

INDEX DESCRIPTION

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SECTION 1 – General Description

This description (the "**Index Description**") sets out the rules applicable to the Standard Bank Africa Equity Total Return Index (the "**Index**" or the "**SBAFRITR Index**") and the basis upon which the Index will be calculated from and including the Live Date (being 16 May 2011). Terms used in this Index Description will have the meanings ascribed to them in section 4 ("*Definitions*") below.

The Index is intended to reflect the performance in United States dollars of certain selected listed shares actively involved in Africa. The shares comprising the Index will be selected from shares with their primary listing on relevant stock exchanges bourses or quotation systems in Africa, excluding South Africa, Lesotho and Swaziland, and shares with their primary listing on certain stock exchanges bourses or quotation systems outside Africa and which have exposure to Africa. The initial universe of shares undergoes a filtering process whereby only shares with the required geographical allocation, sufficient market capitalisation and liquidity that meets specific predetermined criteria are selected for further analysis. These shares then undergo an optimisation process to increase diversification across geographical regions.

Shares with their primary listing in Africa constitute 60 per cent. of the Index. Within these shares, 60 per cent. is allocated to shares of Sub-Saharan countries (excluding South Africa, Lesotho and Swaziland) with the remaining 40 per cent. allocated to shares in North Africa, split between Egypt (25 per cent.), Morocco (10 per cent.) and Tunisia (5 per cent.) (in each case expressed as a percentage of the portion of the Index allocated to shares listed in Africa). Shares with their primary listing on exchanges outside Africa are to constitute 40 per cent. of the Index.

The selection of index constituent shares is described in more detail in section 3 ("*Index Composition, Rebalancing and Calculation*").

The Index is rebalanced on the third Wednesday of April and October of each year subject to adjustment in accordance with the provisions of this Index Description.

Cash dividends, net of fees and taxes, are converted into USD on the day such dividends would be actually received and are deemed to accrue interest. At each rebalancing of the Index the accumulated dividends and interest thereon are invested into the Index in accordance with the rebalancing process described in section 3 ("*Index Composition, Rebalancing and Calculation*").

The Index Currency shall be USD however the Index Closing Level shall be quoted in points and not denominated in any currency. The sponsor of the Index is Standard Bank plc. This section 1 is subject to and qualified by the remainder of the Index Description.

SECTION 2 – Risk Factors

Prior to making an investment decision in respect of any financial product (including, without limitation any notes, certificates, warrants or other financial instruments or contracts or any fund), the return on which is linked in whole or in part to the performance of the Index (each a "**Financial Product**"), prospective investors should carefully consider all of the information set out in this Index Description, including these risk factors. The risk factors set out below are not exhaustive. There may be other risks that a prospective investor should consider that are relevant to its particular circumstances or generally.

2.1 General

When considering any Financial Product, prospective investors should be aware that the Index Closing Level can go down as well as up and that the performance of the Index in any future period may not mirror its past performance.

Any investment linked or related to the Index will not necessarily be the same as an investment in the Constituent Shares. For example, (without limitation) an investor in an investment linked to the Index will not necessarily receive the benefit of the whole amount of any dividend which may be paid in respect of a Constituent Share. In particular, in accordance with section ("*Definitions*") below:

- (i) only cash dividends which relate to Shares which were Constituent Shares as at the relevant ex-dividend date for such cash dividend will be reflected in the Index Closing Level; and
- (ii) any such cash dividends will only be reflected in the Index Closing Level to the extent that they would have actually been received by the Index Sponsor (and/or any of its Affiliates which may be hedging an exposure to the Index) had that entity been holding such Constituent Share as at the relevant ex-dividend date for such cash dividend.

2.2 Research

Research teams within Standard Bank plc or its Affiliates may issue research reports on Shares that are, or may become, Constituent Shares or other Shares which may on any Rebalancing Date be considered as potential Constituent Shares. These reports are entirely independent of the Index Sponsor's and the Index Calculation Agent's obligations hereunder and without regard to the potential impact on the Index Closing Level, or any Financial Product.

2.3 Calculations and Determinations by the Index Sponsor and/or the Index Calculation Agent

The calculations and determinations of the Index Sponsor and/or the Index Calculation Agent in relation to the Index or any Share shall be binding on all parties in the absence of manifest error. No party (whether the holder of a Financial Product or otherwise) will be entitled to proceed (and agrees to waive proceedings) against the Index Sponsor and/or the Index Calculation Agent in connection with any such calculations or determinations or any failure to make any calculations or determinations in relation to the Index or any Share. For so long as the Index Sponsor and/or the Index Calculation Agent constitutes and calculates the Index Closing Level, calculations and determinations by the Index Sponsor and/or the Index Calculation Agent in connection with the Index or any Share will be made in reliance upon the information of various publicly available sources that the Index Sponsor and/or the Index Calculation Agent has not independently verified. Neither the Index Sponsor nor the Index Calculation Agent accept any liability for loss or damage of any kind arising from the use of such information in any such calculation or determination.

Neither the Index Sponsor nor the Index Calculation Agent makes any representation (implied or otherwise) as to the performance of any Share or the Index.

2.4 Other Adjustments

Prospective investors should note carefully the provisions of section 5 ("*Adjustments, Modifications, Changes and Termination*") and section 6 ("*Market Disruption*") below. Pursuant to these provisions, *inter alia*, the methodology for determining which Shares will qualify as Constituent Shares may be adjusted or replaced and/or other determinations and/or adjustments may be made as the Index Sponsor and/or the Index Calculation Agent considers appropriate and the method of determining the Index and/or the Index Closing Level may be changed. In addition the Index may be terminated in some circumstances.

2.5 Conflicts of Interest

As at the Live Date, Standard Bank plc acts as both the Index Sponsor and the Index Calculation Agent. Conflicts of interest may exist or arise between the Index Sponsor, the Index Calculation Agent and/or Standard Bank entities who currently, or may at some time in the future, act in other capacities, including in respect of one or more of the Constituent Shares and/or as issuer, obligor, dealer or calculation agent of one or more Financial Products or in the provision of debt financing, equity capital or other services (including without limitation financial advisory services), or performing research roles. Subject always to the regulatory obligations of Standard Bank plc in performing each or any of these roles, Standard Bank entities do not act on behalf of, or accept any duty of care or any fiduciary duty to any Financial Product investors or any other person. Each relevant Standard Bank entity will pursue actions and take steps that it deems appropriate to protect its interests without regard to the consequences for Financial Product investors. Standard Bank entities may be in possession at any time of information in relation to one or more of the Constituent Shares which may not be available to investors in any Financial Products. There is no obligation on any Standard Bank entity to disclose to any investor in any Financial Products any such information.

Standard Bank entities shall be entitled to receive fees or other payments pursuant to any Financial Products or otherwise and to exercise all rights, including rights of termination or resignation, which they may have, even though so doing may have a detrimental effect on investors in any such Financial Products.

The relevant research may or may not be considered by Standard Bank plc when Standard Bank plc is deciding to buy or sell proprietary positions. These, or other transactions in which Standard Bank plc engages for its account, may be conducted in a manner inconsistent with the research and the administration of the Index.

2.6 Deductions from Index Closing Levels

As further described in section 3 ("*Index Composition, Rebalancing and Calculation*") and the definition of "Rebalancing Cost" below, in connection with each rebalancing of the Index, the hypothetical cost of carrying out a corresponding rebalancing of a holding of Shares reflecting the Constituent Shares comprising the Index will be deducted from the relevant Index Closing Level. This is to take into account the anticipated costs of a party hedging an investment linked to the Index. Such hypothetical cost will include, without limitation, any taxes, fees or other charges which may be incurred in respect of any such rebalancing.

As at the Live Date it is contemplated that the Index will be rebalanced every six months and the deduction applies on each occasion. As a result the Index Closing Levels will be less than would otherwise be the case.

2.7 Past performance information and previously published Index levels

The methodology for calculating the Index described herein reflects the methodology applicable from and including the Live Date of the Index (being 16 May 2010). Whilst levels for the Index may have been available prior to this date and further hypothetical past performance information (reflecting retrospective calculation of the Index on a hypothetical basis) may be provided, prospective investors should note that the methodology used in calculating any such previously published levels and/or hypothetical past performance information may have been different from that described herein. As such, any such Index levels calculated or published in respect of any day prior to the Live Date for the Index may not be directly comparable to values calculated and published thereafter. In particular, but without limitation:

- (i) previously published levels and/or hypothetical Index levels may have been calculated using each Constituent Share's closing price and no deductions in respect of costs (as described in "*Deductions from Index Closing Levels*" above) made. Any such deductions would have resulted in lower Index levels; and
- (ii) to the extent that any calculations relating to dates preceding the Live Date include cash dividends declared in respect of one or more Constituent Shares, the amounts paid and timing for payment of such cash dividends may have been calculated using the declared dividend amount and payment date in respect of such cash dividend, rather than the amount of any such cash dividend which would actually have been received by the holder of any such Constituent Share and the actual date of such payment. To the extent that such amount of actual payment was lower than the declared dividend amount, or the date of actual receipt of payment was later than the declared dividend payment date, this would have had a delayed effect on or resulted in lower Index levels. Furthermore, any such cash dividends may have been notionally reinvested in the relevant Constituent Share rather than notionally invested on a daily basis at the relevant Overnight Rate. Such notional reinvestment may have caused the "Number of Shares" value used in respect of a relevant Constituent Share when calculating the Index to be higher, potentially resulting both in higher Index levels than might otherwise have been the case and/or certain countries or categories of Share exceeding the respective concentration limits which would otherwise apply to them on a rebalancing of the Index.

The Index has been calculated on a live basis since 16 May 2011. All prospective investors should be aware that a retrospective calculation means that no actual investment which allowed a tracking of performance of the Index was possible at any time during the period of retrospective calculation and that as a result the comparison is purely hypothetical. The methodology and the strategy used for the calculation and retrospective calculation of the Index were developed with the advantage of hindsight. In reality it is not possible to invest with the advantage of hindsight and therefore this performance comparison is purely theoretical. ***In any event past performance is not necessarily an indication of future performance.***

2.8 Weight of Constituent Shares as of the Live Date

Prospective investors should note that the concentration requirements that apply to the weights of Constituent Shares within the Index following a rebalancing do not apply in respect of the composition of the Index as at the Live Date (such composition as set out in Annex 1). In particular, the percentage weights relating to Constituent Shares attributable to Egypt, Morocco and Tunisia exceed the respective 15 per cent., 6 per cent. and 3 per cent. caps for those jurisdictions which would apply on a rebalancing. Furthermore, the ratio by weight of Constituent Local Shares to Constituent International Shares does not reflect the 60:40 ratio mandated on a rebalancing.

2.9 Risks relating to emerging market equities

In recent years, values of certain equities including the shares which may be included in the Index from time to time, have been volatile and such volatility may be expected in the future. However, past experience is not necessarily indicative of what may occur in the future. The historical experience of such shares should not be taken as an indication of future performance of such shares once included in the Index and/or during the term of any Financial Product.

Furthermore the shares which may be included in the Index relate to Share Issuers which are based in, or have significant operations in emerging market countries, and as such investors should note that the risk of the occurrence of and the severity of the consequences of the matters described herein may be greater than they would otherwise be in relation to the shares of Share Issuers based in, or predominantly operating in, more developed countries.

