



**THE SOUTH AFRICAN NATIONAL ROADS AGENCY SOC LIMITED**

*(Registration number 1998/009584/30)*

*(Established and incorporated as a public company under The South African National Roads Agency Limited and National Roads Act, 1998)*

guaranteed by

**THE GOVERNMENT OF THE REPUBLIC OF SOUTH AFRICA**

**Issue of ZAR100,000,000 5.50% Senior Unsecured (but Guaranteed) HWAY23 Indexed Linked Notes due 7 December 2023**

**Under its ZAR31,910,000,000 Guaranteed 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 amended and restated Programme Memorandum dated 14 April 2014. 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. To the extent that certain provisions of the Applicable 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.

Any capitalised terms not defined in this Applicable Pricing Supplement shall have the meanings ascribed to them in the Terms and Conditions. References in this Applicable Pricing Supplement to the Terms and Conditions are to the section of the Programme Memorandum entitled "*Terms and Conditions of the Notes*". References to any Condition in this Applicable Pricing Supplement are to that Condition of the Terms and Conditions.

The Issuer accepts full responsibility for the accuracy of the information contained in the Programme Memorandum, the Applicable Pricing Supplement and the annual financial statements and any amendments to the annual financial statements or any supplements from time to time, except as otherwise stated therein. The Issuer certifies that to the best of its knowledge and belief there are no facts that have been omitted from the Programme Memorandum which would make any statement false or misleading and that all reasonable enquiries to ascertain such facts have been made and that the Programme Memorandum contains all information required by Applicable Law and, in relation to any Tranche of Notes listed on the Interest Rate Market of the JSE, the JSE Debt Listings Requirements.

The Issuer, having made all reasonable enquiries, confirms that this Programme Memorandum, read together with each Applicable Pricing Supplement and the documents and information incorporated herein and therein by reference contains or incorporates all information which is material in the context of the issue and the offering of Notes, that the information contained or incorporated in this Programme Memorandum by reference, is true and accurate in all material respects and is not misleading, that the opinions and the intentions expressed in this Programme Memorandum, read together with the documents incorporated by reference, are honestly held and that there are no other facts the omission of which would make same misleading.

The JSE assumes no responsibility or liability of whatsoever nature for the correctness of any statements made or opinions expressed or information contained in or incorporated by reference into the Programme Memorandum or this Applicable Pricing Supplement. The admission of any Tranche of Notes to the list of debt securities maintained by the JSE and the listing of such Notes on the Interest Rate Market of the JSE is not to be taken as an indication of the merits of the Issuer or the Notes. The JSE assumes no responsibility or liability of whatsoever nature for the contents of this Programme Memorandum and any Applicable Pricing Supplement or any documents incorporated by reference into this Programme Memorandum and any Applicable Pricing Supplement and the JSE makes no representation as to the accuracy or completeness of the Programme Memorandum or this Applicable Pricing Supplement, the annual financial statements or any other information incorporated by reference into the Programme Memorandum (as amended or restated from time to time). The JSE expressly disclaims any liability for any loss arising from or in reliance upon the whole or any part of this Programme Memorandum or this Applicable Pricing Supplement or the annual financial statements or any other information incorporated by reference into this Programme Memorandum (as amended or restated from time to time).

## DESCRIPTION OF THE NOTES

|    |                                                                                                                                                                                                              |                                                                   |
|----|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------|
| 1  | Issuer                                                                                                                                                                                                       | The South African National Roads Agency SOC Limited               |
| 2  | Guarantor                                                                                                                                                                                                    | The Government of the Republic of South Africa                    |
| 3  | Status of Notes                                                                                                                                                                                              | Senior Notes guaranteed by the Guarantor, but otherwise unsecured |
| 4  | (a) Tranche Number<br>(b) Series Number                                                                                                                                                                      | 19<br>1                                                           |
| 5  | Aggregate Principal Amount                                                                                                                                                                                   | ZAR100,000,000                                                    |
| 6  | Aggregate amount of all financial instruments issued and financial indebtedness incurred by the Issuer, including the aggregate Principal Amount of Notes of this issue, having the benefit of the Guarantee | ZAR22,928,291,147                                                 |
| 7  | Interest/Payment Basis                                                                                                                                                                                       | Indexed Notes                                                     |
| 8  | Form of Notes                                                                                                                                                                                                | Registered Notes                                                  |
| 9  | Automatic/Optional Conversion from one Interest/Payment Basis to another                                                                                                                                     | N/A                                                               |
| 10 | Issue Date                                                                                                                                                                                                   | 8 September 2014                                                  |
| 11 | Business Centre                                                                                                                                                                                              | Johannesburg                                                      |
| 12 | Additional Business Centre                                                                                                                                                                                   | N/A                                                               |
| 13 | Principal Amount per Note                                                                                                                                                                                    | Notes are subject to a minimum denomination of ZAR1 000 000       |
| 14 | Specified Denomination                                                                                                                                                                                       | Notes are subject to a minimum denomination of ZAR1 000 000       |
| 15 | Issue Price                                                                                                                                                                                                  | 278.48226%                                                        |

