



The Standard Bank of South Africa Limited

(Incorporated with limited liability in South Africa under registration number 1962/000738/06)

**Issue of ZAR1,780,000,000 Subordinated Unsecured Secondary Capital Notes due 1 December 2022
Under its ZAR60 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 1 December 2010 (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	ZAR1,780,000,000
5. Redemption/Payment Basis	N/A
6. Type of Notes	Fixed Rate and Indexed Capital Notes
7. Interest Payment Basis	Fixed Rate and Indexed Linked
8. Form of Notes	Registered Notes
9. Automatic/Optional Conversion from one Interest/ Payment Basis to another	Automatic conversion from Fixed Interest Rate to Indexed Linked on 1 December 2017 if not called on 1 December 2017
10. Issue Date/Settlement Date	1 December 2011
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	1 December 2011
17. Maturity Date	1 December 2022, unless redeemed at the Optional Redemption Date
18. Maturity Period	N/A
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

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| 23. Transfer Agent | The Standard Bank of South Africa Limited |
| 24. Specified office of the Calculation Agent, Paying Agent and Transfer Agent | 4 th Floor, 3 Simmonds Street, Johannesburg, 2001 |
| 25. Final Redemption Amount (if not called) | Aggregate Nominal Amount *(Reference CPI on Maturity Date/Base CPI) |

PARTLY PAID NOTES

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| 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 |

INSTALMENT NOTES

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| 30. Instalment Dates | N/A |
| 31. Instalment Amounts (expressed as a percentage of the aggregate Nominal Amount of the Notes) | N/A |

FIXED RATE NOTES

(For the period between the Issue Date and the Optional Redemption Date)

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| 32. (a) Fixed Interest Rate(s) | 9.66 per cent |
| (b) Interest Payment Date(s) | Semi-annually on each 1 December and 1 June each year commencing on 1 June 2012 to the Optional Redemption Date |
| (c) Initial Broken Amount | N/A |
| (d) Final Broken Amount | N/A |
| (e) Any other terms relating to the particular method of calculating interest | N/A |

FLOATING RATE NOTES

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|---|-----|
| 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 (<i>Interpretation</i>)) | 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 (<i>Interest on Floating Rate Notes and Indexed Notes</i>)) | N/A |

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| 34. | Manner in which the Interest Rate is to be determined | N/A |
| 35. | Margin | N/A |
| 36. | If ISDA Determination: | N/A |
| | (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 |

MIXED RATE NOTES

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| 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 |

ZERO COUPON NOTES	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

INDEXED NOTES

(For the period between the Optional Redemption Date and the Maturity Date)

42. (a) Type of Indexed Notes	Indexed Interest and Indexed Redemption Amount Notes
(b) Index/ Formula by reference to which Interest Amount/ Final Redemption Amount is to be determined	CPI Index as per 74(b) below
(c) Coupon (From and including the Optional Redemption Date to the Maturity Date)	2.69%
(d) Manner in which the Interest Amount is to be determined	$(\text{Aggregate Nominal Amount} * \text{Coupon}) * (\text{Reference CPI} / \text{Base CPI}) / 2$
(e) Manner in which the Final Redemption Amount is to be determined	$\text{Aggregate Nominal Amount} * (\text{Reference CPI on Maturity Date} / \text{Base CPI})$
(f) Interest Payment Date(s)	Semi-annually on each 1 June and each 1 December commencing on 1 June 2018 until the Maturity Date
(g) If different from the Calculation Agent, agent responsible for calculating amount of principal and interest	N/A
(h) Provisions where calculation by reference to index and/or formula is impossible or impracticable	If prior to the Maturity Date, the CPI Index is discontinued, then the Calculation Agent will, after consultation with Statistics South Africa or any successor entity, substitute an appropriate alternative index in its discretion which shall be deemed to be the CPI Index for the purposes of this transaction As soon as practicable after effecting any substitution of an alternative index as provided for in this section, notice of such substitution and the effective date thereof, shall be communicated in writing to the JSE Limited by the Issuer
(i) Minimum Interest Rate	N/A
(j) Maximum Interest Rate	N/A
(k) Other terms relating to the calculation of the Interest Rate	N/A