In particular, the prices of such emerging market equities may be particularly vulnerable to substantial fluctuations resulting from a variety of unpredictable and often interrelated factors including the financial results and prospects of the issuer or issuers of the relevant equity security or equity securities as well as economic, financial and political events in one or more jurisdictions, including governmental programmes and policies, national and international political, military, terrorist and economic events, fiscal, monetary and exchange control programmes, changes in interest and exchange rates and changes, suspensions or disruptions of market trading activities in such equities and related contracts, factors affecting the stock exchange(s) or quotation system(s) on which any such securities may be traded and natural disasters or catastrophes, such as extreme weather conditions, fires or earthquakes. Emerging market equity prices are likely to be more volatile than other asset classes, making investments in Financial Products riskier than other investments.

Prospective investors should note that corporate governance and reporting standards in many of the Share Jurisdictions for potential Constituent Shares vary significantly and generally lack the sophistication of those found in the United States of America, Europe and other established financial markets. Furthermore, systems to monitor compliance with such standards may be limited and/or inadequate and some Share Issuers of potential Constituent Shares may not comply (in full or in part) with the relevant regulatory requirements to which they are subject. In the event that relevant information is unavailable, out of date, incomplete, inaccurate or otherwise insufficient for the purposes of determining whether a particular Share should qualify as a Constituent Share for the purposes of any Index Business Day this may result in Shares which might otherwise qualify as Constituent Shares being omitted from the Index and/or Shares being determined to qualify as Constituent Shares (and hence included in the calculation of the Index Closing Level) where, had sufficient information been available, such Share might have been determined to be ineligible (or no longer eligible) (for example, but without limitation, where the operations of the relevant Share Issuer have moved geographically and this has not been announced and/or reported accurately). As per "*Calculations and Determinations by the Index Sponsor and/or the Index Calculation Agent*" above, neither the Index Sponsor nor the Index Calculation Agent will be responsible for independently verifying information relating to any Share or Share Issuer and neither the Index Sponsor nor the Index Calculation Agent accepts any liability for loss or damage of any kind arising from the use by it of such information.

2.10 Currency exchange risk

The Index is calculated in the relevant Index Currency (being United States dollars). Constituent Shares and/or potential Constituent Shares may be traded in currencies other than the Index Currency (the relevant "**Reference Currency**") and hence for the purposes of making certain determinations in respect of such Shares, and for calculations of the Index Closing Level, price information in respect of Shares expressed in the Reference Currency will be converted into the

Index Currency at the then prevailing exchange rate between such currencies, as determined by the Index Sponsor or the Index Calculation Agent, as applicable. As such, investors in Financial Products may be exposed not only to the performance of the Constituent Shares but also to the performance of each Reference Currency, which cannot be predicted. Investors should be aware that foreign exchange rates are, and have been, highly volatile and determined by supply and demand for currencies in the international foreign exchange markets, which are subject to economic factors, including inflation rates in the countries concerned, interest rate differences between the respective countries, economic forecasts, international political factors, currency convertibility and safety of making financial investments in the currency concerned, speculation and measures taken by governments and central banks (e.g., imposition of regulatory controls or taxes, issuance of a new currency to replace an existing currency, alteration of the exchange rate or exchange characteristics by devaluation or revaluation of a currency or imposition of exchange controls with respect to the exchange or transfer of a specified currency that would affect exchange rates and the availability of a specified currency). Exchange rates relating to the currencies of African countries have historically been, and are likely in future to be, particularly volatile.

2.11 Risks arising from the methodology utilised to determine the Constituent Shares

The methodology utilised in the determination of the Constituent Shares is described in detail in section 3 ("*Index Composition, Rebalancing and Calculation*"). There is no mechanism in the Index methodology to ensure that the best performing shares in Africa are included in the Index. Although at the Live Date there are a large number of jurisdictions represented in the Constituent Shares, there is no certainty that this will continue. The utilisation of the Average Daily Liquidity and Market Capitalisation measures may result in an increased concentration of Constituent Shares from certain jurisdictions, subject to the Weighting Cap. Additionally, the Capped Country Weights and the ratio of Sub-Saharan Shares to North African Shares within the Constituent Shares may not be an accurate reflection of the liquidity and / or financial performance of the Share Issuers in these jurisdictions and regions relative to other Share Issuer's in those jurisdictions or in Africa generally. The determination of the Country Exposure of a Share Issuer is not intended to identify shares which have outperformed relative to their peers.

2.12 Correlation risks

Prospective investors in Financial Products should be aware that in some scenarios the risks described in section 2.8 ("*Risks relating to emerging market equities*") and section 2.9 ("*Currency exchange risk*") may have a cumulative effect on the volatility of the prices of the Constituent Shares. There have been examples in recent years where macro factors that influence the price of a Reference Currency also result in volatility in equity prices in the relevant jurisdiction or in equity prices of Share Issuers that have operational exposure to that jurisdiction despite the respective Share Issuers not necessarily being exposed to volatility in the price of the relevant Reference Currency in their day to day operations. This volatility may also arise due to market sentiment which relates to emerging markets globally and may not be directly related to African jurisdictions. The impact on the prices of Constituent Shares may be exacerbated where volatility in a Reference Currency coincides with illiquidity in the relevant equity markets.

SECTION 3 – Index Composition, Rebalancing and Calculation

3.1 Calculation of the Index

Subject to the provisions set out in section 5 ("*Adjustments, Modifications, Changes and Termination*") below, the Index Calculation Agent will calculate the Index Closing Level in respect of each Index Business Day following the Live Date by reference to the Number of Shares and the Closing Price of each of the Constituent Shares (the Number of Shares determined pursuant to paragraph 3.2 below) and in accordance with the formula set out in paragraph 3.3 below.

3.2 Periodic Rebalancing of the Index

In accordance with the definitions of Constituent International Shares and Constituent Local Shares in section 4 ("*Definitions*") below, as at the Live Date the Constituent Shares for the Index will be set out in Annex 1 to this Index Description. On each Rebalancing Date (for such purpose, each a "**Relevant Rebalancing Date**"), the Index Calculation Agent will rebalance the Index by determining the Constituent Local Shares and the Constituent International Shares and will then review such Shares in accordance with the criteria set out below and, where applicable, adjusting the Weight and/or Number of Shares for each of the Constituent Shares, all as set out below. Any rebalancing required will take effect from and including the Relevant Rebalancing Date. The Number of Shares for each Constituent Share which shall apply in respect of each Constituent Share from and including the Relevant Rebalancing Date to but excluding the next following Rebalancing Date, will be calculated on the Relevant Rebalancing Date by the Index Calculation Agent in accordance with the following criteria:

(a) Calculation of the Weight for each Constituent Share

(i) Sub-Saharan Shares

(A) Calculation of the Initial Weight for each Sub-Saharan Share

For the purpose of calculating the Weight for each Constituent Share_(i) which is a Sub-Saharan Share, the Index Calculation Agent will first calculate the initial weight of each such Constituent Share (the "**Initial Weight**") in respect of the Relevant Rebalancing Date by reference to the Average Daily Liquidities of each such Constituent Share which is a Sub-Saharan Share in accordance with the following formula:

$$IW_i = 0.36 * \frac{Liq_i}{\sum_i Liq_i}$$

Where:

IW_i means the Initial Weight for each relevant Constituent Share_(i); and

Liq_i means the Average Daily Liquidity of each Constituent Share_(i) which is a Sub-Saharan Share in respect of the Relevant Rebalancing Date.

(B) Calculation of the Initial Country Weight for Sub-Saharan Shares

The Index Calculation Agent will then calculate the initial country weight in respect of each Sub-Saharan Country which is a relevant Share Jurisdiction (in each case,

the relevant "**Initial Country Weight**") by reference to the Initial Weights for each relevant Constituent Share_(i) in accordance with the following formula:

$$W_k = \sum_{i \in k} IW_i$$

Where:

W_k means the Initial Country Weight for Share Jurisdiction_(k); and

IW_i means the Initial Weight for each Constituent Share_(i) from Share Jurisdiction_(k) in respect of the Relevant Rebalancing Date.

The Index Calculation Agent will then determine on the basis only of each Initial Weight and Initial Country Weight whether any Constituent Share_(i) and/or any Share Jurisdiction_(k) is an Affected Share or an Affected Country respectively. In the event that, on this basis, no Sub-Saharan Share is an Affected Share and no Sub-Saharan Country is an Affected Country, the Initial Weight of each Constituent Share which is a Sub-Saharan Share will be the weight (the "**Weight**") of such Constituent Share in respect of the Relevant Rebalancing Date.

(C) Adjustments to Initial Weights to account for Affected Countries and/or Affected Shares

In the event that any relevant Share Jurisdiction is an Affected Country, the Index Calculation Agent will adjust the Initial Weights of each Constituent Share which is a Sub-Saharan Share in accordance with the following formula (which in each case applies the relevant Scaling Factor for each Share Jurisdiction determined in accordance with the goal seeking procedure set out in Annex 2, other than for a Share Jurisdiction which is not and has not become an Affected Country on the Relevant Rebalancing Date, for which the Scaling Factor will be 1 (one)):

$$W_{i \in k} = 0.36 * \frac{SF_k * Liq_{i \in k}}{\sum_{m \neq k} SF_m * Liq_m + \sum_{i \in k} SF_k * Liq_i}$$

Where:

$W_{i \in k}$ means the adjusted Initial Weight (the "**Weight**") for each Constituent Share_(i) from Share Jurisdiction_(k) in respect of the Relevant Rebalancing Date;

SF_k means the relevant Scaling Factor in respect of Share Jurisdiction_(k) and the Relevant Rebalancing Date;

$Liq_{i \in k}$ means the Average Daily Liquidity of each Constituent Share_(i) from Share Jurisdiction_(k) in respect of the Relevant Rebalancing Date;

SF_m means the relevant Scaling Factor in respect of Share Jurisdiction_(m) (being each Share Jurisdiction other than Share Jurisdiction_(k)) and the Relevant Rebalancing Date;

Liq_i means the Average Daily Liquidity of Constituent Share_(i) in respect of the Relevant Rebalancing Date; and

Liq_m means the Average Daily Liquidity in respect of the Relevant Rebalancing Date for each Constituent Share_(i) which is a Sub-Saharan Share and is not from Share Jurisdiction_(k).

(D) Calculation of the Country Weight for each Sub-Saharan Country

Following all procedures in (A), (B) and, if applicable (C) above, the Country Weight in respect of the Relevant Rebalancing Date for each Sub-Saharan Country which is a Share Jurisdiction will be calculated in accordance with the following formula:

$$W_k = \sum_{i \in k} w_i$$

Where:

W_k means the country weight (the "**Country Weight**") for Share Jurisdiction_(k) in respect of the Relevant Rebalancing Date; and

w_i means the Weight for each Constituent Share_(i) from Share Jurisdiction_(k) in respect of the Relevant Rebalancing Date.

(ii) **North African Shares**

(A) Calculation of the Initial Weight for each North African Share

For the purpose of calculating the Weight for each Constituent Share_(i) which is a North African Share, the Index Calculation Agent will first calculate the initial weight of each such Constituent Share (the "**Initial Weight**") in respect of the Relevant Rebalancing Date in accordance with the following formula:

$$IW_{i \in k} = CCW_k * \frac{Liq_{i \in k}}{\sum_{i \in k} Liq_{i \in k}}$$

Where:

$IW_{i \in k}$ means the Initial Weight for each Constituent Share_(i) from Share Jurisdiction_(k) in respect of the Relevant Rebalancing Date;

CCW_k means the applicable Capped Country Weight for Share Jurisdiction_(k);

Liq_i means the Average Daily Liquidity of Constituent Share_(i) in respect of the Relevant Rebalancing Date.

