

**STANDARD BANK GROUP LIMITED**

*(Incorporated with limited liability on 25 November 1969 under Registration Number 1969/017128/06 in the Republic of South Africa)*

as **Issuer**

**RISK FACTORS & OTHER DISCLOSURES SCHEDULE RELATING TO THE  
STANDARD BANK GROUP LIMITED ZAR 50,000,000,000 DOMESTIC MEDIUM TERM  
NOTE PROGRAMME**

*This is the Risk Factors & Other Disclosures Schedule relating to the Standard Bank Group Limited ZAR 50,000,000,000 Domestic Medium Term Note Programme (the "**Programme**") (the "**Risk Factors & Other Disclosures Schedule**"), and is applicable to all Notes issued under the Programme pursuant to the Programme Memorandum dated 19 December 2024, as amended, updated and replaced from time to time (the "**Programme Memorandum**").*

*This Risk Factors & Other Disclosures Schedule is dated as of 19 December 2024 and contains all information pertaining to:*

- *the risk factors which outlines the factors the Issuer believes may affect its ability to fulfil its obligations under the Notes as well as the factors which are material for the purpose of assessing the market risks associated with the Notes;*
- *the Banking Sector in South Africa;*
- *South African Exchange Control;*
- *South African Taxation;*
- *Subscription and Sale;*
- *Settlement, Clearing and Transfer of Notes; and*
- *Corporate Information.*

*Capitalised terms used in this Risk Factors & Other Disclosures Schedule are defined in the section of the Programme Memorandum headed "General Terms and Conditions" (the "**General Terms and Conditions**") or "Additional Tier 1 Terms and Conditions" (the "**Additional Tier 1 Terms and Conditions**"), and together with the General Terms and Conditions, the "**Terms and Conditions**") (as applicable), unless separately defined or clearly inappropriate from the context.*

## RISK FACTORS

*The Issuer believes that the factors outlined below may affect its ability to fulfil its obligations under the Notes. All of these factors are contingencies which may or may not occur and the Issuer is not in a position to express a view on the likelihood of any such contingency occurring.*

*In addition, factors which are material for the purpose of assessing the market risks associated with the Notes are also described below.*

*The Issuer believes that the factors described below represent the principal risks inherent in investing in the Notes, but the inability of the Issuer to pay interest, principal or other amounts on or in connection with any Notes may occur for other reasons which may not be considered significant risks by the Issuer based on information currently available to it, or which it may not currently be able to anticipate. Accordingly, the Issuer does not represent that the statements below regarding the risks of holding any Notes are exhaustive.*

*Prospective investors should also read the detailed information set out elsewhere in the Programme Memorandum (as read together with this Risk Factors & Other Disclosures Schedule and the Issuer Disclosure Schedule relating to Standard Bank Group Limited (the "Issuer Disclosure Schedule", and together with the Risk Factors & Other Disclosures Schedule, the "Disclosure Schedules") to reach their own views prior to making any investment decision. The information given below is as at the date of this Risk Factors and Other Disclosures Schedule.*

*References in this section to the "Group" are to Standard Bank Group Limited ("SBG") and its subsidiaries and therefore include The Standard Bank of South Africa Limited ("SBSA") and its subsidiaries.*

### INDEPENDENT REVIEW AND ADVICE

Each purchaser of and investor in the Notes is fully responsible for making its own investment decisions as to whether the Notes (i) are fully consistent with its (or if it is acquiring the Notes in a fiduciary capacity, the beneficiary's) financial needs, objectives and conditions, (ii) comply and are fully consistent with all investment policies, guidelines and restrictions applicable to it (or its beneficiary) and (iii) are a fit, proper and suitable investment for it (or its beneficiary). Purchasers of and investors in Notes are deemed to have sufficient knowledge, experience and professional advice to make their own investment decisions, including, without limitation, their own legal, financial, tax, accounting, credit, regulatory and other business evaluation of the risks and merits of or associated with investments in the Notes. Purchasers of and investors in Notes should ensure that they fully understand the risks of or associated with investments of this nature which are intended to be sold only to sophisticated investors having such knowledge, appreciation and understanding.

### Factors that may affect the Issuer's ability to fulfil its obligations in respect of the Notes issued under the Programme

#### Risks relating to the Issuer

*The investments, business, profitability and results of operations of the Group may be adversely affected by difficult conditions in the global, South African and, with respect to SBG, sub-Saharan financial markets*

The Group's business has significant holdings in South Africa, through SBSA and its subsidiaries, with the majority of the Issuer's revenues derived from operations in South Africa. Therefore, the Issuer's business and results of operations are primarily affected by economic and political conditions in South Africa and, because of its impact on the South African economy, global economic conditions.

In addition, the Group is an Africa focused universal financial services group with operations in nineteen countries in sub-Saharan Africa ("SSA") outside of South Africa (the "Africa Regions") and satellite offices in four key financial centres and two offshore hubs. As a result, SBG's performance is also affected by its operations in SSA. Africa Regions contributed 42 per cent. to SBG's headline earnings for the year ended 31 December 2023, and total assets for Africa Regions represented 18 per cent. of SBG's total assets at 31 December 2023. Economic and political conditions in the Africa Regions in which it operates therefore also have an impact on SBG's business and results.

In 2023, uncertainty relating to economic and geopolitical conditions remained elevated globally. In the six months to 30 June 2023, inflation remained elevated and interest rates continued to rise. In the second six months to 31 December 2023, central banks paused further increases in interest rates whilst monitoring inflation trends and developing geopolitical risks. Across most markets, inflation remained higher than forecast and interest rate cuts were delayed. The International Monetary Fund ("IMF") estimates global real gross domestic product

("GDP") growth at 3.2 per cent. in 2023. (Source: IMF April 2024 Report). SSA also experienced inflationary pressures and monetary policy tightening. Higher debt costs increased fiscal pressures and sovereign risks in certain countries, which in turn, drove currency weakness. There was progress on Ghana's debt restructure, Kenya's funding outlook improved, and Nigeria took steps to liberalise the Naira. While currency movements were mixed across the Africa Regions in which the Group operates, they were weaker on average by the end of 2023. In South Africa, inflation peaked in March 2023 at 7.1 per cent., and then declined to end the year at 5.1 per cent. in December 2023. The South African Reserve Bank ("SARB") increased interest rates from January 2023 by a cumulative 125 basis points by the end of May 2023 and then paused. The South African repo rate closed the year at 8.25 per cent. While electricity disruptions and logistics constraints placed pressure on businesses and corporates, and in turn on the economy, progress was made during the year, particularly in the last quarter, towards delivering sustained improvements on both fronts. South Africa's real GDP grew at 0.6 per cent. in 2023 (source: Statistics South Africa).

In 2024, while global risks are expected to persist, the Issuer currently expects inflation to continue to fall providing scope for interest rate cuts. The IMF expects global real GDP growth to be 3.2 per cent. in 2024, in line with 2023. Real GDP growth in SSA is expected by the IMF to accelerate from 3.4 per cent. to 3.8 per cent. as higher levels of growth in East Africa more than offsets lower growth in South Africa and Nigeria. (Source: IMF April 2024 Report). The interest rate outlook is mixed. While some markets may still see interest rate increases in the first half of 2024 (including Angola, Kenya, Nigeria and Zambia), most markets are expected to start cutting interest rates in the second half of 2024. Overall, the growth outlook is positive, but the region remains at risk of global shocks and climate events. In addition, 13 countries in SSA will hold or have held elections in 2024, including six where the Group operates, namely Botswana, Ghana, Mauritius, Mozambique, Namibia and South Africa. In South Africa, inflation is expected to decline to 5.0 per cent. on average in 2024 (source: Standard Bank Research), supported by a lack of demand-driven inflation, a lack of wage pressure and favourable base effects. The SARB repo rate is expected to decline to 7.75 per cent. by year end (source: Standard Bank Research). The electricity shortfall in South Africa is expected to ease notably, relative to that experienced in 2023, driven by an increase in Eskom supply and the ongoing expansion of private sector generation capacity. Actions to ease the logistics constraints are also expected to gather pace. Together, this should support an improvement in real GDP growth to 1.1 per cent. in 2024 (source: Standard Bank Research). The South African election outcome is not expected to drive a change in policy direction. Accordingly, the continued gradual policy reform should be growth-supportive over time. Any acceleration in resolving the electricity, road, rail, and port constraints would aid this further.

Economic growth across the Group's various markets of operation is dependent on many factors beyond the Group's control, including geopolitical developments, monetary and fiscal policies and domestic and international economic and political conditions in general. Additionally, should the general global economic environment deteriorate during the course of 2024, this could negatively impact the economies of SSA.

Any deterioration in global and SSA political and economic conditions may negatively affect the Group's business, financial condition, and results of operations. This could result in lower customer demand, including lower demand for borrowing from creditworthy customers, and/or a reduction in the value of related collateral and/or an increase of the Group's default rates, delinquencies, write-offs, and impairment charges, which in turn could adversely affect the Group's performance and prospects. A deterioration in economic conditions could also impact the ability of the Group to raise funding from external investors.

*A deterioration in the South African economy may adversely affect the Group's business and results of operations in a manner that may be difficult to predict*

The Group's business and results of operations may be impacted by a number of South African macroeconomic conditions, including subdued economic growth, high unemployment, increases in inflation and/or interest rates and adverse foreign exchange rate movements.

Prior to the outbreak of the COVID-19 pandemic in January 2020, the South African economy had shown signs of weakness (including, for example, rising unemployment, a decrease in real income levels, depressed consumer confidence and an unreliable electricity supply) and had been in a downturn phase / period of declining momentum in economic activity since July 2019. While the South African economy has recovered from the 6.4 per cent. decrease in GDP in 2020 (source: Statistics South Africa), as a result of COVID-19, and has been in an upward phase since May 2020, post-recovery growth has been weak. Economic growth and consumption have been weighed down by supply-side constraints (including, for example, unreliable electricity supply and inefficient rail and port infrastructure), high inflation and restrictive interest rates, a high level of long-term unemployment,

pressure on income levels and persistent depressed consumer and business confidence. The economic recovery within South Africa has been uneven across income groups.

The South African economy grew at 0.6 per cent. in 2023 (*source: Statistics South Africa*). Uncertainty around the availability of electricity supply weighed notably on economic activity in 2023 with a record number of load shedding days. The SARB estimates that electricity shortages shaved 1.5 percentage points off GDP growth in 2023. The SARB expects load shedding to ease somewhat in 2024 and estimates that the negative impact on growth will moderate to 0.6 percentage points in 2024 and 0.2 percentage points in 2025. The decrease in the level of load shedding by several stages in the first quarter of 2024 came on the back of a combination of factors, including an increase in the imports of lithium-ion batteries and solar panels in 2023, which supports the view that private-sector electricity storage and self-generation capacity is growing rapidly. The return to service of several generating units have also aided in reducing the level of load shedding. The Issuer anticipates that there will likely be cyclical support for consumers from lower inflation and interest rates this year, while there should also be some support from the employment recovery recorded in the second half of 2023. The recovery in private sector fixed investment is being constrained by weak business confidence notwithstanding support from investment in electricity self-generation as well as ongoing, albeit softer, growth in company profits. National Treasury is forecasting positive, albeit notably softer, growth in public sector infrastructure spending. The SARB projects GDP to increase by 1.2 per cent. in 2024. The risks to the growth outlook in South Africa are assessed by SARB to be balanced. While the adverse growth impact from the electricity shortfall should ease given the expected increase in Eskom's electricity supply as well as the ongoing expansion of private sector electricity generation capacity, material progress in the logistics sector, however, will probably prove more protracted. The Issuer expects that gradual policy reform in South Africa to address supply-side constraints would be growth-supportive over time.

The South African banking sector is widely regarded as one of the country's key pillars of economic strength. The South African banking remains exposed to South Africa's general macroeconomic conditions and stability.

No assurance can be given that the Group would be able to sustain its current performance levels if the current South African macroeconomic conditions were to persist or materially worsen from levels at the date of this Risk Factors & Other Disclosures Schedule.

*A deterioration in the economies of the Africa Regions may adversely affect the Group's business and results of operations in a manner that may be difficult to predict*

SBG's performance is impacted by its operations in its Africa Regions, which consist of nineteen countries in SSA outside of South Africa. Economic and political conditions in the Africa Regions in which it operates therefore also have an impact on SBG's business and results.

The IMF expects GDP growth in SSA to rebound to around 3.8 per cent. year-on-year in 2024, from an expected 3.4 per cent. year-on-year in 2023 (*source: IMF April 2023 Report*). The growth outlook for 2024 was revised lower by the IMF, from 4.0 per cent. year-on-year in their October 2023 outlook. Economic growth across the Group's various markets of operation is dependent on many factors beyond the Group's control, including, climate change, geopolitical developments, government monetary and fiscal policies and domestic and international economic and political conditions in general.

Unfavourable weather concerns, geopolitical risks and ongoing debt sustainability challenges constraining the fiscal capacity to spur growth, are the primary downside risks for economic growth in SSA for 2024.

El Niño is having a varied impact on growth across Africa. Countries in the East Africa region, such as Kenya, Uganda and Tanzania, are experiencing above-normal rainfall, while countries towards the southern parts, such as Malawi, Zambia, Zimbabwe and Mozambique, are experiencing drier weather. As a result, a state of disaster has been declared in certain countries including Malawi, Zambia and Zimbabwe in the districts impacted by El Niño conditions. This will have an impact not only on GDP growth, but also on inflation, as evidenced in Malawi and Zambia.

In addition, there is also a risk that goods-related price pressures rise again if supply-chain tensions return. Pressure on shipping routes through the Red Sea from terror attacks, and more general incentives to 'reshore' or 'friend-shore' in order to secure supply, have the potential to lift price pressures. Indicators of supply strains have reversed from the substantial easing of pressure experienced in 2022 and the first half of 2023. However, even if supply-chain headwinds do not resurface, it appears likely that the swift decline in inflation in 2023 will not be repeated in 2024. Moreover, the risk of tensions escalating in the Middle East, could pose notable risks to the global risk environment, global supply chains, inflation and interest rates in the African Regions.

Investors face higher-than-expected inflation outcomes, keeping policy rates in advanced countries higher for longer, which might result in financial market repricing and increased volatility.

There is a notable political stability risk this year with around 60 elections across the globe in 2024 with key votes in the US and UK. The political calendar will be unusually busy in 2024 with 13 countries expected to hold elections across SSA, with Botswana, Mauritius, Mozambique, Ghana and Namibia among them.

*Changes in the credit quality of counterparties could impact the recoverability and value of assets, which may have an adverse impact on the Group's profitability*

The Group's lending and trading businesses are subject to inherent risks relating to the credit quality of their counterparties, which may impact the recoverability of loans and advances due from these counterparties. Changes in the credit quality of the Group's lending and trading counterparties, or arising from systemic risk in the financial sector, could reduce the value of the Issuer's assets and require increased provisions for bad and doubtful debts.

In addition, the Group is exposed to credit concentration risk, which is the risk of loss arising from an excessive concentration of exposure to a single counterparty, an industry, a market or segment of a market, a product, a financial instrument or type of security, a country or geography, or a maturity. The Group's credit portfolio also includes exposure concentrations to sovereign counterparties in the regions in which it operates, by way of prudential requirements for investment in government of the Republic South Africa ("**Government**") securities and through direct lending. The Group manages this exposure within a clearly defined risk appetite framework and stress tests portfolios against weaknesses and sovereign downgrades.

The Group's gross loans and advances grew by 7 per cent. to R1.7 trillion at 31 December 2023 from the prior year's level of R1.6 trillion. Despite subdued growth across the retail portfolios and a decline in business lending, this was offset by strong growth in the corporate and Sovereign lending portfolio.

Credit impairment charges for 2022 were restated from R12,064 million to R13,343 million due to an amendment in the calculation of interest income on Stage 3 loans and advances in the Issuer's non-performing portfolio. Previously interest income was calculated on a portfolio approach. Going forward it will be calculated on a loan-by-loan outstanding balance approach. This restatement impacts the business unit impairment charges calculation as well as the credit loss ratio measurements for 2024 and 2023. Credit impairment charges for the Group increased by 22 per cent. from the restated amount of R13,343 million in 2022 to R16,261 million in 2023 driven mainly by higher charges in South Africa due to client strain linked to the elevated interest and inflation environment, particularly in the home services, vehicle and asset finance, and card portfolios. The Group's credit loss ratio increased to 0.98 per cent. in 2023 from 0.83 per cent. for the 2022 financial year.

The Group's Personal and Private Banking ("**PPB**") business unit reported headline earnings of R10,721 million for 2023, up from R8,474 million in 2022. Credit impairment charges increased by 26 per cent. from R8,824 million in 2022 (restated due to the measurement approach change) to R11,128 million in 2023, due to the challenging economic environment and strain on client affordability. The PPB credit loss ratio to customers increased to 1.65 per cent. in 2023 from 1.36 per cent. in 2022. Credit performance in the PPB South Africa portfolio regressed in 2023 with credit impairment charges up 32 per cent. from R7,565 million in 2022 to R9,976 million in 2023, and the credit loss ratio increasing from 1.32 per cent. in 2022 to 1.67 per cent. in 2023. The pressure on consumers from the difficult economic and operating conditions, characterised by elevated interest and inflation rates, is reflected in the higher Stage 3 loan balances for home services (R41,188 million in 2023, up from R30,621 million in 2022), vehicle and asset finance (R10,092 million in 2023, up from R7,989 million in 2022) and card (R4,046 million in 2023, up from R3,157 million in 2022).

The Group's Business and Commercial Banking ("**BCB**") business unit recorded a 2 per cent. decrease in 2023 in gross loans and advances to customers from R203,490 million in 2022 to R199,275 million in 2023, driven by lower client demand, affordability constraints and declining business confidence, as well as a stronger ZAR against Africa Regions currencies. Credit impairment charges for BCB were 41 per cent. higher in 2023 at R3,454 million, compared to R2,450 million in the previous year, driven by the challenging macroeconomic conditions and adverse currency impacts. The BCB credit loss ratio deteriorated to 1.56 per cent. in 2023 from 1.17 per cent. in 2022.

The Group's Corporate and Investment Banking ("**CIB**") business unit generated a 30 per cent. increase in headline earnings, from R15,193 million in 2022 to R19,780 million in 2023 driven by a 26 per cent. increase in net interest income and a 13 per cent. increase in non-interest revenue with trading revenues making up 63 per cent. of total non-interest revenue. CIB's credit impairment charges for 2023 reflected a net release of provisions of R1,662 million, compared to the release of R2,530 million for 2022, following restructuring of the Ghana government

debt during the year. This release was offset by higher provisions in South Africa related to increased client distress.

SBSA's credit portfolio contains a concentration of exposure to the Government through prudential requirements and direct lending. SBSA manages this exposure within a clearly defined risk appetite framework and also stress tests the portfolio against weaknesses and sovereign downgrades.

Mortgage loans (also referred to as home services) amount to 32 per cent. of SBSA's gross loans and advances at 31 December 2023, down from 34 per cent. at 31 December 2022, but still a material credit concentration in SBSA's portfolio. SBSA manages this exposure within a clearly defined risk appetite framework that includes portfolio limits in the PPB business unit where mortgage loans are originated and managed. SBSA also regularly stress tests the portfolio against various weaknesses in the economy, such as a sovereign ratings downgrade, which could negatively affect consumer creditworthiness and the repayment of home loans.

Operating again in a challenging economic environment in South Africa characterised by persistent electricity outages, disrupted rail and port infrastructure performance and low business and consumer confidence levels, SBSA's credit loss ratio increased to 0.98 per cent. in 2023 from 0.79 per cent. (restated) in 2022.

Many factors affect the ability of the Group's customers to repay their loans. Some of these factors, including adverse changes in consumer confidence levels due to local, national and global factors, consumer spending, bankruptcy rates, and increased market volatility, might be difficult to anticipate and are outside of the Issuer's control. The Issuer conducts annual credit risk type scenario and sensitivity stress testing on its respective portfolios to assess the impact on its respective risk profiles and to inform changes to forward-looking risk appetite and strategy.

The Group continues to apply appropriate and responsible lending criteria and to manage credit risk through maintaining a culture of responsible lending and a robust risk policy and control framework, in line with anticipated economic conditions and forward-looking risk appetite. Despite this, if macroeconomic conditions in South Africa and globally remain unstable, this could lead to variable demand for credit and may result in an increase in the level of the Issuer's non-performing loans and credit impairments. This, in turn, could have an adverse effect on the Issuer's financial condition or results of operations.

*South African political uncertainty may impact the South African economy, which in turn could have a negative effect upon the Group's operations and its financial condition, in a manner that may be difficult to predict*

Historically, the South African political environment has been characterised by a high level of uncertainty and concerns about the strength and independence of the country's institutions.

In 2024, the political outlook has been dominated by the national and provincial elections, which were held on 29 May. In the elections, the African National Congress' (the "ANC") share of the vote fell from 57.5 per cent. to 40.2 per cent., necessitating coalitions at the national level for the first time in the democratic era. In response, the ANC has invited opposition parties to form a Government of National Unity ("GNU"). This invitation has been accepted by a variety of parties, including the Democratic Alliance (DA) and the Inkatha Freedom Party (IFP), both of which are broadly centrist and Constitutionalist in their orientation. This same GNU coalition framework has been used in both Gauteng and KwaZulu-Natal, offering a degree of stability to these provinces despite the ANC's loss of majority. Further areas of political uncertainty include ongoing interventions to resolve the electricity and logistics crises and problems in the water and sanitation sector. In 2023, water cuts – or 'water shedding' – was as prominent a driver of major service delivery action as electricity load shedding as measured by Municipal IQ (a South African data and intelligence service which monitors and assesses South Africa's municipalities).

In addition to the above, the reform focus will rest on the Government's interventions to resolve rising levels of crime, and particularly organised crime; deteriorating service delivery at the local government level; and efforts to further bolster the country's anti-corruption and broader governance reform drive.

Rising costs of living, coupled with breakdowns in service delivery across many of the country's financially and operationally troubled municipalities, continue to constitute a risk to the outlook. In 2023, there were 198 'major service delivery protests' as measured by Municipal IQ across the country, up from 121 in 2021 (though still lower than a 2018 peak of 237).

In addition to this, there will be a continued focus on the political pressures facing the South African National Treasury as it seeks to consolidate public finances over the medium-term. These pressures could accumulate if

the GNU breaks apart and the ANC is then forced to consider an alliance with either the Economic Freedom Fighters (EFF) or uMkhonto weSizwe (referred to as the MK Party).

From a governance perspective, the focus in 2024 will rest on the National Prosecuting Authority's capacity to deliver accountability in the various "state capture" cases that it has enrolled in court through its Investigative Directorate ("**ID**"). Prior to the elections, President Ramaphosa signed the National Prosecuting Authority Amendment Bill into law, which, amongst other factors, aims to make the ID a permanent entity. This is seen as an important step in the agency's ability to tackle high-level corruption in the country. To this point, focus will also rest in 2024 on South Africa's bid to exit the Financial Action Task Force ("**FATF**") 'grey list' at the next review, a key component of which is the need to make visible progress on delivering accountability for financial and State Capture crimes.

