



Audited summarised financial statements

for the year ended 28 February 2017

Prepared under the supervision of AP du Plessis (CFO)

The full integrated report is available at:
www.capitecbank.co.za/investor-relations

What are the key performance indicators?

Financial highlights
Stakeholder highlights
Key performance indicators

Financial highlights

Headline earnings (R'm)

R3 793

Headline earnings per share (cents)

3 281c

Return on equity

27%

Net transaction fee income (R'm)

R3 923

Cost-to-income ratio

34%

Stakeholder highlights

Clients



1 300 000
new clients

3.5m
new loans

76
new branches

319
additional ATMs

Shareholders



R3.8bn
net profit

1 250c
total dividend per share

R16.1bn
shareholder funds

Key performance indicators		2017	2016	Change % 2017/2016	2015
Profitability					
Interest income	R'm	14 934	13 413*	11	11 487*
Loan fee income	R'm	1 137	607*	87	542*
Total lending and investment income	R'm	16 071	14 020	15	12 029
Interest expense	R'm	(3 552)	(2 884)	23	(2 426)
Loan fee expense	R'm	(642)	(690)	(7)	(627)
Total lending and investment expenses	R'm	(4 194)	(3 574)	17	(3 053)
Net lending and investment income	R'm	11 877	10 446	14	8 976
Net transaction fee income	R'm	3 923	3 020	30	2 608
Other income	R'm	–	(1)		22
Income from operations	R'm	15 800	13 465	17	11 606
Net loan impairment expense	R'm	(5 121)	(4 401)	16	(4 014)
Net income	R'm	10 679	9 064	18	7 592
Operating expenses	R'm	(5 439)	(4 591)	18	(4 031)
Non-banking operations	R'm	–	–		(1)
Income before tax	R'm	5 240	4 473	17	3 560
Tax	R'm	(1 434)	(1 244)	15	(995)
Preference dividend	R'm	(16)	(16)		(18)
Earnings attributable to ordinary shareholders					
Basic	R'm	3 790	3 213	18	2 547
Headline	R'm	3 793	3 222	18	2 547
Net transaction fee to net income	%	37	33		34
Net transaction fee to operating expenses	%	72	66		65
Cost-to-income ratio	%	34	34		35
Return on ordinary shareholders equity	%	27	27		25
Earnings per share					
Attributable	cents	3 278	2 779	18	2 209
Headline	cents	3 281	2 787	18	2 209
Diluted attributable	cents	3 267	2 773	18	2 206
Diluted headline	cents	3 270	2 781	18	2 206
Dividends per share					
Interim	cents	450	375	20	246
Final	cents	800	680	18	590
Total	cents	1 250	1 055	18	836
Dividend cover	x	2.6	2.6		2.6

* Loan origination fees previously included in loan fee income was restated and included in interest income of the Income statement.

Key performance indicators		2017	2016	Change % 2017/2016	2015
Assets					
Net loans and advances	R'm	39 205	35 760	10	32 484
Cash, cash equivalents and other liquid assets	R'm	30 605	24 989	22	19 755
Other	R'm	3 548	2 196	62	1 678
Total assets	R'm	73 358	62 945	17	53 917
Liabilities					
Deposits and bonds	R'm	55 582	47 940	16	41 181
Other	R'm	1 658	1 346	23	1 172
Total liabilities	R'm	57 240	49 286	16	42 353
Equity					
Shareholders' funds	R'm	16 118	13 659	18	11 564
Capital adequacy ratio	%	34	35		36
Net asset value per ordinary share	cents	13 809	11 663	18	9 822
Share price	cents	72 500	47 400	53	41 000
Market capitalisation	R'm	83 830	54 807	53	47 407
Number of shares in issue	'000	115 627	115 627		115 627
Share options					
Number outstanding	'000	963	868	11	710
Number outstanding to shares in issue	%	0.8	0.8		0.6
Average strike price	cents	31 755	28 520	11	19 403
Average time to maturity	months	20	27		28
Operations					
Branches		796	720	11	668
Employees		13 069	11 440	14	10 261
Active clients	'000	8 569	7 269	18	6 244
ATMs					
Own		1 653	1 236	34	941
Partnership		2 371	2 469	(4)	2 477
Total		4 024	3 705	9	3 418
Capital expenditure	R'm	1 000	704	42	414

