
APPLICABLE PRICING SUPPLEMENT (GENERAL TERMS AND CONDITIONS)

Applicable Pricing Supplement dated 19 June 2020



Standard Bank Group Limited

(Incorporated with limited liability under Registration Number 1969/017128/06 in the Republic of South Africa)

Issue of ZAR3,500,000,000 Unsecured Floating Rate Tier 2 Notes due 24 June 2030

Under its ZAR50,000,000,000 Domestic Medium Term Note Programme

This document constitutes the Applicable Pricing Supplement relating to the issue of Notes described herein. The terms and conditions set forth in the section of the Programme Memorandum dated 19 September 2019 (the "Programme Memorandum"), as updated and amended from time to time, headed "General Terms and Conditions" (the "General Terms and Conditions") apply to the issue of Notes described herein. Terms used herein shall be deemed to be defined as such for the purposes of the General Terms and Conditions. This Applicable 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 Applicable Pricing Supplement and the Programme Memorandum, the provisions of this Applicable Pricing Supplement shall prevail.

DESCRIPTION OF THE NOTES

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| 1. | Issuer | Standard Bank Group Limited |
| 2. | Status of the Notes | Tier 2 Notes |
| | | Unsecured |
| 3. | a) Series Number | 1 |
| | b) Tranche Number | 1 |
| 4. | Aggregate Nominal Amount | ZAR3,500,000,000 |
| | a) Series | ZAR3,500,000,000 |
| | b) Tranche | ZAR3,500,000,000 |
| 5. | Redemption/Payment Basis | Not applicable |
| 6. | Type of Notes | Floating Rate Notes |
| 7. | Interest Payment Basis | Floating Rate |
| 8. | Form of Notes | Registered Notes |
| 9. | Automatic/Optional Conversion from one Interest/Payment Basis to another | Not applicable |
| 10. | Issue Date/Settlement Date | 24 June 2020 |
| 11. | Business Centre | Johannesburg |
| 12. | Additional Business Centre | Not applicable |
| 13. | Specified Denomination | ZAR1,000,000 |
| 14. | Calculation Amount | ZAR1,000,000 |
| 15. | Issue Price | 100% |
| 16. | Interest Commencement Date | 24 June 2020 |
| 17. | Maturity Date | 24 June 2030, unless redeemed on any Optional Redemption Date |

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| 18. | Maturity Period | Tier 2 Notes are issued with such minimum maturities as may be required from time to time by the applicable Capital Rules and accordingly Notes will have a minimum Maturity Period of 5 years |
| 19. | Specified Currency | ZAR |
| 20. | Applicable Business Day Convention | Following Business Day |
| 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. | Settlement Agent | The Standard Bank of South Africa Limited |
| 25. | Specified office of the Calculation Agent, Paying Agent, Transfer Agent and Settlement Agent | 30 Baker Street, Rosebank, 2196 |
| 26. | Final Redemption Amount | Aggregate Nominal Amount |
| | PARTLY PAID NOTES | Not Applicable |
| | INSTALMENT NOTES | Not Applicable |
| | FIXED RATE NOTES | Not Applicable |
| | FLOATING RATE NOTES | Applicable |
| 27. | a) Interest Payment Date(s) | Each 24 June, 24 September, 24 December and 24 March, with the first Interest Payment Date being 24 September 2020 or, if such day is not a Business Day, the Business Day on which interest will be paid as determined in accordance with the applicable Business Day Convention (as specified in this Applicable Pricing Supplement) |
| | b) Interest Period(s) | Each period commencing on (and including) an Interest Payment Date and ending on (but excluding) the following Interest Payment Date; provided that the first Interest Period shall commence on the Interest Commencement Date (24 June 2020) and the last Interest Period will commence on 24 March 2030 and conclude on, but exclude the Maturity Date (unless the Notes are redeemed on any Optional Redemption Date), each Interest Payment Date as adjusted in accordance with the Applicable Business Day Convention |
| | c) Definitions of Business Day (if different from that set out in Condition 1 (<i>Interpretation</i>)) | Not applicable |
| | d) Interest Rate(s) | 3 month ZAR- JIBAR-SAFEX plus the Margin |
| | e) Minimum Interest Rate | Not applicable |
| | f) Maximum Interest Rate | Not applicable |
| | g) Other terms relating to the method of calculating interest (e.g. Day Count Fraction, rounding up provision, if different from Condition 6.2 (<i>Interest on Floating Rate Notes and Indexed Notes</i>)) | Actual/365 |
| 28. | Manner in which the Interest Rate is to be determined | Screen Rate Determination |

