

**This circular is important and requires your immediate attention**

The definitions and interpretations commencing on page 7 of this Circular apply, mutatis mutandis, to this document, including the cover page, except where the context indicates the contrary intention.

**Action required**

- If you have any doubt as to what action you should take arising from this Circular, please consult your broker, CSDP, banker, accountant, attorney or other professional advisor immediately.
- If you have disposed of all your Nedbank Group Shares, please forward this Circular to the purchaser of such Shares or to the broker, CSDP, banker, accountant, attorney or other agent through which the disposal was effected.
- For what the Odd-lot Offer means to Nedbank Group and the Odd-lot Holders please refer to page 3 of this Circular.
- Nedbank Group Shareholders and Odd-lot Holders are referred to pages 4 and 5 of this Circular, respectively, which sets out the action required by them.

**Nedbank Group does not accept responsibility, and will not be held liable for any action of or omission by, any CSDP or broker including, without limitation, any failures on the part of the CSDP or the broker of any beneficial owner of Nedbank Group Shares to notify such beneficial owner of the contents of the Circular.**



**NEDBANK  
GROUP**

**Nedbank Group Limited**

(Incorporated in the Republic of South Africa)

(Registration number 1966/010630/06)

JSE share code: NED

NSX share code: NBK

ISIN: ZAE000004875

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## Circular to Nedbank Group Shareholders

regarding:

- a proposed odd-lot offer by Nedbank Group to repurchase all of the Nedbank Group Shares of Shareholders holding less than 100 Nedbank Group Shares at a 5% premium to the 10-day VWAP of a Nedbank Group Share at the close of business on or about Monday, 3 December, 2018 (**Odd-Lot Offer**);

and incorporating:

- a notice of General Meeting;
- a Form of Proxy (grey) (for use by holders of Certificated Shares and Dematerialised Shares with 'own name' registration only); and
- a Form of Election and Surrender (blue) (for use by Certificated Shareholders only); or
- a Voting Instruction Form (pink) (for use by holders who hold their Shares through the Issuer Sponsored Nominees); and
- a Nominee Form of Election (yellow) (for use by holders who hold their Shares through the Issuer Sponsored Nominees).

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**Investment Bank, Corporate Advisor and Joint Sponsor**



**Lead Independent Sponsor**



**Sponsor in Namibia**



**Financial Advisor**



**Legal Advisor**



**Date of issue: Wednesday, 24 October, 2018**

This Circular is available in English only. Copies may be obtained during normal business hours from the Registered Office of Nedbank Group whose address is set out in the 'Corporate information and advisors' section of this Circular from Wednesday, 24 October, 2018 until the General Meeting (both days inclusive). A copy of this Circular will also be available on Nedbank Group's website ([www.nedbankgroup.co.za](http://www.nedbankgroup.co.za)) from Wednesday, 24 October, 2018.

The Odd-lot Offer is not being made, directly or indirectly, in or into, or by use of the mails of, or by any means or instrumentality (including, without limitation, telephonically or electronically) of interstate or foreign commerce of, or any facility of the national securities exchanges of a Restricted Jurisdiction and the Odd-lot Offer cannot be accepted by any such use, means, instrumentality or facility or from within a Restricted Jurisdiction. Accordingly, neither copies of this Circular nor any related documentation are being or may be mailed or otherwise distributed or sent in or into or from a Restricted Jurisdiction, and if received in any Restricted Jurisdiction, this Circular should be treated as being received for information purposes only.

The information contained herein does not constitute a distribution, an offer to sell or the solicitation of an offer to buy any Nedbank Group securities in any jurisdiction in which such distribution or offer is not authorised. In particular, the information herein is not for distribution and does not constitute an offer to sell or the solicitation of any offer to buy any Nedbank Group securities in the United States of America or to or for the benefit of any US Person as such term is defined under the United States Securities Act of 1933, as amended.

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## CORPORATE INFORMATION AND ADVISORS

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### Company Secretary and Registered Office

TSB Jali  
Nedbank 135 Rivonia Campus  
135 Rivonia Road  
Sandown  
Sandton, 2196  
(PO Box 1144, Johannesburg, 2000)

### Investment Bank, Corporate Advisor and Joint Sponsor

Nedbank Corporate and Investment Banking  
A division of Nedbank Limited  
(Registration number 1951/000009/06)  
3<sup>rd</sup> Floor, Corporate Place  
Nedbank 135 Rivonia Campus  
135 Rivonia Road  
Sandton, 2196  
(PO Box 1144, Johannesburg, 2000)

### Financial Advisor

Deutsche Bank  
3 Exchange Square  
87 Maude Street  
Sandton, 2196  
(Private Bag X9933, Sandton, 2146)

### Sponsor in Namibia

Old Mutual Investment Services (Namibia) Proprietary Limited  
(Registration number 2004/081)  
10<sup>th</sup> Floor, Mutual Tower  
223 Independence Avenue  
Windhoek, Namibia  
(PO Box 25549, Windhoek, Namibia)

### Transfer Secretaries in South Africa

Link Market Services South Africa Proprietary Limited  
(Registration number 2000/007239/07)  
13th Floor  
19 Ameshoff Street  
Braamfontein, 2001  
(PO Box 4844, Johannesburg, 2000)

### Lead Independent Sponsor

Merrill Lynch South Africa Proprietary Limited  
(a subsidiary of Bank of America Corporation)  
(Registration number 1995/001805/07)  
The Place  
1 Sandton Drive  
Sandhurst, 2196  
(PO Box 651987, Benmore, 2010)

### Legal Advisor

ENSafrica  
The MARC, Tower 1  
129 Rivonia Road  
Sandton, 2196  
(PO Box 783347, Sandton, 2146)

### Transfer Secretaries in Namibia

Transfer Secretaries Proprietary Limited  
4 Robert Mugabe Avenue  
Windhoek, Namibia  
(PO Box 2401, Windhoek, Namibia)

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## TABLE OF CONTENTS

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	page
<b>Corporate information and advisors</b>	1
<b>Table of contents</b>	2
<b>What the Odd-lot Offer means for Nedbank Group and the Odd-lot Holders</b>	3
<b>Action required to be taken by Nedbank Group Shareholders at the General Meeting</b>	4
<b>Action required to be taken by Odd-lot Holders, following the General Meeting</b>	5
<b>Salient dates and times</b>	6
<b>Definitions and interpretations</b>	7
<b>Circular to Nedbank Group Shareholders</b>	
1. Introduction and background	10
2. Rationale for the Odd-lot Offer	11
3. General Meeting	11
4. The Odd-lot Offer	11
5. Impact of the Odd-lot Offer on financial information	13
6. Expenses relating to the Odd-lot Offer	14
7. Jurisdiction	14
8. Exchange Control Regulations	14
9. Material changes	15
10. Share capital	15
11. Directors and management	16
12. Directors' interest in Nedbank Group Shares	17
13. Major Shareholders	18
14. Litigation statement	18
15. Opinions, recommendations and undertakings	18
16. General Meeting	18
17. Directors' responsibility statement	19
18. Advisors' consents and conflicts of interest	19
19. Documents available for inspection	19
<b>Annexure 1: Tax consequences of the Odd-lot Offer</b>	21
<b>Notice of General Meeting</b>	23
<b>Form of Proxy (grey)</b>	Attached, if applicable
<b>Form of Election and Surrender (blue)</b>	Attached, if applicable
<b>Voting Instruction Form (pink)</b>	Attached, if applicable
<b>Nominee Form of Election (yellow)</b>	Attached, if applicable

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## WHAT THE ODD-LOT OFFER MEANS FOR NEDBANK GROUP AND THE ODD-LOT HOLDERS

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As a result of the Unbundling, being the final step in Old Mutual plc's Managed Separation, Nedbank Group Shares have been distributed to OML shareholders on Monday, 15 October, 2018. The number of Nedbank Group Shareholders has increased from approximately 20 000 Shareholders to approximately 500 000 Shareholders. The aggregate shareholding in Nedbank Group of Shareholders holding less than 100 Nedbank Group Shares is estimated to be 1.5% of Nedbank Group Shares in issue.

Nedbank Group Shareholders are referred to the announcement published on SENS on Wednesday, 26 September, 2018 advising Shareholders of the Company's intention to implement an odd-lot offer after the Unbundling by Old Mutual Limited of its Nedbank Group Shares. A further detailed announcement was published on SENS on Monday, 15 October, 2018, confirming the Company's decision to proceed with the Odd-lot Offer in accordance with the timelines contained in the announcement and on the terms and conditions set out in that announcement.

**If you own less than 100 Shares at 12:00 (SA time) on Friday, 14 December, 2018, you are an Odd-lot Holder.**

Nedbank Group has decided to proceed with the implementation of the Odd-lot Offer to repurchase the Nedbank Group Shares from the Odd-lot Holders at a 5% premium to the 10-day VWAP of a Nedbank Group Share at the close of business on Monday, 3 December, 2018.

An odd-lot offer is a 'standard' corporate action undertaken by JSE-listed companies, and is permitted by Nedbank Group's Memorandum of Incorporation.

The Odd-lot Offer will provide Odd-lot Holders with the ability to dispose of their Odd-lot Holdings on an efficient basis, and will provide liquidity for those Odd-lot Holders who elect not to retain their Odd-lot Holdings or who make no election. For Nedbank Group, it will reduce the complexity and cost of managing a significantly larger shareholder base. **Odd-lot Holders can elect to retain their shareholding in Nedbank Group.**

For Nedbank Group to implement the Odd-lot Offer, the Directors are seeking approval from Shareholders to implement the Odd-lot Offer, and are therefore convening the General Meeting, to be held in the Indaba Room, Upper Ground Floor, H Block, Nedbank 135 Rivonia Campus, 135 Rivonia Road, Sandown, Sandton, 2196 on Thursday, 22 November, 2018 at 08:30 (SA time), at which all Shareholders will be entitled to vote on the Resolutions required to implement the Odd-lot Offer. The Odd-lot Offer is conditional on the Resolutions being approved by the Shareholders at the General Meeting.

