SUPPLEMENT (No. 3) dated 18 September 2009 to the Prospectus dated 12 December 2008



Nedbank Limited

(incorporated with limited liability in South Africa)

U.S.\$ 2,000,000,000

Euro Medium Term Note Programme

This Supplement (the "**Supplement**") is supplemental to, forms part of and must be read and construed in conjunction with, the prospectus (the "**Prospectus**") constituted by the prospectus dated 12 December 2008, the first supplemental prospectus dated 26 February 2009 and the second supplemental prospectus dated 11 June 2009, each issued in compliance with Article 5.4 of Directive 2003/71/EC (the "**Prospectus Directive**") and prepared by Nedbank Limited (the "**Issuer**") in connection with its Euro Medium Term Note Programme (the "**Programme**") for the issuance of up to U.S.\$ 2,000,000,000 in aggregate principal amount of notes ("**Notes**"). Terms given a defined meaning in the Prospectus shall, unless the context otherwise requires, have the same meaning when used in this Supplement.

This Supplement has been approved by the United Kingdom Financial Services Authority (the "**FSA**"), which is the United Kingdom competent authority for the purposes of the Prospectus Directive and relevant implementing measures in the United Kingdom, as a prospectus supplement issued in compliance with the Prospectus Directive and relevant implementing measures in the United Kingdom.

IMPORTANT NOTICES

The Issuer accepts responsibility for the information contained in this Supplement and declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Supplement is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Prospectus by this Supplement and (b) any other statement in, or incorporated by reference into, the Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Supplement, no significant new fact, material mistake or inaccuracy relating to the information included in the Prospectus which is capable of affecting the assessment of the Notes issued under the Programme has arisen or been noted, as the case may be, since publication of the Prospectus.

Investors should be aware of their rights under Section 87Q(4) of FSMA 2000. An investor which has agreed, prior to the date of publication of this Supplement, to purchase or subscribe for Notes issued under the Programme may withdraw its acceptance before the end of the period of two working days beginning with the first working day after the date on which this Supplement is published in accordance with the Prospectus Directive.

If documents which are incorporated by reference themselves incorporate any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of this Supplement for the purposes of the Prospectus Directive except where such information or other documents are specifically incorporated by reference or attached to the Supplement.

AMENDMENTS OR ADDITIONS TO THE PROSPECTUS

With effect from the date of this Supplement the information appearing in, or incorporated by reference into, the Prospectus shall be amended and/or supplemented in the manner described below:

Incorporation of Financial Information by Reference

The unconsolidated reviewed interim financial results of the Issuer in respect of the six months ended 30 June 2009 (the "Interim Financial Results") have been filed with the FSA and are incorporated by reference in and form part of this Supplement.

Copies of the Interim Financial Results may be inspected, free of charge, at the registered office of the Issuer at 135 Rivonia Road, Sandown, Sandton 2196, South Africa.

Overview of the Bank

The second paragraph in the section entitled "Overview" under "Description of Nedbank Limited" in the Prospectus shall be deemed to be deleted and replaced with the following:

"The Bank focuses on Southern Africa and offers a wide range of wholesale and retail banking services through five main business clusters, namely Nedbank Corporate, Nedbank Business Banking, Nedbank Capital, Nedbank Retail and Nedbank Bancassurance and Wealth. Nedbank Business Banking formed part of Nedbank Corporate until March 2009, from when it became a separate cluster. Nedbank Bancassurance and Wealth formed part of Nedbank Retail until August 2009, from when it became a separate cluster. The principal services offered by the Bank comprise business, corporate and retail banking, property finance, investment banking, private banking, foreign exchange and securities trading. The Bank also generates income from private equity, credit card issuing and processing services, custodial services, unit trust administration, asset management services and bancassurance."

