (499)  |
| Taxation on impairments charge on non-financial instruments and other gains and losses |           | (19)                       | 61   |
| Share of associate impairment of goodwill  | 100       |                            | (13)   |
| <b>Headline earnings</b>   | <b>20</b> | <b>14 049</b>              | <b>11 689</b>                                      |

<sup>1</sup> During the year management elected to change the presentation of the 'Net monetary loss' line item that was previously disclosed separately on the face of the statement of comprehensive income (SOC) and disclose it as part of non-interest revenue and income (NIR) under the 'Net sundry income' line item on the face of the SOC. The change will allow the impact of the foreign exchange currency gains or losses on the US dollar nostro net cash balances that relate to Nedbank Zimbabwe, which is translated to the Zimbabwean dollar, and the 'Net monetary loss' line item, to be presented together within NIR. This change is a reclassification in terms of IAS 1: Presentation of Financial Statements (IAS 1) as it changes the presentation of the SOC. To provide comparability, the prior-year balances have been restated accordingly. The reclassification had no impact on the group's statement of financial position, statement of changes in equity or statement of cash flows.

# Extract from the consolidated statement of financial position

at

|  |                 | 31 December<br>2022 | 31 December<br>2021                          | 1 January<br>2021                          |
|--|-----------------|---------------------|--|--|
|  | Yoy %<br>change | (Audited)<br>Rm     | (Restated) <sup>1,2</sup><br>(Audited)<br>Rm | (Restated) <sup>1</sup><br>(Audited)<br>Rm |
| <b>Assets</b>  |                 |                     |  |  |
| Cash and cash equivalents                                      | 2               | 45 618              | 44 586                                       | 41 382                                     |
| Other short-term securities                                    | 18              | 70 661              | 60 037                                       | 52 605                                     |
| Derivative financial instruments                               | (77)            | 9 101               | 39 179                                       | 80 325                                     |
| Government and other securities                                | 7               | 160 495             | 150 498                                      | 132 221                                    |
| Loans and advances   | 6               | 882 165             | 831 735                                      | 843 303                                    |
| Other assets <sup>1</sup>                                      | (7)             | 28 052              | 30 011                                       | 13 412                                     |
| Current taxation assets  | 19              | 147                 | 124  | 164  |
| Investment securities  |                 | 25 465              | 25 498                                       | 26 425                                     |
| Non-current assets held for sale                               | (62)            | 244                 | 638  | 69   |
| Investments in associate companies                             | (26)            | 2 496               | 3 395  | 3 322                                      |
| Deferred taxation assets                                       | (23)            | 681                 | 889  | 657  |
| Investment property  | (7)             | 26                  | 28   |  |
| Property and equipment   | 3               | 11 064              | 10 739                                       | 11 334                                     |
| Long-term employee benefit assets <sup>2</sup>                 | (5)             | 4 107               | 4 339  | 5 777                                      |
| Intangible assets  | (4)             | 12 649              | 13 221                                       | 13 751                                     |
| <b>Total assets</b>  | 3               | <b>1 252 971</b>    | 1 214 917                                    | 1 224 747                                  |
| <b>Equity and liabilities</b>                                  |                 |                     |  |  |
| Ordinary share capital   |                 | 487                 | 486  | 484  |
| Ordinary share premium   | 2               | 19 208              | 18 768                                       | 18 583                                     |
| Reserves   | 6               | 85 233              | 80 259                                       | 69 925                                     |
| <b>Total equity attributable to ordinary shareholders</b>      | 5               | <b>104 928</b>      | 99 513                                       | 88 992                                     |
| Holder of preference shares                                    |                 |                     |  | 3 222                                      |
| Holder of participating preference shares                      | (14)            | 51                  | 59   | (58)                                       |
| Holder of additional tier 1 capital instruments                | 10              | 10 219              | 9 319  | 7 822                                      |
| Non-controlling interest attributable to ordinary shareholders | 13              | 698                 | 620  | 466  |
| <b>Total equity</b>  | 6               | <b>115 896</b>      | 109 511                                      | 100 444                                    |
| Derivative financial instruments                               | (73)            | 9 738               | 36 042                                       | 65 130                                     |
| Amounts owed to depositors <sup>1</sup>                        | 7               | 1 039 622           | 967 929                                      | 950 325                                    |
| Provisions and other liabilities                               | (24)            | 17 752              | 23 451                                       | 23 704                                     |
| Current taxation liabilities                                   | (2)             | 322                 | 330  | 590  |
| Non-current liabilities held for sale                          | (100)           |                     | 80   |  |
| Deferred taxation liabilities                                  | 9               | 499                 | 458  | 390  |
| Long-term employee benefit liabilities <sup>2</sup>            | (96)            | 6                   | 156  | 2 604                                      |
| Investment contract liabilities                                | (8)             | 16 609              | 17 959                                       | 20 868                                     |
| Insurance contract liabilities                                 | (26)            | 624                 | 842  | 922  |
| Long-term debt instruments                                     | (11)            | 51 903              | 58 159                                       | 59 770                                     |
| <b>Total liabilities</b>                                       | 3               | <b>1 137 075</b>    | 1 105 406                                    | 1 124 303                                  |
| <b>Total equity and liabilities</b>                            | 3               | <b>1 252 971</b>    | 1 214 917                                    | 1 224 747                                  |

<sup>1</sup> During 2022 the group identified a one-day delay in the sweep on the cash management deposit account and the debtor funding account. The delay resulted in the unswept balances being included incorrectly under cash management deposits (liability) and debtors (asset), and the affected line items were therefore overstated. The sweep eliminates the cash management deposit account and the debtor funding account. As a result, the comparative assets and liabilities have been restated by R3 866m and the opening 1 January 2021 assets and liabilities restated by R3 390m respectively.

<sup>2</sup> During 2022 the group reviewed its presentation of long-term employee benefits (LTEB) in the statement of financial position (SOPF). As a result of the review, it was identified that the LTEB qualifying insurance policies were incorrectly presented on a gross basis in the SOPF. In terms of IAS 19 qualifying insurance policies were required to be accounted for as plan assets (on a net basis) in the 2021 SOPF. As a result, the comparative LTEB assets and liabilities have decreased by R2 271m.

# Extract from the consolidated statement of changes in equity

for the year ended

| Rm  | Total equity attributable to ordinary equity holders | Holders of preference shares |
|---|--|------------------------------|
| <b>Audited balance at 1 January 2021</b>  | 88 992   | 3 222                        |
| Additional tier 1 capital instruments issued  |  |                              |
| Additional tier 1 capital instruments redeemed  |  |                              |
| Share movements in terms of long-term incentive and BEE schemes                               | 19   |                              |
| Preference share redeemed   | 78   | (3 222)                      |
| Preference share dividend   |  | (188)                        |
| Additional tier 1 capital instruments interest paid   |  |                              |
| Dividends to shareholders   | (2 178)  |                              |
| Total comprehensive income for the year   | 11 941   | 188                          |
| Profit attributable to ordinary equity holders and non-controlling interest                   | 11 238   | 188                          |
| Exchange differences on translating foreign operations including the effect of hyperinflation | 956  |                              |
| Movement in fair-value reserve  | 73   |                              |
| Property revaluations   | 28   |                              |
| Remeasurements on long-term employee benefit assets   | 389  |                              |
| Share of OCI of investments accounted for using the equity method                             | (743)  |                              |
| Value of employee services (net of deferred tax)  | 637  |                              |
| Transactions with non-controlling interests   | 26   |                              |
| Other movements   | (2)  |                              |
| <b>Audited balance at 31 December 2021</b>  | <b>99 513</b>  | <b>-</b>                     |
| Additional tier 1 capital instruments issued  |  |                              |
| Additional tier 1 capital instruments redeemed  |  |                              |
| Share movements in terms of long-term incentive and BEE schemes                               | (25)   |                              |
| Preference share dividend   |  |                              |
| Additional tier 1 capital instruments interest paid   |  |                              |
| Dividends to shareholders   | (7 788)  |                              |
| Total comprehensive income for the year   | 12 227   | -                            |
| Profit attributable to ordinary equity holders and non-controlling interest                   | 14 275   |                              |
| Exchange differences on translating foreign operations including the effect of hyperinflation | 11   |                              |
| Movement in fair-value reserve  | 102  |                              |
| Property revaluations   | (97)   |                              |
| Remeasurements on long-term employee benefit assets   | (242)  |                              |
| Share of OCI of investments accounted for using the equity method                             | (1 822)  |                              |
| Value of employee services (net of deferred tax)  | 979  |                              |
| Transactions with non-controlling interests   | 20   |                              |
| Other movements   | 2  |                              |
| <b>Audited balance at 31 December 2022</b>  | <b>104 928</b>                                       | <b>-</b>                     |



|  | Holders of participating preference shares | Holders of additional tier 1 capital instruments | Non-controlling interest attributable to ordinary shareholders | Total equity   |
|--|--|--|--|----------------|
|  | (58)                                       | 7 822  | 466  | 100 444        |
|  |  | 3 497  |  | 3 497          |
|  |  | (2 000)  |  | (2 000)        |
|  |  |  |  | 19             |
|  |  |  |  | (3 144)        |
|  | (8)  |  |  | (196)          |
|  |  | (737)  |  | (737)          |
|  |  |  |  | (2 178)        |
|  | 125  | 737  | 180  | 13 171         |
|  | 125  | 737  | 99   | 12 387         |
|  |  |  | 73   | 1 029          |
|  |  |  |  | 73             |
|  |  |  | 8  | 36             |
|  |  |  |  | 389            |
|  |  |  |  | (743)          |
|  |  |  |  | 637            |
|  |  |  | (26)   | -              |
|  |  |  |  | (2)            |
|  | <b>59</b>                                  | <b>9 319</b>                                     | <b>620</b>   | <b>109 511</b> |
|  |  | <b>1 500</b>                                     |  | <b>1 500</b>   |
|  |  | <b>(600)</b>                                     |  | <b>(600)</b>   |
|  |  |  |  | <b>(25)</b>    |
|  | <b>(114)</b>                               |  |  | <b>(114)</b>   |
|  |  | <b>(873)</b>                                     |  | <b>(873)</b>   |
|  |  |  | <b>(38)</b>  | <b>(7 826)</b> |
|  | <b>106</b>                                 | <b>873</b>                                       | <b>136</b>   | <b>13 342</b>  |
|  | <b>106</b>                                 | <b>873</b>                                       | <b>164</b>   | <b>15 418</b>  |
|  |  |  | <b>(13)</b>  | <b>(2)</b>     |
|  |  |  | <b>(3)</b>   | <b>99</b>      |
|  |  |  | <b>(9)</b>   | <b>(106)</b>   |
|  |  |  | <b>(3)</b>   | <b>(245)</b>   |
|  |  |  |  | <b>(1 822)</b> |
|  |  |  |  | <b>979</b>     |
|  |  |  | <b>(20)</b>  | <b>-</b>       |
|  |  |  |  | <b>2</b>       |
|  | <b>51</b>                                  | <b>10 219</b>                                    | <b>698</b>   | <b>115 896</b> |

# Extract from the consolidated statement of cashflows

for the year ended

|   | 31 December<br>2022<br>(Audited)<br>Rm | 31 December<br>2021<br>(Restated) <sup>1,2</sup><br>(Audited)<br>Rm |
|---|--|---|
| Profit before direct taxation   | 19 744                                 | 16 430  |
| Adjusted for:   | (22 674)                               | (17 528)  |
| Non-cash items  | 13 824                                 | 15 232  |
| Dividends received  | (221)                                  | (260)   |
| Interest and similar income   | (82 104)                               | (65 772)  |
| Interest expense and similar charges  | 45 827                                 | 33 272  |
| Interest received   | 80 149                                 | 65 018  |
| Interest paid   | (41 565)                               | (34 273)  |
| Dividends received on investments   | 221                                    | 260   |
| <b>Change in funds for operating activities</b>   | <b>(12 015)</b>                        | <b>(12 169)</b>   |
| (Increase)/decrease in operating assets <sup>1,2</sup>  | <b>(44 809)</b>                        | 3 769   |
| Increase/(decrease) in operating liabilities <sup>1,2</sup>   | <b>32 794</b>                          | (15 938)  |
| <b>Net cash from operating activities before taxation</b>   | <b>23 860</b>                          | 17 738  |
| Taxation paid   | (5 006)                                | (5 599)   |
| <b>Cash flows from operating activities</b>   | <b>18 854</b>                          | 12 139  |
| <b>Cash flows used by investing activities</b>  | <b>(2 626)</b>                         | (2 050)   |
| Acquisition of property, equipment, computer software and development costs and investment property | (3 176)                                | (3 455)   |
| Disposal of property, equipment, computer software and development costs                            | 91                                     | 29  |
| Disposal of investment banking assets   |  | 161   |
| Disposal of subsidiary companies  | 339                                    |   |
| Acquisition of associate companies  |  | (43)  |
| Acquisition of investment securities  | (2 643)                                | (2 443)   |
| Disposal of investment securities   | 2 763                                  | 3 701   |
| <b>Cash flows used by financing activities</b>  | <b>(15 237)</b>                        | (7 412)   |
| Issue of additional tier 1 capital instruments  | 1 500                                  | 3 497   |
| Issue of long-term debt instruments   | 1 424                                  | 6 579   |
| Redemption of preference shares   |  | (3 144)   |
| Redemption of additional tier 1 capital instruments   | (600)                                  | (2 000)   |
| Redemption of long-term debt instruments  | (7 811)                                | (8 244)   |
| Capital repayments of lease liabilities   | (937)                                  | (989)   |
| Dividends paid to ordinary shareholders   | (7 826)                                | (2 178)   |
| Preference share dividends paid   | (114)                                  | (196)   |
| Additional tier 1 capital instruments interest paid   | (873)                                  | (737)   |
| Effects of exchange rate changes on cash and cash equivalents                                       | 41                                     | 527   |
| <b>Net increase in cash and cash equivalents</b>  | <b>1 032</b>                           | 3 204   |
| Cash and cash equivalents at the beginning of the year  | 44 586                                 | 41 382  |
| <b>Cash and cash equivalents at the end of the year</b>   | <b>45 618</b>                          | 44 586  |

<sup>1</sup> During 2022 the group identified a one-day delay in the sweep on the cash management deposit account and the debtor funding account. The delay resulted in the unswept balances being included incorrectly under cash management deposits (liability) and debtors (asset), and the affected line items were therefore overstated. The sweep eliminates the cash management deposit account and the debtor funding account. As a result, the comparative assets and liabilities have been restated by R3 866m and the opening 1 January 2021 assets and liabilities restated by R3 390m respectively.

<sup>2</sup> During 2022 the group reviewed its presentation of long-term employee benefits (LTEB) in the statement of financial position (SOFP). As a result of the review, it was identified that the LTEB qualifying insurance policies were incorrectly presented on a gross basis in the SOFP. In terms of IAS 19 qualifying insurance policies were required to be accounted for as plan assets (on a net basis) in the 2021 SOFP. As a result, the comparative LTEB assets and liabilities have decreased by R2 271m. The impact of these two restatements is an increase in the previously-disclosed 'Decrease in operating assets' of R2 747m and a increase in the previously-disclosed 'Decrease in operating liabilities' of R2 747m.

# Extract from the consolidated segmental reporting

for the year ended

|                        | 31 December 2022 (Audited) | 31 December 2021 (Audited) | 31 December 2022 (Audited) | 31 December 2021 (Audited) | 31 December 2022 (Audited) | 31 December 2021 (Audited) | 31 December 2022 (Audited)    | 31 December 2021 (Audited) | 31 December 2022 (Audited)  | 31 December 2021 (Audited) |
|------------------------|----------------------------|----------------------------|----------------------------|----------------------------|----------------------------|----------------------------|-------------------------------|----------------------------|-----------------------------|----------------------------|
|                        | Total assets               |                            | Total liabilities          |                            | Revenue <sup>1</sup>       |                            | Profit before direct taxation |                            | Headline earnings/ (losses) |                            |
| CIB                    | 584 227                    | 572 344                    | 547 978                    | 535 808                    | 16 996                     | 15 847                     | 8 448                         | 7 316                      | 6 399                       | 5 605                      |
| RBB                    | 441 009                    | 411 154                    | 409 166                    | 378 094                    | 37 052                     | 33 528                     | 7 237                         | 6 385                      | 5 097                       | 4 532                      |
| Nedbank Wealth         | 80 634                     | 80 986                     | 76 298                     | 76 458                     | 4 928                      | 4 654                      | 1 433                         | 1 247                      | 1 131                       | 962                        |
| Nedbank Africa Regions | 42 857                     | 42 847                     | 35 800                     | 36 462                     | 3 307                      | 2 741                      | 1 040                         | 665                        | 975                         | 594                        |
| Centre                 | 104 244                    | 107 586                    | 68 103                     | 78 584                     | 1 295                      | 619                        | 1 341                         | 1 329                      | 447                         | (4)                        |
| <b>Total</b>           | <b>1 252 971</b>           | <b>1 214 917</b>           | <b>1 137 345</b>           | <b>1 105 406</b>           | <b>63 578</b>              | <b>57 389</b>              | <b>19 499</b>                 | <b>16 942</b>              | <b>14 049</b>               | <b>11 689</b>              |

<sup>1</sup> Revenue is calculated as net interest income plus non-interest revenue and income.

