



The Standard Bank of South Africa Limited

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

**Issue of
SSN100 ZAR20,000,000 Fixed Rate Listed Notes due 31 January 2030
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 10 January 2019 (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	690
	(b) Tranche Number	1
4.	Aggregate Nominal Amount	ZAR20,000,000
5.	Redemption/Payment Basis	Redemption at par
6.	Interest Payment Basis	Fixed Rate
7.	Interim Amount Payment Basis	Not applicable
8.	Form of Notes	Uncertificated Notes
9.	Automatic/Optional Conversion from one Interest Payment Basis to another	Not applicable
10.	Issue Date	21 May 2020
11.	Trade Date	14 May 2020
12.	Business Centre	Johannesburg
13.	Additional Business Centre	Not applicable
14.	Specified Denomination	ZAR100,000
15.	Calculation Amount	ZAR20,000,000

16.	Issue Price	89.95762%
17.	Interest Commencement Date	31 January 2020
18.	Maturity Date	31 January 2030
19.	Payment Currency	ZAR
20.	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.
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.	Settlement Agent	The Standard Bank of South Africa Limited
25.	Business Address of the Calculation Agent, Paying Agent, Settlement Agent and Transfer Agent	1 st Floor, East Wing, 30 Baker Street, Rosebank, Johannesburg, 2196
26.	Final Redemption Amount	Nominal Amount
27.	Unwind Costs	Standard Unwind Costs
	PARTLY PAID NOTES	Not applicable
	<i>Paragraphs 28-31 are intentionally deleted</i>	
	INSTALMENT NOTES	Not applicable
	<i>Paragraphs 32-33 are intentionally deleted</i>	
	FIXED RATE NOTES	Applicable
34.	(a) Interest Rate(s)	8.00% per annum payable semi-annually in arrears
	(b) Interest Payment Date(s)	Each 31 January and 31 July of each year until the Maturity Date, with the first Interest Payment Date being 31 July 2020 or, if such day is not a Business Day, the Business Day on which the interest will be paid, as determined in accordance with the applicable Business Day Convention (as specified in this Applicable Pricing Supplement)
	(c) Interest Period(s)	Each period commencing on (and including) an Interest Payment Date and ending on (but excluding) the following Interest Payment Date; provided that the first Interest Period will commence on (and include) the Interest Commencement Date (Issue Date) and end

on (but exclude) the following Interest Payment Date and the last Interest Period shall end on (but exclude) the last Interest Payment Date (Maturity Date) (each Interest Payment Date as adjusted in accordance with the applicable Business Day Convention)

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| (d) | Fixed Amount[(s)] | Coupon | Not applicable |
| (e) | Initial Broken Amount | | Not applicable |
| (f) | Final Broken Amount | | Not applicable |
| (g) | Interest Determination Date(s): | Rate | Each 31 January and 31 July of each year until the Maturity Date, with the first Interest Rate Determination Date being the Interest Commencement Date. |
| (h) | Any other terms relating to the particular method of calculating interest | | The Interest Amount payable in respect of each Note for each Interest Period will be the amount determined in accordance with the following formula: |

$$\text{Aggregate Nominal Amount} \times \text{Interest Rate} / 2 \times \text{Specified Denomination} / \text{Calculation Amount}$$

FLOATING RATE NOTES Not applicable

Paragraphs 35-41 are intentionally deleted

EQUITY LINKED INTERIM AMOUNT NOTE PROVISIONS Not applicable

Paragraph 42 is intentionally deleted

MIXED RATE NOTES Not applicable

Paragraph 43 is intentionally deleted

ZERO COUPON NOTES Not applicable

Paragraph 44 is intentionally deleted

INDEXED NOTES Not applicable

Paragraph 45 is intentionally deleted

EQUITY LINKED REDEMPTION PROVISIONS Not applicable

Paragraph 46 is intentionally deleted

FX LINKED INTEREST NOTES Not applicable

Paragraph 47 is intentionally deleted

EXCHANGEABLE NOTES Not applicable

Paragraphs 48-53 are intentionally deleted

CREDIT LINKED NOTE PROVISIONS Not applicable

Paragraph 54 is intentionally deleted

FX LINKED REDEMPTION NOTES Not applicable

Paragraph 55 is intentionally deleted

OTHER NOTES

56. If the Notes are not Partly Paid Notes, Instalment Notes, Fixed Rate Notes, Floating Rate Notes, Mixed Rate Notes, Zero Coupon Notes, Indexed Notes, Exchangeable Notes, Credit Linked Notes, Equity Linked Notes or FX 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

57. Redemption at the Option of the Issuer (Call Option) Not applicable
58. Redemption at the option of the Noteholders (Put Option) Not applicable
59. 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*)) Applicable and as set out in Condition 7.7 (*Early Redemption Amounts*)

GENERAL

60. Material Changes As at the date of this Applicable Pricing Supplement, there has been no material change in the financial or trading position of the Issuer and its subsidiaries since the date of the Issuer's latest audited financial statements for the twelve months ended 31 December 2019. As at the date of this Applicable Pricing Supplement, there has been no involvement by KPMG Incorporated and/or PricewaterhouseCoopers Incorporated, the auditors of the Issuer, in making the aforementioned statement.