Key performance indicators		2017	2016	Change % 2017/2016	2015
Sales					
Loans					
Value of loans advanced	R'm	27 226	24 228	12	19 417
Number of loans advanced	'000	3 508	3 684	(5)	2 820
Average loan amount	R	7 761	6 577	18	6 887
Average loan amount less than or equal to 6 months	R	1 905	1 749	9	1 668
Average loan amount greater than 6 months	R	26 605	25 229	5	27 441
Repayments	R'm	32 983	28 689	15	23 787
Gross loans and advances	R'm	45 135	40 891	10	36 341
Loans past due (arrears)	R'm	2 855	2 297	24	1 964
Arrears to gross loans and advances	%	6.3	5.6		5.4
Arrears rescheduled within 6 months	R'm	1 583	1 542	3	883
Arrears and arrears rescheduled within 6 months to gross loans and advances	%	9.8	9.4		7.8
Rescheduled from current within 6 months	R'm	1 088	1 818	(40)	1 130
Arrears and all rescheduled within 6 months to gross loans and advances	%	12.2	13.8		10.9
Provision for doubtful debts	R'm	5 930	5 131	16	3 857
Provision for doubtful debts to gross loans and advances	%	13.1	12.5		10.6
Arrears coverage ratio	%	208	223		196
Arrears and arrears rescheduled within 6 months coverage ratio	%	134	134		135
Arrears and all rescheduled within 6 months coverage ratio	%	107	91		97
Total lending income (excluding investment income)	R'm	14 362	12 837	12	11 287
Total lending income (excluding investment income) to average gross loans and advances	%	33.4	33.2		32.2
Gross loan impairment expense	R'm	6 246	5 255	19	4 616
Recoveries	R'm	1 125	854	32	602
Net loan impairment expense	R'm	5 121	4 401	16	4 014
Net loan impairment expense to total lending income (excluding investment income)	%	35.7	34.3		35.6
Net loan impairment expense to average gross loans and advances	%	11.9	11.4		11.5
Deposits and bonds					
Wholesale deposits	R'm	7 543	10 154	(26)	11 152
Retail call savings	R'm	30 117	24 152	25	19 298
Retail fixed-term savings	R'm	17 922	13 634	31	10 731

What do the chairman and chief executive officer have to say?

Client growth motivated by strong service and brand fundamentals

The Capitec brand has consistently stayed true to its core fundamentals of delivering simplified banking that is both affordable and easy to access through personal service. This resonates with most South Africans, especially in the current tough economic climate, giving them a sense of value and allowing them to feel in control of their money. We received recognition of this when the brand was awarded the top position in the retail banking category at the Sunday Times Top Brands Awards in August 2016.

Substantial Capitec brand acceptance, combined with the expansion of our branch, ATM and digital footprint, has resulted in a record growth of 1 300 000 new clients during the financial year and active clients totalled 8.6 million by year-end (February 2016: 7.3 million).

Primary banking clients (those clients who make regular deposits – mainly salaries) grew in line with total client growth and represent 46% of all active clients. These primary banking clients are less likely to move their banking elsewhere and, on average, do 5 times more transactions than a regular banking client.

Helping clients to help themselves

Our strategy of increasing out-of-branch transacting continued to deliver strong results. Our clients are able to perform more cost efficient transactions through our self-service terminals ('SST'), remote banking app ('app'), USSD and dual note recyclers ('DNR'). A DNR is where you can deposit and withdraw money, as well as get a bank statement.

Self-service banking transactions (including app, USSD, card, SSTs, DNRs and internet banking) increased 46% year-on-year to 728 million (February 2016: 499 million), while ATM and branch transactions increased 15% year-on-year to 330 million (February 2016: 287 million). As a direct result, our capacity in the branches improved and we were able to service our clients' needs faster and more efficiently.

Client centricity delivered through service

A core principle in the organisation is to act with the best interest of the client in mind. This emphasises the importance of the client experience, which is driven primarily by consistent client service that meets or exceeds expectations.

We opened 76 new branches during the financial year in order to alleviate pressure in high volume areas and to grow the brand footprint in higher-end shopping malls. 301 of the 796 branches trade seven days a week and all branches are open for longer trading hours than the industry norm to ensure a highest level of client accessibility.

We are pleased once more by the recognition the organisation received for client service as the winner of the Ask Afrika Orange Index service awards in 2016, as well as the South African Consumer Satisfaction Index (SACs) award for the top retail bank. This is however a constant reminder to continue to focus on developing and delivering a world class service experience that helps clients to feel in control of their money.

Earnings up 18%

Earnings increased by 18% to R3.8 billion from R3.2 billion a year ago. Despite weak economic conditions, there was strong year-on-year growth in net transaction fee income. Net lending and investment income increased by 14%, with a 16% increase in net loan impairment expense.

Net transaction fee income increased by 30%

The combination of the growth in our active client base, expansion of our ATM and branch network and the increasing financial awareness of our clients on the best way to bank, has resulted in a 30% year-on-year increase in net transaction (non-lending) fee income.

Our net transaction fee income covered 72% (February 2016: 66%) of our operating expenses and contributed 37% (February 2016: 33%) of our net income.

