



FirstRand Bank

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

**Issue of ZAR40,000,000 Index-Linked Instalment Notes
Stock Code FRS389
Under its ZAR60,000,000,000 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. 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:	Unsecured
3.	Form of Notes:	Listed Registered Notes
4.	Series Number:	389
5.	Tranche Number:	1
6.	Specified Currency of the Notes:	ZAR
7.	Aggregate Nominal Amount:	
	(a) Series:	ZAR40,000,000 (“ Original Aggregate Nominal Amount ”). The Original Aggregate Nominal Amount shall be reduced by the Instalment Amounts on the First and Second Instalment Dates as described in paragraph 45
	(b) Tranche:	As per 7(a) above
8.	Nominal Amount per Note:	ZAR1,000,000
9.	Specified Denomination and number of Notes:	ZAR1,000,000 and 40 Notes
10.	Issue Date of the Notes:	24 July 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:	
	(a) Type of Structured Notes:	Single Index Notes Currency Linked Notes
	(b) Capital guarantee	Yes
16.	Deposit Notes	No
17.	Redemption/Payment Basis:	Other: Instalment Notes with the final Instalment Amount based on the price of the underlying Index and the exchange rate between ZAR and the Relevant Currency on the Valuation Date or Final Instalment Date, as hereinafter set out
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:	Fixed Rate Notes
	(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:	Applicable
	(a) Interest Rate(s):	N/A
	(b) Interest Payment Date(s):	24 July 2027 as adjusted in accordance with the applicable Business Day Convention (as specified in this Applicable Pricing Supplement)
	(c) Interest Period(s):	N/A
	(d) Fixed Coupon Amount(s):	On the Interest Payment Date, an amount in ZAR determined and calculated by the Calculation Agent equal to the below: FCA = 50%*ANA*(45%) <i>Where:</i> “FCA” is the Fixed Coupon Amount “ANA” is the Original Aggregate Nominal Amount; “*” means “multiplied by” Interest will be calculated 5 Business Days before the Interest Payment Date
	(e) Initial Broken Amount:	N/A
	(f) Final Broken Amount:	N/A
	(g) Day Count Fraction:	N/A
22.	Floating Rate Note Provisions:	Not Applicable

23.	Index Linked Interest Note Provisions:	Not Applicable
24.	Dual Currency Note Provisions:	N/A
25.	Mixed Rate Note Provisions:	N/A
Provisions relating to redemption		
26.	Exchange Rate Time:	N/A
27.	Maturity Date:	24 July 2029, as adjusted in accordance with the applicable Business Day Convention (as specified in this Applicable Pricing Supplement).
28.	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
29.	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 36 below
	(c) Optional Redemption Payment Date:	Optional Redemption Date.
	(d) Notice period:	At least 10 (ten) calendar days' notice. For the purposes of this paragraph 29, 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
30.	Early Redemption at the Option of the Noteholders:	Not Applicable
31.	Valuation Date:	17 July 2029
32.	Valuation Time:	As stated in the Terms and Conditions
33.	Market Disruption Event:	Applicable
	(a) Trading Disruption:	Applicable
	(b) Exchange Disruption:	Applicable
	(c) Early Closure:	Applicable
34.	(a) Averaging Dates:	Not Applicable
	(b) Consequences of an Averaging Date being a Disrupted Day:	N/A
35.	Final Redemption Amount:	

In cases where the Note is an Indexed Linked Redemption Note or other variable-linked Note:	As determined by the Calculation Agent in accordance with paragraph 45.
36. Early Redemption Amount:	In relation to an Early Redemption in accordance with Condition 10.5 (<i>Early Redemption Amounts</i>), an amount in ZAR as determined by the Calculation Agent in its sole discretion acting in good faith and in a commercially reasonable manner.
37. Settlement Currency:	ZAR
38. 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, notwithstanding the Terms and Conditions
39. Time for receipt of Early Redemption Notice and/or Noteholder's Notice:	10:00 am Johannesburg time, as stated in the Terms and Conditions
40. Redemption Notice Time:	10:00 am Johannesburg time, as stated in the Terms and Conditions
41. Procedures for giving Issuer Redemption Notice if other than as specified in Condition 10.3 (<i>Redemption Notices</i>):	N/A
42. Procedure for giving Special Redemption Notice if other than as specified in Condition 10.3 (<i>Redemption Notices</i>):	N/A
43. Basis for selecting Notes where Daily Maximum Amount is exceeded if other than on a pro rata basis:	N/A
44. Additional provisions relating to the redemption of the Notes:	N/A
45. Instalment Note Provisions:	Applicable
(a) Instalment Dates:	24 July 2027 (the "First Instalment Date"), and 24 July 2029 (the "Final Instalment Date"), each as adjusted in accordance with the applicable Business Day Convention (as specified in this Applicable Pricing Supplement)
(b) Instalment Amounts:	On each Instalment Date, an amount in ZAR determined and calculated by the Calculation Agent equal to the below: <ul style="list-style-type: none"> 1. On the First Instalment Date: <ul style="list-style-type: none"> IA₁ = 50% * ANA Where: <ul style="list-style-type: none"> "IA₁" is the First Instalment Amount "ANA" is the Original Aggregate Nominal Amount; "*" means "multiplied by" 2. On the Final Instalment Date: <ul style="list-style-type: none"> ILIA₂ = 50% * ANA * (100% + PPN * MAX{FIL / IIL -100%; 0} * FXFVD/FXFSD)

