

APPLICABLE PRICING SUPPLEMENT



INVESTEC BANK LIMITED

(Incorporated in the Republic of South Africa with limited liability under registration number 1969/004763/06)

**Issue of ZAR400,000,000 (four hundred million rand) Senior Unsecured Notes
under its ZAR60,000,000,000 Domestic Medium Term Note and Preference Share Programme
("the Programme")**

IBG01

This document constitutes the Applicable Pricing Supplement (Notes) 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 (the "**Terms and Conditions**") set forth in the Programme Memorandum dated 17 March 2021 (the "**Programme Memorandum**"), as updated and amended from time to time. This Applicable Pricing Supplement (Notes) must be read in conjunction with such Programme Memorandum. To the extent that there is any conflict or inconsistency between the contents of this Applicable Pricing Supplement (Notes) and the Programme Memorandum, the provisions of this Applicable Pricing Supplement (Notes) shall prevail.

The link to the document setting out the risk factors relating to the Notes and the Issuer is specified in the Programme Memorandum. Prospective investors in any securities should ensure that they fully understand the nature of the securities and the extent of their exposure to risks, and that they consider the suitability of the securities as an investment in the light of their own circumstances and financial position.

Specialist securities, such as the Indexed Notes, Credit Linked Notes, Equity Linked Notes, Equity Basket Notes, Fund Linked Notes and Portfolio Linked Notes (the "**Specialist Securities**") involve a high degree of risk, including the risk of losing some or a significant part of their initial investment. Potential investors should be prepared to sustain a total loss of their investment in such Specialist Securities. The Specialist Securities represent general, unsecured, unsubordinated, contractual obligations of the Issuer and rank *pari passu* in all respects with each other. Potential investors are reminded that the Specialist Securities constitute obligations of the Issuer only and of no other person. Therefore, potential investors should understand that they are relying on the creditworthiness of the Issuer.

PARTIES

- | | | |
|----|------------------------------|--------------------------------------|
| 1. | Issuer | Investec Bank Limited |
| 2. | Specified Office | 100 Grayston Drive, Sandown, Sandton |
| 3. | If non-syndicated, Dealer(s) | Investec Bank Limited |

4.	If syndicated, Managers	Not applicable
5.	Debt Sponsor	Investec Bank Limited
6.	Debt Officer	Laurence Adams
7.	Issuer Agent (incorporating the calculation agent and the paying agent)	Investec Bank Limited
8.	Specified Office	100 Grayston Drive, Sandown, Sandton
9.	Stabilising manager (if any)	Not applicable
10.	Specified Office	Not applicable

PROVISIONS RELATING TO THE NOTES

11.	Status of Notes	Senior Notes (see Condition 6.1 (<i>Status of Senior Notes</i>)), Unsecured
	(i) Series Number	1
	(ii) Tranche Number	1
12.	Aggregate Nominal Amount of Tranche	ZAR400,000,000 (four hundred million rand)
13.	Aggregate Nominal Amount of Notes Outstanding in the Series as at the Issue Date	Nil, excluding this Tranche of Notes but including all other Notes in the Series issued on the Issue Date
14.	Interest/Payment Basis	Floating Rate Notes
15.	Form of Notes	Listed. Registered Notes. The Notes in this Tranche are issued in uncertificated form in the CSD
16.	Automatic/Optional conversion from one Interest/ Payment Basis to another	Not applicable
17.	Issue Date	7 February 2022
18.	Business Centre	Johannesburg
19.	Additional Business Centre	Not applicable

