



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

Issue of
CLN407 ZAR100,000,000 Transnet SOC Ltd. Listed Notes due 20 June 2020
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 March 2015 (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	Senior
3.	(a) Series Number	313
	(b) Tranche Number	1
4.	Aggregate Nominal Amount	ZAR100,000,000
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	22 June 2015
10.	Trade Date	11 June 2015
11.	Business Centre	Johannesburg
12.	Additional Business Centre	Not applicable
13.	Specified Denomination	ZAR1,000,000
14.	Calculation Amount	ZAR100,000,000

15.	Issue Price	ZAR100,000,000
16.	Interest Commencement Date	Issue Date
17.	Maturity Date	The Scheduled Maturity Date, 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 9 (<i>Maturity Date Extension</i>)
18.	Payment Currency	ZAR
19.	Applicable Business Day Convention	Following Business Day Convention. Unless otherwise indicated in this Applicable Pricing Supplement or the Terms and Conditions, the Applicable Business Day Convention shall apply to all dates herein.
20.	Calculation Agent	The Standard Bank of South Africa Limited
21.	Paying Agent	The Standard Bank of South Africa Limited
22.	Transfer Agent	The Standard Bank of South Africa Limited
23.	Specified office of the Calculation Agent, Paying Agent and Transfer Agent	1 st Floor, East Wing, 30 Baker Street, Rosebank, Johannesburg, 2196
24.	Final Redemption Amount	Nominal Amount
25.	Unwind Costs	Standard Unwind Costs

PARTLY PAID NOTES

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

INSTALMENT NOTES

30.	Instalment Dates	Not applicable
31.	Instalment Amounts (expressed as a percentage of the aggregate	Not applicable

Nominal Amount of the Notes or
as an amount)

FIXED RATE NOTES

- | | | | |
|-----|-----|---------------------------------------------------------------------------|----------------|
| 32. | (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

- | | | | |
|-----|-----|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 33. | (a) | Interest Payment Date(s) | Each 20 March, 20 June, 20 September and 20 December until the Maturity Date, with the first Interest Payment Date being 20 September 2015. |
| | (b) | Interest Period(s) | Each period from and including one Interest Payment Date to, but excluding the next Interest Payment Date provided that the first Interest Period shall commence on the Interest Commencement Date (Issue Date) and the last Interest Period shall conclude on, but exclude the last Interest Payment Date (Scheduled Maturity Date). |
| | (c) | Definitions of Business Day (if different from that set out in Condition 1 (<i>Interpretation and General Definitions</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) | Day Count Fraction | Actual/365(Fixed) |
| | (h) | Other terms relating to the method of calculating interest (eg Day Count Fraction, rounding up provision, if different from Condition 6.2 (<i>Interest on Floating Rate Notes and</i> | Not applicable |

Indexed Notes))

34. Manner in which the Interest Rate is to be determined Screen Rate Determination
35. Margin 2.10%
36. 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
37. 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) Each 20 March, 20 June, 20 September and 20 December of each year, commencing on the Issue Date up to and including 20 March 2020.
 - (c) Relevant Screen Page Reuters page SAFEX or any successor page
 - (d) Relevant Time 11h00
38. If Interest Rate to be calculated otherwise than by reference to 36 or 37 above
- (a) Margin Not applicable
 - (b) Minimum Interest Rate Not applicable
 - (c) Maximum Interest Rate Not applicable
 - (d) Day Count Fraction Not applicable
 - (e) Reference Banks Not applicable
 - (f) Fall back provisions, rounding provisions and any other terms relating to the method of calculating interest for Floating Rate Notes Not applicable
39. If different from Calculation Not applicable



Agent, agent responsible for calculating amount of principal and interest

MIXED RATE NOTES

40. 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

41. (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

42. (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 amount of principal and interest Not applicable
- (g) Provisions where calculation by reference to Not applicable

index and/or formula is
impossible or
impracticable

- | | | |
|-----|--------------------------------------------------------------|----------------|
| (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

- | | | |
|-----|-----------------------------------------|----------------|
| 43. | Mandatory Exchange applicable? | Not applicable |
| 44. | Noteholders' Exchange Right applicable? | Not applicable |
| 45. | Exchange Securities | Not applicable |
| 46. | Manner of determining Exchange Price | Not applicable |
| 47. | Exchange Period | Not applicable |
| 48. | Other | Not applicable |

