



The Standard Bank of South Africa Limited

*(Incorporated with limited liability under Registration Number 1962/000738/06
in the Republic of South Africa)*

**Issue of ZAR469,000,000 Senior Unsecured Floating Rate Notes due 29 April 2031
Under its ZAR110,000,000,000 Domestic Medium Term Note Programme**

This document constitutes the Applicable Pricing Supplement relating to the issue of 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 8 December 2022 (the "**Programme Memorandum**"), as updated and amended from time to time. This 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

1.	Issuer	The Standard Bank of South Africa Limited
2.	Debt Officer	Arno Daehnke, Chief Finance and Value Management Officer of Standard Bank Group
3.	Status of the Notes	Senior Unsecured
4.	(a) Series Number	85
	(b) Tranche Number	1
5.	Aggregate Nominal Amount	
	(a) Series	ZAR469,000,000
	(b) Tranche	ZAR469,000,000
6.	Redemption/Payment Basis	Not Applicable
7.	Type of Notes	Floating Rate Notes
8.	Interest Payment Basis	Floating Rate
9.	Form of Notes	Registered Notes
10.	Automatic/Optional Conversion from one Interest/Payment Basis to another	Not Applicable
11.	Issue Date	29 April 2024
12.	Business Centre	Johannesburg
13.	Additional Business Centre	Not Applicable
14.	Specified Denomination	ZAR1,000,000
15.	Calculation Amount	ZAR1,000,000
16.	Issue Price	100%
17.	Interest Commencement Date	29 April 2024
18.	Maturity Date	29 April 2031
19.	Maturity Period	Not Applicable

20.	Specified Currency	ZAR
21.	Applicable Business Day Convention	Following Business Day
22.	Calculation Agent	The Standard Bank of South Africa Limited
23.	Paying Agent	The Standard Bank of South Africa Limited
24.	Transfer Agent	The Standard Bank of South Africa Limited
25.	Settlement Agent	The Standard Bank of South Africa Limited
26.	Specified Office of the Calculation Agent, Paying Agent and Transfer Agent	30 Baker Street, Rosebank, 2196
27.	Specified office of the Settlement Agent	30 Baker Street, Rosebank, 2196
28.	Final Redemption Amount	Aggregate Nominal Amount

PARTLY PAID NOTES Not Applicable

INSTALMENT NOTES Not Applicable

FIXED RATE NOTES Not Applicable

FLOATING RATE NOTES Applicable

29.	(a)	Interest Payment Date(s)	Each 29 January, 29 April, 29 July, and 29 October of each year until the Maturity Date, with the first Interest Payment Date being 29 July 2024 or, if such day is not a Business Day, the Business Day on which the interest will be paid in accordance with the Applicable Business Day Convention (as specified in this Applicable Pricing Supplement)
	(b)	Interest Period(s)	Each period from and including one Interest Payment Date to, but excluding the next Interest Payment Date; provided that the first Interest Period will commence on (and include) the Interest Commencement Date and the last Interest Period shall commence on the Interest Payment Date immediately preceding the Maturity Date and end on (but exclude) the Maturity Date (each Interest Payment Date as adjusted in accordance with the Applicable Business Day Convention (as specified in this Applicable Pricing Supplement))
	(c)	Definitions of Business Day (if different from that set out in Condition 1 (<i>Interpretation</i>))	Not applicable
	(d)	Interest Rate(s)	The Reference Rate 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 7.2 (<i>Interest on Floating Rate Notes and Indexed Notes</i>))	Not Applicable
30.		Manner in which the Interest Rate is to be determined	Screen Rate Determination
31.		Margin	130 basis points
32.		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
33.		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 29 January, 29 April, 29 July and 29 October from the Issue Date to the Maturity Date with the first Interest Determination Date being 24 April 2024
	(c)	Relevant Screen Page	Reuters page SAFETY 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 and Investec Bank Limited, and each of their successors
34.		If Interest Rate to be calculated otherwise than by reference to 32 or 33 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
35.		If different from the 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	
36.		Redemption at the Option of the Issuer (Call Option):	Not Applicable
		If applicable:	
	(a)	Optional Redemption Date(s) (Call)	Not Applicable
	(b)	Optional Redemption Amount(s)	Not Applicable

	(Call) and method, if any, of calculation of such amount(s)	
	(c) Minimum period of notice (if different from Condition 9.3 (<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
37.	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 9.4 (<i>Redemption at the option of Noteholders of Senior Notes (Put Option)</i>))	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 <i>pro forma</i> Put Notice(s)	Not Applicable
38.	Early Redemption Amount(s) payable on redemption pursuant to the provisions of Conditions 9.2 (<i>Redemption for Tax reasons or Change in Law</i>) or Condition 13 (<i>Events of Default</i>) and/or the method of calculating same (if required or if different from that set out in Condition 9.6 (<i>Early Redemption Amounts</i>))	100% of the Aggregate Nominal Amount
39.	Optional Redemption for Subordinated Notes upon a Change in Law	Not Applicable
40.	Date for payment of Early Redemption Amount(s) payable on redemption pursuant to the provisions of Condition 13 (<i>Events of Default</i>)	Date specified in announcement published by the Issuer on SENS, in accordance with the timetable set out in paragraph 3 of Schedule 4, Form A5 of the 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 13 (<i>Events of Default</i>)