20.	Nominal Amount	ZAR1,000,000 (One Million Rand) per Note
21.	Specified Denomination	ZAR1,000,000 (One Million Rand) per Note
22.	Calculation Amount	ZAR1,000,000 (One Million Rand) per Note
23.	Issue Price	100% per Note
24.	Interest Commencement Date	7 February 2022
25.	Interest Period(s)	Means each period commencing on (and including) an Interest Payment Date and ending on (but excluding) the following Interest Payment Date; provided that the first Interest Period will commence on (and include) the Interest Commencement Date and end on (but exclude) the following Interest Payment Date (each Interest Payment Date as adjusted in accordance with the applicable Business Day Convention)
26.	Interest Payment Date(s)	Means 7 February, 7 May, 7 August and 7 November of each year, provided that the first Interest Payment Date shall be on 7 May 2022. If any such day is not a Business Day, the Business Day on which interest will be paid, as determined in accordance with the applicable Business Day Convention (as specified in this Applicable Pricing Supplement)
27.	Interest Rate Determination Date/s or Reset Dates	Means the Interest Commencement Date and every Interest Payment Date thereafter
28.	Maturity Date	7 February 2025
29.	Maturity Period	Not Applicable
30.	Specified Currency	ZAR
31.	Applicable Business Day Convention	Following Business Day
32.	Final Redemption Amount	The Nominal Amount (plus accrued, unpaid interest, if any, to the Maturity Date)
33.	Books Closed Period(s)	The Register will be closed from 29 January to 7 February, 28 April to 7 May, 29 July to 7 August and 29 October to 7 November (all dates inclusive) in each year until the Applicable Redemption Date, or 10 days prior to any Payment Day

34.	Last Day to Register	The last Business Day immediately preceding the commencement of the Books Closed Period
35.	Provisions applicable to Subordinated Capital Notes	Not applicable
36.	Value of Aggregate Nominal Amount of all Notes issued under the Programme as at the Issue Date	<p>As at the date of this issue, the Issuer has issued Notes in the aggregate total amount of ZAR45,702,103,400 (forty five billion, seven hundred and two million, one hundred and three thousand and four hundred rand) under the Programme.</p> <p>The aggregate Nominal Amount of all Notes issued under the Programme as at the Issue Date, together with the aggregate Nominal Amount of this Tranche (when issued), will not exceed the Programme Amount.</p>
37.	Additional Terms and Conditions	Not applicable
38.	FIXED RATE NOTES	Not applicable
39.	FLOATING RATE NOTES	
(i)	Issuer election not to pay interest	Not applicable
(ii)	Payment of Interest Amount	Applicable
(a)	Interest Rate(s)	Floating Rate
(b)	Interest Payment Date(s)	As per item 26 above
(c)	Any other terms relating to the particular method of calculating interest	Not applicable
(d)	Interest Step-Up Date	Not applicable
(e)	Definition of Business Day (if different from that set out in Condition 1 (<i>Definitions</i>))	Not applicable

(f)	Minimum Interest Rate	Not applicable
(g)	Maximum Interest Rate	Not applicable
(h)	Day Count Fraction	Actual/365
(iii)	Other terms relating to the method of calculating interest (e.g.: day count fraction, rounding up provision, if different from Condition 9.2 (<i>Interest on Floating Rate Notes and Indexed Notes</i>))	Not applicable
(iv)	Manner in which the Interest Rate is to be determined	Screen Rate Determination
(v)	Margin	1.17% (one point one seven percent)
(vi)	If ISDA Determination	Not applicable
(vii)	If Screen Rate Determination	
(a)	Reference Rate (including relevant period by reference to which the Interest Rate is to be calculated)	ZAR-JIBAR-SAFEX with a Designated Maturity of 3 months
(b)	Interest Rate Determination Date(s)	As per item 27 above
(c)	Relevant Screen page and Reference Code	Reuters Screen SAFEX page "SF X 3M Yield", or any successor page
(d)	Relevant Time	11.00 a.m
(viii)	If Interest Rate to be calculated otherwise than by ISDA Determination or Screen Rate Determination, insert basis for determining Interest Rate/Margin/Fallback provisions	Not applicable

(ix)	If different from Issuer Agent, agent responsible for calculating amount of principal and interest	Not applicable
40.	ZERO COUPON NOTES	Not applicable
41.	PARTLY PAID NOTES	Not applicable
42.	INSTALMENT NOTES	Not applicable
43.	MIXED RATE NOTES	Not applicable
44.	INDEXED NOTES	Not applicable
45.	EXCHANGEABLE NOTES	Not applicable
46.	OTHER NOTES	Not applicable
47.	Relevant description and any additional Terms and Conditions relating to such Notes	Not applicable
48.	CREDIT LINKED NOTES	Not applicable
49.	EQUITY LINKED NOTES AND EQUITY BASKET NOTES	Not applicable
50.	FUND LINKED NOTES	Not applicable
51.	PORTFOLIO LINKED NOTES	Not applicable