In the event that, on this basis, no North African Share is an Affected Share, the Initial Weight of each such Share will be the weight (the "**Weight**") of such Share in respect of the Relevant Rebalancing Date.

(B) Adjustments to Initial Weights to account for Affected Shares

In the event that any North African Country is an Affected Country (the "**Relevant Affected Country**"), the Index Calculation Agent will, taking each Affected Share from such North African Country in alphabetical order by the name of Share Issuer

(the Affected Share to be adjusted being the "**Relevant Affected Share**"), adjust the Initial Weight of the Relevant Affected Share such that the Initial Weight for such Relevant Affected Share is equal to 5 per cent. (such adjusted weight, the "**Adjusted Weight**" for such Relevant Affected Share in respect of the Relevant Rebalancing Date) and will then adjust the Initial Weight of each Constituent Share from the Relevant Affected Country which is not the Relevant Affected Share or any Constituent Share which was an Affected Share in respect of such Rebalancing Date and has previously been adjusted (each such Constituent Share a "**Previously Adjusted Share**") pursuant to this paragraph (B) such that the surplus weight (being the difference between the Initial Weight of the Relevant Affected Share and 5 per cent.) is distributed between such Constituent Shares *pro rata* according to their respective Initial Weights, the resulting adjusted weights for each such Constituent Share being its "**Adjusted Weight**" in respect of the Relevant Rebalancing Date. In the event that, as a result of the Index Calculation Agent adjusting the Initial Weights of any Constituent Shares in accordance with this paragraph (B), any North African Share becomes an Affected Share, the Index Calculation Agent shall repeat the adjustment process set out in this paragraph (B) in respect of each such North African Share any number of times until the Adjusted Weight for each Constituent Share which is a North African Share does not exceed 5 per cent. Once this target has been reached the final Adjusted Weight for each Constituent Share will be the "**Weight**" for such Constituent Share in respect of the Relevant Rebalancing Date.

(iii) **Constituent International Shares**

The weight for each Constituent International Share shall be determined in accordance with the Optimisation Process as set out in Annex 3 to this Index Description.

(b) **Calculation of the Number of Shares for each Constituent Share**

(i) Calculation of the Benchmark Level

For the purposes of calculating the Number of Shares to apply in respect of each Constituent Share, the Index Calculation Agent shall on each Rebalancing Date calculate the Benchmark Level in respect of the Relevant Rebalancing Date in accordance with the following formula:

$$BML_{T-1} = \sum_j PR_{j,T-1} * NUM_j + \sum_k CD_{k,T-1} + INT_{k,T-1} - Cost_{i,j}$$

Where:

BML_{T-1} means the Benchmark Level of the Index in respect of Rebalancing Date_(T).

$PR_{j,T-1}$ means the Closing Price of Existing Constituent Share_(j) in respect of the Index Business Day immediately preceding Rebalancing Date_(T).

NUM_j means the Existing Number of Shares for Existing Constituent Share_(j).

$CD_{k,T-1}$ means each Cash Dividend_(k) in respect of which the relevant ex-dividend date fell on or after the Live Date and the relevant Cash Dividend Payment Date fell in the period from and including the Rebalancing Date immediately preceding Rebalancing Date_(T) (or, if none, the Live Date) to but excluding Rebalancing Date_(T) (each a "**Relevant Cash Dividend**").

$INT_{k,T-1}$ means the total interest which would have accrued in respect of all Relevant Cash Dividends had the Index Sponsor invested each Relevant Cash Dividend on a daily basis (in each case at the

relevant Overnight Rate) from but excluding the Cash Dividend Payment Date of each such Cash Dividend to but excluding Rebalancing Date_(T) in each case less any applicable costs (relating to hedging arrangements, taxes or otherwise) which the Index Sponsor determines would be associated with such investment of the Relevant Cash Dividends, and/or hedging such return by investing in comparable overnight interest-based investment products, all as determined by the Index Calculation Agent.

Cost_{i,j} means the Rebalancing Cost in respect of Rebalancing Date_(T).

(ii) Calculation of the Number of Shares

Having calculated the Benchmark Level, the Index Calculation Agent will then calculate the Number of Shares to apply in respect of each Constituent Share from and including Rebalancing Date_(T) to but excluding the next following Rebalancing Date in accordance with the following formula:

$$NUM_i = \frac{BML_T * w_i}{PR_{i,T-1}}$$

Where:

NUM_i means the Number of Shares to apply in respect of Constituent Share_(i) for each Index Business Day in the period from and including Rebalancing Date_(T) to but excluding the Rebalancing Date immediately following Rebalancing Date_(T).

BML_T means the Benchmark Level of the Index in respect of Rebalancing Date_(T).

w_i means the Weight of Constituent Share_(i) in respect of Rebalancing Date_(T).

PR_{i,T-1} means the Closing Price of Constituent Share_(i) in respect of the Index Business Day immediately preceding Rebalancing Date_(T).

3.3 **Determination of the Index Closing Level**

On each Index Business Day_(t), the Index Calculation Agent will determine the Index Closing Level (the **Index Closing Level**) in accordance with the following formula:

$$TR_USD_t = \sum_i PR_{i,t} * NUM_i + \sum_k CD_{k,t}$$

Where:

TR_USD_t means the Index Closing Level in respect of Index Business Day_(t).

PR_{i,t} means the Closing Price of Constituent Share_(i) in respect of Index Business Day_(t).

NUM_i means the Number of Shares for Constituent Share_(i) in respect of Index Business Day_(t).

CD_{k,t} means:

- (i) in respect of an Index Business Day that is not also a Rebalancing Date, each Cash Dividend_(k) for which the relevant ex-dividend date fell on or after the Live Date and the relevant Cash Dividend Payment Date has occurred in the period from and including the Rebalancing Date immediately preceding Index Business Day_(t) (or, if none, the Live Date) to and including Index Business Day_(t); or

- (ii) in respect of an Index Business Day that is also a Rebalancing Date, each Cash Dividend_(k) for which a Cash Dividend Payment Date has occurred on such Rebalancing Date.

The Index Closing Level shall be calculated and published by the Index Calculation Agent rounded to the two decimal places with 0.005 being rounded upwards, as set out in section 7 ("*Publication of Index Closing Levels and other relevant information*") below.

The Index Calculation Agent may but is not required to calculate and publish an Index Level in respect of the Index at times other than the Valuation Time. However, any such level will be deemed to be an indicative level and the Index Closing Level calculated as provided in this Index Description in respect of the Valuation Time will be deemed to be the only official level of the Index.

SECTION 4 – Definitions

"**Adjusted Weight**" has the meaning given to it in paragraph 3.2(a)(ii)(B) above.

"**Affected Country**" means, in respect of a Rebalancing Date, a Share Jurisdiction for which:

- (i) any Constituent Share from such Share Jurisdiction is an Affected Share; and/or
- (ii) in respect of a Share Jurisdiction which is a Sub-Saharan Country only, the Initial Country Weight in respect of such Rebalancing Date is greater than the applicable Weighting Cap.

"**Affected Share**" means, in respect of a Rebalancing Date, a Constituent Share for which the Initial Weight or any Adjusted Weight in respect of such Rebalancing Date is greater than the applicable Weighting Cap.

"**Affiliate**" means, in relation to any entity (the "**First Entity**"), any entity controlled, directly or indirectly, by the First Entity, any entity that controls, directly or indirectly, the First Entity or any entity directly or indirectly under common control with the First Entity. For these purposes "**control**" means ownership of a majority of the voting power of an entity.

"**Africa**" means each country in continental Africa and each of Cape Verde, Comoros, Mauritius, Madagascar, São Tomé and Príncipe and the Seychelles.

"**Average Daily Liquidity**" means, in relation to any Share, the arithmetic mean of the Daily Trading Turnover in respect of such Share on each relevant Averaging Date.

"**Averaging Date(s)**" means, in relation to any Share and a Rebalancing Date, each Exchange Business Day during the 183 calendar days immediately preceding, but excluding the relevant Rebalancing Date (the "**Averaging Period**"), but excluding those Exchange Business Days which are Excluded Exchange Business Days in respect of such Share and such Rebalancing Date. For the purposes of calculating the Average Daily Liquidity in respect of Shares for which fewer than 183 calendar days of information is available, the Averaging Period will be deemed to be such shorter period in respect of which such information is available.

"**Benchmark Level**" has the meaning given to it in paragraph 3.2(b) above.

"**Bloomberg**" means Bloomberg L.P.

"**Bloomberg System**" means the information service operated by Bloomberg or such other service as may be nominated as the information vendor in each case to the satisfaction of the Index Calculation Agent.

"**Bonus Dividend**" means any dividend which the Index Calculation Agent determines it appropriate to classify as a bonus dividend.

"**Capped Country Weight**" means:

- (i) in respect of Egypt, 15 per cent.;
- (ii) in respect of Morocco, 6 per cent.; and
- (iii) in respect of Tunisia, 3 per cent..

"**Cash Dividend**" means, in respect of a Constituent Share:

- (i) the amount of each cash dividend (excluding any Extraordinary Dividend), net of withholding tax or any similar tax or charge, which the Index Calculation Agent determines:

- (a) would have been received by the Index Sponsor (and/or any of its Affiliates selected by the Index Sponsor which may be hedging a Financial Product exposure to the Index) had that entity been holding such Constituent Share as at the relevant ex-dividend date in respect of such cash dividend; and
 - (b) is attributable to a Constituent Share which was as at the ex-dividend date for such cash dividend a Constituent Share of the Index, multiplied by
- (ii) the Number of Shares for the applicable Constituent Share as of the relevant ex-dividend date,

and which, if denominated in a currency other than the Index Currency, will be converted into the Index Currency by reference to the Relevant Exchange Rate for such Constituent Share in respect of the Cash Dividend Payment Date provided that, if the Index Calculation Agent determines that it is unable to determine any of the foregoing, the Index Calculation Agent may determine the amount and relevant Cash Dividend Payment Date in respect of any declared cash dividend in any other way (and by reference to any sources) as it considers appropriate.

"Cash Dividend Payment Date" means, in respect to a Cash Dividend, the date that payment of such Cash Dividend would have been received by the Index Sponsor (and/or any of its Affiliates selected by the Index Sponsor which may be hedging a Financial Product exposure to the Index) if that entity was holding such Constituent Share as at the ex-dividend date for such Cash Dividend, all as determined by the Index Calculation Agent.

"Closing Price" means, in relation to a Share and any Index Business Day, the price of such Constituent Share on the relevant Exchange at the Valuation Time on such Index Business Day, or if such day is not a Trading Day for that Share, at the Valuation Time on the immediately preceding Trading Day for that Share. In the event a price is not available for a relevant Constituent Share at the relevant Valuation Time the Closing Price for that Constituent Share will instead be the most recently available offer price of that Constituent Share on the relevant Exchange. In each case, if the relevant price is denominated in a currency other than the Index Currency, it will be converted into the Index Currency by reference to the Relevant Exchange Rate in respect of such Index Business Day, all as determined by the Index Calculation Agent.

"Combined Country Weight" means, in respect of a Share Jurisdiction and a Rebalancing Date, the sum of:

- (i) the Country Weight for such Share Jurisdiction in respect of such Rebalancing Date; and
- (ii) the sum of the Pro Rata Weights for such Share Jurisdiction in respect of each Constituent International Share for which such Share Jurisdiction is a Share Jurisdiction in respect of such Rebalancing Date.