61. Other terms or special conditions Not applicable
62. Board approval for issuance of Notes obtained As per delegated authority
63. United States selling restrictions Regulation S. Category 2; TEFRA not applicable
64. Additional selling restrictions Not applicable
65. (a) International Securities Identification Number (ISIN) ZAG000168261
- (b) Common Code Not applicable
- (c) Instrument Code SSN100
66. (a) Financial Exchange JSE Limited
- (b) Relevant sub-market of the Financial Exchange Interest Rate Market
- (c) Clearing System Strate Proprietary Limited
67. If syndicated, names of managers Not applicable
68. Receipts attached? If yes, number of Receipts attached No
69. Coupons attached? If yes, number of Coupons attached No
70. Credit Rating assigned to the Issuer/Notes/Programme (if any) Moody's Investor Services Inc ratings assigned to the Issuer: Ba2

Additional Ratings Information:

	Short-term	Long-term	Outlook
Foreign currency deposit rating	NP	Ba1	Negative
Local currency deposit rating	NP	Ba1	Negative
National rating	P-1.za	Aa1.za	

71. Date of Issue of Credit Rating and Date of Next Review Moody's ratings obtained on 31 March 2020. Moody's changed the outlook to negative on 05 November 2019.
72. Stripping of Receipts and/or Coupons prohibited as provided in Condition 13.4 (*Prohibition on Stripping*)? Not applicable

73.	Governing law (if the laws of South Africa are not applicable)	Not applicable
74.	Other Banking Jurisdiction	Not applicable
75.	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 25 January and 25 July of each year, until the Maturity Date. If such day is not a Business Day, the Business Day before each books closed period
	Books closed period	The "books closed period" (during which the Register will be closed) will be from each 26 January and 26 July, until the applicable Interest Payment Date.
76.	Stabilisation Manager (if any)	Not applicable
77.	Method of Distribution	Private Placement
78.	Total Notes in Issue (including current issue)	ZAR46,250,767,765.93. The Issuer confirms that aggregate Nominal Amount of all Notes Outstanding under this Programme is within the Programme Amount.
79.	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>
80.	Responsibility Statement	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 false or misleading and that all reasonable enquiries to ascertain such facts have been made, as well as that the 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 the annual financial statements and the Applicable Pricing Supplement and the annual reports and any amendments or any supplements to the aforementioned documents, except as otherwise stated therein.

The JSE takes no responsibility for the contents of this Applicable Pricing Supplement and any amendments or any supplements to the aforementioned documents. The JSE makes no representation as to the accuracy or completeness of any of the Applicable Pricing Supplement and any amendments or any supplements to the aforementioned documents and expressly disclaims any liability for any loss arising from or in reliance upon the whole or any part of the aforementioned documents. The JSE's approval of the registration of the Programme Memorandum and listing of the debt securities is not to be taken in any way as an indication of the merits of the Issuer or of any of the debt securities and that, to the extent permitted by law, the JSE will not be liable for any claim whatsoever.

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| 81. | Listing and Admission to Trading | The Issuer has no duty to maintain the listing (if any) of the Notes on the relevant stock exchange(s) over their entire lifetime. Notes may be suspended from trading and/or de-listed at any time in accordance with applicable rules and regulations of the relevant stock exchange(s). |
| 82. | Use of Proceeds | As specified in the Programme Memorandum |
| 83. | Other provisions | Applicable |
| 83.1 | Change as it concerns payments in respect of the Underlying Bond: | If, for whatever reason, the scheduled payments on the Underlying Bonds are not made by the Republic of South Africa, or the terms relating to the size and timing of the scheduled payments on the Underlying Bonds are adjusted for whatever reason, then the Issuer will have the right to adjust the terms of these Notes to mirror the changes in size and timing of payments actually received from the Underlying Bonds in these Notes. |
| 83.2 | Right to reduce payments: | The payment of the Final Redemption Amount and/or any Interest Amount by the Issuer is subject to the Issuer first having received an amount constituting principal and/or, as it concerns any related Interest Period as determined by the Calculation Agent, interest in respect of the Underlying Bonds equal to the relevant amount due by the Republic of South Africa in terms of the Underlying Bonds (the “ Bond Due Amounts ”). In the event of the Issuer not first |

having received the Bond Due Amounts or having received only part thereof, the Issuer will be entitled to reduce the Final Redemption Amount and/or any relevant Interest Amount, as determined by the Calculation Agent, with the difference, as determined by the Calculation Agent, between the relevant Bond Due Amounts and the amount actually received by the Issuer. The Issuer shall, prior to making payment of the Final Redemption Amount and/or any relevant Interest Amount which have been so reduced as contemplated above, give written notice thereof to the Noteholder.


83.3 Underlying Bonds: R2030 Government Bonds issued by the Republic of South Africa (ISIN Code: ZAG000106998) with an aggregate nominal amount equal to ZAR20,000,000.

This Pricing Supplement may be signed in counterparts and each signed copy will together constitute one document.


Application is hereby made to list this issue of Notes on the JSE as from 21 May 2020.

Signed at Johannesburg on this 20th day of May 2020.

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

By: 
Name: Warwick Rosekilly
Capacity: Senior Legal Manager
Who warrants his/her authority hereto.

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

By: 
Name: Jason Costa
Capacity: Executive: Global Markets
Who warrants his/her authority hereto.