# Extract from the headline earnings reconciliation

for the year ended

| Rm   | Yoy % change | 31 December 2022 (Audited) |                 | 31 December 2021 (Audited) |                 |
|--|--------------|----------------------------|-----------------|----------------------------|-----------------|
|  |              | Gross                      | Net of taxation | Gross                      | Net of taxation |
| Profit attributable to ordinary shareholders                               | 27           |                            | 14 275          |                            | 11 238          |
| Impairments charge on non-financial instruments and other gains and losses | >(100)       | (245)                      | (226)           | 499                        | 438             |
| IAS 16 – (profit)/loss on disposal of property and equipment               |              | (155)                      | (111)           | 41                         | 26              |
| IAS 36 – impairment of goodwill  |              |                            |                 | 306                        | 306             |
| IAS 36 – impairment of intangible assets                                   |              | 93                         | 67              | 153                        | 110             |
| IFRS 10 – profit on sale of subsidiaries/associates                        |              | (181)                      | (181)           | (11)                       | (11)            |
| IFRS 16 – (reversal of impairment)/impairment of right-of-use assets       |              | (2)                        | (1)             | 10                         | 7               |
| Share of gains of associate companies                                      |              |                            |                 |                            |                 |
| IAS 36 share of associate (ETI) impairment of goodwill                     |              |                            |                 | 13                         | 13              |
| <b>Headline earnings</b>   | <b>20</b>    |                            | <b>14 049</b>   |                            | <b>11 689</b>   |

# Shareholder analysis

Register date: 30 December 2022

Authorised share capital: 600 000 000 shares

Issued share capital: 511 500 790 shares

| Shareholder spread        | Number of shareholdings | %             | Number of shares   | %             |
|---------------------------|-------------------------|---------------|--------------------|---------------|
| 1-1 000 shares            | 394 054                 | 98,62         | 9 369 144          | 1,83          |
| 1 001-10 000 shares       | 4 000                   | 1,00          | 10 986 217         | 2,15          |
| 10 001-100 000 shares     | 1 090                   | 0,27          | 37 231 025         | 7,28          |
| 100 001-1 000 000 shares  | 368                     | 0,09          | 110 311 303        | 21,57         |
| 1 000 001 shares and over | 71                      | 0,02          | 343 603 101        | 67,17         |
| <b>Total</b>              | <b>399 583</b>          | <b>100,00</b> | <b>511 500 790</b> | <b>100,00</b> |

| Distribution of shareholders | Number of shareholdings | %             | Number of shares   | %             |
|------------------------------|-------------------------|---------------|--------------------|---------------|
| Banks/Brokers                | 374                     | 0,10          | 164 893 865        | 32,24         |
| Close corporations           | 1 013                   | 0,26          | 241 267            | 0,05          |
| Empowerment                  | 24                      | 0,01          | 6 960 543          | 1,36          |
| Endowment funds              | 172                     | 0,05          | 2 739 991          | 0,54          |
| Government                   | 13                      |               | 284 415            | 0,06          |
| Individuals                  | 385 329                 | 96,43         | 19 933 340         | 3,90          |
| Insurance companies          | 100                     | 0,03          | 19 956 823         | 3,90          |
| Investment companies         | 12                      |               | 883 297            | 0,17          |
| Medical aid schemes          | 45                      | 0,01          | 1 848 819          | 0,36          |
| Mutual funds                 | 658                     | 0,16          | 130 464 497        | 25,51         |
| Other corporations           | 489                     | 0,12          | 292 589            | 0,06          |
| Private companies            | 1 916                   | 0,48          | 2 548 036          | 0,50          |
| Public companies             | 88                      | 0,02          | 786 032            | 0,15          |
| Retirement funds             | 714                     | 0,18          | 128 753 354        | 25,17         |
| Share trusts <sup>1</sup>    | 5                       |               | 20 941 928         | 4,09          |
| Sovereign wealth funds       | 12                      |               | 5 798 831          | 1,13          |
| Trusts                       | 8 490                   | 2,12          | 3 804 447          | 0,74          |
| UK nominee accounts          | 129                     | 0,03          | 368 716            | 0,07          |
| <b>Total</b>                 | <b>399 583</b>          | <b>100,00</b> | <b>511 500 790</b> | <b>100,00</b> |

<sup>1</sup> Excludes shares held by directors and prescribed officers in share trusts and Eyethu schemes.

| Public/Non-public shareholders  | Number of shareholdings | %             | Number of shares   | %             |
|---|-------------------------|---------------|--------------------|---------------|
| Non-public shareholders   | 77                      | 0,01          | 98 400 868         | 19,23         |
| Directors and associates of the company <sup>1</sup>                            | 7                       |               | 1 577 647          | 0,31          |
| Prescribed officers of the company <sup>1</sup>                                 | 4                       |               | 1 026 564          | 0,20          |
| Strategic holdings (more than 10%)  | 1                       |               | 67 000 930         | 13,10         |
| Treasury stock  | 1                       |               | 24 249 075         | 4,74          |
| Nedbank/Nedbank Group pension funds   | 1                       |               | 60 192             | 0,01          |
| Nedbank Group Limited and associates (share trusts and foundation) <sup>2</sup> | 11                      |               | 1 526 438          | 0,30          |
| Nedbank Group and associates (foundation)                                       | 1                       |               | 2 055              |               |
| Nedbank Group Limited and associates (mutual funds and banks)                   | 16                      |               | 2 607 419          | 0,51          |
| Nedbank Group BEE trusts – SA <sup>2</sup>                                      | 5                       |               | 174 803            | 0,03          |
| Nedbank Group BEE trusts – Namibia  | 30                      | 0,01          | 175 745            | 0,03          |
| Public shareholders   | 399 506                 | 99,99         | 413 099 922        | 80,77         |
| <b>Total</b>  | <b>399 583</b>          | <b>100,00</b> | <b>511 500 790</b> | <b>100,00</b> |

<sup>1</sup> Includes shares held by directors and prescribed officers in share trusts and Eyethu schemes.

<sup>2</sup> Excludes shares held by directors and prescribed officers in share trusts and Eyethu schemes.

| <b>Major shareholders/managers</b>  | <b>Number of shares</b> | <b>2022 % holding</b> | <b>2021 % holding</b> |
|---|-------------------------|-----------------------|-----------------------|
| Nedbank Group treasury shares   | 24 249 075              | 4,74                  | 4,58                  |
| BEE trusts:   | 6 587 031               | 1,29                  | 1,28                  |
| – Eyethu scheme – Nedbank SA  | 6 454 677               | 1,26                  | 1,25                  |
| – Omufima scheme – Nedbank Namibia  | 132 354                 | 0,03                  | 0,03                  |
| Nedbank Group (2005) Share Option, Matched-share and Restricted-share Schemes | 17 614 532              | 3,44                  | 3,29                  |
| Nedbank Namibia Limited   | 47 512                  | 0,01                  | 0,01                  |
| Public Investment Corporation (SA)  | 69 311 364              | 13,55                 | 13,69                 |
| Allan Gray Investment Council (SA)  | 50 093 634              | 9,79                  | 10,63                 |
| Coronation Fund Managers (SA)   | 23 578 426              | 4,61                  | 7,00                  |
| Old Mutual Life Assurance Company (SA) Limited and associates                 | 13 174 952              | 2,58                  | 5,17                  |
| BlackRock Incorporated (international)  | 20 503 951              | 4,01                  | 4,55                  |
| Lazard Asset Management (international)                                       | 14 868 780              | 2,91                  | 3,23                  |
| The Vanguard Group Incorporated (international)                               | 16 774 314              | 3,28                  | 3,09                  |
| Sanlam Investment Management Proprietary Limited (SA)                         | 12 425 793              | 2,43                  | 3,08                  |
| GIC Asset Management Proprietary Limited (international)                      | 28 678 455              | 5,61                  | 2,97                  |
| Ninety One (SA)   | 20 020 940              | 3,91                  | 2,91                  |

| <b>Beneficial shareholders holding of 5% or more</b> | <b>Number of shares</b> | <b>2022 % holding</b> | <b>2021 % holding</b> |
|--|-------------------------|-----------------------|-----------------------|
| Government Employees Pension Fund (SA)               | 75 162 022              | 14,69                 | 15,00                 |
| Allan Gray Balanced Fund (ZA)                        | 35 658 073              | 6,97                  | 7,48                  |
| GIC Private Limited                                  | 28 798 333              | 5,63                  | 2,89                  |
|  | 139 618 428             | 27,29                 | 25,37                 |

| <b>Geographical distribution of shareholders</b> | <b>Number of shares</b> | <b>2022 % holding</b> | <b>2021 % holding</b> |
|--|-------------------------|-----------------------|-----------------------|
| Domestic   | 341 881 741             | 66,84                 | 68,64                 |
| SA   | 305 574 913             | 59,74                 | 62,61                 |
| Namibia  | 9 708 873               | 1,90                  | 2,59                  |
| Unclassified                                     | 26 597 955              | 5,20                  | 3,44                  |
| Foreign  | 169 619 049             | 33,16                 | 31,36                 |
| United States of America                         | 73 550 269              | 14,38                 | 15,56                 |
| Asia   | 41 708 381              | 8,15                  | 5,51                  |
| Europe   | 24 532 727              | 4,80                  | 4,21                  |
| United Kingdom and Ireland                       | 16 730 834              | 3,27                  | 2,93                  |
| Other countries                                  | 13 096 838              | 2,56                  | 3,15                  |
|  | 511 500 790             | 100,00                | 100,00                |

# Invitation to shareholders

Dear Shareholder

## Nedbank Group Limited annual general meeting: Friday, 2 June 2023

I am pleased to invite you to the 56th Nedbank Group Limited (Nedbank Group or the company) annual general meeting (AGM), which will take place as a hybrid meeting on Friday, 2 June 2023, at 08:30 South Africa Standard Time (SAST). The health and safety of our shareholders, employees and the broader community remain a priority. Since Covid-19 has not been completely eradicated, we ask that shareholders attend the meeting in person only if they have not been diagnosed with Covid-19 within seven days of the meeting or do not have any symptoms of Covid-19.

We have attached the summarised financial statements of Nedbank Group and the notice of our AGM, together with explanatory notes and a proxy form. The Nedbank Group audited annual financial statements and Nedbank Group 2022 Integrated Report are available at [nedbankgroup.co.za](https://nedbankgroup.co.za). You can also send an email to Nedbank Group Investor Relations at [NedGroupIR@nedbank.co.za](mailto:NedGroupIR@nedbank.co.za) to obtain a copy.

For details on how to participate in the AGM and submit your proxy form or voting instruction ahead of time, please refer to page 44 of the notice.

As announced on 2 December 2021, I will retire as Nedbank Group's Chairperson at the close of the AGM on 2 June 2023. The Nedbank Group Board (the board) has resolved to elect Mr Aaron Daniel Mminele as Chairperson of the company, effective immediately following my retirement (subject, of course, to him being elected by shareholders at the AGM).

Our AGM is an opportunity for stakeholders to engage with boardmembers and management, and I am looking forward to your participation.

Yours sincerely

**Mpho Makwana**  
Group Chairperson

# Notice of our annual general meeting

Nedbank Group Limited (Incorporated in the Republic of South Africa)  
Reg No 1966/010630/06  
JSE share code: NED  
NSX share code: NBK  
A2X share code: NED  
ISIN: ZAE000004875 (Nedbank Group or the company or the group)

Notice is hereby given that the 56th annual general meeting (AGM or meeting) of ordinary shareholders will be held as a hybrid meeting on Friday, 2 June 2023, at 08:30 (SAST) to deal with business that may lawfully be dealt with at the meeting and to consider and, if deemed fit, pass, with or without modification, the ordinary and special resolutions and resolutions being put to shareholders for advisory endorsement set out below in the manner required by the Companies Act, 71 of 2008 (as amended) (Companies Act), read with the Listings Requirements of the JSE Limited (JSE Listings Requirements).

References in this notice to the hybrid meeting and shareholders attending the AGM and related expressions mean attendance:

- in person at The Boardman Auditorium, Block G, Nedbank 135 Rivonia Campus, 135 Rivonia Road, Sandown, Sandton; or
- online; or
- telephonically as attendance through electronic means is permitted in terms of the company's memorandum of incorporation (MOI).

Shareholders may cast their votes electronically through the iProxy platform before the meeting, send in their proxy or voting instruction forms, or participate online using their smartphone, tablet or computer. Please refer to page 44 of this notice or go to <https://nedbankagm.virtual-meetings.online/login> for details on how to participate in the meeting.

## Record dates and proxies

In accordance with sections 59(1)(a) and (b) of the Companies Act, the board has set the following record dates for determining the entitlement of shareholders:

|   | South African dates     |
|---|-------------------------|
| <b>Record date to determine the shareholders entitled to receive the notice of the AGM</b>      | Friday, 14 April 2023   |
| <b>Distribution date of the notice of the AGM</b>   | Thursday, 20 April 2023 |
| <b>Last date to trade to be eligible to participate in and vote at the AGM</b>                  | Tuesday, 23 May 2023    |
| <b>Record date to be eligible to participate in and vote at the AGM</b>                         | Friday, 26 May 2023     |
| <b>Forms of proxy to be lodged for administrative purposes by no later than 08:30 (SAST) on</b> | Wednesday, 31 May 2023  |
| <b>AGM to be held at 08:30 (SAST) on</b>  | Friday, 2 June 2023     |
| <b>Results of the AGM to be released on or about</b>  | Friday, 2 June 2023     |

\* Shareholders should note that as transactions in shares are settled in the electronic settlement system used by Strate, settlement of trades takes place three South African business days after the trades. Therefore, shareholders who acquire shares after close of trade on Tuesday, 23 May 2023, will not be eligible to attend, participate in or vote at the AGM.

Shareholders who are entitled to attend and vote at the AGM may appoint one or more persons as their proxy to exercise all or any of their rights to attend, speak and vote at the meeting. A proxy does not have to be a Nedbank Group shareholder. For more information on proxies and voting procedures please refer to page 43 of this notice.

The quorum requirement for the ordinary and special resolutions set out below is a sufficient number of persons being present to exercise, in aggregate, at least 25% of all voting rights that are entitled to be exercised on the resolutions, provided that at least three shareholders of the company are present at the AGM.

## Agenda

### Presentation of audited annual financial statements and reports

Nedbank Group's annual financial statements incorporating, among other things, the Directors' Report, Auditors' Report and Report of the Audit Committee for the financial year ended 31 December 2022, as approved by the board, are available at [nedbankgroup.co.za](http://nedbankgroup.co.za) and will be presented to the shareholders as required in terms of the Companies Act. Nedbank Group's 2022 Integrated Report is available at [nedbankgroup.co.za](http://nedbankgroup.co.za). You can send an email to Nedbank Group Investor Relations at [NedGroupIR@nedbank.co.za](mailto:NedGroupIR@nedbank.co.za) to obtain a copy.

### Presentation of the report of the Group Transformation, Social and Ethics Committee

The report of the Group Transformation, Social and Ethics Committee (GTSEC) in terms of regulation 43(5)(c) of the Companies Act is included in the 2022 Governance Report (a supplementary report to the 2022 Integrated Report), which is available on the company's website at [nedbankgroup.co.za](http://nedbankgroup.co.za). The Chairperson of the GTSEC will also present on the committee's activities for the financial year ended 31 December 2022 at the AGM.

## Ordinary resolutions for consideration and adoption

### 1 Ordinary resolution 1.1 and 1.2 – Election of directors of the company appointed during the year

The board appointed Mr M Nyati and Mr AD Mminele as directors of the company after the Nedbank Group AGM held on 27 May 2022. These directors are obliged to retire in terms of clause 25.15 of the company's MOI and, being eligible, offer themselves for election.

#### 1.1 'Resolved that Mr M Nyati be and is hereby elected as a director of the company.'

**Independent Non-executive Director**

**South African**

**Qualifications:** BSc (Mechanical Engineering).

Expertise in commercial, digital, ICT strategic planning, and doing business in emerging economies. Experience in large corporates.

Mteto is Chairperson of Wazo Investments and a Non-executive Director of Telkom SA SOC Limited and Eskom Holdings SOC Limited. Previous roles include being Chief Executive of Altron, MTN South Africa, and Managing Director of Microsoft South Africa. He was named one of Yale University's World Fellows on Global Leadership in 2004.

**Board committees**

**Member:** Group Information Technology Committee and Group Risk and Capital Management Committee

#### 1.2 'Resolved that Mr AD Mminele be and is hereby elected as a director of the company.'

**Independent Non-executive Director and Chair-designate**

**South African**

**Qualifications:** Associate Certificates of the Chartered Institute of Bankers (London) in association with City Polytechnic of London/Guildhall University; German Banking Diploma (Bankkaufmann) from Sparkasse Paderborn and the Chamber of Industry and Commerce in Bielefeld (Germany).

Expertise in banking and financial services. Experience in climate finance, and banking and financial services.

Daniel is the outgoing Chair of Alexander Forbes Group Holdings Limited and Alexander Forbes Investments Limited (having tendered his resignation with effect from 30 April 2023), a former Chief Executive of Absa Group and Absa Bank Limited, and served two five-year terms as Deputy Governor of the South African Reserve Bank (SARB) where his responsibilities during his second term included Financial Markets, International Economic Relations and Policy, as well as the Human and Operations Cluster. His committee memberships included the Governors' Executive Committee, the Monetary Policy Committee, Financial Stability Committee, Risk Management Committee, and the Prudential Committee. Before joining the SARB in September 1999, Daniel worked for African Merchant Bank and Commerzbank in South Africa, and WestLB in the UK and Germany for 12 years.

**Board committees**

**Member:** Group Directors' Affairs Committee and Group Climate Resilience Committee

*The percentage of voting rights required for the passing of ordinary resolutions 1.1 and 1.2 is more than 50% of the voting rights exercised for each resolution.*

### 2 Ordinary resolutions 2.1 to 2.4 – Re-election of directors retiring by rotation

The following directors retire by rotation in terms of clause 25.3 of the company's MOI, which requires not less than one-third of the directors to retire at each AGM. The board supports the re-election of these directors, who, being eligible, offer themselves for re-election.

#### 2.1 'Resolved that Mr HR Brody be and is hereby re-elected as a director of the company.'

**Lead Independent Director**

**South African**

**Qualifications:** BAcc (Hons), CA(SA).

Expertise in accounting, auditing, retail banking, other financial services, business strategy and strategic planning. Experience in large corporates, corporate governance and stakeholder management, and doing business in emerging economies.

Hubert was Chief Executive of Imperial Holdings Limited, the diversified mobility group, from July 2007 to February 2014. Thereafter he served as a Non-executive Director of Imperial Holdings Limited until the end of 2014. He previously served as a Director and Chairperson of Imperial Bank (previously a joint venture between Nedbank and Imperial Holdings and later acquired as a subsidiary of Nedbank) until 2010. Hubert was an Executive at Sanlam Group Limited from January 2015 to May 2017. He served on the council of Stellenbosch University from April 2018 to December 2022. He is also an Independent Non-executive Director and Chairperson at Woolworths Holdings Limited. Hubert was appointed Lead Independent Director of the Nedbank Group board on 2 December 2021.

**Board committees**

**Chair:** Group Directors' Affairs Committee and Group Remuneration Committee.

**Member:** Group Audit Committee and Group Information Technology Committee.



## 2.2 'Resolved that Mr MH Davis be and is hereby re-elected as a director of the company.'

### **Chief Financial Officer**

#### **South African**

**Qualifications:** BCom (Hons), DipAcc, CA (SA), AMP (Insead).

Expertise in retail, investment banking, other financial services, accounting, and auditing. Experience in large corporates, human resources, marketing, business strategy and strategic planning, corporate governance and stakeholder management, and climate change.

Mike was appointed Chief Financial Officer of the group on 1 October 2020. He previously held the position of Group Executive for Balance Sheet Management and has been a member of the Group Executive Committee from 1 January 2015. He has significant industrywide experience in finance, asset and liability management, regulatory, treasury, risk and capital management, and has worked in financial services for over 25 years. Before joining Nedbank through the acquisition of BoE Bank Limited, Mike completed his articles at Deloitte, where he specialised in banking, treasury, and risk management.

### **Board committees**

**Member:** Group Credit Committee and Large-exposures Approval Committee.

## 2.3 'Resolved that Mr EM Kruger be and is hereby re-elected as a director of the company.'

### **Independent Non-executive Director**

#### **South African**

**Qualifications:** BCom.

Expertise in retail and investment banking and other financial services, macroeconomic and public policy, business strategy and strategic planning, stakeholder management, human resources and marketing.

Experience in regulatory affairs, doing business in emerging economies, corporate governance and stakeholder management, and banking and financial services.

Errol joined the board as an Independent Non-executive Director on 1 August 2016. From September 2003 to July 2011 he was the Registrar of Banks (now known as the Chief Executive Officer of the Prudential Authority) at the South African Reserve Bank (SARB), having been with SARB from July 1978. As the Registrar of Banks, Errol represented South Africa as a full member of the Basel Committee on Banking Supervision from 2009 to 2011, and he successfully project-managed early adoption and full implementation of both the revised 25 Basel Core Principles for Effective Banking Supervision and Basel II. Errol was appointed as Managing Director of Supervision and Authorisation at the Qatar Financial Centre Regulatory Authority on 1 August 2011, whereafter he was also appointed by the board of the Qatar Central Bank to serve on Qatar's Financial Stability and Risk Control Committee. He relinquished his role at the Qatar Financial Centre Regulatory Authority on 31 July 2016. Errol also serves as a Non-executive Director of Capital Appreciation Limited and is the Chairperson of the Board of Directors of Nedbank Private Wealth Limited (Isle of Man).

### **Board committees**

**Chair:** Group Credit Committee, Large-exposures Approval Committee and Group Risk and Capital Management Committee.

**Member:** Group Audit Committee and Group Directors' Affairs Committee.

## 2.4 'Resolved that Ms L Makalima be and is hereby re-elected as a director of the company.'

### **Independent Non-executive Director**

#### **South African**

**Qualifications:** BCom (Hons), HDE, MPhil.

Expertise in investment banking, other financial services, mining, energy, resources and infrastructure, human resources, marketing, business strategy, and strategic planning. Experience in large corporates, innovation and digital.

Linda, the founder of Lima Business Solutions Proprietary Limited, was previously a Director and the Head of Investment Banking Coverage (SA) at Standard Bank, where she was responsible for business development and origination across a portfolio of sectors, including oil and gas, power, infrastructure and renewables, mining, and telecommunications. Before that she was Managing Director of Diners Club SA. Linda left the corporate world to become a career and business coach, providing professionals and entrepreneurs with skills, insights and tools to enrich their careers and businesses. She is also a member of the Board of Governors for Pathcare.

### **Board committees**

**Chairperson:** Group Transformation, Social and Ethics Committee.

**Member:** Group Credit Committee, Large-exposures Approval Committee, Group Climate Resilience Committee, Group Risk and Capital Management Committee and Group Directors' Affairs Committee.

