



KAP INDUSTRIAL HOLDINGS LIMITED

(Incorporated in the Republic of South Africa with limited liability under registration number 1978/000181/06)

jointly and severally, unconditionally and irrevocably guaranteed by

KAP AUTOMOTIVE PROPRIETARY LIMITED

(Incorporated in the Republic of South Africa with limited liability under registration number 1957/001891/07)

and

KAP BEDDING PROPRIETARY LIMITED

(Incorporated in the Republic of South Africa with limited liability under registration number 1988/070308/07)

and

KAP DIVERSIFIED INDUSTRIAL PROPRIETARY LIMITED

(Incorporated in the Republic of South Africa with limited liability under registration number 1965/003787/07)

and

PG BISON SOUTHERN CAPE PROPRIETARY LIMITED

(Incorporated in the Republic of South Africa with limited liability under registration number 1957/001327/07)

and

UNITRANS PASSENGER PROPRIETARY LIMITED

(Incorporated in the Republic of South Africa with limited liability under registration number 1968/008699/07)

and

MVELATRANS PROPRIETARY LIMITED

(Incorporated in the Republic of South Africa with limited liability under registration number 2002/026281/07)

and

UNITRANS SUPPLY CHAIN SOLUTIONS PROPRIETARY LIMITED

(Incorporated in the Republic of South Africa with limited liability under registration number 1967/010920/07)

Issue of ZAR500,000,000 Senior Unsecured Floating Rate Notes due 24 May 2020

Under its ZAR5,000,000,000 Domestic Medium Term Note Programme

This Applicable Pricing Supplement must be read in conjunction with the Programme Memorandum, dated 5 June 2014, prepared by KAP Industrial Holdings Limited in connection with the KAP Industrial Holdings Limited ZAR5,000,000,000 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 | KAP Industrial Holdings Limited |
| 2. | Guarantors | KAP Automotive Proprietary Limited;
KAP Bedding Proprietary Limited;
KAP Diversified Industrial Proprietary Limited;
PG Bison Southern Cape Proprietary Limited;
Unitrans Passenger Proprietary Limited;
Mvelatrans Proprietary Limited; |

		Unitrans Supply Chain Solutions Proprietary Limited
3.	Dealer(s)	N/A
4.	Managers	Investec Bank Limited, acting through its Corporate and Investment Banking division
5.	Debt Sponsor	Nedbank Limited, acting through its Corporate and Investment Banking division
6.	Paying Agent	Nedbank Investor Services, a division of Nedbank Limited
	Specified Address	16 Constantia Boulevard, Constantia Kloof, Roodepoort 1709
7.	Calculation Agent	Nedbank Limited, acting through its Corporate and Investment Banking division
	Specified Address	135 Rivonia Road, Sandown, 2196
8.	Transfer Agent	Computershare Investor Services Proprietary Limited
	Specified Address	70 Marshall Street, Johannesburg, 2001

PROVISIONS RELATING TO THE NOTES

9.	Status of Notes	Senior Unsecured
10.	Form of Notes	Listed Notes
11.	Series Number	9
12.	Tranche Number	1
13.	Aggregate Nominal Amount:	
	(a) Series	ZAR500,000,000
	(b) Tranche	ZAR500,000,000
14.	Interest	Interest-bearing
15.	Interest Payment Basis	Floating
16.	Automatic/Optional Conversion from one Interest/Redemption/Payment Basis to another	N/A
17.	Form of Notes	The Notes in this Tranche will be listed and are issued in uncertificated form and held in the CSD
18.	Issue Date	24 May 2017
19.	Nominal Amount per Note	ZAR1,000,000
20.	Specified Denomination	ZAR1,000,000
21.	Specified Currency	ZAR
22.	Issue Price	100 percent
23.	Interest Commencement Date	24 May 2017
24.	Maturity Date	24 May 2020
25.	Applicable Business Day Convention	Following Business Day
26.	Final Redemption Amount	100% of Nominal Amount

