



# FirstRand Bank

## FIRSTRAND BANK LIMITED

*(incorporated with limited liability in South Africa with Registration Number 1929/001225/06)*

**U.S.\$1,500,000,000**

### **Euro Medium Term Note Programme**

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This supplement (the "**Supplement**") to the base prospectus dated 6 April 2018 (the "**Base Prospectus**", which definition includes the Base Prospectus as supplemented, amended or updated from time to time and includes all information incorporated by reference therein) constitutes a supplementary prospectus for the purposes of Section 87G of the Financial Services and Markets Act 2000 and is prepared in connection with the U.S.\$1,500,000,000 Euro Medium Term Note Programme (the "**Programme**") established by FirstRand Bank Limited (the "**Issuer**"). Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

This Supplement is supplemental to, and should be read in conjunction with, the Base Prospectus and any other supplements to the Base Prospectus issued by the Issuer.

This Supplement has been approved by the Financial Conduct Authority, which is the United Kingdom competent authority for the purposes of Directive 2003/71/EC (as amended or superseded, the "**Prospectus Directive**") and relevant implementing measures in the United Kingdom, as a supplement to the Base Prospectus. The Base Prospectus constitutes a base prospectus prepared in compliance with the Prospectus Directive and relevant implementing measures in the United Kingdom for the purpose of giving information with regard to the issue of Notes under the Programme.

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

The purpose of this Supplement is:

- (a) to incorporate by reference the audited non-consolidated financial statements (including the accounting policies, audited financial statements and notes thereto) of the Issuer (the "**2018 Audited Financial Statements**") and the auditors' report thereon in respect of the year ended 30 June 2018 (the "**Auditors Report**"), set out on pages C01 to C202 of the Issuer's annual report for the year ended 30 June 2018 (the "**2018 FirstRand Bank Annual Report**");

- (b) to incorporate by reference the following sections of the Issuer's analysis of financial results which are set out in the 2018 FirstRand Bank Annual Report (the "**2018 Analysis of Financial Results**"):
- (i) Summary Income Statement – Normalised on page A17;
  - (ii) Overview of Results on pages A21-A22;
  - (iii) Net Interest Income (Before Impairment of Advances) on page A41;
  - (iv) Credit Highlights on pages A46-A49;
  - (v) Non-Interest Revenue on pages A50-A52;
  - (vi) Operating Expenses on pages A53-A54;
  - (vii) Credit on pages A59-A72;
  - (viii) Funding and Liquidity on pages A74-A81;
  - (ix) Capital on pages A82-A86; and
  - (x) Presentation and Reconciliations on pages A89-A93.
- (c) to incorporate by reference the summary risk and capital management report of the Issuer in respect of the year ended 30 June 2018, set out on pages B01 to B16 of the 2018 FirstRand Bank Annual Report (the "**2018 Summary Risk and Capital Management Report**");
- (d) to incorporate by reference the credit ratings information set out on page A88 of the 2018 FirstRand Bank Annual Report (the "**2018 Credit Ratings Information**");
- (e) to incorporate by reference the definitions set out on page D06 of the 2018 FirstRand Bank Annual Report (the "**2018 Definitions**"); and
- (f) to update the section of the Base Prospectus entitled "General Information – Significant/Material Change".

### **General Information – Significant/Material Change**

The paragraph entitled "Significant/Material Change" on page 152 of the Base Prospectus is deleted in its entirety and replaced as follows:

"Since 30 June 2018 there has been no material adverse change in the prospects of the Issuer or the Issuer and its Subsidiaries (taken as a whole). Since 30 June 2018 there has been no significant change in the financial or trading position of the Issuer or the Issuer and its Subsidiaries (taken as a whole)."

### **General**

By virtue of this Supplement, each of the 2018 Audited Financial Statements, Auditors Report, 2018 Analysis of Financial Results, 2018 Summary Risk and Capital Management Report, 2018 Credit Ratings Information and Definitions are incorporated in, and form part of, the Base Prospectus. The 2018 Audited Financial Statements and the 2018 FirstRand Bank Annual Report have been filed with the National Storage Mechanism and are available for inspection at [www.morningstar.co.uk/uk/NSM](http://www.morningstar.co.uk/uk/NSM).

Any non-incorporated information included in the documents incorporated by reference is either not relevant or is covered elsewhere in the Base Prospectus.

To the extent that any document or information incorporated by reference or attached to this Supplement itself incorporates any information by reference, either expressly or implicitly, such information will not form such part of this Supplement or the Base Prospectus for the purposes of the Prospectus Directive, except where such information or documents are stated within this Supplement as specifically being incorporated by reference or where this Supplement is specifically defined as including such information.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus by this Supplement and (b) any other statement in or incorporated by reference in the Base Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Supplement, no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus has arisen or been noted, as the case may be, since the publication of the Base Prospectus.

Copies of all documents or information incorporated by reference in the Base Prospectus may be inspected, free of charge, at the registered office of the Issuer.