



The Standard Bank of South Africa Limited

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

**Issue of
CLN523 ZAR100,000,000 Transnet SOC Ltd. Listed Notes due 13 May 2021 Under its
ZAR60,000,000 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 01 January 2017 (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	456
	(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 Global Certificate representing Notes held in the Central Depository
8.	Automatic/Optional Conversion from one Interest Payment Basis to another	Not applicable
9.	Issue Date	23 March 2018
10.	Trade Date	15 March 2018
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>), Credit Linked Condition 8 (<i>Credit Derivatives Determinations Committee 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.	Settlement Agent	The Standard Bank of South Africa Limited
24.	Business Address of the Calculation Agent, Paying Agent, Settlement Agent and Transfer Agent	1 st Floor, East Wing, 30 Baker Street, Rosebank, Johannesburg, 2196
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	Not applicable

the due date for payment of such instalments

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 or as an amount) | Not applicable |

FIXED RATE NOTES

- | | | | |
|-----|-----|---|----------------|
| 33. | (a) | 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 13 May, 13 August, 13 November and 13 February until the Maturity Date, with the first Interest Payment Date being 13 May 2018. |
| | (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) | 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 (eg Day Count Fraction, rounding up provision, if different from Condition 6.2 (<i>Interest on Floating Rate Notes, Indexed Notes and FX Linked Interest Notes</i>))	Not applicable
35.		Manner in which the Interest Rate is to be determined	Screen Rate Determination plus Margin
36.		Margin	2.00%
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)	The Issue Date and each 13 May, 13 August, 13 November and 13 February thereafter.
	(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)
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) 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

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: 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) Index of Indices: Not applicable
- (d) Manner in which the Interest Amount/ Final Redemption Amount is to be determined Not applicable
- (e) Initial Index Level Not applicable

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|-----|---|----------------|
| (f) | Interest Payment Date(s) | Not applicable |
| (g) | If different from the Calculation Agent, agent responsible for calculating amount of principal and interest | Not applicable |
| (h) | Provisions where calculation by reference to index and/or formula is impossible or impracticable | Not applicable |
| (i) | Interest Rate(s) | Not applicable |
| (j) | Minimum Interest Rate | Not applicable |
| (k) | Maximum Interest Rate | Not applicable |
| (l) | Other terms relating to the calculation of the Interest Rate | Not applicable |

FX LINKED INTEREST NOTES

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| 44. | FX Linked Interest Notes: | Not applicable |
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EXCHANGEABLE NOTES

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|-----|---|----------------|
| 45. | Mandatory Exchange applicable? | Not applicable |
| 46. | Noteholders' Exchange Right applicable? | Not applicable |
| 47. | Exchange Securities | Not applicable |
| 48. | Manner of determining Exchange Price | Not applicable |
| 49. | Exchange Period | Not applicable |
| 50. | Other | Not applicable |

CREDIT LINKED NOTE PROVISIONS

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|-----|-------------------------|---|
| 51. | Credit Linked Notes | Applicable |
| (a) | Scheduled Maturity Date | 13 May 2021 |
| (b) | Reference Entity(ies) | Transnet SOC Limited |
| (c) | Reference Obligation(s) | Standard Reference Obligation: Not applicable |

Seniority Level: Senior Level

The obligation identified as follows:

Primary Obligor:	Transnet SOC Ltd
Maturity:	17 September 2020
Guarantor:	Not applicable
Coupon:	10.50%
CUSIP/ISIN:	ZAG000071622
Original Issue Amount:	ZAR7 000,000,000

(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: Not 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

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: Not Applicable

(h) Credit Event Backstop Date Not 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 checked="" type="checkbox"/> Not Subordinated
<input type="checkbox"/> Borrowed Money	<input checked="" type="checkbox"/> Specified Currency ZAR
<input type="checkbox"/> Reference Obligations Only	<input type="checkbox"/> Not Sovereign Lender
<input checked="" type="checkbox"/> Bond	<input type="checkbox"/> Not Domestic Currency [Domestic Currency means []]
<input type="checkbox"/> Loan	<input type="checkbox"/> Not Domestic Law
<input type="checkbox"/> Bond or Loan	<input checked="" 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 Entity Terms	Reference	Not applicable
(n)	Subordinated Insurance Terms	European	Not applicable
(o)	Reference Only Amount	Obligation Termination	Not applicable
(p)	Settlement Method		Auction Settlement Local Market Variation: Applicable
(q)	Fallback Method	Settlement	Cash Settlement

Terms Relating to Cash Settlement: Not applicable

(a)	Final Price (if different from the definition in the Programme Memorandum)		As specified in Credit Linked Condition 12 (<i>Credit Linked Definitions</i>).
(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;”.