Operating costs increased by 18%

Operating costs increased by 18% from R4.6 billion in 2016 to R5.4 billion in 2017. The cost-to-income ratio remained at 34% for 2017 (February 2016: 34%). The main reasons for the growth in expenses were, firstly, the continued increase in the number of employees and branches. Employment costs grew year-on-year by 21% or R421 million and the cost of premises grew by 18% or R76 million, as we opened new branches during the year. Secondly, information technology ('IT') and security costs increased significantly.

Capital expenditure for the year was R1 billion (February 2016: R704 million). The 42% year-on-year increase was mainly due to the expansion of our ATM and branch network, as well as spend on IT.

Expenditure on our staff, branch and ATM network and IT systems are critical to ensuring we continue to deliver simple and affordable financial services to our clients in an easily accessible way that is accompanied by excellent service.

Graduate placement program, learnerships and bursaries

This year saw the launching of two new further development programs for both current and future employees. Firstly, we introduced a one year learnership program (NQF4 equivalent) for staff in branches and service centres, whereby on completion they receive a certificate in banking. Secondly, we began a graduate placement program with seven new joiners starting this year. In addition, we provided 29 bursaries to second year university students studying finance and IT. These investments ensure our employees and future employees have the opportunity to further educate themselves and that our talent pipeline is well placed for the future growth of the company.

Leadership and staff development is important to us. 1 313 employees attended leadership courses during the financial year, while 3 915 employees participated in specific training courses. This investment in our employees will enable us to perform more effectively as a company and retain our talented leaders.

We also contributed to the Ikusasa Student Financial Aid Programme ('ISFAP') during the year. ISFAP is a pilot program, backed by government and the private sector, aimed at addressing the funding challenge of tertiary education of poor and 'missing middle' students.

Gross loans and advances increased by 10%

Gross loans and advances increased by R4.2 billion to R45.1 billion (February 2016: R40.9 billion). The impact of continued tightening of our credit granting criteria and lending to better quality clients was evident, as we granted 176 655 less loans in 2017 than in the previous year (February 2017: 3 507 819; February 2016: 3 684 474).

We granted lower-risk, higher value loans to better quality clients this year. This resulted in the value of new loans growing by 12% from R24.2 billion in 2016 to R27.2 billion in 2017. The average amount for loans less than 6 months and greater than 6 months was R1 905 (February 2016: R1 749) and R26 605 (February 2016: R25 229) respectively.

The average term of the outstanding book decreased from 40 months at February 2016 to 38 months at February 2017.

The launch of the Capitec credit card

The Capitec credit card was launched on 18 September 2016 in the Western Cape branches and nationally on 16 October 2016. So far, it has performed within our risk appetite. Clients earn interest of at least 5.35% per year on a positive balance.

Arrears as a percentage of gross loans and advances increased to 6.3%

The financial stress and economic difficulties experienced by clients during the year were evident. Debt review applications and retrenchment letters received increased by 19% and 15% respectively year-on-year. There was also an increase in clients who received their salaries late or experienced reduced or no inflows.

Management acted decisively to address the deteriorating arrears performance during the year by tightening credit granting to those segments and employers indicating financial stress. Significant changes were also implemented to the rescheduling policies. This ensures the performance and quality of the loan book remains within our risk appetite, while resulting in all rescheduled loans within the last 6 months to decrease year-on-year by 21% to R2.7 billion (February 2016: R3.4 billion).

The economic conditions and changes in rescheduling policies contributed to the 24% year-on-year increase in arrears to R2.9 billion (February 2016: R2.3 billion). Arrears and all

rescheduled loans within the last 6 months to gross loans and advances decreased to 12.2% (February 2016: 13.8%), while the arrears and all rescheduled loans within the last 6 months coverage ratio increased to 107% (February 2016: 91%).

Rescheduled accounts

The performance of rescheduled accounts are monitored on a daily basis. Loans that were rescheduled from arrears within the last 6 months increased by 3% year-on-year to R1.6 billion (February 2016: R1.5 billion). We implemented rules to prevent arrears clients from rescheduling for a second or third time if their risk was too high. Loans rescheduled within the last 6 months of the year from a current status decreased by 40% to R1.1 billion (February 2016: R1.8 billion). This was due to policy changes that included preventing low risk clients from rescheduling out of a current status.

Higher provisions were maintained for the rescheduled book in comparison to the remainder of the book.

Provisioning remains conservative and adequate

The total provisions compared to gross loans and advances increased to 13.1% at the end of the 2017 financial year (February 2016: 12.5%).