"Constituent International Shares" means, subject to adjustment pursuant to section 5 ("*Adjustments, Modifications, Changes and Termination*") below:

- (i) in respect of an Index Business Day falling before the first occurring Rebalancing Date, the Constituent International Shares as set out in Annex 1 to this Index Description; and
- (ii) in respect of an Index Business Day falling on or after the first occurring Rebalancing Date, those Shares which, as at the Rebalancing Date immediately preceding such Index Business Day (or if such Index Business Day is a Rebalancing Date, as at such Rebalancing Date):
 - (a) had their primary listing on any of:
 - (A) Australian Stock Exchange (Bloomberg reference: ASE);

- (B) SIM VSE (Bloomberg reference: SIM VSE);
- (C) National Stock Exchange of Australia (Bloomberg reference: NSX);
- (D) Alpha Exchange (Bloomberg reference: AlphaToronto);
- (E) Alpha Venture (Bloomberg reference: AlphaVenture);
- (F) Canadian National Stock Exchange (Bloomberg reference: Canadian National Stock Exchange);
- (G) Chi-X Canada (Bloomberg reference: Chi-X Canada);
- (H) LiquidNet Trading System (Bloomberg reference: LiquidNet);
- (I) Omega Alternative Trading System (Bloomberg reference: Omega);
- (J) Pure Trading (Bloomberg reference: Pure Trading);
- (K) Toronto Stock Exchange (Bloomberg reference: Toronto);
- (L) Match Now Alternative Trading System (Bloomberg reference: TriAct MatchNow Toronto);
- (M) TriAct MatchNow Venture (Bloomberg reference: TriAct MatchNow Venture);
- (N) Euronext Paris (Bloomberg reference: Euronext Paris);
- (O) Euronext Brussels (Bloomberg reference: Euronext Brussels);
- (P) Euronext Portugal (Bloomberg reference: Euronext Portugal);
- (Q) Borsa Italiana (Bloomberg reference: Borsa Italiana);
- (R) The Frankfurt Stock Exchange (Bloomberg reference: Frankfurt);
- (S) London Stock Exchange (Bloomberg reference: London);
- (T) New York Stock Exchange (Bloomberg reference: NYSE Amex);
- (U) OTC Bulletin Board (Bloomberg reference: OTC BB),

or, in each case, any successor thereto, all as determined by the Index Calculation Agent;

- (b) had been listed on such Exchange for a minimum of 60 calendar days immediately preceding such Rebalancing Date;
- (c) had an Average Daily Liquidity greater than USD50,000;
- (d) had a Market Capitalisation greater than or equal to USD20,000,000;
- (e) in respect of which the Share Issuer had an Exposure to Africa of more than 40%; and
- (f) is not an Unavailable Share.

"Constituent Local Shares" means, subject to adjustment pursuant to section 5 ("*Adjustments, Modifications, Changes and Termination*") below:

- (i) in respect of an Index Business Day falling before the first occurring Rebalancing Date, the Constituent Local Shares as set out in Annex 1 to this Index Description; and
- (ii) in respect of an Index Business Day falling on or after the first occurring Rebalancing Date, those North African Shares and Sub-Saharan Shares which, as at the Rebalancing Date immediately preceding such Index Business Day (or if such Index Business Day is a Rebalancing Date, as at such Rebalancing Date):
 - (a) had been listed on the relevant Exchange for a minimum of 60 calendar days immediately preceding such Rebalancing Date;
 - (b) had an Average Daily Liquidity exceeding USD10,000;
 - (c) had a Market Capitalisation greater than or equal to USD20,000,000; and
 - (d) is not an Unavailable Share,

provided that, in respect of this paragraph (ii), where more than 15 Local Shares from any one Share Jurisdiction or listed on any one Exchange, would otherwise be Constituent Local Shares only the 15 Local Shares from any such Share Jurisdiction or listed on any such Exchange with the highest Average Daily Liquidity (and for the purpose of such ranking, Local Shares with the same Average Daily Liquidity shall be ranked in alphabetical order of Share Issuer name with names beginning with "A" ranked first etc.) on the relevant Rebalancing Date will be deemed to be Constituent Local Shares as among the relevant Local Shares. Where there are Local Share(s) whose primary listing is on an Exchange on which Shares from more than one Share Jurisdiction are listed or traded, this proviso will be applied first in respect of Share Jurisdictions and then in respect of Exchanges.

"Constituent Shares" means each of the Constituent Local Shares and Constituent International Shares and, following the application of the section 3.2(a) procedures, the term will exclude any Share with a Weight of zero.

"Country Exposure" means, in respect of a Share Issuer and a Share Jurisdiction the percentage of such Share Issuer's:

- (i) revenue; or
- (ii) if, in the determination of the Index Calculation Agent, insufficient revenue information is available, income; or
- (iii) if, in the determination of the Index Calculation Agent, insufficient revenue and income information is available, assets,

which is/are attributable to operations in such Share Jurisdiction, as determined by the Index Calculation Agent by reference to the latest publicly available financial statements of such Share Issuer as at the relevant Rebalancing Date, provided that if such statements are not available in relation to any Share Issuer, the Index Calculation Agent, acting in a commercially reasonable manner, may take into account any such information as it deems to be relevant in order to determine the portion of such Share Issuer's revenue, income or assets which are attributable to operations in such Share Jurisdiction.

"Country Weight" means,

- (i) in respect of each Sub-Saharan Country, the Country Weight calculated in accordance with paragraph 3.2(a)(i) above; and
- (ii) in respect of each North African Country, the relevant Capped Country Weight.

"Daily Trading Turnover" means, in respect of a Share and an Averaging Date, the total value (if applicable, converted into the Index Currency by reference to the Relevant Exchange Rate for such Share in respect of such Averaging Date) of sale transactions in respect of such Share traded on or through the Exchange for such Share on such Averaging Date as determined by the Index Calculation Agent.

"Direct Involvement in Africa" means Share Issuers with an Exposure to Africa in excess of 85 per cent..

"Exchange" means, in respect of a Share, the stock exchange, bourse or quotation system on which such share has its primary listing from time to time or any substitute exchange, bourse or quotation system to which trading in such Share has temporarily relocated (provided that the Index Calculation Agent has determined that there is comparable liquidity relative to such Share on such temporary substitute exchange, bourse or quotation system as on the original Exchange) all as determined by the Index Calculation Agent.

"Exchange Business Day" means in respect of any Share, each day on which the relevant Exchange is open for trading during its regular trading session, notwithstanding such Exchange closing prior to its scheduled weekday closing time on any such day.

"Excluded Exchange Business Day" means, in respect of a Share and a Rebalancing Date, those Exchange Business Days in the relevant Averaging Period which, when arranged by Daily Trading Turnover (with the day(s) with the highest Daily Trading Turnover appearing first and the day(s) with the lowest Daily Trading Turnover appearing last) are:

- (i) in the top 10 per cent. of Exchange Business Days for such Averaging Period; or
- (ii) in the bottom 10 per cent. of Exchange Business Days for such Averaging Period,

provided that, if two or more Exchange Business Days in any one Averaging Period have the same Daily Trading Turnover, such Exchange Business Days (each an **"Equal Day"**) will be arranged in chronological order with the last occurring of such Equal Days appearing first and the first occurring of such Equal Days appearing last among such Equal Days and in the event that the number of Exchange Business Days in the relevant Averaging Period is not divisible by ten, for the purposes of determining the top 10 per cent. and bottom 10 per cent. of Exchange Business Days in such period, fractions of Exchange Business Days shall be rounded downwards to the nearest Exchange Business Day.

"Existing Constituent Share" means, in respect of a Rebalancing Date, each Share which was a Constituent Share in respect of the Index Business Day immediately preceding such Rebalancing Date.

"Existing Number of Shares" means, in respect of a Rebalancing Date and an Existing Constituent Share, the Number of Shares that applied in respect of such Existing Constituent Share in respect of the Index Business Day immediately preceding such Rebalancing Date.

"Exposure to Africa" means, in respect of a Share Issuer and a Rebalancing Date, the percentage of such Share Issuer's:

- (i) revenue; or
- (ii) if, in the determination of the Index Calculation Agent, insufficient revenue information is available, income; or

- (iii) if, in the determination of the Index Calculation Agent, insufficient revenue and income information is available, assets,

which is/are attributable to operations in Africa (excluding South Africa, Swaziland and Lesotho), as determined by the Index Calculation Agent by reference to the latest publicly available financial statements of such Share Issuer as at the relevant Rebalancing Date, provided that if such statements are not available in relation to any Share Issuer, the Index Calculation Agent, acting in a commercially reasonable manner, may take into account any such information as it deems to be relevant in order to determine the portion of such Share Issuer's revenue, income or assets which are attributable to operations in Africa (excluding South Africa, Swaziland and Lesotho).

"Extraordinary Dividend" means any dividend which the Index Calculation Agent determines it appropriate to classify as an extraordinary dividend.

"Financial Product" means any financial product (including, without limitation any notes, certificates, warrants or other financial instruments or contracts or any fund), the return on which is linked in whole or in part to the performance of the Index.

"Financial Product Obligor" means the obligor in respect of a Financial Product.

"Hedge Position" means any holding(s) of any Shares and/or any other relevant assets or contracts used in connection with hedging of any Financial Product and held by the Hedging Party and/or its hedging counterparty, whether directly or indirectly and whether individually or on a portfolio basis.

"Hedging Party" means at any relevant time, any Financial Product Obligor and/or any of its Affiliates or any other party providing a Financial Product Obligor directly or indirectly with hedging arrangements in relation to any Financial Product as the Financial Product Obligor may select at such time.

"Index Business Day" means any day on which commercial banks and foreign exchange markets settle payments and are open for general business (including dealings in foreign exchange and foreign currency deposits) in either London or Johannesburg.

"Index Calculation Agent" means Standard Bank Plc or any duly appointed successor in its capacity as calculation agent for the Index.

"Index Closing Level" has the meaning given to it in paragraph 3.3 above.

"Index Currency" means USD.

"Index" has the meaning given to it in section 1 ("*General Description*") above.

"Index Description" has the meaning given to it in section 1 ("*General Description*") above.

"Index Sponsor" means Standard Bank Plc or any duly appointed successor in its capacity as sponsor of the Index.

"Initial Weight" has, in respect of Sub-Saharan Shares, the meaning given to it in paragraph 3.2(a)(i)(A) above, and, in respect of North African Shares, the meaning given to it in paragraph 3.2(a)(ii)(A) above.

"Live Date" means 16 May 2011.

"Local Share" means any Share which is a North African Share or a Sub-Saharan Share.

"**Market Capitalisation**" means, in relation to any Share and a Rebalancing Date, the Closing Price for such Share in respect of such Rebalancing Date, if applicable, converted into the Index Currency by reference to the Relevant Exchange Rate for such Share on that Rebalancing Date, multiplied by the number of such Shares currently in issue (such number as determined by reference to the most recently published financial statements of the relevant Share Issuer).

"**North African Country**" means each of Egypt, Morocco and Tunisia.

"**North African Share**" means any Share which has its primary listing on an Exchange which is located in or most closely connected with any of Egypt, Morocco or Tunisia and for which, in each case, relevant data is available on the Bloomberg System, or, in each case, any successor to any such Exchange as determined by the Index Calculation Agent.

"**Number of Shares**" means, in respect of a Constituent Share and any relevant day prior to the first Rebalancing Date, the Number of Shares listed in respect of such Constituent Share in Annex 1 and, thereafter, the relevant Number of Shares determined pursuant to section 3.2(b) above for such Constituent Share in respect of the immediately preceding Rebalancing Date or, if the relevant day is a Rebalancing Date, in respect of such Rebalancing Date.

