



PUBLIC ANNOUNCEMENT

NOTICE OF INTENTION BY NEDBANK GROUP LIMITED TO ACQUIRE C. 66% OF THE ISSUED SHARE CAPITAL OF NCBA GROUP PLC (PROPOSED TRANSACTION)

1. INTRODUCTION

Pursuant to Regulation 4(1) of the Capital Markets (Take-Overs and Mergers) Regulations, 2002 (the **Take-over Regulations**), we, Nedbank Group Limited (**Nedbank** or the **Proposed Offeror**), hereby announce that, on 21 January 2026, we served a notice on NCBA Group PLC (**NCBA**), the Capital Markets Authority (the **CMA**), the Nairobi Securities Exchange (the **NSE**) and the Competition Authority of Kenya (the **CAK**) of our intention to acquire c. 66% of the ordinary shares in NCBA (**NCBA Shares**) from its existing shareholders (the **NCBA Shareholders**) on a *pro rata* basis (the **Offer**).

2. THE OFFER

- 2.1 The Offer is intended to be structured as a partial *pro rata* offer to acquire approximately 1,087,362,891 NCBA Shares (par value of KES 5 each), comprising 66% of the total number of issued NCBA Shares from all NCBA Shareholders (the **Offer Shares**), such that each NCBA Shareholder is entitled to tender up to 66% of its holding, with the opportunity to tender excess shares subject to scaling/allocation mechanics to be set out in the Offer document.
- 2.2 The consideration payable per 100 NCBA Shares under the Offer (which will be adjusted on a *pro rata* basis as required) will comprise, as to 80% thereof, 4.02994 Nedbank ordinary shares and, as to 20% thereof, a cash amount of KES 2100.00 (the **Cash Portion**), according to the terms and subject to the conditions to be set out in the Offer document. The Nedbank ordinary shares (**Nedbank Shares**) to be issued as part of the Offer shall be issued at a price of ZAR 250.00 per Nedbank Share and by applying the KES/ZAR spot exchange rate of 7.7143 as at the close of business in South Africa on 18 December 2025. In accordance with the Listings Requirements of the JSE Limited (**JSE**), any fractional entitlements will be rounded down to the nearest whole number, and the value of the fraction will be added to and settled as part of the Cash Portion.
- 2.3 All NCBA Shareholders who accept the Offer will receive the portion of the consideration payable under the Offer other than the Cash Portion in the form of Nedbank Shares, except in the following cases:
- 2.3.1 NCBA Shareholders who are institutional shareholders and have accepted the Offer but due to applicable laws or regulations in Kenya binding on them cannot invest offshore and would therefore be restricted from taking up JSE listed shares, shall be paid their full consideration in cash, subject to such inability being confirmed to Nedbank's satisfaction and the estimated aggregate quantum of NCBA Shares expected to be affected being acceptable to Nedbank; and
- 2.3.2 NCBA Shareholders who have accepted the Offer and would receive less than 200 Nedbank Shares, shall be paid their full consideration in cash, and for this purpose the amount payable per 100 NCBA Shares (which will be adjusted on a *pro rata* basis as required) shall be deemed to be KES 10,500.00.
- 2.4 The Offer will include a dividend parity mechanism to ensure that, in addition to receiving the Offer consideration, an accepting NCBA Shareholder receives the economic benefit of either an NCBA dividend or a Nedbank dividend relating to the same financial period, but not both, with the detailed adjustment mechanics to be set out in the Offer document.
- 2.5 The Offer Shares will be acquired free from all liens, charges, encumbrances and other interests and together with all current and future rights attaching thereto including, save as provided in paragraph 2.4, the right to receive all dividends and other distributions hereafter declared, made or paid after the completion of the Offer.
- 2.6 The acquisition of the Offer Shares under the Offer will result in Nedbank acquiring effective control of NCBA. After completion of the Offer, the shareholders of NCBA will be Nedbank (66%) with the remainder being held by public investors on the NSE (34%). There may be an alternative scenario where such shareholding by Nedbank in NCBA may increase but shall not exceed its targeted shareholding of 66% by more than 5% as set out in paragraph 8.2 below.
- 2.7 The Offer shall be governed by the laws of Kenya.
3. **RATIONALE FOR THE OFFER**
- 3.1 Nedbank has identified East Africa as a region of significant strategic importance, underpinned by strong macroeconomic fundamentals; the size of its economy; a large and growing population; attractive growth prospects; and the primary trade corridor that links Africa with the Middle East, India and Asia, all supported by a robust regulatory environment and relatively stable operating environment. By partnering with NCBA, a top tier-1 Kenyan bank with a growing presence in Rwanda, Tanzania and Uganda and a unique digital approach to Ghana and Ivory Coast, Nedbank is executing on its communicated strategy to diversify and grow its presence on the broader African continent, with a clear focus on the SADC and East Africa regions.
- 3.2 NCBA is one of East Africa's most prominent financial institutions, operating across Kenya, Uganda, Tanzania, Rwanda, Ivory Coast and Ghana. With 122 branches and serving over 60 million customers, NCBA has an established reputation for innovation, advanced digital banking services, excellence in asset finance, investment banking expertise and a strong regional presence. NCBA currently manages KES 665 billion (c. ZAR 84.4bn¹) in assets, disburses more than KES 1 trillion (c. ZAR 126.9bn¹) in digital loans annually, and has delivered an average return on equity of approximately 19% since 2021.
- 3.3 The Proposed Transaction brings together two organisations with highly complementary strengths. NCBA's strong brand, regional network, digital capabilities and deep customer reach align naturally with Nedbank's established Corporate and Investment Banking expertise, cross-border structuring capabilities, and strong balance sheet. The combination positions NCBA as the cornerstone investment vehicle for Nedbank's East African expansion while allowing it to retain its independent governance structures, local leadership, brand identity, and NSE listing. As Nedbank currently operates only a representative office in the region, no in-country operational integration is required.
- 3.4 The Proposed Transaction offers Nedbank the opportunity to participate in NCBA's growth trajectory and attractive shareholder returns, while enhancing NCBA's access to capital and long-term sustainability. Access to an increased resource base will reinforce NCBA's existing infrastructure and support the scaling of operations within Kenya and the broader East African region to continue its growth trajectory.

