



The Standard Bank of South Africa Limited
(Incorporated with limited liability in South Africa under registration number 1962/000738/06)

Issue of
CLN 344 ZAR 50,000,000 Anglo American SA Finance Limited Listed Notes due 20 December 2018
Under its ZAR60,000,000,000 Structured 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 February 2012 (the **Programme Memorandum**), as updated and amended from time to time. This Pricing Supplement must be read in conjunction with such Programme Memorandum. On 18 February 2013 the Programme Amount of the Structured Note Programme was increased to ZAR 60,000,000,000. 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	Senior
3.	(a) Series Number	217
	(b) Tranche Number	1
4.	Aggregate Nominal Amount	ZAR 50,000,000
5.	Redemption/Payment Basis	Credit Linked
6.	Interest Payment Basis	Floating Rate
7.	Form of Notes	Registered
8.	Automatic/Optional Conversion from one Interest Payment Basis to another	Not applicable
9.	Issue Date	09 October 2013
10.	Trade Date	02 October 2013
11.	Business Centre	Johannesburg
12.	Additional Business Centre	Not applicable
13.	Specified Denomination	ZAR 1,000,000

14.	Calculation Amount	ZAR 50,000,000
15.	Issue Price	100%
16.	Interest Commencement Date	Issue Date
17.	Interest Termination Date	The Scheduled Maturity Date as per 50(a), subject to Condition 1 (<i>Interpretation and General Definitions</i>)
18.	Maturity Date	The Scheduled Maturity Date as per 50(a), subject as provided in Credit Linked Condition 6 (<i>Repudiation/Moratorium Extension</i>), Credit Linked Condition 7 (<i>Grace Period Extension</i>) and Credit Linked Condition 8 (<i>Maturity Date Extension</i>).
19.	Specified Currency	ZAR
20.	Applicable Business Day Convention	Following
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	4th Floor, 3 Simmonds Street, Johannesburg, 2001
25.	Final Redemption Amount	Nominal Amount
26.	Unwind Costs	Standard Unwind Costs

PARTLY PAID NOTES

27.	Amount of each payment comprising the Issue Price	Not applicable
28.	Date upon which each payment is to be made by Noteholder	Not applicable
29.	Consequences (if any) of failure to make any such payment by Noteholder	Not applicable
30.	Interest Rate to accrue on the first and subsequent instalments after the due date for payment of such instalments	Not applicable

INSTALMENT NOTES

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|-----|---|----------------|
| 31. | Instalment Dates | Not applicable |
| 32. | Instalment Amounts (expressed as a percentage of the aggregate Nominal Amount of the Notes) | Not applicable |

FIXED RATE NOTES

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|-----|-----|---|----------------|
| 33. | (a) | Fixed Interest Rate(s) | Not applicable |
| | (b) | Interest Payment Date(s) | Not applicable |
| | (c) | Fixed Coupon Amount[(s)] | Not applicable |
| | (d) | Initial Broken Amount | Not applicable |
| | (e) | Final Broken Amount | Not applicable |
| | (f) | Any other terms relating to the particular method of calculating interest | Not applicable |

FLOATING RATE NOTES

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|-----|-----|---|---|
| 34. | (a) | Interest Payment Date(s) | Each 20 March, 20 June, 20 September and 20 December commencing on 20 December 2013 until the Maturity Date. |
| | (b) | Interest Period(s) | Each period from and including on Interest Payment Date to, but excluding the next Interest Payment Date provided that the first Interest Period shall commence on, and include the Interest Commencement Date and the last Interest Period shall conclude on, but exclude the Interest Termination Date. |
| | (c) | Definitions of Business Day (if different from that set out in Condition 1 (<i>Interpretation</i>)) | Not applicable |
| | (d) | Interest Rate(s) | Three month ZAR-JIBAR-SAFEX plus the Margin. |
| | (e) | Minimum Interest Rate | Not applicable |
| | (f) | Maximum Interest Rate | Not applicable |
| | (g) | Other terms relating to the | The applicable Day Count Fraction shall be |

