

**NEDBANK GROUP LIMITED**

**MINUTES OF THE 44<sup>th</sup> ANNUAL GENERAL MEETING OF  
MEMBERS OF NEDBANK GROUP LIMITED ('Nedbank  
Group' or 'the Company') HELD IN THE AUDITORIUM,  
RETAIL PLACE WEST, NEDBANK SANDTON,  
135 RIVONIA ROAD, SANDOWN, SANDTON, ON FRIDAY,  
6 MAY 2011, AT 09:00**

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**1. PRESENT**

2 members present representing 1 142 shares;  
4 members present by representation representing 3 170 112 shares;  
2 proxies received in favour of others representing 220 shares; and  
47 participants' proxies received in favour of the Chairman representing  
395 531 052 shares.

Total shares represented and signing the attendance register: 398 702 526  
(79.59% of the issued share capital of the Company).

Directorate: Dr RJ Khoza (Chairman), MWT Brown (Chief Executive),  
RK Morathi (Chief Financial Officer), CJW Ball, TA Boardman, MA Enus-Brey,  
Prof B de L Figaji, GW Dempster (Chief Operating Officer), A de VC Knott-  
Craig, JK Netshitenzhe, JVF Roberts, MI Wyman, TCP Chikane and  
NP Mnxasana.

Auditors: H Berrange (KPMG Inc), D Shipp (Deloitte & Touche).

Group Company Secretary: GS Nienaber.

Transfer Secretaries: Computershare Investor Services (Pty) Ltd represented  
by I van Schoor, B Janse van Vuuren and J Chembiah.

**2. WELCOME**

The Chairman, Dr RJ Khoza, took the chair and welcomed those present to the  
44<sup>th</sup> annual general meeting of the Company.

**3. NOTICE OF MEETING**

The statutorily required notice of the meeting dated 25 February 2011, having  
been circulated to all members on 31 March 2011, was taken as read, with the  
consent of the meeting.

**4. MEETING DULY CONSTITUTED**

The Group Company Secretary confirmed that the required quorum was present, whereafter the Chairman declared the meeting duly constituted.

The Chairman welcomed members, directors, guests, advisers, staff members and members of the press.

**5. DOCUMENTS FOR INSPECTION**

All documents statutorily required, inclusive of, but not limited to the directors' declaration of interests and notice of other directorships, were tabled and available for inspection.

**6. PROCEEDINGS OF MEETING**

In terms of article 14.7, of the Memorandum of Incorporation of the Company, the Chairman of the meeting may demand a poll and with reference to section 63 (7)(b) of the 2008 Companies Act, as amended. It was recorded that Old Mutual plc holds and/or controls in excess of the required 10% of the issued ordinary shares in Nedbank Group and support(s) the proposal to demand a poll on all resolutions proposed at this meeting. The Chairman noted that it was his intention to conduct voting by way of a poll in respect of all the resolutions proposed at the meeting. Furthermore, as indicated in the explanatory notes to the notice convening the meeting, voting would take place via an electronic device (keypad and smartcard) at this meeting. The Chairman also commented that he will take questions on all the resolutions proposed ahead of the voting on each resolution, rather than after each resolution has been passed, so that he can sufficiently deal with any matters pertaining to the business of this meeting, appropriately before the meeting advance to the voting process.

The meeting agreed to this process and all members confirmed that they were in possession of electronic voting devices.

B Janse van Vuuren from Computershare Investor Services (Pty) Limited then gave a short demonstration to the meeting to explain the use of the electronic voting devices, noting that representatives from Computershare were on hand to provide any assistance to members, if necessary.

**7. FINANCIAL STATEMENTS**

The Chairman proposed to take as read the annual financial statements and the reports of the directors and auditors, as well as the report of the Chief Executive and the Chairman's statement, for the year ended 31 December 2010, which had been circulated to members on 31 March 2011. The proposal was unanimously adopted.

In addition to the review of the Chief Executive and the Chairman's Statement, as published in the Nedbank Group 2010 Integrated Report, there were certain matters that Dr Khoza and Mr Brown wished to highlight following the release of the Nedbank Group Trading Update for the first quarter ended 31 March 2011.

