
APPLICABLE PRICING SUPPLEMENT



EQUITES PROPERTY FUND LIMITED

*(Incorporated in South Africa with limited liability under registration number 2013/080877/06
(the "Issuer"))*

**Issue of ZAR188,000,000 Senior Unsecured Floating Rate Notes due 14 November
2027 (Stock Code EQT022)**

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

This document constitutes the Applicable Pricing Supplement relating to the issue of Notes described in this Applicable Pricing Supplement.

This Applicable Pricing Supplement must be read in conjunction with the amended and restated Programme Memorandum issued by the Issuer dated 30 August 2021, as may be amended or supplemented from time to time. 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.

Any capitalised terms not defined in this Applicable Pricing Supplement shall have the meanings ascribed to them in the Terms and Conditions. References in this 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 Applicable Pricing Supplement are to that Condition of the Terms and Conditions.

DESCRIPTION OF THE NOTES

1. Issuer	Equites Property Fund Limited
2. Status of the Notes	Senior Notes
3. Security	Unsecured
4. Listed/Unlisted	Listed
5. Class, if applicable	N/A
6. Series number	25
7. Tranche number	1
8. Aggregate Principal Amount	ZAR188,000,000
Aggregate Principal Amount of this Tranche of Notes	ZAR188,000,000
9. Interest/Payment Basis	Floating Rate
10. Issue Date(s) and first settlement date	14 November 2024
11. Minimum Denomination per Note	ZAR1,000,000
12. Specified Denomination	ZAR1,000,000
13. Issue Price(s)	100%

14.	Applicable Business Day Convention, if different to that specified in the Terms and Conditions	Following Business Day
15.	Interest Commencement Date(s)	14 November 2024
16.	Step-Up Date	N/A
17.	Final Redemption Date	14 November 2027
18.	Specified Currency	Rand
19.	Additional Business Centre	N/A
20.	Maturity Amount	100% of the Aggregate Principal Amount
21.	Set out the relevant description of any additional/other Terms and Conditions relating to the Notes (including additional covenants, if any)	N/A
	FIXED RATE NOTES	N/A
	FLOATING RATE NOTES	
22.	Interest Payment Date(s)	14 February, 14 May, 14 August and 14 November of each year until the Final Redemption Date, with the first Interest Payment Date being 14 February 2025, 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 (as specified in this Applicable Pricing Supplement)
23.	Interest Period(s)	From and including the applicable Interest Payment Date and ending on but excluding the following Interest Payment Date, the first Interest Period commencing on (and including) the Interest Commencement Date and ending on the day before the next Interest Payment Date (each Interest Payment Date as adjusted in accordance with the Applicable Business Day Convention as specified in this Applicable Pricing Supplement)
24.	Manner in which the Interest Rate is to be determined	Screen Rate Determination
25.	Margin/Spread for the Interest Rate	110 basis points to be added to the relevant Reference Rate.
26.	Margin/Spread for the Step-Up Rate	N/A
27.	If Screen Determination	
	(a) Reference Rate (including relevant period by reference to which the Interest Rate is to be calculated)	3 month ZAR-JIBAR-SAFEX, unless the 3 month ZAR-JIBAR-SAFEX ceases to apply in which case such other rate as may be determined by the Calculation Agent and notified to the Noteholders pursuant to Condition 15 (<i>Notices</i>)
	(b) Rate Determination Date(s) (the interest rate determination date/s or reset dates of each Interest Period)	11 November 2024 for the first Interest Period, and thereafter the first Business Day of each Interest Period of each year until the Final Redemption Date
	(c) Relevant Screen page and Reference Code	Reuters page SAFEY code 01209 or any successor page

28.	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
29.	Any other terms relating to the particular method of calculating interest	N/A
	ZERO COUPON NOTES	N/A
	OTHER NOTES	N/A
	PROVISIONS REGARDING REDEMPTION/ MATURITY	
30.	Redemption at the option of the Issuer: if yes:	Yes
	(a) Optional Redemption Date(s)	On any day between 14 August 2027 and 14 November 2027 (both dates inclusive) with the first Optional Redemption Date being 14 August 2027
	(b) Optional Redemption Amount(s) and method, if any, of calculation of such amount(s)	The Aggregate Principal Amount of this Tranche outstanding plus interest accrued up to (and including) the Optional Redemption Date as specified in the relevant Notice
	(c) Minimum period of notice	20 calendar days
	(d) If redeemable in part:	N/A
	(e) Minimum Redemption Amount(s)	N/A
	(f) Higher Redemptive Amounts	N/A
	(g) Other terms applicable on Redemption	N/A
31.	Redemption at the option of the holders of the Senior Notes (Put Option)	No
32.	Redemption at the option of the holders of the Senior Notes upon the occurrence of a Put Event in terms of Condition 8.6 (<i>Optional Redemption in the respect of a Put Event</i>):	
	(a) Delisting of the Notes of this Tranche/the ordinary shares of the Issuer from the JSE	Yes
	(b) Change of Control Event	Yes
	(c) Issuer disposing of all or the greater part of its undertaking or assets	Yes
33.	Redemption in the event of a breach of Financial Covenant pursuant to Condition 8.7 (<i>Redemption in the event of a breach of Financial Covenant</i>)	Yes
34.	Early Redemption Amount(s) payable on redemption for Taxation reasons in terms of Condition 8.3 or Optional Redemption following a Put Event in terms of Condition 8.6 (<i>Optional Redemption in the respect of a Put Event</i>), or early redemption following a breach of Financial Covenant in terms of Condition 8.7 or early redemption	Yes

following an Event of Default in terms of Condition 11: if yes

Early Redemption Amount and method, if any, of calculation of such amount As per Condition 8.8

