

Annexure B: capital instruments main features disclosure

| DISCLOSURE TEMPLATE FOR MAIN FEATURES OF REGULATORY CAPITAL INSTRUMENTS AS AT 31 DECEMBER 2016 | | | | | |
|---|--|--|---|--|--|
| Issuer | Nedbank Group Limited | Nedbank Limited | Nedbank Limited | Nedbank Limited | Nedbank Limited |
| Unique identifier (eg CUSIP, ISIN or Bloomberg identifier for private placement) | ZAE000004875 | Unlisted | ZAE000043667 | ZAG000041120 | XS0415508307 |
| Governing law(s) of the instrument | Banks Act, Companies Act | Banks Act, Companies Act | Banks Act | Banks Act | Banks Act |
| Regulatory treatment | | | | | |
| Transitional Basel III rules | CET1 | CET1 | Additional tier 1 | Tier 2 | Tier 2 |
| Post-transitional Basel III rules | CET1 | CET1 | Ineligible | Ineligible | Ineligible |
| Eligible at solo/group/group and solo | Group | Group and solo | Group and Solo | Group, solo | Group, solo |
| Instrument type (types to be specified by each jurisdiction) | Ordinary share capital | Ordinary share capital | Preference share capital | Subordinated debt | Subordinated debt |
| Amount recognised in regulatory capital (Currency in mil, as of most recent reporting date) | 18 522 | 19 221 | 3 561 | 2 000 | US\$100 |
| Par value of instrument | 461 | 27 | 0,4 | 2 000 | US\$100 |
| Accounting classification | Shareholders' equity | Shareholders' equity | Shareholders' equity | Liability – amortised cost | Liability – amortised cost |
| Original date of issuance | 9 November 1966 | 2 January 1951 | 24 December 2002 | 06 July 2007 | 03 March 2009 |
| Perpetual or dated | Perpetual | Perpetual | Perpetual | Dated | Dated |
| Original maturity date | N/A | N/A | N/A | 06 July 2022 | 03 March 2022 |
| Issuer call subject to prior supervisory approval | Yes | Yes | Yes | Yes | Yes |
| Optional call date, contingent call dates and redemption amount | N/A | N/A | N/A | 06 July 2017 | 03 March 2017 |
| Subsequent call dates, if applicable | N/A | N/A | N/A | N/A | N/A |
| Coupons / dividends | | | | | |
| Fixed or floating dividend/coupon | Floating | Floating | Floating | Floating | Floating |
| Coupon rate and any related index | N/A | N/A | Maximum of 83,33% of Prime lending rate | 3-month JIBAR + 0,47% p.a. | 3-month US\$ LIBOR + 1,5% p.a. |
| Existence of a dividend stopper | N/A | N/A | N/A | No | No |
| Fully discretionary, partially discretionary or mandatory | Fully discretionary | Fully discretionary | Partially discretionary | Mandatory | Mandatory |
| Existence of step up or other incentive to redeem | N/A | N/A | N/A | Yes | Yes |
| Non-cumulative or cumulative | Non-cumulative | Non-cumulative | Non-cumulative | Cumulative | Cumulative |
| Convertible or non-convertible | N/A | N/A | N/A | Non-convertible | Non-convertible |
| If convertible, conversion trigger(s) | N/A | N/A | N/A | N/A | N/A |
| If convertible, fully or partially | N/A | N/A | N/A | N/A | N/A |
| If convertible, conversion rate | N/A | N/A | N/A | N/A | N/A |
| If convertible, mandatory or optional conversion | N/A | N/A | N/A | N/A | N/A |
| If convertible, specify instrument type convertible into | N/A | N/A | N/A | N/A | N/A |
| If convertible, specify issuer of instrument it converts into | N/A | N/A | N/A | N/A | N/A |
| Write-down feature | N/A | N/A | N/A | N/A | N/A |
| If write-down, write-down trigger(s) | N/A | N/A | N/A | N/A | N/A |
| If write-down, full or partial | N/A | N/A | N/A | N/A | N/A |
| If write-down, permanent or temporary | N/A | N/A | N/A | N/A | N/A |
| If temporary write-down, description of write-up mechanism | N/A | N/A | N/A | N/A | N/A |
| Position in subordination hierarchy in liquidation (specify instrument type immediately senior to instrument) | Preference shares, hybrid debt, subordinated debt, senior unsecured debt, depositors, senior creditors | Preference shares, hybrid debt, subordinated debt, senior unsecured debt, depositors, senior creditors | Subordinated debt that ranks as Tier 2, senior unsecured debt, depositors, senior creditors | Senior unsecured debt, depositors, senior creditors | Senior unsecured debt, depositors, senior creditors |
