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**APPLICABLE PRICING SUPPLEMENT**

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**Barloworld**  
*Leading brands***BARLOWORLD LIMITED***(Incorporated in the Republic of South Africa with limited liability under Registration Number 1918/000095/06)***Issue of ZAR714,000,000 Floating Rate Notes due 5 December 2018  
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)	Rand Merchant Bank, a division of FirstRand Bank Limited
3. Debt Sponsor	N/A
4. Managers	N/A
5. Paying Agent	The Standard Bank of South Africa Limited
Specified Address	25 Sauer Street, Johannesburg, 2001
6. Calculation Agent	The Issuer
Specified Address	Barloworld Corporate Office, 180 Katherine Street, Sandton, 2196
7. Transfer Agent	The Issuer
Specified Address	Barloworld Corporate Office, 180 Katherine Street, Sandton, 2196

**PROVISIONS RELATING TO THE NOTES**

8. Status of Notes	Senior Unsecured
9. Form of Notes	The Notes in this Tranche are listed Registered Notes issued in uncertificated form and held by the CSD
10. Series Number	17
11. Tranche Number	1
12. Aggregate Nominal Amount:	

(a)	Series	ZAR714,000,000
(b)	Tranche	ZAR714,000,000
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	5 December 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	5 December 2013
23.	Maturity Date	5 December 2018
24.	Applicable Business Day Convention	Following Business Day
25.	Final Redemption Amount	100% of Nominal Amount
26.	Last Day to Register	By 17h00 on 22 February, 25 May, 25 August and 24 November of each year until the Maturity Date
27.	Books Closed Period(s)	The Register will be closed from 23 February to 4 March, 26 May to 4 June, 26 August to 4 September and 25 November to 4 December of each year until the Maturity Date
28.	Default Rate	N/A
	<b>FIXED RATE NOTES</b>	N/A
	<b>FLOATING RATE NOTES</b>	N/A
29.	(a) Interest Payment Date(s)	5 March, 5 June, 5 September and 5 December of each year until the Maturity Date with the first Interest Payment Date being 5 March 2014
	(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 5 December 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	148 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)	5 March, 5 June, 5 September and 5 December, of each year until the Maturity Date with the first Interest Determination Date being 2 December 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
<b>ZERO COUPON NOTES</b>		
<b>PARTLY PAID NOTES</b>		
		N/A
<b>INSTALMENT NOTES</b>		
		N/A
<b>MIXED RATE NOTES</b>		
		N/A
<b>INDEX-LINKED NOTES</b>		
		N/A
<b>DUAL CURRENCY NOTES</b>		
		N/A
<b>EXCHANGEABLE NOTES</b>		
		N/A
<b>OTHER NOTES</b>		
		N/A
<b>PROVISIONS REGARDING REDEMPTION/MATURITY</b>		
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 Yes

**GENERAL**

40. Financial Exchange Interest Rate Market of the JSE Limited
41. Additional selling restrictions N/A
42. ISIN No. ZAG000111113
43. Stock Code BAW17
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 Dutch Auction
48. Credit Rating assigned to the Issuer “F1+ (zaf)” short term rating and “AA- (zaf)” long term rating as at 11 February 2013
49. Applicable Rating Agency Fitch Ratings Southern Africa Proprietary Limited
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 ZAR6,244,000,000 (exclusive 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 ZAR600,000,000 of Commercial Paper during the current financial year, ending 30 September 2014.
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 5 December 2013.

SIGNED at SANDTON on this 3RD day of DECEMBER 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