
**APPLICABLE PRICING SUPPLEMENT (ADDITIONAL TIER 1 TERMS AND CONDITIONS)
DATED 13 NOVEMBER 2023**



Standard Bank Group Limited

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

**Issue of ZAR2,000,000,000 Additional Tier 1 Notes
Under its ZAR50,000,000,000 Domestic Medium Term Note Programme**

This document constitutes the Applicable Pricing Supplement relating to the issue of Additional Tier 1 Notes described herein. The terms and conditions set forth in the section of the Programme Memorandum dated 8 December 2022 (the "**Programme Memorandum**"), as updated and amended from time to time, headed "*Additional Tier 1 Terms and Conditions*" (the "**Additional Tier 1 Terms and Conditions**") apply to the issue of Additional Tier 1 Notes described herein. Terms used herein shall be deemed to be defined as such for the purposes of the Additional Tier 1 Terms and Conditions. This Applicable Pricing Supplement must be read in conjunction with the 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

1.	Issuer	Standard Bank Group Limited
2.	Status of the Notes	Additional Tier 1 Notes Unsecured In accordance with the Capital Rules, Additional Tier 1 Notes issued under and pursuant to this Applicable Pricing Supplement will be subject to Write-off upon the occurrence of a Non-Viability Event.
3.	(a) Series Number	1
	(b) Tranche Number	1
4.	Aggregate Nominal Amount	ZAR2,000,000,000
	(a) Series	ZAR2,000,000,000
	(b) Tranche	ZAR2,000,000,000
5.	Type of Notes	Floating Rate Notes
6.	Interest Payment Basis	Floating Rate
7.	Form of Notes	Registered Notes
8.	Automatic/Optional Conversion from one Interest Payment Basis to another	Not Applicable
9.	Issue Date	16 November 2023
10.	Business Centre	Johannesburg
11.	Additional Business Centre	Not Applicable
12.	Nominal Amount per Additional Tier 1 Note	ZAR1,000,000
13.	Specified Denomination	ZAR1,000,000
14.	Calculation Amount	ZAR1,000,000

15.	Issue Price	100%
16.	Interest Commencement Date	16 November 2023
17.	Specified Currency	ZAR
18.	Applicable Business Day Convention	Modified Following Business Day
19.	Debt Officer	Arno Daehnke, Chief Finance and Value Management Officer of Standard Bank Group Limited
20.	Calculation Agent	The Standard Bank of South Africa Limited
21.	Paying Agent	The Standard Bank of South Africa Limited
22.	Transfer Agent	The Standard Bank of South Africa Limited
23.	Settlement Agent	The Standard Bank of South Africa Limited
24.	Specified office of the Calculation Agent, Paying Agent, Transfer Agent and Settlement Agent	30 Baker Street, Rosebank, 2196
25.	Redemption Amount (if different from that set out in the definition of " <i>Redemption Amount</i> " in Condition 1 (<i>Interpretation</i>))	Not Applicable
	FIXED RATE NOTES	Not Applicable
	FLOATING RATE NOTES	Applicable
26.	(a) Interest Payment Date(s)	Each 31 March, 30 June, 30 September and 31 December, with the first Interest Payment Date being 31 March 2024 or, if such a day is not a Business Day, the Business Day on which the 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 will commence on (and include) the Interest Commencement Date and end on (but exclude) the following 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) Day Count Fraction	Actual/365
	(h) Other terms relating to the method of calculating interest (e.g. rounding up provision, if different from Condition 6.2 (<i>Interest on Floating Rate Notes</i>))	Not Applicable
27.	Manner in which the Interest Rate is to be determined	Screen Rate Determination
28.	Margin	290 basis points

29. 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
30. 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 31 March, 30 June, 30 September and 31 December from the Issue Date with the first Interest Determination Date being 13 November 2023
 - (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
31. If Interest Rate to be calculated otherwise than by reference to 29 or 30 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
32. If different from Calculation Agent, agent responsible for calculating amount of principal and interest Not Applicable

MIXED RATE NOTES Not Applicable

PROVISIONS REGARDING EARLY REDEMPTION

33. Redemption at the Option of the Issuer (Call Option): Applicable
- If applicable:
- (a) Optional Redemption Date(s) (Call) 31 December 2028, and each Interest Payment Date thereafter
 - (b) Redemption Amount and method, if any, of calculation of such amount(s) (if different from that set out in the definition of "Redemption Amount") in Condition 1 (*Interpretation*) Redemption Amount as per definition of "Redemption Amount" in Condition 1 (*Interpretation*)

