
APPLICABLE PRICING SUPPLEMENT

Investec Bank Limited

(Incorporated with limited liability under Registration Number 1969/004763/06 in South Africa)

Issue of ZAR106,000,000 Subordinated Unsecured Callable Notes

Under its ZAR25,000,000,000 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 ("Terms and Conditions") set forth in the Programme Memorandum dated 12 February 2003 (the "Programme Memorandum"). This Applicable Pricing Supplement must be read in conjunction with the Programme Memorandum. To the extent that there is any conflict or inconsistency between the contents of this Applicable Pricing Supplement and the Programme Memorandum, the provisions of this Applicable Pricing Supplement shall prevail.

DESCRIPTION OF THE NOTES

| | |
|---|---|
| 1. Issuer | Investec Bank Limited |
| 2. Senior Notes or Subordinated Notes | Subordinated Unsecured |
| 3. Tranche Number | 1 |
| Series Number | 1 |
| 4. Aggregate Principal Amount of Tranche | ZAR106,000,000 (one hundred and six million rand) |
| 5. Interest/Payment Basis | Floating Rate |
| 6. Form of Notes | Listed Registered Notes |
| 7. Automatic/ Conversion from one Interest Basis to another | N/A |
| 8. Issue Date | 27 July 2012 |
| Listing Date | 27 July 2012 |
| 9. Business Centre | Johannesburg |
| 10. Additional Business Centre | N/A |
| 11. Principal Amount per Note | ZAR1,000,000 |
| 12. Specified Denomination | ZAR1,000,000 |
| 13. Issue Price | 100% |
| 14. Interest Commencement Date | 27 July 2012 |

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| 15. Maturity Date | 27 July 2022 |
| 16. Specified Currency | ZAR |
| 17. Applicable Business Day Convention | Following Business Day |
| 18. Calculation Agent | Issuer |
| 19. Paying Agent | Issuer |
| 20. Specified office of the Paying Agent | 100 Grayston Drive, Sandown, Sandton |
| 21. Transfer Agent | Issuer |
| 22. Final Redemption Amount | 100% of Principal Amount |

PARTLY PAID NOTES

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| 23. Amount of each payment comprising the Issue Price | N/A |
| 24. Date upon which each payment is to be made by Noteholder | N/A |
| 25. Consequences (if any) of failure to make any such payment by Noteholder | N/A |
| 26. Interest Rate to accrue on the first and subsequent instalments after the due date for payment of such instalments | N/A |

INSTALMENT NOTES

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| 27. Instalment Dates | N/A |
| 28. Instalment Amounts (expressed as a percentage of the aggregate Principal Amount of the Notes) | N/A |

FIXED RATE NOTES

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| 29. (a) Interest Rate(s) | N/A |
| (b) Interest Payment Date(s) | N/A |
| (c) Initial Broken Amount | N/A |
| (d) Final Broken Amount | N/A |
| (e) Any other terms relating to the particular method of calculating interest | N/A |

FLOATING RATE NOTES

30. (a) Interest Payment Date(s) 27 January, 27 April, 27 July and 27 October, the first Interest Payment Date being on 27 October 2012, and the final interest payment date shall be the date on which the Notes are redeemed.
- (b) Interest Period(s) from and including the applicable Interest Payment Date and ending on and including the day before the following Interest Payment Date, the first Interest Period commencing on the Issue Date and ending on the day before the next Interest Payment Date
- (c) Definitions of Business Day (if different from that set out in Condition 1) N/A
- (d) Interest Rate(s) ZAR-JIBAR-SAFEX.
- (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 Count Fraction, rounding up provision, if different from Condition 8.2) Day Count Fraction is Actual/365
31. Manner in which the Interest Rate is to be determined Screen Rate Determination
32. Margin 270 basis points (NACQ) from, and including, the Issue Date until, but excluding, the Maturity Date.
33. If ISDA Determination
- (a) Floating Rate N/A
- (b) Floating Rate Option N/A
- (b) Designated Maturity N/A
- (c) Reset Date(s) N/A
34. If Screen Determination
- (a) Reference Rate (including relevant ZAR-JIBAR-SAFEX with a

- period by reference to which the Interest Rate is to be calculated) designated maturity of 3 months
- (b) Interest Determination Date(s) 27 January, 27 April, 27 July and 27 October each year
- (c) Relevant Screen Page and Reference Code SAFEY Page, Code ZA 01209
35. If Interest Rate to be calculated otherwise than by reference to 33 or 34 above, insert basis for determining Interest Rate/Margin/Fall back provisions N/A
36. Calculation Agent (if not the Issuer) N/A

MIXED RATE NOTES

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

The interest rate and other pertinent details are set out under the headings relating to the applicable forms of Notes

ZERO COUPON NOTES

38. (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

39. (a) Type of Indexed Notes N/A
- (b) Index/Formula by reference to which Interest Rate/Interest Amount (delete as applicable) is to be determined N/A
- (c) Manner in which the Interest Rate/Interest Amount (delete as applicable) is to be determined N/A
- (d) Interest Period(s) N/A
- (e) Interest Payment Date(s) N/A

