

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: Standard Financial Markets (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 | Maximum Issue Size | Exercise Price per Share | Specified Number (Warrants per Underlying Parcel) | Expiration Date |
|-----------------------------------|-----------------------------|--------------------|----------|---------------|--------------------|--------------------------|---|-----------------|
| ANGLO AMERICAN PLC | SB AGL R275CM 70:1AUG13 | SB AGL CM | AGLSBM | American Call | 100 Million | R275.00 | 70 | 6 Aug 13 |
| ABSA GROUP LIMITED | SB ASA R135PR 40:1AUG13 | SB ASA PR | ASASBR | European Put | 100 Million | R135.00 | 40 | 6 Aug 13 |
| BHP BILLITON PLC | SB BIL R290CC 85:1AUG13 | SB BIL CC | BILSBC | American Call | 100 Million | R290.00 | 85 | 6 Aug 13 |
| COMPAGNIE FINANCIERE RICHEMONT SA | SB CFR 5800PZ 15:1AUG13 | SB CFR PZ | CFRSBZ | European Put | 100 Million | R58.00 | 15 | 6 Aug 13 |
| EXXARO RESOURCES LIMITED | SB EXX R185CF 70:1AUG13 | SB EXX CF | EXXSBF | American Call | 100 Million | R185.00 | 70 | 6 Aug 13 |
| IMPALA PLATINUM HOLDINGS LIMITED | SB IMP R155CC 50:1AUG13 | SB IMP CC | IMPSBC | American Call | 100 Million | R155.00 | 50 | 6 Aug 13 |
| KUMBA IRON ORE LIMITED | SB KIO R575CD 200:1AUG13 | SB KIO CD | KIOSBD | American Call | 100 Million | R575.00 | 200 | 6 Aug 13 |
| MTN GROUP LIMITED | SB MTN R180CA 45:1AUG13 | SB MTN CA | MTNSBA | American Call | 100 Million | R180.00 | 45 | 6 Aug 13 |
| MTN GROUP LIMITED | SB MTN R160PY 50:1AUG13 | SB MTN PY | MTNSBY | European Put | 100 Million | R160.00 | 50 | 6 Aug 13 |
| SASOL LIMITED | SB SOL R390CE 110:1AUG13 | SB SOL CE | SOLSBE | American Call | 100 Million | R390.00 | 110 | 6 Aug 13 |
| JSE TOP40 INDEX | SBTOP32500PQ0002 AUG13 | SB TOP PQ | TOPSBQ | European Put | 100 Million | R32,500.00 | 5000 | 6 Aug 13 |

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| 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: | 14 Nov 2012 |
| 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 |