

SA Home Loans

**THE THEKWINI FUND 15 (RF) LIMITED**

*(Incorporated in South Africa as a public company with limited liability under registration number 2017/052656/06)*

**Issue of ZAR22,000,000 Secured Class Omega Floating Rate Notes  
Under its ZAR4,000,000,000 Asset Backed Note Programme, registered with the  
JSE Limited on 29 November 2017**

This document constitutes the Applicable Pricing Supplement relating to the issue of Notes described in this Applicable Pricing Supplement.

This Applicable Pricing Supplement must be read in conjunction with the Programme Memorandum issued by The Thekwini Fund 15 (RF) Limited dated on or about 29 November 2017. 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.

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 "*Glossary of Defined Terms*". References in this Applicable Pricing Supplement to the Conditions are to the section of the Programme Memorandum headed "*Terms and Conditions of the Notes*". References to any Condition in this Applicable Pricing Supplement are to that Condition of the Conditions.

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

The Issuer certifies that the Principal Amount of the Notes to be issued and described in this Applicable Pricing Supplement together with the aggregate Principal Amount Outstanding of all other Notes in issue at the Issue Date will not exceed the Programme Limit as specified in item 63 below.

SBSA acts in a number of different capacities in relation to the transactions envisaged in the Transaction Documents. SBSA and its affiliates may have a lending relationship with any party to the Transaction Documents and their respective affiliates and from time to time may have performed, and in the future may perform, banking, investment banking, advisory, consulting and other financial services for any such parties and/or entities, for which SBSA and its affiliates may receive customary advisory and transaction fees and expenses reimbursement.

In addition, in the ordinary course of its business activities, SBSA and its affiliates may make loans or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers. Such loans, investments and securities activities may involve securities and/or instruments of any party to the Transaction Documents or their respective affiliates (including the Notes). SBSA and its affiliates may hedge their credit exposure to any party to the Transaction Documents or their respective affiliates in a manner consistent with their customary risk management policies.

The JSE assumes no liability of whatsoever nature for the information contained in or incorporated by reference into this Applicable Pricing Supplement, the Issuer's annual financial statements or annual financial report, as the case may be, and any amendments to the Issuer's annual financial statements or annual financial report, as the case may be. The JSE assumes no responsibility for the contents of this Applicable Pricing Supplement, the Issuer's annual financial statements or the annual financial report, as the case may be, of the Issuer or the amendments to the Issuer's annual financial statements or annual financial report, as the case may be, and the JSE makes no representation as to the accuracy or completeness of this Applicable Pricing Supplement, the Issuer's annual financial statements or annual financial report, as the case may be, of the Issuer or the amendments to the Issuer's annual financial statements or annual financial report, as the case may be. To the extent permitted by Applicable Law, the JSE expressly disclaims any liability for any loss arising from or in reliance upon the whole or any part of this Applicable Pricing Supplement, the Issuer's annual financial statements or the annual financial report, as the case may be, of the Issuer or the amendments to the Issuer's annual financial statements or annual financial report, as the case may be.

## **DESCRIPTION OF THE NOTES**

1. Issuer	The Thekwini Fund 15 (RF) Limited
2. Status and Class of the Notes	Secured Class Omega Floating Rate Notes
3. Tranche number	1
4. Series number	2
5. Designated Class A Ranking	N/A
6. Class A Principal Lock-Out	N/A
7. Aggregate Principal Amount of this Tranche	ZAR22,000,000
8. Issue Date(s)	25 May 2018
9. Minimum Denomination per Note	ZAR1,000,000
10. Issue Price(s)	100%
11. Applicable Business Day Convention	Following Business Day
12. Interest Commencement Date(s)	Issue Date
13. Coupon Step-Up Date	N/A

14. Refinancing Period	N/A
15. Scheduled Maturity Date	N/A
16. Final Redemption Date	21 May 2019
17. Use of Proceeds	The net proceeds of the issue of this Tranche, together with the net proceeds from the issue of the Class A4 Notes, Class A5 Notes, Class B Notes, Class C Notes and Class D Notes and the Start-Up Loan will be used to purchase Additional Home Loans and to fund the Reserve Fund up to the Reserve Fund Required Amount. The Additional Home Loans acquired by the Issuer will be transferred to the Issuer on the Issue Date and during the Pre-Funding Period. The proceeds from the sale of the Additional Home Loans will be used by Main Street 65 to discharge a portion of Main Street 65's obligations under its revolving facility with SBSA
18. Pre-Funding Amount	ZAR177,529,481.63
19. Pre-Funding Period	The period from the Issue Date up until 21 August 2018
20. Tap Issue Period	The period from and including the Initial Issue Date up to and excluding 21 May 2019
21. Top-Up Issue Period	The period from and including the Initial Issue Date up to and excluding 21 August 2020
22. Revolving Period	Commencing on any Interest Payment Date during the Top-Up Issue Period where no Class $\Omega$ Notes are outstanding and ending on the earlier of an issuance of a Class $\Omega$ Note or the termination of the Top-Up Issue Period
23. Specified Currency	Rand
24. Set out the relevant description of any additional Conditions relating to the Notes	N/A

#### **FIXED RATE NOTES**

25. Fixed Coupon Rate	N/A
26. Interest Payment Date(s)	N/A
27. Interest Period(s)	N/A

28. Initial Broken Amount	N/A
29. Final Broken Amount	N/A
30. Coupon Step-Up Rate	N/A
31. Any other items relating to the particular method of calculating interest	N/A

#### **FLOATING RATE NOTES**

32. Interest Payment Date(s)	The 21 <sup>st</sup> of February and May of 2019 and 21 <sup>st</sup> of August and November of 2018. The first interest payment date shall be 21 August 2018
33. Interest Period(s)	The first interest period shall be from the Issue Date to 20 August 2018. Thereafter the periods 21 August 2018 to 20 November 2018, 21 November 2018 to 20 February 2019 and 21 February 2019 to 20 May 2019
34. Manner in which the Rate of Interest is to be determined	Screen Rate Determination
35. Margin/Spread for the Coupon Rate	0.74% per annum to be added to the relevant Reference Rate
36. Margin/Spread for the Coupon Step-Up Rate	N/A
37. If ISDA Determination	
(a) Floating Rate Option	N/A
(b) Designated Maturity	N/A
(c) Reset Date(s)	N/A
38. If Screen Determination	
(a) Reference Rate (including relevant period by reference to which the Coupon Rate is to be calculated)	3 month ZAR-JIBAR-SAFEX
(b) Rate Determination Date(s)	The 21 <sup>st</sup> day of August 2018, November 2018 and February 2019. The first Rate Determination Date shall be 21 May 2018
(c) Relevant Screen page and Reference Code	Reuters Screen SFXMM page as at 11h00 South African time on the relevant Rate Determination Date or any successor rate
39. If Coupon Rate to be calculated otherwise than by reference to the	N/A

previous 2 sub-clauses above, insert basis for determining Coupon Rate/Margin/Fall back provisions

- |     |   |     |
|-----|---|-----|
| 40. | If different from the Calculation Agent, agent responsible for calculating amount of principal and interest | N/A |
| 41. | Any other terms relating to the particular method of calculating interest                                   | N/A |

#### **OTHER NOTES**

- |     |  |     |
|-----|--|-----|
| 42. | If the Notes are not Fixed Rate Notes or Floating Rate Notes, or if the Notes are a combination of the above and some other Note, set out the relevant description (including, if applicable, the identity of the reference entity in the case of a credit linked Note) and any additional Conditions relating to such Notes | N/A |
|-----|--|-----|

#### **GENERAL**

- |     |   |  |
|-----|---|--|
| 43. | Description of the amortisation of Notes          | Scheduled Redemption Amount                              |
| 44. | Additional selling restrictions                   | N/A  |
| 45. | International Securities Numbering (ISIN)         | ZAG000151481   |
| 46. | Stock Code  | T15OM2   |
| 47. | Financial Exchange                                | JSE Limited  |
| 48. | Dealer(s)   | SBSA   |
| 49. | Method of distribution                            | Auction  |
| 50. | Rating assigned to this Tranche of Notes (if any) | P-1.za, with effect from the Issue Date                  |
| 51. | Date of issue of current Rating                   | Issue Date   |
| 52. | Date of next expected Rating review               | 7 December 2018, annually thereafter                     |
| 53. | Rating Agency                                     | Moody's  |
| 54. | Governing Law                                     | South Africa   |
| 55. | Last day to register                              | 17:00 the Business Day preceding the Books Closed Period |