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| (f) Calculation Agent (if not the Issuer) | N/A |
| (g) Provisions where calculation by reference to Index and/or Formula is impossible or impracticable | N/A |

EXCHANGEABLE NOTES

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|---|-----|
| 40. Mandatory Exchange applicable? | N/A |
| 41. Noteholders' Exchange Right applicable? | N/A |
| 42. Exchange Securities | N/A |
| 43. Manner of determining Exchange Price | N/A |
| 44. Exchange Period | N/A |
| 45. Other | N/A |

OTHER NOTES

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| 46. If the Notes are not Partly Paid Notes, Instalment Notes, Fixed Rate Notes, Floating Rate Notes, Mixed Rate Notes, Zero Coupon Notes or Indexed Notes, or if the Notes are a combination of any of the foregoing, set out the relevant description and any additional Terms and Conditions relating to such Notes | N/A |
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**PROVISIONS REGARDING REDEMPTION/
MATURITY**

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| 47. Prior consent of Registrar of Banks required for any redemption prior to the Maturity Date | Yes |
| 48. Issuer's Optional Redemption: if yes: | Yes |
| (a) Optional Redemption Date(s) | 27 July 2017 ("the First Optional Redemption Date") and thereafter on each Interest Payment Date as referred to in 30(a) above |
| (b) Optional Redemption Amount(s) and method, if any, of calculation of such amount(s) | Early Redemption Amount |
| (c) Minimum Period of Notice (if different to Condition 11.3) | N/A |
| (d) If redeemable in part: | |
| Minimum Redemption Amount(s) | N/A |
| Higher Redemption Amount(s) | N/A |
| (e) Other terms applicable on Redemption | The Issuer will be entitled to redeem all or some of the Notes at the Optional Redemption |

Amount on the First Optional Redemption Date or on any Interest Payment Date thereafter as referred to in 30(a) above

For the avoidance of doubt, the Issuer's option to early redeem the Notes on the terms and conditions set out in Item 67 below shall be in addition to the Issuer's option to redeem the Notes in terms of this Item 48.

49. Redemption at the option of the Noteholders: No
if yes:
- (a) Optional Redemption Date(s) N/A
 - (b) Optional Redemption Amount(s) and method, if any, of calculation of such amount(s) N/A
 - (c) Minimum period of notice (if different to Condition 11.4) N/A
 - (d) If redeemable in part:
 - Minimum Redemption Amount(s) N/A
 - Higher Redemption Amount(s) N/A
 - (e) Other terms applicable on Redemption N/A
 - (f) Attach *pro forma* put notice(s)
50. Early Redemption Amount(s) payable on redemption for taxation reasons or on Event of Default (if required): If no insert: Yes
- (a) amount payable; or N/A
 - (b) method of calculation of amount payable. N/A

GENERAL

51. Qualification of Notes as Secondary Capital under the Banks Act, 1990 Yes
52. Qualification of Notes as Tertiary Capital under the Banks Act, 1990 N/A
53. Condition 6.4 to apply (deferral of interest and principal payments)? No
54. Additional selling restrictions N/A
55. (a) International Securities Numbering (ISIN) ZAG000097577



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| (b) Stock Code | IV024 |
| 56. Financial Exchange | The Interest Rate Market of the JSE Limited ("JSE") |
| 57. If syndicated, names of managers | N/A |
| 58. Receipts attached? If yes, number of Receipts attached | No N/A |
| 59. Coupons attached? If yes, number of Coupons attached | No N/A |
| 60. Talons attached? If yes, number of Talons attached | No N/A |
| 61. Credit Rating assigned to Notes as at Issue Date (if any) | N/A |
| 62. Stripping of Receipts and/or Coupons prohibited as provided in Condition 16.4? | N/A |
| 63. Governing law (if the laws of South Africa are N/A) | N/A |
| 64. Other Banking Jurisdiction | N/A |
| 65. Surrendering of Notes | N/A |
| 66. Last Day to Register | (1) 17 January, 17 April, 17 July and 17 October, which shall mean that the Register will be closed from 18 January, 18 April, 18 July and 18 October next applicable Interest Payment Day; (2) should an early redemption occur in terms of Conditions 11.2 or 14, then 11 days prior to the actual redemption date, which means that the Register shall be closed on the date that is 10 days prior to the actual redemption date; (3) should an early redemption occur in terms of Item 67 below, then the date that is 11 days prior to the Capital Disqualification Event Redemption Date (as defined in Item 67 below) |

which means that the Register shall be closed on the date that is 10 days prior to the Capital Disqualification Event Redemption Date.

67. Other provisions:

Capital Disqualification Event

For purposes of this Item 67 **Capital Disqualification Event** means the occurrence of any event (irrespective of whether such event occurred prior to the Issue Date or thereafter) which results (or will in the future result) in the Notes not, or no longer, fully qualifying as secondary capital Notes and/or the proceeds of the issue of the Notes not, or no longer, fully qualifying as secondary capital for inclusion in the secondary capital of the Issuer on a solo and/or consolidated basis;

The Issuer may at any time after the Issue Date, at its election, but subject to the prior written approval of the Registrar of Banks, having given not less than 20 nor more than 40 days' notice to the Transfer Agent, the Calculation Agent, the Paying Agent, and the Noteholders (in the manner set out in Condition 19) (which notice shall be irrevocable) redeem all or some of the Notes in this Tranche on the date for redemption stipulated in such notice (the "**Capital Disqualification Event Redemption Date**") if a Capital Disqualification Event has occurred and is continuing.

