
**APPLICABLE PRICING SUPPLEMENT (GENERAL TERMS AND CONDITIONS) DATED
27 FEBRUARY 2023**



Standard Bank Group Limited

(Incorporated with limited liability under Registration Number 1969/017128/06 in the Republic of South Africa)

**Issue of ZAR2,000,000,000 Unsecured Floating Rate Tier 2 Notes due 3 March 2033
Under its ZAR50,000,000,000 Domestic Medium Term Note Programme**

This document constitutes the Applicable Pricing Supplement relating to the issue of Notes described herein. The terms and conditions set forth in the section of the Programme Memorandum dated 8 December 2022 (the "**Programme Memorandum**"), as updated and amended from time to time, headed "*General Terms and Conditions*" (the "**General Terms and Conditions**") apply to the issue of Notes described herein. Terms used herein shall be deemed to be defined as such for the purposes of the General Terms and Conditions. This Applicable 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

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| 1. | Issuer | Standard Bank Group Limited |
| 2. | Debt Officer | Arno Daehnke, Chief Finance and Value Management Officer of Standard Bank Group Limited |
| 3. | Status of the Notes | Tier 2 Unsecured |
| 4. | (a) Series Number | 1 |
| | (b) Tranche Number | 1 |
| 5. | Aggregate Nominal Amount | |
| | (a) Series | ZAR2,000,000,000 |
| | (b) Tranche | ZAR2,000,000,000 |
| 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/Settlement Date | 2 March 2023 |
| 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 | 2 March 2023 |

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| 18. | Maturity Date | 3 March 2033, unless redeemed on any Optional Redemption Date |
| 19. | Maturity Period | Tier 2 Notes are issued with such minimum maturities as may be required from time to time by the applicable Capital Rules and accordingly Notes will have a minimum Maturity Period of 5 years |
| 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, Transfer Agent and Settlement Agent | 30 Baker Street, Rosebank, 2196 |
| 27. | Final Redemption Amount | Aggregate Nominal Amount |
| PARTLY PAID NOTES | | Not Applicable |
| INSTALMENT NOTES | | Not Applicable |
| FIXED RATE NOTES | | Not Applicable |
| FLOATING RATE NOTES | | Applicable |
| 28. | (a) Interest Payment Date(s) | Each of 3 March, 3 June, 3 September and 3 December in each year until the Maturity Date, with the first Interest Payment Date being 3 June 2023 or, if such day is not a Business Day, the Business Day on which interest will be paid as determined in accordance with the applicable Business Day Convention (as specified in this Applicable Pricing Supplement) |
| | (b) Interest Period(s) | Each period commencing on (and including) an Interest Payment Date and ending on (but excluding) the following Interest Payment Date; provided that the first Interest Period will commence on (and include) the Interest Commencement Date (being 2 March 2023) and the last Interest Period will commence on 3 December 2032 and end on (but exclude) the Maturity Date (unless the Notes are redeemed on any Optional Redemption Date), each Interest Payment Date as adjusted in accordance with the Applicable Business Day Convention |
| | (c) Definitions of Business Day (if different from that set out in Condition 1 (<i>Interpretation</i>)) | Not Applicable |
| | (d) Interest Rate(s) | 3 month ZAR- JIBAR-SAFEX plus the Margin |
| | (e) Minimum Interest Rate | Not Applicable |
| | (f) Maximum Interest Rate | Not Applicable |
| | (g) Day Count Fraction | Actual/365 |

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| | (h) Other terms relating to the method of calculating interest (e.g. rounding up provision, if different from Condition 6.2 (<i>Interest on Floating Rate Notes and Indexed Notes</i>)) | Not Applicable |
| 29. | Manner in which the Interest Rate is to be determined | Screen Rate Determination |
| 30. | Margin | 188 basis points |
| 31. | 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 |
| 32. | 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 of 3 March, 3 June, 3 September and 3 December in each year until the Maturity Date from the Issue Date to the Maturity Date, with the first Interest Determination Date being 2 March 2023 (unless the Notes are redeemed on any Optional Redemption Date) |
| | (c) Relevant Screen Page | Reuters page SAFEX 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, Absa Bank Limited and Investec Bank Limited, and each of their successors |
| 33. | 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 |
| 34. | If different from the Calculation Agent, agent responsible for | Not Applicable |

calculating amount of principal and interest

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| 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

