**Fast Track Listings - Applicable Pricing Supplement Checklist**

The pricing supplement relating to a specific issue of a debt security under a registered placing document must provide an investor with enough information (including the full terms and conditions of that debt security) for an investor to fully understand the debt security and must include, as a minimum and where applicable, the items detailed in the checklist below.

Please note that where approval for a listing of debt securities is required from the Financial Surveillance Department of the South African Reserve Bank, the JSE will not grant formal approval of the listing of the debt securities until such written approval is submitted to the JSE.

Please indicate the specific paragraph and page numbers of the document that show compliance with the Debt Listings Requirements in this checklist.

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|  | **DLR Ref** | **Requirement** | **Response by the Debt Sponsor / Designated Person** | **JSE comments** |
|  | ***4.31*** | ***Listing of a debt security*** | | |
|  | 4.31(a) | The secondary registered issuer must submit to the JSE, via its debt sponsor or designated person, its applicable pricing supplement (or equivalent thereof) for approval by the JSE, in accordance with the timetable detailed in the debt market process document. |  |  |
|  | 4.31(b) | The applicable pricing supplement must comply with the following paragraphs: |  |  |
|  | 4.31(b)(i) | 4.9: Does the performance of the debt security relate to the performance of an index? If so, has the index and index calculator been approved by the JSE? |  |  |
|  | 4.31(b)(ii) | 4.14: Please complete the 4.14 checklist attached as Annexure 1 hereto if a guarantee specific to this series of notes will be signed. |  |  |
|  | 4.13(b)(iii) | ***4.22: Pricing supplement***  A pricing supplement relating to a specific issue of a debt security under a registered programme memorandum (or in the case of a foreign issuer, under the JSE supplement) must provide an investor with sufficient information, including the full terms and conditions of that debt security, for an investor to fully understand the debt security and must include as a minimum, if applicable, the following: | | |
|  | 4.22(a) | Instrument code |  |  |
|  | 4.22(b) | Issue date |  |  |
|  | 4.22(c) | Issue price |  |  |
|  | 4.22(d) | Nominal value |  |  |
|  | 4.22(e) | ISIN |  |  |
|  | 4.22(f) | Interest commencement date |  |  |
|  | 4.22(g) | Dates and method for interest calculation |  |  |
|  | 4.22(h) | If several interest rates are provided for, an indication of the conditions that will trigger the changes in the interest rate |  |  |
|  | 4.22(i) | Interest payment dates |  |  |
|  | 4.22(j) | Coupon rate (limited to 3 decimals) |  |  |
|  | 4.22(k) | The type of debt security to be issued (e.g. fixed rate, floating rate, zero coupon, etc.) |  |  |
|  | 4.22(l) | Base CPI for inflation-linked instruments |  |  |
|  | 4.22(m) | Last Day to Register |  |  |
|  | 4.22(n) | Books Closed Period |  |  |
|  | 4.22(o) | Redemption/maturity date and the legal final maturity date, if different to the maturity date |  |  |
|  | 4.22(p) | Total nominal value of debt securities in issue |  |  |
|  | 4.22(q) | A statement that the authorised amount, if applicable, has not been exceeded |  |  |
|  | 4.22(r) | Date of the placing document |  |  |
|  | 4.22(s) | Business day convention |  |  |
|  | 4.22(t) | Final amount payable on maturity if different from nominal value |  |  |
|  | 4.22(u) | Where the instrument is linked to a listed equity security, the name and ISIN of that instrument |  |  |
|  | 4.22(v) | Credit rating for the applicant issuer, guarantor or debt security, if applicable |  |  |
|  | 4.22(w) | The arrangements for the amortisation of the debt securities, if any, including the repayment schedules |  |  |
|  | 4.22(x) | The names and business addresses of the paying agent, calculation agent and settlement agent |  |  |
|  | 4.22(y) | If applicable, a statement that exchange control approval has been granted to the applicant issuer for the listing of the debt securities |  |  |
|  | 4.22(z) | Where the applicant issuer is not governed under the CP Regulations or Securitisation Regulations, a material change statement in the form detailed in paragraph 4.16(b) |  |  |
|  | 4.22(aa) | Statements by the applicant issuer complying with paragraphs 4.17(a) and (b) |  |  |
|  | 4.22(bb) | any additional terms or conditions not disclosed in the placing document |  |  |
|  | 4.22(cc) | If credit-linked notes are issued, the following must be disclosed: | | |
|  | 4.22(cc)(i) | the name of the reference entity |  |  |
|  | 4.22(cc)(ii) | the name of the issuing entity of the reference obligation, if applicable |  |  |
|  | 4.22(cc))(iii) | the characteristics and ISIN of the reference obligation, if applicable |  |  |
|  | 4.22(cc)(iv) | Statement regarding financial information of the issuing entity/guarantor of the issuing entity |  |  |
|  | 4.22(dd) | If asset-backed debt securities are issued, the following information must be included: | | |
|  | 4.22(dd)(i) | Supplementary information on the underlying assets as required by section 6, please see the Section 6 checklist attached as Annexure 2 to this document. Applicant issuers must ensure that the website addresses where the financial information of the issuing entities of the underlying assets, as referred to in paragraph 6.7(b)(ix), are included in the pricing supplement or the report produced by the issuer for its investors |  |  |
|  | 4.22(dd)(ii) | The pricing supplement or report produced by issuers for its investors must indicate if the proceeds of the debt security issue will be used to acquire underlying assets and if so, the date on which the assets will be transferred to the issuer |  |  |
|  | 4.22(ee) | If the debt security is linked to the performance of an index (other than inflation indices), the following must be included: | | |
|  | 4.22(ee)(i) | The name, code and currency of the index |  |  |
|  | 4.22(ee)(ii) | The name of the index sponsor and index calculator |  |  |
|  | 4.22(ee)(iii) | The website address where the index’s ground rules document is available |  |  |
|  | 4.22(ee)(iv) | A statement that any changes to the index methodology will be published on SENS and communicated to the JSE |  |  |
|  | 4.22(ee)(v) | A statement that all other changes as detailed in the ground rules document will be published on the index calculator’s website and the website address must be included |  |  |
|  | 4.22(ee)(vi) | A statement confirming how often the level of the index is published (for example daily, monthly) and the website address where the level of the index is published |  |  |
|  | 4.22(ee)(vii) | If there are other indices underlying the index being referenced, the ground rules document of the underlying indices must be publicly available. The pricing supplement must include: |  |  |
|  | 4.22(ee)(vii)(1) | A list of the indices underlying the referenced index |  |  |
|  | 4.22(ee)(vii)(2) | A statement confirming how often the level of each of these indices are published |  |  |
|  | 4.22(ee)(vii)(3) | The website address where the level for each of those indices is published |  |  |
|  | 4.22(ff) | Any other relevant information |  |  |
|  | 4.13(b)(iv) | 4.23: Please ensure compliance with this paragraph when signing the pricing supplement |  |  |
|  | 4.13(b)(v) | 4.24: Rating Agencies: Should the applicant issuer or the guarantor of the applicant issuer’s debt securities elect formally accept the credit rating given, such rating must be included in the pricing supplement |  |  |

