



**NEDBANK LIMITED**

*(incorporated with limited liability under registration number 1951/000009/06 in the Republic of South Africa)*

**ZAR60,000,000,000 STRUCTURED NOTE PROGRAMME**

**issue of ZAR 300,000,000 Floating Rate Notes linked to foreign currency due October 2030**

This document constitutes the Applicable Pricing Supplement relating to the issue of the Tranche of Notes described herein ("**Notes**" and "**this Tranche**").

This Applicable Pricing Supplement must be read in conjunction with the Amended and Updated Programme Memorandum, dated 8 February 2019, as amended and/or supplemented from time to time ("**Programme Memorandum**"), prepared by Nedbank Limited ("**Issuer**") in connection with the Nedbank Limited ZAR60,000,000,000 Structured Note Programme ("**Programme** ").

The Amended and Updated Programme Memorandum, dated 8 February 2019, was registered and approved by the JSE Limited ("**JSE**") on 4 February 2019.

The Programme Amount was duly increased from ZAR30,000,000,000 to ZAR60,000,000,000 with effect from 13 March 2024.

References to the "**Terms and Conditions**" in this Applicable Pricing Supplement are to the section of the Programme Memorandum headed "*Terms and Conditions*". References to any Condition in this Applicable Pricing Supplement are to that Condition of the Terms and Conditions.

Any capitalised terms not defined in this Applicable Pricing Supplement shall have the meanings ascribed to them in the Terms and Conditions.

This Tranche will be issued on, and subject to, the Terms and Conditions, as replaced, amended and/or supplemented by the terms and conditions of this Tranche set out in this Applicable Pricing Supplement.

To the extent that there is any conflict or inconsistency between the provisions of this Applicable Pricing Supplement and the Programme Memorandum, the provisions of this Applicable Pricing Supplement shall prevail.

A.	DESCRIPTION OF THE NOTES	
1.	Issuer	Nedbank Limited
2.	Tranche number	1
3.	Series number	NNF177
4.	Status of the Notes	Senior Notes <i>(see Condition 5 (Status))</i>
5.	Security	Unsecured
6.	Form of the Notes	Registered Notes
		The Notes are issued in registered uncertificated form and will be held in the Central Securities Depository.
7.	Type of Notes	Floating Rate Notes <i>(see Item C (Floating Rate Note Provisions) below)</i>
8.	Issue Date	22 October 2025
9.	Issue Price	100%
10.	Interest	Floating Rate Note Provisions <i>(see Condition 7.2 (Floating Rate Note Provisions) and the Floating Rate Note Provisions below)</i>
11.	Redemption/Payment Basis	Redemption at par
12.	Change of interest or redemption payment basis	Not Applicable

13.	Aggregate Principal Amount of this Tranche	ZAR300,000,000 (calculated at an FX rate: ZAR/USD 17.3166) (USD17,324,417.03)
14.	Specified Currency	ZAR
15.	Specified Denomination (Principal Amount per Note)	ZAR1,000,000
16.	Minimum Specified Denomination of each Note	ZAR1,000,000
17.	Calculation Amount	ZAR1,000,000
18.	Business Day Convention	Following Business Day Convention
19.	Day Count Fraction	Actual/365 Fixed

#### **B. PROGRAMME AMOUNT**

1.	Programme Amount as at the Issue Date	ZAR60,000,000,000
2.	Aggregate outstanding Principal Amount of all of the Notes (including Existing Notes) in issue under the Programme as at the Issue Date	ZAR50,769,200,020.00 including the Aggregate Principal Amount of this Tranche and any other Tranches of Notes issued on the Issue Date specified in Item A(8) above.
3.	Issuer confirmation as to Programme Amount	The Issuer confirms that the issue of this Tranche will not cause the Issuer to exceed the Programme Amount.

