APPLICABLE PRICING SUPPLEMENT

TUHF URBAN FINANCE (RF) LIMITED
(Incorporated in South Africa as a public company with limited liability under registration number 2018/563485/06)

Issue of ZAR385,000,000 limited recourse, secured, registered, floating rate Class A1 Notes
under its ZAR2,000,000,000 Mortgage Loan Backed Securitisation Programme, registered with the JSE Limited on 11 December 2018

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 TUHF Urban Finance (RF) Limited dated 11 December 2018. 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 "*Terms and Conditions of the Notes*". References in this Applicable Pricing Supplement to the 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 Conditions.

The Issuer certifies that to the best of its knowledge and belief there are no facts that have been omitted from this 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 this Applicable Pricing Supplement contains all information required by Applicable Law and the JSE Debt Listings Requirements. The Issuer accepts full responsibility for the information contained in this Applicable Pricing Supplement, the Programme Memorandum and the annual financial statements and any amendments to the annual financial statements 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 this Applicable Pricing Supplement or the Programme Memorandum or the annual financial statements or any other information incorporated by reference into this Applicable Pricing Supplement (as amended or restated from time to time), and the JSE makes no representation as to the accuracy or completeness of this Applicable Pricing Supplement or the Programme Memorandum, the annual financial statements or any other information incorporated by reference into this Applicable Pricing Supplement (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 this Applicable Pricing Supplement or the Programme Memorandum or the annual financial statements or any other information incorporated by reference into this Applicable Pricing Supplement (as amended or restated from time to time). 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.

DESCRIPTION OF THE NOTES

1	Issuer	TUHF Urban Finance (RF) Limited
2	Status and Class of the Notes	Secured Class A1 Notes
3	Tranche number	**1**
4	Series number	**1**
5	Designated Class A Ranking	N/A
6	Aggregate Principal Amount of this Tranche	ZAR385,000,000
7	Issue Date	19 December 2018
8	Minimum Denomination per Note	ZAR1,000,000
9	Issue Price	100%
10	Applicable Business Day Convention	Following Business Day Convention
11	Mandatory Redemption in Part Applicable	During the Pre-Enforcement Period the Issuer shall, with effect from the termination of the Revolving Period, apply all Available Funds to pay the Principal Amount Outstanding in accordance with the Pre-Enforcement Priority of Payments
12	Final Redemption Date	30 April 2039, provided that if a trigger event occurs, the early redemption date of the debt security will be a minimum of 5 business days after the date on which the trigger event occurred and such early redemption date will be announced on SENS, in accordance with the timetable set out in paragraph 3 of Schedule 4, Form A4. For this purpose, "trigger event" means an event that precipitates an automatic redemption in relation to the debt security as defined in the Programme Memorandum
13	Use of Proceeds	The net proceeds of the issue of these Notes will be used to purchase End-User Loans from time to time throughout the Revolving Period
14	Specified Currency	Rand
15	Set out the relevant description of any additional Conditions relating to the Notes	N/A
16	Interest Commencement Date	19 December 2018

17	Interest Payment Date(s)	30 April, 31 July, 31 October and 31 January in each calendar year or, if such day is not a Business Day, the immediately succeeding Business Day
18	First Interest Payment Date	30 April 2019
19	Interest Period(s)	Each period commencing on (and including) an Interest Payment Date and ending on (but excluding) the following Interest Payment Date; provided that the first Interest Period will commence on (and include) the interest commencement date and end on (but exclude) the First Interest Payment Date;
20	Interest Rate	JIBAR plus **222** basis points
21	Rate Determination Date	in respect of each Interest Period, the day falling on the first day of that Interest Period or, if such day is not a Business Day, the immediately succeeding Business Day
22	Coupon Step-Up	On the Coupon Step-Up Date, being 31 January 2025, the margin will be increased by 125 basis points
23	Any other terms relating to the particular method of calculating interest	N/A
	GENERAL	
24	Additional selling restrictions	N/A
25	International Securities Identification Number (ISIN)	ZAG000156167
26	Stock Code	TU1A11
27	Financial Exchange	Interest Rate Market, JSE Limited
28	Exchange Control Approval	N/A
29	Method of distribution	Auction
30	Rating assigned to this Tranche of Notes (if any)	As at the Issue Date, this Series 1 of Secured Class A1 Notes has a national long-term credit rating of AA-(za)(sf)
31	Rating Agency	Global Credit Rating Co. Proprietary Limited
32	Governing Law	South Africa
33	Last day to register	24 April, 25 July, 25 October and 25 January in each calendar year or if such day is not a

