



Paratus Namibia Holdings Limited

(Incorporated with limited liability under Registration Number: 2017/0558 in the Republic of Namibia)

Issue of N\$175,000,000 Senior Unsecured Floating Rate Notes due on 18 June 2029

Under its N\$1,000,000,000 Domestic Medium Term Note Programme

This document constitutes the Pricing Supplement relating to the issue of Notes described herein.

This Applicable Pricing Supplement must be read in conjunction with the Programme Memorandum, dated 18 May 2021 ("**Programme Memorandum**"), prepared by Paratus Namibia Holdings (Proprietary) Limited ("**Issuer**") in connection with the N\$ 1,000,000,000 Medium Term Note Programme, as amended and/or supplemented from time to time.

The Programme Memorandum was approved by the NSX on 16 April 2021.

Terms used herein shall be deemed to be defined as such for the purposes of the terms and conditions set forth in the Programme Memorandum. This Pricing Supplement must be read in conjunction with such Programme Memorandum. To the extent that there is any conflict or inconsistency between the contents of this Pricing Supplement and the Programme Memorandum, the provisions of this Pricing Supplement shall prevail.

PARTIES

Issuer	Paratus Namibia Holdings Limited
Dealer(s)	Cirrus Securities (Proprietary) Limited
Arranger	Cirrus Capital (Proprietary) Limited
NSX Debt Sponsor	Simonis Storm Securities (Proprietary) Limited
Calculation Agent	Cirrus Securities (Proprietary) Limited
Specified Office of the Calculation Agent	35 Schanzen Road, Windhoek
Paying Agent	Paratus Namibia Holdings Limited
Specified Office of Paying Agent	106 Nickel Street, Prosperita, Windhoek
Transfer Agent	Transfer Secretaries (Proprietary) Limited
Specified Office of Transfer Agent	4 Robert Mugabe Avenue, Windhoek
Additional Financial Centre	N/A

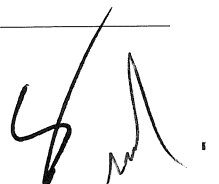
DESCRIPTION OF THE NOTES

Status of Notes	Senior Unsecured, NSX-Listed, Unrated, Floating Rate Notes
Form of Notes	Listed registered Notes issued in certificated form represented by one or more Individual Certificates.
Series Number	3
Tranche Number	1
Aggregate Nominal Amount	
a) Series	a) N\$175,000,000
b) Tranche	b) Up to N\$175,000,000
Interest	Interest-bearing
Interest Payment Basis	Floating Rate
Automatic/Optional Conversion from one Interest/Redemption/Payment Basis to another	N/A
Issue Date	18 June 2024
Specified Denomination	N\$1,000,000
Specified Currency	N\$ (Namibia Dollar)
Issue Price	100%
Interest Commencement Date	18 June 2024
Maturity Date	18 June 2029
Applicable Business Day Convention	Modified Following Business Day
Final Redemption Amount	100% of Nominal Amount
Last Day to Register	By 17h00 on 8 June, 8 September, 8 December, 8 March of each year, until the Maturity Date
Books Closed Period(s)	The Register will be closed from 9 June to 17 June, 9 September to 17 September, 9 December to 17 December and 9 March to 17 March (all dates inclusive) in each year until the Maturity Date
Default Rate	N/A
Nominal Amount per Note	N\$1,000,000



PROVISIONS RELATING TO INTEREST (IF ANY PAYABLE)

