

EQUITY LINKED  
NOTE ISSUE 3







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# RECENT INTERNATIONAL AWARDS

RECEIVED BY COMPANIES WITHIN THE STANDARD BANK OFFSHORE GROUP



**International Fund and Product Awards – 2015**  
Winner –  
Best International Structured Products Provider



**International Fund and Product Awards – 2016**  
Winner –  
Best International Structured Products Provider



**International Fund and Product Awards – 2017**  
Highly Commended –  
Best International Private Banking Service (Non-UK)



**International Fund and Product Awards – 2018**  
Highly Commended –  
Best International Private Banking Service

## OVERVIEW

Due to its higher level of complexity, this Product may only suit a sophisticated investor. A sophisticated investor is a person who has a sound understanding of more complex investment products of this type and who fully understands the risks as well as the benefits of this type of product. This Product may be suitable for sophisticated investors who believe that the Underlying Index will rise and who accept the risk of loss of some or all of their Initial Investment should the Issuer default on its obligations, or if the Market Performance is negative. See also “Suitability” on page 11. Investors’ money will not be invested directly in the Underlying Index but instead will be used to purchase a Medium-Term Note (MTN) issued by the Issuer. The Issuer in turn links the performance of the MTN to the performance of the Underlying Index. An MTN is a debt security issued by the Issuer which means that if the Issuer is unable to meet some or all of its obligations for any reason, then the investor will potentially lose some or all of their money invested.



## THE ISSUER

The Issuer is The Standard Bank of South Africa Limited. The Standard Bank of South Africa Limited has a long-term senior unsecured debt credit rating of Baa3 (stable outlook) by Moody's and BB+ (negative outlook) by Fitch as at the date of publication.\*

Fitch is an independent credit rating agency which provides credit ratings from AAA (most secure/best) to D (most risky/worst). Moody's is an independent credit rating agency which provides credit ratings from Aaa (most secure/best) to C (most risky/worst). Credit ratings may deteriorate at any time.

## HOW YOUR MARKET LINKED GAIN OR LOSS IS CALCULATED

1. The Start Level is recorded as the closing level of the Underlying Index on the Start Date.
2. The End Level is calculated using 19 closing levels of the Underlying Index over the final 18 months of the Term on the monthly Observation Dates. The final Observation Date is the End Date. Where any Observation Date is not a business day, the closing level of the Underlying Index from the following business day will be used. The average of these 19 closing levels is the End Level.
3. The percentage change from the Start Level to the End Level is the Market Performance. The Market Performance is floored at negative 5%.
4. If the End Level is higher than the Start Level the Market Linked Gain is calculated as the Market Performance multiplied by the Participation Rate of 90%.
5. If the End Level is lower than the Start Level the Market Linked Loss is calculated as 100% of the Market Performance, subject to a maximum loss of 5% of your Initial Investment.
6. The gain or loss on your Initial Investment on the Maturity Date is calculated as the amount invested multiplied by the Market Linked Gain or Market Linked Loss as applicable.

## AVERAGING

Averaging of the 19 closing levels to calculate the End Level as described above has the effect of smoothing out volatility. If the Underlying Index declines over the final 18 months of the term, averaging may produce a higher gain than a gain if no averaging applied or may produce a lower loss than a loss if no averaging applied. If the Underlying Index rises over the final 18 months of the term, averaging may produce a lower gain than a gain if no averaging applied or a higher loss than a loss if no averaging applied.

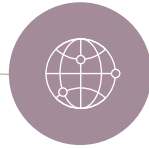
\* Publication Date: 27 September 2019



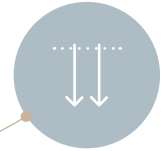
## WHAT DOES EQUITY LINKED NOTE ISSUE 3 OFFER?



95% capital protection when held to maturity\*



World stock market linked growth potential over a five-year term



Unlike a direct investment, if the market falls your loss is limited to 5% of your Initial Investment

\* Capital protection refers to the Product's design to limit the loss on your Initial Investment to 5% in the Investment Currency providing you retain your investment until the Maturity Date. See "Risks and other considerations" on pages 7 to 11 for further details and an explanation of the limitations of the capital protection offered.

## HOW DOES EQUITY LINKED NOTE ISSUE 3 WORK?

Equity Linked Note Issue 3 provides the opportunity for a Market Linked Gain whilst protecting your investment from a fall greater than 5% in the Underlying Index:

If the End Level of the Underlying Index is lower than its Start Level, on the Maturity Date you will receive back your Initial Investment less the Market Linked Loss. This is capped at a maximum of 5% loss of your Initial Investment.

If the End Level of the Underlying Index is higher than its Start Level, on the Maturity Date you will receive back your Initial Investment plus the Market Linked Gain.

Market Performance is linked to the performance of the MSCI World Index.



## MSCI WORLD INDEX

The MSCI World index is a broad global equity index that represents large and mid-cap equity performance across 23 developed market countries. With 1,651 constituents it covers approximately 85% of the free float-adjusted market capitalisation in each country and MSCI World index does not offer exposure to emerging markets.

