



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

**Issue of**  
**SSN024 ZAR 40,000,000 Floating Rate Listed Notes due 21 January 2019**  
**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 February 2012 (the **Programme Memorandum**), as updated and amended from time to time. This Pricing Supplement must be read in conjunction with such Programme Memorandum. On 18 February 2013 the Programme Amount of the Structured Note Programme was increased to ZAR 60,000,000,000. 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  | 234                                       |
|     | (b) Tranche Number   | 1   |
| 4.  | Aggregate Nominal Amount   | ZAR 40,000,000                            |
| 5.  | Redemption/Payment Basis   | Redemption at par                         |
| 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   | 21 January 2014                           |
| 10. | Trade Date   | 14 January 2014                           |
| 11. | Business Centre  | Johannesburg                              |
| 12. | Additional Business Centre   | Not applicable                            |
| 13. | Specified Denomination   | ZAR 1,000,000                             |

|     |  |   |
|-----|--|---|
| 14. | Calculation Amount   | ZAR 40,000,000  |
| 15. | Issue Price  | 100%  |
| 16. | Interest Commencement Date   | Issue Date  |
| 17. | Interest Termination Date  | Maturity Date   |
| 18. | Maturity Date  | 21 January 2019   |
| 19. | Specified Currency   | ZAR   |
| 20. | Applicable Business Day Convention   | Following, which shall apply to all dates specified in this Pricing Supplement. |
| 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. | Specified office of the Calculation Agent, Paying Agent and Transfer Agent | 3rd Floor, 3 Simmonds Street, Johannesburg, 2001                                |
| 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 the due date for payment of such instalments | Not applicable |

#### **INSTALMENT NOTES**

|     |  |                |
|-----|--|----------------|
| 31. | Instalment Dates   | Not applicable |
| 32. | Instalment Amounts (expressed as a percentage of the aggregate Nominal | Not applicable |

Amount of the Notes)

#### **FIXED RATE NOTES**

- |     |     |   |                |
|-----|-----|---|----------------|
| 33. | (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**

- |     |     |   |  |
|-----|-----|---|--|
| 34. | (a) | Interest Payment Date(s)  | Each 21 January, 21 April, 21 July and 21 October commencing on 21 April 2014, until the Maturity Date.  |
|     | (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, and include the Interest Commencement Date and the last Interest Period shall conclude on, but exclude the Interest Termination Date.   |
|     | (c) | Definitions of Business Day (if different from that set out in Condition 1 ( <i>Interpretation</i> )) | Not applicable   |
|     | (d) | Interest Rate(s)  | <p>In respect of and for each Interest Period in relation to which the relevant Interest Determination Date mentioned below in this paragraph 34(d) is the first day of such Interest Period:</p> <p>In the event of the Reference Rate on an Interest Determination Date being, as determined by the Calculation Agent:</p> <p>(i) less than or equal to 7.72%: Three month ZAR-JIBAR-SAFEX plus the Margin; and</p> <p>(ii) greater than 7.72%: 9.46% nacq,</p> <p>it being understood that the Reference Rate shall</p> |

- be determined by the Calculation Agent as stipulated in paragraph 38 below with Condition 6.2.4 of the Programme Memorandum applying *mutatis mutandis*.
- (e) Minimum Interest Rate Not applicable
  - (f) Maximum Interest Rate Not applicable
  - (g) Other terms relating to the method of calculating interest (eg Day Count Fraction, rounding up provision, if different from Condition 6.2 (*Interest on Floating Rate Notes and Indexed Notes*)) The applicable Day Count Fraction shall be Actual/365(Fixed)
35. Manner in which the Interest Rate is to be determined As stipulated in paragraph 34(d) above.
36. Margin 1.74%
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) Each 21 January, 21 April, 21 July and 21 October of each year, commencing on the Issue Date, until 21 October 2018.
  - (c) Relevant Screen Page Reuters page SAFEX or any successor page
  - (d) Relevant Time 11h00
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) | 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:
- |     |                     |                |
|-----|---------------------|----------------|
| (a) | Fixed Rate Notes    | Not applicable |
| (b) | Floating Rate Notes | Not applicable |
| (c) | Indexed Notes       | Not applicable |
| (d) | Other               | 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) | 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 index and/or formula is impossible or impracticable            | Not applicable |
| (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**

|     |   |                |
|-----|---|----------------|
| 44. | Mandatory Exchange applicable?          | Not applicable |
| 45. | Noteholders' Exchange Right applicable? | Not applicable |
| 46. | Exchange Securities                     | Not applicable |
| 47. | Manner of determining Exchange Price    | Not applicable |
| 48. | Exchange Period                         | Not applicable |
| 49. | Other                                   | Not applicable |

