

VUKILE PROPERTY FUND LIMITED

(Incorporated in South Africa with limited liability under registration number 2002/027194/06)

R5,000,000,000 DOMESTIC MEDIUM TERM NOTE PROGRAMME

FIRST SUPPLEMENT TO THE APPLICABLE PRICING SUPPLEMENT RELATING TO THE ISSUE OF R100,000,000 SENIOR UNSECURED FLOATING RATE LISTED NOTES, STOCK CODE VKE05

Vukile Property Fund Limited (the "Issuer") has issued R100,000,000 Senior Unsecured Floating Rate Listed Notes with Stock Code VKE05, due 28 March 2018, on terms set out in an Applicable Pricing Supplement dated 26 March 2013 (the "Applicable Pricing Supplement") under its R5,000,000,000 Domestic Medium Term Note Programme pursuant to its Programme Memorandum dated 4 May 2012, as amended or supplemented from time to time (the "Programme Memorandum").

This document constitutes a supplement ("Supplement") to the Applicable Pricing Supplement.

In accordance with the amendments to the Terms and Conditions of the Notes approved pursuant to an Extraordinary Resolution of the Noteholders of all of the outstanding Notes of Series 7 issued by the Issuer passed on 29 September 2017, the Issuer amends the Applicable Pricing Supplement on the basis as set out in this Supplement.

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 Supplement is supplemental to, and should be read in conjunction with, the Applicable Pricing Supplement.

The remaining provisions of the Applicable Pricing Supplement shall apply, subject to any amendments required by this Supplement. All references to the Applicable Pricing Supplement shall mean the Applicable Pricing Supplement as supplemented by this Supplement, as further amended or supplemented from time to time.

AMENDMENTS

With effect from the date of this Supplement, the Applicable Pricing Supplement is amended by:

- (a) the deletion of Condition 23.1 of the Terms and Conditions of the Group 1 Notes in its entirety and the replacement thereof with the following:

"23.1 The Issuer must ensure that the Loan to Valuation Ratio of the Vukile Group Property Portfolio does not exceed 50% at any time, based on the most recent Open Market Valuation."

- (b) the deletion of Condition 24.2.3 in the definition of Loan to Valuation Ratio in its entirety and the replacement thereof with the following:

"24.2.3 V = the sum of (i) the amount of the most recent Open Market Valuation of all the Properties in the Vukile Group Property Portfolio, on a consolidated basis and (ii) the market value of equity accounted investments."

VUKILE PROPERTY FUND LIMITED

By: M. J. Potts

Director, duly authorised

Name: M. J. Potts

Date: 1/11/2017

By: H. C. Lopton

Director, duly authorised

Name: H. C. LOPTON

Date: 1/11/2017

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Arranger and Dealer



Attorneys to the Arranger