History of the Bank

The following text shall be deemed to be added at the end of the section entitled "History" under "Description of Nedbank Limited" in the Prospectus:

On 1 June 2009, Nedbank Group acquired interests in various businesses jointly held with Old Mutual Group companies. The interests purchased, and settled by an issue of new Nedbank Group Limited ordinary shares to Old Mutual Group companies, were:

- a 29.8 per cent. shareholding in Fairbairn Private Bank Limited;
- a 50 per cent. shareholding in BoE (Proprietary) Limited ("**BoE**") and its claims on loan account together with the Old Mutual Group's entitlement, after the effective date, to 50 per cent. of the earnings of BoE Private Bank, a division of Nedbank Limited (the "**BoE Acquisition**"); and
- a 50 per cent. shareholding in Nedgroup Life Assurance Company Limited ("NedLife" or the "NedLife Acquisition").

On 14 August 2009, Nedbank Group announced that it had entered into a non-binding memorandum of understanding of the terms on which it has been agreed, in principle, to acquire Imperial Holdings' shareholding of 49.9 per cent. of the ordinary shares in Imperial Bank for a consideration of R1 775 million. As Nedbank Group is transacting with a material shareholder in a subsidiary, the proposed acquisition is a small related-party transaction in terms of the JSE Listings Requirements. Once final terms have been agreed with Imperial Holdings, Nedbank Group will publish a further announcement in compliance with the JSE Listings Requirements.

Strategy of the Bank

The Bank has adjusted its return on equity ("**RoE**") (excluding goodwill) target to 5 per cent. above the weighted average cost of equity. The references in the Prospectus in the section entitled "Strategy" under "Description of Nedbank Limited" to the RoE (excluding goodwill) target being 10 per cent. above the weighted average cost of equity shall be deemed to be amended accordingly.

Management of the Bank

The section entitled "Management" under "Description of Nedbank Limited" in the Prospectus shall be deemed to be deleted in its entirety and replaced with the following:

"The Group board has a unitary structure comprising 20 directors. The Bank's board (the "**Board**") has the same structure and composition, but separate meetings are held.

As at 30 June 2009, 50 per cent. of Board were black generic (African, Coloured and Indian) in terms of the Department of Trade and Industry codes measurement definitions which takes Adjusted Recognition for Gender into account. The actual achievement of Black was 60 per cent. and Black Female 20 per cent. Adjusted recognition for gender has been included by the Department of Trade and Industry codes to ensure proper representation of black women in positions of influence.

The directors come from diverse backgrounds and bring to the Board a wide range of experience in commerce, industry and banking. The non-executive directors and the strong independent composition of the Board provides for independent and objective input into the decision making process, thereby ensuring that no one director holds unfettered decision making powers. The directors have access to management, whenever required.

The directors who, in compliance with the terms of the articles of association of the Bank, retired by rotation and were subsequently re-elected at the annual general meeting ("AGM") on 17 June 2009 are Dr RJ Khoza, Prof MM Katz, and Messrs MA Enus-Brey, JB Magwaza, ME Mkwanazi, ML Ndllovu and Ms GT Serobe. Mr A de VC Knott-Craig and Ms NP Mnxasana were appointed during the year and, in compliance with the articles of association of the company, were re-elected at the annual general meeting.

Position as Director Senior independent non-executive director Chief Executive – executive director Chief Executive Designate– executive director
Independent non-executive director
Chief Operating Officer – executive director
Position as Director
Non-executive director
Independent non-executive director
Non-executive director
Independent non-executive director
Chairman – non-executive director
Independent non-executive director
Independent non-executive director
Independent non-executive director
Independent non-executive director
Independent non-executive director
Independent non-executive director
Chief Financial Officer – executive director
Independent non-executive director
Non-executive director
Independent non-executive director

The business address of the members of the Board is the Bank's registered office.

The name and certain other information about each of the current members of the Board and their activities are set out below:

Name	Biography
Christopher John Watkins Ball Dip Iuris, MA	Chris Ball was appointed as independent non-executive director of the Bank and Group during November 2002 and as senior independent director in February 2007. Chris Ball was previously a non-executive director of BoE Limited and five of its subsidiary companies, including Century City Limited. He is currently a non-executive director of Imperial Bank Limited.
Thomas Andrew Boardman BCom (Wits), CA(SA)	Tom Boardman was appointed Chief Executive of the Group and the Bank in December 2003 and as a director of the Group in November 2002. Tom Boardman is Chief Executive of Nedbank Group and Nedbank Limited. He was formerly the Chief Executive and an executive director of BoE. Past directorships include Boardmans and Sam Newman Limited as well as BoE International Holdings Limited and Northwind Investments (Pty) Limited. He is a non-executive director of

