

TRANSNET

**TRANSNET SOC LTD**

*(Incorporated in the Republic of South Africa with limited liability
under registration number: 1990/000900/30)*

**Issue of ZAR 1,500,000,000 Senior Unsecured Floating Rate Notes due 22 August 2018
Under its ZAR55,000,000,000 Domestic Medium Term Note and Commercial Paper
Programme**

This Applicable Pricing Supplement must be read in conjunction with the Programme Memorandum, dated 25 October 2011, prepared by Transnet SOC Ltd in connection with the Transnet SOC Ltd ZAR55,000,000,000 Domestic Medium Term Note and Commercial Paper Programme, as amended and/or supplemented from time to time (the "**Programme Memorandum**").

Any capitalised terms not defined in this Applicable Pricing Supplement shall have the meanings ascribed to them in the section of the Programme Memorandum headed "*Terms and Conditions of the Notes*".

This document constitutes the Applicable Pricing Supplement relating to the issue of Notes described herein. The Notes described herein are issued on and subject to the Terms and Conditions as amended and/or supplemented by the Terms and Conditions contained in this Applicable Pricing Supplement. To the extent that there is any conflict or inconsistency between the contents of this Applicable Pricing Supplement and the Programme Memorandum, the provisions of this Applicable Pricing Supplement shall prevail.

PARTIES

- | | |
|----------------------|--|
| 1. Issuer | Transnet SOC Ltd |
| 2. Dealers | Transnet SOC Ltd |
| 3. Managers | N/A |
| 4. Paying Agent | The Standard Bank of South Africa Limited, acting through its Corporate and Investment Banking division |
| Specified Address | 3 Simmonds Street
Johannesburg
2001
South Africa |
| 5. Calculation Agent | Transnet SOC Ltd |
| Specified Address | Room 4305, 43 rd Floor
Carlton Centre
150 Commissioner Street
Johannesburg
2001
South Africa |
| 6. Transfer Agent | Transnet SOC Ltd |
| Specified Address | Room 4305, 43 rd Floor
Carlton Centre
150 Commissioner Street
Johannesburg
2001, South Africa |

PROVISIONS RELATING TO THE NOTES

7. Status of Notes	Senior Unsecured
8. Form of Notes	Listed Registered Notes
9. Series Number	1
10. Tranche Number	1
11. Aggregate Nominal Amount:	ZAR1,500,000,000
12. Interest	Interest-bearing
13. Interest Payment Basis	Floating Rate
14. Automatic/Optional Conversion from one Interest/Redemption/Payment Basis to another	N/A
15. Form of Notes	Registered Notes: The Notes in this Tranche are issued in uncertificated form and held by the CSD.
16. Issue Date	22 August 2013
17. Nominal Amount per Note	ZAR1,000,000
18. Specified Denomination	ZAR1,000,000
19. Specified Currency	ZAR
20. Issue Price	100 percent
21. Interest Commencement Date	22 August 2013
22. Maturity Date	22 August 2018
23. Applicable Business Day Convention	Following Business Day
24. Final Redemption Amount	100% of Nominal Issue Amount
25. Last Day to Register	By 17h00 on 11 November, 11 February, 11 May and 11 August of each year
26. Books Closed Period(s)	The Register will be closed on 12 November to 21 November, from 12 February to 21 February, from 12 May to 21 May and from 12 August to 21 August (all dates inclusive) in each year until the Maturity Date
27. Default Rate	N/A

FIXED RATE NOTES

N/A

FLOATING RATE NOTES

28. (a) Floating Interest Payment Date(s)	22 November, 22 February, 22 May and 22 August
(b) Interest Period(s)	Quarterly in arrears
(c) Definition of Business Day (if different from that set out in Condition 1) (<i>Interpretation</i>)	N/A
(d) Interest Rate	3 Month JIBAR plus 130 basis points
(e) Implied Yield	6.433 percent (1st three months)
(f) Reference rate	5.133 percent (3 month JIBAR) (1st three months)
(g) Minimum Rate of Interest	N/A
(h) Maximum Rate of Interest	N/A

(i) Day Count Fraction	ACT / 365 (Fixed)
29. Manner in which the Rate of Interest is to be determined	Screen Rate Determination
30. Margin	130 basis points
31. If ISDA Determination:	
(a) Floating Rate	N/A
(b) Floating Rate Option	N/A
(c) Designated Maturity	N/A
(d) Reset Date(s)	N/A
(e) ISDA Definitions to apply	N/A
32. If Screen Determination:	
(a) Reference Rate (including relevant period by reference to which the Rate of Interest is to be calculated)	3 Month ZAR-JIBAR-SAFEX
(b) Interest Rate Determination Date(s)	22 November, 22 February, 22 May and 22 August
(c) Relevant Screen Page and Reference Code	Reuters Screen SAFEX Page ZA01209
33. If Rate of Interest to be calculated otherwise than by ISDA Determination or Screen Determination, insert basis for determining Rate of Interest/Margin/Fallback provisions	N/A
34. Calculation Agent responsible for calculating amount of principal and interest	Transnet SOC Ltd
MIXED RATE NOTES	N/A
INDEX-LINKED NOTES	N/A
DUAL CURRENCY NOTES	N/A
EXCHANGEABLE NOTES	N/A
OTHER NOTES	N/A
PROVISIONS REGARDING REDEMPTION/MATURITY	
35. Redemption at the Option of the Issuer	No
36. Redemption at the Option of the Senior Noteholders	No
37. Early Redemption Amount(s) payable on redemption for taxation reasons or on Event of Default (if required)	Yes
38. Redemption in the event of a Change of Control	Yes
39. Redemption in the event of a Change of Principal Business	Yes