**Annexure 1: Paragraph 4.14 - Checklist**

Please complete the following checklist if a separate guarantee will be signed for the South African debt securities to be issued.

Please indicate the specific paragraph and page numbers of the document that show compliance with the Debt Listings Requirements in this checklist.

|  | **DLR Ref** | **Requirement** | **Response by the sponsor** | **JSE comments** |
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|  | ***4.14 (a)*** | ***Where the debt security to be issued is subject to a security structure, guaranteed, secured and/or subject to credit enhancement, the placing document must include the following details:*** | | |
|  | 4.14(a)(i) | Description of the salient terms of the security structure, guarantee, security and/or credit enhancement agreement |  |  |
|  | 4.14(a)(ii) | Full name, registration number, registered address and general business of the entity providing the security structure, guarantee, security and/or credit enhancement |  |  |
|  | 4.14(a)(iii) | Full names of the entity’s directors |  |  |
|  | 4.14(a)(iv) | If there is a guarantor, a litigation statement |  |  |
|  | 4.14(a)(v) | Effective date of the security structure, guarantee, security and/or credit enhancement |  |  |
|  | 4.14(a)(vi) | Where a copy of the agreements related to the security structure, guarantee, security agreement and/or credit enhancement agreement can be obtained |  |  |
|  | 4.14(a)(vii) | Whether the security structure, guarantee, security and/or credit enhancement is conditional or unconditional and, if applicable, whether revocable or irrevocable; |  |  |
|  | 4.14(a)(viii) | The trigger events for the security structure, guarantee, security and/or credit enhancement to be utilised and the conditions under which payments are made thereunder |  |  |
|  | 4.14(a)(ix) | Amendment provision for amendments to the agreements relating to the security structure, guarantee (excluding amendments to the size of the guarantee consequent to a change in the authorised amount), security agreement and/or credit enhancement agreement |  |  |
|  | ***4.14(b)*** | ***Details of debenture/bond trustee company and/or representatives for the holders of debt securities, if applicable, must be included in the placing document:*** | | |
|  | 4.14(b)(i) | Full name and registered address, summary of the main responsibilities of the debenture/bond trustee company and/or the conditions of the representation and the terms or conditions under which the debenture/bond trustee company and/ or the representative of the holders of debt securities may be replaced |  |  |
|  | 4.14(b)(ii) | A statement that the trust deed or the agreement entered into between the applicant issuer and the representative of the holders of debt securities will be available at the applicant issuer’s registered office |  |  |

