

Nedbank Group Limited Guide to vote and participate in the Annual General Meeting (AGM)

https://nedbankagm.jseinvestorservices.co.za/

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1. Overview

This platform is available to all Nedbank Group Limited's eligible Certificated Shareholders and Shareholders who hold their shares through the Issuer-sponsored nominees.

If you are unable to attend the Virtual Annual General Meeting (AGM), you may, through the online facility, prior to the commencement of the meeting, vote on the resolutions set out in the Notice of AGM by:

- completing and returning the Form of Proxy at the back of the Circular or Voting Instruction Form as applicable and returning same by no later than 08:30 (SAST) on Tuesday, 27 May 2025 for administrative purposes; or
- appointing a proxy to attend in your stead; or
- casting your votes electronically by visiting <u>https://nedbankagm.jseinvestorservices.co.za/</u>

Details on how to cast your votes electronically prior to the meeting are provided below.

• Shareholders vote electronically by visiting <u>https://nedbankagm.jseinvestorservices.co.za/</u>. Details on how to access the online facility and vote at the Online AGM are provided overleaf.

If you have any queries concerning the voting process or have not received your **Shareholder Reference Number** or **Password**, please contact Nedbank Group Limited's Transfer Secretary, JSE Investor Services Proprietary Limited, on 086 140 0110 or +27 11 029 0251 between 8:00 and 16:30 or send an email to investorenquiries@jseinvestorservices.co.za

Forms of proxy can also be delivered by email to JSE Investor Services using email address <u>shareholderenquiries@jseinvestorservices.co.za</u> no later than 08:30 (SAST) on Tuesday, 27 May 2025 for administration purposes.

2. Login to the Voting Platform

a) URL details for the Voting Platform

The URL address to access the Voting platform is: <u>https://nedbankagm.jseinvestorservices.co.za/</u>

The login screen is shown below:





Nedbank Group Limited 2025 Annual General Meeting ("AGM")

Please enter your Shareholder Reference Number together with your password:			
Shareholder Reference Number:			
Password:		i.	
	Proceed >>		

3.Log in Credentials

The login credentials are your **Shareholder Reference Number** and your **Password** that was sent to you by Nedbank's Transfer Secretary.



NEDBANK GROUP LIMITED: 2024 Integrated Report and notice of annual general meeting

Dear Nedbank Group Limited Shareholder

The Nedbank Group Limited Integrated Report for 2024 and the notice of the annual general meeting (AGM) are now available:

2024 Nedbank Group Integrated Report - click here to see our integrated reporting suite.

Notice of AGM - see the attachment or click here to see it on our website.

The AGM will be held on Friday, 30 May 2025, and can be attended in person or online.

You may submit your proxy or voting instruction by completing and returning the attached form in accordance with the instructions as set out on the form, or online at <u>https://nedbankagm.jseinvestorservices.co.za</u>. To log in, use the following shareholder reference number and password:

Shareholder reference number: ****

Password: ****

4. Error Logging in

If you make an error logging into the platform, the platform will inform you that you should input the correct login credentials (see below).



5. Entering Your Login Credentials

Insert your 10-digit Shareholder Reference Number beginning with the number '15' and unique Password (see below). If you have not received your **Shareholder Reference Number** or **Password**, please contact Nedbank Group Limited's Transfer Secretary, JSE Investor Services Proprietary Limited, on 086 140 0110 or +27 11 029 0251 between 8:00 and 16:30 or send an email to <u>investorenquiries@jseinvestorservices.co.za</u>

			NEDBANK GROUP	
Nedbank Group Limited 2025 Annual General Meeting ("AGM")				
Please enter your Shareholder Reference Number together with your password:				
Shareholder Reference Number:	150000000			
Password:	8Dc544V2	- i		
	Proceed >>			

Click on the "Proceed" button to login to the Voting Platform (see below).

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Once logged in, you will land on the Intro Screen and see a summary of your information. Once you have verified that the information is correct, you can click "**Next**" on the bottom on the screen to continue to the next page.

6. Review of 2024 Integrated Report, Notice of AGM and Guidance Notes

You will now be able to view important information relating to the AGM. You can also click on the URL's provided to access the **2024 Nedbank Group Integrated** Report or **Notice of AGM**.



7. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity must be attached to this form, unless previously recorded by the company's transfer secretaries or waived by the chairperson of the AGM. Examples of satisfactory identification include a valid identity card or document, driving licence or passport.
8. Any alterations or corrections to this form of proxy must be initialled by the signatory or signatories.
9. The completion and lodging of this form of proxy will not preclude the relevant holder from attending the AGM and speaking and voting at the meeting to the exclusion of any proxy appointed in terms hereof, should the holder wish to do so, in which case this proxy will be suspended accordingly.
10. For a proxy or proxies to exercise any voting rights of a holder at the AGM, it is requested that forms of proxy be lodged electronically at https://hedbankagm.jseinvestorservices.co.za, delivered or posted to the transfer secretaries in SA, namely JSE Investor Services Proprietary Limited, One Exchange Square, Gwen Lane, Sandown, Sandton, (PO Box 10462, Johannesburg, 2000), or in Namibia, namely Transfer Secretaries Proprietary Limited, A Robert Mugabe Avenue, Windhoek, Namibia (PO Box 2401, Windhoek, Namibia) to be received to later than 803 (SAST) on Tuesdary 27 May 2025. Forms of proxy can be delivered to the company at the location for the AGM to alter than 08.30 (SAST) on Friday. 30 May 2025. Forms of proxy can also be delivered by email to JSE Investor Services (shareholderenquiries@jseinvestorservices.co.za) no later than 08.30 (SAST) on Friday. 30 May 2025. subject to the proxy instructions meeting all other criteria.
 This form of proxy may be completed by: 11.1 those holders who are holding Nedbank Group ordinary shares in the form of certificates; or 11.2 those holders who are corcorded in the subregister as holding Nedbank Group ordinary shares in dematerialised electronic form in their own name; or 11.2 those holders who are not shareholders but who are entitled to exercise any voting rights (irrespective of the form, title or nature of the securities to which those voting rights are attached) at the record date of this AGM.
12. Holders of Nedbank Group ordinary shares (whether in the form of certificates or dematerialised) through a nominee should timeously make the necessary arrangements with that nominee or participant or broker on how they wish their votes to be cast on their behalf at the AGM. As far as holdings in a participant are concerned, these will be guided by the terms of the agreement entered into between shareholders and their participant or broker.
13. Holders of dematerialised Nedbank Group ordinary shares through the issuer-sponsored nominees, which are National Bank of Malawi Nominees Limited, Corpserve Nominees Private Limited or Pacific Custodians Nominees (RF) Proprietary Limited, should timeously make the necessary arrangements with that nominee to give the nominee the necessary authority to attend and vote at the AGM, or they should instruct their nominee on how they wish their votes to be cast on their behalf by completing the voting instruction form they have received and returning it to their nominee or by lodging their voting instruction electronically at https://nedbankagm.jseinvestorservices.co.za to be received no later than 08:30 (SAST) on Tuesday, 27 May 2025.
14. Shareholders attending the AGM on Friday, 30 May 2025, in person, online or telephonically will have the opportunity to put questions to the directors and management.
15. If this form of proxy has been delivered in accordance with paragraph 10, and as long as that appointment remains in effect, any notice that is required by the Companies Act or the company's memorandum of incorporation to be delivered by the company to a holder must be delivered by the company to the holder, or to a holder's proxy or proxies if the holder has directed the company to do so in writing and has paid any reasonable fees charged by the company for doing so.
16. Except if a holder provides in this form of proxy that a proxy appointment is irrevocable, a holder may revoke the proxy appointment by: 16.1 cancelling it in writing, or making a later inconsistent appointment of a proxy or proxies; and 16.2 delivering a copy of the revocation instrument to the proxy or proxies and to the Group Company Secretary by emailing jacklek@nedbank.co.za, to be received before the replacement proxy or proxies exercise any rights of the holder at the AGM of the company or any adjournment thereof.
17. The revocation of a proxy appointment constitutes a complete and final cancellation of the authority of the proxy or proxies to act on behalf of the holder as of the later of: 17.1 the date stated in the revocation instrument, if any; and 17.2 the date on which the revocation instrument was delivered, as required in paragraph 15 above.
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Click on the **Next** button to continue and you will be taken to the **Votes** page where you will be able to vote on the resolutions available for the AGM.

7. Submission of your Voting Instructions

The options are to vote **For**, **Against**, or to **Abstain**. To select your voting choice(s), click on the round button that is unticked against the relevant resolution(s).

NB: You must make a single choice against each resolution.

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Please note that there are 38 resolutions that are being voted upon.

