

PRICING SUPPLEMENT

7 December 2016

Investec Bank plc
Issue of ZAR 300,000,000 FTSE® 100 Downside Notes Credit Linked to Sasol Financing
International Ltd due 2022 under the
£2,000,000,000 Impala Bonds Programme

The Offering Memorandum referred to below (as completed by this Pricing Supplement) has been prepared on the basis that any offer of Notes in any Member State of the European Economic Area which has implemented the Prospectus Directive (each, a "Relevant Member State") will be made pursuant to an exemption under the Prospectus Directive, as implemented in that Relevant Member State, from the requirement to publish a prospectus for offers of the Notes. Accordingly any person making or intending to make an offer in that Relevant Member State of the Notes may only do so in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer. Neither the Issuer nor any Dealer has authorised, nor do they authorise, the making of any offer of Notes in any other circumstances. The expression "Prospectus Directive" means Directive 2003/71/EC (as amended by Directive 2008/11/EC, Directive 2010/73/EU and Directive 2008/78/EU) and includes any relevant implementing measures in the Relevant Member State.

Prospective investors considering acquiring any Notes should understand the risks of transactions involving the Notes and should reach an investment decision only after carefully considering the suitability of the Notes in light of their particular circumstances (including without limitation their own financial circumstances and investment objectives and the impact the Notes will have on their overall investment portfolio) and the information contained in the Offering Memorandum and this Pricing Supplement. Prospective investors should consider carefully the risk factors set out under "*Risk Factors*" in the Offering Memorandum referred to below as well as the additional risk factors set out in Annex 2 hereto.

PART A – CONTRACTUAL TERMS

This document constitutes the pricing supplement ("Pricing Supplement") relating to the issue of the Tranche of Notes described herein for the purposes of listing on the Official List of the Irish Stock Exchange and must be read in conjunction with the Offering Memorandum dated 4 March 2016 as supplemented from time to time (the "Offering Memorandum") which, together with this Pricing Supplement, constitute listing particulars for the purposes of listing on the Official List of the Irish Stock Exchange and trading on its Global Exchange Market.

Unless otherwise defined herein, terms used herein shall be deemed to be defined as such for the purposes of the Conditions, the Terms and the Additional Terms set forth in the Offering Memorandum.

Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of this Pricing Supplement and the Offering Memorandum. The Offering Memorandum is available for viewing at and copies may be obtained from <http://treasury.investec.co.uk/institutions/impala-bonds/Impala-Bonds.html> and during normal working hours from Investec Bank plc, 2 Gresham Street, London EC2V 7QP, and from Deutsche Bank AG, London Branch, Winchester House, 1 Great Winchester Street, London EC2N 2DB.

The Offering Memorandum does not comprise (i) a prospectus for the purposes of Part VI of the Financial Services and Markets Act 2000 (as amended) or (ii) a base prospectus for the purposes of Directive 2003/71/EC as amended (the "Prospectus Directive"). The Offering Memorandum has been prepared solely with regard to Notes that are not to be admitted to listing or trading on any regulated market for the purposes of Directive 2004/39/EC and not to be offered to the public in a Member State (other than pursuant to one or more of the exemptions set out in Article 3.2 of the Prospectus Directive).

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|----|-----------------------------------|---|
| 1. | Issuer: | Investec Bank plc |
| 2. | (a) Series Number: | 264S |
| | (b) Tranche Number: | 1 |
| 3. | Specified Currency or Currencies: | ZAR |
| 4. | Aggregate Nominal Amount: | |
| | (a) Series: | ZAR 300,000,000 |
| | (b) Tranche: | ZAR 300,000,000 |
| 5. | Issue Price: | 100 per cent. of the Aggregate Nominal Amount |
| 6. | (a) Specified Denominations: | ZAR 2,000,000 and integral multiples of ZAR 5,000 in excess thereof up to and including ZAR3,995,000. |
| | (b) Calculation Amount: | ZAR 5,000 |
| 7. | (a) Issue Date: | 8 December 2016 |
| | (b) Interest Commencement Date: | Not Applicable |
| | (c) Trade Date: | 2 December 2016 |
| 8. | Maturity Date: | 14 November 2022 |

9.	Interest Basis:	Not Applicable. The Notes do not bear interest.
10.	Redemption/Payment Basis:	Index Linked Notes (see Annex 1 (<i>Equity/Index/Fund/Multi Underlying Linked Note Provisions</i>)) to this Pricing Supplement for further details)
11.	Change of Interest Basis or Redemption/Payment Basis:	Not Applicable
12.	Call Option:	Applicable
13.	Put Option:	Not Applicable
14.	(a) Security Status:	Secured Notes
	(b) Date Board approval for issuance of Notes obtained:	Not Applicable
15.	Method of distribution:	Non-syndicated
16.	Redenomination on Euro Event:	Not Applicable