EXCHANGEABLE NOTES

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

OTHER NOTES

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. Prior consent of Registrar of Banks required for any redemption prior to the Maturity Date? Yes
51. Redemption at the Option of the Issuer (Call Option): Yes
- If applicable:
- (a) Optional Redemption Date(s) (Call) 1 December 2017 or any Interest Payment Date thereafter
- (b) Optional Redemption Amount(s) (Call) and method, if any, of calculation of such amount(s) (i) 100% of Aggregate Nominal Amount if redeemed on the 1 December 2017; or (ii) as per par 42(e) if redeemed on any Interest Payment Date between 1 December 2017 and the Maturity Date
- (c) Minimum period of notice (if different from Condition 9.3 (*Early Redemption at the option of the Issuer (Call Option)*)) 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
52. 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 (*Early Redemption at the option of Noteholders of Senior Notes (Put Option)*)) 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 <i>pro forma</i> Put Notice(s)	N/A
53. Early Redemption Amount(s) payable on redemption for taxation reasons or on Event of Default and/or the method of calculating same (if required or if different from that set out in Condition 9.7 (<i>Early Redemption Amounts</i>))	For the period from the Issue Date to (but excluding) the Optional Redemption Date, 100% of the Aggregate Nominal Amount For the period from the Optional Redemption Date to (but excluding) the Maturity Date, the amount calculated as per 42(e) above

GENERAL

54. Other terms or special conditions	Notes qualify as secondary capital under the Banks Act, 1990
55. Board approval for issuance of Notes obtained	Yes
56. Additional selling restrictions	N/A
57. (a) International Securities Numbering (ISIN)	ZAG000091018
(b) Stock Code	SBK14
58. (a) Financial Exchange	JSE Limited
(b) Relevant sub-market of the Financial Exchange	Interest Rates Market
59. If syndicated, names of managers	N/A
60. Receipts attached? If yes, number of Receipts attached	No
61. Coupons attached? If yes, number of Coupons attached	No
62. Credit Rating assigned to the Issuer/Notes/Programme (if any)	Issuer Local: Short term F1+(ZAF) Long term AA(zaf) Issuer International: BBB+
63. Date of Issue of Credit Rating and Date of Next Review	Rating obtained on 22 July 2011. Next review in approximately July/August 2012
64. Stripping of Receipts and/or Coupons prohibited as provided in Condition 16.4 (<i>Prohibition of Stripping</i>)?	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 20 November and 21 May of each year commencing on 21 May 2012 to the Maturity Date The "books closed period" (during which the Register will be closed) will be from each 21 November and 22 May to the applicable Payment Day

68. Stabilisation Manager (if any)	N/A
69. Method of Distribution	Dutch Auction
70. Total Notes in Issue (excluding current issue)	ZAR43,045,757,607
71. Rights of Cancellation	<p>The Notes will be delivered to investors on the Issue Date/Settlement Date through the settlement system of Strate provided that:</p> <p>(i) no event occurs prior to the settlement process being finalised on the Issue Date/Settlement Date which the Dealers (in their sole discretion) consider to be a force majeure event; or</p> <p>(ii) no event occurs which the Dealers (in their sole discretion) consider may prejudice the issue, the Issuer, the Notes or the Dealers,</p> <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>
72. Material Adverse Change	Save as disclosed in the Programme Memorandum as read together with this Applicable Pricing Supplement, there has been no material adverse change in the Issuer’s financial position since the date of the Issuer’s last audited financial statements
73. Responsibility Statements	<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 law and the JSE Debt 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>
74. Other provisions	
(a)	Amendment to the Terms and Conditions

The Terms and Conditions set out in the Programme Memorandum are hereby amended in respect of this issue of Notes as follows:

