

SUPPLEMENT

to the

Warrant and Note Programme Offering Circular

dated

20 December 2009

Updated on 30 August 2011

Updated on 30 September 2012

Updated on 21 August 2013

Investec Bank Limited

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SUPPLEMENT IN RESPECT OF THE LISTING OF AUTOCALL NOTES

Section 1 - General

The Pricing Supplement relating to each issue of Autocall Notes (the "Notes") will contain (without limitation) the following information as applicable in respect of such Notes. All references to numbered conditions are to the Terms and Conditions of the Notes as specified in the Amended Note and Warrant Programme offering circular dated 20 December 2009 and approved by the JSE (the "Offering Circular") and words and expressions defined therein shall bear a corresponding meaning in this Pricing Supplement. In the event of any inconsistency between the terms of this Pricing Supplement and the Programme relating to the issue of the Notes, this Pricing Supplement shall prevail. This Pricing Supplement deals only with the specific type of Notes described herein.

This Offering Circular is available only in the English language and may be obtained from the offices of the Issuer, the Sponsor and from the Investec Bank Limited website www.investec.com. The Issuer further confirms that any conditions or restrictions imposed by the South African Reserve Bank in respect of the listing of the notes have been, and shall be, adhered to by the Issuer.

The attention of potential investors is drawn to the fact that:

- (a) they should read this Pricing Supplement in conjunction with the Offering Circular; and**
- (b) Potential investors of any Notes should ensure that they understand fully the nature of the Notes and the extent of their exposure to risks, and that they consider the suitability of the Notes as an investment only after careful consideration, with their own advisors, in light of their own circumstances, financial position and information set forth herein. Certain Notes involve a high degree of risk, including the risk of their expiring worthless. Potential investors should be prepared to sustain a total loss of their investment in the case of certain Notes. The obligations of the Issuer pursuant to the Terms and Conditions in relation to the Notes represent general, unsecured, unsubordinated, contractual obligations of the Issuer and rank pari passu in all respects with each other. Investors are reminded that the Notes constitute obligations of the Issuer only and of no other person. Therefore, potential investors should understand that they are relying solely on the credit worthiness of the Issuer.**

Amendment of the Terms and Conditions

The Issuer may with the consent of at least 75 per cent of those Holders, excluding the votes of the Issuer and its affiliates, who attend any meeting of Holders convened by the Issuer in the Republic of South Africa, and subject to approval by the JSE, amend or supplement or substitute any of the Terms and Conditions. For this purpose, each Holder shall be entitled to one vote for each one Note held by such Holder. Holders who have delivered an Exercise Notice shall, as regards the Notes exercised, not be entitled to attend or vote at any such meeting.

The Issuer and any affiliate of the Issuer which is a Holder shall, as regards such Notes, not be precluded from attending such meeting but shall not be entitled to vote. Any such amendment, supplementation or substitution shall take effect as determined by such meeting but no earlier than the Business Day immediately following the date of such meeting. If no such date is specified by the meeting, it shall take effect on the Business Day immediately following the date of such meeting. Any such amendment, supplementation or substitution shall not take effect as regards Notes in respect of which an Exercise Notice has been delivered.

Taxation

Purchasing, selling and holding Notes may have tax consequences for Holders, including the possibility of income tax being payable on profits from trading Notes.

Purchasers of Notes (including those purchasing after their issue and those holding Notes upon Exercise) may be required to pay stamp taxes (including securities transfer tax, if applicable, in accordance with the laws and practices of the Republic of South Africa) and other charges in addition to the issue price of each Note.

Potential purchasers of Notes who are in any doubt about their tax position on purchase, ownership, transfer, exercise or non-exercise of any Note should consult their own tax advisors.

Other

Further in the event of the Issuer providing for a cash payment where any one or more Note Holders fail to exercise their rights under the Notes prior to the Expiry Date, a statement that payment will be made through State on the Cash Settlement Date will be issued.