We provide 8% on current loans, 43% on loans one instalment behind, 81% for two instalments and 92% for three instalments, all statistically calculated. We provide on average 52% on clients that rescheduled any of their loans whilst in arrears within the last 6 months even though they are current in terms of their new agreement. For clients who rescheduled any of their loans whilst current we provide 15%. All provisions are based on the probability of default. All outstanding balances of clients who are 90 days in arrears on any loan are substantially provided for or written off.

The gross loan impairment expense increased by 19% to R6.2 billion (February 2016: R5.3 billion).

The table below analyses this increase:

R'm	2017	2016	Change % 2017/2016	2015
Write-offs	5 447	3 981	37	4 395
Movement in bad debt provision	799	1 274	(37)	221
Gross loan impairment expense	6 246	5 255	19	4 616

A significant portion of the 37% increase in write-offs was as a result of the change in rescheduling policies in the current year and the market deterioration of the prior year, which was provided for in 2016, that materialised in the current year. The market deterioration of the prior year, which increased the 2016 movement in bad debt provision, did not occur again in the current year. The tightening of the granting

criteria and a more stable market resulted in a lower bad debt provision movement during the 2017 financial year.

Our net loan impairment expense to total lending income (excluding investment income) for the year amounted to 35.7% (February 2016: 34.3%). The net loan impairment expense to average gross loans and advances increased from 11.4% in 2016 to 11.9% this year.

A weak employment environment was prevalent during the year. We managed our book meticulously and restricted our lending to specific sectors and employers where we anticipated increased stress. The book continues to perform within our risk appetite.

Recoveries

Recoveries increased by 32% year-on-year from R854 million in 2016 to R1 125 million in 2017. The increase resulted from operational debt recovery improvements, a larger handover book and debt sales.

Continued healthy capital levels

The return on equity for the year was 27% (February 2016: 27%). The total annual dividend increased by 18% from 1 055 cents per share to 1 250 cents per share, in line with the increase in earnings.

Capitec remains well capitalised and is generating sufficient profit to fund growth in the loan book. At February 2017, the capital adequacy ratio was 34%.

Growth of deposits

Retail deposits amounted to R48.0 billion at February 2017, an increase of R10.2 billion on the prior year-end (February 2016: R37.8 billion). Retail deposits continued to grow by more than total loans and advances.

The value of wholesale deposits declined to R7.5 billion (February 2016: R10.2 billion). This is as result of managing our wholesale funding to meet the requirements of the loan book, matched against growth in retail fixed deposits and profit.

Capitec is fully compliant with the Basel 3 liquidity ratios. Our conservative liquidity policies are unchanged.

Credit regulation

The Department of Trade and Industry ('DTI') published final Credit Life Insurance Regulations under the National Credit Act on 9 February 2017. The regulations prescribe the cost, cover and benefits of credit life insurance. The regulations will come into effect on 10 August 2017 and will only affect credit agreements concluded on or after the date of implementation. We are working towards implementing the regulations by the effective date.

We continue to support appropriate regulation enhancing the sustainability of the credit industry and to reduce the cost of credit for consumers if this is done in a manner that is sustainable and achieves a balance between affordability and access to credit. We are supporting the regulator on these matters.

Prospects

We continue to grow our client numbers, branches and ATM network. This will provide us with the opportunity to offer new financial services in the future. New products will continue to have the same foundation of simplicity and affordability as our other products.

Our strategy to increase self-service and digital banking will result in improved capacity and efficiencies in the branches.

Dividend

On 24 March 2017, we announced our investment in Cream Finance Holding Limited ('Creamfinance'). Creamfinance is a leading online technology-driven consumer loans company, offering multiple credit products across international markets. We will acquire an interest of 40% for €21 million in three tranches at nine-month intervals, subject to specific agreed performance measures being met. We are excited about this investment and the opportunities it presents for us as we expand our interests beyond the borders of South Africa.

We continue to pursue our strategy to be the best retail bank.

The directors declared a final gross dividend of 800 cents per ordinary share on 27 March 2017, bringing the total dividends for the year to 1 250 cents per share. There are 115 626 991 ordinary shares in issue.

The final dividend meets the definition of a dividend in terms of the Income Tax Act (Act 58 of 1962). The dividend amount net of South African dividend tax of 20% is 640.00000 cents per share. The distribution is made from income reserves. Capitec's tax reference number is 9405376840.

Last day to trade cum dividend Tuesday, 18 April 2017	Trading ex-dividend commences Wednesday, 19 April 2017	Record date Friday, 21 April 2017	Payment date Monday, 24 April 2017
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Share certificates may not be dematerialised or rematerialised from Wednesday, 19 April 2017 to Friday, 21 April 2017, both days inclusive.

The chief financial officer's review is available at www.capitecbank.co.za.