My voting instructions are:		
Ordinary Resolutions		
Ordinary resolution 1 – Election of director of the company appointed during the year		
Ordinary Resolution 1.1 – Election of Dr MA Hermanus	○ For ○ Against ○ Abstain	
Ordinary resolutions 2.1 to 2.4 – Re-election of directors retiring by rotation		
Ordinary Resolution 2.1 – Re-election of Mr HR Brody, who is retiring by rotation, as a director	○ For ○ Against ○ Abstain	
Ordinary Resolution 2.2 - Re-election of Ms P Langeni, who is retiring by rotation, as a director	○ For ○ Against ○ Abstain	
Ordinary Resolution 2.3 - Re-election of Mr RAG Leith, who is retiring by rotation, as a director	○ For ○ Against ○ Abstain	
Ordinary Resolution 2.4 - Re-election of Mr S Subramoney, who is retiring by rotation, as a director	○ For ○ Against ○ Abstain	
Ordinary resolutions 3.1 and 3.2 – Reappointment of external auditors		
Ordinary Resolution 3.1 – Reappointment of Ernst & Young Inc as external auditor	○ For ○ Against ○ Abstain	
Ordinary Resolution 3.2 – Reappointment of KPMG Inc as external auditor	^O For ^O Against ^O Abstain	
Ordinary resolutions 4.1 to 4.4 – Election of the Nedbank Group Transformation, Social and Ethics Committee members		
Ordinary Resolution 4.1 - Election of Ms L Makalima as a member of the Nedbank Group Transformation, Social and Ethics Committee	○ For ○ Against ○ Abstain	
Ordinary Resolution 4.2 - Election of Dr MA Hermanus as a member of the Nedbank Group Transformation, Social and Ethics Committee	○ For ○ Against ○ Abstain	

Ordinary Resolution 4.3 - Election of Mr JP Quinn as a member of the Nedbank Group Transformation, Social and Ethics Committee	● For ^O Against ^O Abstain
Ordinary Resolution 4.4 – Election of Mr S Subramoney as a member of the Nedbank Group Transformation, Social and Ethics Committee	● For ^O Against ^O Abstain
Ordinary resolutions 5.1 to 5.6 – Election of the Nedbank Group Audit Committee members	
Ordinary Resolution 5.1 – Election of Mr S Subramoney as a member of the Nedbank Group Audit Committee	For ^O Against ^O Abstain
Ordinary Resolution 5.2 – Election of Mr HR Brody as a member of the Nedbank Group Audit Committee	● For ^O Against ^O Abstain
Ordinary Resolution 5.3 – Election of Mrs NP Dongwana as a member of the Nedbank Group Audit Committee	● For ^O Against ^O Abstain
Ordinary Resolution 5.4 – Election of Mr EM Kruger as a member of the Nedbank Group Audit Committee	● For ^O Against ^O Abstain
Ordinary Resolution 5.5 – Election of Ms P Langeni as a member of the Nedbank Group Audit Committee	● For ○ Against ○ Abstain
Ordinary Resolution 5.6 – Election of Dr TM Nombembe as a member of the Nedbank Group Audit Committee	● For ^O Against ^O Abstain
Ordinary Resolution 6 – Placing the authorised but unissued ordinary shares under the control of the directors	● For ^O Against ^O Abstain
Ordinary Resolution 7 – Placing the authorised but unissued A non-redeemable, non-cumulative, non-participating, perpetual preference shares under the control of the directors	● For ^O Against ^O Abstain
Ordinary Resolution 8 – Placing authorised but unissued cumulative redeemable non-participating preference shares under the control of the directors	● For ^O Against ^O Abstain
Advisory Endorsement	
Endorsements of the Remuneration Policy and the Implementation Report	
Non-Binding Resolution 9.1 – Advisory endorsement on a non-binding basis of the Nedbank Group Remuneration Policy	● For ○ Against ○ Abstain
Non-Binding Resolution 9.2 – Advisory endorsement on a non-binding basis of the Nedbank Group Remuneration Implementation Report	● For ○ Against ○ Abstain
Special Resolutions	
Board Fees	
Special resolutions 1.1 to 1.12 – Remuneration of the non-executive directors	
Special Resolution 1.1 – Group Chairperson (all-inclusive fee)	For ^O Against ^O Abstain
Special Resolution 1.2 - Lead Independent Director (additional 40%)	● For ^O Against ^O Abstain
Special Resolution 1.3 – Nedbank Group board member	● For ^O Against ^O Abstain
Committee members' fees	
Special Resolution 1.4 – Nedbank Group Audit Committee	● For ^O Against ^O Abstain
Special Resolution 1.5 – Nedbank Group Credit Committee	● For ^O Against ^O Abstain
Special Resolution 1.6 – Nedbank Group Directors' Affairs Committee	● For ^O Against ^O Abstain
Special Resolution 1.7 – Nedbank Group Information Technology Committee	● For ^O Against ^O Abstain
Special Resolution 1.8 – Nedbank Group Remuneration Committee	● For ^O Against ^O Abstain
Special Resolution 1.9 – Nedbank Group Risk and Capital Management Committee	● For ^O Against ^O Abstain
Special Resolution 1.10 – Nedbank Group Transformation, Social and Ethics Committee	● For ^O Against ^O Abstain
Special Resolution 1.11 – Nedbank Group Sustainability and Climate Resilience Committee	● For ^O Against ^O Abstain
Special Resolution 1.12 – Ad hoc meeting fee	For ^O Against ^O Abstain
Special resolutions 2.1 to 2.3 – Remuneration of non-executive directors appointed as Acting Group Chairperson, Acting Lead Independent Director or Acting Committee C	hairperson
Special Resolution 2.1 – Acting Group Chairperson	● For ^O Against ^O Abstain
Special Resolution 2.2 – Acting Lead Independent Director	For ^O Against ^O Abstain
Special Resolution 2.3 – Acting Board Committee Chairperson	● For ^O Against ^O Abstain
Ordinary resolution	
- Special Resolution 3 – General authority to repurchase ordinary shares	® For O Anainst O Abstain
Snecial Resolution 4 - General authority to provide financial assistance to related and interrelated companies	Enr O Anainet O Abetain
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Click on the **Next** button once you are happy with your voting choices. You will then be directed to view a summary of voting choices that you have chosen.

