

Independent Assurance Practitioner's Limited Assurance Report

To the Directors of Nedbank Group Limited

Report on Nedbank Group Limited's JSE Sustainability Segment Listed Green Bonds (use of proceeds) conformity with the International Capital Market Association ("ICMA") Green Bond Principles

We have undertaken a limited assurance engagement, as per the Subject Matter paragraph, on Nedbank Group Limited's ("the Group") JSE Sustainability Segment Listed Green Bonds (use of proceeds) as per Annexure A – Details of Issuances in terms of the Group's requirement to comply with section 6.80 (b) of the JSE Debt Listing Requirements (July 2022). This engagement was conducted by a multidisciplinary team with experience in green bond assurance.

Subject Matter

We have been engaged to provide a limited assurance conclusions in our report on the Group's JSE Sustainability Segment Listed Green Bonds (use of proceeds) regarding whether:

- The funding from the Green Bonds has been received and has been allocated in terms of the ICMA Green Bond Principles;
- The allocated and unallocated funds related to the Green Bonds conform with the ICMA Green Bond Principles
- The nominated projects / assets are in conformance with eligibility criteria defined in the Applicable Pricing Supplement for each green bond; and
- The Green Bonds are in conformance with the ICMA Green Bond Principles.

Directors' Responsibilities

The directors are responsible for the:



National Executive: *R Redfearn Chief Executive Officer *GM Berry Chief Operating Officer JW Eshun Managing Director Businesses LN Mahluza Chief People Officer *N Sing Chief Risk Officer AP Theophanides Chief Sustainability Officer *NA le Riche Chief Growth Officer *ML Tshabalala Audit & Assurance AM Babu Consulting TA Odukoya Financial Advisory G Rammego Risk Advisory DI Kubeka Tax & Legal DP Ndlovu Chair of the Board

A full list of partners and directors is available on request * Partner and Registered Auditor

B-BBEE rating: Level 1 contribution in terms of the DTI Generic Scorecard as per the amended Codes of Good Practice

Associate of Deloitte Africa, a Member of Deloitte Touche Tohmatsu Limited

- Preparation of the information in conformance with the requirements of the ICMA Green Bond Principles, including the identification and assessment of the eligibility of projects to be financed by the Green Bond proceeds.
- Assertion that the Group, the Issuer, and the Green Bonds have conformed to the post issuance requirements of the ICMA Green Bond Principles, including how the proceeds have been utilised and managed.
- Establishment of internal processes and controls related to the project evaluation and selection, management and reporting on the use of the proceeds of the Green Bonds, as required by the ICMA Green Bond Principles.
- Design, implementation and maintenance of such internal controls as the directors determine necessary to enable the assertion about conformance to the pre-issuance requirements and post-issuance requirements of the ICMA Green Bond Principles in respect of the Group's Green Bond to be free from material misstatements, whether due to fraud or error.

Our Independence and Quality Control

We have complied with the independence and other ethical requirements of the *Code of Professional Conduct for Registered Auditors* issued by the Independent Regulatory Board for Auditors (IRBA Code), which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour. The IRBA Code is consistent with the corresponding sections of the International Ethics Standards Board for Accountants' *International Code of Ethics for Professional Accountants (including International Independence Standards)*.

Deloitte applies the International Standard on Quality Management 1, which requires the firm to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Assurance Practitioner's Responsibility

Our responsibility is to express a limited assurance conclusion on the Group's Green Bonds (use of proceeds) based on the procedures we have performed and the evidence we have obtained. We conducted our assurance engagement in accordance with the International Standard on Assurance Engagements (ISAE) 3000 (Revised), *Assurance Engagements other than Audits or Reviews of Historical Financial Information*, issued by the International Auditing and Assurance Standards Board. This Standard requires that we plan and perform our engagement to obtain limited assurance about whether the Group's Green Bonds (use of proceeds) conforms to the ICMA Green Bond Principles.

