

APPLICABLE PRICING SUPPLEMENT

VUKILE PROPERTY FUND LIMITED

(the "Issuer")

*(Incorporated in South Africa with limited liability under registration number
2002/027194/06)*

**Issue of ZAR77,000,000.00 Senior Unsecured Floating Rate Listed Notes with a
Stock Code VKC28**

Under its ZAR5 000 000 000 Domestic Medium Term Note Programme

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 Issuer dated 4 May 2012, as may be amended or supplemented from time to time. 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 Terms and Conditions. References in this Applicable Pricing Supplement to the Terms and 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 Terms and Conditions.

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 accepts full responsibility for the accuracy of the information contained in the Programme Memorandum and the annual financial statements and/or any Applicable

Pricing Supplements and/or the annual report of the Issuer and any amendments or supplements to the aforementioned documents, except as otherwise stated therein.

The JSE takes no responsibility for the contents of the Programme Memorandum and the annual financial statements and/or this Applicable Pricing Supplement and/or the annual report of the Issuer and any amendments or supplements to the aforementioned documents. The JSE makes no representation as to the accuracy or completeness of the Programme Memorandum, the annual financial statements and/or this Applicable Pricing Supplement and/or the annual report of the Issuer and any amendments or supplements to the aforementioned documents and expressly disclaims any liability for any loss arising from or in reliance upon the whole or any part of the aforementioned documents. The JSE's approval of the registration of the Programme Memorandum and listing of the debt securities is not to be taken in any way as an indication of the merits of the Issuer or of the debt securities and that, to the extent permitted by law, the JSE will not be liable for any claim whatsoever.

DESCRIPTION OF THE NOTES

1. Issuer	Vukile Property Fund Limited
2. Status of the Notes	Senior Notes
3. Security	Unsecured
4. Listed/Unlisted	Listed – JSE Limited (Interest Rate Market of the JSE)
5. Group number, if secured	N/A
6. Class, if applicable	N/A
7. Series number	37
8. Tranche number	1
9. Aggregate Principal Amount of this Tranche	ZAR77,000,000.00
10. Interest/Payment Basis	Floating Rate
11. Issue Date(s) and first settlement date	05 December 2018

12. Minimum Denomination per Note	ZAR1 000 000
13. Specified Denomination	ZAR1 000 000
14. (Principal Amount per Note)	
15. Issue Price(s)	100% of the Principal Amount of each Note
16. Applicable Business Day Convention, if different to that specified in the Terms and Conditions	Modified Following Business Day
17. Interest Commencement Date(s)	05 December 2018
18. Step-Up Date	N/A
19. Final Redemption Date	05 March 2019
20. Specified Currency	ZAR
21. Additional Business Centre	N/A
22. Maturity Amount	100% of the Principal Amount of each Note
23. Set out the relevant description of any additional/other Terms and Conditions relating to the Notes (including additional covenants, if any)	N/A
24. Additional events of default, if any	N/A

FIXED RATE NOTES

N/A

FLOATING RATE NOTES

25. Interest Payment Date(s) (If such a day is not a Business Day, the Business Day on which the interest will be paid, as determined in accordance with the applicable Business Day Convention (as specified in this Applicable Pricing Supplement))	05 March 2019 (being the Final Redemption Date)
26. Interest Period(s) means each period commencing on (and including) an Interest Payment Date and ending on (but excluding) the following Interest Payment Date, provided that the first Interest Period will commence on (and	From (and including) 05 December 2018 to (but excluding) 05 March 2019

include) the Interest Commencement Date and end on (but exclude) the following Interest Payment Date (each Interest Payment Date as adjusted in accordance with the applicable Business Day Convention)

