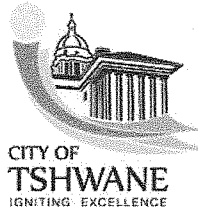

APPLICABLE PRICING SUPPLEMENT



CITY OF TSHWANE METROPOLITAN MUNICIPALITY

(a municipality as described in section 2 of the Local Government Municipal Systems Act, 2000, duly established in terms of Notice No. 6766, promulgated in the Provincial Gazette Extraordinary of 1 October 2000 in terms of section 12(1) read with section 14(2) of the Local Government : Municipal Structures Act, 1998, as amended)

Issue of ZAR560,000,000 10.200% Senior Unsecured Fixed Rate Notes

due 3 April 2028

Under its ZAR4,500,000,000 Domestic Medium Term Note Programme

This Applicable Pricing Supplement must be read in conjunction with the Programme Memorandum, dated 12 December 2012, prepared by City of Tshwane Metropolitan Municipality in connection with the City of Tshwane Metropolitan Municipality ZAR4,500,000,000 Domestic Medium Term Note Programme, as amended and/or supplemented from time to time (the **Programme Memorandum**).

Any capitalised terms not defined in this Applicable Pricing Supplement shall have the meanings ascribed to them in the section of the Programme Memorandum headed "*Terms and Conditions of the Notes*".

This document constitutes the Applicable Pricing Supplement relating to the issue of Notes described herein. The Notes described herein are issued on and subject to the Terms and Conditions as amended and/or supplemented by the Terms and Conditions contained in this Applicable Pricing Supplement. To the extent that there is any conflict or inconsistency between the contents of this Applicable Pricing Supplement and the Programme Memorandum, the provisions of this Applicable Pricing Supplement shall prevail.

PARTIES

- | | | |
|----|-------------------|---|
| 1. | Issuer | City of Tshwane Metropolitan Municipality |
| 2. | Dealer | The Standard Bank of South Africa Limited,
acting through its Corporate and Investment
Banking division |
| 3. | Managers | N/A |
| 4. | Debt Sponsor | The Standard Bank of South Africa Limited,
acting through its Corporate and Investment
Banking division |
| 5. | Paying Agent | The Standard Bank of South Africa Limited,
acting through its Corporate and Investment
Banking division |
| | Specified Address | 5 th Floor, Standard Bank Centre, 3 Simmonds
Street, Johannesburg, 2001 |
| 6. | Calculation Agent | The Standard Bank of South Africa Limited,
acting through its Corporate and Investment
Banking division |

	Specified Address	5 th Floor, Standard Bank Centre, 3 Simmonds Street, Johannesburg, 2001
7.	Transfer Agent	The Standard Bank of South Africa Limited, acting through its Corporate and Investment Banking division
	Specified Address	5 th Floor, Standard Bank Centre, 3 Simmonds Street, Johannesburg, 2001

PROVISIONS RELATING TO THE NOTES

8.	Status of Notes	Senior Unsecured
9.	Series Number	2
10.	Tranche Number	1
11.	Aggregate Nominal Amount:	
	(a) Series	ZAR560,000,000
	(b) Tranche	ZAR560,000,000
12.	Interest	Interest-bearing
13.	Interest Payment Basis	Fixed Rate
14.	Automatic/Optional Conversion from one Interest/Redemption/Payment Basis to another	N/A
15.	Form of Notes	The Notes in this Tranche are listed registered Notes and are issued in uncertificated form and held by the CSD
16.	Issue Date	3 April 2013
17.	Nominal Amount per Note	ZAR1,000,000
18.	Specified Denomination	ZAR1,000,000
19.	Specified Currency	ZAR
20.	Issue Price	100 per cent
21.	Interest Commencement Date	3 April 2013
22.	Maturity Date	3 April 2028
23.	Applicable Business Day Convention	Modified Following Business Day
24.	Final Redemption Amount	100 per cent of Nominal Amount
25.	Last Day to Register	By 17h00 on 22 September and 22 March of each year until the Maturity Date
26.	Books Closed Period(s)	The Register will be closed from 23 September to 2 October and from 23 March to 2 April of each year until the Maturity Date (all dates inclusive)
27.	Default Rate	N/A

