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NOTHING IN THIS ELECTRONIC TRANSMISSION CONSTITUTES AN OFFER TO SELL OR THE SOLICITATION OF AN OFFER TO BUY ANY SECURITIES IN ANY JURISDICTION. THE SECURITIES DESCRIBED IN THE OFFERING CIRCULAR HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE SECURITIES ACT OR WITH ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES AND MAY NOT BE OFFERED OR SOLD WITHIN THE UNITED STATES EXCEPT TO QIBS PURSUANT TO RULE 144A OR ANOTHER EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT. THERE WILL BE NO PUBLIC OFFERINGS IN THE UNITED STATES.

Confirmation of your Representation: In order to be eligible to view the Offering Circular or make an investment decision with respect to the securities described in the Offering Circular, you must be a person who is outside the United States, unless you are a QIB in the United States that is acquiring securities for your own account or for the account of another QIB. By accepting the email and accessing the Offering Circular, you shall be deemed to have represented to us that you and any customers you represent are outside the United States, unless you are a QIB in the United States that is acquiring securities for your own account or for the account of another QIB; the electronic mail address that you have given to us and to which this e-mail has been delivered is not located in the United States, its territories and possessions (including Puerto Rico, the U.S. Virgin Islands, Guam, American Samoa, Wake Island and the Northern Mariana Islands), any State of the United States or the District of Columbia; and that you consent to delivery of the Offering Circular by electronic transmission.

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The investment activities of certain investors are subject to legal investment laws and regulations, or review or regulation by certain authorities, and may be subject to limitations in those investors' constitutions or other documents binding on them. Accordingly, you are advised to consult your legal advisers to determine whether and to what extent the securities described in the Offering Circular may comply with any such limitations.

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REPUBLIC OF SOUTH AFRICA

U.S.$2,000,000,000 7.100 per cent. Notes due 2036

U.S.$1,500,000,000 7.950 per cent. Notes due 2054

The issue price of the U.S.$2,000,000,000 7.100 per cent. Notes due 2036 (the "**2036 Notes**") issued by the Republic of South Africa (the "**Issuer**", the "**Republic**" or "**South Africa**"), will be 100 per cent. of their principal amount. The issue price of the U.S.$1,500,000,000 7.950 per cent. Notes due 2054 (the "**2054 Notes**", together with the 2036 Notes, the "**Notes**") issued by the Republic, will be 100 per cent. of their principal amount. The 2036 Notes will mature on 19 November 2036 and the 2054 Notes will mature on 19 November 2054 (in each case, respectively, the "**Maturity Date**") at their principal amount. The Notes will be in registered form in denominations of U.S.$200,000 and integral multiples of U.S.$1,000 in excess thereof. Interest on the 2036 Notes will accrue at the rate of 7.100 per cent. per annum from and including 19 November 2024 to but excluding the Maturity Date of the 2036 Notes and will be payable in U.S. dollar semi-annually in arrear on each of 19 May and 19 November in each year, commencing on 19 May 2025. Interest on the 2054 Notes will accrue at the rate of 7.950 per cent. per annum from and including 19 November 2024 to but excluding the Maturity Date of the 2054 Notes and will be payable in U.S. dollar semi-annually in arrear on each of 19 May and 19 November in each year, commencing on 19 May 2025. Payments on the Notes will be made without withholding or deduction for or on account of taxes imposed by the Issuer except to the extent described under "*Description of the Notes – Taxation*". In this offering, the Republic of South Africa is acting through the National Treasury of the Republic of South Africa.

Application has been made to the United Kingdom Financial Conduct Authority (the "**FCA**") for the Notes to be admitted to the official list of the FCA (the "**Official List**") and to the London Stock Exchange plc (the "**LSE**") for the Notes to be admitted to trading on the LSE's main market. For purposes of such application, the Republic is an exempt issuer pursuant to Article 1(2) of Regulation (EU) 2017/1129 as it forms part of United Kingdom ("**UK**") domestic law by virtue of the European Union (Withdrawal) Act 2018 (the "**EUWA**") (the "**UK Prospectus Regulation**"). Accordingly, this Offering Circular has not been reviewed or approved by the FCA and has not been approved as a prospectus by any other competent authority under the UK Prospectus Regulation. The Notes will not be subject to the prospectus requirements of the UK Prospectus Regulation but will be listed in accordance with the listing rules of the London Stock Exchange.

References in this Offering Circular to Notes being "**listed**" (and all related references) shall mean that the Notes have been admitted to trading on the LSE's main market and have been admitted to the Official List. The LSE's main market is a UK regulated market for the purposes of Regulation (EU) No 600/2014 on markets in financial instruments as it forms part of UK domestic law by virtue of the EUWA ("**UK MiFIR**").

The Notes have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**Securities Act**"), or any state securities law, and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws. Accordingly, the Notes are being offered, sold or delivered: (a) in the United States only to persons reasonably believed to be qualified institutional buyers ("**QIBs**") (as defined in Rule 144A ("**Rule 144A**") under the Securities Act) in reliance on Rule 144A or another exemption from, or transaction not subject to, the registration requirements of the Securities Act; and (b) outside the United States in reliance on Regulation S ("**Regulation S**") under the Securities Act. Each purchaser of the Notes will be deemed to have made the representations described in "*Selling and Transfer Restrictions*" and is hereby notified that the sellers of the Notes may be relying on the exemption from the provisions of Section 5 of the Securities Act provided by Rule 144A. In addition, until 40 days after the commencement of the offering, an offer or sale of any of the Notes within the United States by any dealer (whether or not participating in the offering) may violate the registration requirements of the Securities Act if the offer or sale is made otherwise than in accordance with Rule 144A or another available exemption from registration under the Securities Act.

UK MiFIR product governance / Professional investors and eligible counterparties only target market – Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook, and professional clients, as defined in Article 2(1) of UK MiFIR; and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any distributor should take into consideration the manufacturers' target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

Notes of each series that are offered in reliance on Regulation S will initially be represented by beneficial interests in an unrestricted global certificate (each, a "**Regulation S Global Certificate**"), in registered form, without interest coupons attached and will be registered in the name of a nominee for a common depositary for Clearstream Banking S.A. ("**Clearstream, Luxembourg**") and Euroclear Bank SA/NV ("**Euroclear**"), on or about 19 November 2024 (the "**Closing Date**"). Beneficial interests in each Regulation S Global Certificate will be shown on, and transfers thereof will be effected only through, records maintained by Clearstream, Luxembourg and Euroclear and their participants. Notes of each series that are offered in reliance on Rule 144A will initially be represented by one or more restricted global certificate(s) (each, a "**Rule 144A Global Certificate**" and, the Rule 144A Global Certificates together with the Regulation S Global Certificates, the "**Global Certificates**") in registered form, without interest coupons attached, which will be deposited with a custodian for, and registered in the name of, Cede & Co., as nominee of The Depository Trust Company ("**DTC**") on or about the Closing Date. Beneficial interests in each Rule 144A Global Certificate will be shown on, and transfers thereof will be effected only through, records maintained by DTC and its participants.

The Issuer's long-term foreign currency debt is rated BB- by Fitch Ratings Limited ("**Fitch**"), Ba2 by Moody's Investors Service Limited ("**Moody's**") and BB- by S&P Global Ratings Europe Limited ("**S&P**") and the Notes will be assigned the same ratings. Fitch and Moody's are established in the UK and are registered under Regulation (EC) No 1060/2009, as amended (the "**CRA Regulation**") as it forms part of UK domestic law by virtue of the EUWA (the "**UK CRA Regulation**"). The ratings issued by Fitch have been endorsed by Fitch Ratings Ireland Limited and the ratings issued by Moody's have been endorsed by Moody's Deutschland GmbH, each of which is a credit rating agency established in the European Economic Area ("**EEA**") and registered under the CRA Regulation, each in accordance with the CRA Regulation. S&P is established in the EEA and is registered under the CRA Regulation. The rating issued by S&P has been endorsed by S&P Global Ratings UK Limited, which is a credit rating agency established in the UK and registered under the UK CRA Regulation, in accordance with the UK CRA Regulation. A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.

An investment in the Notes involves certain risks. See "*Risk Factors*" for a discussion of certain factors that should be considered in connection with an investment in the Notes.

Joint Bookrunners

Citigroup **Goldman Sachs International**

15 November 2024

IMPORTANT NOTICES

The Issuer accepts responsibility for the information contained in this Offering Circular and declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Offering Circular is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import.

NEITHER THE U.S. SECURITIES AND EXCHANGE COMMISSION NOR ANY OTHER REGULATORY BODY HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR PASSED UPON THE ACCURACY OR ADEQUACY OF THIS OFFERING CIRCULAR. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

No dealer, salesperson or other person is or has been authorised by the Issuer to give any information or to make any representations other than those contained or incorporated by reference in this Offering Circular and, if given or made, such information or representations must not be relied upon as having been authorised by the Issuer, Citigroup Global Markets Limited or Goldman Sachs International (the "**Joint Bookrunners**") or any of their respective branches or affiliates.

The Republic accepts responsibility for the information it has provided in this Offering Circular and, after having taken all reasonable care and to the best of its knowledge, confirms that:

- the information contained in this Offering Circular is true and correct in all material respects and is not misleading; and
- it has not omitted other facts the omission of which makes this Offering Circular as a whole misleading.

Neither the delivery of this Offering Circular nor any sales made in connection with the issue of the Notes shall, under any circumstances, constitute a representation that there has been no change in the affairs of the Issuer since the date hereof.

The Joint Bookrunners make no representation or warranty, express or implied, as to the accuracy or completeness of the information in this Offering Circular (including the information incorporated by reference in this Offering Circular) or accept any responsibility for the acts or omissions of the Issuer or any other person in connection with the issue and offering of the Notes. Each person receiving this Offering Circular acknowledges that such person has not relied on any Joint Bookrunner or any person affiliated with any Joint Bookrunner in connection with its investigation of the accuracy of such information or its investment decision. Each person contemplating making an investment in the Notes must make its own investigation and analysis of the creditworthiness of the Issuer and its own determination of the suitability of any such investment, with particular reference to its own investment objectives and experience, and any other factors which may be relevant to it in connection with such investment. Neither this Offering Circular nor any document incorporated by reference are intended to provide the basis of any credit or other evaluation and should not be considered as a recommendation by any of South Africa or the Joint Bookrunners that any recipient of this Offering Circular, any document incorporated by reference or any other information supplied in connection with the offering of the Notes should purchase Notes.

This Offering Circular does not constitute an offer of, or an invitation by or on behalf of the Issuer or any agency thereof or any Joint Bookrunner to subscribe or purchase, any of the Notes in any jurisdiction in which such offer or invitation is not authorised or to any person to whom it is unlawful to make such offer or invitation. The distribution of this Offering Circular and the offering of the Notes in certain jurisdictions may be restricted by law. The Issuer and the Joint Bookrunners do not represent that this Offering Circular may be lawfully distributed, or that the Notes may be lawfully offered, in compliance with any applicable registration or other requirements in any such jurisdiction, or pursuant to an exemption available thereunder, or assume any responsibility for facilitating any such distribution or offering. Accordingly, no Notes may be offered or sold, directly or indirectly, and neither this Offering Circular nor any advertisement or other offering material may be distributed or published in any jurisdiction, except under circumstances that will result in compliance with any applicable laws and regulations. Persons into whose possession this Offering Circular comes are required by the Joint Bookrunners to inform themselves about and to observe any such restrictions. For a description of certain further restrictions on offers and sales of Notes and distribution of this Offering Circular, see "*Selling and Transfer Restrictions*".

The Notes may not be a suitable investment for all investors. Each potential investor in the Notes must determine the suitability of that investment in light of its own circumstances. In particular, each potential investor should:

(i) have sufficient knowledge and experience to make a meaningful evaluation of the Notes, the merits and risks of investing in the Notes and the information contained or incorporated by reference in this Offering Circular or any applicable supplement;

(ii) have access to, and knowledge of, appropriate analytical tools to evaluate, in the context of its particular financial situation, an investment in the Notes and the impact the Notes will have on its overall investment portfolio;

(iii) have sufficient financial resources and liquidity to bear all of the risks of an investment in the Notes, including where the currency for principal or interest payments is different from the potential investor's currency;

(iv) understand thoroughly the terms of the Notes and be familiar with the behaviour of any relevant financial markets; and

(v) be able to evaluate (either alone or with the help of a financial adviser) possible scenarios for economic, interest rate and other factors that may affect its investment and its ability to bear the applicable risks.

The Republic and the Joint Bookrunners are not providing investors with any legal, business, tax or other advice in the offering of the Notes. Prospective investors should consult with their own advisers as needed to assist them in making their investment decision and to advise them whether they are legally permitted to purchase the Notes.

In this Offering Circular, all references to "**U.S.$**" and "**U.S. dollars**" are to the lawful currency for the time being of the United States of America and all references to "**R**" and "**Rand**" are to the lawful currency for the time being of the Republic of South Africa. Certain amounts which appear in this Offering Circular have been subject to rounding adjustments; accordingly, figures shown as totals may not be an arithmetic aggregation of the figures which precede them. In this Offering Circular, unless the contrary intention appears, a reference to a law or a provision of a law is a reference to that law or provision as extended, amended or re-enacted.

The Republic's fiscal year begins on 1 April and ends on 31 March. Economic data presented in this Offering Circular is presented on a calendar year basis unless reference is made to the relevant fiscal year or the fiscal year is otherwise indicated by the context.

All gross domestic product ("**GDP**") data presented in this document has been recalculated in line with Statistics South Africa's ("**StatsSA**") 2021 rebasing and benchmarking exercise. Unless otherwise indicated, references to GDP are to real GDP, calculated using constant prices in order to adjust for inflation (with 2015 as a base year), and percentage changes in GDP refer to changes as compared to the previous year or the same quarter of the previous year, unless otherwise indicated.

This Offering Circular and the documents incorporated by reference herein contain figures that have been subject to seasonal adjustment and/or annualisation. Seasonal adjustment is a method to account for and eliminate the estimated effects of normal seasonal variation from a series of data, so that the effects of other influences on the series can be more clearly recognised and defined. Depending on the nature of the seasonal pattern, seasonal adjustment is accomplished either by the multiplicative method (i.e., each value of a time series is adjusted by dividing by a seasonal index that represents the percentage of the normal value typically observed in that season) or the additive method (i.e., each value of a time series is adjusted by adding or subtracting a quantity that represents the absolute amount by which the value in that season of the year tends to be below or above normal, as estimated from past data). The aim of annualisation is to reflect what the real growth rate would be if the prevailing growth rate were to be sustained for a year. Annualised information is calculated as the quarterly data multiplied by four, while the annualised growth rates are derived by raising the change in a given quarter from the previous quarter to the power of four. Seasonally adjusted and annualised information is presented for comparative purposes only and is not necessarily indicative of actual performance. Accordingly, South Africa cautions prospective investors not to place undue reliance on seasonally adjusted or annualised information because actual performance may differ materially from such information.

The South African Government is a foreign sovereign government. Consequently, it may be difficult for investors to obtain or realise upon judgments of courts in the United States against the South African Government. The South African Government will irrevocably submit to the jurisdiction of the Federal and State courts in The City of New York, and will irrevocably waive any immunity from the jurisdiction (including sovereign immunity but not any immunity from execution or attachment or process in the nature thereof) of such courts and any objection to venue, in connection with any action arising out of or based upon the Notes brought by any holder of Notes. The South African Government reserves the right to plead sovereign immunity under the U.S. Foreign Sovereign Immunities Act of 1976 (the "**Immunities Act**") with respect to actions brought against it under United States federal securities laws or any state securities laws. In the absence of a waiver of immunity by the South African Government with respect to such actions, it would not be possible to obtain a U.S. judgment in such an action against the South African Government unless a court were to determine that the South African Government is not entitled under the Immunities Act to sovereign immunity with respect to such action. Enforceability in South Africa of final judgments of U.S. courts obtained in actions predicated upon the civil liability provisions of the United States federal securities laws is subject, among other things, to the absence of a conflicting judgment by a South African court or of an action pending in South Africa among the same parties and arising from the same facts and circumstances and to the South African courts' determination that the U.S. courts had jurisdiction, that process was appropriately served on the defendant and that enforcement would not violate South African public policy. In general, the enforceability in South Africa of final judgments of U.S. courts obtained other than by default would not require retrial in South Africa. In original actions brought before South African courts, there is uncertainty as to the enforceability of liabilities based on United States federal securities laws. The South African courts may enter and enforce judgments in foreign currencies. See "*Description of the Notes – Governing Law; Consent to Service*".

Any judgment obtained in any State or Federal court in The City of New York arising out of or in relation to the obligations of South Africa under the Agency Agreement will be enforceable against South Africa in the courts of the Republic of South Africa without re-examination of the merits; provided that (i) the foreign judgment was final and conclusive and is not superannuated, (ii) the foreign judgment was not obtained by fraudulent means, (iii) the recognition and enforcement of the foreign judgment by the South African courts is not contrary to South African public policy, (iv) the foreign court in question had jurisdiction and international competence according to the applicable rules on conflict of laws recognized by the laws of South Africa, (v) the foreign judgment does not involve the enforcement of a penal or revenue law of the foreign state (e.g., fines or governmental levy (distinct from private judgments)) and (vi) the recognition and enforcement of the foreign judgment by the South African courts does not contravene section 1A of the South African Protection of Businesses Act, 1978 (as amended) which prohibits the payment of multiple or punitive damages.

IN CONNECTION WITH THE ISSUE OF THE NOTES, CITIGROUP GLOBAL MARKETS LIMITED AS STABILISATION MANAGER (THE "**STABILISATION MANAGER**") (OR PERSONS ACTING ON BEHALF OF THE STABILISATION MANAGER) MAY OVER-ALLOT NOTES OR EFFECT TRANSACTIONS WITH A VIEW TO SUPPORTING THE MARKET PRICE OF THE NOTES AT A LEVEL HIGHER THAN THAT WHICH MIGHT OTHERWISE PREVAIL. HOWEVER, STABILISATION MAY NOT NECESSARILY OCCUR. ANY STABILISATION ACTION MAY BEGIN ON OR AFTER THE DATE ON WHICH ADEQUATE PUBLIC DISCLOSURE OF THE TERMS OF THE OFFER OF THE NOTES IS MADE AND, IF BEGUN, MAY CEASE AT ANY TIME, BUT IT MUST END NO LATER THAN THE EARLIER OF 30 DAYS AFTER THE CLOSING DATE OF THE NOTES AND 60 DAYS AFTER THE DATE OF THE ALLOTMENT OF THE NOTES. ANY STABILISATION ACTION OR OVER-ALLOTMENT MUST BE CONDUCTED BY THE STABILISATION MANAGER (OR PERSONS ACTING ON BEHALF OF THE STABILISATION MANAGER) IN ACCORDANCE WITH ALL APPLICABLE LAWS AND RULES.

