
APPLICABLE PRICING SUPPLEMENT

MMI GROUP LIMITED

(Incorporated in the Republic of South Africa with limited liability under registration number 1904/002186/06)

**Issue of ZAR250,000,000 Unsecured Subordinated Floating Rate Notes due 19 October 2028
Under its ZAR5,000,000,000 Unsecured Subordinated Callable Note Programme**

This Applicable Pricing Supplement must be read in conjunction with the amended and restated Programme Memorandum, dated 05 March 2014, prepared by MMI Group Limited in connection with the MMI Group Limited ZAR5,000,000,000 Unsecured Subordinated Callable Note Programme, as amended and/or supplemented from time to time (the **Programme Memorandum**).

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 document constitutes the Applicable Pricing Supplement relating to the issue of Notes described herein. The Notes described herein are issued on and subject to the Terms and Conditions as amended and/or supplemented by the Terms and Conditions contained in this Applicable Pricing Supplement. 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.

PARTIES

1.	Issuer	MMI Group Limited
2.	Dealer(s)	Rand Merchant Bank, a division of FirstRand Bank Limited
3.	Manager	Rand Merchant Bank, a division of FirstRand Bank Limited
4.	Debt Sponsor	Rand Merchant Bank, a division of FirstRand Bank Limited
5.	Paying Agent	Rand Merchant Bank, a division of FirstRand Bank Limited
	Specified Address	1 Merchant Place Cnr Fredman Drive and Rivonia Road Sandton, 2196
6.	Calculation Agent	Rand Merchant Bank, a division of FirstRand Bank Limited
	Specified Address	1 Merchant Place Cnr Fredman Drive and Rivonia Road Sandton, 2196 South Africa
7.	Transfer Agent	Rand Merchant Bank, a division of FirstRand Bank Limited
	Specified Address	1 Merchant Place Cnr Fredman Drive and Rivonia Road Sandton, 2196 South Africa

PROVISIONS RELATING TO THE NOTES

8.	Status of Notes	Unsecured Subordinated
9.	Series Number	8
10.	Tranche Number	2
11.	Aggregate Nominal Amount:	
	(a) Series	ZAR750,000,000
	(b) Tranche	ZAR250,000,000
12.	Interest	Interest-bearing
13.	Interest Payment Basis	Floating Rate Notes
14.	Automatic/Optional Conversion from one Interest/Redemption/Payment Basis to another	N/A
15.	Form of Notes	The Notes in this Tranche are issued in uncertificated form and held by the CSD
16.	Issue Date	04 December 2017
17.	Nominal Amount per Note	ZAR1,000,000
18.	Specified Denomination	ZAR1,000,000
19.	Specified Currency	ZAR
20.	Issue Price	101.36139%
21.	Interest Commencement Date	19 October 2017
22.	Maturity Date	19 October 2028
23.	Applicable Business Day Convention	Following Business Day
24.	Final Redemption Amount	100% of Nominal Amount
25.	Last Day to Register	By 17h00 on 08 January, 08 April, 08 July and 08 of October
26.	Books Closed Period(s)	The Register will be closed from 09 January to 18 January, 09 April to 18 April, 09 July to 18 July and from 09 October to 18 October (all dates inclusive) in each year until the Maturity Date.
27.	Default Rate	N/A

FIXED RATE NOTES

FLOATING RATE NOTES

28.	(a) Floating Interest Payment Date(s)	19 January, 19 April, 19 July and 19 October of each year until the Maturity Date with the first Floating Interest Payment Date being 19 January 2018
	(b) Interest Period(s)	From and including the applicable Interest Payment Date and ending on but excluding the following Interest Payment Date, the first Interest Period commencing on 19 October 2017 and ending the day before the next Interest Payment

