FINAL Applicable Pricing Supplement

CAPITEC
BANK LIMITED

Capitec Bank Limited

(incorporated with limited liability in South Africa under registration number 1980/003695/06)

Issue of ZAR400,000,000 Subordinated Floating Rate Notes due 23 August 2019
(Stock Code CBL17)

This document constitutes the Applicable Pricing Supplement relating to the issue of the Tranche of Notes described in this Applicable Pricing Supplement.

This Applicable Pricing Supplement must be read in conjunction with the Programme Memorandum, dated 25 April 2008, as amended or supplemented from time to time (the **Programme Memorandum**) prepared by Capitec Bank Limited (the **Issuer**) in connection with the Capitec Bank Limited ZAR8 000 000 000 Domestic Medium Term Note Programme (the **Programme**).

The Programme Memorandum was approved, on 25 April 2008, by The Bond Exchange of South Africa Limited, which was licensed as an exchange in terms of the Securities Services Act, 2004 prior to its merger, on 1 July 2009, with JSE Limited (the **JSE**).

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.

Any capitalised terms not defined in this Applicable Pricing Supplement shall have the meanings ascribed to them in the section of the Programme Memorandum headed "*Terms and Conditions of the Unsubordinated Notes, Tier 2 Notes and Tier 3 Notes*" (the **Ordinary Conditions**); provided that all references in the Ordinary Conditions to "*Regulations*" shall be construed as references to the Regulations Relating to Banks published in Government Gazette No. 34838 of 15 December 2011, issued under section 90 of the Banks Act, 1990.

References to any Condition in this Applicable Pricing Supplement are to that Condition of the Ordinary Conditions.

DESCRIPTION OF THE NOTES

1.	Issuer	Capitec Bank Limited
2.	Status of Notes	Subordinated Notes: Dated Tier 2 Notes (see Condition 5.3 (*Status of the Dated Tier 2 Notes*))
3.	(a) Tranche Number (b) Series Number	1 8
4.	Aggregate Principal Amount	ZAR400,000,000
5.	Interest/Payment Basis	Floating Rate
6.	Form of Notes	Registered Notes The Notes in this Tranche are issued in registered uncertificated form, in terms of section 37 of the Securities Services Act, 2004, and will be held in the Central Securities Depository.
7.	Security	Unsecured
8.	Automatic/Optional Conversion from one Interest/Payment Basis to another	N/A
9.	Issue Date	23 August 2012
10.	Business Centre	Johannesburg
11.	Additional Business Centre	N/A
12.	Specified Denomination (Principal Amount per Note)	ZAR1 000 000
13.	Issue Price	100%
14.	Interest Commencement Date	23 August 2012

15. Maturity Date/Redemption Date	23 August 2019
16. Specified Currency	ZAR
17. Applicable Business Day Convention	Following Business Day
18. Calculation Agent	Capitec Bank Limited
19. Specified Office of the Calculation Agent	1 Quantum Road, Techno Park, Stellenbosch 7600
20. Paying Agent	Capitec Bank Limited
21. Specified Office of the Paying Agent	1 Quantum Road, Techno Park, Stellenbosch 7600
22. Transfer Agent	Capitec Bank Limited
23. Specified Office of the Transfer Agent	1 Quantum Road, Techno Park, Stellenbosch 7600
24. Final Redemption Amount	100%
PARTLY PAID NOTES	
25. Amount of each payment comprising the Issue Price	N/A
26. Date upon which each payment is to be made by Noteholder	N/A
27. Consequences (if any) of failure to make any such payment by Noteholder	N/A
28. Interest Rate to accrue on the first and subsequent instalments after the due date for payment of such instalments	N/A
INSTALMENT NOTES	
29. Instalment Dates	N/A
30. Instalment Amounts (expressed as a percentage of the aggregate Principal Amount of the Notes)	N/A
FIXED RATE NOTES	
31. (a) Fixed Interest Rate	N/A
(b) Interest Payment Date(s)	N/A
(c) Interest Period(s)	N/A
(d) Day Count Fraction	N/A
(e) Initial Broken Amount	N/A
(f) Final Broken Amount	N/A
(g) Any other terms relating to the particular method of calculating interest	N/A
FLOATING RATE NOTES	
32. Interest	
(a) Floating Interest Rate	The Notes in this Tranche will bear interest at the Floating Interest Rate per annum (nominal annual compounded quarterly) equal to the Reference Rate (see Item 36(a) below) plus the Margin (see Item 34 below) for the period from and including the Issue Date to but excluding the Redemption Date.
(b) Interest Payment Date(s)	Quarterly in arrear on 23 November, 23 February, 23 May and 23 August of every year until the Redemption Date.
(c) Interest Period(s)	The first Interest Period shall commence on (and include) 23 August 2012 and end on (but exclude) 23 November 2012. Thereafter, each successive Interest Period shall commence on (and include) the immediately preceding Interest Payment Date and end on (but exclude) the immediately following Interest Payment