If political uncertainty impacts the South African economy, including as a result of potentially unstable national and/or provincial coalitions, levels of crime and the rising cost of living, this may result in an increase in the level of the Issuer's non-performing loans and credit impairments, and/or a contraction in the growth of loans and advances. This, in turn, could have an adverse effect on the Issuer's financial condition or results of operations.

#### *The Issuer faces risk from the impact of climate change*

The Issuer's activities may give rise to climate-related risks, as a result of its own operations and, more significantly, in respect of financed emissions across its client portfolios. The Issuer is exposed to physical and transition risks arising from climate change.

Physical risks from climate change relate to specific weather-related events such as heatwaves, droughts, floods and storms, and longer-term shifts in climate resulting in changes to mean temperatures and precipitation patterns, rising sea levels and coastal erosion. Acute physical risks such as more frequent and more intense extreme weather events pose a risk to the Issuer's own operations and those of its customers, especially in vulnerable sectors. Chronic physical risks such as rising average temperatures and changing precipitation patterns over the medium to long term, that lead to heat stress, droughts, higher wildfire risks and water shortages, may impact the Issuer's clients in sectors including mining, industrial, manufacturing and agriculture through water shortages, reduced labour productivity, reduced economic output and increased occupational health risks, which could impact performance of clients and in turn have an adverse impact on the Issuer's business. The nature and timing of extreme weather events are uncertain but they are increasing in frequency and their impact on the economies in which the Group operates is expected to be more acute in the future. Potential economic impacts include, but are not limited to, lower GDP growth, higher unemployment and significant changes in asset prices and the profitability of industries. Damage to client's properties and operations could impair asset values and impact the creditworthiness of clients leading to increased default rates, delinquencies, write-offs and impairment charges in the Issuer's portfolios and financial losses for the Issuer. In addition, the Issuer's own premises and resilience may suffer physical damage due to weather events leading to increased costs for the Issuer.

Transition risks, including policy risk, market risk and reputational risk, arise from the process of adjustment towards a low-carbon economy. As economies transition toward low-carbon economies, financial institutions, including the Issuer, may face significant and rapid developments in policy, law and regulation, technology and sentiment, which could lead to the increased risk of stranded assets of the Issuer or its clients, an impairment in value of clients' operating assets which would have an adverse impact on the Issuer's financials and increased risk in the probabilities of client default. As sentiment towards climate change shifts and societal preferences change, the Issuer may face greater scrutiny of the types of business it conducts, adverse media coverage and reputational damage from a failure to meet changing societal, customer, or investor demands as well as failure to comply with governmental and regulatory requirements. This may in turn impact customer demand for the Issuer's products, returns on certain business activities, costs of funding and the value of certain assets resulting in impairment charges.

If the Issuer does not adequately embed risks associated with climate change into its risk frameworks to appropriately measure, manage and disclose the various financial and operational risks it faces as a result of climate change, or fail to adapt its strategies and business models to changing regulatory requirements and market expectations on a timely basis, this may have a material and adverse impact on the Issuer's business, financial condition, results of operations, prospects and reputation.

*Uncertainty in the timing and volume of future cash outflows resulting from obligations under insurance contracts could adversely impact SBG's liquidity and business operations, which could further impact SBG's operations and its financial condition, in a manner that may be difficult to predict*

Insurance risk arises due to uncertainty regarding the timing and amount of future cash flows from insurance contracts. This may be due to variations in mortality, morbidity, customer behaviour or expense experience in the case of life products, and claims incidence, claim severity or expense experience in the case of non-life insurance products.

Insurance risk operations are housed within Liberty Holdings Limited ("**Liberty**") and Standard Insurance Limited ("**SIL**"). Both these businesses operate within the Insurance and Asset Management ("**IAM**") business unit within SBG. As at February 2024, SIL formed part of Liberty. The Group's share of IAM's headline earnings for the year ended 31 December 2023 was R2,820 million (net of the inter-business unit attribution (insurance) of R2,363 million transferred to SBG in respect of the embedded bancassurance business), which equates to 6.6 per cent. of SBG's total headline earnings.

In respect of SBG's life business, although the risk of COVID-19 has largely abated, IAM continues to be exposed to pandemic risks. In respect of SBG's non-life business there is elevated risk due to increased frequency and severity of natural disasters likely attributable to climate change. The annual review of non-life premiums will take the expected impacts of climate change into account.

In addition, if the socio-economic environment in which the IAM business operates continues to remain strained or deteriorate, this could negatively impact customer behaviour and new business volumes.

***Noteholders recourse to assets and/or cash flows of SBG may be subordinated to the rights of investors and funders to the assets and/or cash flows of the subsidiaries***

*SBG is a holding company and its ability to make payments in respect of the Notes issued by it under the Programme depends partially on the results of its operating subsidiaries and its ability to receive distributions and repayments from such subsidiaries*

SBG is the ultimate holding company for the Group's interests and conducts its business through operating subsidiaries. SBG's ability to meet its financial obligations, including payments under Notes issued by it, depends partially on receipt of interest and principal payments on loans made by it to its operating subsidiaries (including, for example, any loans which may be made with the issue proceeds of Notes issued by SBG) and/or distributions of earnings and capital from its operating subsidiaries in the form of dividends, distributions or other advances and payments.

Certain of SBG's subsidiaries have incurred or may in the future incur indebtedness pursuant to loan agreements, indentures or other financial instruments that rank senior to SBG's loans to its subsidiaries. Furthermore, such subsidiaries are, or may in the future be, subject to restrictions contained in loan agreements or indentures which prohibit or limit their ability to transfer funds to SBG and/or require that any existing or new indebtedness of such subsidiaries to SBG be subordinated to the indebtedness under such loan agreements or indentures. SBG's subsidiaries are separate and distinct legal entities and have no obligation, contingent or otherwise, to pay any amounts due under Notes issued by SBG (or SBSA) or to make any funds available therefore, whether in the form of dividends or otherwise. Any right that SBG may have to receive assets of any such subsidiary upon its insolvency, and the consequent right of the holders of Notes to benefit from the distribution of proceeds from those assets, will be effectively subordinated to the claims of creditors of such subsidiaries, including tax authorities, employees, trade creditors and lenders.

As well as the risk of losses in the event of a subsidiary of SBG's insolvency, SBG may suffer losses if any of its loans to, or investments in, such subsidiary are subject to write-down, write-off and conversion by statutory power or regulatory direction or if the subsidiary is otherwise subject to resolution proceedings. In particular, the Financial Sector Regulation Act, No. 9 of 2017 ("**FSR Act**") specifies that the resolution powers should be applied in a manner such that losses are transferred to shareholders and creditors in an order which reflects the hierarchy prescribed in the relevant financial sector law and which otherwise respects the hierarchy of claims in an ordinary insolvency. In general terms, the more junior the investments in, and loans made to, any Group subsidiary are, relative to third-party investors, the greater the losses likely to be suffered by SBG in the event that any Group subsidiary enters into resolution proceedings or is subject to write-down, write-off or conversion of its regulatory capital instruments or other liabilities. See "*Regulatory action in the event a bank or investment firm in the Group is failing or likely to fail, including the exercise by the Resolution Authority of a variety of resolution powers, could materially adversely affect the value of the Notes*" below. If any of the Group subsidiaries were subject to



resolution proceedings (i) the Noteholders would have no direct recourse against such subsidiary, and (ii) the Noteholders themselves may also be exposed to losses pursuant to the exercise by the Resolution Authority of the resolution powers conferred by statutory bail-in powers or regulatory bail-in see "*Regulatory action in the event a bank or investment firm in the Group is failing or likely to fail, including the exercise by the Resolution Authority of a variety of resolution powers, could materially adversely affect the value of the Notes*" below.

***The investments, business, profitability and results of operations of the Issuer may be adversely affected by risks relating to the Group's internal processes and operations***

*Fraudulent activity may result in financial losses which may have an adverse effect on the operations of the Group*

The Group faces the risk of reputational damage and financial losses due to fraud, crime and misconduct. As the Group evolves in its digital transformation, it maintains fraud risk as a key risk and continuously invests in skilled resources, operational efficiencies, systems and enriched data to combat fraud. The evolution and sophistication of banking fraud has been significant, driven by technological advancements, the increasing complexity of financial systems, and society's increasing dependence on digital technology and services. Banking fraud has transformed from simple scams to complex schemes that exploit both technological vulnerabilities and human psychology. Efforts to combat banking fraud have also evolved, incorporating advanced cybersecurity measures, behavioural analytics, machine learning models for anomaly detection, evolving regulatory frameworks and constant client awareness and education aimed at reducing the ever-evolving threat. Efforts in this area are ongoing as innovation by financial institutions intended to secure banking and financial transactions presents new opportunities for exploitation by criminals. The future of banking fraud prevention will also likely include more sophisticated uses of artificial intelligence ("AI") by both fraudsters and financial institutions, increased collaboration between financial institutions and governments, and greater emphasis on consumer education to mitigate risks.

In addition, the Group continues to monitor for market abuse, market manipulation, rogue trading and trends of syndicate or collusive behaviour where staff may be complicit particularly during economic downturns, as these activities may result in financial losses.

As the Group grows its digital offerings and footprint, the risk of impersonation and breaches of logical access management, which could result in reputational damage or financial loss, is heightened.

Should the Group fall victim to fraudulent activities, or be unable to detect or mitigate fraudulent activities, this may have an adverse effect on the business, financial condition and results of Group operations.

*Cyber-crime may result in losses which negatively impact the Group's business, financial condition and/or results of operations*

Protecting the Group, its clients and partners from cyber risk is crucial as the Group continues to advance its digital capabilities. The Group's businesses are subject to their ability to quickly adapt to disruptions while maintaining continuous business operations.

Financial services remain the most targeted economic sector from a cyber-threat perspective. The key sources of concern include the escalating sophistication of threats, increased volumes of cyber-attacks in the world at large, and an ever-expanding cyber-attack surface. Leveraging trends like cloud, mobile and big data are essential for the Group's business and operations to survive and thrive in new markets, however they increase the risk of cybercrime.

Successful cyber-attacks have far-reaching consequences which could result in fraud, material losses of client or customer information, cyber extortion, sabotage, damage of computer systems, reputational damage and may lead to regulatory penalties or financial losses; but ultimately, serve to damage the consumer's trust in the banking system.

*The Issuer may not be able to detect money laundering and other illegal or improper activities fully or on a timely basis, which could expose the Issuer to additional liability*

The Issuer is required to comply with applicable anti-money laundering, counter terrorist financing and bribery and corruption reporting laws in South Africa; see the section of the Issuer Disclosure Schedule titled "*Description of Standard Bank Group Limited - Regulation - Anti-money laundering regulatory requirements*". Additionally, regulators across Africa require financial institutions to adopt the risk-based approach to managing risks associated with money laundering, proliferation financing and the financing of terrorism, as espoused by the Financial Action Task Force Recommendations. Regulators expect financial institutions to conduct due diligence

on all their clients, and also require technologically driven transaction monitoring and reporting mechanisms in all countries in which the Group operates. While the Issuer has adopted policies and procedures aimed at detecting and preventing the use of its banking network for money laundering and terrorist financing activity, such policies and procedures may not completely eliminate instances in which the Issuer may be used by other parties to engage in money laundering, or other illegal or improper activities. To the extent that the Issuer may fail to fully comply with applicable laws and regulations, various regulatory authorities that are responsible for supervision of compliance with anti-money laundering and counter terrorist financing legislation have the authority to impose fines and other penalties. In addition, the Issuer could suffer reputational harm if clients are found to have used its products or services for money laundering, terrorist financing or other illegal purposes, and this could adversely affect its financial condition and results of operations.

*A failure or interruption in or breach of the Group's information technology systems could have an adverse effect on the Issuer's business, financial condition and/or results of operations*

Technology risk refers to the risk associated with the use, ownership, operation, involvement, influence, and adoption of technology by the Group. The Group's strategic focus to effectively adopt and use technology to achieve competitive business objectives is an integral consideration in evaluating technology risk.

The Group's main technology risks include the failure or interruption of critical systems, cybercrime, unauthorised access to systems, failure and/or exposure of a third-party service provider (manifested through potential events such as technology changes, updates, alterations, digital services, and cloud computing).

The Group regards its technology systems and operations infrastructure as critical to improving productivity and maintaining the Group's competitive advantage. The Group continues to encourage and introduce fully digital solutions for transactional banking (internet banking, mobile phone banking via text message, and smartphone banking via the app) in many of the countries in which it operates (with the intention of moving away from physical channels).

Any failure, interruption, or breach in security of these systems could result in failures or interruptions in its risk management, general ledger, deposit servicing, loan servicing, debt recovery, payment custody and/or other important systems could have a material adverse effect on the Group's business, results of operations, financial condition, and prospects.

*The Group plans to transform client experiences using digital technologies. This entails building a platform business and growing its partner network that extends beyond banking services. The chosen strategic position and execution plans face a number of risks that may result in an adverse impact on the Group's business and prospects.*

There are inherent risks which arise out of the Group's execution of its digital first and platform business strategy. Such risks include fraud, cyber-crime, interruption to information technology systems and reputational and financial loss or damage. Investing in digital capabilities that improve client experience and operational efficiency and solidify its competitive advantages in the long term, may impact the Group's stakeholder relationships and job descriptions in the short term.

In addition, a lack of appropriate change management and leadership skills, the shift towards business unit's determining their own individual platform strategies, funding, organisational processes, technology, and operating skills as well as the volume of change resulting from the implementation of the Group's digital first and platform business strategy may hinder, delay, or prevent roll out of the platform business. These risks increase operating and governance costs.

Legal risks also exist in relation to possible trademark infringement that may result in financial losses, which may have an adverse effect on the financial condition of the Group. Compliance risks may also arise with regards to non-adherence to the fair treatment of customers, non-adherence to relevant privacy legislation and/or regulation in relation to use of customer information for use in the platform businesses personalization strategy.

The Group's strategy to partner with third parties to deliver solutions on the platform, either financial or beyond financial, may raise the risk of anti-competitive behaviour as well as third party risk which may result in the Group suffering reputational or financial damage.

If the Group does not successfully execute on its platform strategy, it runs the risk of losing clients and market share. Continued expansion in the financial services sector landscape by bigtech, fintech and incumbent banks which offer simple, efficient and affordable banking and other financial services significantly increase competitive pressure in the sector. These are competitors who may have limited or no regulations restricting their innovation

speed. The Group's innovations might not be fast enough to market, resulting in failure to capture more customers or grow revenue in line with expectations, which could lead to a material adverse effect on the Group's business, results of operations, financial condition, and prospects. The rise of AI raises additional risks such as the impact on security and the workforce, AI cyber-attacks, misinformation and disinformation and the increased risk of fraud.

*Employee misconduct may result in financial losses which may have an adverse effect on the operations of the Group*

The Group is exposed to risk from potential non-compliance with Group policies and regulations (such as the Group's Code of Ethics and Conduct) and related behaviour and employee misconduct such as fraud, negligence or non-financial misconduct, all of which could result in regulatory sanctions and fines and serious reputational or financial harm to the Group. In recent years, a number of multinational financial institutions have suffered material losses due to the actions of rogue employees. It is not always possible to deter employee misconduct, and the precautions the Group takes to prevent and detect this activity may not always be effective. The Group maintains a Code of Ethics and Conduct which informs the Group's policies, standards and risk management code and is supported by a comprehensive approach to risk management. Conduct risk within the Group is governed by conduct oversight committees within the Group's client segments and corporate functions.

Employee misconduct or regulatory sanctions if a regulator deems the Group's actions to deter such activity to be insufficient, could have a material adverse effect on the Group's business, financial condition, results of Group operations, prospects and reputation.

*The Group may suffer reputational or financial damage as a result of third party risk exposure*

Third party risk is the potential risk that arises when the Group enters into a relationship with third parties and relies on third parties to perform services or activities on behalf of the Group. Third parties are engaged to form collaborative, mutually beneficial relationships and partnerships whilst ensuring effective customer delivery in line with the Group's strategic objectives. The Group relies on a large number of third parties to deliver critical services to customers. This includes customer interfacing services such as sales agents, brokers, digital banking products and core banking systems.

Non-performance by the Group's third parties may impact service delivery to customers and can potentially expose the Group to non-compliance with regulatory requirements, and consequently penalties, fines and/or reputational damage.

The Group is further exposed to concentration risk and business disruption arising from relationships with key material service providers which provide critical IT systems and services to the Group. Supply chain disruption may be further elevated due to geopolitical tensions, insufficient energy resources and adverse weather conditions, whereby essential third parties, concentrated in high risk geographic areas, could themselves experience pressure which in turn could negatively impact service delivery and the continuation of essential services to customers.

### ***Competition and Market Risk***

*An evolving competitive landscape may have an adverse effect on the Group's financial condition and results of operations*

The Group is subject to significant competition from other major banks operating in its markets, including competitors such as international banks that may have greater financial and other resources, particularly in the corporate and investment banking market. Many of these banks compete for substantially the same customers as the Issuer and/or other members of the Group. The Group faces growing competition from new entrants in the South African retail banking market, and from strong competitors in most of the other African retail markets in which it competes. Some of these competitors may be able to use AI and other new technologies to provide a superior client experience and/or to make more accurate credit decisions than the Group, either of which would reduce the Group's market share and revenues. The Group also faces competition from other non-bank entities that increasingly provide similar services to those offered by banks, including entities such as retailers, mobile telephone companies and other technology companies, including entities in the shadow banking industry. The shadow banking industry is large and inconsistently regulated in some of the Group's markets, which creates additional competition and may in future cause heightened systemic risk. Increased competition from non-bank entities in the money markets and capital markets could impact the Issuer's ability to attract funding. The Group's retail businesses may in future face increasing competition from Central Bank Digital Currencies ("CBDCs")

such as Nigeria's eNaira. To date, however, consumer adoption of CBDCs has been very limited and this risk remains latent.

*Adverse movements in market variables such as equity, bond and commodity prices, currency exchange and interest rates, credit spreads, recovery rates and correlations, could impact the market value of the Group's financial instruments*

Market risk is the risk of a change in the market value, actual or effective earnings, or future cash flows of a portfolio of financial instruments, including commodities, which is caused by adverse movements in market variables such as equity, bond and commodity prices, currency exchange and interest rates, credit spreads, recovery rates, correlations and implied volatilities in all of these variables. The Group's key market risks are trading book market risk, interest rate risk in the banking book, equity risk in the banking book, foreign currency risk, own equity-linked transactions and post-employment obligation risk. Should the Group be unable to manage its market risk this could have a negative impact upon the value of its securities. At the Group level for the year ended 31 December 2023, market risk consumed R1,779 million, or 0.9 per cent. of Group economic capital. Interest rate risk in the banking book for the year ended 31 December 2023 consumed R8.6 billion, or 4.4 per cent. of Group economic capital.

Trading book market risk is represented by financial instruments, including commodities, held in various entities in the Group's trading books arising out of normal global market's trading activity. Banking book-related market risk exposure principally involves managing the potential adverse effect of interest rate movements on banking book earnings (net interest income and banking book mark-to-market profit or loss) and the economic value of equity.

Equity risk is defined as the risk of loss arising from a decline in the value of equity or an equity-type instrument held in the banking book, whether caused by deterioration in the underlying operating asset performance, net asset value, enterprise value of the issuing entity, or by a decline in the market price of the equity or instrument itself. Equity risk for the year ended 31 December 2023 consumed R15.8 billion, or 8 per cent. of Group economic capital.

The Group's primary non-trading related exposures to foreign currency risk arise as a result of the translation effect on their respective net assets in foreign operations, intragroup foreign-denominated debt and foreign-denominated cash exposures and accruals.

The Issuer has exposure to changes in SBG's share price arising from the equity-linked remuneration contractual commitments and post-employment obligation risk through the requirement to contribute as an employer to an underfunded defined benefit plan. Total expenses recognised in SBSA staff costs for own equity-linked transactions for the year ended 31 December 2023 was R4,179 million and the total liability recognised in other liabilities for own equity-linked transactions as at 31 December 2023 was R4,016 million. Total expenses recognised in SBG staff costs for own equity-linked transactions for the year ended 31 December 2023 was R4,609 million and the total liability recognised in other liabilities for own equity-linked transactions as at 31 December 2023 was R848 million. The amount recognised as an asset in SBG's Statement of Financial Position as at 31 December 2023 for pension and other post-employment benefits was R1,628 million. The amount of pension and other post-employment benefits recognised as a liability in SBG's Statement of Financial Position as at 31 December 2023 was R1,077 million.

In addition, SBG, primarily through its shareholding in Liberty, is exposed to insurance risk. The Group's share of IAM's headline earnings for the year ended 31 December 2023 was R2,820 million, which equates to 6.6 per cent. of SBG's total headline earnings. The Group's Liberty business unit provides life insurance products and services through Liberty Group Limited, a subsidiary of Liberty. Market risk within the Group's life insurance business is split into three categories:

- market risks to which Liberty wishes to maintain exposure on a long-term strategic basis;
- market risks to which Liberty does not wish to maintain exposure on a long-term strategic basis as they are not expected to provide an adequate return on economic capital over time; and
- market risks to which Liberty does not wish to maintain exposure but where Liberty is unable to economically mitigate these risks through hedging.

A reduction in the value of the financial instruments that the Group invests in may also have a material adverse effect on its business, growth prospects, results of operations and/or financial condition.

***The Issuer's business and profitability may be adversely affected by liquidity and funding risks***

*Volatility in capital or credit markets may impact the Group's ability to access liquidity and funding*

The Group's primary funding sources are in the form of deposits across a spectrum of personal and private, business and commercial and corporate and investment banking clients, as well as long-term capital and loan markets.

In respect of South Africa, the banking sector is characterised by certain structural features, such as a low discretionary savings rate in general and a high percentage of these are captured by institutions such as pension funds, provident funds and providers of asset management services. A portion of these savings translate into institutional funding for the banking system that comprises wholesale funding from financial institutions across a range of deposits, loans and financial instruments. These deposits have a different liquidity profile to retail deposits. As a result, the Issuer, along with other banking groups in South Africa, has a higher reliance on wholesale funding than retail deposits. As at 31 December 2023, retail deposits comprised 22.1 per cent. of the total funding-related liabilities of SBSA and 26.4 per cent. of the total funding-related liabilities of SBG.