*The percentage of voting rights required for the passing of each ordinary resolution contained in 2.1 to 2.4 is more than 50% of the voting rights exercised for each resolution.*

### 3 Ordinary resolutions 3.1 and 3.2 – Reappointment of independent external auditors; and Ordinary resolution 3.3 – Appointment of KPMG Inc in a shadow capacity

The Group Audit Committee considered the independence of the joint external auditors on an ongoing basis during the year and assessed the skills, reporting and overall performance of Deloitte & Touche (with Ms V Sangoni as designated registered auditor) and Ernst & Young (with Mr F Mohideen as designated registered auditor), and recommends their reappointment as joint auditors of the company.

As noted in the Stock Exchange News Service (SENS) announcement released on 28 October 2022, following a comprehensive tender process, the company intends appointing KPMG Inc (KPMG) as one of the joint auditors for the financial year ending 31 December 2024. KPMG will be invited to observe the 31 December 2023 financial statement audit performed by the incumbent joint external auditors from Friday, 2 June 2023 in a shadow capacity. In line with the mandatory audit firm rotation (MAFR) requirements and subject to shareholder approval, Deloitte & Touche will rotate off the company's audit on conclusion of its external audit responsibilities for the year ending 31 December 2023.

The future appointment of KPMG and the designated audit partner for the year ending 31 December 2024 are subject to approval by the South African Reserve Bank's Prudential Authority in accordance with section 61 of the Banks Act, 94 of 1990 (as amended) and will be presented at the AGM to be held in 2024. If appointed as joint external auditors, for the year ending 31 December 2024, KPMG will provide its services alongside Ernst & Young, who has been nominated to remain the joint external auditor of the company until their rotation off the company's audit in line with the MAFR implementation timelines.

In the interest of good governance, the resolution to appoint KPMG in a shadow capacity from 2 June 2023 is being proposed to shareholders.

If any of resolutions 3.1 to 3.3 are not passed, the resolutions that are passed will be effective.

**3.1 'Resolved that Deloitte & Touche be and is hereby reappointed as external auditor of the company to hold office from the conclusion of this 56th AGM until the conclusion of the next AGM of Nedbank Group.'**

**3.2 'Resolved that Ernst & Young Incorporated be and is hereby reappointed as external auditor of the company to hold office from the conclusion of this 56th AGM until the conclusion of the next AGM of Nedbank Group.'**

**3.3 'Resolved that KPMG Inc (KPMG) be and is hereby appointed in a shadow capacity from 2 June 2023.'**

*The percentage of voting rights required for the passing of each ordinary resolution contained in 3.1, 3.2 and 3.3 is more than 50% of the voting rights exercised for each resolution.*

### 4 Ordinary resolutions 4.1 to 4.5 – Appointment of the Nedbank Group Audit Committee members

Section 94 of the Companies Act requires, among other things, that at each AGM of a public company the shareholders appoint an audit committee comprising at least three members who are independent Non-executive Directors of the company. However, section 94 of the Companies Act states that this does not apply to the appointment of an audit committee to a company that is subject to section 64 of the Banks Act, 94 of 1990 (as amended) (**Banks Act**). Nedbank Group, as the registered bank-controlling company of Nedbank Limited, is subject to section 64 of the Banks Act, which requires the board (as opposed to shareholders) of the company to appoint three of its members to serve on an audit committee.

The board believes it is good governance to afford shareholders the opportunity to vote on the appointment of the members of the Group Audit Committee and has elected to propose the appointment of the Group Audit Committee members annually.

The board has reviewed the composition of the Group Audit Committee against the requirements of the Companies Act and the Banks Act and confirmed that the committee complies with the relevant regulatory requirements and that the members have the necessary knowledge, skills and experience to enable the committee to perform its duties in terms of these requirements. The board therefore recommends the election of the members named below.

**4.1 'Resolved that Mr S Subramoney be and is hereby elected as a member of the Nedbank Group Audit Committee from the conclusion of this 56th AGM to the conclusion of the next AGM of Nedbank Group.'**

**Independent Non-executive Director**

**South African**

**Qualifications:** BCompt (Hons), CA (SA).

Expertise in accounting, auditing, corporate governance and stakeholder management, and doing business in emerging economies. Experience in macroeconomic and public policy as well as large corporates.

Stanley qualified as a chartered accountant (SA) in 1987 and was appointed audit partner at PwC, serving several of the firm's large clients both in the public and private sectors. During his 27 years in the audit profession as audit and advisory partner and later as member of the PwC Executive Committee, he led large and complex assignments, attended audit committee meetings of key clients, was the technical partner, trained board and audit committee members on the roles and responsibilities of the board and on

governance, and gained valuable experience across these various sectors. He represented the Southern African firm in several of PwC's African and global structures. These roles provided Stanley with a wide international view and exposure to global clients. At the age of 42 he was appointed Deputy Chief Executive Officer for PwC Southern Africa and member of the Executive Committee for Southern Africa. During his time as the strategy leader for PwC Southern Africa, Stanley led the Government and Public Sector Industry Group for Southern Africa. He was Chairperson of Business Skills for SA Foundation, a non-profit organisation that has provided business skills training to over 18 000 entrepreneurs from disadvantaged communities. Stanley was also on the board of Business Unity SA and Chairperson of its Audit Committee, a patron of the Nepad Business Foundation – a pan-African business foundation that seeks to put Africa on a path of sound sustainable economic development. He is a Director of Sasol Limited, Chairperson of Terrasan Group Limited and Chief Executive Officer of Menston Holdings Proprietary Limited.

**Board committees**

**Chairperson:** Group Audit Committee.

**Member:** Group Credit Committee, Large-exposures Approval Committee, Group Directors' Affairs Committee, Group Remuneration Committee and Group Transformation, Social and Ethics Committee.

**4.2 'Resolved that, subject to his re-election as a director in terms of ordinary resolution 2.1, Mr HR Brody be and is hereby elected as a member of the Nedbank Group Audit Committee from the conclusion of this 56th AGM to the conclusion of the next AGM of Nedbank Group.'**

An abbreviated CV for Mr Brody is provided under 2.1 of this notice.

**4.3 'Resolved that Mrs NP Dongwana be and is hereby elected as a member of the Nedbank Group Audit Committee from the conclusion of this 56th AGM to the conclusion of the next AGM of Nedbank Group.'**

**Independent Non-executive Director**

**South African**

**Qualifications:** BCom, PGDA, CA(SA), BCom (Hons), MCom.

Expertise in accounting, auditing and other financial services. Experience in large corporates, human resources, marketing, business strategy and strategic planning, corporate governance and stakeholder management, and doing business in emerging economies.

After having served her articles and qualified as a chartered accountant at Deloitte, Neo spent her early career as an equity analyst at Gensec Asset Management before rejoining Deloitte, where she held the position of audit partner for nine years. Neo serves on the Mpact Limited board and chairs the Takeover Regulation Panel.

**Board committees**

**Member:** Group Remuneration Committee, Group Credit Committee, Large-exposures Approval Committee and Group Audit Committee.

**4.4 'Resolved that, subject to his re-election as a director in terms of ordinary resolution 2.3, Mr EM Kruger be and is hereby elected as a member of the Nedbank Group Audit Committee from the conclusion of this 56th AGM to the conclusion of the next AGM of Nedbank Group.'**

An abbreviated CV for Mr Kruger is provided under 2.3 of this notice.

**4.5 'Resolved that Ms P Langeni be and is hereby elected as a member of the Nedbank Group Audit Committee from the conclusion of this 56th AGM to the conclusion of the next AGM of Nedbank Group.'**

**Independent Non-executive Director**

**South African**

**Qualifications:** BCom, BCom (Hons), MCom.

Experience in other financial services, large corporates, mining, energy, resources and infrastructure, macroeconomic and public policy, and corporate governance and stakeholder management.

Phumzile is a cofounder and Executive Chairman of Afropulse Group Proprietary Limited, an unlisted investment and corporate advisory house, and is also the Vice Chairman of Imperial Logistics Group (previously Imperial Logistics Limited), Chair of Metrofile Holdings Limited and Delta Property Fund. In April 2018 Phumzile was appointed by the President of the Republic of South Africa as one of four special envoys on investment tasked with raising US\$100bn over a five-year period to pursue economic opportunities in South Africa.

**Board committees**

**Member:** Group Transformation, Social and Ethics Committee, Group Audit Committee, and Group Climate Resilience Committee.

*The percentage of voting rights required for the passing of each ordinary resolution contained in 4.1 to 4.5 is more than 50% of the voting rights exercised for each resolution.*

## 5 Ordinary resolution 5 – Placing the authorised but unissued ordinary shares under the control of the directors

The board has reviewed the practice of issuing shares against the merits of acquiring shares in the open market for purposes of meeting the obligations under the Nedbank Group (2005) Share Option, Matched-share and Restricted-share Schemes (collectively the Nedbank Group (2005) Share Scheme).

The below authority to place authorised but unissued shares under the control of the directors will be used only for the purposes of the Nedbank Group (2005) Share Scheme in the event that, in the opinion of the board, it was not appropriate for Nedbank Group to acquire shares in the open market.

For 2023 Nedbank Group acquired shares in the open market to meet the obligations under the Nedbank Group (2005) Share Scheme.

**‘Resolved that the board be and is hereby authorised, as it in its discretion thinks fit, to issue up to 6 239 676 ordinary shares of R1,00 each in the share capital of the company, subject to the provisions of the Companies Act, 71 of 2008, the Banks Act, 94 of 1990 (as amended), and the JSE Listings Requirements, limited to issuances under the Nedbank Group (2005) Share Scheme only.’**

As approved by Nedbank Group shareholders on 10 May 2018, the number of Nedbank Group ordinary shares that could be allocated in terms of the Nedbank Group employee incentive schemes was 24 905 446. A total of 18 665 770 Nedbank Group ordinary shares have been issued since 10 May 2018 and, therefore, a maximum of 6 239 676 shares remaining may be issued under the Nedbank Group (2005) Share Scheme, representing approximately 1,22% of shares in issue at 1 January 2023.

The authority granted in terms of this ordinary resolution will remain valid until the next AGM of the company to be held in 2024.

*The percentage of voting rights required for the passing of this ordinary resolution is more than 50% of the voting rights exercised for this resolution.*

## Advisory votes

### 6 Advisory endorsements 6.1 and 6.2 on a non-binding basis of the Nedbank Group Remuneration Policy and the Remuneration Implementation Report

In accordance with the principles of King IV, separate advisory votes are being put to shareholders for the endorsement of Nedbank Group's Remuneration Policy and the Remuneration Implementation Report in the same manner as an ordinary resolution at the AGM. Given that the votes on these two resolutions are non-binding, the results will not be binding on the board and will not have any legal consequences for existing arrangements. However, the board will consider the outcomes of the votes when reviewing its Remuneration Policy and its implementation in future, and will seek to engage further with shareholders in terms of the consultation process set out in the Remuneration Policy, read with King IV, in the event that either has been voted against by 25% or more of the voting rights exercised by shareholders. The manner and timing of this engagement will be set out in the voting results announcement.

**6.1 ‘To endorse through a non-binding advisory vote the company’s Remuneration Policy (excluding the remuneration of Non-executive Directors for their services as directors and members of the board committees) as set out in the Remuneration Report contained in the summary consolidated annual financial statements.’**

**6.2 ‘To endorse through a non-binding advisory vote the company’s remuneration Implementation Report as set out in the Remuneration Report contained in the summarised consolidated annual financial statements.’**

## Special resolutions for consideration and adoption

### 7 Special resolutions 1.1 to 1.11 – Non-executive Directors’ fees

‘Resolved that the relevant Non-executive Directors’ fees for their service as directors be and are hereby approved as separate special resolutions as follows:

|   | Current annual fee<br>(1/7/2022 to 30/6/2023)<br>R | Proposed annual fee<br>(1/7/2023 to 30/6/2024)<br>R |
|---|--|---|
| 1.1 Chairperson (all-inclusive fee including committee chairpersonship and membership fees)                       | 6 472 190  | 6 860 521   |
| 1.2 Lead Independent Director fee (additional 40% on both the Nedbank Group and Nedbank Limited boardmember fees) | 228 915  | 242 650   |
| 1.3 Nedbank Group boardmember<br>Committee members’ fees:   | 311 119  | 329 786   |
| 1.4 Nedbank Group Audit Committee <sup>1</sup>  | 343 855  | 364 486   |
| 1.5 Nedbank Group Credit Committee <sup>1</sup>   | 257 891  | 273 364   |
| 1.6 Nedbank Group Directors’ Affairs Committee <sup>1</sup>   | 103 157  | 109 346   |
| 1.7 Nedbank Group Information Technology Committee <sup>1</sup>   | 154 735  | 164 019   |
| 1.8 Nedbank Group Remuneration Committee <sup>1</sup>   | 194 851  | 206 542   |
| 1.9 Nedbank Group Risk and Capital Management Committee <sup>1</sup>  | 257 891  | 273 364   |
| 1.10 Nedbank Group Transformation, Social and Ethics Committee <sup>1</sup>                                       | 154 735  | 164 019   |
| 1.11 Nedbank Group Climate Resilience Committee <sup>1</sup>  | 103 157  | 109 346   |

<sup>1</sup> The committee chairperson will be paid 2,5 times the member fees.

On a like-for-like basis the proposed increase represents a 6% increase overall. The Nedbank Limited boardmember fee for 2022 was R261 159 and will be proposed to be R276 829 at the Nedbank Limited AGM to be held on 31 May 2023. The fees for 2023 and 2024 as set out above exclude VAT.

Each of the special resolutions set out in 1.1 to 1.11 will be considered separately.

The percentage of voting rights required for the passing of each of the special resolutions contained in 1.1 to 1.11 is at least 75% of the voting rights exercised for each resolution.

### 8 Special resolutions 2.1 to 2.3 – Remuneration of Non-executive Directors appointed as Acting Group Chairperson, Acting Lead Independent Director or Acting Board Committee Chairperson

The board wishes to acknowledge the additional responsibilities and time commitments for Non-executive Directors who may, in exceptional circumstances, be required to perform the role of Acting Group Chairperson of the Nedbank boards, Acting Lead Independent Director or Acting Board Committee Chairperson for extended periods. Although the appointment to an acting position would arise only in exceptional circumstances, the board would like the flexibility to consider, if deemed appropriate, the ability to remunerate that director appropriately for the additional responsibilities and time commitments.

Therefore, the board proposes the payment of an additional fee to Non-executive Directors who are required to perform an acting role as described above, which fees would be in addition to the normal Non-executive Directors’ fees as detailed in special resolutions 1.1 to 1.11. Payment of these fees would be made monthly in arrears on a pro rata basis.

The payment of additional fees to any Non-executive Director appointed to an acting role as described above would be subject to prior approval by the Nedbank Group Remuneration Committee, which would consider the relevant circumstances and the extent of additional commitments on a case-by-case basis.

**'Resolved that any relevant Non-executive Directors' remuneration for their services in an acting role be and is hereby approved as separate special resolutions as follows, with effect from the conclusion of this 56th AGM to the conclusion of the next AGM:**

|  | Monthly fee for<br>2022/2023<br>R | Proposed<br>monthly fee for<br>2023/2024<br>R |
|--|-----------------------------------|---|
| 2.1 Acting Group Chairperson fee           | 130 000                           | 137 800                                       |
| 2.2 Acting Lead Independent Director fee   | 19 077                            | 20 222  |
| 2.3 Acting Board Committee Chairperson fee | 28 416                            | 30 121  |

*On a like-for-like basis the proposed increase represents a 6% increase overall.*

*These fees exclude VAT.*

*The percentage of voting rights required for the passing of each of the special resolutions contained in 2.1 to 2.3 is at least 75% of the voting rights exercised for each resolution.*

## 9 Special resolution 3 – General authority to repurchase ordinary shares

The board of directors of the company has considered the impact of a repurchase or purchase, as the case may be, of up to 5% of the company's ordinary shares, which falls within the amount permissible under a general authority in terms of the JSE Listings Requirements, and of an acquisition of shares in the company by a subsidiary of the company in terms of the Companies Act. Should the opportunity arise and the directors deem it advantageous for the company or any of its subsidiaries to repurchase or purchase these shares, it is considered appropriate that the directors (and relevant subsidiaries) be authorised to repurchase or purchase the company's ordinary shares.

The directors are of the opinion that it would be in the best interest of the company to provide this general authority and thereby allow the company to be in a position to repurchase its own shares on the open market should market conditions and price justify it. The proposed authority would enable the company to repurchase up to 25 575 039 ordinary shares in the capital of the company.

The board manages the company's equity on a proactive and dynamic basis and repurchases would be made only after the most careful consideration in cases where the directors believe that these purchases would be in the best interest of the company and its shareholders.

Purchases on the open market to enable the Nedbank Group (2005) Share Scheme to meet its obligations in terms of the restricted awards, and/or the delivery of matched shares, and/or exercise of options in terms of the rules of the Nedbank Group (2005) Share Scheme, as approved by shareholders at the AGM held on 10 May 2018, are excluded from this authority.

The proposed resolution includes a provision that the general authority granted to the board may be varied or revoked by special resolution at any time before the next AGM of the company.

**'Resolved that the company and/or any of its subsidiaries be and are hereby authorised by way of a general authority to repurchase or purchase, as the case may be, ordinary shares issued by the company from any person on the terms and conditions and in the numbers as the directors of the company or the subsidiary may determine from time to time, subject to the applicable requirements of the company's memorandum of incorporation; the approval, to the extent required, of the Prudential Authority; and the provisions of the Companies Act, 71 of 2008, and the Banks Act, 94 of 1990, and the JSE Listings Requirements; and subject to the restriction that the repurchase or purchase, as the case may be, by the company and/or any of its subsidiaries of shares in the company under this authority will not, in aggregate, exceed 5% of the ordinary shares of the company in issue at the commencement of the financial year, provided that:**

- a the repurchase of ordinary shares must be done through the order book operated by the JSE trading system and done without any prior understanding or arrangement between the company and the counterparty;
- b authorisation thereto must be given by the memorandum of incorporation of the company and that of its relevant subsidiary;
- c this general authority will be valid only until the company's next AGM, provided that it does not extend beyond 15 months from the date of the passing of this special resolution;
- d the maximum price at which ordinary shares may be repurchased will be 10% above the weighted average of the market value at which these ordinary shares are traded on the JSE, as determined over the five trading days immediately before the date of the repurchase of these ordinary shares by the company;
- e neither the company nor its subsidiaries will repurchase ordinary shares during a prohibited period as defined in paragraph 3.67 of the JSE Listings Requirements, unless:
  - the company has in place a repurchase programme that has been submitted to the JSE in writing prior to the commencement of the prohibited period; and
  - the company has instructed an independent third party, which makes its investment decisions in relation to the company's securities independently of, and uninfluenced by, the company, prior to the commencement of the prohibited period to execute the repurchase programme submitted to the JSE;

- f when the company has cumulatively repurchased 3% of the initial number of the ordinary shares, and for each 3% in aggregate of the initial number of that class acquired thereafter (if applicable), an announcement will be made;**
- g at any time the company will appoint only one agent to do any repurchases on its behalf;**
- h no voting rights attached to the company's shares repurchased by a subsidiary of the company are exercised while shares are held by the subsidiary and it remains a subsidiary of the company;**
- i the general authority granted to the board may be varied or revoked by special resolution at any time before the next AGM of the company; and**
- j the maximum number of Nedbank Group ordinary shares that may be repurchased during the term of this authority is 25 575 039 shares, representing 5% of 511 500 790 ordinary shares in issue at 1 January 2023.'**

The directors of the company will not effect a general repurchase of ordinary shares as contemplated above, unless, in addition to complying with the requirements of the Companies Act, the following conditions, as contemplated by the JSE Listings Requirements, are met:

- 1 The company and the group are in a position to repay their debt in the ordinary course of business for a period of 12 months after the date of the notice of the AGM.
- 2 The assets of the company and of the group at fair value will be in excess of the liabilities of the company and the group for a period of 12 months after the date of the notice of the AGM. For this purpose, the assets and liabilities will be recognised and measured in accordance with the accounting policies used in the latest audited consolidated annual financial statements, which comply with the Companies Act.
- 3 The share capital and reserves of the company and the group are adequate for a period of 12 months following the date of the notice of the AGM.
- 4 The available working capital of the company and the group will be adequate for ordinary business purposes for a period of 12 months after the date of the notice of the AGM.
- 5 A resolution is passed by the board that it authorised the repurchase of shares, that the company and its subsidiaries have passed the solvency and liquidity test, and that since the test has been performed, there have been no material changes to the financial position of Nedbank Group.