	method of calculating interest (eg Day Count Fraction, rounding up provision, if different from Condition 6.2 (<i>Interest on Floating Rate Notes and Indexed Notes</i>))	Actual/365(Fixed)
35.	Manner in which the Interest Rate is to be determined	Screen Rate determination plus Margin
36.	Margin	1.50%
37.	If ISDA Determination:	
	(a) Floating Rate	Not applicable
	(b) Floating Rate Option	Not applicable
	(c) Designated Maturity	Not applicable
	(d) Reset Date(s)	Not applicable
38.	If Screen Rate Determination:	
	(a) Reference Rate (including relevant period by reference to which the Interest Rate is to be calculated)	Three month ZAR-JIBAR-SAFEX
	(b) Interest Determination Date(s)	Issue Date and each 20 December, 20 March, 20 June and 20 September thereafter until 20 September 2018.
	(c) Relevant Screen Page	Reuters SAFEX or any successor page
	(d) Relevant Time	11h00
39.	If Interest Rate to be calculated otherwise than by reference to 37 or 38 above	
	(a) Margin	Not applicable
	(b) Minimum Interest Rate	Not applicable
	(c) Maximum Interest Rate	Not applicable
	(d) Day Count Fraction	Not applicable
	(e) Fall back provisions, rounding provisions and any other terms	Not applicable

relating to the method of calculating interest for Floating Rate Notes

40. If different from Calculation Agent, agent responsible for calculating amount of principal and interest Not applicable

MIXED RATE NOTES

41. Period(s) during which the interest rate for the Mixed Rate Notes will be (as applicable) for:
- (a) Fixed Rate Notes Not applicable
 - (b) Floating Rate Notes Not applicable
 - (c) Indexed Notes Not applicable
 - (d) Other Not applicable

ZERO COUPON NOTES

42. (a) Implied Yield Not applicable
- (b) Reference Price Not applicable
- (c) Any other formula or basis for determining amount(s) payable Not applicable

INDEXED NOTES

43. (a) Type of Indexed Notes Not applicable
- (b) Index/ Formula by reference to which Interest Amount/ Final Redemption Amount is to be determined Not applicable
- (c) Manner in which the Interest Amount/ Final Redemption Amount is to be determined Not applicable
- (d) Initial Index Level Not applicable
- (e) Interest Payment Date(s) Not applicable
- (f) If different from the Calculation Agent, agent responsible for calculating Not applicable

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amount of principal and interest

- | | | |
|-----|--|----------------|
| (g) | Provisions where calculation by reference to index and/or formula is impossible or impracticable | Not applicable |
| (h) | Minimum Interest Rate | Not applicable |
| (i) | Maximum Interest Rate | Not applicable |
| (j) | Other terms relating to the calculation of the Interest Rate | Not applicable |

EXCHANGEABLE NOTES

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|-----|---|----------------|
| 44. | Mandatory Exchange applicable? | Not applicable |
| 45. | Noteholders' Exchange Right applicable? | Not applicable |
| 46. | Exchange Securities | Not applicable |
| 47. | Manner of determining Exchange Price | Not applicable |
| 48. | Exchange Period | Not applicable |
| 49. | Other | Not applicable |

CREDIT LINKED NOTE PROVISIONS

- | | | |
|-----|-------------------------------|---|
| 50. | Credit Linked Note | Applicable |
| (a) | Scheduled Maturity Date: | 20 December 2018 |
| (b) | Reference Entity(ies) | Anglo American SA Finance Limited |
| (c) | Reference Obligation(s) | The obligations identified as follows:

Any note/instrument issued in terms of the Domestic Medium Term Note Programme of the Reference Entity dated 14 November 2007 in the size of ZAR20,000,000,000 such notes presently issued and in future to be issued which are guaranteed by Anglo American Plc. |
| (d) | Credit Linked Reference Price | 100% |
| (e) | Conditions to Settlement | Credit Event Notice: applicable

Notice of Physical Settlement: not applicable |

Notice of Publicly Available Information: applicable, and if applicable:

Public Sources of Publicly Available Information applicable

Specified Number of Public Sources: 2

(f) Credit Events

The following Credit Event[s] shall apply:

Bankruptcy

Failure to Pay

Grace Period Extension: Applicable

Payment Requirement: ZAR10,000,000

Obligation Acceleration

Repudiation/Moratorium

Restructuring

Default Requirement: ZAR25,000,000

Multiple Holder Obligation: Applicable

Restructuring Maturity Limitation and Fully Transferable Obligation: Not Applicable

Modified Restructuring Maturity Limitation and Conditionally Transferable Obligation: Not Applicable

(g) Credit Event Backstop Date

Not Applicable

(h) Obligation(s)