|    |                                      |                                                                                                                                                                                                                                                          |
|----|--------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 16 | Interest Commencement Date           | 7 June 2014                                                                                                                                                                                                                                              |
| 17 | Redemption Date                      | 7 December 2023                                                                                                                                                                                                                                          |
| 18 | Specified Currency                   | ZAR                                                                                                                                                                                                                                                      |
| 19 | Applicable Business Day Convention   | Following Business Day                                                                                                                                                                                                                                   |
| 20 | Calculation Agent                    | Absa Corporate and Investment Bank, a division of Absa Bank Limited                                                                                                                                                                                      |
| 21 | Paying Agent                         | Absa Corporate and Investment Bank, a division of Absa Bank Limited                                                                                                                                                                                      |
| 22 | Specified office of the Paying Agent | 15 Alice Lane, Sandown, Sandton, 2196                                                                                                                                                                                                                    |
| 23 | Transfer Agent                       | Computershare Investor Services Proprietary Limited                                                                                                                                                                                                      |
| 24 | Final Redemption Amount              | ZAR100,000,000 adjusted by the CPI Adjustment for the First Optional Redemption Date, or Maturity Date, whichever is applicable, provided that if the amount so adjusted is less than ZAR100,000,000, the final redemption amount will be ZAR100,000,000 |

## INDEXED NOTES

|    |                                                                                                               |                                                                                                                                                                                                                              |
|----|---------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 25 | (a) Type of Indexed Notes                                                                                     | Indexed Interest and Indexed Redemption Amount Notes                                                                                                                                                                         |
|    | (b) Coupon                                                                                                    | 5.50%                                                                                                                                                                                                                        |
|    | (c) ISDA Inflation Definitions                                                                                | The 2008 ISDA Inflation Derivatives Definitions, as amended from time to time (as published by the International Swaps and Derivatives Association, Inc.)                                                                    |
|    | (d) Incorporation of the ISDA Inflation Definitions                                                           | The ISDA Inflation definitions are incorporated by reference into this Pricing Supplement                                                                                                                                    |
|    | (e) Index/Formula by reference to which Interest Amount/Final Redemption Amount is to be determined           | ZAR - revised Consumer Price Index (CPI)                                                                                                                                                                                     |
|    | (f) Interest Payment Date(s)                                                                                  | 7 June, 7 December                                                                                                                                                                                                           |
|    | (g) Calculation Agent (if different from Absa Corporate and Investment Bank, a division of Absa Bank Limited) | N/A                                                                                                                                                                                                                          |
|    | (h) Provisions where calculation by reference to Index and/or Formula is impossible or impracticable          | N/A                                                                                                                                                                                                                          |
|    | (i) Reference CPI or CPI Date                                                                                 | Means, in relation to a date :<br>(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 :

$$\text{Ref CPI Date} = \text{Ref CPI}_j + [(t - 1)/D] \\ \times (\text{Ref CPI}_{j+1} - \text{Ref CPI}_j)$$

Where :

- (i) Ref CPI  $j$  is the Index level for the first day of the fourth calendar month preceding the relevant Interest Payment Date;
- (ii) Ref CPI  $j+1$  is the Index level for the third calendar month preceding the Interest Payment Date;
- (iii)  $t$  is the calendar day corresponding to date; and
- (iv)  $D$  is the number of days in the calendar month in which date occurs.

|     |                                                                                                                 |                                                                                                                                                                                                                                               |
|-----|-----------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| (j) | Base CPI                                                                                                        | Means 65.0504032258062 being the Reference CPI as per the R 197 government bond.                                                                                                                                                              |
| (k) | 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.                                                |
| (l) | Interest Amount                                                                                                 | The amount determined by adjusting ZAR1 000 000 in respect of the Aggregate Principal Amount of the CPI Adjustment for the relevant Interest Payment Date, and multiplying the adjusted amount by the Coupon, and dividing the result by two. |
| (m) | Interest Period                                                                                                 | 6 months                                                                                                                                                                                                                                      |
| (n) | if different from the Calculation Agent, agent responsible for calculating the amount of principal and interest | N/A                                                                                                                                                                                                                                           |
| (o) | Index delay and disruption event provisions                                                                     | The provisions of the ISDA Inflation Definitions will apply, on the basis that the Related Bond means Government of South Africa Government Issue Loan No. R 197.                                                                             |