	<i>Amount" in Condition 1 (Interpretation))</i>	
(c)	Minimum period of notice (if different from Condition 9.4 (<i>Redemption at the option of the Issuer (Call Option)</i>))	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
34.	Redemption Amount(s) payable on redemption pursuant to the provisions of Condition 9.3 (<i>Redemption for Tax reasons or Change in Law</i>) or Condition 9.5 (<i>Redemption following the occurrence of a Capital Disqualification Event</i>) and/or the method of calculating same (if different from that set out in the definition of " <i>Redemption Amount</i> " in Condition 1 (<i>Interpretation</i>))	Not Applicable
35.	Optional Redemption upon a Change in Law	Applicable
36.	Substitution and Variation	Applicable
37.	Substitution and Variation upon a Change in Law	Applicable
NON-VIABILITY LOSS ABSORPTION		
38.	Conversion upon the occurrence of a Non-Viability Event	Not Applicable
39.	Write-off upon the occurrence of a Non-Viability Event	Applicable. Condition 8.1(a)(i) applies
40.	Option to dis-apply Non-Viability Loss Absorption Condition pursuant to Condition 8.4 (<i>Disapplication of Non-Viability Loss Absorption Condition</i>)	Applicable
GENERAL		
41.	Other terms or special conditions	Notes qualify as Additional Tier 1 Capital under the Banks Act
42.	Date of Board approval for issuance of Additional Tier 1 Notes obtained	24 November 2022
43.	Additional selling restrictions	Not Applicable
44.	(a) International Securities Identification Number (ISIN)	ZAG000200692
	(b) Stock Code	SBT111
45.	(a) Financial Exchange	JSE Limited
	(b) Relevant sub-market of the Financial Exchange	Interest Rate Market
46.	If syndicated, names of managers	Not Applicable
47.	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 Ba3
	Issuer Rating Foreign:	Long Term Ba3
48.	Date of issue of Credit Rating and date of next review	<p>On 25 November 2022, Fitch affirmed the sovereign rating of the Republic of South Africa (RSA) at BB- for the long-term foreign and local currency ratings respectively and the outlook remains stable. On 11 October 2022, Fitch affirmed the long-term Issuer Default Ratings for Standard Bank Group (SBG) and The Standard Bank of South Africa Limited (SBSA) and the outlook remains stable. Review expected annually with the next review anticipated in November 2023.</p> <p>On 1 April 2022, Moody's affirmed RSA's sovereign rating at Ba2 but revised the outlook on the long-term local and foreign currency issuer ratings to stable from negative. On 5 April 2022, Moody's affirmed the Ba2 long-term Deposit Rating of SBSA and the Ba3 long-term Issuer Rating of SBG and revised the outlook for both entities to stable from negative. Moody's completed portfolio reviews for SBG and SBSA in May 2023 and the ratings remained unchanged. Review expected annually with the next review anticipated in May 2024.</p>
49.	Applicable Rating Agency	<p>Fitch Ratings Limited</p> <p>Moody's Investor Services Inc.</p>
50.	Governing law (if the laws of South Africa are not applicable)	Not Applicable
51.	Other Banking Jurisdiction	Not Applicable
52.	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 20 March, 19 June, 19 September and 20 December of each year, or if such day is not a Business Day, the Business Day before each Books Closed Period
53.	Books Closed Period	The Register will be closed from 21 March, 20 June, 20 September and from 21 December in each year until the applicable Interest Payment Date
54.	Stabilisation Manager (if any)	Not Applicable
55.	Method of distribution	Dutch Auction
56.	Authorised amount of the Programme	ZAR50,000,000,000
57.	Total Notes in issue (excluding Additional Tier 1 Notes described in this Applicable Pricing Supplement)	ZAR37,108,000,000

58. Right of cancellation
- The Additional Tier 1 Notes will be delivered to investors on the Issue Date through the settlement system of the Central Depository, provided that:
- (i) 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
 - (ii) no event occurs which the Dealers (in their sole discretion) consider may prejudice the issue, the Issuer, the Additional Tier 1 Notes or the Dealers,
- (each a "**Withdrawal Event**").
- If the Dealers decide 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 Additional Tier 1 Notes, if listed, will immediately be de-listed.
59. Material Change
- 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 unaudited interim financial statements, dated 30 June 2023. As at the date of this Applicable Pricing Supplement, there has been no involvement by KPMG Incorporated and Pricewaterhouse Coopers, the auditors of the Issuer, in making the aforementioned statement.
60. Responsibility statement
- 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 read together with this Applicable Pricing Supplement contains all information required by Applicable Laws and the 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 supplements to the aforementioned documents, except as otherwise stated therein or herein
- The JSE takes no responsibility for the contents of the information contained in the Programme Memorandum as read together with this Applicable Pricing Supplement, the annual financial statements and the annual report of the Issuer and any amendments or any supplements to the aforementioned documents. The JSE makes no representation as to the accuracy or completeness of the Programme Memorandum, 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 Notes is not to be taken in any way as an indication of the merits or the Issuer or of any of the Notes 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.

61. Other provisions

Not Applicable

Application is hereby made to list this issue of Additional Tier 1 Notes on 16 November 2023. The Programme was registered with the JSE on 8 December 2022.

SIGNED at Johannesburg on this 13th day of November 2023.

For and on behalf of
STANDARD BANK GROUP LIMITED
Issuer



Name: Jan Brits
Capacity: Authorised Signatory

SIGNED at Johannesburg on this 13th day of November 2023.

For and on behalf of
STANDARD BANK GROUP LIMITED
Issuer



Name: Douglas Hendry
Capacity: Authorised Signatory