The Chairman accordingly addressed the meeting and noted the following in addition to the Chairman's Statement and Chief Executive's review, as published in the Nedbank Group 2010 Integrated Report:

"At this point I would like to share some of the thoughts outlined in my chairman's statement in our 2010 integrated report.

One of the most dominant corporate themes of the past year was the King Report on corporate governance – or King III - which has introduced profound changes to reporting through a heightened focus on organisational sustainability.

Sustainability is a function of the balance of economic, social and environmental forces and should create value for staff, customers, investors, the communities in which we operate and the environment. At Nedbank we have a fourth dimension of cultural sustainability as we believe employees have a critical role to play in building a sustainable group and supporting our efforts in the other areas.

As I mentioned in my report a glaring example of how the imbalance of these forces can have disastrous consequences was in the collapse of many international companies during the recent global financial crisis which showed a lack of social sustainability. Certain executives in these companies engaged in self-enrichment and high risk practices, and lost sight of their responsibility to their customers and the society in which they operate.

We have for some years been adopting an integrated approach to sustainability which balances the interests of all stakeholder groups. The Integrated Report you received was a further step showing the integrated approach the group has followed.

We at Nedbank Group strive to be a leader in sustainability, most importantly because it makes sound business and moral sense. By creating an equitable balance between the four pillars of sustainability we can make a valuable contribution not only to the economic well-being of our country, but also to the future of the country by uplifting and empowering people and preserving our natural resources. Companies operate in an economic ecosystem and unless there is balance companies cannot generate returns on a sustainable, long-term basis.

Mike Brown will refer to the current economic landscape in a moment, but again as I mentioned last year at the group's AGM our political leadership faces several challenges in addressing economic progress, the immediate priorities being job creation and restoring the country on a growth path.

The government's recent focus on job creation is commendable and our priority must be to find employment for as many people as we can.

One of our longest serving board members and senior independent director, Chris Ball, steps down today after reaching the mandatory retirement age for directors. I would like to thank Chris for the service he has given the group over the many years that he has served on the board.

I will now hand over to Mike who will give you an update on trading activities for the first quarter of 2010".

Mr Brown then thanked the Chairman, welcomed the attendees and then stated:

- “2010 was a year of solid performance by all the teams at Nedbank and the group recorded headline earnings growth for the first time since 2007.
- Headline earnings grew by nearly 15%, ending marginally above our expectations as set out in the third-quarter trading update.
- The results were driven by improving economic conditions and the group's strategic focus on growing non-interest revenue.
- Our wholesale businesses remained resilient producing ROEs above 20% and the performance of Nedbank Retail improved as impairments decreased and we began to realise the benefits of the Imperial Bank acquisition.
- Rebuilding Nedbank Retail remains our biggest challenge and also our biggest opportunity as in 2010 we had around 35% of our capital invested in Nedbank Retail which produced only a 5% ROE.
- Nedbank Wealth grew strongly following the integration of the former joint ventures and showed pleasing growth in new business.
- The R3 billion spent on acquiring the remaining interests in Imperial and the Wealth management joint ventures is proving to be a solid investment for shareholders.
- In 2010 notwithstanding challenges of wage settlements above inflation – we maintained appropriate cost discipline, with like for like expenses up just over 8%, balanced with investment.
- We added 433 ATM's, 17 branches, 13 personal loan branches, 70 personal loan kiosks and 69 in-retailer points of presence to our distribution footprint in 2010.
- Importantly we added about 100 000 primary clients in Nedbank Retail, 21 new large corporate transactional clients and over 600 net new business banking clients
- Earnings momentum built during the year, with earnings in the second half up strongly on the first half.
- Pleasingly the earnings momentum we saw in the second half of 2010 has continued in the first quarter of 2011.
- We have released our trading update for the first quarter of 2011 to coincide with today's AGM.
- A few comments and observations on economic conditions before discussing our trading performance in more detail.
- I said last year that the worst of the economic downturn was behind us and this remains the case, albeit that the global recovery remains fragile and imbalanced.
- Local economic conditions continued to improve in early 2011.
- Momentum mainly came from stronger consumer spending, improved labour market conditions, rising household income and continued low interest rates.
- Household demand for credit continued to favour instalment sales, leasing finance and personal loans while home loan demand remained muted.
- After a slow start to the year, manufacturing production and exports also increased resulting in improved business confidence.
- However, businesses remain hesitant to overextend and commit to capital expenditure whilst corporate activity remains subdued.
- Globally, doubts about the strength and sustainability of the current economic recovery remain and underlying economic confidence is fragile.
- Pleasingly the group recorded an ongoing improvement in performance with a good first quarter of 2011.