FORWARD-LOOKING STATEMENTS

This Offering Circular and the documents incorporated by reference herein contain certain forward-looking statements. Statements that are not historical facts, including statements with respect to certain of the current expectations, plans and objectives of South Africa and the economic, monetary and financial conditions of the Republic, are forward-looking in nature. Many of these statements can be found by looking for words such as "believes", "expects", "anticipates", "estimates" or similar expressions used in this Offering Circular and the documents incorporated by reference herein.

These forward-looking statements are subject to numerous assumptions, risks, and uncertainties that may cause South Africa's actual results to be materially different from any future results expressed or implied by the Republic in those statements. The risks and uncertainties include those risks, uncertainties, and risk factors identified, among other places, under "*Risk Factors*" below and the risks discussed elsewhere in this Offering Circular. Such factors include, but are not limited to:

- external factors, such as interest rates in financial markets outside South Africa and social and economic conditions in South Africa's neighbours and major export markets; and

- internal factors, such as general economic and business conditions in South Africa, present and future exchange rates of the Rand, foreign currency reserves, the ability of the South African Government to enact key reforms, the level of domestic debt, domestic inflation, the level of foreign direct and portfolio investment and the level of South African domestic interest rates.

Because these statements are subject to risks and uncertainties, actual results may differ materially from those expressed or implied by the forward-looking statements. South Africa cautions prospective investors not to place undue reliance on those statements, which speak only as of the date of this Offering Circular or, in the case of documents incorporated by reference herein, the date of such documents.

The cautionary statements contained or referred to in this section should be considered in connection with any subsequent written or oral forward-looking statements that the Republic or persons acting on its behalf may issue. South Africa does not undertake any obligation to review or confirm analysts' expectations or estimates or to release publicly any revisions to any forward-looking statements to reflect events or circumstances after the date of this Offering Circular or to reflect the occurrence of unanticipated events.

CONTENTS

OVERVIEW OF THE ISSUER

This following overview does not purport to be complete and is qualified in its entirety by the remainder of this Offering Circular, including "Recent Developments" and "Description of the Notes", and the information about the Republic contained in the Budget Review 2024, the MTBPS and the September 2024 Quarterly Bulletin (each as defined below) incorporated by reference in this Offering Circular.

South Africa has been an established constitutional democracy since 1994, when it held its first fully democratic national elections. South Africa has one of the most developed economies in Sub-Saharan Africa and is the largest economy in Sub-Saharan Africa in terms of total nominal GDP, accounting for approximately 20 per cent. of the aggregate nominal GDP of Sub-Saharan Africa as of 2023 according to the World Bank Data. The South African economy is diverse and supported by a well-developed legal system and a sophisticated financial system. The National Government's central economic policy goal is to accelerate inclusive growth and create jobs. Its main fiscal objective is to ensure sustainable finances by containing the budget deficit and stabilising public debt and reducing the crowding-out effects of debt service costs.

However, South Africa continues to confront a challenging domestic and international economic environment in which global growth remains slow and trade tensions are mounting and the lingering effects of the COVID-19 pandemic, including heightened global inflation, and international conflicts, such as the conflict between Russia and Ukraine and increasing tensions in the Middle East, continue to affect economic conditions in the country. Following the 2007-2008 financial crisis, which induced a 1.5 per cent. contraction in real GDP growth in 2009, real GDP growth rebounded to rates above 3 per cent. in 2010 and 2011. Growth subsequently declined to 1.4 per cent. in 2014, 1.3 per cent. in 2015, 0.6 per cent. in 2016 and 1.0 per cent. in 2017 as a result of lower commodity prices, higher borrowing costs, diminished business and consumer confidence, and drought. The economy fell into a technical recession in the first half of 2018, as a result of production losses in the agriculture and mining sectors, while investment growth remained subdued and imports accelerated. Growth rebounded in the second half of 2018, primarily driven by a recovery in the manufacturing, transport, finance and business services sectors, which resulted in real GDP growth of 1.8 per cent. in 2018. In 2019, real GDP growth slowed to 0.1 per cent., partly as a result of electricity supply failures. In 2020, the impact of the COVID-19 pandemic and its mitigating measures induced a notable 6.4 per cent. contraction in real GDP. While real GDP growth rebounded in 2021 to 5.3 per cent., real GDP growth slowed to 1.8 per cent. in 2022, primarily due to electricity shortages, deterioration in rail and port infrastructure, and weaker global growth as a consequence of global supply chain disruptions and an inflationary macroeconomic environment. GDP growth in 2023 was 0.7 per cent., above the revised estimate from the 2024 Budget of 0.6 per cent. but below the 2023 Budget estimate of 0.8 per cent., primarily due to electricity shortages, operational and maintenance failures in freight rail and at ports and high living costs. The 2024 Budget Review originally projected real GDP growth of 1.3 per cent. in 2024. Real GDP is now forecast to grow by 1.1 per cent. in 2024, after expanding by 0.4 per cent. in the first half of 2024. While growth is projected to rebound over the medium term to settle at an annual average of 1.8 per cent. between 2025 and 2027, South Africa's long term economic growth remains dependent on improving capacity in energy, rail and port infrastructure and continued reduction of structural barriers to economic activity. For further information, see "*Recent Developments—Economic and Fiscal Developments*."

In spite of the economic downturn in recent years, South Africa has maintained a stable and transparent macroeconomic framework, a well-developed financial sector, and resilient institutions, all of which have underpinned long-term economic stability. South Africa has a robust regulatory environment, openness to trade, a floating exchange rate, a credible inflation-targeting regime, sound institutions, strong investor protection and an independent judiciary that maintains the rule of law.

South Africa is also rich in natural resources. It is the world's largest producer of platinum, chromium and manganese and holds the world's largest known reserves of manganese and platinum group metals. The economy includes a sophisticated finance, wholesale and retail trade, logistics, catering and accommodation sectors, as well as a developed manufacturing sector. Financial markets are liquid and both equities and government bonds are actively traded by domestic and international investors.

Selected Economic Indicators

The following tables set forth certain summary statistics about the economy of South Africa, public finance and debt of the National Government for the periods indicated.

	As of and for the year ended 31 December				
	2019	2020	2021	2022	2023
	Rand (million) (except percentages)				
The Economy					
Nominal GDP(1)	5,625,207	5,562,760	6,220,152	6,655,524	7,023,994
Real GDP(2)	4,583,667	4,300,904	4,514,016	4,600,300	4,632,433
Real GDP % change from prior year/period	0.3	(6.2)	5.0	1.9	0.7
Unemployment rate (%)	26.7	29.2	34.3	33.5	32.4
Balance of payments					
Current account	(146,504)	109,534	229,614	(33,296)	(112,105)
Financial account	104,7333	(129,028)	(251,540)	66,965	88,627
Change in gross gold and other foreign reserves	29,776	35,506	107,809	113,585	128,573
Rand/Dollar exchange rate (average)	14.4	16.5	14.8	16.4	18.5
Consumer prices (headline index numbers December 2021=100; average for the year)	90.3	93.3	97.5	104.2	110.4
Producer prices (headline index numbers December 2020=100; average for the year)	73.3	75.2	80.5	92.1	98.3

	As of and for the three-month period ended	
	31 March 2024	30 June 2024
	Rand (million) (except percentages)	
The Economy		
Nominal GDP(1)(3)	7,221,897	7,344,449
Real GDP(2)(3)	4,644,197	4,664,765
Real GDP% change from prior period(3)	0.0	0.4
Unemployment rate (%)	32.9	33.5
Balance of payments		
Current account	(106,949)	(64,646)
Financial account	51,352	(18,065)
Change in gross gold and other foreign reserves	(1,790)	(30,765)
Rand/Dollar exchange rate (average)	18.9	18.6
Consumer prices (headline index numbers December 2021=100; average for the period)	113.8	115.3
Producer prices (headline index numbers December 2020=100; average for the period)	101.1	102.2

	As of and for the fiscal year ended 31 March(5)				
	2020	2021	2022	2023	2024(4)
	Rand (billion) (except percentages)				
Main Government Revenue	1,345.9	1,238.4	1,564.3	1,699.2	1,724.0
% of GDP(1)	23.6	22.1	24.7	25.1	24.3
Main Government Expenditure	1,691.0	1,789.0	1,887.3	2,009.2	2,046.9
% of GDP(1)	29.6	31.9	29.8	29.7	28.9
Main Budget Deficit	(345.1)	(550.6)	(323.0)	(309.9)	(322.9)
% of GDP(1)	(6.0)	(9.8)	(5.1)	(4.6)	(4.6)
Gross borrowing requirement	415.8	618.3	388.3	400.3	543.3
Change in cash and other balances	(1.8)	(92.4)	74.64	39.0	72.7

Notes:
(1) At market prices.
(2) At constant 2015 prices.
(3) Seasonally adjusted and annualized.
(4) Preliminary.
(5) Fiscal ratios presented in table based on 2015 rebased GDP data.
Source: National Treasury, SARB and Stats SA.

OVERVIEW OF THE OFFERING

Issuer:	Republic of South Africa
Securities Offered:	U.S.$2,000,000,000 7.100 per cent. Notes due 2036 U.S.$1,500,000,000 7.950 per cent. Notes due 2054
Maturity Date:	The 2036 Notes will mature on 19 November 2036 The 2054 Notes will mature on 19 November 2054
Aggregate Principal Amount:	U.S.$2,000,000,000 for the 2036 Notes U.S.$1,500,000,000 for the 2054 Notes
Issue Price:	100 per cent. of the principal amount of the 2036 Notes 100 per cent. of the principal amount of the 2054 Notes
Closing Date:	19 November 2024
Interest Rate:	7.100 per cent. per annum for the 2036 Notes 7.950 per cent. per annum for the 2054 Notes
Interest Calculations:	Interest payable on a particular interest payment date will be calculated on the basis of a 360-day year consisting of twelve 30-day months.
Interest Payment Dates:	19 May and 19 November in each year, commencing on 19 May 2025.
Redemption:	The Notes are not subject to redemption prior to maturity. At maturity, the Notes will be redeemed at par.
ISIN:	Regulation S Notes: XS2908172260 for the 2036 Notes XS2917537875 for the 2054 Notes Rule 144A Notes: US836205BF02 for the 2036 Notes US836205BG84 for the 2054 Notes
Common Code:	Regulation S Notes: 290817226 for the 2036 Notes 291753787 for the 2054 Notes Rule 144A Notes: 294136886 for the 2036 Notes 294136908 for the 2054 Notes
CUSIP:	Rule 144A Notes: 836205BF0 for the 2036 Notes 836205BG8 for the 2054 Notes
Rating:	The Notes will be rated BB- by Fitch Ratings Limited, Ba2 by Moody's Investors Service Limited and BB- by S&P Global Ratings Europe Limited. A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.
Status and Ranking:	The Notes, upon issuance, will be direct, general, unconditional, and unsecured obligations of the Republic and will rank without any preference among themselves and equally with all other external indebtedness of the Republic which is expressed or denominated in a currency or currencies other than South African rand or which is, at the option of the person entitled thereto, payable in a currency or currencies other than South African rand. It is understood that this provision shall not be construed so as to require the Republic to make

	payments under the Notes ratably with payments being made under any other external indebtedness. See "*Description of the Notes—The Notes*" and "*Description of the Notes—Nature of the Obligations; Negative Pledge*".
Listing and Admission to Trading:	Application has been made to the FCA for the Notes to be admitted to the Official List and to the LSE for the Notes to be admitted to trading on the LSE's main market.
Denomination and Form:	The Notes will be issued in denominations of U.S.$200,000 and integral multiples of U.S.$1,000 in excess thereof. Each series of Notes will initially be represented by a Global Certificate in registered form, without interest coupons attached. The Regulation S Global Certificates will be registered in the name of a nominee for a common depositary for Euroclear and Clearstream, Luxembourg. The Rule 144A Global Certificates will be deposited with a custodian for, and registered in the name of Cede & Co., as the nominee of DTC.
Clearing Systems:	Regulation S Notes: Euroclear and Clearstream, Luxembourg Rule 144A Notes: The Depository Trust Company
Fiscal and Paying Agent:	Citibank, N.A., London Branch
Registrar and Transfer Agent:	Citibank, N.A., London Branch
Default:	The Notes will contain events of default, the occurrence of which may result in the acceleration of our obligations under the Notes prior to maturity. See "*Description of the Notes – Events of Default; Acceleration*".
Aggregated Collective Action Clauses:	The Notes are Aggregated Collective Action Securities as further described in the Agency Agreement to be dated on or around 19 November 2024, between, among others, the Republic, Citibank, N.A., London Branch as fiscal and paying agent and registrar and transfer agent (the "**Agency Agreement**"). The Notes will contain provisions regarding voting on amendments, modifications, changes and waivers that differ from those applicable to other outstanding external indebtedness of the Republic. The provisions described in this Offering Circular will govern the Notes. These provisions are commonly referred to as "collective action clauses." Under these provisions, the Republic may amend certain key terms of the Notes, including the maturity date, interest rate and other payment terms, and may amend the payment provisions of any series of debt securities (including the Notes) and other reserved matters listed in the Agency Agreement with the consent of the holders of: (1) with respect to the Notes only, more than 75 per cent. of the aggregate principal amount of the outstanding Notes; (2) with respect to two or more series of debt securities (including the Notes), if certain "uniformly applicable" requirements are met, more than 75 per cent. of the aggregate principal amount of the outstanding debt securities of all series affected by the proposed modification, taken in the aggregate; or (3) with respect to two or more series of debt securities (including the Notes), more than 66 2⁄3 per cent. of the aggregate principal amount of the outstanding debt securities of all series affected by the proposed modification, taken in the aggregate, and more than 50 per cent. of the aggregate principal amount of the outstanding debt securities of each series (including the Notes) affected by the proposed modification, taken individually. These provisions are described in the sections entitled "*Description of the Notes—Aggregated Collective Action Debt Securities*" and "*Description of the Notes—Meetings and Notice*".
Governing Law:	The Agency Agreement and the Notes will be governed by and construed in accordance with the laws of the State of New York, except with respect to all matters governing South Africa's authorization and execution of the Notes, which will be governed by the laws of the Republic of South Africa.

Use of Proceeds:	The Republic intends to use the net proceeds to pay its foreign currency commitments, subject to Section 71 of the South African Public Finance Management Act, 1999.
Selling and Transfer Restrictions:	There are selling restrictions relating to the offer of the Notes in the Republic of South Africa, the Republic of Italy, Singapore, Switzerland, the United Arab Emirates, the United Kingdom and the United States of America. The Notes have not been and will not be registered under the Securities Act and are subject to certain restrictions on transfers. See "*Selling and Transfer Restrictions*".

RISK FACTORS

Investment in the Notes involves a high degree of risk. Prospective investors should carefully consider the following risk factors, together with the other information set out in this Offering Circular (including the information incorporated by reference herein), before making a decision to invest in the Notes and should understand that the risks set forth below could, individually or in the aggregate, have a material adverse effect on South Africa's capacity to repay principal and make payments of interest on the Notes or otherwise fulfil its obligations under the Notes. Most of these factors are contingencies which may or may not occur and South Africa is not in a position to express a view on the likelihood of any such contingency occurring. Additional risks and uncertainties not currently known to South Africa or that South Africa currently deems to be immaterial may also materially affect South Africa's economy and its ability to fulfil its obligations under the Notes. In any such case, investors may lose all or part of their investment in the Notes. Words and expressions defined in "Description of the Notes" or elsewhere in this Offering Circular have the same meanings in this section.

Risk Factors Relating to South Africa

The Republic is a foreign sovereign state and accordingly it may be difficult to obtain or enforce judgments against it

The Republic is a sovereign state. Consequently, the ability of Noteholders to sue the Republic may be limited. See "*Description of the Notes – Governing Law; Consent to Service*."

The Republic has not consented to service or waived sovereign immunity with respect to actions brought against it under United States federal securities laws or any State securities laws. In the absence of a waiver of immunity by the Republic with respect to these actions, it would not be possible to obtain judgment in such an action brought against the Republic in a court in the United States unless the court were to determine that the Republic is not entitled under the Immunities Act to sovereign immunity with respect to such action. Further, even if a United States judgment could be obtained in such an action, it may not be possible to enforce in the Republic a judgment based on such a United States judgment. Execution upon property of the Republic located in the United States to enforce a United States judgment may not be possible except under the limited circumstances specified in the Immunities Act.

The Republic's growth rate and fiscal situation have continued to experience challenges and further adverse changes in domestic or international economic conditions could have an adverse effect on the Republic's fiscal position

South Africa has the largest economy in Sub-Saharan Africa in terms of total nominal GDP, accounting for approximately 20 per cent. of the aggregate nominal GDP of Sub-Saharan Africa as of 2023, according to World Bank Data. However, South Africa continues to confront a challenging domestic and international economic environment. Since 2012, South Africa's GDP growth has averaged 0.8 per cent. The impact of the COVID-19 pandemic and its mitigating measures induced a notable 6.4 per cent. contraction in real GDP in 2020. While real GDP growth rebounded in 2021 to 5.3 per cent., real GDP growth slowed to 1.8 per cent. in 2022, primarily due to electricity shortages, deterioration in rail and port infrastructure, and weaker global growth as a consequence of global supply chain disruptions and an inflationary macroeconomic environment. Weak growth has contributed to an unemployment rate in the Republic of 33.5 per cent. as of the second quarter of 2024. GDP growth in 2023 was 0.7 per cent., above the revised estimate from the 2024 Budget of 0.6 per cent. but below the 2023 Budget estimate of 0.8 per cent., primarily due to electricity shortages, operational and maintenance failures in freight rail and at ports and high living costs. The 2024 Budget Review originally projected real GDP growth of 1.3 per cent. in 2024. Real GDP is now forecast to grow by 1.1 per cent. in 2024, after expanding by 0.4 per cent. in the first half of 2024. While growth is projected to rebound over the medium term to settle at an annual average of 1.8 per cent. between 2025 and 2027, South Africa's long term economic growth remains dependent on improving capacity in energy and rail and port infrastructure and continued reduction of structural barriers to economic activity.