8. Summary and Submission of your Instructions

A summary of your voting instructions will be displayed. In addition, you have the option to enter your email address to receive a confirmation of the submitted voting instructions via email.

My voting instructions are:

Ordinary Resolutions

Ordinary resolution 1 – Election of director of the company appointed during the year		
Ordinary Resolution 1.1 – Election of Dr MA Hermanus	● For ○ Against ○ Abstain	
Ordinary resolutions 2.1 to 2.4 – Re-election of directors retiring by rotation		
Ordinary Resolution 2.1 – Re-election of Mr HR Brody, who is retiring by rotation, as a director	● For ^O Against ^O Abstain	
Ordinary Resolution 2.2 - Re-election of Ms P Langeni, who is retiring by rotation, as a director	® For ^O Against ^O Abstain	
Ordinary Resolution 2.3 - Re-election of Mr RAG Leith, who is retiring by rotation, as a director	® For [○] Against [○] Abstain	
Ordinary Resolution 2.4 – Re-election of Mr S Subramoney, who is retiring by rotation, as a director	● For ^O Against ^O Abstain	
Ordinary resolutions 3.1 and 3.2 - Reappointment of external auditors		
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Ordinary Resolution 6 - Placing the authorised but unissued ordinary shares under the control of the directors	○ For ○ Against ○ Abstain	
Ordinary Resolution 7 – Placing the authorised but unissued A non-redeemable, non-cumulative, non-participating, perpetual preference shares under the control of the directors	○ For ○ Against ○ Abstain	
Ordinary Resolution 8 – Placing authorised but unissued cumulative redeemable non-participating preference shares under the control of the directors	○ For ○ Against ○ Abstain	

Advisory Endorsement

Endorsements of the Remuneration Policy and the Remuneration Implementation Report		
Non-Binding Resolution 9.1 – Advisory endorsement on a non-binding basis of the Nedbank Group Remuneration Policy	○ For ○ Against ○ Abstain	
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Committee members' fees		
Special Resolution 1.4 – Nedbank Group Audit Committee	○ For ○ Against ○ Abstain	
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Special resolutions 2.1 to 2.3 – Remuneration of non-executive directors appointed as Acting Group Chairperson, Acting Lead Independent Director or Acting Committee Chairperson		
Special Resolution 2.1 – Acting Group Chairperson	○ For ○ Against ○ Abstain	
Special Resolution 2.2 – Acting Lead Independent Director	○ For ○ Against ○ Abstain	
Special Resolution 2.3 – Acling Board Committee Chairperson	○ For ○ Against ○ Abstain	
Special Resolution 3 – General authority to repurchase ordinary shares	○ For ○ Against ○ Abstain	
Special Resolution 4 – General authority to provide financial assistance to related and interrelated companies	○ For ○ Against ○ Abstain	

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Click on the **Submit Votes** button once you are happy with your voting choices. The platform will then acknowledge your vote with the messages shown below.

