

THIS SUPPLEMENT CONTAINS IMPORTANT INFORMATION ABOUT THE ASHBURTON GOVERNMENT INFLATION LINKED BOND EXCHANGE TRADED FUND AND THE CHANGES TO THE INDEX CALCULATION AGENT AND INDEX OF THE ASHBURTON GOVERNMENT INFLATION LINKED BOND EXCHANGE TRADED FUND (THE “AMENDMENTS”) AND SHOULD BE READ CAREFULLY BEFORE INVESTING WITH THE ASHBURTON ETF PROGRAMME MEMORANDUM, OFFERING CIRCULAR, PRELISTING STATEMENT AND SUBSEQUENT SUPPLEMENT IN RELATION TO THE ASHBURTON GOVERNMENT INFLATION LINKED BOND EXCHANGE TRADED FUND. IF YOU HAVE ANY QUESTIONS ABOUT THE CONTENTS OF THE ASHBURTON ETF PROGRAMME OR THIS SUPPLEMENT, YOU SHOULD CONSULT YOUR PROFESSIONAL ADVISOR.

The director of Ashburton Management Company (RF) Proprietary Limited (the “issuer”) certify, that in respect of this supplement to the best of their knowledge and belief there are no facts that have been omitted which would make any statement false or misleading and that all reasonable enquiries to ascertain such facts have been made as well as that the placing document contains all information required by law and the JSE Listings Requirements, The issuer shall accept full responsibility for the accuracy of the information contained in the placing document, pricing supplements and the annual financial report, the amendments to the annual financial report or any supplements from time to time, except as otherwise stated therein.

If a prospective investor is in any way unclear as to the correct procedure to be followed or the terms and conditions applicable to subscriptions for the Ashburton Inflation Bond ETF securities referred to herein, the investor is advised to contact his JSE broker or professional advisor.



THIRD SUPPLEMENT

to the

ETF PROGRAMME MEMORANDUM

issued on 22 February 2016

in respect of

the Ashburton Collective Investment Scheme in Securities
registered in terms of the Collective Investment Schemes Control Act, No. 45 of 2002

being an

ASHBURTON GOVERNMENT INFLATION LINKED BOND EXCHANGE TRADED FUND

Relating to the Amendments of the Securities in the Ashburton Government Inflation Linked Bond Exchange Traded Fund (“Ashburton Inflation Bond ETF”) a portfolio of the Ashburton Collective Investment Scheme in securities (over the Government Inflation Linked Bond Price Index) on the terms and subject to the conditions set out in the Ashburton ETF Programme Memorandum as read together with this supplement. Application has been made to and granted by the JSE for the listing of the Ashburton Inflation Bond ETF under the abbreviated name “ASHINFBND” in the “Exchange Traded Funds” sector on the JSE.

Abbreviated name: “ASHINFBOND”

Share code: “ASHINF

ISIN: ZAE000215331

A copy of this supplement in the English language only is available at the registered office of Ashburton Management Company (RF) (Proprietary) Limited.

Prospective purchasers of any Exchange Traded Funds should ensure that they fully understand the nature of the Exchange Traded Fund, the possible Exchange Control implications and the extent of their exposure to risks, and that they consider the suitability of the Exchange Traded Fund as an investment in light of their own circumstances and financial position. The JSE's approval of the listing of the Ashburton Inflation Bond ETF securities is not to be taken in any way as an indication of the merits of the issuer or of the Ashburton Inflation Bond ETF securities. The JSE has not verified the accuracy and truth of the contents of the listing documentation and that to the extent permitted by law, the JSE will not be liable for any claim whatsoever.

The JSE takes no responsibility for the contents of the placing documents, pricing supplements, or the annual report (as amended or restated from time to time) or the amendments to the annual report, makes no representation as to the accuracy or completeness of any of the foregoing documents and expressly disclaims any liability for any loss arising from or in reliance upon the whole or any part of placing document, pricing supplements, or the annual report (as amended or restated from time to time). Claims against the JSE Guarantee Fund may only be made in respect of trading in Ashburton Inflation Bond ETF securities on the JSE and in accordance with the terms of the rules of the Guarantee Fund and can in no way relate to a default by the issuer of its obligations in terms of the issue of Ashburton Inflation Bond ETF securities by the issuer.

