



S&P500 Growth ESP



Out of the Ordinary[®]

 **Investec**
Specialist Bank

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Summary of investment

- A 3.5 year JSE inward listed investment linked to the performance of the S&P500 index
- 100% capital protection in Rand at expiry
- Exposure to the growth potential of the S&P500 index calculated in USD with gearing of at least 110% of the percentage increase in the level of the index
- Investments from R50 000, and additional investments of R10 000 thereafter
- Daily pricing on the JSE and monthly statements from your stockbroker
- Ability to sell on the JSE at market related levels during the life of the product
- Settlement at maturity equal to the capital amount plus the US Dollar return converted and settled in Rand at maturity
- Offer period 24 May to 28 June 2012

What is the S&P500 Growth ESP?

The Investment provides:

- An equity investment in the growth potential of the S&P500 index
- 100% capital guarantee in Rand at maturity
- At least 110% of the growth of the S&P500 index with NO cap

The S&P500 Growth ESP is a financial instrument listed on the JSE Limited ("JSE").

The instrument represents the investor's rights to a parcel of MSCI USA index ETFs as well as a put option over these ETFs where the put option is designed to secure the investor's capital at expiry with performance linked to the S&P500 index. As compensation for the capital protection, the investor foregoes any right to receive distributions on the ETFs during the term of the S&P500 Growth ESP.

The issuer of the S&P500 Growth ESP is Investec Bank Limited and is subject to the listing requirements of the JSE. The listing of the S&P500 Growth ESP provides investors with the ability to hold the S&P500 Growth ESP in their stockbroking account and a daily price is provided on the JSE trading system, allowing for daily valuation and the receipt of monthly statements from their stockbroker.

On expiry the holder of an S&P500 Growth ESP receives the realised growth potential of the US equity markets via exposure to the S&P500 index for a 3.5 year period. The upside exposure calculated in US Dollars is equal to the percentage increase in the level of the Index multiplied by the level of gearing. This US Dollar amount is then converted into Rand at the USD/ZAR exchange rate ruling at close of business on the maturity date. For example, assume an investment of R1million with a US Dollar equivalent of USD125,000 and a level of gearing of 110%. Should the index rise 20%, the investor receives a return of 20% of the dollar amount of USD125,000 multiplied by the level of gearing. This amount of USD27,500 ($USD125,000 \times 20\% \times 110\%$) is then converted back into Rand at the prevailing USD/ZAR exchange rate ruling at maturity.

The investor also receives 100% Rand capital protection from any fall in the index, as measured in USD, in Rands provided they hold the S&P500 Growth ESP to maturity.

Payoff profile at expiry



How are the index levels calculated?

The initial index level is the closing level of the S&P500 index as published by Standard & Poor's on the trade date as stated in the S&P500 Growth ESP Product term sheet. This will be the basis for calculating whether the index has risen or fallen over the period.

The final index level will be calculated as the average of the closing level of the index on the last business day of each of the last 4 months of the term of the investment. The use of averaging reduces the risk of a negative return due to an adverse market correction close to the expiry date.

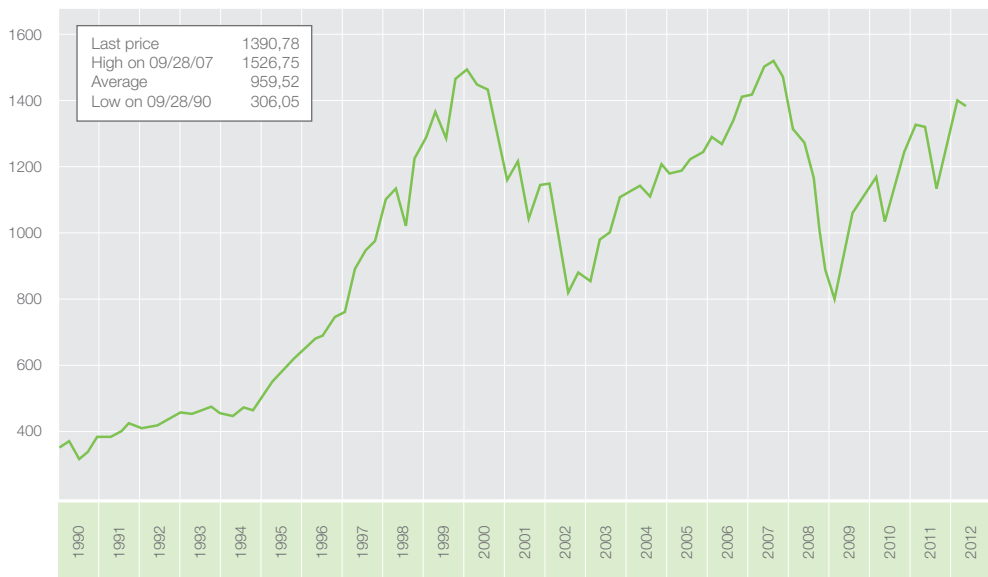
The index level and averaging dates of the S&P500 Growth ESP will be set out in the product term sheet and confirmed in the pricing supplement.