*The percentage of voting rights required for the passing of special resolution 3 is at least 75% of the voting rights exercised for this resolution.*

## Disclosure in terms of section 11.26 of the JSE Listings Requirements

The JSE Listings Requirements require the following disclosures for special resolution 3, which are disclosed in the 2022 Nedbank Group Integrated Report, as set out below:

Major shareholders of Nedbank Group (note 15 on pages 264 and 265 of the audited separate annual financial statements available at [nedbankgroup.co.za](http://nedbankgroup.co.za)).

Share capital of Nedbank Group (note B4 on pages 41 and 42 of the audited consolidated annual financial statements available at [nedbankgroup.co.za](http://nedbankgroup.co.za)).

## Material changes

Other than the facts and developments reported on in the 2022 Nedbank Group Integrated Report, there have been no material changes in the affairs or financial position of Nedbank Group and its subsidiaries from 31 December 2022 to the date of the Integrated Report.

## Directors' responsibility statement

The directors, whose names appear on page 5 of the 2022 Nedbank Group Integrated Report available at [nedbankgroup.co.za](http://nedbankgroup.co.za), collectively and individually accept full responsibility for the accuracy of the information pertaining to special resolution 3 and certify that, to the best of their knowledge and belief, no facts have been omitted that would make any statement false or misleading, and that all reasonable enquiries to ascertain these facts have been made and that this resolution and additional disclosures in terms of section 11.26 of the JSE Listings Requirements pertaining thereto contain all the information required by law and the JSE Listings Requirements. The company's MOI contains a provision allowing the company or any of its subsidiaries to repurchase (acquire) the company's issued shares. This is subject to the Companies Act, the Banks Act, and the JSE Listings Requirements. In terms of sections 46 and 48 of the Companies Act, the company and its subsidiaries may repurchase the company's shares. The existing general authority, granted by shareholders at the last AGM on 27 May 2022, is due to expire. If the general authority for the acquisition of ordinary shares is granted again at Nedbank Group's AGM, it will provide the board with the flexibility to repurchase these ordinary shares as and when the best interest of the company requires it to do so.

## 10 Special resolution 4

### 10.1 Notice of intragroup financial assistance in terms of section 45(5)(a) of the Companies Act

In terms of section 45(5)(a) of the Companies Act, the company is required to provide written notice to shareholders of resolutions adopted by the board of directors authorising the company to provide intragroup financial assistance as contemplated in section 45(2) of the Companies Act.

This notice serves to notify shareholders in terms of section 45 (5)(a) of the Companies Act that the board, by the time that this notice is delivered to shareholders, will have resolved, in terms of the relevant authority granted by shareholders at the AGM held on 27 May 2022, that the company is authorised to, from time to time, provide any direct or indirect financial assistance as contemplated in section 45(2) of the Companies Act to, among others, any one or more companies or corporations that are related or interrelated to the company and/or to any one or more persons related to any such company or corporation, having regard to the funding and commercial requirements of Nedbank Group (Authorising Board Resolution). The provision of direct or indirect financial assistance by the company in terms of the Authorising Board Resolution will be on the basis that the board is satisfied that: (i) immediately after providing such financial assistance, the company will continue to satisfy the solvency and liquidity test; and (ii) the terms under which the financial assistance is proposed to be given are fair and reasonable to the company, as contemplated in section 45(3)(b) of the Companies Act.

It is noted that the Authorising Board Resolution contemplates that the aforesaid financial assistance will, in the aggregate, exceed one-tenth of one percent of the company's net worth at the date of adoption of the Authorising Board Resolution.

### 10.2 Special resolution 4 – General authority to provide financial assistance to related and interrelated companies

Section 44 of the Companies Act essentially requires, subject to limited exceptions, approval by way of special resolution for the provision of financial assistance for the purpose of, or in connection with, the subscription of any option or any securities issued or to be issued by the company or a related or interrelated company, or for the purchase of any securities of the company or a related or interrelated company. Section 45 of the Companies Act essentially requires, subject to limited exceptions, approval by way of special resolution for the provision of financial assistance, among others, to companies 'related' to or 'interrelated' with the company. Both sections 44 and 45 stipulate, among other things, that the regulated financial assistance may be provided only pursuant to a special resolution passed by shareholders within the previous two years.

The provision of any direct or indirect financial assistance by the company will always be subject to the board being satisfied that, immediately after having provided the financial assistance, the company will satisfy the solvency and liquidity test referred to in section 44(3)(b)(i) or 45(3)(b)(i) of the Companies Act respectively.

The directors would like the authority to be able to provide financial assistance to companies 'related' to or 'interrelated' with the company and persons 'related' to these companies, including for the acquisition of securities issued by the company and related companies where they regard it as desirable. This authorisation is generally required for providing loans and guarantees and other financial assistance to subsidiaries and group companies, which is often necessary or desirable for the conduct of Nedbank Group's business. The extension of this authority to 'any other person' is for the sole purpose of facilitating the mechanics of Nedbank Group's preference share funding business.

**'Resolved that, subject to the provisions of the Companies Act, 71 of 2008, the shareholders of the company hereby approve, as a general approval for a period of two years, the company providing direct or indirect financial assistance (financial assistance) as contemplated in sections 44 and 45 of the Companies Act on the terms as may be authorised by the board in accordance with the following:**

- 4.1 That the financial assistance can be provided to any related or interrelated company (and any person 'related' to the company) or any other person (a recipient) and, for the avoidance of doubt, excludes financial assistance provided to any directors or prescribed officers of the company or of any these recipients.**
- 4.2 That nothing in this approval will limit the provision by the company of financial assistance that does not require approval by way of a special resolution of the shareholders in terms of sections 44 and 45 of the Companies Act or that falls within any exemption provided in those sections.'**

*The percentage of voting rights required for the passing of special resolution 4 is at least 75% of the voting rights exercised for this resolution.*

## 11 Special resolution 5 – Amendments to the rules of the Nedbank Group (2005) Share Option, Matched-share and Restricted-share schemes (collectively the Nedbank Group (2005) Share Scheme)

The rules of the Nedbank Group (2005) Share Scheme were first adopted by shareholders on 4 May 2005 and then replaced on 10 May 2018, with certain amendments approved by the Nedbank Group shareholders on 28 May 2021 (the **Rules**).

Special resolution 5 proposes that the Long-Term Incentive (LTI) 'Retention Awards' be replaced with 'Individual Performance Awards' throughout the Rules of the 2005 Share Scheme. Individual Performance Awards are defined as 'any of Options, Matched Awards or



Restricted Awards, which are subject to the requirement that the Participant is still in the employ of the Group at the Vesting Date and which Awards may be subject to a minimum individual performance standard as specified by RemCo’.

This amendment eliminates ‘Retention Awards’, which are time-based. Following this amendment, only Performance Awards, which are subject to corporate performance targets, and Individual Performance awards that are subject to an individual performance standard as specified by the Group Remuneration Committee, may be issued. Consequent to this amendment, all the vesting criteria for all LTI awards by Nedbank Group will be performance-based in addition to the time-based condition.

In addition, the Nedbank Group further proposes to amend clause 28 of the Rules of the Nedbank Group (2005) Share Scheme. The proposed amendment deems that any shares received by a Scheme participant pursuant to an unbundling transaction will be Restricted Shares subject to the same conditions applicable to the Restricted Awards.

The amendments to the Rules have been approved by the JSE. A copy of the Rules with the proposed amendments, initialled and signed on the front cover by the Group Chairperson of the board, with proposed amendments highlighted for ease of reference, may be requested from the Group Company Secretary at [JackieK@nedbank.co.za](mailto:JackieK@nedbank.co.za) from Thursday, 20 April 2023.

**5.1 ‘Resolved that reference to ‘Retention Awards’ in the Nedbank Group (2005) Share Scheme be and is hereby replaced with ‘Individual Performance Awards’ and that a minimum individual performance standard be added as a condition to Options, Matched Awards and Restricted Awards as may be specified by RemCo.’**

**5.2 ‘Resolved that the wording of clause 28 (including subclauses 28.2 and 28.3, and the inclusion of new subclauses 28.4 and 28.5) of the Nedbank Group (2005) Share Scheme be and is hereby amended as follows:**

#### **28. DIVIDENDS AND DISTRIBUTIONS**

For the sake of clarity it is recorded that:

- 28.1 in respect of the Option Scheme, no dividends shall be paid unless and until the Options are exercised by a Participant, the full Purchase Price paid therefor and the relevant Shares issued;
- 28.2 in respect of the Matched Share Scheme, dividends or distributions contemplated in clause 28.4 shall be paid on the Bonus Shares constituting the Participant’s Portfolio but no right to dividends or distributions shall accrue to Participants in respect of the Matched Shares unless and until the requisite Matched Shares are delivered to the Participant;
- 28.3 in respect of the Restricted Share Scheme, the Participant shall be entitled to those dividends paid on the Restricted Shares from the Restricted Award Date up to and including the Vesting Date which dividends shall be distributed, if required, by the Trustees to the Participants; and thereafter in the normal course after the restrictions have lifted. In the case of a dividend paid in the ordinary course of business, the dividend will be paid to the Participant as a deemed shareholder, however, any other distribution contemplated in the Companies Act 71 of 2008 (“Companies Act”), will be made in accordance with the provisions of clause 28.4.
- 28.4 in the event of the Company making a distribution in specie or as capitalisation shares (as contemplated in section 47 of the Companies Act), Participants shall continue to participate in the Restricted Share Scheme, any additional Shares acquired by Participants will be deemed to be Restricted Shares and subject to the same conditions applicable to Restricted Awards in terms of the Restricted Share Scheme; and
- 28.5 in respect of the Matched Share Scheme, distributions contemplated in clause 28.4 paid on the Compulsory Bonus Shares will be subject to the same provisions applicable to allocations pursuant to the Restricted Share Scheme set out in clause 28.4.’

*The percentage of voting rights required for the passing of special resolutions 5.1 and 5.2 is at least 75% of the voting rights exercised for each resolution.*

## **12 Special resolution 6 – Creation of new preference shares**

Nedbank Limited (NBL) issued 358 277 491 non-redeemable, non-cumulative, non-participating variable rate preference shares with a nominal value of R0,01 each in several tranches between 2002 to 2010 under the then prevailing Basel II requirements (preference shares).

Regulation 38 (11)(c) of the BA700 Regulations Relating to Banks (Regulation 38) highlights the phasing out of specified hybrid debt instruments qualifying as Tier 1 capital where the instruments or shares were issued either prior to 12 September 2010 or 1 January 2013. The preference shares qualified as Tier 1 instruments.

These instruments were phased out by 10% per annum between 1 January 2013 and 31 December 2021, referred to as grandfathering. The preference shares’ contribution towards regulatory capital reduced over this time as a result of the grandfathering. Accordingly, with effect from 1 January 2022, NBL would not have derived any regulatory capital benefit associated with the preference shares. Therefore, NBL deemed it appropriate to not continue having the preference shares as part of its issued share capital and repurchased the preference shares in December 2021.

There is, however, a shortage of dividend-yielding investment products in the market for corporates and high-net worth individuals who are seeking a dividend return. The annuity returns provided by these preference share products have also proven to be a very attractive feature to investors.

As a result, we are proposing that Nedbank Group create and, subject to board and regulatory approval, issue perpetual preference shares, the Additional Tier 1 (AT1) preference shares, which would also qualify as AT1 capital in terms of Basel III regulatory requirements. This will both supplement the company's capital buffer and continue to provide an attractive product offering to the market. The terms to these preference shares are set out in Annexure 1 of this notice.

**'Resolved that, the creation of 200 000 A non-redeemable, non-cumulative, non-participating, perpetual preference shares in Nedbank Group, at a nominal value of R1 000 000,00 per preference share, be and is hereby approved.'**

*The percentage of voting rights required for the passing of special resolution 6 is at least 75% of the voting rights exercised for this resolution.*

### **13 Special resolution 7 – Amendments to the Memorandum of Incorporation (MOI) and terms of the A non-redeemable, non-cumulative, non-participating, perpetual preference shares**

The rationale for passing this special resolution is to amend the MOI of Nedbank Group to allow for the creation of new preference shares as voted for in special resolution 6, and to include the terms of the new preference shares as set out in Annexure 1 of this notice in Nedbank Group's MOI.

The amendments to the MOI have been approved by the JSE. The MOI is available for inspection at the registered office of Nedbank Group during normal business hours from Thursday, 20 April 2023 until the date of the AGM.

**'Resolved that, subject to the passing of special resolution 6, the existing MOI of the Company be and is hereby amended by the inclusion of the A non-redeemable, non-cumulative, non-participating, perpetual preference shares (the amendments which were tabled at the meeting and initialled by the Group Chairperson of the meeting for the purposes of identification), with effect from the date of filing of the notice of amendment with the Companies and Intellectual Property Commission.'**

*The percentage of voting rights required for the passing of special resolution 7 is at least 75% of the voting rights exercised for this resolution.*

### **14 Ordinary resolution 6 – Placing the authorised but unissued A non-redeemable, non-cumulative, non-participating, perpetual preference shares under the control of the directors**

Subject to the passing of special resolution 6, ordinary resolution 6 is proposed in accordance with the terms of the (MOI), subject to the provisions of the Companies Act, 71 of 2008, the Banks Act, 94 of 1990 (as amended), and the JSE Listings Requirements.

**'Resolved that the board be and is hereby authorised, as it in its discretion thinks fit and subject to the passing of special resolution 6, to issue up to 200 000 A non-redeemable, non-cumulative, non-participating, perpetual preferences shares of R1 000 000,00 each in the share capital of the company, subject to the provisions of the Companies Act, 71 of 2008, the Banks Act, 94 of 1990 (as amended), and the JSE Listings Requirements.'**

The authority granted in terms of this ordinary resolution will remain valid until the next AGM of the company to be held in 2024.

*The percentage of voting rights required for the passing of this ordinary resolution is more than 50% of the voting rights exercised for this resolution.*

## **Voting by proxy**

Each person entitled to attend and vote at the AGM may appoint a proxy or proxies to attend, speak, and vote or abstain from voting in their stead. A proxy need not be a shareholder of the company. Completed proxy forms must be received at the office of the transfer secretaries by Wednesday, 31 May 2023, at 08:30 SAST for administrative purposes.

Alternatively, forms of proxy can be delivered by email to JSE Investor Services ([meetingservices@jseinvestorservices.co.za](mailto:meetingservices@jseinvestorservices.co.za)) no later than 08:30 on Friday, 2 June 2023, subject to the proxy instructions meeting all other criteria.

Approved by the board on Tuesday, 11 April 2023.

**J Katzin**

Group Company Secretary

20 April 2023

Sandown

# Annexure 1

## Amendment to the MOI and terms of the new preference shares

The MOI of Nedbank Group is proposed to be amended to include an amendment to paragraph 8 and 8.1 of the MOI to include the creation of new preference shares, and a new paragraph 48 that sets out the terms of the new preference shares as follows:

### 8. AUTHORISED SHARES AND ALLOTMENT AND ISSUE OF SECURITIES [BA: S37]

- 8.1 Subject to the provisions of the Banks Act, the Company is authorised to issue (which includes Shares already issued at any time):
- 200 000 (two hundred thousand) non-redeemable, non-cumulative, non-participating perpetual preference shares (the A preference shares) with a par value of R1 000 000,00 (one million Rand) each, the preferences, rights, limitations and other terms set out in clause 48.

### 48. PREFERENCES, RIGHTS, LIMITATIONS AND OTHER TERMS ASSOCIATED WITH THE NON-REDEEMABLE, NON-CUMULATIVE, NON-PARTICIPATING PERPETUAL PREFERENCE SHARES (THE A PREFERENCE SHARES)

The following are the preferences, rights, limitations and other terms, which attach to the [200 000] A non-redeemable, non-cumulative, non-participating, perpetual preference shares in the capital of the Company.

#### 48.1 Definitions

In this clause 48, unless the context dictates otherwise, the words and expressions set forth below shall have the following meanings and cognate expressions shall have corresponding meanings:

- 48.1.1 **“Additional Amounts”** has the meaning given to this term in clause 48.6;
- 48.1.2 **“Additional A Preference Shares”** has the meaning given to this term in clause 48.19.1;
- 48.1.3 **“Administration Agent”** means the Issuer, unless the Issuer elects to appoint, in relation to a particular Tranche of A Preference Shares, another entity as Administration Agent, in which event that other entity shall act as an Administration Agent in respect of that particular Tranche of A Preference Shares;
- 48.1.4 **“Applicable Law”** means any law (including statutory, common or customary law), statute, constitution, decree, judgment, treaty, regulation, directive, by-law, order, other legislative measure, or any directive, requirement, request or guideline (whether or not having the force of law but, if not having the force of law, is generally complied with by the persons to whom it is addressed or applied) of any government, supranational, local government, statutory, regulatory, self-regulatory or similar body, authority or court, as amended, replaced, re-enacted, restated or reinterpreted;
- 48.1.5 **“Applicable Procedures”** means the rules and operating procedures from time to time of the Administration Agent;
- 48.1.6 **“Applicable Provisions”** has the meaning given to this term in clause 48.20.1;
- 48.1.7 **“Authorisation”** means any authorisation, consent, approval, resolution, licence, exemption, filing, notarisation, registration, agreement, certificate, permit and/or authority or any exemption from any of the aforesaid, by, with or from any authority;
- 48.1.8 **“Authorising Resolution”** means, in respect of each Tranche of A Preference Shares, a resolution of the Board:
- 48.1.8.1 determining a distinguishing designation the A Preference Shares to be issued in that Tranche of A Preference Shares;
- 48.1.8.2 determining the Commercial Terms of that Tranche of A Preference Shares; and
- 48.1.8.3 authorising the issue of that Tranche of A Preference Shares;
- 48.1.9 **“Basel III Accord”** means the documents entitled “Basel Committee on Banking Supervision – Basel III: A global regulatory framework for more resilient banks and banking systems – December 2010 (rev June 2011)” and “Basel Committee on Banking Supervision – Basel III: International Framework for liquidity risk measurements, standards and monitoring – December 2010 [(rev June 2011)]” published by the Basel Committee on Banking Supervision on 16 December 2010, as supplemented and/or amended from time to time;
- 48.1.10 **“Capital Regulations”** means, at any time, any: (i) legislation (including the Banks Act and/or any statutory bail-in option under South African law) then in effect in the Republic, (ii) regulations (including the Regulations Relating to Banks) then in effect in the Republic, (iii) the Circulars (including, without limitation, Circular C6/2014), Guidance Notes (including, without limitation, Guidance Note 06/2017) and Directives then in effect in the Republic issued by the Prudential Authority, which legislation, regulations, Circulars, Guidance Notes and Directives relate to and/or provide for the implementation of the Basel III Accord in the Republic;