In recent years, South Africa has run budget deficits and there can be no assurance that South Africa will be able to control public expenditure or increase government revenues to eliminate such deficit. As stated in the 2024 Budget Review, uncertainty in the tax revenue outlook remains a challenging feature of fiscal planning.. Although tax revenue performed better than expected in 2021/22, 2022/23 and 2023/24, largely as a result of higher commodity prices, the growth in tax revenue in 2024/25 has been slower than expected primarily due to the impact of the stabilising power supply in South Africa, which reduced net fuel levy collections due to lower demand and import VAT collections related to energy-related components. An enduring improvement in revenue performance, however, is contingent on higher GDP growth rates, and weaker-than expected economic growth remains a risk, which would slow revenue growth and widen the budget deficit.

Accordingly, a failure to control public expenditure or increase government revenues, implement structural reform measures or achieve economic growth may lead to a further widening in the fiscal or current account deficit and adversely impact the Republic's sovereign credit rating as well as its borrowing costs (see "*—There can be no assurance that the Republic's credit rating will not change*").

Other risks of fiscal policy slippage include the risk of increased borrowing costs as the result of increases in global borrowing costs and the potential for crystallization of contingent liabilities which stem from the state-owned entities portfolio and include guarantees, none of which have been called as at the date of this Offering Circular. In particular, maintaining the financial sustainability of state-owned entities, particularly Eskom and Transnet, poses a significant risk to South Africa's economy.

Eskom remains reliant on government support to continue trading as a going concern and remain financially sustainable. Eskom does not generate adequate cash flow from its own operations to meet demands on its liquidity. Eskom is expected to continue to rely on government support to service its financial obligations. In February 2023, following record level electricity shortages, South Africa announced R254 billion in debt relief to be distributed over the medium term to Eskom. Government support comprises two components with the first component providing equity support of R184 billion (consisting of R78 billion in fiscal year 2023/24, R66 billion in fiscal year 2024/25 and R40 billion in fiscal year 2025/26) to redeem Eskom's debt and interest payments as they fall due. The second component entails the Government taking over R70 billion in Eskom's loan portfolio (both capital and interest payments) in 2026. The allocation to Eskom for fiscal year 2023/24 has been disbursed and successfully converted to equity following Eskom's compliance with the attached conditions by National Treasury. Given Eskom's failure to dispose of its Eskom Finance Company by 31 March 2024, the National Treasury reduced Eskom's debt relief allocation from R78 billion to R76 billion in 2023/24. Additionally, the National Treasury plans to reduce Eskom's allocation for 2024/25 by R2 billion to R64 billion to account for the non-disposal of Eskom Finance Company if the disposal is not completed by 31 March 2025. As at 30 September 2024, the outstanding debt securities and borrowings of Eskom amounted to approximately R402.7 billion. While most of Eskom's financial ratios are improving, Eskom's profitability remains hampered by poor long-term financial sustainability arising from an undesirable tariff path, generating plant performance, escalating arrear municipal debt as well as high debt servicing costs.

Transnet also continues to face operational inefficiencies and financial constraints. In November 2023, the National Government granted Transnet a guarantee facility of R47 billion to secure new funding to finance the implementation of Transnet's recovery plan to address operational underperformance, of which approximately R25.4 billion was utilised as of September 2024 with the remainder expected to be utilised during the course of the current financial year. If Eskom, Transnet or any other state-owned entities become non-viable, or require a significant additional cash injection, guarantees or other fiscal support to remain viable, it could impose a significant additional burden on the National Government's budget resources.

South Africa may be unable to meet its economic growth and reform objectives due to political and other factors which may adversely affect the performance of the South African economy

Improving economic and fiscal conditions and fighting corruption have been key policy platforms of President Ramaphosa since his election in February 2018, and the National Government has announced its intention to pursue a series of economic and fiscal reform initiatives, including those set forth in the 2024 Budget Review. There can be no assurance that such reforms and initiatives will prove successful or lead to the stronger economic growth that is needed to alleviate persistently high unemployment, improve income disparities and increase National Government revenues. In particular, achieving the significant structural reforms announced by the National Government will require effective implementation and accountability within the National Government. The impact of such reforms on long-term growth will also be influenced by market sentiment, which in turn will be influenced by the political environment as well as general investor and consumer confidence. The political environment in South Africa remains challenging, with continued tensions between aggregate demand and structural reform-oriented politicians, who often differ in their opinion of the causes of and solutions to the Republic's chronically slow growth. Political risk has increased recently in South Africa following the May 2024 general election, with the ruling African National Congress ("**ANC**") not achieving a majority share for the first time since 1994, with 40.18 per cent. of the votes cast in the national elections. On 14 June 2024, the ANC, the

Democratic Alliance ("**DA**"), Inkatha Freedom Party ("**IFP**"), the Patriotic Alliance ("**PA**") and six other parties agreed to form a Government of National Unity ("**GNU**"), with Cyril Ramaphosa being re-elected President of South Africa. Although the decision to form a Government of National Unity was announced as a strategic move aimed at achieving political stability, this coalition government remains fragile with differing political goals and economic policies, which may further exacerbate the risk of policy and reform implementation.

In addition, there has been substantial political and media scrutiny regarding corruption in the South African government, both at the national and local levels, as well as concerning key state-owned entities. Accordingly, if the National Government is unwilling to implement necessary reforms to address current issues and improve the Republic's long-term growth potential, this is likely to have an adverse impact on the South African economy and Republic's ability to implement and achieve its policy goals.

The Republic's economy remains vulnerable to external shocks and fluctuations in regional and international economic conditions and by more general "contagion" effects, which could have an adverse effect on the Republic's economic growth and fiscal position

As the Republic's economy remains less developed compared to more mature market economies, it may be more susceptible to destabilization resulting from external shocks, such as regional and international economic and geopolitical crises, including international military conflicts, further escalation of trade tensions among major nations, changes in commodity prices, adverse weather-related shocks, changes in global investor sentiment, pandemics, global supply chain disruptions and persistent high inflation. These factors could all have an impact on global economic and financial market conditions, which in turn have an impact on South Africa's export and investment outlook.

Throughout 2021, the Russian military build-up on the border with Ukraine escalated tensions between Russia and Ukraine and strained bilateral relations, with the United States having publicly stated that invasion would be met with dire consequences for Russia's economy, including sanctions. These events have continued in 2022 with a Russian military invasion in Ukraine in February 2022. On 21 February 2022, Russia recognized the independence of the so-called Donetsk People's Republic and the so-called Luhansk People's Republic, two separatist regions within Ukraine, and ordered Russian troops into these regions with a purported mission to maintain peace in the area resulting in the US, EU and UK, amongst other countries, introducing sanctions against certain Russian individuals and entities. This was followed with a military invasion on 23 February 2022, resulting in broad condemnation from the US, EU and UK, amongst other countries, and countries increasing the severity of existing sanctions and the imposition of further sanctions against additional Russian individuals and entities. Additionally, since 7 October 2023, there has been an escalation in tensions between Israel, Hamas, Hezbollah and Iran. Both the Russia/Ukraine conflict and the conflict in the Middle East have affected and could continue to materially negatively affect global macroeconomic conditions and the South African economy.

As the Republic imports a significant portion of its energy requirements, it is exposed to changes in global oil prices and disruptions in the supply of oil. If bilateral trade relations with South Africa's major energy suppliers were to deteriorate or if supplies of oil or natural gas to South Africa were to be restricted (including as a result of sanctions on energy suppliers and/or external shocks such as the Russia-Ukraine conflict, the conflict in the Middle East or otherwise) or if the prices of oil or natural gas were to significantly increase, the Republic's economy could be adversely affected.

Furthermore, uncertainty around the availability of electricity supply continues to threaten economic activity in South Africa. Rolling blackouts (referred to as "load shedding") have been implemented by Eskom in recent years. The Energy Availability Factor, which measures the performance of the Eskom power stations, averaged at approximately 55 per cent. in fiscal year 2023/24, 56 per cent. in fiscal year 2022/23, 62 per cent. in fiscal year 2021/22 and 64 per cent. in fiscal year 2020/21 (*source: Eskom*), below Eskom's target of 65 per cent. According to South African Reserve Bank estimates, load shedding reduced economic growth by 1.8 percentage points in the 2023 calendar year and between 1.2 and 3.0 percentage points in the 2022 calendar year. In 2024, the Energy Availability Factor has improved, averaging 61.3 per cent. between 1 April 2024 and 30 June 2024 (compared to 54.4 per cent. in the same period in 2023) (*source: Eskom*), reflecting Eskom's suspension of load shedding over this period, in part due to Eskom's generation recovery plan and the continued implementation of government reforms announced in 2022. Although the availability of electricity supply has improved in recent periods with more than 200 days without large-scale power cuts as of 22 October 2024, there can be no assurance that material load shedding will not be implemented in the future, which may have an adverse effect on the growth of the South African economy.

As a current account deficit country, South Africa is reliant on external savings to finance its internal investment. Such external savings can be negatively influenced by general global financial market volatility and investor risk appetite. In addition, because international investors' reactions to the events occurring in one emerging market country sometimes appear to demonstrate a "contagion" effect, in which an entire region or class of investment is disfavored by international investors, the Republic could be adversely affected by negative economic or financial developments in other emerging market countries. As a result, adverse global market conditions, the high interest rate environment, adverse ratings actions against the Republic's sovereign credit rating or the exclusion from the World Global Bond Index represent the primary risks that may impact asset prices in South Africa and external investment.

There can be no assurance that any crises such as those described above or similar events will not negatively affect investor confidence in the Republic's economy. There can be no assurance that these events will not adversely affect the Republic's economy and its ability to raise capital in the external debt markets in the future.

There can be no assurance that the Republic's credit rating will not change

Long-term foreign currency debt of the Republic of South Africa is currently rated sub-investment grade by the three major rating organizations, Fitch, Moody's and S&P (together, the "**Ratings Agencies**").

On 8 March 2023, S&P affirmed South Africa's long term foreign and local currency debt ratings at 'BB-' and 'BB,' respectively, while revising the outlook from positive to stable. The agency indicated the revised outlook reflected pressures to the country's economic growth from infrastructure constraints, particularly electricity shortages. In addition, S&P indicated reforms to address infrastructure shortfalls and to improve governance and performance of state-owned enterprises were slow in implementation, while contingent liabilities from state-owned enterprises pose risks to South Africa's fiscal and debt position. On 17 July 2023, Fitch affirmed South Africa's long term foreign debt ratings at 'BB-' with a stable outlook. On 2 November 2023, following the release of South Africa's Medium Term Budget Policy Statement 2023, Moody's affirmed South Africa's long term foreign debt rating at 'Ba2' with a stable outlook. Similarly, on 17 November 2023 S&P affirmed South Africa's long term foreign and local currency debt ratings at 'BB-' and 'BB', respectively and maintained a stable outlook. According to S&P, the stable outlook continues to reflect infrastructure-related pressures on growth and risks to South Africa's fiscal and debt position. On 17 May 2024, S&P again affirmed South Africa's long term foreign and local currency debt ratings at 'BB-' and 'BB', respectively and maintained a stable outlook. On 19 January 2024 and 13 September 2024, Fitch affirmed South Africa's long term foreign debt rating at 'BB-' with a stable outlook. The agency indicated South Africa's debt rating remains constrained by low real GDP growth, high poverty and inequality levels, a high debt-to-GDP ratio, and a rigid fiscal structure that hampers deficit reduction.

Unfavorable changes in the Republic's credit ratings could adversely affect the trading price of the Notes and have the potential to affect South Africa's debt financing costs and the liquidity of and demand for the Republic's debt securities. Any adverse change in outlook or credit watch by any of the Ratings Agencies could have similar adverse effects.

The Republic's current sub-investment grade ratings from each of the Ratings Agencies indicate that the Notes are regarded as having significant speculative characteristics, and that there are major ongoing uncertainties or exposure to financial or economic conditions which could compromise the Republic's capacity to meet its financial commitment on the Notes. A rating is not a recommendation to buy, sell or hold securities and may be subject to revision, suspension or withdrawal at any time by the assigning rating organization.

The operational and financial health of state-owned companies could have an adverse effect on South Africa's economy and the Republic's fiscus

The operational and financial health of many state-owned companies continues to decline. Over the past 12 months, several have missed their capital investment and loan disbursement targets. A number of these companies do not have sustainable business models and cannot continue to operate or meet their obligations without state support. Investors have increasingly expressed an unwillingness to extend capital to such entities without government guarantees, leaving many state-owned companies at risk of defaulting on their debts.

If South African state-owned companies fail to meet their obligations and enter states of default, the Republic could be forced to provide financial support or recapitalize state-owned companies. This re-allocation of the fiscus could in turn adversely affect South Africa's economy and financial stability. See also "—*The Republic's growth* *rate and fiscal situation has continued to experience challenges and further adverse changes in domestic or international economic conditions could have an adverse effect on the Republic's fiscal position.*"

Corruption and money laundering issues may hinder the growth of the South African economy and otherwise have a material adverse effect on South Africa

Independent analysts have identified corruption and money laundering as continuing problems in South Africa. In the 2023 Transparency International Corruption Perceptions Index, South Africa ranked 83 out of 180 countries under review (compared to a ranking of 72 out of 180 in 2022), with a score of 41/100 (compared to a score of 43/100 in 2022). In February 2023, South Africa was added to the so-called "grey list" of countries under special scrutiny by the Financial Action Task Force. Any future allegations or evidence of corruption or money laundering in South Africa may have a material adverse effect on the South African economy, in particular on South Africa's ability to attract foreign investment, and thus could negatively affect South Africa's ability to meet its payment obligations under the Notes.

Failure of cybersecurity and breaches of IT security and privacy systems could have an adverse effect on South Africa's economy

Public and private South African organisations and companies have been and continue to be subject to a range of cyber-attacks. Cyber-attacks could give rise to the loss of significant amounts of customer data and other sensitive information, as well as significant levels of liquid assets (including cash). In addition, cyber-attacks could give rise to the disablement of an organisation's information technology systems used to service customers or the public. As attempted attacks continue to evolve in scope and sophistication, South African entities may incur substantial costs in their attempts to modify or enhance their protective measures against such attacks, or to investigate or remediate any vulnerability or resulting breach.

In July 2021, Transnet SOC Ltd ("**Transnet**") was the victim of a ransomware attack that forced Transnet to restrict or pause key container terminals, including Port of Durban, Ngqura, Port Elizabeth and Cape Town. Information security risks for the public and commercial sectors, including large financial institutions and government bodies and key infrastructure facilities, have increased in recent years, in part because of the proliferation of new technologies, the use of internet and telecommunications technology and the increased sophistication and activities of organised criminals and hackers. Customers of South African companies and users of government and private services often use personal smartphones, personal computers and other computing devices, personal tablet computers and other mobile devices that are beyond these entities' control systems. Computer systems, software and networks may be vulnerable to unauthorised access, misuse, denial-of-service attacks, phishing attacks, computer viruses or other malicious code.

As technology continues to develop, South African organisations (or their third-party affiliates) may be exposed to new risks to their business and the security of their data, including risks they may not be able to anticipate, as well as increased operating costs from ensuring that any new products and services they provide are implemented correctly and operated safely and securely.

If South African organisations fail to effectively manage their IT, cybersecurity and privacy risks, they may become exposed to liability, including regulatory fines or penalties, increased expenses relating to the resolution of any security or privacy breaches of their databases and the mitigation of the impact of such breaches on affected individuals, and the reputation of the South African government and sectors of the economy (such as banking) could be harmed. Any of the above could have a material adverse effect on the South African economy and thus South Africa's ability to meet its payment obligations under the Notes.

The impact of climate change, including the occurrence of floods and drought, has negatively affected the Republic in the past and may negatively affect it in the future

Climate change is a threat to the Republic's economy and its future growth prospects. A global increase in the mean temperature is likely to lead to changed precipitation patterns, sea level rises and more frequent extreme weather events, such as prolonged droughts and flooding. The Republic's economy is dependent on climate sensitive sectors, for example agriculture, tourism and energy. A change in climate may have several consequences, including lower agriculture productivity, damage to coastal infrastructure, fragile ecosystems, impact on health and biodiversity, financial market disruption, lower GDP and altered migration matters.

The Republic has historically been affected by a variety of natural disasters, including floods and droughts. Natural disasters such as floods may lead to casualties, the destruction of crops and livestock, the outbreak of waterborne disease and the destruction of infrastructure, such as roads and bridges. Droughts may negatively affect the supply of agricultural commodities, the food supply in general and the generation of hydroelectric power. During 2010 and 2011, the Republic experienced a series of floods in certain areas which resulted in the destruction of infrastructure, crops and loss of human life and livestock. In addition, during 2015 and 2016, some parts of South Africa experienced severe drought conditions that resulted in a significant contraction in agriculture, and the price of staple foods, such as maize and soybeans, rose substantially while water sources dried up. As a result of this drought, growth in the agriculture, forestry and fishing sector was impacted by a decrease in value added of 6.1 per cent. and 7.8 per cent. in 2015 and 2016, respectively, in comparison to growth in value added of 21.1 per cent. in 2017. However, as a result of erratic weather conditions and severe drought in certain areas of the country as well as protracted debate around land reform, the growth in value added in the agriculture, forestry and fishing sector again declined by 4.8 per cent. in 2018 and by 13.2 per cent. in the first quarter of 2019 due to a further decline in the wine grape harvest, the postponement of the citrus fruit harvest to the second quarter of 2019 and a much lower domestic maize harvest compared to the prior year.

