
APPLICABLE PRICING SUPPLEMENT



Barloworld
Leading brands

BARLOWORLD LIMITED

(Incorporated in the Republic of South Africa with limited liability under Registration Number 1918/000095/06)

Issue of ZAR200,000,000 Floating Rate Notes due 1 February 2016 Under its ZAR10,000,000,000 Domestic Medium Term Note and Commercial Paper Programme

This Applicable Pricing Supplement must be read in conjunction with the programme memorandum, dated 1 September 2010 (the “**Programme Memorandum**”), prepared by Barloworld Limited in connection with the Barloworld Limited ZAR10,000,000,000 Domestic Medium Term Note and Commercial Paper Programme, as supplemented by the supplement to the Programme Memorandum dated 18 October 2011, as further amended and/or supplemented from time to time.

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	Barloworld Limited
2. Dealer(s)	Absa Corporate and Investment Bank, a division of Absa Bank Limited
3. Debt Sponsor	N/A
4. Managers	N/A
5. Paying Agent	The Standard Bank of South Africa Limited
Specified Address	3 Simmonds Street, Johannesburg, 2001
6. Calculation Agent	Absa Corporate and Investment Bank, a division of Absa Bank Limited
Specified Address	15 Alice Lane, Sandton, 2196
7. Transfer Agent	Absa Corporate and Investment Bank, a division of Absa Bank Limited
Specified Address	15 Alice Lane, Sandton, 2196

PROVISIONS RELATING TO THE NOTES

8. Status of Notes	Senior Unsecured
9. Form of Notes	Listed Registered Notes

10. Series Number	15
11. Tranche Number	1
12. Aggregate Nominal Amount:	
(a) Series	ZAR200,000,000
(b) Tranche	ZAR200,000,000
13. Interest	Interest bearing
14. Interest Payment Basis	Floating Rate Notes
15. Automatic/Optional Conversion from one Interest/Redemption/Payment Basis to another	N/A
16. Form of Notes	The Notes in this Tranche are issued in uncertificated form
17. Issue Date	1 February 2013
18. Nominal Amount per Note	ZAR1,000,000
19. Specified Denomination	ZAR1,000,000
20. Specified Currency	ZAR
21. Issue Price	100%
22. Interest Commencement Date	1 February 2013
23. Maturity Date	1 February 2016
24. Applicable Business Day Convention	Modified Following Business Day
25. Final Redemption Amount	100% of Nominal Amount
26. Last Day to Register	By 17h00 on 21 January, 20 April, 21 July and 21 October of each year until the Maturity Date
27. Books Closed Period(s)	The Register will be closed from 22 January to 31 January, 21 April to 30 April, 22 July to 31 July and 22 October to 31 October of each year until the Maturity Date
28. Default Rate	N/A
FIXED RATE NOTES	N/A
FLOATING RATE NOTES	N/A
29. (a) Interest Payment Date(s)	1 February, 1 May, 1 August and 1 November of each year until the Maturity Date with the first Interest Payment Date being 1 May 2013
(b) Interest Periods	From and including the applicable Interest Payment Date and ending on but excluding the following Interest Payment Date, the first Interest Period commencing on 1 February 2013 and ending the day before the next Interest Payment Date
(c) Definitions of Business Day (if different from that set out in Condition 1 (<i>Interpretation</i>))	N/A

