

(Registration Number 1929/001225/06) (incorporated with limited liability in South Africa)

Issue of ZAR190,000,000 Index-Linked Notes with Scheduled Termination Date of 16 September 2024 Stock Code FRS385 Under its ZAR60,000,000 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. Any capitalised terms not defined in this Applicable Pricing Supplement do not apply to the Notes described herein, they may be deleted in this Applicable 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:	Unsecured
3.	Form of Notes:	Listed Registered Notes
4.	Series Number:	385
5.	Tranche Number:	1
6.	Specified Currency of the Notes:	ZAR
7.	Aggregate Nominal Amount:	
	(a) Series:	ZAR190,000,000
	(b) Tranche:	ZAR190,000,000
8.	Nominal Amount per Note:	ZAR1,000,000
9.	Specified Denomination and number of Notes:	ZAR1,000,000 and 190 Notes
10.	Issue Date of the Notes:	10 June 2024
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:	

15. If Structured Notes:

	(a)	Type of Structured Notes:	Single Index Notes	
			Currency Linked Notes	
	(b)	Capital guarantee	No	
16.	Depos	sit Notes	No	
17.	Reder	nption/Payment Basis:	Other: The Redemption amount is based on the price of the underlying Index and the exchange rate between ZAR and the Relevant Currency on the Valuation Date or relevant date of redemption, as hereinafter set out	
18.	from	natic/Optional Conversion one Redemption/Payment to another:	N/A	
19.	Partly	Paid Note Provisions:	N/A	
Provi	isions r	elating to interest (if any) payal	ble on the Note	
20.	Gene	ral Interest Provisions		
Note:	(a)	Interest payable on the	N/A	
	(b)	Interest Basis:	N/A	
	(c)	Automatic/Optional Conversion from one Interest Basis to another:	N/A	
Date:	(d)	Interest Commencement	N/A	
	(e)	Default Rate:	N/A	
21.	Fixed	Rate Note Provisions:	Not Applicable	
22.	Float	ing Rate Note Provisions:	Not Applicable	
23.		: Linked Interest Note sions:	Not Applicable	
23.	Dual	Currency Note Provisions:	N/A	
24.	Mixe	d Rate Note Provisions:	N/A	
Provi	Provisions relating to redemption			
25.	Excha	ange Rate Time:	N/A	
26.	Matur	rity Date:	16 September 2024, as adjusted in accordance with the applicable Business Day Convention (as specified in this Applicable Pricing Supplement).	
27.		Redemption following the rence of:		
	(a)	Tax Event:	Applicable	
	(b)	Change in Law:	Applicable	
	(c)	Hedging Disruption:	Applicable	
	(d)	Increased Cost of Hedging:	Applicable	
28.	Early the Is	Redemption at the Option of suer:	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	The Early Redemption Amount as set out in paragraph 35 below	

		amount[s]:	
	(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
29.	•	Redemption at the Option of oteholders:	Not Applicable
30.	Valuation Date:		9 September 2024
31.	Valuation Time:		As stated in the Terms and Conditions
32.	Market Disruption Event:		Applicable
	(a)	Trading Disruption:	Applicable
	(b)	Exchange Disruption:	Applicable
	(c)	Early Closure:	Applicable
33.	(a)	Averaging Dates:	Not Applicable
	(b)	Consequences of an Averaging Date being a Disrupted Day:	N/A
34	Final	Redemption Amount:	

34. Final Redemption Amount:

In cases where the Note is an Indexed Linked Redemption Note or other variable-linked Note:

An amount in ZAR determined and calculated by the Calculation Agent equal to the Index Linked Redemption Amount.