	Mutual & Federal Insurance Company Limited and the Banking Association, director of Vodacom Group (Pty) Ltd.
Michael William Thomas Brown BCom, Dip Acc, CA(SA)	Mike Brown is Chief Executive Designate. He was previously appointed as the Chief Financial Officer of the Group and the Bank in June 2004. He was previously an executive director of BoE Limited, and after the merger between the Bank, BoE, NIB and CoGHB, he was appointed Head of Property Finance at the Bank.
Thenjiwe Claudia Pamela Chikane CA (SA)	Thenjiwe Chikane was appointed as director of the Bank and Group in November 2006. Thenjiwe Chikane is a chartered accountant by profession practising as a consultant. She was previously the Chief Executive Officer of MGO Consulting and the Head of the Gauteng Department of Finance and Economic Affairs. She was also a non-executive director of the Development Bank of Southern Africa, Telkom, Datacentrix, PetroSA and Chairperson of the State Information Technology Agency
Mustaq Ahmed Enus-Brey BCompt(Hons), CA(SA)	Mustaq Enus-Brey was appointed as director of the Bank and Group in August 2005. He is also a director of Brimstone Investment Corporation Limited and Oceana Group Limited.
Brian de Lacy Figaji BSc(Eng), Dip Tertiary Edu Med, DEd (Coventry, UK), DLitt(hc) (California State, USA)	Brian Figaji is Chairman of I&J Limited and MARIB Holdings. He is the former Principal and Vice-chancellor of the Peninsula Technikon. He is also a director of PetroSA, Cape Lime (Pty) Limited, ASSET (Educational Trust) (Trustee) and the Development Bank of Southern Africa. He became a director of the Bank and Group in November 2002.
Robert Michael Head MA (Oxon), ACA, ACII, FCIB	Bob Head is a former non-executive director of Mutual & Federal Insurance Company Limited and Old Mutual Life Assurance Company (SA) Limited. He is now in charge of the Skandia businesses in Europe and Latin America. He joined Old Mutual plc in February 2003. Prior to that he was Chief Executive of smile.co.uk, Finance Director of egg.com (both UK internet banks) and held various directorships He was appointed as director of the Bank and Group in January 2005.
Michael Mervyn Katz BCom, LLB, LLM (Harvard Law School), LLD(hc)	Michael Katz was appointed as director of the Bank and Group during November 1997 Michael Katz is Chairman of Edward Nathan Sonnenbergs Inc. He was Chairman of the Commission of Inquiry into the Tax System of South Africa and Tax Advisory Committee. He is an honorary professor of Company Law at the University of the Witwatersrand. He is also a nonexecutive director of Nampak Limited and a member of the Securities Regulatory Panel.
Reuel Jethro Khoza BA(Hons) Psychology (UNIN), MA Marketing	Reuel Khoza was appointed the non-executive Chairman of the Group and the Bank in August 2005. Reuel Khoza is Chairman

