

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 ZAR20,000,000 Senior Unsecured Commodity Linked Notes Due 28 April 2016 Under its ZAR60,000,000,000 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 I December 2010 (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 Pricing Supplement and the Programme Memorandum, the provisions of this Pricing Supplement shall prevail.

DESCRIPTION OF THE NOTES

SBC2-1014114

1.	Issuer	The Standard Bank of South Africa Limited		
2.	Status of the Notes	Senior Unsecured		
3.	(a) Series Number	1		
	(b) Tranche Number	2		
4.	Aggregate Nominal Amount	ZAR20,000,000		
5.	Redemption/Payment Basis	Indexed Redemption Amount Notes		
6.	Type of Notes	Indexed Notes		
7.	Interest Payment Basis	Indexed Redemption Amount		
8.	Form of Notes	Registered Notes		
9.	Automatic/Optional Conversion from one Interest/ Payment Basis to another	Not Applicable		
10.	Issue Date/Settlement Date	26 April 2011		
11.	Business Centre	Johannesburg		
12.	Additional Business Centre	New York, London		
13.	Specified Denomination	ZAR1,000,000		
14.	Calculation Amount	Not Applicable		
15.	Issue Price	ZAR20,000,000		
16.	Interest Commencement Date	Not Applicable		
17.	Maturity Date	28 April 2016		
18.	Maturity Period	Not Applicable		
19.	Specified Currency	ZAR		
20.	Applicable Business Day Convention	Preceding Business Day Convention		
21.	Calculation Agent	Issuer		



22.	Payir	ng Agent	Issuer		
23.	Transfer Agent		Issuer		
24.	Specified office of the Calculation Agent, Paying Agent and Transfer Agent		4 th Floor, 3 Simmonds Street, Johannesburg		
25. Final Redemption Amount			As per 51.2		
PAR	TLY	PAID NOTES	Not Applicable		
INS	FALN	MENT NOTES	Not Applicable		
FIX	ED R	ATE NOTES	Not Applicable		
FLC	ATI	NG RATE NOTES	Not Applicable		
MIX	ŒD F	RATE NOTES	Not Applicable		
ZEF	o co	OUPON NOTES	Not Applicable		
IND	EXE	D NOTES	Applicable		
26.	(a)	Type of Indexed Notes	Indexed Redemption Amount Notes		
	(b)	Index / Formula by reference to which Interest Amount / Final Redemption Amount is to be determined	Formula as per 51.2		
	(c)	Manner in which the Final Redemption Amount is to be determined	Not Applicable		
	(e)	Interest Payment Date(s)	For the purpose of Condition 9.2(b) of the Programme Memorandum, any Business Day during the validity of this Note.		
	(f)	If different from the Calculation Agent, agent responsible for calculating amount of principal and interest	Not Applicable		
	(g)	Provisions where calculation by reference to index and/or formula is impossible or impracticable	Not Applicable		
	(h)	Minimum Rate of Interest	Not Applicable		
	(i)	Maximum Rate of Interest	Not Applicable		
	(j)	Other terms relating to the calculation of the Interest Rate	Not Applicable		
EX	CHAI	NGEABLE NOTES			
27.	Mai	ndatory Exchange applicable?	No		
28.	Not	eholders' Exchange Right applicable?	No		
20			Not Applicable		
29.	Exc	change Securities	Not Applicable		
29. 30.		change Securities nner of determining Exchange Price	Not Applicable		



32. Other

Not Applicable

OTHER NOTES

33. If the Notes are not Partly Paid Notes, Floating Rate Notes, Mixed Rate Notes, Zero Coupon Notes, Indexed Notes or Exchangeable Notes or if the Notes are a combination of any of the aforegoing, set out the relevant description and any additional terms and conditions relating to such Notes.

