

Applicable Pricing Supplements – A28

Nqaba Finance 1 (RF) Limited

(Incorporated with limited liability in South Africa under registration number 2005/040050/06)

Issue of ZAR210,000,000 Secured Class A28 Notes

Under its R5 000 000 000 Asset Backed Note Programme, registered with the Bond Exchange of South Africa Limited (prior to its acquisition by the JSE Limited) on or about 13 April 2006, as amended from time to time

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 Programme Memorandum issued by Nqaba Finance 1 (RF) Limited originally dated 13 April 2006, as amended, novated or substituted 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 section of the Programme Memorandum headed "*Glossary of Definitions*". 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.

The Issuer certifies that to the best of its knowledge and belief there are no facts that have been omitted from the Programme Memorandum and Applicable Pricing Supplement which would make any statement false or misleading and that all reasonable enquiries to ascertain such facts have been made and that the Applicable Pricing Supplement contains all information required by Applicable Law and, in relation to any Tranche of Notes listed on the Interest Rate Market of the JSE, the JSE Debt Listings Requirements. The Issuer accepts full responsibility for the information contained in the Programme Memorandum, the Applicable Pricing Supplements and the annual financial statements and the annual financial report of the Issuer and any amendments or supplements to the aforementioned documents from time to time, except as otherwise stated therein.

DESCRIPTION OF THE NOTES

1. Issuer	Nqaba Finance 1 (RF) Limited
2. Status and Class of the Notes	Secured Class A28 Notes
3. Tranche number	1
4. Series number	28
5. Aggregate Principal Amount of this Tranche	ZAR210,000,000
6. Issue Date(s)	22 May 2019
7. Minimum Denomination per Note	R1,000,000
8. Issue Price(s)	100%
9. Applicable Business Day Convention	Following Business Day
10. Interest Commencement Date(s)	22 May 2019
11. Scheduled Maturity Date	22 May 2021
12. Final Maturity Date	22 May 2053
13. Final Redemption Amount	As per Condition 7
14. Use of Proceeds	The net proceeds of the issue of this Tranche, together with the net proceeds from the issue of the Class B21 Notes, will be used to refinance Classes A21 and D8 Notes, having a Scheduled Maturity Date of 22 May 2019. The proceeds will not be used to acquire underlying assets.
15. Pre-Funding Amount	No
16. Pre-Funding Period	N/A
17. Specified Currency	Rand
18. Prepayment Notes	No
19. Set out the relevant description of any additional Terms and Conditions relating to the Notes	N/A

FLOATING RATE NOTES

20. Interest Payment Date(s)	Means 22 August, 22 November, 22 February
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and 22 May, commencing on 22 August 2019 or, if such day is not a Business Day, the Business Day on which the interest will be paid, as determined in accordance with the applicable Business Day Convention (as specified in this Applicable Pricing Supplement)

21. Interest Period(s) each period commencing on and including the day of any Interest Payment Date and ending on but excluding the following Interest Payment Date, provided that the first Interest Period shall be from and including the Issue Date in relation to such issue to but excluding the first Interest Payment Date thereafter (each Interest Payment Date as adjusted in accordance with the applicable Business Day Convention)
22. Manner in which the Interest Rate is to be determined Screen Rate Determination
23. Margin/Spread for the Interest Rate 150 basis points per annum to be added to the relevant Reference Rate up to the Scheduled Maturity Date. After Scheduled Maturity Date, 140 percent of current margin to be added to the relevant Reference Rate up to the Final Maturity Date
24. If Screen Determination
- (a) Reference Rate (including relevant period by reference to which the Interest Rate is to be calculated) 3 (three) month ZAR-JIBAR-SAFEX
- (b) Rate Determination Date(s) Means 22 February, 22 May , 22 August and 22 November, with the first interest determination date being 22 May 2019. Each Determination Date as adjusted in accordance with the applicable Business Day Convention
- (c) Relevant Screen page and Reference Code Reuters screen SAFEX page under caption "Yield" (or on the SAFEX nominated successor screen for JIBAR) on or about

11h00, Johannesburg time, on the relevant Interest Payment Date, rounded to the nearest third decimal point