Where:

“ILIA_2” means the Second Index Linked Instalment Amount;

“ANA” means the Original Aggregate Nominal Amount;

“IIL” means the official closing level of the Index as of the Valuation Time on the 18th of July 2024, being 4,870.12;

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

“PPN” means 100% (*Participation Percentage*)

“FX Fixing” means the spot EURZAR currency exchange rate as determined by the Calculation Agent on the relevant date of determination;

“FXFSD” means 19.83686;

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

“Index” means Eurostoxx50 Index (<SX5E INDEX> on Bloomberg);

“*” means “multiplied by”;

“/” means “divided by”

46.	Exchangeable Notes Provisions:	N/A
47.	Equity Linked Notes, Equity Basket Notes Provisions:	N/A
48.	Single Index Notes, Basket of Indices Notes Provisions:	Applicable
(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:	Single Index – “Index” means Eurostoxx50 Index (<SX5E INDEX> on Bloomberg) Currency: Euros Index Sponsor: Qontigo Index Calculator: STOXX Index website: https://www.stoxx.com/document/Indices/Factsheets/2023/March/SX5E.pdf https://www.stoxx.com/document/Indices/Common/Indexguide/stoxx_index_guide.pdf https://www.stoxx.com/document/Resources/Regulation/STOXX_Equity_Index_Family_Benchmark_Statement.pdf https://www.stoxx.com/document/Resources/Regulation/stoxx_input_data_policy.pdf https://www.stoxx.com/document/Resources/Regulation/STOXX_Governance_Structure.pdf https://www.stoxx.com/document/Resources/Regulation/STOXX_Changes_to_Methodology_Policy.pdf

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://qontigo.com/>.

The Index is calculated daily. The level of the Index is published at <https://stoxx.com/index/sx5e/>.

(b) Exchange:	The Index is a Multi-Exchange Index
(c) Related Exchange(s):	All Exchanges
(d) Weighting for each Index comprising the basket:	N/A
(e) Other terms or special conditions:	N/A
49. Currency Linked Notes Provisions:	Applicable
(a) Relevant Currency:	EUR
(b) Other terms or special conditions	N/A
50. Credit Linked Notes Provisions:	N/A
51. Commodity Linked Notes Provisions:	N/A

Provisions relating to settlement

52. Settlement type:	Cash Settlement
53. Board Lot:	N/A
54. Currency in which cash settlement will be made:	ZAR
55. Early Redemption Payment Date:	As defined in Condition 2 (<i>Interpretation</i>)
56. Clearing System:	Strate
57. Physical Delivery Date:	As defined in Condition 2 (<i>Interpretation</i>)

Definitions

58. Definition of Business Day:	As defined in Condition 2 (<i>Interpretation</i>)
59. Definition of Exchange Business Day:	As defined in Condition 2 (<i>Interpretation</i>)
60. Definition of Maturity Notice Time:	As defined in Condition 2 (<i>Interpretation</i>)
61. Definition of Issuer Tax Event:	As defined in Condition 2 (<i>Interpretation</i>)
62. Additional Business Centre	TARGET and New York

General Provisions

63. Business Day Convention:	Following
64. Relevant Clearing System:	Strate
65. (a) Reuters page(s) (or other reference source) from which the exchange rate for currency conversion will be taken when calculating the	N/A

	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 (<i>Exchange Date</i>)	N/A
66.	Last Day to Register:	By 17:00 on 18 July 2027 and 18 July 2029 or if such day is not a Business Day, the Business Day before each Books Closed Period
67.	Books Closed Period[s]:	The Register will be closed from 19 July 2027 to 24 July 2027 and 19 July 2029 to 24 July 2029 (both dates inclusive)
68.	Determination Agent:	FirstRand Bank Limited, acting through its Rand Merchant Bank division
69.	Specified Office of the Determination Agent:	1 Merchant Place, cnr Rivonia Road and Fredman Drive, Sandton, 2196
70.	Specified Office of the Issuer:	1 Merchant Place, cnr Rivonia Road and Fredman Drive, Sandton, 2196
71.	Calculation Agent:	FirstRand Bank Limited, acting through its Rand Merchant Bank division
72.	Specified Office of the Calculation Agent:	1 Merchant Place, cnr Rivonia Road and Fredman Drive, Sandton, 2196
73.	Paying Agent:	FirstRand Bank Limited, acting through its Rand Merchant Bank division
74.	Specified Office of the Paying Agent:	1 Merchant Place, cnr Rivonia Road and Fredman Drive, Sandton, 2196
75.	Transfer and Settlement Agent:	FirstRand Bank Limited, acting through its Rand Merchant Bank division
76.	Specified Office of the Transfer and Settlement Agent:	1 Merchant Place, cnr Rivonia Road and Fredman Drive, Sandton, 2196
77.	Provisions relating to stabilisation:	N/A
78.	Stabilising manager:	N/A
79.	Additional Selling Restrictions:	N/A
80.	ISIN No.:	ZAG000207200
81.	Stock Code:	FRS389
82.	Method of distribution:	Non-syndicated
83.	If syndicated, names of Managers:	N/A
84.	If non-syndicated, name of Dealer:	FirstRand Bank Limited, acting through its Rand Merchant Bank division
85.	Governing law (if the laws of South Africa are not applicable):	N/A
86.	Other Banking Jurisdiction:	N/A
87.	Surrendering of Notes in the case of Notes represented by a Certificate:	N/A
88.	Use of proceeds:	General corporate purposes