Not Applicable

PROVISIONS REGARDING

REDEMPTION/MATURITY

34. Prior consent of Registrar of Banks required for any redemption prior to the Maturity Date?

No

35. 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) (Call) and method, if any, of calculation of such amount(s) Not Applicable

(c) Minimum period of notice (if different from Condition 9.3 (Early Redemption at the option of the Issuer (Call Option))

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

 Redemption at the option of the Noteholders of Senior Notes (Put Option):

Applicable

If applicable:

(a) Optional Redemption Date(s) (Put)

- (i) In respect of Amount A: 30 April 2012 ("Date A");
- (ii) In respect of Amount B: 29 April 2013 ("Date B"):
- (iii) In respect of Amount C: 30 April 2014 ("Date C"):
- (iv) In respect of Amount D: 30 April 2015 ("Date D"); and

- (v) In respect of Amount E: 28 April 2016 ("Date E").
- (b) Optional Redemption Amount(s)
 (Put) and method, if any, of calculation of such amount(s)
- (i) ZAR500,000 ("Amount A");
- (ii) ZAR500,000 ("Amount B");
- (iii) ZAR500,000 ("Amount C");
- (iv) ZAR500,000 ("Amount D"); and
- (v) ZAR500,000 ("Amount E"),

each an Increase Amount (as defined in 51.3).

(c) Minimum period of notice (if different to Condition 9.5 (Early Redemption at the option of Noteholders of Senior Notes)

Not less than 10 (ten) Business Days before, and excluding, the relevant Optional Redemption Date (Put).

(d) If redeemable in part:

Minimum Redemption Amount(s)

- (i) In respect of Date A: Amount A;
- (ii) In respect of Date B: Amount B;
- (iii) In respect of Date C: Amount C;
- (iv) In respect of Date D: Amount D; and
- (v) In respect of Date E: Amount E.

Higher Redemption Amount(s)

- (i) In respect of Date A: Amount A;
- (ii) In respect of Date B: Amount B;
- (iii) In respect of Date C: Amount C;
- (iv) In respect of Date D: Amount D; and
- (v) In respect of Date E: Amount E.
- (e) Other terms applicable on Redemption

Not Applicable

(f) Attach pro forma Put Notice(s)

Pro forma Put Notice(s) will be available from the Specified Office of the Issuer.

37. Early Redemption Amount(s) payable on redemption for taxation reasons or on Event of Default and/or the method of calculating same (if required or if different from that set out in Condition 9.7 (Early Redemption Amounts))

An amount as determined by the Calculation Agent acting in good faith and in a commercially reasonable manner.

GENERAL

- 38. Other terms or special conditions
- 39. Additional selling restrictions

Not Applicable

Not Applicable



40. (a) International Securities ZAG000085614 Numbering (ISIN) SBC2 (b) Stock Code JSE Financial Exchange 41. (a) Bond platform Relevant sub-market of the (b) Financial Exchange Not Applicable 42. If syndicated, names of managers No Receipts attached? If yes, number of 43. Receipts attached No 44. Coupons attached? If yes, number of Coupons attached Not Applicable Credit Rating assigned to Notes (if any) Stripping of Receipts and/or Coupons Not Applicable prohibited as provided in Condition 15.4 (Prohibition of Stripping)? 47. Governing law (if the laws of South Not Applicable Africa are not applicable) Not Applicable 48. Other Banking Jurisdiction Last Day to Register, which shall mean that the "books closed period" (during

Stabilisation Manager (if any)

51. Other provisions

redemption

51.1 Annexure A:

Formula by reference to which Final 51.2 Redemption Amount is to be determined:

which the Register will be closed) will

be from the specified time on each

Last Day to Register to the applicable Payment Day until the date of

17:00 on 15 April 2016

Therefore the "books closed period" (during which the Register will be closed) will be from 17:00 on 15 April 2016 to the Maturity Date.

Not Applicable

"Annexure A" means Annexure A attached to this Pricing Supplement.

 $IP + (IP \times (FX_{T1} / FX_{ID}) \times Participation Level \times$ (max[Performance, 0])) + each Due Amount

Where:

"IP" means the Issue Price of the Note.

"FX_{ID}" means the FX Spot Rate for the Currency Pair as determined on the Issue Date.

"FX_{TI}" means the FX Spot Rate for the Currency Pair, as determined on the Valuation Date.