Each Note shall be redeemed

at the Early Redemption Amount.

From the date of publication of any notice of redemption pursuant to this Item 67, the Issuer shall make available, at 100 Grayston Drive, Sandton, for inspection by any holder of Notes to be so redeemed, a certificate signed by two directors of the Issuer stating that the Issuer is entitled to effect such redemption and setting forth a statement of facts showing that a Capital Disqualification Event has occurred

Loss Absorbency at the point of non-viability

- a) These instruments will, at the discretion of the Relevant authority, be either written off or converted into common equity upon the occurrence of a trigger event.
- b) A trigger event is the earlier of:
 - a. a decision that a write-off of the instrument, without which the bank would have become non-viable, is necessary, as determined by the Relevant authority; and
 - b. The decision to make a public sector injection of capital, or equivalent support, without which the bank would become non-viable, as determined by the Relevant authority.
- c) "Relevant authority" is likely to be the South African Reserve Bank or the relevant governmental authority in South Africa with the responsibility of making the decisions relating to the

declaration of a bank as being non-viable, with the effect of triggering loss absorption within the relevant capital instruments.

68. Risk Factors

The risk factors applicable to the Notes are detailed in the Programme Memorandum.

69. Authorised Amount under the Programme

ZAR25,000,000,000 (twenty five billion Rand)

70. Value of Total Notes in Issue under Programme

ZAR 22,741,037,000 (twenty two billion seven hundred and forty one million thirty seven thousand Rand)

71. Credit Rating

See Annexure 1 attached

72. Capital Process Followed

Private Placement

Note:

The proceeds obtained through the issue of this instrument qualify as capital for the issuing bank in terms of the provisions of the Banks Act, 1990. Any direct or indirect acquisition of this instrument by a bank or a controlling company, as defined by the Banks Act, 1990, or by a non-bank subsidiary of a bank or controlling company, shall be regarded as a deduction against the capital of the acquiring bank or controlling company in question, in an amount equal to the book value of the said investment in the instrument.

Responsibility:

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 false or misleading and that all reasonable enquiries to ascertain such facts have been made, and that the Programme Memorandum and the Applicable Pricing Supplement contain all information required by law and the JSE Listing Requirements. The Issuer accepts full responsibility for the accuracy of the information contained in the Programme Memorandum, the Applicable Pricing Supplement and the annual financial report, the amendments to the annual financial report or any supplements from time to time, except as otherwise stated therein.

Application is hereby made to list this issue of Notes pursuant to the approval of the ZAR25,000,000,000 Domestic Medium Term Note Programme of Investec Bank Limited as from 27 July 2012.

FOR: INVESTEC BANK LIMITED

Issuer

By: 

Authorised signatory

Date: 24/7/2012

By: 

Authorised signatory

Date: 24/7/2012

Annexure 1

| <HELP> for explanation, <MENU> for similar functions. Enter #<Go> for Rating Profile | | Corp | CRPR |
|---|----------|------------------------------|----------------|
| 90 Company Tree Ratings | 92 Alert | Page 1/2 | Credit Profile |
| Investec Bank Ltd | | | |
| MOODY'S | | FITCH | |
| 1) INTSD 3 % 07/24/17 | A3 | 13) INTSD 3 % 07/24/17 | BBB |
| 2) Outlook | STABLE | 14) Outlook | NEG |
| 3) Long Term Rating | A3 | 15) LT Issuer Default Rating | BBB |
| 4) Foreign LT Bank Deposits | A3 | 16) Senior Unsecured Debt | BBB |
| 5) Local LT Bank Deposits | A3 | 17) Short Term | F3 |
| 6) Senior Unsecured Debt | A3 | 18) ST Issuer Default Rating | F3 |
| 7) Subordinated Debt | (P)Baa2 | 19) Individual Rating | WD |
| 8) Bank Financial Strength | C- | 20) Support Rating | 2 |
| 9) Foreign Currency ST Debt | P-2 | 21) Viability | bbb |
| 10) Local Currency ST Debt | P-2 | | |
| Moody's National | | Fitch National | |
| 11) NSR LT Bank Deposit | Aa3 za | 22) Natl Long Term | A+(zaF) |
| 12) NSR Short Term | P-1 za | 23) Natl Short Term | F1(zaF) |
| <small> Australia: 61 2 9777 8600 Brazil: 55 11 3048 4500 Europe: 44 20 7330 7500 Germany: 49 69 9204 1210 Hong Kong: 852 2377 6000 Japan: 81 3 3201 8900 Singapore: 65 6212 1000 U.S.: 1 212 918 3000 Copyright 2012 Bloomberg Finance L.P. SN 247860 6925-2629-3 24-Jul-12 15:06:35 S&P CNT+2'00 </small> | | | |