PROVISIONS REGARDING REDEMPTION/MATURITY

52.	Prior consent of the Relevant Authority required for any redemption (in the case of Tier 2 Notes, prior to the Maturity Date)	No
53.	Redemption at the option of the Issuer	No
54.	Redemption at the Option of Noteholders of Senior Notes	No

55.	Early Redemption Amount(s) payable on redemption following the occurrence of a Tax Event (Gross up), Tax Event (Deductibility) and/or Change in Law, if yes:	Yes
	(i) Amount payable; or	Early Redemption Amount as set out in item 58
	(ii) Method of calculation of amount payable (if required or if different from that set out in Condition 10.9 (<i>Early Redemption Amounts</i>))	As set out in item 58
	(iii) Minimum period of notice (if different from Condition 10.2 (<i>Redemption following the occurrence of a Tax Event (Gross up) or Tax Event (Deductibility) or Change in Law</i>))	Not applicable
56.	Early Redemption Amount(s) payable on redemption of Subordinated Capital Notes for Regulatory Capital reasons	No
57.	Early Redemption Amount(s) payable on redemption on Event of Default (if required), if yes:	Yes
	(i) Amount payable; or	Early Redemption Amount as set out in item 58
	(ii) Method of calculation of amount payable (if required or if different from that set out in Condition 10.9 (<i>Early Redemption Amounts</i>))	As set out in item 58
58.	Other terms applicable on redemptions	The Notes will not be automatically redeemed on the occurrence of an Activation Event (for the purposes of this item, “ Activation Event ” means an event that

precipitates an automatic redemption in relation to the Notes).

For the purpose of items 55 and 57, “**Early Redemption Amount**” means the Nominal Amount plus accrued, unpaid interest, if any, to the date of redemption.

TRIGGER EVENT

59.	Are the Notes Convertible?	No
60.	Contractual Conversion Condition	Not applicable
61.	If applicable:	
	(i) Conversion Price	Not applicable
	(ii) Conversion Record Date (if different from the Note Terms and Conditions)	Not applicable
	(iii) Conversion Settlement Date (if different from the Note Terms and Conditions)	Not applicable
	(iv) Time period for the delivery of the Issuer Conversion Price Notice (if different from the Note Terms and conditions)	Not applicable
	(v) Other	Not applicable
62.	Contractual Write Off Condition	Not applicable

GENERAL

63.	Financial Exchange	JSE Limited
64.	Substitution and variation for Subordinated Capital Notes	Not applicable

65.	Substitution and variation for Subordinated Capital Notes upon a Change in Law	Not applicable
66.	Amendment Option to disapply the Contractual Conversion Condition for Subordinated Capital Notes pursuant to Condition 6.10 (<i>Disapplication of Contractual Conversion Condition or Contractual Write Off Condition</i>)	Not applicable
67.	Amendment Option to disapply the Contractual Write Off Condition for Subordinated Capital Notes pursuant to Condition 6.10 (<i>Disapplication of Contractual Conversion Condition or Contractual Write Off Condition</i>)	Not applicable
68.	Aggregate Nominal Amount of Notes Outstanding and aggregate Calculation Amount of Programme Preference Shares as at the Issue Date	<p>ZAR45,702,103,400 (forty five billion, seven hundred and two million, one hundred and three thousand and four hundred rand) excluding this Tranche of Notes but including all other Notes and Programme Preference Shares issued on the Issue Date</p> <p>The aggregate Nominal Amount of all Notes Outstanding (including Notes issued under the Previous Programme Memoranda) and the aggregate Calculation Amount of all Programme Preference Shares (including Programme Preference Shares issued under the Previous Programme Memoranda) as at the Issue Date, together with the aggregate Nominal Amount of this Tranche of Notes (when issued) plus the aggregate Calculation Amount of the Tranche of the Programme Preference Shares (when issued), will not exceed the Programme Amount.</p>
69.	ISIN No.	ZAG000183310
70.	Stock Code	IBG01
71.	Additional selling restrictions	Not applicable
72.	Provisions relating to stabilisation	Not applicable
73.	Method of distribution	Auction

