



The Standard Bank of South Africa Limited

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

Issue of

CLN680 ZAR135,500,000 FirstRand Bank Limited Listed Notes due 28 February 2023

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 | 699 |
| | (b) Tranche Number | 1 |
| 4. | Aggregate Nominal Amount | ZAR135,500,000 |
| 5. | Redemption/Payment Basis | Credit Linked |
| 6. | Interest Payment Basis | Floating 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 | 09 June 2020 |
| 11. | Trade Date | 02 June 2020 |
| 12. | Business Centre | Johannesburg |
| 13. | Additional Business Centre | Not applicable |
| 14. | Specified Denomination | ZAR100,000 |
| 15. | Calculation Amount | ZAR135,500,000 |

| | | |
|-----|--|---|
| 16. | Issue Price | 100% |
| 17. | Interest Commencement Date | Issue Date |
| 18. | 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>), Credit Linked Condition 8 (<i>Credit Derivatives Determination Committee Extension</i>) and Credit Linked Condition 9 (<i>Maturity Date Extension</i>). |
| 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 | Not applicable |
| | <i>Paragraph 34 is intentionally deleted</i> | |
| | FLOATING RATE NOTES | Applicable |
| 28. | (a) Interest Payment Date(s) | Each 28 February, 31 May, 31 August and 30 November of each year until the Maturity Date, with the first Interest Payment Date being 31 August 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 |

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| | | Convention (as specified in this Applicable Pricing Supplement) |
| | (b) 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 Date (Scheduled Maturity Date) (each Interest Payment Date as adjusted in accordance with the applicable Business Day Convention) |
| | (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) | Reference Rate 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 (e.g. Day Count Fraction, rounding up provision, if different from Condition 6.2 (<i>Interest on Floating Rate Notes, Indexed Notes, FX Linked Interest Notes and Interim Amounts payable in respect of Equity Linked Notes</i>)) | Not applicable |
| 29. | Manner in which the Interest Rate is to be determined | Screen Rate Determination |
| 30. | Margin | 1.72% |
| 31. | 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 |

32. 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 Rate Determination Date(s) | Each 28 February, 31 May, 31 August and 30 November of each year, commencing on the Issue Date until the Maturity Date |
| (c) | Relevant Screen Page | Reuters page SAFEY or any successor page |
| (d) | Relevant Time | 11h00 (Johannesburg time) |
| (e) | Specified Time | 12h00 (Johannesburg time) |
| (f) | Reference Rate Market | As set out in Condition 1 (<i>Interpretation and General Definitions</i>) |
33. If Interest Rate to be calculated otherwise than by reference to paragraph 38 or 39 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 |
34. If different from Calculation Agent, agent responsible for calculating amount of principal and interest

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

| | | |
|-----|---|--|
| 54. | Credit Linked Notes | Applicable |
| | (a) Scheduled Maturity Date | 28 February 2023 |
| | (b) Reference Entity(ies) | FirstRand Bank Limited |
| | (c) Reference Obligation(s) | Standard Reference Obligation: Not applicable |
| | | Seniority Level: Senior Level |
| | | The obligations identified as follows: |
| | | Issuer: FirstRand Bank Limited |
| | | Maturity: 28 February 2023 |
| | | Coupon: 7.75% |
| | | CUSIP/ISIN: ZAG000104969 |
| | | Original Issue Amount: ZAR3,178,000,000 |
| | (d) Financial Information of the Guarantor/Issuer of the Reference Obligation | The Issuer of the Reference Obligation is listed on the Interest Rate Market of the JSE Limited and therefore, as per rule 4.22(cc)(iv)(1) of the JSE Debt Listings Requirements, no additional information is required to be provided herein. |
| | (e) Credit Linked Reference Price | 100% |
| | (f) Credit Event Determination Date | Credit Event Notice: Applicable |

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| | | Notice of Physical Settlement: Applicable |
| | | Notice of Publicly Available Information: Applicable, and if applicable: |
| | | Public Sources of Publicly Available Information: Applicable |
| | | Specified Number of Public Sources: 2 |
| (g) | Credit Events | The following Credit Events 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: Not applicable |
| | | Mod R: Not applicable |
| | | Mod Mod R: Not applicable |
| | | Credit Linked Condition 13 (<i>Credit Event Notice After Restructuring Credit Event</i>): Not applicable |
| (h) | Credit Event Backstop Date | Applicable |
| (i) | Calculation Agent City | Johannesburg |
| (j) | All Guarantees | Applicable |

| (k) Obligation(s) | Obligation Category (Select only one) | Obligation Characteristics (Select all that apply) |
|-------------------|--|--|
| | <input type="checkbox"/> Payment | <input type="checkbox"/> Not Subordinated |
| | <input type="checkbox"/> Borrowed Money | <input type="checkbox"/> Specified Currency <input type="checkbox"/> |
| | <input checked="" 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

(l) Accrual of interest upon Credit Event Not applicable

(m) Financial Reference Entity Terms Applicable

(n) Subordinated European Insurance Terms Not applicable

(o) Reference Only Obligation Termination Amount Applicable, at the Aggregate Nominal Amount less Unwind Costs

(p) Settlement Method Physical Settlement

(q) Fallback Settlement Method Not applicable

Terms Relating to Cash Settlement: Not applicable

Terms Relating to Physical Settlement: Applicable

(a) Physical Settlement Date As specified in Credit Linked Condition 12 (*Credit Linked Definitions*).

(b) Physical Settlement Period As specified in Credit Linked Condition 12 (*Credit Linked Definitions*).

(c) Entitlement Exclude Accrued Interest

| (d) Deliverable Obligation(s) | Deliverable Obligation Category (Select only one) | Deliverable Obligation Characteristics (Select all that apply) |
|-------------------------------|---|--|
| | <input type="checkbox"/> Payment <input type="checkbox"/> Borrowed Money <input checked="" type="checkbox"/> Reference Obligations Only <input type="checkbox"/> Bond <input type="checkbox"/> Loan | <input type="checkbox"/> Not Subordinated <input type="checkbox"/> Specified Currency <input type="checkbox"/> Not Sovereign Lender <input type="checkbox"/> Not Domestic Currency [Domestic Currency means []] <input type="checkbox"/> Not Domestic Law |
| | <input type="checkbox"/> Bond or Loan | <input type="checkbox"/> Listed <input type="checkbox"/> Not Domestic Issuance <input type="checkbox"/> Assignable Loan |
| | | <input type="checkbox"/> Consent Required Loan <input type="checkbox"/> Direct Loan Participation Qualifying Participation Seller: [] <input type="checkbox"/> Transferable <input type="checkbox"/> Maximum Maturity [] <input type="checkbox"/> Accelerated or Matured <input type="checkbox"/> Not Bearer |

- (e) Asset Package Delivery Applicable
- (f) Sovereign No Asset Package Delivery Not applicable
- (g) Additional Deliverable Obligations Not applicable
- (h) Excluded Deliverable Obligations Not applicable
- (i) Other terms Not applicable

(j) Other Provisions Not applicable

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 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) ZAG000168642
- (b) Common Code Not applicable
- (c) Instrument Code CLN680
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. Review expected semi-annually.
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 22 February, 25 May, 25 August and 24 November 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 23 February, 26 May, 26 August, and 25 November, 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)
- ZAR46,182,240,265.93. The Issuer confirms that aggregate Nominal Amount of all Notes Outstanding under this Programme is within the Programme Amount.
79. 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.
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 | Not applicable |

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 09 June 2020.

Signed at Johannesburg on this 5th day of June 2020.

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

By: 

Name: Kaylin Langley

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.