4. THE OFFEROR

- 4.1 Nedbank Group Limited is a public company incorporated in the Republic of South Africa with registration number 1966/010630/06 and having its registered office at Nedbank 135 Rivonia Campus, 135 Rivonia Road, Sandown, Sandton, Gauteng, 2196, South Africa.
- 4.2 Nedbank is headquartered in South Africa with a primary listing on the JSE and a dual listing on the Namibia Securities Exchange and has a Representative Office in Nairobi, Kenya licensed by the Central Bank of Kenya.
- 4.3 The following are parties related to the Proposed Offeror:

Name	Country of Incorporation	Nedbank Percentage Shareholding	Principal Activities
Nedbank Limited	South Africa	100%	Registered bank
NedEurope Limited	Isle of Man	100%	Investment company
N.B.S.A. Limited	United Kingdom	100%	Property
Nedbank Zimbabwe Limited	Zimbabwe	74.52%	Registered bank
Nedbank Namibia Limited	Namibia	100%	Registered bank
NedNamibia Life Assurance Company Limited	Namibia	100%	Insurance
Nedgroup International Holdings Limited	Isle of Man	100%	Investment holding company
Nedbank Private Wealth (IoM) Limited	Isle of Man	100%	Banking and investment
Nedbank Moçambique, SA	Mozambique	87.53%	Registered bank
Nedbank (Lesotho) Limited	Lesotho	100%	Registered bank
Nedbank Eswatini Limited	Eswatini	65.08%	Registered bank
Nedgroup Private Wealth Stockbrokers Pty Ltd	South Africa	100%	Registered stockbroker
Nedgroup Securities Pty Ltd	South Africa	100%	Investment
Eqstra Investment Holdings Pty Ltd	South Africa	100%	Investment holding company
Nedbank Group Insurance Holdings Limited	South Africa	100%	Insurance holding company
Nedbank Group Insurance Company	Isle of Man	100%	Insurance
iKhokha Pty Ltd	South Africa	100%	Fintech and payment solutions

- 4.4 Further details on Nedbank, including its annual financial reports, details of directors, core activities, management and major shareholders can be found on its website group.nedbank.co.za.