On behalf of the board



Riaan Stassen
Chairman

Stellenbosch



Gerrie Fourie
Chief executive officer

Summarised consolidated statement of financial position

As at 28 February 2017

	Audited February 2017 R'm	Audited February 2016 R'm
Assets		
Cash, cash equivalents and money market funds	18 677	14 165
Held-to-maturity investments	5 327	3 635
Term deposit investments	6 601	7 189
Loans and advances to clients	39 205	35 760
Other receivables	1 127	216
Derivative assets	58	225
Available-for-sale financial assets	100	–
Current income tax asset	–	53
Property and equipment	1 523	1 110
Intangibles	280	243
Deferred income tax asset	460	349
Total assets	73 358	62 945
Liabilities		
Deposits and bonds	55 582	47 940
Derivative liabilities	46	–
Other liabilities	1 501	1 238
Current income tax liability	30	–
Provisions	81	108
Total liabilities	57 240	49 286
Equity		
Ordinary share capital and premium	5 649	5 649
Cash flow hedge reserve	(12)	64
Retained earnings	10 330	7 772
Share capital and reserves attributable to ordinary shareholders	15 967	13 485
Non-redeemable, non-cumulative, non-participating preference share capital and premium	151	174
Total equity	16 118	13 659
Total equity and liabilities	73 358	62 945

Summarised consolidated income statement

Year ended 28 February 2017

	Audited February 2017 R'm	Audited February Restated 2016 R'm
Lending and investment income	16 071	14 019
Interest income	14 934	13 412*
Loan fee income	1 137	607*
Lending and investment expenses	(4 194)	(3 574)
Interest expense	(3 552)	(2 884)
Loan fee expense	(642)	(690)
Net lending and investment income	11 877	10 445
Transaction fee income	5 499	4 326
Transaction fee expense	(1 576)	(1 306)
Net transaction income	3 923	3 020
Net impairment charge on loans and advances to clients	(5 121)	(4 401)
Net movement in financial instruments held at fair value through profit or loss	-	(1)
Net income	10 679	9 063
Operating expenses	(5 439)	(4 591)
Operating profit before tax	5 240	4 472
Income tax expense	(1 434)	(1 244)
Profit for the year	3 806	3 228
Earnings per share (cents)		
▪ Basic	3 278	2 779
▪ Diluted	3 267	2 773

*Loan origination fees previously included in loan fee income was restated and included in interest income of the Income statement.

*Summarised
consolidated
statement of other
comprehensive
income*

Year ended 28 February 2017

	Audited February 2017 R'm	Audited February 2016 R'm
Profit for the period	3 806	3 228
Cash flow hedge recognised during the year	(212)	189
Cash flow hedge reclassified to profit and loss for the year	108	(111)
Total movement in cash flow hedge before tax	(104)	78
Income tax relating to cash flow hedge	28	(21)
Other comprehensive income for the period net of tax	(76)	57
Total comprehensive income for the period	3 730	3 285

Reconciliation of attributable earnings to headline earnings

Year ended 28 February 2017

	Audited February 2017 R'm	Audited February 2016 R'm
Net profit attributable to equity holders	3 806	3 228
Preference dividend	(16)	(16)
Discount on repurchase of preference shares	(1)	1
Net profit after tax attributable to ordinary shareholders	3 789	3 213
Non-headline items:		
Loss/(profit) on disposal of property and equipment	4	(11)
Income tax charge - property and equipment	(1)	3
Loss on scrapping of intangible assets	1	23
Income tax charge - intangible assets	-	(6)
Headline earnings	3 793	3 222

Summarised consolidated statement of cash flows

Year ended 28 February 2017

	Audited February 2017 R'm	Audited February Restated 2016 R'm
Cash flow from operating activities		
Cash flow from operations	10 890	8 985*
Income taxes paid	(1 388)	(1 298)
	9 502	7 687
Cash flow from investing activities		
Purchase of property and equipment	(783)	(580)
Proceeds from disposal of property and equipment	9	23
Purchase of intangible assets	(217)	(124)
Investment in term deposit investments	(7 011)	(8 182)
Redemption of term deposit investments	7 599	6 773
Acquisition of held-to-maturity investments	(7 620)	(4 182)
Redemption of held-to-maturity investments	5 928	547
Acquisition of available-for-sale financial assets	(100)	-
Acquisition of investments at fair value through profit or loss and money market unit trusts	6	(89)
Disposal of investments at fair value through profit or loss and money market unit trusts	-	2 747
	(2 189)	(3 067)
Cash flow from financing activities		
Dividends paid	(1 323)	(1 132)
Preference shares repurchase	(24)	(32)
Issue of institutional bonds and other funding	774	1 006*
Redemption of institutional bond and other funding	(2 208)	(1 546)*
Realised loss on settlement of employee share options less participants' contributions	(14)	(68)
	(2 795)	(1 772)
Net increase in cash and cash equivalents	4 518	2 848
Cash and cash equivalents at the beginning of the year	14 152	11 304
Cash and cash equivalents at the end of the year	18 670	14 152

*Wholesale funding (subordinated debt and listed bonds) previously included as cash from operations was restated and included as part of financing activities of the cash flow statement.

