

Eqstra Corporation Limited

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

Unconditionally and irrevocably guaranteed by Eqstra Investments Proprietary Limited and the Subsidiary
Guarantors

AMENDED AND RESTATED APPLICABLE PRICING SUPPLEMENT

With effect from the Effective Date, this amended and restated Applicable Pricing Supplement amends and restates the Applicable Pricing Supplement dated 23 April 2012

Issue of ZAR900 000 000 Senior Unsecured Notes with a Stock Code EQS05

Under its ZAR8 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 Programme Memorandum issued by Eqstra Corporation Limited dated 16 March 2012, 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. For the purposes of this Applicable Pricing Supplement the term "**Effective Date**" shall bear the meaning ascribed thereto in the written notice given by the Issuer convening a meeting of the holders of all the outstanding Notes of Series 176 dated 30 June 2016.

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

The JSE assumes no responsibility or liability of whatsoever nature for the contents of the Programme Memorandum or this Applicable Pricing Supplement or the annual financial report or any other information incorporated by reference into the Programme Memorandum (as amended or restated from time to time), and the JSE makes no representation as to the accuracy or completeness of the Programme Memorandum

or this Applicable Pricing Supplement, the annual financial report or any other information incorporated by reference into the Programme Memorandum (as amended or restated from time to time). The JSE expressly disclaims any liability for any loss arising from or in reliance upon the whole or any part of the Programme Memorandum or this Applicable Pricing Supplement or the annual financial report or any other information incorporated by reference into the Programme Memorandum (as amended or restated from time to time).

DESCRIPTION OF THE NOTES

1.	Issuer	Eqstra Corporation Limited
2.	Parent Guarantor	Eqstra Investments Proprietary Limited (Registration number 2015/323818/07)
3.	Subsidiary Guarantors	Each of Saficon Industrial Equipment (Pty) Ltd (Registration number 1970/002074/07), Eqstra NH Equipment (Proprietary) Limited (Registration number 1959/001593/07), Eqstra TA Equipment (Pty) Ltd (trading as Terex Africa) (Registration number 1974/002797/07) and any additional Subsidiary of Eqstra Investments Proprietary Limited that accedes to the Subsidiary Guarantee, if and for so long as each such company is a party to the Subsidiary Guarantee in accordance with the provisions of the Terms and Conditions.
4.	Status of the Notes	Senior Notes
5.	Security	Unsecured
6.	Series number	176
7.	Tranche number	1
8.	Aggregate Principal Amount of this Tranche	R900 000 000
9.	Interest/Payment Basis	Floating Rate
10.	Issue Date(s) and first settlement date	25 April 2012
11.	Minimum Denomination per Note	R1 000 000
12.	Specified Denomination (Principal Amount per Note)	R1 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 Payment Dates	25 July, 25 October, 25 January and 25 April of each year that the Notes are in issue with the last such date being the Maturity Date
16.	Interest Commencement Date(s)	25 April 2012
17.	Step-Up Date	N/A
18.	Final Redemption Date	25 April 2019
19.	Specified Currency	ZAR
20.	Additional Business Centre	N/A
21.	Maturity Amount	33.33% of the Aggregate Principal Amount on 25 April 2017, 25 April 2018 and the Final Redemption Date, based on a straight line amortisation
22.	Set out the relevant description of any additional/other Terms and Conditions relating to the Notes	N/A
23.	Additional covenants	None
24.	Additional events of default	None