74.	Credit Rating assigned to Issuer as at the Issue Date (if any)	See Annex “A” (<i>Applicable Credit Ratings</i>).
75.	Governing law (if the laws of South Africa are not applicable)	Not applicable
76.	Other Banking Jurisdiction	Not applicable
77.	Use of proceeds	The proceeds of the issuance of the Notes will be used by the Issuer to refinance projects which meet certain environmental criteria in accordance with the International Capital Market Association (ICMA) Green Bond principles and the Investec Sustainable Finance Framework, as set out in Annex “B”.
78.	Surrendering of Individual Certificates	Not applicable
79.	Reference Banks	Not applicable
80.	Other provisions	Not applicable
81.	Issuer Rating and date of issue	Applicable
82.	Date of rating review	21 December 2021
83.	Programme rating and date of issue	Not applicable
84.	Date of rating review	Not applicable
85.	Notes rating and date of issue	Not applicable
86.	Date of rating review	Not applicable
87.	Rating Agency	Not applicable
88.	Material Change Statement	The Issuer hereby confirms that as at the date of this Applicable Pricing Supplement, there has been no material change in the financial or trading position of the Issuer and its subsidiaries since the date of the Issuer’s latest interim annual financial statements for the period ended 30 September 2021. This statement has not been confirmed nor verified by the auditors of the Issuer.
89.	Settlement agent	The Standard Bank of South Africa Limited

90. Specified office of the settlement agent

3rd floor, 25 Sauer Street, Johannesburg, 2001

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 as well as that the applicable pricing supplement contains all information required by law and the debt listings requirements of the JSE. The Issuer accepts full responsibility for the accuracy of the information contained in the placing document Memorandum and the annual financial statements and/or the applicable pricing supplements, and/or the annual report and any amendments or supplements to the aforementioned documents, except as otherwise stated herein.

The JSE takes no responsibility for the contents of the placing document and the annual financial statements and/or the applicable pricing supplements and/or the annual report of the issuer and any amendments or supplements to the aforementioned documents. The JSE makes no representation as to the accuracy or completeness of the placing document and the annual financial statements and/or the applicable pricing supplements and/or the annual report of the issuer and any amendments or supplements to the aforementioned documents and expressly disclaims any liability for any loss arising from or in reliance upon the whole or any part of the aforementioned documents. The JSE's approval of the registration of the placing document and listing of the debt securities is not to be taken in any way as an indication of the merits of the issuer or of the debt securities and that, to the extent permitted by law, the JSE will not be liable for any claim whatsoever.

SIGNED at Johannesburg on this 2nd day of February 2022.

For: **INVESTEC BANK LIMITED**

Signature:  _____

who warrants that he / she is duly authorised thereto

Name: Kavisha Pillay

Capacity: Authorised Signatory

Signature:  _____

who warrants that he / she is duly authorised thereto

Name: Sue Neilan

Capacity: Authorised Signatory

ANNEX A

APPLICABLE CREDIT RATINGS

1. Issuer

The Issuer has been rated as follows:

INTSJ Float 02/09/23 **Company Tree Ratings** ▾ **Alert** **Page 1/3 Credit Profile**

Investec Bank Ltd

1) **Bloomberg Default Risk | DRSK** »