In this Supplement Investec Bank Limited (the "Issuer") sets out the salient terms in respect of the listing of the Notes in respect of the following:

Autocall Note

SPXIIG

Standard & Poor's 500® Index

Section 2 - Summary of Offering

Issuer:	Investec Bank Limited
Issuers Credit Rating:	“Aa1” for National Long Term Rating by Moodys “AA” for National Long Term Rating by Fitch
Sponsor:	Investec Securities Proprietary Limited
Issue Description:	One Series of Listed Autocall Notes, comprising inward listed securities classified as foreign for purposes of the South African Reserve Bank Exchange Control Regulations.
Autocall Notes:	confer on the Holder the right, upon Exercise to delivery of the Cash Settlement Amount
Reference Amount:	The Issue Price as specified in the Schedule to Section 2.
Strike Price:	The Index Level of the Index as specified in the Schedule to Section 2.
Issue Price:	means the Issue Price per Note as specified in the Schedule to Section 2.
Cash Settlement:	Applicable
Automatic Exercise:	Applicable
Exercise:	The Notes are automatically exercised on the relevant Exercise Date.
Exercise Procedure:	<p>Autocall Notes are subject to Automatic Exercise, and subject to Cash Settlement. The Holders are therefore not required to deliver an Exercise Notice. The Holder is only entitled to delivery of the Cash Settlement Amount, in accordance with the terms of this Summary of Offering.</p> <p>The Calculation Agent shall give notice as soon as practicable after the Exercise Date to the Holders setting out Cash Settlement Amount due to the Holders.</p>
Exercise Date(s):	Means the 30 April 2020, 30 April 2021, 02 May 2022, 01 May 2023 and 30 April 2024 provided that if that date is not an Index Business Day, the first following day that is an Index Business Day, subject to the Market Disruption Events and Disruption Fallback provisions set out in this Supplement.
Index:	Means the Index as Specified in the Schedule to Section 2.
Index Sponsor:	Means the Index Sponsor as Specified in the Schedule to Section 2.

Index Level: The closing level of the Index on a Valuation Date

Index Business Day: Means any day on which the Related Exchange Sponsor disseminates the Index Levels on any Related Exchange, during its regular trading session, subject to the Market Disruption Events and Disruption Fallback provisions set out in this Supplement.

Cover Ratio: Determines the number of Notes required for delivery of the Cash Settlement Amount

Reference Currency: Rand

Cash Settlement Amount: The Cash Settlement Amount shall be determined as the amount calculated according to the following formulas detailed below.

If, on any a Valuation Date the Index Level is greater than the Strike Price, the Note shall Automatically Exercise on the relevant Exercise Date, and the Holder shall be entitled to the Cash Settlement Amount determined as set out below:

Exercise Date	Cash Settlement Amount
30 April 2020	[Reference Amount x 111.25%]
30 April 2021	[Reference Amount x 122.50%]
02 May 2022	[Reference Amount x 133.75%]
01 May 2023	[Reference Amount x 145.00%]
30 April 2024	On Expiry Date [Reference Amount x 156.25%]; or if the Index Level is less than the Strike Price, and the Index Level is greater than or equal to 60% of the Strike Price, then: [Reference Amount]; or if the Index Level is less than 60% of the Strike Price, then: [Index Level / Strike Price x Reference Amount]

Cash Settlement Payment: Means 10 (Ten) Business Days following an Exercise Date.

Valuation Date: Means the Exercise Dates as specified in this Pricing Supplement

Expiry Date: 30 April 2024

Related Exchange(s): means the exchange or principal trading market specified in the Schedule below.

Market Adjustment Events:

1. Calculation by Successor:

If on or prior to the Expiry Date the Index ceases to be published by the Related Exchange (or any successor thereto) but is published by any successor to such person the index so calculated shall become the Index.

2. Substitute Index:

If on or prior to the Expiry Date:

- a) the Index ceases to be published by the Related Exchange (or any successor); or
- b) the Related Exchange (or any successor) makes any material change to the formula for or the method of calculating the Index in a way that materially modifies the Index (other than a modification prescribed in that formula or method to maintain the Index in the event of changes to the constituent shares and capitalisation or other routine event),

then, subject to JSE approval,

- a) where another index is or commences to be published which in the opinion of the Calculation Agent is substantially equivalent to the original Index, the Issuer may substitute that other index for the Index; or
- b) where the Issuer does not make the substitution referred to in paragraph (a), Calculation Agent Determination shall apply.