| Non-compliant transitioned features | No | No | Yes | Yes | Yes |
| If yes, specify non-compliant features | N/A | N/A | No contractual nor statutory loss absorbency clause included | Has step-up and no contractual nor statutory loss absorbency clause included prior to gone concern | Has step-up and no contractual nor statutory loss absorbency clause included prior to gone concern |

| Issuer | Nedbank Limited | Nedbank Limited | Nedbank Limited | Nedbank Limited | Nedbank Limited |
|---|---------------------------------|---------------------------------|---------------------------------|---------------------------------|---------------------------------|
| Unique identifier (eg CUSIP, ISIN or Bloomberg identifier for private placement) | ZAG000120528 | ZAG000107418 | ZAG000111048 | ZAG000114703 | ZAG000114711 |
| Governing law(s) of the instrument | Banks Act | Banks Act | Banks Act | Banks Act | Banks Act |
| Regulatory treatment | | | | | |
| Transitional Basel III rules | Tier 2 | Tier 2 | Tier 2 | Tier 2 | Tier 2 |
| Post-transitional Basel III rules | Eligible | Eligible | Eligible | Eligible | Eligible |
| Eligible at solo/group/group and solo | Group, solo | Group, solo | Group, solo | Group, solo | Group, solo |
| Instrument type (types to be specified by each jurisdiction) | Subordinated debt | Subordinated debt | Subordinated debt | Subordinated debt | Subordinated debt |
| Amount recognised in regulatory capital (Currency in mil, as of most recent reporting date) | 300 | 1 800 | 1 200 | 450 | 1 737 |
| Par value of instrument | 300 | 1 800 | 1 200 | 450 | 1 737 |
| Accounting classification | Liability – accrued | Liability – accrued | Liability – accrued | Liability – accrued | Liability – accrued |
| Original date of issuance | 13 October 2014 | 24 July 2013 | 28 November 2013 | 7 April 2014 | 7 April 2014 |
| Perpetual or dated | Dated | Dated | Dated | Dated | Dated |
| Original maturity date | 14 October 2024 | 25 July 2023 | 29 November 2023 | 8 April 2024 | 8 April 2024 |
| Issuer call subject to prior supervisory approval | Yes | Applicable | Applicable | Applicable | Applicable |
| Optional call date, contingent call dates and redemption amount | 14 October 2019 | 25 July 2018 | 29 November 2018 | 8 April 2019 | 8 April 2019 |
| Subsequent call dates, if applicable | N/A | N/A | N/A | N/A | N/A |
| Coupons / dividends | | | | | |
| Fixed or floating dividend/coupon | Floating | Floating | Floating | Fixed | Floating |
| Coupon rate and any related index | 3-month JIBAR + 2,75% p.a. | 3-month JIBAR + 2,75% p.a. | 3-month JIBAR + 2,55% p.a. | 10,49% | 3-month JIBAR + 2,55% p.a. |
| Existence of a dividend stopper | No | No | No | No | No |
| Fully discretionary, partially discretionary or mandatory | Mandatory | Mandatory | Mandatory | Mandatory | Mandatory |
| Existence of step up or other incentive to redeem | N/A | N/A | N/A | N/A | N/A |
| Non-cumulative or cumulative | Non-cumulative | Non-cumulative | Non-cumulative | Non-cumulative | Non-cumulative |
| Convertible or non-convertible | Non-convertible | Non-convertible | Non-convertible | Non-convertible | Non-convertible |
| If convertible, conversion trigger(s) | N/A | N/A | N/A | N/A | N/A |
| If convertible, fully or partially | N/A | N/A | N/A | N/A | N/A |
| If convertible, conversion rate | N/A | N/A | N/A | N/A | N/A |
| If convertible, mandatory or optional conversion | N/A | N/A | N/A | N/A | N/A |
| If convertible, specify instrument type convertible into | N/A | N/A | N/A | N/A | N/A |
| If convertible, specify issuer of instrument it converts into | N/A | N/A | N/A | N/A | N/A |
| Write-down feature | Applicable | Applicable | Applicable | Applicable | Applicable |
| If write-down, write-down trigger(s) | Discretion of the regulator | Discretion of the regulator | Discretion of the regulator | Discretion of the regulator | Discretion of the regulator |