ILRA = ANA * [(FIL / IIL) + ARA * DC)] * (FXFVD/FXFSD)

Where:

"ILRA" means the Index Linked Redemption Amount;

"ANA" means the Aggregate Nominal Amount;

"IIL" means the official closing level of the Index as of the Valuation Time on the 3rd of June 2024, being 299.22;

"FIL" means the official closing level of the Index as of the Valuation Time on the Valuation Date;

"ARA" means -21bps (Fixed Annual Outperformance)

"DC" means day count factor in years from the Issue Date until the Maturity Date

"FX Fixing" means the spot USDZAR currency exchange rate as determined by the Calculation Agent on the relevant date of determination;

"FXFSD" means 18.6965275;

"FXFVD" means the FX Fixing determined by the Calculation Agent on or about the Valuation Date;

"Index" means MSCI World ESG Leaders Net Total Return Index (<NGSINU INDEX> on Bloomberg);

"*" means "multiplied by";

"/" means "divided by"

35. Early Redemption Amount:

Settlement Currency:

for

Noteholder's Notice:

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:

receipt of

Notice

Early

and/or

36.

37.

38.

39.

Time

Redemption

In relation to an Early Redemption in accordance with Condition 10.5 (*Early Redemption Amounts*), an amount in ZAR as determined by the Calculation Agent in its sole discretion acting in good faith and in a commercially reasonable manner.

ZAR

N/A

N/A

N/A

N/A

N/A

N/A

10 (ten) calendar days, notwithstanding the Terms and Conditions

10:00 am Johannesburg time, as stated in the Terms and Conditions

10:00 am Johannesburg time, as stated in the Terms and Conditions

40. Procedures for giving Issuer Redemption Notice if other than as specified in Condition 10.3 (*Redemption Notices*):

Redemption Notice Time:

- 41. Procedure for giving Special Redemption Notice if other than as specified in Condition 10.3 (*Redemption Notices*):
- 42. Basis for selecting Notes where Daily Maximum Amount is exceeded if other than on a pro rata basis:
- 43. Additional provisions relating to N/A the redemption of the Notes:
- 44. Instalment Note Provisions:
- 45. Exchangeable Notes Provisions:
- 46. Equity Linked Notes, Equity Basket Notes Provisions:
- 47. Single Index Notes, Basket of Indices Notes Provisions:
 - (a) Whether the Notes relate to a single index or a basket of indices and the identity of the relevant Index/Indices and details of the relevant sponsors:

Applicable

Single Index – MSCI World ESG Leaders Net Total Return Index (<NGSINU INDEX> on Bloomberg)

Currency: US Dollars

Index Sponsor: MSCI Inc.

Index Calculator: MSCI Inc.

Index website:

https://www.msci.com/documents/10199/e744e272-e2c7-446b-8839b62288962177

https://www.msci.com/index-methodology

https://www.msci.com/index/methodology/latest/GIMI

https://www.msci.com/index/methodology/latest/IndexCalc

The Index is calculated daily. The level of the Index is published at

https://www.msci.com/end-of-day-data-search.

Any changes to the index methodology will be published on SENS and communicated to the JSE.

All other changes as detailed in the ground rules document will be published on the Index Calculator's website, https://www.msci.com.

The Index is calculated daily. The level of the Index is published at <u>https://www.msci.com/end-of-day-data-search</u>.

The Index is a Multi-Exchange Index

(b) Excha	ange:		The Index is a M
(c) Relate	ed Exchange(s)	:	All Exchanges
	hting for eac rising the baske		N/A
(e) Other condit	terms or tions:	special	N/A
Currency Provisions		Notes	Applicable
rrovisions			
11011010	nt Currency:		USD
(a) Relevan	-	special	USD N/A
(a) Relevan(b) Othe conditions	nt Currency:	1	0.02
(a) Relevan(b) Othe conditions	nt Currency: r terms or aked Notes Pro	1	N/A

Provisions relating to settlement

Provisions:

48.

49. 50.