		Business Day, the Business Day before each Books Closed Period
34	Books closed period	the periods 25 April to 29 April, 26 July to 30 July, 26 October to 30 October and 26 January to 30 January of each calendar year
35	Calculation Agent, if not the Servicer	Africa Frontier Capital Proprietary Limited
36	Specified Office of the Calculation Agent	Ground Floor, Rosebank Corner 191 Jan Smuts Avenue Parktown North, Johannesburg 2196
37	Transfer Secretary	Africa Frontier Capital Proprietary Limited
38	Specified Office of the Transfer Secretary	Ground Floor, Rosebank Corner 191 Jan Smuts Avenue Parktown North, Johannesburg 2196
39	Aggregate Principal Amount of Class A, Class B Notes, Class D and Class E Notes to be issued simultaneously with this Tranche (including this Tranche)	ZAR500,000,000
40	Other provisions (including additional covenants, if any)	N/A
41	Paying Agent	Nedbank Limited, 135 Rivonia Road, Sandown, 2196
42	Settlement Agent	Nedbank Limited, 135 Rivonia Road, Sandown, 2196

ESTABLISHMENT OF THE PROGRAMME AS A TRADITIONAL SECURITISATION PROGRAMME UNDER THE SECURITISATION REGULATIONS PUBLISHED UNDER THE PROVISIONS OF THE BANKS ACT, 1990

The Programme has been established as a Traditional Securitisation Scheme under the Securitisation Regulations published under the provisions of the Banks Act, 1990. As contemplated in paragraph 4 of the Securitisation Regulations:

Paragraph 4(2)(a)

The transfer of Sold End User Loan Claims to the Issuer (being a special-purpose institution) shall totally divest the Seller (being a transferring institution) and all its associated companies.

Paragraph 4(2)(b)

The Issuer shall have no right of recourse against the Seller or any other institution acting in a primary role or any of its associated companies.

Paragraph 4(2)(c)

Notwithstanding paragraph 4(2)(b) above, the Issuer has a right of recourse emanating from the warranties given by the Seller in respect of the Sold End User Loan Claims transferred to the Issuer.

Paragraph 4(2)(d)

The Servicer is responsible for collecting and administering the Sold End User Loan Claims. The Servicer is under no obligation to remit funds to the Issuer unless and until the payments are received from the End User Borrower.

Paragraph 4(2)(e)

The transfer of rights and obligations under each Sold End User Loan Claim will not result in a breach of any of the terms of the relevant underlying transaction.

Paragraph 4(2)(f)

No undrawn commitment will be transferred to the Issuer in terms of the Programme.

Paragraph 4(2)(g)

The Sale Agreement is such that, in the event of the terms of an underlying transaction being amended, the Issuer, and not the Seller, or any of the Seller's associated companies will be subject to the terms so amended.

Paragraph 4(2)(h) – 4(2)(j)

As the Seller is not a Bank, the provisions of these paragraphs do not apply.

Paragraph 4(2)(k)

The Programme does not contemplate the Seller, or any of its associated companies, entering into a swap agreement with the Issuer in terms of which it agrees to bear losses in respect of the Sold End User Loan Claims transferred to the Issuer. As such, the provisions of paragraph 6 of the Securitisation Regulations will not apply.

Paragraph 4(2)(l)

No institution acting in a primary role (including the Seller and the Servicer), by itself or together with its associated companies, (i) holds any equity share capital in the Issuer; or (ii) has the right to determine the outcome of the voting at a general meeting of the Issuer.