56. Books closed period	The periods 17 February to 21 February, 17 May to the 21 May, 17 August to 21 August and 17 November to 21 November of each calendar year
57. Calculation Agent, if not the Servicer	N/A
58. Specified Office of the Calculation Agent	Per the Programme Memorandum
59. Transfer Secretary	SAHL
60. Specified Office of the Transfer Secretary	Per the Programme Memorandum
61. Issuer Settlement Agent	SBSA
62. Specified Office of the Issuer Settlement Agent	Per the Programme Memorandum
63. Programme Limit	ZAR4,000,000,000
64. Aggregate Principal Amount Outstanding of Notes in issue on the Issue Date of this Tranche	ZAR1,435,500,000, excluding this Tranche of Notes and any other Tranche(s) of Notes to be issued on the Issue Date
65. Aggregate Principal Amount of Class A4 Notes, Class A5 Notes, Class A6 Notes, Class B Notes, Class C Notes and Class D Notes to be issued simultaneously with this Tranche	ZAR1,178,000,000
66. Reserve Fund Required Amount	<p>(a) on the Issue Date ZAR112,008,750;</p> <p>(b) on each interest Payment Date after the Coupon Step-Up Date at least 4.25% of the aggregate Principal Amount of the Notes on the Issue Date;</p> <p>(c) on each Interest Payment Date after the Latest Coupon Step-Up Date until the Final Redemption Date of all the Notes other than the Class <math>\Omega</math> Notes the greater of (i) the Reserve Fund Required Amount on the immediately preceding Interest Payment Date less the Principal Deficiency on the immediately preceding Interest Payment Date; (ii) 4.25% of the aggregate Principal Balance of the Home Loan Pool on the Determination Date immediately preceding the applicable Interest Payment Date from time to time; and (iii) 0.15% of the aggregate Principal Amount Outstanding of the Notes as</p>

	at the last Issue Date in the Tap Issue Period; and
	(d) the Final Redemption Date of all the Notes other than the Class Ω Notes, zero;
67. Liquidity Facility Limit	ZAR121,365,000
68. Start-Up Loan	ZAR28,500,000
69. Definition: Class A Principal Lock-Out	N/A
70. Scheduled Redemption Amount	Refer to definition in Programme Memorandum
71. Level of collateralisation	The level of collateralisation will be set out in the Investor Report
72. Concentration of obligors that account for 10% or more of the asset value	Information on the concentration of obligors that account for 10% or more of the asset value will be set out in the Investor Report
73. Other provisions	The table detailing the estimated average life of the Note is set out below:

	Ω2
<b>CPR</b>	<b>7.50%</b>
WAL - call	n/a
WAL - no call	0.36
Last Cash Flow - no call	0.50
<b>CPR</b>	<b>10.00%</b>
WAL - call	n/a
WAL - no call	0.25
Last Cash Flow - no call	0.25
<b>CPR</b>	<b>12.50%</b>
WAL - call	n/a
WAL - no call	0.25
Last Cash Flow - no call	0.25

#### REPORT OF THE INDEPENDENT AUDITORS - SEE APPENDIX "A"

POOL DATA – SEE APPENDIX "B". Please also see the Investor Report issued by the Servicer and the Servicer's website [www.sahomeloans.com](http://www.sahomeloans.com), under the section headed "Business Partners" for further information on the Sellers.

Application is hereby made to list this Tranche of the Notes on the Interest Rate Market of the JSE, as from 25 May 2018, pursuant to The Thekwini Fund 15 (RF) Limited Asset Backed Note Programme.

SIGNED at FLLCVO this 23 day of May 2018.

For and on behalf of  
THE THEKWINI FUND 15 (RF) LIMITED  
(ISSUER)

  
Name : David Tower

Capacity : Director  
who warrants his/her authority hereto

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Name :

Capacity : Director  
who warrants his/her authority hereto



## **APPENDIX "A"**

### **REPORT OF THE INDEPENDENT AUDITOR OF THE ISSUER**

#### **LIMITED ASSURANCE REPORT OF THE INDEPENDENT AUDITOR REGARDING THE CONDUCT OF THE PROPOSED SECURITISATION SCHEME OF THE THEKWINI FUND 15 (RF) LIMITED IN ACCORDANCE WITH THE REQUIREMENTS OF THE SECURITISATION EXEMPTION NOTICE**

We have performed our limited assurance engagement in respect of the conduct of the proposed securitisation scheme by The Thekwini Fund 15 (RF) Limited (the "**Issuer**").

The subject matter comprises the conduct of the proposed securitisation scheme as set out in the programme memorandum to be dated on or about [●] November 2017 (the "**Programme Memorandum**").

For purposes of our limited assurance engagement the terms of the relevant provisions of the Securitisation Exemption Notice (Government Notice 2, Government Gazette 30628 of 1 January 2008) issued by the Registrar of Banks (the "**Notice**"), as required by paragraphs 15(1)(a) and 16(2)(a)(vii) of the said Notice comprise the criteria by which the Issuer's compliance is to be evaluated.

This limited assurance report is intended only for the specific purpose of assessing compliance of the proposed securitisation scheme with the Notice as required by Paragraph 15(1)(a) and 16(2)(a)(vii) of the said Notice.

#### **Directors' responsibility**

The directors, and where appropriate, those charged with governance are responsible for the conduct of the proposed securitisation scheme as set out in the Programme Memorandum, in accordance with the relevant provisions of the Notice.

#### **Auditor's responsibility**

Our responsibility is to express our limited assurance conclusion to the Issuer's directors on the compliance of the conduct of the proposed securitisation scheme, as set out in the Programme Memorandum, with the relevant provisions of the Notice.

We conducted our limited assurance engagement in accordance with the International Standard on Assurance Engagements (ISAE) 3000, *Assurance Engagements Other Than Audits or Reviews of Historic Financial Information*. That standard requires us to comply with ethical requirements and to plan and perform our limited assurance engagement to obtain sufficient appropriate evidence on which to base our limited assurance conclusion.

We do not accept any responsibility for any reports previously given by us on any financial information used in relation to the Programme Memorandum beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

#### **Summary of work performed**

We have performed our procedures on the conduct of the proposed securitisation scheme as documented in the Programme Memorandum prepared by management.

Our procedures were determined having taken into account the specific considerations included in the relevant provisions of the Notice.

Our evaluation included performing such procedures as we considered necessary which included -

- review of the Programme Memorandum; and
- review of other Transaction Documents that we consider necessary in arriving at and expressing our conclusion.

Our limited assurance engagement does not constitute an audit or review of any of the underlying information conducted in accordance with International Standards on Auditing or International Standards on Review Engagements and accordingly, we do not express an audit opinion or review conclusion.

We believe that our evidence obtained is sufficient and appropriate to provide a basis for our limited assurance conclusion.

In a limited assurance engagement, the evidence gathering procedures are more limited than for a reasonable assurance engagement and therefore less assurance is obtained than in a reasonable assurance engagement. Accordingly, we do not express a reasonable assurance opinion about whether the conduct of the proposed securitisation scheme, as set out in the Programme Memorandum, will comply with the relevant provisions of the Notice in all material respects.

## **Conclusion**

Based on our work described in this report, nothing has come to our attention which indicates that there shall not be compliance, in all material respects, with the relevant provisions of the Notice, with regard to the conduct of the proposed securitisation scheme.

## **Restriction on use and distribution**

Our report is presented solely in compliance with the relevant provisions of the Notice for the purpose set out in the first paragraph of the report.

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Deloitte & Touche  
Registered Auditors  
Per [Partner]  
Partner  
[Date]

## APPENDIX "B"

### POOL DATA

#### Mortgage Portfolio Summary - Tap Pool

Pool Summary	Weighted Average	Minimum	Maximum
Date of Pool Cut			Monday, May 21, 2018
Aggregate Current Portfolio Balance (ZAR, excl. negative balances)	1,001,470,518		
Number of Loans (excl. negative balances)	1,215		
Original Loan Amount (ZAR)	838,942	145,000	5,000,000
Current Loan Amount (ZAR)	824,256	78,452	4,967,646
Committed Loan Amount (ZAR)	836,553	146,687	4,967,646
Original LTV (%)	67.05%	5.67%	80.01%
Current LTV (%)	66.36%	3.73%	80.57%
Committed LTV (%)	66.58%	5.58%	80.00%
Interest Margin (3mJibar plus)	3.39%	2.50%	4.50%
Original Term (months)	238	60	360
Remaining Term (months)	232	58	359
Seasoning (months)	6	1	183
Current PTI Ratio (%)	17.16%	0.17%	30.99%
Credit PTI Ratio (%)	17.15%	0.17%	30.95%

Arrear Summary		% of Arrears	% of Total
Performing (less than 0.5 instalments in arrears)	1,001,470,518	0.00%	100.00%
Arrears 0.5 - 1 instalment	-	0.00%	0.00%
Arrears 1 - 2 instalments	-	0.00%	0.00%
Arrears 2 - 3 instalments	-	0.00%	0.00%
Arrears 3 - 6 instalments	-	0.00%	0.00%
Arrears 6 - 12 instalments	-	0.00%	0.00%
Arrears > 12 instalments	-	0.00%	0.00%