- 48.1.11 **“Class”** means, when used in relation to A Preference Shares, a Tranche of A Preference Shares (alone or with any Tranche or Tranches of A Preference Shares previously classified by the Board) that:
- 48.1.11.1 are identical in all respects (including but not limited to the Dividend Rate), except that their Issue Dates and/or Issue Prices may differ;
  - 48.1.11.2 have been classified by the Board as belonging to a single class (as contemplated by section 37(1) of the Companies Act); and
  - 48.1.11.3 have been given a numerical designation by the Board (reflecting the order in which the first Tranche of A Preference Shares so designated were classified by the Board, e.g. Class “A1” Preference Shares) to distinguish the Tranche from Tranches of A Preference Shares that are not identical in all respects;
- 48.1.12 **“Certificated Share”** means an A Preference Share represented by a paper share certificate or other physical document(s) of title, which share has not been surrendered for Dematerialisation;
- 48.1.13 **“A Preference Shareholder”** means, in respect of a Preference Share, the registered holder of such Preference Share in the A Preference Share Register from time to time and **“Preference Shareholders”** mean, as the context required, all of them;
- 48.1.14 **“A Preference Share Register”** means the register of A Preference Shareholders of the Issuer;
- 48.1.15 **“A Preference Share Terms”** means the preferences, rights, privileges and other terms of the Preference Shares as set out in this clause 48;
- 48.1.16 **“Commercial Terms”** means, in respect of each Tranche of A Preference Shares:
- 48.1.16.1 the Issue Date;
  - 48.1.16.2 the Issue Price;
  - 48.1.16.3 the Dividend Rate;
  - 48.1.16.4 the Scheduled Dividend Date; and
  - 48.1.16.5 details of the Administration Agent;
- 48.1.17 **“Cumulative Redeemable Preference Shares”** means the 1 000 000 (one million) cumulative, redeemable preference shares in the issued share capital of the Company, having the rights and privileges that are set out in clause 47 of the MOI;
- 48.1.18 **“Deliver”** means deliver in the manner in which the Company is entitled to give notice or deliver documents in accordance with clause 43 (*Notices*), clause 48.15 (*Notices*) of these A Preference Share Terms and the Companies Act;
- 48.1.19 **“Dematerialised Shares”** means A Preference Shares which have been dematerialised;
- 48.1.20 **“Dematerialisation”** the process by which certificated shares are converted to or held in an electronic form as uncertificated shares and recorded in the sub-register of A Preference Shareholders maintained by the Administration Agent;
- 48.1.21 **“Dividend Payment Date”** means each Scheduled Dividend Date and each Final Dividend Date;
- 48.1.22 **“Dividend Period”** means, in respect of each A Preference Share and for the purposes of the calculation of the Scheduled Preference Dividends in respect of such A Preference Share, each period commencing on a Scheduled Dividend Date and ending on the next Scheduled Dividend Date (both days inclusive); **provided that:**
- 48.1.22.1 the first Dividend Period shall be the period from the Subscription Date of such A Preference Share until the first Scheduled Dividend Date occurring thereafter (both days inclusive); and
  - 48.1.22.2 the final Dividend Period shall be the period from the Scheduled Dividend Date immediately preceding the Final Dividend Date until the Final Dividend Date (both days inclusive);
- 48.1.23 **“Dividend Rate”** means, in relation to a Tranche of A Preference Shares, the dividend rate as may be determined by the Issuer in the applicable Authorising Resolution, being a floating rate determined with reference to the Reference Rate;
- 48.1.24 **“Dividends Tax”** means the Dividends Tax as contemplated in, Part VIII of Chapter II of the Income Tax Act;

- 48.1.25 **“Equity Share”** means an Ordinary Share or any other security issued by the Company and expressed (in accordance with its terms) to rank after the A Preference Shares;
- 48.1.26 **“Existing A Preference Shares”** has the meaning given to this term in Clause 48.19.1;
- 48.1.27 **“Final Dividend Date”** means, in relation to any A Preference Share, the date on which it is redeemed by the Issuer, but excluding any date on which any A Preference Share is redeemed pursuant to a Trigger Event;
- 48.1.28 **“Issue Date”** means, in respect of each A Preference Share, the date on which the Issuer issues that A Preference Share to the Subscribers;
- 48.1.29 **“Issuer”** means the Company;
- 48.1.30 **“Issue Price”** means, in relation to any Tranche of A Preference Shares, the price at which such A Preference Share is issued, as may be determined by the Issuer in the applicable Authorising Resolution;
- 48.1.31 **“Issuer Redemption Event”** means, in relation to any Tranche of A Preference Shares, a decision by the Board of the Issuer to redeem all the A Preference Shares in that Tranche, provided that:
- 48.1.31.1 the proposed Redemption Date is at least 5 (five) years and 1 (one) day after the Issue Date of the A Preference Shares in that Tranche;
- 48.1.31.2 the Issuer has obtained the prior written approval of the Prudential Authority for the proposed redemption;
- 48.1.31.3 the Issuer has not created (and does not create) any expectation that it will redeem the A Preference Shares in that Tranche;
- 48.1.31.4 the Issuer:
- 48.1.31.4.1 will, concurrently with the redemption of the A Preference Shares in that Tranche, issue replacement securities that will, once issued: (i) constitute capital of a similar or better quality (determined with reference to the requirements of the Regulations Relating to Banks) than the A Preference Shares in that Tranche; and (ii) be sustainable for the income capacity of the Issuer; or
- 48.1.31.4.2 has demonstrated, to the satisfaction of the Prudential Authority, that the Issuer’s Regulatory Capital (determined with reference to the requirements of the Regulations Relating to Banks) will be well above the specified minimum requirements (determined with reference to the requirements of the Regulations Relating to Banks) after the proposed redemption of the A Preference Shares in that Tranche has taken place;
- 48.1.32 **“Other Preference Share”** means the Cumulative Redeemable Preference Shares or any other security issued by the Company and expressed (in accordance with its terms) to rank in priority to the A Preference Shares;
- 48.1.33 **“Outstanding A Preference Share Obligations”** means, at any time and without double counting, an amount equal to the aggregate of:
- 48.1.33.1 the issue Price of each Unredeemed A Preference Share at that time;
- 48.1.33.2 any outstanding Scheduled Preference Dividends at that time;
- 48.1.33.3 any Additional Amounts; and
- 48.1.33.4 any other amount due and payable and unpaid by the Issuer in accordance with the A Preference Share Terms at that time;
- 48.1.34 **“Preference Dividends”** means the Scheduled Preference Dividends;
- 48.1.35 **“Prudential Authority”** means the Prudential Authority established in terms of section 32 of the Financial Sector Regulation Act, 2017 or such other governmental authority in the Republic (if any) as will have the responsibility for making decisions relating to the declaration of a bank as being non-viable;
- 48.1.36 **“Rand”, “R” or “ZAR”** means South African Rand;
- 48.1.37 **“Redemption Amount”** means, in respect of each A Preference Share, an amount equal to its Issue Price;
- 48.1.38 **“Redemption Date”** means, in relation to an A Preference Share, the date on which the Issuer redeems that A Preference Share in accordance with these A Preference Share Terms;

- 48.1.39 **“Redemption Event”** means an Issuer Redemption Event, a Regulatory Event or a Tax Event;
- 48.1.40 **“Reference Rate”** means the publicly quoted basic rate (nominal annual compounded in arrear) at which Nedbank Limited lends on overdraft;
- 48.1.41 **“Regulations Relating to Banks”** means the Regulations Relating to Banks promulgated under the Banks Act published as Government Notice No. 297 in Government Gazette No. 40002, dated 20 May 2016, as supplemented and/or amended from time to time;
- 48.1.42 **“Regulatory Capital”** means, as applicable, Tier 2 Capital or Additional Tier 1 Capital, each as defined in the Banks Act;
- 48.1.43 **“Regulatory Change”** means, in relation to a Tranche of A Preference Shares: (i) a change in or amendment to the Capital Regulations; or (ii) any change in the application of or official or generally published guidance or interpretation of the Capital Regulations by the Prudential Authority and/or the South African courts, which change or amendment becomes, or would become, effective on or after the Issue Date of that Tranche of A Preference Shares;
- 48.1.44 **“Regulatory Event”** means an event that is deemed to have occurred in relation to a Tranche of A Preference Shares if, as a result of any Regulatory Change, the whole or any part of the aggregate Issue Price of that Tranche of A Preference Shares is excluded from qualifying as Regulatory Capital of the Issuer or Nedbank Limited on a solo and/or consolidated basis and the Prudential Authority has notified the Issuer (either specifically or generally in conjunction with other banks and/or controlling companies) in writing of the relevant amendment or change and, for the avoidance of doubt, a Regulatory Event shall be deemed to have occurred in relation to a Tranche of A Preference Shares if all or part of the aggregate Issue Price of that Tranche of A Preference Shares is excluded from qualifying as Regulatory Capital by reason of any grandfathering or transitional provisions in the applicable Capital Regulations;
- 48.1.45 **“Representative”** means a person duly authorised to act on behalf of a Preference Shareholder, who may be regarded by the Issuer, the Administration Agent (all acting in good faith) as being duly authorised based upon the tacit or express representation thereof by such Representative, in the absence of express notice to the contrary from such Preference Shareholder;
- 48.1.46 **“Scheduled Dividend Date”** means in relation to a Tranche of A Preference Shares, each date as may be determined by the Issuer in the applicable Authorising Resolution;
- 48.1.47 **“Scheduled Preference Dividend”** has the meaning given to this term in clause 48.5.1.1;
- 48.1.48 **“Specified Office”** the registered address of the Issuer or the Administration Agent, as the case may be, as specified in the Authorising Resolution or such other address as the Issuer or the relevant agent, as the case may be, may specify by notice to the A Preference Shareholders which change of address shall in each case be notified to the A Preference Shareholders in accordance with clause 43 (*Notices*) and clause 48.15 (*Notices*);
- 48.1.49 **“Subscription Date”** means, in respect of each A Preference Share, the date on which the Issue Price is paid by the holder of such A Preference Share in accordance with these A Preference Share Terms and the Applicable Procedures;
- 48.1.50 **“Trigger Event”** means the occurrence of a “trigger event” specified in writing by the Prudential Authority (as contemplated in Regulation 38(11)(b)(i) and Regulation 38(12)(a)(i), respectively, of the Regulations Relating to Banks), provided that, as a minimum, the aforesaid “trigger event” shall be the earlier of:
- 48.1.50.1 a decision that a Write Off, without which the Issuer would become non-viable, is necessary, as determined by the Prudential Authority; or
- 48.1.50.2 the decision to make a public sector injection of capital, or equivalent support, without which the Issuer would have become non-viable, as determined by the Prudential Authority,
- in each case, as contemplated in sub-paragraph (iii) of the proviso to Regulation 38(11)(b)(i) and sub-paragraph (iii) of the proviso to Regulation 38(12)(a)(i), respectively, of the Regulations Relating to Banks;
- 48.1.51 **“Tax”** means all and any taxes and levies of whatever nature, including income tax, capital gains tax, dividend tax, VAT, value extraction tax, stamp duties, Securities Transfer Tax, levies, assessments, imposts, deductions, charges and withholdings whatsoever in terms of any tax legislation, and includes all penalties, fines, additional tax or interest payable as a consequence of any failure or delay in paying any Taxes;

- 48.1.52 **“Tax Event”** means, in relation to any Tranche of A Preference Shares, an event pursuant to which the Issuer has paid or will pay or would on the next Dividend Payment Date be required to pay an Additional Amount;
- 48.1.53 **“Tranche”** means in relation to any particular Class of A Preference Shares, all A Preference Shares in that Class which are identical in all respects, in respect of which the same terms and conditions apply and which are issued on the same Issue Date;
- 48.1.54 **“Transfer Form”** means the written form for the transfer of an A Preference Share, in the form approved by the Administration Agent and signed by the transferor and transferee;
- 48.1.55 **“Unredeemed A Preference Share”** means, at any time, any Preference Share which has not:
- 48.1.55.1 been redeemed by the Issuer at that time in accordance with the A Preference Share Terms and the Authorising Resolution; or
- 48.1.55.2 Written-Off;
- 48.1.56 **“VAT”** means value added tax imposed in terms of the Value-Added Tax Act, 1991 or any similar tax imposed in place thereof from time to time;
- 48.1.57 **“Voluntary Redemption Date”** has the meaning give to this term in clause 48.9.1.2;
- 48.1.58 **“Voluntary Redemption Notice”** has the meaning give to this term in clause 48.9.1; and
- 48.1.59 **“Write Off”** means, in relation to a Tranche of A Preference Shares, that the Issuer’s obligations to the holders of that Tranche of A Preference Shares (including its obligation to pay the Redemption Amount) is extinguished in whole or in part.

## 48.2 Interpretation

- 48.2.1 In these A Preference Share Terms:
- 48.2.1.1 if an expression is stated in clause 48.1 (Definitions) to have the meaning given in the applicable Authorising Resolution, but the applicable Authorising Resolution gives no such meaning or specifies that such expression is “not applicable” then such expression is not applicable to the relevant Tranche of A Preference Shares;
- 48.2.1.2 any reference to any statute, regulation or other legislation will be a reference to that statute, regulation or other legislation as at the Issue Date and as amended, re-enacted or replaced and substituted from time to time;
- 48.2.1.3 any reference to “Currency” or “currency” means the lawful currency from time to time of a country.
- 48.2.2 Unless inconsistent with the context or save where the contrary is expressly specified in the A Preference Share Terms:
- 48.2.2.1 words denoting the singular only will include the plural also and vice versa, words denoting one gender only will include the other genders and words denoting persons only will include firms and corporations and vice versa;
- 48.2.2.2 the use of the word “including” followed by a specific example/s will not be construed as limiting the meaning of the general wording preceding it and the *eiusdem generis* rule will not be applied in the interpretation of such general wording or such specific example/s. Such references to “including” and “in particular” will not be construed restrictively but will mean “including, without prejudice to the generality of the foregoing” and “in particular, but without prejudice to the generality of the foregoing” respectively;
- 48.2.2.3 any reference to days (other than a reference to business days), months or years will be a reference to calendar days, months or years, as the case may be;
- 48.2.2.4 subject to clause 48.10.6, where any number of days is to be calculated from a particular day, such number shall be calculated as inclusive of the first day and exclusive of the last day. If the last day of such number so calculated falls on a day which is not a business day, the last day shall be deemed to be the immediately preceding day which is a business day;

48.2.2.5 If any provision in a definition in the A Preference Share Terms is a substantive provision conferring a right or imposing an obligation on any party then, notwithstanding that it is only in a definition, effect shall be given to that provision as if it were a substantive provision in the body of the A Preference Share Terms.

48.2.3 Headings and sub-headings in the A Preference Share Terms are inserted for convenience only.

48.2.3.1 Where any term is defined within a particular article, that term shall bear the meaning ascribed to it in that article wherever it is used in the A Preference Share Terms.

48.2.3.2 The rule of construction that, in the event of ambiguity, a contract shall be interpreted against the party responsible for the drafting thereof shall not be applied in the interpretation of the A Preference Share Terms.

### 48.3 Issue of A Preference Shares

Each Tranche of A Preference Shares will, subject to clause 48.20 (*A Preference Shares and the Companies Act*):

48.3.1 be perpetual and non-redeemable, except that the Company may elect to redeem any or all of the A Preference Shares pursuant to the occurrence of a Redemption Event;

48.3.2 be issued as fully paid up shares in the Issuer;

48.3.3 be issued in accordance with the Companies Act and the Issuer's MOI;

48.3.4 be issued at such Issue Price as may be determined by the Issuer in the applicable Authorising Resolution;

48.3.5 accrue at a Dividend Rate as may be determined by the Issuer in the applicable Authorising Resolution;

48.3.6 be non-cumulative; and

48.3.7 have the ranking set out in clause 48.4 (*Ranking*).

### 48.4 Ranking

48.4.1 The A Preference Shares rank:

48.4.1.1 equally among themselves and any other securities expressed (in accordance with its terms) to rank *pari passu* with the A Preference Shares with respect to:

48.4.1.1.1 the payment of dividends by the Issuer; and

48.4.1.1.2 the distribution of the assets of the Issuer in the event of the liquidation, dissolution or winding up of the Issuer, whether voluntary or involuntary, or any other distribution of the assets of the Issuer whether for the purpose of winding up its affairs or otherwise;

48.4.1.2 in priority to the rights of all Equity Shares with respect to:

48.4.1.2.1 the payment of dividends by the Issuer; and

48.4.1.2.2 the distribution of the assets of the Issuer in the event of the liquidation, dissolution or winding up of the Issuer, whether voluntary or involuntary, or any other distribution of the assets of the Issuer whether for the purpose of winding up its affairs or otherwise; and

48.4.1.3 after the Other Preference Shares with respect to:

48.4.1.3.1 the payment of dividends by the Issuer; and

48.4.1.3.2 the distribution of the assets of the Issuer in the event of the liquidation, dissolution or winding up of the Issuer, whether voluntary or involuntary, or any other distribution of the assets of the Issuer whether for the purpose of winding up its affairs or otherwise.

48.4.2 The A Preference Shares do not confer on the A Preference Shareholders the right to participate in the profits or assets of the Issuer except as set out in the A Preference Share Terms and the applicable Authorising Resolutions.

### 48.5 Dividend Rights of the A Preference Shares

The A Preference Shareholders will be entitled to receive the non-cumulative preferential cash dividends to be determined and paid in accordance with the provisions of this clause.



#### 48.5.1 Scheduled Preference Dividends

48.5.1.1 Each A Preference Share shall confer on the holder thereof the right to receive out of the profits that the Company has determined to distribute, in priority to any payment of dividends to the holders of any Equity Shares, a non-cumulative preferential cash dividend (each, a “**Scheduled Preference Dividend**”) which will accrue in respect of such A Preference Share for each Dividend Period in accordance with the following formula:

$$\text{SPD} = (\text{IP} \times \text{ND} \times \text{DR}) \div 365,$$

where:

SPD = the Scheduled Preference Dividend payable on each A Preference Share to be calculated, expressed in Rand;

IP = the Issue Price of that A Preference Share;

ND = subject to clause 48.5.1.2, the number of days in that Dividend Period; and

DR = the Dividend Rate.

48.5.1.2 If a Preference Dividend is declared in respect of a Scheduled Dividend Date or the Final Dividend Date, the Company shall be obliged to pay the Scheduled Preference Dividend or Final Dividend (as applicable) that has accrued in accordance with clause 48.5.1.1 in respect of each A Preference Share as at such Scheduled Dividend Date or Final Dividend Date (as applicable). For the avoidance of doubt, following the declaration of a Preference Dividend, payment thereof may be cancelled by a resolution of the Board on any date up to and including its Dividend Payment Date and no Event of Default or other breach under these A Preference Share Terms shall occur pursuant to such cancellation and the Company shall, subject to Applicable Laws, have access to such retained amounts to meet its obligations to other creditors as they fall due.

48.5.1.3 Each Scheduled Preference Dividend shall for the purposes of calculation:

48.5.1.3.1 accrue on a daily basis during the period of calculation;

48.5.1.3.2 be compounded monthly in arrears;

48.5.1.3.3 be calculated on the actual number of days to be calculated on the actual number of days elapsed and on the basis of a 365 (three hundred and sixty-five) day year irrespective of whether the applicable year is a leap year; and

48.5.1.3.4 be determined inclusive of the first day and exclusive of the last day of the period for which it is determined and if such period would otherwise end on a day which is not a business day.

48.5.1.4 If a Preference Dividend is not declared or paid by the Company in respect of any Dividend Period, the Preference Dividend will not accumulate and will accordingly never become payable by the Company, whether in preference to payments of any other class of shares in the Company or otherwise. A failure by the Company to declare Preference Dividends shall not constitute an Event of Default or other breach of the Company's obligations under these A Preference Share Terms and no A Preference Shareholder shall have any claim against the Company in respect of such failure.

48.5.1.5 A failure by the Company to declare Preference Dividends shall not impose any restriction on the Company, except that the Company shall not, in any Dividend Period in which it does not declare or in which it cancels the payment of any Preference Dividend, be permitted to declare or pay any dividends to any holder of Equity Shares or any other securities issued by the Company and expressed (in accordance with its terms) to rank after (or be otherwise subordinated to) the A Preference Shares in any respect.

#### 48.5.2 Payment of Preference Dividends

48.5.2.1 Each Preference Dividend is due and payable and shall be paid in cash on its Dividend Payment Date in accordance with the provisions of clause 48.10 (*Payment Mechanics*).

48.5.2.2 The Issuer and the Board shall each comply with the requirements of section 46 of the Companies Act in respect of the payment of each Preference Dividend.

