



Eqstra Corporation Limited

(Incorporated in South Africa with limited liability under registration number 1984/007045/06)

*unconditionally and irrevocably guaranteed by Eqstra Investments Proprietary Limited registration number 2015/323818/07 and
the Subsidiary Guarantors*

R8 000 000 000 DOMESTIC MEDIUM TERM NOTE PROGRAMME

**FIRST SUPPLEMENT TO THE APPLICABLE PRICING SUPPLEMENT RELATING TO
THE ISSUE OF R315,000,000 SENIOR UNSECURED FLOATING RATE NOTES, STOCK
CODE EQS08A**

Eqstra Corporation Limited (the "**Issuer**") has issued R315,000,000 Senior Unsecured Floating Rate Notes with Stock Code EQS08A, due 4 October 2018, on terms set out in an Applicable Pricing Supplement dated 18 October 2013 (the "**Applicable Pricing Supplement**") under its R8,000,000,000 Domestic Medium Term Note Programme pursuant to its Programme Memorandum dated on or about 16 March 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 a Special Resolution of the Noteholders of all of the outstanding Notes issued by the Issuer passed on 22 July 2016, 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*.

For the purposes of this Supplement the term:

- (i) "**Announcement**" means the announcement dated 30 June 2016, made by Eqstra Holdings in respect of, *inter alia*, the Disposal Transaction;
- (ii) "**Effective Date**" means the date and time on which the Disposal Transaction is implemented as contemplated in the Announcement; and
- (iii) "**Disposal Transaction**" means the disposal by Eqstra Holdings of the entire issued ordinary share capital of Eqstra Investments Proprietary Limited to enX Group Limited in terms of an asset for share transaction under section 42 of the Income Tax Act, as contemplated in the Announcement.

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.

WEBBER WENTZEL

In alliance with > **Linklaters**

Attorneys to the Issuer



Attorneys to enX



Debt Sponsor

Dealers

Absa CIB, a division of Absa Bank Limited

FirstRand Bank Limited, acting through its division Rand Merchant Bank

Nedbank Limited, acting through its division, Nedbank CIB

The Standard Bank of South Africa Limited, acting through its division, Corporate and Investment Banking

Supplement dated 7 November 2016

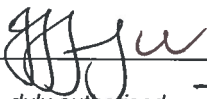
AMENDMENTS


On and with effect from the Effective Date, the Applicable Pricing Supplement is hereby amended as follows:

- (i) the deletion of "Eqstra Holdings" immediately after "irrevocably guaranteed by" on the cover page of the Applicable Pricing Supplement and the replacement thereof with "Eqstra Investments Proprietary Limited";
- (ii) the deletion of "Eqstra Holdings Limited" in line item 2 of the Applicable Pricing Supplement (Parent Guarantor) and the replacement thereof with "Eqstra Investments Proprietary Limited";
- (iii) the deletion of "Eqstra Holdings" in item 3 of the Applicable Pricing Supplement (Subsidiary Guarantors) and the replacement thereof with "Eqstra Investments Proprietary Limited";
- (iv) the deletion of all references to "Mutual Construction Company (Transvaal) (Pty) Ltd (Registration number 1988/002721/07)" and "MCC Contracts (Pty) Ltd (Registration number 1983/008084/07);"
- (v) the deletion of all references to "Eqstra Corporation (Proprietary) Limited" and the replacement thereof with "Eqstra Corporation Limited"; and
- (vi) the deletion of all references to "1984/007045/07" and the replacement thereof with "1984/007045/06".

This Supplement will be made available on the website of the JSE at www.jse.co.za and on the website of the Parent Guarantor at www.enxgroup.co.za.

EQSTRA CORPORATION LIMITED

By: 
Director, duly authorised J.L. SERFONTEIN
Date: 7 NOVEMBER 2016

By: 
Director, duly authorised H.M. Lindeque
Date: 7 November 2016