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NEDBANK
GROUP

SUPPLEMENTARY REPORT
TO THE NEDBANK GROUP INTEGRATED REPORT

2015 REMUNERATION REPORT

for the year ended 31 December 2015

REMUNERATION REPORT



Our Remuneration Report sets out the consistent implementation of the Nedbank Group Remuneration Policy during 2015, as well as any subsequent events in 2016, where applicable. The group ensures that such implementation is compliant with all relevant remuneration-related legislative and regulatory requirements, as detailed on page 2 of this Remuneration Report.

Set out below is the Remuneration Policy, which is reviewed annually to ensure alignment with changes in remuneration practice and applicable legislation. The implementation of this policy as well as related practices are also reviewed annually by external independent advisors to ensure consistent application of the policy, and legislative and regulatory compliance. Further details can be found on pages 6 to 27 of this Remuneration Report.

We have made changes to our Remuneration Policy, to provide for the inclusion of greater ability to forfeit or claw back deferred remuneration where this is deemed necessary. This is aligned with emerging international best practice in the management of deferred remuneration. The policy is presented for a non-binding advisory vote at the 2016 annual general meeting (AGM), and the changes carry the recommendation of the Remuneration Committee (Group Remco). The associated changes to the rules of the Nedbank Group (2005) Share Option, Matched Share and Restricted Share Scheme (Nedbank Group (2005) Share Incentive Scheme) are set out for shareholder voting in the Notice of AGM.

REMUNERATION POLICY

The policy

The group defines total reward as a combination of various types of rewards, including financial and non-financial, indirect and direct, and intrinsic and extrinsic rewards. The Remuneration Policy provides a framework for the management of total reward in the group, and supports the Nedbank employee value proposition (EVP).

Scope of the Remuneration Policy

The Nedbank Group Remuneration Policy ('the policy') is board-approved and forms part of the group's operating philosophy, policies and standards. It sets out how total remuneration is to be managed in the group, and is supported by detailed operating policies, procedures and practices at business unit level.

The policy applies to all entities in Nedbank Group, including wholly owned subsidiaries and subsidiaries or joint ventures in which Nedbank has a majority interest, and excludes companies in which the group has only a private-equity investment. The policy applies uniformly in all such jurisdictions, except where it is in conflict with either local statutes or regulations, in which case such statutes or regulations will apply. Where a particular operating jurisdiction has a more onerous regulatory or statutory framework, the local standards of governance in that jurisdiction will apply.

Aims of the policy

The group's reward arrangements should:

- enable it to attract, motivate and retain people of high calibre, with the right mix of experience, skills and knowledge to deliver on the strategy;
- support and reinforce its desired culture and encourage behaviour consistent with its values, thereby stimulating employee engagement;
- create appropriate balance and alignment between the needs, expectations and risk exposures of its stakeholders, including our staff members, clients, shareholders, regulators and communities, to ensure the creation of sustainable long-term value for each of these;
- incentivise employees to deliver sustained high levels of performance and excellent execution of its strategic priorities, while being cognisant of the impact this delivery has on the risk profile and exposure of the organisation;
- enable appropriate transparency in the development of remuneration programmes and the allocation of individual remuneration to ensure equity and fairness based on valid and appropriate external and internal benchmarks; and
- align with the principles of good corporate and compensation governance, ensuring an appropriate share of value for the relevant stakeholders in its business.

In the above regard, Nedbank's fixed and variable remuneration is aimed at enabling it to remain competitive. In this context 'competitive' encompasses market relativity, sustainability and commercial

sensibility in the allocation and delivery of remuneration.

Remuneration governance

The group complies with the relevant remuneration governance codes that apply in its various operating jurisdictions. These include groupwide compliance with the International Financial Stability Board's (IFSB's) Principles for Sound Compensation Practice. In SA, the group complies with the provisions of King III and the requirements of regulations 39 and 43 of the Banks Act and section 64C of the Banks Amendment Act. For group operations domiciled in the UK, the provisions of the Prudential Regulatory Authority (previously the Financial Services Authority) Remuneration Code apply.

Group Remco is mandated by the group's board to oversee and govern all aspects of remuneration and operates according to an approved charter. Outcomes of Group Remco meetings are reported to the board. Group Remco also conducts an annual self-assessment of its effectiveness.

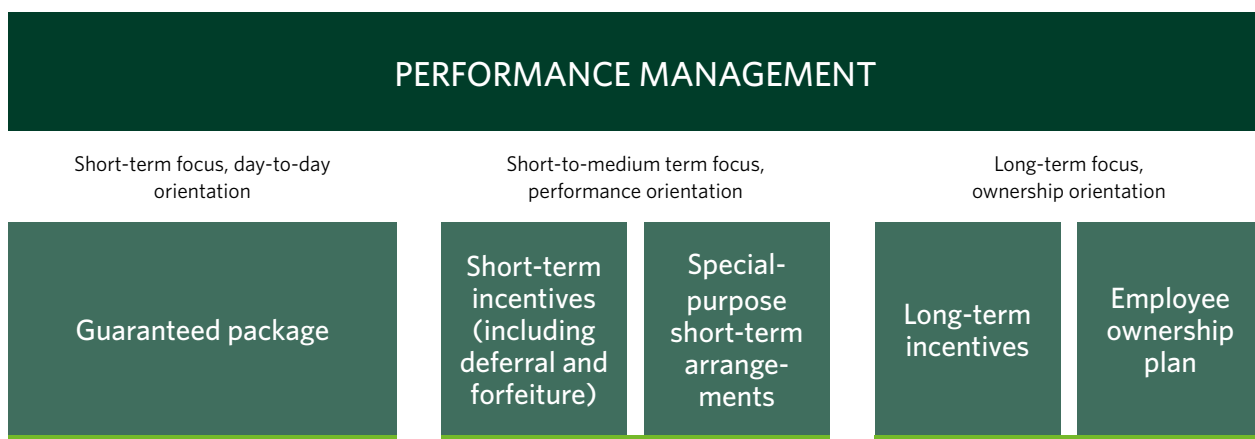
Group Remco has independent advisors, both in SA and internationally, who provide strategic input, advice on international and local best practice and benchmarking. Group Remco is further supported by the Group Reward and Performance function.

Group Remco works closely with the Group Risk and Capital Management Committee (GRCMC) to ensure a comprehensive approach to risk and reward.

The group publishes a comprehensive annual Remuneration Report as part of its overall governance requirements.

Components of Nedbank's total remuneration framework

Nedbank's total remuneration framework is made up as follows:



Performance management

The group's performance management process ensures appropriate alignment of individual, team, business unit and cluster performance objectives with those of the group. This enables translation of the group's strategic focus areas into individual action plans.

The core principles of the group's performance management process are as follows:

- Performance management is consistently applied across the group to ensure effective alignment of strategic objectives and individual outputs.
- Performance objectives are based on a scorecard of metrics featuring both financial and non-financial indicators, which align with the group's strategic imperatives.
- Performance management is an ongoing process rather than an event.
- Performance outcomes are appropriately differentiated to reflect the different levels of contribution made by employees to the success of the group. Where performance deficits are identified, these are dealt with actively, with the primary objective of returning the employee to full performance.
- Performance management is a primary input into the group's remuneration programmes, with the aim, among others, of ensuring appropriate differentiation in remuneration based on contribution.

Guaranteed remuneration

Guaranteed remuneration comprises salary and employee benefits and is delivered to employees in a form determined by local market conditions. Guaranteed remuneration usually reflects the prevailing 'rate for the role' within a remuneration range, with actual remuneration being distributed about the median of the range.

In SA, and in some non-SA operations, this will take the form of a guaranteed package (GP). This represents the fixed cost of employment and, depending on local market practice, comprises a combination of the following:

- Cash salary.
- Retirement benefits.
- Medical benefits.
- Death and disability benefits.
- Contributions towards postretirement medical funding, where applicable.
- Motor vehicle benefits.

A core principle under a GP model is that changes to benefit contribution levels are typically cost neutral to the group: changes to benefit pricing result in a corresponding

increase or decrease in the monthly cash salary for the individual.

Where appropriate, local market conditions may necessitate a basic-salary-plus-add-on benefit approach. In these instances the salary is typically fixed, with benefit costs being a function of utilisation (that is, if the benefit is not used, there is no cash compensation in lieu of the benefit). The group carries the upside risk of increases in the cost of benefits.

The primary determinant of guaranteed remuneration is market-relatedness. The group conducts annual benchmarking against comparable firms in the relevant jurisdictions to assess market competitiveness. The combination of distribution of guaranteed remuneration within the earnings ranges and the market relativity of the group's guaranteed remuneration is a primary input into the annual salary review process, but in all instances this is subject to affordability and appropriate consideration of the sustainability of the group's remuneration practices.

In support of remuneration benchmarking there is a robust process of job profiling and evaluation. This enables consistency in the evaluation and sizing of roles, and the associated benchmarking of guaranteed-remuneration levels.

At an individual decisionmaking level, performance is used as a determinant of the extent of an individual's progression within an earnings range. Thus, performance and individual market position are used concurrently when remuneration increases are determined.

Adjustments to guaranteed remuneration outside of the annual review process are typically exceptional, linked to changes in responsibility or the intention to retain specific talent. These are subject to appropriate approval based on the relevant delegations of authority.

All employee benefits, whether offered on a cost-to-company or a basic-salary-plus-add-on basis, are subject to appropriate oversight and governance to ensure that the financial and reputational risks associated with the provision of employee benefits are effectively and prudently managed.

Short-term incentives, including deferrals

Short-term incentives (STIs) are delivered primarily through the group's discretionary STI arrangements. Where appropriate, and subject to the appropriate governance and approval, bespoke plans may be implemented, subject to Group Remco oversight.

As a general rule, all STI plans are funded from the group's overall STI pool. Thus, bespoke plans will result in a 'drawdown' on the pool. Where there is a specific dispensation to exclude a bespoke plan from the overall STI pool (usually in cases of low-guaranteed/high-variable

remuneration models), Group Remco approval for such exclusion is required.

The group does not operate any individual 'line of sight' schemes that could be deemed to encourage inappropriate risktaking or increase the risk of moral hazard. Where commission-type arrangements operate (usually in respect of low-risk income-generating sales roles), appropriate safeguards are included to mitigate any potential moral hazard.

STI participation is discretionary, and therefore there is no right to a performance incentive award in any given year. STIs are, at an individual level, determined primarily on the basis of performance, with the overall objective of exceptional reward for exceptional performance. The Remuneration Committee may, at its discretion, impose clawback provisions on any cash incentive paid, for up to three years from the payment date. Differentiation of awards based on the range of performance outcomes in the group is therefore a core principle. Furthermore, employees performing below a minimum acceptable level are not typically eligible for consideration for an STI award.

STIs are typically in the form of cash and the employee must be in service on the date of payment. However, in accordance with global financial services governance and prudent risk management principles, the group has introduced an arrangement of compulsory deferral into shares of STI awards paid in excess of a threshold approved by Group Remco from time to time, which has been effective from 2010 onwards. Where deferral applies under this arrangement, any awards made are subject to specific release from forfeiture criteria and may, at the discretion of Group Remco, be subject to forfeiture. Where forfeiture applies, the group will not retest conditions or extend the period over which shares must be held. For deferred STI awards made from 2016 onwards, any awards already released from forfeiture will be subject to clawback provisions for up to three years from the original award date, on the basis set out in the Rules of the Nedbank Group (2005) Share Incentive Scheme.