FIXED RATE NOTES

N/A

FLOATING RATE NOTES

25.	Interest Payment Date(s)	25 July, 25 October, 25 January and 25 April of each year that the Notes are in issue with the last such date being the Maturity Date
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26. Interest Period(s) 25 April to 24 July; 25 July to 24 October; 25 October to 24 January; and 25 January to 24 April of each year that the Notes are in issue with the last such date being the Maturity Date
27. Manner in which the Interest Rate is to be determined Screen Rate Determination
28. Margin/Spread for the Interest Rate 270 basis points per annum to be added to the relevant Reference Rate
29. Margin/Spread for the Step-Up Rate N/A
30. If Screen Determination
- (a) Reference Rate (including relevant period by reference to which the Interest Rate is to be calculated) ZAR-JIBAR-SAFEX with a designated maturity of three months
- (b) Rate Determination Date(s) The first Business Day of each Interest Period
- (c) Relevant Screen page and Reference Code Reuters page SAFEX code 01209 or any successor page
31. 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
32. Any other terms relating to the particular method of calculating interest N/A

ZERO COUPON NOTES

N/A

INDEXED NOTES

N/A

OTHER NOTES N/A

PROVISIONS REGARDING REDEMPTION/MATURITY

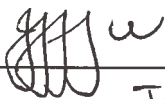
33.	Redemption at the option of the Issuer: if yes:	No
	(a) Optional Redemption Date(s)	N/A
	(b) Optional Redemption Amount(s) and method, if any, of calculation of such amount(s)	N/A
	(c) Minimum period of notice	N/A
	(d) If redeemable in part:	
	Minimum Redemption Amount(s)	N/A
	Higher Redemption Amount(s)	N/A
	(e) Other terms applicable on Redemption	N/A
34.	Redemption at the option of the holders of the Senior Notes (Put Option): if yes	No
	(a) Optional Redemption Date(s) (Put)	N/A
	(b) Optional Redemption Amount(s) (Put) and method, if any, of calculation of such amount(s)	N/A
	(c) Minimum period of notice	N/A
	(d) If redeemable in part:	
	Minimum Redemption Amount(s)	N/A
	Higher Redemption Amount(s)	N/A
	(e) Other terms applicable on Redemption	N/A
35.	Early Redemption Amount(s) payable on redemption for Taxation reasons or Optional Redemption in terms of Condition 8.6 or on Event of Default: if yes	Yes
	Amount payable	as per Condition 8.7

GENERAL

36.	Additional selling restrictions	N/A
37.	International Securities Numbering (ISIN)	ZAG000094731
38.	Stock Code	EQS05
39.	Financial Exchange	JSE (Interest Rate Market)
40.	Dealer(s)	Absa Capital, a division of Absa Bank Limited
41.	If syndicated, names of Lead Manager(s)	N/A
42.	Method of distribution	Private Placement
43.	Rating assigned to Parent Guarantor (if any), the date of such rating and date for review of such rating	zaB as at 26 April 2016. It is anticipated that the rating will be reviewed 12 months thereafter.
44.	Rating Agency	Standard & Poor's
45.	Governing Law	South Africa
46.	Last Day to Register	By 17h00 on 19 July, 19 October, 19 January and 19 April of each year that the Notes are in issue being, the Business Day preceding the Books Closed Period
47.	Books Closed Period	5 days prior to each Interest Payment Date and Redemption Date
48.	Calculation Agent	Nedbank Capital
49.	Specified Office of the Calculation Agent	135 Rivonia Road, Sandown, Sandton, 2196
50.	Transfer Agent	Nedbank Capital
51.	Specified Office of the Transfer Agent	135 Rivonia Road, Sandown, Sandton, 2196

52.	Paying Agent	Nedbank Capital
53.	Specified Office of the Paying Agent	135 Rivonia Road, Sandown, Sandton, 2196
54.	Stabilisation Manager, if any	N/A
55.	Programme Amount	R8 000 000 000
56.	Aggregate Outstanding Principal Amount of Notes in issue on the Issue Date of this Tranche	R1,668,000,000 excluding this Tranche of Notes and any other Tranche(s) of Notes to be issued on the issue Date
57.	Other provisions	N/A

EQSTRA CORPORATION LIMITED (Issuer)

By: 

 J.L. SERFONTAIN
 Director, duly authorised

Date: 7 NOVEMBER 2016

By: 

 H.M. Lindeque
 Director, duly authorised

Date: 7 November 2016