



SANTAM LIMITED

(Incorporated in the Republic of South Africa with limited liability under registration number 1918/001680/06)

Issue of ZAR1,000,000,000 Unsecured Subordinated Callable Floating Rate Notes due 27 June 2027

Under its ZAR4,000,000,000 Unsecured Subordinated Callable Note Programme

This Applicable Pricing Supplement must be read in conjunction with the Programme Memorandum, dated 8 March 2016, prepared by Santam Limited in connection with the Santam Limited ZAR4,000,000,000 Unsecured Subordinated Callable Note Programme, as amended and/or supplemented from time to time (the **Programme Memorandum**).

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 Notes".

This document constitutes the Applicable Pricing Supplement relating to the issue of Notes described herein. The Notes described herein are issued on and subject to the Terms and Conditions as amended and/or supplemented by the Terms and Conditions contained in this Applicable Pricing Supplement. 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.

PARTIES

| | | |
|----|-------------------|---|
| 1. | Issuer | Santam Limited |
| 2. | Dealer(s) | N/A |
| 3. | Manager | FirstRand Bank Limited, acting through its Rand Merchant Bank division |
| 4. | Debt Sponsor | FirstRand Bank Limited, acting through its Rand Merchant Bank division |
| 5. | Paying Agent | FirstRand Bank Limited, acting through its Rand Merchant Bank division |
| | Specified Office | 1 Merchant Place Cnr Fredman Drive and Rivonia Road Sandton Johannesburg, 2196 South Africa |
| 6. | Calculation Agent | FirstRand Bank Limited, acting through its Rand Merchant Bank division |
| | Specified Address | 1 Merchant Place Cnr Fredman Drive and Rivonia Road Sandton Johannesburg, 2196 South Africa |
| 7. | Transfer Agent | FirstRand Bank Limited, acting through its Rand Merchant Bank division |
| | Specified Office | 1 Merchant Place Cnr Fredman Drive and Rivonia Road Sandton |

Johannesburg, 2196
South Africa

PROVISIONS RELATING TO THE NOTES

| | | |
|-----|---|--|
| 8. | Status of Notes | Unsecured Subordinated |
| 9. | Form of Notes | The notes in this Tranche are issued in uncertificated form and are held by the CSD |
| 10. | Series Number | 4 |
| 11. | Tranche Number | 1 |
| 12. | Aggregate Nominal Amount: | |
| | (a) Series | ZAR1,000,000,000 |
| | (b) Tranche | ZAR1,000,000,000 |
| 13. | Interest | Interest-bearing |
| 14. | Interest Payment Basis | Floating Rate |
| 15. | Automatic/Optional Conversion from one Interest/Redemption/Payment Basis to another | N/A |
| 16. | Issue Date | 27 June 2017 |
| 17. | Nominal Amount per Note | ZAR1,000,000 |
| 18. | Specified Denomination | ZAR1,000,000 |
| 19. | Specified Currency | ZAR |
| 20. | Issue Price | 100 percent |
| 21. | Interest Commencement Date | 27 June 2017 |
| 22. | Maturity Date | 27 June 2027 |
| 23. | Applicable Business Day Convention | Following Business Day |
| 24. | Final Redemption Amount | 100 percent of Nominal Amount |
| 25. | Last Day to Register | By 17h00 on 16 March, 16 June, 16 September and 16 December of each year until the Maturity Date |
| 26. | Books Closed Period(s) | The Register will be closed from 17 March to 26 March, 17 June to 26 June, 17 September to 26 September and from 17 December to 26 December (all dates inclusive) in each year until the Maturity Date |
| 27. | Default Rate | Floating Rate Interest will continue to apply until the Optional Redemption Date, thereafter Floating Rate Interest will apply at the new Margin as specified in paragraph 30 below |

