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**PRICING SUPPLEMENT**

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**ESKOM HOLDINGS SOC LIMITED**

*(Incorporated in the Republic of South Africa with limited liability under Registration Number 2002/015527/06)*

**Issue of ZAR 818,000,000.00 Unsecured Indexed Notes 2.10% due 02 June 2031**

**Under its ZAR150, 000,000,000 Domestic Multi-Term Note Programme**

This document constitutes the Applicable Pricing Supplement relating to the issue of Notes described herein. Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions set forth in the Programme Memorandum dated 04 February 2010. The Notes described in this Applicable Pricing Supplement contains the final terms of the Notes and this Applicable Pricing Supplement must be read in conjunction with such Programme Memorandum. To the extent that there is any conflict or inconsistency between the contents of this Pricing Supplement and the Programme Memorandum, the provisions of this Pricing Supplement shall prevail.

**DESCRIPTION OF THE NOTES**

1. Issuer	Eskom Holdings SOC Limited
2. Guarantor	RSA
3. Status of Notes	Unsecured
4. Form of Notes	Registered Notes
5. Series Number	11
6. Tranche Number	8
7. Aggregate Nominal Amount:	
(a) Series	ZAR 3,700,000,000.00
(b) Tranche Listed	ZAR 818,000,000.00
(c) Tranche Issued	ZAR NIL
8. Interest	Interest-bearing
9. Interest Payment Basis	Indexed Notes
10. Automatic/Optional Conversion from one Interest/Redemption/Payment Basis to another	N/A
11. Issue Date	11 November 2014

12. Nominal Amount per Note	ZAR1,000,000
13. Specified Denomination	ZAR1,000,000
14. Issue Price	102.99660%
15. Interest Commencement Date	02 June 2014
16. Maturity Date	02 June 2031
17. Applicable Business Day Convention	Following Business Day
18. Final-Redemption Amount	The greater of: <ul style="list-style-type: none"> <li>• The nominal amount; or,</li> <li>• 100% of the Nominal amount divided by the Base CPI and multiplied by the Reference CPI for that date</li> </ul>
19. Last Date to Register	17h00 on 21 November and 22 May of each year until the maturity date.
20. Books Closed Period(s)	The Register will be closed from 22 November to 02 December and from 23 May to 02 June all dates inclusive) in each year until the Maturity Date
21. Default Rate	N/A
<b>Programme Amount</b>	
22. Programme Amount as at the issue date	ZAR 150,000,000,000
23. Aggregate outstanding Nominal amount of all the Notes issued under the Programme (including Notes issued under the Programme pursuant to the previous Programme Memorandum as at the Issue date)	ZAR 94,219,740,840
<b>INDEXED NOTES</b>	
24. (a) Type of Index-Linked Notes	Indexed Interest and Indexed Redemption Amount Note
(b) Real Yield	2.10% per annum payable semi-annually in arrear
(c) Index/Formula by reference to which Interest Rate Amount is to be determined	South African Headline CPI (For all urban areas)
(d) Interest Period(s)	6 Months
(e) Interest Payment Date(s)	02 December and 02 June
(f) Calculation Agent	Eskom
(g) Index rebasing, delay and distribution event provisions	The 2008 ISDA Inflation Derivatives Definitions (as published by the International Swaps and Derivatives

	Association, INC)
(h) Definition of Business Day (if different from that set out in Condition 1)	N/A
(i) Minimum Rate of Interest	N/A
(j) Maximum Rate of Interest	N/A
(k) Other terms relating to the method of calculating interest (eg: Day Count Fraction, rounding up provision)	N/A
(l) Manner in which the Interest Rate/Interest Amount is to be determined	Reference CPI or Ref CPI <i>date</i>

Means, in relation to a date:

(1) if the date is the first day of a calendar month, Reference CPI is the CPI for the fourth calendar month preceding the calendar month in which the date occurs (which CPI is typically published during the third calendar month preceding the calendar month in which the date occurs); and

(2) if the date occurs on any day other than the first day of any calendar month, then reference CPI shall be determined in accordance with the following formula:

$$\text{Ref CPI } date = \text{Ref CPI } j + \left[ \frac{t-1}{d} \right] \times$$

$$(\text{Ref CPI }_{j+1} - \text{Ref CPI } j)$$

Where:

(i) Ref CPI *j* is the Index level for the first day of the fourth Reference Month four calendar months preceding the relevant Interest Payment Date;

(ii) Ref CPI *j+1* is the Index level for the Reference Month three calendar months preceding the Interest Payment Date;

(iii) *t* is the calendar day corresponding to date;

(iv) *D* is the number of days in the calendar month in which date occurs

(m) Base CPI	Means 107.34666666666666 being the Reference CPI for 02 June 2014
(n) CPI Adjustment	Means in relation to an amount to be valued or paid on a date, that amount divided by the Base CPI and multiplied by the Reference CPI for that date, as determined by the Calculation Agent.
(o) Interest Amount	The amount determined by adjusting ZAR 1,000,000 by the CPI adjustment for the relevant Interest Payment Date, and multiplying the adjusted amount by the Yield, and dividing the result by two.