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

17.	Fixed Rate Note Provisions	Not Applicable
18.	Floating Rate Note Provisions	Not Applicable
19.	Coupon Deferral	Not Applicable
20.	Zero Coupon Notes	Not Applicable

PROVISIONS RELATING TO REDEMPTION

21.	Final Redemption Amount of each Note:	Index Linked Notes (see Annex 1 (<i>Equity/Index/Fund/Multi Underlying Linked Note Provisions</i>)) to this Pricing Supplement for further details)
22.	Early Redemption Amount: Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons or on event of default or other early redemption and/or the method of calculating the same (if required or if different from that set out in the Conditions):	Fair Market Value

23.	Issuer Call Option	Applicable
	(a) Optional Redemption Date(s):	Any Business Day prior to the Maturity Date
	(b) Notice period (if other than as set out in the Conditions):	Not Applicable
	(c) Optional Redemption Amount of each Note and method, if any, of calculation of such amount(s):	Fair Market Value
	(d) If redeemable in part:	Not Applicable
24.	Noteholder Put Option:	Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

25.	Form of Notes:	Bearer Notes: Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes only upon an Exchange Event.
26.	Additional Financial Centre(s) or other special provisions relating to Payment Days:	Not Applicable
27.	Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):	No
28.	Details relating to Instalment Notes:	Not Applicable

DISTRIBUTION

29.	(a) If syndicated, names and addresses of Managers:	Not Applicable
	(b) Date of Subscription Agreement:	Not Applicable
30.	If non-syndicated, name and address of relevant Dealer:	Investec Bank plc, 2 Gresham Street, London EC2V 7QP. Investec Bank plc will initially subscribe for up to 97% of the principal amount of the Tranche as unsold allotment. Investec Bank plc may subsequently place such Notes in the secondary market or such Notes may subsequently be repurchased by the Issuer and cancelled.
31.	Total commission and concession:	Not Applicable
32.	Selling Restrictions:	
	United States of America:	Reg. S Compliance Category: 2 TEFRA D

Exemption(s) from requirements under Directive 2003/71/EC (as amended) (the "Prospectus Directive"): The denomination of the Notes is greater than or equal to EUR 100,000.00 (or equivalent amount in another currency).

Additional selling restrictions: Not Applicable

TAXATION

33. Taxation: Condition 7A (*Taxation - No Gross up*) applies.

SECURITY

34. Security Provisions: Applicable

(a) Secured Portion: 100 per cent. of the Notes

(b) Whether Collateral Pool secures this Series of Notes only or this Series and other Series: This Series and other Series.

(c) Date of Supplemental Trust Deed relating to the Collateral Pool securing the Notes and Series Number of first Series of Secured Notes secured thereby: Supplemental Trust Deed dated on or about the Issue Date securing Series number 264S among others

(d) Eligible Collateral:	Valuation Percentage	Maximum Percentage
(i) Cash in an Eligible Currency	100%	100%
(ii) Negotiable debt obligations issued by the Government of the United Kingdom or South Africa having an original maturity at issuance of not more than one year	100%	100%
(iii) Negotiable debt obligations issued the Government of the United Kingdom or South Africa having an original maturity at issuance of more than one year but not more than 10 years	100%	100%
(iv) Negotiable debt obligations issued by the Government of the United Kingdom or South Africa having an original	100%	100%

maturity at issuance
of more than 10 years

- (vi) Negotiable senior debt obligations issued by any of the following entities:

Name of Entity	Valuation Percentage	Maximum Percentage
Sasol Financing International Ltd	100%	100%

- (e) Valuation Dates: Every Business Day from and including the Issue Date to but excluding the date on which the Notes are due to be redeemed.
- (f) Eligible Currency(ies): GBP, ZAR
- (g) Base Currency: GBP
- (h) Minimum Transfer Amount: GBP10,000
- (i) Independent Amount: GBP50,000
- (j) Dealer Waiver of Rights: Applicable
- (i) Maximum Waivable Amount: 100 per cent. of the principal amount of the Series of Waivable Notes

CREDIT LINKAGE

35. Credit Linkage: Applicable
- (a) Form of Credit Linkage: ISDA Credit Linkage
- (b) Credit Linked Portion: 100 per cent. of the Notes
- (c) CDS Event Redemption Amount: Option B
- (d) Reference Entities:


