



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 ZAR520,000,000 Senior Unsecured Consumer Price Index ("CPI") Linked Notes
due 7 December 2033**

Under its ZAR90,000,000,000 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 7 December 2015 (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

1.	Issuer	The Standard Bank of South Africa Limited
2.	Status of the Notes	Senior Unsecured
3.	(a) Series Number	1
	(b) Tranche Number	1
4.	Aggregate Nominal Amount	ZAR 520,000,000
5.	Redemption/Payment Basis	N/A
6.	Type of Notes	Indexed Notes
7.	Interest Payment Basis	Fixed Rate
8.	Form of Notes	Registered Notes
9.	Automatic/Optional Conversion from one Interest/ Payment Basis to another	N/A
10.	Issue Date/Settlement Date	19 February 2016
11.	Business Centre	Johannesburg
12.	Additional Business Centre	N/A
13.	Specified Denomination	ZAR1,000,000
14.	Calculation Amount	N/A
15.	Issue Price	191.89266%
16.	Interest Commencement Date	07 December 2015
17.	Maturity Date	07 December 2033
18.	Maturity Period	N/A
19.	Specified Currency	ZAR
20.	Applicable Business Day Convention	Following Business Day
21.	Calculation Agent	The Standard Bank of South Africa Limited
22.	Paying Agent	The Standard Bank of South Africa Limited

		The Standard Bank of South Africa Limited
23.	Transfer Agent	The Standard Bank of South Africa Limited
24.	Specified office of the Calculation Agent, Paying Agent and Transfer Agent	30 Baker Street, Rosebank, 2196
25.	Final Redemption Amount	Aggregate Principal Amount*(reference CPI on Maturity Date/Base CPI), subject to adjustment in accordance with the Capital Guarantee
26.	Capital Guarantee	If the Final Redemption Amount is less than the Aggregate Principal Amount, the Final Redemption Amount shall be ZAR520,000,000
27.	Final Coupon	The final coupon payment to be made in respect of this Note shall exclude any adjustments in respect of the Capital Guarantee
PARTLY PAID NOTES		N/A
28.	Amount of each payment comprising the Issue Price	N/A
29.	Date upon which each payment is to be made by Noteholder	N/A
30.	Consequences (if any) of failure to make any such payment by Noteholder	N/A
31.	Interest Rate to accrue on the first and subsequent instalments after the due date for payment of such instalments	N/A
INSTALMENT NOTES		N/A
32.	Instalment Dates	N/A
33.	Instalment Amounts (expressed as a percentage of the aggregate Nominal Amount of the Notes)	N/A
FIXED RATE NOTES		N/A
34.	(a) Fixed Interest Rate(s)	N/A
	(b) Interest Payment Date(s)	N/A
	(c) Fixed Coupon Amount(s)	N/A
	(d) Initial Broken Amount	N/A
	(e) Final Broken Amount	N/A
	(f) Any other terms relating to the particular method of calculating interest	N/A
FLOATING RATE NOTES		
35.	(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 (<i>Interpretation</i>))	N/A
	(d) Interest Rate(s)	N/A
	(e) Minimum Interest Rate	N/A
	(f) Maximum Interest Rate	N/A
	(g) Other terms relating to the method of calculating interest (e.g. Day	N/A

Count Fraction, rounding up provision, if different from Condition 7.2 (*Interest on Floating Rate Notes and Indexed Notes*)

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| 36. | Manner in which the Interest Rate is to be determined | N/A |
| 37. | Margin | N/A |
| 38. | 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 |
| 39. | If Screen Rate Determination: | |
| | (a) Reference Rate (including relevant period by reference to which the Interest Rate is to be calculated) | N/A |
| | (b) Interest Determination Date(s) | N/A |
| | (c) Relevant Screen Page | N/A |
| | (d) Relevant Time | N/A |
| | (e) Reference Banks | N/A |
| 40. | If Interest Rate to be calculated otherwise than by reference to 35 or 36 above | |
| | (a) Margin | N/A |
| | (b) Minimum Interest Rate | N/A |
| | (c) Maximum Interest Rate | N/A |
| | (d) Business Day Convention | N/A |
| | (e) Day Count Fraction | N/A |
| | (f) Default Rate | N/A |
| | (g) Fall back provisions, rounding provisions and any other terms relating to the method of calculating interest for Floating Rate Notes | N/A |
| 41. | If different from Calculation Agent, agent responsible for calculating amount of principal and interest | N/A |

MIXED RATE NOTES N/A

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| 42. | Period(s) during which the interest rate for the Mixed Rate Notes will be (as applicable) for: | |
| | (a) Fixed Rate Notes | N/A |
| | (b) Floating Rate Notes | N/A |
| | (c) Indexed Notes | N/A |
| | (d) Other | N/A |

ZERO COUPON NOTES N/A

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| 43. | (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