Wholesale funding sourced by members of the Group is usually of a short-to-medium term and entered into on a contractual basis. Wholesale funding is more expensive than retail deposits, and is sourced from a small number of depositors, principally, fund managers. As at 31 December 2023, 86 per cent. of the SBSA's deposits and debt funding (including subordinated debt) had a contractual maturity date of 12 months or less or were repayable on demand. As at 31 December 2023, SBSA's largest single depositor accounted for 4.0 per cent. of total funding related liabilities and the top 10 depositors accounted for 10.3 per cent. of total funding related liabilities, well within SBSA's risk appetite of 10 per cent. and 20 per cent. respectively. As at 31 December 2023, 89 per cent. of SBG's deposits and debt funding had a contractual maturity date of 12 months or less or were repayable on demand. As at 31 December 2023, the largest single depositor accounted for 3.1 per cent. of total funding related liabilities and the top 10 depositors accounted for 7.8 per cent. of total funding related liabilities, well within the Group's risk appetite of 10 per cent. and 20 per cent. respectively.

If a substantial portion of the depositors withdraw their demand deposits or do not roll over their term deposits upon maturity, the Issuer may need to seek more expensive sources of funding to meet its funding requirements and no assurance can be made that additional funding will be obtained on commercially reasonable terms as and when required, or at all. Any inability to refinance or replace such deposits with alternative funding could adversely affect the liquidity and financial condition of the Issuer.

Disruptions, uncertainty or volatility in the capital and credit markets may limit the Issuer's ability to refinance maturing liabilities with long-term funding and may increase the cost of such funding. The availability to the Issuer of any additional financing it may need will depend upon a variety of factors, such as market conditions, the availability of credit generally and to borrowers in the financial services industry specifically, and the Issuer's financial condition, credit ratings and credit capacity. The possibility that customers or lenders could develop a negative perception of the Issuer's financial prospects if, for example, the Issuer incurs large losses, experiences significant deposit outflows or if the level of an Issuer's business activity decreases, could also affect the availability of any additional financing.

Although the Issuer believes that its level of access to domestic and international inter-bank and capital markets and its liquidity risk management policies allow and will continue to allow the Issuer to meet its short-term and long-term liquidity needs, any maturity mismatches may have an adverse impact on its financial condition and results of operations. Furthermore, there can be no assurance that the Issuer will be successful in obtaining additional sources of funds on acceptable terms or at all.

*A downgrade in the Issuer's credit ratings or the credit rating of South Africa could have an adverse effect on the Issuer's access to liquidity sources and funding costs*

As of the date of this Risk Factors & Other Disclosures Schedule, SBG's long-term Issuer rating was assessed by Moody's Investors Service, Inc ("**Moody's**") as Ba2 with a stable outlook and SBG's short and long-term foreign currency issuer default rating was assessed by Fitch Ratings Limited ("**Fitch**") as B and BB-, respectively, with a stable outlook.

As of the date of this Risk Factors & Other Disclosures Schedule, SBSA's short and long-term foreign currency deposit rating was assessed by Moody's as P-3 and Baa3, respectively, with a stable outlook and SBSA's short and long-term foreign currency issuer default rating was assessed by Fitch as B and BB-, respectively, with a stable outlook.

A downgrade of the Issuer's credit rating may increase its cost of borrowing, limit its ability to raise capital and adversely affect its results of operations.

The banks' rating is highly influenced by the rating agencies assessment of South Africa's operating environment and the banks' capitalisation and leverage, which are highly sensitive to adverse changes in the sovereign's credit profile. Both Fitch and Moody's have indicated that factors that could lead to a downgrade of the Issuer's rating include a deterioration in the South African governments credit profile, a decline in the Issuer's credit profile, and negative changes in key metrics that the respective agencies monitor.

The Issuer's planning processes include consideration of the potential implications of South African sovereign credit rating agency downgrades.

There can also be no assurance that the rating agencies will maintain the Issuer's current rating or outlook or those of South Africa. Ratings are not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time by the assigning rating organisation. Each rating should be evaluated independently of any other rating.

*The Issuer is subject to prescribed regulatory capital and liquidity requirements that could affect its operations. A failure to adhere to these requirements may result in constrained asset growth and restrictions being placed on distributions*

The Issuer is subject to capital adequacy requirements specified by the Prudential Authority (the "PA"), which provide for a minimum common equity tier 1, tier 1 and total capital adequacy ratio.

The amended Regulations relating to Banks (as amended) (as defined in the Terms and Conditions) effective 1 January 2013 are based on the Basel III framework ("**Basel III**") introduced by the Basel Committee on Banking Supervision ("**BCBS**") and provide the minimum risk based capital ratios. The PA adopted the Basel III framework, subject to certain phase-in provisions as provided by the BCBS from 1 January 2013. From 1 January 2019 the requirements that were subject to phase-in provisions have been fully implemented.

South African minimum Basel III capital requirements were 8.5 per cent. for CET 1, 10.8 per cent. for tier 1 and 14.0 per cent. for total capital adequacy in 2023. These minimums exclude the countercyclical buffer, which was not announced as a requirement for South Africa for the 2023 financial year, and confidential bank-specific pillar 2B capital requirements but include the maximum potential domestic systemically important bank ("**D-SIB**") requirement of 2.5 per cent. South African banks were required to disclose their D-SIB capital requirements from 1 September 2020. The Group's and SBSA's D-SIB buffer requirements amount to 1.5 per cent. as at 31 December 2023 of which 1 per cent. is required to be held in CET 1. The PA has announced its intention, subject to industry comment, to introduce a positive cycle neutral countercyclical buffer of 1 per cent. effective from 1 January 2026 with phase-in requirements from 1 January 2025.

The Basel III capital buffers continue to make it more challenging for banks and bank holding companies to comply with minimum capital ratios. Failure by the Issuer to meet certain of these buffers, for example the capital conservation and countercyclical buffers, could result in restrictions being placed on distributions, including dividends and discretionary payments, and any failure by the Issuer to maintain its capital ratios may result in action taken in respect of the Issuer.

In addition, Basel III prescribes two minimum liquidity standards for funding liquidity. The first is the liquidity coverage ratio ("**LCR**") which became effective on 1 January 2015 and aims to ensure that banks maintain an adequate level of high-quality liquid assets to meet liquidity needs for a 30 calendar day period under a severe stress scenario. The second is the net stable funding ratio ("**NSFR**"), which became effective on 1 January 2018, and which aims to promote medium and long-term funding of banks' assets and activities.

SBSA reported a LCR of 127.4 per cent. as at 31 December 2023 based on a simple average of 92 days of daily observations over the quarter ended 31 December 2023, exceeding the SARB's minimum requirement of 100 per cent. SBG reported a LCR of 129.1 per cent. as at 31 December 2023 based on a simple average of 92 days of daily observations over the quarter ended 31 December 2023 for the majority of SBG's balance sheet and a simple average of the three month-end data points for certain Africa Regions' banking entities which are not yet reported daily, exceeding the SARB's minimum requirement of 100 per cent.

The Issuer maintained NSFR compliance for 2023, reporting a NSFR of 121.2 per cent. as at 31 December 2023 in excess of the 100.0 per cent. regulatory requirement, as well as specified internal risk appetite requirements, with SBSA reporting a NSFR of 107.0 per cent. as at 31 December 2023 in excess of the 100.0 per cent. regulatory requirement.

Failure by the Issuer to meet the minimum liquidity standards for funding liquidity (LCR and NSFR), could limit its ability to support planned lending activities, and any failure by the Issuer to maintain its liquidity ratios may result in the enforcement and execution of the contingent funding plan.

### ***Regulatory Risks relating to the Issuer***

*The impact of any future change in law or regulation on the Issuer's business is uncertain*

The Issuer is subject to the laws, regulations, administrative actions and policies of South Africa and each other jurisdiction in which it operates, and the Issuer's activities may be constrained by applicable legal and regulatory requirements. Changes in regulation and supervision, particularly in South Africa, could materially affect the Issuer's business, the products or services offered, the value of its assets and its financial condition. Although the Issuer works closely with its regulators and continuously monitors the situation, future changes in regulation, fiscal or other policies cannot be predicted and are beyond the control of the Issuer. The Issuer may incur reputational damage and financial losses if it is unable to anticipate or prepare for future changes to law or regulation.

Changes in Government policy, legislation or regulatory interpretation applying to the financial services industry in the markets in which the Group operates may adversely affect the Issuer's product range, distribution channels, capital requirements and, consequently, reported results and financing requirements. In particular, any change in regulation to increase the requirements for capital adequacy or liquidity, or a change in accounting standards, could have a material adverse impact on the Group's business, results, financial condition or prospects.

The impact of new laws or regulations to be issued and any future changes in laws or regulations on the Issuer's business is uncertain and may have a material and adverse impact on the Issuer's business, financial condition, results of operations and prospects.

### ***Risks relating to Emerging Markets***

*Investors in emerging markets should be aware that these markets may be subject to greater risk than more developed markets, which may adversely affect the value or liquidity of Notes issued by the Issuer under the Programme*

South Africa and the economies of the Africa Regions are generally considered by international investors to be emerging markets. SBSA and its subsidiaries are fully integrated with the rest of the Group and therefore also play a key role in positioning the Group to capitalise on the growth in emerging markets in the rest of Africa. Investors in emerging markets such as South Africa and SSA should be aware that these markets may be subject to greater risk than more developed markets. These risks include economic instability as well as, in some cases, significant legal and political risks.

Economic and financial market volatility in South Africa, SSA and other emerging markets has been caused by many different factors. Due to its liquidity and use as a proxy for emerging market trades, the Rand is particularly exposed to changes in investor sentiment and resulting periods of volatility. In addition to this, economic instability in South Africa, SSA and in other emerging market countries is caused by many different factors, including the following:

- electricity supply instability;
- a deteriorating fiscal outlook;
- policy uncertainty and rising populism;
- currency volatility and high inflation;
- constrained commodity prices;
- capital outflows; and
- a decline in domestic demand.

Any of these factors, amongst others, as well as volatility in the markets for securities similar to the Notes, may adversely affect the value or liquidity of the Notes.

Accordingly, investors should exercise particular care in evaluating the risks involved and must decide for themselves whether, in light of those risks, their investment is appropriate. Generally, investment in emerging markets is only suitable for sophisticated investors who fully appreciate the significance of the risks involved, and prospective investors are urged to consult with their own legal and financial advisors before making an investment in the Notes.

Investors should also note that developing markets, such as those in African countries, are subject to rapid change.

*Exchange Control regulations may impact the Group's operations in the relevant countries in which they operate*

There has been a gradual relaxation in exchange controls in South Africa since 1995. The extent to which the Government may further relax such exchange controls cannot be predicted with certainty, although the Government has committed itself to a gradual approach of further relaxation. Further relaxation or the abolition of exchange controls may precipitate a change in the capital flows to and from South Africa. If the net result of this were to cause large capital outflows, this could adversely affect the Group's business and financial condition as a whole.

Further to the above and consistent with the relaxations of the exchange control framework, the Government continues with its commitment to modernise South Africa's capital flows management framework as announced in 2020. The main objective of the new capital flow management framework is to introduce a positive bias framework where all cross-border transactions will be allowed, except those that are subject to capital flow management measures and/or pose a high risk of illicit cross-border financial flows. There are ongoing changes to the current regulations that will give effect to the implementation of the new framework in due course.

In the context of the Africa Regions, the introduction of exchange controls, or changes to existing exchange control regulations, may similarly impact the Group's business and financial condition in the relevant country in which the exchange controls are introduced or changed, as applicable.

### **Risks relating to the Notes**

***Regulatory action in the event a bank or investment firm in the Group is failing or likely to fail, including the exercise by the Resolution Authority of a variety of resolution powers, could materially adversely affect the value of the Notes***

*SBG and the Group are subject to substantial resolution powers*

Under the FSR Act, substantial powers are granted to the Resolution Authority, in consultation with the Minister of Finance, as part of resolution powers. These powers enable the Resolution Authority to implement various resolution measures and stabilisation options (including, but not limited to, the bail-in tool) with respect to a South African registered bank or investment firm and certain of its affiliates (as at the date of this Risk Factors & Other Disclosures Schedule, including the SBG) (each a "**designated institution**") in circumstances in which the Resolution Authority is satisfied that the relevant resolution conditions are met. Each member of the Group would be subject to the exercise by the Resolution Authority of its resolution powers unless specifically excluded in terms of section 29A(2) of the FSR Act.

The resolution powers consists of, amongst other things: (a) the transfer of assets and liabilities of the designated institution, (b) an amalgamation or merger, or a scheme of arrangement of a kind contemplated in the Companies Act that involves the designated institution, (c) transfer of some or all of shares in the designated institution to a "bridge company" established by the SARB, (d) the statutory bail-in powers (as described below) and (e) temporary ownership of shares in the designated institution by the Resolution Authority.

The FSR Act also provides for additional insolvency and administration procedures for designated institutions and for certain ancillary powers, such as the power to modify contractual arrangements in certain circumstances (which could include a variation of the terms of the Notes), powers to impose temporary suspension of payments, powers to suspend enforcement or termination rights that might be invoked as a result of the exercise of the resolution powers. Noteholders should assume that, in a resolution situation, financial public support will only be available to a designated institution as a last resort after the relevant resolution authorities have assessed and used, to the maximum extent practicable, the resolution tools, including the statutory bail-in powers. The exercise of any resolution power or any suggestion of any such exercise could materially adversely affect the value of any Notes and could lead to Noteholders losing some or all of the value of their investment in the Notes.



*Resolution powers triggered prior to insolvency may not be anticipated and Noteholders may have only limited rights to challenge them*

The resolution powers conferred on the Resolution Authority are intended to be used prior to the point at which any insolvency proceedings with respect to the relevant entity could have been initiated. The purpose of the resolution powers is to address the situation where all or part of a business of a designated institution has encountered, or is likely to encounter, financial difficulties, giving rise to wider public interest concerns. Although the FSR Act provides specific conditions to the exercise of any resolution powers, it is uncertain how the Resolution Authority would assess such conditions in any particular pre-insolvency scenario affecting SBG and/or other members of the Group and in deciding whether to exercise a resolution power. The Resolution Authority is also not required to provide any advance notice to Noteholders of its decision to exercise any resolution power. Therefore, Noteholders may not be able to anticipate a potential exercise of any such powers nor the potential effect of any exercise of such powers on SBG, the Group and the Notes. Furthermore, Noteholders may have only limited rights to challenge and/or seek a suspension of any decision of the Resolution Authority to exercise its resolution powers (including the statutory bail-in powers) or to have that decision reviewed by a judicial or administrative process or otherwise.

*The Resolution Authority may exercise statutory bail-in powers in respect of the Issuer and the Notes, which may result in Noteholders losing some or all of their investment*

Where the relevant statutory conditions for use of statutory bail-in powers have been met, the Resolution Authority would be expected to exercise these powers without the consent of the Noteholders. Any such exercise of statutory bail-in powers in respect of the Issuer and the Notes may result in the cancellation of all, or a portion, of the principal amount of, interest on, or any other amounts payable on, the Notes and/or the conversion of the Notes into shares or other Notes or other obligations of the Issuer or another person, or any other modification or variation to the terms of the Notes. The exercise of statutory bail-in powers in respect of the Issuer and the Notes or any suggestion of any such exercise could materially adversely affect the rights of the Noteholders, the price or value of their investment in the Notes and/or the ability of the Issuer to satisfy its obligations under the Notes and could lead to Noteholders losing some or all of the value of their investment in such Notes.

The provisions of the FSR Act contain an express safeguard (known as 'no creditor worse off') with the aim that shareholders and creditors do not receive a less favourable treatment than they would have received in ordinary insolvency proceedings. However, even in circumstances where a claim for compensation is established under the 'no creditor worse off' safeguard in accordance with a valuation performed after the resolution action has been taken, it is unlikely that such compensation would be equivalent to the full losses incurred by the Noteholders in the resolution and there can be no assurance that Noteholders would recover such compensation promptly.

*Noteholders agree to be bound by the exercise of any RSA Bail-in Power by the Resolution Authority*

In recognition of the resolution powers granted by law to the Resolution Authority, by acquiring any Notes of any Series, each Noteholder acknowledges and accepts that the Amounts Due (as defined in the Terms and Conditions) arising under the Notes may be subject to the exercise of the RSA Bail-in Power (as defined in the Terms and Conditions) and acknowledges, accepts, consents and agrees to be bound by the effect of the exercise of any RSA Bail-in Power by the Resolution Authority, that may result in (i) the reduction or write-off of all, or a portion, of the Amounts Due; (ii) the conversion of all, or a portion, of the Amounts Due into ordinary shares or other securities or other obligations of the Issuers or another person (or the issue to or conferral on the Noteholder of such shares, securities or obligations); (iii) the cancellation of the Notes; (iv) the amendment or alteration of the maturity of the Notes or amendment of the amount of interest payable on the Notes, or the dates on which interest becomes payable, including by suspending payment for any period contemplated in the RSA Bail-in Power.

Each Noteholder further acknowledges, accepts, consents and agrees to be bound by the variation of the terms of the Notes, if necessary, to give effect to the exercise of the RSA Bail-in Power by the Resolution Authority. Accordingly, the RSA Bail-in Power may be exercised in such a manner as to result in Noteholders losing all or a part of the value of their investment in the Notes or receiving a different security from the Notes, which may be worth significantly less than the Notes and which may have significantly fewer protections than those typically afforded to debt securities. Moreover, the Resolution Authority may exercise the RSA Bail-in Power without providing any advance notice to, or requiring the consent of, the Noteholders. In addition, under the Terms and Conditions, the exercise of the RSA Bail-in Power by the Resolution Authority with respect to the Notes is not an Event of Default or a default or breach of the Term and Conditions for any purpose. See also "*Regulatory action in the event a bank or investment firm in the Group is failing or likely to fail, including the exercise by the Resolution Authority of a variety of resolution powers, could materially adversely affect the value of the Notes*" above.

### *Noteholders will have limited remedies*

The exercise of statutory bail-in powers by the Resolution Authority with respect to the Issuer and/or the Notes does not constitute an Event of Default or a default or breach of the Terms and Conditions for any purpose nor will it give rise to any acceleration rights for the Noteholders.

### ***There is no active trading market for the Notes***

Notes issued under the Programme will be new securities which may not be widely distributed and for which there is currently no active trading market (unless in the case of any particular Tranche, such Tranche is to be consolidated with and form a single series with a Tranche of Notes which is already issued). If the Notes are traded after their initial issuance, they may trade at a discount to their initial offering price, depending upon prevailing interest rates, the market for similar securities, general economic conditions and the financial condition of the Issuer. Although applications have been, or will be, made for the Notes issued under the Programme to be admitted to listing on the Interest Rate Market of the JSE, there is no assurance that such applications will be accepted, that any particular Tranche of Notes will be so admitted or that an active trading market will develop. Accordingly, there is no assurance as to the development or liquidity of any trading market for any particular Tranche of Notes.

### ***The Notes may be redeemed prior to maturity***

Unless in the case of any particular Tranche of Notes the relevant Applicable Pricing Supplement specifies otherwise, in the event that the Issuer has or will be obliged to increase the amounts payable in respect of any Notes due to any withholding or deduction for or on account of, any present or future taxes, duties, assessments or governmental charges of whatever nature imposed, levied, collected, withheld or assessed by or on behalf of South Africa or any political subdivision thereof or any authority therein or thereof having power to tax, the Issuer may redeem all outstanding Notes in accordance with the Terms and Conditions.

In addition, if in the case of any particular Tranche of Notes the relevant Applicable Pricing Supplement specifies that the Notes are redeemable at the Issuer's option in certain other circumstances, the Issuer may choose to redeem the Notes at times when prevailing interest rates may be relatively low. In such circumstances an investor may not be able to reinvest the redemption proceeds in a comparable security at an effective interest rate as high as that of the relevant Notes. Any redemption of Tier 2 Notes prior to their Maturity Date or Additional Tier 1 Notes prior to their Maturity Date (if any) requires the prior written approval of the PA.

### ***Because the Uncertificated Notes are held in the Central Depository, investors will have to rely on their procedures for transfer, payment and communication with the Issuer***

Notes issued under the Programme will be uncertificated. Except in the circumstances described in Condition 13 (*Exchange of Beneficial Interests and Replacement of Individual Certificates*) of the General Terms and Conditions and Condition 14 (*Exchange of Beneficial Interests and Replacement of Individual Certificates*) of the Additional Tier 1 Terms and Conditions, investors will not be entitled to receive certificated Notes. The Participants will maintain records of the Beneficial Interests in the Uncertificated Notes. Investors of such Uncertificated Notes will be able to trade their Beneficial Interests only through the Central Depository.

The Issuer will discharge its payment obligations under the Uncertificated Notes by making payments to or to the order of the common depository for the Central Depository for distribution, via the Participants, to the holders of Beneficial Interests in such Uncertificated Notes, in accordance with the CSD Procedures. A holder of a Beneficial Interest in an Uncertificated Note must rely on CSD Procedures to receive payments under the relevant Notes. The Issuer has no responsibility or liability for the records relating to, or payments made in respect of, Beneficial Interests.

Holders of Beneficial Interests in the Uncertificated Notes must vote in accordance with the CSD Procedures. Holders of Beneficial Interests in the Uncertificated Notes must exercise their respective rights to vote through their respective Participants. The respective Participants will vote in accordance with the respective instructions conveyed to them by the respective holders of Beneficial Interests in the Uncertificated Notes, in accordance with CSD Procedures.

### ***Credit Rating***

Tranches of Notes issued under the Programme may be rated or unrated. If a rating is assigned to any issue of Notes, the rating may not reflect the potential impact of all risks related to structure, market, additional factors discussed herein, and other factors that may affect the value of the Notes. A credit rating is not a recommendation

to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency. Any adverse change in an applicable credit rating could adversely affect the trading price for the Notes issued under the Programme.

### ***Exchange Rate Risks***

The Issuer will pay principal and interest on the Notes in the Specified Currency (as defined in the relevant Applicable Pricing Supplement). This presents certain risks relating to currency conversions if an investor's financial activities are denominated principally in a currency or currency unit (the "Investor's Currency") other than the Specified Currency. These include the risk that exchange rates may significantly change (including changes due to devaluation of the Specified Currency or revaluation of the Investor's Currency) and the risk that authorities with jurisdiction over the Investor's Currency may impose or modify exchange controls. An appreciation in the value of the Investor's Currency relative to the Specified Currency would decrease (i) the Investor's Currency-equivalent yield on the Notes, (ii) the Investor's Currency equivalent value of the principal payable on the Notes and (iii) the Investor's Currency equivalent market value of the Notes. Similarly, the Issuer may be exposed to potential losses if the Specified Currency were to depreciate against key currencies in which the Issuer's revenues are based, which may have an adverse effect on its financial condition and results of operations.

### ***The Notes may be delisted, which may materially affect an investor's ability to resell***

Any Notes that are listed on the JSE or any other Financial Exchange(s) may be delisted. If any Notes are delisted, the Issuer is obliged to endeavour promptly to obtain an alternative listing. Although no assurance is made as to the liquidity of the Notes as a result of listing on the JSE or any other Financial Exchange(s), delisting the Notes may have a material adverse effect on a Noteholder's ability to resell the Notes in the secondary market.