Group Remco approval is required for all individual STI awards that exceed 200% of guaranteed remuneration.

The group may, as a component of its approved long-term incentive (LTI) programme, offer a share-matching arrangement on compulsory STI deferrals, subject to the participant's retention of the award in the plan for a minimum period of 36 months (which is longer than the standard deferral timeframe), and subject to the release of the awards from potential forfeiture. Additional matching is further subject to the fulfilment of a specific group performance condition.

Special-purpose short-term variable remuneration arrangements

The group uses, on an exceptional basis, special-purpose short-term variable remuneration arrangements to assist in the attraction and retention of key talented employees and holders of scarce skills. These include sign-on awards and deferred short-term incentive (DSTI) arrangements, both of which are subject to individual performance and time-based conditions to ensure an appropriate return on the remuneration investment.

The group is cognisant of the regulatory concerns raised regarding so-called 'guaranteed variable remuneration', and the potential downside of such payments. A high level of governance is therefore applied to both the operation of the respective programmes and the actual inclusion of individuals. In this regard a specified pool is approved by Group Remco for each financial year for each of the programmes. This pool is placed under the direct control of the Chief Executive (CE) and is subject to review by Group Remco at each meeting.

As a core principle, guaranteed variable remuneration awards are highly exceptional and are utilised primarily in the context of the appointment or retention of key, critical talent. Furthermore, participants are typically only able to receive an award under the respective plans once during their tenure with the group.

The group does not award guaranteed bonuses.

Employee ownership plans

The group offers two broad types of employee ownership plans: broad-based participation based on local statutory or regulatory requirements (these include broad-based black economic empowerment arrangements and 'indigenisation' or 'localisation' programmes) and employee subscription arrangements, where employees may invest a portion of their after-tax STI in Nedbank shares, with the possibility of matched shares.

Broad-based schemes operate in jurisdictions where local regulations or statutes require specific economic participation by employees, usually by means of ownership of a stake in the business. In most (but not necessarily all) instances these plans are put in place to redress past imbalances in participation in the respective country's economy. Participation in such plans therefore may be limited to certain employees, based on demographic specifications. Further, failure to adhere to the requirements may have material legal or regulatory implications for the relevant business. Broad-based schemes are typically implemented at zero cost to employees.

Employee subscription arrangements are typically voluntary and give employees the opportunity to invest in Nedbank, currently on a posttax basis, over a stipulated period. This allows the employee to participate in both potential share price appreciation and the application of matching arrangements if the shares are retained in the plan for a pre-specified period of 36 months. In this regard the group operates a voluntary STI deferral scheme, which allows eligible participants to receive matching shares, provided such shares remain in the programme for a stipulated period.

All employee ownership plans are subject to board or Group Remco approval (and may, subject to the nature of the transaction, require regulatory, stock exchange or shareholder approval). Accordingly, strict governance and approval processes apply in every instance.

Long-term incentive plans

The group's shareholders have approved the implementation of a restricted-share-plan (RSP) arrangement, through which LTI awards are made. Where deemed necessary to address local taxation and exchange control issues, cash-settled phantom RSP arrangements have been implemented to ensure that operations outside SA may also participate in LTI arrangements linked to the group's share price performance, and therefore ensure appropriate alignment of the interests of executives based abroad with those of the group's shareholders.

LTI awards are based on the following considerations:

- Strategy and individuals key to driving the business strategy.
- Talent management strategy and succession planning.
- Retention of key talent and scarce skills.
- Transformation objectives.
- Potential and performance.
- Leadership.

The following are the core principles applicable to the group RSP arrangements (including phantom RSPs):

- Awards under the relevant RSPs may typically be made at only two intervals per year – the annual pay review (typically March) and one off-cycle award (typically August). All awards are subject to the necessary governance and approval processes.
- All plans are subject to corporate performance targets (CPTs) on at least 50% of the total award (with awards for executive directors being subject to performance conditions on 100% of the award).
- Awards subject to performance conditions may be lapsed in full or in

part in the event that the conditions are not met. There is also appropriate upward leverage to a maximum of 130% in the event that conditions are exceeded. Where awards are lapsed because of non-fulfilment of the performance conditions, the conditions will not be retested.

- Awards are subject to vesting over a period of no less than three years from the date of the grant.
- Where awards are lapsed, there is no replacement compensation issued.
- Employees may not take steps to hedge or otherwise insure themselves against potential losses in respect of their LTI participation prior to vesting.
- The pool available for allocation under the group's LTI arrangements is approved in advance by Group Remco.
- Group Remco assesses and confirms the CPT outcomes, ensuring that the interests of all stakeholders are appropriately considered.
- For awards made from 2016 onwards, clawback provisions will apply on vested awards, for a period of up to five years from the original date of the award, on the basis set out in the Rules of the Nedbank Group (2005) Share Incentive Scheme.

Changes to remuneration arrangements

The group reserves the right, subject to compliance with the relevant legislation or collective agreements, to change or withdraw any aspect of its total remuneration framework. All programmes are subject to the applicable rules from time to time.

Recognition

In addition to the core remuneration elements set out above, the group also prides itself on the recognition of excellence among employees. To this end the group operates a comprehensive recognition programme comprising both formal and informal recognition.

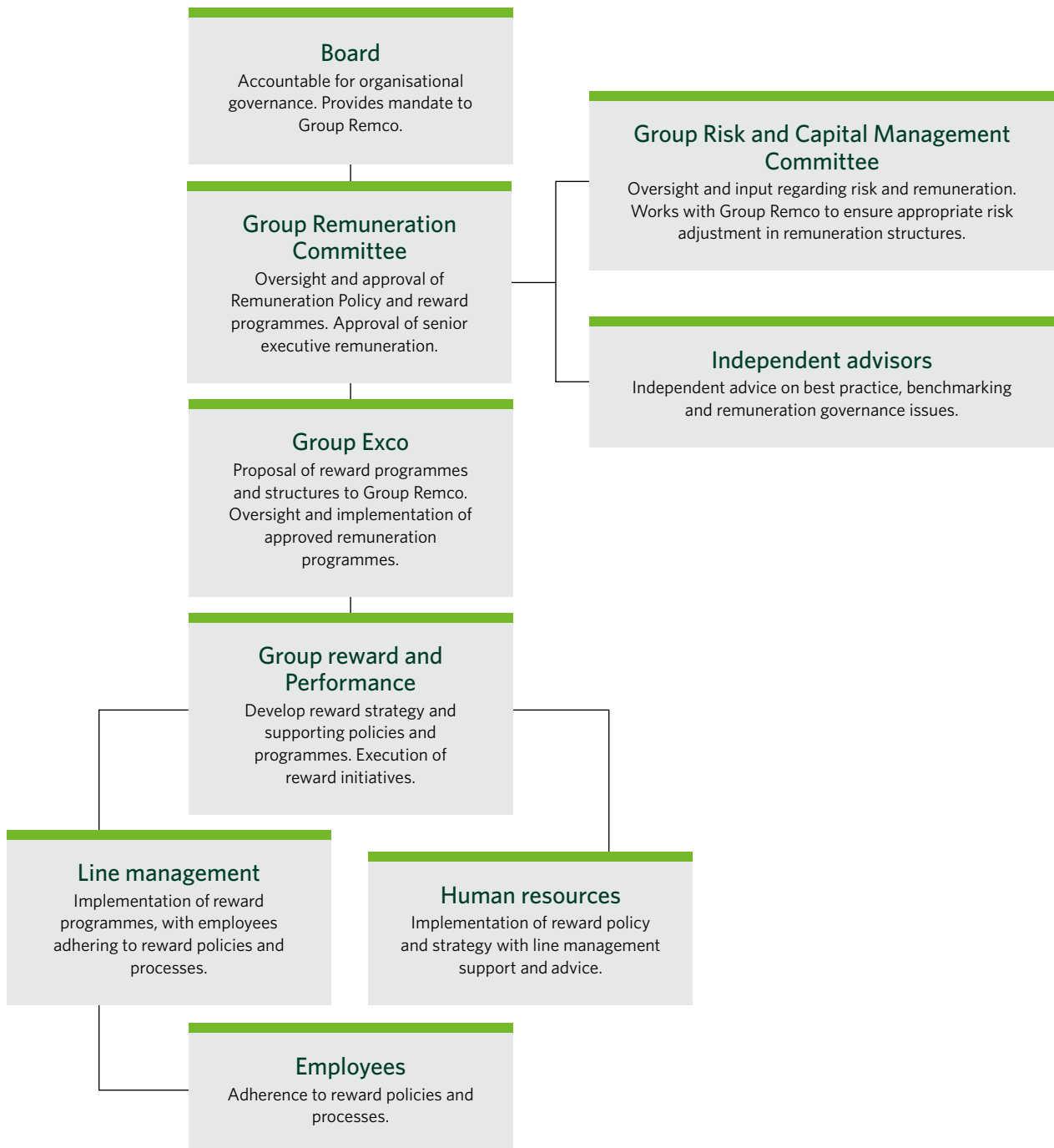
The core principles of the recognition process are as follows:

- Recognition should be timely and spontaneous.
- Recognition should be specific in that employees must know what behaviours were found desirable and what actions should be repeated.
- Business units determine how recognition will be conducted in their area within specified guidelines.
- The recognition programme incorporates both informal and formal processes. These processes run concurrently throughout the year and support the achievement of the group's business objectives.
- Any awards made under the recognition programme are compliant with the relevant tax legislation.

Non-executive directors' remuneration

The fees of non-executive directors are reviewed annually. In accordance with the relevant corporate governance requirements, these are subject to approval in advance by shareholders at the AGM. Changes to fees, where approved, become applicable on 1 July of each year.

Roles and accountabilities



REMUNERATION GOVERNANCE

Remuneration Committee

Responsible for remuneration governance is our Group Remco, with its groupwide responsibilities fully set out in its board-approved charter, available online at nedbankgroup.co.za.

Group Remco applies the guiding principles enunciated in the Remuneration Policy as far as it is feasible, but retains the right to apply discretion to deviate from this policy in exceptional circumstances. There were no requirements for such deviation in 2015, consistent with the practice in this regard over the past several years.

Group Remco ensures that it remains knowledgeable about the changing remuneration regulatory environment both locally and globally, which is supported by

regular updates from the Group Reward and Performance team and external advisors. This has enabled Group Remco to ensure full compliance with the regulatory requirements outlined in our Remuneration Policy. It has also been four years since we commenced with training sessions on remuneration issues, to which all boardmembers are invited. The 2015 training dealt with global changes in executive remuneration.

In addition to the above, Group Remco has full access to independent executive remuneration consultants, and has utilised Vasdex Associates (Pty) Ltd and PwC during 2015. The committee is also provided with market-related remuneration information through the group reward and performance function.

Group Remco met seven times during 2015, details of which are set out on page 104 of

the Nedbank Group 2015 Integrated Report. Although the Group Chairman, CE, COO and Group Executive: Human Resources are permanent invitees to the meetings, they are not present in discussions regarding their own remuneration. The meetings are also attended by the executive responsible for the reward and performance function in the group as well as any external advisors deemed necessary by Group Remco from time to time.

All members of Group Remco act as trustees of the Nedbank Group (2005) Employee Share Trust. The trustee meeting for this scheme was held on 24 November 2015.

Composition of Group Remco

Group Remco currently consists of four members, including an independent chairman. The majority of the members are independent non-executive directors.