**PROVISIONS REGARDING  
REDEMPTION/MATURITY**

25. Issuer's and Guarantor's Optional Redemption:	No
If yes:	
(a) Optional Redemption Date(s)	N/A
(b) Optional Redemption Amount(s) and method, if any, of calculation of such amount(s)	N/A
(c) Minimum period of notice (if different from Condition 8.3)	N/A
(d) If redeemable in part:	N/A
Minimum Redemption Amount(s)	
Higher Redemption Amount(s)	N/A
(e) Other terms applicable on Redemption	N/A
26. Early redemption for taxation reasons or on Event of default	YES
If yes:	
a. Amount Payable or	N/A
b. Method of calculation of amount payable	CPI adjustment applied to the nominal amount

**GENERAL**

27. Financial Exchange	JSE
28. Calculation Agent	Issuer
29. Paying Agent	Issuer
30. Specified office of the Paying Agent	Maxwell Drive, Megawatt Park, Sunninghill, 2157, South Africa
31. Transfer Agent	Issuer
32. Specified office of the Transfer Agent	Maxwell Drive, Megawatt Park, Sunninghill, 2157, South Africa Tel: (011) 800 5025 Fax: (011) 800 4173
33. Provisions relating to stabilisation	N/A
34. Stabilising manager	N/A
35. Additional selling restrictions	N/A
36. ISIN	ZAG000116443
37. Stock Code	EL31
38. The notice period required for exchanging Uncertificated Notes for Individual Certificates	14 days prior to the requested date of such exchange
39. Method of distribution	N/A
40. If syndicated, names of Managers	N/A
41. If non-syndicated, name of Dealer	Issuer
42. Governing law (if the laws of South Africa are not applicable)	N/A
43. Surrendering of Notes	14 days after the date on which the Certificate in respect of the Note to be redeemed has been surrendered to the Issuer
44. Use of proceeds	N/A
45. Pricing Methodology	Standard JSE pricing methodology
46. Other provisions	N/A
47. Capital Raising Process	Open Market auction/Reverse enquiry

## 48. Credit Rating Outlook

	Rating	Outlook
<b>Standard &amp; Poor's</b>		
- Foreign currency	<b>BBB-</b>	<b>Watch Negative</b>
- Local currency	<b>BBB-</b>	
<b>Moody's</b>		
- Foreign currency	<b>Baa3</b>	<b>Negative</b>
- Local currency	<b>Baa3</b>	
<b>Fitch</b>		
- National Long-term (zar)	<b>AAA</b>	<b>Stable</b>
- National Short-term (zar)	<b>F1+</b>	

**DISCLOSURE REQUIREMENTS IN TERMS OF PARAGRAPH 3(5) of Commercial Paper Regulations****49. Paragraph 3(5)(a)**

The ultimate borrower is the Issuer.

**50. Paragraph 3(5)(b)**

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

**51. Paragraph 3(5)(c)**

The auditors of the Issuer are SizweNtsalubaGobodo Inc with Ngubane & Co. and PSTM Chartered Accountants.

**52. Paragraph 3(5)(d)**

As at the date of this Supplement:

- (i) The Issuer has the following commercial paper in issue in the domestic market:
  - a. ZAR 8,208,972,083.35 short dated commercial paper bills
  - b. ZAR 105,558,679,104.00 bonds

(ii) To the best of the Issuer's knowledge and belief, the Issuer estimates to issue the following during the current financial year, ending 31 March 2015 a further

a. ZAR 3,912,000,000.00 of bonds

b. ZAR 6,414,000,000.00 of commercial paper as and when the current paper in issue matures.

**53. Paragraph 3(5)(e)**

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

**54. Paragraph 3(5)(f)**

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

**55. Paragraph 3(5)(g)**

The Notes issued will be listed on JSE.

**56. Paragraph 3(5)(h)**

The funds to be raised through the issue of the Notes are to be used by the Issuer for the funding of its business operations within the Eskom Group.

**57. Paragraph 3(5)(i)**

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

**58. Paragraph 3(5)(j)**

KPMG Inc. and SizweNtsalubaGobodo Inc, the statutory auditors of the Issuer, have confirmed that nothing has come to their attention to indicate that this issue of Notes under the Programme will not comply in all respects with the relevant provisions of the Commercial Paper Regulations.

The Issuer's latest audited financial statements as at 31 March 2014 are deemed to be incorporated in, and to form part of the Programme Memorandum and are available free of charge to each person to whom a copy of the Programme Memorandum has been delivered, upon request of such person.

**Responsibility:**

The Applicant Issuer certifies that to the best of their knowledge and belief there are no facts that have been omitted which would make any statement false or misleading and that all reasonable enquiries to ascertain such facts have been made as well as that the Placing Document contains all information required by law and the JSE Listings Requirements. The Applicant Issuer accepts full responsibility for the accuracy of the information contained in the Placing Document, Pricing Supplements and the annual financial report, the amendments to the annual financial report or any supplements from time to time, except as otherwise stated therein.

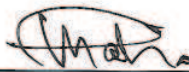
Application is hereby made to list this issue of Notes on the 11 November 2014.

SIGNED at Johannesburg on this 5<sup>th</sup> day of November 2014.  
for and on behalf of

**ESKOM HOLDINGS SOC LIMITED**  
**(as Issuer)**



**T MOLEFE**  
**FINANCE DIRECTOR**  
Who warrants her authority hereto



**T MATONA**  
**CHIEF EXECUTIVE**  
Who warrants his authority hereto