

NEDBANK LIMITED

Incorporated in the Republic of South Africa

(Registration number: 1951/000009/06)

JSE share code: NBKP

ISIN: ZAE000043667

JSE alpha code: BINBK

("Nedbank" or "the Company")

DISTRIBUTION OF CIRCULAR AND NOTICES OF SHAREHOLDERS' MEETINGS IN RESPECT OF THE OFFER TO NEDBANK PREFERENCE SHAREHOLDERS TO ACQUIRE ALL, OR ALTERNATIVELY A PORTION OF, THEIR PREFERENCE SHARES, TO BE IMPLEMENTED BY WAY OF A SCHEME OF ARRANGEMENT OR A STANDBY GENERAL OFFER

Unless otherwise defined in this announcement, words and expressions contained herein shall have the same meanings as assigned to them in the Circular.

1. INTRODUCTION

1.1. Nedbank shareholders ("**Shareholders**") are referred to the firm intention announcement published on the Stock Exchange News Service of JSE Limited ("**JSE**") ("**SENS**") on **Friday, 08 October 2021** ("**Firm Intention Announcement**"), advising them that the board of directors of Nedbank ("**Board**") had resolved to propose a repurchase of all, or alternatively a portion of, the non-redeemable, non-cumulative, non-participating, variable rate preference shares of Nedbank ("**Preference Shares**") by way of two separate, but concurrent offers ("**Proposed Repurchase**"), comprising:

1.1.1. an offer to all of the holders of Preference Shares ("**Preference Shareholders**") to repurchase all their Preference Shares ("**Scheme Shares**") for a cash consideration of ZAR9.79 per Scheme Share ("**Scheme Consideration**"), in accordance with the provisions of sections 114(1)(c) and 114(1)(e), read with section 115(2)(a), of the Companies Act of South Africa, 71 of 2008, as amended, ("**Companies Act**"), by way of a scheme of arrangement between Nedbank and the Preference Shareholders ("**Scheme**"), which, if successfully implemented will result in all Preference Shares being repurchased, cancelled and removed from the issued share capital of Nedbank and subsequently Delisted from the Main Board of the JSE; and

1.1.2. separate to the Scheme, but concurrently with it, and subject to the Scheme not becoming operative, a general offer ("**Standby Offer**") by Nedbank, in terms of section 48(2)(a) read with sections 48(8)(a) and 48(8)(b) (read with the requirements of sections 114 and 115) of the Companies Act, to Preference Shareholders to repurchase all or, if only certain of the Preference Shareholders accept the Standby Offer, a portion of their Preference Shares ("**Standby Offer Shares**") for a cash consideration of ZAR9.04 per Standby Offer Share ("**Standby Offer Consideration**"). The Standby Offer may be accepted or rejected by Preference Shareholders (in whole or in part) and, if successfully implemented, will result in only those Preference Shares that have been voluntarily tendered being repurchased, cancelled and removed from the issued share capital of Nedbank, and the subsequent delisting of those Preference Shares that are repurchased and cancelled from the Main Board of the JSE. If there are any remaining Preference Shareholders after the implementation of the Standby Offer, then the Standby Offer will not result in a delisting as contemplated in section 1 of the Listings Requirements of the JSE ("**Listings Requirements**").

1.2. The Scheme and the Standby Offer are proposed concurrently on the basis that the implementation of the Standby Offer will be conditional on, *inter alia*, the Scheme not becoming unconditional and operative. In this regard, if the Scheme becomes unconditional and operative, the Standby Offer will lapse. Alternatively, if the Scheme does not become

unconditional and operative and the Standby Offer becomes wholly unconditional, the Standby Offer will become effective.

- 1.3. As noted in the Firm Intention Announcement, the Scheme and the Standby Offer are each subject to the fulfilment or waiver (as the case may be) of certain suspensive conditions, including, *inter alia*, all necessary Shareholder approvals and/or resolutions as may be necessary to give effect to the Scheme and the Standby Offer, respectively.