Calculation Agent Determination:

means that the Calculation Agent will determine the Index Level (or a method for determining a Index Level), taking into consideration the latest available quotation for the Index and any other information in good faith it deems relevant, subject to the approval of the JSE.

Effect of Market Disruption Events:

If, in the opinion of the Calculation Agent, a Market Disruption Event (as defined above) has occurred and is continuing on any Valuation Date, the Index Level for that Valuation Date will be determined by the Calculation Agent in accordance with the provision set out above. For the avoidance of doubt, the provisions of clause 14 of the Terms and Conditions shall not apply to this Pricing Supplement.

Following the declaration of the terms of any Market Disruption Event, the Calculation Agent will determine whether such Market Disruption Event has an effect on the theoretical value of the Note and, if so, will, subject to approval of the JSE:

- (i) make the corresponding adjustment, if any, to Cover Ratio, the Strike Price or Cash Settlement Amount, or any of the terms of these Conditions as the Calculation Agent determines appropriate; and
- (ii) determine the effective date of that adjustment; or
- (iii) cancel the Notes by giving notice to Holders. If the Notes are so cancelled the Calculation Agent shall pay an amount to each Holder in respect of each Note held by him which amount shall be the fair market value of a Note taking into account the Market Disruption Event, less the cost to the Issuer of unwinding any underlying related hedging arrangements, all as determined by the Calculation Agent in its opinion. Payments will be made in such manner as shall be notified to the Holders.

The Calculation Agent may, but need not, determine the appropriate adjustment by reference to the adjustment in respect of such Market Disruption Event made by an options exchange to options on the Index traded on that options exchange.

Credit Terms

Reference Entity

Republic of South Africa

Reference Obligation

Any ZAR denominated senior obligation issued by the Reference Entity

Consequences of occurrence Of a credit event

If a Credit Event occurs in respect of the Reference Entity, on or before the Maturity Date, the Autocall will terminate on the Maturity Date and the Investor will receive the following:

Maturity Value: The market value of the Autocall on the business day immediately prior to the date of the Credit Event multiplied by the CE Factor ("Reduced Return Amount") plus CE Interest

CE Factor

The recovery price (expressed as a percentage) of unsubordinated bond or loan obligations of the Reference Entity based on tradable quotations obtained in the market, and adjusted to take into account the portion of Investec's hedge position affected by the Credit Event, determined by IBL, as calculation agent

CE Interest

If a Credit Event occurs prior to the Maturity Date, the Investor will receive interest (at the overnight SAFEX rate) in respect of the Reduced Return Amount, from the date upon which the occurrence of the Credit Event is duly confirmed, to the Settlement Date

Credit Event

Failure to Pay, Obligation Default, Government Intervention, Repudiation/Moratorium and Restructuring

Notice of Adjustment:

Upon the occurrence of any such adjustment, the Calculation Agent shall give notice as soon as practicable to the Holders setting out the adjustment of the Conditions and giving brief details of the Market Disruption Event.

Effect of Market Disruption Events on the Rights of the Note Holders:

Save to the extent that the Calculation Agent has adjusted the Cover Ratio, Strike Price, Cash Settlement Amount or the Conditions in accordance with the provisions of this Supplement, the rights as conferred upon the Note Holders in terms of any specific Note shall remain unaffected, subject to the provisions hereunder.

To the extent that the Calculation Agent determines that the appropriate adjustment upon the occurrence of a Market Disruption, as the case be, in accordance with the provisions of this Supplement shall be the cancellation of the Note, such Note shall automatically lapse and cease to confer any rights on the Holder as at the time the Issuer notifies the Holders of such cancellation.