Why invest in the S&P500 Index?

The S&P500 is a free-float capitalisation-weighted index of the prices of the 500 largest capitalised stocks actively traded in the United States on either of the two largest American stock market exchanges companies; the NYSE and the NASDAQ OMX.

It is considered a bellwether for the American economy and is included in the Index of leading Indicators.

S&P500 Index historical return



Top 10 shares and their weightings in the S&P500 index

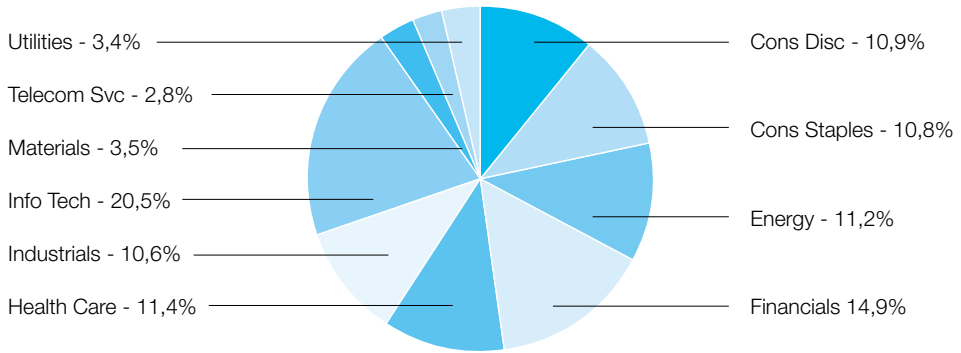
Company	Industry	Adjusted Weight %
Apple Inc.	Information Technology	4.39%
Exxon Mobil Corp.	Energy	3.21%
Intl Business Machines Corp	Information Technology	1.90%
Microsoft Corp.	Information Technology	1.89%
General Electric Co.	Industrials	1.67%
Chevron Corp	Energy	1.67%
AT & T Inc.	Telecommunications	1.45%
Proctor & Gamble	Consumer Staples	1.45%
Johnson & Johnson	Health Care	1.42%
Wells Fargo & Co	Financials	1.41%

March 30, 2012

Index Performance

Returns	1 month	3.29%
	3 months	12.59%
	YTD	12.59%
Annualized Returns	1 Year	8.54%
	3 Years	23.42%
	5 Years	2.01%
	7 Years	4.71%
Annualized Risk	3 Years Std Dev	16.23%
	5 Years Std Dev	19.08%
Sharpe Ratio	3 Years	0.3984%
	5 Years	0.0422%

Index sector weightings



Examples of potential returns

The table below shows examples of the potential return of the S&P500 Growth ESP at maturity based on an initial investment of R1,000,000. The actual amount that an investor will receive will be dependent on the amount that is invested, the performance of the S&P500 index and the Dollar/Rand exchange rate over the period of the investment.



Payoff profile (ZAR)

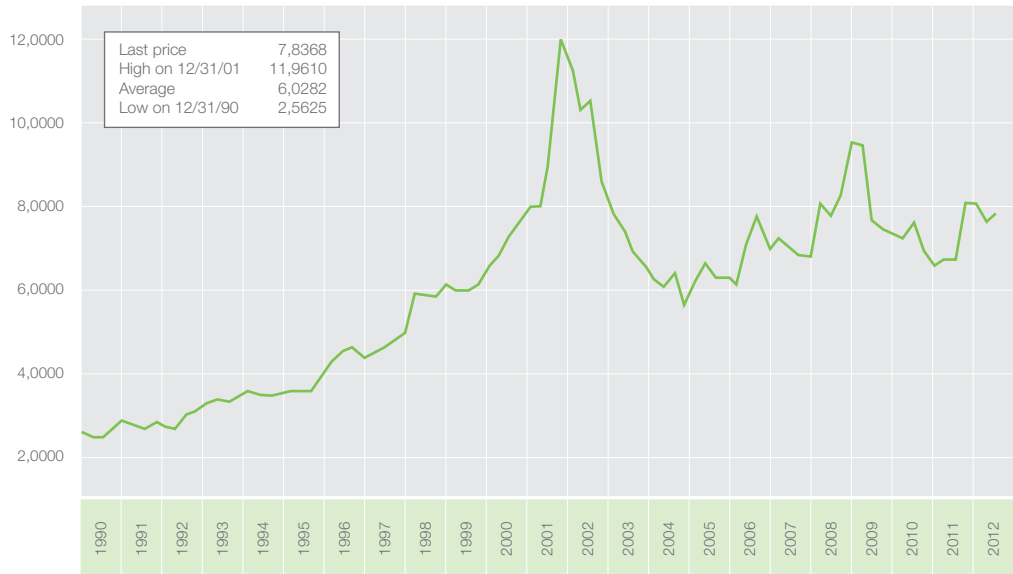
The following illustration assumes an investment of R1million, an initial spot USD/ZAR exchange rate of 8 and a gearing level of 110% (i.e. an initial equivalent of USD125,000)

