

Annexure B: capital instruments main features disclosure

DISCLOSURE TEMPLATE FOR MAIN FEATURES OF REGULATORY CAPITAL INSTRUMENTS FOR THE YEAR ENDED 31 DECEMBER 2013

| Issuer | Nedbank Group Limited | Nedbank Limited | Nedbank Limited |
|---|---|---|--|
| Unique identifier (eg CUSIP, ISIN or Bloomberg identifier for private placement) | ZAE000004875 | Unlisted | ZAE000043667 |
| Governing law(s) of the instrument | Banks Act, Companies Act | Banks Act, Companies Act | Banks Act |
| Regulatory treatment | | | |
| Transitional Basel III rules | CET1 | CET1 | Additional tier 1 |
| Post-transitional Basel III rules | CET1 | CET1 | Ineligible |
| Eligible at solo/group/group and solo | Group | Group and solo | Group and Solo |
| Instrument type (types to be specified by each jurisdiction) | Ordinary share capital | Ordinary share capital | Preference share capital |
| Amount recognised in regulatory capital (Currency in mil, as of most recent reporting date) | 16 804 | 17 461 | 3 124 |
| Par value of instrument | 461 | 27 | 0,4 |
| Accounting classification | Shareholders' equity | Shareholders' equity | Shareholders' equity |
| Original date of issuance | 9 November 1966 | 2 January 1951 | 24 December 2002 |
| Perpetual or dated | Perpetual | Perpetual | Perpetual |
| Original maturity date | N/A | N/A | N/A |
| Issuer call subject to prior supervisory approval | Yes | Yes | Yes |
| Optional call date, contingent call dates and redemption amount | N/A | N/A | N/A |
| Subsequent call dates, if applicable | N/A | N/A | N/A |
| Coupons / dividends | | | |
| Fixed or floating dividend/coupon | Floating | Floating | Floating |
| Coupon rate and any related index | N/A | N/A | Maximum of 83,33% of Prime lending rate |
| Existence of a dividend stopper | N/A | N/A | N/A |
| Fully discretionary, partially discretionary or mandatory | Fully discretionary | Fully discretionary | Partially discretionary |
| Existence of step up or other incentive to redeem | N/A | N/A | N/A |
| Non-cumulative or cumulative | Non-cumulative | Non-cumulative | Non-cumulative |
| Convertible or non-convertible | N/A | N/A | N/A |
| If convertible, conversion trigger(s) | N/A | N/A | N/A |
| If convertible, fully or partially | N/A | N/A | N/A |
| If convertible, conversion rate | N/A | N/A | N/A |
| If convertible, mandatory or optional conversion | N/A | N/A | N/A |
| If convertible, specify instrument type convertible into | N/A | N/A | N/A |
| If convertible, specify issuer of instrument it converts into | N/A | N/A | N/A |
| Write-down feature | N/A | N/A | N/A |
| If write-down, write-down trigger(s) | N/A | N/A | N/A |
| If write-down, full or partial | N/A | N/A | N/A |
| If write-down, permanent or temporary | N/A | N/A | N/A |
| If temporary write-down, description of write-up mechanism | 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, deposits, creditors | Preference shares, hybrid debt, subordinated debt, senior unsecured debt, deposits, creditors | Hybrid debt, subordinated debt, senior unsecured debt, deposits, creditors |
| Non-compliant transitioned features | No | No | Yes |
| If yes, specify non-compliant features | N/A | N/A | No contractual nor statutory loss absorbency clause included |