CREDIT LINKED NOTE PROVISIONS

- | | | |
|-----|-------------------------|----------------------------------------------|
| 49. | Credit Linked Note | Applicable |
| (a) | Scheduled Maturity Date | 20 June 2020 |
| (b) | Reference Entity(ies) | Transnet SOC Ltd. |
| (c) | Reference Obligation(s) | Standard Reference Obligation not applicable |

Seniority Level: Senior Level

The obligation[s] identified as follows:

Primary Obligor: Transnet SOC Ltd

Guarantor: Not applicable

Maturity: 17 September 2020

Coupon: 10.5%

CUSIP/ISIN: ZAG000071622

Issue Amount
(as at the Issue Date
of these Notes): ZAR7,000,000,000

- (d) Credit Linked Reference Price 100%
- (e) Credit Event Credit Event Notice: Applicable
Determination Date
- 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
- Grace Period: 30 calendar days
- Payment Requirement: ZAR10,000,000
- Governmental Intervention
- Obligation Default
- Obligation Acceleration
- Repudiation/Moratorium
- Restructuring
- Default Requirement: ZAR25,000,000
- Multiple Holder Obligation: Applicable
- Mod R: Not Applicable
- Mod Mod R: Not Applicable
- Credit Linked Condition 13: Not
Applicable
- (g) Credit Event Backstop Date Not applicable
- (h) Calculation Agent City Johannesburg

(i) All Guarantees

Applicable

(j) Obligation(s)

Obligation Category (Select only one)	Obligation Characteristics (Select all that apply)
<input type="checkbox"/> Payment	<input checked="" type="checkbox"/> Not Subordinated
<input type="checkbox"/> Borrowed Money	<input checked="" type="checkbox"/> Specified Currency ZAR
<input type="checkbox"/> Reference Obligation Only	<input type="checkbox"/> Not Sovereign Lender
<input type="checkbox"/> Bond	<input type="checkbox"/> Not Domestic Currency [Domestic Currency means []]
<input type="checkbox"/> Loan	<input type="checkbox"/> Not Domestic Law
<input checked="" type="checkbox"/> Bond or Loan	<input checked="" type="checkbox"/> Listed
	<input type="checkbox"/> Not Domestic Issuance

Additional Obligations Not applicable

Excluded Obligations None

(k) Accrual of interest upon Credit Event Not applicable

(l) Financial Reference Entity Terms Not applicable

(m) Subordinated European Insurance Terms Not applicable

(n) Reference Obligation Only Termination Amount Not applicable

(o) Settlement Method Auction Settlement

Local Market Variation: Applicable

(p) Fallback Settlement Method Cash Settlement

Terms Relating to Cash Settlement:

(a) Final Price (if different from the definition in the Programme Memorandum) As specified in Credit Linked Condition 12 (*Credit Linked Definitions*).

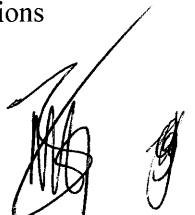
(b) Valuation Date Single Valuation Date:

Within 60 Business Days

(c)	Valuation Observation Period	Obligation Settlement	Not applicable
(d)	Valuation Time		11:00 a.m.
(e)	Quotation Method		Bid
(f)	Quotation Amount		Representative Amount
(g)	Minimum Amount	Quotation	Zero
(h)	Indicative Quotation		Not applicable
(i)	Quotation Dealer(s)		“Quotation Dealer” shall include both South African dealers and Quotation Dealers other than South African dealers.
(j)	Settlement Currency		ZAR
(k)	Cash Settlement Date		5 Business Days
(l)	Cash Settlement Amount		As specified in Credit Linked Condition 12 (<i>Credit Linked Definitions</i>) provided that the definition of “Quotation” shall be deleted in its entirety and replaced with the following:

“means each Full Quotation and the Weighted Average Quotation obtained and expressed as a percentage with respect to a Valuation Date in the manner that follows:

