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**APPLICABLE PRICING SUPPLEMENT DATED 25 MAY 2015**


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**The Standard Bank of South Africa Limited**  
*(Incorporated with limited liability under Registration Number 1962/000738/06  
in the Republic of South Africa)*

**Issue of ZAR1 000 000 000 Subordinated Unsecured Fixed Rate Tier 2 Notes due 28 May 2027**

**Under its ZAR90 000 000 000 Domestic Medium Term Note Programme**

This document constitutes the Applicable Pricing Supplement relating to the issue of Notes described herein. Terms used herein shall be deemed to be defined as such for the purposes of the terms and conditions (the **Terms and Conditions**) set forth in the Programme Memorandum dated 25 November 2014 (the **Programme Memorandum**), as updated and amended from time to time. This Pricing Supplement must be read in conjunction with such Programme Memorandum. To the extent that there is any conflict or inconsistency between the contents of this Pricing Supplement and the Programme Memorandum, the provisions of this Pricing Supplement shall prevail.

**DESCRIPTION OF THE NOTES**

1. Issuer	The Standard Bank of South Africa Limited
2. Status of the Notes	Subordinated Unsecured
3. (a) Series Number	1
(b) Tranche Number	1
4. Aggregate Nominal Amount	ZAR1 000 000 000
5. Redemption/Payment Basis	N/A
6. Type of Notes	Fixed Rate Tier 2 Notes
7. Interest Payment Basis	Fixed Rate
8. Form of Notes	Registered Notes
9. Automatic/Optional Conversion from one Interest/ Payment Basis to another	N/A
10. Issue Date/Settlement Date	28 May 2015
11. Business Centre	Johannesburg
12. Additional Business Centre	N/A
13. Specified Denomination	ZAR1,000,000
14. Calculation Amount	N/A
15. Issue Price	100%
16. Interest Commencement Date	28 May 2015
17. Maturity Date	28 May 2027, unless redeemed at the Optional Redemption Date
18. Maturity Period	Notes may be issued with any maturity date subject, in relation to Tier 2 Notes, to such minimum maturities as may be required from time to time by the applicable Capital Rules and, in relation to specific currencies, to compliance with all applicable legal and/or regulatory and/or central bank requirements.

	Subject to the applicable Capital Rules, Tier 2 Notes will have a minimum Maturity Period of five years and one day
19. Specified Currency	ZAR
20. Applicable Business Day Convention	Following Business Day
21. Calculation Agent	The Standard Bank of South Africa Limited
22. Paying Agent	The Standard Bank of South Africa Limited
23. Transfer Agent	The Standard Bank of South Africa Limited
24. Specified office of the Calculation Agent, Paying Agent and Transfer Agent	30 Baker Street, Rosebank, 2196
25. Final Redemption Amount	Aggregate Nominal Amount
<b>PARTLY PAID NOTES</b>	N/A
26. Amount of each payment comprising the Issue Price	N/A
27. Date upon which each payment is to be made by Noteholder	N/A
28. Consequences (if any) of failure to make any such payment by Noteholder	N/A
29. Interest Rate to accrue on the first and subsequent instalments after the due date for payment of such instalments	N/A
<b>INSTALMENT NOTES</b>	N/A
30. Instalment Dates	N/A
31. Instalment Amounts (expressed as a percentage of the aggregate Nominal Amount of the Notes)	N/A
<b>FIXED RATE NOTES</b>	Applicable
32. (a) Fixed Interest Rate(s)	11.56% per annum payable semi-annually in arrear
(b) Interest Payment Date(s)	28 May and 28 November in each year up to and including the Maturity Date
(c) Fixed Coupon Amount[(s)]	N/A
(d) Initial Broken Amount	N/A
(e) Final Broken Amount	N/A
(f) Any other terms relating to the particular method of calculating interest	N/A
<b>FLOATING RATE NOTES</b>	N/A
33. (a) Interest Payment Date(s)	N/A
(b) Interest Period(s)	N/A
(c) Definitions of Business Day (if different from that set out in Condition 1 (Interpretation))	N/A
(d) Interest Rate(s)	N/A
(e) Minimum Interest Rate	N/A
(f) Maximum Interest Rate	N/A

(g) Other terms relating to the method of calculating interest (e.g. Day Count Fraction, rounding up provision, if different from Condition 7.2 (Interest on Floating Rate Notes and Indexed Notes))	N/A
34. Manner in which the Interest Rate is to be determined	N/A
35. Margin	N/A
36. If ISDA Determination:	
(a) Floating Rate	N/A
(b) Floating Rate Option	N/A
(c) Designated Maturity	N/A
(d) Reset Date(s)	N/A
37. If Screen Rate Determination:	
(a) Reference Rate (including relevant period by reference to which the Interest Rate is to be calculated)	N/A
(b) Interest Determination Date(s)	N/A
(c) Relevant Screen Page	N/A
(d) Relevant Time	N/A
38. If Interest Rate to be calculated otherwise than by reference to 36 or 37 above	
(a) Margin	N/A
(b) Minimum Interest Rate	N/A
(c) Maximum Interest Rate	N/A
(d) Business Day Convention	N/A
(e) Day Count Fraction	N/A
(f) Default Rate	N/A
(g) Fall back provisions, rounding provisions and any other terms relating to the method of calculating interest for Floating Rate Notes	N/A
39. If different from Calculation Agent, agent responsible for calculating amount of principal and interest	N/A
<b>MIXED RATE NOTES</b>	N/A
40. Period(s) during which the interest rate for the Mixed Rate Notes will be (as applicable) for:	
(a) Fixed Rate Notes	N/A