#### **C. FLOATING RATE NOTE PROVISIONS**

1.	Floating Interest Rate	The Notes will bear interest at the Floating Interest Rate per annum (nominal annual compounded quarterly) equal to the sum of the rate obtained with reference to the ISDA Determination process (see Item C(8) below) plus the Margin (see Item C(11) below), determined by the Calculation Agent in accordance with Condition 7.2.6 ( <i>Calculation of Interest Amount</i> ), for the period from and including the Issue Date to but excluding the Redemption Date.
2.	Interest Commencement Date	Issue Date
3.	Interest Payment Dates	Quarterly in arrears on 20 March, 20 June, 20 September and 20 December of each year until the Redemption Date or, if any such date is not a Business Day, the date determined in accordance with the Business Day Convention (see Item A(18) above).
4.	First Interest Payment Date	20 December 2025, if such date is not a Business Day, the date determined in accordance with the Business Day Convention (see Item A(18) above).
5.	Interest Periods	Each successive period commencing on (and including) an Interest Payment Date and ending on (but excluding) the following Interest Payment Date; provided that the first Interest Period shall commence on (and include) the Interest Commencement Date (see Item C(2) above) and end on (but exclude) the First Interest Payment Date (see Item C4 above) and the final Interest Period shall end on (but exclude) the Redemption Date, it being recorded, for the avoidance of doubt, that if any such date is not a Business Day, the date will be determined in accordance with the Business Day Convention (see Item A(18) above).
6.	Rate Determination Dates	The first day of each Interest Period; provided that the Rate Determination Date for the first Interest Period shall be the Issue Date. If any such date is not a Business Day, the Rate Determination Date will be the first following day that is a Business Day.
7.	Manner in which the Floating Interest Rate is to be determined	ISDA Determination
8.	<b><i>If ISDA Determination applicable:</i></b>	Applicable

(a)	Floating Rate Option	ZAR-JIBAR
(b)	Designated Maturity	3 months
(c)	Reset Date	Rate Determination Date
(d)	ISDA Definitions	2021 ISDA Interest Rate Derivatives Definitions
(e)	<b>2021 ISDA Interest Rate Derivatives Definitions:</b>	
	General	<p>The 2021 ISDA Interest Rate Derivatives Definitions as at the Issue Date, as published by the International Swaps and Derivatives Association Inc. ("<b>2021 ISDA Interest Rate Derivatives Definitions</b>") are, to the extent specified in this Item C, incorporated by reference into, and form part of, this Item C and the Applicable Terms and Conditions of this Tranche.</p> <p>To the extent that there is any conflict or inconsistency between the provisions of this Item C and the 2021 ISDA Interest Rate Derivatives Definitions, the provisions of this Item C shall prevail.</p>
	Interpretation	<p>Capitalised terms not defined in this Item C shall have the meanings ascribed to them in the 2021 ISDA Interest Rate Derivatives Definitions.</p> <p>Notwithstanding anything to the contrary contained in the 2021 ISDA Interest Rate Derivatives Definitions:</p> <p>a) all references to "Transaction" in the 2021 ISDA Interest Rate Derivatives Definitions shall be construed as references to this Tranche;</p> <p>b) all references to "Confirmation" in the 2021 ISDA Interest Rate Derivatives Definitions shall be construed as references to this Applicable Pricing Supplement.</p> <p>By subscribing to or purchasing the Notes, Noteholders represent and undertake that in addition to understanding the information set out in the Programme Memorandum and this Applicable Pricing Supplement, they understand the 2021 ISDA Interest Rate Derivatives Definitions and have analysed and understood the impact of the incorporation by reference of the 2021 ISDA Interest Rate Derivatives Definitions into the Programme Memorandum and this Tranche of Notes.</p>
	Additional amendments to the 2021 ISDA Interest Rate Derivatives Definitions	Not Applicable
<b>9.</b>	<b>If Screen Rate Determination applicable:</b>	Not Applicable
(a)	Reference Rate	Not Applicable
(b)	Relevant Screen Page	Not Applicable
(c)	Relevant Time	Not Applicable
(d)	Relevant Financial Centre	Not Applicable
(e)	Reference Banks	Not Applicable
<b>10.</b>	<b>If Other Determination applicable:</b>	Not Applicable
11.	Margin	0.95%
12.	Minimum Floating Interest Rate	Not Applicable
13.	Maximum Floating Interest Rate	Not Applicable
14.	Default Rate	The call deposit rate payable from time to time by the Issuer on deposits made by its corporate clients, which call deposit rate may vary from time to time depending on volume and market forces (see Condition 7.5.1 ( <i>Default interest</i> ))