		Date; provided that the final Interest Period shall end on (but exclude) the Redemption Date.
	(d) Definitions of Business Day (if different from that set out in Condition 1)	N/A
	(e) Minimum Interest Rate	N/A
	(f) Maximum Interest Rate	N/A
	(g) Day Count Fraction	Actual/365
	(h) Other terms relating to the method of calculating interest	N/A
33.	Manner in which the Interest Rate is to be determined	Screen Rate Determination
34.	Margin	+4.49%
35.	If ISDA Determination	N/A
	(a) Floating Rate	N/A
	(b) Floating Rate Option	N/A
	(c) Designated Maturity	N/A
	(d) Reset Date(s)	N/A
36.	If Screen Determination	Applicable
	(a) Reference Rate	3-MTH ZAR-JIBAR-SAFEX (being, subject to Condition 8.2 (*Interest on Floating Rate Notes*) – paragraph C (*Screen Rate Determination*), the average mid-market yield rate per annum for 3-month deposits in Rand which appears on the Relevant Screen Page as the "*SFX 3M YIELD*" at or about the Relevant Time on the Interest Determination Date, determined by the Calculation Agent in accordance with Condition 8.2 (*Interest on Floating Rate Notes*).
	(b) Interest Determination Date(s)	The first day of each Interest Period, provided that the first Interest Determination Date shall be 20 August 2012
	(c) Relevant Screen Page and Reference Code	Reuters Screen SAFEX MNY MKT page; Reference Code OSFXMM
	(d) Relevant Time	12h00 (South African time)
37.	If Interest Rate to be calculated otherwise than by reference to the previous 2 sub-paragraphs, insert basis for determining Interest Rate/Margin/Fall back provisions	N/A
38.	If different from the Calculation Agent, agent responsible for calculating amount of principal and interest	N/A
MIXED RATE NOTES		
39.	Period(s) during which the interest rate for the Mixed Rate Notes will be (as applicable) that for:	N/A
	(a) Fixed Rate Notes	N/A
	(b) Floating Rate Notes	N/A
	(c) Indexed Notes	N/A
	(d) Other Notes	N/A
ZERO COUPON NOTES		
40.	(a) Implied Yield	N/A
	(b) Reference Price	N/A
	(c) Any other formula or basis for	N/A

determining amount(s) payable	
INDEXED NOTES	
41. (a) Type of Indexed Notes	N/A
(b) Index/Formula by reference to which Interest Amount/Final Redemption Amount is to be determined	N/A
(c) Manner in which the Interest Amount/Final Redemption Amount is to be determined	N/A
(d) Interest Period	N/A
(e) Interest Payment Date(s)	N/A
(f) If different from the Calculation Agent, agent responsible for calculating amount of principal and interest	N/A
(g) Provisions where calculation by reference to Index and/or Formula is impossible or impracticable	N/A
EXCHANGEABLE NOTES	
42. Mandatory Exchange applicable?	N/A
43. Noteholders' Exchange Right applicable?	N/A
44. Exchange Securities	N/A
45. Manner of determining Exchange Price	N/A
46. Exchange Period	N/A
47. Other	N/A
OTHER NOTES	
48. If the Notes are not Partly Paid Notes, Instalment Notes, Fixed Rate Notes, Floating Rate Notes, Mixed Rate Notes, Zero Coupon Notes, Indexed Notes or Exchangeable Notes or if the Notes are a combination of any of the aforegoing, set out the relevant description and any additional Terms and Conditions relating to such Notes	N/A
ADDITIONAL CONDITIONS	N/A
PROVISIONS REGARDING REDEMPTION MATURITY	
49. Prior consent of Registrar of Banks required for any redemption prior to the Maturity Date	Yes
50. Redemption at the option of the Issuer (Condition 11.4 (*Redemption at the option of the Issuer*)): if yes:	No
(a) First Optional Redemption Date	N/A
(b) Optional Redemption Date(s)	N/A
(c) Optional Redemption Amount(s) and method, if any, of calculation of such amount(s)	N/A
(d) Minimum period of notice (if different to Condition 11.4)	N/A

