Capitec Bank Holdings Limited

Main Features of Capital Instruments February 2015

Unlisted PP 2 Listed CBL12 Listed CBL13 Listed CBL14 Disclosure template for main features Listed Listed Unlisted PP 1 Unlisted PP 3 Unlisted PP4 of regulatory capital instruments Ordinary shares Preference shares Capitec Bank Capitec Bank Limited Capitec Bank Limi 1 Issuer Capitec Bank Holdings Limited Holdinas Limited CPIP Private Placement 1 Private Placement 2 Private Placement 3 ZAG000089038 Private Placement 4 ZAG000092560 2 Unique identifier CPI ZAG000092552 Private Pla Laws of South Africa () Laws o 3 Governing law(s) of the instrument Regulatory treatment Tier 2 4 Transitional Basel III rules Common Equity Tier 1 Additional Tier 1 Tier 2 Tier 2 Tier 2 Tier 2 Tier 2 Tier 2 5 Post-transitional Basel III rules Common Equity Tier 1 Ineligible Ineligible Ineligible Ineligible Ineligible Ineligible Ineligible Ineligible Solo and Group (2) Solo and Group (2) 6 Eligible at solo/group/group & solo Solo and Group (2) Solo and Group Solo and Group 7 Instrument type Ordinary shares Preference shares Subordinated debt ZAR5 649.1 ZAR181.3 ZAR175.0 ZAR70.0 ZAR70.0 ZAR175.0 ZAR30.8 ZAR105.0 ZAR122.5 8 Amount recognised in regulatory capital (R'm) ZAR100 ZAR44 ZAR150 ZAR175 9 Par value of instrument (R'm) ZAR0.01 per share ZAR0.01 per share ZAR250 ZAR100 ZAR250 10 Accounting classification Shareholders' equity Shareholders' equity Liability - amortised Liability - amortised Liability -- amortised Liability - amortised Liability - amortised Liability - amortised Liability - amortised Liability cost cost cost cost cost cost cost 11 Original date of issuance 18-Feb-02 31-Aug-06 29-Jan-10 30-Aug-10 21-Sep-10 06-Sep-11 31-Oct-11 01-Feb-12 01-Feb-12 12 Perpetual or dated Perpetual Perpetual Dated Dated Dated Dated Dated Dated Dated 13 Original maturity date N/A N/A 29-Jan-22 30-Aug-22 21-Sep-22 06-Sep-18 31-Oct-18 01-Feb-19 01-Feb-19 No N/A N/A N/A No Yes Yes Yes N/A 14 Issuer call subject to prior supervisory approval 15 Optional call date, contingent call dates and N/A N/A 29-Jan-17 (3) 30-Aug-17 (3) 21-Sep-17 (3) N/A N/A N/A N/A redemption amount 16 Subsequent call dates, if applicable N/A N/A N/A N/A N/A N/A N/A N/A N/A Coupons / dividends 17 Fixed or floating dividend/coupon Fixed Discretionary dividend Floating Floating Floating Floating Fixed Floating Floating 5.75% + 3-MTH 4.5% + 3-MTH 4.5% + 3-MTH 18 Coupon rate and any related index Distributable profits 83.33% of the prime 6.75% + 3-MTH 5.75% + 3-MTH 11.32% pa 11.55% pa ZAR-JIBAR-SAFEX ZAR-JIBAR-SAFEX ZAR-JIBAR-SAFEX ZAR-JIBAR-SAFEX ZAR-JIBAR-SAFEX declared as dividends overdraft rate on a face value of R100 per share ра ра ра ра ра 19 Existence of a dividend stopper No Yes N/A N/A N/A N/A N/A N/A N/A 20 Fully discretionary, partially discretionary Fully discretionary Fully discretionary Mandatory Mandatory Mandatory Mandatory Mandatory Mandatory Mandatory or mandatory 21 Existence of step up or other incentive No No Yes Yes Yes No No No No to redeem 22 Noncumulative or cumulative Non-cumulative Non-cumulative Cumulative Cumulative Cumulative Cumulative Cumulative Cumulative Cumulative 23 Convertible or non-convertible N/A N/A N/A N/A N/A N/A N/A N/A N/A 24 If convertible, conversion trigger (s) 25 If convertible, fully or partially N/A 26 If convertible, conversion rate 27 If convertible, mandatory or optional conversion N/A N/A N/A N/A N/A N/A N/A N/A N/A 28 If convertible, specify instrument type N/A N/A N/A N/A N/A N/A N/A N/A N/A convertible into 29 If convertible, specify issuer of instrument N/A N/A N/A N/A N/A N/A N/A N/A N/A it converts into N/A N/A N/A N/A N/A N/A N/A N/A N/A 30 Write-down feature 31 If write-down, write-down trigger(s) N/A N/A N/A N/A N/A N/A N/A N/A N/A

