



FirstRand Bank

FIRSTRAND BANK LIMITED

(Registration Number 1929/001225/06)

(incorporated with limited liability in South Africa)

Issue of ZAR25,000,000 Bond Linked Instalment Notes of Tranche FRS235 Under its ZAR30,000,000,000 Note Programme

This document constitutes the Applicable Pricing Supplement relating to the issue of the 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 29 November 2011, as amended and updated from time to time (the “**Programme Memorandum**”). This Applicable Pricing Supplement must be read in conjunction with the Programme Memorandum. 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. Subject to as provided below, any capitalised terms not defined in this Applicable Pricing Supplement shall have the meaning ascribed to them in the Terms and Conditions. To the extent that certain provisions of the *pro forma* Pricing Supplement do not apply to the Notes described herein, they may be deleted in this Applicable Pricing Supplement or indicated to be not applicable.

Description of the Notes

1.	Issuer:	FirstRand Bank Limited
2.	Status of Notes:	Senior Unsecured Unsubordinated
3.	Form of Notes:	Listed Registered Notes.
4.	Series Number:	235
5.	Tranche Number:	1
6.	Specified Currency of the Notes:	ZAR
7.	Aggregate Nominal Amount:	
	(a) Series:	ZAR25,000,000
	(b) Tranche:	ZAR25,000,000
8.	Nominal Amount per Note:	ZAR1,000,000
9.	Specified Denomination and number of Notes:	ZAR1,000,000 and 25 Notes
10.	Issue Date of the Notes:	26 August 2020
11.	Issue Price of the Notes:	100% (one hundred percent) of par
12.	Relevant Stock Exchange:	JSE
13.	Integral multiples of Notes required for transfer:	N/A
14.	Type of Notes:	Structured Notes

15. If Structured Notes:
 - (a) Type of Structured Notes: Non-Standard Structured Notes
 - (b) Capital guarantee: No
16. Deposit Notes: No
17. Redemption/Payment Basis: Redemption at the Final Redemption Amount
18. Automatic/Optional Conversion from one Redemption/Payment Basis to another: N/A
19. Partly Paid Note Provisions: N/A

Provisions relating to interest (if any) payable on the Note

20. **General Interest Provisions**
 - (a) Interest payable on the Note: Yes
 - (b) Interest Basis: Zero Coupon Note
 - (c) Automatic/Optional Conversion from one Interest Basis to another: N/A
 - (d) Interest Commencement Date: Issue Date
 - (e) Default Rate: N/A
21. **Fixed Rate Note Provisions:** N/A
22. **Floating Rate Note Provisions:** N/A
23. **Zero Coupon Note Provisions:** N/A
 - (a) Implied Yield: 10.05% NACS
 - (b) Reference Price: ZAR25,000,000
 - (c) any other formula/basis for determining amount payable: N/A
24. **Index Linked Interest Note Provisions:** N/A
25. **Dual Currency Note Provisions:** N/A
26. **Mixed Rate Note Provisions:** N/A

Provisions relating to redemption

27. Exchange Rate Time: N/A
28. Maturity Date: 31 March 2032
29. Early Redemption following the occurrence of:
 - (a) Tax Event: Applicable
 - (b) Change in Law: Applicable
 - (c) Hedging Disruption: Applicable
 - (d) Increased Cost of Hedging: Applicable

	(e) Other:	N/A
30.	Early Redemption at the Option of the Issuer:	Applicable
	(a) Optional Redemption Date[s]:	The date specified as such in the Issuer Redemption Notice.
	(b) Optional Redemption Amount[s] and method, if any, of calculation of such amount[s]:	The Early Redemption Amount as set out in paragraph 37
	(c) Optional Redemption Payment Date:	Optional Redemption Date.
	(d) Notice period:	At least 10 (ten) calendar days' notice. For the purposes of this paragraph 30, any Issuer Redemption Notice delivered by the Issuer to the Noteholders shall only be made by way of announcement on SENS.
	(e) If redeemable in part:	N/A
31.	Early Redemption at the Option of the Noteholders:	N/A
32.	Valuation Date:	5 (five) Business Days prior to Maturity Date
33.	Valuation Time:	17h00 on the Business Day prior to the Valuation Date
34.	Market Disruption Event:	N/A
35.	(a) Averaging Dates:	N/A
	(b) Consequences of an Averaging Date being a Disrupted Day:	N/A
36.	Final Redemption Amount:	ZAR77,991,467.80
	In cases where the Note is an Indexed Linked Redemption Note or other variable-linked Note:	
	(a) Index/Formula/variable:	N/A
	(b) Party responsible for calculating the Final Redemption Amount (if not the Calculation Agent):	N/A
	(c) Provisions for determining Final Redemption Amount where calculated by reference to Index and/or Formula and/or other variable:	N/A
	(d) Determination Date[s]:	N/A
	(e) Provisions for determining Final Redemption Amount where calculation by reference to Index and/or	N/A