*Summarised
consolidated
statement of
changes in equity*

Year ended 28 February 2017

	Audited February 2017 R'm	Audited February 2016 R'm
Equity at the beginning of the period	13 659	11 564
Total comprehensive income for the period	3 731	3 285
Ordinary dividend	(1 307)	(1 116)
Preference dividend	(16)	(16)
Employee share option scheme:		
Value of employee services	42	23
Shares acquired for employee share options at cost	(27)	(101)
Proceeds on settlement of employee share options	13	33
Tax effect on share options	47	19
Preference shares repurchased	(24)	(32)
Equity at the end of the period	16 118	13 659

Commitments

Year ended 28 February 2017

	Audited February 2017 R'm	Audited February 2016 R'm
Capital commitments – approved by the board		
Contracted for:		
Property and equipment	196	347
Intangible assets	36	24
Not contracted for:		
Property and equipment	924	702
Intangible assets	393	467
Property and other operating lease commitments		
Future aggregate minimum lease payments		
Within one year	422	354
From one to five years	1 244	1 072
After five years	298	279
Total future cash flows	1 964	1 705
Straight-lining accrued	(114)	(89)
Future expenses	1 850	1 616

Segment analysis

Capitec reports a single segment – retail banking, operating only within the South African economic environment. The business is widely distributed with no reliance on any major customers. The business sells a single retail banking product 'Global One' that enables clients to transact, save and borrow.

Fair values

In terms of IFRS 13 'Fair value measurement', the fair value of loans and advances was R43.2 billion (February 2016: R38.2 billion), deposits and bonds was R55.9 billion (February 2016: R48.1 billion), derivative assets was R58.1 million (February 2016: R225.4 million asset), available-for-sale investment was R100 million (February 2016: nil) and derivative liabilities was R45.6 million (February 2016: nil). The fair value of loans and advances and available-for-sale investment was calculated on a level 3 basis and deposits and bonds and derivative assets and liabilities were calculated on a level 2 basis. The fair value of all other financial instruments equates their carrying amount.

Notes

Year ended 28 February 2017

The summarised consolidated financial statements are prepared in accordance with the requirements of the JSE Limited (JSE) for summarised financial statements, and the requirements of the Companies Act applicable to summarised financial statements. The JSE requires summarised financial statements to be prepared in accordance with the framework concepts and the measurement and recognition requirements of International Financial Reporting Standards (IFRS) and the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee and Financial Pronouncements as issued by the Financial Reporting Standards Council and to also, as a minimum, contain the information required by IAS 34 Interim Financial Reporting. The accounting policies applied in the preparation of the consolidated financial statements from which the summarised consolidated financial statements were derived are in terms of International Financial Reporting Standards and are consistent with those accounting policies applied in the preparation of the previous consolidated annual financial statements. All other standards, interpretations and amendments to published standards applied for the first time during the current financial period did not have any significant impact on the financial statements.

As part of the review of the group's basis of preparation policy to consistently comply with IFRS and interpretations issued by the IFRS Interpretation Committee (IFRIC), we have reclassified loan origination fees to be included in interest income and not form part of loan fee income as previously presented.

The portion of loan origination fees that relate to the creation of a financial asset are amortised over the term of the loan on an effective interest rate basis, with the unamortised portion of the fees recorded as deferred loan fee income contained within net loans and advances to clients.

The impact of this reclassification for 2016 is presented as follows:

	<i>Restated</i> 2016 R'm	Reported previously R'm	Impact R'm
Total interest income	13 413	12 475	938
Total loan fee income	607	1 545	(938)
Total lending and investment income	14 020	14 020	–

As part of the JSE proactive monitoring of financial statements, issuers were advised that classification of an item within the statement of cash flows, i.e. whether it relates to operating, financing, or investing activities, is equally important to users as the final net cash position.

Notes (continued)

Year ended 28 February 2017

For this purpose, during the past year we have split the funding of our deposits and wholesale funding to reclassify the movement of bonds (subordinated debt and listed bonds) under financing activities and not under operating activities as previously disclosed.

The impact of this reclassification is presented as follows:

	<i>Restated</i> 2016 R'm	Reported previously R'm	Impact R'm
Cash flow from operations	8 985	8 445	540
Cash flow from financing activities	(1 772)	(1 232)	(540)
Net increase in cash and cash equivalents	7 213	7 213	–

Refer to the director's report for disclosure on the Post-balance sheet event.