### ***Risks related to the structure of the particular issue of Notes***

A wide range of Notes may be issued under the Programme. A number of these Notes may have features which contain particular risks for potential investors. Set out below is a description of certain such features:

#### ***Notes subject to optional redemption by the Issuer***

An optional redemption feature is likely to limit the market value of the Notes. During any period when the Issuer may elect to redeem the Notes, the market value of those Notes generally will not rise substantially above the price at which they can be redeemed. This also may be true prior to any redemption period. The Issuer may be expected to redeem Notes when its cost of borrowing is lower than the interest rate on the Notes. At those times, an investor generally would not be able to re-invest the redemption proceeds at an effective interest rate as high as the interest rate on the Notes being redeemed and may only be able to do so at a significantly lower rate. Potential investors should consider reinvestment risk in light of other investments available at that time.

#### ***Indexed Notes***

The Issuer may issue Notes, the terms of which provide for interest or principal payable in respect of such Note to be determined by reference to an index or formula, to changes in the prices of securities or commodities, to movements in currency exchange rates or other factors (each, a "**Relevant Factor**") or with principal or interest payable in one or more currencies which may be different from the currency in which the Notes are denominated. Potential investors should be aware that:

- the market price of such Notes may be volatile;
- no interest may be payable on such Notes;
- payments of principal or interest on such Notes may occur at a different time or in a different currency than expected;
- the amount of principal payable at redemption may be less than the nominal amount of such Notes or even zero;
- a Relevant Factor may be subject to significant fluctuations that may not correlate with changes in interest rates, currencies or other indices;
- if a Relevant Factor is applied to Notes in conjunction with a multiplier greater than one or contains some other leverage factor, the effect of changes in the Relevant Factor on principal or interest payable likely

will be magnified; and

- the timing of changes in a Relevant Factor may affect the actual yield to investors, even if the average level is consistent with their expectations. In general, the earlier the change in the Relevant Factor, the greater the effect on yield.

#### *Partly-paid Notes*

The Issuer may issue Notes where the issue price is payable in more than one instalment. Failure to pay any subsequent instalment could result in an investor losing all of its investment.

#### *Notes issued at a substantial discount or premium*

The market values of securities issued at a substantial discount or premium from their principal amount tend to fluctuate more in relation to general changes in interest rates than do prices for conventional interest-bearing securities. Generally, the longer the remaining term of the securities, the greater the price volatility as compared to conventional interest-bearing securities with comparable maturities.

#### *Modification and waivers and substitution*

The Terms and Conditions of the Notes contain provisions for permitting modifications and amendments to the Notes with the consent of a specified quorum and majority of the outstanding Notes in other circumstances. These provisions permit defined majorities to bind all Noteholders including Noteholders who did not attend and vote at the relevant meeting and Noteholders who voted in a manner contrary to the majority.

#### *Change in law*

The Programme Memorandum (as read together with the Disclosure Schedules), the Notes and the applicable Terms and Conditions, are governed by, and will be construed in accordance with, the laws of South Africa. No assurance can be given as to the impact of any possible judicial decision or change to the laws of South Africa or administrative practice in South Africa after the Programme Date. Such changes in law may include changes in statutory, tax and regulatory regimes during the life of the Notes, which may have an adverse effect on an investment in the Notes.

In addition, any change in law or regulation that triggers a Capital Disqualification Event or a Tax Event would entitle the Issuer, at its option (subject to, amongst other things, receipt of the prior consent of the Relevant Regulator (if such consent is then required by the Capital Rules)), to redeem the Notes in whole but not in part.

Such legislative and regulatory uncertainty could also affect an investor's ability to accurately value the Notes and, therefore, affect the trading price of the Notes given the extent and impact on the Notes that one or more regulatory or legislative changes, including those described above, could have on the Notes.

#### ***The value of and return on any Notes linked to a benchmark may be adversely affected by ongoing national and international regulatory reform in relation to benchmarks***

Following the events related to the actual and attempted manipulation of the London Interbank Offered Rate ("**LIBOR**") in 2012, there has been a coordinated response from international regulators and central banks to improve the robustness, reliability and transparency of interest rate benchmarks. In line with this coordinated global response towards strengthening major interest rate benchmarks that are used as reference rates, the SARB published a "*Consultation paper on selected interest rate benchmarks in South Africa*" on 30 August 2018 (the "**Consultation Paper**") containing proposals on the reform of key interest rate benchmarks used in South Africa as well as proposals on a suite of new benchmarks that could potentially be used as alternative reference interest rates. The SARB also set up an independent body referred to as the Market Practitioners Group ("**MPG**") comprising members of the SARB, FSCA, and senior professionals from a variety of institutions, reflecting different market interest groups active in the domestic money market, to provide input into the design and operationalisation of the benchmark proposals.

The reform of interest rate benchmarks in South Africa is informed by various considerations, including concerns with design aspects of the existing key reference rates, monetary and financial stability policy considerations and aligning with best practice standards.

Following a public commentary process on the Consultation Paper, the SARB published a *"Report on stakeholder feedback on the reform of interest rate benchmarks in South Africa"* in May 2019 (the **"Benchmark Reform Feedback Report"**) setting out key issues arising from the comments received on the Consultation Paper and the SARB's position regarding those key issues. In this report, the SARB notes that the reform of interest rate benchmarks in South Africa is a multi-year project, the implementation of which will be phased in over the next few years, specifically with reference to ZAR-JIBAR-SAFEX, the SARB urges the MPG and its work-streams to prioritise the reform of the reference rate and to provide an interim solution, which will become effective from a date announced by the SARB. The report also indicated that, as a next step, the SARB would publish a technical specification paper to serve as a reference for the computation of various benchmarks.

In August 2020 the MPG released a position paper entitled *"Market Practitioners Group Risk-Free Reference Rate Work Stream"* which provided recommendations relating to the reform of the Johannesburg Interbank Average Rate (**"JIBAR"**), including the designation of ZARONIA as the preferred successor rate that will most likely replace JIBAR.

On 2 November 2022 the SARB commenced publishing ZARONIA for observation by market participants. The publication of ZARONIA signifies an important milestone in the effort to reform interest rate benchmarks that are widely used as reference rates in the South African financial markets.

The reform of JIBAR, and the reform of benchmarks generally, may cause JIBAR or any other benchmark to perform differently than it has done in the past, or have other consequences which cannot be predicted. Any such consequences could have a material adverse effect on any Notes linked to or referencing such benchmark rate. In addition, where reform leads to the discontinuation of a benchmark, an adjustment to the Terms and Conditions of the Notes may be required in respect of Notes referencing such benchmark.

To the extent that JIBAR is discontinued and replaced, there may also be secondary market risk where Notes linked to the new successor rate may not have an established trading market when issued and an established trading market may not develop or if it does develop, it may not be very liquid. If the successor rate does not prove to be widely used in floating rate securities, the trading price of the successor rate-linked floating rate Notes may be lower than those of Notes linked to other reference rates that are more widely used. Investors in such securities may not be able to sell such Notes at all or may not be able to sell such Notes at prices that will provide them with a yield comparable to similar investments that have a developed secondary market, and may consequently suffer from increased pricing volatility and market risk.

The reform of benchmark rates may have an impact on hedging as there may not be an established market for hedging in the successor rate-linked securities. There is also the risk that loans and their hedges may not transition simultaneously – if a loan and its corresponding hedge were to transition to different replacement rates or to the same replacement rate but at different times, this may render the protection offered by the hedge ineffective.

There can be no guarantee, that ZARONIA or any alternative successor rate will not be discontinued or fundamentally altered in a manner that would be materially adverse to the interests of investors in floating rate Notes linked to the successor rate. If the manner in which the successor rate is calculated is changed, that change may result in a reduction of the amount of interest payable on the successor rate-linked floating rate Notes and the trading prices of such Notes.

Investors should consult their own independent advisers and make their own assessment about the potential risks associated with any benchmark reforms in making any investment decision with respect to any Notes linked to or referencing a benchmark.

***In respect of any Notes issued as Green Bonds, Social Bonds or Sustainable Bonds, there can be no assurance that such use of proceeds will be suitable for the investment criteria of an investor***

The Applicable Pricing Supplement relating to any specific Tranche of Notes may provide that it will be the Issuer's intention to apply the proceeds from an offer of those Notes specifically for projects and activities that (i) promote climate-friendly and other environmental purposes (**"Green Projects"**), (ii) are aimed at reducing economic and social inequality (**"Social Projects"**), or (iii) have both a positive environmental and social impact (**"Sustainable Projects"**). Prospective investors should determine for themselves the relevance of such information for the purpose of any investment in such Notes together with any other investigation such investor deems necessary. In particular no assurance is given by the Issuer that the use of such proceeds for any Green Projects, Social Projects or Sustainable Projects, as applicable, will satisfy, whether in whole or in part, any present or future investor expectations or requirements as regards any investment criteria or guidelines with which such investor or its investments are required to comply, whether by any present or future applicable law or

regulations or by its own by-laws or other governing rules or investment portfolio mandates, in particular with regard to any direct or indirect environmental, social or sustainability impact of any projects or uses, the subject of or related to, any Green Projects, Social Projects or Sustainable Projects, as applicable. Furthermore, it should be noted that there is currently no clearly defined definition (legal, regulatory or otherwise) of, nor market consensus as to what constitutes, a "green", "social" or "sustainable" or an equivalently-labelled project or as to what precise attributes are required for a particular project to be defined as "green", "social" or "sustainable" or such other equivalent label nor can any assurance be given that such a clear definition or consensus will develop over time. Accordingly, no assurance is or can be given to investors that any projects or uses the subject of, or related to, any Green Projects, Social Projects or Sustainable Projects, as applicable, will meet any or all investor expectations regarding such "green", "social" or "sustainable" or other equivalently-labelled performance objectives or that any adverse environmental, social and/or other impacts will not occur during the implementation of any projects or uses the subject of, or related to, any Green Projects, Social Projects or Sustainable Projects, as applicable.

No assurance or representation is given as to the suitability or reliability for any purpose whatsoever of any opinion or certification of any third party (whether or not solicited by the Issuer) which may be made available in connection with the issue of any Notes and in particular with any Green Projects, Social Projects or Sustainable Projects, as applicable, to fulfil any environmental, social, sustainability and/or other criteria. For the avoidance of doubt, any such opinion or certification is not, nor shall be deemed to be, incorporated in and/or form part of the Programme Memorandum (as read together with the Disclosure Schedules). Any such opinion or certification is not, nor should be deemed to be, a recommendation by the Issuer or any other person to buy, sell or hold any such Notes. Any such opinion or certification is only current as of the date that opinion was initially issued. Prospective investors must determine for themselves the relevance of any such opinion or certification and/or the information contained therein and/or the provider of such opinion or certification for the purpose of any investment in such Notes. Currently, the providers of such opinions and certifications are not subject to any specific regulatory or other regime or oversight.

In the event that any such Notes are listed or admitted to trading on any dedicated "green", "environmental", "sustainable" or other equivalently-labelled segment of any stock exchange or securities market (whether or not regulated), no representation or assurance is given by the Issuer or any other person that such listing or admission satisfies, whether in whole or in part, any present or future investor expectations or requirements as regards any investment criteria or guidelines with which such investor or its investments are required to comply, whether by any present or future applicable law or regulations or by its own by-laws or other governing rules or investment portfolio mandates, in particular with regard to any direct or indirect environmental, social or sustainability impact of any projects or uses, the subject of or related to, any Green Projects, Social Projects or Sustainable Projects, as applicable. Furthermore, it should be noted that the criteria for any such listings or admission to trading may vary from one stock exchange or securities market to another. Nor is any representation or assurance given or made by the Issuer or any other person that any such listing or admission to trading will be obtained in respect of any such Notes or, if obtained, that any such listing or admission to trading will be maintained during the life of the Notes.

While it is the intention of the Issuer to apply the proceeds of any Notes so specified for Green Projects, Social Projects or Sustainable Projects, as applicable, in, or substantially in, the manner described in the applicable relevant Applicable Pricing Supplement, there can be no assurance that the relevant project(s) or use(s) the subject of, or related to, any Green Projects, Social Projects or Sustainable Projects, as applicable, will be capable of being implemented in or substantially in such manner and/or accordance with any timing schedule and that accordingly such proceeds will be totally or partially disbursed for such Green Projects, Social Projects or Sustainable Projects, as applicable. Nor can there be any assurance that such Green Projects, Social Projects or Sustainable Projects, as applicable, will be completed within any specified period or at all or with the results or outcome (whether or not related to the environment) as originally expected or anticipated by the Issuer. Any such event or failure by the Issuer will not constitute an Event of Default under the Notes.

Any such event or failure to apply the proceeds of any issue of Notes for any Green Projects, Social Projects or Sustainable Projects, as applicable, as aforesaid and/or withdrawal of any such opinion or certification or any such opinion or certification attesting that the Issuer is not complying in whole or in part with any matters for which such opinion or certification is opining or certifying on and/or any such Notes no longer being listed or admitted to trading on any stock exchange or securities market as aforesaid may have a material adverse effect on the value of such Notes and also potentially the value of any other Notes which are intended to finance Green Projects, Social Projects or Sustainable Projects, as applicable, and/or result in adverse consequences for certain investors with portfolio mandates to invest in securities to be used for a particular purpose.

Investors should refer to the Standard Bank Group's Sustainable Finance Framework (which is incorporated by reference into the Programme Memorandum) for further information.

### **Risks relating to Subordinated Notes**

#### ***Substitution or Variation of Tier 2 Notes upon the occurrence of a Capital Disqualification Event, Tax Event (Gross Up), Tax Event (Deductibility) or a Change in Law***

Upon the occurrence and continuation of a Capital Disqualification Event, Tax Event (Gross Up), Tax Event (Deductibility) or, if specified in the relevant Applicable Pricing Supplement, a Change in Law (each as defined in Condition 1 (*Interpretation*) of the General Terms and Conditions), the Issuer may, subject as provided in Condition 8.6 (*Substitution or Variation*) of the General Terms and Conditions and without the need for any consent of the Noteholders or Couponholders, substitute all (but not some only) of any Series of Tier 2 Notes, or vary the terms of all (but not only some) such Notes so that it remains or, as appropriate, becomes, Qualifying Tier 2 Securities (as defined in Condition 1 (*Interpretation*) of the General Terms and Conditions). While the Issuer cannot make changes to the terms of Tier 2 Notes that are materially less favourable to the holders of the relevant Tier 2 Notes, no assurance can be given as to whether any of these changes will negatively affect any particular Noteholder. In addition, the tax consequences of holding such substituted or varied Tier 2 Notes could be different for some categories of Noteholders from the tax consequences for them of holding the Tier 2 Notes prior to such substitution or variation.

#### ***Substitution or Variation of Additional Tier 1 Notes upon the occurrence of a Capital Disqualification Event, Tax Event (Gross Up), Tax Event (Deductibility) or a Change in Law***

Upon the occurrence and continuation of a Capital Disqualification Event, Tax Event (Gross Up), Tax Event (Deductibility) or, if specified in the relevant Applicable Pricing Supplement, a Change in Law (each as defined in Condition 1 (*Interpretation*) of the Additional Tier 1 Terms and Conditions), the Issuer may, subject as provided in Condition 9.6 (*Substitution or Variation*) of the Additional Tier 1 Terms and Conditions and without the need for any consent of the Noteholders, substitute all (but not some only) of any Series of Additional Tier 1 Notes, or vary the terms of all (but not only some) such Additional Tier 1 Notes so that they remain or, as appropriate, become Qualifying Tier 1 Securities (as defined in Condition 1 (*Interpretation*) of the Additional Tier 1 Terms and Conditions).

#### ***Early Redemption of Subordinated Notes (other than Additional Tier 1 Notes) upon the occurrence of a Capital Disqualification Event (in relation to Tier 2 Notes only), Tax Event (Gross Up), Tax Event (Deductibility) or a Change in Law***

Upon the occurrence and continuation of a Capital Disqualification Event (in relation to Tier 2 Notes only), Tax Event (Gross up), Tax Event (Deductibility) or, if specified in the relevant Applicable Pricing Supplement, a Change in Law (each as defined in Condition 1 (*Interpretation*) of the General Terms and Conditions), but (other than in respect of a Capital Disqualification Event) subject to Condition 8.7 (*Conditions to Redemption, Purchase, Modification, Substitution or Variation of Tier 2 Notes*) of the General Terms and Conditions, the Issuer may, at its option, redeem all (but not some only) of the Subordinated Notes at the Early Redemption Amount as specified in, or determined in the manner specified in, the relevant Applicable Pricing Supplement or Pricing Supplement. Noteholders will not receive a make-whole amount or any other compensation in the event of any early redemption of Notes.

There can be no assurance that holders of Notes will be able to reinvest the amounts received upon redemption at a rate that will provide the same rate of return as their investments in the Notes.

#### ***Early Redemption of Additional Tier 1 Notes upon the occurrence of a Capital Disqualification Event, Tax Event (Gross Up), Tax Event (Deductibility) or a Change in Law***

Upon the occurrence and continuation of a Capital Disqualification Event, Tax Event (Gross Up), Tax Event (Deductibility) or, if specified in the relevant Applicable Pricing Supplement, a Change in Law (each as defined in Condition 1 (*Interpretation*) of the Additional Tier 1 Terms and Conditions), but (other than in respect of a Capital Disqualification Event) subject to Condition 9.7 (*Conditions to Redemption, Purchase, Modification, Substitution or Variation of Additional Tier 1 Notes*) of the Additional Tier 1 Terms and Conditions, the Issuer may, at its option, redeem all (but not some only) of the Additional Tier 1 Notes at the Redemption Amount as specified in, or determined in the manner specified in, the relevant Applicable Pricing Supplement. Noteholders will not receive a make-whole amount or any other compensation in the event of any early redemption of Additional Tier 1 Notes.

There can be no assurance that holders of Additional Tier 1 Notes will be able to reinvest the amounts received upon redemption at a rate that will provide the same rate of return as their investments in the Additional Tier 1 Notes.

***The Issuer's obligations under Tier 2 Notes are subordinated and Tier 2 Noteholders will have no right of set-off***

The Issuer's obligations under Tier 2 Notes will be unsecured and subordinated and will, in the event that the Issuer is placed into liquidation or is wound-up, be subordinated to the claims of Senior Creditors (as defined in Condition 1 (*Interpretation*) of the General Terms and Conditions) of the Issuer.

If the Issuer is wound-up or put into liquidation, voluntarily or involuntarily, Tier 2 Noteholders (as defined in the General Terms and Conditions) will not be entitled to any payments of principal or interest in respect of the Tier 2 Notes until the claims of Senior Creditors which are admissible in any such winding-up or liquidation have been paid or discharged in full. If the Issuer does not have sufficient assets at the time of winding-up or liquidation to satisfy the claims of the Senior Creditors, then Tier 2 Noteholders will not receive any payment in respect of their Tier 2 Notes.

In addition, the rights of Tier 2 Noteholders are limited in certain respects. In particular, if the Issuer defaults on a payment of any amount due on a Tier 2 Note for a period of 7 (seven) days or more, such Tier 2 Noteholder may only institute proceedings for the winding-up of the Issuer (and/or prove a claim in any winding-up of the Issuer) but take no other action in respect of that default. Only if an order of court is made or an effective resolution is passed for the winding-up, liquidation or dissolution of the Issuer (other than pursuant to a Solvent Reconstruction (as defined in Condition 1 (*Interpretation*) of the General Terms and Conditions) shall Tier 2 Noteholders be able to declare (upon written notice) such Tier 2 Note immediately due and payable.

Subject to Applicable Law, in accordance with the Terms and Conditions no Tier 2 Noteholder may exercise, claim or plead any right of set-off, compensation or retention in respect of any amount owed to it by the Issuer under or in connection with the Tier 2 Notes and each Tier 2 Noteholder shall, by virtue of being the holder of any Tier 2 Note, be deemed to have waived all such rights of set-off, compensation and retention.

Accordingly, although Tier 2 Notes may pay a higher rate of interest than comparable Notes which are not subordinated, there is a real risk that an investor in Tier 2 Notes will lose all or some of its investment should the Issuer become insolvent.

***The Issuer's obligations under Additional Tier 1 Notes are subordinated***

The Issuer's obligations under Additional Tier 1 Notes will be unsecured and subordinated and will, in the event that the Issuer is placed into liquidation or is wound-up, be subordinated to the claims of Senior Creditors (as defined in Condition 1 (*Interpretation*) of the Additional Tier 1 Terms and Conditions).

If the Issuer is wound-up or put into liquidation, voluntarily or involuntarily, the Additional Tier 1 Notes shall become repayable but rank junior to the claims of Senior Creditors and holders of Tier 2 Preference Shares. The amount payable in such instance by the Issuer in respect of each Note (in lieu of any other payment by the Issuer) shall be equal to the amount as would have been payable to the Noteholder if, on the day prior to the commencement of such winding-up or administration and thereafter, such Noteholder were (in respect of such Note) the holder of one of a class of preference shares in the capital of the Issuer ranking *pari passu* as to a return of assets in such winding-up or administration with other Additional Tier 1 Noteholders of the Issuer and with that class or classes of preference shares (if any) from time to time issued or which may be issued by the Issuer which have a preferential right to a return of assets in such winding-up or administration over, and so rank ahead of, the holders of all other classes of issued shares for the time being in the capital of the Issuer other than preference shares which, upon issue, qualified (or were intended to qualify) as Tier 2 Capital.

In addition, the rights of Additional Tier 1 Noteholders are limited in certain respects. In particular, if the Issuer defaults on a payment of any amount due on an Additional Tier 1 Note for a period of 7 (seven) days or more, such Additional Tier 1 Noteholder may only institute proceedings for the winding-up of the Issuer but take no other action in respect of that default. Further, if at any time prior to the date on which the Original Principal Amount of the Additional Tier 1 Notes has been Converted or Written-off (as applicable) in full, a liquidation or winding-up (whether or not instituted by an Additional Tier 1 Noteholder as aforesaid and other than an Approved Winding-up) or administration of the Issuer occurs where the liquidator or administrator has given notice that it intends to declare and distribute a dividend, each Additional Tier 1 Noteholder may only prove in such winding-up or administration of the Issuer and/or claim in the liquidation of the Issuer in respect of the Additional Tier 1



Notes, such claim being as provided in Condition 9.2 (*Winding-up of the Issuer*) of the Additional Tier 1 Terms and Conditions. Consequently, Additional Tier 1 Noteholders have no rights to accelerate the payment obligations of the Issuer under Additional Tier 1 Notes.

Subject to Applicable Laws, in accordance with the General Terms and Conditions no Additional Tier 1 Noteholder may exercise, claim or plead any right of set-off, compensation or retention in respect of any amount owed to it by the Issuer under or in connection with the Additional Tier 1 Notes and each Additional Tier 1 Noteholder shall, by virtue of being the holder of any Additional Tier 1 Note, be deemed to have waived all such rights of set-off, compensation and retention.