27.	Last Day to Register	by 17h00 on 13 February, 13 May, 13 August and 13 November of each year until the Maturity Date
28.	Books Closed Period(s)	The Register will be closed from 14 February to 23 February, 14 May to 23 May, 14 August to 23 August and from 14 November to 23 November (all dates inclusive) of each year until the Maturity Date
29.	Default Rate	N/A
	FIXED RATE NOTES	N/A
	FLOATING RATE NOTES	
30.	(a) Floating Interest Payment Date(s)	24 February, 24 May, 24 August and 24 November of each year until the Maturity Date with the first Interest Payment Date being 24 August 2017
	(b) Interest Period(s)	From and including the applicable Interest Payment Date and ending on but excluding the following Interest Payment Date, the first Interest Period commencing on 24 May 2017 and ending the day before the next Interest Payment Date
	(c) Definition of Business Day (if different from that set out in Condition 1) (<i>Interpretation</i>)	N/A
	(d) Minimum Rate of Interest	N/A
	(e) Maximum Rate of Interest	N/A
	(f) Other terms relating to the method of calculating interest (e.g.: Day Count Fraction, rounding up provision)	N/A
31.	Manner in which the Rate of Interest is to be determined	Screen Rate Determination
32.	Margin	195 basis points to be added to the Reference Rate
33.	If ISDA Determination	
	(a) Floating Rate	N/A
	(b) Floating Rate Option	N/A
	(c) Designated Maturity	N/A
	(d) Reset Date(s)	N/A
	(e) ISDA Definitions to apply	N/A
34.	If Screen Determination:	
	(a) Reference Rate (including relevant period by reference to which the Rate of Interest is to be calculated)	3 month ZAR-JIBAR
	(b) Interest Rate Determination Date(s)	24 February, 24 May, 24 August and 24 November, of each year until the Maturity Date with the first Interest Rate Determination Date being 22 May 2017

	(c) Relevant Screen Page and Reference Code	Reuters page 0#SFXmm: or successor page
35.	If Rate of Interest to be calculated otherwise than by ISDA Determination or Screen Determination, insert basis for determining Rate of Interest/Margin/ Fallback provisions	N/A
36.	Calculation Agent responsible for calculating amount of principal and interest	Nedbank Limited, acting through its Corporate and Investment Banking division
	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	
37.	Redemption at the Option of the Issuer	No
38.	Redemption at the Option of the Senior Noteholders	No
39.	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>) or any other terms applicable to a Change of Control	Yes
40.	Redemption in the event of a failure to maintain JSE Listing or Rating at the election of Noteholders pursuant to Condition 11.6 (<i>Redemption in the event of a failure to maintain JSE Listing or Rating</i>)	Yes
41.	Early Redemption Amount(s) payable on redemption for taxation reasons or on Event of Default (if required).	Yes
	GENERAL	
42.	Financial Exchange	Interest Rate Market of the JSE
43.	Additional selling restrictions	N/A
44.	ISIN No.	ZAG000144106
45.	Stock Code	KAP009
46.	Stabilising manager	N/A

47.	Provisions relating to stabilisation	N/A
48.	Method of distribution	Private Placement
49.	Credit Rating assigned to the Issuer	A _(ZA) , as at October 2016, rating reviewed annually
50.	Applicable Rating Agency	Global Credit Rating Co (Pty) Ltd
51.	Governing law (if the laws of South Africa are not applicable)	N/A
52.	Other provisions	N/A

DISCLOSURE REQUIREMENTS IN TERMS OF PARAGRAPH 3(5) OF THE COMMERCIAL PAPER REGULATIONS IN RELATION TO THIS ISSUE OF NOTES

53. Paragraph 3(5)(a)

The “*ultimate borrower*” (as defined in the Commercial Paper Regulations) is the Issuer.

54. 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.

55. Paragraph 3(5)(c)

The auditor of the Issuer is Deloitte & Touche.

56. Paragraph 3(5)(d)

As at the date of this issue:

- (i) the Issuer has issued ZAR3,874,000,000 (excluding this issuance) Commercial Paper (as defined in the Commercial Paper Regulations); and
- (ii) the Issuer estimates that it may issue up to an additional ZAR500,000,000 of further Commercial Paper during the current financial year, ending 30 June 2017.

57. 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.

58. 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.

59. Paragraph 3(5)(g)

The Notes issued will be listed

60. 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.

61. Paragraph 3(5)(i)

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

62. Paragraph 3(5)(j)

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

Responsibility:

The Issuer accepts full responsibility for the information contained in this Applicable Pricing Supplement and the Programme Memorandum. To the best of the knowledge and belief of the Issuer (who has taken all reasonable care to ensure that such is the case) the information contained in this Applicable Pricing Supplement and the Programme Memorandum is in accordance with the facts and does not omit anything which would make any statement false or misleading and all reasonable enquiries to ascertain such facts have been made. This Applicable Pricing Supplement and the Programme Memorandum contains all information required by law and the debt listings requirements of the JSE.

As at the date of this Applicable Pricing Supplement, the Issuer confirms that the authorised Programme Amount of ZA5,000,000,000 has not been exceeded.

Application is hereby made to list this issue of Notes on 24 May 2017.

SIGNED at _____ on this _____ day of _____ 2017

For and on behalf of
KAP INDUSTRIAL HOLDINGS LIMITED

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

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