GENERAL

35. Additional selling restrictions	N/A
36. International Securities Numbering (ISIN)	ZAG000210402
37. Stock Code	EQT022
38. Financial Exchange	JSE Limited (Interest Rate Market)
39. Dealer(s)	The Standard Bank of South Africa Limited, acting through its Corporate and Investment Banking division
40. If syndicated, names of Lead Manager(s)	N/A
41. Method of distribution	Dutch Auction
42. Rating assigned to the Issuer/the Programme/this Tranche of Notes (if any)	“AA-(ZA)” and “A1+(ZA)” stable outlook: long term, short term and outlook included as of 26 June 2024
43. Rating Agency (if any)	Global Credit Rating Company Limited
44. Governing Law	South Africa
45. Last Day to Register	By 17h00 on 3 February, 3 May, 3 August and 3 November in each year until the Final Redemption Date, or if such day is not a Business Day, the Business Day before each Books Closed Period, or if any early redemption occurs, 11 days prior to the actual Final Redemption Date
46. Books Closed Period	4 February to 13 February, 4 May to 13 May, 4 August to 13 August and from 4 November to 13 November (all dates inclusive) in each year until the Final Redemption Date, or if any early redemption occurs, 10 days prior to the actual Final Redemption Date
47. Calculation Agent	Nedbank Limited, acting through its Nedbank Corporate and Investment Banking division
48. Specified Office of the Calculation Agent	135 Rivonia Road, Sandown, Sandton, 2196
49. Transfer Agent	Nedbank Limited, acting through its Nedbank Corporate and Investment Banking division
50. Specified Office of the Transfer Agent	135 Rivonia Road, Sandown, Sandton, 2196
51. Paying Agent	Nedbank Limited, acting through its Nedbank Corporate and Investment Banking division
52. Specified Office of the Paying Agent	135 Rivonia Road, Sandown, Sandton, 2196
53. Debt Sponsor	Nedbank Limited, acting through its Nedbank Corporate and Investment Banking division
54. Specified Office of the Debt Sponsor	135 Rivonia Road, Sandown, Sandton, 2196
55. Issuer’s Settlement Agent	Nedbank Limited, acting through its Nedbank Corporate and Investment Banking division
56. Specified Office of the Issuer’s Settlement Agent	135 Rivonia Road, Sandown, Sandton, 2196
57. Stabilisation Manager, if any	N/A

58. Programme Amount	ZAR10,000,000,000. The authorised amount of the Programme has not been exceeded.
59. Aggregate Outstanding Principal Amount of all Notes in issue on the Issue Date	ZAR4,765,000,000 excluding this issue of Notes and any other Notes to be issued on the Issue Date.
60. Additional Events of Default	N/A
61. Other provisions	

Default Interest

Each Note (or in the case of the redemption of part only of a Note, that part only of such Note) will cease to bear interest (if any) from the date of its redemption unless, upon due presentation thereof, payment of principal is improperly withheld or refused, in which event interest will continue to accrue on the Aggregate Principal Amount of the Note or part of the Note at the Margin specified at item 25 of this Applicable Pricing Supplement plus interest at a default rate of 2%, until the date on which all amounts due in respect of such Note have been paid, or, in respect of uncertificated Notes, the date on which the full amount of the money payable has been received by the CSD and/or the Participants and notice to that effect has been given to Noteholders in accordance with Condition 15 (*Notices*).

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

At the date of this Applicable Pricing Supplement:

Paragraph 3(5)(a)

The ultimate borrower is the Issuer.

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.

Paragraph 3(5)(c)

The auditor of the Issuer is PricewaterhouseCoopers Inc.

Paragraph 3(5)(d)

As at the date of this issue:

- (a) the Outstanding Principal Amount of all Notes issued by the Issuer is ZAR4,765,000,000 excluding this issue of Notes and any other Notes to be issued on the Issue Date; and
- (b) it is anticipated that the Issuer will issue additional Notes with an estimated nominal value of ZAR1,000,000,000 during the Issuer's current financial year (excluding this Tranche of Notes and any other Tranche(s) of Notes to be issued on the Issue Date).

Paragraph 3(5)(e)

Prospective investors in the Notes are to consider this 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.

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.

Paragraph 3(5)(g)

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

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.

Paragraph 3(5)(i)

The Notes are unsecured.

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 does not comply in all material respects with the relevant provisions of the Commercial Paper Regulations (Government Notice 2172 in Government Gazette No, 16167 of 14 December 1994) published under Paragraph (cc) of the definition of the "*business of a bank*" in terms of Section 1 of the Banks Act, 1990).

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, that all reasonable enquiries to ascertain such facts have been made and 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, this Applicable Pricing Supplement and all documents 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 integrated 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 integrated 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 published audited annual financial statements. As at the date of this Applicable Pricing Supplement, there has been no involvement by PricewaterhouseCoopers Inc, in making the aforementioned statement.

Listing:


Application is hereby made to list this issue of Notes on 14 November 2024.

Cape Town


SIGNED at _____ on this 11th day of November 2024

For and on behalf of

EQUITES PROPERTY FUND LIMITED

Signed by:

016DF7EC0B11447

Name: Andrea Taverna-Turisan
Capacity: Director
Who warrants his/her authority hereto

Signed by:

B42520182C73422

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