#### Mortgage Portfolio Summary - Combined Pool

Pool Summary	Weighted Average	Minimum	Maximum
Date of Pool Cut			Monday, May 21, 2018
Aggregate Current Portfolio Balance (ZAR, excl. negative balances)	2,395,646,413		
Number of Loans (excl. negative balances)	2,895	-	
Original Loan Amount (ZAR)	846,935	150,000	5,000,000
Current Loan Amount (ZAR)	825,800	-	4,967,646
Committed Loan Amount (ZAR)	841,005	134,974	4,967,646
Original LTV (%)	67.49%	8.78%	91.95%
Current LTV (%)	66.41%	0.00%	90.42%
Committed LTV (%)	66.78%	8.73%	90.56%
Interest Margin (3mJibar plus)	3.40%	2.60%	4.60%
Original Term (months)	239	60	360
Remaining Term (months)	230	50	359
Seasoning (months)	9	1	183
Current PTI Ratio (%)	17.53%	0.00%	100.00%
Credit PTI Ratio (%)	17.57%	0.13%	30.95%

Arrear Summary		% of Arrears	% of Total
Performing (less than 0.5 instalments in arrears)	2,324,487,127	0.00%	97.03%
Arrears 0.5 - 1 instalment	24,998,263	0.00%	1.04%
Arrears 1 - 2 instalments	35,105,639	0.00%	1.47%
Arrears 2 - 3 instalments	9,153,091	0.00%	0.38%
Arrears 3 - 6 instalments	1,902,292	0.00%	0.08%
Arrears 6 - 12 instalments	-	0.00%	0.00%
Arrears > 12 instalments	-	0.00%	0.00%

Distribution of Loans by Original LTV										Monday, May 21, 2018	
LTV Range (%)			Proposed Tap Pool				Proposed Combined Pool				
			No. of Loans	% of Total	Current Balance (ZAR)	% of Total	No. of Loans	% of Total	Current Balance (ZAR)	% of Total	
>	0	<= 50	230	18.93%	144,994,135	14.48%	516	17.79%	326,400,877	13.62%	
>	50	<= 60	116	9.55%	92,399,303	9.23%	295	10.17%	240,133,406	10.02%	
>	60	<= 70	264	21.73%	257,605,222	25.72%	601	20.72%	573,615,017	23.94%	
>	70	<= 75	177	14.57%	144,242,934	14.40%	386	13.31%	329,597,048	13.76%	
>	75	<= 81	428	35.23%	362,228,924	36.17%	1,100	37.92%	921,769,834	38.48%	
>	81	<= 100	0	0.00%	0	0.00%	3	0.10%	4,130,230	0.17%	
TOTAL			1,215	100.00%	1,001,470,518	100.00%	2,901	100.00%	2,395,646,413	100.00%	
Distribution of Loans by Current LTV											
LTV Range (%)			Proposed Tap Pool				Proposed Combined Pool				
			No. of Loans	% of Total	Current Balance (ZAR)	% of Total	No. of Loans	% of Total	Current Balance (ZAR)	% of Total	
>	0	<= 50	245	20.16%	153,672,783	15.34%	574	19.79%	364,095,200	15.20%	
>	50	<= 60	118	9.71%	96,427,912	9.63%	309	10.65%	256,629,016	10.71%	
>	60	<= 70	241	19.84%	235,696,849	23.54%	561	19.34%	536,574,799	22.40%	
>	70	<= 75	180	14.81%	157,031,070	15.68%	413	14.24%	363,641,004	15.18%	
>	75	<= 81	431	35.47%	358,641,904	35.81%	1,033	35.61%	867,316,771	36.20%	
>	81	<= 100	0	0.00%	0	0.00%	11	0.38%	7,389,623	0.31%	
TOTAL			1,215	100.00%	1,001,470,518	100.00%	2,901	100.00%	2,395,646,413	100.00%	
Distribution of Loans by Committed LTV											
LTV Range (%)			Proposed Tap Pool				Proposed Combined Pool				
			No. of Loans	% of Total	Current Balance (ZAR)	% of Total	No. of Loans	% of Total	Current Balance (ZAR)	% of Total	
>	0	<= 50	234	19.26%	147,703,713	14.75%	529	18.24%	334,899,854	13.98%	
>	50	<= 60	115	9.47%	91,782,563	9.16%	294	10.13%	240,661,307	10.05%	
>	60	<= 70	271	22.30%	261,781,024	26.14%	620	21.37%	588,546,749	24.57%	
>	70	<= 75	182	14.98%	157,194,547	15.70%	412	14.20%	353,778,231	14.77%	
>	75	<= 81	413	33.99%	343,008,670	34.25%	1,045	36.02%	876,973,642	36.61%	
>	81	<= 100	0	0.00%	0	0.00%	1	0.03%	786,630	0.03%	
TOTAL			1,215	100.00%	1,001,470,518	100.00%	2,901	100.00%	2,395,646,413	100.00%	
Distribution of Loans by Most Recent Loan Amount											
Most Recent Loan Size (ZAR)			Proposed Tap Pool				Proposed Combined Pool				
			No. of Loans	% of Total	Current Balance (ZAR)	% of Total	No. of Loans	% of Total	Current Balance (ZAR)	% of Total	
>	0	<= 150,000	90	7.41%	20,202,623	2.02%	197	6.79%	43,420,810	1.81%	
>	150,000	<= 300,000	186	15.31%	71,584,527	7.15%	425	14.65%	164,203,575	6.85%	
>	300,000	<= 450,000	262	21.56%	137,780,424	13.76%	619	21.34%	326,482,466	13.63%	
>	450,000	<= 600,000	176	14.49%	117,240,445	11.71%	434	14.96%	291,325,406	12.16%	
>	600,000	<= 750,000	191	15.72%	166,144,313	16.59%	473	16.30%	412,034,940	17.20%	
>	750,000	<= 900,000	257	21.15%	345,115,259	34.46%	632	21.79%	841,170,384	35.11%	
>	900,000	<= 1,000,000	42	3.46%	101,741,600	10.16%	100	3.45%	242,013,111	10.10%	
>	1,000,000	<= 5,000,000	11	0.91%	41,661,328	4.16%	21	0.72%	74,995,722	3.13%	
TOTAL			1,215	100.00%	1,001,470,518	100.00%	2,901	100.00%	2,395,646,413	100.00%	
Distribution of Loans by Interest Rate Margin (3mBIBAR plus)											
Interest Margin (%)			Proposed Tap Pool				Proposed Combined Pool				
			No. of Loans	% of Total	Current Balance (ZAR)	% of Total	No. of Loans	% of Total	Current Balance (ZAR)	% of Total	
>	2.50	<= 2.70	28	2.30%	26,723,330	2.67%	36	1.24%	37,120,119	1.55%	
>	2.70	<= 2.90	29	2.39%	29,889,849	2.98%	60	2.07%	47,183,989	1.97%	
>	2.90	<= 3.10	401	33.00%	278,515,796	27.81%	955	32.92%	707,744,087	29.54%	
>	3.10	<= 3.30	77	6.34%	76,384,479	7.63%	160	5.52%	138,163,964	5.77%	
>	3.30	<= 3.60	424	34.90%	338,389,972	33.79%	1,050	36.19%	862,840,052	36.02%	
>	3.60	<= 6.00	256	21.07%	251,567,092	25.12%	640	22.06%	602,594,202	25.15%	
TOTAL			1,215	100.00%	1,001,470,518	100.00%	2,901	100.00%	2,395,646,413	100.00%	
Distribution of Loans by Months of Remaining Term											
Months Remaining			Proposed Tap Pool				Proposed Combined Pool				
			No. of Loans	% of Total	Current Balance (ZAR)	% of Total	No. of Loans	% of Total	Current Balance (ZAR)	% of Total	
>	0	<= 60	2	0.16%	1,935,534	0.19%	5	0.17%	2,964,672	0.12%	
>	60	<= 90	8	0.66%	5,315,370	0.53%	23	0.79%	12,971,124	0.54%	
>	90	<= 120	25	2.06%	14,117,500	1.41%	59	2.03%	31,229,646	1.30%	
>	120	<= 150	9	0.74%	6,010,399	0.60%	18	0.62%	8,795,935	0.37%	
>	150	<= 180	33	2.72%	26,152,627	2.61%	64	2.21%	48,001,842	2.00%	
>	180	<= 210	23	1.89%	24,205,274	2.42%	39	1.34%	36,715,497	1.53%	
>	210	<= 240	1,030	84.77%	847,583,065	84.63%	2,493	85.94%	2,071,033,565	86.45%	
>	240	<= 260	18	1.48%	14,369,138	1.43%	40	1.38%	36,740,165	1.53%	
>	260	<= 270	23	1.89%	18,188,890	1.82%	112	3.86%	99,425,193	4.15%	
>	270	<= 280	39	3.21%	39,506,104	3.94%	39	1.34%	39,506,104	1.65%	
>	280	<= 360	5	0.41%	4,086,617	0.41%	9	0.31%	8,262,671	0.34%	
TOTAL			1,215	100.00%	1,001,470,518	100.00%	2,901	100.00%	2,395,646,413	100.00%	

