DEVELOPMENT BANK OF SOUTHERN AFRICA LIMITED
(Incorporated in the Republic of South Africa in terms of the Development Bank of
Southern Africa Act, No. 13 of 1997)

Issue of ZAR 123,000,000 Unsecured Fixed Rate Notes Due 18 February 2024
(DV24)
Under its ZAR 35 000 000 000 Domestic Medium Term Note Programme

This document constitutes the Applicable Pricing Supplement relating to the issue of Notes
described herein. Terms used herein shall be deemed to be defined as such for the
purposes of the Terms and Conditions set forth in the amended and restated Programme
Memorandum dated 21 January 2008. This Applicable Pricing Supplement must be read in
conjunction with such Programme Memorandum as amended or supplemented. To the
extent that there is any conflict or inconsistency between the contents of this Applicable
Pricing Supplement and the amended and restated Programme Memorandum, the
provisions of this Applicable Pricing Supplement shall prevail. To the extent that certain
provisions of the pro forma Pricing Supplement do not apply to the Notes described
herein, they may be deleted in this Applicable Pricing Supplement or indicated to be not
applicable.

DESCRIPTION OF THE NOTES

1 Issuer
   Development Bank of Southern Africa Limited

2 Status of Notes
   Unsecured
   Senior

3 (a) Tranche Number
   2

(b) Series Number
   1

4 Aggregate Principal Amount
   ZAR 123,000,000

5 Interest/Payment Basis
   Fixed Rate

6 Form of Notes
   Registered Uncertificated Notes

7 Automatic/Optional Conversion from one Interest/Payment Basis to another
   N/A

8 Issue Date
   01 July 2014

9 Business Centre
   Johannesburg

10 Additional Business Centre
    N/A

11 Principal Amount per Note
   ZAR 1,000,000

12 Specified Denomination
   ZAR 1,000,000

13 Issue Price
   106.56127%
14 Interest Commencement Date 01 July 2014
15 Maturity Date 18 February 2024
16 Specified Currency ZAR
17 Applicable Business Day Convention Following Business Day
18 Calculation Agent Development Bank of Southern Africa Limited
19 Paying Agent Development Bank of Southern Africa Limited
20 Specified office of the Paying Agent Development Bank of Southern Africa Limited
21 Transfer Agent Development Bank of Southern Africa Limited
22 Debt Sponsor The Standard Bank of South Africa Limited
23 Dealer The Standard Bank of South Africa Limited, acting through its Corporate and Investment Banking division
24 Final Redemption Amount 100% of the Aggregate Principal Amount

**FIXED RATE NOTES**

25 (a) Fixed Interest Rate(s) 9.69 per cent. per annum
    (b) Interest Payment Date(s) 18 February and 18 August each year up to and including the Maturity Date, with the first Interest Payment Date being 18 August 2014

(c) Initial Broken Amount N/A
(d) Final Broken Amount N/A
(e) Any other terms relating to the particular method of calculating interest N/A

**FLOATING RATE NOTES**

26 (a) Interest Payment Date(s) N/A
    (b) Interest Period(s) N/A
    (c) Definitions of Business Day (if different from that set out in N/A Condition 1)
(d) Interest Rate(s)  N/A
(e) Minimum Interest Rate  N/A
(f) Maximum Interest Rate  N/A
(g) Other terms relating to the method of calculating interest (e.g., Day Count Fraction, rounding up provision, if different from Condition 7.2)  N/A

27 Manner in which the Interest Rate is to be determined  N/A
28 Margin  N/A

29 If ISDA Determination
   (a) Floating Rate  N/A
   (b) Floating Rate Option  N/A
   (c) Designated Maturity  N/A
   (d) Reset Date(s)  N/A

30 If Screen Determination
   (a) Reference Rate (including relevant period by reference to which the Interest Rate is to be calculated)  N/A
   (b) Interest Determination Date(s)  N/A
   (c) Relevant Screen Page and Reference Code  N/A

31 If Interest Rate to be calculated otherwise than by reference to 29 or 30 above, insert basis for determining Interest Rate/Margin/Fall back provisions  N/A

32 If different from the Calculation Agent, agent responsible for calculating amount of principal and interest  N/A

PARTLY PAID NOTES

33 Amount of each payment comprising the Issue Price  N/A
34 Date upon which each payment is to be made by Noteholder  N/A
35 Consequences (if any) of failure to make any such payment by Noteholder  N/A
36 Interest Rate to accrue on the first and
subsequent instalments after the due date
for payment of such instalments

INSTALMENT NOTES
37 Instalment Dates N/A
38 Instalment Amounts (expressed as a N/A
percentage of the aggregate Principal
Amount of the Notes)

MIXED RATE NOTES
39 Period(s) during which the interest rate for N/A
the Mixed Rate Notes will be (as applicable)
that for:
(a) Fixed Rate Notes N/A
(b) Floating Rate Notes N/A
(c) Indexed Notes N/A
(d) Other Notes N/A

