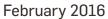
Capitec Bank Holdings Limited





Section 1 - Transitional Basel 3 table

The capital disclosures detailed below address the prescribed transitional Basel 3 template requirements. The Group is applying the Basel 3 regulatory adjustments in full as implemented by the South African Reserve Bank (SARB). These tables should be read in conjunction with section 2 - Regulatory Balance Sheet and section 3 - Reconciliation between transitional Basel 3 Table and the Regulatory Balance Sheet.

Row #		29 Feb 2016 Basel 3	Reconciliation table reference (1)
Com	mon Equity Tier 1 (CET1) capital: instruments and reserves		
	Directly issued qualifying common share capital (and equivalent for non-joint stock companies) plus related stock surplus	5 649 020	TABLE A
2	Retained earnings (2)	7 222 614	TABLE A
3	Accumulated other comprehensive income (and other reserves)	64 147	TABLE A
	Directly issued capital subject to phase out from CET1 (only applicable to non-joint stock companies) Public sector capital injections grandfathered until 1 January 2018	-	
5	Common share capital issued by subsidiaries and held by third parties (amount allowed in group CET1)	-	
6	Common Equity Tier 1 capital before regulatory adjustments	12 935 781	TABLE A
CET1	l capital: regulatory adjustments		
7	Prudential valuation adjustments	_	
8	Goodwill (net of related tax liability)	_	
9	Other intangibles other than mortgage-servicing rights (net of related tax liability)	242 648	TABLE B
10	Deferred tax assets that rely on future profitability excluding those arising from temporary differences (net of related tax liability)	-	
11	Cash-flow hedge reserve	64 147	TABLE B
12	Shortfall of provisions to expected losses	_	
13	Securitisation gain on sale	-	
14	Gains and losses due to changes in own credit risk on fair valued liabilities	_	
15	Defined-benefit pension fund net assets	_	
16	Investments in own shares (if not already netted off paid-in capital on reported balance sheet)	-	
17	Reciprocal cross-holdings in common equity	-	
	Investments in the capital of banking, financial and insurance entities that are outside the scope of regulatory consolidation, net of eligible short positions, where the bank does not own more than 10% of the issued share capital (amount above 10% threshold)	-	
	Significant investments in the common stock of banking, financial and insurance entities that are outside the scope of regulatory consolidation, net of eligible short positions (amount above 10% threshold)	-	
20	Mortgage servicing rights (amount above 10% threshold)	_	
	Deferred tax assets arising from temporary differences (amount above 10% threshold, net of related tax liability)	-	
22	Amount exceeding the 15% threshold	-	
23	of which: significant investments in the common stock of financials	_	
24	of which: mortgage servicing rights	_	
25	of which: deferred tax assets arising from temporary differences	_	
26	National specific regulatory adjustments	0.000	
	Regulatory adjustments applied to CET1 in respect of amounts subject to pre-Basel 3 treatment	3 030	
	Regulatory adjustments applied to CET1 due to insufficient Additional Tier 1 (AT1) and Tier 2 (T2) to cover deductions		
28	Total regulatory adjustments to CET1	309 825	TABLE B
29	CET1	12 625 956	

