



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

RESTONIC PROPRIETARY LIMITED

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

and

PG BISON PROPRIETARY LIMITED

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

and

SAFRIPOL PROPRIETARY LIMITED

(Incorporated in the Republic of South Africa with limited liability under registration number 2006/023706/07)

and

UNITRANS PASSENGER PROPRIETARY LIMITED

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

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 ZAR200,000,000 Senior Unsecured Floating Rate Notes due 1 November 2024

Under its ZAR10,000,000,000 Domestic Medium Term Note Programme

This Applicable Pricing Supplement must be read in conjunction with the amended and restated Programme Memorandum, dated 13 December 2019, prepared by KAP Industrial Holdings Limited in connection with the KAP Industrial Holdings Limited ZAR10,000,000,000 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

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| 1. | Issuer | KAP Industrial Holdings Limited |
| 2. | Guarantors | KAP Automotive Proprietary Limited;
Restonic Proprietary Limited;
PG Bison Proprietary Limited;
Safripol Proprietary Limited;
Unitrans Passenger Proprietary Limited;
Unitrans Supply Chain Solutions Proprietary Limited |

3.	Dealer	Investec Bank Limited, acting through its Corporate and Investment Banking Division
	Registered Address	100 Grayston Drive, Sandton, 2196
4.	Manager	N/A
5.	Debt Sponsor	Nedbank Limited, acting through its Nedbank Corporate and Investment Banking division
	Registered Address	135 Rivonia Road, Sandown, 2196
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 Nedbank 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
9.	Issuer Agent	Nedbank Limited, acting through its Nedbank Corporate and Investment Banking division
	Specified Address	135 Rivonia Road, Sandown, 2196
10.	Settlement Agent	Nedbank Limited, acting through its Nedbank Corporate and Investment Banking division
	Specified Address	135 Rivonia Road, Sandown, 2196

PROVISIONS RELATING TO THE NOTES

11.	Status of Notes	Senior Unsecured
12.	Series Number	15
13.	Tranche Number	2
14.	Aggregate Nominal Amount:	
	(a) Series	ZAR450,000,000
	(b) Tranche	ZAR200,000,000
15.	Interest	Interest-bearing
16.	Interest Payment Basis	Floating Rate
17.	Automatic/Optional Conversion from one Interest/Redemption/Payment Basis to another	N/A
18.	Form of Notes	The Notes in this Tranche are listed Notes issued in uncertificated form and held in the CSD
19.	Issue Date	15 September 2021
20.	Nominal Amount per Note	ZAR1,000,000
21.	Specified Denomination	ZAR1,000,000
22.	Specified Currency	ZAR
23.	Issue Price	100.06244 percent

24.	Interest Commencement Date	15 September 2021
25.	Maturity Date	1 November 2024
26.	Applicable Business Day Convention	Following Business Day
27.	Final Redemption Amount	100% of Nominal Amount
28.	Last Day to Register	by 17h00 on 21 January, 20 April, 21 July and 21 October of each year until the Maturity Date, or if such day is not a Business Day, the Business Day before each Books Closed Period
29.	Books Closed Period(s)	The Register will be closed from 22 January to 31 January, 21 April to 30 April, 22 July to 31 July and 22 October to 31 October (all dates inclusive) of each year until the Maturity Date, or if any early redemption occurs, 10 days prior to the actual Redemption Date
30.	Default Rate	N/A

FIXED RATE NOTES

N/A

FLOATING RATE NOTES

31.	(a) Floating Interest Payment Date(s)	1 February, 1 May, 1 August and 1 November of each year until the Maturity Date, or, if such day is not a Business Day, the Business Day on which interest will be paid, as determined in accordance with the Applicable Business Day Convention with the first Floating Interest Payment Date being 1 November 2021, or, if such day is not a Business Day, the Business Day on which interest will be paid, as determined in accordance with the Applicable Business Day Convention
	(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 the Interest Commencement Date and ending on, but excluding, the following Floating Interest Payment Date (each Floating Interest Payment Date as adjusted in accordance with the Applicable Business Day Convention)
	(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) Day Count Fraction	N/A
	(g) Other terms relating to the method of calculating interest (e.g.: Day Count Fraction, rounding up provision)	N/A
32.	Rate of Interest and the manner in which the Rate of Interest is to be determined	Screen Rate Determination (Reference Rate plus Margin)