## 5 year MSCI World Index performance (monthly close) (31 August 2014 to 31 August 2019)



Source: Bloomberg, priced in US dollars.  
Past performance is not an indicator of future performance.





## AN EXAMPLE OF WHAT YOU COULD GET BACK



Following the end of the Investment Term you will receive back a minimum of 95% of your Initial Investment amount, subject to the credit risk of the Issuer.

You may receive more than this depending on how the Underlying Index has performed.

Your Maturity Proceeds on the Maturity Date consist of your Initial Investment and any Market Linked Gain or Market Linked Loss.





The table below shows the total potential maturity proceeds for an initial investment of US\$30,000 based on different performance scenarios.



A Participation Rate of 90% is applied to the Market Performance of the Underlying Index if the End Level exceeds the Start Level. A Participation Rate of 100% is applied to the Market Performance of the Underlying Index if the End Level is lower than the Start Level, subject to the Market Performance being floored at negative 5%.

Market Performance	Initial Investment	Market Linked Gain or Market Linked Loss	Maturity Proceeds	AER
+30%	30,000	8,100	38,100	4.88%
+15%	30,000	4,050	34,050	2.56%
0%	30,000	0	0	0.00%
-15%	30,000	-1,500	28,500	-1.02%
-30%	30,000	-1,500	28,500	-1.02%



## FEES & CHARGES

### FEES

No dealing fee will be deducted from the Initial Investment on purchase. An upfront margin is charged and paid to Standard Bank Jersey Limited for this Product and is already accounted for in the Purchase Price. The total inherent margin is targeted to be 5.00% of the amount invested. Standard Bank Jersey Limited may pay a referral fee of 1.25% to your financial advisor where a referral is made, or up to 2.50% advice fee where your financial advisor provides advice to you, and fees of up to 0.35% to other relevant intermediary platforms and service providers and remains indicative until the Start Date. The margin adversely affects the value of the Product and results in investors acquiring the Product at a premium equal to the inherent margin, in this case targeted to be 5.00%. The capital and potential gains stated already take the margin into account and therefore do not affect the calculation of potential gain on the Product. There are no annual management fees.

### THIRD PARTY

Financial advisors have their own terms and conditions. It is the obligation of any third party to advise you of any additional fees and charges which are applicable.

## RISKS & OTHER CONSIDERATIONS

### MINIMUM INVESTMENT

The minimum investment amount for non-EU residents is US\$20,000. Please note, investments will be placed in units of US\$1.

NON-EU RESIDENTS



**US\$20,000**

Please contact your Relationship Manager, financial advisor or the relevant office listed in the "Contact us" section on page 17 and 18 of this brochure.



## KEY RISKS

Equity Linked Note Issue 3 ranks as a senior unsecured obligation of the Issuer and all Maturity Proceeds under the MTN are subject to the credit risk of the Issuer.

Equity Linked Note Issue 3 is not a bank deposit and so is not covered by any form of depositor compensation scheme and is not insured by any governmental agency.

There is a substantial risk of loss of some or all of the capital invested and any potential gains if the Issuer is unable to meet its obligations.

There is a substantial risk of loss of up to 5% of your Initial Investment as the Underlying Index may underperform.

Unlike direct investments in the stock market, this Product does not pay dividends therefore there is an opportunity cost to investors in this Product compared with investing in the Underlying Index directly.

Selling the Product before the Maturity Date may result in a loss of capital even if the Underlying Index has risen from its Start Level. Please note the liquidity risk under “Term and early exit” on page 11.

In the event that the End Level of the Underlying Index is lower than its Start Level, your Initial Investment is not protected against the first 5% reduction against the Start Level. Your Initial Investment is however protected from any reduction in excess of 5% of the Start Level.

Further risks are set out on page 10.



## CAPITAL PROTECTION

The use of the word “protection” in relation to Equity Linked Note Issue 3 refers to the obligation of only the Issuer, to pay the Maturity Proceeds on the Maturity Date. In the event that the Issuer becomes insolvent or otherwise fails to meet its obligations, payment of the Maturity Proceeds is not guaranteed by any member of the Standard Bank Group. This could result in the loss of your Initial Investment and any potential Market Linked Gain.

Equity Linked Note Issue 3 is not a deposit account. Unlike a deposit account, Equity Linked Note Issue 3 is not insured by any governmental agency and will not benefit from any depositor protection scheme.

The Issuer is The Standard Bank of South Africa Limited. No other member of the Standard Bank Group guarantees, warrants or represents in any way whatsoever that the Issuer will be likely to repay its debt on the Maturity Date.

## POTENTIAL GAINS

Unlike a direct investment in the stock market, Equity Linked Note Issue 3 does not pay dividends. If the Underlying Index remains flat or falls less than 5% between the Start Date and the End Date, then your loss is likely to be greater than it would have been had you invested directly in the Underlying Index as you do not benefit from dividends. If the Underlying Index rises from Start Date to End Date investment gains will be less than they would have been had you invested directly in the Underlying Index as you only receive a proportion of the Market Performance and do not benefit from dividends.