Management (Lancaster, UK), EngD (Warwick, UK), IPBM – IMD (Lausanne, Switzerland), PMD (Harvard Business School, USA), LLD(hc)	of Aka Capital, Corobrik (Pty) Limited, Nepad Business Foundation and Murray & Roberts Cementation (Pty) Limited. He is a non-executive director of Nampak Limited, Protea Group Limited and Old Mutual plc. He is President of the Institute of Directors and in this capacity served on the King II and King III Committees on corporate governance. He is a founding director of the Black Management Forum and the former Chairman of Eskom Holdings.
Alan De Villiers Charles Knott- Craig BSc(Eng)(Elec), Master of Business Leadership, Doctor of Business Leadership (hc)	Alan Knott-Craig served as Managing Director of cellphone network operator Vodacom Limited from 1993 and was Chief Executive of Vodacom Group from 1996 until his retirement at the end of September 2008. He is currently an independent non- executive director of Murray and Roberts Holdings Limited and a member of the Board of the Council for Scientific and Industrial Research.
Johannes Bhekumuzi Magwaza BA, MA (Warwick, UK)	JB Magwaza was appointed as director of the Bank and Group in October 1996. He is Chairman of Mutual & Federal Insurance Company Limited and South Ocean Holdings Limited. He is also a non-executive director of Dorbyl Limited, Rainbow Chicken Limited, Kap International Limited, Hulamin Limited and Tongaat Hulett Limited.
Mafika Edmund Mkwanazi BSc(Maths), BSc(Elec Eng)	Mafika Mkwanazi was previously Group Chief Executive of Transnet Limited. He is currently Chairman of Hulamin Limited. He is also a non-executive director of Stefanutti and Stocks Holdings Limited, MSC Logistics Limited, MSC Depots Limited and Saatchi and Saatchi. He was appointed as director of the Bank and Group in April 1999.
Nomavuso Patience Mnxasana BCompt(Hons), CA (SA)	Nomavuso Mnxasana is a non-executive director at Imperial Bank Limited and Land Bank Limited. A chartered accountant by profession, she was a senior partner and member of the executive committee of SizweNtsaluba. She then served as group audit and risk executive at Imperial Holdings Limited.
Maduke Lot Ndlovu Dip LR, MAP, EDP (North Western, USA), AMP (Harvard Business School, USA). Holds honorary doctorate from PretoriaTechnikon (Tshwane Institute of Technology)	Lot Ndlovu was CEO of Peoples Bank previously. He is Chairman of NestLife Assurance Corporation Limited, The South African National Roads Agency Limited, Nakatomi Corporation Limited, Community Growth Management Company Limited, Crystal View Consulting Limited, St Anthony's Education Centre, Jomba Investments Limited, True Class Consortium and November Ten Charities. He is a non- executive director of Mutual & Federal Insurance Company Limited, Nampak Limited, Cross Continents Investments Limited, Saxon Road Nominees Limited, Sani Pass Management Company Limited, Sani Pass Development Company Limited and Sec-Itech Limited. He is also a member of the Independent Commission for the Remuneration of Public Office Bearers, the Business Trust on Job Creation and Hope in

Victory (a care-giving organisation for HIV patients). Lot is a doyen of the black empowerment movement in South Africa. He was President of both the Black Management Forum (BMF) and the Black Business Council. The Black Economic Empowerment Commission was initiated by the BMF under his presidency. He was appointed as non-executive director of the Bank and the Group in May 1993.

Gloria Tomatoe Serobe BCom,
MBA (Rutgers, USA)
Gloria Serobe is the Chief Executive of Wipcapital Limited and also founder and executive director of Wiphold Limited. She was previously the Executive Director: Finance at Transnet. Gloria serves on several boards, including that of JSE Limited and sits on the Financial Sector Charter Council. She is also a non-executive director of Old Mutual Life Assurance Company (SA) Limited and Mutual & Federal. She was appointed as director of the Bank and Group in August 2005.

Jabu Moleketi was South Africa's deputy minister of finance from 2004 to 2008, and prior to this served as Gauteng MEC of finance and economic affairs for 10 years. He has also served as chairperson of the Public Investment Corporation (PIC).

Philip Jabu Moleketi (University of London: Post-Graduate diploma in Economic Principles and Masters of Science degree in Financial Economics. Harvard Business School Boston: Advanced Management Programme (APM))

Wendy Lucas-Bull University of the Witwatersrand – BSc

Malcolm Ian Wyman Chartered Accountant (SA), Harvard University: AMP Programme

Graham Dempster BComm, CTA, CA (SA) AMP (Harvard USA)

Raisibe Kgomaraga Morathi CA(SA), H Dip Tax (Wits), AMP (INSEAD) executive of FirstRand's retail business and prior to that an executive director of Rand Merchant Bank Malcolm Wyman is an executive director and chief financial

Wendy Lucas-Bull is a founder of empowerment investment

company, Peotona Group Holdings. She was previously chief

officer of SABMiller plc, a position he has held since 2001. He was previously executive director responsible for corporate finance and acquisitions.