Following the approval of the Resolutions being considered at the General Meeting, the Odd-lot Offer will open and if you are an Odd-lot Holder you must decide to either:

- sell your Odd-lot Holding to Nedbank Group at the Offer Price; or
- retain your Odd-lot Holding.

**If you wish to retain your Nedbank Group Shares you must specifically make an election to do so. Those Odd-lot Holders who do not make an election will automatically be regarded as having accepted the Odd-lot Offer and chosen to dispose of their Nedbank Group Shares to Nedbank Group and receive the Cash Consideration.**

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# ACTION REQUIRED TO BE TAKEN BY NEDBANK GROUP SHAREHOLDERS AT THE GENERAL MEETING

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The notice convening the General Meeting to approve the Odd-lot Offer is attached to the Circular. The General Meeting will be held in the Indaba Room, Upper Ground Floor, H Block, Nedbank 135 Rivonia Campus, 135 Rivonia Road, Sandown, Sandton, 2196 on Thursday, 22 November, 2018 at 08:30 (SA time).

## 1. IF YOU HOLD CERTIFICATED SHARES

You are entitled to attend in person, or be represented by proxy, at the General Meeting.

If you are unable to attend the General Meeting, but wish to be represented thereat, you should complete and return the enclosed Form of Proxy (grey), in accordance with the instructions contained therein, to be received by the Transfer Secretaries in South Africa or Namibia, by no later than 08:30 (SA time) on Wednesday, 21 November, 2018:

### Hand deliveries in South Africa to:

Link Market Services South Africa Proprietary Limited  
13th Floor  
19 Ameshoff Street  
Braamfontein, 2001

### Postal deliveries in South Africa to:

Link Market Services South Africa Proprietary Limited  
PO Box 4844  
Johannesburg, 2000

### Hand deliveries in Namibia to:

Transfer Secretaries Proprietary Limited  
4 Robert Mugabe Avenue  
Windhoek, Namibia

### Postal deliveries in Namibia to:

Transfer Secretaries Proprietary Limited  
PO Box 2401  
Windhoek, Namibia

Thereafter, Forms of Proxy (grey) may only be delivered physically to the Company at the location for the General Meeting immediately before the commencement thereof.

## 2. IF YOU HOLD DEMATERIALIZED SHARES

### 2.1 'Own name' registration

You are entitled to attend in person, or be represented by proxy, at the General Meeting.

If you are unable to attend the General Meeting but wish to be represented thereat, you should complete and return the enclosed Form of Proxy (grey), in accordance with the instructions contained therein, to be received by the Transfer Secretaries in South Africa or Namibia by no later than 08:30 (SA time) on Wednesday, 21 November, 2018:

#### Hand deliveries in South Africa to:

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13th Floor  
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Braamfontein, 2001

#### Postal deliveries in South Africa to:

Link Market Services South Africa Proprietary Limited  
PO Box 4844  
Johannesburg, 2000

#### Hand deliveries in Namibia to:

Transfer Secretaries Proprietary Limited  
4 Robert Mugabe Avenue  
Windhoek, Namibia

#### Postal deliveries in Namibia to:

Transfer Secretaries Proprietary Limited  
PO Box 2401  
Windhoek, Namibia

Thereafter, Forms of Proxy (grey) may only be delivered physically to the Company at the location for the General Meeting immediately before the commencement thereof.

### 2.2 Other than 'own name' registration

In accordance with the mandate between you and your CSDP or broker you must advise your CSDP or broker timeously if you wish to attend, or be represented at, the General Meeting. If your CSDP or broker has not contacted you, you are advised to contact your CSDP or broker and provide them with your voting instructions. If your CSDP or broker does not obtain instructions from you, they will be obliged to act in terms of your mandate furnished to it.

You must **NOT** complete the enclosed Form of Proxy (grey).

### 2.3 If you hold your Shares through the Issuer Sponsored Nominees

In accordance with the terms and conditions of the Issuer Sponsored Nominees, you should complete the enclosed Voting Instruction Form (pink) and return to the address set out on the form.

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## ACTION REQUIRED TO BE TAKEN BY ODD-LOT HOLDERS, FOLLOWING THE GENERAL MEETING

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Following the approval of the Resolutions to be considered at the General Meeting, the Odd-lot Offer will open and if you are an Odd-lot Holder you must decide to either:

- sell your Odd-lot Holding to Nedbank Group at the Offer Price; or
- retain your Odd-lot Holding.

**If you wish to retain your Nedbank Group Shares you must specifically make an election to do so. Odd-lot Holders who do not make an election will automatically be regarded as having elected and accepted to sell their Odd-lot Holdings to Nedbank Group and receive the Cash Consideration.**

### 1. IF YOU HOLD CERTIFICATED SHARES

You must complete the Form of Election and Surrender (blue) and select to either sell or retain your Odd-lot Holding.

If you decide to retain your Odd-lot Holdings, you must make sure that you complete the Form of Election and Surrender (blue) and return it to the Transfer Secretaries in South Africa or Namibia at the address set out in that form, to be received by no later than 12:00 (SA time) on Friday, 14 December, 2018. If the Transfer Secretaries in South Africa or Namibia do not receive your completed form in time, you will automatically be regarded as having accepted the Odd-lot Offer and you will receive the Cash Consideration.

If any Documents of Title of Certificated Odd-lot Holders have been lost or destroyed and the Odd-lot Holder concerned produces evidence to this effect to the satisfaction of the Transfer Secretaries in South Africa or Namibia and Nedbank Group, then the Transfer Secretaries in South Africa or Namibia, subject to obtaining Nedbank Group's consent, may dispense with the surrender of such existing Documents of Title against provision of an acceptable indemnity.

### 2. IF YOU HOLD DEMATERIALISED SHARES (OTHER THAN 'OWN NAME' REGISTRATION)

Your CSDP or broker is obliged to contact you in the manner stipulated in the agreement concluded between you and your CSDP or broker to ascertain what choice you wish to make in terms of the Odd-lot Offer and thereafter to advise the Transfer Secretaries in South Africa or Namibia of such choice.

If you have not been contacted, you should contact your CSDP or broker and furnish it with your instructions relating to your choice.

If your CSDP or broker does not obtain instructions from you regarding your choice, it will be obliged to act in accordance with the provisions contained in the agreement concluded between you and your CSDP or broker.

You must **NOT** complete the Form of Election and Surrender (blue).

### 3. IF YOU HOLD YOUR SHARES THROUGH THE ISSUER SPONSORED NOMINEES

If you hold your Shares through the Issuer Sponsored Nominees, you should complete the enclosed Nominee Form of Election (yellow) and return it to the address indicated on the form.

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## SALIENT DATES AND TIMES

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The definitions and interpretations commencing on page 7 below apply, mutatis mutandis, to this salient dates and times section of this Circular.

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2018

Announcement relating to the Odd-lot Offer and the issue of the Circular (together with the Notice of General Meeting) released on SENS	Monday, 15 October
Announcement relating to the Odd-lot Offer and the issue of the Circular (together with the Notice of General Meeting) published in the press	Tuesday, 16 October
Record date to determine which Nedbank Group Shareholders are eligible to receive the Circular	Friday, 19 October
Circular (together with the Notice of General Meeting) posted to Nedbank Group Shareholders	Wednesday, 24 October
Last day to trade to be entitled to attend and vote at the General Meeting	Tuesday, 13 November
Record date to be entitled to vote and participate in the General Meeting	Friday, 16 November
For administrative purposes, the date by which Forms of Proxy (grey) for the General Meeting must be lodged, by 08:30 (SA time)	Wednesday, 21 November
Voting Instruction Forms (pink) for the General Meeting must be lodged with the Issuer Sponsored Nominees, by 08:30 (SA time)	Wednesday, 21 November
Forms of Proxy (grey) may be handed to the chair of the General Meeting at any time before the proxy exercises any rights at the General Meeting	Thursday, 22 November
General Meeting to be held at 08:30 (SA time)	Thursday, 22 November
Results of General Meeting released on SENS	Thursday, 22 November
Results of General Meeting published in press	Friday, 23 November
If the Resolutions are passed at the General Meeting, the Odd-lot Offer opens at 09:00 (SA time)	Friday, 23 November
Finalisation announcement (including the Offer Price) released on SENS before 11:00 (SA time) on or before	Tuesday, 4 December
Finalisation announcement (including the Offer Price) published in the press	Wednesday, 5 December
Last day to trade to participate in the Odd-lot Offer	Tuesday, 11 December
Shares trade 'ex' the Odd-lot Offer	Wednesday, 12 December
Forms of Election and Surrender for the Odd-lot Offer (blue) to be received by the Transfer Secretaries in South Africa or Namibia by 12:00 (SA time)	Friday, 14 December
Nominee Forms of Election for the Odd-lot Offer (yellow) to be received by the Issuer Sponsored Nominees by 12:00 (SA time)	Friday, 14 December
Record date for the Odd-lot Offer. Odd-lot Offer closes at 12:00 (SA time)	Friday, 14 December
Dematerialised Odd-lot Holders who have accepted the Odd-lot Offer or are deemed to have accepted the Odd-lot Offer will have their accounts held at their CSDP or broker credited with the Cash Consideration	Tuesday, 18 December
Payments of the Cash Consideration to Certificated Odd-lot Holders who have accepted the Odd-lot Offer or who have made no election	Tuesday, 18 December
Results of the Odd-lot Offer released on SENS	Tuesday, 18 December
Results of the Odd-lot Offer published in the press	Wednesday, 19 December
Cancellation and termination of listing of Nedbank Group Shares repurchased in terms of the Odd-lot Offer expected on or about	Friday, 21 December

### Notes:

1. These salient dates and times are subject to amendment. Any such amendments will be released on SENS.
2. All times quoted in this Circular are local times in South Africa.
3. Dematerialised Odd-lot Holders are requested to notify their duly appointed CSDP or broker of their election by the cutoff time stipulated by their CSDP or broker. This will be before the closing date of the Odd-lot Offer.
4. Shareholders holding Shares through the Issuer Sponsored Nominees should return the Nominee Form of Election (yellow) by the closing of the Odd-lot Offer to the address indicated on the form.
5. In the case of Certificated Odd-lot Holders, and Odd-lot Holders who hold their Shares through the Issuer Sponsored Nominees, who decide to sell their Odd-lot Holdings for the Cash Consideration, payment will be made either by electronic funds transfer into the bank accounts of the Odd-lot Holders on or about Tuesday, 18 December, 2018 as provided on the Form of Election and Surrender (blue). Cheques will not be posted.
6. **Those Odd-lot Holders who do not make an election will automatically be regarded as having chosen and accepted to sell their Nedbank Group Shares to Nedbank Group and receive the Cash Consideration.**
7. If the General Meeting is adjourned or postponed, Forms of Proxy or Voting Instruction Forms, as applicable, submitted for the initial General Meeting will remain valid in respect of any adjournment or postponement of the General Meeting unless the contrary is stated on such Forms of Proxy or Voting Instruction Forms.
8. Shareholders may not dematerialise or rematerialise their Shares after the last day to trade, being Tuesday, 11 December, 2018 to Friday, 14 December, 2018, both dates inclusive.