**Annexure 2: Section 6 – Checklist**

Please complete the relevant portions of the following checklist if the debt securities to be issued will be asset-backed debt securities. Please note that information already contained in the prospectus or JSE supplement does not need to be repeated in the applicable pricing supplement however, reference must be made in the checklist as to where this information is contained in the prospectus/JSE supplement.

Please indicate the specific paragraph and page numbers of the document that show compliance with the Debt Listings Requirements in this checklist.

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|  | **DLR Ref** | **Requirement** | **Response by the Debt Sponsor / Designated Person** | **JSE comments** |
|  | ***6.1 – 6.3*** | ***Securitisations*** | | |
|  | 6.2 | The placing document or pricing supplement published in connection with the issue of debt securities in a securitisation must, over and above the information required as per section 4, include the following additional information where applicable: | | |
|  | 6.2(a) | A general description of the underlying assets/rights forming the subject matter of the securitisation specifying at least the following, where applicable: |  |  |
|  | 6.2(a)(i) | the legal jurisdiction(s) where the assets are located |  |  |
|  | 6.2(a)(ii) | the title/recourse to the assets |  |  |
|  | 6.2(a)(iii) | the eligibility criteria for the selection of the assets must be fully stated in the placing document or pricing supplement and a statement must be included that any amendments to the eligibility criteria will require approval from holders of debt securities in accordance with paragraph 7.26 |  |  |
|  | 6.2(a)(iv) | the number and value of the assets in the pool |  |  |
|  | 6.2(a)(v) | the seasoning of the assets |  |  |
|  | 6.2(a)(vi) | the level of collateralisation |  |  |
|  | 6.2(a)(vii) | rights of the applicant issuer or seller/originator to substitute the assets and the qualifying criteria |  |  |
|  | 6.2(a)(viii) | the treatment of early amortisation/pre-payments of the assets |  |  |
|  | 6.2(a)(ix) | the general characteristics and descriptions of the underlying assets, providing the details where applicable as contained in Schedule 4 Form A3 available on the JSE website |  |  |
|  | 6.2(b) | Details on the following: |  |  |
|  | 6.2(b)(i) | a description of the sale or transfer of the assets or assignment of any rights in the assets to the applicant issuer, indicating the extent of the right of recourse to the originator or seller of the assets |  |  |
|  | 6.2(b)(ii) | a description of the structure and a flow diagram of the structure |  |  |
|  | 6.2(b)(iii) | an explanation of the flow of funds stating: |  |  |
|  | 6.2(b)(iii)(1) | how often payments are collected in respect of the underlying assets (eg. daily/monthly/quarterly, etc.) |  |  |
|  | 6.2(b)(iii)(2) | a description of all fees payable by the applicant issuer and the amounts payable |  |  |
|  | 6.2(b)(iii)(3) | the order of priority of payments made by the applicant issuer |  |  |
|  | 6.2(b)(iii)(4) | details of any other arrangements upon which payments of interest and principal to holders of debt securities are dependent |  |  |
|  | 6.2(b)(iii)(5) | an indication of where potential material liquidity shortfalls may occur and plans to cover potential shortfalls |  |  |
|  | 6.2(b)(iv) | information regarding the accumulation of surpluses in the applicant issuer and an indication of the investment criteria for the investment of any liquidity surpluses |  |  |
|  | 6.2(b)(v) | details of any interest held in the debt securities by the originator |  |  |
|  | 6.2(b)(vi) | the name, address, description and significant business activities of: |  |  |
|  | 6.2(b)(vi)(1) | the originator of the underlying assets to the securitisation |  |  |
|  | 6.2(b)(vi)(2) | the seller of the underlying assets to the securitisation (if different to the originator) |  |  |
|  | 6.2(b)(vi)(3) | the servicing agent or equivalent. A summary of the servicing agent’s responsibilities and a summary of the provisions relating to the appointment or removal of the servicing agent and back-up servicing agent and their details must also be included in the placing document or pricing supplement |  |  |