FIXED RATE NOTES

N/A

FLOATING RATE NOTES

| | | |
|-----|---------------------------------------|--|
| 28. | (a) Floating Interest Payment Date(s) | 27 March, 27 June, 27 September and 27 December of each year until the Maturity Date with the first Floating Interest Payment Date being 27 September 2017 |
|-----|---------------------------------------|--|

| | | |
|-----|--|--|
| (b) | Interest Period(s) | From and including the applicable Interest Payment Date and ending on but excluding the following Interest Payment Date, the first Interest Period commencing on 27 June 2017 and ending the day before the next Interest Payment Date |
| (c) | Definition of Business Day (if different from that set out in Condition 1) (<i>Interpretation</i>) | N/A |
| (d) | Minimum Rate of Interest | N/A |
| (e) | Maximum Rate of Interest | N/A |
| (f) | Other terms relating to the method of calculating interest (e.g.: Day Count Fraction, rounding up provision) | Day Count Fraction: Actual/365 |
| 29. | Manner in which the Rate of Interest is to be determined | Screen Rate Determination (Reference Rate plus Margin) |
| 30. | Margin | 210 basis points to be added to the Reference Rate applies to the period 27 June 2017 to 27 June 2022. 315 basis points to be added to the Reference Rate applies to the period 28 June 2022 to 27 June 2027. |
| 31. | 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 |
| (e) | ISDA Definitions to apply | N/A |
| 32. | If Screen Rate Determination: | N/A |
| (a) | Reference Rate (including relevant period by reference to which the Rate of Interest is to be calculated) | 3 Month ZAR-JIBAR |
| (b) | Interest Rate Determination Date(s) | 27 March, 27 June, 27 September and 27 December, of each year until the Maturity Date with the first Interest Rate Determination Date being 22 June 2017 |
| (c) | Relevant Screen Page and Reference Code | Reuters page 0#SFXmm: or successor page |
| 33. | If Rate of Interest to be calculated otherwise than by ISDA Determination or Screen Rate Determination, insert basis for determining Rate of Interest/Margin/Fallback provisions | N/A |
| 34. | Calculation Agent responsible for calculating amount of principal and interest | FirstRand Bank Limited, acting through its Rand Merchant Bank division |

| | |
|--|---|
| ZERO COUPON NOTES | N/A |
| PARTLY PAID NOTES | N/A |
| INSTALMENT NOTES | N/A |
| MIXED RATE NOTES | N/A |
| INDEX-LINKED NOTES | N/A |
| DUAL CURRENCY NOTES | N/A |
| EXCHANGEABLE NOTES | N/A |
| OTHER NOTES | N/A |
| PROVISIONS REGARDING REDEMPTION/MATURITY | |
| 35. Prior consent of Registrar required for any redemption prior to Maturity Date | Yes |
| 36. Redemption at the option of the Issuer: | Yes |
| If yes: | |
| (a) Optional Redemption Date(s) | 27 June 2022 and each subsequent Floating Interest Payment Date |
| (b) Optional Redemption Amount(s) and method, if any, of calculation of such amount(s) | 100% of Nominal Amount plus any accrued interest |
| (c) Minimum period of notice (if different from Condition 9.3 (<i>Redemption at the Option of the Issuer</i>)) | N/A |
| (d) If redeemable in part: | N/A |
| Minimum Redemption Amount(s) | N/A |
| Higher Redemption Amount(s) | N/A |
| (e) Other terms applicable on Redemption | |
| 37. Redemption/substitution at the option of the Issuer on the occurrence of a Capital Disqualification Event: | Yes |
| 38. Early Redemption Amount(s) payable on redemption for taxation reasons in terms of Condition 9.2 (<i>Redemption for Tax Reasons</i>), at the option of the Issuer on the occurrence of a Capital Disqualification Event in terms of Condition 9.4 (<i>Early Redemption following the occurrence of a Capital Disqualification Event</i>) or on Event of Default (as defined in Condition 15 (<i>Events of Default</i>)) (if required or if different from that set out in | No |

Conditions 9.5 (*Early Redemption Amount*)).