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## DEFINITIONS AND INTERPRETATIONS

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In this Circular, unless otherwise stated or the context otherwise indicates:

- the words in the first column will have the meaning stated in the second column;
- reference to the singular will include the plural and the other way around;
- words denoting one gender will include the other genders; and
- an expression denoting natural persons will include juristic persons and associations of persons.

'Announcements'	various announcements released by Nedbank Group, Old Mutual plc and Old Mutual Limited during 2016, 2017 and 2018 relating to Managed Separation;
'board' or 'Directors'	the board of directors of Nedbank Group as at the date of this Circular, whose names appear on page 10 of the Circular;
'Cash Consideration'	the Offer Price that will be received by Odd-lot Holders who elect to sell their Shares or who do not make an election;
'Certificated Odd-lot Holders'	Odd-lot Holders who hold Certificated Shares;
'Certificated Shareholders'	Nedbank Group Shareholders who hold Certificated Shares;
'Certificated Shares'	Nedbank Group Shares represented by share certificates or other physical Documents of Title, which have not been surrendered for dematerialisation in terms of Strate requirements;
'Circular'	this document, including the Notice of General Meeting, and if applicable, Form of Proxy (grey), Form of Election and Surrender (blue), Voting Instruction Form (pink) and Nominee Form of Election (yellow);
'Common Monetary Area'	South Africa, the Republic of Namibia and the Kingdoms of Lesotho and eSwatini;
'Companies Act'	the South African Companies Act, 71 of 2008, as amended;
'CSDP'	a Central Securities Depository Participant appointed by an individual Shareholder with regard to the dematerialisation of his Nedbank Group Shares;
'Dematerialised Shareholders'	Nedbank Group Shareholders that have dematerialised their Shares through a CSDP and have instructed the CSDP to hold their Shares on the subregister maintained by the CSDP and forming part of the Nedbank Group Share Register;
'Dematerialised Shares'	Nedbank Group Shares that have been dematerialised through a CSDP or broker and are held on the subregister of Nedbank Group Shareholders administered by CSDPs in electronic form;
'Documents of Title'	share certificates, transfer deeds or forms, balance receipts or any other document(s) of title acceptable to Nedbank Group in respect of Certificated Shareholders;
'Exchange Control Regulations'	the South African Exchange Control Regulations, 1961, as amended;
'Financial Markets Act'	the South African Financial Markets Act, 19 of 2012, as amended;
'Form of Election and Surrender (blue)'	the form for use by Certificated Odd-lot Holders to retain or sell their Odd-lot Holdings;
'Form of Proxy (grey)'	the form for use by Certificated Shareholders and Dematerialised Shareholders with 'own name' registration to appoint a proxy to represent such Shareholders at the General Meeting;
'General Meeting'	the general meeting of Shareholders to be held in the Indaba Room, Upper Ground Floor, H Block, Nedbank 135 Rivonia Campus, 135 Rivonia Road, Sandown, Sandton, 2196, on Thursday, 22 November, 2018 at 08:30 (SA time), to consider and, if deemed appropriate, approve the Resolutions to give effect to the Odd-lot Offer, together with any meeting held as a result of any postponement, adjournment or reconvening thereof;
'the Group'	Nedbank Group and its subsidiaries from time to time;
'Income Tax Act'	the South African Income Tax Act, 58 of 1962, as amended;

'Issuer Sponsored Nominees'	Pacific Custodians Nominees (RF) Proprietary Limited, Corpserve Nominees (Private) Limited or National Bank of Malawi Nominees Limited, being nominee companies through which certain Shareholders hold their Shares;
'JSE'	the JSE Limited (Registration number 2005/022939/06), a limited liability public company incorporated in South Africa, which operates a securities exchange licensed in terms of the Financial Markets Act;
'JSE Listings Requirements'	the JSE Listings Requirements, as amended from time to time;
'Last Practicable Date'	the last practicable date before the finalisation of this Circular, being Friday, 28 September, 2018;
'Managed Separation'	the strategy of Old Mutual plc to separate the four largely independent businesses in Old Mutual plc as they existed at 11 March 2016, being: <ul style="list-style-type: none"> <li>• Old Mutual Emerging Markets, renamed Old Mutual Limited;</li> <li>• Old Mutual Wealth, renamed Quilter Plc;</li> <li>• Old Mutual Asset Management; and</li> <li>• Nedbank Group;</li> </ul>
'Mol'	the memorandum of incorporation of Nedbank Group;
'Namibia'	the Republic of Namibia;
'Nedbank Group' or 'the Company'	Nedbank Group Limited (Registration number 1966/010630/06), a public company registered and incorporated in South Africa, all the issued Shares of which have a primary listing on the JSE and a secondary listing on the NSX;
'Nominee Form of Election and Surrender (yellow)'	the form for use by holders who hold their Shares through the Issuer Sponsored Nominees, to retain or sell their Odd-lot Holdings;
'Notice of General Meeting'	the notice of General Meeting forming part of this Circular;
'NSX'	Namibian Stock Exchange, licenced as an exchange and regulated by the Stock Exchanges Control Act of Namibia, 1 of 1985 (as amended in 1992) and overseen by the Namibian Financial Institutions Supervisory Authority;
'Odd-lot Holder(s)'	Shareholders holding Odd-lot Holdings;
'Odd-lot Holding'	a shareholding of less than 100 Shares;
'Odd-lot Offer'	a proposed offer by Nedbank Group to repurchase the Shares of Odd-lot Holders at the Offer Price;
'Offer Price'	the offer price set out in paragraph 4.1 of this Circular, being a 5% premium to the 10-day VWAP of a Nedbank Group Share at the close of business on Monday, 3 December, 2018;
'Old Mutual plc'	Old Mutual plc (Registration number 3591559), a company incorporated in England and Wales;
'Old Mutual Limited' or 'OML'	Old Mutual Limited (Registration number 2017/235138/06), a public company incorporated in South Africa and listed on the JSE;
'OML Listing'	the admission by way of introduction of the issued ordinary shares to the main board of the JSE, as a primary listing, and to the admission of the issued ordinary shares to the standard listing segment of the official list of the United Kingdom (UK) Listing Authority ('UK Official List') and to trading on the London Stock Exchange's ('LSE') main market for listed securities, and as secondary listings, the admission of the issued ordinary shares to the Malawi Stock Exchange, Namibian Stock Exchange and Zimbabwe Stock Exchange;
'OML PLS'	the OML prospectus and pre-listing statement as published on 20 April, 2018;
'Registered Office'	the registered office of the Company, being Nedbank 135 Rivonia Campus, 135 Rivonia Road, Sandown, Sandton, 2196;
'Resolutions'	ordinary resolutions number 1 and 2, and special resolution number 1, as contained in the Notice of General Meeting;

'Restricted Jurisdictions'	any jurisdiction in which it is illegal or otherwise unlawful for the Odd-Lot Offer to be made or accepted, including (without limitation) Australia, Canada, Japan and the United States;
'Shareholders' or 'Nedbank Group Shareholders'	holders of Nedbank Group Shares;
'Shares' or 'Nedbank Group Shares'	ordinary shares with a par value of 100 cents each in the share capital of the Company;
'Share Register'	the register of certificated Shareholders and the subregister maintained by the relevant CSDPs in terms of sections 91A and 105, respectively, of the Companies Act;
'South Africa' or 'SA'	the Republic of South Africa;
'Strate'	Strate Proprietary Limited (Registration number 1998/022242/07), a private company registered and incorporated in South Africa, and the electronic settlement system for transactions that take place on the JSE and off-market transactions;
'Transfer Secretaries in South Africa'	Link Market Services South Africa Proprietary Limited (Registration number 2000/007239/07);
'Transfer Secretaries in Namibia'	Transfer Secretaries Proprietary Limited, a company registered and incorporated in Namibia;
'Unbundling'	the final step in Managed Separation, which entailed OML unbundling to its ordinary shareholders 158 726 732 Nedbank Group Shares, comprising 31.73% of Nedbank Group's Share Register, resulting in OML holding, through its shareholder funds, a strategic minority holding in Nedbank Group of 19.9%, to underpin the ongoing commercial relationship between Nedbank Group and OML. OML shareholders received 3.21176 Nedbank Group Shares for every 100 OML ordinary shares held on Friday, 12 October, 2018;
'Voting Instruction Form (pink)'	the form for use by holders who hold their Shares through the Issuer Sponsored Nominees; and
'VWAP'	volume weighted average price.