| If write-down, full or partial | Full or partial | Full or partial | Full or partial | Full or partial | Full or partial |
| If write-down, permanent or temporary | Permanent | Permanent | Permanent | Permanent | Permanent |
| If temporary write-down, description of write-up mechanism | N/A | N/A | N/A | N/A | N/A |
| Position in subordination hierarchy in liquidation (specify instrument type immediately senior to instrument) | Depositors and senior creditors | Depositors and senior creditors | Depositors and senior creditors | Depositors and senior creditors | Depositors and senior creditors |
| Non-compliant transitioned features | No | No | No | No | No |
| If yes, specify non-compliant features | N/A | N/A | N/A | N/A | N/A |

| Issuer | Nedbank Limited | Nedbank Limited | Nedbank Limited | Nedbank Limited | Nedbank Group Limited |
|---|---------------------------------|---------------------------------|---------------------------------|--|---------------------------------|
| Unique identifier (eg CUSIP, ISIN or Bloomberg identifier for private placement) | ZAG000123019 | ZAG000127580 | ZAG0001127598 | ZAG000136680 | ZAG0001139577 |
| Governing law(s) of the instrument | Banks Act | Banks Act | Banks Act | Banks Act | Banks Act |
| Regulatory treatment | | | | | |
| Transitional Basel III rules | Tier 2 | Tier 2 | Tier 2 | Additional tier 1 | Tier 2 |
| Post-transitional Basel III rules | Eligible | Eligible | Eligible | Eligible | Eligible |
| Eligible at solo/group/group and solo | Group, solo | Group, solo | Group, solo | Group, solo | Group |
| Instrument type (types to be specified by each jurisdiction) | Subordinated debt | Subordinated debt | Subordinated debt | Subordinated debt | Subordinated debt |
| Amount recognised in regulatory capital (Currency in mil, as of most recent reporting date) | 225 | 1 624 | 407 | 1 500 | 2 000 |
| Par value of instrument | 225 | 1 624 | 407 | 1 500 | 2 000 |
| Accounting classification | Liability – accrued | Liability – accrued | Liability – accrued | Shareholders' Equity | Liability – accrued |
| Original date of issuance | 15 January 2015 | 30 June 2015 | 30 June 2015 | 20 May 2016 | 21 September 2016 |
| Perpetual or dated | Dated | Dated | Dated | Perpetual | Dated |
| Original maturity date | 16 January 2025 | 1 July 2025 | 1 July 2025 | N/A | 22 September 2026 |
| Issuer call subject to prior supervisory approval | Applicable | Applicable | Applicable | Applicable | Applicable |
| Optional call date, contingent call dates and redemption amount | 16 January 2020 | 1 July 2020 | 1 July 2020 | 21 May 2021 | 22 September 2021 |
| Subsequent call dates, if applicable | N/A | N/A | N/A | Subsequent coupon dates | N/A |
| Coupons / dividends | | | | | |
| Fixed or floating dividend/coupon | Floating | Floating | Fixed | Floating | Floating |
| Coupon rate and any related index | 3-month JIBAR + 2,75% p.a. | 3-month JIBAR + 3,5% p.a. | 11,29% | 3-month JIBAR + 7% p.a. | 3-month JIBAR + 4% p.a. |
| Existence of a dividend stopper | No | No | No | Yes | No |
| Fully discretionary, partially discretionary or mandatory | Mandatory | Mandatory | Mandatory | Fully discretionary | Mandatory |
| Existence of step up or other incentive to redeem | N/A | N/A | N/A | N/A | N/A |
| Non-cumulative or cumulative | Non-cumulative | Non-cumulative | Non-cumulative | Non-cumulative | Non-cumulative |
| Convertible or non-convertible | Non-convertible | Non-convertible | Non-convertible | Non-convertible | Non-convertible |
| If convertible, conversion trigger(s) | N/A | N/A | N/A | N/A | N/A |
| If convertible, fully or partially | N/A | N/A | N/A | N/A | N/A |
| If convertible, conversion rate | N/A | N/A | N/A | N/A | N/A |
| If convertible, mandatory or optional conversion | N/A | N/A | N/A | N/A | N/A |
| If convertible, specify instrument type convertible into | N/A | N/A | N/A | N/A | N/A |
