

APPLICABLE PRICING SUPPLEMENT**CAPITEC BANK LIMITED**

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

ZAR8,000,000,000 DOMESTIC MEDIUM TERM NOTE PROGRAMME**issue of ZAR750,000,000 Unsubordinated Floating Rate Notes due 21 November 2025**

This document constitutes the Applicable Pricing Supplement relating to the issue of the Tranche of Unsubordinated Notes described herein ("**Notes**" and "**this Tranche**").

This Applicable Pricing Supplement must be read in conjunction with the Amended and Updated Programme Memorandum, dated 12 May 2021, as amended and/or supplemented from time to time ("**Programme Memorandum**"), prepared by Capitec Bank Limited ("**Issuer**") in connection with the Capitec Bank Limited ZAR8,000,000,000 Domestic Medium Term Note Programme ("**Programme**").

The Programme Memorandum, dated 12 May 2021, was approved by the JSE Limited ("**JSE**") on 7 May 2021.

References in this Applicable Pricing Supplement to the "**Terms and Conditions**" in this Applicable Pricing Supplement are to the section of the Programme Memorandum headed "*Terms and Conditions*". References to any Condition in this Applicable Pricing Supplement are to that Condition of the Terms and Conditions.

Capitalised terms not defined in this Applicable Pricing Supplement shall have the meanings ascribed to them in the Terms and Conditions.

This Tranche will be issued on, and subject to, the Terms and Conditions, as replaced, amended and/or supplemented by the terms and conditions of this Tranche set out in this Applicable Pricing Supplement.

To the extent that there is any conflict or inconsistency between the provisions of the Terms and Conditions and the provisions of this Applicable Pricing Supplement, the provisions of this Applicable Pricing Supplement shall prevail.

A.	DESCRIPTION OF THE NOTES	
1.	Issuer	Capitec Bank Limited
2.	Tranche number	1
3.	Series number	31
4.	Status of the Notes	Unsubordinated Notes (see Condition 5.1)
5.	Security	Unsecured
6.	Form of the Notes	Uncertificated Registered Notes. The Notes are issued in registered uncertificated form and will be held in the Central Securities Depository.
7.	Type of Notes	Floating Rate Notes
8.	Issue Date/First Settlement Date	21 November 2022
9.	Issue Price	100%

10.	Interest	Floating Rate Note Provisions (see Condition 8.2)
11.	Redemption/Payment Basis	Redemption at par
12.	Change of interest or redemption payment basis	Not Applicable
13.	Aggregate Principal Amount of this Tranche	ZAR750,000,000
14.	Specified Currency	ZAR
15.	Specified Denomination (Principal Amount per Note)	ZAR1,000,000
16.	Minimum Specified Denomination of each Note	ZAR1,000,000
17.	Calculation Amount	ZAR1,000,000
18.	Business Day Convention	Following Business Day Convention
19.	Day Count Fraction	Actual/365

B. PROGRAMME AMOUNT

1.	Programme Amount as at the Issue Date	ZAR8,000,000,000
2.	Aggregate outstanding Principal Amount of all of the Notes (including Existing Notes) in issue under the Programme as at the Issue Date	ZAR1,250,000,000, excluding the aggregate Principal Amount of this Tranche and any other Tranches of Notes issued on the Issue Date specified in Item A(8) above and Tranches of Notes redeemed on the Issue Date specified in Item A(8) above.
3.	Issuer confirmation as to Programme Amount	The Issuer confirms that the issue of this Tranche will not cause the Issuer to exceed the Programme Amount.

C. FLOATING RATE NOTES

1.	Floating Interest Rate	The Notes will bear interest at the Floating Interest Rate per annum (nominal annual compounded quarterly) equal to the sum of the Reference Rate (see Item C(9)(a) below) plus the Margin (see Item C(11) below), determined by the Issuer Agent in accordance with Condition 8.2.6, for the period from and including the Issue Date to but excluding the Redemption Date.
2.	Interest Commencement Date	21 November 2022
3.	Interest Payment Date/s	Quarterly in arrears on 21 February, 21 May, 21 August and 21 November of each year until the Redemption Date or, if any such date is not a Business Day, the date determined in accordance with the Following Business Day Convention (see Item A(18) above).
4.	First Interest Payment Date	21 February 2023
5.	Interest Periods	Each successive 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 shall commence on (and include) the Interest Commencement Date (21 November 2022) and end on (but exclude) the First Interest Payment Date (21 February 2023) and the final Interest Period shall end on (but exclude) the Redemption Date, it being recorded, for the avoidance of doubt, that if any such date is not a Business Day, the date will be determined in accordance with the Following Business Day Convention (see Item C(3) above).