35. Redemption at the Option of the Issuer (Call Option): Applicable
- If applicable:
- | | | |
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| (a) | Optional Redemption Date(s) (Call) | 3 March 2028, and each Interest Payment Date thereafter |
| (b) | Optional Redemption Amount(s) (Call) and method, if any, of calculation of such amount(s) | 100% of Aggregate Nominal Amount |
| (c) | Minimum period of notice (if different from Condition 8.3 <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 |
36. Redemption at the option of the Noteholders of Senior Notes (Put Option): Not Applicable
- If applicable:
- | | | |
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| (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 8.4 <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 |

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| | (e) Other terms applicable on Redemption | Not Applicable |
| | (f) Attach <i>pro forma</i> Put Notice(s) | Not Applicable |
| 37. | Early Redemption Amount(s) payable on redemption pursuant to the provisions of Conditions 8.2 (<i>Redemption for Tax Reasons or Change in Law</i>), Condition 8.5 (<i>Redemption following the occurrence of a Capital Disqualification Event</i>) or Condition 12 (<i>Events of Default</i>) and/or the method of calculating same (if required or if different from that set out in Condition 8.9 (<i>Early Redemption Amounts</i>)) | 100% of the Aggregate Nominal Amount |
| 38. | Optional Redemption for Subordinated Notes upon a Change in Law | Applicable |
| 39. | Substitution and Variation for Tier 2 Notes | Applicable |
| 40. | Substitution and Variation for Tier 2 Notes upon a Change in Law | Applicable |
| 41. | Option to dis-apply Non-viability Loss Absorption Condition for Tier 2 Notes pursuant to Condition 5.5 (<i>Disapplication of Non-Viability Loss Absorption</i>) | Applicable |
| 42. | Date for payment of Early Redemption Amount(s) payable on redemption pursuant to the provisions of Condition 12 (<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 12 (<i>Events of Default</i>) |

GENERAL

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| 43. | 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 unaudited interim financial statements, dated 30 June 2022. As at the date of this Applicable Pricing Supplement, there has been no involvement by KPMG Incorporated and Pricewaterhouse Coopers, the auditors of the Issuer, in making the aforementioned statement. |
| 44. | Other terms or special conditions | Notes qualify as Tier 2 Capital under the Banks Act |
| 45. | Board approval for issuance of Notes obtained | Yes |
| 46. | Additional selling restrictions | Not Applicable |
| 47. | (a) International Securities Identification Number (ISIN) | ZAG000194242 |
| | (b) Stock Code | SST203 |
| 48. | (a) Financial Exchange | JSE Limited |

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| | (b) Relevant sub-market of the Financial Exchange | Interest Rate Market |
| | (c) Clearing System | Strate Proprietary Limited |
| 49. | If syndicated, names of managers | Not Applicable |
| 50. | Receipts attached? If yes, number of Receipts attached | No |
| 51. | Coupons attached? If yes, number of Coupons attached | No |
| 52. | 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 Ba3</p> <p>Issuer Rating Foreign: Long Term Ba3</p> |
| 53. | Date of issue of Credit Rating and date of next review | On 25 November 2022, Fitch affirmed the SA sovereign rating at BB- for the long term foreign and local currency ratings and the outlook remains stable. On 11 October 2022, Fitch affirmed the long-term Issuer Default Ratings for SBG and SBSA and the outlook remains stable. Review expected annually with the next review anticipated in November 2023. On 1 April 2022, Moody's affirmed SA's sovereign rating at Ba2 but revised the outlook on the long-term local and foreign currency Issuer Ratings to stable from negative. On 5 April 2022, Moody's affirmed the Ba2 long-term Deposit Rating of SBSA and the Ba3 long-term Issuer Rating of SBG and revised the outlook for both entities to stable from negative. Review expected annually with the next review anticipated in April 2023. |
| 54. | Stripping of Receipts and/or Coupons prohibited as provided in Condition 14.4 (<i>Prohibition on Stripping</i>) ? | Not Applicable |
| 55. | Governing law (if the laws of South Africa are not applicable) | Not Applicable |
| 56. | Other Banking Jurisdiction | Not Applicable |
| 57. | 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 20 February, 23 May, 23 August and 22 November of each year commencing on 23 May, in each year until the Maturity Date, or if such day is not a Business Day, the Business Day before each Books Closed Period until the Maturity Date |
| 58. | Books Closed Period | The Register will be closed from 21 February to 2 March, 24 May to 02 June, 24 August to 02 September and from 23 November to 02 December (all dates inclusive) in each year until the Maturity Date, or if such day is not a Business Day, the immediately preceding day that is a Business Day |