Name	Directorship status	Current membership
Bruce Hemphill ¹	Non-executive Director	Current member
Mpho Makwana	Independent Non-executive Director	Current member and Chairman of Group Remco
Nomavuso Mnxasana	Independent Non-executive Director	Current member
Malcolm Ian Wyman	Senior Independent Non-executive Director	Current member
Julian Victor Frow Roberts ²	Non-executive Director	Past member

¹ Bruce Hemphill was appointed to Group Remco with effect from 25 November 2015.

² Julian Roberts resigned from Group Remco with effect from 23 October 2015.

There were no material issues identified in Group Remco's self-assessment in 2015, which was undertaken to evaluate its effectiveness against the objectives of its charter.

REMUNERATION ELEMENTS

Our total remuneration mix, together with the manner in which it is governed, is set out in the Remuneration Policy on pages 1 to 5 of this Remuneration Report. Specified herein is the group's approach to core elements of our remuneration mix during 2015.

Variable remuneration

Short-term incentive schemes

The aim of STIs is to drive the achievement of sustainable results within an agreed risk appetite framework and to encourage behaviours that are consistent with our values and are aligned with the best interests of our stakeholders. Our STI schemes are structured to support collaborative work across different clusters. Group Remco has agreed a set of principles and all group and cluster incentive schemes are designed according to those principles.

The total STI pool approved for distribution by Group Remco in respect of the 2015 financial year was R2 162,5m (2014: R2100m). In accordance with its charter, Group Remco also approved 24 individual STI payments (2014: 26) in excess of 200% of GP, outside of those approved in respect of Group Exco, which are all subject to approval by Remco and the board.

Where compulsory or voluntary deferral takes place, as set out in the figure below, the individual must retain the shares in the scheme for a period of 36 months to be eligible for a match in accordance with our Matched-share Scheme, details of which are fully set out on page 9.

For employees with earnings falling within the highest taxation bracket the total STI has the potential to increase by 30% (before share price movement) in the event that the conditions in the Matched-share Scheme are met at the end of the deferral period.

Subject to shareholder approval, from February 2016 deferred short-term incentives (DSTIs) will be subject both to a *malus* (release from forfeiture) decision (already a feature of the scheme) and the possibility of clawback for a combined period of three years from the date on which the award was made.

DEFERRAL OF STIs

	Compulsory STI deferral	Voluntary Bonus Share Scheme
R0 to R1m	> R1m	Employees may select to defer a portion of their posttax STI voluntarily into the Matched-share Scheme, subject to the total deferral (including compulsory deferral) not exceeding 50% of the total posttax STI award.
No deferral	Fifty percent of any amount in excess of R1m is deferred over a period of 30 months, with releases from forfeiture occurring in three equal tranches at 6, 18 and 30 months from the date of the award. Deferral is on a posttax basis.	

Special-purpose short-term variable remuneration

We make use of preapproved special-purpose short-term variable remuneration arrangements only in exceptional circumstances, which is typically in the context of hiring senior and key employees. The group does not, as a matter of course, award guaranteed bonuses, and thus none have been awarded in 2015.

SCHEME TYPE	Scheme description	Number of awards
Signon bonus	Cash awards made to prospective employees on joining the group are typically awarded to compensate them for loss of certain accrued benefits or to make them whole in terms of their existing contractual obligations.	20 awards (2014: 12) totalling R19,7m (2014: R6,23m). Included in this are awards made on appointment to key revenue-generating staffmembers.
Deferred Short-term Incentive (DSTI) awards	DSTI awards are cash-based awards, comprising an upfront payment (typically 40% of the award), with a deferred component (the remaining 60%) payable subject to minimum time-based and individual performance conditions. Executive directors and prescribed officers are not eligible for DSTIs in the normal course.	20 awards (2014: 19) totalling R15,7m (2014: R16,4m). The awards approved are in relation to a number of senior and highly specialist appointments made in 2015, and the need to implement specific retention initiatives in certain scarce-skills environments.

Scheme governance is set out in the Remuneration Policy.

Long-term incentives

LTI awards are awarded with the joint aims of aligning participant’s interests with the interests of stakeholders and of retaining key employees. Key considerations for LTI awards are set out on page 4 in our Remuneration Policy. The criteria and quantum of allocations are benchmarked to the market annually. The allocation of LTIs is discretionary and is based on the key eligibility criteria as set out in the Remuneration Policy on page 4.

All LTI allocations are motivated by Group Exco and approved by Group Remco members in their capacity as trustees of the Nedbank (2005) Employee Share Scheme Trust. Specific approval is also required for all LTI awards greater than 100% of GP.

Set out below are our various LTI schemes. The operation of the LTIP has been aligned with the Nedbank Group (2005) Share Incentive Scheme, but on a phantom basis.

Overview of long-term incentive arrangements under the Nedbank Group (2005) Share Incentive Scheme

The Option Scheme

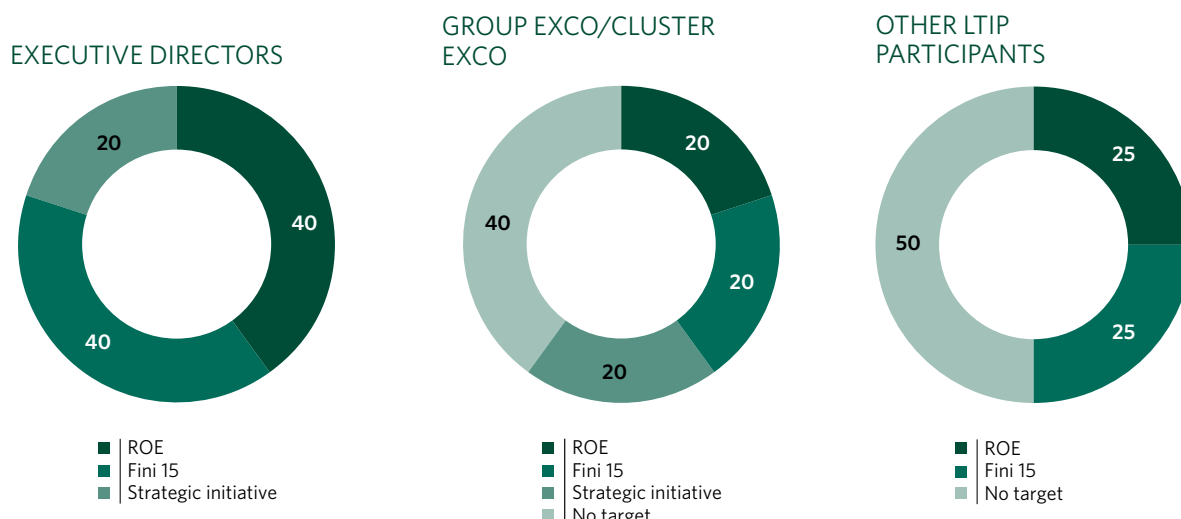
No awards have been made since 2007 and there are no unvested awards in this scheme.

Restricted-share Scheme: Annual allocations

Group Remco awards restricted shares (including on-appointment allocations, referred to below) with a three-year vesting period to eligible participants, which vest on the basis set out on page 10 of this Remuneration Report.

Further details of the actual corporate performance targets (CPTs) are set out on page 13 of this Remuneration Report.

For 2016 the CPTs will remain unchanged from those which applied in 2015.



On-appointment allocations

On-appointment, restricted-share allocations are offered at the discretion of Group Remco to new senior managers and also on an exceptional basis to existing employees who have been appointed to more senior positions and have been recommended for an allocation by Group Exco.

Frequency of awards

Allocations take place biannually (and by exception on the date of appointment, with specific approval), with awards based on the volume-weighted average share price using the three trading days after the announcement of the annual or interim financial results (as applicable).

Amendments to the rules of the Restricted-share Scheme have been proposed for the purposes of the application of *malus* and clawback provisions on all awards made from 2016. Such amendments will be considered for approval at the AGM to be held during May 2016.



Matched-share Scheme

This scheme provides a vehicle for the compulsory deferral of STI awards, and for employees to participate in the scheme by voluntary investment, subject to the fulfilment of specified conditions as set out in the table below:

	STI PAYMENT	Conditions for matching	Match
Compulsory deferral	> R1m, where deferral takes place in respect of 50% of any amount exceeding R1m, applied on a posttax basis	In service on vesting date: three years after the allocation date	50%
		Average ROE excluding goodwill \geq COE + 2% over period	50%
Voluntary Bonus Share Scheme	\leq 50% of total posttax STI (inclusive of any compulsory deferral)	In service on vesting date: three years after the allocation date	50%
		Average ROE excluding goodwill \geq COE + 2% over period	50%

ROE = return on equity COE = cost of equity

For employees with earnings falling within the highest taxation bracket, the total STI has the potential to increase by 30% (before share price movement) in the event that the conditions in the Matched-share Scheme are met at the end of the deferral period.

Changes to scheme rules

Amendments to the rules of the Nedbank Group 2005 Share Incentive Scheme (and which will apply to deferred STIs, the Matched-share Scheme arrangements and the Restricted-share Scheme) have been proposed for the purposes of the inclusion of *malus* and clawback provisions on all awards made from February 2016. The amendments are set out in the Notice of AGM, and are proposed for approval at the AGM to be held during May 2016.

Phantom Cash-settled Restricted-share Plan

For our international and Rest of Africa operations, LTIs are made on a phantom basis, which schemes mirror the Nedbank Group (2005) Share Incentive Scheme in design and structure. These schemes will also be subject to the *malus* and clawback provisions proposed for the Nedbank 2005 scheme.

Nedbank Eyethu employee schemes

No new awards were made during 2015 in any of the Nedbank Eyethu employee schemes.

Other employee ownership/empowerment schemes

We also have empowerment or 'indigenisation' schemes currently approved in several of our Rest of Africa operations. Set out below are the employee ownership/empowerment schemes approved in our international and African operations:

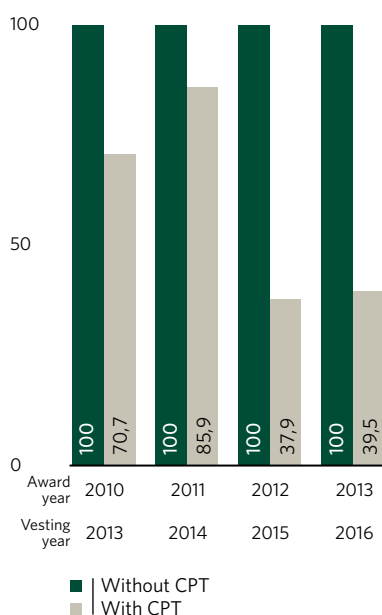
NEDBANK OPERATION	Ownership/Empowerment scheme	Scheme details
Namibia	Ofifiya Black Management Scheme	The purpose of the scheme is to enable the group to facilitate black economic empowerment in terms of the framework established by the financial sector in Namibia. It facilitates ownership of the group's shares by senior and middle management employees within Nedbank Namibia and its subsidiaries and aims to attract, retain and incentivise such individuals. Vesting period: Four years
Swaziland	Sinakekelwe Employee Share Scheme	The purpose of the scheme is to provide LTIs to beneficiaries, to encourage wealth creation by way of employee share ownership, to align the interests of Nedbank and the beneficiaries, and to attract, retain and reward a skilled high-performing workforce. Vesting period: Five years
Malawi	Phantom empowerment scheme, using Nedbank Group shares as a reference point	The purpose of the scheme is to build appropriate local employee ownership or similar financial interest, in Nedbank Malawi. It is aimed at facilitating share ownership by local employees by granting phantom shares to participants, which are linked to the Nedbank share price. Vesting period: Three years
Zimbabwe	Nedbank MBCA Employee Share Ownership Scheme	This scheme is currently in the inception phase and further details will be available once this has been completed.
Lesotho	Phantom empowerment scheme, using Nedbank Group shares as a reference point	The purpose of this scheme is to build appropriate local employee ownership or similar financial interest in Nedbank Lesotho. It is aimed at facilitating share ownership by local employees in the subsidiary by the granting of phantom shares to participants, which are linked to the Nedbank share price. Vesting period: Three years

Vesting of share awards in 2016

Nedbank Group issued restricted shares in March and August 2013, with vesting thereof linked in equal proportions to a combination of time and the group's meeting of certain performance conditions. Vesting will take place as follows during 2016 as set out in the chart to the right. The vesting that took place in 2013 - 2015 is included for comparison.