Name of Reference Entity	Reference Entity Weighting (%)	Reference Entity Removal Date
Sasol Financing International Ltd	100	Not Applicable


- (e) Recovery Rate: Specific Recovery Rate

(f)	Reference Entity Reference Obligation:	Applicable	
		Name of Reference Entity	Reference Obligation
		Sasol Financing International Ltd	US803865AA25
(g)	Seniority Level:	Senior	
(h)	Quotation Amount:	Not Applicable	
(i)	Recovery Rate Gearing:	Not Applicable	
(j)	Reference Entity Removal Provisions:	Not Applicable	
(k)	Parallel Credit Linkage Provisions:	Not Applicable	

RESPONSIBILITY

Signed on behalf of the Issuer:

By: 
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Duly authorised
Jennifer Peacock
Authorised Signatory


By:
Duly authorised
Robert Dale
Authorised Signatory

PART B – OTHER INFORMATION

1. LISTING

- (i) Listing: Official List of the Irish Stock Exchange
- (ii) Admission to trading: Application is expected to be made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the Global Exchange Market with effect from the Issue Date.

2. RATINGS

Ratings: The Notes to be issued have not been rated.

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER

As discussed in the "Subscription and Sale" section of the Offering Memorandum, the Issuer has agreed to reimburse the Dealers certain of their expenses in connection with the update of the Programme and the issue of Notes under the Programme and to indemnify the Dealers against certain liabilities incurred by them in connection therewith.

Save for the interests disclosed above, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

4. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

- (i) Reasons for the offer: Information not required
- (ii) Estimated net proceeds: Information not required
- (iii) Estimated total expenses: Information not required

5. PERFORMANCE AND VOLATILITY OF THE UNDERLYING AND OTHER INFORMATION CONCERNING THE UNDERLYING

Information about the past and the further performance of the underlying and its volatility can be found on Bloomberg.

The Issuer does not intend to provide post-issuance information.

6. OPERATIONAL INFORMATION

- (i) ISIN Code: XS1525912926
- (ii) SEDOL Code: Not Applicable
- (iii) Common Code: 152591292
- (iv) Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant identification number(s): Not Applicable
- (v) Delivery: Delivery against payment
- (vi) Additional Paying Agent(s) (if any): Not Applicable

- (vii) Common Depositary: Deutsche Bank AG, London Branch
- (viii) Calculation Agent: Investec Bank plc
- is Calculation Agent to make calculations? Yes
 - if not, identify calculation agent: Not Applicable

**ANNEX 1
EQUITY/INDEX/MULTI UNDERLYING LINKED NOTE PROVISIONS**

1.	Type of Note	Index Linked Note
2.	Type of Underlying	Single Index
3.	Redemption and Interest Payment Provisions:	
(i)	<i>Kick Out Notes with Capital at Risk Redemption Provisions</i>	Not Applicable
(ii)	<i>Kick Out Notes without Capital at Risk Redemption Provisions</i>	Not Applicable
(iii)	<i>Phoenix Kick Out Notes with Capital at Risk Redemption Provisions</i>	Not Applicable
(iv)	<i>Upside Notes with Capital at Risk Redemption Provisions</i>	Not Applicable
(v)	<i>Upside Notes without Capital at Risk Redemption Provisions</i>	Not Applicable
(vi)	<i>N Barrier (Income) Notes with Capital at Risk Redemption Provisions</i>	Not Applicable
(vii)	<i>Range Accrual (Income) Notes with Capital at Risk Redemption Provisions</i>	Not Applicable
(viii)	<i>Range Accrual (Income) Notes without Capital at Risk Redemption Provisions:</i>	Not Applicable
(ix)	<i>Reverse Convertible Notes with Capital at Risk Redemption Provisions</i>	Not Applicable
(x)	<i>Dual Underlying Kick Out Notes with Capital at Risk Redemption Provisions</i>	Not Applicable
(xi)	<i>Dual Underlying Upside Notes with Capital at Risk Redemption Provisions</i>	Not Applicable
(xii)	<i>Provisions for determining Final Redemption Amounts in respect of Series 264S :</i>	

Final Redemption Amount

If the Final Index Level is less than or equal to the Initial Index Level, then the Final Redemption Amount shall be calculated as follows:

$$\text{Specified Denomination} * \{100.00\% + [443\% * (1 - \text{FIL/IIL})]\}$$

If the Final Index Level is greater than the Initial Index Level, then the Final Redemption

Amount shall be calculated as follows:

