



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

**Issue of**  
**SSN028 ZAR 50,000,000 Floating Rate Listed Notes due 16 October 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	287
	(b) Tranche Number	1
4.	Aggregate Nominal Amount	ZAR 50,000,000
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	16 October 2014
10.	Trade Date	08 October 2014
11.	Business Centre	Johannesburg
12.	Additional Business Centre	Not applicable
13.	Specified Denomination	ZAR 1,000,000

14.	Calculation Amount	ZAR 50,000,000
15.	Issue Price	ZAR 50,452,627.40
16.	Interest Commencement Date	Issue Date
17.	Interest Termination Date	Maturity Date
18.	Maturity Date	16 October 2019
19.	Specified Currency	ZAR
20.	Applicable Business Day Convention	Following
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	1st Floor, East Wing, 30 Baker Street, Rosebank, 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 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 Amount of the Notes)	Not applicable

### **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 16 January, 16 April, 16 July and 16 October commencing on 16 January 2015 up to and including 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>(A) In respect of each Interest Period from, and including, the Interest Period commencing on the Issue Date up to and including the Interest Period commencing on 16 July 2017: as determined in accordance with the provisions of paragraph 75.1 below.</p> <p>(B) In respect of each Interest Period from, and including, the Interest Period commencing on 16 October 2017 up to and including the Interest Period commencing on 16 July 2019: Reference Rate plus the Margin.</p> |
|     | (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
- (A) In respect of the Interest Determination Date applicable to each Interest Period from, and including, the Interest Period commencing on the Issue Date up to and including the Interest Period commencing on 16 July 2017: Screen Rate Determination, subject to the provisions of paragraph 75.1 below.
- (B) In respect of the Interest Determination Date applicable to each Interest Period from, and including, the Interest Period commencing on 16 October 2017 up to and including the Interest Period commencing on 16 July 2019: Screen Rate Determination plus Margin
36. Margin
- (A) In respect of each Interest Period from, and including, the Interest Period commencing on the Issue Date up to and including the Interest Period commencing on 16 July 2017: M (as defined in paragraph 75.1 below); and
- (B) In respect of each Interest Period from, and including, the Interest Period commencing on 16 October 2017 up to and including the Interest Period commencing on 16 July 2019: 1.25%
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 Three month ZAR-JIBAR-SAFEX

which the Interest Rate is to be calculated)

- |     |                                |   |
|-----|--------------------------------|---|
| (b) | Interest Determination Date(s) | Each 16 January, 16 April, 16 July and 16 October of each year, commencing on the Issue Date, until 16 July 2019. |
| (c) | Relevant Screen Page           | Reuters page SAFETY 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 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. Not applicable

#### **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 (*Early Redemption Amounts*)) 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) ZAG000120601

(b) Stock Code SSN028

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/Notes/Programme (if any)	Issuer Local: Short term F1+(ZAF) Long term AA(zaf) (stable) Issuer International: BBB negative outlook
64.	Date of Issue of Credit Rating and Date of Next Review	Rating obtained on 1 August 2013. Outlook changed on 17 June 2014 following change in sovereign outlook. Next South Africa sovereign review is scheduled for December 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	17h00 on each 05 January, 05 April, 05 July and 05 October.  The "books closed period" (during which the Register will be closed) will be from each 06 January, 06 April, 06 July, and 06 October, commencing on 06 January 2015, until the applicable Interest Payment Date.
69.	Stabilisation Manager (if any)	Not applicable
70.	Method of Distribution	Private Placement
71.	Total Notes in Issue (excluding current issue)	ZAR 27,609,761,369.50



72. 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.

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 2013.

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

75.1 Calculation of Interest Amount

The Interest Amount payable in respect of each Note on each Interest Payment Date from the first Interest Payment Date up to and including the Interest Payment Date occurring on 16 October 2017 shall be determined in accordance with the following formula:

$$\left[ (R25,000,000 \times (\frac{n}{365}) \times (R + M)) + (R25,000,000 \times (\frac{m}{365}) \times (\frac{R}{2})) \right] + \left[ (R25,000,000 \times \frac{Actual}{365} \times (R + 1.35\%)) \times Y \right]$$

where:

**“Interest Rate Range”** means in respect of the Interest Period commencing on:

- (i) the Issue Date: from and including 0.00% to and including 7%;
- (ii) 16 January 2015: from and including 0.00% to and including 7%;
- (iii) 16 April 2015: from and including 0.00% to and including 7%;
- (iv) 16 July 2015: from and including 0.00% to and including 7%;
- (v) 16 October 2015: from and including 0.00% to and including 7.25%;
- (vi) 16 January 2016: from and including 0.00% to and including 7.5%;

- (vii) 16 April 2016: from and including 0.00% to and including 7.5%;
- (viii) 16 July 2016: from and including 0.00% to and including 7.5%;
- (ix) 16 October 2016: from and including 0.00% to and including 8%;
- (x) 16 January 2017: from and including 0.00% to and including 8%;
- (xi) 16 April 2017: from and including 0.00% to and including 8%;
- (xii) 16 July 2017: from and including 0.00% to and including 8%;

“**M**” means 3.11%;

“**n**” means the number of Observation Days during the relevant Interest Period that the Reference Rate is in the Interest Rate Range;

“**m**” means the number of Observation Days during the relevant Interest Period that the Reference Rate is not in the Interest Rate Range;

“**Observation Day**” means each calendar day from and including the Issue Date to but excluding the Maturity Date, provided that, notwithstanding the Business Day Convention, for purposes of determining the applicable Reference Rate in respect of any Observation Day that is not a Business Day, the Reference Rate from the immediately preceding Business Day shall apply to that day;

“ $\frac{\text{Actual}}{365}$ ” means the Day Count Fraction of Actual/365(Fixed), with each Interest Period being a Calculation Period;

“**R**” means the Reference Rate; and

“**Y**” means a fraction equal to the Specified Denomination of such Note divided by the Calculation Amount.

Application is hereby made to list this issue of Notes on the JSE as from 16 October 2014

Signed at JOHANNESBURG on this 15<sup>th</sup> day of October 2014.

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

By: 

Name: H.G.A. Snyman  
Who warrants his/her authority hereto.

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

By: 

Name: J.B. Gille  
Who warrants his/her authority hereto.