GENERAL

41.	Material Changes	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 annual financial statements, dated 31 December 2023. As at the date of this Applicable Pricing Supplement, there has been no involvement by KPMG or PwC, the auditors of the Issuer, in
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		making the aforementioned statement.
42.	Other terms or special conditions	Not Applicable
43.	Date of Board approval for issuance of Notes obtained	Not Applicable
44.	Additional selling restrictions	Not Applicable
45.	(a) International Securities Identification Number (ISIN)	ZAG000204793
	(b) Stock Code	SBS85
46.	(a) Financial Exchange	JSE Limited
	(b) Relevant sub-market of the Financial Exchange	Interest Rate Market
	(c) Clearing System	Strate Proprietary Limited
47.	If syndicated, names of managers	Not Applicable
48.	Receipts attached? If yes, number of Receipts attached	No
49.	Coupons attached? If yes, number of Coupons attached	No
50.	Credit Rating assigned to the Issuer	<p>Fitch:</p> <p>Issuer Local: Long term BB-</p> <p>Issuer Foreign: Short term B</p> <p>Long term BB-</p> <p>Issuer National: Short term F1+(zaf)</p> <p>Long term AA+(zaf)</p> <p>Moody's:</p> <p>Issuer Rating Local: Long term Ba2</p> <p>Issuer Rating Foreign: Long Term Ba1</p> <p>Issuer National: Short term P-1.za</p> <p>Long term Aaa.za</p>
51.	Date of issue of Credit Rating and date of next review	<p>On 19 January 2024, 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 22 September 2023, 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 December 2024.</p> <p>On 29 November 2023, 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 06 March 2024, Moody's ungraded the Ba3 long-term Deposit Rating of SBSA to Ba2 and the Ba3 long term Issuer Rating of SBG to Ba2, and set the outlook for both entities as stable. Review expected annually</p>

with the next review anticipated in March 2025

52. Stripping of Receipts and/or Coupons prohibited as provided in Condition 15.4 (*Prohibition on Stripping*)? No
53. Governing law (if the laws of South Africa are not applicable) Not Applicable
54. Other Banking Jurisdiction Not Applicable
55. 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 18 January, 18 April, 18 July and 18 October of each year commencing on 18 July 2024, or if such day is not a Business Day, the Business Day before each Books Closed Period until the Maturity Date.
56. Books Closed Period The Register will be closed from 19 January to 28 January, 19 April to 28 April, 19 July to 28 July and from 19 October to 28 October (all dates inclusive) in each year until the Maturity Date.
57. Stabilisation Manager (if any) Not Applicable
58. Method of distribution Dutch Auction
59. Total Notes in issue (including current issue) ZAR56,149,000,000.
The Issuer confirms that aggregate Nominal Amount of all Notes Outstanding under this Programme is within the Programme Amount.
60. Rights of cancellation The 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 Notes or the Dealers,
- (each a "**Withdrawal Event**").
- 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.
61. 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 as 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 any amendments or any supplements to the aforementioned documents, except as otherwise stated therein or herein.

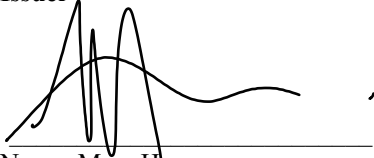
The JSE takes no responsibility for the contents of the information contained in the Programme Memorandum as read together with this Applicable Pricing Supplement, and the annual financial statements, and any amendments or any supplements to the aforementioned documents. The JSE makes no representation as to the accuracy or completeness of the Programme Memorandum, this 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. The Issuer further confirms that the authorised amount of the Programme of ZAR110,000,000,000 has not been exceeded.

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| 62. | Use of proceeds | General corporate purposes |
| 63. | Other provisions | Not Applicable |

Application is hereby made to list this issue of Notes on 29 April 2024. The Programme was registered with the JSE on 8 December 2022.

SIGNED at Johannesburg on this 24th day of April 2024.

For and on behalf of
THE STANDARD BANK OF SOUTH AFRICA LIMITED
Issuer

A handwritten signature in black ink, appearing to be 'MH', written over a horizontal line.

Name: Marc Hearn
Capacity: Head: Strategic Funding

SIGNED at Johannesburg on this 24th day of April 2024.

For and on behalf of
THE STANDARD BANK OF SOUTH AFRICA LIMITED
Issuer

A handwritten signature in black ink, appearing to be 'DH', written over a horizontal line.

Name: Douglas Hendry
Capacity: Head: Treasury and Capital Management