

NEDBANK GROUP LIMITED
(Incorporated in the Republic of South Africa)
Registration number: 1966/010630/06
JSE share code: NED
NSX share code: NBK
A2X share code: NED
ISIN: ZAE000004875
JSE alpha code: NEDI
(‘Nedbank Group’ or the ‘Company’)

NEDBANK GROUP TO PROCEED WITH AN ODD-LOT OFFER TO NEDBANK GROUP SHAREHOLDERS HOLDING LESS THAN 100 NEDBANK GROUP SHARES

Introduction and rationale

Nedbank Group ordinary shareholders (‘Nedbank Group Shareholders’) are referred to the annual results for the year ended 31 December 2022, published on Stock Exchange News Service (‘SENS’) of the JSE Limited (the ‘JSE’) on Tuesday, 7 March 2023. In that announcement, Nedbank Group Shareholders were advised of the Company’s intention to potentially pursue an odd-lot offer as part of its surplus capital optimisation initiative. An odd-lot offer is an offer by Nedbank Group to repurchase Nedbank Group ordinary shares (‘Nedbank Group Shares’) from Nedbank Group Shareholders holding less than 100 Nedbank Group Shares (‘Odd-lot Holdings’) (‘Odd-lot Holders’), which will have the added benefit of reducing Nedbank Group’s administrative costs associated with a large shareholder register, whilst providing a liquidity event for Odd-lot Holders.

The board of directors of Nedbank Group (the ‘Board’) has resolved to proceed with the implementation of an odd-lot offer to repurchase the Odd-lot Holdings from the Odd-lot Holders at a 5% premium to the 10-day volume weighted average price (‘VWAP’) of a Nedbank Group Share at the close of business on Monday, 19 June 2023 (‘Offer Price’) (‘Odd-lot Offer’).

Odd-lot Holders can elect to retain their Odd-lot Holdings or sell their Odd-lot Holdings at the Offer Price. Those Odd-lot Holders who do not make an election by 12:00 (SAST) on Friday, 30 June 2023 will automatically be regarded as having elected and accepted to dispose of their Odd-lot Holdings to Nedbank Group at the Offer Price.

Key terms of the Odd-lot Offer

The Odd-lot Offer will be subject to Nedbank Group Shareholder approval (‘Shareholder Approval’) in accordance with the timelines set out below.

Should Odd-lot Holders elect to sell their Odd-lot Holdings, or not make an election, Nedbank Group will implement the Odd-lot Offer at the Offer Price. The Odd-lot Offer is a standard corporate action undertaken by JSE-listed companies and is permitted in terms of Nedbank Group’s memorandum of incorporation.

Circular and notice of General Meeting

For Nedbank Group to implement the Odd-lot Offer, the Board is seeking approval from Nedbank Group Shareholders to implement the Odd-lot Offer, and is therefore convening a general meeting of shareholders (‘General Meeting’), to be held as a hybrid meeting, in The Boardman Auditorium, Block G, Nedbank 135 Rivonia Campus, 135 Rivonia Road, Sandown, Sandton on Friday, 2 June 2023 at 10:30 (SAST), at which all Nedbank Group Shareholders will be entitled to vote on the resolutions required to implement the Odd-lot Offer. A circular (‘Circular’) containing details of the Odd-lot Offer, together with a notice of General Meeting (‘Notice of General Meeting’), will be posted to Nedbank Group Shareholders on Thursday, 20 April 2023.

Odd-lot Offer mechanics

Following receipt of Shareholder Approval, the Odd-lot Offer will open and, if you are an Odd-lot Holder, you must decide either:

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

If you wish to retain your Odd-lot Holdings, 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 elected and accepted to dispose of their Odd-lot Holdings to Nedbank Group and will receive the cash consideration, being the Odd-lot Holding multiplied by the Offer Price ('Cash Consideration').