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| 25. If Interest Rate to be calculated otherwise than by reference to the previous 2 sub-clauses above, insert basis for determining Interest Rate/Margin/Fall back provisions | N/A |
| 26. If different from the Manager, agent responsible for calculating amount of principal and interest | N/A |
| 27. Any other terms relating to the particular method of calculating interest | N/A |

OTHER NOTES

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| 28. 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 (including, if applicable, the identity of the reference entity in the case of a credit linked Note) and any additional Terms and Conditions relating to such Notes | N/A |
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GENERAL

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| 29. Additional selling restrictions | N/A |
| 30. International Securities Identification Numbering (ISIN) | ZAG000159583 |
| 31. Stock Code | NQ1A28 |
| 32. Financial Exchange | The JSE Limited |
| 33. Dealer(s) | Absa Corporate and Investment Bank (a division of Absa Bank Limited) |
| 34. Method of distribution | Private Placement |
| 35. Rating assigned to this Tranche of Notes (if any) | None |
| 36. Date the Rating was assigned | N/A |
| 37. Date of Rating review | N/A |

38. Rating Agency	N/A
39. Governing Law	South Africa
40. Last Day to Register	16 February, 16 May, 16 August and 16 November of each year or if such day is not a business day, the business day before each Books Closed Period
41. Books Closed Period	The period from 17 February to 22 February of each year (both days inclusive), 17 May to 22 May of each year (both days inclusive), 17 August to 22 August of each year (both day inclusive), the period from 17 November to 22 November of each year (both days inclusive), until the final redemption date
42. Calculation and Paying Agent	Absa Bank Limited, acting through its Corporate and Investment Banking division
43. Specified Office of the Calculation and Paying Agent	15 Alice Lane, Sandton, 2196
44. Settlement Agent	Standard Chartered Bank
45. Specified Office of the Settlement Agent	4 Sandown Valley Crescent, Sandton, South Africa
46. Programme Limit	ZAR5,000,000,000
47. Aggregate Outstanding Principal Amount of Notes in issue on the Issue Date of this Tranche	ZAR1,426,000,000 excluding this Tranche of Notes and any other Tranche(s) of Notes to be issued on the Issue Date
48. Amount of Subordinated Loan to be borrowed simultaneously with this Tranche	Zero
49. Aggregate Principal Amount of Class B21 Notes to be issued simultaneously with this Tranche	ZAR24,000,000
50. Required Direct Employees Percentage	86%
51. Required Interest Margin	2.15%
52. Required Maximum Average Outstanding Balance	ZAR400,000
53. Required Weighted Average Current LTV Ratio	73%
54. Required Weighted Average PTI Ratio	18%
55. Required Weighted Average Original LTV Ratio	93%

56.	Required Maximum Second Property Percentage	8.50%
57.	Required Minimum Payroll Deduction Percentage	90%
58.	Redemption and Purchases	Terms and Conditions related to Redemption and purchases (Condition 7) and Events of Default (Condition 11) are set forth in the Programme Memorandum
59.	The number and value of the assets in the pool	http://www.sasf.co.za/investorreports/RMBS/RMBS_Nqaba.htm
60.	the seasoning of the assets	http://www.sasf.co.za/investorreports/RMBS/RMBS_Nqaba.htm
61.	the level of collateralisation	http://www.sasf.co.za/investorreports/RMBS/RMBS_Nqaba.htm
62.	General characteristics and descriptions of the underlying assets	http://www.sasf.co.za/investorreports/RMBS/RMBS_Nqaba.htm

Additional Terms and Conditions

18.7 The Eligibility Criteria shall not be amended without the consent of the Noteholders, in accordance with paragraph 7.26 of the Debt Listings Requirements.

Responsibility:

The JSE takes no responsibility for the contents of the placing document and the annual financial statements and/or the pricing supplements and/or the annual report 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 placing document and the annual financial statements and/or the pricing supplements and/or the annual report 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 placing document and listing of the debt securities is not to be taken in any way as an indication of the merits of the Issuer or of the debt securities and that, to the extent permitted by law, the JSE will not be liable for any claim whatsoever.