Date of issue: 13 August 2020

CORPORATE INFORMATION

Originator

Ashburton Management Company (RF)
(Proprietary) Limited
(Registration number 1996/002547/07)
1 Merchant Place
Cnr Fredman Drive & Rivonia Road
Sandton
P.O Box 786273, Sandton, 2146

Market Maker

RMB Securities (Proprietary) Limited
(Registration number 1988/003035/07)
1 Merchant Place
Cnr Fredman Drive & Rivonia Road
Sandton
P.O Box 786273, Sandton, 2146

Manager

Ashburton Management Company (RF)
(Proprietary) Limited
(Registration number 1996/002547/07)
1 Merchant Place
Cnr Fredman Drive & Rivonia Road
Sandton
P.O Box 786273, Sandton, 2146

Auditors

PricewaterhouseCoopers Inc
(Registration number 1998/012055/21)
2 Eglin Road
Sunninghill, 2157
Private Bag x 36, Sunninghill, 2157

Independent Fiduciary Agent, Issuer CSDP & Authorised Dealer

Standard Chartered Bank, Johannesburg
Branch
(Registration number 2003/020177/10)
4 Sandown Valley Crescent,
Sandton,
2196
P.o. Box 782080, Sandton 2146, Gauteng,
South Africa

Bankers

FirstRand Bank Limited
(Registration number 1966/01753/06)
1 Merchant Place
Cnr Fredman Drive & Rivonia Road
Sandton
P.O Box 786273, Sandton, 2146

Company Secretary of the manager

Carnita Low
4 Merchant Place
Cnr Fredman Drive & Rivonia Road
Sandton
P.O Box 786273, Sandton, 2146

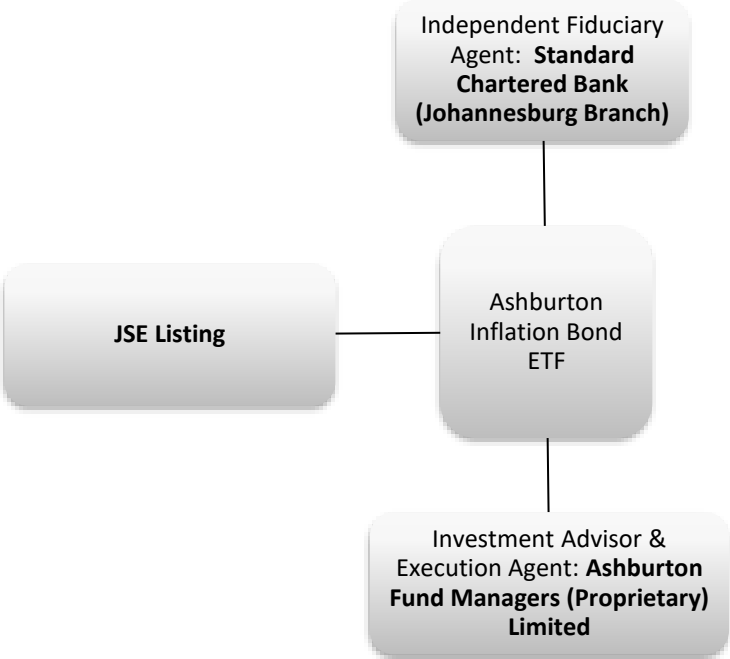
Directors of Ashburton Management Company (RF) (Proprietary) Limited

Boshoff Grobler
Geoffrey Carter*
Marilyn Ramplin*
Stuart Yates*
* Non-executive

SUPPLEMENT IN RESPECT OF THE ASHBURTON ETF PROGRAMME MEMORANDUM TO AMEND THE ASHBURTON INFLATION BOND ETF PORTFOLIO

1. STRUCTURE

The Ashburton Inflation Bond ETF is managed by the Manager. The Manager is an approved manager of Collective Investment Schemes and as such is governed in terms of the Collective Investment Schemes Control Act, 2002 (as amended, replaced or supplemented) (“CISCA”). The Manager has entered into an investment management agreement with the Investment Advisor, Ashburton Fund Managers (Proprietary) Limited (“AFM”), in terms of which AFM will monitor changes to the index constituents and execute transactions to reflect these changes on behalf of the Manager. Standard Chartered Bank (Johannesburg Branch) will act as the Independent Fiduciary Agent; their role will encompass, inter alia, the protection of investors' interests, by fulfilling a fiduciary role.