FIXED RATE NOTES	N/A
FLOATING RATE NOTES	
(a) Floating Interest Payment Date(s)	18 September, 18 December, 18 March and 18 June of each year until the Maturity Date, or, if such day is not a Business Day, the Business Day on which interest will be paid, as determined in accordance with the Applicable Business Day Convention (as specified in this Applicable Pricing Supplement)
(b) Interest Period(s)	Each period from, and including, the applicable Floating Interest Payment Date and ending on, but excluding, the following Floating Interest Payment Date, the first Interest Period commences on the Interest Commencement Date and ends on (but excludes) the first Floating Interest Payment Date (each Floating Interest Payment Date is adjusted in accordance with the Applicable Business Day Convention as specified in this Applicable Pricing Supplement)
(c) Definition of Business Day	N/A
(d) Minimum Rate of Interest	N/A
(d) 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
Manner in which the Rate of Interest is to be determined	Screen Rate Determination (Reference Rate plus Margin)
Margin	270 basis points to be added to the relevant Reference Rate
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
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-SAFEX
(b) Interest Rate Determination Date(s)	18 September, 18 December, 18 March and 18 June of each year until the Maturity Date with the first Interest Rate Determination being 12 June 2024
(c) Relevant Screen Page and Reference Code	ZAR-JIBAR-SAFEX
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	Cirrus Securities (Proprietary) Limited
ZERO COUPON NOTES	N/A



PARTLY PAID 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
REDEMPTION / MATURITY	
Redemption at the option of the Issuer: If yes:	Yes, the PNJ29 Notes shall be redeemable at the option of the Issuer as from 18 June 2027.
(a) Optional Redemption Date(s)	as from 18 June 2027
(b) Optional Redemption Amount(s) and method, if any, of calculation of such amount(s)	100% of Nominal Amount plus accrued interest as at Optional Redemption Date
(c) Minimum period of notice	60 days
(d) Other terms applicable on redemption	none
Redemption at the option of the Senior Noteholders:	No
Redemption in the event of a Change of Control at the election of the Noteholders pursuant to any other terms applicable to a Change of Control	No
Redemption in the event of a failure to maintain NSX listing and/or Rating at the election of Noteholders	No
Early Redemption Amount(s) payable on redemption for taxation reasons or on Event of Default (if required).	N/A
GENERAL	
Financial Exchange	Bond Market of the NSX
Additional selling restrictions	N/A
ISIN	NA000A3LZ047
Stock Code	PNJ29
Stabilising manager	N/A
Provisions relating to stabilisation	N/A
Method of distribution	Auction
Credit Rating assigned to the [Issuer]/[Programme]/[Notes]	Not rated
Applicable Rating Agency	N/A
Governing law (if the laws of Namibia are not applicable)	Republic of Namibia
Use of proceeds	Refinancing of the PNJ24 maturity
Other provisions	Net Debt (Total debt less cash) /EBITDA multiple not more than 3.5x EBITDA interest cover not less than 2.5x

Responsibility:

The Issuer accepts full responsibility for the information contained in this Applicable Pricing Supplement and the Programme Memorandum except as otherwise stated herein. To the best of the knowledge and belief of the Issuer the information contained in this Applicable Pricing Supplement and the Programme Memorandum is in accordance with the facts and does not omit anything which would make any statement false or misleading and all reasonable enquiries to ascertain such facts have been made. This Applicable Pricing Supplement and the Programme Memorandum contains all information required by Applicable Law and the Rules and debt listing requirements of the NSX.

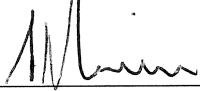
As at the date of this Applicable Pricing Supplement, the Issuer confirms that the authorised Programme Amount of N\$ 1,000,000,000 has not been exceeded.

Application is hereby made to list this issue of Notes on 18 June 2024.

SIGNED at Windhoek on this 12 day of June 2024

For and on behalf of

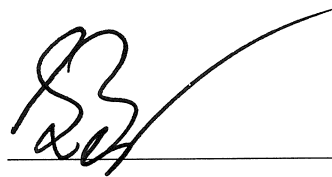
PARATUS NAMIBIA HOLDINGS LIMITED



Name: S I DE BRUIN

Capacity: Director

Who warrants his/her authority hereto



Name:

Capacity: Director

Who warrants his/her authority hereto