- This performance was in line with the 2011 guidance provided on key financial indicators in the 2010 annual results announcement and annual report.
- Net interest income grew by 5,9% to R4 ,284 billion.
  - Underlying this we saw interest-earning banking assets increasing by 4,4% and the net interest margin improving from 3,35% for the 2010 financial year to 3,42% for the first quarter of 2011.
  - This was mainly due to the ongoing benefit of pricing assets to more appropriately reflect risk and funding costs
- Pleasingly the credit loss ratio improved from 1,36% in 2010 to 1,15% and is moving closer to the top end of our 60-100bps range for this measure.
  - This was driven internally by proactive risk and collections management and assisted externally by lower interest rates and the improving economy.
  - We maintain a prudent approach to provisions.
- The group's focus on growth is evident from the strong progress in the delivery of our NIR growth strategy.
- Non-interest revenue increased by 16,4% to R3 ,531 billion.
  - Within NIR the main driver was commission and fee income which grew by 14,0% primarily as a result of continued growth in primary clients and transactional volumes in electronic banking.
  - Nedbank Wealth achieved good growth in advice-based sales, insurance income and assets under management and insurance income grew by 12,2%.
  - Trading income increased by 13,2% to R628 million, driven by improved foreign currency trading performance and increased foreign exchange volumes in the Global Markets division, in addition to good performance from the Equity Trading division.
- The NIR-to-expenses ratio, a key ratio we monitor, improved from the levels achieved in 2010 reflecting the strong growth in NIR and disciplined expense control.
- On the balance sheet total assets grew 0,6% on an annualised basis to R609,7 billion.
- Advances growth remains muted and increased modestly by 0,8% to R476,2 billion.
  - The group's strategy and focus on portfolio tilt resulted in slower home loan advances growth offset by an increase in other categories, such as wholesale advances, credit cards, personal loans and vehicle finance.
- Deposits of R489 billion decreased by 1,2% from the December 2010 balance reflecting slow asset growth and limited demand for deposits while interest rates remain at their lowest levels for 36-years.
- The group's capital ratios remained well above current and expected Basel 3 regulatory minima and continued to increase resulting in a 10,8 % Core Tier 1 ratio.
- The group continued to increase liability duration and during the quarter we exceeded our target 2011 long term funding target ratio of 25% and further added to liquid asset buffers.
- It was also pleasing to see investor appetite for Nedbank Limited debt issuances was strong and this resulted in over R3 billion of senior debt being issued at competitive rates. The issue was oversubscribed 1,7 times.
- Turning to the prospects for the balance of the year.
- The South African economic recovery is expected to strengthen and broaden in 2011.

- Gross domestic product is currently forecast to grow by 3,3% driven mainly by stronger consumer spending and continued growth in exports.
- Consumers should benefit from rising household incomes, a modest increase in employment, increased social grants and low interest rates.
- The group expects interest rates to remain unchanged throughout 2011, but the upside risks have increased due mainly to inflationary effects of rising global food and fuel prices.
- We caution however, that rising cost pressures and the resultant risk of potential interest rate hikes may constrain household spending and borrowing later this year.
- Producers should benefit from continued demand for commodities, but capital expenditure is expected to remain subdued due to infrastructure constraints and continued concerns over global growth prospects.
- The group's earnings guidance for 2011 given at the time of the 2010 results announcement remains unchanged.
- As I have said before the new capital requirements of Basel 3 are expected to be manageable.
- The liquidity requirements (being the liquidity coverage ratio which becomes effective in 2015 and the net stable funding ratio which becomes effective in 2018) would very negatively affect economic growth and job creation in South Africa if implemented as currently drafted and we expect a pragmatic approach will be followed globally and locally – particularly with reference to the net stable funding ratio.
- In conclusion I would like to thank shareholders, the Board, my Exco team and all 27 000 staff at Nedbank for their hard work and support as we strive to Build Africa's most Admired bank."