	Date
(c) Definition of Business Day (if different from that set out in Condition 1) (<i>Interpretation</i>)	N/A
(d) Minimum Rate of Interest	N/A
(e) Maximum Rate of Interest	N/A
(f) Other terms relating to the method of calculating interest (e.g.: Day Count Fraction, rounding up provision)	N/A
29. Manner in which the Rate of Interest is to be determined	Screen Rate Determination
30. Margin	220 bps to be added to the Reference Rate from the 19 October 2017 to but excluding the 19 October 2023 330 bps to be added to the Reference Rate from the 19 October 2023 to the Maturity Date
31. If ISDA Determination	
(a) Floating Rate	N/A
(b) Floating Rate Option	N/A
(c) Designated Maturity	N/A
(d) Reset Date(s)	N/A
(e) ISDA Definitions to apply	N/A
32. If Screen Rate Determination:	
(a) Reference Rate (including relevant period by reference to which the Rate of Interest is to be calculated)	3 Month ZAR-JIBAR
(b) Interest Rate Determination Date(s)	19 January, 19 April, 19 July and 19 October of each year until the Maturity Date with the first Floating Interest Rate Determination Date being 16 October 2017
(c) Relevant Screen Page and Reference Code	Reuters page 0#SFXmm: or successor page
33. If Rate of Interest to be calculated otherwise than by ISDA Determination or Screen Rate Determination, insert basis for determining Rate of Interest/Margin/ Fallback provisions	N/A
Calculation Agent responsible for calculating amount of principal and interest	Rand Merchant Bank, a division of FirstRand Bank Limited
ZERO COUPON NOTES	N/A
PARTLY PAID NOTES	N/A
INSTALMENT NOTES	N/A
MIXED RATE NOTES	N/A

INDEX-LINKED NOTES	N/A
DUAL CURRENCY NOTES	N/A
EXCHANGEABLE NOTES	N/A
OTHER NOTES	N/A
PROVISIONS REGARDING REDEMPTION/MATURITY	
34. Prior consent of Registrar required for any redemption prior to, or on Maturity Date	Yes
35. Redemption at the option of the Issuer:	Yes
If yes:	
(a) Optional Redemption Date(s)	19 October 2023 and each subsequent Floating Interest Payment Date
(b) Optional Redemption Amount(s) and method, if any, of calculation of such amount(s)	100% of Nominal Amount plus any accrued interest
(c) Minimum period of notice (if different from Condition 9.3 (<i>Redemption at the Option of the Issuer</i>))	N/A
(d) If redeemable in part:	N/A
Minimum Redemption Amount(s)	N/A
Higher Redemption Amount(s)	N/A
(e) Other terms applicable on Redemption	
36. Redemption at the option of the Issuer on the occurrence of a Regulatory Event:	Yes
37. Early Redemption Amount(s) payable on redemption for taxation reasons in terms of Condition 9.2 (<i>Redemption for Tax Reasons</i>), at the option of the Issuer on the occurrence of a Regulatory Event in terms of Condition 9.4 (<i>Early Redemption following the occurrence of a Regulatory Event</i>) or on Event of Default (as defined in Condition 15 (<i>Events of Default</i>)) (if required).	Yes
If yes:	
(a) Amount payable; or	In terms of Condition 9.5
(b) Method of calculation of amount payable	In terms of Condition 9.5

DEFERRAL OF INTEREST

38.	Optional Deferral of Interest pursuant to Condition 8.3.2.1	No
39.	Mandatory Deferral of Interest pursuant to Condition 8.3.2.2	Yes
40.	Deferral of Interest at the Request of the Registrar pursuant to Condition 8.3.2.3	Yes