In addition, in 2018 severe drought conditions in the Western Cape resulted in strain on the supply of water to nearly four million people in the city of Cape Town as well as in smaller towns in the Northern Cape, Eastern Cape and Western Cape, as well as Nelson Mandela Bay metropolitan municipality. The drought was classified as a national disaster by the National Disaster Management Centre and the National Government allocated R6 billion in fiscal year 2018/2019 for drought relief in several provinces through the provision of assistance to the water sector and public investment projects. In April 2022, a national state of disaster was declared due to severe flooding in KwaZulu-Natal province and the National Government allocated R2.9 billion to Transnet to restore infrastructure damage. In February 2024, President Ramaphosa declared a national state of disaster as a result of severe flooding throughout much of the country, in particular Mpumalanga, Eastern Cape, Gauteng, KwaZulu-Natal and Limpopo provinces. The flooding resulted in widespread infrastructure loss, crop damage and disruptions to the mining industry. In the 2024 Budget, the National Government allocated R1.4 billion to repair municipal infrastructure damaged by flooding in 2023. Expenditures associated with natural disaster relief efforts may adversely affect the Republic's budgetary position and, as a result, may impair its ability to service the Notes. Although the agriculture, forestry and fishing sector grew by 13.5 per cent. in real value added over the first quarter of 2024, its economy nevertheless remains vulnerable to natural disasters such as floods and drought. While South Africa has taken measures to reduce the impact of climate change, any natural disasters or other effects associated with climate change could have a material adverse effect on South Africa's economy and its future growth prospects.

Risk Factors Relating to an Investment in the Notes

The trading market for the Notes may be volatile and may be adversely impacted by many events

The market for the Notes issued by the Republic is influenced by economic, political, social and market conditions and, to varying degrees, interest rates, currency exchange rates and inflation rates in the United States and in European and other industrialised countries. There can be no assurance that events in South Africa, the United States, Europe or elsewhere will not cause market volatility, as in recent months, or that such volatility will not adversely affect the price of the Notes or that economic, political, social, and market conditions will not have any other adverse effect.

There could be no active trading market for the Notes

The Notes are a new issue of securities with no established trading market. There can be no assurance that an active trading market for the Notes will develop, or, if one does develop, that it will be maintained. If an active trading market for the Notes does not develop or is not maintained, the market or trading price and liquidity of the Notes may be adversely affected. If the Notes are traded after their initial issuance, they may trade at a discount to their initial offering price, depending upon prevailing interest rates, the market for similar securities, general economic conditions and the financial condition of the Republic. Although an application will be made to admit the Notes to trading on the LSE's main market, there is no assurance that such application will be accepted or that an active trading market will develop.

The Notes are denominated in United States dollars

An investment in a security denominated in a currency other than the currency of the country in which the purchaser is resident or the currency in which the purchaser conducts its business or activities may present currency-related risks not associated with a similar investment in a security denominated in the home currency. Such risks include, without limitation, the possibility of significant changes in rates of exchange between the home currency and the U.S. dollar and the possibility of the imposition or modification of foreign exchange controls with respect to the U.S. dollar and the home currency. Such risks generally depend on events over which South Africa has no control, such as economic and political events and the supply of and demand for the U.S. dollar and the home currency. In recent years, rates of exchange for certain currencies have been highly volatile and such volatility may be expected to continue in the future. Fluctuations in any particular exchange rate that have occurred in the past are not necessarily indicative, however, of fluctuations in such rate that may occur during the term of the Notes. Depreciation of the U.S. dollar against the relevant home currency could result in a decrease in the effective yield of a particular security below its coupon rate and, in certain circumstances, could result in a loss to the investor on a home currency basis.

This description of foreign currency risks does not describe all the risks of an investment in securities denominated in a currency other than the home currency. Prospective investors should consult their own financial and legal advisers as to the risks involved in an investment in the Notes.

The Notes are unsecured

The Notes constitute unsecured obligations of the Republic, and are not, either directly or indirectly, an obligation of any third party. In the event the Republic were to default on its obligations, Noteholders may not receive any amounts owed to them, including any repayment of principal, under the terms of the Notes.

The Notes contain provisions that permit the Republic to amend the payment terms without the consent of all (or any) holders

The Notes will contain provisions regarding voting on amendments, modifications and waivers under which certain key terms of the Notes may be amended, including the maturity date, the interest rate and other payment terms, without the consent of each Noteholder. The Notes will contain provisions, commonly referred to as "collective action clauses", regarding future modifications to the terms of, or other actions taken in respect of, debt securities issued under the Agency Agreement. Under these provisions, the Republic may amend the payment provisions of any series of debt securities (including the Notes) and other reserved matters, including, but not limited to, modifications to payment and other important terms, with the consent of the holders of: (1) with respect to the Notes only, more than 75 per cent. of the aggregate principal amount of the outstanding debt securities of such series; (2) with respect to two or more series of debt securities that are Aggregated Collective Action Securities (including the Notes), if certain "uniformly applicable" requirements are met, more than 75 per cent. of the aggregate principal amount of the outstanding debt securities of all such series affected by the proposed modification, taken in the aggregate; or (3) with respect to two or more series of debt securities that are Aggregated Collective Action Securities (including the Notes), more than 66 2⁄3 per cent. of the aggregate principal amount of the outstanding debt securities of all such series affected by the proposed modification, taken in the aggregate, and more than 50 per cent. of the aggregate principal amount of the outstanding debt securities of each series (including the Notes) affected by the proposed modification, taken individually.

Legal investment considerations may restrict certain investments

The investment activities of certain investors are subject to legal investment laws and regulations, or to review or regulation by certain authorities. Investors should consult their legal advisers to determine whether and to what extent (1) the Notes are legal investments for them, (2) the Notes can be used as collateral for various types of borrowing and (3) other restrictions apply to their purchase or pledge of any Notes. Financial institutions should consult their legal advisers or the appropriate regulators to determine the appropriate treatment of Notes under any applicable risk-based capital or similar rules.

Certificates not denominated in an integral multiple of U.S.$200,000 or its equivalent may be illiquid and difficult to trade

The Notes have denominations consisting of a minimum of U.S.$200,000 plus integral multiples of U.S.$1,000 in excess thereof. It is possible that the Notes may be traded in amounts that are not integral multiples of U.S.$200,000. In each such case a holder who, as a result of trading such amounts, holds an amount which is less than U.S.$200,000 in their account with the relevant clearing system at the relevant time would not be able to sell the remainder of such holding without first purchasing a principal amount of Notes at or in excess of U.S.$200,000 such that its holding amounts to U.S.$200,000. Further, a holder who, as a result of trading such amounts, holds an amount which is less than U.S.$200,000 in their account with the relevant clearing system at the relevant time may not receive a Certificate in respect of such holding (should Certificates be printed) and would need to purchase a principal amount of Notes such that its holding amounts to at least U.S.$200,000.

If Certificates are issued, holders should be aware that Certificates which have a denomination that is not an integral multiple of U.S.$200,000 may be illiquid and more difficult to trade than Notes denominated in an integral multiple of U.S.$200,000.

Holders of the Notes must rely on procedures of those clearing systems to effect transfers of Notes, receive payments in respect of Notes and vote at meetings of Noteholders

Each series of Notes will be represented on issue by the relevant Global Certificate that may be deposited with a common depositary for Euroclear and Clearstream, Luxembourg or may be deposited with a custodian for DTC. Except in the circumstances described in the relevant Global Certificate, investors will not be entitled to receive Certificates in definitive form. Each of DTC, Euroclear and Clearstream, Luxembourg and their respective direct and indirect participants will maintain records of the beneficial interests in the relevant Global Certificate. While the Notes are represented by the relevant Global Certificate, investors will be able to trade their beneficial interests only through the relevant clearing systems and their respective participants.

While the Notes are represented by the relevant Global Certificate, the Issuer will discharge its payment obligation under the Notes by making payments through the relevant clearing systems. A holder of a beneficial interest in the relevant Global Certificate must rely on the procedures of the relevant clearing system and its participants to receive payments under the Notes. The Issuer has no responsibility or liability for the records relating to, or payments made in respect of, beneficial interests in the relevant Global Certificate.

Holders of beneficial interests in a Global Certificate will not have a direct right to vote in respect of the Notes. Instead, such holders will be permitted to act only to the extent that they are enabled by the relevant clearing system and its participants to appoint appropriate proxies.

Credit ratings assigned to the Issuer may not reflect all the risks associated with an investment in the Notes

Fitch, Moody's and S&P have assigned credit ratings to the Issuer and the Notes. The ratings may not reflect the potential impact of all risks related to structure, market, additional factors discussed above, and other factors that may affect the value of the Notes. A credit rating is not a recommendation to buy, sell or hold securities and may be revised, suspended or withdrawn by the rating agency at any time.

In general, European regulated investors are restricted under the CRA Regulation from using credit ratings for regulatory purposes in the EEA, unless such ratings are issued by a credit rating agency established in the EEA and registered under the CRA Regulation (and such registration has not been withdrawn or suspended, subject to transitional provisions that apply in certain circumstances). Such general restriction will also apply in the case of credit ratings issued by third country non-EEA credit rating agencies, unless the relevant credit ratings are endorsed by an EEA-registered credit rating agency or the relevant third country rating agency is certified in accordance with the CRA Regulation (and such endorsement action or certification, as the case may be, has not been withdrawn or suspended, subject to transitional provisions that apply in certain circumstances). The list of registered and certified rating agencies published by the European Securities and Markets Authority ("**ESMA**") on its website in accordance with the CRA Regulation is not conclusive evidence of the status of the relevant rating agency included in such list, as there may be delays between certain supervisory measures being taken against a relevant rating agency and the publication of the updated ESMA list.

Investors regulated in the UK are subject to similar restrictions under UK CRA Regulation. As such, UK regulated investors are required to use for UK regulatory purposes ratings issued by a credit rating agency established in the UK and registered under the UK CRA Regulation. In the case of ratings issued by third country non-UK credit rating agencies, third country credit ratings can either be: (a) endorsed by a UK registered credit rating agency; or (b) issued by a third country credit rating agency that is certified in accordance with the UK CRA Regulation. Note this is subject, in each case, to (a) the relevant UK registration, certification or endorsement, as the case may be, not having been withdrawn or suspended, and (b) transitional provisions that apply in certain circumstances.

If the status of the rating agency rating the Notes changes for the purposes of the CRA Regulation or the UK CRA Regulation, relevant regulated investors may no longer be able to use the rating for regulatory purposes in the EEA or the UK, as applicable, and the Notes may have a different regulatory treatment, which may impact the value of the Notes and their liquidity in the secondary market. Certain information with respect to the credit rating agencies and ratings is set out on the cover of this Offering Circular.

INFORMATION INCORPORATED BY REFERENCE

The following documents shall be deemed to be incorporated in, and form part of, this Offering Circular:

(a) Republic of South Africa Budget Review 2024 dated 21 February 2024 (the "**Budget Review 2024**"), available at https://www.treasury.gov.za/documents/national%20budget/2024/review/FullBR.pdf;

(b) the Medium Term Budget Policy Statement for the Republic dated 30 October 2024 and published by the National Treasury of the Republic (the "**MTBPS**"), available at https://www.treasury.gov.za/documents/mtbps/2024/mtbps/FullMTBPS.pdf; and

(c) Quarterly Bulletin No. 313 dated September 2024, published by the South African Reserve Bank (the "**September 2024 Quarterly Bulletin**"), available at https://www.resbank.co.za/content/dam/sarb/publications/quarterly-bulletins/quarterly-bulletin-publications/2024/september/Quarterly%20Bulletin%20September%202024.pdf.

All amendments and supplements to this Offering Circular prepared by the Issuer from time to time shall be deemed to be incorporated in, and form part of, this Offering Circular provided, however, that any statement contained in this Offering Circular or in any of the documents incorporated by reference in, and forming part of, this Offering Circular shall be deemed to be modified or superseded for the purpose of this Offering Circular to the extent that a statement contained in any document dated as of a later date modifies or supersedes such statement.

RECENT DEVELOPMENTS

The information included in this section supplements and should be read in connection with the information about the Republic contained in the Budget Review 2024, the MTBPS and the September 2024 Quarterly Bulletin incorporated by reference in this Offering Circular.

Economic and Fiscal Developments

At the time of the Budget Review 2024, the National Treasury projected growth of 1.3 per cent. in 2024. Since the publication of the Budget Review 2024 in February 2024, the South African economy has continued to face considerable uncertainty, resulting in a mild expansion of GDP by only 0.4 per cent. in the first half of 2024 compared with the same period in 2023. However, since late March 2024, the economy benefitted from the suspension of load shedding which guarantees a more consistent energy supply to households and businesses as well as the formation of the government of national unity following the May 2024 democratic elections. Real GDP is now forecast to grow by 1.1 per cent. in 2024 and by an annual average of 1.8 per cent. between 2025 and 2027. See "*—2024 National and Provincial Elections and Political Developments*" below.

Despite some improved sentiment, the economy continues to navigate both global and domestic challenges. On the domestic front, household consumption remains subdued, while investment and trade volumes are constrained by logistics challenges, high input costs, and elevated borrowing costs. The recent monetary policy rate cut and withdrawals under the Two-Pot retirement system could provide some relief to consumers and support near-term growth, but the underlying environment remains challenging. Over the medium term, growth prospects remain modest, shaped by persistent—though gradually easing—supply-side constraints in logistics infrastructure, combined with stable macroeconomic policy. Accelerated and decisive implementation of economic reforms, alongside stronger collaboration between the public and private sectors, is essential to substantially raise average growth in the medium term.

The risks to the economic outlook appear balanced. Globally, inflation remains a key short-term challenge. Positive developments could include easing supply constraints, faster-than-anticipated monetary policy adjustments, and increased multilateral cooperation. On the downside, renewed inflationary pressure could result in a rate-cut pause or a restart of policy rate increase, leading to an increased financial risks, and disruptions to capital flows. Global instability could also arise from election outcomes, protectionism, and weaker Chinese growth. Domestically, risks are similarly balanced. In the near term, a significant uptake of withdrawals following implementation of the Two-Pot system could boost consumption in the near term. While any further monetary policy easing could boost consumption and fixed investment spending. However, fiscal deterioration, renewed inflation, and delayed reforms could dampen growth and business confidence.

For further information concerning the economy of South Africa, public finance and debt of the National Government, see "*Overview of the Issuer*" above.

2024 National and Provincial Elections and Political Developments

The official general election results were announced on 2 June 2024. The ruling ANC remained the largest party in the elections, receiving 40.18 per cent. of the votes cast in respect of the national elections, but lost the parliamentary majority that it had held since 1994. The DA remained the official opposition of the ANC, with 21.81 per cent. of the votes, and uMkhonto weSizwe Party ("**MK Party**") came in third with 14.58 per cent. of the votes. On 14 June 2024, the ANC, the DA, the IFP, the PA and six other parties agreed to form a Government of National Unity, with Cyril Ramaphosa being re-elected President of South Africa. The current Government of National Unity differs from the one that South Africa had, following the seminal elections of 1994 that saw the ANC enter into a Government of National Unity with two other political parties, despite having won an outright majority. The decision to form a Government of National Unity following the 2024 elections was announced as a strategic move aimed at achieving political stability in government. The Progressive Caucus has been formed to serve as an opposition to the GNU and comprises five political parties: MK Party, Economic Freedom Fighters ("**EFF**"), National Coloured Congress ("**NCC**"), United Africans Transformation ("**UAT**") and African Transformation Movement ("**ATM**"). See also "*Risk Factors—Risks Relating to South Africa— South Africa may be unable to meet its economic growth and reform objectives due to political and other factors which may adversely affect the performance of the South African economy.*"

On 14 June 2024, the ANC issued a "Statement of Intent of the 2024 Government of National Unity" setting out general foundational principles of the GNU, a basic minimum program of priorities (including rapid, inclusive and sustainable economic growth, the promotion of fixed capital investment and industrialization, job creation, transformation, livelihood support, land reform, infrastructure development, structural reforms and transformational change, fiscal sustainability and the sustainable use of national resources and endowments) and modalities of operation, including dispute resolution.

The table below sets out the National and Provincial Assembly seats secured by political parties following the June 2024 general elections.

Political Party	Number of seats in National Assembly	Percentage of vote
		(%)
African National Congress	159	40.18
Democratic Alliance	87	21.81
uMkhonto weSizwe	58	14.58
Economic Freedom Fighters	39	9.52
Inkatha Freedom Party	17	3.85
Patriotic Alliance	9	2.06
Freedom Front Plus	6	1.36
ActionSA	6	1.20
African Christian Democratic Party	3	0.60
United Democratic Movement	3	0.49
Rise Mzansi	2	0.42
Build One South Africa	2	0.41
African Transformation Movement	2	0.40
Al Jama-ah	2	0.24
National Coloured Congress	2	0.23
Pan Africanist Congress of Azania	1	0.23
United Africans Transformation	1	0.22
Good	1	0.18
Other[1]	—	2.02
Total	**400**	**100.00**

Note:

[1] Other includes the remaining political parties that did not obtain any of the 400 National Assembly seats, but obtained votes.

Source: IEC.

The table below sets out the NCOP seats secured by political parties following the June 2024 general elections.

Political Party	Permanent	Special
African National Congress	24	19
Democratic Alliance	12	8
Economic Freedom Fighters	8	2
uMkhonto weSizwe	5	4
Freedom Front Plus	2	—
Inkatha Freedom Party	1	1
Patriotic Alliance	1	1
United Democratic Movement	1	—
ActionSA	—	1
Total	**54**	**36**

Source: Parliament of the Republic of South Africa

Public Sector Enterprises

The National Government owns a number of public enterprises (otherwise known as state-owned companies). The financial position of state-owned companies remains distressed. Despite several operational improvements, most major state-owned companies continue to post net losses and fall short of performance targets. Many remain unable to fund their operations and debt obligations adequately without state support. They are also unable to optimally invest in infrastructure, with many entities requiring some form of state support to implement their recovery plans. The National Government aims to pursue a sustainable turnaround at these companies while maintaining service delivery. The Government also intends to attract private-sector involvement with the aim of improving efficiency and increasing competition. However, in the medium term, state-owned companies are likely to continue to face high borrowing costs as poor governance and operations limit their access to funding. Entities with weak and highly leveraged balance sheets, poor cash generation and significant refinancing risks may face difficulty in raising capital.