ZERO COUPON NOTES
40 (a) Implied Yield N/A
(b) Reference Price N/A
(c) Any other formula or basis for N/A
determining amount(s) payable

INDEXED NOTES
41 (a) Type of Indexed Notes N/A
(b) Index/Formula by reference to which N/A
Interest Rate/Interest Amount (delete as applicable) is to be determined
(c) Manner in which the Interest N/A
Rate/Interest Amount (delete as applicable) is to be determined
(d) Interest Payment Date(s) N/A
(e) Calculation Agent (if different from N/A
Development Bank of Southern Africa
Limited)
(f) Provisions where calculation by N/A
reference to Index and/or Formula is
impossible or impractical

EXCHANGEABLE NOTES
42 Mandatory Exchange applicable? No
43 Noteholders’ Exchange Right applicable? No
44 Exchange Securities N/A
45 Manner of determining Exchange Price N/A
46 Exchange Period N/A
47 Other N/A

EXTENDIBLE NOTES
48 Last date to which Maturity Date may be extended N/A
49 Step-up Margin N/A
50 Requisite Notice N/A
51 Other N/A

DUAL CURRENCY NOTES
52 Rate of exchange/method of calculating rate of exchange N/A
53 Calculation Agent, if any, responsible for calculating the interest payable N/A
54 Provisions applicable where calculation by reference to rate of exchange impossible or impractical N/A

OTHER NOTES
55 If the Notes are not Partly Paid Notes, Instalment Notes, Fixed Rate Notes, Floating Rate Notes, Mixed Rate Notes, Zero Coupon Notes, Indexed Notes, Extendible Notes or Exchangeable Notes, or if the Notes are a combination of any of the foregoing, set out the relevant description and any additional Terms and Conditions relating to such Notes N/A

PROVISIONS REGARDING REDEMPTION/
MATURITY
56 Issuer's Optional Redemption: No
    if yes:
    (a) Optional Redemption Date(s) N/A
    (b) Optional Redemption Amount(s) and N/A
        method, if any, of calculation of such amount(s)
    (c) Minimum Period of Notice (if different N/A
to Condition 9.3)
    (d) If redeemable in part: N/A
        Minimum Redemption Amount(s) N/A
        Higher Redemption Amount(s) N/A
    (e) Other terms applicable on Redemption N/A
57 Redemption at the option of the No
    Noteholders:
    if yes:
    (a) Optional Redemption Date(s) N/A
    (b) Optional Redemption Amount(s) and N/A
        method, if any, of calculation of such amount(s)
    (c) Minimum period of notice (if different N/A
to Condition 9.4)
    (d) If redeemable in part: N/A
        Minimum Redemption Amount(s)
        Higher Redemption Amount(s)
    (e) Other terms applicable on Redemption N/A
    (f) Attach pro forma put notice(s) N/A
58 Early Redemption Amount(s) payable on Early Redemption Amount referred to
    redemption for taxation reasons or on Event in Condition 9.5, together (if
    of Default appropriate) with interest accrued to (but excluding) the date of
    redemption

GENERAL
59 Additional selling restrictions N/A
60 (a) International Securities Numbering ZAG000112608
    (ISIN)
    (b) Stock Code DV24
61 Financial Exchange  
62 If syndicated, names of managers  
63 Credit Rating assigned to Notes or the Issuer as at the Issue Date (if any)  
64 Governing law (if the laws of South Africa are not applicable)  
65 Use of proceeds  
66 Last Day to Register  
67 Books Closed Period  
68 Stabilisation Manager (if any)  
69 Other provisions  

JSE Limited
N/A
AA+(zaf) National Long-Term Rating by Fitch Southern Africa (Proprietary) Limited
N/A
Funding the Issuer's business operations
17h00 on 07 February and 07 August in each year which shall mean that the Register will be closed from each Last Day to Register to the next applicable Payment Day or 10 days prior to the actual redemption date
The Register will be closed from 08 February to 18 February and 08 August to 18 August (all dates inclusive) in each year until the Maturity Date
N/A
N/A

Responsibility:
The Issuer accepts full responsibility for the information contained in this Applicable Pricing Supplement. To the best of the knowledge and belief of the Issuer (who has taken all reasonable care to ensure that such is the case) the information contained in this Applicable Pricing Supplement is in accordance with the facts and does not omit anything which would make any statement false or misleading and all reasonable enquiries to ascertain such facts have been made. This Applicable Pricing Supplement contains all information required by law and the debt listings requirements of the JSE.
Application is hereby made to list this Tranche of Notes on the Interest Rate Market of the JSE, as from 01 July 2014, pursuant to the Development Bank of Southern Africa Limited ZAR 35,000,000,000 Domestic Medium Term Note Programme dated 21 January 2008.

SIGNED at ________________ on this ___th day of June 2014.

For and on behalf of
DEVELOPMENT BANK OF SOUTHERN AFRICA LIMITED

Name: Batanda Maseko
Capacity: CFO
who warrants his/her authority hereto

Name: Kamoshki Naidoo
Capacity: CFO
who warrants his/her authority hereto