## PROVISIONS REGARDING REDEMPTION/ MATURITY

|    |                                          |    |
|----|------------------------------------------|----|
| 26 | Issuer's Optional Redemption:<br>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 (if different to Condition 10.3)                                    | N/A                                                                                            |
|                | (d) | If redeemable in part:                                                                       |                                                                                                |
|                |     | Minimum Redemption Amount(s)                                                                 | N/A                                                                                            |
|                |     | Higher Redemption Amount(s)                                                                  | N/A                                                                                            |
|                | (e) | Other terms applicable on Redemption                                                         | N/A                                                                                            |
| 27             |     | Redemption at the option of the Noteholders: 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 (if different to Condition 10.4)                                    | N/A                                                                                            |
|                | (d) | If redeemable in part:                                                                       |                                                                                                |
|                |     | 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)                                                        |                                                                                                |
| 28             |     | Early Redemption Amount(s) payable on redemption for taxation reasons or on Event of Default | N/A                                                                                            |
| 29             |     | Early Redemption Amount(s) payable on redemption for a Credit Rating Event                   | The Early Redemption amounts defined in Condition 10.7 together with accrued interest (if any) |
| 30             |     | Early Redemption Amount(s) payable on redemption following a Listing Event                   | The Early Redemption amounts defined in Condition 10.7 together with accrued interest (if any) |
| <b>GENERAL</b> |     |                                                                                              |                                                                                                |
| 31             |     | Additional selling restrictions                                                              | N/A                                                                                            |
| 32             | (a) | International Securities Numbering (ISIN)                                                    | ZAG000075862                                                                                   |
|                | (b) | Stock Code                                                                                   | HWAY23                                                                                         |
| 33             |     | Financial Exchange                                                                           | JSE Limited                                                                                    |
| 34             |     | If syndicated, names of Managers                                                             | N/A                                                                                            |
| 35             |     | Credit Rating assigned to Notes or the Issuer as at the Issue Date (if any)                  | A3.za, by Moody's Investors Service South Africa Proprietary Limited                           |

|    |                                                                |                                                                                                                                                                                                       |
|----|----------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 36 | Date of issue of Credit Rating                                 | August 2009                                                                                                                                                                                           |
| 37 | Date of review of Credit Rating                                | The Credit Rating will be reviewed during November 2014                                                                                                                                               |
| 38 | Governing law (if the laws of South Africa are not applicable) | N/A                                                                                                                                                                                                   |
| 39 | Use of proceeds                                                | The net proceeds from the issue of the Notes will be applied by the Issuer for the funding of its Toll Business                                                                                       |
| 40 | Last Day to Register                                           | By 17h00 on 27 May and 26 November 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 |
| 41 | Books Closed Period                                            | The Register will be closed from 28 May to 7 June and from 27 November to 7 December (all dates inclusive) in each year until the Redemption Date                                                     |
| 42 | Stabilisation Manager (if any)                                 | N/A                                                                                                                                                                                                   |
| 43 | Method of distribution                                         | Public auction                                                                                                                                                                                        |
| 44 | Other provisions                                               | N/A                                                                                                                                                                                                   |

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

##### 45 Paragraph 3(5)(a)

The ultimate borrower is the Issuer.

##### 46 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.

##### 47 Paragraph 3(5)(c)

The auditor of the Issuer is the Auditor General.

##### 48 Paragraph 3(5)(d)

As at the date of this issue:

- (i) the Issuer currently has a nominal of ZAR19,265,000,000 commercial paper in issue; and
- (ii) to the best of the Issuer's knowledge and belief, the issuer estimates to issue ZAR5,500,000,000 of commercial paper during the current financial year, ending 31 March 2015.

##### 49 Paragraph 3(5)(e)

Prospective investors in the Notes are to consider this Applicable Pricing Supplement, the Programme Memorandum and the documents and information 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 accompany this document or may be requested from the Issuer.

50 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.

51 Paragraph 3(5)(g)

The Notes issued will be listed.

52 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 Toll Business.

53 Paragraph 3(5)(i)

The obligations of the Issuer in respect of the Notes are unsecured but guaranteed by the Guarantor.

54 Paragraph 3(5)(j)

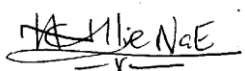
The Auditor General, the statutory auditors of the Issuer, have confirmed that nothing has come to their attention to indicate that this issue of Notes issued under the Programme will not comply in all respects with the relevant provisions of the Commercial Paper Regulations.

Application is hereby made to list this issue of Notes on 8 September 2014.

**SIGNED** at Johannesburg this 5<sup>th</sup> day of September 2014.

For and on behalf of

**THE SOUTH AFRICAN NATIONAL ROADS AGENCY SOC LIMITED**



Name :

Capacity : **NAZIR ALLI**

who warrants his/her authority hereto



Name:

Capacity : **ANTHONY JULIES**

who warrants his/her authority hereto