Distribution of Loans by Months since Origination								
Seasoning (Months)	Proposed Tap Pool				Proposed Combined Pool			
	No. of Loans	% of Total	Current Balance (ZAR)	% of Total	No. of Loans	% of Total	Current Balance (ZAR)	% of Total
> - <= 1	478	39.34%	404,856,064	40.43%	478	16.48%	404,856,064	16.90%
> 1 <= 3	515	42.39%	405,920,855	40.53%	531	18.30%	414,260,692	17.29%
> 3 <= 6	78	6.42%	62,958,806	6.29%	780	26.89%	630,996,603	26.34%
> 6 <= 9	37	3.05%	33,375,387	3.33%	735	25.34%	634,765,607	26.50%
> 9 <= 12	68	5.60%	53,526,140	5.34%	303	10.44%	245,792,623	10.26%
> 12 <= 24	24	1.98%	25,650,999	2.56%	53	1.83%	45,729,340	1.91%
> 24 <= 36	8	0.66%	7,886,051	0.79%	11	0.38%	10,114,072	0.42%
> 36 <= 72	4	0.33%	4,350,397	0.43%	5	0.17%	5,301,835	0.22%
> 72 <= 1,000	3	0.25%	2,945,820	0.29%	5	0.17%	3,829,578	0.16%
TOTAL	1,215	100.00%	1,001,470,518	100.00%	2,901	100.00%	2,395,646,413	100.00%

Distribution of Loans by Employment Indicator								
Employment Type	Proposed Tap Pool				Proposed Combined Pool			
	No. of Loans	% of Total	Current Balance (ZAR)	% of Total	No. of Loans	% of Total	Current Balance (ZAR)	% of Total
Salaried	1,052	86.58%	815,027,797	81.38%	2,522	86.94%	1,993,181,184	83.20%
Self Employed	0	0.00%	0	0.00%	0	0.00%	0	0.00%
Unemployed	163	13.42%	186,442,722	18.62%	379	13.06%	402,465,229	16.80%
TOTAL	1,215	100.00%	1,001,470,518	100.00%	2,901	100.00%	2,395,646,413	100%

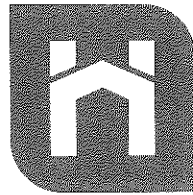
Distribution of Loans by Occupancy Type								
Occupancy Type	Proposed Tap Pool				Proposed Combined Pool			
	No. of Loans	% of Total	Current Balance (ZAR)	% of Total	No. of Loans	% of Total	Current Balance (ZAR)	% of Total
Owner Occupied	976	80.33%	823,024,723	82.18%	2,355	81.18%	1,993,768,725	83.22%
Non-Owner Occupied	228	18.77%	165,408,467	16.52%	521	17.98%	377,414,151	15.75%
Holiday/second home	11	0.91%	13,037,328	1.30%	25	0.86%	24,463,537	1.02%
TOTAL	1,215	100.00%	1,001,470,518	100.00%	2,901	100.00%	2,395,646,413	100.00%

Distribution of Loans by Loan Purpose								
Loan Purpose	Proposed Tap Pool				Proposed Combined Pool			
	No. of Loans	% of Total	Current Balance (ZAR)	% of Total	No. of Loans	% of Total	Current Balance (ZAR)	% of Total
New Purchase	769	63.29%	635,599,906	63.47%	1,837	63.32%	1,515,751,956	63.27%
Remortgage	298	24.53%	275,692,559	27.53%	742	25.58%	672,547,102	28.07%
Equity Release	148	12.18%	90,178,053	9.00%	322	11.10%	207,347,355	8.66%
TOTAL	1,215	100.00%	1,001,470,518	100.00%	2,901	100.00%	2,395,646,413	100.00%

Distribution of Loans by Region								
Region	Proposed Tap Pool				Proposed Combined Pool			
	No. of Loans	% of Total	Current Balance (ZAR)	% of Total	No. of Loans	% of Total	Current Balance (ZAR)	% of Total
GAUTENG	535	44.03%	492,369,308	43.17%	1,273	43.88%	1,055,631,409	44.06%
EASTERN CAPE	88	7.24%	54,608,451	5.45%	213	7.34%	143,030,540	5.97%
FREE STATE	31	2.55%	21,991,380	2.20%	73	2.52%	53,367,239	2.23%
KWAZULU NATAL	178	14.65%	144,004,717	14.38%	451	15.55%	354,074,958	14.78%
MPUMALANGA	98	8.07%	61,818,789	6.17%	199	6.86%	135,167,435	5.64%
NORTH WEST	21	1.73%	13,914,469	1.39%	40	1.38%	25,672,551	1.07%
NORTHERN CAPE	13	1.07%	11,490,477	1.15%	27	0.93%	20,714,759	0.86%
LIMPOPO	8	0.66%	7,585,173	0.76%	11	0.38%	10,312,864	0.43%
WESTERN CAPE	243	20.00%	253,687,755	25.33%	614	21.17%	597,674,658	24.95%
Unspecified	0	0.00%	0	0.00%	0	0.00%	0	0.00%
TOTAL	1,215	100.00%	1,001,470,518	100.00%	2,901	100.00%	2,395,646,413	100.00%

Distribution of Loans by Current PTI								
PTI Range (%)	Proposed Tap Pool				Proposed Combined Pool			
	No. of Loans	% of Total	Current Balance (ZAR)	% of Total	No. of Loans	% of Total	Current Balance (ZAR)	% of Total
> 0 <= 10	317	26.09%	175,241,185	17.50%	695	23.96%	375,676,383	15.68%
> 10 <= 15	289	23.79%	212,220,750	21.19%	696	23.99%	521,605,260	21.77%
> 15 <= 20	269	22.14%	294,952,536	23.46%	637	21.96%	555,923,300	23.21%
> 20 <= 25	221	18.19%	298,737,669	23.84%	554	19.10%	592,581,737	24.74%
> 25 <= 30	108	8.89%	129,267,216	12.91%	289	9.96%	320,889,621	13.39%
> 30 <= 40	11	0.91%	11,051,162	1.10%	29	1.00%	28,523,182	1.19%
> 40 <= 100	0	0.00%	0	0.00%	1	0.03%	446,929	0.02%
TOTAL	1,215	100.00%	1,001,470,518	100.00%	2,901	100.00%	2,395,646,413	100.00%

Distribution of Loans by Credit PTI								
PTI Range (%)	Proposed Tap Pool				Proposed Combined Pool			
	No. of Loans	% of Total	Current Balance (ZAR)	% of Total	No. of Loans	% of Total	Current Balance (ZAR)	% of Total
> 0 <= 10	317	26.09%	176,436,620	17.62%	683	23.54%	373,823,654	15.60%
> 10 <= 15	284	23.37%	208,187,877	20.79%	685	23.61%	509,457,040	21.27%
> 15 <= 20	274	22.55%	237,612,282	23.73%	641	22.10%	557,798,345	23.28%
> 20 <= 25	220	18.11%	238,969,818	23.86%	564	19.44%	596,546,715	24.90%
> 25 <= 30	111	9.14%	131,632,212	13.14%	308	10.62%	337,843,833	14.10%
> 30 <= 40	9	0.74%	8,631,709	0.86%	20	0.69%	20,176,827	0.84%
> 40 <= 100	0	0.00%	0	0.00%	0	0.00%	0	0.00%
TOTAL	1,215	100.00%	1,001,470,518	100.00%	2,901	100.00%	2,395,646,413	100.00%



SA Home Loans

**THE THEKWINI FUND 15 (RF) LIMITED**

*(Incorporated in South Africa as a public company with limited liability under registration number 2017/052656/06)*

**Issue of ZAR22,000,000 Secured Class Omega Floating Rate Notes  
Under its ZAR4,000,000,000 Asset Backed Note Programme, registered with the  
JSE Limited on 29 November 2017**

This document constitutes the Applicable Pricing Supplement relating to the issue of Notes described in this Applicable Pricing Supplement.

This Applicable Pricing Supplement must be read in conjunction with the Programme Memorandum issued by The Thekwini Fund 15 (RF) Limited dated on or about 29 November 2017. 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.

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 "*Glossary of Defined Terms*". References in this Applicable Pricing Supplement to the Conditions are to the section of the Programme Memorandum headed "*Terms and Conditions of the Notes*". References to any Condition in this Applicable Pricing Supplement are to that Condition of the Conditions.