FIXED RATE NOTES

28.	(a) Fixed Rate of Interest	10.200 per cent per annum payable semi-annually in arrear
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(b)	Fixed Interest Payment Date(s)	3 October and 3 April in each year up to and including the Maturity Date
(c)	Fixed Coupon Amount(s)	N/A
(d)	Initial Broken Amount	N/A
(e)	Final Broken Amount	N/A
(f)	Determination Date(s)	N/A
(g)	Day Count Fraction	Actual/365
(h)	Any other terms relating to the particular method of calculating interest	N/A
FLOATING RATE NOTES		N/A
ZERO COUPON NOTES		N/A
PARTLY PAID NOTES		N/A
INSTALMENT NOTES		N/A
MIXED RATE NOTES		N/A
INDEX-LINKED NOTES		N/A
DUAL CURRENCY NOTES		N/A
EXCHANGEABLE NOTES		N/A
OTHER NOTES		N/A
PROVISIONS REGARDING REDEMPTION/MATURITY		
29.	Redemption at the Option of the Issuer:	No
30.	Redemption at the Option of the Senior Noteholders:	No
31.	Early Redemption Amount(s) payable on redemption for taxation reasons or on Event of Default (if required).	Yes
GENERAL		
32.	Financial Exchange	JSE (Interest Rate Market)
33.	Additional selling restrictions	N/A
34.	ISIN No.	ZAG000104498
35.	Stock Code	COT02
36.	Stabilising manager	N/A
37.	Provisions relating to stabilisation	N/A
38.	Method of distribution	Dutch Auction
39.	Credit Rating assigned to the Issuer	A1.za as at 2 October 2012
40.	Applicable Rating Agency	Moody's Investor Services Limited
41.	Governing law (if the laws of South Africa are not applicable)	N/A

42. Other provisions N/A

DISCLOSURE REQUIREMENTS IN TERMS OF PARAGRAPH 3(5) OF THE COMMERCIAL PAPER REGULATIONS IN RELATION TO THIS ISSUE OF NOTES

43. Paragraph 3(5)(a)

The “*ultimate borrower*” (as defined in the Commercial Paper Regulations) is the Issuer.

44. Paragraph 3(5)(b)

The Issuer is a going concern and can in all circumstances be reasonably expected to meet its commitments under the Notes.

45. Paragraph 3(5)(c)

The auditor of the Issuer is the Auditor-General of South Africa.

46. Paragraph 3(5)(d)

As at the date of this issue:

- (i) the Issuer has not issued any Commercial Paper (as defined in the Commercial Paper Regulations); and
- (ii) the Issuer estimates that it may issue ZAR2,140,000,000 of Commercial Paper during the current financial year, ending 30 June 2013.

47. Paragraph 3(5)(e)

All information that may reasonably be necessary to enable the investor to ascertain the nature of the financial and commercial risk of its investment in the Notes is contained in the Programme Memorandum and the Applicable Pricing Supplement.

48. Paragraph 3(5)(f)

There has been no material adverse change in the Issuer's financial position since the date of its last audited financial statements.

49. Paragraph 3(5)(g)

The Notes issued will be listed.

50. Paragraph 3(5)(h)

The funds to be raised through the issue of the Notes are to be used by the Issuer for the funding of its capital expenditure.

51. Paragraph 3(5)(i)

The obligations of the Issuer in respect of the Notes are unsecured.

52. Paragraph 3(5)(j)

The Auditor-General of South Africa, the statutory auditors of the Issuer, have confirmed that this issue of Notes issued under the Programme will not comply in all respects with the relevant provisions of the Commercial Paper Regulations.

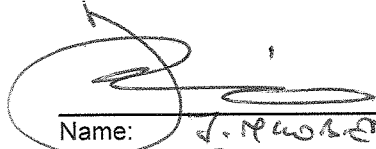
Responsibility:

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 issue of Notes on 3 April 2013.

SIGNED at PRETORIA on this 3 day of APRIL 2013

For and on behalf of
CITY OF TSHWANE METROPOLITAN MUNICIPALITY



Name: J. PHISOA
Capacity: CITY MANAGER
Who warrants his/her authority hereto



Name: A. NYAKALA
Capacity: CFO
Who warrants his/her authority hereto