**NEDBANK  
GROUP**

**Nedbank Group Limited**

(Incorporated in the Republic of South Africa)

(Registration number 1966/010630/06)

JSE share code: NED

NSX share code: NBK

ISIN: ZAE000004875

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## CIRCULAR TO NEDBANK GROUP SHAREHOLDERS

---

### Directors

V Naidoo\* (Chairman) MWT Brown (Chief Executive) HR Brody\*\* BA Dames\*\* NP Dongwana\*\* EM Kruger\*\* PM Makwana\*\* L Manzini\*\* Dr MA Matookane\*\* RK Morathi (Chief Financial Officer) MP Moyo\* JK Netshitenzhe\*\* MC Nkuhlu (Chief Operating Officer) S Subramoney\*\* MI Wyman\*\* (British)

\* Non-executive

\*\* Independent non-executive

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### 1. INTRODUCTION AND BACKGROUND

Shareholders are referred to Managed Separation and all related Announcements. In addition, Shareholders are referred to the OML PLS, which sets out the terms of the OML Listing, with OML commencing trading on 26 June, 2018. The Unbundling was the third step in Managed Separation, with an implementation date of Monday, 15 October, 2018. Through the Unbundling OML has reduced its controlling shareholding in Nedbank Group of approximately 52% (approximately 53% including an approximate 1% stake held on behalf of policyholders) to a strategic minority shareholding in Nedbank Group of 19.9%, held in its shareholder funds, to underpin the ongoing commercial relationship between Nedbank Group and OML.

As a result of the Unbundling, 158 726 732 Nedbank Group Shares were distributed to OML shareholders on Monday, 15 October, 2018, in the ratio of 3.21176 Nedbank Group Shares for every 100 OML ordinary shares held on Friday, 12 October, 2018, and the number of Nedbank Group Shareholders increased from approximately 20 000 Shareholders to approximately 500 000 Shareholders, given the large number of South African retail shareholders who were previously Old Mutual plc policyholders. The aggregate shareholding in Nedbank Group of Shareholders holding less than 100 Nedbank Group Shares is estimated to be 1.5% of Nedbank Group shares in issue.

Nedbank Group has decided to proceed with the implementation of the Odd-lot Offer to repurchase the Nedbank Group Shares from the Odd-lot Holders at a 5% premium to the 10-day VWAP of a Nedbank Group Share at the close of business on Monday, 3 December, 2018.

An odd-lot offer is a 'standard' corporate action undertaken by JSE-listed companies, and is permitted by Nedbank Group's Memorandum of Incorporation.

The Odd-lot Offer will provide Odd-lot Holders with the ability to dispose of their Odd-lot Holdings on an efficient basis, and will provide liquidity for those Odd-lot Holders who elect not to retain their Odd-lot Holdings or who make no election. For Nedbank Group, it will, inter alia, reduce the complexity and cost of managing a significantly larger shareholder base. Odd-lot Holders can elect to retain their shareholding in Nedbank Group.

For Nedbank Group to implement the Odd-lot Offer, the Directors are seeking approval from Nedbank Group Shareholders to implement the Odd-lot Offer.

The purpose of this Circular is to furnish Shareholders with all the relevant information relating to the Odd-lot Offer in accordance with the Companies Act and the JSE Listings Requirements and to convene a General Meeting of the Shareholders in order for the Shareholders to consider and, if deemed fit, approve, with or without amendment, the Resolutions, in terms of the Notice of General Meeting attached to and forming part of this Circular.

## 2. RATIONALE FOR THE ODD-LOT OFFER

The Odd-lot Offer will provide Odd-lot Holders with the ability to dispose of their Odd-lot Holdings on an efficient basis, and will provide liquidity for those Odd-lot Holders who elect not to retain their Odd-lot Holdings or who make no election. Odd-lot Holders can elect to retain their shareholding in Nedbank Group.

For Nedbank Group, it will, inter alia, reduce the complexity and cost of managing a significantly larger shareholder base.

## 3. GENERAL MEETING

A General Meeting of Shareholders will be held in the Indaba Room, Upper Ground Floor, H Block, Nedbank 135 Rivonia Campus, 135 Rivonia Road, Sandown, Sandton, 2196, on Thursday, 22 November, 2018 at 08:30 (SA time) in order to consider and approve the Resolutions proposed in the Notice of General Meeting.

Certificated Shareholders and Dematerialised Shareholders with 'own name' registration may attend the General Meeting in person and may vote at the General Meeting.

Alternatively, they may appoint a proxy to represent them at the General Meeting by completing the attached Form of Proxy (grey) in relation to the General Meeting in accordance with the instructions it contains. It is requested that, for administrative purposes, the Form of Proxy be returned to the Transfer Secretaries in South Africa or Namibia to be received by no later than 08:30 (SA time) on Wednesday, 21 November, 2018. The Form of Proxy may, however, be handed to the chair of the General Meeting, at any time before the proxy exercises any shareholder rights at the General Meeting.

At the General Meeting, Shareholders will be asked to consider and approve the following Resolutions:

- as a special resolution, specific authority for the Company to repurchase Shares in terms of the Odd-lot Offer; and
- as ordinary resolutions, the authority for the Directors to make and implement the Odd-lot Offer.

The Odd-lot Offer is conditional upon all of the above Resolutions being passed at the General Meeting.

## 4. THE ODD-LOT OFFER

### 4.1 Offer Price

The Offer Price will be at a premium of 5% to the VWAP of a Nedbank Group Share on the JSE over the 10 trading days immediately before the announcement of the finalisation of the Offer Price, as determined by the board, which is expected to be on or before Monday, 3 December, 2018.

The board has specifically resolved that the Odd-lot Offer will be distributed as a return of capital (paid out of 'contributed tax capital' as defined in section 1 of the Income Tax Act). The Cash Consideration will therefore not be regarded as a dividend for South African income tax purposes.

### 4.2 Condition precedent

The implementation of the Odd-lot Offer is subject to the fulfilment of the condition precedent that the Resolutions relating to the Odd-lot Offer contained in the Notice of General Meeting attached to and forming part of this Circular are duly passed.

### 4.3 Terms of the Odd-lot Offer

4.3.1 Odd-lot Holders, at the time that the Odd-lot Offer is implemented, will be eligible to participate in the Odd-lot Offer.

4.3.1.1 The Odd-lot Offer is not being made, directly or indirectly, in or into, or by use of the mails of, or by any means or instrumentality (including, without limitation, telephonically or electronically) of interstate or foreign commerce of, or any facility of the national securities exchanges of a Restricted Jurisdiction and the Odd-lot Offer cannot be accepted by any such use, means, instrumentality or facility or from within a Restricted Jurisdiction. Accordingly, neither copies of this Circular nor any related documentation are being or may be mailed or otherwise distributed or sent in or into or from a Restricted Jurisdiction, and if received in any Restricted Jurisdiction, this Circular should be treated as being received for information purposes only.

4.3.1.2 The information contained herein does not constitute a distribution, an offer to sell or the solicitation of an offer to buy any Nedbank Group securities in any jurisdiction in which such distribution or offer is not authorised. In particular, the information herein is not for distribution and does not constitute an offer to sell or the solicitation of any offer to buy any Nedbank Group securities in the United States of America or to or for the benefit of any US Person as such term is defined under the United States Securities Act of 1933, as amended.

4.3.2 The Cash Consideration to be paid for each Share pursuant to the Odd-lot Offer will be the Offer Price.

4.3.3 The Shares repurchased in terms of the Odd-lot Offer will be cancelled, delisted and reinstated as authorised but unissued Shares.

#### 4.4 Mechanism of the Odd-lot Offer

##### 4.4.1 The General Meeting of Nedbank Group Shareholders

For Nedbank Group to implement the Odd-lot Offer, the Directors are seeking approval from Nedbank Group Shareholders to implement the Odd-lot Offer, in terms of the Resolutions proposed in the Notice of General Meeting attached to this Circular.

All Nedbank Group Shareholders are entitled to attend the General Meeting and to vote on the Resolutions required to implement the Odd-lot Offer.

##### 4.4.2 The Odd-lot Offer for Odd-lot Holders

Following the General Meeting, and provided the Shareholders approve the Resolutions required to implement the Odd-lot Offer, Nedbank Group will proceed with implementing the Odd-lot Offer.

In terms of the Odd-lot Offer, Odd-lot Holders will be able to:

- have their Odd-lot Holdings acquired by Nedbank Group at the Offer Price if they decide to sell their Odd-lot Holdings; or
- retain their Odd-lot Holdings if they decide to retain their Odd-lot Holdings.

**Odd-lot Holders who wish to retain their Nedbank Group Shares must specifically elect to do so. Odd-lot Holders who do not make an election will automatically be regarded as having elected and accepted the Cash Consideration.**

4.4.3 The Odd-lot Offer is expected to be open for acceptance from 09:00 (SA time) on Friday, 23 November, 2018 and will close at 12:00 (SA time) on Friday, 14 December, 2018. All Shareholders who hold a total of less than 100 Shares at the record date will be entitled to participate in the Odd-lot Offer. The procedure on how such Shareholders must make their choice (election and surrender procedure) is set out in paragraph 4.5 below.

4.4.4 The Shares of those Odd-lot Holders who do not make an election or who decide to sell their Odd-lot Holdings for the Cash Consideration will be repurchased by Nedbank Group at the Offer Price. Any such repurchase will be regarded as a specific repurchase of Shares in terms of the Companies Act and the JSE Listings Requirements.

4.4.5 Odd-lot Holders who do not make an election should note that their Shares will automatically be repurchased by Nedbank Group, without any further action on their part and without any further notice to them.

4.4.6 The repurchase as set out above, will not be from a related party as described in paragraphs 10.1 to 10.3 of the JSE Listings Requirements.

#### 4.5 Election and surrender procedure for Odd-lot Holders following the General Meeting

4.5.1 Odd-lot Holders may decide to either:

4.5.1.1 sell their Odd-lot Holdings to Nedbank Group at the Offer Price; or

4.5.1.2 retain their Odd-lot Holdings. If Shareholders want to retain their Odd-lot Holding they have to make this election.