	Formula and/or other variable is impossible or impracticable or otherwise disrupted:	
(f)	Payment Date:	N/A
(g)	Minimum Final Redemption Amount:	N/A
(h)	Maximum Final Redemption Amount:	N/A
37.	Early Redemption Amount:	Means the amount in South African Rands determined by the Calculation Agent which will act in good faith and use commercially reasonable procedures to produce a commercially reasonable result, and shall equal the amount, expressed in South African Rands, of the aggregate proceeds that are or would be realised by the Issuer in relation to the early redemption of the Notes after settling the Hedging Positions, including a notional amount of R 27,630,888.90 of the Reference Bond, (which will be early terminated by the Issuer), provided that such amount so calculated shall not be less than zero.
38.	Settlement Currency:	ZAR
39.	The maximum and minimum number of Business Days prior to the Early Redemption Date on which Issuer Redemption Notices and Special Redemption Notices must be given by the Issuer:	10 (ten) calendar days
40.	Time for receipt of Early Redemption Notice and/or Noteholder's Notice:	10:00 am Johannesburg time, as stated in the Terms and Conditions
41.	Redemption Notice Time:	10:00 am Johannesburg time, as stated in the Terms and Conditions
42.	Procedures for giving Issuer Redemption Notice if other than as specified in Condition 11.3 (<i>Redemption Notices</i>):	N/A
43.	Procedure for giving Special Redemption Notice if other than as specified in Condition 11.3 (<i>Redemption Notices</i>):	N/A
44.	Basis for selecting Notes where Daily Maximum Amount is exceeded if other than on a pro rata basis:	N/A
45.	Additional provisions relating to the redemption of the Notes:	N/A
46.	Instalment Note Provisions:	N/A
47.	Exchangeable Notes Provisions:	N/A
48.	Equity Linked Notes, Equity Basket Notes Provisions:	N/A
49.	Single Index Notes, Basket of Indices Notes Provisions:	N/A
50.	Currency Linked Notes	N/A

Provisions:

51.	Credit Provisions:	Linked	Notes	N/A
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52.	Commodity Provisions:	Linked	Notes	N/A
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Provisions relating to settlement

53.	Settlement type:	Cash Settlement
54.	Board Lot:	N/A
55.	Currency in which cash settlement will be made:	N/A
56.	Early Redemption Payment Date:	Early Redemption Date
57.	Clearing System:	Strate
58.	Physical Delivery Date:	N/A

Definitions

59.	Definition of Business Day:	As defined in Condition 2 (<i>Interpretation</i>)
60.	Definition of Exchange Business Day:	As defined in Condition 2 (<i>Interpretation</i>)
61.	Definition of Maturity Notice Time:	As defined in Condition 2 (<i>Interpretation</i>)
62.	Definition of Issuer Tax Event:	N/A

General Provisions

63.	Business Day Convention:	Modified Following Business Day Convention
64.	Relevant Clearing System:	Strate
65.	Last Day to Register:	By 5:00pm on 26 March 2032, or if such day is not a Business Day, the Business Day before each Books Closed Period.
66.	Books Closed Period[s]:	The Register will be closed from 27 March 2032 to 31 March 2032 (both days inclusive).
67.	Determination Agent:	FirstRand Bank Limited (acting through its Rand Merchant Bank division)
68.	Specified Office of the Determination Agent:	1 Merchant Place, cnr Rivonia Road and Fredman Drive, Sandton, 2196
69.	Specified Office of the Issuer:	1 Merchant Place, cnr Rivonia Road and Fredman Drive, Sandton, 2196
70.	Calculation Agent:	FirstRand Bank Limited (acting through its Rand Merchant Bank division)
71.	Specified Office of the Calculation Agent:	1 Merchant Place, cnr Rivonia Road and Fredman Drive, Sandton, 2196
72.	Paying Agent:	FirstRand Bank Limited (acting through its Rand Merchant Bank division)
73.	Specified Office of the Paying	1 Merchant Place, cnr Rivonia Road and Fredman Drive, Sandton,