29. Margin 375 basis points
30. 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
31. If Screen Rate Determination:
- a) Reference Rate (including relevant period by reference to which the Interest Rate is to be calculated) 3 month ZAR-JIBAR-SAFEX
 - b) Interest Determination Date(s) Each 24 June, 24 September, 24 December and 24 March from the Issue Date to the Maturity Date, with the first Interest Determination Date being 19 June 2020 (unless the Notes are redeemed on any Optional Redemption Date)
 - c) Relevant Screen Page Reuters page SAFEX MNY MKT code 0#SFXMM: or any successor page
 - d) Relevant Time 11h00
 - e) Reference Banks The Standard Bank of South Africa Limited, FirstRand Bank Limited, Nedbank Limited, Absa Bank Limited and Investec Bank Limited, and each of their successors
32. If Interest Rate to be calculated otherwise than by reference to 30 or 31 above
- a) Margin Not applicable
 - b) Minimum Interest Rate Not applicable
 - c) Maximum Interest Rate Not applicable
 - d) Business Day Convention Not applicable
 - e) Day Count Fraction Not applicable
 - f) Default Rate Not applicable
 - g) Fall back provisions, rounding provisions and any other terms relating to the method of calculating interest for Floating Rate Notes Not applicable
33. If different from Calculation Agent, agent responsible for calculating amount of principal and interest Not applicable
- MIXED RATE NOTES** Not Applicable
- ZERO COUPON NOTES** Not Applicable
- INDEXED NOTES** Not applicable
- EXCHANGEABLE NOTES** Not applicable
- OTHER NOTES** Not applicable

PROVISIONS REGARDING REDEMPTION/MATURITY

34. Redemption at the Option of the Issuer (Call Option): Applicable

If applicable:

- a) Optional Redemption Date(s) (Call) 25 June 2025, and each Interest Payment Date thereafter
- b) Optional Redemption Amount(s) (Call) and method, if any, of calculation of such amount(s) 100% of Aggregate Nominal Amount
- c) Minimum period of notice (if different from Condition 8.3 (*Redemption at the option of the Issuer (Call Option)*)) Not applicable
- d) If redeemable in part: Not applicable
Minimum Redemption Amount(s) Not applicable
Higher Redemption Amount(s) Not applicable
- e) Other terms applicable on Redemption Not applicable

35. Redemption at the option of the Noteholders of Senior Notes (Put Option): Not Applicable

If applicable:

- a) Optional Redemption Date(s) (Put) Not applicable
- b) Optional Redemption Amount(s) (Put) and method, if any, of calculation of such amount(s) Not applicable
- c) Minimum period of notice (if different to Condition 8.4 (*Redemption at the option of Noteholders of Senior Notes (Put Option)*)) Not applicable
- d) If redeemable in part:
Minimum Redemption Amount(s) Not applicable
Higher Redemption Amount(s) Not applicable
- e) Other terms applicable on Redemption Not applicable
- f) Attach pro forma Put Notice(s) Not applicable

36. Early Redemption Amount(s) payable on redemption pursuant to the provisions of Conditions 8.2 (*Redemption for Tax reasons or Change in Law*), Condition 8.5 (*Redemption*) 100% of Aggregate Nominal Amount

following the occurrence of a Capital Disqualification Event), or Condition 12 (Events of Default) and/or the method of calculating same (if required or if different from that set out in Condition 8.9 (Early Redemption Amounts))