Assumed Initial Index Level	Assumed Final Index Level	Index Return at 110% participation	Initial ZAR/ USD exchange rate	Final ZAR/ USD exchange rate	Investment return	Protected Capital Return	Total Return
100	64	0.0%	8.00	8.00	0.00	1,000,000.00	1,000,000.00
100	127	29.7%	8.00	8.00	297,000.00	1,000,000.00	1,297,000.00
100	175	82.5%	8.00	8.00	825,000.00	1,000,000.00	1,825,000.00

Assumed Initial Index Level	Assumed Final Index Level	Index Return at 110% participation	Initial ZAR/ USD exchange rate	Final ZAR/ USD exchange rate	Investment return	Protected Capital Return	Total Return
100	64	0.00	8.00	10.00	0.00	1,000,000.00	1,000,000.00
100	127	29.70	8.00	10.00	371,250.00	1,000,000.00	1,371,250.00
100	175	82.50	8.00	10.00	1,031,250.00	1,000,000.00	2,031,250.00

Assumed Initial Index Level	Assumed Final Index Level	Index Return at 110% participation	Initial ZAR/ USD exchange rate	Final ZAR/ USD exchange rate	Investment return	Protected Capital Return	Total Return
100	64	0.00	8.00	6.00	0.00	1,000,000.00	1,000,000.00
100	127	29.70	8.00	6.00	222,750.00	1,000,000.00	1,222,750.00
100	175	82.50	8.00	6.00	618,750.00	1,000,000.00	1,618,750.00

ZAR / USD exchange rate historical performance:



What are the risks of the S&P500 Growth ESP?

The investor has some USD/ZAR exchange rate risk in that the investment's upside growth, if any, is converted from USD back into Rands at maturity at the prevailing exchange rate. (ie. The investor will therefore not receive the full benefit of potential ZAR devaluation on the initial capital invested. The opposite applies to ZAR strength).

Early redemption or sale of the investment before the expiry date may therefore result in a capital loss even though the product is capital protected at maturity (the capital protection is only at expiry).

The daily value of the S&P500 Growth ESP will be determined by the price at which level of the S&P500 index is trading, current option volatility, the USD/ZAR exchange rate and interest rates at the time of the sale.

The tax treatment of the S&P500 Growth ESP and its underlying assets could change during the course of the investment.

While the use of averaging to calculate the final index level could protect the investor against sudden market falls before expiry, averaging could similarly adversely affect the return should the index rise sharply near expiry.

The S&P500 index value fluctuates and changes to these levels cannot be predicted. Past performance of the index should not be seen as an indication of future performance.

By investing in the S&P500 Growth ESP, holders may earn lower returns than if they had invested directly in the shares that constitute the index. Holders will not receive any distributions on the parcel of MSCI USA Index ETFs.

Investors should note that the S&P500 Growth ESP is a listed instrument under the Investec Bank Warrants Programme ("Programme") and that they take credit risk on Investec Bank Limited.

Is this Investment right for you?

This investment may be right for you if:

- You are looking for a Rand capital protected investment
- You are looking for an investment where the upside is linked to the performance of the S&P500 index
- You do not need immediate access to your money for the term of the product
- You have a minimum of R50 000 to invest
- You are looking for a USD based investment with Capital protection in Rands
- You do not want to pay asset swap fees or utilise your annual foreign allowance

This investment may not be right for you if:

- You want to receive regular dividends and income
- You cannot commit to the full term of the product
- You want a known fixed return on your investment
- You do not want to take USD/ZAR exchange rate risk on the upside growth potential
- You want pure offshore exposure on your entire investment. (Only the potential upside return is in USD)

How to invest and monitor the investment?