The Chairman thanked Mr Brown for the comprehensive update and as proposed by the Chairman, the meeting agreed to take the auditor's report as read in terms of the requirements of the Companies Act.

The Chairman then proposed that the annual financial statements of the Company for the financial year ended 31 December 2010 be adopted by way of a poll. Mr CJW Ball seconded this motion.

No questions were raised by any of the members in attendance.

The Chairman put the motion to adopt the annual financial statements for the financial year ended 31 December 2010 to the meeting.

The results of the poll were 390 717 341 votes (98%) in favour of the resolution, and 7 985 128 votes (2%) against the resolution..

The Chairman declared the motion duly passed and the Nedbank Group 2010 annual financial statements duly adopted.

8.

## **DIVIDENDS**

The Chairman proposed that the meeting sanction the payment of the interim and final dividends as declared and paid by the directors, by way of a poll:

an interim dividend of 212 cents per ordinary share was declared on 30 July 2010; and

a final dividend of 268 cents per ordinary share was declared on 25 February 2011 and paid on 11 April 2011.

The results of the poll were 390 725 328 votes (98%) in favour of the resolution, 7 977 141 votes (2,0%) against the resolution.

The Chairman declared the motion duly passed and the dividends confirmed.

9.

## **RE-ELECTION OF DIRECTORS**

The Chairman proposed the re-election, by way of a poll, of those directors retiring by rotation. He confirmed the Nedbank Group Board's policy that all non-executive directors serving in excess of 9 years will be required to retire. Currently none of the non-executive directors had been in service in excess of nine years. Members had the opportunity to consider the election of each director individually. The directors who were retiring from the board in terms of the Memorandum of Incorporation of the Company and the policy adopted by the board were MWT Brown, MA Enus-Brey, Prof B de L Figaji and A de VC Knott-Craig. These retiring directors, being available for re-election, offered themselves for election.

The results of the poll on the individual re-election of directors were:

For the re-election of MWT Brown 388 173 880 votes (97,36%) in favour of the resolution, 2 554 559 votes (0,64%) against the resolution and 7 974 030 (2%) abstentions.

For the re-election of MA Enus-Brey 386 872 076 votes (97,03%) in favour of the resolution, 3 830 804 votes (0,96%) against the resolution and 7 999 589 (2,01%) abstentions.

For the re-election of Prof B de L Figaji 389 255 617 votes (97,63%) in favour of the resolution, 1 447 263 votes (0,36%) against the resolution and 7 999 589 (2,01%) abstentions.

For the re-election of A de VC Knott-Craig 389 239 672 votes (97,63%) in favour of the resolution, 1 447 544 votes (0,36%) against the resolution and 8 015 253 (2,01%) abstentions.

The Chairman declared the resolutions duly passed and confirmed that MWT Brown, MA Enus-Brey, Prof B de L Figaji and A de VC Knott-Craig, the retiring directors, were re-elected.

**10. ELECTION OF THE DIRECTORS APPOINTED DURING THE YEAR**

The Chairman proposed the election of Messrs JK Netshitenzhe and TA Boardman, who were appointed during the year and was retiring from the board in terms of the Memorandum of Incorporation of the Company. All the persons nominated were available for election. Members had the opportunity to consider the election of each director individually.

The results of the poll for the election of Mr JK Netshitenzhe were 389 261 009 votes (97,63%) in favour of the resolution, 1 420 801 votes (0,36%) against the resolution and 8 020 659 (2.0%) abstentions.

The results of the poll for the election of Mr TA Boardman were 388 194 177 votes (97,36%) in favour of the resolution, 2 531 252 votes (0,63%) against the resolution and 7 977 040 (2%) abstentions.

The Chairman declared the resolutions duly passed.