51.	Settlement type:	Cash Settlement	
52.	Board Lot:	N/A	
53.	Currency in which cash settlement will be made:	ZAR	
54.	Early Redemption Payment Date:	As defined in Condition 2 (Interpretation)	
55.	Clearing System:	Strate	
56.	Physical Delivery Date:	As defined in Condition 2 (Interpretation)	
Defin	itions		
57.	Definition of Business Day:	As defined in Condition 2 (Interpretation)	
58.	Definition of Exchange Business Day:	As defined in Condition 2 (Interpretation)	
59.	Definition of Maturity Notice Time:	As defined in Condition 2 (Interpretation)	
60.	Definition of Issuer Tax Event:	As defined in Condition 2 (Interpretation)	
61.	Additional Business Centre	New York	
General Provisions			
62.	Business Day Convention:	Following	
63.	Relevant Clearing System:	Strate	
64.	(a) Reuters page(s) (or other reference source) from	N/A	

which the exchange rate for currency conversion will be taken when calculating the Redemption Amount and/or the Early Redemption Amount, or

(b) the Reference Bank or Central Bank quoting the exchange rate for conversion pursuant to Condition 11.9.1 (*Exchange Date*)

65. Last Day to Register:

- 66. Books Closed Period[s]:
- 67. Determination Agent:
- 68. Specified Office of the Determination Agent:
- 69. Specified Office of the Issuer:
- 70. Calculation Agent:
- 71. Specified Office of the Calculation Agent:
- 72. Paying Agent:
- 73. Specified Office of the Paying Agent:
- 74. Transfer and Settlement Agent:
- 75. Specified Office of the Transfer and Settlement Agent:
- 76. Provisions relating to stabilisation:
- 77. Stabilising manager:
- 78. Additional Selling Restrictions:
- 79. ISIN No.:

87.

88.

- 80. Stock Code:
- 81. Method of distribution:
- 82. If syndicated, names of Managers:
- 83. If non-syndicated, name of Dealer:
- 84. Governing law (if the laws of South Africa are not applicable):
- 85. Other Banking Jurisdiction:
 86. Surrendering of Notes in the case of Notes represented by a Certificate:

Use of proceeds:

- General corporate purposes
- Pricing Methodology:
- 89. Ratings: zaAA National Scale Long Term rated by Standard & Poor's Financial Services LLC as at 26 November 2019.

N/A

N/A

N/A

N/A

N/A

N/A

N/A

N/A

N/A

FRS385

ZAG000205972

Non-syndicated

By 5:00pm on 11 September 2024, or if such day is not a Business Day, the

The Register will be closed from 12 September 2024 to 16 September 2024

FirstRand Bank Limited, acting through its Rand Merchant Bank division

1 Merchant Place, cnr Rivonia Road and Fredman Drive, Sandton, 2196

1 Merchant Place, cnr Rivonia Road and Fredman Drive, Sandton, 2196

FirstRand Bank Limited, acting through its Rand Merchant Bank division

1 Merchant Place, cnr Rivonia Road and Fredman Drive, Sandton, 2196

FirstRand Bank Limited, acting through its Rand Merchant Bank division

1 Merchant Place, cnr Rivonia Road and Fredman Drive, Sandton, 2196

FirstRand Bank Limited, acting through its Rand Merchant Bank division

1 Merchant Place, cnr Rivonia Road and Fredman Drive, Sandton, 2196

FirstRand Bank Limited, acting through its Rand Merchant Bank division

Business Day before each Books Closed Period

For the avoidance of doubt, the Notes have not been individually rated.

- 90. Receipts attached?
- 91. Coupons attached?

No

No

No

- 92. Stripping of Receipts and/or Coupons prohibited as provided in Condition 18.4 (*Prohibition on Stripping*):
- 93. Any Conditions additional to, or modified from, those set forth in the Terms and Conditions:

Inward Listing

Index disclaimer

The Notes will be inward listed on the JSE in terms of the authority granted by the Financial Surveillance Department of the South African Reserve Bank.