#### 48.6 Additional Amounts

If there is any change in Applicable Law or the introduction of any new Applicable Law that results in an A Preference Shareholder being required to pay an amount of South African income tax (calculated at the rate of normal tax payable by South African companies at the relevant time) on any Preference Dividend, the Issuer shall pay to each A Preference Shareholder on each Dividend Payment Date, in addition to each Preference Dividend, an amount equal to such income tax (the “Additional Amount”), such that the A Preference Shareholder will receive after such income tax has been paid, an amount equal to that Preference Dividend that would have been received, but for the change in Applicable Law or the introduction of new Applicable Law.

#### 48.7 Right of the A Preference Shares on liquidation, dissolution or winding-up

48.7.1 Each A Preference Share shall have associated with it the right of the A Preference Shareholder to receive, in the event of the liquidation, dissolution or winding-up of the Issuer, a preferent right in priority to the rights of all Equity Shares, to a return of capital in an amount equal to the Outstanding A Preference Share Obligations in respect of such A Preference Share calculated on the date on which payment of that return of capital is made by the Issuer to the holder of such A Preference Share.

48.7.2 Save as set out in clause 48.5 and clause 48.6 above and this clause 48.7, an A Preference Shareholder shall not be entitled to any further participation in the profits or assets of the Company, nor on a winding up of the Company to any surplus assets of the Company.

#### 48.8 Transfer Tax

The Issuer is not liable for any Taxes that may arise as a result of the transfer of any A Preference Share.

#### 48.9 Redemption

The A Preference Shares are perpetual and shall not be redeemable, except pursuant to the occurrence of the specific events, and subject to the specific terms of this clause 48.9.

##### 48.9.1 Redemption pursuant to an Issuer Redemption Event, Regulatory Event or Tax Event

The Issuer shall, at any time after the occurrence of a Redemption Event in relation to any Tranche of A Preference Shares, be entitled (but not obliged), to voluntarily redeem all the Unredeemed A Preference Shares comprising that Tranche of A Preference Shares, provided that the Issuer shall advise the holders of the applicable Tranche of A Preference Shares of: (i) the occurrence of the relevant Redemption Event(s); and (ii) its election to voluntarily redeem all the Unredeemed A Preference Shares in the relevant Tranche of A Preference Shares by written notice (each, a “Voluntary Redemption Notice”), which it may give at any time, which Voluntary Redemption Notice shall set out:

48.9.1.1 the A Preference Shares to be redeemed; and

48.9.1.2 the date on which such A Preference Shares are to be redeemed (the “Voluntary Redemption Date”);

##### 48.9.2 No other redemptions

48.9.2.1 The Issuer shall not be entitled to redeem any A Preference Shares otherwise than pursuant clause 48.9.1.

48.9.2.2 No A Preference Shareholder shall be entitled to request or demand the redemption of any A Preference Shares.

##### 48.9.3 Procedure for Redemptions

Subject to the provisions of Applicable Law:

48.9.3.1 the Issuer shall, on the applicable Redemption Date, pay, in respect of each A Preference Share being redeemed, all Preference Dividends that have been declared but not paid (if any); and

48.9.3.2 the Issuer shall, on the applicable Redemption Date, redeem the relevant A Preference Shares for, and by paying, the aggregate Redemption Amount in respect of all of the A Preference Shares being redeemed.

##### 48.9.4 Purchases

Except where it does so as a Participant or otherwise as an agent for another person who holds the beneficial interest in an A Preference Share, neither the Issuer nor any of its subsidiaries may, at any time, purchase any A Preference Share, whether in the open market or otherwise.

#### 48.9.5 **Redemption pursuant to the occurrence of a Redemption Event**

- 48.9.5.1 If the Prudential Authority notifies the Issuer in writing that a Trigger Event has occurred, the Issuer shall (as soon as practicable) notify the A Preference Shareholders of the occurrence of the Trigger event in accordance with clause 43 (*Notices*), clause 48.15 (*Notices*) of these A Preference Share Terms, the Companies Act and any other Applicable Laws.
- 48.9.5.2 Unless the Prudential Authority has notified the Issuer that it will take (or it is in the process of determining whether to take) alternative action that will result in the Issuer being viable again (as contemplated under the Regulations Relating to Banks), the Issuer shall, in its election:
- 48.9.5.2.1 Write Off all or such part of its obligations to the A Preference Shareholders as the Prudential Authority (in its discretion) determined;
- 48.9.5.2.2 take such other action in relation to the A Preference Shares as may be required by the Prudential Authority under the Regulations Relating to Banks.
- 48.9.5.3 The A Preference Shares will, immediately upon Write Off (in whole) be automatically redeemed and returned to the authorised (but unissued) share capital of the Company.

#### 48.9.6 **Event of Default**

Each of the events set out in this clause 48.9.6 is a Redemption Event (whether or not caused by any reason whatsoever outside of the control of the Issuer or any other person).

##### 48.9.6.1 Non-Payment after declaration of Preference Dividend

The failure by the Issuer to pay any Preference Dividend that has been declared and that has not been cancelled, within 7 (seven) days after its Dividend Payment Date.

##### 48.9.6.2 Non-Redemption

The failure by the Issuer for any reason whatsoever to pay the Redemption Amount within 7 (seven) days of a Voluntary Redemption Date.

#### 48.9.7 **Consequences of Redemption Events**

- 48.9.7.1 Upon the occurrence of an Event of Default each A Preference Shareholder may, subject to clause 48.9.7.2 below, at its discretion and without further notice, institute proceedings for the winding-up of the Issuer and/or prove in any winding up of the Issuer.
- 48.9.7.2 The holders of the A Preference Shares may not enforce any payment obligation of the Company under or arising from the A Preference Shares, including (without limitation) any damages awarded for breach of any obligations of the Company under or arising from the A Preference Shares other than by exercising the right (subject to Applicable Laws) to institute proceedings for, or proving claims in, the winding up of the Company.

### **48.10 Payment Mechanics**

#### 48.10.1 **General**

- 48.10.1.1 Only A Preference Shareholders named in the A Preference Share Register at 17h00 (South Africa time) on the date on which an amount accrues under the A Preference Share Terms shall be entitled to payment of amounts due and payable in respect of A Preference Shares.
- 48.10.1.2 All payments of all amounts (whether in respect of dividends or otherwise) due and payable in respect of any A Preference Shares shall be made by the Issuer (where the Issuer itself acts as Administration Agent) or the Administration Agent on behalf of the Issuer (where the Issuer has appointed a third party to act as Administration Agent), as the case may be, on the terms and conditions of an agency agreement (if any) and this clause 48.10.
- 48.10.1.3 All references in this clause 48.10 to *Administration Agent* shall be construed as references to the Issuer (where the Issuer itself acts as Administration Agent) or the Administration Agent on behalf of the Issuer (where the Issuer has appointed a third party entity to act as Administration Agent), as the case may be.
- 48.10.1.4 Payments will be subject in all cases to any fiscal or other laws, directives and regulations applicable thereto in the place of payment, but without prejudice to the provisions of clause 48.8 (*Transfer Taxes*).

**48.10.2 Payment of all amounts due and payable in respect of A Preference Shares**

48.10.2.1 The Issuer shall pay all amounts due *and* payable in respect of any registered A Preference Shares in immediately available and freely transferable funds, in Rands, by electronic funds transfer to the bank account of the Administration Agent, which in turn will transfer such funds, to the registered A Preference Shareholder of such A Preference Shares.

48.10.2.2 Neither the Issuer nor the Administration Agent shall be responsible for the loss in transmission of any such funds, and payment of any amount into the bank accounts referred to in clause 48.10.2.1, in accordance with clause 48.10.2.1, shall be satisfaction *pro Canto*, to the extent of such amount, of the Issuer's obligations to the A Preference Shareholders under the relevant A Preference Shares and the A Preference Share Terms.

**48.10.3 Surrender of Certificated Shares**

48.10.3.1 Payments of the Redemption Amount in respect of any A Preference Share(s) which is/are represented by Certificated Shares shall be made to the A Preference Shareholder(s) of such A Preference Share(s) only if, prior to the date on which the relevant Tranche of A Preference Shares are redeemed, such Certificated Shares shall have been surrendered to the Administration Agent at its Specified Office.

48.10.3.2 If the relevant Certificated Share is not surrendered to the Administration Agent at its Specified Office in accordance with this clause 48.10.3, the Redemption Amount payable to the A Preference Shareholder of the A Preference Share(s) represented by that Certificated Share shall be retained by the Administration Agent for such A Preference Shareholder, at the latter's risk, until that Certificated Share shall have been surrendered to the Administration Agent at its Specified Office, and such A Preference Shareholder will not be entitled to any dividends and/or other payments in respect of any delay in payment occasioned as a result of such failure to surrender such Certificated Share.

**48.10.4 Method of Payment**

48.10.4.1 Payments of dividends and the Redemption Amount (if applicable) will be made in Rands by electronic funds transfer.

48.10.4.2 Payments will be subject in all cases to any taxation or other laws, directives and regulations applicable thereto in the place of payment, but subject to the provisions of clause 48.8 (*Transfer Taxes*).

**48.10.5 Surrender of share certificates**

48.10.5.1 No payment in respect of the final redemption of an A Preference Share shall be made until 10 (ten) days after the date on which the Certificated Shares to be redeemed have been surrendered to the Administration Agent.

48.10.5.2 Documents required to be presented and/or surrendered to the Administration Agent in accordance with these A Preference Share Terms shall be so presented and/or surrendered at the office of the Administration Agent.

48.10.5.3 Holders of uncertificated A Preference Shares are not required to present and/or surrender any documents of title.

**48.10.6 Business days**

48.10.6.1 Any payment which is due to be made on a day that is not a business day shall be made on the preceding business day, unless if as a result of such adjustment any redemption of an A Preference Share will occur before 3 (three) years and 1 (one) day after its Issue Date in which event the relevant day for payment shall be the next succeeding business day.

48.10.6.2 During any extension of the due date for payment under the A Preference Shares Terms the Scheduled Preference Dividends continue to accrue at the rate payable on the original due date.

**48.10.7 Currency of Account**

Rands is the currency of account and payment for any sum due from the Issuer under the A Preference Shares Terms.

## **48.11. Exchange of Dematerialised Share and Replacement of Certificated Shares**

### **48.11.1 Exchange of Dematerialised Share**

48.11.1.1 The holder of a Dematerialised Share may, in terms of the Applicable Procedures, by written notice to the Administration Agent, request that such Dematerialised Share be exchanged for a Certificated Share (the “**Exchange Notice**”). The Exchange Notice shall specify: (i) the name, address and bank account details of the holder of the Dematerialised Share; and (ii) the day on which such Dematerialised Share is to be exchanged for a Certificated Share; provided that such day shall be a business day and shall fall not less than 30 (thirty) days after the day on which such Exchange Notice is given.

48.11.1.2 The Administration Agent will, as soon as is practicable but within 14 (fourteen) days after receiving such notice, in accordance with the Applicable Procedures, procure that a Certificated Share is prepared, authenticated and made available for delivery, on a business day falling within the aforementioned 14 (fourteen) day period, to the applicable A Preference Shareholder in respect of the conversion at the Specified Office of the Administration Agent.

### **48.11.2 Replacement**

If any Certificated Share is worn out, mutilated, defaced, stolen, destroyed or lost it may be replaced at the Specified Office of the Administration Agent, on payment by the claimant of such costs and expenses as may be incurred in connection therewith and the provision of such indemnity as the issuer and the Administration Agent may reasonably require. Mutilated or defaced Certificated Shares must be surrendered at the Specified Office of the Administration Agent before replacements will be issued.

### **48.11.3 Death and sequestration or liquidation of A Preference Shareholder**

Any person becoming entitled to A Preference Shares in consequence of the death, sequestration or liquidation of the holder of such A Preference Shares may, upon producing evidence to the satisfaction of the Issuer that he holds the position in respect of which he proposes to act under this clause 48.11.3 or of his title as the Issuer and the Administration Agent shall require, be registered himself as the holder of such A Preference Shares or, subject to the Applicable Procedures, this clause 48.11.3 and clause 48.12 (*Transfer of A Preference Shares*), may transfer such A Preference Shares. The Issuer and (if applicable) the Administration Agent shall be entitled to retain any amount payable upon the A Preference Shares to which any person is so entitled until such person shall be registered as aforesaid or shall duly transfer the A Preference Shares.

### **48.11.4 Costs**

The costs and expenses of the printing, issue and delivery of each Certificated Share and all Taxes and governmental charges or insurance charges that may be imposed in relation to such Certificated Share and/or the printing, issue and delivery of such Certificated Share shall be borne by the Issuer.

## **48.12 Transfer of A Preference Shares**

### **48.12.1 Transfer of Dematerialised Shares**

48.12.1.1 Dematerialised Shares may be transferred only in accordance with the Applicable Procedures through the Administration Agent.

48.12.1.2 Transfers of Dematerialised Shares to and from A Preference Shareholders occur by way of electronic book entry in the securities accounts maintained by the Administration Agent, in accordance with the Applicable Procedures.

### **48.12.2 Transfer of Certificated Shares**

48.12.2.1 In order for any transfer of Certificated Shares to be recorded in the A Preference Share Register, and for such transfer to be recognised by the Issuer:

48.12.2.1.1 the transfer of such Certificated Shares must be embodied in a Transfer Form;

48.12.2.1.2 the Transfer Form must be signed by the registered A Preference Shareholder of such Certificated Shares and the transferee, or any authorised representatives of that registered A Preference Shareholder or transferee;

48.12.2.1.3 the Transfer Form must be delivered to the Administration Agent at its Specified Office together with the Certificated Shares for cancellation.

- 48.12.2.2 Subject to this clause 48.12.2, the Administration Agent will, within 3 (three) business day of receipt by it of a valid Transfer Form (or such longer period as may be required to comply with any Applicable Law and/or Applicable Procedures), record the transfer of Certificated Shares in the A Preference Share Register, and authenticate and deliver to the transferee at the Administration Agent's Specified Office or, at the risk of the transferee, send by mail to such address as the transferee may request, a new certificate in respect of the Certificated Shares transferred.
- 48.12.2.3 Where an A Preference Shareholder has transferred a portion only of the Certificated Shares represented by a certificate, the Administration Agent will authenticate and deliver to such A Preference Shareholder at the Administration Agent's Specified Office or, at the risk of such A Preference Shareholder, send by mail to such address as such A Preference Shareholder may request, at the risk of such A Preference Shareholder, a new certificate representing the balance of the Certificated Shares held by such A Preference Shareholder.
- 48.12.2.4 The transferor of any Certificated Shares will be deemed to remain the owner thereof until the transferee is registered in the A Preference Share Register as the holder thereof.
- 48.12.2.5 Before any transfer of Certificated Shares is registered in the A Preference Share Register, all relevant transfer Taxes (if any) must have been paid by the transferor and/or the transferee and such evidence must be furnished as the Issuer and the Administration Agent may reasonably require as to the identity and title of the transferor and the transferee.
- 48.12.2.6 If a transfer of any Certificated Shares is registered in the A Preference Share Register, the Transfer Form and cancelled certificate in respect of the transferred Certificated Shares will be retained by the Administration Agent.
- 48.12.2.7 The Administration Agent will, within 3 (three) business days of receipt by it of a valid Transfer Form (or such longer period as may be required to comply with any applicable taxation or other laws, regulations or Applicable Procedures), authenticate and deliver to the transferee (at the risk of the transferee) a new certificate in respect of the Certificated Shares transferred.

#### **48.13 A Preference Share Register**

- 48.13.1 The A Preference Share Register shall be kept at the Specified Offices of the Administration Agent. The A Preference Share Register shall reflect the number of A Preference Shares at any given time and the date upon which each of the A Preference Shareholders was registered as such. The A Preference Share Register shall contain the name, address, and bank account details of the A Preference Shareholders of A Preference Shares. The A Preference Share Register shall set out the Issue Price of the A Preference Shares issued to such A Preference Shareholders and shall show the date of such issue. The A Preference Share Register shall show the serial number of share certificates issued in respect of any A Preference Shares. The A Preference Share Register shall be open for inspection during the normal business hours of the Issuer to any A Preference Shareholder or any person authorised in writing by any A Preference Shareholder. The Administration Agent shall not be obliged to record any transfer while the A Preference Share Register is closed. The Administration Agent shall not be bound to enter any trust into the A Preference Share Register or to take notice of any or to accede to any trust executed, whether express or implied, to which any A Preference Share may be subject.
- 48.13.2 The Administration Agent shall alter the A Preference Share Register in respect of any change of name, address or bank account number of any of the A Preference Shareholders of which it is notified in accordance with these A Preference Share Terms.
- 48.13.3 Except as provided for in these A Preference Share Terms or as required by law in respect of A Preference Shares, the Issuer will only recognise an A Preference Shareholder as the owner of the A Preference Shares registered in that A Preference Shareholder's name as per the A Preference Share Register.

#### **48.14 Administration Agent**

- 48.14.1 Any third party appointed by the Issuer as Administration Agent and/or shall act solely as the agent of the Issuer and does not assume any obligation towards or relationship of agency or trust for or with any A Preference Shareholders.
- 48.14.2 If the Issuer elects to appoint another entity (not being the Issuer) as Administration Agent, that other entity, on execution of an appropriate agency agreement or an appropriate accession letter to any agency agreement, as the case may be, shall serve in that capacity in respect of the A Preference Shares. The Issuer shall notify the A Preference Shareholders (in the manner set out in clause 48.15 (Notices) of any such appointment.

- 48.14.3 The Issuer is entitled to vary or terminate the appointment of the Administration Agent and/or appoint additional or other agents and/or approve any change in the specified office through which any such agent acts, provided that there will at all times be an Administration Agent. The Administration Agent acts solely as the agent of the Issuer and does not assume any obligation towards or relationship of agency or trust for or with any A Preference Shareholders.

## **48.15 Notices**

### **48.15.1 By the Issuer**

#### **48.15.1.1 Service of Notice**

- 48.15.1.1.1 Subject to clause 48.15.1.2 and 48.15.1.3, any notice or document, including a security certificate, may be served on or delivered to any A Preference Shareholder by the issuer by electronic mail at the electronic mail address held by the Company in respect of the A Preference Shareholder or by sending it by post in a pre-paid envelope addressed to such A Preference Shareholder at his registered address, supplied by him to the Issuer as his address for the service of notices, or by delivering it to such address addressed as aforesaid.
- 48.15.1.1.2 Any notice, document or information (including a Certificated Share) which is sent or supplied by the Issuer in hard copy form, or in electronic form, and which is properly addressed shall, where required to be delivered for any purpose contemplated in the Companies Act and/or the Regulations, be deemed to have been Delivered to the intended recipient on the date and at the time determined in accordance with Table CR3 in the Regulations. The Issuer shall however not be bound to use any method of giving notice, documents, records or statements or notices of availability of the foregoing, contemplated in the Regulations.
- 48.15.1.1.3 The accidental failure to send, or the non-receipt by any person entitled to, any notice of or other document relating to any meeting or other proceeding shall not invalidate any action taken at the relevant meeting or other proceeding.

#### **48.15.1.2 Deceased and Insolvent A Preference Shareholders**

A person entitled to a security in consequence of the death or insolvency of an A Preference Shareholder or otherwise by operation of law, upon supplying to the Issuer such evidence as the Board may reasonably require to show his title to that A Preference Share, and upon supplying also an address within the Republic for the service of notices, shall be entitled to have served upon or delivered to him at such address any notice or document to which the said A Preference Shareholder would have been entitled, and such service or delivery shall for all purposes be deemed a sufficient service or delivery of such notice or document on all persons interested, whether jointly with or as claiming through or under him, in that A Preference Share. Save as aforesaid any notice or document delivered or sent by post to or left at the address of any A Preference Shareholder in pursuance of the Issuer's Memorandum of Incorporation shall, notwithstanding that such A Preference Shareholder be then dead or insolvent or in liquidation, and whether or not the Issuer has notice of his death or insolvency or liquidation, be deemed to have been duly served or delivered in respect of any A Preference Share registered in the name of such A Preference Shareholder as sole or first-named joint A Preference Shareholder.