**11. RE-APPOINTMENT OF AUDITORS**

The Chairman advised the meeting that the Nedbank Group Audit Committee considered the re-appointment of Deloitte & Touche (designated auditor being D Shipp) and KPMG Inc (designated auditor being H Berrange) as joint auditors of the Company for the ensuing year and the committee's recommendation to members was that the re-appointment of the auditors and designated auditors be considered.

The Chairman put the proposal for the re-appointment of the joint auditors to the meeting.

The results of the poll for the reappointment of the joint auditors were 390 723 168 votes (98%) in favour of the resolution, 778 votes (0%) against the resolution and 7 978 523 (2%) abstentions.

The Chairman declared the resolution duly passed.

**12. REMUNERATION OF AUDITORS**

The Chairman put the proposal for the authorisation of the Nedbank Group Audit Committee to determine the remuneration of the auditors of R107 million (2009: R104 million), to the meeting.

The results of the poll were 390 681 890 votes (97,99%) in favour of the resolution, 778 votes (0%) against the resolution and 8 019 801 (2,01%) abstentions.

The Chairman declared the resolution duly passed and the Nedbank Group Audit Committee was authorised to negotiate and settle the auditors' accounts.

**13. ORDINARY RESOLUTIONS**

The Chairman directed the meeting to the prescribed statutory resolution to be proposed to members at this meeting.

**14. PLACING OF AUTHORISED, BUT UNISSUED, ORDINARY SHARES UNDER THE CONTROL OF THE DIRECTORS**

The authority granted to the directors to allot and issue all or any part of the unissued, ordinary shares of the Company expired at this meeting. The Chairman conveyed that, in the directors' opinion, it was desirable that the unissued, ordinary shares should remain under the control of the directors. This authority would be limited to the restrictions, as set out in the notice of the annual general meeting, and would be valid only to the next annual general meeting.

Accordingly, the Chairman put the resolution for placing the authorised, but unissued, ordinary shares in the capital of the Company under the control of the directors to the meeting.

"It was resolved that authority be and is granted by members to the directors to place the authorised and outstanding authorised, ordinary shares in the share capital of Nedbank Group under the control of the directors, to allot these shares on such terms and conditions and at such times as they deem fit, subject to the provisions of the Companies Act, 71 of 2008, as amended, the Banks Act, 94 of 1990, as amended, and the JSE Limited Listings Requirements."

The issuing of outstanding shares granted under this authority were limited to Nedbank Group's existing contractual obligations to issue shares, including for purposes of Nedbank Group's BEE transaction, approved in 2005, and the NedNamibia BEE transaction, approved in 2006, any scrip dividend and/or capitalisation share award, and shares required to be issued for the purposes of carrying out the terms of the Nedbank Group share incentive schemes.

The results of the poll were 373 688 070 votes (93,73%) in favour of the resolution, 17 027 670 votes (4,27%) against the resolution and 7 986 729 (2%) abstentions.

The Chairman declared the resolution duly passed.

**15. SPECIAL BUSINESS**

The Chairman noted that the notice convening this meeting stated there was special business to be dealt with. This covered the approval required on:

Ordinary Resolution No. 2 to consider and if deemed fit appoint the proposed members to the Group Audit Committee; Ordinary Resolution No 3 to grant approval on the remuneration policy; Ordinary Resolution No. 4 to approve the remuneration paid to executive directors ; Ordinary Resolution No. 5 (to be tabled as a Special Resolution) to grant approval for the payment of non-executive directors' fees and Special Resolution No. 1 required to be passed by the members at this meeting on the general authority permitting share acquisitions.

Explanatory notes relating to these matters are contained in the notice of the annual general meeting on pages 412 to 414 of the Nedbank Group 2010 Integrated Report.

**16. ORDINARY RESOLUTION 2: APPOINTMENT OF GROUP AUDIT COMMITTEE MEMBERS**

The Chairman put the resolution for the appointment of the Group Audit Committee members to the meeting.

“It was resolved that the members of the Nedbank Group Audit Committee be appointed in accordance with the recommendations of King III. The membership as proposed by the board of directors, consists of Ml Wyman (Chairman), TCP Chikane, NP Mnxasana and Prof B de L Figaji, all of whom are independent non-executive directors and the members condoned their nominations and approved their appointment.”