**Those Odd-lot Holders who do not make an election will automatically be regarded as having chosen and accepted the Cash Consideration.**

4.5.2 The choice made by Odd-lot Holders is final and may not be withdrawn once made.

4.5.3 Certificated Odd-lot Holders must complete the enclosed Form of Election and Surrender (blue) and return it to the Transfer Secretaries in South Africa or Namibia, to be received by no later than 12:00 (SA time) on Friday, 14 December, 2018.

4.5.4 Dematerialised Odd-lot Holders should instruct their CSDP or broker as to what action they wish to take in the time and manner stipulated in the agreement entered into between them and their CSDP or broker. Dematerialised Odd-lot Holders must **NOT** return their respective forms to the Transfer Secretaries in South Africa or Namibia.

4.5.5 Beneficial holders who hold their Shares through the Issuer Sponsored Nominees should instruct their nominees as to what action they wish to take by completing and returning the Nominee Form of Election (yellow) to the address indicated on the form.

4.5.6 If any Documents of Title of Certificated Odd-lot Holders have been lost or destroyed and the Odd-lot Holder concerned produces evidence to this effect to the satisfaction of the Transfer Secretaries in South Africa or Namibia and Nedbank Group, then the Transfer Secretaries in South Africa or Namibia, subject to obtaining Nedbank Group's consent, may dispense with the surrender of such existing Documents of Title against provision of an acceptable indemnity.

- 4.5.7 Receipts for the surrender of Documents of Title of Certificated Odd-lot Holders will be issued only on request. In compliance with the JSE Listings Requirements, lodging agents are requested to prepare special transaction receipts, if required.
- 4.5.8 If an Odd-lot Holder does not make an election to retain his Odd-lot Holding it must be drawn to his attention that his share certificates will no longer be good for delivery after the last day to trade in respect of the Odd-lot Offer, other than to receive the proceeds of the sale of such Shares (being the Cash Consideration), upon surrender.
- 4.5.9 Subject to the implementation of the Odd-lot Offer, it will be necessary for Certificated Odd-lot Holders who have elected to sell their Odd-lot Holdings, either by completing the relevant option set out in the Form of Election and Surrender (blue), or by not responding, to submit all existing Documents of Title under cover of the enclosed Form of Election and Surrender (blue) to the Transfer Secretaries in South Africa or Namibia.
- 4.5.10 Nominee companies will be treated as a single Shareholder, but should a nominee company decide to dispose of Odd-lot Holdings on behalf of principals whose shareholdings constitute Odd-lot Holdings, it may do so by applying in writing to the Transfer Secretaries in South Africa or Namibia, giving details of the number of Shares involved, such application to be received by no later than 12:00 (SA time) on Wednesday, 12 December, 2018.
- 4.5.11 For those Odd-lot Holders who decide to sell their Odd-lot Holdings for the Cash Consideration, all Forms of Election and Surrender (blue), received by the Transfer Secretaries in South Africa or Namibia by no later than 12:00 (SA time) on Friday, 14 December, 2018 will be processed and payment will be made by electronic funds transfers into the Shareholder's bank account on or about Tuesday, 18 December, 2018, as provided on the Form of Election and Surrender (blue). Cheques will not be posted.
- 4.5.12 In respect of Dematerialised Odd-lot Holders who elect to participate in the Odd-lot Offer, or in the case of Odd-lot Holders who fail to make an election, their accounts held at their CSDP or broker will be credited with the cash amount on or about Tuesday, 18 December, 2018.

#### 4.6 Transaction costs for Odd-lot Holders

- 4.6.1 Shareholders eligible to participate in the Odd-lot Offer will not bear any transaction costs in respect of the Odd-lot Offer.
- 4.6.2 Securities transfer tax, if any, will be paid by Nedbank Group at a rate of 0.25%.
- 4.6.3 The Odd-lot Offer may be subject to tax in the relevant jurisdiction of the Odd-lot Holder arising from the disposal of the Odd-lot Holdings by the Odd-lot Holders who make an election to sell their Odd-lot Holdings to Nedbank Group or who do not make an election. **Annexure 1** contains a summary of the tax consequences for Odd-lot Holders who make an election to sell their Odd-lot Holdings to Nedbank Group or who do not make an election. Shareholders should, however, seek their own tax advice.

#### 4.7 Additional provisions in respect of the Odd-lot Offer

- 4.7.1 Nedbank Group will be entitled to refuse to implement the purchase of Shares pursuant to the Odd-lot Offer in respect of any Odd-lot Holder whom Nedbank Group reasonably believes has only become an Odd-lot Holder to take advantage of the Odd-lot Offer, and such Odd-lot Holder will have no claim against Nedbank Group arising out of or in connection with such refusal.
- 4.7.2 The Directors, in their discretion, reserve the right to withdraw the Odd-lot Offer in respect of any Shareholder at any time.
- 4.7.3 Nedbank Group will not undertake the Odd-lot Offer during a prohibited period as defined in the JSE Listings Requirements.
- 4.7.4 The Mol of Nedbank Group provides the Directors with the necessary authority to make and implement the Odd-lot Offer.

### 5. IMPACT OF THE ODD-LOT OFFER ON FINANCIAL INFORMATION

#### 5.1 Source of funds

Nedbank Group's existing cash resources will be utilised to satisfy the Cash Consideration.

#### 5.2 Financial impact and share capital

For illustrative purposes, and based on historical information, if Nedbank Group had to implement the Odd-lot Offer based on:

- existing Nedbank Group Shareholders who have Odd-lot Holdings of approximately 298 300 Shares; and
- assumed additional Odd-lot Holdings, post the Unbundling, of approximately 7 293 000 Shares,

the maximum number of Shares to be repurchased in terms of the Odd-lot Offer would amount to 7 591 300 Shares.

Based on the maximum number of Shares being repurchased, the financial impact on Nedbank Group if the Odd-lot Offer is funded in full from existing cash resources will be as follows:

- assuming an Offer Price of R276.01 per Share, which is based on the VWAP of a Nedbank Group Share on the JSE over the 10 trading days immediately before the Last Practicable Date, plus a 5% premium, a reduction of Nedbank Group's cash resources of R2.095 billion;
- a reduction of the total equity of Nedbank Group by R2.119 billion (which includes estimated expenses relating to the Odd-lot Offer of approximately R24.7 million); and
- an estimated 40 basis points impact (12.4% to 12.0%) on Nedbank Group's common equity tier 1 ratio at 30 June, 2018.

The Odd-lot Offer is not expected to have any other significant financial impact on Nedbank Group.

## 6. EXPENSES RELATING TO THE ODD-LOT OFFER

The third party expenses relating to the Odd-lot Offer are estimated at approximately R24.7 million (excluding VAT) and comprise:

<b>Nature of expense</b>	<b>Payable to</b>	<b>R'000</b>
Sponsor fees	Merrill Lynch South Africa Proprietary Limited	250
Documentation and inspection fees	JSE	10
Transfer Secretaries in South Africa fees	Transfer Secretaries in South Africa	1 300
Transfer Secretaries in Namibia fees	Transfer Secretaries in Namibia	27
Strate fees	Strate	25
Printing, publication and distribution	Ince Proprietary Limited	16 000
Communications plan	Various	1 800
Securities transfer tax	South African Revenue Service	5 238
<b>Total</b>		<b>24 650</b>

## 7. JURISDICTION

- 7.1 All transactions arising from the provisions of this Circular shall be governed by and be subject to the laws of South Africa. The Odd-lot Offer may be affected by the laws of the relevant jurisdictions of foreign Shareholders. Such foreign Shareholders should inform themselves about and observe any applicable legal requirements of such jurisdictions in relation to all aspects of this Circular that may affect them.
- 7.2 The release, publication or distribution of this Circular in jurisdictions other than South Africa may be restricted by law and therefore any persons who are subject to the laws of any jurisdiction other than South Africa should inform themselves about, and observe, any applicable requirements. Any failure to comply with the applicable requirements may constitute a violation of the securities laws of any such jurisdiction.
- 7.3 The Odd-lot Offer does not constitute an offer in any Restricted Jurisdiction.
- 7.4 The Odd-lot Offer has not been and will not be registered under the Securities Act of the United States. Accordingly, the Odd-lot Offer may not be made, directly or indirectly, in the United States or to or for the account or benefit of United States persons, except pursuant to exemptions from the Securities Act of the United States. This Circular and accompanying documents are not being and must not be mailed or otherwise distributed or sent in, into or from the United States.
- 7.5 It is the responsibility of any person wishing to accept the Odd-lot Offer to satisfy himself as to the full observance of the laws of the relevant jurisdiction in connection therewith, including obtaining any governmental or other consent that may be required or the compliance with other necessary formalities and the payment of any issue, transfer or other taxes due in such jurisdictions.
- 7.6 Any such Shareholder will be responsible for any issue, transfer or other taxes payable outside South Africa.
- 7.7 A foreign Shareholder who is in any doubt about his position, should consult an appropriate professional advisor in the relevant jurisdiction.

## 8. EXCHANGE CONTROL REGULATIONS

The following summary is intended only as a guide and is, therefore, not comprehensive. If Shareholders are in any doubt as to the appropriate course of action, they are advised to consult their professional advisors.



## 8.1 Emigrants from the Common Monetary Area

The Cash Consideration will not be freely transferable from South Africa and will have to be dealt with in terms of the Exchange Control Regulations.

8.1.1 The Cash Consideration due to an Odd-lot Holder who is an emigrant from South Africa, whose registered address is outside the Common Monetary Area and whose Documents of Title have been restrictively endorsed under the Exchange Control Regulations, will be deposited in a blocked account with the Odd-lot Holder's authorised dealer in foreign exchange in South Africa (controlling the Odd-lot Holder's blocked assets in accordance with his instructions), against delivery of the relevant Documents of Title.

8.1.2 At the time of the Odd-lot Offer, the authorised dealer releasing the relevant Documents of Title in terms of the Odd-lot Offer must countersign the Forms of Election and Surrender (blue) thereby indicating that the Cash Consideration will be placed directly in its control.

8.1.3 The Forms of Election and Surrender (blue) will make provision for the details of the authorised dealer concerned to be provided.