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| 37. | Optional Redemption for Subordinated Notes upon a Change in Law | Applicable |
| 38. | Substitution and Variation for Tier 2 Notes | Applicable |
| 39. | Substitution and Variation for Tier 2 Notes upon a Change in Law | Applicable |
| 40. | Option to dis-apply Non-viability Loss Absorption Condition for Tier 2 Notes pursuant to Condition 5.5 (Disapplication of Non-Viability Loss Absorption) | Applicable |

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| 41. | Date for payment of Early Redemption Amount(s) payable on redemption pursuant to the provisions of Condition 12 (Events of Default) | Date specified in announcement published by the Issuer on SENS, in accordance with the timetable set out in paragraph 3 of Schedule 4, Form A4 of the JSE Debt Listings Requirements, which date will be on or before the day which is five Business Days after that date of receipt by the Issuer of the notice referred to in Condition 12 (Events of Default) |
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GENERAL

42. Material Changes

The Issuer refers Noteholders to the following SENS announcements which it published on:

- a) 31 March 2020 in which the Issuer announced that, due to the high degree of uncertainty regarding the impact of COVID-19 on the Issuer's financial performance in 2020, it was withdrawing the outlook and guidance which had previously been given to shareholders on 5 March 2020 in the announcement relating to its financial information for the year ended 31 December 2020;
- b) 22 April 2020 in which the Issuer provided an update on its operational performance for the three months ended 31 March 2020; and
- c) 1 June 2020 in which the Issuer provided a voluntary trading update and trading statement to its shareholders for the six month period ending 30 June 2020.

Whilst the full extent to which the COVID-19 pandemic will impact the Issuer's business, results of operations and financial condition will depend on future developments which are highly uncertain and cannot be predicted, 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, dated 31 December 2019.

As at the date of this Applicable Pricing Supplement, there has been no involvement by KPMG or PwC, the auditors of the Issuer, in making the aforementioned statement.

43. Other terms or special conditions

Notes qualify as Tier 2 Capital under the Banks Act

44. Board approval for issuance of Notes obtained Yes
45. Additional selling restrictions Not applicable
46. a) International Securities Identification Number (ISIN) ZAG000168964
- b) Stock Code SBT207
47. a) Financial Exchange JSE Limited
- b) Relevant sub-market of the Financial Exchange Interest Rate Market
- Clearing System Strate Proprietary Limited
48. If syndicated, names of managers Not applicable
49. Receipts attached? If yes, number of Receipts attached No
50. Coupons attached? If yes, number of Coupons attached No
51. Credit Rating assigned to the Issuer
- Fitch:
- Issuer Local: Long term BB
- Issuer Foreign: Short term B
- Long term BB
- Issuer National: Short term F1+(zaf)
- Long term AA(zaf)
- Moody's:
- Issuer Rating Local: Long term Ba2
- Issuer Rating Foreign: Long Term Ba2
52. Date of issue of Credit Rating and date of next review
- Fitch downgraded the Issuer's long term rating on 31 March 2020 and affirmed its short term rating. Review expected semi-annually with the next review anticipated in November 2020.
- Moody's downgraded the Issuer's ratings on 31 March 2020. Review expected semi-annually with the next review anticipated in November 2020.
53. Stripping of Receipts and/or Coupons prohibited as provided in Condition 14.4 (*Prohibition on Stripping*)? Not applicable
54. Governing law (if the laws of South Africa are not applicable) Not applicable
55. Other Banking Jurisdiction Not applicable
56. 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 13 June, 13 September, 13 December and 13 March, until the Maturity Date, or if such day is not a Business Day, the Business Day before each Books Closed Period

