

AMENDED AND RESTATED APPLICABLE PRICING SUPPLEMENT



EMIRA PROPERTY FUND LIMITED

(Incorporated in the Republic of South Africa with limited liability under registration number 2014/130842/06)

Issue of ZAR300 000 000 Senior Unsecured Floating Rate Listed Notes with a Stock Code EPF02

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 Amended and Restated Applicable Pricing Supplement (as defined below).

This Applicable Pricing Supplement as amended and restated on 1 July 2015 (this **Amended and Restated Applicable Pricing Supplement**) must be read in conjunction with the Programme Memorandum prepared by Emira Property Fund Limited dated 1 July 2015 (the **Programme Memorandum**), as amended or supplemented from time to time. To the extent that there is any conflict or inconsistency between the contents of this Amended and Restated Applicable Pricing Supplement and the Programme Memorandum, the provisions of this Amended and Restated Applicable Pricing Supplement shall prevail.

Any capitalised terms not defined in this Amended and Restated Applicable Pricing Supplement shall have the meanings ascribed to them in the Terms and Conditions. References in this Amended and Restated 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 Amended and Restated 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 the JSE Listings Requirements. The Issuer accepts full responsibility for the information contained in the Programme Memorandum, this Amended and Restated Applicable Pricing Supplement and the annual financial report and any amendments to the annual financial report or any supplements from time to time, except as otherwise stated therein.

The JSE assumes no responsibility or liability of whatsoever nature for the contents of the Programme Memorandum or this Amended and Restated Applicable Pricing Supplement or the annual financial report or any other information incorporated by reference into the Programme Memorandum (as amended or restated from time to time), and the JSE makes no representation as to the accuracy or completeness of the Programme Memorandum or this Amended and Restated Applicable Pricing Supplement, the annual financial report or any other information incorporated by reference into the Programme Memorandum (as amended or restated from time to time). The JSE expressly disclaims any liability for any loss arising from or in reliance upon the whole or any part of this Programme Memorandum or this Amended and Restated Applicable Pricing Supplement or the annual financial report or any other information incorporated by reference into this Programme Memorandum (as amended or restated from time to time).

DESCRIPTION OF THE NOTES

1.	Issuer	Emira Property Fund Limited
2.	Status of the Notes	Senior Notes
3.	Security	Unsecured
4.	Form of Notes	The Notes in this Tranche will be listed and issued in uncertificated form and held by the CSD
5.	Series number	12
6.	Tranche number	1
7.	Aggregate Nominal Amount	ZAR300 000 000
8.	Interest Payment Basis	Floating Rate
9.	Issue Date	30 May 2014
10.	Nominal Amount per Note	ZAR1 000 000
11.	Specified Denomination	ZAR1 000 000
12.	Issue Price	100% of the Nominal Amount
13.	Applicable Business Day Convention	Following Business Day
14.	Interest Commencement Date	30 May 2014
15.	Step-Up Date	N/A
16.	Maturity Date	28 May 2018
17.	Specified Currency	ZAR
18.	Additional Business Centre	N/A
19.	Final Redemption Amount	100% of the Nominal Amount
20.	Set out the relevant description of any additional/other Terms and Conditions relating to the Notes (including additional covenants)	N/A

FIXED RATE NOTES

N/A

FLOATING RATE NOTES

21.	Interest Payment Date(s)	28 February, 28 May, 28 August and 28 November in each year until the Maturity Date
22.	Interest Period(s)	From (and including) 28 February to (but excluding) 28 May, from (and including) 28 May to (but excluding) 28 August, from (and including) 28 August to (but excluding) 28 November, from (and including) 28 November to (but excluding) (in each case subject to the Applicable Business Day Convention)
23.	Manner in which the Interest Rate is to be determined	Screen Rate Determination
24.	Margin	1.6% per annum to be added from the relevant Reference Rate
25.	Margin for the Step-Up Rate	N/A