(d)	Minimum Interest Rate	N/A
(e)	Maximum Interest Rate	N/A
(f)	Day Count Fraction	Actual/365
(g)	Any other terms relating to the particular method of calculating interest	N/A
30.	Manner in which the Interest Rate is to be determined	Screen Rate Determination
31.	Margin	125 basis points to be added to the reference rate
32.	If ISDA Determination:	N/A
(a)	Floating Rate	N/A
(b)	Floating Rate Option	N/A
(c)	Designated Maturity	N/A
(d)	Reset Date(s)	N/A
33.	If Screen Rate Determination:	
(a)	Reference Rate (including relevant period by reference to which the Interest Rate is to be calculated)	3 month ZAR-JIBAR
(b)	Interest Determination Date(s)	1 February, 1 May, 1 August and 1 November, of each year until the Maturity Date with the first Interest Determination Date being 29 January 2013
(c)	Relevant Screen Page and Reference Code	Reuters page 0#SFXmm: or successor page
34.	If Rate of Interest to be calculated otherwise than by ISDA Determination or Screen Determination, insert basis for determining Rate of Interest/Margin/Fallback provisions	N/A
35.	Calculation Agent responsible for calculating amount of principal and interest	N/A

ZERO COUPON NOTES

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

- | | |
|--|-----|
| 36. Redemption at the Option of the Issuer: | No |
| 37. Redemption at the Option of the Senior Noteholders: | No |
| 38. Early Redemption Amount(s) payable on redemption for taxation reasons or on Event of Default (if required) | Yes |
| 39. Redemption in the event of a Change of Control | N/A |

GENERAL

- | | |
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| 40. Financial Exchange | JSE Limited (Interest Rate Market) |
| 41. Additional selling restrictions | N/A |
| 42. ISIN No. | ZAG000102864 |
| 43. Stock Code | BAW15 |
| 44. Stabilising manager | N/A |
| 45. Provisions relating to stabilisation | N/A |
| 46. The notice period required for exchanging uncertificated Notes for Certificates | N/A |
| 47. Method of distribution | Private Placement |
| 48. Credit Rating assigned to the Issuer | “F1 (zaf)” short term rating and “AA-(zaf)” long term rating as at 16 January 2013 |
| 49. Applicable Rating Agency | Fitch Ratings |
| 50. Governing law (if the laws of South Africa are not applicable) | N/A |
| 51. Use of proceeds | General corporate purposes |
| 52. Other provisions | N/A |

DISCLOSURE REQUIREMENTS IN TERMS OF PARAGRAPH 3(5) OF THE COMMERCIAL PAPER REGULATIONS

53. Paragraph 3(5)(a)

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

54. 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.

55. Paragraph 3(5)(c)

The auditor of the Issuer is Deloitte & Touche.

56. Paragraph 3(5)(d)

As at the date of this issue

- (i) the Issuer has issued ZAR6,344,000,000 (inclusive of this issue) Commercial Paper (as defined in the Commercial Paper Regulations) (which amount includes Notes issued under the Previous Programme Memorandum); and

(ii) the Issuer estimates that it may issue ZAR500,000,000 of Commercial Paper during the current financial year, ending 30 September 2013.

57. 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.

58. 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.

59. Paragraph 3(5)(g)

The Notes issued will be listed.

60. Paragraph 3(5)(h)

The funds to be raised through the issue of the Notes are to be used by the Issuer for its general corporate purposes.

61. Paragraph 3(5)(i)

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

62. Paragraph 3(5)(j)

Deloitte & Touche, the auditors of the Issuer, have confirmed that, based on their procedures to be performed, nothing has come to their attention which indicates that this issue of Notes by the Issuer does not comply in all respects with the provisions of the Commercial Paper Regulations.

Responsibility:

The Issuer accepts responsibility for the information contained in this Applicable Pricing Supplement. To the best of the knowledge and belief of the Issuer 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 listing requirements of the JSE.

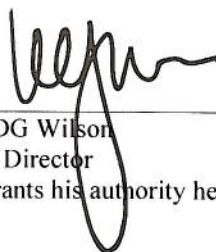
Application is hereby made to list this issue of Notes on 1 February 2013.

SIGNED at SANDTON on this 31st day of January 2013

For and on behalf of
BARLOWORLD LIMITED



Name: CB Thomson
Capacity: Director
Who warrants his authority hereto



Name: DG Wilson
Capacity: Director
Who warrants his authority hereto