Full details of the number and value of awards granted during the year in terms of our share-based plans are included in the Nedbank Group 2015 Consolidated Annual Financial Statements, available at nedbankgroup.co.za.

VESTING OUTCOMES (%)



Where necessary, in the case of executive directors and the Company Secretary, the necessary Securities Exchange News Service (SENS) announcements were issued at the prescribed times in this regard.

Retirement schemes

The majority of our retirement schemes are of a defined-contribution nature, except where the benefits according to the rules of the old defined-benefit scheme are still applicable to members and where local legislative and regulatory conditions provide otherwise. The majority of our SA employees are members of the Nedgroup Defined-contribution Pension or Provident Fund, which were both transitioned into the Old Mutual Superfund (an umbrella fund) during 2015. Set out in the table below are the details of the current funds, as well as the number of members at 31 December 2015:

Our non-SA operations have a variety of defined-contribution and legacy defined-benefit schemes, and where the defined-benefit schemes are in deficit, the appropriate steps are in place to manage the financial impact thereof.

Collective bargaining regarding remuneration increases

Certain categories of employees in SA are covered under collective bargaining agreements with SASBO: The Finance Union and the Insurance and Banking Staff Association (IBSA). At 31 December 2015 a total of 66,3% of our employees constituted the bargaining unit.

In April 2015 a total pool of 7,5% of the guaranteed remuneration for employees in the bargaining unit was made available for annual increases and approximately 5,5% and 5% were applied to the non-bargaining unit and executives respectively. The minimum GP for permanent, fulltime employees in SA was increased by 5,8% to R127 000 per annum, which is, relatively, at the higher end of financial services and significantly higher than the minimum wage generally in SA.

Collective bargaining arrangements also exist in our Rest of Africa subsidiaries in Lesotho, Namibia, Swaziland and Zimbabwe. Care is taken that salary increase settlements in respect of these are appropriate within the context of local market and economic conditions.

Nedbank accordingly continues to remunerate its employees in the bargaining unit appropriately relative to the industry benchmark, and continues to seek

measures in which to reduce any pay differentials within the relevant context.

RISK AND REMUNERATION

The board has ensured that there is cooperation between Group Remco and the Group Risk and Capital Management Committee (GRCCM) to enable appropriate consideration of the overall risk environment when making remuneration decisions. This is implemented through formal discussion by the Group Remco Chairman with Chairman of the GRCCM on the risk aspects of remuneration. This reflects our commitment to achieving a balance between the prudent management of remuneration within the context of both our risk appetite and risk profile, and the need to attract, retain and motivate key talent to enable the delivery of our strategic objectives. Set out briefly below is the manner in which risk is taken into account in the remuneration process.

Taking account of future and current risks in the remuneration process

We are involved in retail, wholesale and investment banking operations, as well as wealth management and other financial services, predominantly in SA and the rest of Africa. We utilise a three-year budgeting, forecasting and planning process, which is integrated with our strategic objectives, risk appetite and capital, enabling us to have a forward-looking view of the strategic, financial and risk outcomes of remuneration policies. The mandatory deferral of STIs for up to 30 months and the three-year vesting of LTI share allocations (with at least half of the awards subject to CPTs) align with this forward-looking business cycle. The deferral period provides for risk-based outcomes to be monitored over the three-year period subsequent to the deferral and enables *malus* or where appropriate, clawback, to be applied.

The STI scheme has been designed to incentivise a combination of profitable returns, appropriate risktaking and growth. It is driven from an EP and HE basis versus preset targets, using risk-based economic-capital allocation as set out in the Risk and Balance Sheet Review, available online.



Retirement fund	Number of active members
Defined-contribution Pension Fund	10 421
Defined-contribution Provident Fund	17 540
Nedgroup Defined-benefit Pension Fund ¹	233
Postretirement medical funding (PRMF) arrangements ²	21 160

¹ Has an actuarial surplus, and remains a standalone fund.

² Provides qualifying permanent employees in SA with the provision of a postretirement medical aid subsidy. This benefit is fully provided for as set out on pages 68 of the annual financial statements.

We operate a comprehensive internal capital adequacy assessment process blueprint that addresses the nature and type of risk incorporated into the overall framework. The framework integrates with our STI pool arrangements and individual performance scorecard assessments, which in turn inform the distribution of STIs from the derived business STI pools. The STI pools incorporate *ex ante* or 'before the fact' risk adjustments, which is incorporated into the pool allocation process set out, in the figure below.

The board has absolute discretion as to the quantum and nature of any forfeiture, *malus* (or, for awards from 2016 onwards, clawback) triggers related to the compulsory deferral of STI awards. In this regard the deferred amount will be forfeited should the employee resign or be dismissed for cause before the end of the release of the outstanding forfeiture obligations, as well as in cases where, at the sole discretion of the board, material irregularities, risk failures or misrepresentation of financial results come to light during the deferral period. The board has absolute discretion as to the nature of any action to be taken against the individual or group of individuals who may have transgressed. The deferral policy is reviewed annually.

The following categories of employees are excluded from the STI distribution process:

- Stockbrokers, since they are paid on a six-monthly basis from a bespoke STI arrangement based on predetermined contractual arrangements (certain business risk elements are included in the formulaic determination for the stockbrokers' pool). The pool allocated is included in the overall Nedbank Wealth pool.
- Analysts in Nedbank Corporate and Investment Banking, since their STIs are predominantly determined using *Financial Mail*-published ratings.
- Participants in the private-equity 'locked box' remuneration scheme,

STI POOL ALLOCATION PROCESS



which is the market norm for private-equity collective-investment performance-based remuneration, based on a sharing of 'carried interest' on realised investments.

Application of corporate performance targets and mitigating the effect of inappropriate performance metrics

To avoid the consequences of inappropriate performance metrics, which include extended periods in which no LTI vesting takes place, awards made from 2010 onwards are subject to at least 50% performance conditions and the balance on a time-based vesting arrangement. For Group Exco and cluster exco members this has changed from 2015 to 60% of the total award being subject to performance conditions and 40% to time-based vesting. All LTI awards made to executive directors from 2014 are subject to performance conditions on 100% of the award.

It is a key principle in our Remuneration Policy that there should be appropriate sharing of value among stakeholders. Therefore, while employees should not be prejudiced as a result of remuneration design issues, we are cognisant that remuneration programmes should equally not be designed to favour or benefit employees at the expense of other stakeholders.

Key considerations regarding the ongoing appropriateness of our LTI scheme includes:

- continued application of appropriate corporate performance targets on a substantial portion of the total award; and

- application of appropriate *malus* and clawback provisions, as proposed in the changes to the Nedbank Group 2005 Share Incentive Scheme rules, as set out in the Notice of AGM.

We have also been unequivocal about our adherence to other aspects of good corporate governance in relation to share plans. In this regard, share awards in either the Restricted-share Plan or the Matched-share Scheme are not, under any circumstances, backdated. Further, no retrospective adjustments are made to performance conditions to mitigate the impact of weak performance. Therefore, we are of the view that our remuneration practices, and the levels at which these occur, are appropriate in terms of remuneration governance while also being competitive relative to those of our peer group.

Conditional vesting of LTIs

The performance share element of the LTI allocation is aligned with both the group three-year medium-to-long-term published return on equity (ROE) (excluding goodwill) target of cost of equity (COE) plus 5% (absolute internal target) and the relative performance of the share price (relative external target).

The following targets were used for awards made in 2015:

- For the ROE (excluding goodwill) versus COE target, vesting was based on the simple-average published ROE (excluding goodwill) over a three-year period, compared with the simple-average COE over the same timeframe, according to the following sliding scale (that is, there is a straight-line vesting arrangement based on the actual performance relative to the target):

Vesting ratios based on ROE (excluding goodwill):

COE	COE	COE	COE	COE	COE	COE	COE
+ 0% or worse	+ 1,25%	+ 2,5%	+ 3,75%	+ 5%	+ 6%	+ 7%	+ 8% or better
0%	25%	50%	75%	100%	110%	120%	130%

For the Nedbank share versus FINI 15 Index, vesting will be based on the relative performance of the Nedbank share price versus the FINI 15 Index over the same three-year period, where the starting and end values of the Nedbank share price are calculated based on a 30-day volume-weighted average price and the FINI 15 Index is based on a 30-day simple average.

Vesting ratios based on share price relative to the FINI 15 Index:

FINI 15	FINI 15	FINI 15	FINI 15	FINI 15	FINI 15	FINI 15	FINI 15
- 20% or worse	- 15%	- 10%	- 5%	+ 10%	+ 20%	+ 30% or better	
0%	25%	50%	75%	100%	110%	120%	130%

As with the COE target, there is a straight-line vesting (on a basis of actual achievement along the continuum as set out in the table above, rather than on a 'hurdle' basis) arrangement based on the actual performance relative to the target.

The Strategic Initiatives element in respect of awards made in 2015 has been aligned to an African Collaboration target, which is standard across the Old Mutual Group. In the case of Nedbank Group this is delivered in Nedbank Group shares with the following performance conditions applicable thereto:

- A single measure of the run rate on benefits realised in regard to Africa Collaboration was used as the CPT for the Strategic Initiatives component. This target was selected in support of achieving a target of R1bn pretax synergies across the Old Mutual Group by the end of 2017. The target will be evaluated on a run rate basis at the end of 2017 as follows:

Total Africa Collaboration Synergy Benefit

Total benefits realised	Minimum	Target	Maximum
Africa Collaboration synergy target (Rm)	600	1000	1200
% of this portion of the award vesting	0%	100%	130%

Linear interpolation will apply between the points in the above table.

The combined vesting percentage, based on achievement relative to the target, will be applied to units vesting in March and August 2018. This is consistent with the evaluation time horizons of the current CPT metrics outlined above.

The evaluation of the total synergies achieved is, however, subject to a precondition that Nedbank achieves benefits of at least R170m. Should Nedbank not achieve benefits equal to or better than this threshold, this portion of the award will not vest, irrespective of the total synergies achieved.

For 2016 the current CPT arrangements will continue to apply as set out above. We will engage with shareholders on any possible changes to such arrangements for 2017.

EXECUTIVE DIRECTORS AND PRESCRIBED OFFICERS
Prescribed officers

The managing executives of the three frontline, income-generating clusters are included in the disclosures set out below.

The board has approved these executives to be regarded as prescribed officers.

Increase in guaranteed package

The remuneration of the CE, executive directors and prescribed officers are adjusted with effect from 1 April 2016. Increases for executive directors and prescribed officers take into account market benchmarks, performance and remuneration levels relative to those of peers. The revised GPs of the CE and other

executive directors and prescribed officers were considered and recommended to the board by Group Remco, with a further approval by Old Mutual plc for the CE.

