

**Client: Mergence**

**Company: NED**

**Holdings: 1 377 939**

**ISIN: ZAE000004875**

**Meeting Type: AGM**

**Meeting Date: 22 May 2020**

Resolution	Subject	In Favour	Against	Abstain
Ordinary resolution No 1.1	Election of directors of the company appointed during the year: Election as a director of Prof T Marwala, who was appointed as a director since the previous annual general meeting of shareholders	X		
Ordinary resolution No 2.1	Reelection of directors retiring by rotation: Reelection as a director of Mr HR Brody, who is retiring by rotation	X		
Ordinary resolution No 2.2	Reelection of directors retiring by rotation: Reelection as a director of Mr EM Kruger, who is retiring by rotation		X	
Ordinary resolution No 2.3	Reelection of directors retiring by rotation: Reelection as a director of Ms L Makalima, who is retiring by rotation	X		
Ordinary resolution No 2.4	Reelection of directors retiring by rotation: Reelection as a director of Mr PM Makwana, who is retiring by rotation	X		
Ordinary resolution No 2.5	Reelection of directors retiring by rotation: Reelection as a director of Dr MA Matoane, who is retiring by rotation	X		
Ordinary resolution No 3.1	Reappointment of external auditors: Reappointment of Deloitte & Touche as external auditor	X		
Ordinary resolution No 3.2	Reappointment of external auditors: Reappointment of Ernst & Young as external auditor	X		
Ordinary resolution No 4.1	Appointment of the Nedbank Group Audit Committee members: Election as a member of the Nedbank Group Audit Committee of Mr S Subramoney	X		
Ordinary resolution No 4.2	Appointment of the Nedbank Group Audit Committee members: Election as a member of the Nedbank Group Audit Committee of Mr HR Brody	X		
Ordinary resolution No 4.3	Appointment of the Nedbank Group Audit Committee members: Election as a member of the Nedbank Group Audit Committee of Ms NP Dongwana	X		
Ordinary resolution No 4.4	Appointment of the Nedbank Group Audit Committee members: Election as a member of the Nedbank Group Audit Committee of Mr EM Kruger	X		

Ordinary resolution No 5	Placing the authorised but unissued ordinary shares under the control of the directors	X		
Ordinary resolution No 6.1	Adopting and publicly disclosing an energy policy; and reporting on the company's approach to measuring, disclosing and assessing its exposure to climate-related risks: To adopt and publicly disclose an energy policy	X		
Ordinary resolution No 6.2	Adopting and publicly disclosing an energy policy; and reporting on the company's approach to measuring, disclosing and assessing its exposure to climate-related risks: To report on the company's approach to measuring, disclosing and assessing its exposure to climate-related risks	X		
Ordinary resolution No 7.1	Endorsement of Remuneration Policy and Implementation Report: Advisory endorsement on a non-binding basis of the Nedbank Group Remuneration Policy.	X		
Ordinary resolution No 7.2	Endorsement of Remuneration Policy and Implementation Report: Advisory endorsement on a non-binding basis of the Nedbank Group Remuneration Implementation Report	X		
Special resolution No 1.1	Remuneration of the non-executive director: Non-executive Chairman	X		
Special resolution No 1.2	Remuneration of the non-executive director: Lead Independent Director (additional 40%)	X		
Special resolution No 1.3	Remuneration of the non-executive director: Nedbank Group boardmember	X		
Special resolution No 1.4	Committee members' fees: Nedbank Group Audit Committee	X		
Special resolution No 1.5	Committee members' fees: Nedbank Group Credit Committee	X		
Special resolution No 1.6	Committee members' fees: Nedbank Group Directors' Affairs Committee	X		
Special resolution No 1.7	Committee members' fees: Nedbank Group Information Technology Committee	X		
Special resolution No 1.8	Committee members' fees: Nedbank Group Related-party Transactions Committee	X		
Special resolution No 1.9	Committee members' fees: Nedbank Group Remuneration Committee	X		
Special resolution No 1.10	Committee members' fees: Nedbank Group Risk and Capital Management Committee	X		
Special resolution No 1.11	Committee members' fees: Nedbank Group Transformation, Social and Ethics Committee	X		
Special resolution No 2	General authority to repurchase ordinary shares	X		
Special resolution No 3	General authority to issue authorised but unissued ordinary shares for cash	X		

Special resolution No 4	General authority to provide financial assistance to related and interrelated companies	X	
-------------------------	---	---	--



Signed:

\_\_\_\_\_

Date: 13 May 2020