## 8.2 All other non-residents of the Common Monetary Area

8.2.1 The Cash Consideration due to an 'own name' Odd-lot Holder who is a non-resident of South Africa and who has never resided in the Common Monetary Area, whose registered address is outside the Common Monetary Area and whose Documents of Title have been restrictively endorsed under the Exchange Control Regulations, will be deposited with the authorised dealer in foreign exchange in South Africa nominated by such Odd-lot Holder. It will be incumbent on the Odd-lot Holder concerned to instruct the nominated authorised dealer as to the disposal of the Cash Consideration against delivery of the relevant Documents of Title.

8.2.2 The Form of Election and Surrender (blue) will make provision for the nomination required in terms of paragraph 8.2.1 above. If the information regarding the authorised dealer in terms of paragraph 8.2.1 above is not given, the Cash Consideration will be held in trust by Nedbank Group for the Odd-lot Holders concerned pending receipt of the necessary information or instruction.

8.2.3 All CSDPs and brokers through which Shares have been dematerialised should note that they are required to comply with the Exchange Control Regulations set out above.

## 9. MATERIAL CHANGES

There have been no material changes in the financial or trading position of the Company and its subsidiaries that have occurred since 30 June, 2018 and the Last Practicable Date.

## 10. SHARE CAPITAL

10.1 The authorised and issued share capital of Nedbank Group as at 30 June 2018 before the implementation of the Odd-lot Offer is as follows:

	R'm
<b>Authorised share capital</b>	
600 000 000 ordinary shares of R1.00 each	600
<b>Issued share capital</b>	
500 239 303 ordinary shares of R1.00 each	500
16 072 299 treasury shares	(16)
Total share premium	19 332
<b>Total share capital and premium</b>	<b>19 816</b>

10.2 The authorised and issued share capital of Nedbank Group after the implementation of the Odd-lot Offer is as follows, assuming expenses incurred relating to the Odd-lot Offer of approximately R24.7 million and that 7 591 300 Shares are repurchased by Nedbank Group from the Odd-lot Holders at an assumed Offer Price of R276.01 per Nedbank Group Share, based on the VWAP of a Nedbank Group Share on the JSE over the 10 trading days immediately before Last Practicable Date, plus a 5% premium:

	R'm
<b>Authorised share capital</b>	
600 000 000 ordinary shares of R1.00 each	600
<b>Issued share capital</b>	
492 648 003 ordinary shares of R1.00 each	493
16 072 299 treasury shares	(16)
Total share premium	17 220
<b>Total share capital and premium</b>	<b>17 697</b>

## 11. DIRECTORS AND MANAGEMENT

11.1 The full names, ages, capacities and business address of the Directors and management of Nedbank Group are set out below:

<b>Name</b>	<b>Age</b>	<b>Capacity</b>	<b>Business address</b>
<b>Directors</b>			
Vassi Naidoo	63	Non-executive chairman	c/o 135 Rivonia Campus, 135 Rivonia Road, Sandown, Sandton, 2196
Michael William Thomas Brown	52	Chief executive	135 Rivonia Campus, 135 Rivonia Road, Sandown, Sandton, 2196
Hubert Rene Brody	54	Independent non-executive director	c/o 135 Rivonia Campus, 135 Rivonia Road, Sandown, Sandton, 2196
Brian Anthony Dames	53	Independent non-executive director	c/o 135 Rivonia Campus, 135 Rivonia Road, Sandown, Sandton, 2196
Neo Phakama Dongwana	46	Independent non-executive director	c/o 135 Rivonia Campus, 135 Rivonia Road, Sandown, Sandton, 2196
Errol Melville Kruger	61	Independent non-executive director	c/o 135 Rivonia Campus, 135 Rivonia Road, Sandown, Sandton, 2196
Paul Mpho Makwana	48	Independent non-executive director	c/o 135 Rivonia Campus, 135 Rivonia Road, Sandown, Sandton, 2196
Linda Manzini	50	Independent non-executive director	c/o 135 Rivonia Campus, 135 Rivonia Road, Sandown, Sandton, 2196
Mantsika Amelia Matookane	43	Independent non-executive director	c/o 135 Rivonia Campus, 135 Rivonia Road, Sandown, Sandton, 2196
Raisibe Kgomaraga Morathi	49	Chief financial officer	135 Rivonia Campus, 135 Rivonia Road, Sandown, Sandton, 2196
Mthandazo Peter Moyo	56	Non-executive director	c/o 135 Rivonia Campus, 135 Rivonia Road, Sandown, Sandton, 2196
Joel Khathutshelo Netshitenzhe	61	Independent non-executive director	c/o 135 Rivonia Campus, 135 Rivonia Road, Sandown, Sandton, 2196
Mfundo Clement Nkuhlu	51	Chief operating officer	135 Rivonia Campus, 135 Rivonia Road, Sandown, Sandton, 2196
Stanley Subramoney	60	Independent non-executive director	c/o 135 Rivonia Campus, 135 Rivonia Road, Sandown, Sandton, 2196
Malcolm Ian Wyman	72	Lead Independent director	c/o 135 Rivonia Campus, 135 Rivonia Road, Sandown, Sandton, 2196
<b>Management</b>			
Brian Kennedy	58	Managing executive: Nedbank Corporate and Investment Banking	135 Rivonia Campus, 135 Rivonia Road, Sandown, Sandton, 2196
Iolanda Ruggiero	47	Managing executive: Nedbank Wealth	135 Rivonia Campus, 135 Rivonia Road, Sandown, Sandton, 2196
Ciko Thomas	49	Managing executive: Nedbank Retail and Business Banking	135 Rivonia Campus, 135 Rivonia Road, Sandown, Sandton, 2196
Thabani Jali	59	Group executive: Enterprise Governance and Compliance; Group Company Secretary	135 Rivonia Campus, 135 Rivonia Road, Sandown, Sandton, 2196
Trevor Adams	55	Chief risk officer: Group Risk	135 Rivonia Campus, 135 Rivonia Road, Sandown, Sandton, 2196
Fred Swanepoel	55	Chief information officer: Group Technology	135 Rivonia Campus, 135 Rivonia Road, Sandown, Sandton, 2196
Michael Davis	47	Group executive: Balance Sheet Management	135 Rivonia Campus, 135 Rivonia Road, Sandown, Sandton, 2196
Priya Naidoo	45	Group executive: Strategy	135 Rivonia Campus, 135 Rivonia Road, Sandown, Sandton, 2196
Khensani Nobanda	40	Group executive: Group Marketing and Corporate Affairs	135 Rivonia Campus, 135 Rivonia Road, Sandown, Sandton, 2196
Deborah Fuller	46	Group executive: Group Human Resources	135 Rivonia Campus, 135 Rivonia Road, Sandown, Sandton, 2196

## 11.2 Abridged curriculum vitae

The abridged curricula vitae of the Directors and management of Nedbank Group are set out on the Company's website, [www.nedbankgroup.co.za](http://www.nedbankgroup.co.za).

## 12. DIRECTORS' INTEREST IN NEDBANK GROUP SHARES

At 31 December 2017, the Directors' beneficial interests in Nedbank Group Shares were as follows:

Director	Direct beneficial	Indirect beneficial	Total	% of issued share capital*
Tom Boardman <sup>1</sup>	4 012	10 988	15 000	0.0030
Mike Brown	281 766	262 255	544 021	0.1088
Mantsika Matooane	2 261	–	2 261	0.0005
Nomavuso Mnxasana <sup>2</sup>	–	7 420	7 420	0.0015
Raisibe Morathi	136 794	134 315	271 109	0.0542
Vassi Naidoo	–	47 135	47 135	0.0094
Mfundo Nkuhlu	62 028	160 863	222 891	0.0446
Stanley Subramoney	–	2 300	2 300	0.0005
<b>Total</b>	<b>486 861</b>	<b>625 276</b>	<b>1 112 137</b>	<b>0.2223</b>

\* Based on 500 239 303 Shares in issue at the Last Practicable Date.

<sup>1</sup> Resigned during 2017.

<sup>2</sup> Retired during 2018.

The following changes to the Directors' beneficial shareholdings have taken place between 31 December 2017 and the Last Practicable Date:

Director	Date 2018	Nature of transaction	Extent of interest	Number of Shares
RK Morathi	5 March	Sale of ordinary shares	Indirect beneficial	5 200
RK Morathi	6 March	Sale of ordinary shares	Indirect beneficial	11 500
MWT Brown	13 March	Forfeiture of restricted shares	Indirect beneficial	18 520
RK Morathi	13 March	Forfeiture of restricted shares	Indirect beneficial	9 972
MC Nkuhlu	13 March	Forfeiture of restricted shares	Indirect beneficial	16 740
MWT Brown	14 March	Grant of restricted shares	Indirect beneficial	48 376
RK Morathi	14 March	Grant of restricted shares	Indirect beneficial	29 192
MC Nkuhlu	14 March	Grant of restricted shares	Indirect beneficial	31 695
MWT Brown	20 March	Sale of ordinary shares	Direct beneficial	32 306
MWT Brown	31 March	Existing shares committed to Voluntary Bonus Share Scheme	Direct beneficial	943
MC Nkuhlu	31 March	Existing shares committed to Voluntary Bonus Share Scheme	Direct beneficial	943
RK Morathi	31 March	Shares acquired on open market and committed to Voluntary Bonus Share Scheme	Direct beneficial	943
MWT Brown	31 March	Shares acquired on open market and committed to Compulsory Bonus Share Scheme	Direct beneficial	12 034
RK Morathi	31 March	Shares acquired on open market and committed to Compulsory Bonus Share Scheme	Direct beneficial	6 842
MC Nkuhlu	31 March	Shares acquired on open market and committed to Compulsory Bonus Share Scheme	Direct beneficial	6 606
MWT Brown	3 April	Vesting of 2015 Matched Share Scheme	Direct beneficial	17 608
MC Nkuhlu	3 April	Vesting of 2015 Matched Share Scheme	Direct beneficial	9 684
RK Morathi	3 April	Vesting of 2015 Matched Share Scheme	Direct beneficial	9 097
MC Nkuhlu	26 April	Sale of ordinary shares	Direct beneficial	29 199
MC Nkuhlu	26 April	Sale of ordinary shares	Direct beneficial	19 368
RK Morathi	23 May	Sale of ordinary shares	Indirect beneficial	7 000

Director	Date 2018	Nature of transaction	Extent of interest	Number of Shares
RK Morathi	24 May	Sale of ordinary shares	Indirect beneficial	1 600
RK Morathi	25 May	Sale of ordinary shares	Indirect beneficial	9 065
HR Brody	25 June	Purchase of ordinary shares	Direct beneficial	2 300
MP Moyo	23 July	Sale of ordinary shares	Direct beneficial	300

### 13. MAJOR SHAREHOLDERS

At the Last Practicable Date and insofar as is known to Nedbank Group, the following Nedbank Group Shareholders, other than Directors, directly or indirectly, are beneficially interested in 5% or more of the issued share capital of Nedbank Group:

Name of Shareholder	Number of Shares	% of issued share capital*
Old Mutual Limited (beneficial holder)	263 575 109	52.69**
Government Employees Pension Fund (SA) (beneficial holder)	30 493 649	6.10
Coronation Asset Management Proprietary Limited (manager)	30 253 673	6.05

\* Based on 500 239 303 Shares in issue at the Last Practicable Date.

