

## 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
Anglo American Plc	SB AGL R290CE 80:1FEB15	SB AGL CE	AGLSBE	American Call	100 Mil	R290.00	80	3 Feb 15
Anglogold Ashanti Ltd	SB ANG R190CA 90:1FEB15	SB ANG CA	ANGSBA	American Call	100 Mil	R190.00	90	3 Feb 15
Bhp Billiton Plc	SB BIL R375CH 100:1FEB15	SB BIL CH	BILSBH	American Call	100 Mil	R375.00	100	3 Feb 15
Mr Price Group Ltd	SB MPC R160PP 35:1FEB15	SB MPC PP	MPCSBP	European Put	100 Mil	R160.00	35	3 Feb 15
Old Mutual Plc	SB OML 3900CO 10:1FEB15	SB OML CO	OMLSBO	American Call	100 Mil	R39.00	10	3 Feb 15
Jse Top40 Index	SBTOP44000PT0002FEB15	SB TOP PT	TOPSBT	European Put	100 Mil	44 000	5000	3 Feb 15

**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:** 20 Jun 2014

<b>Termination of Listing:</b>	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
<b>Governing Law:</b>	South African.
<b>Settlement:</b>	The above warrants will be settled electronically via STRATE.
<b>Tax Implications:</b>	As set out in Section 2 of the Common Terms Document
<b>Dividends:</b>	As set out in Section 2 of the Common Terms Document
<b>Adjustments for Corporate Actions:</b>	As set out in Section 4, Condition 15 of the Common Terms Document
<b>Changes to the Terms and Conditions:</b>	As set out in Section 4, Condition 12.2 of the Common Terms Document