



**The Standard Bank of South Africa Limited**

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

**Issue of**

**CLN709 ZAR327,000,000 Republic of South Africa Credit Linked Instalment Notes due 21 December 2027**

**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	735
	b) Tranche Number	1
4.	Aggregate Nominal Amount	ZAR327,000,000, as reduced in accordance with the Instalment Note provisions in paragraphs 32 and 33 below
5.	Redemption/Payment Basis	Credit Linked and Instalment Notes
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	26 August 2020
11.	Trade Date	20 August 2020
12.	Business Centre	Johannesburg
13.	Additional Business Centre	Not applicable
14.	Specified Denomination	ZAR100,000

15.	Calculation Amount	ZAR327,000,000
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 <sup>st</sup> Floor, East Wing, 30 Baker Street, Rosebank, Johannesburg, 2196
26.	Final Redemption Amount	Nominal Amount
27.	Unwind Costs	Standard Unwind Costs
	<b>PARTLY PAID NOTES</b>	Not applicable

*Paragraphs 28-31 are intentionally deleted*

	<b>INSTALMENT NOTES</b>	Applicable
32.	Instalment Dates	21 December 2025, 21 December 2026 and the Maturity Date
33.	Instalment Amounts	(i) on the first Instalment Date, ZAR109,000,000; (ii) on the second Instalment Date, ZAR109,000,000; and (iii) on the third Instalment Date, ZAR109,000,000.

**FIXED RATE NOTES**

Not applicable

*Paragraph 34 is intentionally deleted***FLOATING RATE NOTES**

Applicable

35. (a) Interest Payment Date(s) Each 21 March, 21 June, 21 September and 21 December of each year until the Maturity Date, with the first Interest Payment Date being 21 September 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)
- (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 Payment 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 (*Interpretation and General Definitions*)) 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 (*Interest on Floating Rate Notes, Indexed Notes, FX Linked Interest Notes and Interim Amounts payable in respect of Equity Linked Notes*)) Not applicable

36. Manner in which the Interest Rate is to be determined      Screen Rate Determination
37. Margin      2.06%
38. 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
39. 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 21 March, 21 June, 21 September and 21 December of each year, commencing on the Issue Date until the Maturity Date
  - (c) Relevant Screen Page      Reuters page SAFEX 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 (*Interpretation and General Definitions*)
40. 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

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

**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 21 December 2027

(b) Reference Entity(ies) Republic of South Africa

(c) Reference Obligation(s) Standard Reference Obligation: Not applicable

Seniority Level: Senior Level

The obligations identified as follows:

Issuer: Republic of South Africa

Maturity: The bond matures in three equals amounts on 21 December 2025, 21 December 2026 and 21 December 2027, respectively

Coupon: 10.50%

ISIN: ZAG000016320 (and following the redemption of one third of the bond on 21 December 2025, the ISINs as allocated to the bonds maturing on 21 December 2026 and 21 December 2027, respectively)

Original Issue Amount: ZAR283,699,000,000

(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

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 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 (*Credit Event Notice After Restructuring Credit Event*): 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 Not applicable

(l) Accrual of interest upon Credit Event Not applicable

(m) Financial Reference Entity Terms Not Applicable

(n) Subordinated European Insurance Terms Not applicable

- (o) Reference Only Amount      Obligation Termination      Applicable, at the Aggregate Nominal Amount less Unwind Costs
- (p) Settlement Method      Physical Settlement
- (q) Fallback Method      Settlement      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"/> ] <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"/> <input type="checkbox"/> Transferable



	<input type="checkbox"/> Maximum Maturity
	<input type="checkbox"/>
	<input type="checkbox"/> Accelerated or Matured
	<input type="checkbox"/> Not Bearer

- (e) Asset Package Delivery Not applicable
- (f) Sovereign No Asset Package Delivery 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) Applicable

If applicable:

- (a) Optional Redemption Date(s) (Call) 26 August 2025

- (b) Optional Redemption Amount(s) (Call) and method, if any, of calculation of such amount(s) Unwind Value, determined by the Calculation Agent on the day which is as close as reasonably practicable to the date on which the Issuer delivers the Optional Redemption Notice, for settlement on the Optional Redemption Date (Call), provided that such Unwind Value shall not be less than the Aggregate Nominal Amount plus accrued interest.
- (c) Minimum period of notice (if different from Condition 7.3 (*Early Redemption at the option of the Issuer (Call Option)*)) 5 Business days
- (d) If redeemable in part:
- (i) Minimum Redemption Amount(s) Not applicable
- (ii) Higher Redemption Amount(s) Not applicable
- (e) Other terms applicable on Redemption 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*)) Unwind Value, determined by the Calculation Agent on the day which is as close as reasonably practicable to the relevant date on which the Notes are to be redeemed, for settlement on the relevant date on which the Notes are to be redeemed

## 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 D: Not applicable
64. Additional selling restrictions Not applicable
65. (a) International Securities Identification Number (ISIN) ZAG000170556
- (b) Common Code Not applicable
- (c) Instrument Code CLN709
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 15 March, 15 June, 15 September and 15 December 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 16 March, 16 June, 16 September and 16 December, 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)	ZAR48,906,777,040.93. 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 <b>Withdrawal Event</b>).</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                 | Not applicable   |
| 84.  | Additional Definitions           |  |
| 84.1 | Unwind Value                     | <p>Means on any day, in respect of each Note, an amount calculated by the Calculation Agent in its sole discretion equal to:</p> <p>(A) the sum of the Settlement Currency Equivalent value of each of the Underlying Components (as defined below) of the Notes on such day, determined by the Calculation Agent in its sole discretion, acting in a commercially reasonable manner, which may be either positive or negative minus any Unwind Costs</p> <p>multiplied by</p> <p>(B) a fraction equal to the Specified Denomination of such Note divided by the Calculation Amount.</p> |

## 84.2 Underlying Components

Means each of the components determined by the Issuer in its sole discretion which make up these Notes, including but not limited to:

- (i) a hypothetical total return swap with the Issuer as the seller of protection, referencing the Reference Entity, entered into by the Issuer on or around the Issue Date (which Hypothetical TRS is subject to the terms of the 2002 ISDA Master Agreement as published by the International Swaps and Derivatives Association, Inc. (including a Schedule thereto concluded on the Issuer's standard terms as at the Issue Date of these Notes)) in order to hedge its obligations under these Notes; and
- (ii) any instruments held or transactions entered into by the Issuer in its sole discretion in order to hedge its obligations to the Noteholder under these Notes, including but not limited to any deposits entered into by the Issuer.

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 26 August 2020.

Signed at Johannesburg on this 25<sup>th</sup> day of August 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: Angus Robertson

Capacity: Executive, Africa Trading

Who warrants his/her authority hereto.