- **Eskom**: Eskom remains dependent on government support through its debt-relief arrangement. The utility has begun to strengthen its performance, with no power cuts since March 2024 and improved profitability. However, escalating municipal debt arrears continue to negatively affect its financial performance. For additional information on the electricity supply in South Africa, see *"Risk Factors—Risks Relating to South Africa—The Republic's economy remains vulnerable to external shocks and fluctuations in regional and international economic conditions and by more general "contagion" effects, which could have an adverse effect on the Republic's economic growth and fiscal position."*

  The debt-relief arrangement granted to Eskom intends to strength its balance sheet, with the aim of enabling it to restructure and undertake the investment and maintenance needed to support stable electricity supply aligned with national needs. Given Eskom's failure to dispose of the Eskom Finance Company by 31 March 2024, the National Treasury reduced Eskom's debt-relief allocation from R78 billion to R76 billion in 2023/24. Should Eskom fail to dispose of the Eskom Finance Company by 31 March 2025, Eskom's allocation for 2024/25 will be reduced by R2 billion to R64 billion.

  In April 2024, the Eskom Debt Relief Act was amended to ensure that market-related interest is charged. Additionally, in June 2024 the National Treasury disbursed an R8 billion interest-bearing loan as part of the debt-relief allocation for 2024/25. As of 27 September 2024, Eskom has paid R91 million in interest to the National Treasury for its debt-relief loans. The National Treasury is currently working with Eskom to aim to finalise the takeover of R70 billion of Eskom's loan portfolio by 2025/26. See also *"Risk Factors—Risks Relating to South Africa—The Republic's growth rate and fiscal situation have continued to experience challenges and further adverse changes in domestic or international economic conditions could have an adverse effect on the Republic's fiscal position."*

- **The Land Bank**: The Land Bank has remained in default on its debt obligations since April 2020. On 9 September 2024, the Land Bank reported that an agreement had been reached with its lenders up to 2028 to cure the default, with the goal of growing its loan book. This will require the Land Bank to improve the quality of its lending, strengthen organisational capacity and scale up its developmental lending in a financially sustainable manner.

- **Transnet**: Transnet's poor performance over the past five years has been characterised by declining freight volumes, underinvestment, inadequate maintenance and shortages of rolling stock, resulting in deteriorating financial performance and a weak balance sheet. The company continues to face significant operational difficulties, with marginal improvements reported since the implementation of the recovery plan in the last quarter of 2023/24. The recovery plan aims to curtail declining rail volumes and return operations to financially sustainable levels.

  Although Transnet has accessed capital markets in recent years, its ability to raise more funding is constrained by accumulated debt levels. These in turn have led to unsustainable interest costs and refinancing risk, resulting in liquidity pressures. Optimising the entity's capital structure and returning it to profitability will require Transnet to shed non-core assets, reduce its current cost structure and explore alternative funding models for infrastructure and maintenance, such as project finance, third-party access, concessions and joint ventures.

  In December 2023, the National Government granted Transnet a R47 billion guarantee facility to secure new funding to implement its recovery plan in line with the Cabinet-approved Roadmap for Freight Logistics. To effect the roadmap, Transnet is working with the National Logistics Crisis Committee, composed of government departments, rail and port users and independent experts. Key areas identified to improve operational performance in the short term include accelerating capital spending on operational equipment, allocating capital for the rehabilitation of rail infrastructure and returning old locomotives to service. See also *"Risk Factors—Risks Relating to South Africa—The Republic's growth rate and fiscal* *situation have continued to experience challenges and further adverse changes in domestic or international economic conditions could have an adverse effect on the Republic's fiscal position."*

- **South African National Roads Agency Limited**: A halt in toll collections as part of the Gauteng Freeway Improvement Programme has put the South African National Roads Agency Limited ("**SANRAL**") under fiscal pressure. To mitigate these pressures, the National Government and Gauteng Province have taken over R47 billion of the SANRAL's outstanding liabilities. In 2024/25 and over the medium term, Gauteng Province's contribution will amount to R13.1 billion, while the National Government will provide R4.4 billion, with further commitments beyond this period. These measures aim to bolster SANRAL's ability to enhance, rehabilitate and expand the toll road network to help ensure its long-term sustainability and capacity to meet growing infrastructure demands.

- **Road Accident Fund**: The Road Accident Fund ("**RAF**") is a fiscal risk of the National Government. Provisions, which account for the bulk of the RAF's liabilities, are expected to grow from R352.8 billion in 2023/24 to R422.6 billion in 2027/28. Although revenue from the RAF levy is projected to increase from R49.1 billion in 2023/24 to R67.6 billion in 2027/28, the Fund's financial position is projected to deteriorate over this period. Expenditure is anticipated to rise from R49.5 billion in 2023/24 to R89.7 billion in 2027/28, largely due to an increase in settled claims driven by the Fund's improved operational efficiencies and a growing number of claims requested but not yet paid. Furthermore, the number of future claims is expected to grow as more are lodged based on past accidents, further increasing projected payouts.

The Commission

In August 2018, the President established the Judicial Commission of Inquiry into State Capture, Corruption, Fraud and other allegations in the Public Sector (the "**Commission**") to investigate allegations of state capture, corruption, fraud and other allegations in the public sector including organs of state in South Africa. The Commission was granted a final extension until June 15, 2022 to conclude its investigation.

On July 15, 2019, former President Jacob Zuma made his first appearance before the Commission and during the questioning he objected to further questioning. An agreement was reached with the Commission that he would continue to participate and would, therefore return on a later date. Former President Zuma attended the Commission's proceedings on November 16 and 17, 2020. On November 16, 2020, an application was made by former President Zuma for the recusal of the Chairperson of the Commission and on November 19, 2020 the Chairperson dismissed the recusal application. Thereafter, the Commission was informed that former President Zuma had decided to excuse himself from the proceedings and it transpired that former President Zuma had left without the Chairperson's permission.

In December 2020, the Commission made an application to the Constitutional Court wherein it sought to compel former President Zuma to appear before the Commission and to declare that his conduct of leaving the Commission without permission to be unlawful. On January 21, 2021, the Constitutional Court ordered former President Zuma to obey all summonses and directives lawfully issued by the Commission and directed him to appear and give evidence before the Commission on the dates determined by it. Former President Zuma did not attend the Commission as required and in February 2021, the Commission approached the Constitutional Court seeking an order declaring that former President Zuma is guilty of contempt of court and sentencing him to imprisonment for a period of two years. On June 21, 2021, the Constitutional Court declared former President Zuma guilty of the crime of contempt of court for failure to comply with the order made by the Constitutional Court and he was sentenced to 15 months' imprisonment. On July 7, 2021, former President Zuma handed himself to the police. The incarceration of former President Zuma was followed by violent protest in parts of Gauteng and KwaZulu-Natal provinces which escalated into looting. On September 5, 2021 the Department of Correctional Services confirmed that former President Zuma was placed on medical parole.

The Commission concluded its investigations on January 1, 2022, and issued the first part of its report on January 4, 2022 and the fifth and final part of its report on June 22, 2022. The five parts of the Commission's published report provide recommendations that deal with accountability of individuals and that call for institutional reforms, particularly in relation to public procurement policy, whistle-blowing laws and the governance of state-owned companies. Over the medium term, the government will devote considerable attention to strengthening its fight against corruption and addressing the recommendations of the report. In the 2022 Budget, the National Treasury detailed its plans to engage with relevant departments and financial regulators on how to respond to the Commission's findings on improving the regulation of cash transactions and public-sector procurement. The response also aims to address specific allegations of wrongdoing and how regulation laws can be strengthened to prevent future abuses. In the 2024 Budget, the National Treasury has allocated R627.8 million to the Department of Justice and Constitutional Development over the medium term to implement recommendations of the Financial Action Task Force and the Commission.

DESCRIPTION OF THE NOTES

The Notes

The Notes are to be issued pursuant to an Agency Agreement, dated as of 19 November 2024 (the "**Agency Agreement**"), between, among others, South Africa and Citibank, N.A., London Branch, as Fiscal Agent (the "**Fiscal Agent**") and Registrar (the "**Registrar**") and Transfer Agent. The following statements briefly summarize some of the terms of the Notes and the Agency Agreement. Such statements are qualified in their entirety by reference to the Agency Agreement and to the form of the Global Certificates, described below.

The 2036 Notes, issued in an aggregate principal amount of U.S.$2,000,000,000, bear interest at the rate of 7.100 per cent. per annum and mature on 19 November 2036. The 2054 Notes, issued in an aggregate principal amount of U.S.$1,500,000,000, bear interest at the rate of 7.950 per cent. per annum and mature on 19 November 2054. Interest on the Notes is payable semi-annually on 19 May and 19 November of each year, commencing 19 May 2025. If a payment date falls on a day which is not a business day, payment will be made on the next succeeding business day. Interest payable on a particular interest payment date will be calculated on the basis of a 360-day year, consisting of twelve 30-day months.

The Notes are not redeemable prior to maturity and are not entitled to the benefit of any sinking fund. At maturity, the Notes will be redeemed at par. Nevertheless, South Africa may at any time repurchase the Notes at any price in the open market or otherwise. South Africa may hold or resell the Notes it purchases or may surrender them to the Fiscal Agent for cancellation.

The Fiscal Agent is not a trustee for the holders of the Notes and does not have the same responsibilities or duties to act for such holders as would a trustee.

Nature of Obligation; Negative Pledge

The Notes constitute and will constitute direct, general, unconditional, and unsecured external indebtedness of South Africa (which shall mean all indebtedness of South Africa in respect of moneys borrowed by South Africa and guarantees given by South Africa for moneys borrowed by others which is expressed or denominated in a currency or currencies other than South African rand or which is, at the option of the person entitled thereto, payable in a currency or currencies other than South African rand) and will rank, without any preference among themselves and equally, with all other external indebtedness of South Africa. It is understood that this provision shall not be construed so as to require South Africa to make payments under the Notes ratably with payments being made under any other external debt.

The full faith and credit of South Africa will be pledged for the due and punctual payment of, and the due and timely performance of all of South Africa's obligations relating to, the Notes. Amounts payable in respect of principal of and interest on the Notes will be charged upon and be payable out of the National Revenue Fund of the South African government, where the public revenues of the South African government are deposited, equally and ratably with all other amounts so charged and amounts payable in respect of all other general loan obligations of the South African government.

So long as any of the Notes remain outstanding, the South African government will not create any mortgage, pledge, lien or other arrangement creating security upon any of its present or future revenues or assets to secure any present or future debt of the South African government, including:

- moneys borrowed by the South African government, and
- guarantees given by the South African government of debts incurred by other parties which are denominated or payable in a currency other than the South African rand, without equally and ratably securing the outstanding Notes. The South African government may, however, create security on goods or other assets provided to or acquired by it and securing a sum not greater than the purchase price, including interest and other related charges, of these goods or assets and related services.

Currency Transfer Guarantee

The Notes will benefit from a currency transfer guarantee of the South African Reserve Bank, under which the South African Reserve Bank, in its capacity as the agent for the Minister of Finance for purposes of enforcement of South African Exchange Control Regulations, will irrevocably and unconditionally guarantee that the transfer to the Fiscal Agent of all sums in the amount and in the currency required for the fulfilment of the financial obligations arising from the Notes and the Agency Agreement will be authorized in good time, under all circumstances and without any limitations, notwithstanding any restrictions that may be in force at that time in South Africa and without any obligation of a holder of Notes or the Fiscal Agent to submit an affidavit or to comply with any other formality.

Aggregated Collective Action Debt Securities

The Notes are aggregated collective action debt securities and will contain provisions regarding acceleration and voting on amendments, modifications, changes and waivers that differ from those applicable to other outstanding external indebtedness of the Republic. These provisions are referred to as "collective action clauses." Under these provisions, the Republic may amend the payment provisions of the Notes and other reserved matters listed in the Notes with the consent of the holders of: (1) with respect to the Notes only, more than 75 per cent. of the aggregate principal amount of the outstanding Notes; (2) with respect to two or more series of debt securities (including the Notes), if certain "uniformly applicable" requirements are met, more than 75 per cent. of the aggregate principal amount of the outstanding debt securities of all series affected by the proposed modification, taken in the aggregate; or (3) with respect to two or more series of debt securities (including the Notes), more than 66 2⁄3 per cent. of the aggregate principal amount of the outstanding bonds of all series affected by the proposed modification, taken in the aggregate, and more than 50 per cent. of the aggregate principal amount of the outstanding debt securities of each series (including the Notes) affected by the proposed modification, taken individually. See also "*—Meetings and Notice*" and "*—Amendments and Waivers*" below.

Form, Denominations and Registration

The statements set forth in this Offering Circular in this subsection and in "*—Definitive Notes*" include summaries of certain rules and procedures of DTC, Euroclear and Clearstream, Luxembourg that affect transfers of interests in the Notes.

Notes of each series that are sold in reliance on Regulation S (the "**Regulation S Notes**") will be represented by a global certificate in fully registered form, without coupons attached (each, a "**Regulation S Global Certificate**"), which will be deposited with a common depositary and registered in the name of the common depositary or its nominee for the account of Euroclear and Clearstream, Luxembourg. Ownership of beneficial interests in the Regulation S Global Certificates will be limited to persons that have accounts with Euroclear and/or Clearstream, Luxembourg or persons that may hold interests through such participants. By acquisition of a beneficial interest in the Regulation S Global Certificates, the purchaser thereof will be deemed to represent, among other things, that it acquired such beneficial interest in accordance with Regulation S and that it will only offer, sell, pledge or otherwise transfer such beneficial interest in accordance with the requirements set out in *"Selling and Transfer Restrictions*".

Notes of each series that are sold in reliance on Rule 144A (the "**Rule 144A Notes**") will be represented by one or more global certificate(s) in fully registered form, without coupons attached (each, a "**Rule 144A Global Certificate**"), which will be deposited with a custodian for, and registered in the name of Cede & Co., as nominee of DTC. Beneficial interests in a Rule 144A Global Certificate may only be held through DTC or its participants at any time. Beneficial interests in a Rule 144A Global Certificate may only be held by persons who are QIBs, holding their interests for their own account or for the account of one or more QIBs. By acquisition of a beneficial interest in a Rule 144A Global Certificate, the purchaser thereof will be deemed to represent, among other things, that it is a QIB and that, if in the future it determines to transfer such beneficial interest, it will transfer such interest in accordance with the procedures and restrictions contained in the Rule 144A Global Certificates and the requirements set out in "*Selling and Transfer Restrictions*".

The Regulation S Global Certificates and the Rule 144A Global Certificates are referred to herein as the "**Global Certificates**". Beneficial interests in Global Certificates will be subject to certain restrictions on transfer set out therein and under "*Selling and Transfer Restrictions*" and in the Agency Agreement and such Global Certificates will bear a legend as set out under "*Selling and Transfer Restrictions*".

No beneficial interest in a Regulation S Global Certificate may be transferred to a person who takes delivery in the form of a beneficial interest in a Rule 144A Global Certificate unless (i) the transfer is to a person that is a QIB, (ii) such transfer is made in reliance on Rule 144A, and (iii) the transferor provides the Registrar with a written certification substantially in the form set out in the Agency Agreement to the effect that the transferor reasonably believes that the transferee is a QIB, that the transfer is being made in a transaction meeting the requirements of Rule 144A and that such transaction is in accordance with any applicable securities laws of any state of the United States or any other jurisdiction. No beneficial interest in a Rule 144A Global Certificate may be transferred to a person who takes delivery in the form of a beneficial interest in a Regulation S Global Certificate unless the transfer is in an offshore transaction in reliance on Regulation S and the transferor provides the Registrar with a written certification substantially in the form set out in the Agency Agreement to the effect that the transfer is being made in accordance with Regulation S.

Any beneficial interest in a Regulation S Global Certificate that is transferred to a person who takes delivery in the form of an interest in a Rule 144A Global Certificate will, upon transfer, cease to be an interest in such Regulation S Global Certificate and become an interest in a Rule 144A Global Certificate, and, accordingly, will thereafter be subject to all transfer restrictions and other procedures applicable to beneficial interests in a Rule 144A Global Certificate for as long as it remains such an interest. Any beneficial interest in a Rule 144A Global Certificate that is transferred to a person who takes delivery in the form of an interest in a Regulation S Global Certificate will, upon transfer, cease to be an interest in the Rule 144A Global Certificate and become an interest in a Regulation S Global Certificate and, accordingly, will thereafter be subject to all transfer restrictions and other procedures applicable to beneficial interests in a Regulation S Global Certificate for so long as it remains such an interest. No service charge will be made for any registration of transfer or exchange of Notes, but the Republic may require payment of a sum sufficient to cover any tax or other governmental charge payable in connection therewith.

For so long as the Notes are represented by the relevant Global Certificate held on behalf of DTC, Euroclear and/or Clearstream, Luxembourg, each person (other than DTC, Euroclear or Clearstream, Luxembourg) who is for the time being shown in the records of DTC, Euroclear or of Clearstream, Luxembourg as the holder of a particular nominal amount of such Notes (each an "**Accountholder**") (in which regard any certificate or other document issued by DTC, Euroclear or Clearstream, Luxembourg (as the case may be) as to the nominal amount of such Notes standing to the account of any person shall be conclusive and binding for all purposes save in the case of manifest error) shall be treated by South Africa and the Agents as the holder of such nominal amount of such Notes for all purposes other than with respect to the payment of principal or interest on such nominal amount of such Notes, for which purpose the registered holder of the relevant Global Certificate shall be treated by the Issuer and any Agent as the holder of such nominal amount of such Notes in accordance with and subject to the terms of the relevant Global Certificate and the expressions "**holder of Notes**" and related expressions shall be construed accordingly.

None of the Issuer, the Fiscal Agent or any of their respective agents will have any responsibility or be liable for any aspect of the records relating to the book-entry interests.

Payment

For so long as the Notes are represented by the relevant Global Certificate held on behalf of DTC, Euroclear and/or Clearstream, Luxembourg, the common depositary or its nominee as the holder of the relevant Global Certificate for the account of DTC, Euroclear and/or Clearstream, Luxembourg shall be the only person entitled to receive payments in respect of Notes represented by such Global Certificate and South Africa will be discharged by payment to, or to the order of, such holder of the relevant Global Certificate in respect of each amount so paid and each Accountholder must look solely to DTC, Euroclear or Clearstream, Luxembourg, as the case may be, for their share of each payment so made by South Africa to, or to the order of, the holder of such Global Certificate.

