



**NEDBANK LIMITED**

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

**ZAR30,000,000,000 STRUCTURED NOTE PROGRAMME**

**issue of ZAR150,000,000 Combined Floating Rate Notes and Fixed Rate Notes due June 2026**

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 ZAR30,000,000,000 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 ZAR15,000,000,000 to ZAR30,000,000,000 on 4 March 2021.

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	NN226
4.	Status of the Notes	Senior Notes (see Condition 5 ( <i>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	Combined Floating Rate Notes (see <i>Item C (Floating Rate Note Provisions) below</i> ) and Fixed Rate Notes (see <i>Item D (Fixed Rate Note Provisions) below</i> )
8.	Trade Date	13 June 2023
9.	Issue Date/First Settlement Date	21 June 2023
10.	Issue Price	100%
11.	Interest	Floating Rate Notes (see <i>Item C (Floating Rate Note Provisions) below</i> ) and Fixed Rate Notes (see <i>Item D (Fixed Rate Note Provisions) below</i> )
12.	Redemption/Payment Basis	Redemption at par
13.	Change of interest or	Not Applicable

	redemption payment basis	
14.	Aggregate Principal Amount of this Tranche	ZAR150,000,000
15.	Specified Currency	ZAR
16.	Specified Denomination (Principal Amount per Note)	ZAR1,000,000
17.	Minimum Specified Denomination of each Note	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	ZAR30,000,000,000
2.	Aggregate outstanding Principal Amount of all of the Notes (including Existing Credit Linked Notes) in issue under the Programme as at the Issue Date	ZAR19,011,262,587.00, excluding the aggregate Principal Amount of this Tranche and any other Tranches of Notes issued on the Issue Date specified in Item A(10) 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 Reference Rate (see Item C(8)(a) below) plus the Margin (see Item C(9) 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 21 December 2024.
2.	Interest Commencement Date (in relation to the Floating Rate Note)	Issue Date
3.	Interest Payment Date/s	Quarterly in arrears on 21 June, 21 September, 21 December and 21 March of each year until 21 December 2024 or, if such date is not a Business Day, the date determined in accordance with the Following Business Day Convention (see Item A(19) above).
4.	First Interest Payment Date	21 September 2023
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 21 December 2024, 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 Following Business Day Convention (see Item C(3) above).
6.	Rate Determination Date/s	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	Screen Rate Determination

8.	<b>If Screen Rate Determination applicable:</b>	Applicable
(a)	Reference Rate	3-month JIBAR (being, subject to Condition 7.2.3 ( <i>Screen Rate Determination</i> ), the average mid-market yield rate per annum for 3-month deposits in Rand which appears on the Relevant Screen Page as the "SFX 3M YIELD" at or about the Relevant Time on the Rate Determination Date, determined by the Calculation Agent in accordance with Condition 7.2.6 ( <i>Calculation of Interest Amount</i> ))
(b)	Relevant Screen Page	Reuters Screen SAFETY page
(c)	Relevant Time	11h00 (South African time)
(d)	Relevant Financial Centre	Johannesburg
(e)	Reference Banks	Absa Bank Limited, FirstRand Bank Limited, Nedbank Limited, The Standard Bank of South Africa Limited
9.	Margin	0.875%

#### D. FIXED RATE NOTE PROVISIONS

1.	Fixed Interest Rate	The Notes will bear interest at the simple Fixed Interest Rate of 9.48% for the period from and including the 21 December 2024 to but excluding the Maturity Date.
2.	Interest Commencement Date (in relation to the Fixed Rate Note)	21 December 2024
3.	Interest Payment Dates	Quarterly in arrears on 21 June, 21 September, 21 December and 21 March of each year until the Maturity Date or, if such date is not a Business Day, the date determined in accordance with the Following Business Day Convention (see Item A(19) above).
4.	First Interest Payment Date	21 March 2025
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 D(2) above) and end on (but exclude) the First Interest Payment Date (see Item D4 above) and the final Interest Period shall end on (but exclude) the 21 June 2026, 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 Following Business Day Convention (see Item D(3) above).
6.	Broken Amount/s	Not Applicable
7.	Default Rate	Not Applicable
8.	Other terms relating to the method of calculating the Fixed Interest Rate	Applicable, see Item C(6) above

#### E. REDEMPTION

1.	Maturity Date	21 June 2026
2.	<b>Final Redemption Amount:</b>	The aggregate Outstanding Principal Amount of this Tranche plus accrued interest (if any) to the Maturity Date
3.	Prior approval of the Relevant Authority required for redemption prior to the Maturity Date	No
4.	<b>Issuer Early Redemption Election:</b>	Not Applicable
5.	<b>Noteholder Early Redemption Election:</b>	Not Applicable