Accordingly, although Additional Tier 1 Notes may pay a higher rate of interest than comparable Notes which are not subordinated, there is a real risk that an investor in Additional Tier 1 Notes will lose all or some of its investment should the Issuer become insolvent.

***Subordinated Notes that are not Tier 2 Notes or Additional Tier 1 Notes will be subordinated to most of the Issuer's liabilities***

The payment obligations of the Issuer under Subordinated Notes that are not Tier 2 Notes or Additional Tier 1 Notes will rank behind Senior Notes. Subordinated Notes that are not Tier 2 Notes or Additional Tier 1 Notes constitute direct, unsecured and subordinated obligations of the Issuer and rank *pari passu* among themselves and at least *pari passu* with all Other Subordinated Securities (as defined in Condition 1 (*Interpretation*) of the General Terms and Conditions) but in priority to Tier 2 Capital and Additional Tier 1 Capital.

With regard to any Subordinated Notes that are not Tier 2 Notes or Additional Tier 1 Notes, if the Issuer is declared insolvent and a winding-up is initiated, the Issuer will be required to pay the holders of unsubordinated debt and meet its obligations to all its other creditors (including unsecured creditors but excluding any obligations in respect of Other Subordinated Securities, Additional Tier 1 Securities and Other Tier 2 Securities) in full before it can make any payments on Subordinated Notes that are not Tier 2 Notes or Additional Tier 1 Notes. If this occurs, the Issuer may not have enough assets remaining after these payments to pay amounts due under such Subordinated Notes that are not Tier 2 Notes or Additional Tier 1 Notes.

***The Issuer is not prohibited from issuing further debt which may rank pari passu with or senior to the Subordinated Notes***

There is no restriction on the amount of securities or indebtedness that the Issuer may issue or incur which ranks senior to, or *pari passu* with, Subordinated Notes. The issue of any such securities or indebtedness may reduce the amount recoverable by holders of Subordinated Notes on a winding-up, liquidation or curatorship of the Issuer.

***Loss absorbency at the Point of Non-Viability of the Issuer***

Basel III requires the implementation of certain non-viability requirements as set out in the press release dated 13 January 2011 of the BCBS entitled "*Minimum requirements to ensure loss absorbency at the point of non-viability*" (the "**Basel III Non-Viability Requirements**"). The Basel III Non-Viability Requirements represent part of the broader package of guidance issued by the BCBS on 16 December 2010 and 13 January 2011 in relation to Basel III.

Under the Basel III Non-Viability Requirements, the terms and conditions of all Additional Tier 1 and Tier 2 instruments (as defined below) issued by an internationally-active bank must have a provision that requires such instruments, at the option of the relevant authority, to either be written-off or converted into common equity upon the occurrence of a trigger event (described below) unless:

- (a) the governing jurisdiction of the bank has in place laws that (i) require such Additional Tier 1 and Tier 2 instruments to be written-off upon such event, or (ii) otherwise require such instruments to fully absorb losses before tax-payers are exposed to loss (a "**Statutory Loss Absorption Regime**" or "**SLAR**");
- (b) a peer group review confirms that the jurisdiction conforms with paragraph (a) above; and
- (c) it is disclosed by the relevant regulator and by the issuing bank, in issuance documents going forward, that such instruments are subject to loss under paragraph (a) above.

The trigger event is the earlier of: (1) a decision that a write-off, without which the issuing bank would become non-viable, is necessary, as determined by the relevant authority; and (2) the decision to make a public sector

injection of capital, or equivalent support, without which the issuing bank would have become non-viable, as determined by the relevant authority (the "**Point of Non-Viability**" or "**PONV**").

Regulation 38(12) of the Regulations Relating to Banks refers to the need for the Basel III Non-Viability Requirements to be reflected in the terms and conditions of a Tier 2 capital instrument ("**Tier 2 instrument**") unless a duly enforceable SLAR is in place.

The SARB provided clarity on the loss absorbency requirements contemplated in the Regulations Relating to Banks in Guidance Note 2 of 2012 (*Matters related to the implementation of Basel III*) and Guidance Note 6 of 2017 (*Loss absorbency requirements for Additional Tier 1 and Tier 2 capital instruments*) ("**Guidance Note 6**"), Circular 6 of 2013 (*Matters related to conditions for the issue of instruments or shares, the proceeds of which rank as Tier 2 capital*) and Circular 6 of 2014 (*Interpretation of specified conditions for the issuing of instruments or shares which rank as additional tier 1 capital and tier 2 capital*). Guidance Note 6 has with effect from 22 October 2024 been repealed and replaced with Directive 5 of 2024 on loss absorbency requirements for banks, bank controlling companies and branches of foreign institutions under reference 15/8/13 ("**Directive D5**") dealing with loss absorbency requirements for Additional Tier 1 and Tier 2 capital instruments.

The Financial Sector Laws Amendment Act, 2021 (the "**FSLAA**") which came into effect fully from 1 April 2024 does not address a SLAR as was initially expected but it does amend a number of pieces of legislation including the Insolvency Act, 1936 (the "**Insolvency Act**"), the Banks Act, the Companies Act, 2008 (the "**Companies Act**") and the FSR Act and amends the creditor hierarchy, by including preferring deposits covered by the proposed deposit insurance scheme to unsecured creditors and the creation of a new subordinated class of loss-absorbing instruments ("**FLAC instruments**") to facilitate the implementation of the resolution framework for "designated institutions" which includes a statutory bail-in power for the SARB as the "resolution authority" and the creation of a privately funded deposit insurance scheme. Other than the above changes the creditor hierarchy remains unchanged from the Insolvency Act.

The Relevant Regulator currently has the power to trigger contractual write-off or conversion of Additional Tier 1 instruments and Tier 2 instruments at the Point of Non-Viability ("**PONV**"), i.e., where the Relevant Regulator determines it necessary to prevent the institution from becoming non-viable or when public sector support would be required to prevent failure; such "**regulatory bail-in**" is executed outside resolution.

In terms of the provisions of the FSLAA a "designated institution" can be placed into resolution by the Minister of Finance on the recommendation of the Resolution Authority to the extent that the Resolution Authority is of the opinion that the "designated institution" is, or will likely be, unable to meet its obligations, irrespective of whether or not the "designated institution" is insolvent and the resolution of the "designated institution" is necessary to maintain financial stability or to protect the depositors of a bank.

The FSLAA thus introduces a power for the SARB that will subject most types of debt to bail-in, in accordance with their creditor hierarchy and provided resolution is invoked ("**statutory bail-in**"). As a result, losses for investors may differ depending on whether regulatory bail-in, statutory bail-in or both powers are applied and the sequence in which they are applied.

The terms of Directive D5 indicate that regulatory bail-in and statutory bail-in will coexist since it is not intended that the statutory requirements relating to statutory bail-in will replace regulatory bail-in.

#### Tier 2 Notes

Directive D5 requires banks to indicate, in the contractual terms and conditions of any Tier 2 instruments issued, whether such instruments would be either written-off or converted into the most subordinated form of equity of the bank and/or its controlling company (such conversion, "**Conversion**") at the occurrence of a trigger event determined in the Relevant Regulator's discretion, as envisaged in Regulation 38(12)(a)(i) of the Regulations Relating to Banks. In accordance with Directive D5, the terms and conditions of Tier 2 Notes issued under this Programme accordingly provide for the Write-off (as defined in Condition 1 (*Interpretation*)) of such Tier 2 Notes at the discretion of the Relevant Regulator upon the occurrence of a Non-Viability Event (see Condition 4(d) (*Loss Absorption Following A Non-Viability Event*)) (subject to Condition 4(e) (*Disapplication of Non-Viability Loss Absorption*)).

Whether in terms of the contractual write-off/Conversion provisions or the loss absorption provisions in the FSLAA, the possibility of write-off means that Tier 2 Noteholders may lose some or all of their investment. The exercise of any such power by the Relevant Regulator or the SARB or any suggestion of such exercise could

materially adversely affect the price or value of a Tier 2 Noteholder's investment in Tier 2 Notes and/or the ability of the Issuer to satisfy its obligations under such Tier 2 Notes.

#### Additional Tier 1 Notes

Directive D5 requires banks to indicate, in the contractual terms and conditions of any Additional Tier 1 instruments issued, whether such instruments would be either written-off or converted into the most subordinated form of equity of the bank and/or its controlling company (such conversion, a "**Conversion**") at the occurrence of a trigger event determined in the Relevant Regulator's discretion, as envisaged in Regulation 38(11)(b)(i) of the Regulations Relating to Banks. The terms and conditions of Additional Tier 1 Notes issued under the Programme accordingly provide for the Conversion (as defined in Condition 1 (*Interpretation*) of the Additional Tier 1 Terms and Conditions) or the Write-off (as defined in Condition 1 (*Interpretation*)) of the Additional Tier 1 Terms and Conditions of such Additional Tier 1 Notes, as specified in the relevant Applicable Pricing Supplement, at the discretion of the Relevant Regulator upon the occurrence of a Non-Viability Event (see Condition 8 (*Loss Absorption Following A Non-Viability Event*) of the Additional Tier 1 Terms and Conditions (subject to Condition 8.4 (*Disapplication of Non-Viability Loss Absorption Condition*) of the Additional Tier 1 Terms and Conditions).

The possibility of write-off and/or Conversion means that Additional Tier 1 Noteholders may lose some or all of their investment. The exercise of any such power by the Relevant Regulator or any suggestion of such exercise could materially adversely affect the price or value of an Additional Tier 1 Noteholder's investment in Additional Tier 1 Notes and/or the ability of the Issuer to satisfy its obligations under such Additional Tier 1 Notes.

Despite the above, whether regulated by the contractual write-off/Conversion provisions or the loss absorption provisions in the FSLAA, paragraph 2.1.5 of Directive D5 provides that write-off or Conversion of Additional Tier 1 instruments will only occur to the extent deemed by the Relevant Regulator as necessary to ensure that the Issuer is viable, as specified in writing by the Relevant Regulator. Accordingly, any write-off or Conversion of the Additional Tier 1 Notes will generally be effected to ensure compliance with these minimum requirements only.

#### ***Payment of any amounts of principal and interest in respect of Tier 2 Notes will be cancelled or written-off upon the occurrence of a Non-Viability Event***

Upon the occurrence of a Non-Viability Event (as defined in Condition 1 (*Interpretation*), Tier 2 Notes will be cancelled (in the case of a Write-off in whole) or written-off in part on a pro rata basis (in the case of a Write-off in part) in accordance with the Capital Rules (as defined in Condition 1 (*Interpretation*)). Further to such cancellation or Write-off, Tier 2 Noteholders will no longer have any rights against the Issuer with respect to any amounts cancelled or written-off and the Issuer shall not be obliged to pay compensation in any form to Tier 2 Noteholders. Furthermore, any such cancellation or Write-off will not constitute an Event of Default (as defined in the General Terms and Conditions) or any other breach of the Issuer's obligations under the terms and conditions of any Tier 2 Notes.

A Non-Viability Event will occur when the relevant regulator has notified the Issuer that it has determined that a "trigger event" as specified in the Capital Rules has occurred. A trigger event in relation to Tier 2 instruments in the Capital Rules is described as being, at a minimum, the earlier of:

- (a) a decision that a write-off, without which the Issuer would become non-viable, is necessary, as determined and notified by the relevant regulator; or
- (b) a decision to make a public sector injection of capital, or equivalent support, without which the Issuer would have become non-viable, as determined and notified by the relevant regulator.

The occurrence of a Non-Viability Event is therefore inherently unpredictable and depends on a number of factors, many of which are outside of the Issuer's control.

#### ***Payment of any amounts of principal and interest in respect of Additional Tier 1 Notes will be cancelled or written-off upon the occurrence of a Non-Viability Event***

Upon the occurrence of a Non-Viability Event (as defined in Condition 1 (*Interpretation*) of the Additional Tier 1 Terms and Conditions), Additional Tier 1 Notes will be cancelled (in the case of a Conversion or Write-off (as applicable) in whole) or converted or written-off in part on a pro rata basis (in the case of a Conversion or Write-off (as applicable) in part) in accordance with the Capital Rules (as defined in Condition 1 (*Interpretation*) of the Additional Tier 1 Terms and Conditions). Further to such cancellation or Conversion or Write-off (as applicable),

Additional Tier 1 Noteholders will no longer have any rights against the Issuer with respect to any amounts cancelled or Converted or Written-off (as applicable) and the Issuer shall not be obliged to pay compensation in any form to Additional Tier 1 Noteholders. Furthermore, any such cancellation or Conversion or Write-off (as applicable) will not constitute an event of default or any other breach of the Issuer's obligations under the Additional Tier 1 Terms and Conditions nor will it constitute an Event of Default or any other breach of the Issuer's obligations under the General Terms and Conditions.

A Non-Viability Event will occur when the relevant regulator has notified the Issuer that it has determined that a "trigger event" as specified in the Capital Rules has occurred. A trigger event in relation to Additional Tier 1 instruments in the Capital Rules is described as being:

- (a) at a minimum, the earlier of:
  - (i) a decision that a write-off, without which the Issuer would become non-viable, is necessary, as determined and notified by the Relevant Regulator; or
  - (ii) a decision to make a public sector injection of capital, or equivalent support, without which the Issuer would have become non-viable, as determined and notified by the Relevant Regulator; or
- (b) when the Issuer's Common Equity Tier 1 Capital Ratio is equal to or below 5.875 per cent.,

whichever is the earlier to occur; provided that paragraph (b) above will only apply if the Additional Tier 1 Notes are liability accounted by the Issuer.

The occurrence of a Non-Viability Event is therefore inherently unpredictable and depends on a number of factors, many of which are outside of the Issuer's control. The Common Equity Tier 1 Capital Ratio of the Issuer can be expected to fluctuate on an on-going basis and could be affected by one or more factors, including, among other things, changes in the mix of the business of the Issuer and the Group, major events affecting their respective earnings, distributions payments and regulatory changes (including changes to definitions and calculations of the Common Equity Tier 1 Capital Ratio and its components).

***The investment in, and disposal or write-off of, Tier 2 Notes may have tax consequences in the hands of Tier 2 Noteholders, the Issuer or both***

The investment in, and disposal or write-off upon the occurrence a Non-Viability Event in respect of, Tier 2 Notes may have tax consequences in the hands of Tier 2 Noteholders, the Issuer or both. As any such potential consequence depends on various factors, prospective investors in Tier 2 Notes are strongly advised to consult their own professional advisers as to the tax consequence of investing in Tier 2 Notes, and particularly as to whether a disposal or write-off of Tier 2 Notes will result in a tax liability.

***The Issuer's ability to make payments in respect of the Additional Tier 1 Notes is dependent on the satisfaction of the Solvency Condition***

The terms of the Additional Tier 1 Notes provide that no payment of principal, interest or any other amount in respect of the Notes shall become due and payable unless, and to the extent that, the Issuer is able to make such payment and still be solvent immediately thereafter (except in the winding-up or liquidation of the Issuer). For these purposes, the Issuer shall be considered to be solvent if both (i) it is able to pay its debts to its Senior Creditors as they fall due and (ii) its Assets exceed its Liabilities. If and to the extent that the Issuer is unable to make a scheduled interest payment and still be solvent immediately thereafter, such interest payment shall not become due and will be cancelled. Any actual or anticipated cancellation of interest on Additional Tier 1 Notes will likely have an adverse effect on the market price of such Additional Tier 1 Notes. In addition, the market price of Additional Tier 1 Notes may be more volatile than the market prices of other debt securities on which interest accrues that are not subject to such cancellation and may be more sensitive generally to adverse changes in the Issuer's financial condition.

***As a holding company, the level of the Issuer's distributable reserves and its available funding may be affected by a number of factors. Insufficient distributable reserves or funding may restrict the Issuer's ability to make interest payments on the Notes***

Should the Issuer pay any distribution or coupon in respect of an instrument or shares of which the proceeds rank as Additional Tier 1 Capital, such distribution or coupon shall be paid out of the distributable reserves only, as envisaged by Regulation 38(11)(b)(vi)(D) of the Regulations Relating to Banks.

As a holding company, the level of the Issuer's distributable reserves is affected by a number of factors, principally its ability to receive funds, directly or indirectly, from its operating subsidiaries in a manner which creates distributable reserves for the Issuer. The Issuer is also reliant on the receipt of distributions from its subsidiaries for funding the Issuer's payment obligations. Consequently, the level of the Issuer's distributable reserves and available funding, and therefore its ability to make interest payments on any Additional Tier 1 Notes, are a function of its existing distributable reserves, future Group profitability, the ability of the Issuer's operating subsidiaries to distribute or pay dividend profits up the Group structure to the Issuer and other factors such as the amount and availability of such profits and how they are calculated in accordance with accounting rules including the valuation of investment in subsidiaries. In addition, the Issuer's distributable reserves available for making payments to Noteholders may also be adversely affected by the servicing of other instruments issued by the Issuer or by subsidiaries in the Group.

The level of the Issuer's distributable reserves may be further affected by changes to regulation or the requirements and expectations of applicable regulatory authorities.

In addition, the ability of the subsidiaries in the Group to make distributions and the Issuer's ability to receive distributions and other payments from its investments in other entities is subject to applicable local laws and other restrictions, including such subsidiaries' respective regulatory, capital and leverage requirements, statutory reserves, financial and operating performance and applicable tax laws.

These factors could, in turn, restrict the Issuer's ability to make interest payments on the Notes.

Further, the Issuer's distributable reserves and its available funding, and therefore its ability to make interest payments, may be adversely affected by the performance of the Group's business in general, factors affecting its financial position (including capital and leverage), the economic environment in which the Group operates and other factors outside of the Issuer's control (see "*Risk Factors – Risks relating to the Issuer*" for further detail). In addition, adjustments to earnings, as determined by the Issuer's board of directors, may fluctuate significantly and may materially adversely affect distributable reserves. The Issuer shall not make an interest payment on the Notes on any Interest Payment Date (and such interest payment shall therefore be deemed to have been cancelled and thus shall not be due and payable on such Interest Payment Date) if the level of distributable reserves is insufficient to fund that payment. In addition, if the Issuer's ability to receive distributions from its subsidiaries is restricted and alternative sources of funding are not available, the Issuer may exercise its discretion to cancel interest payments in respect of the Notes. Cancelled interest shall not be due and shall not accumulate or be payable at any time thereafter and a Noteholder shall have no rights thereto.

***The investment in, and disposal or write-off of, Additional Tier 1 Notes may have tax consequences in the hands of Additional Tier 1 Noteholders, the Issuer or both***

The investment in, and disposal or write-off upon the occurrence a Non-Viability Event in respect of Additional Tier 1 Notes may have tax consequences in the hands of Additional Tier 1 Noteholders, the Issuer or both. As any such potential consequence depends on various factors, prospective investors in Additional Tier 1 Notes are strongly advised to consult their own professional advisers as to the tax consequence of investing in Additional Tier 1 Notes, and particularly as to whether a disposal, conversion or write-off of Additional Tier 1 Notes will result in a tax liability.

***The Additional Tier 1 Notes may not be a suitable investment for all investors***

The Additional Tier 1 Notes may not be a suitable investment for all investors. An investment in a Series of Additional Tier 1 Notes will involve certain increased risks. Each potential investor in a Series of Additional Tier 1 Notes must determine the suitability of such investment in light of its own circumstances. In particular, in respect of each Series of Additional Tier 1 Notes, each potential investor should:

- have sufficient knowledge and experience to make a meaningful evaluation of the Additional Tier 1 Notes, the merits and risks of investing in the Additional Tier 1 Notes and the information contained in the Programme Memorandum (as read together with the Disclosure Schedules);
- have access to, and knowledge of, appropriate analytical tools to evaluate, in the context of its particular financial situation, an investment in the Additional Tier 1 Notes and the impact the Additional Tier 1 Notes will have on its overall investment portfolio;
- have sufficient financial resources and liquidity to bear all of the risks of an investment in the Additional Tier 1 Notes, including where the currency for principal or interest payments is different from the potential investor's currency;

- understand thoroughly the terms of the Additional Tier 1 Notes, such as the provisions governing a Conversion or Write-off and the election or obligation to not pay interest, understand under what circumstances a Non-Viability Event will or may be deemed to occur, and be familiar with the behaviour of any relevant financial markets and their potential impact on the likelihood of a Non-Viability Event, a Capital Disqualification Event, a Tax Event or, if specified in the relevant Applicable Pricing Supplement, a Change in Law occurring; and
- be able to evaluate (either alone or with the help of a financial adviser) possible scenarios for economic, interest rate and other factors that may affect its investment, the Conversion or Write-off of the Additional Tier 1 Notes and its ability to bear the applicable risks.

***There is no scheduled redemption or maturity of the Additional Tier 1 Notes***

The Additional Tier 1 Notes are undated securities without any fixed redemption or maturity date. The Issuer is under no obligation to redeem any Series of Additional Tier 1 Notes at any time. Any optional redemption by the Issuer is subject to the prior approval of the Relevant Regulator. There is no redemption at the option of the holders of a Series of Additional Tier 1 Notes.

***The Issuer may decide to elect to not make interest payments in its sole and absolute discretion. The Additional Tier 1 Notes are not cumulative instruments and interest the Issuer elects or is not obliged to pay will not be cumulative***

Interest on each Tranche of Additional Tier 1 Notes will be due and payable only at the sole and absolute discretion of the Issuer and, accordingly, the Issuer shall have sole and absolute discretion to elect not to pay (in whole or in part) the Interest Amount otherwise scheduled to be paid on any Interest Payment Date.

In addition, the Issuer will not be obliged to pay any Interest Amount otherwise scheduled to be paid on each Tranche of Additional Tier 1 Notes on an Interest Payment Date to the extent that (a) such Interest Amount together with any Additional Amounts payable with respect thereto, when aggregated with other Relevant Distributions paid, declared or required to be paid in the then current financial year of the Issuer exceeds the amount of the Issuer's Distributable Items, or (b) the Issuer shall not be obliged to pay that Interest Amount in accordance with the requirements of the Capital Rules, or (c) the Relevant Regulator orders the Issuer not to pay that Interest Amount (in whole or in part).

All accrued and unpaid Interest Amounts on Additional Tier 1 Notes will also not be paid, and the Issuer will not be obliged to pay such Interest Amounts if a Non-Viability Event occurs.

If the Issuer provides notice of its election to not pay a portion, but not all, of an Interest Amount and the Issuer subsequently does not make a payment of the remaining portion of such Interest Amount on the relevant Interest Payment Date, such non-payment shall evidence the Issuer's exercise of its discretion to elect not to pay such remaining portion of that Interest Amount and, accordingly, such remaining portion of that Interest Amount shall also not be due and payable.

The non-payment of any Interest Amount (or any part thereof) in accordance with the provisions set out above shall not constitute a default for any purpose on the part of the Issuer. Interest Amounts which the Issuer has elected not to pay or which the Issuer is not obliged to pay will never become due and are non-cumulative, and no Interest Amount (or any part thereof) which has not been paid (or any amount in lieu thereof) shall be payable in respect of the Additional Tier 1 Notes thereafter, whether in a winding-up, curatorship or administration of the Issuer or otherwise.