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

The Issuer certifies that the Principal Amount of the Notes to be issued and described in this Applicable Pricing Supplement together with the aggregate Principal Amount Outstanding of all other Notes in issue at the Issue Date will not exceed the Programme Limit as specified in item 63 below.

SBSA acts in a number of different capacities in relation to the transactions envisaged in the Transaction Documents. SBSA and its affiliates may have a lending relationship with any party to the Transaction Documents and their respective affiliates and from time to time may have performed, and in the future may perform, banking, investment banking, advisory, consulting and other financial services for any such parties and/or entities, for which SBSA and its affiliates may receive customary advisory and transaction fees and expenses reimbursement.

In addition, in the ordinary course of its business activities, SBSA and its affiliates may make loans or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers. Such loans, investments and securities activities may involve securities and/or instruments of any party to the Transaction Documents or their respective affiliates (including the Notes). SBSA and its affiliates may hedge their credit exposure to any party to the Transaction Documents or their respective affiliates in a manner consistent with their customary risk management policies.

The JSE assumes no liability of whatsoever nature for the information contained in or incorporated by reference into this Applicable Pricing Supplement, the Issuer's annual financial statements or annual financial report, as the case may be, and any amendments to the Issuer's annual financial statements or annual financial report, as the case may be. The JSE assumes no responsibility for the contents of this Applicable Pricing Supplement, the Issuer's annual financial statements or the annual financial report, as the case may be, of the Issuer or the amendments to the Issuer's annual financial statements or annual financial report, as the case may be, and the JSE makes no representation as to the accuracy or completeness of this Applicable Pricing Supplement, the Issuer's annual financial statements or annual financial report, as the case may be, of the Issuer or the amendments to the Issuer's annual financial statements or annual financial report, as the case may be. To the extent permitted by Applicable Law, the JSE expressly disclaims any liability for any loss arising from or in reliance upon the whole or any part of this Applicable Pricing Supplement, the Issuer's annual financial statements or the annual financial report, as the case may be, of the Issuer or the amendments to the Issuer's annual financial statements or annual financial report, as the case may be.

## **DESCRIPTION OF THE NOTES**

1. Issuer	The Thekwini Fund 15 (RF) Limited
2. Status and Class of the Notes	Secured Class Omega Floating Rate Notes
3. Tranche number	1
4. Series number	2
5. Designated Class A Ranking	N/A
6. Class A Principal Lock-Out	N/A
7. Aggregate Principal Amount of this Tranche	ZAR22,000,000
8. Issue Date(s)	25 May 2018
9. Minimum Denomination per Note	ZAR1,000,000
10. Issue Price(s)	100%
11. Applicable Business Day Convention	Following Business Day
12. Interest Commencement Date(s)	Issue Date
13. Coupon Step-Up Date	N/A

14. Refinancing Period	N/A
15. Scheduled Maturity Date	N/A
16. Final Redemption Date	21 May 2019
17. Use of Proceeds	The net proceeds of the issue of this Tranche, together with the net proceeds from the issue of the Class A4 Notes, Class A5 Notes, Class B Notes, Class C Notes and Class D Notes and the Start-Up Loan will be used to purchase Additional Home Loans and to fund the Reserve Fund up to the Reserve Fund Required Amount. The Additional Home Loans acquired by the Issuer will be transferred to the Issuer on the Issue Date and during the Pre-Funding Period. The proceeds from the sale of the Additional Home Loans will be used by Main Street 65 to discharge a portion of Main Street 65's obligations under its revolving facility with SBSA
18. Pre-Funding Amount	ZAR177,529,481.63
19. Pre-Funding Period	The period from the Issue Date up until 21 August 2018
20. Tap Issue Period	The period from and including the Initial Issue Date up to and excluding 21 May 2019
21. Top-Up Issue Period	The period from and including the Initial Issue Date up to and excluding 21 August 2020
22. Revolving Period	Commencing on any Interest Payment Date during the Top-Up Issue Period where no Class Ω Notes are outstanding and ending on the earlier of an issuance of a Class Ω Note or the termination of the Top-Up Issue Period
23. Specified Currency	Rand
24. Set out the relevant description of any additional Conditions relating to the Notes	N/A
<b>FIXED RATE NOTES</b>	
25. Fixed Coupon Rate	N/A
26. Interest Payment Date(s)	N/A
27. Interest Period(s)	N/A



28. Initial Broken Amount	N/A
29. Final Broken Amount	N/A
30. Coupon Step-Up Rate	N/A
31. Any other items relating to the particular method of calculating interest	N/A

## **FLOATING RATE NOTES**

32. Interest Payment Date(s)	The 21 <sup>st</sup> of February and May of 2019 and 21 <sup>st</sup> of August and November of 2018. The first interest payment date shall be 21 August 2018
33. Interest Period(s)	The first interest period shall be from the Issue Date to 20 August 2018. Thereafter the periods 21 August 2018 to 20 November 2018, 21 November 2018 to 20 February 2019 and 21 February 2019 to 20 May 2019
34. Manner in which the Rate of Interest is to be determined	Screen Rate Determination
35. Margin/Spread for the Coupon Rate	0.74% per annum to be added to the relevant Reference Rate
36. Margin/Spread for the Coupon Step-Up Rate	N/A
37. If ISDA Determination	
(a) Floating Rate Option	N/A
(b) Designated Maturity	N/A
(c) Reset Date(s)	N/A
38. If Screen Determination	
(a) Reference Rate (including relevant period by reference to which the Coupon Rate is to be calculated)	3 month ZAR-JIBAR-SAFEX
(b) Rate Determination Date(s)	The 21 <sup>st</sup> day of August 2018, November 2018 and February 2019. The first Rate Determination Date shall be 21 May 2018
(c) Relevant Screen page and Reference Code	Reuters Screen SFXMM page as at 11h00 South African time on the relevant Rate Determination Date or any successor rate

- |     |   |     |
|-----|---|-----|
| 39. | If Coupon Rate to be calculated otherwise than by reference to the previous 2 sub-clauses above, insert basis for determining Coupon Rate/Margin/Fall back provisions | N/A |
| 40. | If different from the Calculation Agent, agent responsible for calculating amount of principal and interest   | N/A |
| 41. | Any other terms relating to the particular method of calculating interest   | N/A |

#### **OTHER NOTES**

- |     |  |     |
|-----|--|-----|
| 42. | If the Notes are not Fixed Rate Notes or Floating Rate Notes, or if the Notes are a combination of the above and some other Note, set out the relevant description (including, if applicable, the identity of the reference entity in the case of a credit linked Note) and any additional Conditions relating to such Notes | N/A |
|-----|--|-----|

#### **GENERAL**

- |     |   |   |
|-----|---|---|
| 43. | Description of the amortisation of Notes          | Scheduled Redemption Amount             |
| 44. | Additional selling restrictions                   | N/A                                     |
| 45. | International Securities Numbering (ISIN)         | ZAG000151481                            |
| 46. | Stock Code  | T15OM2                                  |
| 47. | Financial Exchange                                | JSE Limited                             |
| 48. | Dealer(s)   | SBSA                                    |
| 49. | Method of distribution                            | Auction                                 |
| 50. | Rating assigned to this Tranche of Notes (if any) | P-1.za, with effect from the Issue Date |
| 51. | Date of issue of current Rating                   | Issue Date                              |
| 52. | Date of next expected Rating review               | 7 December 2018, annually thereafter    |
| 53. | Rating Agency                                     | Moody's                                 |
| 54. | Governing Law                                     | South Africa                            |

55. Last day to register	17:00 the Business Day preceding the Books Closed Period
56. Books closed period	The periods 17 February to 21 February, 17 May to the 21 May, 17 August to 21 August and 17 November to 21 November of each calendar year
57. Calculation Agent, if not the Servicer	N/A
58. Specified Office of the Calculation Agent	Per the Programme Memorandum
59. Transfer Secretary	SAHL
60. Specified Office of the Transfer Secretary	Per the Programme Memorandum
61. Issuer Settlement Agent	SBSA
62. Specified Office of the Issuer Settlement Agent	Per the Programme Memorandum
63. Programme Limit	ZAR4,000,000,000
64. Aggregate Principal Amount Outstanding of Notes in issue on the Issue Date of this Tranche	ZAR1,435,500,000, excluding this Tranche of Notes and any other Tranche(s) of Notes to be issued on the Issue Date
65. Aggregate Principal Amount of Class A4 Notes, Class A5 Notes, Class A6 Notes, Class B Notes, Class C Notes and Class D Notes to be issued simultaneously with this Tranche	ZAR1,178,000,000
66. Reserve Fund Required Amount	<p>(a) on the Issue Date ZAR112,008,750;</p> <p>(b) on each interest Payment Date after the Coupon Step-Up Date at least 4.25% of the aggregate Principal Amount of the Notes on the Issue Date;</p> <p>(c) on each Interest Payment Date after the Latest Coupon Step-Up Date until the Final Redemption Date of all the Notes other than the Class Ω Notes the greater of (i) the Reserve Fund Required Amount on the immediately preceding Interest Payment Date less the Principal Deficiency on the immediately preceding Interest Payment Date; (ii) 4.25% of the aggregate Principal Balance of the Home Loan Pool on the Determination Date immediately preceding the applicable Interest</p>