6.	Rate Determination Dates	The first day of each Interest Period; provided that the Rate Determination Date for the first Interest Period shall be 16 November 2022.
7.	Manner in which the Floating Interest Rate is to be determined	Screen Rate Determination
8.	If ISDA Determination applicable:	Not Applicable
9.	If Screen Rate Determination applicable:	Applicable
(a)	Reference Rate	3-month JIBAR (being, subject to Condition 8.2.6), 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 Rate Determination Date, determined by the Issuer Agent in accordance with Condition 8.2.5.
(b)	Relevant Screen Page	Reuters Screen SAFEY page
(c)	Relevant Time	11h00 (South African time)
(d)	Reference Banks	Absa Bank Limited, FirstRand Bank Limited, Nedbank Limited, The Standard Bank of South Africa Limited
10.	If Other Determination applicable:	Not Applicable
11.	Margin	1.30%
12.	Minimum Floating Interest Rate	Not Applicable
13.	Maximum Floating Interest Rate	Not Applicable
14.	Default Rate	Floating Interest Rate specified in Item C(1) above (see Condition 8.5.1)
15.	Fall back provisions, rounding provisions and any other terms relating to the method of calculating the Floating Interest Rate	Not Applicable

D. REDEMPTION

1.	Maturity Date	21 November 2025
2.	Final Redemption Amount	The aggregate outstanding Principal Amount of this Tranche plus accrued interest (if any) to the Maturity Date.
3.	Prior approval of the Prudential Authority required for redemption prior to the Maturity Date	No
4.	Issuer Early Redemption Election:	Not Applicable
5.	Noteholder Early Redemption Election:	Not Applicable
6.	Early redemption following a Tax Event:	Applicable (see Condition 9.2)
(a)	<i>Redemption in whole</i>	Applicable
1.	Early Redemption Date (Tax)	The Interest Payment Date stipulated as the Early Redemption Date (Tax) in the notice of redemption given by the Issuer in terms of Condition 9.2.
2.	Early Redemption Amount (Tax)	The aggregate outstanding Principal Amount of this Tranche plus accrued interest (if any) to the Early Redemption Date (Tax).

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| (b) | <i>Redemption in part</i> | Not Applicable |
| 7. | Early redemption following a Regulatory Event: | Not Applicable |
| 8. | Section 4.17(dd) of the JSE Debt Listings Requirements | The Notes will not be "automatically redeemed on the occurrence of a trigger event" as contemplated in Section 4.17(dd) of the JSE Debt Listings Requirements). |
| 9. | Other terms applicable on redemption | Not Applicable |

E. AGENTS AND SPECIFIED OFFICES

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| 1. | Issuer Agent | FirstRand Bank Limited, acting through its Rand Merchant Bank division |
| 2. | Specified Office of the Issuer Agent | 14 th Floor, 1 Merchant Place, Cnr Rivonia Road and Fredman Drive, Sandton, 2196, South Africa |
| 3. | Settling Bank | FirstRand Bank Limited, acting through its Rand Merchant Bank division |
| 4. | Specified Office of the Settling Bank | 14 th Floor, 1 Merchant Place, Cnr Rivonia Road and Fredman Drive, Sandton, 2196, South Africa |
| 5. | Transfer Agent | Capitec Bank Limited |
| 6. | Specified Office of the Transfer Agent | 5 Neutron Road, Techno Park, Stellenbosch, 7600, South Africa |
| 7. | Issuer's Participant/Settlement Agent | FirstRand Bank Limited, acting through its Rand Merchant Bank division |
| 8. | Specified Office of the Issuer's Participant/Settlement Agent | 14 th Floor, 1 Merchant Place, Cnr Rivonia Road and Fredman Drive, Sandton, 2196, South Africa |