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| 57. | Books Closed Period | The Register will be closed from 14 June, 14 September, 14 December and 14 March in each year until the applicable Interest Payment Date |
| 58. | Stabilisation Manager (if any) | Not applicable |
| 59. | Method of distribution | Private Placement |
| 60. | Authorised amount of the Programme | ZAR50,000,000,000 |
| 61. | Total Notes in issue (including current issue) | ZAR13,486,000,000. The Issuer confirms that the aggregate Nominal Amount of all Notes Outstanding under this Programme is within the Programme Amount. |
| 62. | Rights of cancellation | <p>The Notes will be delivered to investors on the Issue Date through the settlement system of the Central Depository, provided that:</p> <p>no event occurs prior to the settlement process being finalised on the Issue Date which the Dealers (in their sole discretion) consider to be a force majeure event; or</p> <p>no event occurs which the Dealers (in their sole discretion) consider may prejudice the issue, the Issuer, the Notes or the Dealers,</p> <p>(each, a "Withdrawal Event").</p> <p>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.</p> |
| 63. | Responsibility statement | <p>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 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 Applicable Laws and the JSE Debt Listings Requirements. The Issuer accepts full responsibility for the accuracy of the information contained in the Programme Memorandum as read together with the annual financial statements and this Applicable Pricing Supplement and the annual reports and any amendments or any supplements to the aforementioned documents, except as otherwise stated therein or herein.</p> |

The JSE takes no responsibility for the contents of the information contained in the Programme Memorandum as read together with 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 or 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 and the Issuer further confirms that the authorised amount of the Programme of ZAR50,000,000,000 has not been exceeded.