Exchange Control:	<p>The following guidelines are not a comprehensive statement of the South African Exchange Control Regulations (“the Regulations”), they are merely reflective of the Issuer’s understanding of the Regulations and appear only for purposes of information. Holders, who have any doubt as to the action they should take, should consult their professional advisers.</p> <ol style="list-style-type: none"> a. The full nominal or notional exposure in respect of these Notes must be marked off against the Holder’s foreign portfolio allowance; b. All settlements shall take place in the Republic of South Africa, in Rand; c. Emigrants from the Common Monetary Area shall not be entitled to utilise “blocked Rand” in order to subscribe for the Notes.
Verification of the Holder:	<p>The Holder hereby authorises the Issuer’s CSDP and/or Sponsor to do all things necessary in order to facilitate verification of the identity of the Holder of a Note including, but not limited to, supplying the Holder’s Identification Number.</p>
Listing:	<p>“JSE means JSE Limited, a company duly registered and incorporated with limited liability under the company laws of the Republic of South Africa under registration number 2005/022939/06, licensed as an exchange under the Securities Services Act, 2004”.</p>
Certificates:	<p>As the Notes have been dematerialised, settlement will be effected electronically through the Strate system of the JSE and accordingly, certificates evidencing the Notes will not be issued to Holders.</p>
Regulations:	<p>The trading and settlement of the Note issue will be subject to the JSE and Strate regulations.</p>
Business Day:	<p>Exchange Trading Day</p>
Calculation Agent:	<p>Investec Bank Limited</p>
Issue Date:	<p>16 May 2019</p>
Termination of Listing:	<p>Close of business on the Exercise Date</p>
Governing Law:	<p>South Africa.</p>
I.S.I.N:	<p>ZAE</p>
Name of appointed CSDP	<p>FNB Custody Services, a division of FirstRand Bank Limited</p>

Bank Code	:	25
Branch Code	:	3455
Holding Bank Account	:	ZA0000035961
Settlement Bank Account	:	ZA0000035961
Bank BIC Code	:	FIRNZAJJ896
Strate Business Partner ID	:	ZA100043
Bank CSD Account Number	:	20004743

SCHEDULE TO SECTION 2

Long Name	IB ZARSPX AUTOCALL30APR24
Short Name	IB SPXIIG
Alpha	SPXIIG
Style	Other (OT)
Instrument Type	LSI
Class of Note	IND
Ratio	1:1
Issue Size	31 700
Issue Price (cents)	100 000
Strike Price	2 945.83
Index:	Standard and Poor's 500® Index (Bloomberg: SPX Index)
Related Exchange:	NYSE, NASDAQ
Index Sponsor:	S&P Dow Jones Indices
Expiry Date	30 April 2024
Listing Date	16 May 2019

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Neither S&P, its affiliates nor their third party licensors guarantee the adequacy, accuracy, timeliness or completeness of the index or any data included therein or any communications, including but not limited to, oral or written communications (including electronic communications) with respect thereto. S&P, its affiliates and their third party licensors shall not be subject to any damages or liability for any errors, omissions or delays therein. S&P makes no express or implied warranties, and expressly disclaims all warranties or merchantability or fitness for a particular purpose or use with respect to the marks, the index or any data included therein, without limiting any of the foregoing, in no event whatsoever shall S&P, its affiliates or their third party licensors be liable for any indirect, special, incidental, punitive or consequential damages, including but not limited to, loss or profits, trading losses, lost time or goodwill, even if they have been advised or the possibility of such damages, whether in contract, tort, strict liability or otherwise.

S&P500® Index

The S&P 500 is a free-float capitalization-weighted index published since 1957 of the prices of 500 large-cap common stocks actively traded in the United States. The stocks included in the S&P 500 are those of large publicly held companies that trade on either of the two largest American stock market companies; the NYSE and the NASDAQ.

After the Dow Jones Industrial Average, the S&P 500 is the most widely followed index of large-cap American stocks. It is considered a bellwether for the American economy, and is included in the Index of Leading Indicators. Some mutual funds, exchange-traded funds, and other funds such as pension funds, are designed to track the performance of the S&P 500 index.

The index has traditionally been market-value weighted; that is, movements in the prices of stocks with higher market capitalizations have a greater effect on the index than companies with smaller market caps. The index is now *float weighted*. That is, Standard & Poor's now calculates the market caps relevant to the index using only the number of shares available for public trading.