2. DISTRIBUTION OF THE CIRCULAR AND THE NOTICES CONVENING THE SCHEME MEETING AND THE GENERAL MEETING

- 2.1. A circular ("**Circular**") providing full details of the Scheme and the Standby Offer, and containing notices of the meeting of Preference Shareholders ("**Scheme Meeting**") and the meeting of the Ordinary Shareholder, the A Preference Shareholder and the B Preference Shareholder, as such terms are defined in the Circular ("**General Meeting**"), the Independent Expert's Report, the recommendations of the Independent Board, the salient dates and times relating to the Scheme and the Standby Offer and the necessary forms in order to effect the Scheme and the Standby Offer, was distributed to Shareholders today, **Tuesday, 19 October 2021**.
- 2.2. Shareholders should note that the Ordinary Shareholder is entitled to participate and vote at the General Meeting and the A Preference Shareholder and the B Preference Shareholder are only entitled to participate in the General Meeting, but not to vote.
- 2.3. The Circular is also available on Nedbank's website, <https://www.nedbank.co.za/content/nedbank/desktop/gt/en/investor-relations/information-hub/circulars.html>.
- 2.4. Notice is hereby given that the Meetings will be held as follows:
 - 2.4.1. The Scheme Meeting will be held entirely by way of electronic communication at **08h30 on Friday, 19 November 2021** (or any other adjourned or postponed date and time in accordance with the provisions of section 64 of the Companies Act and the MOI); and
 - 2.4.2. The General Meeting will be held entirely by way of electronic communication at the later of **09h00** or the conclusion of the Scheme Meeting on **Friday, 19 November 2021** (or any other adjourned or postponed date and time in accordance with the provisions of section 64 of the Companies Act and the MOI).

3. ELECTRONIC PARTICIPATION

- 3.1. In light of the restrictions on public gatherings pursuant to the regulations issued in terms of section 27(2) of the Disaster Management Act 57 of 2002 arising from the Covid-19 pandemic, the Meetings will be conducted entirely by electronic communication.
- 3.2. The electronic meeting facilities will permit the Preference Shareholders (in respect of the Scheme Meeting), and the Ordinary Shareholder, the A Preference Shareholder and the B Preference Shareholder (in respect of the General Meeting), to be able to communicate concurrently with any participants at the Meetings without an intermediary, and to participate reasonably effectively in the Meetings. Voting via the electronic facility will be the only method available to the Preference Shareholders (in respect of the Scheme Meeting) and the Ordinary Shareholder (in respect of the General Meeting) to vote their shares at the Meetings. Nedbank has retained the services of TMS to host the Meetings on an interactive electronic platform to facilitate remote participation and voting using either a smartphone, tablet or computer.
- 3.3. Should the relevant Shareholders wish to participate in the Meetings they will be required to pre-register their personal details and are recommended to do so by registering online at www.tmsmeetings.co.za by **08h30 on Wednesday, 17 November 2021**.

- 3.4. Full details regarding registration and participation are provided in the Circular under the heading “*Electronic Participation*”.

4. IMPORTANT DATES AND TIMES

2021

Last Practicable Date	Friday, 01 October
Posting Record Date to be eligible to receive the Circular and the Notices	Friday, 08 October
Posting of the Circular and the Notices on	Tuesday, 19 October
Announcement confirming: (i) publication of the Circular on Nedbank’s website and (ii) posting of the Circular and the Notices, released on SENS on	Tuesday, 19 October
Announcement confirming: (i) publication of the Circular on Nedbank’s website and (ii) posting of the Circular and the Notices, published in the South African press on	Wednesday, 20 October
Standby Offer Opening Date	Wednesday, 20 October
Last day to trade Preference Shares in order for Preference Shareholders to be recorded in the Register on the Meetings Record Date	Tuesday, 09 November
Meetings Record Date to be eligible to vote at the Scheme Meeting and the General Meeting	Friday, 12 November
Recommended last day and time to lodge Forms of Proxy (<i>blue</i>) and Forms of Proxy (<i>green</i>) with the Transfer Secretaries by 08h30 on	Wednesday, 17 November
Recommended last day to register to participate in the Scheme Meeting and the General Meeting electronically by 08h30 on	Wednesday, 17 November
Last day to register to participate in the Scheme Meeting and the General Meeting electronically by 08h30 on	Friday, 19 November
Last day for any Preference Shareholder to deliver written notice to Nedbank objecting to the Scheme Resolution in accordance with section 164(3) of the Companies Act before the Scheme Resolution is to be voted on at the Scheme Meeting	Friday, 19 November
Scheme Meeting to be held entirely by way of electronic communication at 08h30 on	Friday, 19 November
General Meeting to be held entirely by way of electronic communication at the later of 09h00 or the conclusion of the Scheme Meeting on	Friday, 19 November
Results of the Scheme Meeting and General Meeting released on SENS on	Friday, 19 November
Results of the Scheme Meeting and General Meeting published in the South African press on	Monday, 22 November
Last date for Preference Shareholders who voted against the Scheme Resolution to require Nedbank to seek Court approval for the Scheme in terms of section 115(3)(a) of the Companies Act, if the Scheme Resolution in terms of section 115(2)(a) of the Companies Act was opposed by at least 15% of the voting rights that were exercised	Friday, 26 November
Last date for Preference Shareholders who voted against the Scheme Resolution to be granted leave by a Court to apply for a review of the Scheme in terms of section 115(3)(b) of the Companies Act	Friday, 03 December
Last date for Nedbank to give notice of adoption of the Scheme Resolution in terms of section 164(4) of the Companies Act to the Preference Shareholders who delivered written notices to Nedbank objecting to the Scheme Resolution in accordance with section 164 of the Companies Act and have neither withdrawn that notice nor voted in support of the Scheme Resolution	Friday, 03 December
If no Preference Shareholders exercise their rights in terms of section 115(3) of the Companies Act	
TRP compliance certificate delivered in terms of section 121(b)(i) of the Companies Act	Friday, 03 December