The non-payment of any Relevant Interest Amount in accordance with the above provisions shall not impose any other restrictions on the Issuer.

Any actual or anticipated non-payment of interest on Additional Tier 1 Notes in accordance with the above provisions will likely have an adverse effect on the market price of such Additional Tier 1 Notes. In addition, as a result of the interest payment provisions of the Additional Tier 1 Notes, the market price of Additional Tier 1 Notes may be more volatile than the market prices of other securities on which interest accrues that are not subject to such provisions and may be more sensitive generally to adverse changes in the Issuer's financial condition.

***The Additional Tier 1 Notes may be traded with accrued interest, but under certain circumstances described above, such interest may be cancelled and not paid on the relevant Interest Payment Date***

Additional Tier 1 Notes may trade, and/or the prices for Additional Tier 1 Notes may appear, on the JSE and in other trading systems with accrued interest. If this occurs, purchasers of Additional Tier 1 Notes in the secondary market will pay a price that includes such accrued interest upon purchase of the Additional Tier 1 Notes. However, if a payment of interest on any Interest Payment Date is cancelled or deemed cancelled (in each case, in whole or in part) as described herein, in particular in Condition 7 (*Limitations on Payments of Interest*) and Condition 10.7 (*Solvency Condition*) of the Additional Tier 1 Terms and Conditions, and thus is not due and payable, purchasers of such Additional Tier 1 Notes will not be entitled to that interest payment (or if the Issuer elects to make a payment of a portion, but not all, of such interest payment, the portion of such interest payment not paid) on the relevant Interest Payment Date. As a result, purchasers in the secondary market may not receive the interest payment they were expecting to be paid on the relevant Interest Payment Date.

***Holders will bear the risk of fluctuations in the Common Equity Tier 1 Capital Ratio***

The market price of Additional Tier 1 Notes is expected to be affected by fluctuations in the Issuer's Common Equity Tier 1 Capital Ratio. Fluctuations in the Common Equity Tier 1 Capital Ratio may be caused by changes in the amount of the Issuer's Common Equity Tier 1 Capital and/or its Risk Weighted Assets, as well as changes to their respective definitions under the capital adequacy standards and guidelines. Any indication that the Common Equity Tier 1 Capital Ratio is moving towards the level of a Non-Viability Event may have an adverse effect on the market price of Additional Tier 1 Notes. The level of the Common Equity Tier 1 Capital Ratio may significantly affect the trading price of Additional Tier 1 Notes.

## THE BANKING SECTOR IN SOUTH AFRICA AND PRUDENTIAL REGULATION

The South African banking system is well developed and effectively regulated, comprising a central bank, several large, financially strong banks and investment institutions, and a number of smaller banks. Many foreign banks and investment institutions have also established operations in South Africa over the past decade. The South African Government (the "**Government**") is a subscriber to the International Monetary Fund (the "**IMF**") and World Bank regulations and policies. South African banks are regulated by the Prudential Authority (the "**PA**") and the Financial Sector Conduct Authority (the "**FSCA**"). South Africa has implemented the Basel III framework through amendments to the Regulations Relating to Banks (as defined in the Terms and Conditions) which became effective on 1 January 2013. South Africa is a member of the International Liaison Group of the Basel Committee on Banking Supervision ("**BCBS**"). The South African banking regulator actively participates in international regulatory and supervisory standard-setting forums at which it is represented and provides input into the continued refinement of the supervisory Basel III framework ("**Basel III**").

The National Payment System Act, 1998 was introduced to bring the South African financial settlement system in line with international practice and systematic risk management procedures. The Payment Association of South Africa, under the supervision of the South African Reserve Bank ("**SARB**"), has facilitated the introduction of payment clearing house agreements. It has also introduced agreements pertaining to settlement, clearing and netting agreements, and rules to create certainty and reduce systemic and other risks in inter-bank settlement. These developments have brought South Africa in line with international inter-bank settlement practice. Electronic banking facilities are extensive, with a nationwide network of automatic teller machines and internet banking being available.

### Regulation

Financial sector legislation in South Africa aligns with international best practice through the accords of international bodies such as the Bank of International Settlements ("**BIS**"); the International Organization of Securities Commissions; and the International Association of Insurance Supervisors. Banks in South Africa are governed by various Acts and legislation, most significantly the South African Banks Act, No. 94 of 1990, as amended or replaced from time to time (the "**Banks Act**").

### Twin Peaks Model of Financial Regulation

The "twin-peaks" approach to financial sector regulation is primarily aimed at the enhancement of systemic stability, improving market conduct regulation, sound micro and macro prudential regulation and the strengthening of the operational independence, governance and accountability of regulators.

The Financial Sector Regulation Act, 2017 (the "**FSR Act**"), which was signed into law on 21 August 2017 and commenced on 1 April 2018, gave effect to the Government's decision to implement the "twin-peaks" model of financial regulation with a view to ensuring that the sector is safer and more effective. The FSR Act covers four policy priorities to reform the financial sector, namely: financial stability; consumer protection and market conduct; expanding access of financial services through inclusion; and combating financial crime.

The FSR Act reflects the Government's undertaking to eliminate lending malpractices, protect customers and reduce systemic risk through increased market conduct regulation. The FSR Act established two financial sector regulators, namely the FSCA, which regulates market conduct with a purview over the full range of financial services related matters (such as the regulation of bank charges) and the PA which is responsible for the oversight of the safety and soundness of banks, insurers, financial conglomerates and market infrastructures. The FSCA is mandated to protect customers of financial services, improve the way in which financial service providers conduct their business, ensure that the integrity and efficiency of the financial markets is maintained, and promote effective financial consumer education.

The objective of the PA is to promote and enhance the safety and soundness of financial institutions that provide financial products, market infrastructures and payment systems to protect financial customers, including depositors, against the risk that those financial institutions may fail to meet their obligations.

The amendments to the FSR Act made pursuant to the provisions of the Financial Sector Laws Amendment Act, 2021 came into effect partially on 1 June 2023 with the balance of the amendments coming into effect on 1 April 2024. These amendments establish a framework for the resolution of "designated institutions" in order to ensure that the impact (or potential impact) of a failure of a designated institution on financial stability is managed appropriately (the "**resolution framework**"). In terms of the resolution framework the SARB will be the sole



resolution authority for designated institutions (which includes registered banks and bank holding companies) in South Africa.

The amended FSR Act provides that if, in the opinion of the SARB:

- (a) a designated institution is, or will likely be, unable to meet its obligations, irrespective of whether or not the designated institution is insolvent; and
- (b) it is necessary to ensure the orderly resolution of the designated institution to:
  - (i) maintain financial stability; or,
  - (ii) in the case of a bank or a member of a group of companies of which a bank is a member, to protect depositors of the bank,

the SARB may recommend to the Minister of Finance that the designated institution is placed into resolution. Thus, the trigger for resolution is a qualitative and not quantitative measure determined by the Minister of Finance, acting on the recommendation of the SARB.

The current legislative framework that underpins market conduct and consumer protection includes the following legislation: Financial Advisory and Intermediary Services Act, No. 2002, the Consumer Protection Act, 2008; the National Credit Act, 2005; the National Credit Amendment Act, 2014 and 2019; the Protection of Personal Information Act, 2013 as well as a comprehensive set of principles relating to Treating Customers Fairly (an outcomes based regulatory and supervisory approach designed to ensure that regulated financial institutions deliver specific, clearly set out fairness outcomes for financial customers).

The Government seeks to ensure financial stability through macro prudential regulation in line with international standards and measures including improving the quality of capital; reducing pro-cyclicality; setting leverage and liquidity ratios; and issuing compensation guidelines. Government has commenced with the process of implementing regulations that will eventually be expanded to cover all sources of systemic risk including the regulation of all private pools of capital. In this regard, the Minister of Finance signed into law the Financial Markets Act Regulations (the "**FMA Regulations**") on 9 February 2018. The FMA Regulations provide the framework for regulation of over-the-counter derivative transactions in South Africa and the FSCA conduct standards, published in 2020 in connection with the FMA Regulations, set out the reporting requirements and code of conduct for over-the-counter derivative providers.

### **Anti-Money Laundering Regulations**

The Government has identified combating of money laundering and countering the financing of terrorism and countering the financing of proliferation activities as a policy priority. As a result thereof, South Africa has a well-established anti-money laundering ("**AML**") and combating the financing of terrorism ("**CFT**") legislative framework which includes but is not limited to the Financial Intelligence Centre Act, 2001 (the "**FIC Act**"), and the Protection of Constitutional Democracy Against Terrorist and Related Activities Act, 2004.

The PA strives to maintain an effective compliance framework and operational capacity to supervise compliance by banks with AML/CFT legislation and regulatory requirements. The PA regularly conducts FIC Act compliance inspections of the accountable institutions that it supervises, and the scope of these visits would include the assessment of compliance with FIC Act guidance notes, directives and circulars. Flowing from these responsibilities, the PA conducts AML/CFT inspections to assess whether all banks in the South African market have adequate and effective AML/CFT controls in place. As part of its mandate, the SARB PA may and has in the past imposed administrative sanctions and directives to implement remedial action on banks whose AML/CFT frameworks are found to have deficiencies (from the perspective of adequacy or effectiveness).

In October 2021, the Financial Action Task Force (an inter-governmental AML/CFT policymaking and standards setting body) ("**FATF**") published the Mutual Evaluation Report (the "**Report**") for South Africa, summarising the findings in relation to the adequacy of AML/CFT measures in place in South Africa, competent authorities' level of compliance with the FATF 40 Recommendations and the level of effectiveness of South Africa's AML/CFT framework.

Some of the key findings from the Report can best be summarised as follows:

- (a) some money laundering risks are being mitigated but some significant risks remain to be addressed, and terrorist financing risks are not adequately addressed;

- (b) South Africa has suffered from a sustained period of "state capture", which undermined key agencies with roles to combat such activity;
- (c) South Africa has had some good results pursuing corruption cases and recovering proceeds of corruption, but has been less successful addressing such issues resulting from "state capture"; and
- (d) larger banks are more developed at understanding their money laundering risks and implementing mitigation measures commensurate with those risks, notwithstanding, overall, the risk-based approach is inadequately implemented.

Following engagements with FATF over progress made by South Africa since the publication of the Report, the FATF assessed that the country needed to make further and sustained progress in addressing eight areas of strategic deficiencies related to the effective implementation of South Africa's AML/CFT laws as set out. Consequently, on 24 February 2023, FATF made a decision to list South Africa as a "jurisdiction under increased monitoring" (commonly referred to as FATF's "grey list").

The key areas of strategic deficiencies identified by the FATF that are relevant to the business of the Issuer require South Africa to:

- (a) ensure that competent authorities have timely access to accurate and up-to-date beneficial ownership information on legal persons and arrangements and applying sanctions for breaches of violation by legal persons to beneficial ownership obligations;
- (b) demonstrate a sustained increase in law enforcement agencies' requests for financial intelligence from the Financial Intelligence Centre for its money laundering/terrorist financing investigations;
- (c) update its terrorist financing risk assessment to inform the implementation of a comprehensive national counter financing of terrorism strategy; and
- (e) ensure the effective implementation of targeted financial sanctions and demonstrating an effective mechanism to identify individuals and entities that meet the criteria for domestic designation.

The Government has announced that it is working closely with FAFT to address the deficiencies identified in the Report and implement an action plan with the FAFT. The items in the action plan include improvements in the Government's capability to deal with financial crimes, including corruption, and the better use of beneficial ownership, digital and other information to assist investigations, asset recoveries and prosecutions.

As a response to the shortcomings that were identified in the Report, the Government enacted, the General Laws (Anti-Money Laundering and Combatting Terrorism Financing) Amendment Act, 2022 and the Protection of Constitutional Democracy Against Terrorist and Related Activities Amendment Act, 2022. The Government has indicated that these amendments address most of the legislative deficiencies identified.

The Government provides the FAFT with a report on the progress of its implementation of the action plan every four months. Once all items in the action plan are implemented and the improvements effective, the grey listing of South Africa will be reconsidered by FAFT. National Treasury has indicated that the Minister of Finance has been leading a process within Government to ensure that South Africa addresses all action items by February 2025, to enable South Africa to exit grey listing by June 2025.

The Issuer is committed to complying with all its regulatory requirements, and support global efforts to combat money laundering and terrorist financing. Consequently, the Issuer established and adopted policies and procedures for compliance with money laundering and terrorist financing control requirements in each jurisdiction in which it operates, to ensure the detection, analysis and reporting of suspicious activity to the relevant authorities. The Issuer also continues to take measures to effect enhancements to its processes, in response to evolving global ML/TF risks.

## **SARB**

SARB is responsible for bank regulation and supervision in South Africa with the purpose of achieving a sound, efficient banking system in the interest of the depositors of banks and the economy as a whole. The SARB holds various international memberships including the G-20, the IMF, the BIS and the Committee of Central Bank Governors in the Southern African Development Community. The SARB serves on various BIS committees including the BCBS and the Committee on Payments and Settlement Systems. The SARB performs its function of bank regulation and supervision through the PA, which issues banking licences to institutions and monitors

their activities under the applicable legislation. The PA has extensive regulatory and supervisory powers. Every bank is obliged to furnish certain prescribed returns to the PA in order to enable the banking regulator to monitor compliance with the formal, prudential and other requirements imposed on banks in terms of, inter alia, the Banks Act and the Regulations Relating to Banks. Such regulations may be, and are, amended from time to time in order to provide for amendments and additions to the prescribed returns, and the frequency of submission thereof. The PA acts with relative autonomy in executing its duties, but has to report annually to the Minister of Finance, who in turn has to table this report in the South African Parliament.

In terms of the Banks Act, the PA, among other things, supervises banking groups on a consolidated basis from the bank controlling company downwards. In this regard, controlling companies of banks are required to submit, on a quarterly basis, a consolidated supervision return which includes information on all of the entities within that banking group that potentially constitute a material or significant risk to that banking group. The return covers issues such as group capital adequacy, group concentration risk, intra- group exposures and group currency risk. Moreover, a bank controlling company is also required to furnish the regulator, on a quarterly basis, with bank consolidated and group consolidated information which includes a detailed balance sheet, an off-balance sheet activities return and an income statement.

A banking group is required to satisfy the regulator's requirements in respect of the adequacy and effectiveness of its management systems for monitoring and controlling risks, including those in its offshore operations, and the integrity of its accounting records and systems. Banking groups are required to comply with the provisions of the Banks Act as well as with all financial and prudential requirements, including minimum capital and liquidity requirements, which are actively monitored by the banking regulator. In addition, banking groups have to satisfy the banking regulator's requirements pertaining to issues such as overall financial soundness worldwide, including the quality of its loan assets and the adequacy of its provisioning policy. As part of its supervisory process, the banking regulator undertakes on-site and off-site examinations. The banking supervisor seeks to apply the Core Principles for Effective Banking Supervision as issued by the BCBS.

The Issuer, as part of a banking group, is supportive of the SARB's objectives and endorses improvements in risk management and governance practices as an active participant in the new regulatory landscape. The same approach is also applied in respect of the Issuer's cooperation with other regulatory authorities and much effort and resources are dedicated in a cost-efficient manner in order to reap maximum benefits emanating from the implementation of best practice and the resultant enablement of its global business activities.

Currently the banking industry works within a three-tiered framework:

1. the Banks Act (effecting changes to the Banks Act requires Parliamentary approval);
2. the Regulations Relating to Banks (changes to the Regulations Relating to Banks require the approval of the South African Minister of Finance); and
3. Banks Act circulars, directives and guidance notes.

Circulars may be issued by the PA to furnish banks with guidelines regarding the application and interpretation of the provisions of the Banks Act. Guidance notes may be issued by the PA in respect of market practices or market and industry developments. Directives may be issued by the PA, after consultation with the affected parties, to prescribe certain processes or procedures to be followed by banks with regard to certain processes or procedures necessary in the administration of the Banks Act. It is obligatory for banks to comply with its prescriptions.

The Banks Act and Regulations Relating to Banks, circulars, directives and guidance notes issued by the PA set out the framework governing the formal relationship between South African banks and the PA. Pursuant to this legislation, SBSA and representatives of the PA meet at regular bilateral meetings (between SBSA's board of directors and the PA), annual trilateral meetings (between SBSA's board of directors, the PA and SBSA's auditors) and prudential meetings (which usually include meetings with risk management executives and the heads of each of SBSA's business divisions). SBSA also engages in frequent on-site reviews with the PA's supervisory team which cover a range of topics including an assessment of SBSA's performance against its peer group.

The prudential regulation and supervision of banks furthermore assists the SARB in its pursuit of financial system stability. Similar to other central banks, the SARB is placing increased emphasis on macro-prudential aspects of financial stability.

In response to fundamental weaknesses in international financial markets, revealed by the 2008 global financial crisis, a large volume of regulatory and supervisory standards and requirements were issued by international standard-setting bodies such as the BCBS. The incorporation of the changes and enhancements into the domestic regulatory framework requires an ongoing review of South African banking legislation and regulatory requirements in order to ensure the appropriate alignment of the regulatory framework with international standards. In this regard, both the Banks Act and the Regulations Relating to Banks are amended from time to time.

The Issuer views its relationship with the PA as being of the utmost importance and is committed to fostering sound banking principles for the industry as a whole. In this regard, SBSA is a member of the Banking Association of South Africa (the "**BASA**"), whose role is to establish and maintain the best possible platform on which banking groups can conduct competitive, profitable and responsible banking.

### ***Basel III***

Banks in South Africa adopted Basel III with effect from 1 January 2013. Basel III aims to enhance financial stability globally by increasing the quality and level of capital to be held by banks, extending the risk framework coverage, by introducing new liquidity ratios and a non-risk-based leverage ratio. The Bank Supervision Department of the SARB (now referred to as the PA) commenced with its implementation from 1 January 2013 by way of the amended Regulations Relating to Banks as of 20 May 2016, and banks in South Africa have thus adopted the Basel III accord. SBG has approval from the PA to use the advanced internal ratings-based ("**AIRB**") approach for its credit portfolios in SBSA. For internal management purposes, SBG utilises AIRB measures and principles wherever possible. Further, SBG has approval from the PA to adopt the market-based approach for certain equity portfolios in SBSA and has approval for using the advanced measurement approach ("**AMA**") operational risk framework.

SBG also has approval from the PA to use the "internal models approach" for most trading product groups and across most market risk types for SBSA.

In Basel III, the BCBS introduced significant changes to the Basel II framework, including, amongst others:

#### ***Capital***

The quality, consistency and transparency of the capital base levels have increased. In the framework, the regulatory deductions should mainly be applied to the common equity component of the capital base. Further, to be eligible as Tier 1 and Tier 2 capital, instruments need to meet more stringent requirements than were applied under Basel II.

The Basel III framework introduces a capital conservation buffer of 2.5 per cent. x RWA (as defined below) on top of these minimum thresholds. If a bank does not meet this buffer, constraints will be imposed on the bank's capital distribution, such as dividends. Also, in periods of excess growth, banks will be required to hold an additional countercyclical buffer of up to 2.5 per cent. in order to avoid facing restrictions.

#### ***Leverage Ratio***

The BCBS required the risk-sensitive capital framework be supplemented with a non-risk-based measure, the leverage ratio (the "**Leverage Ratio**"). The Leverage Ratio is calculated as the Tier 1 capital divided by the exposure (being on and off-balance sheet exposures, with certain adjustments for selected items such as derivatives). The final calibration of the Leverage Ratio, and any further definition amendments were to be implemented by 1 January 2024 in South Africa however the new proposed implementation date is now 1 July 2025.

#### ***Liquidity***

Another key component of the Basel III framework is the introduction of increased regulations for liquidity risks. The objective of the liquidity reform is to improve the banking sector's ability to absorb shocks arising from financial and economic stress, whatever the source, thereby reducing the risk of spillover from the financial sector to the real economy.

The BCBS developed two quantitative liquidity standards as part of the Basel III framework; namely the LCR) and the net stable funding ratio ("**NSFR**"). The LCR's objective is to measure SBG's ability to manage short-term liquidity stress and ensure the appropriate holding of surplus qualifying liquid assets. The NSFR's objective is to measure long-term structural funding stability in order to address the structural liquidity mismatch inherent

in banking operations. Both the LCR and NSFR calculations are subject to an observation period prior to implementation such that any unintended consequences can be identified.

The BCBS has also put a more stringent regulatory framework into place for the monitoring of intraday liquidity risk. Management of intraday liquidity risk forms a key element of a bank's overall liquidity risk management framework. The mandatory tools introduced by the BCBS are for monitoring purposes, and only international active banks will be required to apply them. National regulators will determine the extent to which the tools apply to banks that only operate domestically within their jurisdictions. Monthly reporting on the monitoring tools commenced on 1 January 2015.

### ***Risk-Weighting (Finalised Basel III reforms)***

On 7 December 2017, the BCBS published the Basel III finalised reforms for the calculation of total risk weighted assets ("**RWA**") and a capital floor. The BCBS date of implementation for these reforms was 1 January 2023. The PA proposed an implementation date of 1 January 2024 in South Africa which has now been adjusted to 1 July 2025. The accompanying transitional arrangements for the output floor will extend until 1 January 2028 for South Africa in line with the BCBS timelines. These reforms are the completion of work that the BCBS has been undertaking since 2012 to address inefficiencies that emerged from the financial crisis in 2008 and impacts both standardised and advanced internal models.

### ***Reducing Variation in the Internal Rating-Based ("**IRB**") Approach for Credit Risk***

The revised internal rating-based ("**IRB**") framework constrains the use of the IRB approach which allows banks to estimate the probability of default ("**PD**"), loss given default ("**LGD**"), exposure at default ("**EAD**") and maturity of an exposure for low default asset classes. These include exposures to large and medium-sized corporates, banks and other financial institutions, securities firms and public-sector entities. The Group's relevant legal entities will now have to use the foundation internal ratings-based ("**FIRB**") approach for these exposures. The FIRB approach is more conservative as it applies fixed values to the LGD and EAD parameters. In addition, all IRB approaches are being removed for exposures to equities.

For the remaining asset classes, the revised IRB framework also introduces minimum "floor" values for bank-estimated IRB parameters which are used as inputs to the calculation of RWA. These include PD floors for both the FIRB and AIRB approaches, and LGD and EAD floors for the AIRB approach. The BCBS agreed on various additional enhancements to the IRB approaches to further reduce unwarranted RWA variability, including providing greater specification of the practices that banks may use to estimate their model parameters.

Given the enhancements to the IRB framework and the introduction of an aggregate output floor, the BCBS has removed the 1.06 scaling factor that is currently applied to RWAs determined by the IRB approach to credit risk.