| Issuer | Nedbank Limited | Nedbank Limited |
|---|---|---|
| Unique identifier (eg CUSIP, ISIN or Bloomberg identifier for private placement) | ZAG000053703 | ZAG000053711 |
| Governing law(s) of the instrument | Banks Act | Banks Act |
| Regulatory treatment | | |
| Transitional Basel III rules | Additional tier 1 | Additional tier 1 |
| Post-transitional Basel III rules | Ineligible | Ineligible |
| Eligible at solo/group/group and solo | Group, solo | Group, solo |
| Instrument type (types to be specified by each jurisdiction) | Hybrid subordinated debt | Hybrid subordinated debt |
| Amount recognised in regulatory capital (Currency in million, as of most recent reporting date) | 487 | 1 265 |
| Par value of instrument | 487 | 1 265 |
| Accounting classification | Liability – amortised cost | Liability – amortised cost |
| Original date of issuance | 20 May 2008 | 20 May 2008 |
| Perpetual or dated | Dated | Dated |
| Original maturity date | N/A | N/A |
| Issuer call subject to prior supervisory approval | Yes | Yes |
| Optional call date, contingent call dates and redemption amount | 20 November 2018 | 20 November 2018 |
| Subsequent call dates, if applicable | N/A | N/A |
| Coupons / dividends | | |
| Fixed or floating dividend/coupon | Fixed to floating | Floating |
| Coupon rate and any related index | 15,05% | 3-month JIBAR + 4,75% p.a. |
| Existence of a dividend stopper | No | No |
| Fully discretionary, partially discretionary or mandatory | Mandatory | Mandatory |
| Existence of step up or other incentive to redeem | Yes | Yes |
| 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 | N/A | N/A |
| If write-down, write-down trigger(s) | N/A | N/A |
| If write-down, full or partial | N/A | N/A |
| If write-down, permanent or temporary | N/A | N/A |
| 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, senior unsecured debt, deposits, creditors | Subordinated debt, senior unsecured debt, deposits, creditors |
| Non-compliant transitioned features | Yes | Yes |
| If yes, specify non-compliant features | Hybrid debt instrument | Hybrid debt instrument |

| Issuer | Nedbank Limited | Nedbank Limited | Nedbank Limited |
|---|--|--|--|
| Unique identifier (eg CUSIP, ISIN or Bloomberg identifier for private placement) | ZAG000036849 | ZAG000044272 | ZAG000041120 |
| Governing law(s) of the instrument | Banks Act | Banks Act | Banks Act |
| Regulatory treatment | | | |
| Transitional Basel III rules | Tier 2 | Tier 2 | Tier 2 |
| Post-transitional Basel III rules | Ineligible | Ineligible | Ineligible |
| Eligible at solo/group/group and solo | Group, solo | Group, solo | Group, solo |
| Instrument type (types to be specified by each jurisdiction) | Subordinated debt | Subordinated debt | Subordinated debt |
| Amount recognised in regulatory capital (Currency in million, as of most recent reporting date) | 1 530 | 900 | 1 800 |
| Par value of instrument | 1 700 | 1 000 | 2 000 |
| Accounting classification | Liability – amortised cost | Liability – amortised cost | Liability – amortised cost |
| Original date of issuance | 8 February 2007 | 17 September 2007 | 06 July 2007 |
| Perpetual or dated | Dated | Dated | Dated |
| Original maturity date | 8 February 2019 | 17 September 2020 | 06 July 2022 |
| Issuer call subject to prior supervisory approval | Yes | Yes | Yes |
| Optional call date, contingent call dates and redemption amount | 8 February 2014 | 17 September 2015 | 06 July 2017 |
| Subsequent call dates, if applicable | N/A | N/A | N/A |
| Coupons / dividends | | | |
| Fixed or floating dividend/coupon | Fixed to floating | Fixed to floating | Floating |
| Coupon rate and any related index | 8,90% | 10,54% | 3-month JIBAR + 0,47% p.a. |
| Existence of a dividend stopper | No | No | No |
| Fully discretionary, partially discretionary or mandatory | Mandatory | Mandatory | Mandatory |
| Existence of step up or other incentive to redeem | Yes | Yes | Yes |
| Non-cumulative or cumulative | Cumulative | Cumulative | Cumulative |
| Convertible or non-convertible | Non-convertible | Non-convertible | Non-convertible |
| If convertible, conversion trigger (s) | N/A | N/A | N/A |
| If convertible, fully or partially | N/A | N/A | N/A |
| If convertible, conversion rate | N/A | N/A | N/A |
| If convertible, mandatory or optional conversion | N/A | N/A | N/A |
| If convertible, specify instrument type convertible into | N/A | N/A | N/A |
| If convertible, specify issuer of instrument it converts into | N/A | N/A | N/A |
| Write-down feature | N/A | N/A | N/A |
| If write-down, write-down trigger(s) | N/A | N/A | N/A |
| If write-down, full or partial | N/A | N/A | N/A |
| If write-down, permanent or temporary | N/A | N/A | N/A |
| If temporary write-down, description of write-up mechanism | N/A | N/A | N/A |
| Position in subordination hierarchy in liquidation (specify instrument type immediately senior to instrument) | Senior unsecured debt, deposits, creditors | Senior unsecured debt, deposits, creditors | Senior unsecured debt, deposits, creditors |
| Non-compliant transitioned features | Yes | Yes | Yes |
| If yes, specify non-compliant features | 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 | Has step-up and no contractual nor statutory loss absorbency clause included prior to gone concern |