	#	29 Feb 2016 Basel 3	Reconciliation table reference
AT1	capital : instruments		
30	Directly issued qualifying AT1 instruments plus related stock surplus	155 381	TABLE
31	of which: classified as equity under applicable accounting standards	155 381	TABLE
32	of which: classified as liabilities under applicable accounting standards	-	
33	Directly issued capital instruments subject to phase out from AT1	173 894	TABLE
34	AT1 instruments (and CET1 instruments not included in line 5) issued by subsidiaries and held by third	-	
0 1	parties (amount allowed in group AT1)		
35	of which: instruments issued by subsidiaries subject to phase out	_	
36	AT1 capital before regulatory adjustments	155 381	TABLE
AT1	capital: regulatory adjustments		
37	Investments in own AT1 instruments	_	
38 39	Reciprocal cross-holdings in AT1 instruments Investments in the capital of banking, financial and insurance entities that are outside the scope of	_	
	regulatory consolidation, net of eligible short positions, where the bank does not own more than 10% of the issued common share capital of the entity (amount above 10% threshold)		
40	Significant investments in the capital of banking, financial and insurance entities that are outside the scope of regulatory consolidation (net of eligible short positions)	-	
41	National specific regulatory adjustments	_	
	Regulatory adjustments applied to CET1 in respect of amounts subject to pre-Basel 3 treatment		
42	Regulatory adjustments applied to AT1 due to insufficient T2 to cover deductions		
43	Total regulatory adjustments to AT1 capital		
44	AT1 capital	155 381	TABLE
Г2 с	capital and provisions		
46	Directly issued qualifying T2 instruments plus related stock surplus	-	
46 47		- - 1 401 155	TABLE
46 47 48	Directly issued qualifying T2 instruments plus related stock surplus Directly issued capital instruments subject to phase out from T2 T2 instruments (and CET1 and AT1 instruments not included in lines 5 or 34) issued by subsidiaries and	- - 1 401 155 2 891 000	
46 47 48 49	Directly issued qualifying T2 instruments plus related stock surplus Directly issued capital instruments subject to phase out from T2 T2 instruments (and CET1 and AT1 instruments not included in lines 5 or 34) issued by subsidiaries and held by third parties (amount allowed in group T2) (3)		TABLE
46 47 48 49 50	Directly issued qualifying T2 instruments plus related stock surplus Directly issued capital instruments subject to phase out from T2 T2 instruments (and CET1 and AT1 instruments not included in lines 5 or 34) issued by subsidiaries and held by third parties (amount allowed in group T2) (9) of which: instruments issued by subsidiaries subject to phase out	2 891 000	TABLE TABLE
46 47 48 49 50	Directly issued qualifying T2 instruments plus related stock surplus Directly issued capital instruments subject to phase out from T2 T2 instruments (and CET1 and AT1 instruments not included in lines 5 or 34) issued by subsidiaries and held by third parties (amount allowed in group T2) (3) of which: instruments issued by subsidiaries subject to phase out Provisions	2 891 000 459 703	TABLE TABLE
46 47 48 49 50 51	Directly issued qualifying T2 instruments plus related stock surplus Directly issued capital instruments subject to phase out from T2 T2 instruments (and CET1 and AT1 instruments not included in lines 5 or 34) issued by subsidiaries and held by third parties (amount allowed in group T2) (3) of which: instruments issued by subsidiaries subject to phase out Provisions T2 capital before regulatory adjustments capital: regulatory adjustments	2 891 000 459 703	TABLE TABLE
46 47 48 49 50 51	Directly issued qualifying T2 instruments plus related stock surplus Directly issued capital instruments subject to phase out from T2 T2 instruments (and CET1 and AT1 instruments not included in lines 5 or 34) issued by subsidiaries and held by third parties (amount allowed in group T2) (3) of which: instruments issued by subsidiaries subject to phase out Provisions T2 capital before regulatory adjustments capital: regulatory adjustments Investments in own T2 instruments	2 891 000 459 703	TABLE TABLE
46 47 48 49 50 51 T2 6	Directly issued qualifying T2 instruments plus related stock surplus Directly issued capital instruments subject to phase out from T2 T2 instruments (and CET1 and AT1 instruments not included in lines 5 or 34) issued by subsidiaries and held by third parties (amount allowed in group T2) (3) of which: instruments issued by subsidiaries subject to phase out Provisions T2 capital before regulatory adjustments Investments in own T2 instruments Reciprocal cross-holdings in T2 instruments Investments in the capital of banking, financial and insurance entities that are outside the scope of regulatory consolidation, net of eligible short positions, where the bank does not own more than 10% of the	2 891 000 459 703	TABLE TABLE
46 47 48 49 50 51 T2 6 52 53 54	Directly issued qualifying T2 instruments plus related stock surplus Directly issued capital instruments subject to phase out from T2 T2 instruments (and CET1 and AT1 instruments not included in lines 5 or 34) issued by subsidiaries and held by third parties (amount allowed in group T2) (3) of which: instruments issued by subsidiaries subject to phase out Provisions T2 capital before regulatory adjustments Investments in own T2 instruments Reciprocal cross-holdings in T2 instruments Investments in the capital of banking, financial and insurance entities that are outside the scope of regulatory consolidation, net of eligible short positions, where the bank does not own more than 10% of the issued common share capital of the entity (amount above the 10% threshold) Significant investments in the capital banking, financial and insurance entities that are outside the scope of	2 891 000 459 703	TABLE TABLE
46 47 48 49 50 51 52 53 54	Directly issued qualifying T2 instruments plus related stock surplus Directly issued capital instruments subject to phase out from T2 T2 instruments (and CET1 and AT1 instruments not included in lines 5 or 34) issued by subsidiaries and held by third parties (amount allowed in group T2) (3) of which: instruments issued by subsidiaries subject to phase out Provisions T2 capital before regulatory adjustments Investments in own T2 instruments Reciprocal cross-holdings in T2 instruments Investments in the capital of banking, financial and insurance entities that are outside the scope of regulatory consolidation, net of eligible short positions, where the bank does not own more than 10% of the issued common share capital of the entity (amount above the 10% threshold) Significant investments in the capital banking, financial and insurance entities that are outside the scope of regulatory consolidation (net of eligible short positions)	2 891 000 459 703	TABLE TABLE