Graham joined the group in 1980 in the Corporate Finance division of UAL Merchant Bank. He was appointed General Manager in 1987 and Joint Head of the Special Finance division in 1989. In 1992 he was transferred to Nedbank, initially in a general management strategy role, and in 1998 was appointed Head of the International division. He assumed responsibility for the Corporate Banking division in 1999 and was appointed Managing Director of Nedbank Corporate late in 2003. Graham was appointed as the Chief Operating Officer of the Nedbank Group and to the Board.

Raisibe Morathi is the Chief Financial Officer of Nedbank Group and Nedbank Limited. She has 15 years experience in the financial services sector and has held senior positions in banking and insurance. Most recently she has been an executive director of a listed insurance company.

Conflicts of Interest

As set out in the preceding table, certain directors and executive officers of the Bank serve as directors and executive officers of companies within the Old Mutual Group. The Bank engages in transactions with some of these companies, including transactions in the ordinary course of business. See "Related Party Transactions".

The persons therefore also owe duties in that capacity to those companies as well as to the Bank. It is possible that the duties which these directors owe to those companies may potentially conflict with their duties to the Bank.

In respect of potential conflicts of interest that may arise in the future, the Bank has processes for the management of such conflicts such that it does not expect that any actual conflict of interest would arise.

Other than as described in the preceding three paragraphs, there is no potential conflict of interests between any duties which the members of the Board owe to the Bank and their private interests or other duties.

Committees

The Committee structure is designed to assist the Board in the discharge of its duties and responsibilities.

The current Committees are:

- the Board Strategic Innovation Management Committee;
- the Group Audit Committee;
- the Group Credit Committee;
- the Group Directors' Affairs Committee;
- the Group Finance and Oversight Committee;
- the Group Remuneration Committee;
- the Group Risk and Capital Management Committee; and
- the Group Transformation and Sustainability Committee.

All committees were formed at Group level, but address both Bank and Group matters. Each committee has formal written terms of reference that are reviewed on an annual basis and effectively delegated in respect of certain of the Board's responsibilities, which are monitored by the Board to ensure that the committees retain effective coverage of and control over the operations of the Group. The directors are required to confirm that the committees functioned in accordance with these terms of reference during the financial year.

Board Strategic Innovation Management Committee

The Board Strategic Innovation Management Committee has the broad responsibility of monitoring all issues pertaining to information technology ("**IT**"), both operational and strategic, in as much as these may impact the business, financial, performance, risk profile and IT strategies of the Bank. This committee aims to ensure alignment of the prioritisation and magnitude of IT development spend and investment with overall Bank strategy and direction. The members of the Board Strategic Innovation Management Committee are ME Mkwanazi (chair); TCP Chikane; MM Katz and CJW Ball and A de VC Knott-Craig.

Group Audit Committee

The primary roles of the Group Audit Committee are to assist the Board in its evaluation and review of the adequacy and efficiency of the internal control systems, accounting practices, information systems and auditing processes applied within the Bank in the day-to-day management of its business, and to introduce measures to enhance the credibility and objectivity of financial statements and reports prepared with reference to the affairs of the Group. The members of the Group Audit Committee are CJW Ball (chair); TCP Chikane, JB Magwaza and NP Mnxasana.

Group Credit Committee

The primary roles of the Group Credit Committee are to approve credit policies and philosophy, set credit limits and guidelines, confirm that procedures are in place to manage and control credit risk, approve the adequacy of interim and year-end provisions and ensure that the quality of the Bank's credit portfolio is in accordance with these requirements by monitoring credit risk information, processes and disclosure. This primary role comprises a monitoring function. An important secondary role of this committee is the approval of advances above sanctioned and regulatory authority levels. The members of the Group Credit Committee are MM Katz (chair); CJW Ball; MA Enus-Brey; B de L Figaji, ML Ndlovu and WE Lucas-Bull.

Group Directors' Affairs Committee

The primary roles of the Group Directors' Affairs Committee are to consider, monitor and report to the Board on strategic risk, reputational and compliance risk, compliance with the King Report on Corporate Governance of 2002, which sets out principles of good corporate governance for South African Companies and organisations ("King II"), and the corporate governance provisions of the Banks Act, 1990 (the "Banks Act"), as well as the regulations issued thereunder, and also to act as a nominations committee for Board appointments. The members of the Group Directors' Affairs Committee are RJ Khoza (chair); CJW Ball; MA Enus-Brey; MM Katz; JB Magwaza; ME Mkwanazi and ML Ndlovu.