89. Pricing Methodology:	N/A
90. Ratings:	<p>zaAA National Scale Long Term rated by S & P Global Ratings as at 26 November 2019.</p> <p>For the avoidance of doubt, the Notes have not been individually rated.</p>
91. Receipts attached?	No
92. Coupons attached?	No
93. Stripping of Receipts and/or Coupons prohibited as provided in Condition 18.4 (<i>Prohibition on Stripping</i>):	No
94. Any Conditions additional to, or modified from, those set forth in the Terms and Conditions:	
(a) Inward Listing:	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.
(b) Additional Disclaimer:	Prior to purchasing the Note, Noteholders should consult with their own legal, regulatory, tax, financial and accounting advisors to the extent they consider it necessary, and make their own investment, trading and taxation decisions (including decisions regarding the suitability of the Note) based upon their own judgement and advice from their professional advisers. Save as otherwise expressly agreed in writing, the Issuer is not acting as financial or tax adviser nor fiduciary in relation to the Note or any transaction. Note that the Issuer makes no assertions regarding the tax implications relating to the Note. The Issuer will, however, in its capacity as an accountable institution, fulfil its reporting obligations as required by the relevant tax legislation
(c) Index disclaimer:	<p>STOXX Ltd., Deutsche Börse Group and their licensors, research partners or data providers have no relationship to FirstRand Bank Limited, other than the licensing of the Eurostoxx50 Index® (the “Index”) and the related trademarks for use in connection with the Notes.</p> <p>STOXX, Deutsche Börse Group and their licensors, research partners or data providers do not:</p> <ul style="list-style-type: none"> • sponsor, endorse, sell or promote the Notes. • recommend that any person invest in the Notes or any other securities. • have any responsibility or liability for or make any decisions about the timing, amount or pricing of the Notes. • have any responsibility or liability for the administration, management or marketing of the Notes. • consider the needs of the Notes or the owners of the Notes in determining, composing or calculating the Index or have any obligation to do so. <p>STOXX, Deutsche Börse Group and their licensors, research partners or data providers give no warranty, and exclude</p>

any liability (whether in negligence or otherwise), in connection with the Notes or their performance.

STOXX does not assume any contractual relationship with the purchasers of the Notes or any other third parties.

Specifically,

- STOXX, Deutsche Börse Group and their licensors, research partners or data providers do not give any warranty, express or implied, and exclude any liability about:
 - The results to be obtained by the Notes, the owner of the Notes or any other person in connection with the use of the Index and the data included in the Index;
 - The accuracy, timeliness, and completeness of the Index and its data;
 - The merchantability and the fitness for a particular purpose or use of the Index and its data;
- The performance of the Notes generally.
 - STOXX, Deutsche Börse Group and their licensors, research partners or data providers give no warranty and exclude any liability, for any errors, omissions or interruptions in the Index or its data;
 - Under no circumstances will STOXX, Deutsche Börse Group or their licensors, research partners or data providers be liable (whether in negligence or otherwise) for any lost profits or indirect, punitive, special or consequential damages or losses, arising as a result of such errors, omissions or interruptions in the Index or its data or generally in relation to the Notes, even in circumstances where STOXX, Deutsche Börse Group or their licensors, research partners or data providers are aware that such loss or damage may occur.

The licensing Agreement between FirstRand Bank Limited and STOXX is solely for their benefit and not for the benefit of the owners of the Notes or any other third parties.

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

“FX Disruption” means the occurrence of any event after the Issue Date that prevents the Issuer or any affiliate of the Issuer (the “Hedging Party”), after applying commercially reasonable efforts, to:

- (i) 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, (b) other accounts within 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:

- (i) 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,

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

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.

96. Total Notes in Issue: ZAR41,978,762,131.98
97. 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.

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 financial report 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 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.

Application is hereby made to list this issue of Notes on 24 July 2024.

SIGNED at Sandton on this 19th day of July 2024.

For and on behalf of
FIRSTRAND BANK LIMITED

Name: L Fortuin
Capacity: Manager
Who warrants his authority hereto

For and on behalf of
FIRSTRAND BANK LIMITED

Name: S Gross
Capacity: Manager
Who warrants his authority hereto