5. CURRENT SHAREHOLDING / INTERESTS

Nedbank does not currently hold any NCBA Shares and, other than as set out in the Irrevocable Undertakings referred to in paragraph 7 below and any additional irrevocable undertakings that may be provided by other NCBA Shareholders, it has no existing rights or options to acquire NCBA Shares.

6. THE OFFEREE

- 6.1 NCBA is a public limited liability company incorporated in Kenya and whose registered office is at NCBA Centre, Mara and Ragati Road, P.O. Box 44599-00100, Nairobi, Kenya.
- 6.2 NCBA is listed on the NSE and trades under the ticker symbol NCBA. NCBA provides a blend of banking and non-banking services across Kenya, Rwanda, Tanzania and Uganda and a digital offering in Ghana and Ivory Coast.
- 6.3 As of 25 December 2025, NCBA's ten largest shareholders were as follows:

No.	Name of Shareholder	Number of Shares	Percentage
1	First Chartered Securities Limited	246,149,354	14.9%
2	Enke Investments Limited	217,497,023	13.2%
3	D&M Management Services LLP	173,763,902	10.5%
4	Brookshire Limited	142,142,031	8.6%
5	Westpoint Nominees Limited	126,661,231	7.7%
6	Yana Investments Limited	89,069,204	5.4%
7	Kahuho Holdings Limited	67,602,884	4.1%
8	Rivel Kenya Limited	64,206,673	3.9%
9	Makimwa Consultants Limited	48,587,307	2.9%
10	Kestrel Capital Nominee Services Limited A/C 12	26,000,000	1.58%
Total		1,201,679,609	72.78%

7. IRREVOCABLE UNDERTAKINGS

Nedbank has obtained irrevocable undertakings (the **Irrevocable Undertakings**) from shareholders holding in aggregate 71.2% of the total number of issued NCBA Shares (**Designated Shareholders**) to accept the Offer in respect of their *pro rata* entitlement (and, where applicable, to participate in excess applications), and confirms that all Irrevocable Undertakings are signed as at the date of this notice.

8. APPLICATION FOR EXEMPTION FROM THE REQUIREMENT TO MAKE A TAKE-OVER OFFER

- 8.1 Nedbank intends to maintain NCBA's listing on the NSE following completion of the Offer. As such, Nedbank does not intend to make a take-over Offer for NCBA within the meaning of the Take-over Regulations. Nedbank will apply to the CMA, pursuant to the provisions of Regulation 5(1) of the Take-over

Regulations, for an exemption from complying with the requirement to make a take-over offer on the basis that the proposed acquisition of the Offer Shares under the Offer is for the purpose of a strategic investment in a listed company that is tied up with management, capital, enhanced product offerings and other technical support relevant to the business of such company (the **CMA Exemption**). Permitting such an exemption will allow the maintenance of domestic shareholding for strategic reasons and serves the public interest.

- 8.2 In the event that the CMA Exemption is not obtained by 31 May 2026 (or such other date as may be proposed by Nedbank and agreed to by NCBA), the condition to the Offer contemplated in paragraph 10.1 below shall be waived by Nedbank and the Offer shall then become an offer to all NCBA Shareholders to acquire all of their NCBA Shares (i.e. a 100% offer and not a *pro rata* 66% offer) (the **Alternative Offer**), provided that Nedbank is satisfied that, by virtue of: (i) the undertakings contained in the Irrevocable Undertakings (which include an undertaking by the relevant NCBA Shareholder to exercise its rights in respect of the Alternative Offer in such manner and to such extent as may be required to ensure that Nedbank will achieve not less and not materially more than its targeted 66% shareholding pursuant to the Alternative Offer) and the number of NCBA Shares which are subject to the Irrevocable Undertakings, (ii) any additional similar irrevocable undertakings in favour of Nedbank that may have been obtained by NCBA from NCBA Shareholders and (iii) a simulation showing the likely outcome based on the anticipated response of the remaining NCBA Shareholders to the Alternative Offer, the resultant shareholding by Nedbank in NCBA shall not exceed its targeted shareholding of 66% by more than 5%.