Payment Date from time to time;  
and (iii) 0.15% of the aggregate  
Principal Amount Outstanding of the  
Notes as at the last Issue Date in  
the Tap Issue Period; and

(d) the Final Redemption Date of all the  
Notes other than the Class  $\Omega$  Notes,  
zero;

67. Liquidity Facility Limit	ZAR121,365,000
68. Start-Up Loan	ZAR28,500,000
69. Definition: Class A Principal Lock-Out	N/A
70. Scheduled Redemption Amount	Refer to definition in Programme Memorandum
71. Level of collateralisation	The level of collateralisation will be set out in the Investor Report
72. Concentration of obligors that account for 10% or more of the asset value	Information on the concentration of obligors that account for 10% or more of the asset value will be set out in the Investor Report
73. Other provisions	The table detailing the estimated average life of the Note is set out below:

	<b><math>\Omega 2</math></b>
<b>CPR</b>	<b>7.50%</b>
WAL - call	n/a
WAL - no call	0.36
Last Cash Flow - no call	0.50
<b>CPR</b>	<b>10.00%</b>
WAL - call	n/a
WAL - no call	0.25
Last Cash Flow - no call	0.25
<b>CPR</b>	<b>12.50%</b>
WAL - call	n/a
WAL - no call	0.25
Last Cash Flow - no call	0.25

REPORT OF THE INDEPENDENT AUDITORS - SEE APPENDIX "A"

POOL DATA – SEE APPENDIX "B". Please also see the Investor Report issued by the Servicer and the Servicer's website [www.sahomeloans.com](http://www.sahomeloans.com), under the section headed "Business Partners" for further information on the Sellers.

Application is hereby made to list this Tranche of the Notes on the Interest Rate Market of the JSE, as from 25 May 2018, pursuant to The Thekwini Fund 15 (RF) Limited Asset Backed Note Programme.

SIGNED at **Durban** this **23<sup>rd</sup>** day of May 2018.

For and on behalf of  
THE THEKWINI FUND 15 (RF) LIMITED  
**(ISSUER)**



\_\_\_\_\_  
Name : **Derek H. Lawrance**

Capacity : Director  
who warrants his/her authority hereto

\_\_\_\_\_  
Name :

Capacity : Director  
who warrants his/her authority hereto

## **APPENDIX "A"**

### **REPORT OF THE INDEPENDENT AUDITOR OF THE ISSUER**

#### **LIMITED ASSURANCE REPORT OF THE INDEPENDENT AUDITOR REGARDING THE CONDUCT OF THE PROPOSED SECURITISATION SCHEME OF THE THEKWINI FUND 15 (RF) LIMITED IN ACCORDANCE WITH THE REQUIREMENTS OF THE SECURITISATION EXEMPTION NOTICE**

We have performed our limited assurance engagement in respect of the conduct of the proposed securitisation scheme by The Thekwini Fund 15 (RF) Limited (the "**Issuer**").

The subject matter comprises the conduct of the proposed securitisation scheme as set out in the programme memorandum to be dated on or about [•] November 2017 (the "**Programme Memorandum**").

For purposes of our limited assurance engagement the terms of the relevant provisions of the Securitisation Exemption Notice (Government Notice 2, Government Gazette 30628 of 1 January 2008) issued by the Registrar of Banks (the "**Notice**"), as required by paragraphs 15(1)(a) and 16(2)(a)(vii) of the said Notice comprise the criteria by which the Issuer's compliance is to be evaluated.

This limited assurance report is intended only for the specific purpose of assessing compliance of the proposed securitisation scheme with the Notice as required by Paragraph 15(1)(a) and 16(2)(a)(vii) of the said Notice.

#### **Directors' responsibility**

The directors, and where appropriate, those charged with governance are responsible for the conduct of the proposed securitisation scheme as set out in the Programme Memorandum, in accordance with the relevant provisions of the Notice.

#### **Auditor's responsibility**

Our responsibility is to express our limited assurance conclusion to the Issuer's directors on the compliance of the conduct of the proposed securitisation scheme, as set out in the Programme Memorandum, with the relevant provisions of the Notice.

We conducted our limited assurance engagement in accordance with the International Standard on Assurance Engagements (ISAE) 3000, *Assurance Engagements Other Than Audits or Reviews of Historic Financial Information*. That standard requires us to comply with ethical requirements and to plan and perform our limited assurance engagement to obtain sufficient appropriate evidence on which to base our limited assurance conclusion.

We do not accept any responsibility for any reports previously given by us on any financial information used in relation to the Programme Memorandum beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

#### **Summary of work performed**

We have performed our procedures on the conduct of the proposed securitisation scheme as documented in the Programme Memorandum prepared by management.

Our procedures were determined having taken into account the specific considerations included in the relevant provisions of the Notice.

Our evaluation included performing such procedures as we considered necessary which included -

- review of the Programme Memorandum; and
- review of other Transaction Documents that we consider necessary in arriving at and expressing our conclusion.

Our limited assurance engagement does not constitute an audit or review of any of the underlying information conducted in accordance with International Standards on Auditing or International Standards on Review Engagements and accordingly, we do not express an audit opinion or review conclusion.

We believe that our evidence obtained is sufficient and appropriate to provide a basis for our limited assurance conclusion.

In a limited assurance engagement, the evidence gathering procedures are more limited than for a reasonable assurance engagement and therefore less assurance is obtained than in a reasonable assurance engagement. Accordingly, we do not express a reasonable assurance opinion about whether the conduct of the proposed securitisation scheme, as set out in the Programme Memorandum, will comply with the relevant provisions of the Notice in all material respects.

## **Conclusion**

Based on our work described in this report, nothing has come to our attention which indicates that there shall not be compliance, in all material respects, with the relevant provisions of the Notice, with regard to the conduct of the proposed securitisation scheme.

## **Restriction on use and distribution**

Our report is presented solely in compliance with the relevant provisions of the Notice for the purpose set out in the first paragraph of the report.

---

Deloitte & Touche  
Registered Auditors  
Per [Partner]  
Partner  
[Date]

## APPENDIX "B"

### POOL DATA

Mortgage Portfolio Summary - Tap Pool				
Pool Summary	Weighted Average	Minimum	Maximum	
Date of Pool Cut			Monday, May 21, 2018	
Aggregate Current Portfolio Balance (ZAR, excl. negative balances)	1,001,470,518			
Number of Loans (excl. negative balances)	1,215			
Original Loan Amount (ZAR)	838,942	145,000		5,000,000
Current Loan Amount (ZAR)	824,256	78,452		4,967,646
Committed Loan Amount (ZAR)	836,553	146,687		4,967,646
Original LTV (%)	67.05%	5.67%		80.01%
Current LTV (%)	66.36%	3.73%		80.57%
Committed LTV (%)	66.58%	5.58%		80.00%
Interest Margin (3mLibar plus)	3.39%	2.50%		4.50%
Original Term (months)	238	60		360
Remaining Term (months)	232	58		359
Seasoning (months)	6	1		183
Current PTI Ratio (%)	17.16%	0.17%		30.99%
Credit PTI Ratio (%)	17.15%	0.17%		30.95%
Arrear Summary		% of Arrears		% of Total
Performing (less than 0.5 instalments in arrears)	1,001,470,518	0.00%		100.00%
Arrears 0.5 - 1 Instalment	-	0.00%		0.00%
Arrears 1 - 2 Instalments	-	0.00%		0.00%
Arrears 2 - 3 Instalments	-	0.00%		0.00%
Arrears 3 - 6 Instalments	-	0.00%		0.00%
Arrears 6 - 12 Instalments	-	0.00%		0.00%
Arrears > 12 Instalments	-	0.00%		0.00%
Mortgage Portfolio Summary - Combined Pool				
Pool Summary	Weighted Average	Minimum	Maximum	
Date of Pool Cut			Monday, May 21, 2018	
Aggregate Current Portfolio Balance (ZAR, excl. negative balances)	2,395,646,413			
Number of Loans (excl. negative balances)	2,895	-		
Original Loan Amount (ZAR)	846,935	150,000		5,000,000
Current Loan Amount (ZAR)	825,800	-		4,967,646
Committed Loan Amount (ZAR)	841,005	134,974		4,967,646
Original LTV (%)	67.49%	8.78%		91.95%
Current LTV (%)	66.41%	0.00%		90.42%
Committed LTV (%)	66.78%	8.73%		90.56%
Interest Margin (3mLibar plus)	3.40%	2.60%		4.60%
Original Term (months)	239	60		360
Remaining Term (months)	230	50		359
Seasoning (months)	9	1		183
Current PTI Ratio (%)	17.53%	0.00%		100.00%
Credit PTI Ratio (%)	17.57%	0.13%		30.95%
Arrear Summary		% of Arrears		% of Total
Performing (less than 0.5 instalments in arrears)	2,324,487,127	0.00%		97.03%
Arrears 0.5 - 1 Instalment	24,998,263	0.00%		1.04%
Arrears 1 - 2 Instalments	35,105,639	0.00%		1.47%
Arrears 2 - 3 Instalments	9,153,091	0.00%		0.38%
Arrears 3 - 6 Instalments	1,902,292	0.00%		0.08%
Arrears 6 - 12 Instalments	-	0.00%		0.00%
Arrears > 12 Instalments	-	0.00%		0.00%