Salient dates and times

Details	2023
Record date to determine which Nedbank Group Shareholders are eligible to receive the Circular	Friday, 14 April
Circular (together with the Notice of General Meeting) distributed to Nedbank Group Shareholders	Thursday, 20 April
Announcement relating to the Odd-lot Offer and the issue of the Circular (together with the Notice of General Meeting) released on SENS	Thursday, 20 April
Announcement relating to the Odd-lot Offer and the issue of the Circular (together with the Notice of General Meeting) published in the South African press	Friday, 21 April
Last day to trade to be entitled to participate in and vote at the General Meeting	Tuesday, 23 May
Record date to be entitled to participate in and vote at the General Meeting	Friday, 26 May
Recommended last day and time to lodge forms of proxy (grey) for the General Meeting with JSE Investor Services Proprietary Limited (the 'Transfer Secretaries in South Africa') and Transfer Secretaries Proprietary Limited (the 'Transfer Secretaries in Namibia'), by 10:30 (SAST)	Wednesday, 31 May
Voting instruction forms (pink) for the General Meeting must be lodged with the Issuer Sponsored Nominees (see note 3 below), by 10:30 (SAST)	Wednesday, 31 May
Forms of proxy (grey) may be delivered to the Company at the location for the General Meeting or emailed to the Transfer Secretaries in South Africa by no later than 10:30 (SAST)	Friday, 2 June
General Meeting to be held at 10:30 (SAST)	Friday, 2 June
Results of General Meeting released on SENS	Friday, 2 June

Details	2023
Results of General Meeting published in the South African press	Monday, 5 June
Subject to the resolutions being passed at the General Meeting, the Odd-lot Offer opens at 09:00 (SAST)	Monday, 5 June
Finalisation announcement (including the Offer Price) released on SENS before 11:00 (SAST)	Tuesday, 20 June
Finalisation announcement (including the Offer Price) published in the South African press	Wednesday, 21 June
For administrative purposes, the nominee form of election (yellow) for the Odd-lot Offer to be received by the Issuer Sponsored Nominees (see note 3 below) by 12:00 (SAST)	Monday, 26 June
Last day to trade to participate in the Odd-lot Offer	Tuesday, 27 June
Shares trade 'ex' the Odd-lot Offer	Wednesday, 28 June
Form of election and surrender (blue) for the Odd-lot Offer to be received by the Transfer Secretaries in South Africa or Namibia by 12:00 (SAST)	Friday, 30 June
Odd-lot Offer record date	Friday, 30 June
Odd-lot Offer closes at 12:00 (SAST)	Friday, 30 June
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	Monday, 3 July
Payments of the Cash Consideration to certificated Odd-lot Holders who have accepted the Odd-lot Offer or who have made no election	Monday, 3 July
Results of the Odd-lot Offer released on SENS	Monday, 3 July
Results of the Odd-lot Offer published in the South African press	Tuesday, 4 July
Cancellation and termination of listing of Nedbank Group Shares repurchased in terms of the Odd-lot Offer expected on or about	Tuesday, 4 July

Notes

- 1 These salient dates and times are subject to amendment by Nedbank Group (and, to the extent necessary, the JSE and other regulatory authorities). Any such amendments of the dates and times will be released on SENS and published in the South African press.
- 2 All dates and times above and quoted generally in this announcement are South African dates and times ('SAST'), unless otherwise stated.
- 3 Issuer Sponsored Nominees are Pacific Custodians Nominees (RF) Proprietary Limited, Corpserve Nominees (Private) Limited or National Bank of Malawi Nominees Limited, being nominee companies through which certain Nedbank Group Shareholders hold their Nedbank Group Shares.
- 4 **Those Odd-lot Holders who do not make an election will automatically be regarded as having elected and accepted to dispose of their Odd-lot Holdings to Nedbank Group and receive the Cash Consideration.**

- 5 Nedbank Group Shareholders may not dematerialise or rematerialise their Nedbank Group Shares after the last day to trade to participate in the Odd-lot Offer until the Odd-lot Offer record date, being from Wednesday, 28 June 2023 to Friday, 30 June 2023, both dates inclusive.

Tax considerations

The Offer Price will be distributed as a return of capital by Nedbank Group and will result in a reduction of 'contributed tax capital' as defined in section 1 of the South African Income Tax Act, 58 of 1962, as amended. 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.

Sandton

20 April 2023

Investment Bank and Corporate Advisor:
Nedbank Corporate and Investment Bank, a division of Nedbank Limited

Legal Advisor:
Edward Nathan Sonnenbergs Incorporated

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

Sponsor in Namibia:
Old Mutual Investment Services (Namibia) (Pty) Ltd

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' (being any jurisdiction in which it is impractical, illegal or otherwise unlawful for the Odd-lot Offer to be made or accepted, including (without limitation) Australia, Canada, Japan and the United States of America) 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 the 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, 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, and the Regulations promulgated thereunder.

Nothing contained herein should be construed as constituting tax or legal advice. Odd-lot Holders should seek independent advice from appropriate professional advisors about their tax position and in particular to confirm how the applicable tax legislation applies in their specific personal circumstances.