Payments of principal and interest to Accountholders in respect of book-entry interests in Regulation S Global Certificates held through Euroclear and Clearstream, Luxembourg will be made in accordance with the settlement and clearing procedures of Euroclear and Clearstream, Luxembourg. Payments of principal and interest to Accountholders in respect of book-entry interests in Rule 144A Global Certificates held through DTC will be made in accordance with applicable DTC rules and procedures. None of the Issuer, the Fiscal Agent or the Registrar and Transfer Agent will have any responsibility or liability for any aspect of any participant's records, policies or procedures relating to, or for payments made on account of, beneficial interests in the relevant Global Certificate or for any other aspect of the relationship between DTC, Euroclear or Clearstream, Luxembourg, as the case may be, and their participants, or for maintaining, supervising or reviewing any records relating to such beneficial interests.

All payments on principal and interest on the relevant Global Certificate will be made in immediately available funds.

Upon receipt of any payment in respect of the Notes (including principal, premium (if any) and interest), DTC, Euroclear and/or Clearstream, Luxembourg, as applicable, will distribute payment to participants on the payment date, in amounts proportionate to their respective holdings in the principal amount of beneficial interests in the relevant Global Certificate as shown on the records of DTC, Euroclear and/or Clearstream, Luxembourg. The Issuer expects that payments by participants to owners of beneficial interests in the relevant Global Certificate held through such participants will be governed by standing instructions and customary practices and will be the responsibility of such participants and will not be the responsibility of DTC, Euroclear and/or Clearstream, Luxembourg, the Fiscal Agent, the Registrar and Transfer Agent or the Issuer.

Prescription

To the extent permitted by applicable law, the Notes will become void unless presented for payment within a period of 10 years following (i) the maturity date or (ii) if payment in full has not been received by the Fiscal Agent or Paying Agent on or prior to the maturity date, the date on which notice is given to holders of the Notes that payment in full has been received.

Definitive Notes

South Africa will cause Notes to be issued in definitive form in exchange for Notes only if (i) an event of default has occurred and is continuing as described under "—*Events of Default; Acceleration*"; or (ii) in the case of the Regulation S Notes only, if South Africa has been notified that both Euroclear and Clearstream, Luxembourg are closed for business for a continuous period of 14 days (other than by reason of holidays, statutory or otherwise) or announce an intention to permanently cease business or in fact do so and no successor or alternative clearing system is available, or (iii) in the case of the Rule 144A Notes only, if DTC or the nominee thereof notifies South Africa in writing that it is no longer willing or able to discharge its responsibilities as depositary for the Notes properly or DTC ceases to be a clearing agency registered under the U.S. Securities Exchange Act of 1934, as amended, or if at any time DTC is no longer eligible to act as such, and South Africa is unable to locate a qualified successor within 90 days after receiving such notice or becoming aware of such ineligibility on the part of DTC. If any of the above events occurs, South Africa will reissue the relevant Notes in fully certificated, registered form in minimum denominations of U.S.$200,000 and integral multiples of U.S.$1,000 in excess thereof and will (except as otherwise required by law) recognize the registered holders of the relevant definitive Notes as holders under the Agency Agreement. Each such Note will be numbered serially with an identifying number which will be recorded on the relevant Note and in the register of holders (the "**Register**") which South Africa will procure to be kept by the Registrar. Title to such Notes in definitive form passes only by registration in the relevant Register. A person having an interest in such Notes must provide the Registrar with (i) a written order containing instructions and such other information as South Africa and the Registrar may require to complete, execute and deliver such Notes and (ii) in the case of the Rule 144A Notes only, a fully completed, signed certification substantially to the effect that the exchanging holder is not transferring its interest at the time of such exchange or, in the case of simultaneous sale pursuant to Rule 144A, to a purchaser that the transferor reasonably believes to be a QIB. Certificates issued in exchange for a beneficial interest in the Rule 144A Note shall bear the legend applicable to transfers pursuant to Rule 144A, as set out under "*Selling and Transfer Restrictions."* Payments of principal in respect of definitive Notes will be made against presentation and surrender of the certificate evidencing the relevant definitive Notes at the specified office of the Registrar or such other Agent as shall have been notified to the holders of the relevant definitive Notes for such purpose. Such payments will be made by transfer to the Designated Account of the holder of the relevant definitive Notes (or the first named of joint holders) appearing in the Register at the close of business on the third business day (being for this purpose a day on which banks are open for business in the city where the specified office of the Registrar is located) before the relevant due date. Payments of interest will be made by transfer on the due date to the Designated Account of the holder (or the first named of joint holders) of the relevant Definitive Notes appearing in the Register at the close of business on the fifteenth day (whether or not such fifteenth day is a business day) before the relevant due date (the "**Record Date**"). In the event of the issuance of definitive Notes, South Africa will publish a notice in a leading newspaper with general circulation in London announcing such issuance and, for as long as the Notes are listed on the London Stock Exchange and so long as the rules of the London Stock Exchange so require, the South African Government will maintain a transfer agent and paying agent in the United Kingdom. For these purposes, "**Designated Account**" means the account maintained by a holder with a Designated Bank and identified as such in the Register and "**Designated Bank**" means any bank that processes payments in US Dollars.

A definitive Note will be transferable in whole or in part in an authorized denomination upon the deposit of the certificate evidencing the definitive Notes to be transferred, together with the form of transfer duly endorsed on it completed and executed, at the specified office of any transfer agent. In the case of a transfer of only part of a definitive Note, a new certificate in respect of the balance not transferred will be issued to the transferor.

In the event that definitive Notes are issued, the Paying Agent and its specified office shall be as set forth at the end of this Offering Circular (or as otherwise notified to the holders), and payment of principal will be made only against presentation and surrender of the definitive Notes to the Paying Agent. The South African Government reserves the right at any time to vary or terminate the appointment of any transfer agent and paying agent and to appoint additional or other transfer agents and paying agents. If the South African Government appoints additional or other transfer or paying agents in the United Kingdom, notice of such change will be published in the United Kingdom as set forth in the section entitled "—*Notices*" in this Offering Circular.

Replacement of the Notes

Should any definitive Note be mutilated, lost, stolen or destroyed, it may be replaced on such terms as to evidence and indemnity as the South African Government may require. Mutilated Notes must be surrendered before replacement therefor will be issued. Application for replacement may be made only by the registered holder of the Notes and shall be made at the specified office of the Transfer Agent as set out at the end of this Offering Circular (or as otherwise notified to the holders).

Further Issues

South Africa may from time to time, without notice to or the consent of the registered holders of the Notes, create and issue further notes ranking equally and ratably with the Notes in all respects (or in all respects except for the payment of interest accruing prior to the issue date of such further notes or except for the first payment of interest following the issue date of such further notes) and so that such further notes shall be consolidated and form a single series with the Notes and shall have the same terms as to status, redemption or otherwise as the Notes *provided*, however, that in the case of the Rule 144A Notes only, unless any further notes are issued pursuant to a "qualified reopening" of the original Notes, or are otherwise treated as fungible with the original Notes for U.S. federal income tax purposes, such further notes will have a separate CUSIP, ISIN or Common Code (as applicable) so that they are distinguishable from such Notes.

South African Taxation

The information contained below sets out guidelines on the current position regarding South African taxation for taxpayers who hold as capital assets South African debt securities that are listed on a securities exchange. The information below is intended to be a general guide to the relevant tax laws of South Africa and is not intended as comprehensive advice and does not purport to describe all of the considerations that may be relevant to a prospective purchaser of, or subscriber for, the Notes. Prospective purchasers of, or subscribers for, Notes should consult their own professional advisers in regard to the purchase of, or subscription for, Notes and the tax implications thereof.

Withholding Tax

Under the South African Income Tax Act, 1962, all payments made under the Notes to resident and non-resident holders of the Notes will generally be made free of withholding or deduction for or on account of any taxes, duties, assessments or governmental charges in South Africa.

A final withholding tax on interest ("**WHT**") levied at the rate of 15 per cent., applies to interest payments made from a South African source to foreign persons (i.e. non-residents), which are paid or become due and payable on or after 1 March 2015. Exemptions from WHT include (i) amounts of interest paid by the South African government and (ii) amounts of interest paid in respect of a debt that is listed on a recognised exchange, which includes the main market of the LSE.

Definition of Interest

The references to "interest" above mean "interest" as understood in South African tax law. The statements above do not take account of any different definitions of "interest" or "principal" which may prevail under any other law or which may be created in this Offering Circular or any related documentation.

Terms of South African Government Debt Securities Issuances

If any payment of principal or interest is not exempt as aforesaid, the South African government generally agrees to pay, to the extent permitted by law, such additional amounts as are necessary in order that the net payment, after the imposition of any South African taxes, will not be less than the amount the holder would have received in the absence of South African taxes, except that no such additional amounts shall be payable in respect of:

(a) any South African taxes that are imposed by reason of the failure of the relevant holder or beneficial owner of the Notes to make a declaration of non-residence or other similar claim for exemption to the relevant tax authority; or

(b) any Notes presented for payment more than 30 days after:

(i) the date on which such payment first becomes due; or

(ii) if the full amount of the money payable has not been received by the Fiscal Agent on or prior to such due date, the date on which the full amount of such money having been so received that notice to that effect shall have been duly given in the manner provided in the Agency Agreement, except to the extent that the holder thereof would have been entitled to additional amounts on presenting the same for payment on the expiration of such period of 30 days.

Events of Default; Acceleration

The events of default are:

(1) default in any payment of principal of (and premium, if any, on) or interest on any of the Notes and the continuance of the default for a period of more than 30 days after the due date; or

(2) failure to perform or observe any other obligation under the Notes and the continuance of the default for a period of 60 days following written notice of the default to the South African government at the office of the Fiscal Agent by any holder (except where the failure is not capable of remedy, in which event no notice is required); or

(3) if:

(a) any other present or future external indebtedness becomes due and payable prior to its stated maturity by reason of default, or any such external indebtedness is not paid at its maturity as extended by any applicable grace period, or any external indebtedness in the form of a guarantee is not honored when due and called upon or within any applicable grace period, or

(b) the South African government declares a general moratorium on the payment of any external indebtedness.

If any of the events of default described above occurs and is continuing with respect to the Notes, the holders of at least 25 per cent. of the aggregate principal amount of the Notes outstanding (as defined below) may, by notice to South Africa (with a copy to the Fiscal Agent), declare all the Notes outstanding to be due and payable immediately.

Upon any declaration of acceleration, the principal, interest and all other amounts payable on the Notes outstanding will become immediately due and payable on the date South Africa receives written notice of the declaration, unless South Africa has remedied the event or events of default prior to receiving the notice. The holders of more than 50 per cent. of the aggregate principal amount of the Notes outstanding may rescind a declaration of acceleration if the event or events of default giving rise to the declaration have been cured or waived.

If prior to receipt by South Africa of a demand all defaults have been cured, the Notes may not be declared due and payable immediately. A default with respect to another series of debt securities will not, in itself, constitute a default with respect to, or permit the acceleration of the maturity of, the Notes except as provided in clause (3) above.

Meetings and Notice

A meeting of the holders of Notes may be called at any time to make, give or take any request, demand, authorization, direction, notice, consent, waiver or other action provided for in the Agency Agreement or the Notes, or to modify, amend or supplement the terms of the Notes.

South Africa may at any time call a meeting of the holders of the Notes any such purpose to be held at such time and place as South Africa shall determine.

If the holders of at least 10 per cent. of the aggregate principal amount of the outstanding Notes request in writing a meeting for any such purpose as mentioned above, the Fiscal Agent will call such a meeting.

Notice

The notice of a meeting will set forth the time and the place of such meeting and in general terms the action proposed to be taken at such meeting, including, if applicable, if the meeting is to consider a proposal for a modification of two or more series, an indication of which series of debt securities will be aggregated for purposes of voting on that proposal and the modification method chosen by South Africa for the vote on that proposal and the identity of the modifications calculation agent, if any. This notice shall be given as provided in the terms of the debt securities. In addition, this notice shall be given between 30 and 60 days before the meeting date.

Voting; Quorum

A person who holds outstanding debt securities of a series or is duly appointed to act as proxy for a holder of these debt securities will be entitled to vote at a meeting of holders of the debt securities of that series. At any meeting, other than a meeting to discuss a reserved matter, the persons entitled to vote a majority of the aggregate principal amount of the outstanding securities of a series shall constitute a quorum, and at the reconvening of any such meeting adjourned for a lack of a quorum, the persons entitled to vote 25 per cent. of the aggregate principal amount of the outstanding debt securities in that series. At any meeting to discuss a reserved matter, the persons sufficient to vote to approve such reserved matter modification of the securities of such series shall constitute a quorum.

Regulations

The Fiscal Agent may make such reasonable and customary regulations as it deems advisable for any meeting with respect to:

- the proof of the holding of bearer debt securities of a series;
- the proof of the appointment of proxies in respect of holders of registered debt securities of a series;
- the record date for determining the registered owners of registered debt securities of a series entitled to vote (which date shall be set in a notice provided between 30 and 90 days before the meeting);
- the adjournment and chairmanship of the meeting;
- the appointment and duties of inspectors of votes;
- the submission and examination of proxies, certificates and other evidence of the right to vote; and
- other matters concerning the conduct of the meeting that the Fiscal Agent deems appropriate.

Collective Action

South Africa, the Fiscal Agent and the holders may generally modify or take actions that are not a "technical modification" or a change to a "reserved matter" with respect to the Agency Agreement or the terms of the Notes:

- the affirmative vote of the holders of more than 50 per cent. in aggregate principal amount of the outstanding Notes that are represented at a duly called and held meeting; or
- the written consent of the holders of more than 50 per cent. of the aggregate principal amount of the outstanding Notes.

However, the holders may approve, by vote or consent through one of three modification methods, any proposed modification by South Africa that would do any of the following:

- change the due date for the payment of the principal of or interest on the debt securities of that series;

- reduce any amounts payable on the debt securities of that series;

- reduce the amount of principal payable upon acceleration of the maturity of the debt securities of such series;

- reduce the interest rate of the debt securities of that series;

- change the payment currency or places of payment for the debt securities of that series;

- permit early redemption of the debt securities of that series or, if early redemption is already permitted, set a redemption date earlier than the date previously specified or reduce the redemption price;

- change South Africa's obligation to pay any additional amounts under the debt securities of that series;

- change the definition of "uniformly applicable", "reserved matter" or "reserved matter modification" with respect to the debt securities of that series;

- change the governing law provision of the debt securities of that series;

- reduce the percentage of holders of debt securities required for the taking of any action pursuant to the modification provisions or change the definition of "Outstanding" with respect to the debt securities of that series;

- change the courts to the jurisdiction of which South Africa has submitted; its obligation to appoint and maintain an agent of process in The City of New York; or South Africa's waiver of immunity, in respect of actions or proceedings brought by any holders of the debt securities of such series;

- in connection with an exchange offer for the debt securities of such series, amend any Event of Default as set forth in the terms of the debt securities of the series;

- change the status of the debt securities of that series, as described under the heading "*—Nature of Obligation; Negative Pledge*" above;

South Africa refers to the above subjects as "reserved matters." A change to a reserved matter, including the payment terms of the debt securities, can be made without the consent of individual holders, as long as the change is approved, pursuant to one of the three following modification methods:

(1) where such proposed modification would affect the Notes, by vote or consent of the holders of more than 75 per cent. of the aggregate principal amount of the outstanding debt securities of such a series affected by the proposed modification;

(2) where such proposed modification would affect the outstanding debt securities of two or more series (including the Notes), by vote or consent of the holders of more than 75 per cent. of the aggregate principal amount of the outstanding debt securities of all of the series affected by the proposed modification, taken in the aggregate, if certain "uniformly applicable" requirements are met; or

(3) where such proposed modification would affect the outstanding debt securities of two or more series (including the Notes), by vote or consent of the holders of more than 66 2/3 per cent. of the aggregate principal amount of the outstanding debt securities of all of the series affected by the proposed modification, taken in the aggregate, and the holders of more than 50 per cent. of the aggregate principal amount of the outstanding debt securities of each series (including the Notes) affected by the modification, taken individually.

"**Uniformly applicable**," as referred to above, means a modification by which holders of debt securities of all series affected by that modification are invited to exchange, convert or substitute their debt securities on the same terms for (x) the same new instruments or other consideration or (y) new instruments or other consideration from an identical menu of instruments or other consideration. A modification that is not uniformly applicable shall be undertaken by the third method of modification described above, while a uniformly applicable modification may be undertaken by the second or third method described above at the discretion of South Africa.

Subject to the above, South Africa may select, in its discretion, any modification method for a reserved matter modification in accordance with the Agency Agreement and to designate which series of debt securities will be included for approval in the aggregate of modifications affecting two or more series of debt securities. Any selection by South Africa of a modification method or designation of series to be included will be final for the purpose of that vote or consent solicitation.

Before soliciting any consent or vote of any holder of debt securities for any change to a reserved matter, South Africa will provide the following information to the Fiscal Agent for distribution to the holders of debt securities of any series that would be affected by the proposed modification:

- a description of South Africa's economic and financial circumstances that are in South Africa's opinion relevant to the request for the proposed modification, a description of South Africa's existing debts and a description of its broad policy reform program and provisional macroeconomic outlook;

- if South Africa shall at the time have entered into an arrangement for financial assistance with multilateral and/or other major creditors or creditor groups and/or an agreement with any such creditors regarding debt relief, (x) a description of any such arrangement or agreement and (y) where permitted under the information disclosure policies of the multilateral or other creditors, as applicable, a copy of the arrangement or agreement;

- a description of South Africa's proposed treatment of external debt instruments that are not affected by the proposed modification and its intentions with respect to any other major creditor groups; and

- if South Africa is then seeking any reserved matter modification affecting any other series of debt securities, a description of that proposed modification.

For the purpose either of administering a vote of holders of securities or seeking the written consent of holders of securities, including for calculating the principal amount of the securities of any series eligible to participate in such a vote or consent solicitation and for calculating the principal amount of securities of any series that have given consent with respect to a modification, South Africa may appoint a calculation agent. The Fiscal Agent shall notify the holders of all securities eligible to participate in such a vote or consent solicitation of the methodology, as determined by the calculation agent, by which the principal amount of each series of securities eligible to participate in that vote or consent solicitation will be calculated. This notification shall be given in writing not less than five (5) days prior to the meeting of holders of securities at which such vote shall occur or, in the case of a consent solicitation for written consent, at the time such solicitation is made. The calculation agent shall provide the Fiscal Agent with the methodology at least five (5) business days before the Fiscal Agent is required to provide the notification thereof.