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| 59. | Stabilisation Manager (if any) | Not Applicable |
| 60. | Method of distribution | Dutch Auction |
| 61. | Authorised amount of the Programme | ZAR50,000,000,000 |
| 62. | Total Notes in issue (including current issue) | ZAR31,969,000,000,. The Issuer confirms that aggregate Nominal Amount of all Notes Outstanding under this Programme is within the Programme Amount. |
| 63. | Rights of cancellation | <p>The Notes will be delivered to investors on the Issue Date through the settlement system of the Central Depository, provided that:</p> <ul style="list-style-type: none"> (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 <i>force majeure</i> 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, <p>(each, a "Withdrawal Event").</p> <p>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.</p> |
| 64. | Responsibility statement | <p>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.</p> |

The JSE takes no responsibility for the contents of the information contained in the Programme Memorandum as read together with this Applicable Pricing Supplement, the annual financial statements and the annual report of the Issuer 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, 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 and the Issuer further confirms that the authorised amount of the Programme of ZAR50,000,000,000 has not been exceeded.

65. Commercial Paper Regulations

Applicable – see Annexure "A" to this Applicable Pricing Supplement

66. Use of proceeds

The Notes are intended to be issued as a Green Bond.

Sustainable Bond Framework

Standard Bank Group (“**SB Group**”) established a Sustainable Bond Framework in February 2020 (the “**Framework**”) which provides guidelines for members of the SB Group (including the Issuer) to issue Green, Social and Sustainable Bonds. Green, Social and Sustainable Bonds issued under the Framework support the SB Group’s lending and financing activities (including refinancing activities) to Green Projects (aimed at mitigating climate change), Social Projects (aimed at reducing economic and social inequality) and Sustainable Projects being a combination of Green Projects and Social Projects. The Framework sets out the criteria and process for the identification and evaluation of eligible projects or activities that would satisfy the criteria to enable a Tranche of Notes to be categorised as Green, Social and/or Sustainable Bonds. The Framework is available on the SB Group’s website at https://thevault.exchange/?get_group_doc=18/1591617626-SBGSustainableBondFramework.pdf.

Assurance

In connection with the Framework and in compliance with paragraphs 3.15 and 3.16 of the Debt Listings Requirements, the SB Group appointed a sustainability specialist, Sustainalytics B.V. (“**Sustainalytics**”), to evaluate the Framework and to issue a second party opinion confirming that the Framework is credible, impactful and is aligned with the ICMA Principles and Guidelines (the “**Sustainalytics Second Party Opinion**”).

Sustainalytics contact details are: De Entree 35-37, 1101 BH Amsterdam (+31) 20 205 0027, <https://www.sustainalytics.com/>, Evan Bruner (Amsterdam) evan.bruner@sustainalytics.com The Sustainalytics Second

Party Opinion is available on the SB Group's website at https://thevault.exchange/?get_group_doc=18/1591684563-SBGSustainableBondFrameworkSecondPartyOpinion.pdf.

Independent Sustainability Advisor

Sustainalytics is an independent sustainability advisor for the purposes of paragraphs 3.15 and 3.16 of the Debt Listings Requirements. The Sustainalytics Second Party Opinion constitutes the report of an independent sustainability advisor on the Framework contemplated by paragraphs 3.15, 3.16 and 4.22 of the Debt Listings Requirements.

Sustainalytics is a leading independent ESG and corporate governance research, ratings and analytics firm that supports investors around the world with the development and implementation of responsible investment strategies. Sustainalytics provides second-party opinions on green and sustainable bond frameworks to issuers, including multinational corporations, financial institutions and governments. Sustainalytics is certified by the Climate Bonds Standard Board as a verifier organization and supports various stakeholders in the development and verification of their frameworks.