By reading this brochure in conjunction with warrant programme Pricing Supplement and Technical Supplement and the S&P500 Growth ESP Application form and Term sheet and completing the relevant application form and returning it with all relevant information to your investment advisor.

As the S&P500 Growth ESP is listed on the JSE, a price is made available daily. In addition, monthly statements will be sent to you by your stockbroker / investment advisor and will contain details of the number of S&P500 Growth ESP you hold and the closing level for the month.

What fees are charged?

The advisor receives a fee of 0.5% upfront and 0.75% per annum (fees inclusive of VAT) for the first 3 years, paid by Investec Capital Markets.

The advisor fee is built into the price of the S&P500 Growth ESP and the investor will receive 100% allocation of funds product.

All other listing and administration fees have been priced into the product and no additional fees will be charged when investing, however investors will pay brokerage if they sell the investment before the expiry date.

How is the S&P500 Growth ESP taxed?

For as long as an investor is the holder of an S&P 500 Growth ESP, the investor will be the owner of units in a Collective Investment Scheme that is listed on the JSE. The Collective Investment Scheme is registered in terms of Part IV of the Collective Investment Schemes Control Act, No. 45 of 2002.

The definition of a "Qualifying Share" in section 9C of the Income Tax Act means an equity share which has been disposed of. An "equity share" is defined in section 9C to include a participatory interest in a portfolio of a collective investment schemes in securities.

Section 9C of the Income Tax Act number 58 of 1962 ("Act") deems receipts and accruals arising from the disposal of a Qualifying Share to be of a capital nature if the taxpayer was the owner of the Qualifying Share for a continuous period of at least 3 years immediately prior to the sale.

The tax consequences for investors who elect to sell the units in the collective Investment Scheme before a period of 3 years has elapsed will be dependent upon the individual circumstances of such investors and any profit realised from the sale may be subject to Income Tax.

No responsibility is accepted by Investec for the treatment of any court of law, tax, banking or other authority in any jurisdiction of the investment and no undertaking, warranty or representation is given with regard to the outcome of any such investment.

It is incumbent upon potential investors to seek independent professional legal, tax and accounting advice so as to consider the investment in the light of the investor's particular circumstances.

Important notes

Investec Bank guarantees to repay initial protected amount at the end of the term, together with the return applicable.

While Investec does provide a daily price for the product, the nature of the product is such that the guarantee is only available at expiry; during the life of the product the value could be lower than the stated protection level irrespective of the index level at the time.

The return received is dependent on the S&P500 index and past performance of any investment is not a guide to future returns, Investec Bank gives no warranty as the performance or profitability of these investments.

If you are unsure how the investment vehicle works or whether it is suitable for your investment needs please seek advice from your financial advisor.

This brochure should be read in conjunction with the relevant Product Term sheet, and Programme documentation which are available on www.investec.co.za/ESP.



S&P500 Growth ESP

Application form and Product Term sheet

Investor name	
Stockbroker	
Account number	
Amount invested	
Advisor name	
Product name	S&P500 Growth ESP
JSE code	To be advised
Issuer	Investec Bank Ltd
Minimum investment	R 50,000 (with additional amounts of R10,000)
Offer period	24 May – 28 June 2012
Trade Date	3 July 2012
Maturity Date	18 January 2016
Settlement Date	Maturity Date + 8 Days
Index	S&P500 Index, Bloomberg code: SPX Index

Important dates

	Feature	Date (s)
Offer Period	Open date	24 May 2012
	Close date	28 June 2012
Investment Period	3.5 years	
Trade Date	Initial Index Level is set as the closing level of the index on this date	3 July 2012
Listing Date	The Listing Date will be 10 business days after the Trade Date	
Allocation Date	It is envisaged that ESPs will be allocated into the Investor's account at his Stockbroker within 7 business days of the Listing Date	
Maturity Date	Final Index Level is set as the arithmetic average of the closing levels of the index subject to averaging as set out in the Pricing Supplement. Where the averaging will be a maximum of 6 months	

S&P500 Growth ESP

How the return is calculated

The terms outlined below are intended to represent the payoff profile of an investment in the S&P500