Paragraph 4(2)(m)

The board of directors of the Issuer shall be independent of any institution acting in a primary role (including the Seller and the Servicer), provided that the Seller may appoint one director to the Issuer's board of directors, for so long as the board of directors shall consist of not less than three members.

Paragraph 4(2)(n)

The Issuer's name does not include the name of a bank.

Paragraph 15 – Disclosure Document

(i) Name of the Issuer **–** TUHF Urban Finance (RF) Limited;

(ii) Name of Auditors – PricewaterhouseCoopers Inc;

(iii) Total amount of commercial paper to be issued – ZAR500,000,000;

(iv) The Notes comprising this issue are to be **listed**;

(v) Description of the assets transferred – A portfolio of End User Loan Claims;

(vi) The cash flows arising from the assets transferred, that will be utilised for the payments by the Issuer in respect of the commercial paper issued – SEE **APPENDIX "A"**;

(vii) Confirmation by the auditor of the Issuer that the issue of commercial paper pursuant to the Programme complies in all respects with the relevant provisions of the Securitisation Regulations – **APPENDIX "B"**;

(viii) Credit-enhancement facilities: None.

(ix) Liquidity facilities: None.

(x) The Seller is not obliged to support any losses suffered by the Issuer.

(xi) The board of directors of the Issuer is independent from the Seller.

(xii) The aggregate value of Notes issued (ZAR500,000,000 in this Tranche) does not exceed ZAR2,000,000,000.

(xiii) Any other information that may reasonably be necessary to enable an investor to ascertain the nature of the financial and commercial risk of his or her investment: None.

(xiv) Notes held by the Originator: Class E Notes to the value of ZAR50,000,000.

ASSET DATA AND PORTFOLIO OF STRAT TABLES - **APPENDIX "A"**

AUDITOR'S CONFIRMATION – **APPENDIX "B"**

Details regarding the general characteristics and descriptions of the Underlying Assets are available for inspection on the Servicer's website: http://www.tuhf.co.za/investor-relations/. The Servicer will, on a quarterly basis, provide an investor report as required in terms of paragraph 7.49(a)(ii) of the JSE Debt Listings Requirements, which will also be published on www.tuhf.co.za.

Application is hereby made to list this Tranche of the Notes on the Interest Rate Market of the JSE, as from 19 December 2018, pursuant to the TUHF Urban Finance (RF) Limited Securitisation Programme.

SIGNED at Sandton this 14th day of December 2018.

For and on behalf of
TUHF URBAN FINANCE (RF) LIMITED

Name: WA Nel	Name: ML de Nysschen
Capacity: Director	Capacity: Director
who warrants his/her authority hereto	who warrants his/her authority hereto

APPENDIX "A"

PORTFOLIO OF STRAT TABLES

TUHF Urban Finance (RF) Ltd

Objective:
TUHF Urban Finance is a cash securitisation of mortgage loans originated by TUHF Limited

Transaction / Programme Information

Transaction type	Mortgage backed securitisation programme
Revolving period end date	31 January 2020
Revolving Period	Revolving up to the 4th interest payment date
Inception date	12 December 2018
Originator (if applicable)	TUHF Limited
Servicer (if applicable)	TUHF Limited
Administrator (if applicable)	TUHF Limited
Calculation Agent	Africa Frontier Capital
Back-up ervicer	Mettle Credit Services
Programme size	R2 billion
Reporting period	
Rating Agency	Global Credit Ratings Co
Contact person details	

Asset Data

Pool Summary

Date of Poolcut	30-Nov-18
Aggregate currnent portfolio balance	450 074 475
Number of Loans	185
Type of Assets	Mortgage Loans

	Weighted Average	Minimum	Maximum
Original Facility Amount	530 908 192	159 187	19 457 550
Current Loan Amount	2 432 835	46 971	19 191 821
Original LTV	68.40%	9.97%	80.00%
Current LTV	54.87%	1.29%	77.74%
Interest Mardin (Prime Plus)	3.52%	1.00%	6.00%
Original Term (months)	180.0	180.0	180.0
Remaining Term (months)	137.3	31.0	178.0
Seasoning (months)	42.7	2.0	149.0