(b) Floating Rate Notes	N/A
(c) Indexed Notes	N/A
(d) Other	N/A
<b>ZERO COUPON NOTES</b>	N/A
41. (a) Implied Yield	N/A
(b) Reference Price	N/A
(c) Any other formula or basis for determining amount(s) payable	N/A
<b>INDEXED NOTES</b>	N/A
42. (a) Type of Indexed Notes	N/A
(b) Index/ Formula by reference to which Interest Amount/ Final Redemption Amount is to be determined	N/A
(c) Manner in which the Interest Amount/ Final Redemption Amount is to be determined	N/A
(e) Interest Payment Date(s)	N/A
(f) If different from the Calculation Agent, agent responsible for calculating amount of principal and interest	N/A
(g) Provisions where calculation by reference to index and/or formula is impossible or impracticable	N/A
(h) Minimum Interest Rate	N/A
(i) Maximum Interest Rate	N/A
(j) Other terms relating to the calculation of the Interest Rate	N/A
<b>EXCHANGEABLE NOTES</b>	
43. Mandatory Exchange applicable?	N/A
44. Noteholders' Exchange Right applicable?	N/A
45. Exchange Securities	N/A
46. Manner of determining Exchange Price	N/A
47. Exchange Period	N/A
48. Other	N/A
<b>OTHER NOTES</b>	N/A
49. If the Notes are not Partly Paid Notes, Instalment Notes, Fixed Rate Notes, Floating Rate Notes, Mixed Rate Notes, Zero Coupon Notes, Indexed Notes or Exchangeable Notes or if the Notes are a combination of any of the foregoing, set out the relevant description and any additional terms and conditions relating to such Notes.	N/A

**PROVISIONS REGARDING REDEMPTION/MATURITY**

50.	Redemption at the Option of the Issuer (Call Option):	Yes
	If applicable:	
	(a) Optional Redemption Date(s) (Call)	28 May 2022 or any Interest Payment Date thereafter
	(b) Optional Redemption Amount(s) (Call) and method, if any, of calculation of such amount(s)	100% of Aggregate Nominal Amount
	(c) Minimum period of notice (if different from Condition 9.4 ( <i>Early Redemption at the option of the Issuer (Call Option)</i> ))	N/A
	(d) If redeemable in part:	N/A
	Minimum Redemption Amount(s)	N/A
	Higher Redemption Amount(s)	N/A
	(e) Other terms applicable on Redemption	N/A
51.	Redemption at the option of the Noteholders of Senior Notes (Put Option):	No
	If applicable:	
	(a) Optional Redemption Date(s) (Put)	N/A
	(b) Optional Redemption Amount(s) (Put) and method, if any, of calculation of such amount(s)	N/A
	(c) Minimum period of notice (if different to Condition 9.5 ( <i>Early Redemption at the option of Noteholders of Senior Notes (Put Option)</i> ))	N/A
	(d) If redeemable in part:	
	Minimum Redemption Amount(s)	N/A
	Higher Redemption Amount(s)	N/A
	(e) Other terms applicable on Redemption	N/A
	(f) Attach pro forma Put Notice(s)	N/A
52.	Early Redemption Amount(s) payable on redemption pursuant to the provisions of Conditions 9.2 (Redemption following the occurrence of a Tax Event and/or Change in Law), 9.3 (Early Redemption following the occurrence of a Capital Disqualification Event) or Condition 13 (Events of Default) and/or the method of calculating same (if required or if different from that set out in Condition 9.8 (Early Redemption Amounts))	100% of Aggregate Nominal Amount