"**Optimisation Process**" means the optimisation process described in Annex 3 to this Index Description.

"**Overnight Rate**" means, in respect of any day, such overnight rate on USD deposits as the Index Calculation Agent deems appropriate by reference to such sources and/or considerations as the Index Calculation Agent deems appropriate for purposes of the Index including, without limitation, for purposes of any Hedge Positions in respect of any Financial Products.

"**Pro Rata Weight**" means in respect of a Constituent International Share which has operations attributable to Share Jurisdiction_(k) and a Rebalancing Date, an amount (expressed as a percentage) calculated in accordance with the following formula:

$$PW_i = W_i * \frac{CE_{i \in k}}{\sum CE_m}$$

Where:

PW_i means, the pro rata weight (the "**Pro Rata Weight**") for each Constituent Share_(i) in respect of Share Jurisdiction_(k) and such Rebalancing Date.

W_i means the Weight allocated to Constituent Share_(i) in respect of such Rebalancing Date in accordance with the Optimisation Process.

CE_i means the Country Exposure for the Share Issuer of Constituent Share_(i) in respect of Share Jurisdiction_(k) and such Rebalancing Date.

CE_m means the Country Exposure for the Share Issuer of Constituent Share_(i) in respect of each Share Jurisdiction.

"**Rebalancing Business Day**" means any day on which commercial banks and foreign exchange markets settle payments and are open for general business (including dealings in foreign exchange and foreign currency deposits) in London.

"**Rebalancing Cost**" means, in respect of a Rebalancing Date, an amount in USD which in the context of the Index Closing Level accounts for all taxes, fees and costs, as determined and/or anticipated by the Index

Calculation Agent, that would be incurred by the Index Sponsor (and/or any of its Affiliates which may be hedging a Financial Product exposure to the Index) in rebalancing a holding of Shares reflecting the Existing Constituent Shares in respect of each such Rebalancing Date held in proportions reflecting the Existing Number of Shares in respect of such Existing Constituent Shares, such that such holding would instead reflect the new Constituent Shares to apply from and including such Rebalancing Date in proportions equal to the Number of Shares in respect of each such Constituent Share, in each case on that Rebalancing Date.

"Rebalancing Date" means the third Wednesday of April and October of each year commencing in October 2011, provided that if such day is not a Rebalancing Business Day, the Rebalancing Date will be the next occurring Rebalancing Business Day.

"Reference Currency" means, in respect of a Share, the currency in which such Share is quoted on the relevant Exchange.

"Related Exchange" means, in relation to a Share, each exchange or quotation system where trading has a material effect (as determined by the Index Sponsor) on the overall market for futures or options contracts relating to such Share.

"Relevant Affected Country" has, in respect of Sub-Saharan Shares, the meaning given to it in paragraph 3.2(a)(i)(C) above, and, in respect of North African Shares, the meaning given to it in paragraph 3.2(a)(ii)(B) above.

"Relevant Exchange Rate" means, in respect of a Share and an Index Business Day and/or Averaging Date, the rate of exchange prevailing at or about the Valuation Time on such Index Business Day and/or Averaging Date, as the case may be, between the Reference Currency for such Share and the Index Currency (expressed as the number of units of the Reference Currency required to buy one unit of the Index Currency) as determined by the Index Calculation Agent by reference to such source(s) as the Index Calculation Agent may determine to be appropriate at such time or if any such source(s) is unavailable at such time the Relevant Exchange Rate shall be the Relevant Exchange Rate which the Index Calculation Agent determines prevailed immediately prior to such non-availability.

"Scaling Factor" means, for the purposes of paragraph 3.2(a)(i)(C) above, in respect of a Share Jurisdiction and a Rebalancing Date, such scaling factor as calculated by the Index Calculation Agent in accordance with the applicable goal seeking procedure as further described in Annex 2 to this Index Description with the aim of ensuring that the Weight for each Constituent Share which is a Sub-Saharan Share and the Country Weight for each Share Jurisdiction do not exceed the applicable Weighting Cap provided that the Scaling Factor for each Share Jurisdiction which is not (and has not become) an Affected Country in respect of the Relevant Rebalancing Date, will be equal to 1 (one).

"Share" means any share, including, for the avoidance of doubt, any Constituent Share.

"Share Issuer" means, in respect of any relevant Share, the issuer of such Share.

"Share Jurisdiction" means,

- (i) in respect of a Local Share, the jurisdiction in which the relevant Exchange for such Local Share is located or with which the relevant Exchange is most closely connected as determined by the Index Calculation Agent, provided that where such Exchange is transnational (including, without limitation, the Bourse Régionale des Valeurs Mobilières SA), the Share Jurisdiction in relation to such Local Share will be the jurisdiction to which such Local Share is attributed on the second page of the DESCRIPTION Bloomberg Screen for such Local Share (e.g. <Bloomberg ticker> <Equity> DES) or such other page as may replace that page on that service, or such other service as may be nominated as the information vendor in each case to the satisfaction of the Index Calculation Agent; and

- (ii) in respect of a Constituent International Share and an Index Business Day:
 - (a) in respect of an Index Business Day falling before the first occurring Rebalancing Date, each jurisdiction specified as a Share Jurisdiction in respect of such Constituent International Share in Annex 1 to this Index Description; and
 - (b) in respect of an Index Business Day falling on or after the first occurring Rebalancing Date, each jurisdiction, as determined by the Index Calculation Agent, for which the Country Exposure for the Share Issuer of the Constituent International Share as at the Rebalancing Date immediately preceding such Index Business Day (or if such Index Business Day is a Rebalancing Date, as at such Rebalancing Date) is greater than zero.

"Sub-Saharan Country" means each of Botswana, Cameroon, Cape Verde, Ghana, Kenya, Malawi, Mauritius, Mozambique, Namibia, Nigeria, Tanzania, Uganda, Zambia, Zimbabwe and each other Share Jurisdiction of a Sub-Saharan Share.

"Sub-Saharan Share" means any Share which has its primary listing on the Bourse Régionale des Valeurs Mobilières SA (or any successor as set out below) or any Exchange which is located in or most closely connected with any of Botswana, Cameroon, Cape Verde, Ghana, Kenya, Malawi, Mauritius, Mozambique, Namibia, Nigeria, Tanzania, Uganda, Zambia or Zimbabwe or, in each case, any successor to any such Exchange as determined by the Index Calculation Agent.

"Trading Day" means, in respect of any Share, a day (or a day which but for the occurrence of, a Market Disruption Event would have been a day) on which the relevant Exchange is open for trading other than a day on which trading on any such Exchange is scheduled to close prior to its regular weekday closing time.

"Unavailable Share" means, in respect of an Index Business Day, each Share in respect of which either Standard Bank plc and/or any of its Affiliates and/or agents, as a holder of such Share or party to any financial contract relating to such Share, or if it was a holder of such Share or party to any financial contract relating to such Share, either:

- (i) is or becomes or would be or would become, as the case may be, subject to any legal and/or regulatory reporting and/or disclosure requirements and/or any legal and/or regulatory restrictions; or
- (ii) is or becomes or would be or would become, as the case may be, subject to the imposition of any taxes, duty, withholding, deduction or other charge; or
- (iii) is or becomes or would be or would become, as the case may be, at any time and in the absence of any available exemptions, restricted from dealing in or holding such Share or related financial contract pursuant to regulatory or legal obligations or internal policies which policies are designed to comply with regulatory or legal obligations applicable to Standard Bank plc and/or its Affiliates and/or agents,

and, in the determination of the Index Sponsor and/or the Index Calculation Agent, the occurrence of any such circumstance as described in (i), (ii) or (iii) in respect of such Share is material. In determining what is **"material"** for these purposes, the Index Sponsor and the Index Calculation Agent (as applicable) may have regard to such circumstances as it deems appropriate including, but not limited to, how the relevant circumstance described in (i), (ii) or (iii) above which has occurred would impair or have an impact on the ability of any Hedging Party to enter into Hedge Positions in relation to any Financial Product, if any such entity were to do so. The Index Sponsor shall be entitled to make its determinations in respect of a Share by reference to the relevant circumstances at the relevant time and the Index Sponsor and/or Index Calculation Agent (as applicable) shall not be bound by any previous determination.

"USD" means United States dollars, the lawful currency of the United States of America.

"Valuation Time" means 16:15 p.m. London time or such time approximate thereto as the Index Calculation Agent determines to be practicable.

"Weight" has, in respect of Sub-Saharan Shares, the meaning given to it in paragraph 3.2(a)(i)(B) above, and, in respect of North African Shares, the meaning given to it in paragraph 3.2(a)(ii)(B) above.

"Weighting Cap" means:

- (i) in respect of the Weight or Initial Weight of a Constituent Share, 5 per cent.; and
- (ii) in respect of the Country Weight or Initial Country Weight of a Share Jurisdiction, 20 per cent.

SECTION 5 – Adjustments, Modifications, Changes and Termination

5.1 Potential Adjustment Events

Following the declaration by the Share Issuer of a Constituent Share of the terms of any Potential Adjustment Event or if the Index Sponsor otherwise determines that a Potential Adjustment Event has occurred, the Index Sponsor will determine whether such Potential Adjustment Event has a dilutive, concentrative or other effect on the theoretical value of that Constituent Share and, if so, will:

- (a) make the corresponding adjustment, if any, to the Number of Shares for such Constituent Share and/or the formula for determining the Index Closing Level and/or any of the other provisions hereof as the Index Sponsor determines appropriate to account for that dilutive, concentrative or other effect; and
- (b) determine the effective date of that adjustment.

The Index Sponsor may, without limitation, take into account the adjustment (if any) in respect of such Potential Adjustment Event made by a Related Exchange to options contracts or futures contracts on the relevant Constituent Share traded on that Related Exchange when determining the appropriate adjustment.

As used herein,

"Potential Adjustment Event" means any of the following:

- (1) a subdivision, consolidation or reclassification of the relevant Constituent Share (unless it has resulted in a Merger Event) or a free distribution or dividend of any such Constituent Share to existing holders by way of bonus, capitalisation or similar issue;
- (2) a distribution, issue or dividend to existing holders of the relevant Constituent Share of:
 - (a) such Constituent Share;
 - (b) other share capital or securities granting the right to payment of dividends and/or the proceeds of liquidation of the issuer of a Constituent Share equally or proportionately with such payments to holders of such Constituent Share;
 - (c) share capital or other securities of another issuer as a result of a "spin-off" or other similar transaction; or
 - (d) any other type of securities, rights or warrants or other assets,

in any case for payment (in cash or in other consideration) at less than the prevailing market price as determined by the Index Sponsor;
- (3) any Extraordinary Dividend or Bonus Dividend;
- (4) a call by the issuer of such Constituent Share in respect of such Constituent Shares that are not fully paid;
- (5) a repurchase by the issuer of a Constituent Share or any of its Affiliates of the relevant Constituent Shares whether out of profits or capital and whether the consideration for such repurchase is cash, securities or otherwise;

- (6) in respect of the issuer of a Constituent Share, an event that results in any shareholder rights being distributed, or becoming separated from shares of common stock or other shares of the capital stock of the issuer of such Constituent Share pursuant to a shareholder rights plan or arrangement directed against hostile takeovers that provides upon the occurrence of certain events for a distribution of preferred stock, warrants, debt instruments or stock rights at a price below their market value as determined by the Index Sponsor;
- (7) any redemption of shareholder rights referred to in (6) above; or
- (8) any other event that may have, in the opinion of the Index Sponsor, a dilutive, concentrative or other effect on the theoretical value of the relevant Constituent Share,

provided that in calculating the dilutive or concentrative or other effect of any Potential Adjustment Event, the amount or value of the Potential Adjustment Event shall be deemed adjusted by such amount as the Index Sponsor deems appropriate to take account of any tax, duty, withholding, deduction or other charge whatsoever, including but not limited to taking into account any tax, duty, withholding, deduction or other charge either sustained or incurred by Standard Bank plc and/or any of its Affiliates as the holder of the relevant Constituent Share(s) or which would be sustained or incurred by Standard Bank plc and/or any of its Affiliates were any of them the holder of the relevant Constituent Shares, in each case as a result of the Potential Adjustment Event.

