
APPLICABLE PRICING SUPPLEMENT



LIBERTY

LIBERTY GROUP LIMITED

(Registration Number 1957/002788/06)

(Established and incorporated as a public company with limited liability in accordance with the laws of South Africa)

Issue of ZAR 1,000,000,000 LGL02

Under the Liberty Holdings Limited/Liberty Group Limited ZAR5 000 000 000 Domestic Medium 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 26 July 2012. 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 Applicable Pricing Supplement and such Programme Memorandum, the provisions of this Applicable Pricing Supplement shall prevail. To the extent that certain provisions of the *pro forma* Pricing Supplement do not apply to the Notes described herein, they may be deleted in this Applicable Pricing Supplement or indicated to be not applicable.

DESCRIPTION OF THE NOTES

1	Issuer	Liberty Group Limited
2	Status of Notes	Unsecured and Subordinated
3	(a) Tranche Number	1
	(b) Series Number	1
4	Aggregate Principal Amount	ZAR1,000,000,000
5	Interest/Payment Basis	Fixed Rate
6	Form of Notes	Listed
7	Automatic/Optional Conversion from one Interest/Payment Basis to another	Not applicable
8	Issue/Settlement Date	13 August 2012
9	Business Centre	Johannesburg
10	Additional Business Centre	Not applicable
11	Specified Denomination	ZAR1 000 000
12	Issue Price	100 percent
13	Interest Commencement Date	13 August 2012

14	Maturity Date	13 August 2017
15	Specified Currency	Rand
16	Applicable Business Day Convention	Following Business Day
17	Calculation Agent	Liberty Group Limited
18	Specified office of the Calculation Agent	Liberty Centre, Ameshoff Street, Braamfontein, 2001
19	Paying Agent	Liberty Group Limited
20	Specified office of the Paying Agent	Liberty Centre, Ameshoff Street, Braamfontein, 2001
21	Transfer Agent	Computershare Investor Services 2004 (Proprietary) Limited
22	Specified office of the Transfer Agent	Ground Floor, 70 Marshall Street, Johannesburg, 2001
23	Settlement Agent	The Standard Bank of South Africa Limited, acting through its Corporate and Investment Banking Division
24	Specified office of the Settlement Agent	3 Simmonds Street, Johannesburg, 2001
25	Final Redemption Amount	ZAR1,000,000,000 (being 100% of the Aggregate Principal Amount)

FIXED RATE NOTES

26	(a)	Fixed Interest Rate	7.67 percent per annum payable semi-annually in arrear
	(b)	Interest Payment Date(s)	Semi-annually on each 13 August and 13 February commencing on 13 February 2013 until 13 August 2017
	(c)	Deferral of Interest in accordance with Condition 5.1 of the Subordinated Note Conditions	No
	(c)	Initial Broken Amount	Not applicable
	(d)	Final Broken Amount	Not applicable
	(e)	Any other terms relating to the particular method of calculating interest	Not applicable

PROVISIONS REGARDING REDEMPTION/ MATURITY

27	Prior written consent of Regulator required for redemption on, or prior to the Maturity Date	Yes
28	Issuer's Optional Redemption	Yes
		For tax reasons in accordance with Condition 4.2 of the Subordinated Note Conditions.

Following the occurrence of a Regulatory Event in accordance with Condition 4.3 of the Subordinated Note Conditions (but subject to the prior written consent of the Regulator)

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| (a) | Optional Redemption Date(s) | Any Business Day |
| (b) | Optional Redemption Amount(s) and method, if any, of calculation of such amount(s) | |
| (i) | for tax reasons in accordance with Condition 4.2 of the Subordinated Note Conditions | The Early Redemption Amount referred to in Condition 4.5 of the Subordinated Note Conditions together with accrued interest. |
| (ii) | following the occurrence of a Regulatory Event in accordance with Condition 4.3 of the Subordinated Note Conditions (but subject to the prior written consent of the Regulator) | The Early Redemption Amount referred to in Condition 4.5 of the Subordinated Note Conditions together with accrued interest |
| (c) | Minimum period of notice (if different to Condition 13 of the General Terms and Conditions) | Not Applicable |
| (i) | for tax reasons in accordance with Condition 4.2 of the Subordinated Note Conditions | Not less than 30 (thirty) nor more than 60 (sixty) day's notice. |
| (ii) | following the occurrence of a Regulatory Event in accordance with Condition 4.3 of the Subordinated Note Conditions (but subject to the prior written consent of the Regulator) | Not less than 30 (thirty) nor more than 60 (sixty) day's notice. |
| (d) | If redeemable in part: | |
| | Minimum Redemption Amount(s) | Not applicable |
| | Higher Redemption Amount(s) | Not applicable |
| (e) | Other terms applicable on Redemption | Not applicable |