In addition the End Level used to calculate the Market Performance is subject to averaging over the final 18 months of the Investment Term. However, unlike a direct investment in the Underlying Index, Equity Linked Note Issue 3 protects your investment against potential stock market losses in excess of 5%.

You should be aware that the value of this Product and the level of the Underlying Index may be volatile and may fluctuate substantially. Stock markets are experiencing high volatility in asset values and unusual economic conditions and are expected to continue to do so for the foreseeable future. This may have a detrimental effect on the potential of achieving a Market Linked Gain and on the financial stability of the Issuer.

Investors and their financial advisors, if any, should conduct their own investigations and, in deciding whether or not to purchase this Product should form their own views of the merits of an investment related to the Underlying Index and of the Issuer.



The Issuer may make adjustments to the terms or take any other appropriate action in circumstances when this Product or an Underlying Index is affected by market disruption, adjustment events or circumstances affecting normal market activities. This may affect the value of the Product for which no member of the Standard Bank Group accepts liability.

### CURRENCY CONVERSION RISK

If the US dollar is different to the currency by which you measure your wealth (your base currency) you should be aware of the effect of currency fluctuations during the Investment Term. When you convert your Investment Currency back to your base currency, the impact of currency fluctuations may be either favourable or unfavourable to the overall value of your wealth.

For example, if the US dollar weakens relative to your base currency over the Investment Term, your Initial Investment measured in your base currency will decline and on the Maturity Date you may receive back less than your Initial Investment when your proceeds are converted into your base currency. Conversely, if the US dollar strengthens relative to your base currency over the Investment Term, your Initial Investment measured in your base currency will be enhanced by the currency movements.

### INFLATION RISK

If the rate of inflation for Investment Currency exceeds the gain provided by Equity Linked Note Issue 3, the real value measured in your Investment Currency will reduce.





## SUITABILITY

The Product may be suitable for sophisticated investors who believe that the Underlying Index will rise, but who seek limited risk on their capital on the terms available for this Product if this proves not to be the case, and who accept the risk of loss to some or all of their capital invested should the Issuer default on their obligations. If, after reading this brochure, you are not clear about all of the risks and benefits of Equity Linked Note Issue 3, including those set out under “Important information” on pages 19 – 23, please speak with your financial advisor, or seek investment advice if you are not receiving investment advice already.

Equity Linked Note Issue 3 presents a significant risk of loss of capital of up to 5% of an investor’s Initial Investment, however, subject to the credit risk of the Issuer, losses are capped at 5% in the currency of the investment when the investment is held to maturity.



Equity Linked Note Issue 3 has an overall risk rating of moderate when considering both the risk of loss of capital and the risk of the returns being below the rate of inflation, both measured in the Investment Currency. When measured in South African rand terms this Product is deemed to be of moderate to high risk due to the additional risk of fluctuations in the value of the South African rand against the Investment Currency of the Product. This brochure does not represent investment advice or investment recommendations about the suitability of Equity Linked Note Issue 3 to you.

You should consult your financial advisor or other applicable advisor(s) before investing in Equity Linked Note Issue 3. You should not invest in the Product unless you understand and have sufficient financial resources to bear the risks associated with an investment in the Product.

## TERM AND EARLY EXIT

With Equity Linked Note Issue 3 you should be prepared to commit your investment for the full Investment Term. Redeeming this Product before the Maturity Date is subject to a minimum trade size of US\$20,000 nominal and the availability of a market bid price from the Issuer. While a secondary market is made for this Product, there may not be sufficient liquidity in the market to facilitate a sale, because liquidity may be restricted, you might not be able to exit the Product prior to the Maturity Date, however this will be determined by Standard Bank Jersey Limited at the time.

In addition to the Fees and charges specified below, Standard Bank Jersey Limited will deduct an Early Redemption Fee of 1% of the nominal amount from the proceeds, with the Early Redemption Amount normally paid within 5 Business Days. Redeeming this Product before the Maturity Date may result in you receiving back less than your Initial Investment amount irrespective of the level of the Underlying Index at the time.





## HOW TO APPLY FOR EQUITY LINKED NOTE ISSUE 3



To benefit from Equity Linked Note Issue 3, please contact your Relationship Manager or financial advisor or the relevant office listed in the “Contact us” section on page 17 and 18 of this brochure.

### OFFER CLOSES BY 10 JANUARY 2020

Equity Linked Note Issue 3 is a limited offer product and will close on Friday, 10 January 2020, or earlier if fully subscribed. Your custody account must be opened and your application and cleared funds received by Standard Bank Jersey Limited (SBJL) by this date. If you do not already have a custody account open with SBJL please speak with your financial advisor or contact us at one of the offices listed in the “Contact us” section on page 17 and 18 of this brochure in order to open an account.