Sustainalytics is, as required by the Debt Listings Requirements, an entity that has sufficient financial and market-specific expertise to perform the assessments stipulated by the Debt Listings Requirements, such expertise is demonstrated by:

- affiliation with relevant and widely recognised industry bodies; and
- significant and appropriate previous experience in providing external reviews on sustainability instruments,

in each case, as more fully set out in the Sustainalytics Second Party Opinion.

Voluntary further Assurance

SB Group appointed IBIS Environmental Social Governance Consulting South Africa Proprietary Limited (“**IBIS**”), an accredited independent emerging market sustainability consultancy, to confirm that the Framework remains aligned with the ICMA Principles and Guidelines as updated in June 2021 (the “**IBIS Second Party Opinion**”).

IBISs contact details are: 1st Floor, Acacia Building The Avenue Office Park, 45 Homestead Road, Rivonia, Johannesburg, 2191, +27 (0) 10 020 7343, www.ibisconsulting.com, Petrus Gildenhuys petrus.gildenhuys@ibisconsulting.com

The IBIS Second Party Opinion is available on the SB Group's website at <https://reporting.uat.standardbank.com/debt-investors/debt->

[securities/debt-securities/](#).

Use of Proceeds – Green Bond

The Issuer intends to allocate an amount of funding equivalent to the net proceeds of this Tranche of Notes to finance and/or refinance, in whole or in part, on a portfolio basis, assets that qualify under the Green Bond Principle Categories set out in Section 2.1 (*Investment Categories and Eligibility Criteria*) of the Framework, with a focus on renewable energy assets.

Management of Proceeds

The Issuer will track the receipt and use of the net proceeds of this Tranche of Notes via its internal reporting systems as more fully set out in Section 2.4 (*Management of Proceeds*) of the Framework.

Impact Measurement and Reporting and External Review

The SB Group will, in alignment with market practice, prepare and publish annual allocation and impact reporting with respect to Notes issued under the Framework (the “**Annual Impact and Allocation Report**”) as more fully set out in section 2.5 (*Impact Measurement and Reporting*) and 2.6 (*External Review*) of the Framework.

The SB Group will request an annual limited assurance report of the allocation of the proceeds of a Green Bond, Social Bond and Sustainable Bond to eligible assets as contemplated by the Framework, to be provided by its external auditor.

The Annual Impact and Allocation Report and related assurance report will be included in the SB Group’s annual Environment, Social and Governance Report and be available on the SB Group’s website at <https://reporting.standardbank.com/results-reports/sustainability/>. The Issuer will publish a SENS announcement stating when its suite of annual reporting (which includes the Annual Impact and Allocation Report) will be made available on the SB Group’s website.

Incorporation by Reference

The Framework has been incorporated by reference into the Programme Memorandum in terms of the section of the Programme Memorandum headed “*Documents Incorporated by Reference*”. Both the Sustainalytics Second Party Opinion and the IBIS Second Party Opinion are incorporated by reference into this Applicable Pricing Supplement.

Notwithstanding the incorporation by reference of the Framework and the Sustainalytics Second Party Opinion and the IBIS Second Party Opinion, the attention of investors in the Notes is drawn to the risk factor headed “*In respect of any Notes issued as a Green Bond, Social Bond or Sustainable Bond, there can be no assurance that such use of proceeds will be suitable for the investment criteria of an*”

investor” set out in the document entitled “Risk Factor & Other Disclosures Schedule relating to the Standard Bank Group Limited ZAR50,000,000,000 Domestic Medium Term Note Programme” which is dated 8 December 2022 and which is available on the SB Group’s website at <https://reporting.standardbank.com/wp-content/uploads/2022/12/SBG-DMTN-Risk-Factors-and-Other-Disclosures-Schedule-Final.pdf> .

67. Other provisions

Not Applicable

Application is hereby made to list this issue of Notes on 02 March 2023. The Programme was registered with the JSE on 8 December 2022.

SIGNED at Rosebank, Johannesburg on this 27th day of February 2023.

For and on behalf of

STANDARD BANK GROUP LIMITED
Issuer



Name: Jan Brits
Capacity: Authorised Signatory
Who warrants his/her authority hereto

SIGNED at Straffan, Ireland on this 27th day of February 2023.