The following adjustments to GP were approved by Group Remco for implementation on 1 April 2016. The 2016 increases to GP were informed by an extensive role evaluation and multiple remuneration benchmarking exercises, including that conducted with GRS/Mercer SA in 2014 in respect of each individual executive director and prescribed officer, and ongoing annual benchmarking based on this exercise. This alignment to market has ensured that we were appropriately placed in 2016, typically necessitating only standard adjustments so that GP levels did not lag. Where appointment to a new role applied, appropriate market adjustments were implemented.

	Guaranteed package		Y-o-y movement		
	New GP effective April 2016 (R000)	GP at April 2015 (R000)	GP at April 2014 (R000)	2015-2016 % change	2014-2015 % change
Mike Brown	7 875	7 500	7 200	5,0	4,2
Mfundo Nkuhlu ¹	5 250	5 000	3 750	5,0	33,0
Raisibe Morathi	4 500	4 200	3 900	7,1	7,7
Philip Wessels ²		4 650			
Brian Kennedy	4 410	4 200	4 000	5,0	5,0
Iolanda Ruggiero ³	3 570				
Graham Dempster ⁴		5 250	5 000		5,0
Dave Macready ⁵		3 940	3 750		5,1

¹ Mfundo Nkuhlu was appointed as Chief Operating Officer and to the board effective 1 January 2015.

² Philip Wessels was appointed as Group Managing Executive, Retail and Business Banking effective 1 August 2014, and is due to retire on 31 March 2016.

³ Iolanda Ruggiero was appointed as Group Managing Executive, Wealth effective 1 May 2015.

⁴ Graham Dempster retired on 31 May 2015 as an employee of the bank.

⁵ Dave Macready joined Old Mutual SA on 1 May 2015.

Service contracts

Service contracts of executive directors and prescribed officers are aligned with the general conditions of service applicable to all group employees based in SA, except for specific provisions relating to notice periods, which are set out below.

	Notice period	Retirement age
Chief Executive	12 months	60
Executive directors	6 months	60
Prescribed officers	3 to 6 months	60

All new appointments to Group Exco have been placed on a standard six-month notice period, which will continue to be the case for all new appointments in future.

All executive directors and prescribed officers are members of the Nedgroup Defined-contribution Pension or Provident Fund. There are no defined-benefit liabilities in respect of the executive directors and prescribed officers. Contributions to the retirement funds form part of the GP.

Termination arrangements

Executive directors and prescribed officers are entitled to severance pay equal to two weeks' GP per completed year of service if their services are terminated by the company on a no-fault basis. Contractual notice (where applicable) and accrued leave will also be paid out in the normal course.

Treatment of any unpaid bonus, unvested deferrals or unvested LTI awards will be dealt with in accordance with the rules of the various schemes, and will in all instances be subject to Group Remco and board oversight and approval. There are no special termination arrangements or golden-parachute agreements in place.

Dave Macready moved from Nedbank to Old Mutual SA as the Chief Executive Officer. It was agreed that he would be granted eligible-leaver status for all historic LTI awards, except the award made in March 2015, which was forfeited in full.

Eligible-leaver treatment was also approved in respect of all deferred STI awards not yet released from forfeiture. All awards will remain subject to the relevant rules in this regard, with no early vesting applying, other than in the case of death.

Short-term incentive scheme targets

STI amounts awarded for 2015 to all executive directors and prescribed officers were based on a combination of performance against preagreed targets in respect of the level of group and respective cluster EP, HE and performance against their individual performance scorecards, incorporating financial and non-financial measures.

A summary of our 2015 financial and non-financial performance can be found elsewhere in our Integrated Report.

The dimensions used to measure individual performance were:

THEME	Broad objectives	Linkage to strategic focus areas
Financial and business	Delivering sustainable financial outperformance.	Optimise and invest. Strategic portfolio tilt. Pan-African banking network.
Client and relationships	Investing for growth by expanding into the entry-level and middle markets, the public sector and business banking, and implementing the Rest of Africa strategy; improving our client relations by empowering our clients through delivery of affordable banking; and leading as a corporate citizen.	Client-centred innovation Grow transactional banking franchise. Pan-African banking network.
Management and internal processes	Enhancing productivity and execution; managing risk as an enabler; growing regulatory and government relationships; and growing stakeholder relations.	Strategic portfolio tilt.
Organisational learning, leadership and transformation	Accelerating transformation in support of achieving our transformation targets, objectives and behaviours; building an innovative and differentiated culture; and becoming an employer of choice by creating a great place to work.	Optimise and invest.



For more information on the progress made on the group's strategic focus areas refer to pages 27 to 37 of the Nedbank Group 2015 Integrated Report.

The performance dimensions outlined above are broadly consistent with the dimensions applied in 2014, except that certain metrics will have been updated to reflect the evolving group strategy.

The following table represents the way in which the STI awards have been determined, based on the assessment of the group and cluster HE and EP performance as well as the performance of the executive director and prescribed officer against his or her agreed individual performance scorecard:

	Ontarget STI % of GP	Maximum-target STI % of GP	% of GP achieved for group and cluster financial measures	% of GP achieved for individual performance and discretion	Final STI as % of GP	Final STI as % of ontarget STI
	A		B	C	D=B+C	E=D/A
Executive directors						
Mike Brown	150	250	146	61	207	138
Mfundo Nkuhlu	150	250	146	24	170	113
Raisibe Morathi	150	250	146	44	190	127
Prescribed officers						
Brian Kennedy	250	400	204	183	387	155
Philip Wessels	150	250	160	28	188	125
Iolanda Ruggiero	150	250	175	1	176	117

(Rounded)

Minimum shareholding requirements

The following minimum shareholding requirements are applicable to members of Group Exco as approved by Remco in 2012. These requirements must be reached within five years from the date of the March 2013 LTI awards or five years from the date of appointment to Group Exco, if later:

Chief Executive	2 times guaranteed package
Executive directors and prescribed officers	1,5 times guaranteed package
Other members of Group Exco	1 times guaranteed package

The following member of Group Exco has met the minimum shareholding requirements:

- Mike Brown

Total remuneration of executive directors and prescribed officers (Audited)

Executive directors R000	Mike Brown			Mfundo Nkuhlu			Raisibe Morathi			Graham Dempster ^(7,8)		
	2015	2014	%	2015	2014	%	2015	2014	%	2015	2014	%
Cash portion of package	6 374	6 056		4 258	3 124		3 405	3 177		1 743	3 862	
Other benefits	141	130		130	112		100	91		63	141	
Defined-contribution Retirement Fund	910	864		613	452		621	550		320	855	
Guaranteed remuneration	7 425	7 050	5,3	5 000	3 687	35,6	4 125	3 818	8,0	2 125	4 859	
Cash performance incentive	8 250	8 000		4 750	4 625		4 500	4 375			5 750	
Deferred performance incentive (delivered in shares)	7 250	7 000		3 750	3 625		3 500	3 375			4 750	
Total STI¹	15 500	15 000	3,3	8 500	8 250	3,0	8 000	7 750	3,2		10 500	
Total remuneration²	22 925	22 050	4,0	13 500	11 937	13,1	12 125	11 568	4,8	2 125	15 359	
Value of share-based awards (face value at award)	13 500	13 000		8 750	11 750 ⁹		7 500	7 000			8 750	
Total direct remuneration³	36 425	35 050	3,9	22 250	23 687	(6,1)	19 625	18 568	5,7	2 125	24 109	
Other payments⁴										1 323		

Total remuneration of executive directors and prescribed officers (continued) (Audited)

Prescribed officers R000	Brian Kennedy			Philip Wessels ^(7,10)			Dave Macready ^(5,7)			Iolanda Ruggiero ^(6,7)		
	2015	2014	%	2015	2014	%	2015	2014	%	2015	2014	%
Cash portion of package	3 620	3 346		4 146	1 775		1 018	2 926		1 934		
Other benefits	239	323		113	55		57	164		54		
Defined-contribution Retirement Fund	291	276		391	144		191	547		262		
Guaranteed remuneration	4 150	3 945	5,2	4 650	1 974		1 266	3 637		2 250		
Cash performance incentive	8 625	8 500		4 875	4 500		2 040	4 250		3 500		
Deferred performance incentive (delivered in shares)	7 625	7 500		3 875	3 500		1 360	3 250		2 500		
Total STI	16 250	16 000	1,6	8 750	8 000		3 400	7 500		6 000		
Total remuneration	20 400	19 945	2,3	13 400	9 974		4 666	11 137		8 250		
Value of share-based awards (face value at award)	7 500	9 500 ⁹		8 000	10 500 ⁹			6 500		6 000		
Total direct remuneration	27 900	29 445	(5,2)	21 400	20 474		4 666	17 637		14 250		
Other payments												

¹ In terms of the rules of the Matched-share Scheme, this amount may increase by up to 30% (before share price movement), subject to fulfilment of the CPTs, and the amount remaining invested in the scheme for 36 months.

² Total remuneration is the sum of guaranteed remuneration and total STI.

³ Total direct remuneration is the sum of total remuneration and the value of share-based awards made in the following financial year.

⁴ Other payments are typically non-recurring payments and include leave pay and special payments, but excludes gains from vesting share awards, which are set out on pages 22 to 27.

⁵ Dave Macready joined Old Mutual SA on 1 May 2015. Payments reflect part-year service.

⁶ Iolanda Ruggiero became a prescribed officer on 1 May 2015. Guaranteed remuneration payments are pro rated to reflect this. Variable remuneration (STI and LTI) is reported on a full-year basis.

⁷ Comparative year-on-year % not given for items that reflect part-year service.

⁸ Graham Dempster availed himself of two first-class air tickets granted as an approved incentive, and also received leave pay pursuant to his retirement from the bank. These amounts are reflected in other payments.

⁹ Awards include on-appointment awards made in respect of appointment to more senior roles.

¹⁰ Philip Wessels was appointed as a prescribed officer on 1 August 2014.

ADDITIONAL REGULATION 43/PILLAR 3 DISCLOSURES

The majority of the disclosures required in respect of regulation 43 of the Banks Act are set out elsewhere in this Remuneration Report.

Specific disclosures relating to senior managers and material risktakers, the quantum of the remuneration paid in the year, signon awards, guaranteed bonuses, severance payments and the amount of remuneration subject to adjustment are set out below:

Aggregate remuneration of senior managers and material risktakers

Senior manager	Material risktaker
Includes executive directors and prescribed officers, members of Group Exco, as well as other members of the group's senior management with executive responsibility for a material part of the group's business.	Includes employees whose individual actions have a material impact on the risk exposure of the group, as well as those responsible for setting and monitoring trader mandates and risk and stop-loss limits.

Although the criteria had not changed from those applied since 2013, there was a material reduction in the number of employees included for reporting purposes due to the mergers of our Capital and Corporate Banking Clusters. Further, there was some movement within the categories, therefore the actual individuals for whom amounts are reported may be different from those in the previous year. In some instances amounts may be prorated due to part-year service in designated roles, which would have been filled by more than one incumbent through the year.