**GENERAL**

53. Other terms or special conditions	Notes qualify as Tier 2 Capital under the Banks Act
54. Board approval for issuance of Notes obtained	Yes
55. Additional selling restrictions	N/A
56. (a) International Securities Numbering (ISIN)	ZAG000126434
(b) Stock Code	SBK23
57. (a) Financial Exchange	JSE Limited
(b) Relevant sub-market of the Financial Exchange	Interest Rates Market
58. If syndicated, names of managers	N/A
59. Receipts attached? If yes, number of Receipts attached	No
60. Coupons attached? If yes, number of Coupons attached	No
61. Applicable Rating Agency	Fitch Southern Africa Proprietary Limited  Moody's Investors Service
62. Credit Rating assigned to the Issuer	Fitch: Issuer Local: Short term F1+(zaf) Long term AA(zaf) Issuer International: BBB  Moody's: Issuer Local: Long term Bank Deposit A1.za Issuer International: Baa2
63. Date of issue of Credit Rating and date of next review	Fitch ratings obtained on 17 July 2014. Next review expected in first half of 2015  Moody's ratings obtained on 10 November 2014
64. Stripping of Receipts and/or Coupons prohibited as provided in Condition 15.4 (Prohibition of Stripping)?	N/A
65. Governing law (if the laws of South Africa are not applicable)	N/A
66. Other Banking Jurisdiction	N/A
67. Last Day to Register, which shall mean that the "books closed period" (during which the Register will be closed) will be from each Last Day to Register to the applicable Payment Day until the date of redemption	17h00 on 18 May and 18 November of each year
68. Books Closed Period	From each 19 May and 19 November to the applicable Interest Payment Date
69. Stabilisation Manager (if any)	N/A
70. Method of distribution	Dutch Auction
71. Authorised amount of the Programme	ZAR90 000 000 000
72. Total Notes in issue (excluding Notes	ZAR75 626 326 541

described in this Applicable Pricing Supplement)	
73. Right of cancellation	<p>The Notes will be delivered to investors on the Issue Date through the settlement system of the Central Depository provided that:</p> <ul style="list-style-type: none"> <li>(i) no event occurs prior to the settlement process being finalised on the Issue Date which the Dealers (in their sole discretion) consider to be a force majeure event; or</li> <li>(ii) no event occurs which the Dealers (in their sole discretion) consider may prejudice the issue, the Issuer, the Notes or the Dealers,</li> </ul> <p>(each a Withdrawal Event).</p> <p>If the Dealers decide to terminate this transaction due to the occurrence of a Withdrawal Event, this transaction shall terminate and no party hereto shall have any claim against any other party as a result of such termination. In such event, the Notes, if listed, will immediately be de-listed.</p>
74. Material Change	<p>Save as disclosed in the Programme Memorandum as read together with this Applicable Pricing Supplement, there has been no material change in the Issuer's financial position since the date of the Issuer's last audited financial statements.</p>
75. Responsibility statement	<p>The Issuer certifies that to the best of its knowledge and belief, there are no facts that have been omitted which would make any statement in the Programme Memorandum, as read together with this Applicable Pricing Supplement, false or misleading and that all reasonable enquiries to ascertain such facts have been made, as well as that the Programme Memorandum as read together with this Applicable Pricing Supplement contains all information required by Applicable Laws and the JSE Listings Requirements. The Issuer accepts full responsibility for the accuracy of the information contained in the Programme Memorandum as read together with this Applicable Pricing Supplement, except as otherwise stated therein or herein.</p> <p>The Issuer confirms that the JSE takes no responsibility for the contents of the information contained in the Programme Memorandum as read together with this Applicable Pricing Supplement, makes no representation as to the accuracy or completeness of any of the foregoing documents and expressly disclaims any liability for any loss arising from or in reliance upon the whole or any part of the information contained in the Programme Memorandum as read together with this Applicable Pricing Supplement.</p> <p>The Issuer further confirms that the Authorised amount of the Programme of ZAR90 000 000 000 has not been exceeded.</p>
76. Statutory Loss Absorption Regime and Disapplication of contractual Non-Viability Loss Absorption in accordance with Condition 5.5. This applies to Tier 2 Notes only.	<p>Yes</p> <p>If Yes:</p> <p>The Issuer may effect, without the consent of Noteholders, modifications to the Terms and Conditions to comply with the Statutory Loss Absorption Regime.</p>
77. Other provisions	N/A

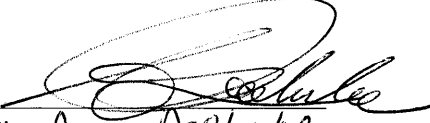
Application is hereby made to list this issue of Notes on 28 May 2015. The Programme was registered with the JSE on 25 November 2014.

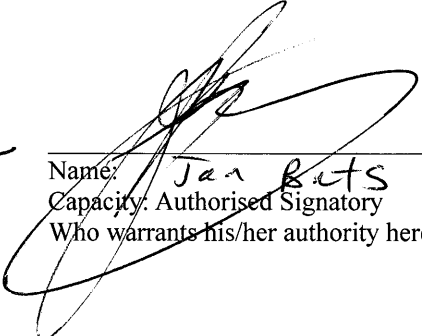
SIGNED at Rosebank on this 25<sup>th</sup> day of May 2015

For and on behalf of

**THE STANDARD BANK OF SOUTH AFRICA LIMITED**

**Issuer**

  
Name: Arno Daehnke  
Capacity: Authorised Signatory  
Who warrants his/her authority hereto

  
Name: Jan Rits  
Capacity: Authorised Signatory  
Who warrants his/her authority hereto