The preparation of the summarised audited consolidated financial statements was supervised by the chief financial officer, André du Plessis, CA(SA).

These summarised consolidated financial statements for the year ended 28 February 2017 have been audited by PricewaterhouseCoopers Inc., who expressed an unmodified opinion thereon. The auditor also expressed an unmodified opinion on the annual financial statements from which these summarised consolidated financial statements were derived.

A copy of the auditor's report on the summarised consolidated financial statements and of the auditor's report on the annual consolidated financial statements are available for inspection at the company's registered office, together with the financial statements identified in the respective auditor's reports.

The auditor's report does not necessarily report on all of the information contained in this announcement/financial results. Shareholders are therefore advised that in order to obtain a full understanding of the nature of the auditor's engagement they should obtain a copy of the auditor's report together with the accompanying financial information from the company's registered office. The directors take full responsibility for the preparation of the report and that the financial information has been correctly extracted from the underlying annual financial statements.

Audit committee report

Capitec Bank Holdings Limited and its subsidiaries (the 'group')

Capitec Bank Holdings Limited and its subsidiaries (the 'group')

The Capitec Bank Holdings group audit committee ('the committee') is an independent statutory committee appointed by the board of directors in terms of section 64 of the Banks Act (Act 94 of 1990) and section 94 of the Companies Act (Act 71 of 2008) ('the Act') to the extent applicable.

The committee comprises of three independent non-executive directors. A Fourth non-executive member, Mr PJ Mouton resigned from the committee effective 21 February 2017. The committee met three times during the year with 100% attendance by members at the meetings.

The committee's responsibilities include statutory duties in terms of the Act, as well as responsibilities assigned to it by the group's board of directors. The committee's terms of reference are set out in a board-approved charter and are detailed in the corporate governance review.

The committee conducted its affairs in compliance with, and discharged its responsibilities in terms of, its charter for the year ended 28 February 2017.

The committee performed the following statutory duties during the period under review:

- Satisfied itself that the external auditor is independent of the company, as set out in section 94(8) of the Act.
- Ensured that the appointment of the auditor complied with the Act, and any other legislation relating to the appointment of auditors.
- In consultation with executive management, agreed to the engagement letter, terms, audit plan and budgeted fees for the 2017 financial year.
- Approved the nature and extent of non-audit services that the external auditor may provide.
- Nominated for election at the annual general meeting, PricewaterhouseCoopers Inc. as the external audit firm.
- Satisfied itself, based on the information and explanations supplied by management and obtained through discussions with the independent external auditor and internal auditors, that the system of internal financial controls is effective and forms a basis for the preparation of reliable financial statements.
- Reviewed the accounting policies and the group financial statements for the year ended 28 February 2017 and, based on the information provided to the committee, considers that the group complies, in all material respects, with the requirements of the Act, the JSE Listings Requirements, the King III Code and IFRS.

Audit committee report (continued)

*Capitec Bank Holdings
Limited and its subsidiaries
(the 'group')*

- Undertaken the prescribed functions in terms of section 94(7) of the Act, on behalf of the subsidiary companies of the group.

The committee performed the following duties assigned by the board during the period under review:

- Considered the sustainability information as disclosed in the integrated report and satisfied itself that the information is reliable and consistent with the financial results. The committee, at its meeting held on 27 March 2017, recommended the integrated report for approval by the board of directors.
- Ensured that the company's internal audit function is independent and had the necessary resources and authority to enable it to discharge its duties. The committee approved the internal audit charter and the annual audit plan.
- The committee met with the external auditors and with the head of the internal audit function without management being present.
- The committee satisfied itself in terms of the JSE Listing Requirements 3.84(h) that the Group Financial director has appropriate expertise and experience.



Jean Pierre Verster

Chairman

27 March 2017

Directors' report

Year ended 28 February 2017

The directors present their annual report to shareholders for the year ended 28 February 2017.

Nature of the business

Capitec Bank Holdings Limited ('Capitec' or 'the company') was incorporated in South Africa on 23 November 1999 and registered as a bank controlling company, as envisaged by the Banks Act 1990, on 29 June 2001. Capitec was listed in the Banks sector of the JSE Limited on 18 February 2002.

The company holds 100% of its principal subsidiary, Capitec Bank Limited ('Capitec Bank'). Capitec Bank is a leading South African retail bank which focuses on essential banking services and provides innovative savings, transacting and unsecured lending products to individuals.

Review of operations

The operating results and the state of affairs of the company and the group are fully disclosed in the annual financial statements and commentary is provided in the chief financial officer's report, which is included in the integrated report.

Share capital

No ordinary shares were issued during the year ended 28 February 2017 bringing the number of shares in issue to 115 626 991 (February 2016: 115 626 991).

No ordinary shares were repurchased during the year and 253 660 (February 2016: 368 707) preference shares were repurchased.

