



SABSA HOLDINGS (PROPRIETARY) LIMITED

(Incorporated in the Republic of South Africa with limited liability under Registration Number 1998/00517/07)

Unconditionally and irrevocably guaranteed by

SABMiller plc

(Incorporated in the England as a public company limited by shares with Company Number 3528416)

**Issue of ZAR1,600,000,000 Senior Notes
Under the SABSA Holdings (Proprietary) Limited ZAR4,000,000,000 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 17 July 2007. The Notes described in this Applicable Pricing Supplement are subject to the Terms and Conditions in the Programme Memorandum. 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 Applicable Pricing Supplement and the Programme Memorandum, the provisions of this Applicable Pricing Supplement shall prevail.

DESCRIPTION OF THE NOTES

1	Issuer	SABSA Holdings (Proprietary) Limited
2	Guarantor	SABMiller plc
3	Status of Notes	Senior Notes guaranteed by the Guarantor, but otherwise unsecured
4	Nominal Amount:	ZAR1,600,000,000
	(A) SERIES NUMBER	1
	(B) TRANCHE NUMBER	1
5	Interest/ Payment Basis	Fixed Rate
6	Form of Notes	Registered Notes

7	Automatic/Optional Conversion from one Interest/Redemption/Payment Basis to another	N/A
8	Issue Date	19 July 2007
9	Business Centre	Johannesburg
10	Additional Business Centre	N/A
11	Specified Denomination	ZAR1,000,000
12	Issue Price	100%
13	Interest Commencement Date	19 July 2007
14	Maturity Date	19 July 2012
15	Specified Currency	ZAR
16	Applicable Business Day Convention	Following Business Day
17	Final Redemption Amount	ZAR1,600,000,000
18	Last Date to Register	8 January to 8 July
19	Books Closed Period(s)	The Register will be closed from 9 January to 18 January and from 9 July to 18 July (all dates inclusive) in each year until the Maturity Date
20	Programme Limit as at the Issue Date	ZAR4,000,000,000
21	Aggregate outstanding nominal amount of all Notes issued under the Programme as at the Issue Date	Nil

FIXED RATE NOTES

22	Interest Rate	9,935 percent per annum
23	Fixed Interest Payment Date(s)	19 January to 19 July in each year up to and including the Maturity Date
24	Initial Broken Amount	N/A
25	Final Broken Amount	N/A

26	Any other terms relating to the particular method of calculating interest	N/A
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OTHER NOTES

27	Relevant description and any additional Terms and Conditions relating to such Notes	N/A
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PROVISIONS REGARDING REDEMPTION/MATURITY

28	Issuer's Optional Redemption: if yes:	No
	(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	N/A
	(d) If redeemable in part:	N/A
29	Minimum Redemption Amount(s)	N/A
30	Higher Redemption Amount(s)	N/A
31	Other terms applicable on Redemption	N/A
32	Redemption of Notes at the option of the Noteholders: if yes:	No
	(a) Optional Redemption Date(s)	N/A
	(b) Optional Redemption Amount(s)	N/A
	(c) Minimum period of notice	N/A
	(d) If redeemable in part:	N/A
	Minimum Redemption Amount(s)	N/A
	Higher Redemption Amount(s)	N/A
	(e) Other terms applicable on Redemption	N/A
	(f) Attach <i>pro forma</i> put notice(s)	N/A

33 Early Redemption Amount(s) on redemption for taxation reasons or on Event of Default (if required) Yes

GENERAL

34 Financial Exchange BESA

35 Calculation Agent The Standard Bank of South Africa Limited

36 Paying Agent The Standard Bank of South Africa Limited

37 Specified office of the Paying Agent 4th Floor, Standard Bank Centre, 3 Simmonds Street, Johannesburg 2001, South Africa.

38 Transfer Agent FirstRand Bank Limited (acting through its Rand Merchant Bank division)

(a) Address 1 Merchant Place, Cnr Fredman and Rivonia Road, Sandton, Johannesburg, South Africa

(b) Telephone (+2711) 282-8000

(c) Telefax Number (+2711) 282 8328

39 Additional selling restrictions N/A

40 ISIN ZAG000041799

41 Stock Code BEER01

42 Method of distribution Bookbuild

43 If syndicated, names of Lead Manager The Standard Bank of South Africa Limited and FirstRand Bank Limited (acting through its Rand Merchant Bank division)

44 If non-syndicated, name of Lead Manager N/A

45 Credit Rating assigned to Programme (if any) Aa3.za From Moody's Investors Service Limited and zaAA from Standard and Poor's Ratings Services, a division of

The McGraw-Hill Companies, Inc.

46	Receipts attached? If yes, number of Receipts attached	No
47	Coupons attached? If yes, number of Coupons attached	No
48	Talons attached? If yes, number of Talons attached	No
49	Stripping of Receipts and/or Coupons prohibited	N/A
50	Governing law (if the laws of South Africa are not applicable)	English Law in respect of the Guarantee
51	Other Banking Jurisdiction	London
52	Other provisions	N/A

Disclosure Requirements in terms of paragraph 3(5) of the Commercial Paper Regulations

Paragraph 3(5)(a)

The ultimate borrower is the South African subsidiaries of the Issuer.

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.

Paragraph 3(5)(c)

The auditor of the Issuer is PricewaterhouseCoopers Incorporated, Johannesburg

Paragraph 3(5)(d)

As at the date of this issue:

(a) the Issuer has not issued commercial paper; and

(b) the Issuer estimates to issue commercial paper with a nominal value of ZAR1,200,000,000 during its current financial year, ending 31 March 2008.

Paragraph 3(5)(e)

Prospective investors in the Notes are to consider this 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. In addition, prospective investors in the Notes are to consider the latest audited financial statements of the Issuer which are incorporated into the Programme Memorandum by reference and which are either attached to this Pricing Supplement or may be requested from the Issuer.

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.

Paragraph 3(5)(g)

The Notes issued will be listed, as stated in the Applicable Pricing Supplement.

Paragraph 3(5)(h)

The proceeds from each issue of Notes will be on-lent by the Issuer to its subsidiaries which are incorporated in the Republic of South Africa.

Paragraph 3(5)(i)

The Notes are secured by the Guarantee, but are otherwise unsecured.

Paragraph 3(5)(j)

PricewaterhouseCoopers Incorporated (Johannesburg), the auditors of the Issuer, have confirmed that nothing has come to their 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.

Application is hereby made to list this issue of Notes on 19 July 2007.

SIGNED at Johannesburg this 17 day of July 2007

For and on behalf of

SABSA HOLDINGS (PROPRIETARY) LIMITED

(AS ISSUER)

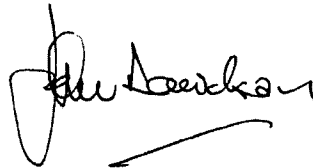
Signature:



Name: MI Wyman

Designation: Director

Signature:



Name: J Davidson

Designation: Director

Address: 2 Jan Smuts Avenue, Johannesburg, 1627, South Africa

Tel: (+2711) 407 1700