By the deletion of paragraph (a) in the definition of "Relevant Debt" set out on page 38 of the Programme Memorandum which states as follows: "(a) any indebtedness incurred in the ordinary course of business of the Issuer;"

Accordingly, the definition of Relevant Debt will now be as follows:

"Relevant Debt" any present or future indebtedness of the Issuer in the form of, or represented by any bond, note or debenture issued by the Issuer and listed on a financial or stock exchange but excluding:

- (a) pursuant to any securitisation scheme or like arrangement; or
- (b) any option or warrant in respect of any share or index; or
- (c) any written acknowledgement of indebtedness issued by the Issuer to the SARB."

No other changes are made to the Terms and Conditions

(b)

Additional Applicable Definitions and Provisions

Base CPI:

means 119.4, being the CPI Index value for the Issue Date

CPI Index:

means the weighted average of the consumer price index as published by Statistics South Africa, which is referred to as "Headline CPI – All urban areas (primary and secondary)" in Statistical release P0141, or such substituted index as may be determined by the Calculation Agent

Reference CPI:

means the CPI Index for the fourth calendar month preceding the calendar month in which the applicable Interest Payment Date occurs, where the applicable Interest Payment Date is the first day of any calendar month. If the applicable Interest Payment Date occurs on a day other than the first day of a calendar month, then the Reference CPI shall be determined in accordance with the following formula:

$$Ref. CPI = Ref. CPI_t + [(t-1)/D] \times (Ref. CPI_{t-1} - Ref. CPI_t)$$

Where:

- (a) $Ref. CPI_t$ is the Reference CPI for the first day of the calendar month which shall be the CPI Index for the fourth calendar month preceding the calendar month in which the applicable Interest Payment Date occurs;
- (b) $Ref. CPI_{t-1}$ is the Reference CPI for the third calendar month preceding the calendar month in which the applicable Interest Payment Date occurs;

- (c) t is the calendar day corresponding to the applicable Interest Payment Date; and
- (d) D is the number of days in the calendar month in which the applicable Interest Payment Date occurs

Adjustment to CPI Index:

If the CPI Index is reset, then a new Reference CPI that is applicable for the Issue Date will (if the Calculation Agent deems it necessary) be calculated in such a way that the Final Redemption Amount is the same immediately before and after the reset

Failure/delay of Index to published:

If as a result of a one month delay in the publication of be the CPI Index, the Reference CPI is not available in order to make a determination in accordance with the formula above, then subject to the terms below, a substitute CPI Index value calculated as follows will be used:

$$CPI_m = CPI_{m-1} \times (CPI_{m-1} / CPI_{m-12})^{1/12}$$

Where:

- (a) CPI_m is the substitute CPI Index for the month that is required;
- (b) m = month

In the event of a delay of more than one month, CPI_m shall be determined in accordance with the following formula:

$$CPI_m = CPI_{m-n} \times (CPI_{m-n} / CPI_{m-n-12})^{n/12}$$

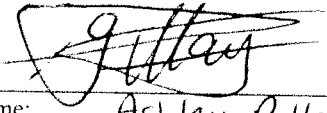
Where:

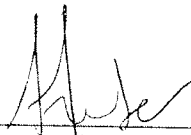
- (a) n is the number of months' delay

When the above formulae are used to calculate a substitute Reference CPI value, then such formulae shall be used for all subsequent calculations that rely on that month's index ratio, and shall not be replaced by the actual Reference CPI when the CPI Index is reported, except for use in the above formulae. Further, when the above formulae are used to calculate a substitute Reference CPI value, the last CPI Index that has been reported will be used to calculate Reference CPI values for the month(s) in which the CPI Index has not been reported timeously

Application is hereby made to list this issue of Notes on 1 December 2011.

THE STANDARD BANK OF SOUTH AFRICA LIMITED
Issuer


Name: Ashley Pillay
Designation: Authorised Signatory
Date: 29/11/2011


Name: Ann Hunter
Designation: Authorised Signatory
Date: 29/11/2011