33.	Margin	160 basis points to be added to the Reference Rate
34.	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
35.	If Screen Rate Determination:	
	(a) Reference Rate (including relevant period by reference to which the Rate of Interest is to be calculated)	3 month ZAR-JIBAR-SAFEX
	(b) Interest Rate Determination Date(s)	1 February, 1 May, 1 August and 1 November, of each year until the Maturity Date with the first Interest Rate Determination Date being 30 October 2019 (each Interest Rate Determination Date as adjusted in accordance with the Applicable Business Day Convention)
	(c) Relevant Screen Page and Reference Code	Reuters page SAFEY MNY MKT code 0#SFXMM: or any successor page
36.	If Rate of Interest to be calculated otherwise than by ISDA Determination or Screen Rate Determination, insert basis for determining Rate of Interest/Margin/ Fallback provisions	N/A
37.	Calculation Agent responsible for calculating amount of principal and interest	Nedbank Limited, acting through its Nedbank 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	
38.	Redemption at the Option of the Issuer	No
39.	Redemption at the Option of the Senior Noteholders	No
40.	Redemption in the event of a Change of Control at the election of Noteholders pursuant to Condition	Yes

11.5 (*Redemption in the event of a Change of Control*) or any other terms applicable to a Change of Control

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| 41. | Redemption in the event of a failure to maintain JSE Listing and Rating at the election of Noteholders pursuant to Condition 11.6 (<i>Redemption in the event of a failure to maintain JSE Listing and Rating</i>) | Yes |
| 42. | Early Redemption Amount(s) payable on redemption for taxation reasons or on Event of Default (if required). | Yes |

GENERAL

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| 43. | Financial Exchange | Interest Rate Market of the JSE Limited |
| 44. | Additional selling restrictions | N/A |
| 45. | ISIN No. | ZAG000163999 |
| 46. | Stock Code | KAP015 |
| 47. | Stabilising manager | N/A |
| 48. | Provisions relating to stabilisation | N/A |
| 49. | Method of distribution | Private Placement |
| 50. | Credit Rating assigned to the Issuer | A+(ZA) (Long Term); A1(ZA) (Short Term), as at 20 November 2020 |
| 51. | Applicable Rating Agency | Global Credit Rating Co (Pty) Ltd |
| 52. | Governing law (if the laws of South Africa are not applicable) | N/A |
| 53. | Other provisions | N/A |

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

54. Paragraph 3(5)(a)
The “*ultimate borrower*” (as defined in the Commercial Paper Regulations) is the Issuer.
55. 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.
56. Paragraph 3(5)(c)
The auditor of the Issuer is Deloitte & Touche.
57. Paragraph 3(5)(d)
As at the date of this issue:
- (i) the Issuer has issued ZAR5,226,000,000 (excluding this issuance and the tap of the KAP017 Notes and the issue of the KAP020 and KAP021 Notes) of Commercial Paper (as defined in the Commercial Paper Regulations); and
 - (ii) the Issuer estimates that it will issue no additional Commercial Paper during the current financial year, ending 30 June 2022.

58. 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.

59. 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.

60. Paragraph 3(5)(g)

The Notes issued will be listed.

61. 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.

62. Paragraph 3(5)(i)

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

63. 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 does not comply in all material respects with the relevant provisions of the Commercial Paper Regulations.

Responsibility:

The Issuer certifies that to the best of its knowledge and belief there are no facts that have been omitted from the Programme Memorandum or this Applicable Pricing Supplement which would make any statement false or misleading and that all reasonable enquiries to ascertain such facts have been made as well as that the Programme Memorandum together with this Applicable Pricing Supplement, contains all information required by law and the Debt Listings Requirements of the JSE. The Issuer accepts full responsibility for the accuracy of the information contained in the Programme Memorandum, the Applicable Pricing Supplement and all information incorporated by reference (see the section of the Programme Memorandum headed "*Documents Incorporated by Reference*"), except as otherwise stated therein.

The JSE takes no responsibility for the contents of the Programme Memorandum read with this Applicable Pricing Supplement, the annual reports, which include the annual financial statements 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 read with this Applicable Pricing Supplement, the annual reports, which include the annual financial statements 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 Notes is not to be taken in any way as an indication of the merits of the Issuer or of the Notes and that, to the extent permitted by law, the JSE will not be liable for any claim whatsoever.

Programme Amount:

As at the date of this Applicable Pricing Supplement, the Issuer confirms that the authorised Programme Amount of ZAR10,000,000,000 has not been exceeded.

Material Change:

As at the date of this Applicable Pricing Supplement, and after due and careful enquiry, there has been no material change in the financial or trading position of the Issuer and its Subsidiaries since the date of the Issuer's latest audited financial statements. As at the date of this Applicable Pricing Supplement, there has been no involvement by Deloitte & Touche in making the aforementioned statement.

Listing:

Application is hereby made to list this issue of Notes on 15 September 2021

This represents the Applicable Pricing Supplement which was duly executed on 13 September 2021. The signed document can be inspected by noteholders at the registered offices of the company during business hours.

SIGNED at _____ on this _____ day of _____ 2021

For and on behalf of

KAP INDUSTRIAL HOLDINGS LIMITED

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

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