5.2 Merger Event, Tender Offer, De-Listing, Nationalisation and Insolvency

If a Merger Event, Tender Offer, De-Listing, Nationalisation or Insolvency occurs in relation to a Constituent Share and/or the relevant issuer of a Constituent Share, as the case may be, the Index Sponsor shall determine the appropriate adjustment, if any, to be made to any one or more of the provisions hereof to account for the Merger Event, Tender Offer, De-Listing, Nationalisation or Insolvency, as the case may be, and shall determine the effective date of that adjustment. The Index Sponsor may, without limitation, take into account any adjustment in respect of the Merger Event, Tender Offer, De-Listing, Nationalisation or Insolvency made by a Related Exchange to options contracts or futures contracts on the relevant Constituent Share traded on that Related Exchange when determining the appropriate adjustment.

If a Merger Event, Tender Offer, De-Listing, Nationalisation or Insolvency occurs in relation to a Constituent Share, the Index Sponsor will determine the Merger Date or effective date (each an "**Effective Date**"), if any, for such event and the Closing Price for such Constituent Share on the Effective Date pursuant to the next paragraph.

The Closing Price for such Constituent Share on the Effective Date will equal the last available offer price on the relevant Exchange for such Constituent Share on the Effective Date (or, if no such offer price is available on the Effective Date, the last available offer price on the relevant Exchange on such date as the Index Sponsor deems appropriate) as determined by the Index Sponsor and that Closing Price will be the Closing Price for such Constituent Share up to but excluding the next occurring Rebalancing Date (if any). So long as such Merger Event, Tender Offer, De-Listing, Nationalisation or Insolvency is continuing as at such Rebalancing Date, from and including such Rebalancing Date such Share the Index Sponsor may determine that such Share shall not qualify as a Constituent Share in respect of such Rebalancing Date and any subsequent Index Business Day.

As used herein,

"**De-Listing**" means, for any Constituent Share, the relevant Exchange announces that pursuant to the rules of such Exchange, such Constituent Share ceases (or will cease) to be listed, traded or publicly quoted on the Exchange for any reason (other than a Merger Event or Tender Offer) and is not immediately re-listed, re-traded or re-quoted on an exchange, trading system or quotation system acceptable to the Index Sponsor.

"Insolvency" means that by reason of the voluntary or involuntary liquidation, bankruptcy, insolvency, dissolution or winding-up of or any analogous proceeding affecting the issuer of a Constituent Share:

- (a) all the relevant shares of that issuer are required to be transferred to a trustee, liquidator or other similar official; or
- (b) holders of the Constituent Share of that issuer become legally prohibited from transferring them.

"Merger Date" means the closing date of a Merger Event or, where a closing date cannot be determined under the local law applicable to such Merger Event, such other date as determined by the Index Sponsor.

"Merger Event" means, in respect of any relevant Constituent Share, any:

- (a) reclassification or change of such Constituent Shares that results in a transfer of or an irrevocable commitment to transfer all of such Constituent Shares outstanding to another entity or person;
- (b) consolidation, amalgamation, merger or binding share exchange of the issuer with or into another entity or person (other than a consolidation, amalgamation, merger or binding share exchange in which the issuer of such Constituent Share is the continuing entity and which does not result in reclassification or change of all of such Constituent Shares outstanding);
- (c) takeover offer, exchange offer, solicitation, proposal or other event by any entity or person to purchase or otherwise obtain 100 per cent. of the outstanding Constituent Shares of the issuer of such Constituent Shares that results in a transfer of or an irrevocable commitment to transfer all such Constituent Shares (other than such Constituent Shares owned or controlled by such other entity or person); or
- (d) consolidation, amalgamation, merger or binding share exchange of the issuer of a Index Constituent Share or its Affiliates with or into another entity in which the issuer of a Constituent Share is the continuing entity and which does not result in a reclassification or change of all such Constituent Shares outstanding but results in the outstanding Constituent Shares (other than Constituent Shares owned or controlled by such other entity) immediately prior to such event collectively representing less than 50 per cent. of the outstanding Constituent Shares immediately following such event.

"Nationalisation" means that all the Constituent Shares or all or substantially all of the assets of the issuer of a Constituent Share are nationalised, expropriated or are otherwise required to be transferred to any governmental agency, authority, entity or instrumentality thereof.

"Tender Offer" means a takeover offer, tender offer, exchange offer, solicitation, proposal or other event by any entity or person that results in such entity or person purchasing, or otherwise obtaining or having the right to obtain, by conversion or other means, greater than 10 per cent. and less than 100 per cent of the outstanding voting shares of the issuer of a Constituent Share, as determined by the Index Sponsor, based upon the making of filings with governmental or self-regulatory agencies or such other information as the Index Sponsor deems relevant.

5.3 Additional Disruption Events

If an Additional Disruption Event occurs or exists in respect of any Index Business Day, the Index Sponsor will determine whether the occurrence or existence of such Additional Disruption Event is material in respect of the calculation and/or rebalancing of the Index. In the event that the Index Sponsor determines that the occurrence or existence of an Additional Disruption Event is material, it will firstly determine the appropriate adjustment, if any, to be made to any one or more of the provisions hereof to account for such Additional Disruption Event and shall determine the effective date (such date, an **"Effective Date"**) of that adjustment. If the Index Sponsor determines that an adjustment cannot reasonably be made (taking into

account all factors as the Index Sponsor determines, including, without limitation, Hedge Positions), the Index Sponsor may determine that the calculation and publication of the Index Closing Level shall permanently cease and shall determine the effective date of such cessation and in such case, the Index shall terminate.

As used herein,

"Additional Disruption Event" means each of Change in Law, Extraordinary Hedging Event, Force Majeure Event, Hedging Disruption, Increased Cost of Hedging, Insolvency Filing, Relevant Country Event, Share Restriction or any event analogous to any of the foregoing, in each case as determined by the Index Sponsor.

"Change in Law" means that, on any Index Business Day (a) due to the adoption of or any change in any applicable law or regulation (including, without limitation, any tax law), or (b) due to the promulgation of or any change in the interpretation by any court, tribunal or regulatory authority with competent jurisdiction of any applicable law or regulation (including any action taken by a taxing authority), the Index Sponsor determines that (i) it has become illegal for any Hedging Party to hold, acquire or dispose of any relevant Share and/or (ii) any Hedging Party will incur a materially increased cost in performing its obligations in relation to a Financial Product (including, without limitation, due to any increase in tax liability, decrease in tax benefit or other adverse effect on the tax position of any Financial Product Obligor and/or any of its Affiliates or any Hedging Party).

"Extraordinary Hedging Event" means,

- (a) an event occurs as a result of which any relevant clearing or settlement system cannot settle the proceeds of any transaction relating to any Share, or cannot deliver such relevant Share or otherwise transfer the Share in such system; or
- (b) any Hedging Custodian is dissolved, becomes insolvent or is unable to pay its debts as they become due, makes a general assignment, arrangement or composition with or for the benefit of its creditors, institutes or has instituted against it a proceeding seeking a judgment of insolvency or bankruptcy or any other relief under any law, has a secured party take possession of all or substantially all its assets, or takes any action in furtherance of, or indicating its consent to, approval of, or acquiescence in, any of the foregoing acts or fails to perform in full and in a timely manner any of its obligations to a Hedging Party and/or its hedging counterparty under any custodian or other arrangements or agreements entered into by such Hedging Party and/or its hedging counterparty at any time in relation to any Hedge Positions and/or any amounts in either the relevant Reference Currency for such Share or the Index Currency (which shall include, for the avoidance of doubt, a repudiation or termination of any such arrangements without the prior consent of the Hedging Party or its hedging counterparty).

"Force Majeure Event" means that any calculation or determination to be made by the Index Sponsor and/or the Index Calculation Agent in respect of the Index, the performance of any Financial Product Obligor's obligations under any Financial Product or any Hedge Position and/or the performance of the Hedging Party's obligations in respect of any Hedge Position is prevented or materially hindered or delayed due to (a) any act, law, rule, regulation, judgment, order, directive, interpretation, decree or material legislative or administrative interference of any Government Authority or otherwise, or (b) the occurrence of civil war, disruption, military action, unrest, political insurrection, terrorist activity of any kind, riot, public demonstration and/or protest, or any other financial or economic reasons or any other causes or impediments beyond the control of the Index Sponsor, the Index Calculation Agent and/or any relevant Financial Product Obligor, as applicable, or (c) any expropriation, confiscation, requisition, nationalisation or other action taken or threatened by any Government Authority that deprives any Financial Product Obligor or the Hedging Party and/or any of its Affiliates of all or substantially all of its assets in a relevant or connected jurisdiction.

"Government Authority" means any nation, state or government, any province or other political subdivision thereof, any body, agency or ministry, any taxing, monetary, foreign exchange or other authority, court, tribunal or other instrumentality and any other entity exercising, executive, legislative, judicial, regulatory or administrative functions of or pertaining to government.

"Hedging Custodian" means any custodian or depository or any relevant clearing or settlement system used by a Hedging Party and/or its hedging counterparty in respect of hedging arrangements relating to any Financial Product.

"Hedging Disruption" means that any Hedging Party is unable, after using commercially reasonable efforts, to (a) acquire, establish, re-establish, substitute, maintain, unwind or dispose of any transaction(s) or asset(s) it deems necessary to hedge the equity price risk or any other relevant price risk including but not limited to the currency risk of any Financial Product Obligor issuing and performing its obligations with respect to any Financial Product, or (b) freely realise, recover, remit, receive, repatriate or transfer the proceeds of any such transaction(s) or asset(s), as determined by the Index Sponsor.

"Increased Cost of Hedging" means that, in the determination of the Index Sponsor, any Hedging Party would incur a materially increased (as compared with circumstances existing on the Live Date) amount of tax, duty, expense or fee to (a) acquire, establish, re-establish, substitute, maintain, unwind or dispose of any transaction(s) or asset(s) it deems necessary to hedge the market risk (including, without limitation, equity price risk, foreign exchange risk and interest rate risk) of any Financial Product Obligor issuing and performing its obligations with respect to any Financial Product, or (b) realise, recover or remit the proceeds of any such transaction(s) or asset(s), provided that any such materially increased amount that is incurred solely due to the deterioration of the creditworthiness of a Financial Product Obligor and/or any of its Affiliates shall not be deemed an Increased Cost of Hedging.

"Insolvency Filing" means that the Share Issuer of any Constituent Share, institutes or has instituted against it by a regulator, supervisor or any similar official with primary insolvency, rehabilitative or regulatory jurisdiction over it in the jurisdiction of its incorporation or organisation or the jurisdiction of its head or home office, or it consents to a proceeding seeking a judgment of insolvency or bankruptcy or any other relief under any bankruptcy or insolvency law or other similar law affecting creditors' rights, or a petition is presented for its winding-up or liquidation by it or such regulator, supervisor or similar official or it consents to such a petition.