## ANY QUESTIONS?

If you have any questions about Equity Linked Note Issue 3, or would like help with completing the application form, please do not hesitate to contact us at one of the offices listed in the “Contact us” section on page 17 and 18 of this brochure. Alternatively, you can visit <https://international.standardbank.com>.

## WHAT HAPPENS NEXT?

Monies received will be held in custody by SBJL until the Start Date. The original amount invested will be placed into Equity Linked Note Issue 3. Prior to the Start Date, monies held will not earn interest.

Shortly after the Settlement Date you will be sent a contract note which will confirm the settlement of the Product into your custody account held with SBJL. You will also receive the terms and conditions published by the Issuer in relation to the Product which shall be the terms and conditions that are final and binding on you in relation to the Product. The Issuer’s final terms will specify the Start Level of the Underlying Index.

## ON THE MATURITY DATE

On the Maturity Date, your Maturity Proceeds will be paid to the custody account which holds your Equity Linked Note Issue 3 security at that time which may be a low or non-interest bearing account. No interest will accrue for the period between the End Date and the Maturity Date and the AERs stated in this brochure already take account of this period.





# DEFINITIONS

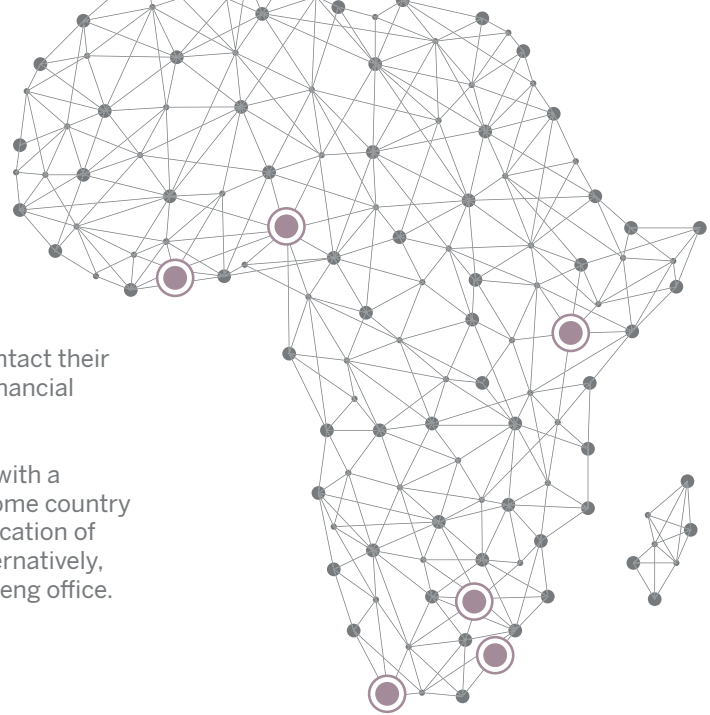
<b>AER</b>	AER means annual equivalent rate, and is the notional rate which illustrates what the annual rate of return would be if the return was compounded and paid annually.
<b>Business Day</b>	A day on which commercial banks, foreign exchange markets and relevant stock exchanges are open for general business in the relevant market(s).
<b>Closing date</b>	10 January 2020, or earlier if fully subscribed.
<b>Early Redemption</b>	Redeeming this Product before the Maturity Date is subject to a minimum trade size of US\$20,000 nominal. Redemption is also subject to the availability of a market bid price from the Issuer. While a secondary market is made for this Product, there may not be sufficient liquidity in the market to facilitate a sale. Because liquidity may be restricted, you might not be able to exit the Product prior to the Maturity Date. In addition to the Fees and charges specified on page 7, Standard Bank Jersey Limited (SBJL) will deduct a fee for Early Redemption of 1% of the currency nominal amount from the proceeds, with the net proceeds normally paid within 5 Business Days.
<b>Early Redemption Amount</b>	The net proceeds received by the client following Early Redemption and deduction of the Early Amount Redemption Fee.
<b>End Date</b>	22 January 2025. The end of the period for measuring Market Performance.
<b>End Level</b>	Average of the closing levels of the Underlying Index on the Observation Dates over the final 18 months of the Investment Term, including the closing level on the End Date (that is, the average of 19 closing levels).
<b>Initial Investment</b>	Original capital invested in Equity Linked Note Issue 3 on the Start Date.
<b>Investment Currency</b>	United States dollar (US\$).
<b>Investment Term</b>	5 years and 1 week from the Start Date to the Maturity Date.
<b>Issuer</b>	The Standard Bank of South Africa Limited.
<b>Market Linked Gain</b>	90% of any positive Market Performance.
<b>Market Linked Loss</b>	100% of any negative Market Performance, subject to a maximum loss of 5% of your Initial Investment.