A limited assurance engagement undertaken in accordance with ISAE 3000 (Revised) involves assessing the alignment of Group's Green Bonds (use of proceeds) with the ICMA Green Bond Principles, assessing the risks of material misstatement whether due to fraud or error, responding to the assessed risks as necessary in the circumstances, and evaluating the overall presentation of the Group's Green Bonds. A limited assurance engagement is substantially less in scope than a reasonable assurance engagement in relation to both risk assessment procedures, including an understanding of internal control, and the procedures performed in response to the assessed risks. The procedures we performed were based on our professional judgement and included inquiries, observation of processes followed, inspection of documents, analytical procedures, evaluating the appropriateness of quantification methods and reporting policies, and agreeing or reconciling with underlying records.

Given the circumstances of the engagement, in performing the procedures listed above we:

- Conducted interviews with the Group's staff responsible for the Group's Green Bonds to obtain an understanding of the processes, systems, and controls in place in respect of project evaluation and selection, use of proceeds, management of proceeds and reporting on the Green Bonds.
- Inspected documentation which supports processes, systems, and controls in place for eligible projects, use of proceeds, management of proceeds and reporting on the Green Bonds.
- Performed testing on a sample basis to evaluate the funds placed within the projects is in accordance with eligibility criteria.

The procedures performed in a limited assurance engagement vary in nature and timing, and are less in extent than for a reasonable assurance engagement. As a result, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had we performed a reasonable assurance engagement. Accordingly, we do not express a reasonable assurance opinion about whether the Group's Green Bonds (use of proceeds) has been prepared, in all material respects, in accordance with the ICMA Green Bond Principles.

Limited Assurance Conclusion

Based on the procedures we have performed and the evidence we have obtained, we conclude that:

- Nothing has come to our attention that causes us to believe that the proceeds from the Green Bonds have not been received and has not been allocated in terms of the ICMA green bond principles.
- Nothing has come to our attention that causes us to believe that the allocated and unallocated funds related to the Green Bonds do not conform with the ICMA green bond principles.
- Nothing has come to our attention that causes us to believe that the nominated projects / assets is not in conformance with eligibility criteria as defined in the Applicable Pricing Supplement for each green bond.
- Nothing has come to our attention that causes us to believe that the Group's Green Bonds are not in conformance with the ICMA Green Bond Principles.

Other Matters

The maintenance and integrity of the Group's website is the responsibility of the Group's management. Our procedures did not involve consideration of these matters and, accordingly, we accept no responsibility for any changes to either the information in the Annexure A or our independent limited assurance report that may have occurred since the initial date of its presentation on Group's website.

Restriction of Liability

Our work has been undertaken to enable us to express a limited assurance conclusions on the Group's Green Bond (use of proceeds) to the directors of the Nedbank Group Limited in accordance with the terms of this Agreement, and for no other purpose. We do not accept or assume liability to any party other than Nedbank Group Limited, for our work, for this report, or for the conclusions we have reached.

DocuSigned by:

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Deloitte & Touche
Registered Auditors

Per Jyoti Vallabh
Chartered Accountant (SA)
Registered Auditor
Partner

24 February 2023

5 Magwa Crescent
Waterfall City, Waterfall
Private Bag x6, Gallo Manor, 2052
South Africa

Annexure A - Details of Issuances

The green bond disclosures noted in the table below was prepared by Nedbank Limited in accordance with the ICMA Green Bond Principles and extracted from the Nedbank Annual Green Bond Impact Report 2022 as at the date of this opinion.

<u>Bond Code</u>	<u>Green Bond Issued</u>	<u>Amount Applied</u>	<u>Status</u>
<i>Tier 2 SDG Linked Bond</i>			
NGL01G	R 2 000 000 000.00	R 241 823 115.00	Partially allocated, unallocated proceeds are parked in Permitted Assets.
Total	R 2 000 000 000.00	R 241 823 115.00	
<i>Green AT1</i>			
NGT1G	R910 000 000.00	R 0.00	Parked in Permitted Assets. To be deployed to financing renewable energy projects.
Total	R910 000 000.00	R 0.00	