### ***Standardised Approach for Credit Risk***

The revisions to the standardised approach for credit risk, enhances the regulatory framework by improving its granularity and risk sensitivity. It provides: a more granular approach for unrated exposures to banks and corporates; a recalibration of risk weighting for rated exposures; a more risk-sensitive approach for real estate exposures based on their loan to value; separate treatment for covered bonds; specialised lending; exposures to SMEs; a more granular risk weight treatment for subordinated debt and equity exposures; and a recalibration of credit conversion factors for off balance sheet exposures.

### ***CVA Risk Capital Charge***

The initial phase of Basel III reforms introduced a capital charge for potential mark-to-market losses of derivative instruments as a result of the deterioration in the creditworthiness of a counterparty.

The final reforms introduce two new approaches for the calculation of the credit valuation adjustments ("**CVA**") risk capital charge which are a basic approach (a full version including CVA hedges, or reduced version) and a standardised approach based on the fundamental review of the trading book market risk standardised approach with minimum requirements regarding sensitivity calculations. The changes also include a €100 billion threshold for a simplified treatment (double counterparty credit risk capital requirement) and new eligibility requirements for CVA hedges.

The PA has advised that the proposed implementation date is 1 July 2025.

### ***Operational Risk***

The BCBS has streamlined the operational risk framework. The advanced measurement approach ("AMA") for calculating operational risk capital requirements (which are based on banks' internal models) and the existing standardised approaches are replaced with a single risk-sensitive standardised approach to be used by all banks.

The new standardised approach for operational risk, determines a bank's operational risk capital requirements based on two components comprising a measure of a bank's income and a measure of historical losses experienced by the bank. Conceptually, it assumes that operational risk increases at an increasing rate with a bank's income and banks which have experienced greater operational risk losses historically are assumed to be more likely to experience operational risk losses in the future.

### ***Output Floor***

The Basel III reforms replace the existing Basel II floor with a floor based on the revised Basel III standardised approaches. Consistent with the original floor, the revised floor places a limit on the regulatory capital benefits that a bank using internal models can derive relative to the standardised approaches. In effect, the output floor provides a risk-based backstop that limits the extent to which banks can lower their capital requirements relative to the standardised approaches.

This helps to maintain a level playing field between banks using internal models and those on the standardised approaches. It also supports the credibility of banks' risk-weighted calculations and improves comparability via the related disclosures.

Under the revised output floor banks' risk-weighted assets must be calculated as the higher of total RWA calculated using the approaches that the bank has supervisory approval to use in accordance with the Basel capital framework (including both standardised and internal model- based approaches).

A specified percentage of the total RWA calculated using only the standardised approaches will be phased in over a specified period, as follows:

- (a) from 1 July 2025: 60%;
- (b) from 1 January 2026: 65%;
- (c) from 1 January 2027: 70%; and
- (d) from 1 January 2028: 72.5 per cent.

### **Risk-Weighting (Other Basel III Reforms)**

#### ***Securitisation Framework***

The BCBS has finalised changes to the Basel securitisation framework. The new framework was implemented in South Africa on 1 October 2022. The new framework provides a revised set of approaches for determining the regulatory capital requirements in relation to securitisation exposures with the following aims: reducing mechanistic reliance on external ratings; increasing risk weights for highly rated securitisation exposures; reducing risk weights for low-rated securitisation exposures; reducing cliff effects (where small changes in the quality of an underlying pool of securitised exposures quickly leads to significant increases in capital requirements); and making the framework more risk-sensitive.

#### ***Fundamental Review of the Trading Book***

The new market risk framework ("**Fundamental Review of the Trading Book**") to improve market risk was published on 14 January 2016. The framework was thereafter revised on 14 January 2019 to address issues that the BCBS identified in the course of monitoring the implementation and impact of the framework. The proposed implementation date for South Africa has been revised to 1 January 2024. The PA has advised that the effective date for the capitalisation requirements will be determined in line with other major jurisdictions and trading partners of South Africa and will not be effective earlier than 1 July 2025.

#### ***Large Exposure Framework***

The BCBS published the final standard that sets out a supervisory framework for measuring and controlling large exposures. The large exposure framework was implemented in South Africa on 1 April 2022. The large exposure framework protects banks from significant losses caused by the sudden default of an individual counterparty or a group of connected counterparties. The framework was designed so that the maximum possible loss a bank could

incur if such a default were to occur would not endanger the bank's survival as a going concern. In cases where the bank's counterparty is another bank, large exposure limits will directly contribute towards the reduction of system-wide contagion risk. Large Exposure is defined as an exposure that is equal to or above 10 per cent. of a bank's eligible capital base. Eligible capital base is defined as Tier 1 capital as defined under the Basel III framework. The sum of all the exposure values of a bank to a single counterparty or to a group of connected counterparties should not be higher than 25 per cent. of the bank's available eligible Tier 1 capital base. A tighter limit of 15 per cent. of Tier 1 capital will apply to inter-globally systemically important banks ("**GSIBs**") exposures and the local regulator may apply this limit to inter-DSIBs exposures. A limit of 15 per cent. of Tier 1 capital may also be applied by the local regulator for exposures between a smaller bank and a GSIB.

In South Africa, the PA has stipulated that inter-DSIB exposure and DSIB to GSIB exposure is limited to a monthly average of 15 per cent. of the sum of the bank or controlling company's qualifying tier 1 capital with a maximum of 18 per cent. of the sum of the bank or controlling company's qualifying tier 1 capital during the month. Exposure between a smaller bank and a GSIB is limited to a maximum of 25 per cent. The PA has allowed for a phase in period for large exposure limits until 1 July 2025. The PA has also introduced limits for intra-group exposures.

### ***Interest Rate Risk in the Banking Book***

Arising from the Fundamental Review of the Trading Book, the Bank of International Settlement appointed a team to evaluate and refine the existing Pillar 2 treatment for spread risk in the banking book. The BCBS issued standards for the Interest Rate Risk in the Banking Book ("**IRRBB**") (the "**Revised Standards**"). The Revised Standards revise the BCBS' 2004 "Principles for the management and supervision of interest rate risk", which set out supervisory expectations for banks' identification, measurement, monitoring and control of IRRBB, as well as its supervision. The Revised Standards also introduced a strengthened Pillar 2 approach. The Revised Standards for IRRBB cover the enhanced requirements over 12 principles. Nine principles are directed to banks including identification of IRRBB, sound methodologies, risk appetite and limits, internal reporting, external disclosures, data, controls and model risk management. Three principles are directed to supervisors and focus on review of the soundness of banks' IRRBB management, collaboration among supervisors and identification of outlier banks.

The implementation date for South Africa of the Revised Standards for IRRBB was 1 January 2023. Following the implementation date, the PA published directive D1/2024 wherein the Pillar 3 disclosure requirements relating to the IRRBB are set out.

### ***Systemically Important Financial Institutions***

The guidance developed by the BCBS and the Financial Stability Board form the basis for the requirements of domestic systemically important banks in South Africa. South African banks have developed their recovery plans in line with global standards. The specific D-SIB capital requirements have been applied to the relevant banks from 1 January 2016.

Recovery plans focus on plausible management or recovery actions that can be taken to reduce risk and conserve capital during times of severe stress. Resolution plans are typically developed by the supervisor with the objective of ensuring that systemically important financial institutions ("**SIFIs**") are resolvable and will not become a burden to tax-payers.

Although the Basel III phase-in approach affords SBG a period of time before full compliance is required, SBG maintains a strong focus on achieving these liquidity and capital requirements within the specified timelines. Specific areas of focus include optimising capital and liquidity allocation between product lines, trading desks, industry sectors and legal entities, such that financial resources can be allocated in a manner that enhances the overall Group's economic profit and return on equity, embedding risk-adjusted performance measures into the performance measurement and reporting processes of the Group; and ensuring that the Group is adequately positioned to respond to changing regulatory rules under Basel III.

### ***Pillar 3 Disclosures***

Pillar 3 of the Basel framework seeks to promote market discipline through regulatory disclosure requirements. The BCBS released the updated Pillar 3 disclosure requirements on 11 December 2018. These requirements, together with the updates published in January 2015 and March 2017, complete the Pillar 3 framework. The updated Pillar 3 disclosure requirements released on 11 December 2018 reflects the BCBS's December 2017 Basel III post-crisis regulatory reforms and pertains to the following areas:

- (i) credit risk, operational risk, the leverage ratio and CVA risk;

- (ii) RWAs as calculated by the bank's internal models and according to the standardised approaches; and
- (iii) an overview of risk management, RWAs and key prudential metrics.

The implementation date for the disclosure requirements related to the December 2017 Basel III post-crisis regulatory reforms was revised by the BCBS on 27 March 2020, to 1 January 2023, a year later than what was initially proposed.

The BCBS also released a consultative paper on 14 November 2019 on revisions to market risk disclosure requirements, that set out adjustments to the Pillar 3 templates to reflect the changes introduced in the minimum capital requirements for market risk published in January 2019. The BCBS thereafter released final revisions to market risk disclosure requirements on 11 November 2021.

The implementation date for the updated Pillar 3 disclosure requirements was expected to be 1 January 2024 in South Africa, in line with South Africa's implementation date of the finalised Basel III reforms. This has not yet occurred. However, the PA in September of 2023 published the proposed directives on matters related to Pillar 3 disclosure requirements for public comment. Once finalised the proposed directive will replace the existing directive of 2019 on Pillar 3 disclosure requirements.

The Group has a formal program in place for the implementation of these requirements.

### **Current Environment**

As at 1 June 2024, there were 17 registered banks, 5 mutual banks, 4 foreign controlled banks, 11 local branches of foreign banks, 30 representative offices of foreign banks in South Africa and 3 banks in liquidation (*source: SARB website*). In addition, as at December 2023, the South African banking sector had total assets of approximately ZAR7,5 trillion according to statistics published by the SARB (*source: SARB monthly trends publication, December 2023*). The five largest banks by assets (*source: BA900 Economic Returns, 31 December 2023*) were The Standard Bank of South Africa Limited, FirstRand Bank Limited, Absa Bank Limited, Nedbank Limited and Investec Bank Limited.



## SOUTH AFRICAN EXCHANGE CONTROL

*Capitalised terms used in this section headed "South African Exchange Control" shall bear the same meanings as used in the relevant Terms and Conditions, except to the extent that they are separately defined in this section or clearly inappropriate from the context.*

*The information below is intended as a general guide to the position under the Exchange Control Regulations as at the date of this Risk Factors & Other Disclosures Schedule. The contents of this section headed "South African Exchange Control" do not constitute exchange control advice and do not purport to describe all of the considerations that may be relevant to a prospective subscriber for or purchaser of any Notes. Prospective subscribers for or purchasers of any Notes should consult their professional advisers in this regard.*

### **Programme Memorandum**

The Programme Memorandum (as read together with the Disclosure Schedules) does not require the prior approval of the Financial Surveillance Department of the South African Reserve Bank (the "**Exchange Control Authorities**") in terms of the Exchange Control Regulations.

### **Issue of Notes**

The issue of a particular Tranche of Notes may, depending on the type of Notes in that Tranche, require the prior written approval of the Exchange Control Authorities in terms of the Exchange Control Regulations.

In particular, in terms of paragraph 3.14(c) of the Debt and Specialist Securities Listings Requirements of the JSE, *"where the ... Issuer issues listed [Notes] that will pay higher than the interest rate to be paid/discounted in terms of exchange control policy, and where there will be foreign participation in cross-border funding, the ... Issuer is required to obtain prior approval from the [Exchange Control Authorities] or a directive in respect of the issue. Exchange control policy allows interest to be paid up to the prime overdraft rate (predominant rate) plus 3% per annum or as amended from time to time".*

Dealings in the Notes and the performance by the Issuer of its obligations under the Notes and the applicable Terms and Conditions may be subject to the Exchange Control Regulations.

### **Non-South African Resident Noteholders and Emigrants from the Common Monetary Area**

#### ***Emigrant Capital Account***

Emigrant capital in an emigrant's capital account may be used for the subscription for or purchase of Notes. Any amounts payable by the Issuer in respect of the Notes subscribed for or purchased with emigrant capital in an emigrant's capital account may not, in terms of the Exchange Control Regulations, be remitted out of South Africa or paid into any non-South African bank account.

#### ***Emigrants from the Common Monetary Area***

Any Individual Certificates issued to Noteholders who are emigrants from South Africa, the Republic of Namibia, the Kingdom of Lesotho and the Kingdom of eSwatini (the "**Common Monetary Area**") will be endorsed "*non-resident*". Such restrictively endorsed Individual Certificates shall be deposited with an authorised foreign exchange dealer(s) controlling such emigrant's remaining assets.

In the event that a Beneficial Interest in Notes is held by an emigrant from the Common Monetary Area through the Central Depository, the securities account maintained for such emigrant by the relevant Participant will be designated as an "*emigrant*" account. All payments in respect of subscriptions for Notes by an emigrant from the Common Monetary Area, using emigrant capital in an emigrant's capital account, must be made through an authorised dealer in foreign exchange controlling the remaining assets.

Any payments of principal due to a Noteholder who is an emigrant from the Common Monetary Area will be deposited into such emigrant Noteholder's emigrant capital account, as maintained by an authorised foreign exchange dealer. Interest payments are freely transferable and may be credited to the emigrant's non-resident Rand account. Capital amounts are not freely transferable from the Common Monetary Area and may only be dealt with in terms of the Exchange Control Regulations.

### **Non-Residents of the Common Monetary Area**

Any Individual Certificates issued to Noteholders who are not resident in the Common Monetary Area will be endorsed "*non-resident*". In the event that a Beneficial Interest in Notes is held by a non-resident of the Common Monetary Area through the Central Depository, the securities account for such Noteholder by the relevant Participant will be designated as a "*non-resident*" account.

It will be incumbent on any such non-resident Noteholder to instruct the non-resident's nominated or authorised dealer in foreign exchange as to how any funds due to such non-resident in respect of Notes are to be dealt with. Such funds may, in terms of the Exchange Control Regulations, be remitted abroad only if the relevant Notes are acquired with foreign currency introduced into South Africa or Rand from a non-resident Rand account held with an authorised foreign exchange dealer and provided that the relevant Individual Certificate has been endorsed "*non-resident*" or the relevant securities account has been designated as a "*non-resident*" account, as the case may be.

### **Bearer Notes**

The disposal or acquisition of or dealing in Bearer Notes is subject to the prior written approval of the Minister of Finance (or the Person authorised by the Minister of Finance) in accordance with Regulation 15 of the Exchange Control Regulations.

### **Order Notes**

Any Order Notes issued to Noteholders who are emigrants from the Common Monetary Area will be endorsed in accordance with the applicable provisions of the Exchange Control Regulations. Any Order Notes issued to Noteholders who are emigrants from the Common Monetary Area will be subject to the applicable provisions of the Exchange Control Regulations.

Any Order Notes issued to Noteholders who are not resident in the Common Monetary Area will be endorsed in accordance with the applicable provisions of the Exchange Control Regulations. Any Order Notes issued to Noteholders who are not resident in the Common Monetary Area will be subject to the applicable provisions of the Exchange Control Regulations.

***As at the date of this Risk Factors & Other Disclosures Schedule, no exchange control approval is required in respect of the Programme and/or the Notes.***

## SOUTH AFRICAN TAXATION

*Capitalised terms used in this section headed "South African Taxation" shall bear the same meanings as used in the relevant Terms and Conditions, except to the extent that they are separately defined in this section or clearly inappropriate from the context.*

*The comments below are intended as a general guide to the relevant tax laws of South Africa as at the date of this Risk Factors & Other Disclosures Schedule. The contents of this section headed "South African Taxation" do not constitute tax advice and do not purport to describe all of the considerations that may be relevant to a prospective subscriber for or purchaser of any Notes. Prospective subscribers for or purchasers of any Notes should consult their professional advisers in this regard.*

### **Withholding Tax**

Under current taxation law in South Africa, all payments made under the Notes to South African tax-resident Noteholders will be made free of withholding or deduction for or on account of any taxes, duties, assessments or governmental charges in South Africa.

A withholding tax on South African sourced interest (see the section headed "*Income Tax*" below) paid to or for the benefit of a "*foreign person*" (being any person that is not a South African tax-resident) applies at a rate of 15 per cent. of the amount of interest in terms of section 50A-50H of the Income Tax Act, 1962 (the "**Income Tax Act**"). The withholding tax could be reduced by the application of relevant double taxation treaties.

The legislation exempts, inter alia, from the withholding tax on interest any amount of interest paid by a bank as defined in the Banks Act, 1990 (the "**Banks Act**") to a foreign person. It is envisaged that this exemption would apply to the interest payments made to foreign Noteholders. The withholding tax legislation also provides an exemption for interest paid to a foreign person in respect of any debt listed on a "*recognised exchange*" as defined in paragraph 1 of the eighth schedule of the Income Tax Act. The JSE Limited (the "**JSE**") would qualify as such an exchange, and therefore, subject to any legislative changes, the interest paid on the Notes listed on the JSE will also be exempt from the withholding tax on interest. A foreign person will also be exempt from the withholding tax on interest if:

- (a) that foreign person is a natural person who was physically present in South Africa for a period exceeding 183 days in aggregate during the twelve-month period preceding the date on which the interest is paid; or
- (b) the debt claim in respect of which that interest is paid is effectively connected with a permanent establishment of that foreign person in South Africa, if that foreign person is registered as a taxpayer in South Africa.

Foreign persons are subject to normal South African income tax on interest sourced in South Africa unless exempted under Section 10(1)(h) of the Income Tax Act (see the section headed "*Income Tax*" below).

### **Securities Transfer Tax (STT)**

No STT is payable on the issue or transfer of Notes (bonds) under the Securities Transfer Tax Act, 2007, because they do not constitute securities (as defined) for the purposes of that Act.

### **Value-Added Tax (VAT)**

No VAT is payable on the issue or transfer of Notes. Notes (bonds) constitute "*debt securities*" as defined in section 2(2)(iii) of the South African Value-Added Tax Act, 1991 (the "**VAT Act**"). The issue, allotment, drawing, acceptance, endorsement or transfer of ownership of a debt security is a financial service, which is exempt from VAT in terms of section 12(a) (read together with section 2(1)(c)) of the VAT Act.

Commissions, fees or similar charges raised for the facilitation, issue, allotment, drawing, acceptance, endorsement or transfer of ownership of Notes (bonds) that constitute "*debt securities*" will however be subject to VAT at the applicable prevailing rate, except where the recipient is a non-resident as contemplated below.

Services (including exempt financial services) rendered to non-residents who are not in South Africa when the services are rendered, may be subject to VAT at the zero rate in terms of section 11(2)(l) of the VAT Act subject to compliance with section 11(3) of the VAT Act.

## Income Tax

Under current taxation law effective in South Africa, a "*resident*" (as defined in section 1 of the Income Tax Act) is subject to income tax on his/her worldwide income. Accordingly, all Noteholders who are "*residents*" of South Africa will generally be liable to pay income tax, subject to available deductions, allowances and exemptions, on any interest earned pursuant to the Notes. Non-residents of South Africa are subject to income tax on all income derived from a source, or deemed to be from a source, within South Africa (subject to domestic exemptions or relief in terms of an applicable double taxation treaty).

Interest income is from a South African source if that amount:

- (a) is incurred by a South African tax resident, unless the interest is attributable to a permanent establishment which is situated outside of South Africa; or
- (b) is derived from the utilisation or application in South Africa by any person of any funds or credit obtained in terms of any form of "*interest-bearing arrangement*".

The Issuer is a South African tax-resident and the Notes will constitute an "*interest-bearing arrangement*". Accordingly, the interest paid to the Noteholders will be from a South African source and subject to South African income tax unless such interest is exempt from income tax under section 10(1)(h) of the Income Tax Act (see below).

Under section 10(1)(h) of the Income Tax Act, interest received by or accruing to a Noteholder who, or which, is not a resident of South Africa during any year of assessment is exempt from income tax, unless:

- (a) that person is a natural person who was physically present in South Africa for a period exceeding 183 days in aggregate during the twelve month period preceding the date on which the interest is received or accrued by or to that person; or
- (b) the debt from which the interest arises is effectively connected to a permanent establishment of that person in South Africa.

Interest as defined in section 24J of the Income Tax Act (including the premium or discount) may qualify for the exemption under section 10(1)(h) of the Income Tax Act. If a Noteholder does not qualify for the exemption under section 10(1)(h) of the Income Tax Act, exemption from, or reduction of any South African income tax liability may be available under an applicable double taxation treaty.

Purchasers are advised to consult their own professional advisers as to whether the interest income earned on the Notes will be exempt under section 10(1)(h) of the Income Tax Act or under an applicable double taxation treaty.

Under section 24J of the Income Tax Act, broadly speaking, any discount or premium to the Nominal Amount of a Note is treated as part of the interest income on the Note. Section 24J of the Income Tax Act deems interest income to accrue to a Noteholder on a day-to-day basis until that Noteholder disposes of the Note. The day-to-day basis accrual is determined by calculating the yield to maturity and applying this rate to the capital involved for the relevant tax period.

Section 24JB of the Income Tax Act contains specific provisions relating to the fair value taxation of financial instruments for "*covered persons*" (as defined in section 24JB of the Income Tax Act). Noteholders should seek advice as to whether this provision may apply to them.

The Notes do not meet the definition of "hybrid debt instruments" or "hybrid interest" and therefore the provisions of Sections 8F and 8FA of the Income Tax Act do not apply to the notes.

Purchasers of Notes are advised to consult their own professional advisors to ascertain whether the abovementioned provisions may apply to them.

## Capital Gains Tax

Capital gains and losses of residents of South Africa on the disposal of Notes are subject to capital gains tax, unless the Notes are purchased for re-sale in the short term as part of a scheme of profit making, in which case any gain or loss would be subject to income tax. Any discount or premium on acquisition which has already been treated as interest for income tax purposes, under section 24J of the Income Tax Act will not be taken into account when determining any capital gain or loss. If the Notes are disposed of or redeemed prior to or on maturity, an "adjusted gain on transfer or redemption of an instrument", or an "adjusted loss on transfer or redemption of an

instrument", as contemplated in section 24J of the Act, must be calculated. Any such adjusted gain or adjusted loss is deemed to have been incurred or to have accrued in the year of assessment in which the transfer or redemption occurred. The calculation of the adjusted gain or adjusted loss will take into account, *inter alia*, all interest which has already been deemed to accrue to the Noteholder over the term that the Note has been held by the Noteholder. Under section 24J(4A) of the Income Tax Act, where an adjusted loss on transfer or redemption of an instrument realised by a holder of a Note includes any amount representing interest that has previously been included in the income of the holder, the amount will qualify as a deduction from the income of the holder during the year of assessment in which the transfer or redemption takes place and will not give rise to a capital loss.

Capital gains tax under the Eighth Schedule to the Income Tax Act will not be levied in relation to Notes disposed of by a person who is not a resident of South Africa unless the Notes disposed of are attributable to a permanent establishment of that person in South Africa.