|  | 6.3 | The following information, as required by paragraph 6.2, can instead be included in the report produced by issuers for its investors, provided that the website (where such report will be available) must be included in the placing document or pricing supplement and such report must be available on the relevant website at least 1 business day before the issue date: |  |  |
|  | 6.3(a) | 6.2(a)(iv) |  |  |
|  | 6.3(b) | 6.2(a)(v) |  |  |
|  | 6.3(c) | 6.2(a)(vi) |  |  |
|  | 6.3(d) | 6.2(a)(ix) |  |  |
|  | 6.3(e) | 6.2(b)(iii)(1) |  |  |
|  | ***6.4 – 6.9*** | ***Other asset-backed debt securities*** | | |
|  | 6.6 | For asset-backed debt securities, which will be backed by a pool of fungible financial assets and where no obligor accounts for more than 10% of the value of the assets the placing document or pricing supplement published in connection with the issue of the debt securities must, over and above the information required as per section 4, include the following additional information (where applicable): | | |
|  | 6.6(a) | all the information required by paragraph 6.2. The information required by paragraphs 6.2(a)(iv), 6.2(a)(v), 6.2(a)(vi), 6.2(a)(ix) and 6.2(b)(iii)(1) can instead be included in the report produced by issuers for its investors, provided that the website (where such report will be available) must be included in the placing document or pricing supplement and the report produced by issuers for its investors must be available on the relevant website at least 1 business day before the issue date |  |  |
|  | 6.6(b) | details on the following: |  |  |
|  | 6.6(b)(i) | the names and addresses and brief description of: |  |  |
|  | 6.6(b)(i))(1) | the provider/s of material forms of credit enhancement. Details of the credit enhancement provided must also be included in the placing document |  |  |
|  | 6.6(b)(i)(2) | the provider/s of liquidity facilities. Details of the liquidity facility provided must also be included in the placing document |  |  |
|  | 6.7 | For asset-backed debt securities, other than those described in paragraph 6.6, with debt securities as the underlying instruments, the placing document or pricing supplement published in connection with the issue of the debt securities must, over and above the information required as per Section 4, include the following additional information (where applicable): | | |
|  | 6.7(a) | all the information required by paragraphs 6.2(a)(i) to (iv), (vii) and (viii), 6.2(b) and 6.6(b). The information required by paragraphs 6.2(a)(iv),and 6.2(b)(iii)(1) can instead be included in the report produced by issuers for its investors, provided that the website (where such report will be available) must be included in the placing document or pricing supplement and such report must be available on the relevant website at least 1 business day before the issue date |  |  |
|  | 6.7(b) | for each underlying asset that accounts for 10% or more of the total value of the underlying assets, the following must be disclosed: |  |  |
|  | 6.7(b)(i) | the name of the issuing entity of the underlying asset |  |  |
|  | 6.7(b)(ii) | the maturity date |  |  |
|  | 6.7(b)(iii) | payment periods (for example, daily / monthly / quarterly / etc.) |  |  |
|  | 6.7(b)(iv) | whether the asset is amortising or not |  |  |
|  | 6.7(b)(v) | the nominal value |  |  |
|  | 6.7(b)(vi) | the financial year-end of the issuing entity of the underlying asset |  |  |
|  | 6.7(b)(vii) | if there is a physical asset to which the financial asset is related, information on the physical asset must also be disclosed |  |  |
|  | 6.7(b)(viii) | if the asset is guaranteed, details of the guarantor must be included |  |  |
|  | 6.7(b)(ix) | The statement regarding the financial information of the issuing entity of the underlying asset |  |  |
|  | 6.7(c) | where there is no asset that accounts for 10% or more of the total value of the underlying assets, the general characteristics and description of the underlying assets, providing the details where applicable as required in the Schedule 4 Form A3, which is available on the JSE website |  |  |
|  | 6.7(d) | the weighted average time to maturity |  |  |