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|-----|------------------|--------------------------|
| (m) | Quotations | Exclude Accrued Interest |
| (n) | Valuation Method | Highest |

Terms Relating to Physical Settlement: Not applicable

FX LINKED REDEMPTION NOTES

52. FX Linked Redemption Notes Not applicable

OTHER NOTES

53. 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 or FX Linked Notes or if the Notes are a combination Not applicable

of any of the foregoing, set out the relevant description and any additional terms and conditions relating to such Notes.

PROVISIONS REGARDING REDEMPTION/MATURITY

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| 54. | Redemption at the Option of the Issuer (Call Option) | Not applicable |
| 55. | Redemption at the option of the Noteholders (Put Option) | Not applicable |
| 56. | 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 (<i>Early Redemption Amounts</i>)) | Applicable and as set out in Condition 7.7. |

GENERAL

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|-----|---|---|
| 57. | 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 2017. 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. |
| 58. | Other terms or special conditions | Not applicable |
| 59. | Board approval for issuance of Notes obtained | Not applicable |
| 60. | United States selling restrictions | Not applicable |
| 61. | Additional selling restrictions | Not applicable |
| 62. | (a) International Securities Numbering (ISIN) | ZAG000150384 |
| | (b) Common Code | Not applicable |
| | (c) Stock Code | CLN523 |
| 63. | (a) Financial Exchange | JSE Limited |

	(b) Relevant sub-market of the Financial Exchange	Interest Rates Market
	(c) Clearing System	Strate Proprietary Limited
64.	If syndicated, names of managers	Not applicable
65.	Receipts attached? If yes, number of Receipts attached	No
66.	Coupons attached? If yes, number of Coupons attached	No
67.	Credit Rating assigned to the Issuer/Notes/Programme (if any)	<u>Moody's Investor Service Cyprus Limited:</u> Issuer Local: Long-term bank deposit Baa3 (negative) Issuer International: Ba1 (negative)
68.	Date of Issue of Credit Rating and Date of Next Review	Moody's ratings obtained on 12 June 2017. Moody's placed ratings on review for downgrade on 28 November 2017. Review expected semi-annually.
69.	Stripping of Receipts and/or Coupons prohibited as provided in Condition 13.4 (<i>Prohibition on Stripping</i>)?	Not applicable
70.	Governing law (if the laws of South Africa are not applicable)	Not applicable
71.	Other Banking Jurisdiction	Not applicable
72.	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 2 May, 2 August, 2 November and 2 February of each year commencing on 2 May 2018
	Books closed period	The "books closed period" (during which the Register will be closed) will be from each 3 May, 3 August, 3 November and 3 February of each year commencing on 3 May 2018, until the applicable Interest Payment Date
73.	Stabilisation Manager (if any)	Not applicable
74.	Method of Distribution	Private Placement

75. Total Notes in Issue (including current issue) ZAR28,876,607,773,74. The Issuer confirms that the aggregate Nominal Amount of all Notes Outstanding under this Programme is within the Programme Amount.

76. 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.

77. 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 statement in the Programme Memorandum, as read together with 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 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 this Applicable Pricing Supplement 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.

78. Listing and Admission to Trading Application has been/will be made for the Notes to be listed and admitted to trading on the JSE with effect from, the earliest, the Issue Date. No assurances can be given that such application for listing and admission to trading will be granted (or, if granted, will be granted by the Issue Date).

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).

79. Other provisions

- 79.1 Further information, including financial information, in respect of the Reference Entity can be obtained from the following website: www.transnet.net. As of the Issue Date the aforementioned information can be obtained from the aforementioned website. The Issuer shall not however be responsible for: (i) such information (a) remaining on such website, (b) being removed from such website, (c) being moved to another location or (d) for notifying any party (including the Noteholder) of the occurrence of any of the events stated in paragraphs 79.1(i)(b) and 79.1(i)(c) and/or (ii) the correctness and/or completeness of such information.

- 79.2 Announcement of interest payable The amount of any interest payable in respect of the Notes will be announced on SENS at least 3 Business Days before the relevant Interest Payment Date.

Application is hereby made to list this issue of Notes on the JSE as from 23 March 2018.

Signed at Johannesburg on this [●] day of [●].

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

By:

Name:

Capacity:

Who warrants his/her authority hereto.

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

By:

Name:

Capacity:

Who warrants his/her authority hereto.