

# Annexure B: capital instruments main features disclosure

## DISCLOSURE TEMPLATE FOR MAIN FEATURES OF REGULATORY CAPITAL INSTRUMENTS AS AT 19 MARCH 2018

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	ZAG000120528	ZAG000107418
Governing law(s) of the instrument	Banks Act, Companies Act	Banks Act, Companies Act	Banks Act	Banks Act	Banks Act
<b>Regulatory treatment</b>					
Transitional Basel III rules	CET1	CET1	Additional tier 1	Tier 2	Tier 2
Post-transitional Basel III rules	CET1	CET1	Ineligible	Eligible	Eligible
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)	19 170	19 221	3 561	300	1 800
Par value of instrument	461	27	0,4	300	1 800
Accounting classification	Shareholders' equity	Shareholders' equity	Shareholders' equity	Liability – accrued	Liability – accrued
Original date of issuance	9 November 1966	2 January 1951	24 December 2002	13 October 2014	24 July 2013
Perpetual or dated	Perpetual	Perpetual	Perpetual	Dated	Dated
Original maturity date	N/A	N/A	N/A	14 October 2024	25 July 2023
Issuer call subject to prior supervisory approval	Yes	Yes	Yes	Yes	Applicable
Optional call date, contingent call dates and redemption amount	N/A	N/A	N/A	14 October 2019	25 July 2018
Subsequent call dates, if applicable	N/A	N/A	N/A	N/A	N/A
<b>Coupons / dividends</b>					
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 + 2,75% p.a.	3-month JIBAR + 2,75% 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	N/A	N/A
Non-cumulative or cumulative	Non-cumulative	Non-cumulative	Non-cumulative	Non-cumulative	Non-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	Applicable	Applicable
If write-down, write-down trigger(s)	N/A	N/A	N/A	Discretion of the regulator	Discretion of the regulator
If write-down, full or partial	N/A	N/A	N/A	Full or partial	Full or partial
If write-down, permanent or temporary	N/A	N/A	N/A	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)	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	No	No
If yes, specify non-compliant features	N/A	N/A	No contractual nor statutory loss absorbency clause included	N/A	N/A