Specified Denomination * 100.00%

4. Additional Provisions

- (i) Underlying(s):
- Index FTSE™ 100
 - Index Sponsor: FTSE International Limited
 - Exchange: London Stock Exchange plc
 - Multi-Exchange Index: No
 - Non Multi-Exchange Index: Yes
- (ii) Averaging Dates Market Disruption: Not Applicable
- (iii) Additional Disruption Events: Hedging Disruption and Increased Cost of Hedging
- (iv) Business Day: A day on which commercial banks and foreign exchange markets settle payments and are open for general business (including dealing in foreign exchange and foreign currency deposits) in London.
- (v) Valuation Time: The time at which the Index Sponsor determines the closing level of the Index.
- (vi) Strike Date: 2 December 2016
- (vii) Initial Index Level or "IIL": The Level on the Strike Date
- (viii) Initial Averaging: Not Applicable
- (ix) Automatic Early Redemption: Not Applicable
- (ix) Automatic Early Redemption Averaging: Not Applicable
- (xi) Barrier Condition: Not Applicable
- (xii) Barrier Averaging: Not Applicable
- (xiii) Final Index Level or "FIL"
- Final Redemption Valuation Date: 9 November 2022
- (xiv) Final Averaging: Not Applicable
- (xv) Fund Documents: Not Applicable

- (xvi) Fund Business Day: Not Applicable
- (xvii) Fund Service Provider: Not Applicable
- (xviii) NAV Trigger Percentage: Not Applicable
- (xix) Number of NAV Publication Days: Not Applicable
- (xx) Minimum AUM Level: Not Applicable
- (xxi) Delayed redemption on Occurrence of an Extraordinary Fund Event: Not Applicable
- (xxii) Delayed Payment Cut-Off Date: Not Applicable

ANNEX 2
ADDITIONAL RISK FACTORS

In addition to the risk factors set out in the Offering Memorandum, Investors should be aware of the following in relation to Series 264S.

The amount of positive return payable in relation to the Notes is dependent on the decrease in the performance of the Index, multiplied by a leverage factor of 443%.

In circumstances where the Index performs positively, although investors will not experience a loss on their investment, they may forgo the returns they could have obtained had they invested in a product with a different formula applicable to any upside return. The upside return is not subject to any limit but may be lower than the upside investors could have been exposed to had they invested in a different type of product.

**ANNEX 3
ADDITIONAL PROVISIONS RELATING TO THE UNDERLYING**

Statements regarding the Reference Entity: The Reference Entity has not sponsored or endorsed the Notes in any way, nor has it undertaken any obligation to perform any regulated activity in relation to the Notes

Statements regarding the FTSE® 100 Index: Applicable

The Notes are not sponsored, endorsed or promoted by the FTSE ("FTSE") or by The London Stock Exchange plc (the "Exchange") or by The Financial Times Limited ("FT") and neither FTSE or Exchange or FT makes any warranty or representation whatsoever, expressly or impliedly, either as to the results to be obtained from the use of the FTSE™ 100 Index or the FTSE™ All-World Index (each an "Index") and/or the figure at which an Index stands at any particular time on any particular day or otherwise. Each Index is compiled and calculated solely by FTSE. However, neither FTSE or Exchange or FT shall be liable (whether in negligence or otherwise) to any person for any error in an Index and neither FTSE or Exchange or FT shall be under any obligation to advise any person of any error therein.

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(Source: The Financial Times Limited)

Statements regarding the FTSE® All-World Index: Not Applicable

Statements regarding the S&P® 500 Index: Not Applicable

Statements regarding the EuroSTOXX® Index: Not Applicable

Statements regarding the MSCI® Index: Not Applicable

Statements regarding the MSCI Emerging Market Index: Not Applicable

Statements regarding the Hang Seng China Enterprises (HSCEI) Index: Not Applicable

Statements regarding the Deutscher Aktien Index (DAX): Not Applicable

Statements regarding the S&P/ASX 200 (AS51) Index: Not Applicable

Statements regarding the CAC 40 Index: Not Applicable

Statements regarding the Nikkei 225 Index: Not Applicable

Statements regarding the JSE Top40 Index: Not Applicable

Statements regarding the BNP Paribas SLI Enhanced Absolute Return Index: Not Applicable

Statements regarding the Finvex Sustainable Efficient Europe 30 Price Index: Not Applicable

Statements regarding the Finvex Sustainable Efficient World 30 Price Index: Not Applicable

Statements regarding the Tokyo Stock Exchange Price Index: Not Applicable

Statements regarding the EVEN 30™ Index: Not Applicable

Statements regarding the EURO 70™ Low Volatility Index: Not Applicable

Statements regarding the SMI Index: Not Applicable