

**ASCENDIS HEALTH LIMITED**

(Incorporated in the Republic of South Africa)  
(Registration number 2008/005856/06)  
ISIN: ZAE000185005  
JSE share code: ASC  
("Ascendis" or "the Company")

**ASCENDIS FINANCIAL SERVICES LIMITED**

(Incorporated in the Republic of South Africa)  
(Registration number 2012/021393/07)  
JSE code: ASFS

**ASCENDIS TO REFINANCE EXISTING DEBT THROUGH THE INTRODUCTION OF ZAR1.06 BILLION DEBT AND THE ESTABLISHMENT OF A ZAR2.0 BILLION DOMESTIC MEDIUM TERM NOTE PROGRAMME**

Ascendis is pleased to announce that it has successfully concluded a ZAR1.06 billion debt refinance programme involving several domestic banks and primary debt capital market investors. The debt refinance includes a Term Facility, Revolving Credit Facility ("RCF"), general banking facilities and a trade finance facility ("Debt Facilities") as well as a debut issue by Ascendis Financial Services Limited under a Domestic Medium Term Note Programme ("DMTN Programme") (collectively the "Debt Package").

**1. RATIONALE FOR THE REFINANCING**

The Standard Bank of South Africa Limited (acting through its Corporate and Investment Banking division) ("Standard Bank"), arranged a ZAR450 million bridge to bond facility in July 2013 with the intention of this being replaced by a more permanent capital structure over the short to medium term. Ascendis management is also intent on rationalising banking facilities in order to streamline group banking and treasury functions. As such, Ascendis has concluded negotiations with various domestic funders to implement the Debt Package, the salient terms of which are outlined below.

Furthermore, for Ascendis to successfully execute its ongoing strategy of acquiring attractive businesses within the health and care industry it is important to establish and maintain a diversified, competitively priced funding base. The Debt Package therefore not only incorporates obligations with varying maturity horizons, but also seeks to appropriately price these various commitments according to Ascendis' corporate risk profile. Specifically, it provides the Company with a mechanism to efficiently access the primary debt capital market as Ascendis continues to expand. Accordingly, the Debt Package includes a ZAR2.0 billion DMTN Programme listed on the Interest Rate Market of the JSE Limited ("JSE"), with a ZAR400 million debut issue by Ascendis Financial Services Limited, on an unlisted basis.

Ascendis believes the successful implementation of this Debt Package, less than a year after listing its equity securities on the JSE, is further evidence of the market's growing support for the Company as a leading health and care business. Management remains committed to proactively manage Ascendis' financial position, thereby ultimately seeking to unlock lasting shareholder value.

**2. THE DEBT PACKAGE**

The institutional support for the Debt Package is demonstrated through the participation of a number of key South African financial institutions and primary debt capital market investors including Standard Bank and Nedbank Group Limited (acting through its Nedbank Capital division) ("Nedbank") as mandated lead arrangers for the Term Debt and RCF, FirstRand Bank Limited (acting through its First National Bank division) ("FNB") as participant to the Term Debt and RCF, Futuregrowth Asset

Management Proprietary Limited (a wholly owned subsidiary of Old Mutual Plc) (“Futuregrowth”) and Sanlam Limited (“Sanlam”) (collectively, the “Finance Partners”). The Finance Partners have jointly agreed to participate in the Debt Package in the following capacities:

- Within the DMTN Programme, Futuregrowth and Sanlam have initially subscribed for ZAR400 million of secured, unlisted notes (“Notes”). The Notes are senior, secured, unrated and unlisted notes, ranking parri passu within the Debt Package. The tenor of the Notes is 5 years and the capital payment structure is a bullet settlement at the redemption date, being September 2019.
- Within the Debt Facilities, Standard Bank, Nedbank and FNB have collectively provided the ZAR450 million Term Debt and RCF Facilities on market related terms. The Term Debt component comprises ZAR200 million and matures in September 2019. The RCF comprises ZAR250 million and will afford Ascendis with three years of revolving credit, intended to be periodically refinanced via the DMTN Programme, as the board of directors deem appropriate to finance the Company’s ongoing requirements.
- Standard Bank, Nedbank and FNB have provided additional general banking facilities to the Ascendis Group amounting to R210m.

### **3. THE DMTN PROGRAMME**

The establishment of the DMTN Programme provides Ascendis with a mechanism to grow its funding base in line with its earnings by regularly accessing the primary debt capital market, up to a total aggregate value of ZAR2 billion. Ascendis Financial Services Limited intends issuing further notes under the DMTN Programme.

Any application to subscribe for Notes issued by Ascendis Financial Services Limited in terms of its DMTN Programme should be made only on the basis of the information contained in the formal programme memorandum approved by and listed on the Interest Rate Market of the JSE (the “Programme Memorandum”). The Programme Memorandum contains detailed information regarding Ascendis Financial Services Limited and the Company and its management as well as financial data relating to Ascendis Financial Services Limited and the Company.

The Ascendis board of directors is pleased to have achieved this significant milestone in the history of the Company which promises to place Ascendis in an optimal position to capture further growth opportunities.

**29 September 2014**

Johannesburg

Financial Advisor

Coast2Coast Investments Proprietary Limited

Debt Sponsor

The Standard Bank of South Africa Limited

Arranger of DMTN Programme and Notes

The Standard Bank of South Africa Limited

Legal Advisors to Ascendis Health Limited on the DMTN Programme and Notes

Bowman Gilfillan

Mandated Lead Arrangers on Debt Facilities

The Standard Bank of South Africa Limited and Nedbank Limited

Legal Advisors to Mandated Lead Arrangers on the Debt Facilities

Bowman Gilfillan

Sponsor

Investec Bank Limited