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- transfer, on or in respect of a valuation date, a payment date, an early termination date or the Maturity Date, through customary legal channels the proceeds of its Hedge Positions denominated in the settlement currency from accounts within the jurisdictions to which the Hedge Positions relate (each such jurisdiction, an affected jurisdiction) to (a) accounts outside such affected jurisdiction or (c) the accounts of a non- resident of such affected jurisdiction;
- (ii) transfer, on or in respect of a valuation date, a payment date, early termination date or the Maturity Date, through customary legal channels the proceeds of its Hedge Positions denominated in the local currency of the affected jurisdiction from accounts within the affected jurisdiction to (a) other accounts within such affected jurisdiction, (b) accounts outside such affected jurisdiction or (c) the accounts of a non-resident of such affected jurisdiction;
- (iii) convert the proceeds of its Hedge Positions denominated in the local currency into the settlement currency on or in respect of a valuation date, a payment date, early termination date or the Maturity Date through customary legal channels;
- (iv) convert the proceeds of its Hedge Positions denominated in the local currency into the settlement currency on or in respect of a valuation date, a payment date, an early termination date or the Maturity Date at a rate at least as favourable as the rate for domestic institutions located in the affected jurisdiction; or
- (v) obtain a rate or a commercially reasonable rate (as determined by the Calculation Agent), in each case, at which the proceeds of its Hedge Positions denominated in the local currency can be exchanged for the settlement currency on or in respect of a valuation date, a payment date, an early termination date or the Maturity Date.

Upon the occurrence of an FX Disruption, the Issuer may give notice to the Note Holder that an FX Disruption has occurred whereupon the Issuer will determine to either:

- postpone its payment obligations until the first currency business day that is at least one settlement cycle following the date on which the FX Disruption ceases to exist or, if that would not be commercially reasonable, as soon as commercially reasonable thereafter; or
- (ii) postpone the conversion of proceeds of its Hedge Positions denominated in the local currency into the settlement currency until the first currency business day on which such FX Disruption ceases to exist or, if that would not be commercially reasonable, as soon as commercially reasonable thereafter, or
- (iii) redeem the Notes in accordance with Condition 10.4 of the Terms and Conditions of the Notes as if the FX Disruption was a Hedging Disruption, if the FX Disruption is continuing or after the date falling one year after the occurrence of the FX Disruption,

		the payment obligations in respect of the Notes to account for any loss or costs incurred (or gains or benefits derived) by the Issuer in connection with the postponement.
		The Issuer will determine the relevant exchange rate as soon as reasonably practicable after taking into consideration all available information that it determines relevant, including any published official or industry-consensus rate of exchange; provided, however, that in anticipation of the cessation of the FX Disruption, the Issuer may postpone the determination of the exchange rate to such time as is reasonable and it will adjust the payment obligations in respect of the Notes to account for any loss or costs incurred (or gains or benefits derived) by the Issuer in connection with the postponement of the determination of the exchange rate and any relevant payment obligations (including, any income or interest received and (internal or external) funding costs or other charges actually incurred.
95.	Total Notes in Issue:	ZAR 41,892,411,026.62
		The aggregate Nominal Amount of all Notes issued under the Programme as at the Issue Date, together with the aggregate Nominal Amount of this Tranche (when issued), will not exceed the Programme Amount.
96.	Material Change Statement:	The Issuer hereby confirms that 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 report for the six months ended 31 December 2023. This statement has not been confirmed nor verified by the auditors of the Issuer.

provided that in each case as set out in (i) and (ii) above the Issuer may adjust

Responsibility:

The Applicant 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 Applicant 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 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 debt securities is not to be taken in any way as an indication of the merits of the Issuer or of the debt securities 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 10 June 2024.

 ${\bf SIGNED}$ at Sandton on this 4^{th} day of June 2024

For and on behalf of **FIRSTRAND BANK LIMITED**

For and on behalf of **FIRSTRAND BANK LIMITED**

Name: Lynette Fortuin Capacity: Authorized signatory Who warrants his authority hereto

Name: Sorelle Gross Capacity: Authorized signatory Who warrants his authority hereto