Agent:	2196
74. Transfer and Settlement Agent:	FirstRand Bank Limited (acting through its Rand Merchant Bank division)
75. Specified Office of the Transfer and Settlement Agent:	1 Merchant Place, cnr Rivonia Road and Fredman Drive, Sandton, 2196
76. Provisions relating to stabilisation:	N/A
77. Stabilising manager:	N/A
78. Additional Selling Restrictions:	N/A
79. ISIN No.:	ZAG000170531
80. Stock Code:	FRS235
81. Method of distribution:	Non-syndicated
82. If syndicated, names of Managers:	N/A
83. If non-syndicated, name of Dealer:	FirstRand Bank Limited (acting through its Rand Merchant Bank division)
84. Governing law (if the laws of South Africa are not applicable):	N/A
85. Other Banking Jurisdiction:	N/A
86. Surrendering of Notes in the case of Notes represented by a Certificate:	N/A
87. Use of proceeds:	General Corporate Purposes
88. Pricing Methodology:	N/A
89. Ratings:	zaAA National Scale Long Term rated by S & P Global Ratings as at 26 November 2019, which may be reviewed from time to time. For the avoidance of doubt, the Notes have not been individually rated.
90. Receipts attached?	No
91. Coupons attached?	No
92. Stripping of Receipts and/or Coupons prohibited as provided in Condition 18.4 (<i>Prohibition on Stripping</i>):	No
93. Any Conditions additional to, or modified from, those set forth in the Terms and Conditions:	(i) For purposes of this Tranche of Notes the following terms have the following meanings: “ Reference Bond ” means the following bond: Issuer: Republic of South Africa Maturity: 31 March 2032 Coupon: 8.25% SA Government Bond Identifier: R2032

ISIN: ZAG000107004;

“**Hedging Disruption**” means that the Issuer is unable, after using commercially reasonable efforts to (a) acquire, establish, re-establish, substitute, maintain, unwind or dispose of any transaction(s) or asset(s) it deems necessary to hedge the price risk of issuing and performing its obligations with respect to the relevant Tranche of Notes, or (b) realise, recover or remit the proceeds of any such transaction(s) or asset(s) or the transaction(s) or asset(s) no longer exist by reason of termination or redemption or any other reason whatsoever, or there is a material change in the terms of the transaction(s) or asset(s).

- (ii) For purposes of this Tranche of Notes, all payments in respect of principal and interests are conditional upon receipt of the payments in respect of principal and interests respectively and to the extent received in respect of the Reference Bond.

94. The following Relevant Annex(es) and further provisions shall apply to the Notes

N/A

95. Total Notes in Issue:

ZAR23 093 347 737.99

96. Material Change Statement:

Since the date of the Issuer’s latest interim financial report for the six months ended 31 December 2019, FirstRand Limited (the group), of which FirstRand Bank Limited is a wholly-owned subsidiary (representing approximately 75% of the group’s balance sheet and earnings base), withdrew the financial guidance it had provided in its interim results announcement on 10 March 2020 on the group’s expected earnings and ROE for the full year to 30 June 2020. This financial guidance was based on the group’s macroeconomic view in early March 2020. The escalation of the COVID-19 pandemic (the pandemic) and the lockdown scenarios in most of the markets in which the group operates, required significant revisions to the group’s macroeconomic forecasts. FirstRand Bank noteholders were advised on 24 April 2020 that FirstRand’s 30 June 2020 financial performance guidance had been withdrawn and that expected earnings and ROE performance for the full year to 30 June 2020 were under review. FirstRand Bank noteholders are further referred to the trading statement released by FirstRand Limited on 12 August 2020, in which it advised shareholders that it has a reasonable degree of certainty in respect of the group’s financial results for the year ended 30 June 2020 (the current period). The group’s attributable earnings per share, headline earnings per share, and normalised earnings per share for the current period are all expected to be between 35% and 45% lower than reported for the prior financial year ended 30 June 2019 (the comparative period). As indicated in FirstRand’s trading statement of 4 June 2020, the main driver of this decline in earnings is the materially higher than expected credit losses and credit impairment charge, driven by the forward-looking economic assumptions required under IFRS 9. Although the group produced solid growth in earnings for the first half, and the second half includes only three months of the impact of COVID-19, given the IFRS 9 requirement to consider forward-looking information in the calculation of expected credit losses, the group will report a