(e) If redeemable in part: Minimum Redemption Amount(s) Higher Redemption Amount(s)	 N/A N/A
(f) Approval(s) of Registrar of Banks	N/A
(g) Other terms applicable on Redemption	N/A
51. Redemption at the option of the Noteholders (Condition 11.7 (*Redemption at the option of Noteholders*): If yes:	No
(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 11.7)	N/A
(d) If redeemable in part: Minimum Redemption Amount(s) Higher Redemption Amount(s)	 N/A N/A
(e) Other terms applicable on Redemption	N/A
(f) Attach *pro forma* put notice(s)	N/A
52. Early Redemption Amount(s)	
(a) Early Redemption Amount (Regulatory)	Condition 11.3 (*Redemption for regulatory reasons*) not applicable. Early Redemption Amount (Regulatory): N/A
(b) Early Redemption Amount (Tax)	Condition 11.2 (*Redemption for tax reasons*) applicable. Early Redemption Amount (Tax): Principal Amount plus accrued interest (if any) to the Interest Payment Date stipulated in the notice of redemption referred to in Condition 11.2 (*Redemption for tax reasons*)
(c) Early Termination Amount	Condition 13.2 (*Events of Default relating to Dated Subordinated Notes*) applicable. Early Termination Amount: Principal Amount plus accrued interest (if any) to the date fixed for redemption in terms of Condition 13.2 (*Events of Default relating to Dated Subordinated Notes*)
BANKS ACT PROVISIONS	
53. Proceeds to qualify as capital under the Banks Act	The proceeds of the issue of this Tranche of Notes will qualify as "*secondary capital*" as defined in the Banks Act.
54. Additional Conditions	N/A
55. Acquisition of Notes	Any direct or indirect acquisition of any of the Notes in this Tranche by a bank or "*controlling company*" as defined in the Banks Act (**Controlling Company**), 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 such Notes.
GENERAL	
56. Additional selling restrictions	N/A
57. (a) International Securities Numbering (ISIN)	ZAG000099359
(b) Stock Code	CBL17

58.	Financial Exchange	The Interest Rate Market of the JSE Limited
59.	Debt Sponsor	FirstRand Bank Limited (acting through its Rand Merchant Bank division)
60.	Method of distribution	Auction Placement
61.	If syndicated, names of Dealer(s)	N/A
62.	Receipts attached? If yes, number of Receipts attached	N/A
63.	Coupons attached? If yes, number of Coupons attached	N/A
64.	Rating assigned to Notes (if any)	N/A
65.	Stripping of Receipts and/or Coupons prohibited as provided in Condition 15.4?	N/A
66.	Governing law (if the laws of South Africa are not applicable)	N/A
67.	Other Banking Jurisdiction	N/A
68.	Last Day to Register	Up until 17h00 (South African time) on 17 November, 17 February, 17 May and 17August of every year until the Redemption Date.
69.	Books Closed Period	The Register will be closed (i) from 18 November until 17h00 (South African time) on 22 November (ii) from 18 February until 17h00 (South African time) on 22 February, (iii) from 18 May until 17h00 (South African time) on 22 May and (iv) from 18 August until 17h00 (South African time) on 22 August of every year until the Redemption Date.
70.	Books Closed Dates	18 November, 18 February, 18 May and 18 August of each year until the Redemption Date.
71.	Stabilisation Manager (if any)	N/A
72.	Pricing Methodology	N/A
73.	Use of proceeds	The proceeds of the issue of this Tranche of Notes will qualify as "*secondary capital*" as defined in the Banks Act, and such proceeds shall be available to the Issuer without any limitation.
74.	Programme Amount as at the Issue Date	ZAR8 000 000 000
75.	Aggregate Outstanding Principal Amount of all of the Notes issued under the Programme (including Tier 1 Notes) as at the Issue Date	ZAR4 725 000 000
76.	Other provisions	N/A

The Issuer accepts full responsibility for the accuracy of the information contained in the Programme Memorandum and this Applicable Pricing Supplement.

The Issuer confirms that, to the best of its knowledge and belief, there are no facts the omission of which would make the Programme Memorandum or any statement contained in the Programme Memorandum false or misleading and that all reasonable enquiries to ascertain such facts have been made. The Issuer confirms that, to the best of its knowledge and belief, this Applicable Pricing Supplement contains all information required by the "*Debt Listings Requirements*", dated March 2011, published by the JSE, and all other Applicable Laws.

The JSE assumes no responsibility or liability of whatsoever nature for the correctness of any of the statements made or opinions expressed or information contained in or incorporated by reference into the Programme Memorandum. The admission of this Tranche of Notes to the list of Debt Securities maintained by the JSE and the listing of this Tranche of Notes on the Interest Rate Market of the JSE is not to be taken as an indication of the merits of the Issuer or the Notes. The JSE assumes no responsibility or liability of whatsoever nature for the contents of the Programme Memorandum or this Applicable Pricing Supplement or any information incorporated by reference into the Programme Memorandum, and the JSE makes no representation as to the accuracy or completeness of the Programme Memorandum or this Applicable Pricing Supplement, or any information incorporated by reference into the Programme Memorandum. The JSE expressly disclaims any liability for any loss arising from or in reliance upon the whole or any part of the Programme Memorandum or this Applicable Pricing Supplement or any information incorporated by reference into the Programme Memorandum.

Application is hereby made to list Tranche 1 of Series 8 of the Notes on the Interest Rate Market of the JSE, as from 23 August 2012, pursuant to the Capitec Bank Limited ZAR8 000 000 000 Domestic Medium Term Note Programme.

CAPITEC BANK LIMITED

By: AP du Plessis

duly authorised

Date: 21 August 2012

By: ______________________

duly authorised

Date: 21 August 2012