<b>Market Performance</b>	Greater of negative 5% or $(\text{End Level} - \text{Start Level}) / \text{Start Level}$ .
<b>Maturity Date</b>	29 January 2025. The date your Maturity Proceeds will be paid to you.
<b>Maturity Proceeds</b>	The Initial Investment adjusted by the Market Linked Gain or Market Linked Loss as applicable.
<b>Minimum Investment Amount</b>	The minimum investment amount for non-EU residents is US\$20,000. Please note, investments will be placed in units of US\$1.
<b>Observation Dates</b>	The 22nd day of each calendar month from July 2023 to January 2025 inclusive. In the event that the relevant Observation Date is not a Business Day, then the following Business Day will apply.
<b>Participation Rate</b>	90% where the Market Performance is positive otherwise 100% where the Market Performance is negative.
<b>Purchase Price</b>	100% of nominal amount invested.
<b>Product</b>	Use of "the Product" or "this Product" in this brochure refers to Equity Linked Note Issue 3.
<b>Settlement Date</b>	29 January 2020.
<b>Start Date</b>	22 January 2020. The start of the period for measuring Market Performance.
<b>Start Level</b>	Official closing value of the Underlying Index on the Start Date.
<b>Underlying Index</b>	MSCI World Index (Bloomberg: MXWO Index).



# CONTACT US



Existing clients should contact their Relationship Manager or financial advisor in the first instance.

New clients who wish to meet with a Relationship Manager in their home country should contact the office in the location of their choice, as detailed below. Alternatively, please direct your query to the Gauteng office.



## ISLE OF MAN

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**Data Protection Officer:**

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Alan.Blackwell@standardbank.com

**Data Protection Officer:**

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## IMPORTANT INFORMATION

### PURPOSE OF THIS BROCHURE

This summary brochure has been prepared for information purposes only and is not an offer (or solicitation of an offer) to buy or sell the Product. The terms and conditions published by the Issuer in relation to the Product may differ from the terms summarised in this brochure. It is therefore important that you read the final terms upon receipt thereof from us or your advisor after the trade is placed.

### WHAT INFORMATION WILL BE PROVIDED AFTER THE START DATE?

Please note that the following information will only be made available to you after the trade as this information is dependent on the trade: the level of fees, the Start Level, the Start Date, the Settlement Date, the End Date, the Maturity Date and the Observation Dates. Please be aware that this information is only made available to you after the trade so that the best possible execution is obtained for you at the time of trade. This is to ensure that the trade is placed to your best advantage. You must notify us if for any reason you have not received a copy of the final terms within 30 days of the Start Date.

### STATUS OF THIS BROCHURE

This brochure highlights only some of the main features, benefits and risks of the Product and is not a substitute for the final documents published by the Issuer which set out greater detail for Equity Linked Note Issue 3 and the MTN programme of the Issuer. This brochure should not be construed as a commitment by Standard Bank Jersey Limited (SBJL) or the Issuer or any of their affiliates to enter into a transaction to sell securities or to accept funds or to provide any other products or services in any jurisdiction in particular to any person to whom it is unlawful to make such an offer or solicitation. A number of assumptions have been made in preparation of this brochure particularly but not exclusively in relation to the commercial terms upon which any deals may eventually be struck. As such any commercial terms quoted are indicative and these may change at any time without notice and therefore no assurance can be given as to the accuracy and/or completeness of this brochure.

### WHICH TERMS AND CONDITIONS ARE FINAL?

Any subsequent offer to enter into a transaction will be made on the terms at the time and will be subject to the conditions specified by the Issuer at that time. If a transaction is entered into its terms will be found entirely in the final documentation to the exclusion of all prior written and oral communications. This brochure should not therefore be regarded as containing any representations concerning the content of such terms or any other matter.

### WHAT HAPPENS IN THE EVENT OF A MARKET DISRUPTION?

All calculations or valuations made by the Issuer at any time will be at its sole and absolute discretion in line with its understanding of the terms offered and on a basis which it deems fair and appropriate and will be conclusive and binding on all holders of this Product. In the event of a market disruption or corporate action relating to an Underlying Index, the Issuer and SBJL will at their discretion agree a suitable replacement and/or suitably recalculate the Start Level and/or End Level for the applicable Underlying Index. In the event of a relevant official closing level of an Underlying Index not being available for any reason on the Start Date, on any Observation Date or on the End Date, it is expected that the following Business Day where the official closing level for the applicable Underlying Index is available will be used as the Start Date, the relevant Observation Date or the End Date, this will however be determined by the Issuer at their sole discretion.

### SBJL AS INTERMEDIARY

Distinct from the Issuer of this Product, SBJL acts solely as matched principal intermediary in this transaction and has taken reasonable steps to represent the risks, rewards and outcomes of this Product as provided by the Issuer. This brochure cannot disclose all of the risks and other significant aspects of this Product. Investment decisions should not be made solely on the basis of the risk factors contained in this brochure.

This brochure is also made available by SBJL subject to its standard terms and conditions which apply to the provision of investment business services by SBJL.