significant increase in credit provisioning levels for the year ended 30 June 2020. FirstRand has revised its macroeconomic outlook for 2020/21, with material downward revisions to key economic variables impacting the group's activities, including a sharp contraction in GDP of -8%, a significant increase in unemployment and weakness in property markets. The revisions have been incorporated into the group's credit provisions under IFRS 9, with all segments and portfolios experiencing notable incremental impacts from forward-looking adjustments. The total impact of these adjustments will result in credit loss ratios exceeding those experienced during the global financial crisis, in part reflecting the faster pace of impairment recognition under IFRS 9. Whilst credit impairments represent the most significant driver of the decline in earnings, further pressures include the negative endowment impact as a result of interest rate cuts and margin pressure, subdued non-interest revenue growth due to lower absolute volumes during the lockdown period, and depressed new business origination. The bank exceeds all prudential minimum regulatory requirements and maintains a strong balance sheet with buffers in excess of minimum regulatory requirements. Apart from the impacts relating to the COVID-19 pandemic outlined above, the Issuer hereby confirms that as at the date of this applicable pricing supplement, there have been no other material changes in the financial or trading position of the Issuer and its subsidiaries since the date of the Issuer's latest interim financial report for the six months ended 31 December 2019. This statement has not been confirmed nor verified by the auditors of the Issuer. The Issuer continues to operate in a higher risk environment due to the impact of the pandemic. Investors are urged to continue to monitor the Issuer's announcements on SENS and all information pertaining to the risk factors inherent in investing in the Notes, including the risk factors specific to the Issuer and the sensitivity of the issue of Notes to such risk factors and all information pertaining to the description of the Issuer which are available at <https://www.firstrand.co.za/investors/debt-investor-centre/prospectuses-and-programme-memoranda/>.

Responsibility:

The Issuer certifies that to the best of their 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 Programme Memorandum together with this Applicable Pricing Supplement contains all information required by law and the Debt Listings Requirements. The Issuer accepts full responsibility for the accuracy of the information contained in the Programme Memorandum and the annual financial statements and/or the Pricing Supplements, and/or the annual report of the Issuer and any amendments or supplements to the aforementioned documents, except as otherwise stated therein.

The issuance of the Notes contemplated in this Applicable Pricing Supplement will not result in the authorised amount contained in the Programme Memorandum being exceeded.

Limitation of liability:

The JSE takes no responsibility for the contents of the Programme Memorandum and the annual financial statements and/or the pricing supplements and/or the annual report of the Issuer and any amendments or supplements to the aforementioned documents. The JSE makes no representation as to the accuracy or completeness of the Programme Memorandum and the annual financial statements and/or the pricing supplements and/or the annual report of the Issuer and any amendments or 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

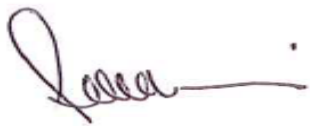
and listing of the debt securities is not to be taken in any way as an indication of the merits of the Issuer or of the debt securities and that, to the extent permitted by law, the JSE will not be liable for any claim whatsoever.

The Issuer accepts responsibility for the information contained in this Applicable Pricing Supplement.

Application **is hereby** made to list this issue of Notes **on 26 August 2020**

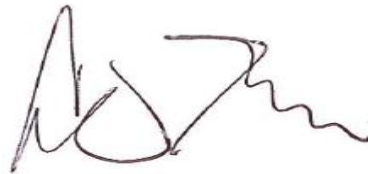
SIGNED at Sandton on this 21 day of August 2020.

For and on behalf of
FIRSTRAND BANK LIMITED

A handwritten signature in dark ink, appearing to read 'A Olding', with a horizontal line extending to the right.

Name: A Olding
Capacity: Authorised Signatory
Who warrants his authority hereto

For and on behalf of
FIRSTRAND BANK LIMITED

A handwritten signature in dark ink, appearing to read 'A Stuart', with a horizontal line extending to the right.

Name: A Stuart
Capacity: Authorised Signatory
Who warrants his authority hereto