44.	(a)	Type of Indexed Notes	Indexed Interest and Indexed Redemption Amount Notes
	(b)	Index/ Formula by reference to which Interest Amount/ Final Redemption Amount is to be determined	CPI Index as per 81
	(c)	Coupon	3.45% nacs
	(d)	Real Yield	3.51% nacs
	(e)	Manner in which the Interest Amount is to be determined	$(\text{Aggregate Principal Amount} * \text{Coupon}) * (\text{Reference CPI} / \text{Base CPI}) / 2$
	(f)	Manner in which the Final Redemption Amount is to be determined	$\text{Aggregate Principal Amount} * (\text{Reference CPI on Maturity Date} / \text{Base CPI})$
	(g)	Interest Payment Date(s)	Semi-Annually on each 7 June and 7 December, commencing on 7 June 2016 until 7 December 2033
	(h)	If different from the Calculation Agent, agent responsible for calculating amount of principal and interest	N/A
	(i)	Provisions where calculation by reference to index and/or formula is impossible or impracticable	<p>If prior to Maturity Date, the CPI Index is discontinued then the Calculation Agent will, after consultation with Statistics South Africa or any successor entity, substitute an appropriate alternative index in its discretion which shall be deemed to be the CPI Index for the purposes of this transaction</p> <p>As soon as practicable after effecting any substitution of an alternative index as provided for in this section, notice of such substitution and the effective date thereof, shall be communicated in writing to the JSE Limited by the Issuer</p>
	(j)	Minimum Interest Rate	N/A
	(k)	Maximum Interest Rate	N/A
	(l)	Other terms relating to the calculation of the Interest Rate	N/A

EXCHANGEABLE NOTES

45.	Mandatory Exchange applicable?	N/A
46.	Noteholders' Exchange Right applicable?	N/A
47.	Exchange Securities	N/A
48.	Manner of determining Exchange Price	N/A
49.	Exchange Period	N/A
50.	Other	N/A

OTHER NOTES

51.	If the Notes are not Partly Paid Notes, Instalment Notes, Fixed Rate 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	N/A
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the foregoing, set out the relevant description and any additional terms and conditions relating to such Notes.

PROVISIONS REGARDING REDEMPTION/MATURITY

52.	Redemption at the Option of the Issuer (Call Option):	No
	If applicable:	
(a)	Optional Redemption Date(s) (Call)	N/A
(b)	Optional Redemption Amount(s) (Call) and method, if any, of calculation of such amount(s)	N/A
(c)	Minimum period of notice (if different from Condition 9.3 (<i>Redemption at the option of the Issuer (Call Option)</i>))	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
53.	Redemption at the option of the Noteholders of Senior Notes (Put Option):	No
	If applicable:	
(a)	Optional Redemption Date(s) (Put)	N/A
(b)	Optional Redemption Amount(s) (Put) and method, if any, of calculation of such amount(s)	N/A
(c)	Minimum period of notice (if different to Condition 9.4 (<i>Redemption at the option of the Noteholders of Senior Notes (Put Option)</i>))	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
(f)	Attach <i>pro forma</i> Put Notice(s)	N/A
54.	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 (<i>Early Redemption Amounts</i>))	Final Redemption Amount
55.	Optional Redemption for Subordinated Notes upon a Change in Law	N/A
56.	Substitution and Variation for Tier 2 Notes	N/A
57.	Substitution and Variation for Tier 2 Notes upon a Change in Law	N/A

58. Option to disapply Non-viability Loss Absorption Condition for Tier 2 Notes pursuant to Condition 5.5 (Disapplication of Non-Viability Loss Absorption) N/A

GENERAL

59. Other terms or special conditions N/A
60. Board approval for issuance of Notes obtained] N/A
61. Additional selling restrictions N/A
62. (a) International Securities Numbering (ISIN) ZAG000133737
- (b) Stock Code SBSi14
63. (a) Financial Exchange JSE Limited
- (b) Relevant sub-market of the Financial Exchange Interest Rate Market
64. If syndicated, names of managers N/A
65. Receipts attached? If yes, number of Receipts attached No
66. Coupons attached? If yes, number of Coupons attached No
67. Credit Rating assigned to the Issuer/Programme/Notes
- Fitch:
 Issuer Local: Short term F1+(zaf)
 Long term AA(zaf)
 Issuer International: BBB-
- Moody's:
 Issuer Local: Long term Bank Deposit A1.za
 Issuer International: Baa2
68. Date of issue of Credit Rating and date of next review
- Fitch ratings affirmed on 11 December 2015. Review expected in May 2016
- Moody's ratings affirmed on 17 December 2015. Review expected in May 2016
69. Applicable Rating Agency
- Fitch Southern Africa Proprietary Limited
- Moody's Investors Services
70. Stripping of Receipts and/or Coupons prohibited as provided in Condition 15.4 (*Prohibition on Stripping*)? N/A
71. Governing law (if the laws of South Africa are not applicable) N/A
72. Other Banking Jurisdiction N/A
73. 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 28 May and 28 November of each year
74. Books Closed Period
- The "books closed period" (during which the Register will be closed) will be from each 29 May and 29 November until the applicable Interest Payment Date
75. Stabilisation Manager (if any) N/A
76. Method of distribution Private Placement