"FX Pricing Date" means the Issue Date and the Valuation Date, which date is a day on which the FX Spot Rate is to be determined.

"Currency Pair" means USD / ZAR.



"T0" means the Strike Date.

"Strike Date" means the Averaging Date in AP_0 occurring last in time, being the date upon which C_{T01} must be determined.

"T1" means the Valuation Date.

"Valuation Date" means the Averaging Date in AP_1 occurring last in time, being the date upon which FX_{T1} and C_{T11} must be determined.

"USD" means United States Dollars, the lawful currency of the United States of America.

"ZAR" means South African Rand.

"FX Spot Rate" means the following in respect of each of the following FX Pricing Dates:

- (i) in respect of the Issue Date: the currency exchange rate for foreign exchange transactions in the Currency Pair, being the USD/ZAR offer exchange rate, expressed as the amount of ZAR per one USD, for settlement in two Dollar Business Days which appears on the Reuters "ZAR=D3" as of 16:00, Screen Page Johannesburg time, on the Issue Date, as determined by the Calculation Agent. In the event of it for any reason being impossible for the Calculation Agent to so determine the FX Spot Rate, the FX Spot Rate will be such USD/ZAR exchange rate as determined in good faith and in a commercially reasonable manner by the Calculation Agent on the Issue Date; and
- (ii) in respect of the Valuation Date: the currency exchange rate for foreign exchange transactions in the Currency Pair, being the USD/ZAR bid exchange rate, expressed as the amount of ZAR per one USD, for settlement in two Dollar Business Days which appears on the Reuters "ZAR=D3" as of 16:00, Screen Page Johannesburg time, on the date that is the second Business Day prior to the Valuation Date, as determined by the Calculation Agent. In the event of it for any reason being impossible for the Calculation Agent to so determine the FX Spot Rate as mentioned above, the FX Spot Rate will be such USD/ZAR exchange rate as determined in good faith and in a commercially reasonable manner by the Calculation Agent on such date that is the second Business Day prior to the Valuation Date.

"Dollar Business Day" means any day other than a Saturday or Sunday in New York and Johannesburg.

"Participation Level" means 100 / 92.5



"Performance" =
$$\sum_{i=1}^{5} \frac{C_{T1i}}{C_{T0i}} w_i - 1.0511$$

$$C_{T0i} = \frac{1}{n} \sum_{k=0}^{n-1} S_{T0ki}$$

(" C_{T0i} " is therefore the Average Relevant Price for each Relevant Commodity in respect of AP_0 , as determined on the Strike Date).

$$C_{T1i} = \frac{1}{m} \sum_{k=0}^{m-1} S_{T1ki}$$

("C_{TII}" is therefore the Average Relevant Price for each Relevant Commodity in respect of AP₁, as determined on the Valuation Date).

"Average Relevant Price" means, in respect of each Relevant Commodity, the unweighted arithmetic mean of the Relevant Price for n and m in AP_0 and AP_1 respectively, as may be applicable.

"n" means, in relation to each of C_{T01} , the number of Averaging Dates in AP_0 .

"m" means, in relation to each of C_{Tii} , the number of Averaging Dates in AP_i .

"Averaging Date" means each of the dates in AP₀ and AP₁ respectively.

"AP $_0$ " means, in relation to C_{T0i} , a period of time consisting of only the following individual dates which must, subject to the Preceding Business Day Convention, each be a Business Day: 26 April 2011, 27 May 2011, 29 June 2011 and 27 July 2011.

"AP_I" means, in relation to C_{TII} , a period of time consisting of only the following individual dates which must, subject to the Preceding Business Day Convention, each be a Business Day: 27 January 2016, 29 February 2016, 29 March 2016 and 28 April 2016.

"S" means, in respect of a Relevant Commodity, the Relevant Price on a Pricing Date.

"T0_{ki}" means, in respect of a Relevant Commodity, each of the Averaging Dates in AP_0 .

"T1 $_{kl}$ " means, in respect of a Relevant Commodity, each of the Averaging Dates in AP $_1$.