If yes:

- | | | |
|-----|---|-----|
| (a) | Amount payable; or | N/A |
| (b) | Method of calculation of amount payable | N/A |

39. DEFERRAL OF PAYMENT

- | | | |
|-----|--|-----|
| 40. | Deferral of principal pursuant to Condition 8.3.1 (<i>Deferral of Principal</i>) and deferral of interest pursuant to Condition 8.3.2 (<i>Deferral of Interest</i>). | Yes |
|-----|--|-----|

GENERAL

- | | | |
|-----|---|--|
| 41. | Prior written approval of the Registrar required for the issue of the Notes | The Registrar, in terms of section 23(1)(a) read together with paragraph 7(2) of Schedule 2 of the Short-Term Insurance Act, provided in-principle approval of the issue of the Notes, dated 8 May 2017, which is subject to final approval following the Issue Date |
| 42. | Financial Exchange | Interest Rate Market of the JSE |
| 43. | Additional selling restrictions | N/A |
| 44. | ISIN No. | ZAG000144726 |
| 45. | Stock Code | SNT04 |
| 46. | Stabilising manager | N/A |
| 47. | Provisions relating to stabilisation | N/A |
| 48. | Method of distribution | Auction |
| 49. | Credit Rating assigned to the Notes | "zaA" by Standard & Poor's Ratings Services, to be renewed from time to time |
| 50. | Applicable Rating Agency | Standard & Poor's Ratings Services |
| 51. | Governing law (if the laws of South Africa are not applicable) | N/A |
| 52. | Other provisions | N/A |

DISCLOSURE REQUIREMENTS IN TERMS OF PARAGRAPH 3(5) OF THE COMMERCIAL PAPER REGULATIONS IN RELATION TO THIS ISSUE OF NOTES

- | | |
|-----|--|
| 53. | (a) <u>Paragraph 3(5)(a)</u> The " <i>ultimate borrower</i> " (as defined in the Commercial Paper Regulations) is the Issuer. |
| 54. | (b) <u>Paragraph 3(5)(b)</u> The Issuer is a going concern and can in all circumstances be reasonably expected to meet its commitments under the Notes. |
| 55. | (c) <u>Paragraph 3(5)(c)</u> The auditor of the Issuer is PricewaterhouseCoopers Inc. |
| 56. | (d) <u>Paragraph 3(5)(d)</u> As at the date of this issue: (i) the Issuer has issued ZAR2,000,000,000 Notes constituting Commercial Paper (as defined in the Commercial Paper Regulations), excluding this Notes issuance; and |

(ii) the Issuer estimates that it may issue ZAR1,000,000,000 of Commercial Paper during the current financial year, ending 31 December 2017.

57. (e) Paragraph 3(5)(e)

All information that may reasonably be necessary to enable the investor to ascertain the nature of the financial and commercial risk of its investment in the Notes is contained in the Programme Memorandum and the Applicable Pricing Supplement.

58. (f) Paragraph 3(5)(f)

There has been no material adverse change in the Issuer's financial position since the date of its last audited financial statements.

59. (g) Paragraph 3(5)(g)

The Notes issued will be listed.

60. (h) Paragraph 3(5)(h)

The funds to be raised through the issue of the Notes are to be used by the Issuer for its general corporate purposes.

61. (i) Paragraph 3(5)(i)

The obligations of the Issuer in respect of the Notes are unsecured.

62. (j) Paragraph 3(5)(j)

PricewaterhouseCoopers Inc., the statutory auditors of the Issuer, have confirmed that nothing has come to their attention to indicate that this issue of Notes issued under the Programme will not comply in all respects with the relevant provisions of the Commercial Paper Regulations.

Responsibility:

The Issuer certifies that to the best of its knowledge and belief there are no facts which have been omitted which would make any statement false or misleading and that all reasonable enquiries to ascertain such facts have been made and this Applicable Pricing Supplement and the Programme Memorandum 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 this Applicable Pricing Supplement and the Programme Memorandum, except as otherwise stated therein.

As at the date of this Applicable Pricing Supplement, the Issuer confirms that the authorised Programme Amount of ZAR4,000,000,000 has not been exceeded.

Application is hereby made to list this issue of Notes 27 June 2017.

SIGNED at BELLVILLE on this 23RD day of JUNE 2017

For and on behalf of
SANTAM LIMITED

L Lambrechts
Name: L LAMBRECHTS
Capacity: Director
Who warrants her/his authority hereto

HONEL
Name: HONEL
Capacity: Director
Who warrants her/his authority hereto