
APPLICABLE PRICING SUPPLEMENT



PREMIUM PROPERTIES LIMITED

(Incorporated in the Republic of South Africa with limited liability under registration number 1994/003601/06)

Unconditionally and irrevocably guaranteed by

OCTODEC INVESTMENTS LIMITED

(Incorporated in the Republic of South Africa with limited liability under registration number 1956/002868/06)

Issue of ZAR160,000,000 Senior Unsecured 7.2250% Fixed Rate Notes due 2 September 2015 Under its ZAR3,000,000,000 Domestic Medium Term Note Programme

This Applicable Pricing Supplement must be read in conjunction with the Programme Memorandum, dated 23 February 2015, prepared by Premium Properties Limited in connection with the Premium Properties Limited ZAR3,000,000,000 Domestic Medium Term Note Programme, as amended and/or supplemented from time to time (the **Programme Memorandum**).

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

This document constitutes the Applicable Pricing Supplement relating to the issue of Notes described herein. The Notes described herein are issued on and subject to the Terms and Conditions as amended and/or supplemented by the Terms and Conditions contained in this Applicable Pricing Supplement. 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.

PARTIES

| | |
|----------------------|---|
| 1. Issuer | Premium Properties Limited |
| 2. Guarantor | Octodec Investments Limited |
| 3. Dealer(s) | Nedbank Capital, a division of Nedbank Limited |
| 4. Manager | Nedbank Capital, a division of Nedbank Limited |
| 5. Paying Agent | Nedbank Investor Services, a division of Nedbank Limited |
| Specified Address | Lakeview Campus, 16 Constantia Boulevard, Constantia Kloof, Roodepoort, 1709, South Africa |
| 6. Calculation Agent | Nedbank Capital, a division of Nedbank Limited |
| Specified Address | 135 Rivonia Road, Sandown, Sandton, 2196, South Africa |
| 7. Transfer Agent | Nedbank Capital, a division of Nedbank Limited |
| Specified Address | 135 Rivonia Road, Sandown, Sandton, 2196, South Africa |

PROVISIONS RELATING TO THE NOTES

| | | |
|-----|---|---|
| 8. | Status of Notes | Senior Unsecured |
| 9. | Series Number | 16 |
| 10. | Tranche Number | 1 |
| 11. | Aggregate Nominal Amount: | |
| | (a) Series | ZAR160,000,000 |
| | (b) Tranche | ZAR160,000,000 |
| 12. | Interest | Interest Bearing |
| 13. | Interest Payment Basis | Fixed Rate Notes |
| 14. | Automatic/Optional Conversion from one Interest/Redemption/Payment Basis to another | N/A |
| 15. | Form of Notes | Registered Notes: The Notes in this Tranche are listed, issued in uncertificated form and held by the CSD |
| 16. | Issue Date | 2 March 2015 |
| 17. | Nominal Amount per Note | ZAR1,000,000 |
| 18. | Specified Denomination | ZAR1,000,000 |
| 19. | Specified Currency | ZAR |
| 20. | Issue Price | 100 per cent |
| 21. | Interest Commencement Date | 2 March 2015 |
| 22. | Maturity Date | 2 September 2015 |
| 23. | Applicable Business Day Convention | Modified Following Business Day |
| 24. | Final Redemption Amount | 100 percent |
| 25. | Last Day to Register | By 17h00 on 21 August 2015 |
| 26. | Books Closed Period(s) | The Register will be closed from 22 August 2015 to the 1 September 2015 |
| 27. | Default Rate | N/A |

FIXED RATE NOTES

| | | |
|-----|---|-------------------|
| 28. | (a) Fixed Rate of Interest | 7.2250% per annum |
| | (b) Fixed Interest Payment Date(s) | 2 September 2015 |
| | (c) Fixed Coupon Amount(s) | N/A |
| | (d) Initial Broken Amount | N/A |
| | (e) Final Broken Amount | N/A |
| | (f) Determination Date(s) | 25 February 2015 |
| | (g) Day Count Fraction | Actual/365 |
| | (h) Any other terms relating to the particular method of calculating interest | N/A |

