

Capitec Bank Limited

(Incorporated with limited liability in South Africa under registration number 1980/003695/06)

Issue of ZAR 140 000 000 Unsubordinated Fixed Rate Notes

Under the BESA stock code CBL06

Under the Capitec Bank Limited ZAR2 000 000 000 Domestic Medium Term Note Programme

This document constitutes the Applicable Pricing Supplement relating to the issue of the Tranche of Notes described in this Pricing Supplement.

This Pricing Supplement must be read in conjunction with the Programme Memorandum issued by Capitec Bank Limited dated 25 April 2008, as amended or supplemented from time to time (the "**Programme Memorandum**"). To the extent that there is any conflict or inconsistency between the contents of this Pricing Supplement and the Programme Memorandum, the provisions of this Pricing Supplement shall prevail.

Any capitalised terms not defined in this Pricing Supplement shall have the meanings ascribed to them in the terms and conditions of the Unsubordinated Notes, Tier 2 Notes and Tier 3 Notes set out in the Programme Memorandum under the section "*Terms and Conditions of the Unsubordinated Notes, Tier 2 Notes and Tier 3 Notes*" (the "**Ordinary Conditions**"). References to any Condition in this Pricing Supplement are to that Condition of the Ordinary Conditions.

DESCRIPTION OF THE NOTES

1. Issuer	Capitec Bank Limited
2. Status of Notes	Unsubordinated Notes
3. (a) Tranche Number (b) Series Number	1 1
4. Aggregate Principal Amount	ZAR140 000 000
5. Interest/Payment Basis	Fixed Rate
6. Form of Notes	Registered Notes
7. Security	Unsecured
8. Automatic/Optional Conversion from one Interest/Payment Basis to another	N/A
9. Issue Date	2 November 2009
10. Business Centre	Johannesburg
11. Additional Business Centre	N/A
12. Specified Denomination (Principal Amount per Note)	ZAR1 000 000
13. Issue Price	100%
14. Interest Commencement Date	2 November 2009
15. Maturity Date	2 November 2014
16. Specified Currency	ZAR
17. Applicable Business Day Convention	Following Business Day
18. Calculation Agent	Capitec Bank Limited
19. Specified Office of the Calculation Agent	1 Quantum Road, Techno Park, Stellenbosch 7600
20. Paying Agent	Capitec Bank Limited
21. Specified Office of the Paying Agent	1 Quantum Road, Techno Park,

	Stellenbosch 7600
22. Transfer Agent	Computershare Investor Services (Pty) Ltd
23. Specified Office of the Transfer Agent	70 Marshall Street, Johannesburg, 2001
24. Final Redemption Amount	100%
PARTLY PAID NOTES	
25. Amount of each payment comprising the Issue Price	N/A
26. Date upon which each payment is to be made by Noteholder	N/A
27. Consequences (if any) of failure to make any such payment by Noteholder	N/A
28. Interest Rate to accrue on the first and subsequent instalments after the due date for payment of such instalments	N/A
INSTALMENT NOTES	
29. Instalment Dates	N/A
30. Instalment Amounts (expressed as a percentage of the aggregate Principal Amount of the Notes)	N/A
FIXED RATE NOTES	
31. (a) Fixed Interest Rate	13.00 percent, nominal annual compounded semi-annually
(b) Interest Payment Date(s)	2 May, 2 November
(c) Initial Broken Amount	N/A
(d) Final Broken Amount	N/A
(e) Any other terms relating to the particular method of calculating interest	N/A
FLOATING RATE NOTES	
32. (a) Interest Payment Date(s)	N/A
(b) Interest Period(s)	N/A
(c) Definitions of Business Day (if different from that set out in Condition 1)	N/A
(d) Minimum Interest Rate	N/A
(e) Maximum Interest Rate	N/A
(f) Other terms relating to the method of calculating interest (e.g., Day Count Fraction, rounding up provision, if different from Condition 7)	N/A
33. Manner in which the Interest Rate is to be determined	N/A
34. Margin	N/A
35. If ISDA Determination	
(a) Floating Rate	N/A
(b) Floating Rate Option	N/A
(c) Designated Maturity	N/A
(d) Reset Date(s)	N/A
36. If Screen Determination	
(a) Reference Rate (including relevant period by reference to which the Interest Rate is to be	N/A