To the extent permitted by law, no responsibility or liability is accepted by SBJL for any inaccuracies, omissions, mistakes or errors by a third party which impact the calculation of the Maturity Proceeds, including the provision of the Start Level and End Level of an Underlying Index.



SBJL is under no obligation of payment or compensation in the event of the Issuer failing to meet its financial obligations. Neither will any liability be accepted for loss of expectation, or failure by the Issuer to disclose any material fact to SBJL.

## INFORMATION REGARDING DISTRIBUTION

**Financial advisors:** Neither SBJL, nor any of its affiliates, nor their employees shall be liable for any advice, action or omission on the part of any financial advisor distributing this Product to investors. Specifically, SBJL shall not be liable for the compliant marketing of the Product by any financial advisor, including the jurisdictional requirements, type of customer and distribution method for the Product for which the financial advisor retains sole responsibility. Financial advisors have their own terms and conditions and fees and charges may apply.

**No advice or recommendation:** SBJL is not acting as an advisor or fiduciary, and neither this brochure nor any related communications should be treated as constituting financial, investment or other advice of any kind, or as a recommendation to enter into any transaction.

**Independent advice:** The information contained herein cannot serve as a substitute for independent advice which is tailored to the requirements, investment objectives, experience, knowledge and circumstances of each prospective investor. You should consult your financial advisor or other applicable advisor(s) before investing in the Product. You should not invest in the Product unless you understand the Product fully including how the Product operates, the Product's risks and benefits and also have sufficient financial resources to bear the risks associated with an investment in the Product.

**Restrictions to invest:** Legislation or regulations, including but not limited to exchange control restrictions, in jurisdictions relevant to you may prohibit you from entering into certain transactions with us and we strongly recommend that you contact your financial or legal advisor in this regard. It is your responsibility for informing yourself of and complying with such restrictions.

**Tax:** Subject to taxation regulations prevailing at the end of the relevant terms, gains from the Equity Linked Note Issue 3 will be paid gross and you will be responsible for determining your liability for tax on such gains. Tax legislation is subject to change and tax treatment will depend on the circumstances of the taxpayer. Standard Bank Jersey Limited is not a tax

advisor and nothing in this brochure is intended to be or should be construed as tax advice. If you are in any doubt as to your personal tax position, you should seek tax advice from a suitably qualified tax advisor.

**South Africa Tax:** If you hold the Note as a capital asset, any gain may potentially be subject to capital gains tax. If not, the gain is likely to be of a revenue nature and subject to tax at the marginal income tax rates.

Nothing in this document is intended to or should be construed as tax advice. Tax treatment is dependent on the circumstances of each individual customer and may be subject to change. We are under no obligation to provide updates in respect of the foregoing should the basis for the tax considerations be subject to change. If you are in any doubt as to your tax position, you should seek tax advice from a suitably qualified tax advisor.

**European Economic Area/Switzerland:** The requirements for a public offer, as defined by the European Prospectus Directive 2003/71/EC, in a Member State of the European Economic Area and in Switzerland are not fulfilled. Consequently, the securities may not be offered to the public in any of the member states of the European Economic Area and in Switzerland where a publication of a prospectus pursuant to Article 3 of the same Prospectus Directive would be required.

**US persons:** US persons may not invest in this Product.

**UK investors:** This document has been approved for the purposes of section 21 of the Financial Services and Markets Act 2000 (FSMA) by Standard Advisory London Limited authorised and regulated by the Financial Conduct Authority. Prospective clients residing in the UK should be aware that the protections provided to clients by the UK regulatory system established under FSMA do not apply to any services or products provided by any entity within the Standard Bank Offshore Group of companies. In particular, clients will not be entitled to compensation from the Financial Services Compensation Scheme, nor will they be entitled to the benefits provided by the Financial Ombudsman Service or other protections to clients under FSMA.



## STANDARD BANK ENTITIES

### INFORMATION ON STANDARD BANK JERSEY LIMITED

**Standard Bank Jersey Limited (SBJL)** has prepared this brochure and is regulated by the Jersey Financial Services Commission (JFSC) to conduct investment business. SBJL is registered in Jersey No. 12999 and is a wholly-owned subsidiary of Standard Bank Offshore Group Limited whose registered office is 47–49 La Motte Street, St. Helier, Jersey, JE2 4SZ, Channel Islands. Details of the extent of SBJL's regulation by the JFSC are available from us on request. Investors will not, in relation to their investment in this Product, be entitled to compensation from the Jersey Bank Depositor Compensation Scheme, further details of which are available on the States of Jersey website, or can be made available on request.

This brochure is also made available by SBJL subject to its standard terms and conditions which apply to the provision of investment business services by SBJL. To the extent permitted by law, no responsibility or liability is accepted by SBJL for any inaccuracies, omissions, mistakes or errors by a third party which impact the calculation of the Maturity Proceeds, including the provision of the Start Level and End Level of an Underlying Index.

Standard Bank Offshore Group consists of Standard Bank Offshore Group Limited and all affiliated entities and subsidiaries (together the Standard Bank Offshore Entities).