Issuer	Nedbank Limited				
Unique identifier (eg CUSIP, ISIN or Bloomberg identifier for private placement)	ZAG000111048	ZAG000114703	ZAG000114711	ZAG000123019	ZAG000127580
Governing law(s) of the instrument	Banks Act				
<b>Regulatory treatment</b>					
Transitional Basel III rules	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				
Amount recognised in regulatory capital (Currency in mil, as of most recent reporting date)	1 200	450	1 737	225	1 624
Par value of instrument	1 200	450	1 737	225	1 624
Accounting classification	Liability – accrued				
Original date of issuance	28 November 2013	7 April 2014	7 April 2014	15 January 2015	30 June 2015
Perpetual or dated	Dated	Dated	Dated	Dated	Dated
Original maturity date	29 November 2023	8 April 2024	8 April 2024	16 January 2025	1 July 2025
Issuer call subject to prior supervisory approval	Applicable	Applicable	Applicable	Applicable	Applicable
Optional call date, contingent call dates and redemption amount	29 November 2018	8 April 2019	8 April 2019	16 January 2020	1 July 2020
Subsequent call dates, if applicable	N/A	N/A	N/A	N/A	N/A
<b>Coupons / dividends</b>					
Fixed or floating dividend/coupon	Floating	Fixed	Floating	Floating	Floating
Coupon rate and any related index	3-month JIBAR + 2,55% p.a.	10,49%	3-month JIBAR + 2,55% p.a.	3-month JIBAR + 2,75% p.a.	3-month JIBAR + 3,5% 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				
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)	Senior unsecured debt, depositors, 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 Group Limited	Nedbank Limited	Nedbank Limited
Unique identifier (eg CUSIP, ISIN or Bloomberg identifier for private placement)	ZAG0001127598	ZAG000136680	ZAG0001139577	ZAG000140781	Unlisted
Governing law(s) of the instrument	Banks Act	Banks Act	Banks Act	Banks Act	Banks Act
<b>Regulatory treatment</b>					
Transitional Basel III rules	Tier 2	Additional tier 1	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	Group, solo	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)	407	1 500	2 000	500	2 000
Par value of instrument	407	1 500	2 000	500	2 000
Accounting classification	Liability – accrued	Shareholders' Equity	Liability – accrued	Shareholders' Equity	Liability – accrued
Original date of issuance	30 June 2015	20 May 2016	21 September 2016	25 November 2016	21 December 2016
Perpetual or dated	Dated	Perpetual	Dated	Perpetual	Dated
Original maturity date	1 July 2025	N/A	22 September 2026	N/A	22 December 2026
Issuer call subject to prior supervisory approval	Applicable	Applicable	Applicable	Applicable	Applicable
Optional call date, contingent call dates and redemption amount	1 July 2020	21 May 2021	22 September 2021	26 November 2021	22 December 2021
Subsequent call dates, if applicable	N/A	Subsequent coupon dates	N/A	Subsequent coupon dates	N/A
<b>Coupons / dividends</b>					
Fixed or floating dividend/coupon	Fixed	Floating	Floating	Floating	Floating
Coupon rate and any related index	11,29%	3-month JIBAR + 7% p.a.	3-month JIBAR + 4% p.a.	3-month JIBAR + 6.25% p.a.	3-month JIBAR + 4% p.a.
Existence of a dividend stopper	No	Yes	No	Yes	No
Fully discretionary, partially discretionary or mandatory	Mandatory	Fully discretionary	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)	Senior unsecured debt, depositors, senior creditors	Subordinated debt that ranks as Tier 2, senior unsecured debt, depositors and senior creditors	Senior unsecured debt, depositors, senior creditors	Subordinated debt that ranks as Tier 2, senior unsecured debt, depositors and senior creditors	Senior unsecured debt, depositors, 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 Group Limited	Nedbank Limited	Nedbank Group Limited	Nedbank Limited	Nedbank Group Limited
Unique identifier (eg CUSIP, ISIN or Bloomberg identifier for private placement)	ZAG000142688	Unlisted	ZAG000144288	Unlisted	ZAG000145095
Governing law(s) of the instrument	Banks Act				
<b>Regulatory treatment</b>					
Transitional Basel III rules	Tier 2	Tier 2	Tier 2	Tier 2	Additional tier 1
Post-transitional Basel III rules	Eligible	Eligible	Eligible	Eligible	Eligible
Eligible at solo/group/group and solo	Group	Solo	Group	Solo	Group
Instrument type (types to be specified by each jurisdiction)	Subordinated debt				
Amount recognised in regulatory capital (Currency in mil, as of most recent reporting date)	2 000	2 000	500	500	600
Par value of instrument	2 000	2 000	500	500	600
Accounting classification	Liability – accrued	Liability – accrued	Liability – accrued	Liability – accrued	Shareholders' Equity
Original date of issuance	14 March 2017	14 March 2017	25 May 2017	25 May 2017	30 June 2017
Perpetual or dated	Dated	Dated	Dated	Dated	Perpetual
Original maturity date	15 March 2027	15 March 2027	26 May 2027	26 May 2027	N/A
Issuer call subject to prior supervisory approval	Applicable	Applicable	Applicable	Applicable	Applicable
Optional call date, contingent call dates and redemption amount	15 March 2022	15 March 2022	26 May 2022	26 May 2022	1 July 2022
Subsequent call dates, if applicable	N/A	N/A	N/A	N/A	Subsequent coupon dates
<b>Coupons / dividends</b>					
Fixed or floating dividend/coupon	Floating	Floating	Floating	Floating	Floating
Coupon rate and any related index	3-month JIBAR + 3.80% p.a.	3-month JIBAR + 3.80% p.a.	3-month JIBAR + 3.75% p.a.	3-month JIBAR + 3.75% p.a.	3-month JIBAR + 5.65% p.a.
Existence of a dividend stopper	No	No	No	No	Yes
Fully discretionary, partially discretionary or mandatory	Mandatory	Mandatory	Mandatory	Mandatory	Fully discretionary
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				
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)	Senior unsecured debt, depositors, senior creditors	Subordinated debt that ranks as Tier 2, senior unsecured debt, 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 Group Limited	Nedbank Limited
Unique identifier (eg CUSIP, ISIN or Bloomberg identifier for private placement)	Unlisted	ZAG000150178	Unlisted
Governing law(s) of the instrument	Banks Act	Banks Act	Banks Act
<b>Regulatory treatment</b>			
Transitional Basel III rules	Additional tier 1	Tier 2	Tier 2
Post-transitional Basel III rules	Eligible	Eligible	Eligible
Eligible at solo/group/group and solo	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 mil, as of most recent reporting date)	600	2 000	2 000
Par value of instrument	600	2 000	2 000
Accounting classification	Shareholders' Equity	Liability – accrued	Liability – accrued
Original date of issuance	30 June 2017	19 March 2018	19 March 2018
Perpetual or dated	Perpetual	Dated	Dated
Original maturity date	N/A	20 March 2028	20 March 2028
Issuer call subject to prior supervisory approval	Applicable	Applicable	Applicable
Optional call date, contingent call dates and redemption amount	1 July 2022	20 March 2023	20 March 2023
Subsequent call dates, if applicable	Subsequent coupon dates	N/A	N/A
<b>Coupons / dividends</b>			
Fixed or floating dividend/coupon	Floating	Floating	Floating
Coupon rate and any related index	3-month JIBAR + 5.65% p.a.	3-month JIBAR + 3.05% p.a.	3-month JIBAR + 3.05% p.a.
Existence of a dividend stopper	Yes	No	No
Fully discretionary, partially discretionary or mandatory	Fully discretionary	Mandatory	Mandatory
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	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	Applicable	Applicable	Applicable
If write-down, write-down trigger(s)	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
If write-down, permanent or temporary	Permanent	Permanent	Permanent
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)	Subordinated debt that ranks as Tier 2, senior unsecured debt, depositors and senior creditors	Senior unsecured debt, depositors, senior creditors	Senior unsecured debt, depositors, senior creditors
Non-compliant transitioned features	No	No	No
If yes, specify non-compliant features	N/A	N/A	N/A