The Issuer confirms that as at the date of this Applicable Pricing Supplement, there has been no material change in the financial or trading position of the Issuer since the date of the Issuer's latest audited financial statements. This statement has not been confirmed nor verified by the auditors of the Issuer.

Application is hereby made to list this Tranche of the Notes, as from 22 May 2019, pursuant to the Nqaba Finance 1 (RF) Limited Asset Backed Note Programme.

The issuing of these Notes under the Programme Memorandum will not cause the Programme Limit to be exceeded.

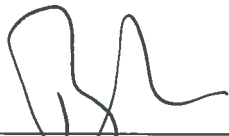
Nqaba Finance 1 (RF) Limited (Issuer)



By: Douglas Lanmer

Director, duly authorised

Date: 21 May 2019



By: TREVOR MYBURGH

Director, duly authorised

Date: 21 May 2019

The Directors
Nqaba Finance 1 (RF) Limited
Megawatt Park
Maxwell Drive
Sunninghill
2157

22 May 2019

Sirs /Madams,

SNG Grant Thornton

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Woodmead, 2191
P.O. Box 2939
Saxonwold, 2132
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LIMITED ASSURANCE REPORT OF THE INDEPENDENT AUDITORS OF NQABA FINANCE 1 (RF) LIMITED (THE ISSUER), ON COMPLIANCE WITH THE RELEVANT PROVISIONS OF THE SECURITISATION REGULATIONS (GOVERNMENT NOTICE 2, GOVERNMENT GAZETTE 30628 OF 1 JANUARY 2008) ISSUED BY THE REGISTRAR OF BANKS

Introduction

As required by the Securitisation Regulations Notice (Government Notice 2, Government Gazette 30628 of 1 January 2008) issued by the Registrar of Banks (the **Securitisation Regulations**), we have reviewed whether or not the issue by Nqaba Finance 1 (RF) Limited (the **Issuer**) of secured notes pursuant to the Asset Backed Note Programme (the **Programme**), as described in the Programme Memorandum dated 29 June 2017, will be compliant with the relevant provisions of the Securitisation Regulations.

Compliance with the relevant provisions of the Securitisation Regulations is the responsibility of the Issuer. Our responsibility is to report on such compliance.

Responsibility of the issuer

The Issuer is responsible for the preparation of, and disclosures in, the Programme Memorandum dated 29 June 2017 (the **Programme Memorandum**) and for making available to the assurance provider all relevant documentation pursuant to the transaction and as required by the relevant Securitisation Regulations.

Responsibility of the assurance provider

Our responsibility is to report on whether the issue of the Refinance Notes (being the notes which are to be issued to refinance notes that will be redeemed on 22 May 2019) complies in all respects with the provisions of the relevant Securitisation Regulations. Our assurance engagement was performed in accordance with the International Standard on Assurance Engagements, ISAE 3000 *Assurance Engagements other than Audits or Reviews of Historical Financial Information (Revised)*. This standard requires us to comply with ethical requirements and to plan and perform our assurance engagement to obtain limited assurance, expressed below, regarding the subject matter of the engagement.

Summary of work performed

Our assurance engagement was limited to an examination of the Programme Memorandum for evidence of compliance with the relevant provisions of the Securitisation Regulations affecting the transaction. In addition, we made such inquiries of management of the Issuer, as we considered necessary for the purposes of our engagement.

In a limited assurance engagement the evidence-gathering procedures are more limited than for a reasonable assurance engagement and, therefore, less assurance is obtained than in a reasonable assurance engagement.

We believe our evidence is sufficient and appropriate to provide a basis for our conclusion.

Conclusion

Based on our work performed, nothing has come to our attention that causes us to believe that the Issuer will not comply with the relevant provisions of the Securitisation Regulations with regard to the Programme Memorandum and the issue of the Refinance Notes.

A handwritten signature in black ink, appearing to read 'M Hiralall', written in a cursive style.

SizweNtsalubaGobodo Grant Thornton Inc.

Director: Pravesh Hiralall
Chartered Accountant (SA)
Registered Auditor

Johannesburg
22 May 2019