For and on behalf of

STANDARD BANK GROUP LIMITED
Issuer



Name: Ann Hunter
Capacity: Authorised Signatory
Who warrants his/her authority hereto

ANNEXURE "A" TO THE APPLICABLE PRICING SUPPLEMENT
COMMERCIAL PAPER REGULATIONS

Disclosure requirements in terms of paragraph 3(5) of the Commercial Paper Regulations

The information required to be disclosed in terms of paragraph 3(5) of the Commercial Paper Regulations is set out in this Annexure "A" (except where such information is disclosed in the Programme Memorandum and/or the Applicable Pricing Supplement):

1. **Issuer and Ultimate Borrower** (paragraph 3(5)(a) of the Commercial Paper Regulations)

The Issuer of the relevant Tranche of Notes is Standard Bank Group Limited (incorporated with limited liability under registration number 1969/017128/06 in South Africa).

The "*ultimate borrower*" is The Standard Bank of South Africa Limited, a wholly owned subsidiary of the Issuer.
2. **Going concern** (paragraph 3(5)(b) of the Commercial Paper Regulations)

The Issuer is a going concern and can in all circumstances be reasonably expected to meet its commitments, thereby reflecting the adequacy of the liquidity and solvency of the Issuer.
3. **Auditor** (paragraph 3(5)(c) of the Commercial Paper Regulations)

The auditors of the Issuer as at the Issue Date are KPMG Incorporated and Pricewaterhouse Coopers Incorporated.

KPMG Incorporated and Pricewaterhouse Coopers Incorporated have acted as the auditors of the Issuer's latest audited financial statements.
4. **Total amount of Commercial Paper** (paragraph 3(5)(d) of the Commercial Paper Regulations)
 - (a) The Issuer has, prior to the Issue Date, issued "*commercial paper*" (as defined in the Commercial Paper Regulations) in an aggregate principal amount of ZAR21,455,000,000.
 - (b) As at Issue Date, to the best of the Issuer's knowledge and belief, the Issuer estimates that it will issue "*commercial paper*" (as defined in the Commercial Paper Regulations) in an aggregate amount of ZAR2,000,000,000 during the Issuer's current financial year (excluding this Tranche of Notes).
5. **Other information** (paragraph 3(5)(e) of the Commercial Paper Regulations)

All information that may reasonably be necessary to enable the investor to ascertain the nature of the financial and commercial risk of its investment in this Tranche of Notes is contained in the Programme Memorandum and the Applicable Pricing Supplement.
6. **Material adverse change** (paragraph 3(5)(f) of the Commercial Paper Regulations)

Save as disclosed in the Programme Memorandum and as set out below, there has been no material adverse change in the Issuer's financial position since the date of the Issuer's last audited financial statements.
7. **Listing** (paragraph 3(5)(g) of the Commercial Paper Regulations)

This Tranche of Notes will be listed on the Interest Rate Market of the JSE.
8. **Use of proceeds** (paragraph 3(5)(h) of the Commercial Paper Regulations)

The Notes are intended to be issued as Green Bonds as more fully described in item 66 of the Applicable Pricing Supplement. The proceeds of the issue of this Tranche of Notes will be used by the Issuer to provide a downstream Tier 2 loan to The Standard Bank of South Africa Limited, a wholly owned subsidiary of the Issuer, who shall be the "*ultimate borrower*" for the purposes of clause 3(2) of the Commercial Paper Regulations.
9. **Security** (paragraph 3(5)(i) of the Commercial Paper Regulations)

This Tranche of Notes is unsecured.

10. **Auditor's confirmation** (paragraph 3(5)(j) of the Commercial Paper Regulations)

KPMG Incorporated, being one of the Issuer's auditors as at the Issue Date, have confirmed in writing that nothing has come to their attention which causes them to believe that the issue of this Tranche of Notes under the Programme, pursuant to the Programme Memorandum (as read with the Applicable Pricing Supplement) will not comply in all material respects with the provisions of the Commercial Paper Regulations.

11. **Audited financial statements** (paragraphs 3(5)(j)(i) and (j)(ii) of the Commercial Paper Regulations)

Where, in relation to the issue and placing of this Tranche of Notes, the Programme Memorandum and/or the Applicable Pricing Supplement is distributed and/or made available for inspection in South Africa, a copy of the Issuer's latest audited annual financial statements will at all times separately accompany (either by electronic delivery or by physical delivery) the Programme Memorandum and/or the Applicable Pricing Supplement, as required by the Commercial Paper Regulations.