



PREMIUM PROPERTIES LIMITED

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

Unconditionally and irrevocably guaranteed by

OCTODEC INVESTMENTS LIMITED

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

**Issue of ZAR155,000,000 Senior Unsecured Floating Rate Notes due 12 June 2020
Under its ZAR3,000,000,000 Domestic Medium Term Note Programme**

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

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

This document constitutes the Applicable Pricing Supplement relating to the issue of Notes described herein. The Notes described herein are issued on and subject to the Terms and Conditions as amended and/or supplemented by the Terms and Conditions contained in this Applicable Pricing Supplement. To the extent that there is any conflict or inconsistency between the contents of this Applicable Pricing Supplement and the Programme Memorandum, the provisions of this Applicable Pricing Supplement shall prevail.

PARTIES

1. Issuer	Premium Properties Limited
2. Guarantor	Octodec Investments Limited
3. Dealer	Nedbank Limited, acting through its Corporate and Investment Banking division
4. Manager	Nedbank Limited, acting through its Corporate and Investment Banking division
5. Paying Agent	Nedbank Investor Services, a division of Nedbank Limited
Specified Address	Lakeview Campus, 16 Constantia Boulevard, Constantia Kloof, Roodepoort, 1709, South Africa
6. Calculation Agent	Nedbank Limited, acting through its Debt Capital Markets division
Specified Address	135 Rivonia Road, Sandown, Sandton, 2196, South Africa
7. Transfer Agent	Nedbank Limited, acting through its Corporate and Investment Banking division
Specified Address	135 Rivonia Road, Sandown, Sandton, 2196, South Africa

PROVISIONS RELATING TO THE NOTES

8.	Status of Notes	Senior Unsecured
9.	Series Number	38
10.	Tranche Number	1
11.	Aggregate Nominal Amount:	
	(a) Series	ZAR155,000,000
	(b) Tranche	ZAR155,000,000
12.	Interest	Interest bearing
13.	Interest Payment Basis	Floating Rate Notes
14.	Automatic/Optional Conversion from one Interest/Redemption/Payment Basis to another	N/A
15.	Form of Notes	Registered Notes: The Notes in this Tranche are listed, issued in uncertificated form and held by the CSD
16.	Issue Date	14 June 2017
17.	Nominal Amount per Note	ZAR1,000,000
18.	Specified Denomination	ZAR1,000,000
19.	Specified Currency	ZAR
20.	Issue Price	100 per cent
21.	Interest Commencement Date	14 June 2017
22.	Maturity Date	12 June 2020
23.	Applicable Business Day Convention	Modified Following Business Day
24.	Final Redemption Amount	100 per cent of Nominal Amount
25.	Last Day to Register	By 17h00 on 1 March, 1 June, 1 September and 1 December of each year until the Maturity Date
26.	Books Closed Period(s)	The Register will be closed on 2 March to 11 March, 2 June to 11 June, 2 September to 11 September and from 2 December to 11 December of each year until the Maturity Date

27. Default Rate N/A

FIXED RATE NOTES

N/A

FLOATING RATE NOTES

28.	(a) Floating Interest Payment Date(s)	12 March, 12 June, 12 September and 12 December of each year until the Maturity Date with the first Floating Interest Payment Date being 12 September 2017
	(b) Interest Period(s)	From and including the applicable Floating Interest Payment Date and ending on but excluding the following Floating Interest Payment Date, save that the first Floating Interest Period commences on 14 June 2017 and ends on 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)	Day Count Fraction is Actual/365
29. Manner in which the Rate of Interest is to be determined	Screen Rate Determination
30. Margin	185 basis points to be added to the Reference Rate
31. 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
32. If Screen Determination:	
(a) Reference Rate (including relevant period by reference to which the Rate of Interest is to be calculated)	3 Month JIBAR
(b) Interest Rate Determination Date(s)	12 March, 12 June, 12 September and 12 December of each year until the Maturity Date with the first Interest Determination Date being 7 June 2017
(c) Relevant Screen Page and Reference Code	ZAR-JIBAR-SAFEX
33. 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
34. 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	
35. Redemption at the Option of the Issuer:	No
36. Redemption at the Option of the	No

Senior Noteholder

37. Redemption in the event of a Change of Control at the election of Noteholders pursuant to Condition 11.5 (*Redemption in the event of a Change of Control*) Yes
38. Early Redemption Amount(s) payable on redemption for taxation reasons or on Event of Default (if required or if different from that set out in Condition 11.6 (*Early Redemption Amounts*)). No

GENERAL

39. Financial Exchange Interest Rate Market of the JSE
40. Additional selling restrictions N/A
41. ISIN No. ZAG000144668
42. Stock Code PMM38
43. Stabilising manager N/A
44. Provisions relating to stabilisation N/A
45. The notice period required for exchanging uncertificated Notes for Individual Certificates N/A
46. Method of distribution Private Placement
47. Credit Rating assigned to the:
(i) Issuer; N/A
(ii) Guarantor; "A_{-(za)}" Long Term and "A1_{-(za)}" Short Term – GCR National Scale as at 30 November 2016 and due for renewal in November 2017
(ii) Programme; and/or N/A
(iv) Notes N/A
48. Applicable Rating Agency Global Credit Rating Co. Proprietary Limited
49. Governing law (if the laws of South Africa are not applicable) N/A
50. Other provisions N/A

DISCLOSURE REQUIREMENTS IN TERMS OF PARAGRAPH 3(5) OF THE COMMERCIAL PAPER REGULATIONS

51. Paragraph 3(5)(a)
The "*ultimate borrower*" (as defined in the Commercial Paper Regulations) is the Issuer.
52. 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.
53. Paragraph 3(5)(c)
The auditor of the Issuer is Deloitte & Touche.
54. Paragraph 3(5)(d)
As at the date of this issue:
(i) the Issuer has issued ZAR946,500,000 Commercial Paper (as defined in the

Commercial Paper Regulations) (which amount includes Notes issued under the Previous Programme Memorandum but excludes this Notes issuance); and

- (ii) the Issuer may issue ZAR400,000,000 of Commercial Paper during the current financial year, ending 31 August 2017.

55. 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.

56. 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.

57. Paragraph 3(5)(g)

The Notes issued will be listed.

58. 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.

59. Paragraph 3(5)(i)

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

60. Paragraph 3(5)(j)

Deloitte & Touche, the statutory 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 material respects with the relevant provisions of the Commercial Paper Regulations.

Responsibility:

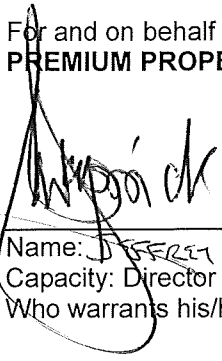
The Issuer accepts full responsibility for the accuracy of the information contained in this Applicable Pricing Supplement and the Programme Memorandum. The Issuer certifies that to the best of its knowledge and belief (who has taken all reasonable care to ensure that such is the case) there are no facts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


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

Application is hereby made to list this issue of Notes on 14 June 2017.

SIGNED at Pretoria on this 12 day of JUNE 2017.

For and on behalf of
PREMIUM PROPERTIES LIMITED


Name: JEFFREY PERCY WAPNICK
Capacity: Director
Who warrants his/her authority hereto


Name: ANTONIUS ICEWOW STEIN
Capacity: Director
Who warrants his/her authority hereto