26.	If Screen Determination	
	(a) Reference Rate (including relevant period by reference to which the Interest Rate is to be calculated)	3 month JIBAR
	(b) Rate Determination Date(s)	27 May 2014 for the first Interest Period, and the first Business Day of each Interest Period thereafter
	(c) Relevant Screen page and Reference Code	SAFEY
27.	If Interest Rate to be calculated otherwise than by reference to Screen Rate Determination, insert basis for determining Interest Rate/Margin/Fall back provisions	N/A
28.	Any other terms relating to the particular method of calculating interest	N/A
	ZERO COUPON NOTES	N/A
	INDEX-LINKED NOTES	N/A
	OTHER NOTES	N/A
29.	If the Notes are not Fixed Rate Notes or Floating Rate Notes, or if the Notes are a combination of the above and some other Note, set out the relevant description of any additional Terms and Conditions relating to such Notes	N/A
	PROVISIONS REGARDING REDEMPTION/ MATURITY	
30.	Redemption at the option of the Issuer	No
31.	Redemption at the option of the Senior Noteholders	No
	Redemption in the event of a breach of the Loan to Value at the election of Noteholders pursuant to Condition 9.5 (<i>Redemption in the event of a breach of the Loan to Value Ratio</i>)	Yes
32.	Redemption in the event of a Change of Control at the election of Noteholders pursuant to Condition 9.6 (<i>Redemption in the event of a Change of Control</i>) or any other terms applicable to a Change of Control	Yes

33. Redemption in the event of a failure to maintain JSE listing or credit rating at the election of Noteholders pursuant to Condition 9.7 (*Redemption in the event of a failure to maintain JSE listing or credit rating*) Yes
34. Early Redemption Amount(s) payable on redemption for Taxation reasons in terms of Condition 9.2 (*Redemption for Tax Reasons*) or early redemption following an Event of Default in terms of Condition 16 (*Events of Default*) Yes
- If yes:
Early Redemption Amount and method, if any, of calculation of such amount as per Condition 9.8 (*Early Redemption Amounts*)

GENERAL

35. Additional selling restrictions N/A
36. International Securities Numbering (ISIN) ZAG000116393
37. Stock Code EPF02
38. Provisions relating to stabilisation N/A
39. Financial Exchange Interest Rate Market of the JSE
40. Dealer(s) FirstRand Bank Limited, acting through its Rand Merchant Bank division
41. Method of distribution Private Placement
42. Rating assigned to Issuer (if any), date of such rating and date for review of such rating A_(za) as at April 2015, to be reviewed annually
43. Applicable Rating Agency Global Credit Ratings Co Proprietary Limited
44. Governing law (if the laws of South Africa are not applicable) N/A
45. Last Day to Register by 17h00 on 17 February, 17 May, 17 August and 17 November in each year until the Maturity Date, each being a day preceding a Books Closed Period
46. Books Closed Period The register will be closed from 18 February to 27 February, from 18 May to 27 May, from 18 August to 27 August and from 18 November to 27 November (all dates inclusive) of each year until the Maturity Date
47. Calculation Agent FirstRand Bank Limited, acting through its Rand Merchant Bank division

48.	Specified Office of the Calculation Agent	1 Merchant Place Cnr Fredman Drive & Rivonia Road Sandton 2196
49.	Transfer Agent	FirstRand Bank Limited, acting through its Rand Merchant Bank division
50.	Specified Office of the Transfer Agent	1 Merchant Place Cnr Fredman Drive & Rivonia Road Sandton 2196
51.	Stabilisation Manager, if any	N/A
52.	Debt Sponsor	FirstRand Bank Limited, acting through its Rand Merchant Bank division
53.	Issuer's Settlement Agent	FirstRand Bank Limited, acting through its Rand Merchant Bank division
54.	Specified Office of the Issuer's Settlement Agent	1 Merchant Place Cnr Fredman Drive & Rivonia Road Sandton 2196
55.	Additional Events of Default	N/A
56.	Other provisions	N/A

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

57. Paragraph 3(5)(a)
The “*ultimate borrower*” (as defined in the Commercial Paper Regulations) is the Issuer.
58. 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.
59. Paragraph 3(5)(c)
The auditor of the Issuer is PriceWaterhouseCoopers Inc.
60. Paragraph 3(5)(d)
As at the Issue Date:
- (a) the Outstanding Nominal Amount of all Notes issued by the Issuer is issued ZAR1,680,000,000 (excluding this issuance); and
 - (b) It is anticipated that the Issuer will not issue any additional Notes during the remainder of its current financial year, ending 30 June 2014.
61. Paragraph 3(5)(e)
Prospective investors in the Notes are to consider this Amended and Restated 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.

62. 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.

63. Paragraph 3(5)(g)

The Notes issued will be listed, as stated in this Amended and Restated Applicable Pricing Supplement.

64. 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.

65. Paragraph 3(5)(i)

The obligations of the Issuer in respect of the Notes are unsecured.

66. Paragraph 3(5)(j)

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.

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

SIGNED at _____ on this _____ day of July 2015

For and on behalf of
EMIRA PROPERTY FUND LIMITED

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

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