6. **Specified Early Redemption Event:** Applicable  
Tax Event Applicable  
Change in Law Applicable  
Hedging Disruption Event Applicable  
Increased Cost of Hedging Event Applicable  
Other Early Redemption Event Not Applicable
7. **Redemption following a Specified Early Redemption Event:** Applicable (see Item D(6) 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 (*Redemption following a Specified Early Redemption Event*).
- (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 (*Redemption following a Specified Early Redemption Event*).
8. **Early Redemption Amount:** The following amount (or the relevant portion thereof, as applicable) in respect of this Tranche (but adjusted *pro rata* to each Note (or the relevant portion thereof, as applicable) to be redeemed pursuant to the Noteholder Early Redemption Election):  
  
The (i) Fair Value of this Tranche of Notes plus accrued interest (if any) to the Early Redemption Date less the (ii) Unwind Costs. (*Note: see Item D(9) below*)
9. **Fair Value and Unwind Costs:** Applicable  
  
**"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 and interest rates, and bond rates) 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 and expenses 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 associated with unwinding any funding or other financing relating to this Tranche of Notes, any costs associated with unwinding 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 Agent acting in a commercially reasonable manner.
10. Other terms applicable on redemption Not Applicable

## F. AGENTS AND SPECIFIED OFFICES

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|----|---|---|
| 1. | Calculation Agent                         | Nedbank Limited   |
| 2. | Specified Office of the Calculation Agent | Nedbank 135 Rivonia Campus, Sixth Floor Block F, 135 Rivonia Road, Sandown, Sandton, 2196, South Africa |
| 3. | Paying Agent                              | Nedbank Investor Services, a division of Nedbank Limited  |
| 4. | Specified Office of the Paying Agent      | Braampark Forum IV, 2 <sup>nd</sup> Floor, 33 Hoofd Street, Braamfontein, 2001, South Africa            |
| 5. | Transfer Agent                            | Nedbank Investor Services, a division of Nedbank Limited  |

6. Specified Office of the Transfer Agent Braampark Forum IV, 2<sup>nd</sup> Floor, 33 Hoofd Street, Braamfontein, 2001, South Africa

## G. REGISTER CLOSED

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|----|------------------------|--|
| 1. | Last Day to Register   | Up until 17h00 (South African time) on 10 June, 10 September, 10 December and 10 March of each year until the Redemption Date being, in each instance, 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 before each Register Closed Period.  |
| 2. | Register Closed Period | The Register will be closed during the 10 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      | 11 June, 11 September, 11 December and 11 March of each year until the Redemption Date.  |

## H. GENERAL

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| 1.  | Exchange control approval   | Not Applicable  |
| 2.  | Additional selling restrictions   | Not Applicable  |
| 3.  | International Security Identification Numbering (ISIN)  | ZAG000197005  |
| 4.  | Stock Code Number   | NN226   |
| 5.  | Financial Exchange  | JSE Limited (Interest Rate Market of the JSE)   |
| 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  |
| 13. | Additional Financial Centre   | Not Applicable  |
| 14. | Additional Business Centre  | Not Applicable  |
| 15. | Other Banking Jurisdiction  | Not Applicable  |
| 16. | 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  |
| 17. | Rating assigned to the Issuer as at the Issue Date, Rating Agency/ies and date on which such Rating is expected to be reviewed            | As at the Issue Date, the Issuer has a domestic long-term credit rating of (i) Aa1.za from Moody's Investors Service South Africa Proprietary Limited last reviewed in October 2022 (and expected to be reviewed from time to time) and (ii) zaAA from the South African branch of Standard and Poor's Credit Market Services Europe Ltd last reviewed in March 2023 (and expected to be reviewed from time to time). |
| 18. | Use of proceeds   | The Issuer will use the net proceeds from the issue of this Tranche for its general corporate purposes.   |

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| 19. | 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 31 December 2022 (being the end of the last financial period for which audited annual 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. |
| 20. | Other relevant information | Not Applicable  |

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 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 inward list Tranche 1 of Series NN226 of the Notes on the Main Board of the JSE, as from 21 June 2023, pursuant to the Nedbank Limited ZAR30,000,000,000 Structured Note Programme.

**NEDBANK LIMITED**

By:   
*duly authorised*  
 Name of signatory: Philip Nel  
 Date: 19 June 2023

By:   
*duly authorised*  
 Name of signatory: Guy Strahlendorf  
 Date: 19 June 2023