F. REGISTER CLOSED

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| 1. | Last Day to Register | Up until 17h00 (South African time) on 15 February, 15 May, 15 August and 15 November of each year until the Redemption Date or, if any such date is not a Business Day, the Business Day which immediately precedes such date, being, in each instance, the last date on which the Transfer Agent will accept Transfer Forms and record the transfer of Notes in the Register. |
| 2. | Register Closed Period | The Register will be closed during the 5 days preceding each Interest Payment Date and the Redemption Date from 17h00 (South African time) on the Last Day to Register until 17h00 (South African time) on the day preceding the Interest Payment Date and the Redemption Date, being the period during which the Register is closed for purposes of giving effect to transfers, redemptions or payments in respect of the Notes. |
| 3. | Books Closed Dates | 16 February, 16 May, 16 August and 16 November of each year until the Redemption Date or, if any such date is not a Business Day, the Business Day which immediately precedes such date. |

G. GENERAL

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| 1. | Exchange control approval | Not Applicable |
| 2. | Additional selling restrictions | Not Applicable |
| 3. | International Security Identification Number (ISIN) | ZAG000191933 |
| 4. | Stock Code Number | CBL31 |

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| 5. | Financial Exchange | JSE Limited (Interest Rate Market of the JSE) |
| 6. | Debt Sponsor | PSG Capital Proprietary Limited |
| 7. | Name of Dealer/s | FirstRand Bank Limited, acting through its Rand Merchant Bank division |
| 8. | Stabilisation Manager | Not Applicable |
| 9. | Method of Distribution | Dutch Auction (sealed bid without feedback) |
| 10. | Bookbuild and Allocation Policy | The auction will be conducted as a sealed bid without feedback process, whereby all bids will remain confidential and all successful bids will clear at one clearing price. |
| 11. | Pricing Methodology | Not Applicable |
| 12. | Governing law | The Notes and the Applicable Terms and Conditions are governed by, and shall be construed in accordance with, the laws of South Africa. |
| 13. | Other Banking Jurisdiction | Not Applicable |
| 14. | Rating (if any) assigned to this Tranche as at the Issue Date, Rating Agency/ies and date on which such Rating is expected to be reviewed | Not Applicable |
| 15. | Rating assigned to the Issuer as at the Issue Date, Rating Agency/ies and date on which such Rating is expected to be reviewed | As at the Issue Date, the Issuer has a domestic long-term credit rating of zaAA/zaA-1+ from S & P Global Ratings last reviewed on 25 May 2022 (and expected to be reviewed from time to time). |
| 16. | Use of proceeds | The Issuer will use the net proceeds from the issue of this Tranche for its general corporate purposes. |
| 17. | Material change | The Issuer confirms that, as at the date of signature of this Applicable Pricing Supplement, no material change in the financial or trading condition of the Issuer or any "subsidiary" (as defined in the Companies Act) of the Issuer (if any) has occurred since 31 August 2022 (being the end of the last financial period for which unaudited interim financial statements of the Issuer have been published). This statement has not been confirmed or verified or reviewed and reported on by the auditors of the Issuer. |
| 18. | Other relevant information | <p>Reference Rate</p> <p>With reference to Item (C)(9)(a)(<i>Reference Rate</i>) above and Condition 8.2.6 (ZAR-JIBAR-SAFEX), Noteholders are advised of the following developments regarding "updates in the methodology and/or calculations used to determine ZAR-JIBAR-SAFEX":</p> <p>On 19 June 2020 the South African Reserve Bank ("SARB") published the "Draft Statement of methodology and the policies governing the South African Reserve Bank-administered interest rate benchmarks" (otherwise referred to as the 'Technical Specification Paper' or 'TSP'). The TSP sets out the proposed calculation methodologies, contingency arrangements and policies for four new interest rate benchmarks. The proposed interest rate benchmarks include, among others, the 'South African Rand Overnight Index Average' (known by its acronym 'ZARONIA').</p> <p>On 30 November 2021 the SARB published the feedback report on TSP: "Feedback on the statement of methodology and policies governing the SARB-administered interest rate benchmarks". The report summarises the public comments received on the TSP. Some of the proposed interest rate benchmarks will play a major role in the reform of</p> |

reference interest rates in the South African financial markets. ZARONIA has been designated by the Market Practitioners Group ('MPG') as the preferred successor to replace the Johannesburg Interbank Average Rate (that is, 'JIBAR' or 'ZAR-JIBAR-SAFEX').