Original LTV Distribution

LTV Range (%)				No. of Loans	% of total	Current Balance	% of total
>	0	<=	40	4	2.16%	3 397 396	0.75%
>	40	<=	50	2	1.08%	5 229 837	1.16%
>	50	<=	60	24	12.97%	89 756 831	19.94%
>	60	<=	70	51	27.57%	127 520 703	28.33%
>	70	<=	80	104	56.22%	224 169 708	49.81%
TOTAL				**185**	**100.00%**	**450 074 475**	**100.00%**

Current LTV Distribution

LTV Range (%)				No. of Loans	% of total	Current Balance	% of total
>	0	<=	40	59	31.89%	76 855 032	17.08%
>	40	<=	50	28	15.14%	63 150 538	14.03%
>	50	<=	60	40	21.62%	135 114 850	30.02%
>	60	<=	70	37	20.00%	92 952 042	20.65%
>	70	<=	80	21	11.35%	82 002 013	18.22%
TOTAL				**185**	**100.00%**	**450 074 475**	**100.00%**

Current Loan Balance Distribution

Loan Balance (ZAR)				No. of Loans	% of total	Current Balance	% of total
>	0	<=	1 000 000	71	38.38%	41 824 118	9.29%
>	1 000 000	<=	2 000 000	35	18.92%	48 990 908	10.89%
>	2 000 000	<=	3 000 000	33	17.84%	82 185 944	18.26%
>	3 000 000	<=	4 000 000	15	8.11%	52 851 331	11.74%
>	4 000 000	<=	5 000 000	13	7.03%	56 773 066	12.61%
>	5 000 000	<=	25 000 000	18	9.73%	167 449 109	37.20%
TOTAL				**185**	**100.00%**	**450 074 475**	**100.00%**

Interest Margin Distribution

Interest Margin (%)				No. of Loans	% of total	Current Balance	% of total
>	0.00%	<=	2.00%	14	7.57%	13 621 398	3.03%
>	2.00%	<=	3.00%	16	8.65%	36 643 732	8.14%
>	3.00%	<=	4.00%	111	60.00%	293 963 044	65.31%
>	4.00%	<=	5.00%	41	22.16%	101 024 187	22.45%
>	5.00%	<=	6.00%	3	1.62%	4 822 114	1.07%
TOTAL				**185**	**100.00%**	**450 074 475**	**100.00%**

Remaining Term Distribution

Months Remaining				No. of Loans	% of total	Current Balance	% of total
>	-	<=	60	16	8.65%	10 188 591	2.26%
>	60	<=	84	27	14.59%	36 316 351	8.07%
>	84	<=	108	21	11.35%	29 766 335	6.61%
>	108	<=	132	28	15.14%	76 172 304	16.92%
>	132	<=	156	46	24.86%	142 975 601	31.77%
>	156	<=	180	47	25.41%	154 655 293	34.36%
TOTAL				**185**	**100.00%**	**450 074 475**	**100.00%**

Seasoning Distribution

Seasoning (months)				No. of Loans	% of total	Current Balance	% of total
>	-	<=	24	47	25.41%	154 655 293	34.36%
>	24	<=	48	46	24.86%	142 975 601	31.77%
>	48	<=	72	28	15.14%	76 172 304	16.92%
>	72	<=	96	21	11.35%	29 766 335	6.61%
>	96	<=	120	27	14.59%	36 316 351	8.07%
>	120	<=	180	16	8.65%	10 188 591	2.26%
TOTAL				**185**	**100.00%**	**450 074 475**	**100.00%**

Geographic Distribution

City	No. of Loans	% of total	Current Balance	% of total
Johannesburg	144	77.84%	295 986 806	65.76%
Durban	16	8.65%	78 642 388	17.47%
Port Elizabeth	16	8.65%	47 816 224	10.62%
Bloemfontein	3	1.62%	9 584 486	2.13%
Sasolburg	1	0.54%	8 319 847	1.85%
Germiston	3	1.62%	6 017 011	1.34%
Cape Town	2	1.08%	3 707 713	0.82%
TOTAL	**185**	**100.00%**	**450 074 475**	**100.00%**