Group Finance and Oversight Committee

The chairmen of the Group Audit, Credit, Risk and Capital Management and Strategic Innovation Management Committees, as well as RM Head (Non-executive director), are members of this committee, with the Chief Risk Officer attending by invitation. Its primary functions are to be a Board discussion forum, to consider the full spectrum of risks in the Bank and to ensure that the Board and the various committees address the risks effectively. The members of the Group Finance and Oversight Committee are currently CJW Ball (chair); MA Enus-Brey; MM Katz; ME Mkwanazi and RM Head.

Group Remuneration Committee

The Group Remuneration Committee consists of non-executive directors only and is chaired by an independent non-executive director. The Group Remuneration Committee is authorised to approve the aggregate of adjustments to the remuneration of employees below executive director and divisional director level. The committee individually approves adjustments to the total remuneration of members of the Group Executive Committee ("**Group Exco**"), which comprises the CEO and the heads of the three business facing and six support clusters. The Board, following recommendations made by the Group Remuneration Committee, individually approves adjustments to executive directors' total remuneration. This committee is also charged with the supervision of the Group Employee Incentive Scheme and is involved in executive officer succession policy. The committee considers remuneration in its totality in an integrated and holistic manner, thereby assisting the Board in discharging its corporate governance duties related to remuneration strategy, structure and costs. The members of the Group Remuneration Committee are JB Magwaza (chair); CJW Ball, B de L Figaji, RM Head and NP Mnxasana

Group Risk and Capital Management Committee

Under the Banks Act, a risk committee is required to assist the Board of directors in: evaluating the adequacy and efficiency of risk policies, procedures, practices and controls; identifying the build up and concentration of risk; developing risk mitigation techniques; ensuring formal risk assessment; identifying and monitoring key risks; facilitating and promoting communication through reporting structures; and ensuring the establishment of an independent risk management function and other related functions. In addition, this committee also oversees the Bank's policies and procedures to ensure compliance with Basel II.

The Group Risk and Capital Management Committee is tasked with: group wide risk monitoring, focusing primarily on the management and assessment of risk, including market and trading risks; financial instruments (derivatives) usage; asset and liability management ("ALM") risks; Group Asset and Liability and Executive Risk Committee processes and functions; investment exposures; and risks related to the underwriting of share issues. The members of the Group Risk and Capital Management Committee are MA Enus-Brey (chair); CJW Ball; ML Ndlovu; RM Head, ME Mkwanazi and GT Serobe.

Group Transformation and Sustainability Committee

The Group Transformation and Sustainability Committee has the broad responsibility of monitoring all issues pertaining to the integrated economic, social, environmental, human resources and transformation performance of the Bank.

This committee assists the Board in discharging its responsibility both to ensure that the Group proactively addresses the requirements and/or recommendations for integrated sustainability

reporting as set out in King II and the Global Reporting Initiative, an international multishareholder process setting out measures for reporting economic, environmental and social performance, as well as to give the needed attention at Board level to issues pertaining to the Financial Sector Charter, (a transformation charter, as contemplated in the broad-based BEE legislation, that was voluntarily developed by the financial sector and that constitutes a framework and establishes the principles on which BEE will be implemented in the financial sector) and Department of Trade and Industry codes on BEE, training and development, and social and environmental responsibility. The members of the Group Transformation and Sustainability Committee are ML Ndlovu (chair); B de L Figaji; CJW Ball; JB Magwaza; MM Katz and TCP Chikane.

The committee structure is also supported by Group Exco and other supporting executive committees.

Recent Developments

The following paragraph shall be deemed to be added at the end of the section entitled "Recent Developments" under "Description of Nedbank Limited" in the Prospectus:

"On 9 September 2009, the Bank issued several series of fixed rate, floating rate and inflationlinked senior unsecured notes under its domestic medium term note programme with an aggregate principal amount in excess of R5.4 billion and maturities ranging between three and ten years."

18 September 2009