\*\* Following the Unbundling, OML's shareholding in Nedbank Group will reduce to a strategic minority shareholding of 19.9%, held in its shareholder funds, to underpin the ongoing commercial relationship between Nedbank Group and OML.

### 14. LITIGATION STATEMENT

The Company is not aware of any legal or arbitration proceedings, including any proceedings that are pending or threatened, that may have or have had in the recent past, being at least the previous 12 months, a material effect on Nedbank Group's financial position.

### 15. OPINIONS, RECOMMENDATIONS AND UNDERTAKINGS

15.1 Having considered the effect of repurchasing the Shares in terms of the Odd-lot Offer, the Directors are of the opinion that:

- 15.1.1 the Company and the Group will be able in the ordinary course of business to pay their debts for a period of 12 months after the date of approval of this Circular;
- 15.1.2 the assets of the Company and the Group will be in excess of the liabilities of the Company and the Group for a period of 12 months after the date of approval of this Circular; and
- 15.1.3 the share capital and reserves of the Company and the Group will be adequate for ordinary business purposes for a period of 12 months after the date of approval of this Circular.

15.2 A resolution has been passed by the Directors authorising the repurchase in terms of the Odd-lot Offer, that the Company and its subsidiaries have passed the solvency and liquidity test in terms of section 4 of the Companies Act and that, since the test was performed, there have been no material changes to the financial position of the Group.

15.3 Based on the rationale set out in paragraph 2 above, the board is of the opinion that the Odd-lot Offer is in the best interests of Nedbank Group, and recommend that Nedbank Group Shareholders vote in favour of the Resolutions to be proposed at the General Meeting.

15.4 The Board is also of the opinion that the liquidity being afforded Odd-lot Holders, through an election to dispose of their Nedbank Group Shares to Nedbank Group at a 5% premium to the 10-day VWAP of a Nedbank Group Share at the close of business on Monday, 3 December, 2018, on an efficient basis, is a viable and attractive option for Odd-lot Holders. **Should Odd-lot Holders wish to retain their Nedbank Group Shares, they are able to do so, provided they make a specific election in accordance with the mechanics set out in this Circular.**

15.5 The Directors intend to vote in favour of the Resolutions to be proposed at the General Meeting in respect of their personal holdings in the issued share capital of Nedbank Group.

### 16. GENERAL MEETING

16.1 The General Meeting will be held on Thursday, 22 November, 2018 at 08:30 (SA time) in the Indaba Room, Upper Ground Floor, H Block, Nedbank 135 Rivonia Campus, 135 Rivonia Road, Sandown, Sandton, 2196, for the purpose of considering and, if deemed fit, passing, with our without modification, the Resolutions to give effect to the Odd-lot Offer.

- 16.2 The Notice of General Meeting and a Form of Proxy (grey) for use by Certificated Shareholders and Dematerialised Shareholders with 'own name' registration who are unable to attend the General Meeting are attached to, and enclosed with, respectively, to this Circular.
- 16.3 The Company will only be permitted to give effect to the Odd-lot Offer if the Resolutions contained in the Notice of General Meeting are supported by at least 75% of the voting rights exercised by Nedbank Group Shareholders in the case of the special resolution and by more than 50% of the voting rights exercised by Nedbank Group Shareholders in the case of the ordinary resolutions.

## 17. DIRECTORS' RESPONSIBILITY STATEMENT

- 17.1 The Directors, whose names appear on page 10 of the Circular:
- collectively and individually accept full responsibility for the accuracy of the information given;
  - certify that, to the best of their knowledge and belief:
    - there are no facts that have been omitted, which would make any statement false or misleading;
    - they have made all reasonable enquiries to ascertain such facts; and
    - this Circular contains all information required by law and the JSE Listings Requirements.
- 17.2 The contents of this Circular are not to be construed as legal, business or tax advice. Shareholders should consult their own legal advisor, financial advisor or tax advisor for advice.

## 18. ADVISORS' CONSENTS AND CONFLICTS OF INTEREST

- 18.1 The advisors, whose details are set out in the 'Corporate information and advisors' section of this Circular, have provided their written consents to act in the capacities stated and to their name being used in the Circular and have not withdrawn their consent prior to the publication of the Circular.
- 18.2 In terms of paragraph IV of the Appendix to Schedule 16 contained in the JSE Listings Requirements, the Joint Sponsor is required to disclose details of all matters that might reasonably be expected to impair its independence and objectivity in its professional dealings with Nedbank Group in relation to the Odd-lot Offer. The following matters may be considered to have an impact on the Joint Sponsor's independence in relation to the Odd-lot Offer:
- 18.2.1 Nedbank Limited, acting through its Corporate Finance Business Unit ('NCF') has been appointed as Nedbank Group's Investment Bank and Corporate Advisor in relation to the Odd-lot Offer, together with Deutsche Bank, the Company's Financial Advisor; and
- 18.2.2 Nedbank Limited is also the Company's Joint Sponsor, with Merrill Lynch South Africa Proprietary Limited acting as the Company's Lead Independent Sponsor.
- 18.3 The following procedures are in place to manage/mitigate such perceived conflicts:
- 18.3.1 NCF has been structured such that the individuals whose sole responsibility is to fulfil the function of a JSE sponsor operate with strict 'Chinese Walls' from the NCF team responsible for advisory mandates;
- 18.3.2 the NCF sponsor team does not form part of the NCF team appointed to advise the Company on the Odd-lot Offer;
- 18.3.3 Merrill Lynch South Africa Proprietary Limited is acting as the Company's Lead Independent Sponsor in relation to the Odd-lot Offer; and
- 18.3.4 Nedbank Group, as a strictly regulated entity, has significant compliance procedures in place to ensure that the activities of NCF and the NCF sponsor team are monitored and that effective 'Chinese Walls' are in place between NCF and the NCF sponsor team, which would further ensure that the Joint Sponsor's independence and objectivity in relation to the Odd-lot Offer and its professional dealings with Nedbank Group are maintained.

## 19. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection by Shareholders at the Registered Office of the Company, from Wednesday, 24 October, 2018 up to and including the date of the General Meeting during normal business hours:

- the Circular;
- the Mol of Nedbank Group and its major subsidiaries (as such term is defined in the JSE Listings Requirements);
- consent letters referred to in paragraph 18 above; and
- the audited annual financial statements of Nedbank Group for the financial years ended 31 December 2015, 31 December 2016 and 31 December 2017 and the unaudited interim results for the six months ended 30 June, 2018.

For and on behalf of Nedbank Group Limited

This Circular is signed on behalf of all the Directors in terms of a round robin board resolution passed by all the Directors on or before 4 October, 2018.

**TSB Jali**  
Company Secretary

Wednesday, 24 October, 2018

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## TAX CONSEQUENCES OF THE ODD-LOT OFFER

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The following summary describes the potential tax consequences arising for Shareholders who are Odd-lot Holders in respect of the disposal of Nedbank Group Shares by way of a specific share repurchase in terms of the Odd-lot Offer in South Africa, Malawi, Namibia, Sweden, the United Kingdom, and Zimbabwe only. The tax consequences outlined in this note apply to Shareholders who have acquired their Nedbank Group Shares in terms of the Unbundling and those who have acquired their Shares on the relevant stock exchanges in the ordinary course.

The summary of the tax implications serves as a general guide and is not intended to constitute a complete analysis of the tax consequences. It is not intended to be, nor should it be considered to be, legal or tax advice. As each such Shareholder's personal circumstances may lead to a different tax analysis, Shareholders should seek appropriate advice in respect of their personal circumstances from their tax advisors.

### South African taxation

This section summarises the South African income tax consequences for a Shareholder that is a South African company, a non-South African resident company with a permanent establishment in South Africa or a South African resident shareholder that holds Nedbank Group Shares as capital assets or as trading stock.

In general, the Odd-lot Offer consideration will be distributed as a return of capital by Nedbank Group, and is paid out of 'contributed tax capital' ('CTC') as defined in section 1 of the Income Tax Act. The Cash Consideration will therefore not be regarded as a dividend for South African tax purposes but as proceeds on the disposal of Nedbank Group Shares.

Shareholders who received their Nedbank Group Shares as part of the Unbundling by OML, in accordance with section 46(1) of the Income Tax Act, were required to allocate a proportionate amount of the expenditure attributable to their OML ordinary shares held by them to the Nedbank Group Shares so acquired.

The expenditure to be allocated to the Nedbank Group Shares should be determined by applying the apportionment ratio as outlined in the relevant OML announcement and will be regarded as expenditure incurred:

- as contemplated by section 11(a), section 22(1) or section 22(2) of the Income Tax Act if the Nedbank Group Shares are regarded and held as trading stock, or
- in terms of paragraph 20 of the Eighth Schedule to the Income Tax Act if the Nedbank Group Shares are held as capital assets.