The results of the poll were 385 633 393 votes (96,72%) in favour of the resolution, 4 185 797 votes (1,05%) against the resolution and 8 883 279 (2,23%) abstentions.

The Chairman declared the resolution duly passed.

**17. ORDINARY RESOLUTION 3: APPROVAL OF REMUNERATION POLICY**

In terms of King III members were asked to approve, through a non-binding advisory vote, the remuneration policy of the company and its implementation, as set out in the Remuneration Report contained in the annual financial statements on pages 224 to 249. The Chairman put the resolution for the approval, through a non-binding advisory vote, of the remuneration policy of the company and its implementation to the meeting.

“It was resolved to approve through a non-binding advisory vote, the company’s remuneration policy and its implementation as set out in the Remuneration Report contained in the annual financial statements.”

The results of the poll were 385 682 669 votes (96,73%) in favour of the resolution, 4 147 609 votes (1,04%) against the resolution and 8 872 191 (2,23%) abstentions.

The Chairman declared the resolution duly passed.

**18. ORDINARY RESOLUTION 4: REMUNERATION OF EXECUTIVE DIRECTORS**

The Chairman put the proposal for the approval of the remuneration paid to executive directors in accordance with the company’s remuneration policy, as set out in the Remuneration Report contained in the annual financial statements, to the meeting.

“It was resolved that the remuneration paid to executive directors in accordance with the company’s remuneration policy as set out in the Remuneration Report contained in the annual financial statements.”

Name	Basic salary and other benefits* (R000)	Defined-contribution retirement fund (R000)	Guaranteed remuneration (R000)	Performance Bonus for FY2010 (R000)	Total (R000)
TA Boardman**	1 267	61	1 328		1 328
MWT Brown	4 790	669	5 459	7 000+	12 459
GW Dempster***	3 090	547	3 637	4 500++	8 137
RK Morathi	2 446	341	2 787	3 500+++	6 287

\* This salary includes contributions to the medical aid, postretirement medical aid subsidy, disability insurance and car allowance/company car benefits structured into the package. No additional benefits are offered to executive directors.

\*\* Retired on 28 February 2010, as part of the termination policy TA Boardman encashed all available leave.

\*\*\* A dependant family member of GW Dempster received a study grant of R8 000

\*\*\*\* The year-on-year % increases reflect the appointment of MST Brown as Chief Executive Designate in July 2009 as well as his appointment as Chief Executive on 1 March 200, GW Dempster was appointed as Chief Operating Officer in August 2009 and RK Morathi as Chief Financial Officer in September 2009, and their respective bonuses reflect a full 12-month performance in 2010 and for 2009 a pro rata from their dates for appointment as executive directors.

+ Bonus relates to performance in 2010, where minimum of R2,5 million will be deferred in terms of the STI deferral scheme.

++ Bonus relates to performance in 2010, where a minimum of R1,25 million will be deferred in terms of the STI deferral scheme.

+++ Bonus relates to performance in 2010, where a minimum of R750 000 will be deferred in terms of the STI deferral scheme.

The table below indicates the GP adjustments from April 2010 to April 2011 and the LTI allocations awarded in April 2011 to the executive directors:

Name	GP at April 2010 (R000)	GP at April 2011 (R000)	2010 – 2011 % change	LTI allocation with CPTs	LTI allocation without CPTs
MWT Brown	5 750	6 000	4.2	3 000	3 000
GW Dempster	3 675	4 000	8.8	2 000	2 000
RK Morathi	2 850	3 150	10.5	2 000	2 000

The results of the poll were 387 675 055 votes (97,23%) in favour of the resolution, 2 149 541 votes (0,54%) against the resolution and 8 877 873 (2,23%) abstentions.

The Chairman declared the resolution duly passed.

