

Pricing Supplement in respect of the listing of covered American Equity Call and European Put Warrants on:

Please refer to the Terms and Conditions of the Warrants as set out in the Common Terms Document and relevant Conditions Annexure ("together the Terms and Conditions"), copies of which has been submitted to the JSE. This is a summary only of the main financial terms of the Warrants. In the event of any inconsistency between this summary and the Terms and Conditions, the Terms and Conditions shall prevail.

Summary of Offering

Issuer: The Standard Bank of South Africa Limited

Issuer's Credit Rating: Fitch National Long-term rating AA+(zaf) and National Short-term F1+(zaf)

Sponsoring Broker: SBG Securities (Pty) Ltd

Issue Description: One Series of covered American Call Warrants and European Put Warrants as set out below:

Underlying Share	Warrant Long Code	Warrant Short Code	JSE Code	Warrant Style	Max Issue Size	Exercise Price per Share	Specified Number (Warrants per Underlying Parcel)	Expiration Date
Absa Group Ltd	SB ASA R170CI 35:1NOV13	SB ASA CI	ASASBI	American Call	100 Mil	R170.00	35	5 Nov 13
Exxaro Resources Ltd	SB EXX R175CG 60:1NOV13	SB EXX CG	EXXSBB	American Call	100 Mil	R175.00	60	5 Nov 13
Kumba Iron Ore Ltd	SB KIO R525CF 150:1NOV13	SB KIO CF	KIOSBF	American Call	100 Mil	R525.00	150	5 Nov 13
Old Mutual Plc	SB OML 3000CI 7:1NOV13	SB OML CI	OMLSBI	American Call	100 Mil	R30.00	7	5 Nov 13
Sasol Ltd	SB SOL R400PT 120:1NOV13	SB SOL PT	SOLSBT	European Put	100 Mil	R400.00	120	5 Nov 13

Minimum Exercise Number: Except on the Expiration Date, 1000 Warrants.

Maximum Exercise Number: Except on the Expiration Date, 1 000 000 Warrants.

Underlying Parcel: One Share in the relevant Company subject to adjustment under the Conditions. The Warrantholder is entitled to physical delivery of the Underlying Parcel or a Cash Settlement Amount, at the Issuer's discretion, subject to certain conditions.

Automatic Exercise: Provided that the Warrant has not lapsed in terms of Section 4, Condition 2.5 of the Common Terms Document, if the Warrantholder fails to exercise a Warrant before 4:00pm on the Expiration Date the Issuer will pay 90% of the Cash Settlement Amount in accordance with the Section 4 Conditions 5 and 6 of the Common Terms Document.

Exercise Procedure: As set out in Section 4, Condition 5 of the Common Terms Document

Stock Exchange: JSE Limited

Issue Date: 28 Mar 2013

Termination of Listing: Close of business on the Expiration Date, provided that the Warrant has not

lapsed in terms of Section 4, Condition 2.5 of the Common Terms Document

Governing Law:

South African.

Settlement:

The above warrants will be settled electronically via STRATE.

Tax Implications:

As set out in Section 2 of the Common Terms Document

Dividends:

As set out in Section 2 of the Common Terms Document

**Adjustments for Corporate
Actions:**

As set out in Section 4, Condition 15 of the Common Terms Document

**Changes to the Terms and
Conditions:**

As set out in Section 4, Condition 12.2 of the Common Terms Document