GENERAL

41.	Prior written approval of the Registrar required for the issue of the Notes	(a) Registrar, in terms of section 24(a)(i) of the Long Term Insurance Act, approved the issue of Notes on 03 October 2017 (b) Registrar, in terms of paragraph 7(2) of Schedule 3 to the Long-Term Insurance Act approved the manner in which and the amount for which and the value of the Notes to be determined on 03 October 2017
42.	Financial Exchange	Interest Rate Market of the JSE
43.	Additional selling restrictions	N/A
44.	ISIN No.	ZAG000147547
45.	Stock Code	MMIG06
46.	Stabilising manager	N/A
47.	Provisions relating to stabilisation	N/A
48.	Method of distribution	Private Placement
49.	Credit Rating assigned to the Notes	Aa2.za assigned as at November 2017 and to be reviewed from time to time
50.	Applicable Rating Agency	Moody's Investor Service (Proprietary) Limited
51.	Governing law (if the laws of South Africa are not applicable)	N/A
52.	Other provisions	N/A

DISCLOSURE REQUIREMENTS IN TERMS OF PARAGRAPH 3(5) OF THE COMMERCIAL PAPER REGULATIONS IN RELATION TO THIS ISSUE OF NOTES

53. Paragraph 3(5)(a)
The "*ultimate borrower*" (as defined in the Commercial Paper Regulations) is the Issuer.
54. Paragraph 3(5)(b)
The Issuer is a going concern and can in all circumstances be reasonably expected to meet its commitments under the Notes.
55. Paragraph 3(5)(c)
The auditor of the Issuer is PricewaterhouseCoopers Inc.
56. Paragraph 3(5)(d)
As at the date of this issue:
- (i) the Issuer has issued Commercial Paper (as defined in the Commercial Paper Regulations) in an aggregate amount of ZAR4.000,000,000 (excluding this issue) (which amount includes Notes issued under the Previous Programme Memoranda and excludes Notes issued in terms of this issue); and

- (ii) the Issuer estimates that it may issue ZAR500,000,000.000 of Commercial Paper during the current financial year, ending 30 June 2018

57. Paragraph 3(5)(e)

All information that may reasonably be necessary to enable the investor to ascertain the nature of the financial and commercial risk of its investment in the Notes is contained in the Programme Memorandum and the Applicable Pricing Supplement.

58. Paragraph 3(5)(f)

There has been no material adverse change in the Issuer's financial position since the date of its last audited financial statements.

59. Paragraph 3(5)(g)

The Notes issued will be listed.

60. Paragraph 3(5)(h)

The funds to be raised through the issue of the Notes are to be used by the Issuer for its general corporate purposes.

61. Paragraph 3(5)(i)

The obligations of the Issuer in respect of the Notes are unsecured.

62. Paragraph 3(5)(j)

PricewaterhouseCoopers Inc, the statutory auditors of the Issuer, have confirmed that nothing has come to their attention to indicate that this issue of Notes issued under the Programme does not comply in all material respects with the relevant provisions of the Commercial Paper Regulations.

Responsibility:

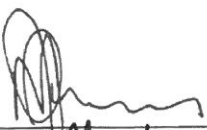
The Applicant Issuer certifies that to the best of its knowledge and belief there are no facts which have been omitted which would make any statement false or misleading and that all reasonable enquiries to ascertain such facts have been made and this Applicable Pricing Supplement and the Programme Memorandum contains all information required by law and the debt listings requirements of the JSE. The Applicant Issuer accepts full responsibility for the accuracy of the information contained in this Applicable Pricing Supplement and the Programme Memorandum, except as otherwise stated therein.

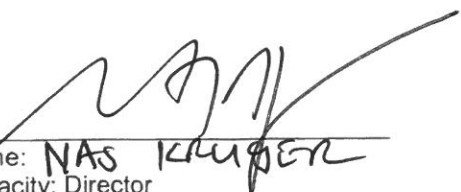
As at the Issue Date, the Issuer confirms that the authorised Programme Amount of ZAR5,000,000,000 has not been exceeded.

Application is hereby made to list this issue of Notes on 04 December 2017.

SIGNED at Sandton on this 29 day of November 2017.

For and on behalf of
MMI GROUP LIMITED


Name: M Vilakazi
Capacity: Director
Who warrants her/his authority hereto


Name: NAS KRUGER
Capacity: Director
Who warrants her/his authority hereto