#### **48.15.1.3 Electronic Communication**

- 48.15.1.3.1 Any A Preference Shareholder may notify the Issuer of an e-mail address or cellphone number for the purpose of his receiving electronic communications from the Issuer, and having done so shall be deemed to have agreed to receive by electronic communication notices and other documents from the Issuer at his e-mail address or cellphone number, and the Issuer may satisfy its obligation to send him any notice or other document by using electronic communication to give notices and other documents or notices of availability of the foregoing to him.
- 48.15.1.3.2 Any amendment or revocation of a notification given to the Issuer under this clause 48.15.1.3 shall only take effect if in writing, signed by the A Preference Shareholder and on actual receipt by the Issuer thereof.
- 48.15.1.3.3 An electronic communication shall not be treated as received by the Issuer if it is rejected by computer virus protection arrangements.

48.15.1.3.4 If the Issuer receives actual notice that a failure of delivery of an electronic communication to an A Preference Shareholder has occurred, and then receives actual notice that subsequent attempts to resend the original communication have also failed, the Issuer shall send a hard copy of the communication by post to the A Preference Shareholder's registered address within 48 hours of the Issuer receiving the notice of the original failure of delivery.

**48.15.1.4 Statutory Requirements as to notices**

Nothing in clause 48.15.1.1 to 48.15.1.3 shall affect any requirement of the Companies Act, the Banks Act, the Applicable Procedures and/or Applicable Law, as the case may be, that any particular offer, notice or other document be served in any particular manner.

**48.15.2 Notice by the A Preference Shareholders**

A notice to be given by any A Preference Shareholder to the Issuer shall be in writing and given by lodging (either by hand delivery or posting by registered mail) that notice, together with a certified copy of the relevant Certificated Share at the office of the Administration Agent specified in the applicable Authorising Resolution. For so long as any of the A Preference Shares are issued in uncertificated form, notice may be given by any holder of a Dematerialised Share via the Administration Agent in accordance with the Applicable Procedures, in such manner as the Issuer and the Administration Agent may approve for this purpose. Such notices shall be deemed to have been received by the Issuer on the date and at the time determined in accordance with Table CR3 in the Regulations.

**48.16 Voting Rights**

48.16.1 No A Preference Share shall have associated with it any general voting right at any shareholders meeting of the Issuer other than an irrevocable right of the A Preference Shareholders of any Tranche of A Preference Shares to vote on any proposal to amend the A Preference Share Terms associated with that Tranche of A Preference Shares.

48.16.2 Provided that where any amendment to the A Preference Share Terms is a proposed amendment to the A Preference Share Terms and/or the Issuer's MOI which affects or relates to all A Preference Shares in issue at that time, then such amendment shall not be effective unless it is approved by Special Resolution of all A Preference Shareholders and for such purpose all of the holders of A Preference Shares shall be treated as a single class and each A Preference Share shall have associated with it one general voting right for the purposes of such Special Resolution. Where any proposed amendment to the A Preference Share Terms is a proposed amendment to the A Preference Share Terms or the Issuer's MOI, which affects or relates to holders of a particular Tranche of A Preference Shares only, then such amendment shall not be effective unless it is approved by Special Resolution of the holders of the affected Tranche of A Preference Shares.

**48.17 Meetings of A Preference Shareholders**

**48.17.1 Convening of meetings**

The Issuer may at any time convene a meeting of all A Preference Shareholders or holders of any Tranche of A Preference Shares and shall be obliged to do so upon the request in writing of A Preference Shareholders holding not less than 5% (five percent) of the aggregate Outstanding A Preference Share Obligations of all A Preference Shares or A Preference Shares in that Tranche, as the case may be. Should the Issuer fail to requisition a meeting within 15 (fifteen) business days of such a request being Delivered to the Specified Office of the Issuer, the A Preference Shareholders requesting such a meeting may convene such meeting by written notice to the Issuer and the relevant A Preference Shareholders to which such meeting applies in accordance with clause 48.15 (Notices). A meeting so convened will be convened as nearly as possible in the same manner as that in which meetings may be convened by the Issuer.

**48.17.2 Notice of meetings**

48.17.2.1 Any meeting of all A Preference Shareholders or holders of any Class of A Preference Shares shall be called by at least 15 (fifteen) business days' notice after Delivery by email or short message service by the Issuer to all A Preference Shareholders entitled to vote or otherwise entitled to receive notice and the Administration Agent. The period of notice shall in each case be exclusive of the day on which the notice is Delivered or deemed to be Delivered in accordance with the A Preference Share Terms, the Companies Act and Regulations and inclusive of the day on which the relevant meeting is to be held. A meeting of all A Preference Shareholders



or holders of any Tranche of A Preference Shares, notwithstanding that it has been called by a shorter notice than that specified above, shall be deemed to have been duly called if every person who is entitled to exercise voting rights in respect of any item on the meeting agenda (i) is present at the meeting; and (ii) votes to waive the required minimum notice of the meeting.

- 48.17.2.2 A requisition notice by A Preference Shareholders requesting a meeting of A Preference Shareholders pursuant to clause 48.17.1 may consist of several documents in like form, each signed by one or more requisitioning A Preference Shareholders. Such a requisition notice will be delivered to the Specified Offices of the Issuer.

#### 48.17.3 **Contents of notice of meetings of A Preference Shareholders**

48.17.3.1 Every notice calling a meeting of A Preference Shareholders must be in writing and shall specify, in addition to any other information prescribed by the Companies Act, the Banks Act and/or Applicable Procedures, the place, the day and the hour of the meeting and there shall appear, with reasonable prominence in every such notice a statement that an A Preference Shareholder entitled to attend and vote is entitled to appoint a proxy or proxies to attend, speak and vote instead of him on a poll or a show of hands and that a proxy need not be an A Preference Shareholder of the Issuer.

48.17.3.2 The notice shall specify the general or specific purpose of the meeting.

48.17.3.3 For the purposes of determining which persons are entitled to attend or vote at a meeting and how many votes such person may cast, the Issuer or the Administration Agent, as the case may be, shall specify in the notice of the meeting, the record date by which a person must be entered on the A Preference Share Register in order to have the right to participate in and vote at such meeting.

#### 48.17.4 **Quorum**

48.17.4.1 Subject to the provisions of clause 48.17.4.3, no business shall be transacted at any meeting of A Preference Shareholders or holders of a particular Tranche of A Preference Shares, as the case may be, unless a quorum is present. The quorum necessary for the commencement of a meeting of A Preference Shareholders or holders of a particular Tranche of A Preference Shares shall be sufficient persons present in person or represented by Representative or by proxy holding, in aggregate, not less than 5% (five percent) of the aggregate Outstanding A Preference Share Obligations of all A Preference Shares or A Preference Shares in the relevant Tranche of A Preference Shares, as the case may be, provided that a minimum number of three such persons must be present.

48.17.4.2 A matter to be decided at a meeting of A Preference Shareholders or holders of a particular Tranche of A Preference Shares, as the case may be, may not begin to be considered unless those who fulfilled the quorum requirements of clause 48.17.4.1, continue to be present.

48.17.4.3 If within five minutes from the time appointed for a meeting of A Preference Shareholders or holders of a particular Tranche of A Preference Shares, as the case may be, or such longer interval not exceeding one hundred and twenty minutes as the chairperson of the meeting may think fit to allow a quorum is not present, or if during the meeting a quorum ceases to be present, the meeting shall stand adjourned to such day, time and place being at least 10 (ten) days after the original meeting date; as may have been specified for the purpose in the notice convening the meeting or, if not so specified, as the chairperson of the meeting may determine, subject to the provisions of clause 48.17.6 (*Adjournment of meetings*).

#### 48.17.5 **Quorum at any meeting for passing a Special Resolution**

The quorum at any meeting for passing a Special Resolution, shall be three or more A Preference Shareholders of that Class present or represented by proxies or Representatives and holding or representing at least 10% (ten percent) of the aggregate Outstanding A Preference Share Obligations of the A Preference Shares held by the applicable Class. A Special Resolution passed at any meeting of the holders of A Preference Shares of that Class will be binding on all holders of A Preference Shares, whether or not they are present at the meeting. No amendment to or modification of the A Preference Share Terms may be effected without the prior written approval of the Issuer.

**48.17.6 Adjournment of meetings**

- 48.17.6.1 The chairperson of any meeting of A Preference Shareholders or holders of a particular Tranche of A Preference Shares, as the case may be, at which a quorum is present may with the consent of the meeting, and shall if so directed by the meeting (such consent or direction being given by a motion supported by persons entitled to exercise, in aggregate, a majority of A Preference Shareholders present or represented by proxies or Representatives and holding or representing in the aggregate a clear majority of the aggregate Outstanding A Preference Share Obligations of all the A Preference Shares or A Preference Shares held within the applicable Tranche) adjourn the meeting from time to time and from place to place to a day not earlier than 7 (seven) days and not later than 21 (twenty-one) days after the date of the meeting, but no business shall be transacted at any adjourned meeting except business which might lawfully have been transacted at the meeting from which the adjournment took place. Subject to clause 48.17.6.2, notice of the adjourned meeting shall be given in the like manner as in the case of the original meeting.
- 48.17.6.2 Unless required under the Companies Act, the Banks Act, the Applicable Procedures or Applicable Law, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

**48.17.7 Participation**

The following persons may attend and speak at a meeting:

- 48.17.7.1 A Preference Shareholders present, by Representative or by proxy provided that no such person shall be entitled to attend and speak (or vote) unless he provides proof acceptable to the Issuer that he is an A Preference Shareholder, its Representative or proxy if required by the Issuer to do so;
- 48.17.7.2 any officer or duly appointed representative of the Issuer and every other person authorised in writing by the Issuer provided that such person shall not be entitled to vote, other than as a proxy or Representative;
- 48.17.7.3 the legal counsel to the Issuer;
- 48.17.7.4 the Administration Agent;
- 48.17.7.5 any other person approved by the A Preference Shareholders at such meeting; and
- 48.17.7.6 every director or duly appointed representative of the Issuer and every other person authorised in writing by the Issuer may attend and speak at a meeting of A Preference Shareholders, but shall not be entitled to vote, other than as a proxy or Representative.

**48.17.8 Poll**

- 48.17.8.1 At any meeting all resolutions, and any proposed amendment thereto, put to the vote of the meeting shall be decided on a poll unless the chairperson determines, subject to clause 48.17.8.2 and 47.17.8.3, that such resolution, and any proposed amendments thereto, shall be decided on a show of hands.
- 48.17.8.2 If, pursuant to clause 48.17.8.1, the chairperson of the meeting has determined that a resolution, and any proposed amendments thereto, shall be decided on a show of hands, before, or on the declaration of the result of such a vote, a poll may be demanded by:
- 48.17.8.2.1 not less than 5 (five) A Preference Shareholders in person or by proxy and entitled to vote; or
- 48.17.8.2.2 an A Preference Shareholder or A Preference Shareholders present in person or by Representative or by proxy and representing not less than one-tenth of the aggregate Outstanding A Preference Share Obligations of the A Preference Shares of all A Preference Shareholders having the right to vote at the meeting; or
- 48.17.8.2.3 the chairperson of the meeting,
- provided that no poll may be demanded on a resolution for the election of the chairperson of a meeting.

- 48.17.8.3 A demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairperson. A demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
- 48.17.8.4 A poll shall be taken in such manner, including the use of ballot or voting papers or tickets, as the chairperson of the meeting may direct, and the result of the poll shall be deemed to be the resolution of the meeting to which the poll relates. The chairperson of the meeting may, and if so directed by the meeting shall, appoint scrutineers, who need not be A Preference Shareholders, and may adjourn the meeting to some place and time fixed by him for the purpose of declaring the result of the poll.
- 48.17.8.5 On a poll, votes may be given either personally or by Representative or by Proxy and a person entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.
- 48.17.8.6 A poll in relation to a question of adjournment shall be taken forthwith. A poll in relation to any other question shall be taken either at the meeting or at such subsequent time not being more than 30 (thirty) days from the date of the meeting and place as the chairperson of the meeting may direct. Any poll may, as the chairperson of the meeting shall direct, close at different times for different Tranches of A Preference Shareholders. No notice need be given of a poll not taken immediately. The taking of a poll shall not prevent the continuance of the meeting for the transaction of any business other than the question to which the poll relates.

#### 48.17.9 **Votes**

- 48.17.9.1 Subject to clause 48.17.3.3, the provisions of the Banks Act and any special rights or restrictions as to voting attached by or in accordance with the Issuer's MOI to any Tranche of A Preference Shares, every A Preference Shareholder present in person, by Representative or by proxy and who provided proof acceptable to the Issuer of his entitlement to vote, if so required by the Issuer, shall have (i) on a show of hands, one vote; or (ii) on a poll, one vote for each A Preference Share held or represented by him.
- 48.17.9.2 In the case of a voting tie, the chairperson shall have a casting vote.
- 48.17.9.3 Unless the form of proxy states otherwise, a Representative or proxy shall not be obliged to exercise all the votes which he is entitled or cast all the votes which he exercises in the same way.
- 48.17.9.4 A majority of persons present in person or represented by proxies or by Representatives shall be required to ordinarily pass a resolution of A Preference Shareholders.

#### 48.18 **Modification**

Subject to the Companies Act and the Regulations, the Issuer may effect, without the consent of the holders of a particular Tranche of A Preference Shares, any modification of the A Preference Share Terms in any manner necessary to correct a patent error in spelling, punctuation, reference, grammar or similar defect on the face of the A Preference Share Terms, by publishing a notice of the alteration, in any manner required or permitted by the Issuer's MOI or the rules of the Issuer and filing a notice of the alteration with the Companies and Intellectual Property Commission. Any such modification shall be binding on the holders of the relevant Tranche of A Preference Shares. For the avoidance of doubt, the exercise by the Issuer of its rights under clause 48.14 (*Administration Agent*) shall not constitute a modification of these A Preference Share Terms.

#### 48.19 **Further Issues**

- 48.19.1 The Issuer shall be at liberty from time to time without the consent of the A Preference Shareholders to create and issue further Tranches of A Preference Shares (the "**Additional A Preference Shares**") having preferences, rights, limitations and other terms that are identical to any of the other Tranches of A Preference Shares already issued (the "**Existing A Preference Shares**") in all respects, save for their respective Issue Prices, Issue Dates and/or Dividend Rates. Additional A Preference Shares shall be consolidated and form a single Class with any Existing A Preference Shares with the same Dividend Rate. Additional A Preference Shares, once issued, shall rank *pari passu* in all respects with all the Existing A Preference Shares, whether or not forming a single Class with any Existing A Preference Shares.
- 48.19.2 No shares in the capital of the Company ranking, as regards rights to dividends or, on a winding-up as regards return of capital, in priority to the A Preference Shares, shall be created or issued, without the prior sanction of a Special Resolution passed at a meeting of the A Preference Shareholders.

**48.20 A Preference Shares and the Companies Act**

- 48.20.1 Notwithstanding anything to the contrary contained in these A Preference Share Terms and, (i) the Issuer, (ii) each Tranche of A Preference Shares, and (iii) each of the A Preference Shareholders, shall be subject to all of the applicable provisions of the Companies Act including, without limiting the generality of the foregoing, sections 37 and 46 of the Companies Act (the “**Applicable Provisions**”).
- 48.20.2 For the purpose of the A Preference Shares and in relation to (i) the Issuer, (ii) each Tranche of A Preference Shares, and (iii) each of the A Preference Shareholders;
- 48.20.2.1 the Applicable Provisions are deemed to be incorporated by reference into these A Preference Share Terms; and
- 48.20.2.2 to the extent that there is any conflict or inconsistency between the Applicable Provisions and any of these A Preference Share Terms, the Applicable Provisions shall prevail; and
- 48.20.2.3 to the extent that, in consequence of such conflict, the Applicable Provisions replace, amend, or supplement any of these A Preference Share Terms, any reference to A Preference Share Terms shall be deemed to include these A Preference Share Terms as so replaced, amended or supplemented.

**48.21 Severability**

Should any of the applicable A Preference Share Terms be, or become, invalid, the validity of the remaining applicable A Preference Share Terms shall not be affected in any way.

| Registered office  | Transfer secretaries in SA  | Transfer secretaries in Namibia  |
|--|---|--|
| <b>Nedbank Group Limited</b>   | <b>JSE Investor Services Proprietary Limited</b>  | <b>Transfer Secretaries Proprietary Limited</b>  |
| Reg No 1966/010630/06  | Reg No 2000/007239/07   |  |
| Nedbank 135 Rivonia Campus,<br>135 Rivonia Road, Sandown,<br>Sandton, 2196 | One Exchange Square<br>Gwen Lane, Sandown<br>Sandton                                      | 4 Robert Mugabe Avenue,<br>Windhoek, Namibia   |
| PO Box 1144<br>Johannesburg, 2000<br>Tel: +27 (0)11 294 4444               | PO Box 10462,<br>Johannesburg, 2000<br>Tel: +27 (0)11 713 0800<br>Fax: +27 (0)86 674 2450 | PO Box 2401<br>Windhoek, Namibia<br>Tel: +264 (0)61 227 647<br>Fax: +264 (0)61 248 531 |

# Important notes about the annual general meeting

|  |  |
|--|--|
| <b>Venue and date</b>  | The 56th AGM of shareholders will be held as a hybrid meeting in The Boardman Auditorium, Block G, Nedbank 135 Rivonia Campus, 135 Rivonia Road, Sandown, Sandton on Friday, 2 June 2023. Shareholders may attend and participate in person or remotely via electronic communication using one of the options as detailed on page 44.  |
| <b>Time</b>  | The AGM will commence promptly at 08:30 (SAST). Shareholders wishing to attend are advised to be in The Boardman Auditorium no later than 08:15. The reception will open from 08:00, from which time, refreshments will be served.   |
| <b>Proof of identity and admission</b>   | Shareholders and others attending the AGM are asked to register at the registration desk in The Boardman Auditorium reception area. In terms of section 63(1) of the Companies Act, any person attending or participating at the AGM is required to present reasonably satisfactory identification to the satisfaction of the presiding chairman. Forms of identification include valid identity cards or documents, driving licences and passports.   |
| <b>Housekeeping</b>  | Cellphones must be switched off for the duration of the proceedings.   |
| <b>Voting arrangements</b>   | Shareholders may submit a proxy form or voting instruction form, cast their votes electronically through the iProxy platform prior to the meeting, or may participate and vote online, using their smartphone, tablet or computer. Please refer to page 44, which provide details on how to participate in the meeting.  |
| <b>Certificated shareholders and own-name dematerialised shareholders registration</b>                         | <p>Holders of Nedbank Group ordinary shares in the form of certificates or dematerialised Nedbank Group ordinary shares who believe these to be held in their own name wishing to attend the AGM should verify beforehand with the transfer secretaries of the company that their shares are in fact registered in their own name and check the number of shares so registered. Should their shares not be registered in their own name but in any other name or form, shareholders wishing to attend and/or vote at the AGM should follow the instructions and explanatory notes that accompany the notice of the AGM or get help from the relevant transfer secretaries if necessary.</p> <p>A person who holds a beneficial interest in any Nedbank Group shares in certificate form may vote on a matter at the AGM, only to the extent that:</p> <ol style="list-style-type: none"> <li>1 the beneficial interest includes the right to vote on the matter; and</li> <li>2 the person's name is on the company's register of disclosures as the holder of a beneficial interest; or</li> <li>3 the person holds a proxy appointment for that matter from the registered holder of the relevant Nedbank Group shares.</li> </ol> |
| <b>Proxies</b>   | Shareholders wishing to submit a form of proxy should do so by iProxy. Alternatively, they must complete the form of proxy at the back of this notice and ensure that their form of proxy reaches the address in note 10 of the notes to the form no later than 08:30 (SAST) on Wednesday, 31 May 2023, for administrative purposes. Alternatively, forms of proxy can be delivered by email to JSE Investor Services ( <a href="mailto:meetingservices@jseinvestorservices.co.za">meetingservices@jseinvestorservices.co.za</a> ) no later than 08:30 on Friday, 2 June 2023, subject to the proxy instructions meeting all other criteria.   |
| <b>Participant (previously known as central securities depository participant), nominee or broker holdings</b> | Holders of dematerialised Nedbank Group ordinary shares (through a nominee, participant or broker) who wish to attend the AGM should timeously make the necessary arrangements with that nominee, participant or broker to furnish the holder with the necessary letter of representation to attend and vote at the AGM. Alternatively, the holders of Nedbank Group ordinary shares should instruct their nominee, participant or broker on how they wish their votes to be cast on their behalf at the AGM. As far as holdings through a participant are concerned, these will be guided by the terms of the agreement entered into between shareholders and their participant or broker.  |
| <b>Shareholders who hold their shares through the issuer-sponsored nominees</b>                                | <p>Holders of dematerialised Nedbank Group ordinary shares through the issuer-sponsored nominees, which are National Bank of Malawi Nominees Limited, Corpserve Nominees Private Limited or Pacific Custodians Nominees (RF) Proprietary Limited, may submit their voting instructions by iProxy.</p> <p>Alternatively, these holders should timeously make the necessary arrangements with the relevant nominee to furnish the nominee with the necessary authority to attend and vote at the AGM, or they should instruct their nominee on how they wish their votes to be cast on their behalf at the AGM by completing the relevant voting instruction forms that they have received and returning these forms to their nominee no later than 08:30 (SAST) on Wednesday, 31 May 2023.</p>  |
| <b>Enquiries</b>   | Any shareholders experiencing difficulties or having questions about the AGM or the above are invited to email the Group Company Secretary's office at <a href="mailto:JackieK@nedbank.co.za">JackieK@nedbank.co.za</a> .  |
| <b>Results of the AGM</b>  | The results of the AGM will be posted on the Securities Exchange News Services (SENS) as soon as it is practicable after the AGM.  |

# How to participate in the AGM

We encourage you to use the iProxy service to cast your votes before the meeting, or to participate in the meeting online using your smartphone, tablet or computer.