(2) 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. This deduction is not reflected in the values in line 8. ⁽³⁾ Redemption at par value of instrument.

(4) The ordinary shares shall on the return of capital in a winding-up, entitle the holders thereof rights of participation in any surplus profits or assets of the company after all prior obligations have been satisfied.

N/A

N/A

N/A

Yes

(5)

N/A

N/A

N/A

Yes

(5) (6)

N/A

N/A

N/A

Yes

(5) (6)

N/A

N/A

N/A

Yes

(5) (6)

N/A

N/A

N/A

Yes

(5)

N/A

N/A

N/A

Yes

(5)

N/A

N/A

N/A

Yes

(5)

N/A

N/A

N/A

No

N/A

⁽¹⁾ The main Acts are Banks Act of 1990, Securities Act of 2004, Companies Act of 2008 and Insolvency Act of 1936.

⁽⁵⁾ Has no loss absorbency at the point of non-viability.

⁽⁶⁾ Existence of a step up clause.

32 If write-down, full or partial

write-up mechanism

33 If write-down, permanent or temporary

34 If temporary write-down, description of

35 Position in subordination hierarchy in liquidation (specify instrument type immediately senior to instrument) 36 Non-compliant transitioned features

37 If yes, specify non-compliant features



Simplicity is the ultimate sophistication

nlisted PP5	Listed CBL17	Listed CBL18	Listed CBL20
ank Limited	Capitec Bank Limited	Capitec Bank Limited	Capitec Bank Limited
lacement 5	ZAG000099359	ZAG000099367	ZAG0000102245

Ur

ZAR-JIE

N/A

N/A

N/A

Yes

(5)

Tier 2	Tier 2	Tier 2	Tier 2
Ineligible	Ineligible	Ineligible	Ineligible
Solo and Group $^{\scriptscriptstyle (2)}$			
Subordinated debt	Subordinated debt	Subordinated debt	Subordinated debt
ZAR400.4	ZAR245.0	ZAR280.0	ZAR350.0
ZAR572	ZAR350	ZAR400	ZAR500
Liability – amortised cost	Liability – amortised cost	Liability – amortised cost	ability – amortised cost
14-Dec-12	23-Aug-12	23-Aug-12	06-Jul-12
Dated	Dated	Dated	Dated
14-Dec-19	23-Aug-19	23-Aug-19	06-Jul-19
N/A	N/A	N/A	N/A
N/A	N/A	N/A	N/A
N/A	N/A	N/A	N/A
Floating	Fixed	Floating	Floating
4.49% + 3-MTH ZAR-JIBAR-SAFEX pa	11.06% pa	4.49% + 3-MTH ZAR-JIBAR-SAFEX pa	4.75% + 3-MTH AR-JIBAR-SAFEX pa
N/A	N/A	N/A	N/A
Mandatory	Mandatory	Mandatory	Mandatory
No	No	No	No
Cumulative	Cumulative	Cumulative	Cumulative
Nonconvertible	Non-convertible	Non-convertible	Non-convertible
N/A	N/A	N/A	N/A
N/A	N/A	N/A	N/A
N/A	N/A	N/A	N/A
N/A	N/A	N/A	N/A
N/A	N/A	N/A	N/A
N/A	N/A	N/A	N/A
N/A	N/A	N/A	N/A
N/A	N/A	N/A	N/A
N/A	N/A	N/A	N/A
N/A	N/A	N/A	N/A
N/A	N/A	N/A	N/A

Yes	Yes	Yes	Yes
(5)	(5)	(5)	(5)