calculated)	
(b) Interest Determination Date(s)	N/A
(c) Relevant Screen Page and Reference Code	N/A
37. If Interest Rate to be calculated otherwise than by reference to the previous 2 sub-paragraphs, insert basis for determining Interest Rate/Margin/Fall back provisions	N/A
38. If different from the Calculation Agent, agent responsible for calculating amount of principal and interest	N/A
MIXED RATE NOTES	
39. Period(s) during which the interest rate for the Mixed Rate Notes will be (as applicable) that for:	N/A
(a) Fixed Rate Notes	N/A
(b) Floating Rate Notes	N/A
(c) Indexed Notes	N/A
(d) Other Notes	N/A
ZERO COUPON NOTES	
40. (a) Implied Yield	N/A
(b) Reference Price	N/A
(c) Any other formula or basis for determining amount(s) payable	N/A
INDEXED NOTES	
41. (a) Type of Indexed Notes	N/A
(b) Index/Formula by reference to which Interest Amount/Final Redemption Amount is to be determined	N/A
(c) Manner in which the Interest Amount/Final Redemption Amount is to be determined	N/A
(d) Interest Period	N/A
(d) Interest Payment Date(s)	N/A
(f) If different from the Calculation Agent, agent responsible for calculating amount of principal and interest	N/A
(g) Provisions where calculation by reference to Index and/or Formula is impossible or impracticable	N/A
EXCHANGEABLE NOTES	
42. Mandatory Exchange applicable?	No
43. Noteholders' Exchange Right applicable?	No
44. Exchange Securities	N/A
45. Manner of determining Exchange Price	N/A
46. Exchange Period	N/A
47. Other	N/A
OTHER NOTES	
48. If the Notes are not Partly Paid Notes, Instalment Notes, Fixed Rate Notes, Floating Rate Notes, Mixed Rate	N/A

Notes, Zero Coupon Notes, Indexed Notes or Exchangeable Notes or if the Notes are a combination of any of the foregoing, set out the relevant description and any additional Terms and Conditions relating to such Notes	
ADDITIONAL CONDITIONS	N/A
PROVISIONS REGARDING REDEMPTION MATURITY	
49. Prior consent of Registrar of Banks required for any redemption prior to the Maturity Date	No
50. Redemption at the option of the Issuer: if yes:	No
(a) First Optional Redemption Date	N/A
(b) Optional Redemption Date(s)	N/A
(c) Optional Redemption Amount(s) and method, if any, of calculation of such amount(s)	N/A
(d) Minimum period of notice (if different to Condition 11.4)	N/A
(e) If redeemable in part: Minimum Redemption Amount(s) Higher Redemption Amount(s)	N/A N/A
(f) Approval(s) of Registrar of Banks	N/A
(g) Other terms applicable on Redemption	N/A
51. Redemption at the option of the Noteholders: If yes:	No
(a) Optional Redemption Date(s)	N/A
(b) Optional Redemption Amount(s) and method, if any, of calculation of such amount(s)	N/A
(c) Minimum period of notice (if different to Condition 11.7)	N/A
(d) If redeemable in part: Minimum Redemption Amount(s) Higher Redemption Amount(s)	N/A N/A
(e) Other terms applicable on Redemption	N/A
(f) Attach <i>pro forma</i> put notice(s)	
52. Early Redemption Amount(s)	
(a) Early Redemption Amount (Regulatory)	Principal Amount plus accrued interest (if any) to the date fixed for redemption
(b) Early Redemption Amount (Tax)	Principal Amount plus accrued interest (if any) to the date fixed for redemption
(c) Early Termination Amount	Principal Amount plus accrued interest (if any) to the date fixed for redemption
GENERAL	
53. Additional selling restrictions	N/A
54. (a) International Securities Numbering (SIN)	ZAG000072786
(b) Stock Code	CBL06
55. Financial Exchange	The Bond Exchange of South Africa Limited
56. Method of distribution	Book Build
57. If syndicated, names of Dealer(s)	N/A

58. Receipts attached? If yes, number of Receipts attached	No
59. Coupons attached? If yes, number of Coupons attached	No
60. Rating assigned to Notes (if any)	N/A
61. Stripping of Receipts and/or Coupons prohibited as provided in Condition 15.4?	N/A
62. Governing law (if the laws of South Africa are not applicable)	N/A
63. Other Banking Jurisdiction	N/A
64. Last Day to Register	17h00 on 21 April, 22 October, 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
65. Stabilisation Manager (if any)	N/A
66. Pricing Methodology	N/A
67. Authorised amount of the Programme	ZAR2 000 000 000
68. Other provisions	N/A

Responsibility

The Issuer accepts responsibility for the information contained in this Applicable Pricing Supplement.

Application is hereby made to list this Tranche of Notes on The Bond Exchange of South Africa Limited, as from 2 November 2009, pursuant to the Capitec Bank Limited ZAR2 000 000 000 Domestic Medium Term Note Programme.

CAPITEC BANK LIMITED

Issuer

By:

Director, duly authorised

Date:

29/10/2009

By:

Director, duly authorised

Date:

29/10/2009