Dividends to shareholders

The company declared the following dividends for the year under review and the previous year:

	2017	2016
Ordinary dividend (cents per share)		
Interim	450	375
Final	800	680
Preference dividend (cents per share)		
Interim	440.11	390.79
Final	433.89	404.21

The final ordinary dividend for 2017 was approved by the directors on 27 March 2017. In terms of the requirements of IFRS no accrual was made for this dividend.

Subsidiaries and associates

Information relating to the company's financial interest in its subsidiaries is presented in the notes to the annual financial statements.

Directors' report (continued)

Year ended 28 February 2017

Directors and company secretary

Information relating to the directors and company secretary are included in section 6 and on page 55 of the integrated annual report.

During the year ended 28 February 2017, the following changes were effected to the board of directors: R Stassen replaced MS du Pré le Roux as chairman of the board on 27 May 2016.

The directors' interest in share capital and contracts, and directors' remuneration are disclosed in the notes to the annual financial statements.

Post-balance sheet

On 24 March 2017, we announced our investment in Cream Finance Holding Limited ('Creamfinance'). Creamfinance is a leading online technology-driven consumer loans company, offering multiple credit products across international markets. We will acquire an interest of 40% for €21 million in three tranches at nine-month intervals, subject to specific agreed performance measures being met.

Independent auditor's report on summarised consolidated financial statements

Year ended 28 February 2017

To the Shareholders of Capitec Bank Holdings Limited

Opinion

The summarised consolidated financial statements of Capitec Bank Holdings Limited, set out on pages 11 to 20 of the summarised financial statements for the year ended 28 February 2017, which comprise the summarised consolidated statement of financial position as at 28 February 2017, the summarised consolidated income statement, the summarised consolidated statements of comprehensive income, changes in equity and cash flows for the year then ended, and related notes, are derived from the audited consolidated financial statements of Capitec Bank Holdings Limited for the year ended 28 February 2017.

In our opinion, the accompanying summarised consolidated financial statements are consistent, in all material respects, with the audited consolidated financial statements, in accordance with the JSE Limited's ('JSE') requirements for summarised financial statements, as set out in notes to the summarised consolidated financial statements, and the requirements of the Companies Act of South Africa as applicable to summarised financial statements.

Summarised consolidated financial statements

The summarised consolidated financial statements do not contain all the disclosures required by International Financial Reporting Standards and the requirements of the Companies Act of South Africa as applicable to annual financial statements. Reading the summarised consolidated financial statements and the auditor's report thereon, therefore, is not a substitute for reading the audited consolidated financial statements and the auditor's report thereon.

The audited consolidated financial statements and our report thereon

We expressed an unmodified audit opinion on the audited consolidated financial statements in our report dated 27 March 2017. That report also includes communication of key audit matters. Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period.

Directors' responsibility for the summarised consolidated financial statements

The directors are responsible for the preparation of the summarised consolidated financial statements in accordance with the requirements of the JSE's requirements for summarised financial statements, set out in notes to the summarised consolidated financial statements, and the requirements of the Companies Act of South Africa as applicable to summarised financial statements.

Auditor's responsibility

Our responsibility is to express an opinion on whether the summarised consolidated financial statements are consistent, in all material respects, with the audited consolidated financial statements based on our procedures, which were conducted in accordance with International Standard on Auditing ('ISA') 810 (Revised), *Engagements to Report on Summarised Financial Statements*.

PricewaterhouseCoopers Inc.

PricewaterhouseCoopers Inc.

Director: Chantel van den Heever

Registered Auditor

Cape Town

27 March 2017

Administration and addresses

Capitec Bank Holdings Limited

Company secretary and registered office

Yolande Mouton, M.Sc
1 Quantum Street, Techno Park, Stellenbosch, 7600
PO Box 12451, Die Boord, Stellenbosch, 7613

Transfer secretaries

Computershare Investor Services Proprietary Limited
(Registration number: 2004/003647/07)
Rosebank Towers, First Floor, 15 Biermann Avenue, Rosebank, 2196
PO Box 61051, Marshalltown, 2107

Sponsor

PSG Capital Proprietary Limited (Registration number: 2006/015817/07)

Directors

R Stassen (Chairman), GM Fourie (CEO)*, AP du Plessis (CFO)*,
NS Mashiya (Exec: Risk Management)*, JD McKenzie*, MS du Ple Roux,
Ms NS Mjoli-Mncube*, PJ Mouton, CA Otto*, JP Verster*.

**Executive*

#Independent

Website

www.capitecbank.co.za

Enquiries

The full integrated report can be requested from the company secretary at the registered offices or at enquiries@capitecbank.co.za

Shareholders' calendar

Annual General Meeting: 26 May 2017