" W_i " means the weight assigned to each Relevant Commodity as specified in Annexure A.

"i" means each Relevant Commodity specified in Annexure A.

"Pricing Date" means, in respect of a Relevant



Commodity and an Averaging Date, the date specified in respect of each of the below-mentioned Averaging Dates:

- (i) the Issue Date: such very same date; and
- . (ii) every Averaging Date (other than the aforementioned Issue Date): the date that is the second Business Day prior to each such Averaging Date,

which date so specified is a day in respect of which a Relevant Price in respect of a Relevant Commodity is to be determined (which Relevant Price so determined on such Pricing Date is deemed to be applicable to the relevant Averaging Date in respect of which such Pricing Date was specified).

"Relevant Price" means, in respect of a Relevant Commodity, for any Pricing Date, the price expressed as a price per Unit of the Relevant Commodity, determined with respect to that day by the Calculation Agent with reference to the specified Commodity Reference Price.

"Relevant Commodity" means each relevant commodity specified in Annexure A.

"Unit" means the unit of measure of a Relevant Commodity, as specified in the relevant Commodity Reference Price.

"Commodity Reference Price" means the reference price specified as such in respect of a Relevant Commodity in Annexure A.

51.3 Increase of Nominal Amount:

The Nominal Amount will on each of the following Optional Redemption Dates (Put) increase by the amount specified in respect thereof (each such amount an "Increase Amount"):

- (i) In respect of Date A: Amount A (as defined in 36(b);
- (ii) In respect of Date B: Amount B (as defined in 36(b);
- (iii) In respect of Date C: Amount C (as defined in 36(b);
- (iv) In respect of Date D: Amount D (as defined in 36(b); and
- (v) In respect of Date E: Amount E (as defined in 36(b).

Should any of the aforementioned Increase Amounts not be redeemed on the Optional Redemption Date (Put) specified in respect thereof in 36(a), such Increase Amount will not form part of, or be added to, the Issue Price and the amount due by the Issuer



to the Noteholder in terms of this Note as it concerns such individual Increase Amount (the "Due Amount") will be calculated by means of the formula stipulated in 51.2, except that the portion of such formula reading "+ each Due Amount" will be deemed deleted from such formula and the following terms defined in 51.2 will be deemed to have the meaning assigned thereto as stipulated below:

"IP" will be deemed to mean the relevant Increase Amount.

"FX_{ID}" will be deemed to mean, in respect of the relevant Increase Amount, the FX Spot Rate for the Currency Pair as determined on the relevant Optional Redemption Date (Put) upon which the Nominal Amount was increased by such Increase Amount.

"FX Pricing Date" will be deemed to mean, in respect of the relevant Increase Amount, the relevant Optional Redemption Date (Put) upon which the Nominal Amount was increased by such Increase Amount and the Valuation Date, which date is a day on which the FX Spot Rate is to be determined.

"Participation Level" will be deemed to mean 10%.

"C_{Toi}" will be deemed, in respect of the relevant Increase Amount, to be the Relevant Price for each Relevant Commodity as determined on the date that is the second Business Day prior to the relevant Optional Redemption Date (Put) upon which the Nominal Amount was increased by such Increase Amount.

"C_{TII}" will be deemed, in respect of the relevant Increase Amount, to be the Relevant Price for each Relevant Commodity as determined on the date that is the second Business Day prior to the Valuation Date.

"Pricing Date" means, in respect of a Relevant Commodity and the relevant Increase Amount, the date that is the second Business Day prior to each of the relevant Optional Redemption Date (Put) upon which the Nominal Amount was increased by such Increase Amount and the Valuation Date, as may be applicable, which date is a day in respect of which a Relevant Price in respect of a Relevant Commodity is to be determined.