**If you cannot attend** the AGM in person or online, you can, before the meeting starts, vote on the resolutions on pages 14 to 24. You can cast your votes by:

- completing and returning the form of proxy or the relevant voting instruction form attached to this notice;
- appointing a proxy to attend the meeting on your behalf; or
- casting your votes electronically through the iProxy platform.

Section A sets out how to register for and cast votes using the iProxy platform.

You can also attend the AGM by teleconference or by using the Nedbank AGM online facility. Section B sets out how to participate by teleconference or via the Nedbank AGM online facility.

## Registration

Shareholders and others attending the AGM in person are asked to register at the registration desk in The Boardman Auditorium, Block G, Nedbank 135 Rivonia Campus, 135 Rivonia Road, Sandown, Sandton, on Friday, 2 June 2023.

In terms of section 63(1) of the Companies Act, any person attending or participating in the AGM is required to present identification. Forms of identification include valid identity cards or documents, driving licences and passports.

Interested parties who are not shareholders entitled to vote can attend the AGM by clicking on this link:  
<https://www.corpcam.com/NedbankAGM2023>.

## Section A: Electronic voting before the AGM via iProxy

You can use an online proxy voting facility to complete your proxy form. This online proxy is free of charge and is available on the internet.

To make use of the online proxy, log in through the website at <https://nedbankagm.virtual-meetings.online/login>.

To vote, enter your shareholder reference number and the password you have been given. Only holders of share certificates and holders who hold shares through Pacific Custodians Nominees (RF) Proprietary Limited, National Bank of Malawi Nominees Limited and Corpserve Nominees Private Limited can access the iProxy platform. Uncertificated shareholders who hold shares through other nominees, participants or brokers must submit an instruction to their nominee, participant or broker in accordance with the terms of the custody agreement entered into with their respective nominee, participant or broker.

To view the online voting guide for the AGM, access the document through the website at <https://nedbankagm.virtual-meetings.online/login>.

Voting through iProxy will start at 15:00 on Thursday, 20 April 2023.

## Section B: Attending the meeting electronically

### Teleconference attendance of the AGM

Shareholders entitled to attend and vote at the meeting, or proxies of these shareholders, may participate in the meeting by electronic means. If you submit your proxies in favour of the chairperson, submit your voting instruction forms before the meeting, or cast your votes using the iProxy platform but also wish to participate in the meeting telephonically, you must register at [www.diamondpass.net/7755056](http://www.diamondpass.net/7755056). You must then enter your email address, name, company (if applicable) and country. Once you have registered, you will receive an email from [audioafrica@choruscall.com](mailto:audioafrica@choruscall.com) confirming your registration. To join the call on the day of the AGM, please dial the number given to you and enter the passcode and PIN you received when you registered.

### Nedbank AGM online facility

If you choose to participate online, you can view a live webcast of the meeting, ask the board questions and submit your votes in real time. To do this, you must log in at <https://nedbankagm.virtual-meetings.online/login>.

To log in, enter your shareholder reference number and the password you received. Only shareholders with certificates who have not cast their votes via proxy before the meeting can access the voting platform. Shareholders who have submitted proxy or voting instruction forms before the meeting for their proxies, participants or brokers to vote on their behalf cannot vote at the meeting but can follow the live webcast online at <https://www.corpcam.com/NedbankAGM2023>.

Once you have logged in, the platform will recognise if you do not have an email address on record and prompt you to add an email address to which the confirmation of your vote will be sent.

To view the online voting guide for the AGM, access the document through the website at <https://nedbankagm.virtual-meetings.online/login>.

# Form of proxy



## Nedbank Group Limited

(Incorporated in the Republic of South Africa)

Reg No: 1966/010630/06

(Nedbank Group or the company)

JSE share code: NED

NSX share code: NBK

A2X share code: NED

ISIN: ZAE000004875

**To be completed by registered shareholders with certificates, dematerialised shareholders registered in their own name and any persons who are not shareholders.**

**For use by registered shareholders with certificates, dematerialised shareholders** registered in their own name, and any persons who are not shareholders but who, on the record date of Friday, 26 May 2023, are entitled to exercise any voting rights (irrespective of the form, title or nature of the securities to which those voting rights are attached) in relation to the resolutions to be proposed at the annual general meeting (AGM) of the company to be held as a hybrid meeting in The Boardman Auditorium, Block G, Nedbank 135 Rivonia Campus, 135 Rivonia Road, Sandown, Sandton on Friday, 2 June 2023, at 08:30 (SAST), and during any adjournment thereof.

Dematerialised shareholders who are not 'own name'-registered holders and wish to attend the AGM must inform their nominee, participant (previously referred to as central securities depository participant) or broker of their intention and the nominee, participant or broker must furnish the holder with the necessary letter of representation to attend and vote at the AGM. Alternatively, should a holder not wish to attend the AGM, the holder may provide their nominee, participant or broker with their voting instructions and the nominee, participant or broker must complete all the necessary documents and actions for the holder's votes to be taken into account at the AGM.

I/We \_\_\_\_\_

with shareholder reference number: \_\_\_\_\_

of (address) \_\_\_\_\_

email address: \_\_\_\_\_ cellphone no: \_\_\_\_\_

being the holders of (insert number of shares) \_\_\_\_\_ shares in the company appoint (see notes 1 and 4):

1 \_\_\_\_\_ or failing him/her:

2 \_\_\_\_\_ or failing him/her:

3 \_\_\_\_\_ the Chairperson of the AGM:

as my/our proxy to act for me/us and on my/our behalf at the AGM that will be held for the purpose of considering and, if deemed fit, passing, with or without modification, the ordinary and special resolutions to be proposed at the meeting and during any adjournment thereof, and to vote for and/or against the ordinary and special resolutions and/or to abstain from voting in respect of the shares registered in my/our names in accordance with the following instructions (see note 5):

| Ordinary resolutions  | For | Against | Abstain |
|---|-----|---------|---------|
| <b>Ordinary resolution 1 – Election of directors of the company appointed during the year</b>                             |     |         |         |
| 1.1 Election of Mr M Nyati, who was appointed as a director of the company after the last AGM of shareholders.            |     |         |         |
| 1.2 Election of Mr AD Mminele, who was appointed as a director of the company after the last AGM of shareholders.         |     |         |         |
| <b>Ordinary resolutions 2.1 to 2.4 – Re-election of directors retiring by rotation</b>                                    |     |         |         |
| 2.1 Re-election of Mr HR Brody, who is retiring by rotation, as a director.   |     |         |         |
| 2.2 Re-election of Mr MH Davis, who is retiring by rotation, as a director.   |     |         |         |
| 2.3 Re-election of Mr EM Kruger, who is retiring by rotation, as a director.  |     |         |         |
| 2.4 Re-election of Ms L Makalima, who is retiring by rotation, as a director.   |     |         |         |
| <b>Ordinary resolution 3.1 to 3.3 – Appointment of external auditors and appointment of KPMG Inc in a shadow capacity</b> |     |         |         |
| 3.1 Reappointment of Deloitte & Touche as external auditor.   |     |         |         |
| 3.2 Reappointment of Ernst & Young as external auditor.   |     |         |         |
| 3.3 Appointment of KPMG in a shadow capacity.   |     |         |         |
| <b>Ordinary resolutions 4.1 to 4.5 – Appointment of the Nedbank Group Audit Committee members</b>                         |     |         |         |
| 4.1 Election of Mr S Subramoney as a member of the Nedbank Group Audit Committee.   |     |         |         |
| 4.2 Election of Mr HR Brody as a member of the Nedbank Group Audit Committee.   |     |         |         |
| 4.3 Election of Mrs NP Dongwana as a member of the Nedbank Group Audit Committee.   |     |         |         |
| 4.4 Election of Mr EM Kruger as a member of the Nedbank Group Audit Committee.  |     |         |         |
| 4.5 Election of Ms P Langeni as a member of the Nedbank Group Audit Committee.  |     |         |         |
| <b>Ordinary resolution 5 – Placing the authorised but unissued ordinary shares under the control of the directors</b>     |     |         |         |

| Advisory endorsement   | For | Against | Abstain |
|--|-----|---------|---------|
| <b>Endorsements of the Remuneration Policy and the Implementation Report</b>                             |     |         |         |
| 6.1 Advisory endorsement on a non-binding basis of the Nedbank Group Remuneration Policy.                |     |         |         |
| 6.2 Advisory endorsement on a non-binding basis of the Nedbank Group Remuneration Implementation Report. |     |         |         |

| Special resolutions   | For | Against | Abstain |
|---|-----|---------|---------|
| <b>Board fees</b>   |     |         |         |
| <b>Special resolution 1.1 to 1.11 – Remuneration of the Non-executive Directors</b>   |     |         |         |
| 1.1 Group Chairperson (all-inclusive fee)   |     |         |         |
| 1.2 Lead Independent Director (additional 40%)  |     |         |         |
| 1.3 Nedbank Group boardmember   |     |         |         |
| <b>Committee members' fees</b>  |     |         |         |
| 1.4 Nedbank Group Audit Committee   |     |         |         |
| 1.5 Nedbank Group Credit Committee  |     |         |         |
| 1.6 Nedbank Group Directors' Affairs Committee  |     |         |         |
| 1.7 Nedbank Group Information Technology Committee  |     |         |         |
| 1.8 Nedbank Group Remuneration Committee  |     |         |         |
| 1.9 Nedbank Group Risk and Capital Management Committee   |     |         |         |
| 1.10 Nedbank Group Transformation, Social and Ethics Committee  |     |         |         |
| 1.11 Nedbank Group Climate Resilience Committee   |     |         |         |
| <b>Special resolutions 2.1 to 2.3 – Remuneration of Non-executive Directors appointed as Acting Group Chairperson, Acting Lead Independent Director or Acting Committee Chairperson</b> |     |         |         |
| 2.1 Acting Group Chairperson  |     |         |         |
| 2.2 Acting Lead Independent Director  |     |         |         |
| 2.3 Acting Committee Chairperson  |     |         |         |
| <b>Special resolution 3 – General authority to repurchase ordinary shares</b>   |     |         |         |
| <b>Special resolution 4 – General authority to provide financial assistance to related and interrelated companies</b>   |     |         |         |
| <b>Special resolution 5 – Amendments to the Rules of the Nedbank Group (2005) Share Scheme</b>  |     |         |         |
| 5.1 Replacing 'Retention Awards' with 'Individual Performance Awards'.  |     |         |         |
| 5.2 Amendment of clause 28 dealing with dividends and distributions.  |     |         |         |
| <b>Special resolution 6 – Creation of new preference shares</b>   |     |         |         |
| <b>Special resolution 7 – Amendment to the MOI incorporating the terms of the A non-redeemable, non-cumulative, non-participating, perpetual preference shares</b>                      |     |         |         |

| Ordinary resolution  | For | Against | Abstain |
|--|-----|---------|---------|
| <b>Ordinary resolution 6 – Placing the authorised but unissued A non-redeemable, non-cumulative, non-participating, perpetual preference shares under the control of the directors</b> |     |         |         |

On a show of hands, a person entitled to vote is entitled to one vote only, irrespective of the number of the relevant Nedbank Group shares they hold or represent.

On a poll, a person entitled to vote at the AGM, present in person or by proxy, is entitled to that proportion of the total votes in the company that the aggregate amount of the nominal value of the Nedbank Group shares held or represented by them bears to the aggregate amount of the nominal value of all the Nedbank Group shares issued by the company and carrying the right to vote.

Proxies may delegate their authority in terms of this proxy to another person. Unless it is revoked earlier, this proxy form will lapse and cease to be of force and effect immediately after the AGM of the company to be held on Friday, 2 June 2023, at 08:30 (SAST), or any adjournment thereof.

Signed at (place) \_\_\_\_\_ on (date) \_\_\_\_\_ 2023

Signature \_\_\_\_\_

Assisted by: \_\_\_\_\_ (where applicable)

Please read the following notes.



# Notes to the form of proxy

Summary of the rights of a certificated holder or 'own name'-registered dematerialised holder to be represented by proxy as contained in section 58 of the Companies Act and notes to the form of proxy:

- 1 Each holder entitled to attend and vote at the AGM is entitled to appoint one or more individuals (who need not be shareholders) as proxy or proxies to participate in, and speak and vote at the AGM on behalf of that holder, or to abstain from voting in the place of that holder.
- 2 The proxy or proxies may delegate their authority to act on behalf of the shareholder to another person, subject to any restriction set out in this form of proxy.
- 3 A proxy appointment must be in writing, dated and signed by the holder appointing the proxy or proxies.
- 4 A holder may insert the name of a proxy or the names of two alternative proxies of the holder's choice in the space provided, with or without deleting 'the chairperson of the AGM'. The person whose name stands first on this form of proxy and is present at the AGM will be entitled to act as a proxy to the exclusion of the persons whose names follow. Further, a holder may appoint more than one proxy to exercise voting rights attached to different securities held by that holder.
- 5 A holder's instructions to the proxy or proxies must be indicated by the insertion of the relevant number of votes exercisable by that holder in the appropriate box provided. Failure to comply with this will be deemed to authorise the chairperson of the AGM, if the Chairperson is an authorised proxy, to vote in favour of the ordinary and special resolutions at the AGM, or the appointed proxy or proxies to vote or abstain from voting at the AGM, without direction as they deem fit, in respect of all the holders' votes exercisable at the meeting.
- 6 A holder or their proxy or proxies are not obliged to vote in respect of all the ordinary shares held by the holder or represented by the proxy or proxies, but the total number of votes for or against the ordinary and special resolutions and in respect of which any abstention is recorded may not exceed the total number of votes to which the holder or their proxy or proxies are entitled.
- 7 Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity must be attached to this form, unless previously recorded by the company's transfer secretaries or waived by the Chairperson of the AGM. Examples of satisfactory identification include a valid identity card or document, driving licence or passport.
- 8 Any alterations or corrections to this form of proxy must be initialled by the signatory or signatories.
- 9 The completion and lodging of this form of proxy will not preclude the relevant holder from attending the AGM and speaking and voting at the meeting to the exclusion of any proxy appointed in terms hereof, should the holder wish to do so, in which case this proxy will be suspended accordingly.
- 10 For a proxy or proxies to exercise any voting rights of a holder at the AGM, it is requested that forms of proxy be lodged electronically through the iProxy platform at <https://nedbankagm.virtual-meetings.online/login>, delivered or posted to the transfer secretaries in SA, namely JSE Investor Services Proprietary Limited, One Exchange Square, Gwen Lane, Sandown, Sandton, (PO Box 10462, Johannesburg, 2000), or in Namibia, namely Transfer Secretaries Proprietary Limited, 4 Robert Mugabe Avenue, Windhoek, Namibia (PO Box 2401, Windhoek, Namibia), to be received no later than 08:30 (SAST) on Wednesday, 31 May 2023, for administrative purposes. Alternatively, forms of proxy can be delivered to the company at the location for the AGM no later than 08:30 (SAST) on Friday, 2 June 2023. Forms of proxy can also be delivered by email to JSE Investor Services ([meetingservices@jseinvestorservices.co.za](mailto:meetingservices@jseinvestorservices.co.za)) no later than 08:30 (SAST) on Friday, 2 June 2023, subject to the proxy instructions meeting all other criteria.
- 11 This form of proxy may be completed by:
  - 11.1 those holders who are holding Nedbank Group shares in the form of certificates; or
  - 11.2 those holders who are recorded in the subregister as holding Nedbank Group shares in dematerialised electronic form in their own name; or
  - 11.3 persons who are not shareholders but who are entitled to exercise any voting rights (irrespective of the form, title or nature of the securities to which those voting rights are attached) at the record date of this AGM.
- 12 Holders of Nedbank Group ordinary shares (whether in the form of certificates or dematerialised) through a nominee should timeously make the necessary arrangements with that nominee or participant or broker on how they wish their votes to be cast on their behalf at the AGM. As far as holdings in a participant are concerned, these will be guided by the terms of the agreement entered into between shareholders and their participant or broker.
- 13 Holders of dematerialised Nedbank Group ordinary shares through the issuer-sponsored nominees, which are National Bank of Malawi Nominees Limited, Corpserve Nominees Private Limited or Pacific Custodians Nominees (RF) Proprietary Limited, should timeously make the necessary arrangements with that nominee to give the nominee the necessary authority to attend and vote at the AGM, or they should instruct their nominee on how they wish their votes to be cast on their behalf by completing the voting instruction form they have received and returning it to their nominee or by lodging their voting instruction electronically through the iProxy platform at <https://nedbankagm.virtual-meetings.online/login> to be received no later than 08:30 (SAST) on Wednesday, 31 May 2023.

- 14 Shareholders attending the AGM on Friday, 2 June 2023, in person, online or telephonically will have the opportunity to put questions to the directors and management.
- 15 If this form of proxy has been delivered in accordance with paragraph 10, and as long as that appointment remains in effect, any notice that is required by the Companies Act or the company's memorandum of incorporation to be delivered by the company to a holder must be delivered by the company to the holder, or to a holder's proxy or proxies if the holder has directed the company to do so in writing and has paid any reasonable fees charged by the company for doing so.
- 16 Except if a holder provides in this form of proxy that a proxy appointment is irrevocable, a holder may revoke the proxy appointment by:
- 16.1 cancelling it in writing, or making a later inconsistent appointment of a proxy or proxies; and
  - 16.2 delivering a copy of the revocation instrument to the proxy or proxies and to the Group Company Secretary by emailing [JackieK@nedbank.co.za](mailto:JackieK@nedbank.co.za), to be received before the replacement proxy or proxies exercise any rights of the holder at the AGM of the company or any adjournment thereof.
- 17 The revocation of a proxy appointment constitutes a complete and final cancellation of the authority of the proxy or proxies to act on behalf of the holder as of the later of:
- 17.1 the date stated in the revocation instrument, if any; and
  - 17.2 the date on which the revocation instrument was delivered, as required in paragraph 15 above.

## Electronic communication to shareholders

In terms of the company's memorandum of incorporation, the Companies Act and the JSE Listings Requirements, you may elect to receive shareholder communication (including the notice of meetings, annual integrated report and other shareholder information and documentation) electronically.

You are encouraged to elect to be notified by email when your shareholder communications are available for accessing online at [nedbankgroup.co.za](http://nedbankgroup.co.za), in support of the company's drive to reduce costs and reduce the environmental impact of mailing printed materials to shareholders.

If you would like to receive future communication by email, you can update your email by visiting the Investor Centre website at <https://investorcentre.jseinvestorservices.co.za>.



