



**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 ZAR448,000,000 Senior Unsecured Floating Rate Notes due 24 October 2022  
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;<br>KAP Bedding Proprietary Limited;<br>KAP Diversified Industrial Proprietary Limited;<br>PG Bison Southern Cape Proprietary Limited;<br>Unitrans Passenger Proprietary Limited; |

|    |                   |  |
|----|-------------------|--|
|    |                   | Mvelatrans Proprietary Limited;<br>Unitrans Supply Chain Solutions Proprietary Limited |
| 3. | Dealer            | Nedbank Limited, acting through its Corporate and Investment Banking division          |
| 4. | Manager           | N/A  |
| 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   | 11   |
| 12. | Tranche Number  | 1  |
| 13. | Aggregate Nominal Amount:   |  |
|     | (a) Series  | ZAR448,000,000   |
|     | (b) Tranche   | ZAR448,000,000   |
| 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 October 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 October 2017  |
| 24. | Maturity Date   | 24 October 2022  |
| 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 January, 13 April, 13 July and 13 October of each year until the Maturity Date  |
| 28. | Books Closed Period(s)   | The Register will be closed from 14 January to 23 January, 14 April to 23 April, 14 July to 23 July and 14 October to 23 October (all dates inclusive) of each year until the Maturity Date  |
| 29. | Default Rate   | N/A  |
|     | <b>FIXED RATE NOTES</b>  | N/A  |
|     | <b>FLOATING RATE NOTES</b>   |  |
| 30. | (a) Floating Interest Payment Date(s)  | 24 January, 24 April, 24 July and 24 October of each year until the Maturity Date with the first Floating Interest Payment Date being 24 January 2018  |
|     | (b) Interest Period(s)   | From and including the applicable Floating Interest Payment Date and ending on but excluding the following Floating Interest Payment Date, the first Interest Period commencing on 24 October 2017 and ending the day before the next Floating 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   | 200 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 January, 24 April, 24 July and 24 October, of each year until the Maturity Date with the first Interest Rate Determination Date being 20  |

October 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 |
|     | <b>ZERO COUPON NOTES</b>  | N/A   |
|     | <b>PARTLY PAID NOTES</b>  | N/A   |
|     | <b>INSTALMENT NOTES</b>   | N/A   |
|     | <b>MIXED RATE NOTES</b>   | N/A   |
|     | <b>INDEX-LINKED NOTES</b>   | N/A   |
|     | <b>DUAL CURRENCY NOTES</b>  | N/A   |
|     | <b>EXCHANGEABLE NOTES</b>   | N/A   |
|     | <b>OTHER NOTES</b>  | N/A   |
|     | <b>PROVISIONS REGARDING REDEMPTION/MATURITY</b>   |   |
| 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   |
|     | <b>GENERAL</b>  |   |
| 42. | Financial Exchange  | Interest Rate Market of the JSE   |
| 43. | Additional selling restrictions   | N/A   |
| 44. | ISIN No.  | ZAG000147703  |
| 45. | Stock Code  | KAP011  |

|     |  |  |
|-----|--|--|
| 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 <sub>(ZA)</sub> , 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 ZAR4,552,000,000 (excluding this issuance) of Commercial Paper (as defined in the Commercial Paper Regulations); and
- (ii) the Issuer will not issue any additional Commercial Paper during the current financial year, ending 30 June 2018.

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 October 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