Furthermore, "FX Spot Rate" will be deemed to have the following paragraph (iii) added thereto:

(iii) in respect of the relevant Optional Redemption
Date (Put) upon which the Nominal Amount was
increased by the relevant Increase Amount as
envisioned in 51.3: the currency exchange rate
for foreign exchange transactions in the
Currency Pair, being the USD/ZAR offer



exchange rate, expressed as the amount of ZAR per one USD, for settlement in two Dollar Business Days which appears on the Reuters "ZAR=D3" as of 16:00, Page Screen Johannesburg time, on the date that is the second Business Day prior to such Optional Redemption Date (Put), as determined by the Calculation Agent. In the event of it for any reason being impossible for the Calculation Agent to so determine the FX Spot Rate as mentioned above, the FX Spot Rate will be such USD/ZAR exchange rate as determined in good faith and in a commercially reasonable manner by the Calculation Agent on such date that is the second Business Day prior to such Optional Redemption Date (Put).

- 51.4 Market Disruption Events and Disruption Fallbacks:
- If, in the opinion of the Calculation Agent, a Market Disruption Event (as defined below) has occurred and is continuing on the Pricing Date, the Relevant Price for that Pricing Date will be determined by the Calculation Agent in accordance with the first applicable Disruption Fallback (as defined below).
- 51.5 Market Disruption Events:

"Market Disruption Event" means an event that would give rise, in accordance with an applicable Disruption Fallback, to an alternative basis for determining the Relevant Price in respect of a specified Commodity Reference Price were the event to occur or exist on a day that is a Pricing Date. Each of the following is a Market Disruption Event:

- (i) Price Source Disruption;
- (ii) Trading Disruption;
- (iii) Disappearance of Commodity Reference Price;
- (iv) Material Change in Formula; and
- (v) Material Change in Content.

Where:

"Price Source Disruption" means (A) the failure of the Price Source to announce or publish the Specified Price (or the information necessary for determining the Specified Price) for the relevant Commodity Reference Price; or (B) the temporary or permanent discontinuance or unavailability of the Price Source.

"Trading Disruption" means the material suspension of, or the material limitation imposed on, trading in



the Futures Contract or the Relevant Commodity on the Exchange. For these purposes:

- (A) a suspension of the trading in the Futures Contract or the Relevant Commodity on any Commodity Business Day shall be deemed to be material only if:
 - (i) all trading in the Futures Contract or the Relevant Commodity is suspended for the entire Pricing Date; or
 - (ii) all trading in the Futures Contract or the Relevant Commodity is suspended subsequent to the opening of trading on the Pricing Date, trading does not recommence prior to the regularly scheduled close of trading in such Futures Contract or such Relevant Commodity on such Pricing Date and such suspension is announced less than one hour preceding its commencement; and
- (B) a limitation of trading in the Futures Contract or the Relevant Commodity on any Commodity Business Day shall be deemed to be material only if the relevant Exchange establishes limits on the range within which the price of the Futures Contract or the Relevant Commodity may fluctuate and the closing or settlement price of the Futures Contract or the Relevant Commodity on such day is at the upper or lower limit of that range.

"Disappearance of Commodity Reference Price" means (A) the permanent discontinuation of trading in the relevant Futures Contract on the relevant Exchange; (B) the disappearance of, or of trading in, the Relevant Commodity; or (C) the disappearance or permanent discontinuance or unavailability of a Commodity Reference Price, notwithstanding the availability of the related Price Source or the status of trading in the relevant Futures Contract or the Relevant Commodity.

"Material Change in Formula" means the occurrence since the Issue Date of a material change in the formula for or method of calculating the relevant Commodity Reference Price.

"Material Change in Content" means the occurrence since the Issue Date of a material change in the content, composition or constitution of the Relevant Commodity or relevant Futures Contract.

"Price Source" means the publication (or such other origin of reference including an Exchange) containing (or reporting) the Specified Price (or prices from which the Specified Price is calculated) specified in the relevant Commodity Reference Price.



"Exchange" means the exchange or principal trading market specified in the relevant Commodity Reference Price.

"Futures Contract" means, in respect of a Commodity Reference Price, the contract for future delivery of a contract size in respect of the relevant Delivery Date relating to the Commodity referred to in that Commodity Reference Price.

"Commodity" means the commodity specified in the relevant Commodity Reference Price.