FLOATING RATE NOTES

N/A

ZERO COUPON NOTES

N/A

| | |
|---|---|
| PARTLY PAID NOTES | N/A |
| INSTALMENT NOTES | N/A |
| MIXED RATE NOTES | N/A |
| INDEX-LINKED NOTES | N/A |
| DUAL CURRENCY NOTES | N/A |
| EXCHANGEABLE NOTES | N/A |
| OTHER NOTES | N/A |
| PROVISIONS REGARDING REDEMPTION/MATURITY | |
| 29. Redemption at the Option of the Issuer: | No |
| 30. Redemption at the Option of the Senior Noteholders: | No |
| 31. Redemption in the event of a Change of Control at the election of Noteholders pursuant to Condition 11.5 (<i>Redemption in the event of a Change of Control</i>) | Yes |
| 32. Early Redemption Amount(s) payable on redemption for taxation reasons or on Event of Default (if required or if different from that set out in Condition 11.6 (<i>Early Redemption Amounts</i>)). | No |
| GENERAL | |
| 33. Financial Exchange | Interest Rate Market of the JSE |
| 34. Additional selling restrictions | N/A |
| 35. ISIN No. | ZAG000124215 |
| 36. Stock Code | PMM16 |
| 37. Stabilising manager | N/A |
| 38. Provisions relating to stabilisation | N/A |
| 39. The notice period required for exchanging uncertificated Notes for Individual Certificates | N/A |
| 40. Method of distribution | Private Placement |
| 41. Credit Rating assigned to the: (i) Issuer; | "A-(za)" Long Term and "A1-(za)" Short Term – GCR National Scale as at October 2014 |
| (ii) Guarantor; | "A-(za)" Long Term and "A1-(za)" Short Term – GCR National Scale as at October 2014 |
| (iii) Programme; and/or | N/A |
| (iv) Notes | N/A |
| 42. Applicable Rating Agency | Global Credit Rating Co. Proprietary Limited |
| 43. Governing law (if the laws of South Africa are not applicable) | N/A |
| 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*” (as defined in the Commercial Paper Regulations) 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 Grant Thornton South Africa.

48. Paragraph 3(5)(d)

As at the date of this issue:

- (i) the Issuer has issued ZAR820,000,000 of Commercial Paper (as defined in the Commercial Paper Regulations) (which amount includes Notes issued under the Previous Programme Memorandum but excludes this Notes issuance); and
- (ii) the Issuer estimates that it may issue ZAR400,000,000 of Commercial Paper during the current financial year, ending 31 August 2015.

49. Paragraph 3(5)(e)

All information that may reasonably be necessary to enable the investor 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.

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 its general corporate purposes.

53. Paragraph 3(5)(i)

The obligations of the Issuer in respect of the Notes are guaranteed in terms of the Guarantee provided by the Guarantor but are otherwise unsecured.

54. Paragraph 3(5)(j)

Grant Thornton South Africa, the statutory auditors of the Issuer, have confirmed 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:

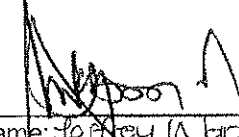
The Issuer accepts full responsibility for the accuracy of the information contained in this Applicable Pricing Supplement. The Issuer certifies that to the best of its knowledge and belief (who has taken all reasonable care to ensure that such is the case) there are no facts that have been omitted which would make any statement false or misleading and that all reasonable enquiries to ascertain such facts have been made and this Applicable Pricing Supplement contains all information required by law and the JSE Debt Listings Requirements.

The authorised Programme Amount of ZAR3,000,000,000 has not been exceeded.

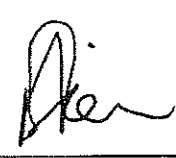
Application is hereby made to list this issue of Notes 2 March 2015.

SIGNED at Johannesburg on this 27th day of February 2015

For and on behalf of
PREMIUM PROPERTIES LIMITED



Name: Jeffrey Napnick
Capacity: Director
Who warrants his/her authority hereto



Name: Anthony Stein
Capacity: Director
Who warrants his/her authority hereto