|  | 6.7(e) | the weighted average interest rate unless there is only a single underlying asset, in which case the interest cover ratio must be provided |  |  |
|  | 6.7(f) | where the underlying assets have been provided with a public credit rating, such credit rating with respect to the underlying assets must be disclosed |  |  |
|  | 6.8 | For asset-backed debt securities with equity securities as the underlying instruments: | | |
|  | 6.8(a) | These instruments must: |  |  |
|  | 6.8(a)(i) | have underlying assets that are listed on the JSE, unless otherwise agreed to by the JSE |  |  |
|  | 6.8(a)(ii) | have underlying assets which are minority interests and must not confer legal or management control of the companies |  |  |
|  | 6.8(a)(iii) | in respect of each underlying asset that accounts for 10% or more of the total market value of the underlying assets, the financial information of the company related to such asset must be available on a website |  |  |
|  | 6.8(b) | The following information, where applicable, must be disclosed in either the placing document or pricing supplement over and above the information required as per Section 4: |  |  |
|  | 6.8(b)(i) | details of the underlying assets, including but not limited to the following. The following information can also be included in the report produced by issuers for its investors, the website where such report will be available must be included in the placing document or pricing supplement and the report produced by issuers for its investors must be available on the relevant website at least 1 business day before the issue date: |  |  |
|  | 6.8(b)(i)(1) | number of assets held |  |  |
|  | 6.8(b)(i)(2) | total market value of the assets and total costs or projected costs of the assets, if different to the total market value |  |  |
|  | 6.8(b)(i)(3) | historical financial performance of the assets for the past 12 months |  |  |
|  | 6.8(b)(i)(4) | all the information required by paragraphs 6.2(a)(i) to (iii) and (vii) |  |  |
|  | 6.8(b)(i)(5) | for each underlying asset that accounts for 10% or more of the total market value of the underlying assets, the following details must be disclosed: |  |  |
|  | 6.8(b)(i)(5)(aa) | the name of the issuing entity of the underlying asset and ISIN |  |  |
|  | 6.8(b)(i)(5)(bb) | the financial year-end of the issuing entity |  |  |
|  | 6.8(b)(i)(5)(cc) | the exchange that the issuing entity is listed on |  |  |
|  | 6.8(b)(i)(5)(dd) | the percentage of equity held as a proportion of the listed issuing entity’s total issued shares |  |  |
|  | 6.8(b)(i)(5)(ee) | the market value of the equity held by the applicant issuer (as at the last practicable date prior to finalisation of the placing document or pricing supplement) |  |  |
|  | 6.8(b)(i)(5)(ff) | the cost of the asset or projected cost |  |  |
|  | 6.8(b)(i)(5)(gg) | the website address where the financial information of the issuing entity can be obtained |  |  |
|  | 6.8(b)(ii) | all the information required by paragraphs 6.2(b)(ii) to (iv) and (vi) and 6.6(b)(i)(2) |  |  |
|  | 6.8(b)(iii) | the dividend/interest payment policy |  |  |
|  | 6.8(b)(iv) | how corporate actions in the underlying asset/s or affecting the underlying asset/s will influence the rights of the holders of debt securities |  |  |
|  | 6.8(b)(v) | whether or not the holders of debt securities will receive any distributions receivable on the underlying asset/s and the frequency thereof |  |  |
|  | 6.9 | In relation to all asset-backed debt securities that do not fit within the definition of securitisations, a letter from the applicant issuer must be submitted to the JSE confirming, where applicable, the following: |  |  |
|  | 6.9(a) | that the applicant issuer is insolvency remote from the creditors of the originator/seller |  |  |
|  | 6.9(b) | that all assets have been transferred to or acquired by the applicant issuer and whether these assets have been registered in the name of the applicant issuer |  |  |
|  | 6.9(c) | that the security structure is enforceable |  |  |
|  | 6.9(d) | that the assets are held by a company, whose sole shareholder is a trust. The trust must be administered by trustees who are independent of the applicant issuer and represent the interests of the holders of the debt securities |  |  |