15. Fall back provisions, rounding provisions and any other terms relating to the method of calculating the Floating Interest Rate Not Applicable

D. REDEMPTION		
1.	Redemption Date	In relation to all or any of the Notes in a Tranche of Notes (as applicable), the Maturity Date, the Early Redemption Date (Call), the Early Redemption Date (Put), the Early Redemption Date (Specified Early Redemption Event) or any other date on which that Tranche of Notes (or any Note/s in that Tranche) is/are due to be redeemed (in whole or in part) in terms of the Applicable Terms and Conditions, as applicable.
2.	Maturity Date	22 October 2030
3.	<b>Final Redemption Amount:</b>	The aggregate Outstanding Principal Amount of this Tranche plus accrued interest (if any) to the Maturity Date.
4.	Prior approval of the Relevant Authority required for redemption prior to the Maturity Date	No
5.	<b>Issuer Early Redemption Election:</b>	Not Applicable
6.	<b>Noteholder Early Redemption Election:</b>	Not Applicable
7.	<b>Specified Early Redemption Event:</b>	Applicable (see Condition 8.4 ( <i>Redemption following a Specified Early Redemption Event</i> )) Tax Event Applicable Change in Law Applicable Hedging Disruption Event Applicable Increased Cost of Hedging Event Applicable
8.	<b>Redemption following a Specified Early Redemption Event:</b>	Applicable (see Item D(7) above)
(a)	Redemption in whole	Applicable
	• Early Redemption Date (Specified Early Redemption Event)	The date stipulated as the Early Redemption Date (Specified Early Redemption Event) in the notice of redemption given by the Issuer in terms of Condition 8.4 ( <i>Redemption following a Specified Early Redemption Event</i> ).
(b)	Redemption in part	Applicable
	• Early Redemption Date/s (Specified Early Redemption Event)	The date/s stipulated as the Early Redemption Date/s (Specified Early Redemption Event Call) in the notice/s of redemption given by the Issuer in terms of Condition 8.4 ( <i>Redemption following a Specified Early Redemption Event</i> ).
9.	<b>Early Redemption Amount:</b>	The following amount (or the relevant portion thereof, as applicable) in respect of this Tranche (but adjusted <i>pro rata</i> to each Note (or the relevant portion thereof, as applicable) to be redeemed pursuant to a Specified Early Redemption Event) determined by the Calculation Agent, which shall not be less than zero, being the sum of the:  (i) Fair Value of this Tranche of Notes plus accrued interest (if any) to the Early Redemption Date less the (ii) Unwind Costs.
10.	<b>Fair Value, Unwind Costs:</b>	"Fair Value" means, in relation to this Tranche of Notes, an amount determined by the Calculation Agent (acting in a commercially reasonable manner and using objectively ascertainable market inputs including, but not limited to, the Issuer's liquidity and credit curves, forward rate agreements, swap rates, inflation rates, interest rates, bond rates

and any hypothetical USD funding instrument(s) or any hypothetical USD/ZAR cross currency basis swap or any hypothetical USD credit default swap transaction linked to the Reference Obligation hypothetically entered into between the Issuer and Noteholder) which represents the fair market value of this Tranche of Notes; provided that no account shall be taken of the financial condition or creditworthiness of the Issuer which shall be presumed to be able to perform fully its obligations in respect of this Tranche of Notes.

**"Unwind Costs"** means, in relation to this Tranche of Notes, an amount equal to the total amount of any and all costs, losses or expenses (expressed as negative number) of whatsoever nature associated or incurred by the Issuer or any Affiliate in connection with the early redemption of this Tranche of Notes (including, without limitation, any costs, losses or expenses associated with unwinding any funding (including without limitation any U.S. Dollar (USD) derivative instrument entered into by the Issuer in respect of or in relation to the Notes) or other financing relating to this Tranche of Notes or associated with unwinding, modifying or reinstating any hedge positions relating to this Tranche of Notes and all taxes, regulatory costs and/or penalties), all as determined and calculated by the Calculation/Issuer Agent in a commercially reasonable manner.

