

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 virtually on Friday, 27 May 2022 were as follows:

Resolution	Number of ordinary shares voted	Percentage of ordinary shares in issue* %	For** %	Against** %	Abstained*** %
Ordinary Resolution 1.1: Election of Ms P Langeni, who was appointed as a director of the company after the last AGM of shareholders	360 574 566	70.49	85.18	14.82	0.02
Ordinary Resolution 2.1: Re-election of Mr MWT Brown, who is retiring by rotation, as a director	360 685 619	70.52	98.73	1.27	0.02
Ordinary Resolution 2.2: Re-election of Mr BA Dames, who is retiring by rotation, as a director	360 684 485	70.51	97.97	2.03	0.02
Ordinary Resolution 2.3: Re-election of Mr RAG Leith, who is retiring by rotation, as a director	360 685 605	70.52	99.87	0.13	0.02
Ordinary Resolution 2.4: Re-election of Mr S Subramoney, who is retiring by rotation, as a director	360 685 605	70.52	98.39	1.61	0.02
Ordinary Resolution 3.1: Reappointment of Deloitte & Touche as external auditor	360 687 715	70.52	71.87	28.13	0.02
Ordinary Resolution 3.2: Reappointment of Ernst & Young as external auditor	360 686 595	70.52	99.03	0.97	0.02
Ordinary Resolution 4.1: Election of Mr S Subramoney as a member of the Nedbank Group Audit Committee	360 685 365	70.52	98.54	1.46	0.02
Ordinary Resolution 4.2: Election of Mr HR Brody as a member of the Nedbank Group Audit Committee	360 685 365	70.52	96.64	3.36	0.02
Ordinary Resolution 4.3: Election of Ms NP Dongwana as a member of the Nedbank Group Audit Committee	360 686 871	70.52	96.37	3.63	0.02
Ordinary Resolution 4.4: Election of Mr EM Kruger as a member of the Nedbank Group Audit Committee	360 684 482	70.51	98.85	1.15	0.02
Ordinary Resolution 5: Placing the authorised but unissued ordinary shares under the control of the directors	360 687 615	70.52	97.72	2.28	0.02

Advisory Endorsement 6.1: Advisory endorsement on a non-binding basis of the Nedbank Group Remuneration Policy	360 662 023	70.51	71.70	28.30	0.03
Advisory Endorsement 6.2: Advisory endorsement on a non-binding basis of the Nedbank Group Remuneration Implementation Report	359 873 440	70.36	72.86	27.14	0.18
Special Resolution 1.1: Remuneration of the non-executive directors: Non-executive Chairperson	360 642 303	70.51	99.36	0.64	0.03
Special Resolution 1.2: Remuneration of the non-executive directors: Lead Independent Director (additional 40%)	360 652 255	70.51	99.40	0.60	0.03
Special Resolution 1.3: Remuneration of the non-executive directors: Nedbank Group boardmember	360 641 514	70.51	99.26	0.74	0.03
Special Resolution 1.4: Committee members' fees: Nedbank Group Audit Committee	360 653 984	70.51	99.77	0.23	0.03
Special Resolution 1.5: Committee members' fees: Nedbank Group Credit Committee	360 653 179	70.51	99.82	0.18	0.03
Special Resolution 1.6: Committee members' fees: Nedbank Group Directors' Affairs Committee	360 653 952	70.51	99.80	0.20	0.03
Special Resolution 1.7: Committee members' fees: Nedbank Group Information Technology Committee	360 653 955	70.51	99.82	0.18	0.03
Special Resolution 1.8: Committee members' fees: Nedbank Group Remuneration Committee	360 654 105	70.51	99.74	0.26	0.03
Special Resolution 1.9: Committee members' fees: Nedbank Group Risk and Capital Management Committee	360 653 328	70.51	99.82	0.18	0.03
Special Resolution 1.10: Committee members' fees: Nedbank Group Transformation, Social and Ethics Committee	360 655 598	70.51	99.82	0.18	0.03
Special Resolution 1.11: Committee members' fees: Nedbank Group Climate Resilience Committee	360 653 983	70.51	99.92	0.08	0.03
Special Resolution 2.1: Remuneration of non-executive director appointed as Acting Group Chairperson	360 652 540	70.51	99.95	0.05	0.03
Special Resolution 2.2: Remuneration of non-executive director appointed as Acting Lead Independent Director	360 651 766	70.51	99.95	0.05	0.03
Special Resolution 2.3: Remuneration of non-executive director appointed as Acting Committee Chairperson	360 652 389	70.51	99.95	0.05	0.03
Special Resolution 3: General authority to repurchase ordinary shares	360 670 459	70.51	99.78	0.22	0.03
Special Resolution 4: General authority to provide financial assistance to related and interrelated companies	360 685 627	70.52	99.84	0.16	0.02

- \* Based on 511 500 790 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 or represented by proxy at the AGM.

Due to advisory endorsements 6.1 and 6.2 relating to the Nedbank Group Remuneration Policy and Nedbank Group Remuneration Implementation Report being voted against by 25% or more of Nedbank Group shareholders represented at the AGM, the Group hereby issues an invitation to the shareholders who voted against these advisory endorsements to engage with the Group by submitting written questions/comments to the Group Secretary via e-mail at: [JackieK@nedbank.co.za](mailto:JackieK@nedbank.co.za) by or before 17:00 on Friday, 3 June 2022. Nedbank Group will engage with these shareholders in regard to the Nedbank Remuneration Policy and Nedbank Group Remuneration Implementation Report.

Johannesburg  
27 May 2022

Sponsors

Nedbank Corporate and Investment Banking, a division of Nedbank Limited  
Merrill Lynch South Africa (Pty) Limited

Sponsor to Nedbank Group in Namibia:

Old Mutual Investment Services (Namibia) (Pty) Ltd