Obligation Category (Select only one)	Obligation Characteristics (Select all that apply)
<input type="checkbox"/> Payment	<input type="checkbox"/> Not Subordinated
<input checked="" type="checkbox"/> Borrowed Money	<input type="checkbox"/> Specified Currency <input type="checkbox"/>
<input type="checkbox"/> Reference Obligations Only	<input type="checkbox"/> Not Sovereign Lender

<input type="checkbox"/> Bond	<input type="checkbox"/> Not Domestic Currency [Domestic Currency means <input type="checkbox"/>]
<input type="checkbox"/> Loan	<input type="checkbox"/> Not Domestic Law
<input type="checkbox"/> Bond or Loan	<input type="checkbox"/> Listed
	<input type="checkbox"/> Not Domestic Issuance

Additional Obligations Not applicable

Excluded Obligations None

All Guarantees Applicable

- (i) Settlement Method: Auction Settlement, provided that for purposes of determining the Cash Settlement Amount, all references to the Reference Entity in the definition of "Auction Final Price" in Credit Linked Condition 9 (*Credit Linked Definitions*) will be deemed to include Anglo American Plc.
- (j) Fallback Settlement Method Cash Settlement, provided that for purposes of determining the Cash Settlement Amount, all references to the Reference Obligation in the definition of "Final Price" in Credit Linked Condition 9 (*Credit Linked Definitions*) will be deemed to include any Obligation of Anglo American Plc which ranks pari passu with the Reference Obligation specified in 50(c) above.

Terms Relating To Cash Settlement: Applicable.

- (a) Final Price (if different from the definition in the Programme Memorandum) As specified in Credit Linked Condition 9 (*Credit Linked Definitions*)
- (b) Valuation Date Single Valuation Date:
Within 60 Business Days
- (c) Valuation Time 11:00 a.m.
- (d) Quotation Method Bid
- (e) Quotation Amount Representative Amount

(f)	Minimum Quotation Amount	Zero
(g)	Indicative Quotation	Not applicable
(h)	Quotation Dealer(s)	“Dealer” shall include both South African dealers and Dealers other than South African dealers
(i)	Settlement Currency	ZAR
(j)	Cash Settlement Date	5 Business Days
(k)	Cash Settlement Amount	As specified in Credit Linked Condition 9 (<i>Credit Linked Definitions</i>).
(l)	Quotations	Exclude Accrued Interest
(m)	Valuation Method	Market

Terms Relating to Physical Settlement: Not applicable

Other Provisions Not applicable

OTHER NOTES

51. 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, Credit Linked 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. Not applicable

PROVISIONS REGARDING REDEMPTION/MATURITY

52. Redemption at the Option of the Issuer (Call Option): Not applicable

53. Redemption at the option of the Noteholders (Put Option): Not applicable

54. Early Redemption Amount(s) payable on redemption for taxation reasons and/or change of law or on Event of Default and/or the method of calculating same (if required or if different from that set out in Condition 7.7 (*Early Redemption Amounts*)) As set out in Condition 7.7.

	date of redemption	December, 10 March, 10 June and 10 September commencing on 10 December 2013, until the applicable Interest Payment Date.
69.	Stabilisation Manager (if any)	Not applicable
70.	Method of Distribution	Private Placement
71.	Total Notes in Issue (including current issue)	ZAR 26,822,041,083.55
72.	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 Issuer (in its sole discretion) consider to be a force majeure event; or</p> <p>(ii) no event occurs which the Issuer (in its sole discretion) considers may prejudice the issue, the Issuer or the Notes,</p> <p>(each a Withdrawal Event).</p> <p>If the Issuer decides 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>
73.	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. After due and careful enquiry and consideration, carried out without the involvement of the auditors of the Issuer, the Issuer is satisfied that there has been no material change in its financial or trading position since the end of the financial year ending 31 December 2012.</p>
74.	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</p>

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 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.

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.

75. Other provisions Not applicable

Application is hereby made to list this issue of Notes on the JSE as from 09 October 2013.

Signed at JOHANNESBURG on this 07th day of October 2013.

For and on behalf of
THE STANDARD BANK OF SOUTH AFRICA LIMITED

By: 

Name: JANINE LAWLOR
Who warrants his/her authority hereto.

For and on behalf of
THE STANDARD BANK OF SOUTH AFRICA LIMITED

By: *J. Brigallie*

Name: JBRIGALLIE
Who warrants his/her authority hereto.