| If convertible, specify issuer of instrument it converts into | N/A | N/A | N/A | N/A | N/A |
| Write-down feature | Applicable | Applicable | Applicable | Applicable | Applicable |
| If write-down, write-down trigger(s) | Discretion of the regulator | Discretion of the regulator | Discretion of the regulator | Discretion of the regulator | Discretion of the regulator |
| If write-down, full or partial | Full or partial | Full or partial | Full or partial | Full or partial | Full or partial |
| If write-down, permanent or temporary | Permanent | Permanent | Permanent | Permanent | Permanent |
| If temporary write-down, description of write-up mechanism | N/A | N/A | N/A | N/A | N/A |
| Position in subordination hierarchy in liquidation (specify instrument type immediately senior to instrument) | Depositors and senior creditors | Depositors and senior creditors | Depositors and senior creditors | Subordinated debt that ranks as Tier 2, senior unsecured debt, depositors and senior creditors | Depositors and senior creditors |
| Non-compliant transitioned features | No | No | No | No | No |
| If yes, specify non-compliant features | N/A | N/A | N/A | N/A | N/A |

| Issuer | Nedbank Limited | Nedbank Limited |
|---|--|---------------------------------|
| Unique identifier (eg CUSIP, ISIN or Bloomberg identifier for private placement) | ZAG000140781 | Unlisted |
| Governing law(s) of the instrument | Banks Act | Banks Act |
| Regulatory treatment | | |
| Transitional Basel III rules | Additional tier 1 | Tier 2 |
| Post-transitional Basel III rules | Eligible | Eligible |
| Eligible at solo/group/group and solo | Group, solo | Solo |
| Instrument type (types to be specified by each jurisdiction) | Subordinated debt | Subordinated debt |
| Amount recognised in regulatory capital (Currency in mil, as of most recent reporting date) | 500 | 2 000 |
| Par value of instrument | 500 | 2 000 |
| Accounting classification | Shareholders' Equity | Liability – accrued |
| Original date of issuance | 25 November 2016 | 21 December 2016 |
| Perpetual or dated | Perpetual | Dated |
| Original maturity date | N/A | 22 December 2026 |
| Issuer call subject to prior supervisory approval | Applicable | Applicable |
| Optional call date, contingent call dates and redemption amount | 26 November 2021 | 22 December 2021 |
| Subsequent call dates, if applicable | Subsequent coupon dates | N/A |
| Coupons / dividends | | |
| Fixed or floating dividend/coupon | Floating | Floating |
| Coupon rate and any related index | 3-month JIBAR + 6.25% p.a. | 3-month JIBAR + 4% p.a. |
| Existence of a dividend stopper | Yes | No |
| Fully discretionary, partially discretionary or mandatory | Fully discretionary | Mandatory |
| Existence of step up or other incentive to redeem | N/A | N/A |
| Non-cumulative or cumulative | Non-cumulative | Non-cumulative |
| Convertible or non-convertible | Non-convertible | Non-convertible |
| If convertible, conversion trigger(s) | N/A | N/A |
| If convertible, fully or partially | N/A | N/A |
| If convertible, conversion rate | N/A | N/A |
| If convertible, mandatory or optional conversion | N/A | N/A |
| If convertible, specify instrument type convertible into | N/A | N/A |
| If convertible, specify issuer of instrument it converts into | N/A | N/A |
| Write-down feature | Applicable | Applicable |
| If write-down, write-down trigger(s) | Discretion of the regulator | Discretion of the regulator |
| If write-down, full or partial | Full or partial | Full or partial |
| If write-down, permanent or temporary | Permanent | Permanent |
| If temporary write-down, description of write-up mechanism | N/A | N/A |
| Position in subordination hierarchy in liquidation (specify instrument type immediately senior to instrument) | Subordinated debt that ranks as Tier 2, senior unsecured debt, depositors and senior creditors | Depositors and senior creditors |
| Non-compliant transitioned features | No | No |
| If yes, specify non-compliant features | N/A | N/A |