27. Manner in which the Interest Rate is to be Screen Rate Determination plus determined Margin/Spread for the Interest Rate
28. Margin/Spread for the Interest Rate 45 bps per annum to be added to the relevant Reference Rate
29. Margin/Spread for the Step-Up Rate N/A
30. If Screen Determination
- (a) Reference Rate (including relevant 3 month JIBAR period by reference to which the Interest Rate is to be calculated)
 - (b) Rate Determination Date(s) The first rate determination being 30 November 2019 for the Interest Period
 - (c) Relevant Screen page and Reference Reuters page 0#SFXMM or successor Code page
31. If Interest Rate to be calculated otherwise than N/A by reference to Screen Rate Determination, insert basis for determining Interest Rate/Margin/Fall back provisions
32. Any other terms relating to the particular method N/A of calculating interest

ZERO COUPON NOTES

N/A

INDEXED NOTES

N/A

OTHER NOTES

N/A

**PROVISIONS REGARDING REDEMPTION/
MATURITY**

33. Redemption at the option of the Issuer: if yes: No
- (a) Optional Redemption Date(s) N/A
- (b) Optional Redemption Amount(s) and N/A
method, if any, of calculation of such
amount(s)
- (c) Minimum period of notice
- (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
34. Redemption at the option of the holders of the No
Senior Notes (Put Option): if yes
- (a) Optional Redemption Date(s) (Put) N/A
- (b) Optional Redemption Amount(s) (Put) N/A
and method, if any, of calculation of such
amount(s)
- (c) Minimum period of notice N/A
- (d) If redeemable in part: N/A
- (e) Minimum Redemption Amount(s) N/A
- (f) Higher Redemption Amount(s) N/A
- (g) Other terms applicable on Redemption N/A
35. Redemption at the option of the holders of the
Senior Notes upon the occurrence of a Put
Event in terms of Condition 8.6:
- (a) Delisting of the Notes of this Tranche Yes
- (b) Change of Control Event Yes

(c) Downgrade or withdrawal of the Rating of the Issuer Yes

36. Early Redemption Amount(s) payable on redemption for Taxation reasons in terms of Condition 8.3 or early redemption following an Event of Default in terms of Condition 11 or early redemption at the option of Noteholders in terms of Condition 8.6: if yes Yes
37. Early Redemption Amount and method, if any, of calculation of such amount as per Condition 8.7

GENERAL

38. Additional selling restrictions N/A
39. International Securities Numbering (ISIN) ZAG000155706
40. Stock Code VKC28
41. Financial Exchange Interest Rate Market of the JSE
42. Dealer(s) Rand Merchant Bank, a division of FirstRand Bank Limited
43. If syndicated, names of Lead Manager(s) N/A
44. Method of distribution Private placement
45. Rating assigned to the Issuer of Notes and date for review of such rating Short term A1_(ZA), assigned as at February 2018 and to be reviewed annually
46. Rating Agency (if any) Global Credit Rating Co Proprietary Limited
47. Governing Law South Africa
48. Last Day to Register by 17h00 on, 22 February 2019, being the Business Day preceding the Books Closed Period
49. Books Closed Period The register will be closed from (and including) 23 February 2019 to (but

	excluding) 04 March 2019
50. Calculation Agent	Rand Merchant Bank, a division of FirstRand Bank Limited
51. Specified Office of the Calculation Agent	1 Merchant Place Cnr Fredman Drive & Rivonia Road Sandton 2196
52. Transfer Agent	Rand Merchant Bank, a division of FirstRand Bank Limited
53. Specified Office of the Transfer Agent	1 Merchant Place Cnr Fredman Drive & Rivonia Road Sandton 2196
54. Paying Agent	Rand Merchant Bank, a division of FirstRand Bank Limited
55. Specified Office of the Paying Agent	1 Merchant Place Cnr Fredman Drive & Rivonia Road Sandton 2196
56. Debt Sponsor	Java Capital
57. Issuer's Settlement Agent	Rand Merchant Bank, a division of FirstRand Bank Limited
58. Specified Office of the Issuer's Settlement Agent	1 Merchant Place Cnr Fredman Drive & Rivonia Road Sandton 2196
59. Stabilisation Manager, if any	N/A
60. Programme Amount	ZAR5 000 000 000
61. Aggregate Outstanding Principal Amount of Notes in issue on the Issue Date of this Tranche	ZAR1,884,000,000, excluding this Tranche of Notes and any other Tranche(s) of Notes to be issued on the Issue Date
62. Aggregate Outstanding Principal Amount of Notes in issue in respect of the Series on the Issue Date of this Tranche	Nil, excluding this Tranche of Notes and any other Tranche(s) of Notes to be issued