To the extent that a Noteholder constitutes a "*covered person*" (as defined in section 24JB of the Income Tax Act) and section 24JB applies to the Notes, the Noteholder will be taxed in accordance with the provisions of section 24JB of the Act and the capital gains tax provisions would not apply.

Purchasers are advised to consult their own professional advisers as to whether a disposal of Notes will result in capital gains tax consequences.

### **Conversion of Additional Tier 1 Notes and Write-off of Tier 2 Notes and Additional Tier 1 Notes**

It should be noted that the tax consequences to the holders of Additional Tier 1 Notes of the compulsory Conversion of Additional Tier 1 Notes into Issuer Ordinary Shares or the compulsory Write-off of Tier 2 Notes or Additional Tier 1 Notes, upon the occurrence of a Non-Viability Event, are complicated. A summary of some of the possible tax consequences of the compulsory Conversion of Additional Tier 1 Notes or the compulsory Write-off of Tier 2 Notes and Additional Tier 1 Notes is set out below. Prospective subscribers for or purchasers of Tier 2 Notes and/or Additional Tier 1 Notes must consult their professional advisers in this regard.

#### ***Conversion of Additional Tier 1 Notes***

To the extent that Additional Tier 1 Notes are Converted into Issuer Ordinary Shares, the Conversion may potentially be regarded as a disposal for tax purposes, resulting in a tax consequences for the Noteholder.

Normal tax principles should be applied in determining whether the taxpayer will be subject to capital gains tax or normal income tax on conversion of Additional Tier 1 Notes into Issuer Ordinary Shares and write-off of Additional Tier 1 Notes.

The "*conversion*" of an asset is specifically included in the definition of a "*disposal*" of an asset in paragraph 11 of the Eighth Schedule of the Income Tax Act and capital gains tax consequences may arise to the Noteholder. Alternatively, normal income tax consequences may arise if the Note is held on revenue account. Noteholders should consult their professional advisers in this regard. The South African Revenue Service, in its Capital Gains Tax Guide, has specifically indicated that there will be an adjusted gain or loss arising on the conversion of a debenture (or a debt instrument such as the Additional Tier 1 Notes). This adjusted gain or loss is deemed to accrue in the year of transfer or redemption.

The Capital Gains Tax Guide indicates that, even if the "*right*" to convert a debenture (or a debt instrument such as the Additional Tier 1 Notes) into an ordinary share is acquired upfront, a capital gain or loss will have to be determined at the time of conversion. A similar consequence may arise to the extent that the Additional Tier 1 Notes are held on revenue account.

#### ***Write-off of Tier 2 Notes and Additional Tier 1 Notes***

To the extent that Tier 2 Notes or Additional Tier 1 Notes are Written-off (on the basis that the Issuer is no longer obliged to pay the relevant amount to the Noteholders of the Tier 2 Notes or Additional Tier 1 Notes (as applicable)) the event is a "*disposal*" for capital gains tax purposes or a realisation for normal income tax purposes. If a debt is waived or reduced as envisaged in the Income Tax Act, this may result in a loss for the Noteholders. The normal principles of capital and revenue are to be applied in determining whether any such loss should be subject to normal income tax or capital gains tax in terms of the Income Tax Act. In addition, specific provisions in the Income Tax Act may apply to the waiver or reduction of debt. In this regard, Noteholders must consult their own tax advisers to confirm the specific tax treatment of the waiver or reduction of debt.

## FATCA

Pursuant to certain provisions of the U.S. Internal Revenue Code of 1986, commonly known as FATCA, a "foreign financial institution" may be required to withhold on certain payments it makes ("**foreign passthru payments**") to persons that fail to meet certain certification, reporting, or related requirements. The Issuer is a foreign financial institution for these purposes. A number of jurisdictions (including South Africa) have entered into, or have agreed in substance to, intergovernmental agreements with the United States to implement FATCA ("**IGAs**"), which modify the way in which FATCA applies in their jurisdictions. Under the provisions of IGAs as currently in effect, a foreign financial institution in an IGA jurisdiction would generally not be required to withhold under FATCA or an IGA from payments that it makes. Certain aspects of the application of the FATCA provisions and IGAs to instruments such as the Notes, including whether withholding would ever be required pursuant to FATCA or an IGA with respect to payments on instruments such as the Notes, are uncertain and may be subject to change. Even if withholding would be required pursuant to FATCA or an IGA with respect to payments on instruments such as the Notes, such withholding would not apply prior to 1 January 2019 and Notes characterised as debt (or which are not otherwise characterised as equity and have a fixed term) for U.S. federal tax purposes that are issued on or prior to the date that is six months after the date on which final regulations defining "foreign passthru payments" are filed with the U.S. Federal Register generally would be "grandfathered" for purposes of FATCA withholding unless materially modified after such date. However, if additional notes (as described under "*General Terms and Conditions—Further Issues*" and "*Additional Tier 1 Terms and Conditions—Further Issues*" of the Programme Memorandum (as read together with the Disclosure Schedules)) that are not distinguishable from previously issued Notes are issued after the expiration of the grandfathering period and are subject to withholding under FATCA, then withholding agents may treat all Notes, including the Notes offered prior to the expiration of the grandfathering period, as subject to withholding under FATCA. Holders should consult their own tax advisers regarding how these rules may apply to their investment in the Notes. In the event any withholding would be required pursuant to FATCA or an IGA with respect to payments on the Notes, the Issuer will not be required to pay additional amounts as a result of the withholding.

### Definition of Interest

The references to "*interest*" above mean "*interest*" as understood in South African tax law. The statements above do not take any account of any different definitions of "*interest*" or "*principal*" which may prevail under any other law or which may be created by the relevant Terms and Conditions of the Notes or any related documentation.

## SUBSCRIPTION AND SALE

*Capitalised terms used in this section headed "Subscription and Sale" shall bear the same meanings as used in the relevant Terms and Conditions, except to the extent that they are separately defined in this section or clearly inappropriate from the context.*

### **Selling Restrictions**

#### ***South Africa***

Each Dealer has (or will have) represented, warranted and agreed that it (i) will not offer Notes for subscription, (ii) will not solicit any offers for subscription for or sale of the Notes, and (iii) will itself not sell or offer the Notes in South Africa in contravention of the Companies Act, Banks Act, Exchange Control Regulations and/or any other Applicable Laws and regulations of South Africa in force from time to time.

Prior to the issue of any Tranche of Notes under the Programme, each Dealer who has (or will have) agreed to place that Tranche of Notes will be required to represent and agree that it will not make an "offer to the public" (as such expression is defined in the Companies Act, and which expression includes any section of the public) of Notes (whether for subscription, purchase or sale) in South Africa. The Programme Memorandum (as read together with the Disclosure Schedules) does not, nor is it intended to, constitute a prospectus prepared and registered under the Companies Act.

#### *Offers not deemed to be offers to the public*

Offers for subscription for, or sale of, Notes are not deemed to be an offer to the public if:

- (a) made to certain investors contemplated in section 96(1)(a) of the Companies Act; or
- (b) the total contemplated acquisition cost of Notes, for any single addressee acting as principal, is equal to or greater than ZAR 1 000 000, or such higher amount as may be promulgated by notice in the Government Gazette of South Africa pursuant to section 96(2)(a) of the Companies Act.

Information made available in the Programme Memorandum, or any document incorporated therein by reference should not be considered as "advice" as defined in the Financial Advisory and Intermediary Services Act, 2002.

The issue of a particular Tranche of Notes may, depending on the type of Notes in that Tranche, require the prior written approval of the Exchange Control Authorities in terms of the Exchange Control Regulations (see the section of this Risk Factors & Other Disclosures Schedule headed "South African Exchange Control").

#### ***United States of America***

*Regulation S Category 2 TEFRA D, unless TEFRA C is specified as applicable or TEFRA is specified as not applicable in the relevant Pricing Supplement.*

The Notes have not been and will not be registered under the Securities Act and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons except in certain transactions exempt from, or not subject to, the registration requirements of the Securities Act. Terms used in this paragraph have the meanings given to them by Regulation S under the Securities Act.

The Notes are subject to U.S. tax law requirements and may not be offered, sold or delivered within the United States or its possessions or to a United States person, except in certain transactions permitted by U.S. tax regulations. Terms used in this paragraph have the meanings given to them by the United States Internal Revenue Code and regulations thereunder.

Each Dealer has agreed that, except as permitted by the Programme Agreement, it will not offer, sell or deliver Notes, (i) as part of their distribution at any time or (ii) otherwise until 40 days after the completion of the distribution of the Notes comprising the relevant Tranche, as certified to the Paying Agent or the Issuer by such Dealer (or, in the case of a sale of a Tranche of Notes to or through more than one Dealer, by each of such Dealers as to the Notes of such Tranche purchased by or through it, in which case the Paying Agent or the Issuer shall notify each such Dealer when all such Dealers have so certified) within the United States or to, or for the account or benefit of, U.S. persons, and such Dealer and its affiliates will have sent to each dealer to which it sells Notes during the distribution compliance period relating thereto a confirmation or other notice setting forth the restrictions on offers and sales of the Notes within the United States or to, or for the account or benefit of, U.S. persons.

In addition, until 40 days after the commencement of the offering of Notes comprising any Tranche, any offer or sale of Notes within the United States by any dealer (whether or not participating in the offering) may violate the registration requirements of the Securities Act.

### ***European Economic Area***

Prior to the issue of any Tranche of Notes under the Programme, each Dealer who has (or will have) agreed to place that Tranche of Notes will be required to represent and agree that, in relation to each Member State of the European Economic Area which has implemented the EU Prospectus Regulations (each a "**Relevant Member State**"), with effect from and including the date on which the EU Prospectus Regulations is implemented in that Relevant Member State (the "**Relevant Implementation Date**") it has not made and will not make an offer of any of such Notes to the public in that Relevant Member State except that it may, with effect from and including the Relevant Implementation Date, make an offer of any of such Notes to the public in that Relevant Member State:

- (a) if the terms or drawdown prospectus in relation to the Notes specifies that an offer of those Notes may be made other than pursuant to Article 1(4) of the EU Prospectus Regulations in that Relevant Member State (a "**Non-exempt Offer**"), following the date of publication of a prospectus in relation to such Notes which has been approved by the competent authority in that Relevant Member State in accordance with the EU Prospectus Regulations and/or, where appropriate, approved in another Relevant Member State and notified to the competent authority in that Relevant Member State, provided that any such prospectus, if not a drawdown prospectus, has subsequently been completed by the terms contemplating such Non-exempt Offer, in accordance with the EU Prospectus Regulations, in the period beginning and ending on the dates specified in the drawdown prospectus or final terms, as applicable and the Issuer has consented in writing to its use for the purpose of that Non-exempt Offer;
- (b) at any time to any legal entity which is a qualified investor as defined in the EU Prospectus Regulations;
- (c) at any time to fewer than 150 (one hundred and fifty) natural or legal persons (other than qualified investors as defined in the EU Prospectus Regulations) subject to obtaining the prior consent of the relevant Dealer or Dealers nominated by the Issuer for any such offer; or
- (d) at any time in any other circumstances falling within Article 1(4) of the EU Prospectus Regulations,

provided that no such offer referred to in (b) to (d) above shall require the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the EU Prospectus Regulations or supplement a prospectus pursuant to Article 23 of the EU Prospectus Regulations.

For the purposes of this provision, the expression an "offer of Notes to the public" in relation to any Notes means the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to purchase or subscribe for the Notes, and the expression "EU Prospectus Regulations" means Regulation (EU) 2017/1129 (as amended).

The Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree that, in relation to any offering of Notes to which Markets in Financial Instruments Directive 2014/65/EU (as amended, "**MiFID II** ") applies, that such offering is in accordance with the applicable rules set out in MiFID II (including any applicable national transposition of MiFID II), including that any commission, fee or non-monetary benefit received from the Issuer complies with such rules.

### ***United Kingdom***

#### ***Public Offer Selling Restrictions under the UK Prospectus Regulation***

Prior to the issue of any Tranche of Notes under the Programme, each Dealer who has (or will have) agreed to place that Tranche of Notes will be required to represent and agree that has not made and will not make an offer of any of such Notes to the United Kingdom except that it may make an offer of any of such Notes to the public in the United Kingdom:

- (a) if the final terms or drawdown prospectus in relation to the Notes specifies that an offer of those Notes may be made other than pursuant to section 86 of the Financial Services and Markets Act, 2000 (the "**FSMA**") (a "**Non-exempt Offer**"), following the date of publication of a prospectus in relation to such Notes which either (i) has been approved by the Financial Conduct Authority, or (ii) is to be treated as if it had been approved by the Financial Conduct Authority in accordance with the transitional provision in Regulation 74 of the Prospectus (Amendment etc.) (EU Exit) Regulations 2019, provided that any such



prospectus has subsequently been completed by the final terms contemplating such Non-exempt Offer in the period beginning and ending on the dates specified in such prospectus or final terms, as applicable and the Issuer has consented in writing to its use for the purpose of that Non-exempt Offer;

- (b) at any time to any legal entity which is a qualified investor as defined in the Prospectus Regulation;
- (c) at any time to fewer than 150 natural or legal persons (other than qualified investors as defined in the Prospectus Regulation), subject to obtaining the prior consent of the relevant Dealer or Dealers nominated by the Issuer for any such offer; or
- (d) at any time in any other circumstances falling within section 86 of the FSMA,

provided that no such offer referred to in (b) to (d) above shall require the Issuer or any Dealer to publish a prospectus pursuant to section 85 of FSMA or supplement a prospectus pursuant to Article 23 of the UK Prospectus Regulation.

For the purposes of this provision, the expression "*an offer of Notes to the public*" in relation to any Notes means the communication in any form and by any means of sufficient information on the terms of the offer and the Securities to be offered so as to enable an investor to decide to purchase or subscribe for the Notes and the expression "UK Prospectus Regulation" means Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018, as amended and regulations made thereunder.

Other regulatory restrictions: The Dealer has represented and agreed, and each further Dealer appointed under this Programme will be required to represent and agree, that:

- (a) **Financial Promotion:** it has only communicated or caused to be communicated and will only communicate or cause to be communicated any invitation or inducement to engage in investment activity (within the meaning of section 21 (Financial Promotion) of the FSMA) received by it in connection with the issue or sale of any Securities in which section 21(1) of the FSMA would not, if it was not an authorised person, apply to the Issuer; and
- (b) **General Compliance:** it has complied and will comply with all applicable provisions of the FSMA and the Financial Conduct Authority Handbook with respect to anything done by it in relation to any Securities in, from or otherwise involving the United Kingdom.

#### ***Selling Restrictions Addressing Additional United Kingdom Securities Laws***

Prior to the issue of any Tranche of Notes under the Programme, each Dealer who has (or will have) agreed to place that Tranche of Notes will be required to represent and agree that:

- (a) in relation to any of the Notes in that Tranche which have a maturity of less than one year, (i) it is a Person whose ordinary activities involve it in acquiring, holding, managing or disposing of investments (as principal or agent) for the purposes of its business and (ii) it has not offered or sold and will not offer or sell any of such Notes other than to Persons whose ordinary activities involve them in acquiring, holding, managing or disposing of investments (as principal or agent) for the purposes of their businesses or who it is reasonable to expect will acquire, hold, manage or dispose of investments (as principal or agent) for the purposes of their businesses where the issue of such Notes would otherwise constitute a contravention of section 19 of the FSMA by the Issuer;
- (b) it has only communicated or caused to be communicated and will only communicate or cause to be communicated an invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received by it in connection with the issue or sale of any of the Notes in that Tranche under circumstances in which section 21(1) of the FSMA does not apply to the Issuer; and
- (c) it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to any of the Notes in that Tranche in, from or otherwise involving the United Kingdom.

#### ***General***

Prior to the issue of any Tranche of Notes under the Programme, each Dealer who has (or will have) agreed to place that Tranche of Notes will be required to agree that:

- (a) it will (to the best of its knowledge and belief) comply with all applicable securities laws and regulations in force in each jurisdiction in which it purchases, subscribes or procures the subscription for, offers or

sells Notes in that Tranche or has in its possession or distributes the Programme Memorandum (as read together with the Disclosure Schedules) and will obtain any consent, approval or permission required by it for the purchase, subscription, offer or sale by it of any Notes in that Tranche under the laws and regulations in force in any jurisdiction to which it is subject or in which it makes such purchases, subscription, offers or sales; and

- (b) it will comply with such other or additional restrictions as the Issuer and such Dealer agree and as are set out in the relevant Applicable Pricing Supplement relating to the relevant Tranche of Notes.

Neither the Issuer nor any of the Dealers represent that Notes may at any time lawfully be subscribed for or sold in compliance with any applicable registration or other requirements in any jurisdiction or pursuant to any exemption available thereunder or assumes any responsibility for facilitating such subscription or sale.

## SETTLEMENT, CLEARING AND TRANSFER OF NOTES

*Capitalised terms used in this section headed "Settlement, Clearing and Transfer of Notes" shall bear the same meanings as used in the relevant Terms and Conditions, except to the extent that they are separately defined in this section or this is clearly inappropriate from the context.*

### **Notes Listed on the JSE and/or Held in the Central Depository**

Each Tranche of Notes which is listed on the JSE in uncertificated form will be held in the Central Depository. A Tranche of unlisted Notes may also be held in the Central Depository.

### **Clearing Systems**

Each Tranche of Notes listed on the JSE and/or held in the Central Depository will be issued, cleared and settled in accordance with the Applicable Procedures for the time being of the JSE and the Central Depository through the electronic settlement system of the Central Depository. Such Notes will be cleared by Participants who will follow the electronic settlement procedures prescribed by the JSE and the Central Depository.

The Central Depository has, as the operator of an electronic clearing system, been appointed by the JSE to match, clear and facilitate the settlement of transactions concluded on the JSE. Subject as aforesaid each Tranche of Notes which is listed on the JSE will be issued, cleared and transferred in accordance with the Applicable Procedures and the relevant Terms and Conditions, and will be settled through Participants who will comply with the electronic settlement procedures prescribed by the JSE and the Central Depository. The Notes may be accepted for clearance through any additional clearing system as may be agreed between the JSE, the Issuer and the Dealer(s).

### **Participants**

The Central Depository maintains central securities accounts only for Participants. As at the date of this Risk Factors & Other Disclosures Schedule, the Participants which are approved by the Central Depository, in terms of the rules of the Central Depository, are Citibank N.A., South Africa Branch, Computershare Custodial Services, FirstRand Bank Limited, JSE Investor Services CSDP Proprietary Limited, Nedbank Limited, The Standard Bank of South Africa Limited Société Générale, Johannesburg Branch, Standard Chartered Bank, Johannesburg Branch, and the SARB. Euroclear, as operator of the Euroclear System, and Clearstream Banking will settle off-shore transfers in the Notes through their Participants.

### **Settlement and Clearing**

Participants will be responsible for the settlement of scrip and payment transfers through the Central Depository, the JSE and the SARB.

While a Tranche of Notes is held in its entirety in the Central Depository, each relevant Participant's nominee or the individual Noteholder, where the Participant has set up a central securities account for such Noteholder, will be named in the Register as the Noteholder of the Notes in that Tranche. All amounts to be paid in respect of Notes held in the Central Depository will be paid to the relevant Participants for the holders of Beneficial Interests in such Notes. In relation to each Person shown in the records of the Central Depository or the relevant Participant, as the case may be, as the holder of a Beneficial Interest in a particular Nominal Amount of Notes, a certificate or other document issued by the Central Depository or the relevant Participant, as the case may be, as to the Nominal Amount of such Notes standing to the account of such Person shall be *prima facie* proof of such Beneficial Interest. Each relevant Participant's nominee or the individual Noteholder, where the Participant has set up a central securities account for such Noteholder (as the registered Noteholder of such Notes named in the Register) will be treated by the Issuer, the Paying Agent, the Transfer Agent and the relevant Participant as the holder of that aggregate Nominal Amount of such Notes for all purposes.

Payments of all amounts in respect of a Tranche of Notes which is listed on the JSE and/or held in the Central Depository will be made to the relevant Participants for the holders of Beneficial Interests in such Notes. Each of the persons reflected in the records of the Central Depository, as the holders of Beneficial Interests in Notes shall look solely to the Central Depository or the relevant Participant for such Person's share of each payment so made by (or on behalf of) the Issuer to, or for the order of, each Participant's nominee, as the registered Noteholder of such Notes.

## **Transfers and Exchanges**

The Participants will maintain records of the Beneficial Interests in Registered Notes held in the Central Depository.

Subject to the Applicable Laws, title to Beneficial Interest held by clients of Participants indirectly through such Participants will pass on transfer thereof by electronic book entry in the securities accounts maintained by such Participants for such clients. Subject to the Applicable Laws, title to Beneficial Interests held by Participants directly through the Central Depository will pass on transfer thereof by electronic book entry in the central securities accounts maintained by the Central Depository for such Participants. Beneficial Interests may be transferred only in accordance with the CSD Procedures.

Beneficial Interests may be exchanged for Notes represented by Individual Certificates in accordance with Condition 14.1(b) (*Transfer of Registered Notes represented by Individual Certificates*) of the General Terms and Conditions or Condition 15.2 (*Transfer of Registered Notes represented by Individual Certificates*) of the Additional Tier 1 Terms and Conditions.

## **Records of Payments, Trust and Voting**

Neither the Issuer nor the Paying Agent will have any responsibility or liability for any aspect of the records relating to, or payments made on account of, Beneficial Interests, or for maintaining, supervising or reviewing any records relating to Beneficial Interests. Neither the Issuer nor the Paying Agent nor the Transfer Agent will be bound to record any trust in the Register or to take notice of or to accede to the execution of any trust (express, implied or constructive) to which any Note may be subject. Holders of Beneficial Interests vote in accordance with the Applicable Procedures.

## **Notes Listed on any Financial Exchange other than (or in addition to) the JSE**

Each Tranche of Notes which is listed on any Financial Exchange other than (or in addition to) the JSE will be issued, cleared and settled in accordance with the rules and settlement procedures for the time being of that Financial Exchange. The settlement and redemption procedures for a Tranche of Notes which is listed on any Financial Exchange (other than or in addition to the JSE) will be specified in the relevant Applicable Pricing Supplement.

## **CORPORATE INFORMATION**

### **ISSUER**

**Standard Bank Group Limited**  
(Registration Number 1969/017128/06)  
9th Floor  
Standard Bank Centre  
5 Simmonds Street  
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Email: Marc.Hearn@standardbank.co.za  
Contact: Mr Jan Brits  
Email: Jan.Brits2@standardbank.co.za

### **ARRANGER, DEALER AND JSE DEBT SPONSOR**

**The Standard Bank of South Africa Limited**  
(acting through its Corporate and Investment Banking division)  
(Registration Number 1962/000738/06)  
3<sup>rd</sup> Floor, East Wing  
30 Baker Street  
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### **LEGAL ADVISERS TO THE ISSUER, ARRANGERS AND DEALERS**

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### **AUDITORS TO THE ISSUER**

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