11. Other terms applicable on redemption
- In order to generate the Margin, the Issuer actually enters into a funding instrument in respect of the USD equivalent of the Aggregate Principal Amount of this Tranche and a USD/ZAR cross currency swap referencing a ZAR amount and an equivalent USD amount as stated herein as the Aggregate Principal Amount of this Tranche.
- Any early termination of these funding or derivative instruments shall be taken into account in determining the Early Redemption Amount and could result in a Noteholder receiving less than Aggregate Principal Amount of this Tranche in such event.

#### **E. AGENTS AND SPECIFIED OFFICES**

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| 1. | Calculation/Issuer Agent                                      | Nedbank Limited, acting through its Corporate and Investment Banking division                           |
| 2. | Specified Office of the Calculation/Issuer Agent              | Nedbank 135 Rivonia Campus, Sixth Floor Block F, 135 Rivonia Road, Sandown, Sandton, 2196, South Africa |
| 3. | Settling Bank   | Nedbank Investor Services, a division of Nedbank Limited  |
| 4. | Specified Office of the Settling Bank                         | Lakeview Campus, 16 Constantia Boulevard, Constantia Kloof, Roodepoort, 1709, South Africa              |
| 5. | Transfer Agent  | Nedbank Investor Services, a division of Nedbank Limited  |
| 6. | Specified Office of the Transfer Agent                        | Lakeview Campus, 16 Constantia Boulevard, Constantia Kloof, Roodepoort, 1709, South Africa              |
| 7. | Issuer's Participant/Settlement Agent                         | Nedbank Investor Services, a division of Nedbank Limited  |
| 8. | Specified Office of the Issuer's Participant/Settlement Agent | Lakeview Campus, 16 Constantia Boulevard, Constantia Kloof, Roodepoort, 1709, South Africa              |

#### **F. REGISTER CLOSED**

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|----|------------------------|---|
| 1. | Last Day to Register   | Up until 17h00 (South African time) 09 March, 09 June, 09 September and 09 December of each year until 20 September 2030 and then the final Last Day to Register before the Redemption Date is 11 October 2030, being the last date on which the Transfer Agent will accept Transfer Forms and record in the Register the transfer of Notes represented by Certificates or, if any such date is not a Business Day, the Business Day which immediately precedes such date.                |
| 2. | Register Closed Period | The Register will be closed during the 10 (ten) days preceding each Interest Payment Date and the Redemption Date from 17h00 (South African time) on the Last Day to Register until 17h00 (South African time) on the day preceding the Interest Payment Date (or other periodic payment date, as applicable) and the Redemption Date, being the period during which the Register is closed for purposes of giving effect to transfers, redemptions, or payments in respect of the Notes. |

3. Books Closed Date 10 March, 10 June, 10 September and 10 December of each year until 20 September 2030 and then the final Books Closed Date before the Redemption Date is 12 October 2030

## **G. GENERAL**

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| 1.  | Exchange control approval   | <p>Applicable (Note: see the section of the Programme Memorandum headed "Exchange Control")</p> <p>Section B.2 (Capital Transfers) – (Foreign Investments) (iii) (South African Institutional Investors) of the "Currency and Exchanges Manual for Authorised Dealers" ("Foreign Portfolio Document") is a general exchange control "pre-approval" which allows certain foreign-issued securities to be subscribed for or purchased by certain qualifying South African resident institutional investors using their "permissible foreign portfolio investment allowances".</p> <p>The Foreign Portfolio Document provides, among other things, that institutional investors (comprising all retirement funds, long-term insurers, collective investment scheme management companies and investment managers which register as institutional investors with the Exchange Control Authorities) are eligible for a "foreign portfolio investment allowance".</p> <p>Exchange Control Representation</p> <p>Each Noteholder of Note/s in this Tranche ("relevant Notes") represents and warrants that the subscription for the relevant Notes does not exceed in any way whatsoever its "permissible foreign portfolio investment allowance" provided for in the Foreign Portfolio Document. Each Noteholder further represents and warrants that it will comply with all reporting requirements applicable to the subscription for the relevant Note/s in terms of the Exchange Control Regulations.</p> |
| 2.  | Additional selling restrictions   | Not Applicable   |
| 3.  | International Securities Numbering (ISIN)   | ZAG000219957   |
| 4.  | Stock Code Number   | NNF177   |
| 5.  | Financial Exchange  | JSE Limited  |
| 6.  | Debt Sponsor  | Nedbank Limited  |
| 7.  | Name of Dealer  | Nedbank Limited  |
| 8.  | Stabilisation Manager   | Not Applicable   |
| 9.  | Method of Distribution  | Private Placement  |
| 10. | Bookbuild and Allocation Policy   | Not Applicable   |
| 11. | Pricing Methodology   | Not Applicable   |
| 12. | Governing law   | The Notes and the Applicable Terms and Conditions are governed by, and shall be construed in accordance with, the laws of South Africa.  |
| 13. | Business Centre   | Johannesburg   |
| 14. | Additional Financial Centre   | Not Applicable   |
| 15. | Additional Business Centre  | New York   |
| 16. | Other Banking Jurisdiction  | Not Applicable   |
| 17. | Rating (if any) assigned to this Tranche as at the Issue Date, Rating Agency/ies and date on which such Rating is expected to be reviewed | Not Applicable   |
| 18. | Rating assigned to the Issuer as at the Issue Date, Rating Agency/ies and date on which   | As at the Issue Date, the Issuer has a domestic long-term credit rating of (i) Aaa.za from Moody's Investors Service South Africa Proprietary Limited last reviewed in September 2024 (and expected to be reviewed from time to time) and (ii) zaAA+ from the South  |