Total value of remuneration in the 2015 financial year ¹	2015			
	Senior managers		Material risktakers	
	Unrestricted	Deferred	Unrestricted	Deferred
Fixed remuneration (Rm)	117,0		33,8	
Variable remuneration - cash award (Rm)	134,2		37,1	
Variable remuneration - deferred performance incentive (Rm)		91,4		20,1
Variable remuneration - long-term incentive awards (Rm)		172,2		35,8
Total 2015 remuneration (unrestricted and deferred remuneration) (Rm)	251,2	263,6	70,9	55,9
Total number of employees		42		17

Value of outstanding deferred remuneration at 31 December 2015	Senior managers	Material risktakers
Compulsory Bonus Share Scheme (Rm)	104,4	23,1
Restricted-share Scheme (Rm)	379,6	73,3
Total deferred remuneration outstanding (Rm)	484	96,4
Value of deferred remuneration paid out during 2015 (Rm)	153,1	30,9
Value of deferred remuneration forfeited during 2015² (Rm)	55,3	11,3

¹ The amounts reflected in the tables above relate to actual awards made or remuneration received in the period from 1 January to 31 December.

² Forfeiture of deferred remuneration due to non-or partial fulfilment of performance conditions on share awards.

Total value of remuneration in the 2015 financial year ¹	2014			
	Senior managers		Material risktakers	
	Unrestricted	Deferred	Unrestricted	Deferred
Fixed remuneration (Rm)	116,2		71,0	
Variable remuneration - cash award (Rm)	122,3		55,0	
Variable remuneration - deferred performance incentive (Rm)		80,3		27,0
Variable remuneration - long-term incentive awards (Rm)		166,0		47,0
Total 2014 remuneration (unrestricted and deferred remuneration) (Rm)	238,5	246,3	126,0	74,0
Total number of employees		48		32

Value of outstanding deferred remuneration at 31 December 2014	Senior managers	Material risktakers
Compulsory Bonus Share Scheme (Rm)	130,2	40,2
Restricted-share Scheme (Rm)	543,3	157,0
Total deferred remuneration outstanding (Rm)	673,5	197,2
Value of deferred remuneration paid out during 2014 (Rm)	180,8	67,0
Value of deferred remuneration forfeited during 2014² (Rm)	11,7	4,6

¹ The amounts reflected in the tables above relate to actual awards made or remuneration received in the period from 1 January to 31 December.

² Forfeiture of deferred remuneration due to non- or partial fulfilment of performance conditions on share awards.

Remuneration subject to adjustment in 2015

The total amount of outstanding deferred remuneration exposed to ex post explicit and/or implicit adjustments as indicated in the following table:

Year	Amount	
FY2015	R1 977m	This is a combination, at 31 December of each year, of the following:
FY2014	R2 575m	
		<ul style="list-style-type: none"> ■ All unvested RSP awards ■ All unvested CBSS awards

RSP = Restricted Share Plan CBSS = Compulsory Bonus Share Scheme

The total amount of reductions during the financial year due to ex post explicit adjustments (adjustments as a consequence of non-fulfilment of specified performance conditions) is indicated in the following table:

Year	Amount	
FY2015	R258,0m	Value of RSP awards lapsed due to non or partial fulfilment of CPT conditions
FY2014	R59,1m	

There were no clawbacks or reductions during the financial year due to ex post implicit adjustments (adjustments as a consequence of specific forfeiture or clawback decisions, either based on individual or group considerations).

Remuneration of risk and compliance specialists

Consistent with good corporate governance and related local and international regulations, special attention is paid to the process of remunerating risk and compliance specialists within the group. This serves to ensure that individuals in these functions remain sufficiently independent from the functions or the businesses they service.

The remuneration of senior risk and compliance specialists is not determined within the relevant business unit alone. Initial proposals are made by the business unit management, however, Group Exco members with overall accountability for the specific control function (the Chief Financial Officer, the Chief Risk Officer and the Chief Governance and Compliance Officer) have scope to influence the performance and remuneration outcomes for senior employees within the respective control functions. The final outcomes are presented to Group Remco, thereby providing an additional layer of oversight. This ensures independence in setting remuneration for the applicable senior control function employees.

We will be reviewing this process during 2016. Any amendments or additional enhancements will be applicable to risk and compliance specialists for remuneration payable in 2017.

Other remuneration disclosures

Further disclosures specifically required in terms of regulation 43 of the Banks Act are set out below:

Other remuneration disclosures	2015		2014	
	Rm	N	Rm	N
Number of employees who received variable remuneration during the year		24 921		24 636
Total guaranteed bonuses	-	-	-	-
Total signon awards	19,7	20	6,23	12
Total severance awards ¹	2,69	15	2,12	5

¹ For the purpose of this disclosure, severance payments means payments that exceed the bank's contractual redundancy payment.

Our policy is not to award guaranteed bonuses and accordingly no such payments have been made. Where specific compensation is indicated for new employees for the loss of an accrued benefit, the forfeiture of a performance bonus or in respect of a specific outstanding contractual obligation, a signon or DSTI award may be made. This is subject to time and, in the case of DSTI awards, ongoing individual performance conditions.

NON-EXECUTIVE DIRECTORS

The terms of engagement of the non-executive directors as well as the Group Chairman are fully set out on page 89 of the Nedbank Group 2015 Integrated Report.

Remuneration

The fees of the Group Chairman and the non-executive directors reflect the specific responsibilities relating to their membership of the board and, where applicable, board committees. The Group Chairman receives a single fee for his role. Non-executive directors are paid a fixed fee for board membership and receive additional fees for their participation in the board committees. Neither the Group Chairman nor the boardmembers receive any performance-related remuneration or any employee benefits.

Non-executive directors are accountable for decisions made regardless of attendance at meetings. Non-executive directors are also required, as a matter of course, to represent stakeholders and to make the necessary preparations for meetings and other engagements. Group Remco is satisfied that the fee structure applied in respect of non-executive directors remains appropriate.

Non-executive directors' remuneration for the years ended 31 December 2015 and 31 December 2014 was as follows:

Non-executive directors' remuneration (audited)

	Note	Board fees	Committee fees	2015 (R000)	2014 (R000)
David Adomakoh	1	393	121	514	360
Tom Boardman	2, 2a	1 143	1 090	2 233	1 766
Brian Dames		393	270	663	301
Mustaq Enus-Brey	3	137	136	273	910
Ian Gladman	16	393	339	732	682
Paul Hanratty	4, 16	393	207	600	168
Bruce Hemphill	5, 16	40	19	59	
Reuel Khoza	6	1 623		1 623	4 350
Mpho Makwana	7	393	747	1 140	1 006
Mantsika Matookane	8	393	230	623	286
Nomavuso Mnxasana	9	393	685	1 078	784
Vassi Naidoo	10, 10a	3 038	5	3 043	
Joel Netshtenzhe	11	393	235	628	561
Julian Roberts	12, 16	325	151	476	519
Gloria Serobe	13	137	98	235	746
Stanley Subramoney	14	110	95	205	
Malcolm Wyman	15	550	931	1 481	1 276
Total		10 247	5 359	15 606	13 715

¹ David Adomakoh was appointed as a member of the Group Related-party Transactions Committee (GRPTC) on 11 May 2015. He resigned as a member of the Group Transformation, Social and Ethics Committee (GTSEC) on 1 September 2015. He was appointed as a member of the Group Credit Committee (GCC) and Large-exposure Approval Committee (LEAC) on 1 September 2015.

² Tom Boardman was appointed as Chair of the Group Risk and Capital Management Committee (GRCMC) and resigned as Chair and member of the Group Information Technology Committee (GITCO) on 20 February 2015. He was appointed as a member of the GRPTC on 11 May 2015.

^{2a} Tom Boardman sits on the board of Nedbank Private Wealth (Isle of Man) Ltd. His board fees are therefore inclusive of the Nedbank Private Wealth (Isle of Man) Ltd fees of £38,000.

³ Mustaq Enus-Brey resigned as a member of the Group Finance and Oversight Committee (GFOC) and as Chair (but remained a member) of the GRCMC on 20 February 2015. He resigned as a member of the GCC, LEAC and GRCMC and retired as a non-executive director on 11 May 2015.

⁴ Paul Hanratty was appointed as a member of the GCC and LEAC on 11 May 2015.

⁵ Bruce Hemphill was appointed as a non-executive director and a member of Group Remco and Group Directors' Affairs Committee (DAC) on 25 November 2015.

⁶ Reuel Khoza resigned as Chair of DAC and retired as Chairman and non-executive director of Nedbank Group on 11 May 2015.

⁷ Mpho Makwana was appointed as a member of the GRPTC on 11 May 2015.

⁸ Mantsika Matookane was appointed as a member of DAC and GFOC and as Chair of GITCO on 20 February 2015.

⁹ Nomavuso Mnxasana was appointed as member of DAC and Chair of GTSEC on 20 February 2015.

¹⁰ Vassi Naidoo was appointed as a non-executive director on 1 May 2015 and as Chairman of Nedbank Group on 11 May 2015. The remuneration disclosed above includes a consultancy fee payment to Mr Naidoo for the period 13 April 2015 to 30 April 2015, as Mr Naidoo had dedicated this time to Nedbank affairs in preparation for his appointment as a boardmember. He was appointed as a member of DAC on 1 May 2015.

^{10a} IT and security expenditure was approved for Vassi Naidoo as a consequence of his appointment as Chairman of Nedbank Group. These enhancements are all necessary for the completion of his duties as Chairman, and to ensure his security.

¹¹ Joel Netshtenzhe was appointed as member of the GRPTC on 11 May 2015.

¹² Julian Roberts resigned as a member of Group Remco and DAC on 23 October 2015 and as a non-executive director on 31 October 2015.

¹³ Gloria Serobe resigned as Chair (but remained a member) of GTSEC on 20 February 2015. She resigned as a member of GCC, LEAC and GTSEC and as a non-executive director of Nedbank Group on 11 May 2015.

¹⁴ Stanley Subramoney was appointed as an independent non-executive director on 23 September 2015. He was appointed as a member of GTSEC, GCC, LEAC and the Group Audit Committee on 23 October 2015.

¹⁵ Malcolm Wyman was appointed Chair of DAC and GRPTC on 11 May 2015.

¹⁶ Fees for Julian Roberts, Paul Hanratty, Ian Gladman and Bruce Hemphill were paid to Old Mutual (SA) Ltd.

Non-executive director fees for 2016 (audited)

The non-executive director fee proposals as appearing below were evaluated by a subcommittee consisting of Mike Brown and Bruce Hemphill, with advice from independent experts. Such evaluation was conducted from a number of perspectives, including peer group comparisons, effective rates per committee and year-on-year increases.

Increases to the Chairman's fee, board fees and fees for several committees have been proposed at between 5,3% and 16,1%. We have also aligned the Chair's premium for all committees to 2,5 times the member fee.

The proposed increases to board fees represent a total increase in the cost of operating the board of 10,6%.

	2016 Proposed (R)	2015 (R)	%
Boards			
Chairman of the board	5 000 000	4 750 000	5,3
Lead Independent Director premium	40% of board fee	40% of board fee	
Nedbank Group Ltd	245 000	220 555	11,1
Nedbank Ltd	205 000	184 525	11,1
Committees			
Group Audit Committee			
Chair	650 000	562 500	15,6
Member	260 000	225 000	15,6
Group Finance and Oversight Committee¹			
Chair	-	55 000	
Member	-	27 500	
Group Remuneration Committee			
Chair	350 000	312 500	12,0
Member	140 000	125 000	12,0
Group Risk and Capital Management Committee			
Chair	450 000	387 500	16,1
Member	180 000	155 000	16,1
Group Credit Committee			
Chair	500 000	475 500	5,3
Member	200 000	190 000	5,3
Group Directors' Affairs Committee³			
Chair	196 250	140 000	40,2
Member	78 500	70 000	12,1
Group IT Committee³			
Chair	250 000	180 000	38,9
Member	100 000	90 000	11,1
Group Transformation, Social and Ethics Committee³			
Chair	250 000	180 000	38,9
Member	100 000	90 000	11,1
Group Related-party Transactions Committee^{2,3}			
Chair	75 000	55 000	36,4
Member	30 000	27 500	9,1

¹ The Group Finance and Oversight Committee was discontinued during 2015.