"Commodity Business Day" means (a) where the Commodity Reference Price is a price announced or published by an Exchange, a day that is (or, but for the occurrence of a Market Disruption Event, would have been) a day on which that Exchange is open for trading during its regular trading session, notwithstanding any such Exchange closing prior to its scheduled closing time and (b) where the Commodity Reference Price is not a price announced or published by an Exchange, a day in respect of which the relevant Price Source published (or, but for the occurrence of a Market Disruption Event, would have published) a price.

"Specified Price" means in respect of a Relevant Commodity and its corresponding Commodity Reference Price specified in Annexure A, the price as specified in Annexure A.

"Delivery Date" means, in respect of a Commodity Reference Price, and in respect of a Pricing Date, the relevant date or month for delivery of the underlying Commodity (which must be a date or month reported or capable of being determined from information reported in or by the relevant Price Source) as follows:

- (A) if a date is, or a month and year are, specified in Annexure A, that date or that month and year;
- (B) if a Nearby Month is specified in Annexure A, the month of expiration of the relevant Futures Contract; and
- (C) if a method is specified for the purpose of determining the Delivery Date in Annexure A, the date or the month and year determined pursuant to that method.

"Nearby Month", when preceded by a numerical adjective, means, in respect of a Delivery Date and a Pricing Date, the month of expiration of the Futures Contract identified by that numerical adjective, so that, for example, (A) "First Nearby Month" means



the month of expiration of the first Futures Contract to expire following that Pricing Date; (B) "Second Nearby Month" means the month of expiration of the second Futures Contract to expire following that Pricing Date; and (C) "Sixth Nearby Month" means the month of expiration of the sixth Futures Contract to expire following that Pricing Date.

51.6 Disruption Fallbacks: "Disruption Fallback" means a source or method that may give rise to an alternative basis for determining the Relevant Price in respect of a specified Commodity Reference Price when a Market Disruption Event occurs or exists on a day that is a Pricing Date. The following is a Disruption Fallback:

Calculation Agent Determination.

Where:

"Calculation Agent Determination" means that the Calculation Agent will determine the Relevant Price (or a method for determining a Relevant Price), taking into consideration the latest available quotation for the relevant Commodity Reference Price and any other information that in good faith it deems relevant.

51.7 General:

The South African Reserve Bank has granted an Exchange Control Approval in respect of Commodity Linked Notes issued under the Issuer's Domestic Medium Term Note Programme, as well as these Notes in particular, in terms of which it classified such notes as foreign in nature. As such these Notes involve various risks including, inter alia, commodity price risk as well as currency risk. Furthermore, please note that the full notional exposure of these Notes will be regarded as foreign and marked off against the Noteholder's foreign portfolio investment allowance.

Application is hereby made to list this issue of Notes on 26 April 2011.

THE STANDARD BANK OF SOUTH AFRICA LIMITED Issuer

MANAGE: GLOBAL MARKETS

Annexure A

	Retevant Commodity	Wi	Commodity Reference Price	Specified Price	Delivery Date	
					Each of the Pricing Dates specified in respect of each of the Averaging Dates in AP ₀	Each of the Pricing Dates specified in respect of each of the Averaging Dates in AP ₁
1.	West Texas Intermediate light sweet crude oil	20%	OIL-WTI-NYMEX	Closing Price	First Nearby Month	First Nearby Month
2.	High grade Primary Aluminium	20%	ALUMINIUM-LME 3 MONTH	Official settlement price (second ring)	The relevant Pricing Date	The relevant Pricing Date
3.	Copper Grade	20%	COPPER-LME 3 MONTH	Official settlement price (second ring)	The relevant Pricing Date	The relevant Pricing Date
4.	Gold	20%	GOLD-P.M.FIX	P.M. Fix	Not Applicable	Not Applicable
5.	Platinum	20%	PLATINUM- P.M.FIX	P.M. Fix	Not Applicable	Not Applicable

The Commodity Reference Prices specified in 1 to 5 in the above table shall have the respective meanings attributed to each of them in the 2005 ISDA Commodity Definitions as published by the International Swaps and Derivatives Association, Inc, which can be provided upon request.