	such Rating is expected to be reviewed	African branch of Standard and Poor's Credit Market Services Europe Ltd last reviewed in September 2025 (and expected to be reviewed from time to time).
19.	Use of proceeds	The Issuer will use the net proceeds from the issue of this Tranche for its general corporate purposes
20.	Material Change	The Issuer confirms that, as at the date of signature of this Applicable Pricing Supplement no material change in the financial or trading condition of the Issuer or any "subsidiary" (as defined in the Companies Act) of the Issuer has occurred since 30 June 2025 (being the end of the last financial period for which unaudited interim financial statements of the Issuer have been published). This statement has not been confirmed or verified or reviewed and reported on by the auditors of the Issuer.
21.	Other relevant information	Applicable  Daily indicative early redemption related information shall be published on the website below:  <a href="https://group.nedbank.co.za/explore-investor-relations/equity-investors.html">https://group.nedbank.co.za/explore-investor-relations/equity-investors.html</a>

The Issuer certifies that, to the best of its knowledge and belief, there are no facts the omission of which would make this Applicable Pricing Supplement false or misleading, that all reasonable enquiries to ascertain such facts have been made, and that this Applicable Pricing Supplement contains all information required by the JSE Debt and Specialist Securities Listings Requirements (and all other Applicable Laws) to appear in this Applicable Pricing Supplement.

The Issuer accepts full responsibility for the accuracy of the information contained in the Programme Memorandum, this Applicable Pricing Supplement, the annual financial statements of the Issuer, the "Nedbank Limited Annual Report" ("Annual Report") and any amendments or supplements to the aforementioned documents, except as otherwise stated therein.

The JSE takes no responsibility for the contents of the Programme Memorandum, this Applicable Pricing Supplement, the annual financial statements of the Issuer, the Annual Report and any amendments or supplements to the aforementioned documents. The JSE makes no representation as to the accuracy or completeness of the Programme Memorandum, this Applicable Pricing Supplement, the annual financial statements of the Issuer, the Annual Report and any amendments or supplements to the aforementioned documents, and expressly disclaims any liability for any loss arising from or in reliance upon the whole or any part of the aforementioned documents. The JSE's approval of the registration of the Programme Memorandum and listing of the Notes is not to be taken in any way as an indication of the merits of the Issuer or of the Notes and, to the extent permitted by law, the JSE will not be liable for any claim whatsoever.

Application is hereby made to list Tranche 1 of Series NNF177 of the Notes on the Interest Rate Market of the JSE, as from the Issue Date, pursuant to the Nedbank Limited ZAR60,000,000,000 Structured Note Programme.

**NEDBANK LIMITED**

By:   
*duly authorised*  
Name of signatory: Philip Nel  
Date: 21 October 2025

By:   
*duly authorised*  
Name of signatory: Sinethemba Mnguni  
Date: 21 October 2025