GENERAL

- | | |
|---|---|
| 40. Financial Exchange | JSE (Interest Rate Market) |
| 41. Additional selling restrictions | N/A |
| 42. ISIN No. | ZAG000108176 |
| 43. Stock Code | TNF18 |
| 44. Method of distribution | Auction |
| 45. Credit Rating assigned to the Programme | For purposes of this issue of Notes, the Programme has been rated by Moody's Investors Service (Pty) Limited. The national scale rating assigned to the Programme as at 16 August 2011, and due for review from time to time, is <i>Aa3.za</i> senior unsecured long term rating; <i>P-1.za</i> short term rating; and <i>A1.za</i> subordinated long term rating |
| 46. Applicable Rating Agency | Moody's Investors Service South Africa (Pty) Ltd |

DISCLOSURE REQUIREMENTS IN TERMS OF PARAGRAPH 3(5) OF THE COMMERCIAL PAPER REGULATIONS47. Paragraph 3(5)(a)

The "ultimate borrower" (as defined in the Commercial Paper Regulations) is the Issuer.

48. Paragraph 3(5)(b)

The Issuer is a going concern and can in all circumstances be reasonably expected to meet its commitments under the Notes.

49. Paragraph 3(5)(c)

The auditor of the Issuer is SizweNtsalubaGobodo.

50. Paragraph 3(5)(d)

As at the date of this issue:

- (i) the Issuer has issued ZAR59,737,100,000 Commercial Paper (including this issue) (as defined in the Commercial Paper Regulations) ,which amount is made up of the aggregate issuances under the respective Issuer Programmes listed below:

(a) ZAR38,742,000,000 issued under this Programme (including Notes issued under the Previous Programme Memorandum);

(b) ZAR 3,500,000,000.00 issued under the EMTN Programme;

(c) USD1,750,000,000.00 (ZAR17,495,100,000(equivalent)) issued under the GMTN Programme; and

- (ii) to the best of the Issuer's knowledge and belief, the Issuer estimates to issue (excluding this issue) ZAR4,500,000,000 Commercial Paper during the 2013/2014 financial year, ending on 31 March 2014.

51. Paragraph 3(5)(e)
All information that may reasonably be necessary to enable the investor to ascertain the nature of the financial and commercial risk of its investment in the Notes is contained in the Programme Memorandum and the Applicable Pricing Supplement.
52. Paragraph 3(5)(f)
There has been no material adverse change in the Issuer's financial position since the date of its last audited financial statements.
53. Paragraph 3(5)(g)
The Notes issued will be listed.
54. Paragraph 3(5)(h)
The funds to be raised through the issue of the Notes are to be used by the Issuer for its general corporate purposes.
55. Paragraph 3(5)(i)
The obligations of the Issuer in respect of the Notes are unsecured.
56. Paragraph 3(5)(j)
Deloitte & Touche, the previous statutory auditor of the Issuer, confirmed that nothing came to their attention to indicate that the Issuer will not comply in all respects with the relevant provisions of the Commercial Paper Regulations, with regard to the issue of the Notes under the placing documents, during the financial year ending 31 March 2012. The confirmation by the incumbent statutory auditor SizweNtsalubaGobodo, appointed with effect from 1 April 2012, will be obtained within a reasonable period of time.

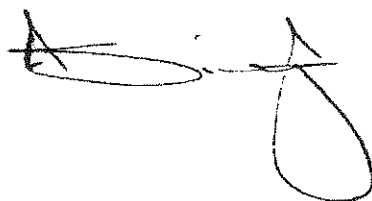
Responsibility:

The Issuer accepts full responsibility for the accuracy of the information contained in this Applicable Pricing Supplement. To the best of the knowledge and belief of the Issuer (who has taken all reasonable care to ensure that such is the case) the information contained in this Applicable Pricing Supplement is in accordance with the facts and does not omit anything which would make any statement false or misleading and all reasonable enquiries to ascertain such facts have been made. This Applicable Pricing Supplement contains all information required by law and the debt listings requirements of the JSE.

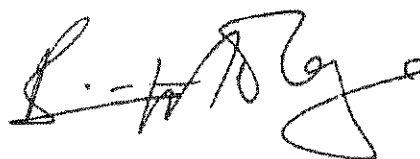
Application is hereby made to list this issue of Notes on 22 August 2013.

SIGNED at JOHANNESBURG on this 19th day of August 2013

For and on behalf of
TRANSNET SOC LTD



Name:
Capacity: Director
Who warrants his/her authority hereto



Name:
Capacity: Director
Who warrants his/her authority hereto