"Relevant Country Event" means, in respect of a Share:

- (a) a general moratorium is declared in respect of banking activities in the Share Jurisdiction for such Share (the **"Relevant Share Jurisdiction"**);
- (b) the Relevant Share Jurisdiction:
 - (i) imposes any controls or announces its intention to impose any controls; or
 - (ii) (A) implements or announces its intention to implement or (B) changes or announces its intention to change, the interpretation or administration of, any laws or regulations,

in each case which the Index Sponsor determines is likely to affect the Hedging Party's and/or its hedging counterparty's ability to acquire, hold, transfer or realise any Hedge Position, the Reference Currency in respect of such Share (the **"Relevant Reference Currency"**) or otherwise to effect transactions in relation to any such Hedge Position or the Relevant Reference Currency;

- (c) a natural or man-made disaster, armed conflict, act of terrorism, riot, labour disruption or any other circumstance which the Index Sponsor determines is likely to affect the Hedging Party's and/or its hedging counterparty's ability to acquire, hold, transfer or realise any Shares or any Hedge Position

or the Relevant Reference Currency or otherwise to effect transactions in relation to such Shares or any Hedge Position or the Relevant Reference Currency, as the case may be; or

- (d) any event, action or circumstance whatsoever occurs which results in (or is likely to result in) the Hedging Party and/or its hedging counterparty receiving less than the full value of any Hedge Positions on the date such amounts are due.

"Share Restriction" means, that in the determination of the Index Sponsor, any Constituent Share was and continues to be, or has become, an Unavailable Share.

5.4 **Change in Index Calculation methodology**

The application of the methodology described herein by the Index Sponsor shall be conclusive and binding. While the Index Sponsor currently employs the above described methodology to constitute and calculate the Index and the Index Closing Level, no assurance can be given that market, regulatory, juridical, financial or fiscal circumstances will not arise that would, in the view of the Index Sponsor, necessitate a modification or change of such methodology (including, but not limited to, circumstances in which the Index Calculation Agent and the Index Sponsor determine that the Weighting Cap in respect of any Constituent Share and/or any Share Jurisdiction cannot be complied with even after adjustment of the Initial Weight or Initial Country Weight for such Constituent Share or Share Jurisdiction in accordance with the provisions of section 3 ("*Index Composition, Rebalancing and Calculation*") of this Index Description). In any such circumstances the Index Sponsor shall be entitled to make such modification or change or if the Index Sponsor determines that such a modification or change cannot reasonably be made, the Index Sponsor may determine that the calculation and publication of the Index Closing Level shall permanently cease and shall determine the effective date of such cessation and in such case, the Index shall terminate.

The Index Sponsor may also make modifications to the terms of the Index and the method of calculating the Index Closing Level in any manner that it may deem necessary or desirable to correct any manifest error or proven error or to cure, correct or supplement any defective provision contained herein.

The Index Sponsor will publish details of any modification or change to the Index or termination of the Index, in each case made or determined pursuant to this section 5.4, in accordance with the provisions of section 7 ("*Publication of Index Closing Levels and other relevant information*").

SECTION 6 – Market Disruption

Upon the occurrence of a Market Disruption Event in respect of any Share (any such Share, a "**Disrupted Share**"), the Index Sponsor shall make such adjustments to the terms of the Index, including, without limitation the method of calculating the Index Closing Level and/or rebalancing the Index, in any manner that it may deem necessary or desirable to take account of such Market Disruption Event, which may include without limitation, delaying the calculation of the Index Closing Level and/or determining the Closing Price for any Disrupted Share on such alternative basis as the Index Sponsor determines appropriate.

As used herein,

"**Market Disruption Event**" means in respect of any Share:

- (1) the occurrence or existence on any Trading Day during the one half hour period that ends at the Relevant Time for any Share on such Trading Day:
 - (a) of any suspension of or limitation imposed on trading (whether by reason of movements in price exceeding limits permitted by any Exchange or any Related Exchange or otherwise):
 - (i) on any Exchange as a whole; or
 - (ii) on any Related Exchange, of any options contracts or futures contracts on or relating to the Index or any Share; or
 - (iii) on any exchange or trading system or quotation system (as determined by the Index Sponsor) on which any Share is listed or quoted, of such Share; or
 - (b) of any event that disrupts or impairs (as determined by the Index Sponsor) the ability of market participants in general to effect transactions in relation to or to obtain market values for the Index or such Share on the relevant Exchange or to effect transactions in or obtain market values for options contracts or futures contracts on or relating to the Index or such Share on any Related Exchange; or
- (2) the closure on any Trading Day of any Exchange or any Related Exchange prior to its Scheduled Closing Time (as defined below) unless such earlier closing time is announced by such Exchange or such Related Exchange, as the case may be, at least one hour prior to (a) the actual closing time for the regular trading session on such Exchange or such Related Exchange on such Trading Day or, if earlier, (b) the submission deadline (if applicable) for orders to be entered into such Exchange or such Related Exchange system for execution at the Relevant Time on such Trading Day; or
- (3) a general moratorium is declared in respect of banking activities in the country in which any Exchange in relation to any Share is located,

in each case, if, in the determination of the Index Sponsor, any of the foregoing is material and, in determining what is "**material**", the Index Sponsor may have regard to such circumstances as it in its reasonable discretion deems appropriate;

"**Scheduled Closing Time**" means the scheduled weekday closing time of the relevant Exchange or Related Exchange, without regard to after hours or any other trading outside of the regular trading session hours; and

"**Relevant Time**" means, in respect of a Share and a Trading Day each of (A) the Scheduled Closing Time on the Exchange for such Share on the relevant Trading Day, provided that if the relevant Exchange closes prior to its Scheduled Closing Time on any Trading Day then this will instead be the actual closing time for the regular trading session on such Exchange on such Trading Day and (B) the Valuation Time.

SECTION 7 – Publication of Index Closing Levels and other relevant information

7.1 Index Closing Level Publication

The Index Calculation Agent will make available the Index Closing Level of the Index in respect of each Index Business Day following 16 May 2011 as soon as reasonably practicable after the Valuation Time on the relevant Index Business Day on Bloomberg under the following page: SBAFRITR <Index>.

7.2 Details of Index Closing Levels and Adjustments

Details of each Index Closing Level of the Index in respect of each Index Business Day following 16 May 2011 and any material changes in the methodology, the composition or the terms of the Index (including as a result of any adjustment, modification or change made pursuant to section 5 ("*Adjustments, Modifications, Changes and Termination*")), the publication details set out in this section 7 and/or any termination of the Index shall be made available by publication on the website www.standardbank.co.za/etns or any successor to that page or service selected by the Index Sponsor from time to time.

SECTION 8 – Index Sponsor and Index Calculation Agent

Unless otherwise provided, all determinations made by the Index Sponsor or the Index Calculation Agent will be made by it acting in a commercially reasonable manner and in good faith and will be final, conclusive and binding in the absence of manifest error. In making any determinations, unless otherwise stipulated the Index Sponsor and/or the Index Calculation Agent may consider or refer to any such information and/or sources as it, in its sole discretion, deems appropriate for such purposes, including, without limitation, any Hedge Position relating to a Financial Product (if any).

The Index Sponsor may delegate and/or transfer any of its obligations or functions under the terms of the Index to one or more third parties as it deems appropriate from time to time. The Index Calculation Agent may only delegate and/or transfer any of its obligations or functions under the terms of the Index with the express written permission of the Index Sponsor.

ANNEX 1

COMPOSITION OF THE INDEX AS AT 16 MAY 2011

Constituent Local Shares

The Constituent Local Shares comprising the Index from and including the Live Date to but excluding the next following Rebalancing Date shall be as follows:

Constituent Share name	Bloomberg ticker	Number of Shares
Access Bank Plc	ACCESS NL	28.0864
Alliances Developpement Immo	ADI MC	0.0019
Amen Bank	AB TU	0.0044
Arab Cotton Ginning	ACGC EY	1.3510
Assurances Salim	SALIM TU	0.0080
Athi River Mining Ltd	ARML KN	0.1174
Attijari Bank	TJARI TU	0.0111
Attijariwafa Bank	ATW MC	0.0386
Banque Centrale Populaire	BCP MC	0.0225
Banque de Tunisie	BT TU	0.0524
Banque Intl Arabe de Tunisie	BIAT TU	0.0071
Banque Marocaine Du Commerce	BCE MC	0.0064
Banque Nationale Agricole	BNA TU	0.0244
Barclays Bank Ltd	BCBL KN	0.7285
Botswana Insurance Hldgs Ltd	BIHL BG	0.0663
Carthage Cement	CC TU	0.5051
Centum Investment Co Ltd	CENTUM KN	0.7490
Ciments Du Maroc	CMA MC	0.0008
Citadel Capital Sae	CCAP EY	1.3435
Commercial International Ban	COMI EY	0.7326
Compagnie Generale Immobilie	CGI MC	0.0006

Compagnie Miniere de Touissi	CMT MC	0.0003
Co-Operative Bank Of Kenya L	COOP KN	6.3098
Copperbelt Energy Corp Plc	CEC ZL	0.5595
Crdb Bank Plc	CRDB TZ	0.4508
Dairibord Holdings Ltd	DZLH ZH	0.4409
Dangote Cement Plc	DANGCEM NL	0.6923
Dangote Sugar Refinery Plc	DANGSUGA NL	6.6092
Delta Corporation Ltd	DELTA ZH	1.2604
Diamond Bank Plc	DIAMONDB NL	25.5975
Douja Prom Addoha	ADH MC	0.0978
East African Breweries Ltd	EABL KN	0.7755
Econet Wireless Zimbabwe Ltd	ECWH ZH	0.2036
Efg-Hermes Holding Sae	HRHO EY	0.4720
Egyptian Resorts Co	EGTS EY	4.9554
Elswedey Electric Co	SWDY EY	0.0649
Enl Land Ltd	SAVA MP	0.0833
Ennakl	NAKL TU	0.0425
Equity Bank Ltd	EQBNK KN	5.6694
Ezz Steel	ESRS EY	0.5898
Fan Milk Ltd	FML GN	0.0316
First Bank of Nigeria Plc	FIRSTBAN NL	40.5108
Flour Mills Nigeria Plc	FLOURMIL NL	1.3678
Ghana Commercial Bank	GCB GN	0.1500
Gif Filter	GIF TU	0.0593
Guaranty Trust Bank	GUARANTY NL	41.1411
Guinness Nigeria Plc	GUINNESS NL	0.5367
Harel Freres Ltd	HFRERES MP	0.0667
Holcim Maroc Sa	HOL MC	0.0004
Innscor Africa Ltd	INAF ZH	0.4738

