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## APPLICABLE PRICING SUPPLEMENT

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### Investec Bank Limited

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

### Issue of ZAR1,350,000,000 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	ZAR1,350,000,000
5.	Interest/Payment Basis	Floating Rate
6.	Form of Notes	Registered Notes
7.	Automatic/ Conversion from one Interest Basis to another	Floating Rate from and including the Issue Date up to but excluding the Maturity Date
8.	Issue Date	10 September 2010
	Listing Date	20 September 2010
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	20 September 2010
15.	Maturity Date	20 September 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**

23. Amount of each payment comprising the Issue Price	100%
24. Date upon which each payment is to be made by Noteholder	20 September 2010
25. Consequences (if any) of failure to make any such payment by Noteholder	The Note will be redeemed for an amount of ZAR 0 and no interest will be paid
26. Interest Rate to accrue on the first and subsequent instalments after the due date for payment of such instalments	Interest shall accrue from and including 20 September 2010 until redemption as per Conditions 30. to 36.

#### **INSTALMENT NOTES**

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**

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)	20 September, 20 December, 20 March and 20
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		June, the first Interest Payment Date being on 20 December 2010.
	(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. For clarity, ZAR-JIBAR-SAFEX will be set at 6.055% for the first Interest Period
	(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	265 basis points (nominal annual compounded quarterly) from and including the Issue Date until but excluding 20 September 2017 and 400 basis points from and including 20 September 2017 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 period by reference to which the Interest Rate is to be calculated)	ZAR-JIBAR-SAFEX with designated maturity of 90 days
	(b) Interest Determination Date(s)	20 September, 20 December, 20

March and 20 June of 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
- (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**

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**

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**

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)	20 September 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)	Final 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) ZAG000080755
- (b) Stock Code IVO15
56. Financial Exchange The bond market of the Johannesburg Stock Exchange
57. If syndicated, names of managers N/A
58. Receipts attached? If yes, number of Receipts No

	attached	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	<p>(1) 9 September, 9 December, 9 March and 9 June, which shall mean that the Register will be closed from 10 September, 10 December, 10 March and 10 June to the next applicable Interest Payment Day;</p> <p>(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;</p> <p>(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 which means that the Register shall be closed on the date that is 10 days prior to the Capital Disqualification Event Redemption Date.</p>

67. Other provisions:

**Capital Disqualification Event**

For purposes of this Item 67 **Capital Disqualification Event** means the occurrence of any event which results (or will result) in the Notes not, or no longer, qualifying as secondary capital Notes and/or the proceeds of the issue of the Notes not, or no longer, qualifying as secondary share capital for inclusion in the secondary share capital of the Issuer on a solo and/or consolidated basis;

The Issuer may 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, but not only 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, provided that the Issuer shall only be entitled to exercise this option prior to the First Optional Redemption Date.

The Notes shall be redeemed at a redemption price per Note calculated on the standard pricing methodology set out in the "BESA Floating Rate Note (FRN) Formula Specifications" dated 13 October 2006 published by the JSE. The trading spread to be used as input for the calculation will be the lower of (i) the margin at issue (being 265



basis points) and (ii) the related BP spread as published by the JSE on their daily marked- to-market report on the Business Day prior to the date on which the Capital Disqualification Event Redemption Date. The linear swap curve published by the JSE on the Business Day prior to the Capital Disqualification Event Redemption Date will be used for this calculation. Should any of the foregoing information not be published by the JSE on that day, then the Calculation Agent shall do the calculation based on the last publication of such information by the JSE.


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 the conditions precedent to the right of the Issuer so to redeem have occurred.

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 20 September 2010.


**FOR: INVESTEC BANK LIMITED**

Issuer

By:

  
Authorised signatory

By:

  
Authorised signatory