46 47 48 49 50 51 T2 6 52 53 54	Directly issued qualifying T2 instruments plus related stock surplus Directly issued capital instruments subject to phase out from T2 T2 instruments (and CET1 and AT1 instruments not included in lines 5 or 34) issued by subsidiaries and held by third parties (amount allowed in group T2) (3) of which: instruments issued by subsidiaries subject to phase out Provisions T2 capital before regulatory adjustments Investments in own T2 instruments Reciprocal cross-holdings in T2 instruments Investments in the capital of banking, financial and insurance entities that are outside the scope of regulatory consolidation, net of eligible short positions, where the bank does not own more than 10% of the issued common share capital of the entity (amount above the 10% threshold) Significant investments in the capital banking, financial and insurance entities that are outside the scope of regulatory consolidation (net of eligible short positions) National specific regulatory adjustments Regulatory adjustments applied to Common Equity Tier 2 in respect of amounts subject to pre-Basel 3	2 891 000 459 703	TABLE TABLE
46 47 48 49 50 51 52 53 54 55	Directly issued qualifying T2 instruments plus related stock surplus Directly issued capital instruments subject to phase out from T2 T2 instruments (and CET1 and AT1 instruments not included in lines 5 or 34) issued by subsidiaries and held by third parties (amount allowed in group T2) (3) of which: instruments issued by subsidiaries subject to phase out Provisions T2 capital before regulatory adjustments Investments in own T2 instruments Reciprocal cross-holdings in T2 instruments Investments in the capital of banking, financial and insurance entities that are outside the scope of regulatory consolidation, net of eligible short positions, where the bank does not own more than 10% of the issued common share capital of the entity (amount above the 10% threshold) Significant investments in the capital banking, financial and insurance entities that are outside the scope of regulatory consolidation (net of eligible short positions) National specific regulatory adjustments Regulatory adjustments applied to Common Equity Tier 2 in respect of amounts subject to pre-Basel 3 treatment	2 891 000 459 703	TABLE TABLE
46 47 48 49 50 51 T2 6 52 53 54 55	Directly issued qualifying T2 instruments plus related stock surplus Directly issued capital instruments subject to phase out from T2 T2 instruments (and CET1 and AT1 instruments not included in lines 5 or 34) issued by subsidiaries and held by third parties (amount allowed in group T2) (3) of which: instruments issued by subsidiaries subject to phase out Provisions T2 capital before regulatory adjustments Investments in own T2 instruments Reciprocal cross-holdings in T2 instruments Investments in the capital of banking, financial and insurance entities that are outside the scope of regulatory consolidation, net of eligible short positions, where the bank does not own more than 10% of the issued common share capital of the entity (amount above the 10% threshold) Significant investments in the capital banking, financial and insurance entities that are outside the scope of regulatory consolidation (net of eligible short positions) National specific regulatory adjustments Regulatory adjustments applied to Common Equity Tier 2 in respect of amounts subject to pre-Basel 3 treatment Total regulatory adjustments to T2 capital	2 891 000 459 703 1 860 858	TABLE TABLE TABLE
46 47 48 49 50 51 T2 52 53 54 55 55	Directly issued qualifying T2 instruments plus related stock surplus Directly issued capital instruments subject to phase out from T2 T2 instruments (and CET1 and AT1 instruments not included in lines 5 or 34) issued by subsidiaries and held by third parties (amount allowed in group T2) (3) of which: instruments issued by subsidiaries subject to phase out Provisions T2 capital before regulatory adjustments Investments in own T2 instruments Reciprocal cross-holdings in T2 instruments Investments in the capital of banking, financial and insurance entities that are outside the scope of regulatory consolidation, net of eligible short positions, where the bank does not own more than 10% of the issued common share capital of the entity (amount above the 10% threshold) Significant investments in the capital banking, financial and insurance entities that are outside the scope of regulatory consolidation (net of eligible short positions) National specific regulatory adjustments Regulatory adjustments applied to Common Equity Tier 2 in respect of amounts subject to pre-Basel 3 treatment Total regulatory adjustments to T2 capital	2 891 000 459 703 1 860 858	TABLE TABLE TABLE
46 47 48 49 50 51	Directly issued qualifying T2 instruments plus related stock surplus Directly issued capital instruments subject to phase out from T2 T2 instruments (and CET1 and AT1 instruments not included in lines 5 or 34) issued by subsidiaries and held by third parties (amount allowed in group T2) (3) of which: instruments issued by subsidiaries subject to phase out Provisions T2 capital before regulatory adjustments Investments in own T2 instruments Reciprocal cross-holdings in T2 instruments Investments in the capital of banking, financial and insurance entities that are outside the scope of regulatory consolidation, net of eligible short positions, where the bank does not own more than 10% of the issued common share capital of the entity (amount above the 10% threshold) Significant investments in the capital banking, financial and insurance entities that are outside the scope of regulatory consolidation (net of eligible short positions) National specific regulatory adjustments Regulatory adjustments applied to Common Equity Tier 2 in respect of amounts subject to pre-Basel 3 treatment Total regulatory adjustments to T2 capital T2 capital Total capital (TC = T1 + T2)	2 891 000 459 703 1 860 858	TABLE TABLE TABLE TABLE
46 47 48 49 50 51 T2 52 53 54 55 55	Directly issued qualifying T2 instruments plus related stock surplus Directly issued capital instruments subject to phase out from T2 T2 instruments (and CET1 and AT1 instruments not included in lines 5 or 34) issued by subsidiaries and held by third parties (amount allowed in group T2) (3) of which: instruments issued by subsidiaries subject to phase out Provisions T2 capital before regulatory adjustments Investments in own T2 instruments Reciprocal cross-holdings in T2 instruments Investments in the capital of banking, financial and insurance entities that are outside the scope of regulatory consolidation, net of eligible short positions, where the bank does not own more than 10% of the issued common share capital of the entity (amount above the 10% threshold) Significant investments in the capital banking, financial and insurance entities that are outside the scope of regulatory consolidation (net of eligible short positions) National specific regulatory adjustments Regulatory adjustments applied to Common Equity Tier 2 in respect of amounts subject to pre-Basel 3 treatment Total regulatory adjustments to T2 capital	2 891 000 459 703 1 860 858	TABLE TABLE