The Standard Bank Offshore Entities are ultimately owned by Standard Bank Group Limited, incorporated in South Africa and regulated by the South African Reserve Bank as a bank controlling company. Standard Bank Group consists of Standard Bank Group Limited and all affiliated entities and subsidiaries.

The Channel Islands Financial Ombudsman Scheme covering disputes relating to financial services offered to certain categories of persons in or from within Jersey came into effect from 1 November 2015. Persons to whom the scheme applies will have six months from receiving a final response to a complaint from SBJL, to bring the matter to the financial ombudsman. Additionally, such a complaint must be referred to the Channel Islands Financial Ombudsman within six years of the event which gave rise to the complaint. Full details can be obtained at [www.ci-fo.org](http://www.ci-fo.org).

## WHEN IS THE DEADLINE FOR APPLYING FOR THIS PRODUCT?

The fully completed application form and cleared funds, together with any supporting documentation, must be received by SBJL by Friday, 10 January 2020 the offer may close earlier if fully subscribed. SBJL reserves the right, prior to the Settlement Date, to

- (i) withdraw this Product and return your investment to your originating account or (ii) amend, vary or add to this brochure, upon notification of material amendments in writing. Applicants will have the opportunity to withdraw their investment application within 10 days of being notified of such amendments.

## COMMON REPORTING STANDARD AND US FATCA

Under the provisions of the Organisation for Economic Co-operation and Development's Common Reporting Standard (CRS) and the United States of America's Foreign Account Tax Compliance Act (FATCA), if you are a US citizen, a US tax resident, a tax resident in a Participating Jurisdiction according to a published list recognised under CRS, or a controlling person of a vehicle that is deemed to be a Passive Non-Financial Entity (Passive NFE), either because the assets held and income derived are passive, or because it is an Investment Entity in a non-Participating Jurisdiction according to a published list recognised under CRS, then you must expect that your details will be exchanged with our local tax authority and thereafter automatically reported under FATCA and / or CRS on a continuing basis to all respective tax authorities for which you are tax resident. That information may include your account balance or value, gross interest, and gross sale or redemption proceeds received.





## INDEX DISCLOSURES

To the extent permitted by law, no responsibility or liability is accepted by any Standard Bank Offshore Entity for any inaccuracies, omissions, mistakes or errors by a third party which impact the calculation of the Market Performance, including the provision of the closing values of the Underlying Index.

This financial product is not sponsored, endorsed, sold or promoted by MSCI INC. ("MSCI"), any of its affiliates, any of its information providers or any other third party involved in, or related to, compiling, computing or creating any MSCI Index (collectively, the "MSCI Parties"). The MSCI Indexes are the exclusive property of MSCI. MSCI and the MSCI Index names are service mark(s) of MSCI or its affiliates and have been licensed for use for certain purposes by Standard Bank South Africa Limited and its affiliates. This financial product has not been passed on by any of the MSCI Parties as to its legality or suitability with respect to any person or entity and none of the MSCI Parties makes any warranties or bears any liability with respect to this financial product. Without limiting the generality of the foregoing, none of the MSCI Parties makes any representation or warranty, express or implied, to the issuer or owners of this financial product or any other person or entity regarding the advisability of investing in financial products generally or in this financial product particularly or the ability of any MSCI Index to track corresponding stock market performance. MSCI or its affiliates are the licensors of certain trademarks, service marks and trade names and of the MSCI Indexes which are determined, composed and calculated by MSCI without regard to this financial product or the issuer or owner of this financial product or any other person or entity. None of the MSCI parties has any obligation to take the needs of the issuers or owners of this financial product or any other person or entity into consideration in determining, composing or calculating the MSCI Indexes. None of the MSCI Parties is responsible for or has participated in the determination of the timing of, prices at, or quantities of this financial product to be issued or in the determination or calculation of the equation by or the consideration into which this financial product is redeemable. None of the MSCI Parties has any obligation or liability to the issuer or owners of this financial product or any other person or entity in connection with the administration, marketing or offering of this financial product.

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## OTHER IMPORTANT INFORMATION

This document does not constitute an invitation to buy or the solicitation of an offer to sell securities or to accept investments or to provide any other products or services in any jurisdiction to any person to whom it is unlawful to make such an offer or solicitation, nor should it be construed to constitute any investment advice. Legislation or regulations in jurisdictions relevant to you may prohibit you from entering into certain transactions with us and we strongly recommend that you contact your financial or legal advisor in this regard. It is your responsibility for informing yourself about and complying with such restrictions. It is your responsibility to ensure you operate within the confines of any applicable exchange control regulations.



This brochure does not represent advice or recommendations on the suitability of Equity Linked Note Issue 3 for you. Equity Linked Note Issue 3 may be suitable for clients who believe that the Underlying Index will rise, but who seek 95% capital protection on the terms available for this Product if this proves not to be the case. Please contact your financial advisor if you are unsure of the suitability of Equity Linked Note Issue 3 for your needs. Past performance is not an indicator of future performance.