If the Scheme Resolution is duly approved by Preference

Shareholders at the Scheme Meeting, no Preference Shareholders exercise their rights in terms of section 115(3) of the Companies Act and all other Scheme Conditions Precedent are fulfilled (or waived, where such conditions are capable of waiver):

Scheme Finalisation Date announcement expected to be released on SENS by 11h00 on	Monday, 06 December
Scheme Finalisation Date announcement expected to be published in the South African press on	Tuesday, 07 December
Expected Scheme last day to trade Preference Shares in order for Preference Shareholders to be recorded in the Register on the Scheme Record Date to receive the Scheme Consideration	Monday, 13 December
Expected suspension of listing of Preference Shares from the Main Board of the JSE at commencement of trading	Tuesday, 14 December
Last day to deliver the Form of Surrender (<i>pink</i>) in respect of the Scheme and Documents of Title (in order to receive the Scheme Consideration on the Scheme Operative Date) to be received by the Transfer Secretaries, which is expected to be by 12h00 on	Friday, 17 December
Expected Scheme Record Date, being the date and time on which Preference Shareholders must be recorded in the Register to receive the Scheme Consideration, which is expected to be by 17h00	Friday, 17 December
Expected Scheme Operative Date	Monday, 20 December
Dematerialised Scheme Participants expected to have their accounts (held at their CSDP or Broker) debited with the Scheme Shares and credited with the Scheme Consideration	Monday, 20 December
Expected date of settlement of the Scheme Consideration to be paid electronically to Certificated Scheme Participants (if the Form of Surrender (<i>pink</i>) in respect of the Scheme and Documents of Title are received by the Transfer Secretaries by 12h00 on the Scheme Record Date)	Monday, 20 December
Expected Delisting of the Preference Shares on the Main Board of the JSE at the commencement of trade	Tuesday, 21 December

If the Scheme Conditions Precedent are not fulfilled (or waived, where such conditions are capable of waiver) and the Scheme does not become operative, the Standby Offer Conditions Precedent are fulfilled (or waived, where such conditions are capable of waiver):

The Standby Offer Finalisation Date announcement expected to be released on SENS on	Monday, 06 December
The Standby Offer Finalisation Date announcement expected to be published in the South African press on	Tuesday, 07 December
Expected Standby Offer last day to trade Preference Shares in order for Eligible Shareholders to be recorded in the Register on the Standby Offer Record Date to participate in the Standby Offer and thereby receive the Standby Offer Consideration	Monday, 13 December
Preference Shares trade "ex" the right to participate in the Standby Offer on	Tuesday, 14 December
Expected Standby Offer Record Date to determine who is eligible to participate in the Standby Offer and thereby receive the Standby Offer Consideration	Friday, 17 December
Expected Standby Offer Closing Date at 12h00 on	Friday, 17 December
Results of the Standby Offer released on SENS on	Monday, 20 December
Expected date of settlement of the Standby Offer Consideration to be paid electronically to Certificated Standby Offer Participants who accepted the Standby Offer (if the Form of Acceptance and Surrender (<i>yellow</i>) in respect of the Standby Offer and Documents of Title are received by the Transfer Secretaries on or before 12h00 on the Standby Offer Closing Date)	Monday, 20 December