The SARB documents described above can be accessed on the following website links :

- a) <https://www.resbank.co.za/en/home/publications/publication-detail-pages/markets-consultation-paper/2020/10021>;
- b) <https://www.resbank.co.za/en/home/publications/publication-detail-pages/media-releases/2021/Feedback-on-the-statement-of-methodology-and-policies-governing-the-SARB-administered-benchmarks>.

Competition Tribunal determination

On 7 and 8 March 2022, the Competition Tribunal of South Africa ("**Tribunal**") was approached by the Sekunjalo Group for interim relief preventing three banks (Standard Bank, Mercantile Bank (a division of the Issuer) and Bidvest Bank) from closing their bank accounts, and ordering five others (Nedbank, ABSA, First Rand Bank, SASFIN and Access Bank) to reopen bank accounts that had already been closed.

The Sekunjalo Group claimed that the banks' conduct, in terminating the banking relationship with them and/or in refusing to provide banking and payment services to them, constituted an abuse of dominance and/or collusive conduct in contravention of the Competition Act, 1998.

The Tribunal granted the interim relief sought. It's reasons for doing so were published on 16 September 2022. The interim relief subsists for a period of six months from the date of the Tribunal's order or pending the conclusion of an investigation by the Competition Commission into a complaint regarding restrictive practices filed by the Sekunjalo Group against the banks (whichever occurs first).

Mercantile Bank a division of the Issuer, has filed a Notice of Motion at the Competition Appeal Court seeking an order that the decision of the Tribunal against the Issuer be reviewed and set aside.

The order, and the reasons for the Tribunal's decisions, can be accessed on the following website link : <https://www.comptrib.co.za/case-detail/19857>.

The Issuer certifies that, to the best of its knowledge and belief, there are no facts the omission of which would make this Applicable Pricing Supplement false or misleading, that all reasonable enquiries to ascertain such facts have been made, and that this Applicable Pricing Supplement contains all information required by the JSE Debt Listings Requirements (and all other Applicable Laws) to appear in this Applicable Pricing Supplement.

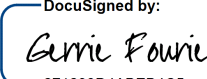
The Issuer accepts full responsibility for the accuracy of the information contained in the Programme Memorandum, this Applicable Pricing Supplement, the annual financial statements of the Issuer, the "Capitec Bank Limited Annual Report" ("**Annual Report**") and any amendments or supplements to the aforementioned documents, except as otherwise stated therein.

The JSE takes no responsibility for the contents of the Programme Memorandum, this Applicable Pricing Supplement, the annual financial statements of the Issuer, the Annual Report and any amendments or supplements to the aforementioned documents. The JSE makes no representation as to the accuracy or completeness of the Programme Memorandum, this Applicable Pricing Supplement, the annual financial statements of the Issuer, the Annual Report 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 Programme Memorandum and listing of the Notes is not to be taken in any way as an indication of the merits of the Issuer or of the Notes and, to the extent permitted by law, the JSE will not be liable for any claim whatsoever.

Application is hereby made to list Tranche 1 of Series 31 of the Unsubordinated Notes on the Interest Rate Market of the JSE, as from 21 November 2022, pursuant to the Capitec Bank Limited ZAR8,000,000,000 Domestic Medium Term Note Programme.

CAPITEC BANK LIMITED

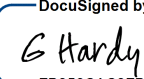
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By: 271299D4ABEB4C5...

Gerhardus Metselaar Fourie
Name: _____

Chief Executive Officer
Capacity: _____

Duly authorised

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Date: _____ November 2022

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By: FB356CAC3FB0480...

Grant Robert Hardy
Name: _____

Chief Financial Officer
Capacity: _____

Duly authorised

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Date: _____ November 2022