Distribution of Loans by Original LTV					Monday, May 21, 2018				
LTV Range (%)	Proposed Tap Pool				Proposed Combined Pool				
	No. of Loans	% of Total	Current Balance (ZAR)	% of Total	No. of Loans	% of Total	Current Balance (ZAR)	% of Total	
> 0 <= 50	230	18.93%	144,994,135	14.48%	516	17.79%	326,400,877	13.62%	
> 50 <= 60	116	9.55%	92,399,303	9.23%	295	10.17%	240,133,406	10.02%	
> 60 <= 70	264	21.73%	257,605,222	25.72%	601	20.72%	573,615,017	23.94%	
> 70 <= 75	177	14.57%	144,242,934	14.40%	386	13.31%	329,597,048	13.76%	
> 75 <= 81	428	35.23%	362,228,924	36.17%	1,100	37.92%	921,769,834	38.48%	
> 81 <= 100	0	0.00%	0	0.00%	3	0.10%	4,130,230	0.17%	
<b>TOTAL</b>	<b>1,215</b>	<b>100.00%</b>	<b>1,001,470,518</b>	<b>100.00%</b>	<b>2,901</b>	<b>100.00%</b>	<b>2,395,646,413</b>	<b>100.00%</b>	

Distribution of Loans by Current LTV									
LTV Range (%)	Proposed Tap Pool				Proposed Combined Pool				
	No. of Loans	% of Total	Current Balance (ZAR)	% of Total	No. of Loans	% of Total	Current Balance (ZAR)	% of Total	
> 0 <= 50	245	20.16%	153,672,783	15.34%	574	19.79%	364,095,200	15.20%	
> 50 <= 60	118	9.71%	96,427,912	9.63%	309	10.65%	256,629,016	10.71%	
> 60 <= 70	241	19.84%	235,696,849	23.54%	561	19.34%	536,574,799	22.40%	
> 70 <= 75	180	14.81%	157,031,070	15.68%	413	14.24%	363,641,004	15.18%	
> 75 <= 81	431	35.47%	358,641,904	35.81%	1,033	35.61%	867,316,771	36.20%	
> 81 <= 100	0	0.00%	0	0.00%	11	0.38%	7,389,623	0.31%	
<b>TOTAL</b>	<b>1,215</b>	<b>100.00%</b>	<b>1,001,470,518</b>	<b>100.00%</b>	<b>2,901</b>	<b>100.00%</b>	<b>2,395,646,413</b>	<b>100.00%</b>	

Distribution of Loans by Committed LTV									
LTV Range (%)	Proposed Tap Pool				Proposed Combined Pool				
	No. of Loans	% of Total	Current Balance (ZAR)	% of Total	No. of Loans	% of Total	Current Balance (ZAR)	% of Total	
> 0 <= 50	234	19.26%	147,703,713	14.75%	529	18.24%	334,899,854	13.98%	
> 50 <= 60	115	9.47%	91,782,563	9.16%	294	10.13%	240,661,307	10.05%	
> 60 <= 70	271	22.30%	261,781,024	26.14%	620	21.37%	588,546,749	24.57%	
> 70 <= 75	182	14.98%	157,194,547	15.70%	412	14.20%	353,778,231	14.77%	
> 75 <= 81	413	33.99%	343,008,670	34.25%	1,045	36.02%	876,973,642	36.61%	
> 81 <= 100	0	0.00%	0	0.00%	1	0.03%	786,630	0.03%	
<b>TOTAL</b>	<b>1,215</b>	<b>100.00%</b>	<b>1,001,470,518</b>	<b>100.00%</b>	<b>2,901</b>	<b>100.00%</b>	<b>2,395,646,413</b>	<b>100.00%</b>	

Distribution of Loans by Most Recent Loan Amount									
Most Recent Loan Size (ZAR)	Proposed Tap Pool				Proposed Combined Pool				
	No. of Loans	% of Total	Current Balance (ZAR)	% of Total	No. of Loans	% of Total	Current Balance (ZAR)	% of Total	
> 0 <= 150,000	90	7.41%	20,202,623	2.02%	197	6.79%	43,420,810	1.81%	
> 150,000 <= 300,000	186	15.31%	71,584,527	7.15%	425	14.65%	164,203,575	6.85%	
> 300,000 <= 450,000	262	21.56%	137,780,424	13.76%	619	21.34%	326,482,466	13.63%	
> 450,000 <= 600,000	176	14.49%	117,240,445	11.71%	434	14.96%	291,325,406	12.16%	
> 600,000 <= 750,000	191	15.72%	166,144,313	16.59%	473	16.30%	412,034,940	17.20%	
> 750,000 <= 900,000	257	21.15%	345,115,259	34.46%	632	21.79%	841,170,384	35.11%	
> 900,000 <= 1,000,000	42	3.46%	101,741,600	10.16%	100	3.45%	242,013,111	10.10%	
> 1,000,000 <= 5,000,000	11	0.91%	41,661,328	4.16%	21	0.72%	74,995,722	3.13%	
<b>TOTAL</b>	<b>1,215</b>	<b>100.00%</b>	<b>1,001,470,518</b>	<b>100.00%</b>	<b>2,901</b>	<b>100.00%</b>	<b>2,395,646,413</b>	<b>100.00%</b>	

Distribution of Loans by Interest Rate Margin (3mLIBAR plus)									
Interest Margin (%)	Proposed Tap Pool				Proposed Combined Pool				
	No. of Loans	% of Total	Current Balance (ZAR)	% of Total	No. of Loans	% of Total	Current Balance (ZAR)	% of Total	
> 2.50 <= 2.70	28	2.30%	26,723,330	2.67%	36	1.24%	37,120,119	1.55%	
> 2.70 <= 2.90	29	2.39%	29,889,849	2.98%	60	2.07%	47,183,989	1.97%	
> 2.90 <= 3.10	401	33.00%	278,515,796	27.81%	955	32.92%	707,744,087	29.54%	
> 3.10 <= 3.30	77	6.34%	76,384,479	7.63%	160	5.52%	138,163,964	5.77%	
> 3.30 <= 3.60	424	34.90%	338,389,972	33.79%	1,050	36.19%	862,840,052	36.02%	
> 3.60 <= 6.00	256	21.07%	251,567,092	25.12%	640	22.06%	602,594,202	25.15%	
<b>TOTAL</b>	<b>1,215</b>	<b>100.00%</b>	<b>1,001,470,518</b>	<b>100.00%</b>	<b>2,901</b>	<b>100.00%</b>	<b>2,395,646,413</b>	<b>100.00%</b>	

Distribution of Loans by Months of Remaining Term									
Months Remaining	Proposed Tap Pool				Proposed Combined Pool				
	No. of Loans	% of Total	Current Balance (ZAR)	% of Total	No. of Loans	% of Total	Current Balance (ZAR)	% of Total	
> 0 <= 60	2	0.16%	1,935,534	0.19%	5	0.17%	2,964,672	0.12%	
> 60 <= 90	8	0.66%	5,315,370	0.53%	23	0.79%	12,971,124	0.54%	
> 90 <= 120	25	2.06%	14,117,500	1.41%	59	2.03%	31,229,646	1.30%	
> 120 <= 150	9	0.74%	6,010,399	0.60%	18	0.62%	8,795,935	0.37%	
> 150 <= 180	33	2.72%	26,152,627	2.61%	64	2.21%	48,001,842	2.00%	
> 180 <= 210	23	1.89%	24,205,274	2.42%	39	1.34%	36,715,497	1.53%	
> 210 <= 240	1,030	84.77%	847,583,065	84.63%	2,493	85.94%	2,071,033,565	86.45%	
> 240 <= 260	18	1.48%	14,369,138	1.43%	40	1.38%	36,740,165	1.53%	
> 260 <= 270	23	1.89%	18,188,890	1.82%	112	3.86%	99,425,193	4.15%	
> 270 <= 280	39	3.21%	39,506,104	3.94%	39	1.34%	39,506,104	1.65%	
> 280 <= 360	5	0.41%	4,086,617	0.41%	9	0.31%	8,262,671	0.34%	
<b>TOTAL</b>	<b>1,215</b>	<b>100.00%</b>	<b>1,001,470,518</b>	<b>100.00%</b>	<b>2,901</b>	<b>100.00%</b>	<b>2,395,646,413</b>	<b>100.00%</b>	