For purposes of determining whether the required percentage of holders of any series of the securities has approved any amendment, modification or change to, or waiver of, the securities of that series or the Agency Agreement, or whether the required percentage of holders has delivered a notice of acceleration of the securities of that series, securities of that series owned, directly or indirectly, by South Africa or any public sector instrumentality of South Africa will be disregarded and deemed not to be outstanding, except that in determining whether the Fiscal Agent shall be protected in relying upon any amendment, modification, change or waiver, or any notice from holders, only securities of that series that the Fiscal Agent knows to be so owned shall be so disregarded. As used in this paragraph, "**public sector instrumentality**" means the South African Reserve Bank, any department, ministry or agency of the South African government or any corporation, trust, financial institution or other entity owned or controlled by the South African government or any of the foregoing, and "**control**" means the power, directly or indirectly, through the ownership of voting securities or other ownership interests or otherwise, to direct the management of or to elect or appoint a majority of the board of directors or other persons performing similar functions in lieu of, or in addition to, the board of directors of a corporation, trust, financial institution or other entity.

If both South Africa and the Fiscal Agent agree, they may, without the vote or consent of any holder of debt securities of a series, modify, amend or supplement the Agency Agreement or the debt securities of any series for the purpose of:

- adding to the covenants of South Africa;
- surrendering any right or power conferred upon South Africa;
- securing the debt securities of that series pursuant to the requirements of the debt securities or otherwise;
- curing any ambiguity or curing, correcting or supplementing any defective provision contained in the Agency Agreement or in the debt securities of that series; or
- amending the Agency Agreement or the debt securities of that series in any manner which South Africa and the Fiscal Agent may determine and which does not adversely affect the interest of any holder of debt securities of that series in any material respect.

South Africa refers to the above matters as "technical modifications." Any modification, amendment or supplement approved in the manner described in this section shall be binding on the holders of debt securities of such series.

For the purposes of this Offering Circular, "outstanding" debt securities do not include:

- debt securities cancelled or delivered for cancellation to the Fiscal Agent, or held by the Fiscal Agent for reissuance but not reissued;
- debt securities called for redemption; or
- debt securities in lieu of or in substitution for which other securities shall have been authenticated and delivered.

Notices

All notices to holders will be deemed to be validly given if mailed to them by first class mail or (if posted to an address overseas) by airmail to the holders (or the first of any joint named holders) at their respective addresses in the Register and will be deemed to have been given on the fourth day after mailing and, in addition, for so long as the Notes are listed on the London Stock Exchange and the rules of the London Stock Exchange so require, such notice will be published on the website of the London Stock Exchange and/or in a daily newspaper of general circulation in the place or places required by those rules.

There may, so long as the relevant Global Certificate representing the Notes are held in their entirety on behalf of DTC, Euroclear and/or Clearstream, Luxembourg, be substituted for such publication in such newspaper(s) or such websites or such mailing the delivery of the relevant notice to DTC, Euroclear and/or Clearstream, Luxembourg for communication by them to holders of the Notes and, in addition, for so long as any Notes are listed on the London Stock Exchange and the rules of the London Stock Exchange so require, such notice will be published on the website of the London Stock Exchange and/or in a daily newspaper of general circulation in the place or places required by those rules. Any such notice shall be deemed to have been given to the Noteholders on the day on which such notice is delivered to DTC, Euroclear and/or Clearstream, Luxembourg (as the case may be) as aforesaid.

Governing Law; Consent to Service

The Agency Agreement and the Notes will be governed by and construed in accordance with the laws of the State of New York, except with respect to all matters governing South Africa's authorization of issuance and execution of the Notes, which will be governed by the laws of the Republic of South Africa.

The South African government will accept the jurisdiction of any State or federal court in the Borough of Manhattan, The City of New York, in respect of any action arising out of or based on the Notes that may be maintained by any holder of those Notes. The South African government will appoint Cogency Global Inc. to be its authorized agent upon whom process in any such action may be served. The South African government will irrevocably waive any immunity to which it might otherwise be entitled in any action arising out of or based upon the Notes brought in any State or Federal court in the Borough of Manhattan, The City of New York. The South

African government is also subject to suit in competent courts in the Republic of South Africa to the extent permitted by South African law.

This appointment of an agent for service of process will be irrevocable until all amounts in respect of the principal of (and premium, if any), and any interest due and to become due on or in respect of all of the Notes have been provided to the Fiscal Agent pursuant to the terms of the Agency Agreement and either paid or returned to the South African government as provided in the Agency Agreement, except that, if for any reason, the authorized agent ceases to be able to act as such authorized agent or ceases to have an address in the United States, the South African government will appoint another person in The City of New York, selected in its discretion, as its authorized agent.

Neither the appointment of an authorized agent for service of process nor the waiver of immunity includes actions brought under the United States federal securities laws. In the absence of a waiver of immunity by the South African government with respect to such actions it would not be possible to obtain a United States judgment in such an action against the South African government unless a court were to determine that the South African government is not entitled under the Foreign Sovereign Immunities Act of 1976 to sovereign immunity with respect to such action.

TAXATION

South Africa

The information contained below sets out guidelines on the current position regarding South African taxation for taxpayers who hold as capital assets South African debt securities that are listed on a securities exchange. The information below is based upon the law as in effect on the date of this Offering Circular and is subject to any change in law that may take effect after such date. The information below is intended to be a general guide to the relevant tax laws of South Africa and is not intended as comprehensive advice and does not purport to describe all of the considerations that may be relevant to a prospective purchaser of, or subscriber for, debt securities. Prospective purchasers of, or subscribers for, debt securities should consult their own professional advisers in regard to the purchase of, or subscription for, debt securities and the tax implications thereof.

Under the South African Income Tax Act, 1962, a final withholding tax on interest ("**WHT**"), levied at the rate of 15 per cent., applies to interest payments made from a South African source to foreign persons (i.e. non-residents), which are paid or become due and payable on or after 1 March 2015. Exemptions from WHT include (i) amounts of interest paid by the South African government and (ii) amounts of interest paid in respect of a debt that is listed on a recognised exchange, which includes the main market of the LSE. Accordingly, all payments made under the Notes to resident and non-resident holders of the Notes will generally be exempt from WHT and be made free of withholding or deduction for or on account of any taxes, duties, assessments or governmental charges in South Africa.

As of the date of this Offering Circular, foreign persons to or for the benefit of which payment is to be made are not required to provide any declaration of non-residence or other similar claim for exemption to the relevant tax authority in order for the above-mentioned exemptions from WHT to apply. If South African law changes, foreign persons to or for the benefit of which payment is to be made may be required to provide such declaration. In the event that such declaration is required but is not provided, the South African government would not be obliged to pay any additional amounts in respect of any WHT that would apply to payments made to any such foreign persons.

United States Taxation

The following is a summary of material U.S. federal income tax consequences of the acquisition, ownership and disposition of Notes. This summary deals only with initial purchasers of Notes at the issue price that will hold the Notes as capital assets (generally, property held for investment). The discussion does not cover all aspects of U.S. federal income taxation that may be relevant to, or the actual tax effect that any of the matters described herein will have on, the acquisition, ownership or disposition of Notes by particular investors, and does not address any U.S. federal estate, gift or alternative minimum tax considerations or any state, local, foreign or other tax laws, the Medicare tax on net investment income, or special tax accounting rules as a result of any item of gross income with respect to the Notes being taken into account in an applicable financial statement. This summary also does not discuss all of the tax considerations that may be relevant to certain types of investors subject to special treatment under the U.S. federal income tax laws (such as financial institutions, insurance companies, individual retirement accounts and other tax-deferred accounts, tax-exempt organizations, dealers in securities or currencies, investors that will hold the Notes as part of straddles, hedging transactions or conversion transactions for U.S. federal income tax purposes, U.S. Holders (as defined below) whose functional currency is not the U.S. dollar or U.S. expatriates or former long-term residents of the United States.

As used herein, the term "**U.S. Holder**" means a beneficial owner of Notes that is, for U.S. federal income tax purposes, (i) an individual citizen or resident of the United States, (ii) a corporation created or organized under the laws of the United States or any State thereof, (iii) an estate the income of which is subject to U.S. federal income tax without regard to its source or (iv) a trust if a court within the United States is able to exercise primary supervision over the administration of the trust and one or more U.S. persons have the authority to control all substantial decisions of the trust, or the trust has validly elected under applicable U.S. Treasury regulations to be treated as a domestic trust for U.S. federal income tax purposes. The term "**Non-U.S. Holder**" means a beneficial owner of Notes that is neither a U.S. Holder nor a partnership.

The U.S. federal income tax treatment of a partner in a partnership that holds Notes will depend on the status of the partner and the activities of the partnership. Prospective purchasers that are partnerships should consult their tax advisers concerning the U.S. federal income tax consequences to their partners of the acquisition, ownership and disposition of Notes by the partnership.

The summary is based on the tax laws of the United States, including the Internal Revenue Code of 1986, as amended, its legislative history, existing and proposed regulations thereunder, published rulings and court decisions, all as currently in effect and all subject to change at any time, possibly with retroactive effect.

U.S. Holders

Payments of Interest

Interest on a Note, including the payment of any additional amounts, will be taxable to a U.S. Holder as ordinary income at the time it is received or accrued, depending on the holder's method of accounting for tax purposes. Interest paid on the Note constitutes income from sources outside the United States. Prospective purchasers should consult their tax advisers concerning the applicability of the foreign tax credit and source of income rules to income attributable to the Notes.

Sale and Retirement of the Notes

A U.S. Holder will generally recognize gain or loss on the sale or retirement of a Note equal to the difference between the amount realized on the sale or retirement and the tax basis of the Note. A U.S. Holder's tax basis in a Note will generally be its U.S. dollar cost. The amount realized does not include the amount attributable to accrued but unpaid interest, which will be taxable as interest income to the extent not previously included in income. Gain or loss recognized by a U.S. Holder on the sale or retirement of a Note will be capital gain or loss and will be long-term capital gain or loss if the Note was held by the U.S. Holder for more than one year. Gain or loss realized by a U.S. Holder on the sale or retirement of a Note generally will be U.S. source. The ability of a U.S. Holder to deduct capital losses is subject to limitations.

Non-U.S. Holders

A Non-U.S. Holder generally will not be subject to United States federal income or withholding taxes on payments of interest or gain realized on the sale or exchange of the Notes, unless (i) such payment or gain is effectively connected with the conduct by the holder of a trade or business in the United States or (ii) in the case of gain realized by an individual Non-U.S. Holder, the Non-U.S. Holder is present in the United States for 183 days or more in the taxable year of the sale, and certain other conditions are met.

Backup Withholding and Information Reporting

Payments of principal and interest on, and the proceeds of sale or other disposition of Notes by a U.S. paying agent or other U.S. intermediary will be reported to the Internal Revenue Service and to the U.S. Holder as may be required under applicable regulations. Backup withholding may apply to these payments if the U.S. Holder fails to provide an accurate taxpayer identification number or certification of exempt status or otherwise fails to comply with the applicable backup withholding requirements. Certain U.S. Holders (including, among others, corporations), are not subject to backup withholding. Backup withholding is not an additional tax. Any amounts withheld under the backup withholding rules from a payment to a U.S. Holder generally may be claimed as a credit against such U.S. Holder's U.S. federal income tax liability, provided that the required information is furnished to the Internal Revenue Service. U.S. Holders should consult their tax advisers as to their qualification for exemption from backup withholding and the procedure for obtaining an exemption.

Certain U.S. Holders are subject to reporting requirements on their ownership of certain foreign financial assets, including debt of foreign entities, if the aggregate value of all of these assets exceeds $50,000 at the end of the taxable year (or $75,000 on any day during the taxable year) by attaching Internal Revenue Service Form 8938 (Statement of Specified Foreign Assets) with their tax return for each year in which they hold an interest in the Notes. The Notes are expected to constitute foreign financial assets subject to these requirements unless the Notes are held in an account at a financial institution. U.S. Holders should consult their tax advisors regarding the application of any reporting requirements to their ownership of the Notes.

Non-U.S. Holders may be required to comply with applicable certification procedures to establish that they are not United States persons in order to avoid the application of these information reporting requirements and backup withholding tax.

SELLING AND TRANSFER RESTRICTIONS

Citigroup Global Markets Limited and Goldman Sachs International (together, the "**Joint Bookrunners**") have, in a subscription agreement (the "**Subscription Agreement**") dated 12 November 2024, jointly and severally agreed to subscribe and pay for, or to procure subscriptions and payment for the Notes at their issue price of 100 per cent. of their principal amount. The Issuer has separately agreed to pay the Joint Bookrunners a combined management and underwriting commission. The net proceeds of the 2036 Notes are expected to be U.S.$1,996,000,000 and the net proceeds of the 2054 Notes are expected to be U.S.$1,497,000,000. A portion of the discounts will be payable to certain BBBEE (Broad Based Black Economic Empowerment) partners of the Joint Bookrunners in accordance with South African law and practice.

In addition, the Issuer has agreed to reimburse the Joint Bookrunners for certain of their expenses in connection with the management of the issue of the Notes. The Joint Bookrunners are entitled in certain circumstances to be released and discharged from their obligations under the Subscription Agreement prior to the issue of the Notes, including in the event that certain conditions precedent are not delivered or met to their satisfaction on the date the Notes are issued. In this situation, the issuance of the Notes may not be completed. Investors will have no rights against the Issuer or Joint Bookrunners in respect of any expense incurred or loss suffered in these circumstances. The Issuer has agreed to indemnify the Joint Bookrunners against certain liabilities in connection with the issue of the Notes.

United States

Due to the following restrictions, purchasers of the Notes in the United States are advised to consult legal counsel prior to making any offer for, resale, pledge or other transfer of the Notes.

Restrictions under the Securities Act

The Notes have not been and will not be registered under the Securities Act and, subject to certain exceptions, may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Notes are being offered, sold or delivered: (a) in the United States only to persons reasonably believed to be QIBs in reliance on Rule 144A or another exemption from, or transaction not subject to, the registration requirements of the Securities Act; and (b) outside the United States in reliance on Regulation S. There will be no public offering of the securities in the United States.

In addition, until 40 days after the commencement of the offering of the Notes, an offer or sale of Notes within the United States by any dealer, whether or not it is participating in the offering of the Notes, may violate the registration requirements of the Securities Act if the offer or sale is made otherwise than in accordance with Rule 144A or another available exemption from registration under the Securities Act.

Rule 144A

Each purchaser of Rule 144A Notes, by accepting delivery of this Offering Circular and the Notes, will be deemed to have represented, agreed and acknowledged that:

1. It is (a) a QIB, (b) acting for its own account, or for the account of a QIB, (c) not formed for the purpose of investing in the Issuer, and (d) aware, and each beneficial owner of such Notes has been advised, that the sale of such Notes to it is being made in reliance on Rule 144A. If it is acquiring any Notes for the account of one or more QIBs, it represents that it has sole investment discretion with respect to each such account and that it has the full power to make the foregoing representations, agreements and acknowledgements on behalf of each such account.

2. It understands that the Rule 144A Notes are being offered only in a transaction not involving any public offering in the United States within the meaning of the Securities Act, and that the Rule 144A Notes have not been and will not be registered under the Securities Act and may not be offered, sold, pledged or otherwise transferred except (a) in accordance with Rule 144A to a person that it and any person acting on its behalf reasonably believe is a QIB purchasing for its own account or for the account of a QIB, (b) in an offshore transaction in accordance with Rule 903 or Rule 904 of Regulation S under the Securities Act, (c) pursuant to an exemption from registration under the Securities Act provided by Rule 144

thereunder (if available) or (d) to the Republic or any of its affiliates, in each case in accordance with any applicable securities laws of any State of the United States.

3. The Issuer has the right to refuse to honour the transfer of an interest in the Rule 144A Notes to a U.S. person who is not a QIB.

4. It understands that the Rule 144A Notes, unless otherwise agreed between the Issuer and the Fiscal Agent in accordance with applicable law, will bear a legend to substantially the following effect:

THE NOTES REPRESENTED HEREBY HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT") OR ANY SECURITIES LAW OF ANY STATE OF THE UNITED STATES. THE HOLDER HEREOF, BY PURCHASING THE NOTES REPRESENTED HEREBY, AGREES FOR THE BENEFIT OF THE REPUBLIC OF SOUTH AFRICA THAT THE NOTES REPRESENTED HEREBY MAY BE REOFFERED, RESOLD, PLEDGED OR OTHERWISE TRANSFERRED ONLY IN COMPLIANCE WITH THE SECURITIES ACT AND OTHER APPLICABLE LAWS AND ONLY (1) PURSUANT TO RULE 144A UNDER THE SECURITIES ACT TO A PERSON THAT THE HOLDER REASONABLY BELIEVES IS A QUALIFIED INSTITUTIONAL BUYER WITHIN THE MEANING OF RULE 144A PURCHASING FOR ITS OWN ACCOUNT OR A PERSON PURCHASING FOR THE ACCOUNT OF A QUALIFIED INSTITUTIONAL BUYER WHOM THE HOLDER HAS INFORMED, IN EACH CASE, THAT THE REOFFER, RESALE, PLEDGE OR OTHER TRANSFER IS BEING MADE IN RELIANCE ON RULE 144A, (2) IN AN OFFSHORE TRANSACTION IN ACCORDANCE WITH RULE 903 OR 904 OF REGULATION S UNDER THE SECURITIES ACT, (3) PURSUANT TO AN EXEMPTION FROM REGISTRATION PROVIDED BY RULE 144 UNDER THE SECURITIES ACT (IF AVAILABLE) OR (4) TO THE REPUBLIC OF SOUTH AFRICA OR ITS AFFILIATES, IN EACH CASE IN ACCORDANCE WITH ANY APPLICABLE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES AND THE HOLDER WILL, AND EACH SUBSEQUENT HOLDER IS REQUIRED TO, NOTIFY ANY PURCHASER OF THE RESALE RESTRICTIONS REFERRED TO ABOVE. NO REPRESENTATION CAN BE MADE AS TO THE AVAILABILITY OF ANY EXEMPTION UNDER THE SECURITIES ACT FOR RESALES OF THE NOTES.