Dematerialised Standby Offer Participants expected to have their accounts held at their Broker or CSDP debited with the Standby Offer Shares and credited with the Standby Offer Consideration on	Monday, 20 December
Results of the Standby Offer published in the South African press on	Tuesday, 21 December
Expected termination of listing of those Preference Shares repurchased in terms of the Standby Offer on the Main Board of the JSE at the commencement of trade on	Tuesday, 21 December

Notes:

1. All dates and times above and quoted generally in the Circular are South African dates and times, unless otherwise stated.
2. These dates and times are subject to amendment by Nedbank (and, to the extent necessary, the JSE, the TRP and other regulatory authorities). The dates have been determined based on certain assumptions, including, but not limited to, the date by which Shareholder and regulatory approvals will be obtained, that no Court approval or review of the Scheme Resolution will be required and that no delay will occur in the fulfilment of the Scheme Conditions Precedent. Any such amendment to the dates and times will be released on SENS and published in the South African press.
3. Preference Shareholders should note that as transactions in Preference Shares are settled in the electronic settlement system used by Strate, settlement of trades takes place 3 Business Days after such trade. Therefore, Preference Shareholders who acquire Preference Shares after close of trade on **Tuesday, 09 November 2021** will not be eligible to participate and vote at the Scheme Meeting.
4. Preference Shareholders are reminded that Preference Shares can be traded in Dematerialised form only. It is therefore suggested that Certificated Preference Shareholders on the Register Dematerialise their Preference Shares prior to the last day to trade Preference Shares to receive either the Scheme Consideration or the Standby Offer Consideration, as the case may be, expected to be **Monday, 13 December 2021**.
5. For the purpose of being eligible to participate in the Scheme, no Dematerialisation or re-materialisation of Preference Shares may take place **after the last day to trade Preference Shares for the Scheme**. For the purpose of being eligible to participate in the Standby Offer, no Dematerialisation or re-materialisation of Preference Shares may take place **from the date the Preference Shares trade “ex” the right to participate in the Standby Offer to the Standby Offer Record Date, both days inclusive**.
6. If the Scheme Meeting or the General Meeting is adjourned or postponed, the above dates and times will change, but the applicable Form of Proxy (*blue*) submitted for the Scheme Meeting and the Form of Proxy (*green*) submitted for the General Meeting, as the case may be, will remain valid in respect of any postponement prior to convening, adjournment or postponement of the Scheme Meeting or the General Meeting, as the case may be.
7. Any Form of Proxy (*blue*) or Form of Proxy (*green*) not delivered to the Transfer Secretaries by the date and time stipulated may be sent by email to the Transfer Secretaries before such Preference Shareholder’s or Ordinary Shareholder’s voting rights are exercised at the Scheme Meeting (or any adjournment or postponement thereof) or the General Meeting (or any adjournment or postponement thereof), respectively, or in the case of the A Preference Shareholder or the B Preference Shareholder, before their rights to speak at or attend the General Meeting are exercised.

5. RESPONSIBILITY STATEMENTS

The Independent Board and the Board, individually and collectively, accept full responsibility for the accuracy of the information contained in this announcement and certify that, to the best of their knowledge and belief, such information is true, and that this announcement does not omit any facts that would make any of the information false or misleading or would be likely to affect the importance of any information contained in this announcement. The Independent Board and the Board have made all reasonable enquiries to ascertain that no facts have been omitted and that this announcement contains all information required by law.

Johannesburg
19 October 2021

INVESTMENT BANK, CORPORATE ADVISOR AND SPONSOR

Nedbank Corporate and Investment Banking, a division of Nedbank Limited

INDEPENDENT TRANSACTION SPONSOR

Investec Bank Limited

LEGAL ADVISOR

Edward Nathan Sonnenbergs Incorporated

TRANSFER SECRETARY

JSE Investor Services Proprietary Limited