GENERAL

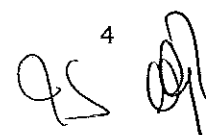
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|-----|---|----------------|
| 29 | Additional selling restrictions | Not applicable |
| 30 | (a) International Securities Numbering (ISIN) | ZAG000097932 |
| | (b) Stock Code | LGL02 |
| 31 | Financial Exchange | JSE Limited |
| 32 | If syndicated, names of managers | Not applicable |
| 33 | Method of Distribution | Auction |
| 34 | Credit Rating assigned to Note | A+ |
| (a) | Rating Agency | Fitch |

(b)	Date of issue of current Credit Rating	30 July 2012
(c)	Date of next Credit Rating Review	The Issuer's Credit Rating will be reviewed within 12 months of the Issue Date
35	Governing law (if the laws of South Africa are not applicable)	Not applicable
36	Use of proceeds	The funds to be raised through the issue of Notes are to be used by the Issuer for general corporate purposes
37	Last Day to Register	16h00 on each 02 August or 02 February which shall mean that the Register will be closed from each Last Day to Register to the next applicable Payment Day or 10 days prior to the actual redemption date
38	Books Closed Period	The "books closed period" (during which the Register will be closed) will be from each 03 August and 03 February to each following Interest Payment Date commencing 03 February 2013
39	Stabilisation Manager (if any)	Not applicable
40	Other provisions	Not Applicable

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

At the date of this Applicable Pricing Supplement:

- 41 Paragraph 3(5)(a)
The ultimate borrower is the Issuer.
- 42 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.
- 43 Paragraph 3(5)(c)
The auditor of the Issuer is PricewaterhouseCoopers Inc.
- 44 Paragraph 3(5)(d)
As at the date of this issue:
- (a) the Issuer currently has ZAR 2 000 000 000 of notes in issue which it intends to redeem on the first call date on 12 September 2012; and
 - (b) it is anticipated that the Issuer will issue up to ZAR2 500 000 000 Notes during its current financial year.
- 45 Paragraph 3(5)(e)
Prospective investors in the Notes are to consider this Applicable Pricing Supplement, the Programme Memorandum and the documentation incorporated therein by reference in order to ascertain the nature of the financial and commercial risks of an investment in the Notes.

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46 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.

47 Paragraph 3(5)(g)

The Notes issued will be listed.

48 Paragraph 3(5)(h)

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

49 Paragraph 3(5)(i)

The Notes are unsecured.

50 Paragraph 3(5)(j)

PricewaterhouseCoopers Inc, the auditor of the Issuer, has confirmed that nothing has come to its attention to indicate that this issue of Notes issued under the Programme will not comply in all respects with the relevant provisions of the Commercial Paper Regulations.

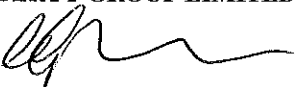
Responsibility:

The Issuer accepts responsibility for the information contained in this Applicable Pricing Supplement. To the best of the knowledge and belief of the Issuer (who has taken all reasonable care to ensure that such is the case), the information contained herein is in accordance with the facts and does not omit anything which would make any statement false or misleading and all reasonable enquiries to ascertain such facts have been made. This Applicable Pricing Supplement contains all information required by law and the JSE Listing Requirements.


Application is hereby made to list this issue of Notes on 13 August 2012.

SIGNED at Johannesburg this 10th day of August 2012.

For and on behalf of
LIBERTY GROUP LIMITED


Name: C.G. TROSKIE

Capacity: FINANCIAL DIRECTOR
who warrants his/her authority hereto


Name: J STURGEON

Capacity: CORPORATE FINANCE
who warrants his/her authority hereto