The Calculation Agent shall attempt to obtain Full Quotations with respect to each Valuation Date from five or more Quotation Dealers. If the Calculation Agent is unable to obtain two or more such Full Quotations on the same Business Day within 3 (three) Business Days of a Valuation Date, then on the next following Business Day (and, if necessary, on each Business Day thereafter until the 10th (tenth) Business Day following the relevant Valuation Date) the Calculation Agent shall attempt to obtain Full Quotations from five or more Quotation Dealers and, if two or more Full Quotations are not available, a Weighted Average Quotation. If the Calculation Agent is unable to obtain at least two Full Quotations or a Weighted Average Quotation on the same Business Day on or prior to the 10th (tenth) Business Day following the applicable Valuation Date, the Quotation shall be calculated by the Issuer on the 11th (eleventh) Business Day by obtaining at least 5 (five) Indicative Quotations



on that Business Day and the arithmetic mean of such Indicative Quotations, disregarding the Indicative Quotation having the highest and lowest values, shall constitute the Quotation, failing which the Quotation shall be equal to be zero;”.

(m) Quotations Exclude Accrued Interest

(n) Valuation Method Highest

Terms Relating to Physical Settlement: Not applicable

(o) Other terms Not applicable

(p) Other Provisions Not applicable

OTHER NOTES

50. 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

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

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

53. 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

GENERAL

54. Other terms or special conditions Not applicable

55. Board approval for issuance of Notes obtained Not applicable

56.	Additional selling restrictions	Not applicable
57.	(a) International Securities Numbering (ISIN)	ZAG000127242
	(b) Stock Code	CLN407
58.	(a) Financial Exchange	JSE Limited
	(b) Relevant sub-market of the Financial Exchange	Interest Rates Market
59.	If syndicated, names of managers	Not applicable
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) (stable) Issuer International: BBB (negative outlook)
63.	Date of Issue of Credit Rating and Date of Next Review	SBSA rating affirmed on 17 July 2014, outlook changed on 17 June 2014 following change in sovereign outlook. Next SBSA rating review scheduled for July 2015 and next SA sovereign review scheduled for June 2015.
64.	Stripping of Receipts and/or Coupons prohibited as provided in Condition 13.4 (<i>Prohibition on Stripping</i>)?	Not applicable
65.	Governing law (if the laws of South Africa are not applicable)	Not applicable
66.	Other Banking Jurisdiction	Not applicable
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 each 09 March, 09 June, 09 September, 09 December of each year commencing on 09 September 2015
	Books closed period	The "books closed period" (during which the Register will be closed) will be from each 10 March, 10 June, 10 September, 10 December, commencing on 10

September 2015 until the applicable Interest Payment Date.

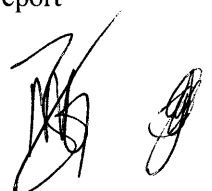
68. Stabilisation Manager (if any) Not applicable
69. Method of Distribution Private Placement
70. Total Notes in Issue (including current issue) ZAR26,943,300,080.59. The Issuer confirms that aggregate Nominal Amount of all Notes Outstanding under this Programme is within the Programme Amount.
71. Rights of Cancellation
- The Notes will be delivered to investors on the Issue Date/Settlement Date through the settlement system of Strate provided that:
- (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
 - (ii) no event occurs which the Issuer (in its sole discretion) considers may prejudice the issue, the Issuer or the Notes,

(each a **Withdrawal Event**).

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.

72. Responsibility Statements
- The Issuer certifies that to the best of its knowledge and belief, there are no facts that have been omitted which would make any false or misleading and that all reasonable enquiries to ascertain such facts have been made, as well as that the Programme Memorandum contains all information required by law and the JSE Listings Requirements. The Issuer shall accept full responsibility for the accuracy of the information contained in the Programme Memorandum Applicable Pricing Supplements and the annual financial report, any amendments to the annual financial report or any supplements thereto from time to time, except as otherwise stated therein.

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 or the annual report

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(each as amended or restated from time to time), 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 Programme Memorandum as read together with this Applicable Pricing Supplement or the annual report (each as amended from time to time).

73. Other provisions Not applicable

Application is hereby made to list this issue of Notes on the JSE as from 22 June 2015.

Signed at Johannesburg on this 17th day of June 2015.

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

By: 

Name: J.H.G.A. Swann

Who warrants his/her authority hereto.

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

By: 

Name: MONWABISI ZEKANI

Who warrants his/her authority hereto.