9. PERSONS ACTING IN CONCERT

Nedbank is not acting in concert with any person (whether pursuant to a formal or informal agreement or understanding) and does not have any options, rights of first refusal, put or call arrangements, profit-sharing or indemnity arrangements, and, save for Irrevocable Undertakings provided by the Designated Shareholders and any additional irrevocable undertakings that may be provided by other NCBA Shareholders, there are no collateral or special deal arrangements of any kind with any holder of NCBA voting shares in connection with the acquisition of effective control of NCBA.

10. CONDITIONS

Completion of the Offer will be subject to the fulfilment (or waiver to the extent legally capable of waiver by Nedbank) of the following conditions:

- 10.1 If the CMA Exemption has not been granted by the time that Nedbank's Offer document is served on the board of directors of NCBA, that it is then granted by not later than 31 May 2026, or such other date as may be proposed by Nedbank and agreed to by NCBA (and if and to the extent required to ensure that the Irrevocable Undertakings remain valid, by the Designated Shareholders), subject always to the provisions of paragraph 8.2 above relating to the Alternative Offer.
- 10.2 The obtaining of all applicable regulatory approvals in all applicable jurisdictions, either unconditionally or subject to such conditions as Nedbank may be prepared to accept, by not later than 31 December 2026, or such other date as may be proposed by Nedbank and agreed to by NCBA (and to the extent required to ensure that the Irrevocable Undertakings remain valid, by the Designated Shareholders). These approvals are expected to include *inter alia* the approval of the Central Bank of Kenya (the **CBK**), the CMA, the Competition Authority of Kenya (the **CAK**), the Tanzania Fair Competition Commission (the **FCC**), the East African Community Competition Authority (the **EACCA**) and the COMESA Competition and Consumer Commission (the **CCCC**).
- 10.3 NCBA having complied with the interim period conduct principles referred to in a strategic investment proposal submitted by Nedbank to NCBA, at all times prior to the closing of the Offer.
- 10.4 No circumstance, fact or event (excluding any change in the ZAR/KES exchange rate) has arisen, of which Nedbank or NCBA (as applicable) becomes aware after the date of service of this notice and prior to the closing of the Offer, which alone or together with any other circumstance, fact or event (excluding any change in the ZAR/KES exchange rate) which has arisen or which might reasonably be expected to arise, and which has, or is reasonably expected to have, the effect of being materially adverse with regard to the operations, continued existence, business, condition, assets and/or liabilities of NCBA or Nedbank (as applicable) or any of their respective subsidiaries, viewed as a whole. To be materially adverse the effect or reasonably expected effect must represent a negative impact on the book value of either of NCBA or Nedbank in an amount greater than or equal to 5% of their respective June 2025 book values. If this condition has become applicable in relation to Nedbank, the effect thereof shall be that, provided that any necessary approval of the CMA has been obtained, NCBA shall be entitled (but not obliged) to require Nedbank to declare that the Offer has not become unconditional and will not be proceeded with.

11. OFFER DOCUMENTATION AND TIMETABLE

- 11.1 Details of the Offer will be set out in the Offer document. The Offer document will also include a timetable for the Offer including the period within which shareholders of NCBA will be able to accept the Offer, being not less than 30 days from publication of the Offer document, or such longer period as may be specified by Nedbank (with the approval of the CMA).
- 11.2 Subject to obtaining all the requisite approvals, it is estimated that the Offer will be completed by not later than the third quarter of 2026.

Date: 21 January 2026

By Order of the Board of Directors

For and on behalf of **Nedbank Group Limited**

**SOUTH AFRICAN
INVESTMENT BANK AND
CORPORATE ADVISOR TO
NEDBANK GROUP LIMITED**



**LEGAL ADVISOR
TO NEDBANK
GROUP LIMITED**



**KENYAN
INVESTMENT BANK
AND STOCKBROKER**



¹ Converted using the spot KES/ZAR exchange rate of 7.8830 as at 19 January 2026.