64. Commercial Paper Regulations

Applicable – see Annexure "A" to this Applicable Pricing Supplement

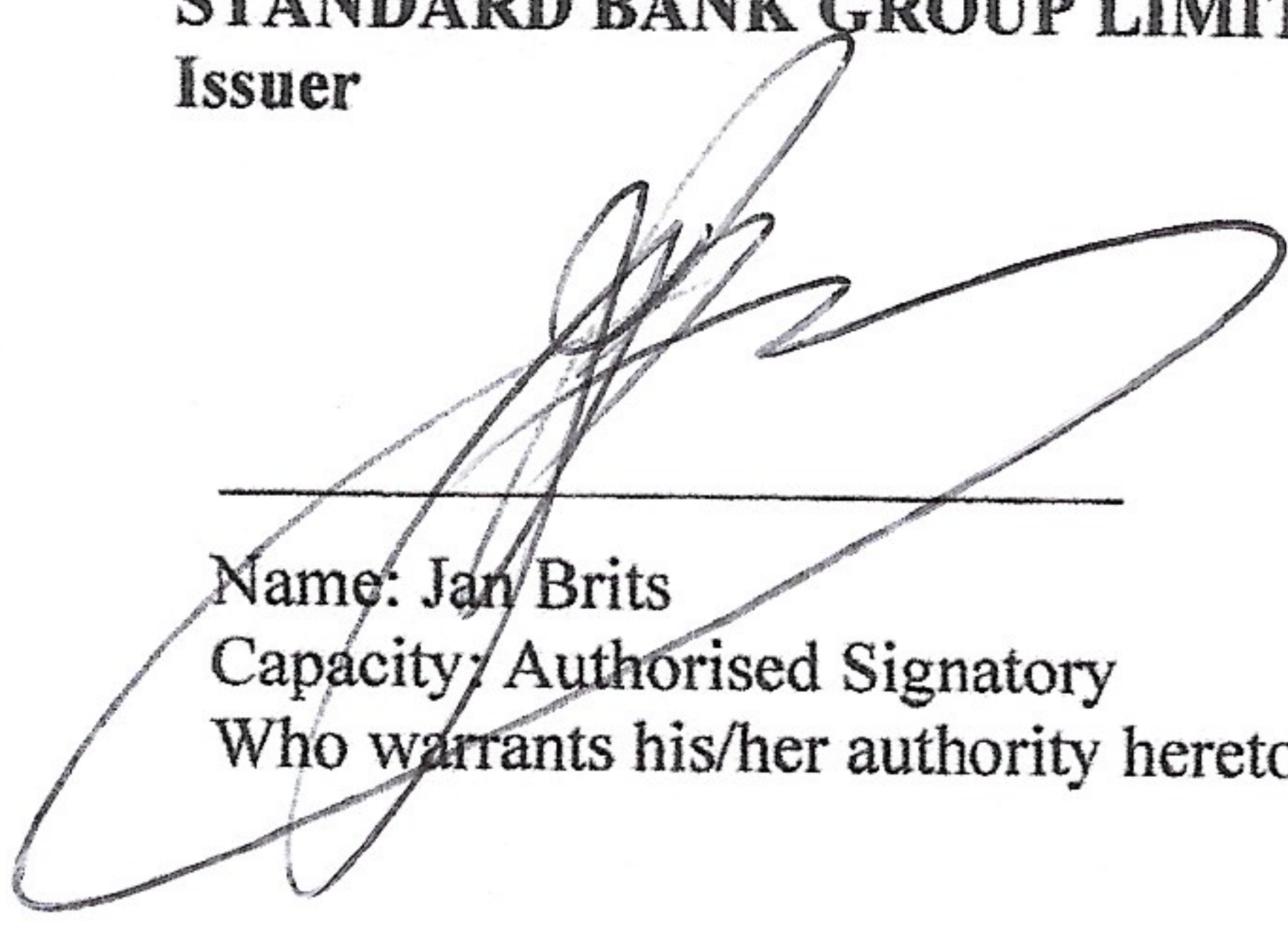
65. Other provisions

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

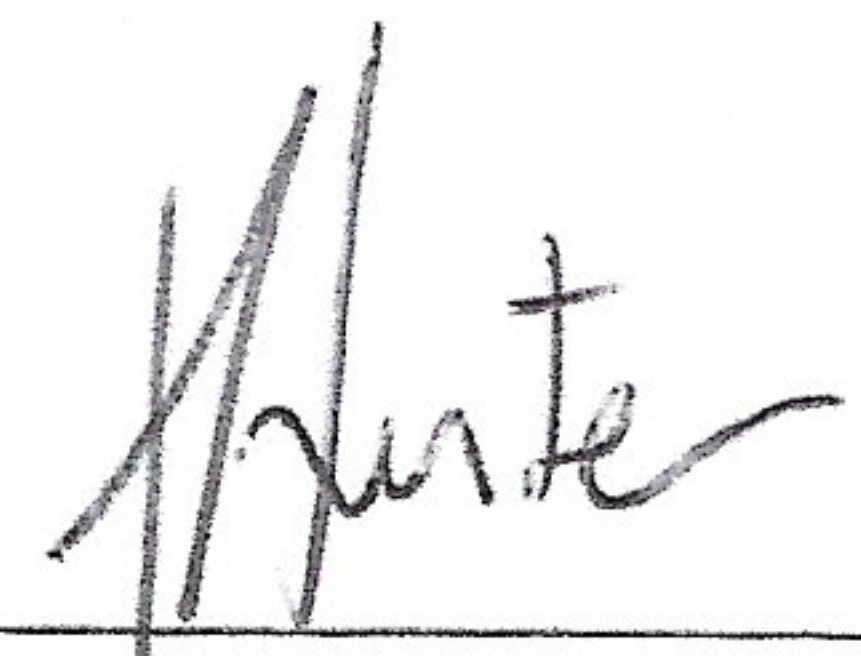
Application is hereby made to list this issue of Notes on 24 June 2020. The Programme was registered with the JSE on 19 September 2019.

SIGNED at Johannesburg on this 19th day of June 2020.