The Cash Consideration received will constitute income or proceeds on the disposal of the Nedbank Group Shares and the difference between such amount and the apportioned expenditure attributable to the Nedbank Group Shares, as contemplated above, will either be subject to normal tax or capital gains tax depending on the personal circumstances of the Shareholder.

The tax base cost for Shareholders who acquired their Shares on the South African Stock Exchange will be equal to the expenditure incurred on acquiring such Shares.

### Malawian taxation

This section summarises the Malawian income tax treatment for a Shareholder that is a Malawi resident individual or company or a non-Malawi resident company with a Malawi permanent establishment that holds its Nedbank Group Shares as capital assets and not trading stock.

The Cash Consideration is distributed by Nedbank Group from its capital and will therefore not be subject to withholding tax in Malawi. However, in Malawi, any receipt of cash is taxable as 'income' in the hands of a Malawian resident.

Where income received is regarded as capital in nature, the resident taxpayer will need to identify a 'tax basis', which may be offset against the taxable income. The capital gain is therefore calculated as the difference between the Cash Consideration and the tax basis.

The tax basis for the Malawian residents who acquired their Shares through the Unbundling will be equal to the market value of the Nedbank Group Share received as part of the Unbundling by OML. The tax basis for Shareholders who acquired their Shares on the Malawi Stock Exchange will be equal to the purchase price of such Shares.

### Namibian taxation

This section summarises the Namibian income tax treatment for a Shareholder that is a Namibian resident individual or company or a non-Namibian resident company with a Namibian permanent establishment that holds its Nedbank Group Shares as capital assets and not trading stock.

The repurchase of the Nedbank Group Shares will be regarded as a disposal of Shares by the Namibian resident and any gain should be capital in nature and not be subject to tax in Namibia.

## **Sweden taxation**

This section summarises the Swedish income tax treatment for a Shareholder that is resident in Sweden for tax purposes.

The repurchase of Nedbank Group Shares will be regarded as a disposal and any capital gain is taxable. Capital gains on the Nedbank Group Shares should be taxed at a rate of 30% for individuals (capital income) and at a rate of 22% for legal entities.

The acquisition cost for the Nedbank Group Shares received by way of distribution following the Unbundling should be equal to the amount taxed as income on receipt of the Nedbank Group Shares.

## **United Kingdom taxation**

The comments below apply to Shareholders resident and, in the case of an individual, domiciled or deemed domiciled for tax purposes in the United Kingdom, who hold Nedbank Group Shares as an investment and who are the absolute beneficial owners thereof. Certain categories of Shareholders, including those carrying on certain financial activities and those subject to specific tax regimes, may be subject to special rules and this summary does not apply to such Shareholders.

In the case of Shareholders who are individuals resident in the United Kingdom for United Kingdom tax purposes, the repurchase of the Nedbank Group Shares should be regarded as a disposal for United Kingdom taxation of chargeable gains.

In calculating any gain or loss on the disposal, Shareholders who are individuals resident in the United Kingdom should have obtained an initial base cost in the Nedbank Group Shares equal to the market value of the Nedbank Group Shares at the time of the Unbundling by OML or when the shares were initially acquired.

The treatment described above should also apply to Shareholders who are subject to United Kingdom corporation tax if the receipt by them of a distribution from Nedbank Group would benefit from the distribution exemption in Part 9A of the Corporation Tax Act, 2009 (which would generally be expected but will depend on the relevant Shareholder's own individual circumstances). In the case of a Shareholder who is subject to United Kingdom corporation tax but who would not benefit from the distribution exemption in respect of a distribution from Nedbank Group, the Cash Consideration may in part be subject to corporation tax as income, but in calculating any gain or loss on the disposal of the Nedbank Group Shares the consideration would be treated as being reduced by the amount which is subject to tax as income.

## **Zimbabwe taxation**

This section summarises the Zimbabwean income tax treatment for a Shareholder that is a Zimbabwean resident individual or company or a non-Zimbabwean resident company with a permanent establishment in Zimbabwe that holds the Nedbank Group Shares as capital assets and not trading stock.

The source of the capital receipts (being shares in a non-Zimbabwean company) is offshore and not in Zimbabwe and thus no tax will arise in Zimbabwe.

No Zimbabwean taxation should arise on receipt of the Cash Consideration by non-residents, even if they have a permanent establishment in Zimbabwe.

## **General**

Shareholders are recommended to consult with their own professional advisors to consider the implications for them in light of their own circumstances.





**NEDBANK  
GROUP**

**Nedbank Group Limited**

(Incorporated in the Republic of South Africa)

(Registration number 1966/010630/06)

JSE share code: NED

NSX share code: NBK

ISIN: ZAE000004875

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## NOTICE OF GENERAL MEETING

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The definitions and interpretations commencing on page 7 of this Circular apply, mutatis mutandis, to the Notice of General Meeting.

Notice is hereby given to Shareholders recorded in the securities register of Nedbank Group on Friday, 19 October, 2018 that a general meeting of Shareholders will be held in the Indaba Room, Upper Ground Floor, H Block, Nedbank 135 Rivonia Campus, 135 Rivonia Road, Sandown, Sandton, 2196, on Thursday, 22 November, 2018, at 08:30 (SA time), to consider and, if deemed fit, pass, with or without modification, the Resolutions set out below:

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**2018**

<b>Record date to receive the Notice of General Meeting</b>	Friday, 19 October
<b>Last date to trade to be eligible to participate in and vote at the General Meeting</b>	Tuesday, 13 November
<b>Record date to be eligible to participate in and vote at the General Meeting</b>	Friday, 16 November

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The quorum requirement for the Resolutions set out below is sufficient 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 General Meeting. Meeting participants (including proxies) will be required to provide reasonably satisfactory identification before being entitled to attend or participate in the General Meeting. Forms of identification include valid identity cards or documents, driving licenses and passports.

The Company will only be permitted to give effect to the Odd-lot Offer if the Resolutions contained in this Notice of General Meeting are supported by at least 75% of the voting rights exercised by Nedbank Group Shareholders in the case of the special resolution and by more than 50% of the voting rights exercised by Nedbank Group Shareholders in the case of the ordinary resolutions.

### Special resolution

#### 1. SPECIAL RESOLUTION 1 – SPECIFIC AUTHORITY TO REPURCHASE SHARES FROM THE ODD-LOT HOLDERS

'Resolved that the Company be and is hereby authorised by way of a specific authority in terms of sections 46 and 48 of the Companies Act, the Company's MoI and paragraph 5.67(B)(a) of the JSE Listings Requirements to acquire, at the Offer Price, the Shares of Odd-lot Holders who elect, pursuant to the Odd-lot Offer, to sell their Odd-lot Holdings or who do not make an election to retain their Odd-lot Holdings, which Shares will be cancelled and their listing on the JSE terminated, re-instating them to the authorised and unissued share capital of Nedbank Group. The board has specifically resolved that the Odd-lot Offer will be distributed as a return of capital (paid out of 'contributed tax capital' as defined in section 1 of the Income Tax Act).'

#### Reason for and effect of special resolution 1

The reason for special resolution 1 is to obtain a specific approval in terms of section 48 of the Companies Act, the JSE Listings Requirements and the Company's MoI for the acquisition by the Company, from the Odd-lot Holders of their Odd-lot Holdings as proposed in the Odd-lot Offer. The effect of special resolution 1 is that the Company will be authorised to acquire Shares in the Company in terms of the Odd-lot Offer from the Odd-lot Holders who elect to sell their Odd-lot Holdings or who do not make an election.

## Ordinary resolutions

### 2. ORDINARY RESOLUTION 1 – AUTHORITY TO MAKE AND IMPLEMENT THE ODD-LOT OFFER, SPECIFICALLY THE REPURCHASE OF THE ODD-LOT HOLDINGS FROM THE ODD-LOT HOLDERS WHO DO NOT MAKE AN ELECTION

'Resolved that, subject to the passing of special resolution 1, the board be and is hereby authorised to implement the Odd-lot Offer according to the terms and conditions of the Odd-lot Offer contained in the Circular to which this Notice of General Meeting is attached, thereby specifically allowing Nedbank Group to repurchase the Odd-Lot Holdings of Odd-lot Holders who do not make an election in terms of the Odd-lot Offer.'

#### Reason for and effect of ordinary resolution 1

The reason for ordinary resolution 1 is to obtain the authority of Shareholders in order for the Company to make and implement the Odd-lot Offer. The effect of ordinary resolution 1 is that the Company will be authorised to make and implement the Odd-lot Offer.

### 3. ORDINARY RESOLUTION 2 – AUTHORITY OF DIRECTORS

'Resolved that, subject to the passing of special resolution 1 and ordinary resolution 1, the Directors be and are hereby authorised to do all such things and sign all such documents as may be necessary to implement the aforementioned resolutions.'

#### Reason for and effect of ordinary resolution 2

The reason for ordinary resolution 2 is to obtain the authority of Shareholders in order for the Directors to implement the aforementioned resolutions. The effect of ordinary resolution 2 is that Directors shall be authorised to implement the aforementioned resolutions.

## Voting by proxy

Each person entitled to attend and vote at the General Meeting may appoint a proxy or proxies to attend, speak and vote or abstain from voting in his stead. A proxy need not be a shareholder of the Company. Completed forms of proxy must be received at the office of the Transfer Secretaries in South Africa or Namibia by no later than 8:30 (SA time) on Wednesday, 21 November, 2018. Thereafter, Forms of Proxy may only be delivered physically to the Company at the location for the General Meeting immediately before the commencement thereof.

By order of the board

### TSB Jali

Company Secretary

Sandown

Wednesday, 24 October, 2018

#### Registered Office

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Nedbank 135 Rivonia Campus  
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Sandton, 2196

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#### Transfer Secretaries in South Africa

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