Row #		29 Feb 2016 Basel 3	Reconciliation table reference (1)
Ca	oital ratios		
61	CET1 (as a percentage of RWAs)	30.1	
62	T1 (as a percentage of RWAs)	30.5	
63	TC (as a percentage of RWAs)	34.9	
64	Institution specific buffer requirement (minimum CET1 requirement plus capital conservation buffer plus countercyclical buffer requirements plus G-SIB buffer requirement, expressed as a percentage of RWAs) (4)	-	
65	of which: capital conservation buffer requirement (5)	-	
66	of which: bank specific countercyclical buffer requirement (6)	-	
67	of which: G-SIB buffer requirement (7)	_	
68	CET1 available to meet buffers (as a percentage of risk weighted assets) (4)	-	
Na	ional Minima (if different from Basel 3)		
69	National CET1 minimum ratio (if different from Basel 3 minimum)	6.875	
70	National T1 minimum ratio	8.125	
71	National total capital minimum ratio	10.375	
Am	ounts below the threshold for deductions (before risk weighting)		
72	Non-significant investments in the capital of other financials	_	
73	Significant investments in the common stock of financials	_	
74	Mortgage servicing rights (net of related tax liability)	_	
75	Deferred tax assets arising from temporary differences (net of related tax liability)	348 521	
Ар	olicable caps on the on the inclusion of provisions in T2		
76	Provisions eligible for inclusion in T2 in respect of exposures subject to standardised approach (prior to application of cap)	2 697 735	
77	Cap on inclusion of provisions in T2 under standardised approach	459 703	
78	Provisions eligible for inclusion in T2 in respect of exposures subject to internal ratings-based approach (prior to application of cap)	-	
79	Cap for inclusion of provisions in T2 under internal ratings-based approach	-	
	oital instruments subject to phase-out arrangements (only applicable between 1 Jan 2018 and an 2022)		
80	Current cap on CET1 instruments subject to phase out arrangements	-	
81	Amount excluded from CET1 due to cap (excess over cap after redemptions and maturities)	-	
82	Current cap on AT1 instruments subject to phase out arrangements	155 381	
83	Amount excluded from AT1 due to cap (excess over cap after redemptions and maturities)	18 513	
84	Current cap on T2 instruments subject to phase out arrangements (3)	1 401 155	
85	Amount excluded from T2 due to cap (excess over cap after redemptions and maturities) (3)	1 489 845	