in respect of the Series on the Issue Date

63. Aggregate Outstanding Principal Amount of
Notes in issue in respect of the Group on the
Issue Date of this Tranche

N/A

64. Additional Events of Default

N/A

65. Other provisions

Disclosure requirements in terms of
paragraph 3(5) of the Commercial Paper
Regulations – see appendix "A"

Relationship Disclosures – see Appendix
"B"

Additional Terms and Conditions relating to
the notes – see Appendix "C"

APPENDIX "A"**Disclosure Requirements in terms of paragraph 3(5) of the Commercial Paper Regulations****At the date of this Applicable Pricing Supplement:**Paragraph 3(5)(a)

The ultimate borrower is the Issuer.

Paragraph 3(5)(b)

The Issuer is a going concern and can in all circumstances be reasonably expected to meet its commitments under the Notes.

Paragraph 3(5)(c)

The auditor of the Issuer is PricewaterhouseCoopers Inc.

Paragraph 3(5)(d)

As at the date of this issue:

- (a) the Issuer has issued Notes with an aggregate Outstanding Principal Amount of ZAR1,884,000,000 (excluding this Tranche of Notes); and
- (b) it is anticipated that the Issuer will not issue any additional Notes during the remainder of its current financial year, ending 31 March 2019, in addition to the Notes forming part of this issue of Notes.

Paragraph 3(5)(e)

Prospective investors in the Notes are to consider this Applicable Pricing Supplement, the Programme Memorandum and the documentation incorporated therein by reference in order to ascertain the nature of the financial and commercial risks of an investment in the Notes. 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 may be requested from the Issuer.

Paragraph 3(5)(f)

There has been no material adverse change in the Issuer's financial position since the date of its last audited financial statements.

Paragraph 3(5)(g)

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

Paragraph 3(5)(h)

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

Paragraph 3(5)(i)

The Notes are unsecured.

Paragraph 3(5)(i)

PricewaterhouseCoopers Inc., the auditors of the Issuer, have confirmed that nothing has come to their attention to indicate that this issue of Notes issued under the Programme will not comply in all respects with the relevant provisions of the Commercial Paper Regulations (Government Notice 2172 in Government Gazette No, 16167 of 14 December 1994) published under Paragraph (cc) of the definition of the "business of a bank" in terms of Section 1 of the Banks Act, 1990.

Application is hereby made to list this Tranche of the Notes, as from 05 September 2018, pursuant to the Vukile Property Fund Limited Domestic Medium Term Note Programme. The Programme has been registered with the JSE on 4 May 2012.

As at the date of this Pricing Supplement, following due and careful enquiry, there has been no material change in the financial or trading position of the Issuer and its subsidiaries since the end of the last financial period for which either audited annual consolidated financial statements or unaudited interim consolidated financial results have been published. No auditors have been involved in making such statement.

As at the date of this Applicable Pricing Supplement, the Issuer confirms that the authorised Programme Amount of ZAR5,000,000,000 has not been exceeded.

VUKILE PROPERTY FUND LIMITED

Signed at Johannesburg on behalf of Vukile Property Fund Limited, on 30 of November 2018.



Hermina Christina Lopion

Managing Director: Southern Africa

Director, duly authorised

Signed at Johannesburg on behalf of Vukile Property Fund Limited, on 30 of November 2018.



Michael John Potts

Financial Director

Director, duly authorised

APPENDIX “B”**Relationship Disclosures**

The Dealer may act in a number of different capacities in relation to transactions with the Issuer. The Dealer and its affiliates may have a lending relationship with the Issuer and/or any entity in the Vukile Group 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 the Issuer and/or entities in the Vukile Group, for which the Dealer and its affiliates may receive customary advisory and transaction fees and expenses reimbursement.