**19. ORDINARY RESOLUTION 5 (TABLED AS A SPECIAL RESOLUTION):  
APPROVAL OF NON-EXECUTIVE DIRECTORS' FEES**

The Chairman put to the meeting the proposal as a special resolution, for the approval of the fees of the non-executive directors of the Nedbank Group Board, the fees of the non-executive directors of the Nedbank Board and the fees of the members of the statutory committees on which these non-executive directors served, for the year ended 31 December 2010, as well as the proposed fee increases with effect from 1 July 2011 and further recorded that:

- The notice convening this Annual General Meeting dated 25 February 2011, had been sent to members on 31 March 2011. The new Companies Act, 2008 had come into force with effect from 1 May 2011.
- When the notice was sent out to shareholders, the approval for the remuneration/fees payable to the non-executive directors, for their services as directors, was proposed as an ordinary resolution as required by the Memorandum of Incorporation (previously: Articles of Association) and the 1973 Companies Act. Section 66(9) of the new Companies Act 2008, now required a special resolution.
- Nedbank Group Limited, must comply with the requirements of the applicable legislation and therefore it was suggested that the meeting proceed by agreeing and passing the proposed resolution as if it was a special resolution:
  - a. The notice given to shareholders was sufficient for that the passing of a special resolution;
  - b. When taking the vote for the approval/passing thereof same be passed with the necessary majority required for the passing of a special resolution, that is with a 75% vote of members in attendance;
  - c. Such increased voting percentage would be noted on the minutes, confirming that the resolution was passed as a special resolution; and
  - d. The resolution as adopted at the meeting be filed, as a special resolution, as required with the Commissioner:

'It was resolved, as a special resolution, that the non-executive directors' fees be and are hereby approved as follows:

Committee	Current annual fee (1/7/2010 to 30/6/2011)	Proposed annual fee (1/7/2011 to 30/6/2012)
Chairman *	R 3 578 000	R 3 775 000
Senior Independent director premium (40%)	R112 000	R118 400
Nedbank Group Board Member	R152 000	R161 000
Nedbank Limited Board Member	R128 000	R135 000
<b>Committees **:</b>		
- Group Audit	R120 000	R126 000
- Group Risk and Capital Management	R105 000	R110 000
- Group Credit	R70 000	R73 000
- Executive Credit Committee	R100 000	R105 000
- Group Remuneration	R75 000	R80 000
- Group Transformation and Sustainability	R70 000	R73 000
- Group Directors' Affairs	R49 000	R52 000
- Group Information Technology	R49 000	R52 000
- Group Finance and Oversight	R21 000	R22 000

- \* The chairman will be paid a single fee inclusive of subcommittee chairmanship and membership fees
- \*\* The committee chairman will be paid double the members fees

The results of the poll were 389 825 795 votes (97,77%) in favour of the resolution, 159 votes (0%) against the resolution and 8 876 515 (2,23%) abstentions.

The Chairman declared the resolution duly passed.

## **20. SPECIAL RESOLUTION: GENERAL AUTHORITY TO REPURCHASE SHARES**

The Chairman noted that the notice convening this meeting stated there was a prescribed special resolution, which members had to consider and adopt by special resolution passed by the members at this meeting, dealing with the general authority permitting share purchases.

The Chairman presented the statement of the directors of Nedbank Group in terms of the Companies Act, and the JSE Listings Requirements:

“It be and is hereby recorded that the directors of Nedbank Group, after considering the effect of the repurchase of shares from the Company’s BEE partners, which was approved by the Company as special resolution 2 on 22 July 2005, and the repurchase of the maximum number of the Company’s shares in terms of the general authority, were satisfied that, for the period until the date of the next annual general meeting:

the Company and the Group would be able to pay their debts in the ordinary course of business;

the assets of the Company and the group would be in excess of the liabilities, measured in accordance with the accounting policies used in the audited financial statements for the year ended 31 December 2010; and

the working capital and reserves of the Company and the group would be adequate.”