Moody's		Moody's National	
2) Outlook	NEG	18) NSR LT Bank Deposit	Aa1.za
3) Foreign LT Bank Deposits	Ba2	19) NSR Short Term	P-1.za
4) Local LT Bank Deposits	Ba2	20) Standard & Poor's	
5) Senior Unsecured Debt	Ba2	21) Outlook	STABLE
6) Subordinated Debt	(P)Ba2	22) LT Foreign Issuer Credit	BB-
7) Bank Financial Strength	WR	23) LT Local Issuer Credit	BB-
8) LT Counterparty Risk Assessment	Ba1(cr)	24) ST Foreign Issuer Credit	B
9) ST Counterparty Risk Assessment	NP(cr)	25) ST Local Issuer Credit	B
10) ST Bank Deposits (Foreign)	NP	S&P National	
11) ST Bank Deposits (Domestic)	NP	26) Natl LT Issuer Credit	zaAA
12) Baseline Credit Assessment	ba2	27) Natl ST Issuer Credit	zaA-1+
13) Adj Baseline Credit Assessment	ba2		
14) LT Counterparty Risk Rating (Forei...	Ba1		
15) LT Counterparty Risk Rating (Dom...	Ba1		
16) ST Counterparty Risk Rating (Forei...	NP		
17) ST Counterparty Risk Rating (Dom...	NP		

Australia 61 2 9777 8600 Brazil 55 11 2395 9000 Europe 44 20 7330 7500 Germany 49 69 9204 1210 Hong Kong 852 2977 6000
Japan 81 3 4585 8900 Singapore 65 6212 1000 U.S. 1 212 518 2000 Copyright 2021 Bloomberg Finance L.P.
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Investec Bank Ltd

Fitch		13) Credit Benchmark Limited
1) Outlook	NEG	14) Credit Risk Indicator HY1
2) LT Issuer Default Rating	BB-	15) 1 Month Consensus Change Unchanged
3) LT LC Issuer Default	BB-	16) 6 Month Consensus Change Negative
4) Senior Unsecured Debt	BB-	17) Contributor Count 15
5) Short Term	B	18) Contributor Agreement Medium
6) ST Issuer Default Rating	B	19) Credit Benchmark Coverage CRSR »
7) Individual Rating	WD	
8) Support Rating	4	GCR
9) Viability	bb-	20) LT Local Crncy Outlook STABLE
		21) ST Local Crncy Outlook STABLE
Fitch National		22) LC Curr Issuer Rating AA-
10) Natl Long Term	AA+(zaf)	23) ST Local Issuer Rating A1+
11) Natl Subordinated	AA-(zaf)	
12) Natl Short Term	F1+(zaf)	

2. Notes

This Tranche of Notes will not be rated.

ANNEX B

Sustainable Finance Framework

Investec Limited and Investec Plc and their respective subsidiaries (“the Investec Group”) have developed and adopted a Sustainable Finance Framework dated July 2021 (“the Framework”) which outlines the methodology and supporting policies and procedures to support the sustainable financing practices of the Investec Group (including the Issuer). The Framework is based on the voluntary ICMA Green Bond principles and Social Bond Principles that the Issuer has committed to apply. It sets out the approach for the classification and management of the sustainable financing activities and instruments, including how proceeds will be used, the process for the selection and evaluation of sustainable finance activities in line with the eligible categories set out therein, and how these will be disclosed.

The Framework is incorporated by reference into this Applicable Pricing Supplement. The proceeds of the issue of the Notes (“Note Proceeds”) will be used to finance eligible projects identified within the Framework.

The Framework is available on the Investec Group website at <https://www.investec.com/content/dam/south-africa/welcome-to-investec/corporate-responsibility/Sustainability-Finance-Framework-July-2021.pdf>

Independent Sustainability Advisor

The Issuer has appointed KPMG Inc to evaluate the Framework and to issue a limited assurance report confirming that the Framework conforms to the requirements of the International Capital Market Association’s (ICMA) Green Bond Principles, that the Investec Green Bond projects set out therein conform to the requirements of the Framework, and that those Green Bond projects, proposed monitoring of continued conformance of the Green Bond and proposed reporting to the bond holders of the Issuer is in conformance with the Framework (“the assurance report”).

KPMG has issued an Independent Assurance Practitioner’s Limited Assurance Report on the proposed Investec Green Bond Projects.

The assurance report is incorporated by reference into this Applicable Pricing Supplement and is available on the Issuer’s website at <https://www.investec.com/content/dam/investor-relations/investec-green-bond-kpmg-pre-issuance-assurance-report-february-2022.pdf>

KPMG member firms have provided advice and assurance services to some of the first organizations to issue green, social and sustainability bonds including clients in the Americas, Europe, Africa and Asia-Pacific.