⁽¹⁾ References are to tables in section 3.

⁽²⁾ Retained earnings are stated net of unappropriated profits of R549 million.

⁽³⁾ The amount excluded from Tier 2 capital due to the cap consists of two contributors. The first R1 156 million is the phase out of non-loss absorbent instruments calculated by applying the BASEL 3 ceiling limits. The second haircut is for amounts attributable to third-parties (R330 million). The eligibility of subordinated debt issued out of the 100% owned bank subsidiary is limited as it is regarded as third-party capital. The haircuts that are applied against third-party capital issued by subsidiaries, phased in from 2013 at 20% per year.

⁽⁴⁾ Bank-specific buffers include the individual capital requirement (ICR) for specific bank risk and the domestically systemic important bank (D-SIB) buffers. Current regulations state that the South African country risk buffer and the D-SIB on a combined basis cannot be more than 3.5%. In terms of South African Banks Act regulations, banks may not disclose their ICR requirement or D-SIB status.

⁽⁵⁾ The capital conservation buffer started phasing in from 1 January 2016. Phase in will begin at 0.625% of RWAs on 1 January 2016 and increase each subsequent year by a additional 0.625%, to reach the final level of 2.5% of RWAs on 1 January 2019.

⁽⁶⁾ The countercyclical buffer can range between 0% and 2.5% at the discretion of the monetary authorities. It is not expected that this buffer will be applied on a permanent basis and would only be applied when credit growth exceeds real economic growth. The implementation period commenced in January 2016 with a rate of zero percent.

⁽⁷⁾ Capitec Bank is not classified as a Globally Systemic Important Bank (G-SIB).