#### **CREDIT LINKED NOTE PROVISIONS**

|     |                    |                |
|-----|--------------------|----------------|
| 50. | Credit Linked Note | Not applicable |
|-----|--------------------|----------------|

#### **OTHER NOTES**

|     |   |                |
|-----|---|----------------|
| 51. | If the Notes are not Partly Paid Notes, Instalment Notes, Fixed Rate Notes, Floating Rate Notes, Mixed Rate Notes, Zero Coupon Notes, Indexed | Not applicable |
|-----|---|----------------|

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.

#### PROVISIONS REGARDING REDEMPTION/MATURITY

- |     |  |                              |
|-----|--|------------------------------|
| 52. | Redemption at the Option of the Issuer (Call Option):  | Not applicable               |
| 53. | Redemption at the option of the Noteholders (Put Option):  | Not applicable               |
| 54. | 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> )) | As set out in Condition 7.7. |

#### GENERAL

- |     |  |  |
|-----|--|--|
| 55. | Other terms or special conditions                      | Not applicable                         |
| 56. | Board approval for issuance of Notes obtained          | Not applicable                         |
| 57. | Additional selling restrictions                        | Not applicable                         |
| 58. | (a) International Securities Numbering (ISIN)          | ZAG000111790                           |
|     | (b) Stock Code   | SSN024                                 |
| 59. | (a) Financial Exchange                                 | Johannesburg Stock Exchange            |
|     | (b) Relevant sub-market of the Financial Exchange      | Interest Rate Market                   |
| 60. | If syndicated, names of managers                       | Not applicable                         |
| 61. | Receipts attached? If yes, number of Receipts attached | No                                     |
| 62. | Coupons attached? If yes, number of Coupons attached   | No                                     |
| 63. | Credit Rating assigned to the                          | Issuer Local: Short term      F1+(ZAF) |



| Issuer/Notes/Programme (if any) |  | Long term  | AA(zaf) (stable) |
|---------------------------------|--|--|------------------|
|                                 |  | Issuer International:  | BBB (stable)     |
| 64.                             | Date of Issue of Credit Rating and Date of Next Review   | Rating obtained on 01 August 2013. Next review in December 2013 / January 2014   |                  |
| 65.                             | Stripping of Receipts and/or Coupons prohibited as provided in Condition 13.4 ( <i>Prohibition on Stripping</i> )?   | Not applicable   |                  |
| 66.                             | Governing law (if the laws of South Africa are not applicable)   | Not applicable   |                  |
| 67.                             | Other Banking Jurisdiction   | Not applicable   |                  |
| 68.                             | 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 | <p>17h00 on each 10 January, 10 April, 10 July and 10 October.</p> <p>The "books closed period" (during which the Register will be closed) will be from each 11 January, 11 April, 11 July and 11 October, commencing on 11 April 2014, until the applicable Interest Payment Date.</p>  |                  |
| 69.                             | Stabilisation Manager (if any)   | Not applicable   |                  |
| 70.                             | Method of Distribution   | Private Placement  |                  |
| 71.                             | Total Notes in Issue (excluding current issue)   | ZAR 27,382,541,083.55  |                  |
| 72.                             | 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</p> |                  |





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.

73. Material Change

Save as disclosed in the Programme Memorandum as read together with this Applicable Pricing Supplement, there has been no material change in the Issuer's financial position since the date of the Issuer's last audited financial statements. After due and careful enquiry and consideration, carried out without the involvement of the auditors of the Issuer, the Issuer is satisfied that there has been no material change in its financial or trading position since the end of the financial year ending 31 December 2012.

74. 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 as read together with this Applicable Pricing Supplement contains all information required by law and the JSE Listings Requirements. The Issuer accepts full responsibility for the accuracy of the information contained in the Programme Memorandum as read together with this Applicable Pricing Supplement, except as otherwise stated therein or herein.

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, 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 information contained in the Programme Memorandum as read together with this Applicable Pricing Supplement.

75. Other provisions

Not applicable



Application is hereby made to list this issue of Notes on the JSE as from 21 January 2014

Signed at JOHANNESBURG on this 16<sup>th</sup> day of January 2014.

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

By: 

Name: \_\_\_\_\_

Who warrants his/her authority hereto.

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

By: 

Name: \_\_\_\_\_

Who warrants his/her authority hereto.