5. It acknowledges that the Issuer, the Registrar, the Joint Bookrunners and their affiliates, and others will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements and agrees that, if any of the acknowledgements, representations or agreements deemed to have been made by it by its purchase of Rule 144A Notes is no longer accurate, it shall promptly notify the Issuer and the Joint Bookrunners. If it is acquiring any Notes as a fiduciary or agent for one or more investor accounts, it represents that it has sole investment discretion with respect to each of those accounts and that it has full power to make the foregoing acknowledgements, representations and agreements on behalf of each account.

6. It understands that the Rule 144A Notes will be evidenced by Rule 144A Global Certificates. Before any interest in a Rule 144A Global Certificate may be offered, sold, pledged or otherwise transferred to a person who takes delivery in the form of an interest in a Regulation S Global Certificate, it will be required to provide a Paying Agent with a written certification (in the form provided in the Agency Agreement) as to compliance with applicable securities laws.

7. Prospective purchasers are hereby notified that sellers of the Notes may be relying on the exemption from the provisions of Section 5 of the Securities Act provided by Rule 144A.

Regulation S

Each purchaser of Regulation S Notes, by accepting delivery of this Offering Circular and the Notes, will have been deemed to have represented, agreed and acknowledged that:

1. It is, or at the time the Regulation S Notes are purchased will be, the beneficial owner of such Regulation S Notes and (a) that it is located outside the United States (within the meaning of Regulation S) and (b) it is not an affiliate of the Issuer or a person acting on behalf of such an affiliate.

2. It understands that the Regulation S Notes have not been and will not be registered under the Securities Act and may not be offered, sold, pledged or otherwise transferred except (a) in accordance with Rule 144A to a person that it and any person acting on its behalf reasonably believe is a QIB purchasing for its own account or for the account of one or more QIBs, (b) to a non U.S. person in an offshore transaction in accordance with Rule 903 or Rule 904 of Regulation S or (c) to the Republic or any of its affiliates, in each case in accordance with any applicable securities laws of any State of the United States.

3. It understands that Regulation S Notes will be evidenced by Regulation S Global Certificates. Before any interest in a Regulation S Global Certificate may be offered, sold, pledged or otherwise transferred to a person who takes delivery in the form of an interest in the corresponding Rule 144A Global Certificate, it will be required to provide a Paying Agent with a written certification (in the form provided in the Agency Agreement) as to compliance with applicable securities laws.

4. It acknowledges that the Issuer, the Registrar, the Joint Bookrunners and their affiliates, and others will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements and agrees that, if any of the acknowledgements, representations or agreements deemed to have been made by it by its purchase of the Regulation S Notes is no longer accurate, it shall promptly notify the Issuer and the Joint Bookrunners. If it is acquiring any Notes as a fiduciary or agent for one or more investor accounts, it represents that it has sole investment discretion with respect to each of those accounts and that it has full power to make the foregoing acknowledgements, representations and agreements on behalf of each account.

5. It understands that the Regulation S Notes, unless otherwise agreed between the Issuer and the Fiscal Agent in accordance with applicable law, will bear a legend to substantially the following effect:

THE NOTES REPRESENTED HEREBY HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT") OR ANY SECURITIES LAW OF ANY STATE OF THE UNITED STATES. THE HOLDER HEREOF, BY PURCHASING THE NOTES REPRESENTED HEREBY, AGREES FOR THE BENEFIT OF THE REPUBLIC OF SOUTH AFRICA THAT THE NOTES REPRESENTED HEREBY MAY BE REOFFERED, RESOLD, PLEDGED OR OTHERWISE TRANSFERRED ONLY IN COMPLIANCE WITH THE SECURITIES ACT AND OTHER APPLICABLE LAWS.

Transfers

On or after the Closing Date, transfers of Notes of any series between accountholders in Euroclear and/or Clearstream, Luxembourg will generally have a settlement date three business days after the trade date (T+3), unless the parties agree to an alternative settlement date at the time of the transaction. The customary arrangements for delivery versus payment will apply to such transfers. On or after the issue date for any series, transfers of Notes of such series between accountholders in DTC will generally have a settlement one business day after the trade date (T+1), unless the parties agree to an alternative settlement date at the time of the transaction. Such transfers may occur on a free delivery basis or delivery versus payment basis at the election of the parties.

Transfers between DTC participants, on the one hand, and Euroclear or Clearstream, Luxembourg accountholders, on the other will need to have an agreed settlement date between the parties to such transfer. Because there is no direct link between DTC, on the one hand, and Euroclear and Clearstream, Luxembourg, on the other, transfers of interests in the relevant Global Note Certificates will be effected through the Registrar and any applicable Transfer Agent receiving instructions (and where appropriate certification) from the transferor and arranging for delivery of the interests being transferred to the credit of the designated account for the transferee. Transfers will be effected on the later of (i) three business days after the trade date for the disposal of the interest in the relevant Global Note Certificate resulting in such transfer and (ii) two business days after receipt by the Registrar of the necessary certification or information to effect such transfer. In the case of cross-market transfers, settlement between Euroclear or Clearstream, Luxembourg accountholders and DTC participants cannot be made on a delivery versus payment basis. The securities will be delivered on a free delivery basis and arrangements for payment must be made separately. The customary arrangements for delivery versus payment between Euroclear and Clearstream, Luxembourg accountholders or between DTC participants are not affected.

United Kingdom

Each Joint Bookrunner has represented and agreed that:

(a) it has only communicated or caused to be communicated and will only communicate or cause to be communicated an invitation or inducement to engage in investment activity (within the meaning of Section 21 of the Financial Services and Markets Act 2000 (the "**FSMA**")) received by it in connection with the issue or sale of the Notes in circumstances in which Section 21(1) of the FSMA does not apply to the Republic; and

(b) it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to the Notes in, from or otherwise involving the United Kingdom.

Republic of South Africa

Each Joint Bookrunner has agreed that it has not and will not offer for sale or subscription or sell any Notes, directly or indirectly, within the Republic of South Africa or to any person or corporate or other entity resident in the Republic of South Africa except (a) in accordance with the exchange control regulations of the Republic of South Africa and (b) in accordance with the Commercial Paper Regulations issued under Government Notice 2172 published in Government Gazette No. 16167 of 14 December 1994 pursuant to the Banks Act, 1990, and in accordance with the Companies Act, 2008, the Financial Markets Act, 2012 and the Financial Advisory and Intermediary Services Act, 2002.

Canada

The Notes may be sold only to purchasers purchasing, or deemed to be purchasing, as principal that are accredited investors, as defined in National Instrument 45-106 *Prospectus Exemptions* or subsection 73.3(1) of the *Securities Act* (Ontario), and are permitted clients, as defined in National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations*.

Any resale of the Notes must be made in accordance with an exemption from, or in a transaction not subject to, the prospectus requirements of applicable securities laws. Securities legislation in certain provinces or territories of Canada may provide a purchaser with remedies for rescission or damages if the Offering Circular (including any amendment thereto) contains a misrepresentation, provided that the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province or territory. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province or territory for particulars of these rights or consult with a legal advisor.

Pursuant to section 3A.4 of National Instrument 33-105 *Underwriting Conflicts* ("**NI 33-105**"), the Joint Bookrunners are not required to comply with the disclosure requirements of NI 33-105 regarding underwriter conflicts of interest in connection with this offering.

Republic of Italy

The offering of the Notes has not been registered with the *Commissione Nazionale per le Società e la Borsa* ("**CONSOB**") pursuant to Italian securities legislation and, accordingly, each Joint Bookrunner has represented and agreed that no Notes may be offered, sold or delivered, nor may copies of this Offering Circular or of any other document relating to the Notes be distributed in the Republic of Italy, except:

(i) to qualified investors (*investitori qualificati*), as defined pursuant to Article 2 of the Prospectus Regulation and any applicable provision of Legislative Decree No. 58 of 24 February 1998, as amended (the "**Financial Services Act**") and Italian CONSOB regulations; or

(ii) in other circumstances which are exempted from the rules on public offerings pursuant to Article 1 of the Prospectus Regulation, Article 34-*ter* of CONSOB Regulation No. 11971 of 14 May 1999, as amended from time to time, and the applicable Italian laws.

Moreover and subject to the foregoing, each Joint Bookrunner has represented and agreed that any offer, sale or delivery of the Notes or distribution of copies of this Offering Circular or any other document relating to the Notes in the Republic of Italy under (i) or (ii) above must be:

(a) made by an investment firm, bank or financial intermediary permitted to conduct such activities in the Republic of Italy in accordance with the Financial Services Act, CONSOB Regulation No. 20307 of 15 February 2018 (as amended from time to time) and Legislative Decree No. 385 of 1 September 1993, as amended (the "**Banking Act**"); and

(b) in compliance with any other applicable laws and regulations or requirement imposed by CONSOB, the Bank of Italy (including the reporting requirements, where applicable, pursuant to Article 129 of the Banking Act and the implementing guidelines of the Bank of Italy, as amended from time to time) and/or any other Italian authority.

Singapore

Each Joint Bookrunner has acknowledged that this Offering Circular has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, each Joint Bookrunner has represented and agreed that it has not offered or sold any Notes or caused the Notes to be made the subject of an invitation for subscription or purchase and will not offer or sell any Notes or cause the Notes to be made the subject of an invitation for subscription or purchase, and has not circulated or distributed, nor will it circulate or distribute, this Offering Circular or any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the Notes, whether directly or indirectly, to any person in Singapore other than: (i) to an institutional investor (as defined in Section 4A of the Securities and Futures Act 2001 of Singapore, as modified or amended from time to time (the "**SFA**")) pursuant to Section 274 of the SFA; or (ii) to an accredited investor (as defined in Section 4A of the SFA) pursuant to and in accordance with the conditions specified in Section 275 of the SFA.

Switzerland

Each Joint Bookrunner has acknowledged that this Offering Circular is not intended to constitute an offer or a solicitation to purchase or invest in the Notes. Accordingly, each Joint Bookrunner has represented and agreed that it has not publicly offered, directly or indirectly, any Notes in Switzerland within the meaning of the Swiss Financial Services Act ("**FinSA**") and each Joint Bookrunner has acknowledged that no application has or will be made to admit the Notes to trading on any trading venue (exchange or multilateral trading facility) in Switzerland. Neither this Offering Circular nor any other offering or marketing material relating to the Notes constitute a prospectus pursuant to the FinSA, and neither this Offering Circular nor any other offering or marketing material relating to the Notes may be publicly distributed or otherwise made publicly available in Switzerland.

United Arab Emirates (excluding the Dubai International Financial Centre and the Abu Dhabi Global Market)

Each Joint Bookrunner has represented and agreed that the Notes have not been and will not be offered, sold or publicly promoted or advertised by it in the United Arab Emirates other than in compliance with any laws applicable in the UAE governing the issue, offering or sale of securities.

Dubai International Financial Centre

Each Joint Bookrunner has represented and agreed that it has not offered, and will not offer, the Notes to any person in the Dubai International Financial Centre unless such offer is:

a) an "Exempt Offer" in accordance with Rule 4.3 of the Markets Rules ("**MKT**") of the Dubai Financial Services Authority (the "**DFSA**") rulebook; and

b) made only to persons who meet the Professional Client criteria set out in Rule 2.3.3 of the Conduct of Business Module of the DFSA rulebook.

Abu Dhabi Global Market

Each Joint Bookrunner has represented and agreed that it has not offered, and will not offer, the Notes to any person in the Abu Dhabi Global Market unless such offer is:

a) an "Exempt Offer" in accordance with Rule 4.3 of the Markets Rules of the Financial Services Regulatory Authority (the "**FSRA**") rulebook; and

b) made only to persons who meet the Professional Client criteria set out in the Conduct of Business Module of the FSRA rulebook.

General

No action has been or will be taken by the Joint Bookrunners or the Republic that would, or is intended to, permit a public offering of the Notes or possession or distribution of this Offering Circular or any other offering or publicity material relating to the Notes in any country or jurisdiction where any such action for that purpose is required. Each Joint Bookrunner has undertaken to the Republic that it will not, directly or indirectly, offer or sell any Notes or have in its possession, distribute or publish any offering circular, prospectus, form of application, advertisement or other document or information in any country or jurisdiction except under circumstances that will, to the best of its knowledge and belief, result in compliance with any applicable laws and regulations and all offers and sales of Notes by it will be made on the same terms. The Republic and the Joint Bookrunners have agreed that each Joint Bookrunner will obtain any consent, approval or permission which is, to the best of the relevant Joint Bookrunner's knowledge and belief, required for the offer, purchase or sale by it of Notes under the laws and regulations in force in any jurisdiction to which such Joint Bookrunner is subject or in which it makes such offers, purchases or sales and it will, to the best of its knowledge and belief, comply with all such laws and regulations. No Joint Bookrunner is authorised to make any representation or use any information in connection with the issue, subscription and sale of the Notes other than as contained in this Offering Circular or any amendment or supplement to it.

GENERAL INFORMATION

Admission to Trading

Application has been made to the FCA for the Notes to be admitted to the Official List and to the LSE for the Notes to be admitted to trading on the LSE's main market. It is expected that official listing will be granted on or around the Closing Date, subject only to the issue of the Notes.

Documents

Copies (and certified English translations where the documents in question are not in English) of the following documents may be inspected during usual business hours on any weekday (Saturdays, Sundays and public holidays excepted) at the offices of the Fiscal Agent for as long as the Notes are in issue:

(a) the Agency Agreement (which includes the form of the Certificates);

(b) this Offering Circular; and

(c) the documents referred to in "*Information Incorporated by Reference*".

Authorisation

The issue and sale of the Notes have been authorised by the Minister of Finance of the Republic of South Africa by virtue of a certificate of authorisation pursuant to the authority conferred upon him by Sections 66(2)(a), 71 and 72 of the Public Finance Management Act, No. 1 of 1999 (as amended by the Public Finance Management Amendment Act, No. 29 of 1999) of the Republic of South Africa. Information included in this Offering Circular that is identified as being derived from a publication of, or supplied by, the South African Government or one of its agencies or instrumentalities is included herein on the authority of such publication as a public official document of the South African Government.

Litigation

There have been no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which South Africa is aware) during the 12 months preceding the date of this Offering Circular which may have, or have had, in the recent past significant effects, in the context of the issue of the Notes, on the financial position of South Africa.

No Significant Change

Save as disclosed in "*Overview of the Issuer*" and "*Recent Developments*", since 31 March 2024 there has been no significant change to South Africa's tax and budgetary systems, gross public debt, foreign trade and balance of payment figures, foreign exchange reserves, financial position and resources or income and expenditure figures which is material in the context of the issue of the Notes.

Clearing Systems

The Notes have been accepted for clearance through Euroclear and Clearstream, Luxembourg and DTC (which are the entities in charge of keeping the records). The relevant identification numbers are set forth below:

	Common Code	ISIN	CUSIP
2036 Notes			
Regulation S Notes	290817226	XS2908172260	—
Rule 144A Notes	294136886	US836205BF02	836205BF0
2054 Notes			
Regulation S Notes	291753787	XS2917537875	—
Rule 144A Notes	294136908	US836205BG84	836205BG8

The address of Euroclear is Euroclear Bank SA/NV, 1 Boulevard du Roi Albert II, B-1210 Brussels and the address of Clearstream, Luxembourg is Clearstream Banking, 42 Avenue JF Kennedy, L 1855 Luxembourg. The address of DTC is 55 Water Street, New York, NY 10041, United States of America.

Legal Entity Identifier

The Legal Entity Identifier number of the National Treasury of the Republic is 378900AAFB4F17004C49.

Yield

On the basis of the issue price of the 2036 Notes of 100 per cent. of their principal amount, the yield on the 2036 Notes is 7.100 per cent. on an annual basis. On the basis of the issue price of the 2054 Notes of 100 per cent. of their principal amount, the yield on the 2054 Notes is 7.950 per cent. on an annual basis.

Auditor General of South Africa

The Auditor General of South Africa serves as the external auditor of all national and provincial state departments and municipalities, subject only to the Constitution of the Republic of South Africa, 1996, and the laws of South Africa. The Auditor General submits audit reports on the accounts, financial statements, financial management and the consolidated financial statements of all national and provincial state departments and municipalities to any legislature that has a direct interest in the audit.

Third Party Information

The Issuer confirms that where information included in this Offering Circular has been sourced from a third party, that information has been accurately reproduced and that as far as the Issuer is aware and is able to ascertain from information published by that third party, no facts have been omitted which would render the reproduced information inaccurate or misleading.

Joint Bookrunners transacting with the Republic

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ISSUER

REPUBLIC OF SOUTH AFRICA
National Treasury

40 Church Square
Pretoria 0001
South Africa

240 Madiba Street
Pretoria 0001
South Africa

FISCAL AGENT

Citibank, N.A., London Branch
Citigroup Centre
Canada Square
London E14 5LB
United Kingdom

REGISTRAR AND TRANSFER AGENT

Citibank, N.A., London Branch
Citigroup Centre
Canada Square
London E14 5LB
United Kingdom

JOINT BOOKRUNNERS

Citigroup Global Markets Limited
Citigroup Centre
Canada Square
Canary Wharf
London E14 5LB
United Kingdom

Goldman Sachs International
Plumtree Court
25 Shoe Lane
London EC4A 4AU
United Kingdom

LEGAL ADVISERS

To the Issuer

as to New York and South African law

Allen Overy Shearman Sterling LLP
One Bishops Square
London
E1 6AD
United Kingdom

Allen Overy Shearman Sterling (South Africa) LLP
6th Floor
90 Grayston
90 Grayston Drive
Sandton
Johannesburg 2196
South Africa

as to South African law

Susan Masapu
Chief State Law Adviser of the Republic of South Africa
12th Floor, Momentum Building
East Tower
329 Pretorius Street
Pretoria 0001
South Africa

To the Joint Bookrunners

as to New York law

Clifford Chance LLP
10 Upper Bank Street
Canary Wharf
London E14 5JJ
United Kingdom

as to South African law

Edward Nathan Sonnenbergs Inc
The MARC, Tower 1
129 Rivonia Road
Sandton
Johannesburg 2196
The Republic of South Africa