Top 10 Warm Body Exposures

Warm Body ID	No. of Loans	% of total	Current Balance	% of total
WB16201	7	3.78%	23 500 977	5.22%
WB15953	6	3.24%	20 693 000	4.60%
WB18423	1	0.54%	19 191 821	4.26%
WB16034	6	3.24%	18 948 274	4.21%
WB18950	2	1.08%	17 399 815	3.87%
WB18046	1	0.54%	16 320 974	3.63%
WB18903	1	0.54%	14 402 089	3.20%
WB17278	4	2.16%	11 719 794	2.60%
WB16551	1	0.54%	10 777 103	2.39%
WB16825	1	0.54%	10 059 271	2.24%
TOTAL	**30**	**16.22%**	**163 013 117**	**36.22%**

Liability Data

Class of Note	Class A	Class B	Class D	Class E
JSE bond code	TU1A11	TU1B11	TU1D11	TU1E11
ISIN code	[x]	[x]	[x]	[x]
Currency	ZAR	ZAR	ZAR	ZAR
Type of notes	Floating Rate	Floating Rate	Floating Rate	Floating Rate
Rating Agency	GCR	GCR	GCR	GCR
Long term credit rating	AA-(sf)(za)	BBB-(sf)(za)	Not rated	Not rated
Nominal Amount	385 000 000	45 000 000	20 000 000	50 000 000
Interest rate	3m Jibar plus 222 bps	3m Jibar plus 400 bps	3m Jibar plus 475 bps	3m Jibar plus 1000 bps
Next Interest Payment Date	2019-04-30	2019-04-30	2019-04-30	2019-04-30
Coupon Step-up Call Date	2025-04-30	2025-04-30	2025-04-30	2025-04-30
Scheduled maturity	2025-04-30	2025-04-30	2025-04-30	2025-04-30
Final legal maturity	2039-04-30	2039-04-30	2039-04-30	2039-04-30
Step-up margin	125 bps	125 bps	125 bps	125 bps
Credit enhancement (%)	23.00%	14.00%	10.00%	0.00%

Credit Enhancement

Type of Credit enhancement	Excess Spread Subordination Subordinated Loan (Class E Notes)
Available to each noteholder	Yes
Holder of the Class E Note	TUHF Limted
Required value of the Class E Note	Not less than 10% of the total notes in issue

Triggers

Excess Spread Trigger	the Excess Spread calculation is negative for two consecutive quarters;
Cumulative NPL Trigger	where the aggregate outstanding balance of all End User Loan Claims that have rolled into NPL at any time during the Programme (less 50% of the value of the underlying property(ies)) exceeds 5% of the nominal value of all Notes issued under the Programme

Priority of Payments

1 Taxes

2 Senior Expenses

3 Servicer Fees and Administration Fees

4 Hedge counterparty payments

5 Interest due to Class A notes

6 Interest due to Class B notes

7 Interest due to Class C notes

8 Interest due to Class D notes

9 Purchase price any additional End User Loan Claims purchased by the Issue

10 Interest due to Class E notes (unless a Class E Payment Lock-out Event has occurred)

11 Pari passu payment of:
- Principal in respect of the Class A Notes;
- Principal in respect of the Class B Notes;
- Principal in respect of the Class C Notes;
- Principal in respect of the Class D Notes;
- Principal in respect of the Class E Notes (unless a Class E Payment Lock-out Event has occurred)

12 Hedge Termination Amounts, If the Hedge Counterparty is the defaulting party

13 Fees payable by the Issuer to other third parties

14 Interest due to Class E notes (after an Lock-out Event has occurred)

15 Principal due to Class E notes (after an Lock-out Event has occurred)

16 Preference share dividends

17 Ordinary share dividends

APPENDIX "B"

REPORT OF THE INDEPENDENT AUDITOR OF THE ISSUER