



FIRSTRAND

Bank Limited

FirstRand Bank Limited

(Registration Number 1929/001225/06)

(Incorporated with limited liability in the Republic of South Africa)

**Issue of ZAR775,979,168.61 Senior Unsecured
Zero Coupon Notes due 28 October 2024**

Under its ZAR20,000,000 Domestic Medium Term Note Programme

This document constitutes the 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 set forth in the Programme Memorandum dated 22 April 2008. The Notes described in this Pricing Supplement are subject to the Terms and Conditions in the Programme Memorandum and 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 Pricing Supplement and the Programme Memorandum, the provisions of this Pricing Supplement shall prevail.

DESCRIPTION OF THE NOTES

Issuer	FirstRand Bank Limited
Whether the Notes are Senior Notes or Subordinated	Senior Unsecured
Qualification of Notes of which the proceeds rank as Secondary Capital under the Banks Act, 1990	No
Qualification of Notes of which the proceeds rank as Tertiary Capital under the Banks Act, 1990	No
Series No.	2
Tranche No.	1
Aggregate Nominal Amount	ZAR775,979,168.61
Interest/Payment Basis	Zero Coupon Notes
Automatic Conversion from one Floating Rate to another	N/A
Form of Notes	Registered Notes
Issue Date	28 October 2009
Business Centre	Johannesburg
Additional Business Centre	N/A
Nominal Amount per Note	ZAR1,000,000

1

Specified Denomination	ZAR1,000,000
Issue Price	ZAR175,047,567.49
Implied Yield	10.16691% expresses an nacs rate
Maturity Date	28 October 2024
Specified Currency	ZAR
Applicable Business Day Convention	Following Business Day
Final Redemption Amount	100% of Aggregate Nominal Amount
Books Closed Period(s)	The Register will be closed from 23 October 2024 to 27 October 2024
Last Date to Register	The Register will be closed by 17:00 on 22 October 2024
Default Rate	N/A

FIXED RATE NOTES

(a) Fixed Rate of Interest	N/A
(b) Interest Payment Dates	N/A

PROVISIONS REGARDING REDEMPTION/MATURITY

Prior consent of Registrar of Banks required for any redemption prior to Maturity Date	Yes
Issuer's Optional Redemption:	No
(a) Optional Redemption Date(s)	N/A
(b) Optional Redemption Amount(s) and method, if any, of calculation of such amount	N/A
(c) Minimum Period of Notice (if different from Condition 10.3).	N/A
(d) If redeemable in part:	N/A
Minimum Redemption Amount(s)	N/A
Higher Redemption Amount(s)	N/A
(e) Other terms applicable on Redemption	N/A
Redemption at the Option of the Senior Noteholders: if yes	No
(a) Optional Redemption Date(s)	N/A
(b) Optional Redemption Amount(s)	N/A

(c) Minimum Period of Notice (if different from Condition 10.4).	N/A
(d) If redeemable in part:	
Minimum Redemption Amount(s)	N/A
Higher Redemption Amount(s)	N/A
(e) Other terms applicable on Redemption	N/A
(f) Attach <i>pro forma</i> put notice(s)	N/A
Early Redemption Amount(s) payable on redemption for taxation reasons or on Event of Default (if required): If no insert	Yes
(a) Amount payable; or	N/A
(b) Method of calculation of amount payable	N/A

GENERAL

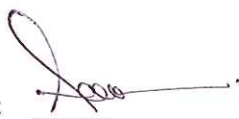
Exchange	JSE Limited
Calculation Agent	Issuer, acting through its Rand Merchant Bank Division
Paying Agent	Issuer, acting through its Rand Merchant Bank Division
Specified office of the Paying Agent	1 Merchant Place , Cnr of Rivonia Road and Fredman Drive , Sandton
Transfer Secretary	Issuer, acting through its Rand Merchant Bank Division
Provisions relating to stabilisation	N/A
Condition 6.4. applicable. In the event that Condition 6.4 applies where the Registrar of Banks has required or requested a Deferred Payment, subject to such conditions as the Registrar of Banks may prescribe, the Issuer shall be entitled, by giving a Deferral Notice to the Noteholders, to defer the due date for payment of any principal or interest in respect of such Notes.	No
Additional selling restrictions	None
ISIN	ZAG000072711
Stock Code	FRBZ02
The notice period required for exchanging interests in Global Certificates for Individual	As per Condition 12.2

Certificates

Method of distribution	As per Condition 12.7
If syndicated, names of Managers	N/A
Credit Rating assigned to Notes (if any)	N/A
Receipts attached?	No
If yes, number of Receipts attached	N/A
Coupons attached?	No
If yes, number of Coupons attached	N/A
Talons attached?	No
If yes, number of Talons attached	N/A
Stripping of Receipts and/or Coupons prohibited as provided in Condition 14.4.	N/A
Governing law (if the laws of South Africa are not applicable)	N/A
Other Banking Jurisdiction	N/A
Pricing Methodology	N/A
Other provisions	N/A

Application is hereby made to list this issue of Notes as from 27 October 2009.

Signed at Sandton on 27 October 2009, for and on behalf of **FirstRand Bank Limited**

By: 
Duly authorised, **Arlene Olding**
Manager, Treasury Operations

By: 
Duly authorised **Phillip Kahn**
Manager Treasury Operations