The Chairman put the resolution, to be considered and passed as a special resolution of the Company, on the general authority to be granted by members to the board of directors to acquire shares in the Company, to the meeting:

“It was resolved that as a special resolution of Nedbank Group Limited (the company), that the company and/or its subsidiaries be and are hereby authorised, in terms of a general authority contemplated in sections 85(2), 85(3) and 89 of the Companies Act, 61 of 1973, as amended (‘the act’), and sections 46 and 48 of the Companies Act, 71 of 2008, read with sections 114 and 115, as amended and once effective, to acquire the company’s issued shares from time to time on such terms and conditions and in such amounts as the directors of the company may from time to time decide, but always subject to the approval, to the extent required, of the Registrar of Banks, the provisions of the act, the Banks Act, 94 of 1990, as amended, and the JSE Limited (‘the JSE’) Listings Requirements, subject to the following limitations:

- (a) the repurchase of securities will be effected through the main order book operated by the JSE trading system and done without any prior understanding or arrangement between the company and the counterparty;
- (b) authorisation thereto will be given by the company's and its subsidiaries' articles of association, and if the transaction takes place when the Companies Act, 71 of 2008, is in force, then by the members under a special resolution as per section 46 and 48 of the Companies Act, 71 of 2008, read with sections 114 and 115, as amended;
- (c) this general authority will be valid only until the company's next annual general meeting, provided that it will not extend beyond 15 months from the date of the passing of this special resolution;
- (d) in determining the price at which the company's ordinary shares are acquired by the company in terms of this general authority the maximum premium at which such ordinary shares may be acquired will be 10% of the weighted average of the market price at which such ordinary shares are traded on the JSE, as determined over the five trading days immediately preceding the date of the repurchase of such ordinary shares by the company;
- (e) the acquisitions of ordinary shares in the aggregate in any one financial year will not exceed 10% of the company's issued ordinary share capital of that class in any one financial year;
- (f) the company and Nedbank Group will be in a position to repay their debts in the ordinary course of business for a period of 12 months after the decision by the directors of the company to repurchase shares in the open market;
- (g) the assets of the company and Nedbank Group will be in excess of the liabilities of the company and Nedbank Group for a period of 12 months after the decision by the directors of the company to repurchase shares in the open market, for which purpose the assets and liabilities will be recognised and measured in accordance with the accounting policies used in the latest audited consolidated annual financial statements;
- (h) the ordinary capital and reserves of the company and Nedbank Group will be adequate for ordinary business purposes for the 12 months after the decision by the directors of the company to repurchase shares in the open market;
- (i) the available working capital will be adequate to continue the operations of the company and Nedbank Group for a period of 12 months after the decision by the directors to repurchase shares in the open market;
- (j) neither the company nor its subsidiaries will repurchase securities during a prohibited period, as defined in paragraph 3.67 of the JSE Listings Requirements, unless they have in place a repurchase programme where the dates and quantities of securities to be traded during the relevant period are fixed (not subject to any variation) and full details of the programme have been disclosed in an announcement on SENS prior to the commencement of the prohibited period;
- (k) when the company has cumulatively repurchased 3% of the initial number of the relevant class of securities, and for each 3% in aggregate of the initial number of that class acquired thereafter, an announcement shall be published on SENS and in the financial press; and
- (l) at any point in time the company shall appoint only one agent to effect any repurchase(s) on its behalf.'

In terms of the proposed special resolution the maximum number of Nedbank Group shares that may be repurchased during the term of this authority, subject to (b) above, is 50 507 215 shares (10% of 505 072 150 shares in issue at 25 February 2011).

The reason for and effect of special resolution 1 is to authorise the Company and/or its subsidiaries by way of a general authority to acquire its/their own issued shares on such terms and conditions and in such numbers as determined from time to time by the directors of the Company, subject to the limitations set out above. This general authority for the acquisition of shares as granted by the members of Nedbank Group at the annual general meeting, therefore provided the board with the flexibility to repurchase such shares as and when the best interest of the Company required it to do so.'

The results of the poll were 388 703 535 votes (97,49%) in favour of the resolution, 2 007 091 (0,50%) against the resolution and 7 991 843 (2%) abstentions.

The Chairman declared the resolution duly passed.

21.

## CLOSURE

In conclusion the Chairman thanked the board, management and staff for their contributions and dedication to Nedbank Group during the year.

No further matters were tabled and the meeting closed at 10:46.

CHAIRMAN



DATE: 16/09/2011