

**AGRARIUS SUSTAINABILITY ENGINEERED (RF) LIMITED**  
Incorporated in the Republic of South Africa with limited liability  
(Registration Number: 2022/521382/06)  
Alpha Code: "AGR"



("Agrarius Sustainability Engineered" or "the Company")

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## **BOOKBUILD FOR SENIOR, SECURED FLOATING RATE SUSTAINABILITY-LINKED ASSET-BACKED SUKUK NOTES**

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Agrarius Sustainability Engineered is pleased to announce that, further to the announcement published on 22 September 2022, the Company will commence with a bookbuild at 09h00 today, 18 October 2022 ("**Bookbuild**"), for senior, secured floating rate sustainability-linked asset backed Sukuk notes ("**Agrarius Sukuk**") for a nominal value of up to ZAR 500,000,000. The Bookbuild will be open for participation until 17h00 on Wednesday, 19 October 2022. The Agrarius Sukuk is the first of its kind to be listed on the JSE.

The Agrarius Sukuk to be issued pursuant to the Bookbuild constitutes the inaugural issuance by the Company under its ZAR 10,000,000,000 Shari'ah compliant, sustainability-related asset-backed note programme, approved and registered by the JSE on 21 September 2022 ("**Note Programme**").

The proceeds from issuances under the Note Programme will be invested by the Company in sustainable and green projects and transactions in the agriculture sector value chain.

The timing of the closing of the Bookbuild, the allocations and the rate at which the Agrarius Sukuk will be placed are at the discretion of the Company and Moore Debt Advisory JHB ("**Lead Dealer**"), acting as the Lead Dealer for the Bookbuild, pursuant to a programme agreement entered into between the Lead Dealer and the Company.

The Company retains discretion to not proceed with the inaugural issuance and listing of the Agrarius Sukuk if subscriptions for less than ZAR 250,000,000 in aggregate is received within the pricing guidance in terms of the Bookbuild.

The Agrarius Sukuk will be issued upon the following terms and conditions:

Issuer:	Agrarius Sustainability Engineered (RF) Limited
Guarantor:	AVC Security SPV (RF) Pty Limited
Nature of security:	Limited recourse guarantee issued by the Guarantor
Status:	Senior secured
Type of Notes:	Floating rate, sustainability-linked asset-backed notes, self-labelled as Sukuk Notes by the Company and certified Shari'ah compliant by the 27four Investment Managers Shari'ah Advisory Committee
Listing:	JSE Interest Rate Market
Nominal amount per note:	ZAR 10,000 per Agrarius Sukuk
Minimum participation:	ZAR 1,000,000 per investor

Term:	36 months
Issue date:	25 October 2022
Maturity date:	26 October 2025, unless redeemed on any Optional Dissolution Date and/or Early Dissolution Date (as defined in terms of the Note Programme documentation)
Reference rate:	3 month ZAR- JIBAR
Price guidance:	Reference rate plus 4% to 5% (between 10.5% and 11.5%)
Periodic Distributions:	Semi-annually
First Periodic Distribution Date:	30 September 2023
Use of proceeds:	The proceeds will be used to invest in eligible transactions and projects in the agriculture sector value chain in accordance with the Sustainability-linked Sukuk Framework and Master Investment Agreement
Documentation:	Investors can access the Note Programme documentation by accessing the following link:  <a href="https://www.27four.com/agrarius/investorcentre">https://www.27four.com/agrarius/investorcentre</a>
Participation application form:	Investors looking to participate in the issuance of the Agrarius Sukuk are required to complete and submit an application to the Lead Dealer by no later than 17h00 on Wednesday, 19 October 2022.  The participation application form can be obtained by accessing the following link:  <a href="https://www.27four.com/wp-content/uploads/2022/10/4831122_v2_Agrarius-Sustainability-Engineered-Participation-Application-Form_d1_jf_171022_FINAL.pdf">https://www.27four.com/wp-content/uploads/2022/10/4831122_v2_Agrarius-Sustainability-Engineered-Participation-Application-Form_d1_jf_171022_FINAL.pdf</a>

By accepting, viewing or reading this announcement, the recipient agrees to be bound by the following obligations and limitations.

This announcement is indicative and has been prepared by the Company for information purposes only in connection with the issue of the Agrarius Sukuk. The final terms and conditions of the issue will be set out in full in the applicable pricing supplement.

This announcement shall not constitute an offer to sell, or the solicitation of an offer to buy any securities described herein. The offering may be restricted by law in certain jurisdictions and you should inform yourself about and observe any such restrictions. Any failure to comply with these restrictions could result in a violation of the laws of such jurisdiction.

The securities and the guarantee described herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "**Securities Act**") and may not be offered or sold within the United States or to or for the account or benefit of U.S. persons, as defined in Regulation S under the Securities Act. The offering is not available to any retail client.

NO ACTION HAS BEEN MADE OR WILL BE TAKEN THAT WOULD PERMIT A PUBLIC OFFERING OF ANY SECURITIES DESCRIBED HEREIN IN ANY JURISDICTION IN WHICH ACTION FOR THAT PURPOSE IS REQUIRED. NO OFFERS, SALES, REALES OR DELIVERY OF ANY SECURITIES DESCRIBED HEREIN OR DISTRIBUTION OF ANY OFFERING

MATERIAL RELATING TO ANY SUCH SECURITIES MAY BE MADE IN OR FROM ANY JURISDICTION EXCEPT IN CIRCUMSTANCES WHICH WILL RESULT IN COMPLIANCE WITH ANY APPLICABLE LAWS AND REGULATIONS.

**For more information contact:**

Agrarius Sustainability Engineered:	Werner Opperman <a href="mailto:werner@27four.com">werner@27four.com</a> +27 83 565 7071  Johan Fourie <a href="mailto:johan@27four.com">johan@27four.com</a> +27 84 583 3022
Moore Debt Advisory JHB	Jacoleen Simpson <a href="mailto:jsimpson@moorejhb.co.za">jsimpson@moorejhb.co.za</a> +27 10 599 0222 +27 83 459 8867

18 October 2022  
Rosebank

JSE Debt Sponsor – Questco Corporate Advisory Proprietary Limited  
JSE Debt Officer – Johan Fourie, 27four Investment Managers



*JSE Debt Sponsor*  
**Questco Corporate Advisory Proprietary Limited**



*Administrator*  
**27four Investment Managers**



*Company Secretary*  
**Fusion Corporate Secretarial Services Proprietary Limited**



*Lead Dealer*  
**Moore Debt Advisory JHB**