The Standard Bank Offshore Entity will pay a referral fee of 1.25% to your financial advisor where a referral is made, or up to 2.50% commission where your financial advisor provides advice to you, and fees of up to 0.35% to other relevant intermediary platforms and service providers. However, these costs are already taken into account in the overall returns stated in this brochure.

In the event of the withdrawal of your investment prior to the Maturity Date, any commission or incentive paid to your advisor by a Standard Bank Offshore Entity in relation to this Product may be clawed back from your advisor on a prorated basis.

Use of "the Product" or "this Product" refers to Equity Linked Note Issue 3. Words importing the singular shall include the plural, and vice versa.

AER means annual equivalent rate and is the notional rate which illustrates what the annual rate of return would be if the return was compounded and paid annually.

You can direct any concerns, enquiries or complaints regarding this Product to your financial advisor/Relationship Manager, or the office listed in the "Contact Us" section on page 17 and 18 of this brochure, in person, by telephone or in writing, including email. Telephone calls may be recorded.

Please refer to the Standard Bank Offshore Group Client Privacy Statement available from: <https://international.standardbank.com/legal>.

The Standard Bank of South Africa Limited, represented by Wealth and Investment and Offshore Services (SA), is an authorised Financial Services Provider (FSP 11287) and a registered credit provider (NCRCP15).

Standard Bank Financial Consultancy ("SBFC") is an authorised Financial Services Provider (FSP 3825).

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# EQUITY LINKED NOTE ISSUE 3

## APPLICATION FORM

Details on how we use the personal information you provide in this form, including your rights in relation to our use of your personal information, can be found in our Privacy Statement at <https://international.standardbank.com/legal>.

Client number (for existing clients)           New client  Custody

Name(s):

**I/We wish to deposit the following amounts:**

**Equity Linked Note Issue 3 – US dollar deposit (minimum US\$20,000)**

Total amount US\$ <input type="text"/>	or SA rand equivalent <input type="text"/>
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in words

**Payment Instructions:**

1: Debit my/our account (quoted below) with the relevant Standard Bank Offshore Entity:

US dollar account number <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	Amount: <input type="text"/>
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Other currency account number <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	Amount: <input type="text"/>
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Tick the box <input type="checkbox"/> if FX required	Specify currency: <input type="text"/>	Amount: <input type="text"/>	or US\$ equiv. <input type="text"/>
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2: Funds by electronic transfer (state amount, currency and bank name). If funds are received less charges, this amount will be placed.

3: Deposit proceeds from a maturing structured product namely: <input type="text"/>	Amount and currency: <input type="text"/>
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4: Other:

Additional details on product funding (if applicable):

If all or part of the funds are new funds to Standard Bank, please indicate how the new funds were generated – for example: salary/bonus, inheritance, sale of business, etc:



**Please note** – if the Investment Currency of the Equity Linked Note Issue 3 Investment(s) differs to your existing bank account(s), then a new call account will be opened in the currency of the Equity Linked Note Issue 3 Investment(s). If you are a new customer to the bank, you will need to open a bank account and complete the application form. If you are transferring funds from a Custody account to your bank account, we will make the transfer in the same currency or effect a foreign exchange transaction where the same currency bank account is not available.

All information regarding your rights in relation to your data and our obligations under data protection legislation can be found on our Privacy Statement, available on our website at <https://international.standardbank.com/legal> or on request by writing to our Data Protection Officer at the address on page 18.

If you are in any doubt about your tax or legal position due to your Personal Information being processed in countries other than where you live, you should get independent advice.

We shall not be liable to you for any loss or damage where we exercise our right to disclose or withhold information pursuant to lawful order or otherwise in accordance with the applicable law.

Where you provide us with information about another person (including, but not limited to, account signatories), you agree to (i) provide us with any documentation and information we require in order for us to undertake our due diligence obligations as required under the applicable law, and (ii) direct them to our Privacy Statement. You confirm that they have authorised you to disclose such information to us, to consent on their behalf to the processing of their personal data, including sensitive personal data (where applicable) and, specifically, any overseas transfers of such data within and outside the European Economic Area, and also to receive on their behalf any data protection notices.

I/We agree to be bound by the terms and conditions as detailed in the Equity Linked Note Issue 3 brochure.

I/We confirm that I/we have read and understand the Equity Linked Note Issue 3 brochure and in particular how the Product functions, and its risks and benefits. I/we am/are taking the decision to enter into the Product, I/we have been provided with sufficient information about this Product to take a fully informed decision.

**Applicant 1**

Signature	
Date	Date of birth

**Applicant 2**

Signature	
Date	Date of birth

**For Office use only**

	Code	Name	Signed
Offshore Manager			
Private Banker			
Wealth Manager			
SBFC/IFA			

Fulfillment       Referral





[international.standardbank.com](https://international.standardbank.com)