| Issuer | Nedbank Limited |
|---|--|
| Unique identifier (eg CUSIP, ISIN or Bloomberg identifier for private placement) | XS0415508307 |
| Governing law(s) of the instrument | Banks Act |
| Regulatory treatment | |
| Transitional Basel III rules | Tier 2 |
| Post-transitional Basel III rules | Ineligible |
| Eligible at solo/group/group and solo | Group, solo |
| Instrument type (types to be specified by each jurisdiction) | Subordinated debt |
| Amount recognised in regulatory capital (Currency in million, as of most recent reporting date) | US\$90 |
| Par value of instrument | US\$100 |
| Accounting classification | Liability - amortised cost |
| Original date of issuance | 3 March 2009 |
| Perpetual or dated | Dated |
| Original maturity date | 3 March 2022 |
| Issuer call subject to prior supervisory approval | Yes |
| Optional call date, contingent call dates and redemption amount | 3 March 2017 |
| Subsequent call dates, if applicable | N/A |
| Coupons / dividends | |
| Fixed or floating dividend/coupon | Floating |
| Coupon rate and any related index | 3-month US\$ LIBOR + 1,5% p.a. |
| Existence of a dividend stopper | No |
| Fully discretionary, partially discretionary or mandatory | Mandatory |
| Existence of step up or other incentive to redeem | Yes |
| Non-cumulative or cumulative | Cumulative |
| Convertible or non-convertible | Non-convertible |
| If convertible, conversion trigger (s) | N/A |
| If convertible, fully or partially | N/A |
| If convertible, conversion rate | N/A |
| If convertible, mandatory or optional conversion | N/A |
| If convertible, specify instrument type convertible into | N/A |
| If convertible, specify issuer of instrument it converts into | N/A |
| Write-down feature | N/A |
| If write-down, write-down trigger(s) | N/A |
| If write-down, full or partial | N/A |
| If write-down, permanent or temporary | N/A |
| If temporary write-down, description of write-up mechanism | N/A |
| Position in subordination hierarchy in liquidation (specify instrument type immediately senior to instrument) | Senior unsecured debt, deposits, creditors |
| Non-compliant transitioned features | Yes |
| If yes, specify non-compliant features | Has step-up and no contractual nor statutory loss absorbency clause included prior to gone concern |

| Issuer | Nedbank Limited | Nedbank Limited |
|---|---------------------------------|---------------------------------|
| Unique identifier (eg CUSIP, ISIN or Bloomberg identifier for private placement) | ZAG000107418 | ZAG000111048 |
| Governing law(s) of the instrument | Banks Act | Banks Act |
| Regulatory treatment | | |
| Transitional Basel III rules | Tier 2 | Tier 2 |
| Post-transitional Basel III rules | Eligible | Eligible |
| Eligible at solo/group/group and solo | Group, solo | Group, solo |
| Instrument type (types to be specified by each jurisdiction) | Subordinated debt | Subordinated debt |
| Amount recognised in regulatory capital (currency in million, as of most recent reporting date) | 1 800 | 1 200 |
| Par value of instrument | 1 800 | 1 200 |
| Accounting classification | Liability - accrued | Liability - accrued |
| Original date of issuance | 24 July 2013 | 28 November 2013 |
| Perpetual or dated | Dated | Dated |
| Original maturity date | 25 July 2023 | 29 November 2023 |
| Issuer call subject to prior supervisory approval | Applicable | Applicable |
| Optional call date, contingent call dates and redemption amount | 25 July 2018 | 29 November 2018 |
| Subsequent call dates, if applicable | N/A | N/A |
| Coupons / dividends | | |
| Fixed or floating dividend/coupon | Floating | Floating |
| Coupon rate and any related index | 3-month JIBAR + 2,75% p.a. | 3-month JIBAR + 2,55% p.a. |
| Existence of a dividend stopper | No | No |
| Fully discretionary, partially discretionary or mandatory | Mandatory | 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) | Depositors and senior creditors | Depositors and senior creditors |
| Non-compliant transitioned features | No | No |
| If yes, specify non-compliant features | N/A | N/A |