

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 R215CA 70:1FEB14	SB AGL CA	AGLSBA	America n Call	100 Mil	R215.00	70	4 Feb 14
Anglogold Ashanti Ltd	SB ANG R145CI 65:1FEB14	SB ANG CI	ANGSBI	America n Call	100 Mil	R145.00	65	4 Feb 14
Growthpoint Properties Ltd	SB GRT 2600CA 8:1FEB14	SB GRT CA	GRTSBA	America n Call	100 Mil	R26.00	8	4 Feb 14
Redefine Properties Ltd	SB RDF 1000CA 3:1FEB14	SB RDF CA	RDFSBA	America n Call	100 Mil	R10.00	3	4 Feb 14
Shoprite Holdings Ltd	SB SHP R190CB 55:1FEB14	SB SHP CB	SHPSBB	America n Call	100 Mil	R190.00	55	4 Feb 14
Woolworths Holdings Ltd	SB WHL 6400CB 25:1FEB14	SB WHL CB	WHLSB B	America n Call	100 Mil	R64.00	25	4 Feb 14

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: 27 Jun 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