In addition, in the ordinary course of its business activities, the Dealer 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 the Issuer and/or any entity in the Vukile Group or their respective affiliates (including the Notes). The Dealer and its affiliates may hedge their credit exposure to the Issuer and/or any entity in the Vukile Group or their respective affiliates in a manner consistent with their customary risk management policies.

APPENDIX "C"

Additional Terms and Conditions relating to the Notes of the Series

COVENANTS

The Terms and Conditions set out in the Programme Memorandum are amended in relation the Notes of this Tranche by the insertion of the following additional Condition 23 (Covenants):

23 Condition 23 – Covenants

- 23.1 The Issuer must ensure that the Loan to Valuation Ratio of the Vukile Group Property Portfolio does not exceed 50% at any time, based on the most recent Open Market Valuation.
- 23.2 The covenant shall be tested on the last day of each financial year and half financial year of the Issuer by reference to the audited consolidated financial statements of the Issuer on that date, or, if not available, then the unaudited consolidated financial statements of the Issuer on that date.
- 23.3 A compliance certificate in respect of the covenant, signed by 2 duly authorised directors of the Issuer, will be available for inspection by Noteholders, during normal office hours, at the Specified Offices of the Issuer, within 90 days of the last day of each financial year and half financial year of the Issuer.

ADDITIONAL DEFINITIONS IN RESPECT OF THE NOTES

The Terms and Conditions set out in the Programme Memorandum are amended in relation to the Notes of this Tranche by the insertion of the following additional Condition 24 (Additional Definitions in respect of the Notes):

24 Condition 24 – Additional Definitions in respect of the Notes

Terms and expressions set out below will have the meanings set out below in the Terms and Conditions of the Notes of this Tranche:

- 24.1 **Institute of Valuers** means The South African Institute of Valuers, founded in 1909, the national society of professional real estate valuers, or its successor;

- 24.2 **Loan to Valuation Ratio** means at any time, in respect of the Notes, the ratio as expressed as follows:
- 24.2.1 $\text{Loan to Valuation Ratio} = L \text{ divided by } V$
- Where:
- 24.2.2 L = means any secured or unsecured indebtedness of the Vukile Group (whether principal, premium, interest or other amounts) for or in respect of (i) monies borrowed, or (ii) liabilities under any acceptance or acceptance credit, or (iii) any bonds, notes, debentures, loan stock or other debt securities, or (iv) any guarantees or indemnities given, whether present or future, actual or contingent; and
- 24.2.3 V = the sum of (i) the amount of the most recent Open Market Valuation of all the Properties in the Vukile Group Property Portfolio, on a consolidated basis and (ii) the market value of the equity accounted investments;
- 24.3 **Open Market Valuation** means in respect of the Properties in the Vukile Group Property Portfolio, the annual property valuation undertaken and prepared at the instance of the Issuer in regard to all the Properties in the Vukile Group Property Portfolio, which in relation to a minimum of 1/3 of the Properties in the Vukile Group Property Portfolio, shall be undertaken by a Valuer or Valuers appointed by the Issuer and conducted in accordance with the valuation methodology approved by the Institute of Valuers from time to time; provided that in respect of any 3 year period all of the Properties in the Vukile Group Property Portfolio will have been valued, in accordance with the valuation methodology approved by the Institute of Valuers from time to time or such other methodology approved in writing by Valuers approved by the Issuer;
- 24.4 **Properties** means the properties in the Vukile Group Property Portfolio;
- 24.5 **Valuer** means an accredited property valuer registered as such in terms of the Valuer's Act, 1982, who is independent of the Issuer and any property manager;

- 24.6 **Vukile Group Property Portfolio** means the fixed, immovable properties registered in the name of any member of the Vukile Group (in each case, as sole owner or co-owner, as the case may be) or in respect of which the Vukile Group has registered leasehold rights, from time to time.