² Fees for the Group Related Party Transactions Committee set at the same level as the previous Group Finance and Oversight Committee increased by 9,1%, with adjustment to chair premium at 2,5 times.

³ Large increases for the chairs of these committees are as a result of the adjustments of the chair's premium to 2,5 times the member fee, aligning to the chair's premium paid for other committees.

The above increases are effective from 1 July 2016, subject to shareholders' approval at the 5 May 2016 AGM.

Directors' interests (audited)

At 31 December 2015 the directors' interests in ordinary shares in Nedbank Group Limited and preference shares in Nedbank Limited were as follows:

	Beneficial direct 2015	Beneficial direct 2014	Beneficial indirect 2015	Beneficial indirect 2014
Number of shares				
David Adomakoh				
Tom Boardman	4 012	4 012	10 988	18 593
Tom Boardman (Nedbank Limited preference shares)				158 000
Mike Brown	140 421	55 049	268 517	334 552
Brian Dames				
Graham Dempster**	17 822	17 822	137 515	137 515
Mustaq Enus-Brey**			2 113	2 113
Ian Gladman				
Paul Hanratty				
Bruce Hemphill				
Reuel Khoza**	7 800	7 800	6 974	6 974
Mpho Makwana				
Mantsika Matooane	2 261	176		
Nomavuso Mnxasana			7 420	11 620
Raisibe Morathi	72 641	20 023	156 916	191 314
Vassi Naidoo			43 575	
Joel Netshitenzhe				
Mfundo Nkuhlu			149 962	
Julian Roberts**				
Gloria Serobe**				
Stanley Subramoney			2 300	
Malcolm Wyman				
Total ordinary shares	244 957	104 882	786 280	702 681
Total preference shares				158 000

No change in the above interests occurred between 31 December 2015 and 1 March 2016.

** Resigned/retired during 2015

SHARE-BASED PAYMENTS TO EXECUTIVE DIRECTORS AND PRESCRIBED OFFICERS (AUDITED)

Payments from previous years' deferred bonuses, LTIs and outstanding share plan awards, including participation in the group's empowerment arrangements:

Executive directors	Opening balance at 1 January 2015				Awards made during 2015				Awards vesting/lapsing during 2015					Dividends	Closing balance as at 31 December 2015		
	Number of restricted shares/options	Date of issue/inception	Issue price (R)	Vesting date	Number of restricted shares/options	Date of issue/inception	Issue price (R)	Final vesting/exercise date	Number of restricted shares/options released	Number of restricted shares/options lapsed	Market price at vesting (R)	Value gained on vesting	Notional value of loss on lapsing ⁽⁵⁾	Total value of dividends paid in respect of all plans ⁽⁷⁾ (R)	Number of restricted shares/options	End of performance period	Final vesting/exercise date
MWT Brown																	
Nedbank Restricted Shares	32 431	2012/03/07	161,88	2015/03/08					12 292	20 139	253,00	3 109 876	(5 095 167)				
	32 431	2012/03/08 ²	161,88	2015/03/09					32 431		253,00	8 205 043					
	28 962	2013/03/07	189,90	2016/03/08										28 962	2015/12/31	2016/03/08	
	28 962	2013/03/08 ²	189,90	2016/03/09										28 962	2015/12/31	2016/03/09	
	62 200	2014/03/06	209,00	2017/03/07										62 200	2016/12/31	2017/03/07	
					50 826	2015/03/12	255,77	2018/03/13						50 826	2017/12/31	2018/03/13	
Compulsory Bonus Share Scheme ¹	15 192	2012/03/31	171,79	2015/04/01	15 192	2015/04/01	239,42	2015/04/01	30 384 ³		239,42	7 274 537					
	16 099	2013/03/31	195,66	2016/04/01										16 099	2015/12/31	2016/04/01	
	16 141	2014/03/31	223,03	2017/04/01										16 141	2016/12/31	2017/04/01	
					16 435	2015/03/31	251,29	2018/04/01						16 435	2017/12/31	2018/04/01	
Voluntary Bonus Share Scheme ⁴	Own Shares	2012/03/31	171,79	2015/04/01	1 746	2015/04/01	239,42	2015/04/01	1 746 ³		239,42	418 027					
	Own Shares	2013/03/31	195,66	2016/04/01													
	Own Shares	2014/03/31	223,03	2017/04/01													
					Own Shares	2015/03/31	251,29	2018/04/01									
Total value of dividends																	2 513 147
Total												19 007 484	(5 095 167)				2 513 147
GW Dempster																	
Nedbank Restricted Shares	27 798	2012/03/07	161,88	2015/03/08					10 536	17 262	253,00	2 665 608	(4 367 286)				
	27 798	2012/03/08 ²	161,88	2015/03/09					27 798		253,00	7 032 894					
	18 430	2013/03/07	189,90	2016/03/08										18 430	2015/12/31	2016/03/08	
	18 430	2013/03/08 ²	189,90	2016/03/09										18 430	2015/12/31	2016/03/09	
	39 472	2014/03/06	209,00	2017/03/07										39 472	2016/12/31	2017/03/07	
					34 210	2015/03/12	255,77	2018/03/13						34 210	2017/12/31	2018/03/13	
Compulsory Bonus Share Scheme ¹	10 477	2012/03/31	171,79	2015/04/01	10 477	2015/04/01	239,42	2015/04/01	20 954 ³		239,42	5 016 807					
	10 426	2013/03/31	195,66	2016/04/01										10 426	2015/12/31	2016/04/01	
	10 626	2014/03/31	223,03	2017/04/01										10 626	2016/12/31	2017/04/01	
					11 152	2015/03/31	251,29	2018/04/01						11 152	2017/12/31	2018/04/01	
Voluntary bonus share scheme ⁴	Own Shares	2012/03/31	171,79	2015/04/01	1 746	2015/04/01	239,42	2015/04/01	1 746 ³		239,42	418 027					
	Own Shares	2013/03/31	195,66	2016/04/01													
	Own Shares	2014/04/01	223,03	2017/04/02													
					Own Shares	2015/03/31	251,29	2018/04/01									
Total value of dividends																	1 854 590
Total												15 133 336	(4 367 286)				1 854 590

SHARE-BASED PAYMENTS TO EXECUTIVE DIRECTORS AND PRESCRIBED OFFICERS (AUDITED)
(continued)

Executive directors	Opening balance at 1 January 2015				Awards made during 2015				Awards vesting/lapsing during 2015				Dividends	Closing balance as at 31 December 2015		
	Number of restricted shares/options	Date of issue/inception	Issue price (R)	Vesting date	Number of restricted shares/options	Date of issue/inception	Issue price (R)	Final vesting/exercise date	Number of restricted shares/options released	Number of restricted shares/options lapsed	Market price at vesting (R)	Value gained on vesting	Notional value of loss on lapsing ⁽⁵⁾	Total value of dividends paid in respect of all plans ⁽⁷⁾ (R)	Number of restricted shares/options	End of performance period
MC Nkulu																
Nedbank Restricted Shares	15 443	2012/03/07	161,88	2015/03/08					5 853	9 590	253,00	1 480 809	(2 426 270)			
	15 443	2012/03/08 ²	161,88	2015/03/09					15 443		253,00	3 907 079				
	19 747	2013/03/07	189,90	2016/03/08										19 747	2015/12/31	2016/03/08
	19 747	2013/03/08 ²	189,90	2016/03/09										19 747	2015/12/31	2016/03/09
	20 335	2014/03/06	209,00	2017/03/07										20 335	2016/12/31	2017/03/07
	20 335	2014/03/07 ²	209,00	2017/03/08										20 335	2016/12/31	2017/03/08
					45 939	2015/03/12	255,77	2018/03/13						45 939	2017/12/31	2018/03/13
Compulsory Bonus Share Scheme ¹	2 556	2013/03/31	195,66	2016/04/01										2 556	2015/12/31	2016/04/01
	8 743	2014/03/31	223,03	2017/04/01										8 743	2016/12/31	2017/04/01
					8 511	2015/03/31	251,29	2018/04/01						8 511	2017/12/31	2018/04/01
Voluntary Bonus Share Scheme ⁴	Own Shares	2013/03/31	195,66	2016/04/01												
	Own Shares	2014/04/01	223,03	2017/04/02												
					Own Shares	2015/03/31	251,29	2018/04/01								
Eyethu Restricted Shares	4 080	2009/03/03	75,74	2015/03/04					4 080		249,95	1 019 796				
Eyethu Restricted Options ⁶	12 240	2009/03/03	75,74	2015/03/04					12 240		249,95	2 132 330				
Total value of dividends													1 756 452			
Total											8 540 014	(2 426 270)	1 756 452			

SHARE-BASED PAYMENTS TO EXECUTIVE DIRECTORS AND PRESCRIBED OFFICERS (AUDITED)
(continued)

Executive directors	Opening balance at 1 January 2015				Awards made during 2015				Awards vesting/lapsing during 2015				Dividends	Closing balance as at 31 December 2015		
	Number of restricted shares/options	Date of issue/inception	Issue price (R)	Vesting date	Number of restricted shares/options	Date of issue/inception	Issue price (R)	Final vesting/exercise date	Number of restricted shares/options released	Number of restricted shares/options lapsed	Market price at vesting (R)	Value gained on vesting	Notional value of loss on lapsing ⁽⁵⁾	Total value of dividends paid in respect of all plans ⁽⁷⁾ (R)	Number of restricted shares/options	End of performance period
RK Morathi																
Nedbank Restricted Shares	13 899	2012/03/07	161,88	2015/03/08					5 268	8 631	253,00	1 332 804	(2 183 643)			
	13 899	2012/03/08 ²	161,88	2015/03/09				13 899			253,00	3 516 447				
	15 797	2013/03/07	189,90	2016/03/08										15 797	2015/12/31	2016/03/08
	15 797	2013/03/08 ²	189,90	2016/03/09										15 797	2015/12/31	2016/03/09
	33 492	2014/03/06	209,00	2017/03/07										33 492	2016/12/31	2017/03/07
					27 368	2015/03/12	255,77	2018/03/13						27 368	2017/12/31	2018/03/13
Compulsory Bonus Share Scheme ¹	6 636	2012/03/31	171,79	2015/04/01	6 636	2015/04/01	239,42	2015/04/01	13 272 ³		239,42	3 177 582				
	7 666	2013/03/31	195,66	2016/04/01										7 666	2015/12/31	2016/04/01
	7 936	2014/03/31	223,03	2017/04/01										7 936	2016/12/31	2017/04/01
					7 924	2015/03/31	251,29	2018/04/01						7 924	2017/12/31	2018/04/01
Voluntary Bonus Share Scheme ⁴	Own Shares	2012/03/31	171,79	2015/04/01	1 746	2015/04/01	239,42	2015/04/01	1 746 ³		239,42	418 027				
	Own Shares	2013/03/31	195,66	2016/04/01												
	Own Shares	2014/04/01	223,03	2017/04/02												
					Own Shares	2015/03/31	251,29	2018/04/01								
Eyethu Restricted Shares	6 600	2010/03/03	121,08	2015/03/04					6 600		249,95	1 649 670				
	6 800	2010/03/03	121,08	2016/03/04										6 800		2016/03/04
Eyethu Restricted Options ⁵	19 800	2010/03/03	121,08	2015/03/04					19 800		249,95	2 551 626				
	20 400	2010/03/03	121,08	2016/03/04										20 400		2016/03/04
Total value of dividends													1 458 368			
Total											12 646 157	(2 183 643)	1 458 368			