Ireland Blyth Ltd	IBL MP	0.0258
Kenolkobil Ltd Group	KNOC KN	2.8627
Kenya Airways Ltd	KNAL KN	0.9408
Kenya Commercial Bank Ltd	KNCB KN	4.8512
Kenya Electricity Generating	KEGC KN	1.5769
Kenya Power & Lighting Ltd	KPLL KN	3.3507
Lafarge Ciments	LAC MC	0.0020
Letshego Holdings Ltd	LETSHEGO BG	1.2661
Managem	MNG MC	0.0032
Maroc Telecom	IAM MC	0.0788
Mauritius Commercial Bank	MCB MP	0.2524
Mauritius Dev Invest Trust	MDIT MP	0.7483
Mumias Sugar Co Ltd Ord 5.00	MSUG KN	4.9689
Naiade Resorts Ltd	NRL MP	0.0754
National Societe General	NSGB EY	0.0846
Nestle Foods Nigeria Plc	NESTLE NL	0.2663
New Mauritius Hotels Ltd	NMH MP	0.1424
Nic Bank Ltd	NICB KN	0.4142
Nigerian Breweries Plc	NB NL	2.8087
Nile Cotton Ginning	NCGC EY	0.2484
Oando Plc	OANDO NL	4.2675
Oceanic Bank International	OCEANIC NL	35.7418
Old Mutual Plc	OML ZH	0.0721
Orascom Construction Inds	OCIC EY	0.0603
Orascom Telecom Holding	ORTE EY	5.5869
Pioneers Holding	PIOH EY	1.2656
Promotion & Development - Fp	PADFP MP	0.0147
Riozim Ltd	RIOTZ ZH	0.0446
Rogers and Co Ltd	ROGERS MP	0.0060

Safaricom Ltd	SAFCOM KN	52.3211
Samir	SAM MC	0.0012
Seed Co	SEEDCO ZH	0.1597
Six Of October Development	OCDI EY	0.0483
Skye Bank Plc	SKYEBANK NL	12.2340
Soc Frigorifique Et Brasseri	SFBT TU	0.0142
Soc Tunisienne D'assur Reass	STAR TU	0.0013
Societe Tunisienne de Banque	STB TU	0.0435
Societe Tunisienne De L'air	TAIR TU	0.1088
Sonasid	SID MC	0.0004
Sonatel	SNTS BC	0.0012
Stanbic Bank Uganda Ltd	SBU UG	0.5781
Standard Chartered Bank Ltd	SCBL KN	0.0794
State Bank of Mauritius Ltd	SBM MP	0.1194
Sun Resorts Limited-CI A	SUN MP	0.0377
T M G Holding	TMGH EY	2.2210
Telecom Egypt	ETEL EY	0.2742
Tunis Re	TRE TU	0.0339
Union Internationale De Banq	UIB TU	0.0110
United Bank For Africa Plc	UBA NL	44.9818
United Basalt Products/The	UBP MP	0.0164
Wafa Assurance	WAA MC	0.0003
Zambeef Products Plc	ZAMBEEF ZL	0.1792
Zenith Bank Plc	ZENITHBA NL	51.5377

Constituent International Shares

The Constituent International Shares comprising the Index from and including the Live Date to but excluding the next following Rebalancing Date shall be as follows:

Constituent Share	Bloomberg ticker	Number of Shares	Share Jurisdiction(s)
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Adamus Resources Ltd	ADU AU	0.537138046	Ghana
Afferro Mining Inc	AFF CN	0.080112639	Guinea
Afren Plc	AFR LN	0.039472762	Nigeria Cote D Ivore
African Barrick Gold Ltd	ABG LN	0.057733872	Tanzania
African Eagle Resources Plc	AFE LN	1.575229667	Tanzania Zambia
African Gold Group Inc	AGG CN	0.426575952	Ghana
African Minerals Ltd	AMI LN	0.230159417	Sierra Leone
Anvil Mining Ltd	AVM CN	0.045929271	Democratic Republic of the Congo
Anvil Mining Ltd-Cdi	AVM AU	0.035213791	Democratic Republic of the Congo
Ausdrill Ltd	ASL AU	0.109417473	Ghana Tanzania
Avion Gold Corp	AVR CN	0.076717389	Mali
Axmin Inc	AXM CN	5.847507355	Central African Republic Sierra Leone Mali
Bannerman Resources Ltd	BMN AU	0.259142684	Namibia
Banro Corporation	BAA CN	0.110423303	Democratic Republic of the Congo
Baobab Resources Plc	BAO LN	1.166802088	Mozambique
Bassari Resources Ltd	BSR AU	1.805367387	Senegal
Beacon Hill Resources Plc	BHR LN	3.44841965	Mozambique
Bellzone Mining Plc	BZM LN	1.136858799	Guinea
Bezant Resources Plc	BZT LN	0.661647573	Tanzania
Bowleven Plc	BLVN LN	0.230038291	Cameroon
Burey Gold Ltd	BYR AU	2.905852382	Guinea
Castle Minerals Ltd	CDT AU	0.548306702	Ghana
Chariot Oil & Gas Ltd	CHAR LN	0.02717374	Namibia
Cic Energy Corp	ELC CN	0.1816053	Botswana

Cluff Gold Plc	CLF LN	0.0813673	Burkina Faso Cote D'Ivoire
Deep Yellow Ltd	DYL AU	0.423376429	Namibia
Discovery Metals Ltd	DML AU	0.561428696	Botswana
Dominion Petroleum Ltd	DPL LN	23.11395907	Uganda
Elemental Minerals Ltd	ELM AU	0.106956644	Democratic Republic of the Congo
Endeavour Mining Corp	EDV CN	0.043949783	Burkina Faso
Entrepose Contracting	ENTC FP	0.000728705	Nigeria
Equinox Minerals Ltd	EQN CN	0.01781183	Zambia
Erhc Energy Inc	ERHE US	0.716646812	Nigeria
First Quantum Minerals Ltd	FM CN	0.023864754	Zambia Democratic Republic of the Congo Mauritania
Forsys Metals Corp	FSY CN	0.050873632	Namibia
Gemfields Plc	GEM LN	0.8490343	Zambia
Geovic Mining Corp	GMC CN	0.461179233	Cameroon
Golden Star Resources Ltd	GSC CN	0.132953384	Ghana
Gryphon Minerals Ltd	GRY AU	0.05944062	Burkina Faso
Hana Mining Ltd	HMG CN	0.213791581	Botswana
Hummingbird Resources Plc	HUM LN	0.140438499	Liberia
Kalahari Minerals Plc	KAH LN	0.026896914	Namibia
Kasbah Resources Ltd	KAS AU	0.315131007	Morocco
Katanga Mining Ltd	KAT CN	0.16664997	Democratic Republic of the Congo
La Mancha Resources Inc	LMA CN	0.440517108	Sudan Cote D'Ivoire
Magindustries Corp	MAA CN	1.507291135	Democratic Republic of the Congo
Mantra Resources Ltd	MRU AU	0.077008762	Tanzania
Mart Resources Inc	MMT CN	0.142030005	Nigeria
Maurel et Prom	MAU FP	0.027460319	Gabon

			Democratic Republic of the Congo
Middle Island Resources Ltd	MDI AU	0.207853247	Burkina Faso
Mineral Deposits Ltd	MDL AU	0.091553736	Senegal
Mwana Africa Plc	MWA LN	2.103252957	Zimbabwe
			Democratic Republic of the Congo
			Ghana
Noble Mineral Resources Ltd	NMG AU	0.507554236	Ghana
Noventa Ltd	NVTA LN	0.190462051	Mozambique
Obtala Resources Ltd	OBT LN	0.53698611	Tanzania
Orezone Gold Corp	ORE CN	0.023749473	Burkina Faso
Paladin Energy Ltd	PDN AU	1.027216962	Namibia
			Malawi
Pan African Resources Plc	PAF LN	3.91314469	Mozambique
Pz Cussons Plc	PZC LN	0.018282453	Nigeria
Randgold Resources Ltd	RRS LN	0.066699424	Mali
			Cote D'Ivoire
			Senegal
			Democratic Republic of the Congo
Resolute Mining Ltd	RSG AU	0.168780284	Tanzania
			Mali
Sable Mining Africa Ltd	SBLM LN	0.333572332	Namibia
			Botswana
			Zimbabwe
			Zambia
Semafo Inc	SMF CN	0.519098552	Burkina Faso
			Niger
			Guinea
Shanta Gold Ltd	SHG LN	0.79785651	Tanzania

Sierra Rutile Ltd	SRX LN	1.529398815	Sierra Leone
Sphere Minerals Ltd	SPH AU	0.394440739	Mauritania
Ste Internat Plants Heveas	SIPH FP	0.000730481	Cote D'Ivoire
			Ghana
			Nigeria
Stellar Diamonds Plc	STEL LN	3.182837003	Sierra Leone
Sundance Resources Ltd	SDL AU	2.65083256	Cameroon
Teranga Gold Corp	TGZ CN	0.234585692	Senegal
Total Gabon	EC FP	0.001855357	Gabon
Tower Resources Plc	TRP LN	1.083281635	Namibia
			Uganda
Tullow Oil Plc	TLW LN	0.024157654	Ghana
			Uganda
Vaalco Energy Inc	EGY US	0.211201528	Gabon
Weatherly International Plc	WTI LN	0.54273009	Namibia
Zimplats Holdings Ltd	ZIM AU	0.010189617	Zimbabwe

ANNEX 2

DESCRIPTION OF THE DETERMINATION OF THE SCALING FACTOR

The Scaling Factor in respect of a Share Jurisdiction which is a Sub-Saharan Country and a Rebalancing Date shall be determined in accordance with the following goal seeking procedure. The Scaling Factor for each Share Jurisdiction will be determined as the scaling factor required to ensure that the following goals are met in respect of all Constituent Local Shares and all Share Jurisdictions:

1. the adjusted Initial Country Weight for any Share Jurisdiction shall not exceed 20 per cent.; and
2. the Weight allocated to any Constituent Local Share shall not exceed 5 per cent..

Scaling Factors are only required for the purposes of adjusting Initial Weights and/or Initial Country Weights applicable to Share Jurisdictions which are Sub-Saharan Countries.

ANNEX 3

DESCRIPTION OF THE OPTIMISATION PROCESS

The Optimisation Process described below has been designed to optimally allocate the weights to be applied in respect of each Rebalancing Date between the relevant Constituent International Shares (in respect of any Constituent Share, the weight allocated to it by such Optimisation Process being its "**Weight**" in respect of the relevant Rebalancing Date). The aim of the Optimisation Process is to ensure that as of a Rebalancing Date the equity exposure offered by the Index is as broadly distributed among African countries as possible. The Optimisation Process is intended to achieve this by seeking to minimise the standard deviation of the Country Weights of each relevant Share Jurisdiction. In particular the Optimisation Process assigns greater weights to those Constituent International Shares for which the relevant Share Jurisdiction(s) have lower than the average Country Weights (including, for the avoidance of doubt those countries for which the Country Weight in respect of Constituent Local Shares was zero). Where a Constituent International Share has more than one Share Jurisdiction, the Optimisation Process takes into account the proportion of its relevant Country Exposures to each relevant Share Jurisdiction. Standard deviation is calculated according to recognised mathematical principles and is determined by reference to the variances of given values. In this case, Weights allocated to Constituent Shares on a Rebalancing Date are observed. Such standard deviation will be small where there is relatively little dispersal of such values or greater where such values are more widely dispersed.

Weights assigned under the Optimisation Process will also be subject to the following requirements:

1. the sum of the Weights allocated to Constituent International Shares under the Optimisation Process will be 40 per cent.;
2. the Weight allocated to any Constituent International Share under the Optimisation Process will not exceed 5 per cent.;
3. the Combined Country Weight for any Share Jurisdiction (including, for the avoidance of doubt, any Share Jurisdiction which is a North African Country) will not exceed 20 per cent.; and
4. a minimum of 80 per cent. of the aggregate Weights allocated to Constituent International Shares under the Optimisation Process must be allocated to Share Issuers which have Direct Involvement in Africa.