Section 2 - Regulatory Balance Sheet as at 29 February 2016

	Group	Adjustment (1)	Component of regulatory capital reported by group	Transitional table Reconciling table Reference
	R'000	R'000	R'000	
Assets				
Cash, cash equivalents and money market funds	14 164 697	-	14 164 697	
Investments designated at amortised cost	3 634 710	-	3 634 710	
Term deposit investments	7 188 781	-	7 188 781	
Loans and advances to clients	35 759 860	-	35 759 860	
Other receivables	217 372	-	217 372	
Derivative assets	225 403	-	225 403	
Current income tax assets	52 702	-	52 702	
Property and equipment	1 110 808	-	1 110 808	
Intangible assets (2)	242 648	-	242 648	
Deferred income tax assets	348 521	-	348 521	
Total assets	62 945 502	-	62 945 502	
Liabilities				
Deposits and bonds at amortised cost	47 940 148	-	47 940 148	
of which retail savings	24 152 425	-	24 152 425	
of which retail fixed deposits	13 634 429	-	13 634 429	
of which wholesale	1 411 592	-	1 411 592	
of which subordinated debt- unlisted bonds	1 008 466	-	1 008 466	TABLE D
of which subordinated debt- listed bonds	1 928 779	-	1 928 779	TABLE D
of which listed senior bonds	4 351 702	-	4 351 702	
of which other unlisted negotiable instruments	1 296 456	-	1 296 456	
of which reserve bank settlement balance	156 299	-	156 299	
Other liabilities	1 238 384	-	1 238 384	
Provisions	107 905	-	107 905	
Total liabilities	49 286 437	-	49 286 437	
Equity				
Capital and reserves				
Ordinary share capital and premium	5 649 020	-	5 649 020	ROW 1
Cash flow hedge reserve	64 147	-	64 147	ROW 3, TABLE A
Retained earnings	7 772 004	-	7 772 004	TABLE A
Share capital and reserves attributable to ordinary	13 485 171	_	13 485 171	
shareholders	10 400 171		13 700 171	
Non-redeemable, non-cumulative, non-participating preference share capital and premium	173 894	-	173 894	TABLE C
Total equity	13 659 065		13 659 065	
Total equity and liabilities	62 945 502	-	62 945 502	

 $^{^{(1)} \}quad \textit{For consolidation purposes there is no difference in the IFRS and Regulatory Balance Sheet}.$

⁽²⁾ Other than mortgage-servicing-rights.

Section 3 - Reconciliation between transitional Basel 3 Table and the Regulatory Balance Sheet

Table A	29 Feb 2016 R'000	Transitional Basel 3 Table reference (1)
Common Equity Tier 1 Capital		
Share capital and premium (2)	5 649 020	ROW 1
Adjusted retained earnings	7 222 614	ROW 2
Retained earnings (2)	7 772 004	
Unappropriated profits	(549 390)	
	12 871 634	
Cash flow hedging reserves	64 147	ROW 3
Total as per Transitional Basel 3 Template	12 935 781	ROW 6
Table B		
Common Equity Tier 1 Regulatory Adjustments		
Other intangibles	(242 648)	ROW 9
Disallowed hedging reserves	(64 147)	ROW 11
National specific regulatory adjustments	(3 030)	ROW 26
Total as per Transitional Basel 3 Template	(309 825)	ROW 28
Table C		
Additional Tier 1 capital		
Non-redeemable, non-cumulative, non-participating preference shares (2)	173 894	ROW 33
Phase out (grandfathering) of AT1 in terms of Basel 3 ceiling (3)	(18 513)	
Total as per Transitional Basel 3 Template	155 381	ROW 30/31/36
Table D		
Tier 2 Capital		
Subordinated debt - unlisted bonds (2)	1 008 466	
Subordinated debt - listed bonds (2)	1 928 779	
	2 937 245	
Accrued interest not classified as T2 capital	(46 245)	
Total subordinated debt	2 891 000	ROW 49
Phase out (grand fathering) of subordinated debt in terms of Basel 3 ceiling (3)	(1 156 400)	
Haircut on amounts attributable to third parties (4)	(333 445)	
Tier 2 instruments issued by subsidiaries and held by third parties	1 401 155	ROW 48
General allowance for credit impairment	459 703	ROW 50
Total as per Transitional Basel 3 Template	1 860 858	ROW 51/58

 $^{^{} ext{(1)}}$ References are to the rows in section 1.

 $^{^{\}mbox{\tiny (2)}}$ Represents the balance per Regulatory Balance Sheet, refer section 2.

⁽³⁾ Starting 2013, the non-loss absorbent AT1 and T2 capital is subject to a 10% per annum phase-out in terms of Basel 3.

⁽⁴⁾ Starting 2013, a deemed surplus attributable to T2 capital of subsidiaries issued to outside third parties, is excluded from group qualifying capital in terms of the accelerated adoption of Basel 3. This deduction phases in at 20% per annum.