77.	Authorised amount of the Programme	ZAR90,000,000,000
78.	Total Notes in issue (excluding Notes described in this Applicable Pricing Supplement)	ZAR77,446,917,630
79.	Right 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 Dealers decide 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>
80.	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 in the Programme Memorandum, as read together with this Applicable Pricing Supplement, 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 JSE Listings Requirements. The Issuer accepts full responsibility for the accuracy of the information contained in the Programme Memorandum as read together with this Applicable Pricing Supplement, except as otherwise stated therein or herein.</p> <p>The Issuer confirms that the JSE takes no responsibility for the contents of the information contained in the Programme Memorandum as read together with this Applicable Pricing Supplement, makes no representation as to the accuracy or completeness of any of the foregoing documents and expressly disclaims any liability for any loss arising from or in reliance upon the whole or any part of the information contained in the Programme Memorandum as read together with this Applicable Pricing Supplement. The Issuer further confirms that the Authorised amount of the Programme of ZAR90 000 000 000 has not been exceeded.</p>
81.	Other provisions	Additional Applicable Definitions
	Base CPI:	60.63345 being the Base CPI of the R202 Government Bond
	CPI Index:	means the weighted average of the consumer price index as published by Statistics South Africa, which is referred to as "Headline CPI – All urban areas (primary and secondary)" in Statistical release P0141, or such substituted

index as may be determined by the Calculation Agent.

Reference CPI:

means the CPI Index for the fourth calendar month preceding the calendar month in which the applicable Interest Payment Date occurs, where the applicable Interest Payment Date is the first day of any calendar month. If the applicable Interest Payment Date occurs on a day other than the first day of a calendar month, then the Reference CPI shall be determined in accordance with the following formula:

$$\text{Ref. CPI} = \text{Ref. CPI}_j + [(t-1)/D] \times (\text{Ref. CPI}_{j+1} - \text{Ref. CPI}_j)$$

Where:

- (a) *Ref. CPI_j* is the Reference CPI for the first day of the calendar month which shall be the CPI Index for the fourth calendar month preceding the calendar month in which the applicable Interest Payment Date occurs;
- (b) *Ref. CPI_{j+1}* is the Reference CPI for the third calendar month preceding the calendar month in which the applicable Interest Payment Date occurs;
- (c) *t* is the calendar day corresponding to the applicable Interest Payment Date; and
- (d) *D* is the number of days in the calendar month in which the applicable Interest Payment Date occurs.

Adjustment to CPI Index:

If the CPI Index is reset, then a new Reference CPI that is applicable for the issue date will (if the Calculation Agent deems it necessary) be calculated in such a way that the Final Redemption Amount is the same immediately before and after the reset.

Failure/delay of Index to published:

If as a result of a one month delay in the publication of the CPI Index, the Reference CPI is not available in order to make a determination in accordance with the formula above, then subject to the terms below, a substitute CPI Index value calculated as follows will be used:

$$CPI_m = CPI_{m-1} \times (CPI_{m-1} / CPI_{m-13})^{1/12}$$

Where:

- (a) *CPI_m* is the Substitute CPI Index for

the month that is required.

(b) m = month

In the event of a delay of more than one month, CPI_m shall be determined in accordance with the following formula:

$$CPI_m = CPI_{m-n} \times (CPI_{m-n}/CPI_{m-n-12})^n^{12}$$

Where:

(a) n is the number of months' delay.

When the above formulae are used to calculate a Substitute Reference CPI value, then such formulae shall be used for all subsequent calculations that rely on that month's Index Ratio, and shall not be replaced by the actual Reference CPI when the CPI Index is reported, except for use in the above formulae. Further, when the above formulae are used to calculate a Substitute Reference CPI value, the last CPI Index that has been reported will be used to calculate Reference CPI values for the month(s) in which the CPI Index has not been reported timeously.


Application is hereby made to list this issue of Notes on **19 February 2016**. The Programme was registered with the JSE on 7 December 2015

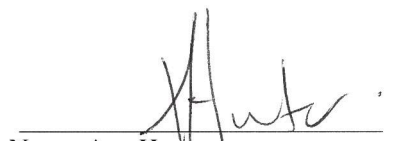
SIGNED at Rosebank on this 17th day of February 2016.

For and on behalf of

THE STANDARD BANK OF SOUTH AFRICA LIMITED

Issuer



Name: Paul Burgoyne
Capacity: Duly Authorised
Who warrants his/her authority hereto

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