KPMG South Africa is a Registered Auditor with the Independent Regulatory Board for Auditors (IRBA) and have undertaken a limited assurance engagement on the pre-issuance of the proposed Investec Green Bond in accordance with International Standard on Assurance Engagements 3000 (Revised) (ISAE) 3000 (Revised), Assurance Engagements other than Audits or Reviews of Historical Financial Information, issued by the International Auditing and Assurance Standards Board (ISAE) 3000 (Revised).

The KPMG director responsible for the supervision and direction of the engagement is a Chartered Accountant (SA) and Registered Auditor with the IRBA and has led teams in providing assurance over green bonds for entities in local government, property and retail banking in South Africa and Namibia since

the introduction of green bonds in the market. These assurance engagements have been undertaken in accordance with the requirements of the ICMA Green Bond Principles and the Climate Bond Standards. The KPMG director was supported by a team of specialists with experience in assurance and environmental expertise in the renewable energy sector.

KPMG have complied with the independence and other ethical requirements of the Code of Professional Conduct for Registered Auditors issued by the IRBA. KPMG applies the International Standard on Quality Control 1, and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.






Use of proceeds

Based on the Framework, the Issuer has identified and will finance the projects set out below utilising the Net Proceeds. These projects fall within the voluntary ICMA Green Bond principles and Social Bond Principles.

The Issuer will use the net Note Proceeds to refinance, in whole or in part, existing solar and wind projects in South Africa, thereby supporting the United Nations Sustainable Development Goals (SDGs) in specific:

- SDG7.2 – By 2030, increase substantially the share of renewable energy in the global energy mix; and
- SDG9.4: By 2030, upgrade infrastructure and retrofit industries to make them sustainable, with increased resource-use efficiency and greater adoption of clean and environmentally sound technologies and industrial processes, with all countries taking action in accordance with their respective capabilities.

Project	ACWA Power Solarfrica Bokpoort CSP Power Plant (RF) (Pty) Limited “Bokpoort”	Aurora Wind Power (RF) (Pty) Ltd “West Coast One”	Karoshhoek Solar One (RF) (Pty) Limited “Karoshhoek”	Kathu Solar Park (RF) Pty Ltd “Kathu”	Windfall 59 Properties (RF) (Pty) Limited “Sishen Solar”
Electricity Generation	50 MW CSP solar plant located near Groblershoop in Northern Cape.	94 MW wind farm in Vredenburg, Western Cape.	100 MW concentrated solar project outside Upington, Northern Cape.	100 MW concentrated solar power plant in Kathu, Northern Cape.	74 MW solar PV located in Northern Cape.
Commercial Operations Date	19 March 2016	9 June 2015	30 November 2018	31 January 2019	1 December 2014
Annual Electricity Generation	267 327 MWh	276 197 MWh	605 047 MWh	511 220 MWh	200 876 MWh

Sustainable development goal					
Allocation of Note Proceeds	R262,759,949	R115,630,495	R159,936,002	R290,865,939	R170,807,615

Management of proceeds

The Issuer will track the use of the Note Proceeds in accordance with section 5.1. of the Framework.

The proceeds allocated to the various projects will be monitored against the Note Proceeds. To the extent that there is a shortfall, the Issuer will ensure that an amount equivalent to that shortfall is invested in a liquidity pool within the Investec Group. Any unallocated Note Proceeds will be invested within the treasury function of the Investec Group in cash and/or cash equivalent instruments; and/or other liquid marketable instruments of a temporary nature.

Alternatively, the Note Proceeds will be allocated to temporary investment instruments, to temporarily fund existing assets on the Issuer’s balance sheet, to temporarily reduce indebtedness of a revolving nature before being redrawn, or the Issuer will manage the Note Proceeds in any other manner that would be deemed acceptable to ensure the Note Proceeds are applied as intended.

Reporting

In accordance with section 6 of the Framework, the Investec Group will prepare and publish annual reports with respect to the Notes issued under the Framework.