**Distribution of Loans by Months since Origination**

Seasoning (Months)	Proposed Tap Pool				Proposed Combined Pool			
	No. of Loans	% of Total	Current Balance (ZAR)	% of Total	No. of Loans	% of Total	Current Balance (ZAR)	% of Total
> - <= 1	478	39.34%	404,856,064	40.43%	478	16.48%	404,856,064	16.90%
> 1 <= 3	515	42.39%	405,920,855	40.53%	531	18.30%	414,260,692	17.29%
> 3 <= 6	78	6.42%	62,958,806	6.29%	780	26.89%	630,996,603	26.34%
> 6 <= 9	37	3.05%	33,375,387	3.33%	735	25.34%	634,765,607	26.50%
> 9 <= 12	68	5.60%	53,526,140	5.34%	303	10.44%	245,792,623	10.26%
> 12 <= 24	24	1.98%	25,650,999	2.56%	53	1.83%	45,729,340	1.91%
> 24 <= 36	8	0.66%	7,886,051	0.79%	11	0.38%	10,114,072	0.42%
> 36 <= 72	4	0.33%	4,350,397	0.43%	5	0.17%	5,301,835	0.22%
> 72 < 1,000	3	0.25%	2,945,820	0.29%	5	0.17%	3,829,578	0.16%
<b>TOTAL</b>	<b>1,215</b>	<b>100.00%</b>	<b>1,001,470,518</b>	<b>100.00%</b>	<b>2,901</b>	<b>100.00%</b>	<b>2,395,646,413</b>	<b>100.00%</b>

**Distribution of Loans by Employment Indicator**

Employment Type	Proposed Tap Pool				Proposed Combined Pool			
	No. of Loans	% of Total	Current Balance (ZAR)	% of Total	No. of Loans	% of Total	Current Balance (ZAR)	% of Total
Salaried	1,052	86.58%	815,027,797	81.38%	2,522	86.94%	1,993,181,184	83.20%
Self Employed	0	0.00%	0	0.00%	0	0.00%	0	0.00%
Unemployed	163	13.42%	186,442,722	18.62%	379	13.06%	402,465,229	16.80%
<b>TOTAL</b>	<b>1,215</b>	<b>100.00%</b>	<b>1,001,470,518</b>	<b>100.00%</b>	<b>2,901</b>	<b>100.00%</b>	<b>2,395,646,413</b>	<b>100%</b>

**Distribution of Loans by Occupancy Type**

Occupancy Type	Proposed Tap Pool				Proposed Combined Pool			
	No. of Loans	% of Total	Current Balance (ZAR)	% of Total	No. of Loans	% of Total	Current Balance (ZAR)	% of Total
Owner Occupied	976	80.33%	823,024,723	82.18%	2,355	81.18%	1,993,768,725	83.22%
Non-Owner Occupied	228	18.77%	165,408,467	16.52%	521	17.96%	377,414,151	15.75%
Holiday/second home	11	0.91%	13,037,328	1.30%	25	0.86%	24,463,537	1.02%
<b>TOTAL</b>	<b>1,215</b>	<b>100.00%</b>	<b>1,001,470,518</b>	<b>100.00%</b>	<b>2,901</b>	<b>100.00%</b>	<b>2,395,646,413</b>	<b>100.00%</b>

**Distribution of Loans by Loan Purpose**

Loan Purpose	Proposed Tap Pool				Proposed Combined Pool			
	No. of Loans	% of Total	Current Balance (ZAR)	% of Total	No. of Loans	% of Total	Current Balance (ZAR)	% of Total
New Purchase	769	63.29%	635,599,906	63.47%	1,837	63.32%	1,515,751,956	63.27%
Remortgage	298	24.53%	275,692,559	27.53%	742	25.58%	672,547,102	28.07%
Equity Release	148	12.18%	90,178,053	9.00%	322	11.10%	207,347,355	8.66%
<b>TOTAL</b>	<b>1,215</b>	<b>100.00%</b>	<b>1,001,470,518</b>	<b>100.00%</b>	<b>2,901</b>	<b>100.00%</b>	<b>2,395,646,413</b>	<b>100.00%</b>

**Distribution of Loans by Region**

Region	Proposed Tap Pool				Proposed Combined Pool			
	No. of Loans	% of Total	Current Balance (ZAR)	% of Total	No. of Loans	% of Total	Current Balance (ZAR)	% of Total
GAUTENG	535	44.03%	432,369,308	43.17%	1,273	43.88%	1,055,631,409	44.06%
EASTERN CAPE	88	7.24%	54,608,451	5.45%	213	7.34%	143,030,540	5.97%
FREE STATE	31	2.55%	21,991,360	2.20%	73	2.52%	53,367,239	2.23%
KWAZULU NATAL	178	14.65%	144,004,717	14.38%	451	15.55%	354,074,958	14.78%
MPUMALANGA	98	8.07%	61,818,789	6.17%	199	6.86%	135,167,435	5.64%
NORTH WEST	21	1.73%	13,914,469	1.39%	40	1.38%	25,672,551	1.07%
NORTHERN CAPE	13	1.07%	11,490,477	1.15%	27	0.93%	20,714,759	0.86%
LIMPOPO	8	0.66%	7,585,173	0.76%	11	0.38%	10,312,864	0.43%
WESTERN CAPE	243	20.00%	253,687,755	25.33%	614	21.17%	597,674,658	24.95%
Unspecified	0	0.00%	0	0.00%	0	0.00%	0	0.00%
<b>TOTAL</b>	<b>1,215</b>	<b>100.00%</b>	<b>1,001,470,518</b>	<b>100.00%</b>	<b>2,901</b>	<b>100.00%</b>	<b>2,395,646,413</b>	<b>100.00%</b>

**Distribution of Loans by Current PTI**

PTI Range (%)	Proposed Tap Pool				Proposed Combined Pool			
	No. of Loans	% of Total	Current Balance (ZAR)	% of Total	No. of Loans	% of Total	Current Balance (ZAR)	% of Total
> 0 <= 10	317	26.09%	175,241,185	17.50%	695	23.98%	375,676,383	15.68%
> 10 <= 15	289	23.79%	212,220,750	21.19%	696	23.99%	521,605,260	21.77%
> 15 <= 20	269	22.14%	234,952,536	23.46%	637	21.96%	555,923,300	23.21%
> 20 <= 25	221	18.19%	238,737,669	23.84%	554	19.10%	592,581,737	24.74%
> 25 <= 30	108	8.89%	129,267,216	12.91%	289	9.96%	320,889,621	13.39%
> 30 <= 40	11	0.91%	11,051,162	1.10%	29	1.00%	28,523,182	1.19%
> 40 <= 100	0	0.00%	0	0.00%	1	0.03%	446,929	0.02%
<b>TOTAL</b>	<b>1,215</b>	<b>100.00%</b>	<b>1,001,470,518</b>	<b>100.00%</b>	<b>2,901</b>	<b>100.00%</b>	<b>2,395,646,413</b>	<b>100.00%</b>

**Distribution of Loans by Credit PTI**

PTI Range (%)	Proposed Tap Pool				Proposed Combined Pool			
	No. of Loans	% of Total	Current Balance (ZAR)	% of Total	No. of Loans	% of Total	Current Balance (ZAR)	% of Total
> 0 <= 10	317	26.09%	176,436,620	17.62%	683	23.54%	373,823,654	15.60%
> 10 <= 15	284	23.37%	208,187,877	20.79%	685	23.61%	509,457,040	21.27%
> 15 <= 20	274	22.55%	237,612,282	23.73%	641	22.10%	557,798,345	23.28%
> 20 <= 25	220	18.11%	238,969,818	23.86%	564	19.44%	596,546,715	24.90%
> 25 <= 30	111	9.14%	131,632,212	13.14%	308	10.62%	337,843,833	14.10%
> 30 <= 40	9	0.74%	8,631,709	0.86%	20	0.69%	20,176,827	0.84%
> 40 <= 100	0	0.00%	0	0.00%	0	0.00%	0	0.00%
<b>TOTAL</b>	<b>1,215</b>	<b>100.00%</b>	<b>1,001,470,518</b>	<b>100.00%</b>	<b>2,901</b>	<b>100.00%</b>	<b>2,395,646,413</b>	<b>100.00%</b>