SHARE-BASED PAYMENTS TO EXECUTIVE DIRECTORS AND PRESCRIBED OFFICERS (AUDITED)
(continued)

	Opening balance at 1 January 2015				Awards made during 2015				Awards vesting/lapsing during 2015				Dividends	Closing balance as at 31 December 2015					
	Number of restricted shares/options	Date of issue/inception	Issue price (R)	Vesting date	Number of restricted shares/options	Date of issue/inception	Issue price (R)	Final vesting/exercise date	Number of restricted shares/options released	Number of restricted shares/options lapsed	Market price at vesting (R)	Value gained on vesting	Notional value of loss on lapsing ⁽⁵⁾	Total value of dividends paid in respect of all plans ⁽⁷⁾ (R)	Number of restricted shares/options	End of performance period	Final vesting/exercise date		
Prescribed officers																			
P Wessels																			
Nedbank Restricted																			
Shares	15 443	2012/03/07	161,88	2015/03/08					5 853	9 590	253,00	1 480 809	(2 426 270)						
	15 443	2012/03/08 ²	161,88	2015/03/09					15 443		253,00	3 907 079							
	14 481	2013/03/07	189,90	2016/03/08										14 481	2015/12/31	2016/03/08			
	14 481	2013/03/08 ²	189,90	2016/03/09										14 481	2015/12/31	2016/03/09			
	16 746	2014/03/06	209,00	2017/03/07										16 746	2016/12/31	2017/03/07			
	16 746	2014/03/07 ²	209,00	2017/03/07										16 746	2016/12/31	2017/03/07			
	10 898	2014/11/12	229,39	2017/11/12										10 898	2016/12/31	2017/11/12			
	10 898	2014/11/13 ²	229,39	2017/11/13										10 898	2016/12/31	2017/11/13			
					12 902	2015/03/12	255,77	2018/03/13						12 902	2017/12/31	2018/03/13			
					8 601	2015/03/13 ²	255,77	2018/03/14						8 601	2017/12/31	2018/03/14			
Compulsory Bonus																			
Share Scheme ¹	6 810	2012/03/31	171,79	2015/04/01	6 810	2015/04/01	239,42	2015/04/01	13 620 ³		239,42	3 260 900							
	7 666	2013/03/31	195,66	2016/04/01										7 666	2015/12/31	2016/04/01			
	7 936	2014/03/31	223,03	2017/04/01										7 936	2016/12/31	2017/04/01			
					8 217	2015/03/31	251,29	2018/04/01						8 217	2017/12/31	2018/04/01			
Voluntary Bonus Share																			
Scheme ⁴	Own Shares	2012/03/31	171,79	2015/04/01	1 746	2015/04/01	239,42	2015/04/01	1 746 ³		239,42	418 027							
	Own Shares	2013/03/31	195,66	2016/04/01															
	Own Shares	2014/04/01	223,03	2017/04/02															
					Own Shares	2015/03/31	251,29	2018/04/01											
Total value of dividends													1 591 413						
Total													10 634 340	(2 426 270)	1 591 413				
Executive directors																			
B Kennedy																			
Nedbank Restricted																			
Shares	18 532	2012/03/07	161,88	2015/03/08					7 024	11 508	253,00	1 777 072	(2 911 524)						
	18 532	2012/03/08 ²	161,88	2015/03/09					18 532		253,00	4 688 596							
	15 797	2013/03/07	189,90	2016/03/08										15 797	2015/12/31	2016/03/08			
	15 797	2013/03/08 ²	189,90	2016/03/09										15 797	2015/12/31	2016/03/09			
	16 746	2014/03/06	209,00	2017/03/07										16 746	2016/12/31	2017/03/07			
	16 746	2014/03/07 ²	209,00	2017/03/08										16 746	2016/12/31	2017/03/08			
					22 285	2015/03/12	255,77	2018/03/13						22 285	2017/12/31	2018/03/13			
					14 857	2015/03/13 ²	255,77	2018/03/14						14 857	2017/12/31	2018/03/14			
Compulsory Bonus																			
Share Scheme ¹	6 548	2012/03/31	171,79	2015/04/01	6 548	2015/04/01	239,42	2015/04/01	13 096 ³		239,42	3 135 444							
	15 026	2013/03/31	195,66	2016/04/01										15 026	2015/12/31	2016/04/01			
	16 141	2014/03/31	223,03	2017/04/01										16 141	2016/12/31	2017/04/01			
					17 609	2015/03/31	251,29	2018/04/01						17 609	2017/12/31	2018/04/01			
Voluntary Bonus Share																			
Scheme ⁴	Own Shares	2012/03/31	171,79	2015/04/01	1 746	2015/04/01	239,42	2015/04/01	1 746 ³		239,42	418 027							
	Own Shares	2013/03/31	195,66	2016/04/01															
	Own Shares	2014/04/01	223,03	2017/04/02															
					Own Shares	2015/03/31	251,29	2018/04/01											
Total value of dividends													1 705 787						
Total													10 019 140	(2 911 524)	1 705 787				

SHARE-BASED PAYMENTS TO EXECUTIVE DIRECTORS AND PRESCRIBED OFFICERS (AUDITED)
(continued)

Executive directors	Opening balance at 1 January 2015				Awards made during 2015				Awards vesting/lapsing during 2015				Dividends	Closing balance as at 31 December 2015			
	Number of restricted shares/options	Date of issue/inception	Issue price (R)	Vesting date	Number of restricted shares/options	Date of issue/inception	Issue price (R)	Final vesting/exercise date	Number of restricted shares/options released	Number of restricted shares/options lapsed	Market price at vesting (R)	Value gained on vesting	Notional value of loss on lapsing ⁽⁵⁾	Total value of dividends paid in respect of all plans ⁽⁷⁾ (R)	Number of restricted shares/options	End of performance period	Final vesting/exercise date
D Macready																	
Nedbank Restricted Shares	15 443	2012/03/07	161,88	2015/03/08					5 853	9 590	253,00	1 480 809	(2 426 270)				
	15 443	2012/03/08 ²	161,88	2015/03/09					15 443		253,00	3 907 079					
	15 797	2013/03/07	189,90	2016/03/08										15 797	2015/12/31	2016/03/08	
	15 797	2013/03/08 ²	189,90	2016/03/09										15 797	2015/12/31	2016/03/09	
	16 148	2014/03/06	209,00	2017/03/07										16 148	2016/12/31	2017/03/07	
	16 148	2014/03/07 ²	209,00	2017/03/08										16 148	2016/12/31	2017/03/08	
					15 248	2015/03/12	255,77	2018/03/13		15 248	256,78		(3 915 381)			2017/12/31	2018/03/13
					10 165	2015/03/13 ²	255,77	2018/03/14		10 165	256,78		(2 610 169)			2017/12/31	2018/03/14
Compulsory Bonus Share Scheme ¹	6 548	2012/03/31	171,79	2015/04/01	6 548	2015/04/01	239,42	2015/04/01	13 096 ³		239,42	3 135 444					
	6 899	2013/03/31	195,66	2016/04/01										6 899	2015/12/31	2016/04/01	
	8 070	2014/03/31	223,03	2017/04/01										8 070	2016/12/31	2017/04/01	
					7 630	2015/03/31	251,29	2018/04/01						7 630	2017/12/31	2018/04/01	
Voluntary Bonus Share Scheme ⁴	Own Shares	2013/03/31	195,66	2016/04/01													
	Own Shares	2014/04/01	223,03	2017/04/02													
					Own Shares	2015/03/31	251,29	2018/04/01									
Total value of dividends																	1 137 242
Total												7 895 072	(8 951 820)				1 137 242

SHARE-BASED PAYMENTS TO EXECUTIVE DIRECTORS AND PRESCRIBED OFFICERS (AUDITED)
(continued)

Executive directors	Opening balance at 1 January 2015				Awards made during 2015				Awards vesting/lapsing during 2015				Dividends	Closing balance as at 31 December 2015		
	Number of restricted shares/options	Date of issue/inception	Issue price (R)	Vesting date	Number of restricted shares/options	Date of issue/inception	Issue price (R)	Final vesting/exercise date	Number of restricted shares/options released	Number of restricted shares/options lapsed	Market price at vesting (R)	Value gained on vesting	Notional value of loss on lapsing ⁽⁵⁾	Total value of dividends paid in respect of all plans ⁽⁷⁾ (R)	Number of restricted shares/options	End of performance period
I Ruggiero																
Nedbank Restricted Shares	3 088	2012/03/07	161,88	2015/03/08					1 171	1 917	253,00	296 263	(485 001)			
	3 088	2012/03/08 ²	161,88	2015/03/09					3 088		253,00	781 264				
	3 949	2013/03/07	189,90	2016/03/08										3 949	2015/12/31	2016/03/08
	3 949	2013/03/08 ²	189,90	2016/03/09										3 949	2015/12/31	2016/03/09
	4 186	2014/03/06	209,00	2017/03/07										4 186	2016/12/31	2017/03/07
	4 186	2014/03/07 ²	209,00	2017/03/08										4 186	2016/12/31	2017/03/08
					4 457	2015/03/12	255,77	2018/03/13						4 457	2017/12/31	2018/03/13
					2 971	2015/03/13 ³	255,77	2018/03/14						2 971	2017/12/31	2018/03/14
					7 959 ⁸	2015/08/12	263,84	2018/08/13						7 959	2017/12/31	2018/08/13
					5 306 ⁸	2015/08/13 ²	263,84	2018/08/14						5 306	2017/12/31	2018/08/14
Compulsory Bonus Share Scheme ¹	1 947	2012/03/31	171,79	2015/04/01	1 947	2015/04/01	239,42	2015/04/01	3 894 ³		239,42	932 301				
	2 299	2013/03/31	195,66	2016/04/01										2 299	2015/12/31	2016/04/01
	3 093	2014/03/31	223,03	2017/04/01										3 093	2016/12/31	2017/04/01
					3 110	2015/03/31	251,29	2018/04/01						3 110	2017/12/31	2018/04/01
Voluntary Bonus Share Scheme ⁴	Own Shares	2013/03/31	195,66	2016/04/01												
	Own Shares	2014/04/01	223,03	2017/04/02												
					Own Shares	2015/03/31	251,29	2018/04/01								
Total value of dividends													239 611			
Total											7 895 072	(485 001)	239 611			

¹ Matching on the Compulsory Bonus Share Scheme occurs only on shares in the scheme as at the vesting date. If corporate performance targets are met 100% matching occurs, otherwise a 50% matching occurs.

² Restricted share awards with time-based vesting only.

³ Match occurred at one share for each in the Compulsory Bonus Share Scheme and Voluntary Bonus Share Scheme as at the vesting date.

⁴ For the Voluntary Bonus Scheme employees invest their own Nedbank Shares into the scheme. After three years, if the corporate targets are met a 100% matching occurs, otherwise a 50% matching occurs.

⁵ Value determined based on number of shares lapsing multiplied by the market share price on scheduling vesting date.

⁶ Eyethu Restricted Options have a lifespan of seven years from the date of issue.

⁷ Plans excludes Voluntary Bonus Share Scheme which are own shares.

⁸ Iolanda Ruggiero's awards include an on-appointment award pursuant to her appointment as Managing Executive: Nedbank Wealth.