Payoff Profile	<p>If the Final Index Level is greater than or equal to the Initial Index Level, Settlement Amount = Initial Investment in Rands + Initial Investment converted into USD at the exchange rate ruling at close of business on the trade date x Investment Growth x Dollar Rand exchange rate ruling on the maturity date OR If the Final Index Level is less than the Initial Index Level, Settlement Amount = Initial Investment Where: Initial Investment is the amount you invested</p>
Investment Growth	<p>Investment Growth = a minimum of 110% x (Final Index Level- Initial Index Level) / Initial Index Level.</p>
Initial Index Level	<p>The closing level of the Index on Trade Date as published by Bloomberg's.</p>
Final Index Level	<p>The arithmetic average of the closing levels of the Index as published by the Bloomberg's on the Averaging Dates</p>
Early Redemptions	<p>Early Redemptions are made by selling the S&P Growth ESP on the JSE and will be subject to the JSE settlement system (T+5). Investec Bank will be a market maker for the S&P Growth ESP at the prevailing mark to market rate of the instrument.</p> <p>The price of the S&P Growth ESP is subject to various factors including volatility, prevailing interest rates, Dollar Rand Exchange rates, and market levels and investors should be aware that the capital protection, if any, is only at maturity.</p>
Fees	<p>A sales commission fee of 0.5% once off upfront and 0.75% per annum for the first 3 years is priced into the product, with 100% allocation of funds into the investment.</p>
Charges	<p>All listing and administration fees have been priced into the product and there are no additional charges when investing.</p>
Pre-Investment Interest	<p>Funds placed in to stockbroking accounts will receive the current rate available from their stockbroker.</p>

S&P500 Growth ESP

This Application Form and Product Term sheet is a summary only and is not intended to set out the definitive terms of the investment. Terms used, but not otherwise defined herein shall have meanings given to such in the relevant Warrant and Pricing Supplement. The full terms and conditions of the S&P500 Growth ESP will be set out in the Pricing Supplement and will be made available on the Investec website at www.investec.com/ESP or from your Investec Wealth consultant within 7 days of the trade date.

Prior to making any investment decision investors should seek professional advice and read the applicable Technical Supplement and Warrant Programme. The Equity Structured Product is listed on the JSE as part of the Investec Warrant Programme as approved by the JSE. Details of this programme as well as the Technical Supplement relating to ESP's are available on the Investec website at www.investec.com/ESP or from your financial advisor.

At expiry if the market value of the parcel of ETFs is greater than the payoff profile of the S&P Growth ESP, sufficient ETFs will be sold on behalf of the Investor, at Investec's discretion, in order to pay the premium, with the balance of the ETFs being delivered into the investor's stock broking account; However, if the market value of the parcel of ETFs is worth less than the payoff profile of the ESP, the parcel of ETFs will be sold for an amount equal to the payoff profile and the proceeds will be settled via the JSE.

For as long as an investor is the holder of a S&P Growth ESP, they will be the owner of a parcel of ETFs that are listed on the JSE.

The tax consequences for investors, who elect to sell the shares before a period of 3 years has elapsed, will be dependent upon the individual circumstances of such investors and any profit realised from the sale may be subject to Income Tax. It is incumbent upon potential investors to seek independent professional legal, tax and accounting advice so as to consider the investment in the light of the investor's particular circumstances. No responsibility is accepted by Investec for the treatment of any court of law, tax, banking or other authority in any jurisdiction of the investment and no undertaking, warranty or representation is given with regard to the outcome of any such investment.

Investors should note that whilst the allocation date should be no longer than 7 days after the listing date, Investec Bank Limited cannot be held liable for any delays in allocations caused through and by the Investors' stock brokers.

Investors will receive a monthly statement from their stockbroker showing the value of their investment, the price of which will be published daily in the press by the JSE. While Investec does provide a daily price for the S&P Growth ESP via the JSE trading system, the nature of the product is such that the Capital Protection is only applicable at expiry. During the life of the product the value could be lower than the stated protection level.

The past performance of any investment is not necessarily a guide to future returns and Investec gives no warranty as to the performance or profitability of these investments.

I/The Client have read the Product Term sheet and agree to be bound by the terms and conditions thereof and warrant that the particulars supplied are true and correct.

Investor Signature

Date

Advisor Signature

Date

Bank Deposits

Bank Investec Bank

Branch Code 580105

Branch Name Sandton

Account Name The ESP Trust

Account No. 30004481390

Ref (Investor Name)

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Megan Clegg	+27 (0) 21 416 3340	Megan.Clegg@investec.co.za

As required by the Financial Advisory and Intermediary Services Act (“FAIS”), please find below the details of the Product Supplier:

Product Supplier:	Investec Capital Markets
Physical Location:	100 Grayston Drive, Sandton, Sandown, 2196.
Postal:	P O Box 785700, Sandton, 2146
Telephone details:	0112867000
Contractual Relationship:	None

Compliance Officer Details:

Name:	Poendree Reddy
Address:	100 Grayston Drive, Sandton, Sandown, 2196.
Telephone number:	011 2913183

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