

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  
("Nedbank Group" or "the Group")



## RESULTS OF ANNUAL GENERAL MEETING

Shareholders are advised that the voting results for the annual general meeting ("AGM") of Nedbank Group held at the registered offices of the Group on Friday, 10 May 2019 were as follows:

Resolution	Number of ordinary shares voted	Percentage of ordinary shares in issue* %	For** %	Against** %	Abstained*** %
Ordinary Resolution 1.1 : Election as a director of Mr MP Moyo, who has been appointed as a director since the previous annual general meeting of shareholders	395 329 808	79.53	98.45	1.55	0.40
Ordinary Resolution 1.2 : Election as a director of Mr RAG Leith, who has been appointed as a director since the previous annual general meeting of shareholders	395 329 808	79.53	97.73	2.27	0.40
Ordinary Resolution 2.1 : Reelection as a director of Mr MWT Brown, who is retiring by rotation	395 329 808	79.53	99.01	0.99	0.40
Ordinary Resolution 2.2 : Reelection as a director of Mr BA Dames, who is retiring by rotation	395 329 808	79.53	100.00	0	0.41
Ordinary Resolution 2.3 : Reelection as a director of Mr V Naidoo, who is retiring by rotation	395 329 808	79.53	99.90	0.10	0.40
Ordinary Resolution 2.4 : Reelection as a director of Mr S Subramoney, who is retiring by rotation	395 329 808	79.53	99.93	0.07	0.40
Ordinary Resolution 3.1 : Reappointment of Deloitte & Touche as external auditors	395 267 723	79.52	84.41	15.59	0.11
Ordinary Resolution 3.2: Appointment of Ernst & Young as external auditors	395 329 808	79.53	99.94	0.06	0.12
Ordinary Resolution 4 : Placing the authorised but unissued ordinary shares under the control of the directors	395 329 808	79.53	93.37	6.63	0.11
Advisory Endorsement 5.1 : On a non-binding basis of the Nedbank Group Remuneration Policy	395 329 808	79.53	98.45	1.55	0.11
Advisory Endorsement 5.2 : On a non-binding basis of the Nedbank Group Remuneration Implementation Report	395 329 738	79.53	99.07	0.93	0.31
Special Resolution 1.1 : Remuneration of the non-executive directors: Non-executive Chairman	395 329 808	79.53	97.79	2.21	0.40

<b>Resolution</b>	<b>Number of ordinary shares voted</b>	<b>Percentage of ordinary shares in issue* %</b>	<b>For** %</b>	<b>Against** %</b>	<b>Abstained*** %</b>
Special Resolution 1.2 : Remuneration of the non-executive directors: Lead Independent Director (additional 40%)	395 329 808	79.53	99.25	0.75	0.40
Special Resolution 1.3 : Remuneration of the non-executive directors: Nedbank Group boardmember	395 327 547	79.53	99.25	0.75	0.40
Special Resolution 1.4 : Committee fees: Nedbank Group Audit Committee	395 329 808	79.53	99.25	0.75	0.40
Special Resolution 1.5 : Committee fees: Nedbank Group Credit Committee	395 329 808	79.53	99.25	0.75	0.40
Special Resolution 1.6 : Committee fees: Nedbank Group Directors' Affairs Committee	395 329 808	79.53	99.25	0.75	0.40
Special Resolution 1.7 : Committee fees: Nedbank Group Information Technology Committee	395 329 808	79.53	99.25	0.75	0.40
Special Resolution 1.8 : Committee fees: Nedbank Group Related-party Transactions Committee	395 329 808	79.53	99.25	0.75	0.40
Special Resolution 1.9 : Committee fees: Nedbank Group Remuneration Committee	395 329 808	79.53	99.25	0.75	0.40
Special Resolution 1.10 : Committee fees: Nedbank Group Risk and Capital Management Committee	395 329 808	79.53	99.25	0.75	0.40
Special Resolution 1.11 : Committee fees: Nedbank Group Transformation, Social and Ethics Committee	395 329 808	79.53	99.25	0.75	0.40
Special Resolution 2 : General authority to repurchase ordinary shares	395 329 808	79.53	99.83	0.17	0.11
Special Resolution 3 : General authority to provide financial assistance to related and interrelated companies	395 329 808	79.53	99.54	0.46	0.11

\* Based on 497 053 536 shares in issue at the date of the AGM.

\*\* In relation to the total number of shares voted at the AGM.

\*\*\* In relation to the total number of shares in issue at the date of the AGM.

Based on the above voting results, all resolutions were passed by the requisite majority of Nedbank Group shareholders present in person or represented by proxy at the AGM.

Johannesburg

10 May 2019

Sponsors

Nedbank CIB

Merrill Lynch South Africa (Pty) Limited

Sponsor to Nedbank Group in Namibia:

Old Mutual Investment Services (Namibia) (Pty) Ltd