For and on behalf of
STANDARD BANK GROUP LIMITED
Issuer



Name: Jan Brits
Capacity: Authorised Signatory
Who warrants his/her authority hereto



Name: Ann Hunter
Capacity: Authorised Signatory
Who warrants his/her authority hereto

ANNEXURE "A" TO THE APPLICABLE PRICING SUPPLEMENT
COMMERCIAL PAPER REGULATIONS

Disclosure requirements in terms of paragraph 3(5) of the Commercial Paper Regulations

The information required to be disclosed in terms of paragraph 3(5) of the Commercial Paper Regulations is set out in this Annexure "A" (except where such information is disclosed in the Programme Memorandum and/or the Applicable Pricing Supplement):

1. **Issuer and Ultimate Borrower** (paragraph 3(5)(a) of the Commercial Paper Regulations)
The Issuer of the relevant Tranche of Notes is Standard Bank Group Limited (incorporated with limited liability under registration number 1969/017128/06 in South Africa).
The "*ultimate borrower*" is the Issuer.
2. **Going concern** (paragraph 3(5)(b) of the Commercial Paper Regulations)
The Issuer is a going concern and can in all circumstances be reasonably expected to meet its commitments, thereby reflecting the adequacy of the liquidity and solvency of the Issuer.
3. **Auditor** (paragraph 3(5)(c) of the Commercial Paper Regulations)
The auditors of the Issuer as at the Issue Date are KPMG Incorporated and Pricewaterhouse Coopers Incorporated.
KPMG Incorporated and Pricewaterhouse Coopers Incorporated have acted as the auditors of the Issuer's latest audited financial statements.
4. **Total amount of Commercial Paper** (paragraph 3(5)(d) of the Commercial Paper Regulations)
 - (a) The Issuer has, prior to the Issue Date, issued "commercial paper" (as defined in the Commercial Paper Regulations) in an aggregate amount of ZAR8,000,000,000.
 - (b) As at Issue Date, to the best of the Issuer's knowledge and belief, the Issuer estimates that it will issue "*commercial paper*" (as defined in the Commercial Paper Regulations) in an aggregate amount of ZAR5,000,000,000 during the Issuer's current financial year (excluding this Tranche of Notes).
5. **Other information** (paragraph 3(5)(e) of the Commercial Paper Regulations)
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 this Tranche of Notes is contained in the Programme Memorandum and the Applicable Pricing Supplement.
6. **Material adverse change** (paragraph 3(5)(f) of the Commercial Paper Regulations)
Save as disclosed in the Programme Memorandum and as referenced in item 42 of this Applicable Pricing Supplement, there has been no material adverse change in the Issuer's financial position since the date of the Issuer's last audited financial statements.
7. **Listing** (paragraph 3(5)(g) of the Commercial Paper Regulations)
This Tranche of Notes will be listed on the Interest Rate Market of the JSE.
8. **Use of proceeds** (paragraph 3(5)(h) of the Commercial Paper Regulations)
The proceeds of the issue of this Tranche of Notes will be used by the Issuer for its general corporate purposes.
9. **Security** (paragraph 3(5)(i) of the Commercial Paper Regulations)
This Tranche of Notes is unsecured.
10. **Auditors confirmation** (paragraph 3(5)(j) of the Commercial Paper Regulations)
KPMG Incorporated, being one of the Issuer's auditors as at the Issue Date, have confirmed in writing that nothing has come to their attention which causes them to believe that the issue of this Tranche of Notes under the Programme, pursuant to the Programme Memorandum (as read with the Applicable Pricing Supplement) will not comply in all material respects with the provisions of the Commercial Paper Regulations.

11. **Audited financial statements** (paragraphs 3(5)(j)(i) and (j)(ii) of the Commercial Paper Regulations)

Where, in relation to the issue and placing of this Tranche of Notes, the Programme Memorandum and/or the Applicable Pricing Supplement is distributed and/or made available for inspection in South Africa, a copy of the Issuer's latest audited annual financial statements will at all times separately accompany (either by electronic delivery or by physical delivery) the Programme Memorandum and/or the Applicable Pricing Supplement, as required by the Commercial Paper Regulations.