2. GENERAL

- 2.1. The contents of this supplement form part of the Ashburton ETF Programme Memorandum. The contents of the Ashburton ETF Programme Memorandum will apply to the issue and listing of the Securities described herein and will be supplemented by the contents of this supplement. In the event of any conflict between the contents of this supplement and the contents of the Ashburton ETF Programme Memorandum, the contents of this supplement will prevail.
- 2.2. This supplement sets out the salient terms in respect of the Ashburton Inflation Bond ETF Portfolio.
- 2.3. Ashburton Inflation Bond ETF securities are not in any way sponsored, endorsed, sold or promoted by the JSE and the JSE makes no warranty or representation whatsoever, expressly or implied, either as to the results to be obtained from the use of the Index and/or the figure at which the Index stands at any particular day or otherwise. The Index is compiled and calculated by the JSE. However, the JSE shall not be liable (whether in negligence or otherwise) to any person for any error in the Index and the JSE shall be under any obligation to advise any person of any error therein.
- 2.4. There are no preferential conversion and/or exchange rights attached to Ashburton Inflation Bond ETF securities.
- 2.5. No director of Ashburton Management Company (RF) (Proprietary) Limited has any interest in any transaction entered into by Ashburton Management Company (RF) (Proprietary) Limited.
- 2.6. There are no options or preferential rights attached to Ashburton Inflation Bond ETF securities.
- 2.7. There are no amounts paid or payable to any promoter in respect of Ashburton Inflation Bond ETF securities.
- 2.8. Unless otherwise agreed with the relevant regulators, any change in the terms of the Securities must be approved by extraordinary resolution, excluding the votes of the Issuer, any guarantor and their associates

3. SUMMARY OF THE OFFERING

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| 3.1. Issuer/Portfolio | Ashburton Inflation Bond ETF portfolio, a portfolio in the Ashburton Collective Investment Scheme, registered in terms of the Collective Investment Schemes Control Act, No 45 of 2002 |
| 3.2. ISIN | ZAE000215331 |
| 3.3. Share code | ASHINF |
| 3.4. Abbreviated name | ASHINFBND |
| 3.5. Index | FTSE/JSE IGOV Index represents all inflation linked government bonds which have a listing on the Bond Exchange of South Africa. The iGov has been calculated from 2007 and is a nominal weighted index. Ashburton Management Company (RF) (Proprietary) Limited has obtained permission to use the name and track the index. |
| 3.6. Index calculation Agent | JSE |
| 3.7. Description of Securities | Ashburton Inflation Bond ETF securities |
| 3.8. Frequency of Index publication and update | The Index is reconstituted on a quarterly basis, the constituent Securities are re-weighted monthly effective on the first day after the first Thursday of the reweighting month. Any updates and publications of the Index will be published on the following website: www.ashburtoninvestments.co.za . |
| 3.9. Distribution or accounting period | The portfolio will make distributions quarterly, towards the end of March, June, September and December. |
| 3.10. Any other special conditions and modifications to the terms and conditions set out in the Ashburton ETF Programme Memorandum dated 22 February 2016 | In the event that the Index is discontinued and/or modified and is no longer deemed suitable for the purposes as outlined in this Supplement then the existing Index will be replaced with an index that is suitably similar to the current |

standing FTSE/JSE IGOV Index (subject to necessary regulatory approvals, holders' approval, and due processes).

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| 3.11. Proceeds from subsequent issues of Securities | Proceeds from subsequent issues of securities will continue to be used to invest in the Index in accordance with the investment policy as set out in Annexure 1 |
| 3.12. Investment Policy | Refer to Annexure 1 |
| 3.13. Management and other fees and costs | Refer to Annexure 2 |
| 3.14. Composition of the Index | Refer to Annexure 3 |
| 3.15. Performance of the Index | Refer to Annexure 4 |
| 3.16. Subscription Conditions and Procedures | Refer to Annexure 5 |
| 3.17. Exchange Control Consequences | Refer to Annexure 6 |
| 3.18. Taxation Considerations | Refer to Annexure 7 |
| 3.19. Borrowings | At the date of this supplement, no borrowings have been incurred by Ashburton Management Company (RF) (Proprietary) Limited |

SIGNED AT JOHANNESBURG BY



Name: Vicki Tagg



Name: Alessandro Scalco

**ON BEHALF OF ALL THE DIRECTORS OF ASHBURTON MANAGEMENT COMPANY (RF)
PROPRIETARY LIMITED ON 13 AUGUST 2020.**

INVESTMENT POLICY

The aim of the Ashburton Inflation Bond ETF (referred to in this annexure as the “**portfolio**”) is to provide returns linked to the performance of the iGov (“**the Index**”) in terms of both price performance as well as income from the component Securities of the Index. The portfolio will aim to track the price performance of the Index.

In order to achieve the above mentioned objective, the portfolio will generally invest in all of the component Securities of the Index in proportion to their weighting in the Index and will under normal circumstances aim to invest at least 90% of its total assets in the bonds, or equivalent Securities, composing the Index.

However, due to various factors, including the costs and expenses involved as well as illiquidity of Securities, it may not be possible or practicable to purchase all of the component Securities in their weightings or purchase them at all. In such event, the Investment Advisor may use quantitative techniques to hold a representative sample of the Index. Such techniques involve considering the inclusion of each security into the portfolio of the Company based on its investment characteristics, fundamental characteristics and liquidity.

In no event will the portfolio be managed according to the traditional approach of active investment management, rather a passive approach will be applied.

The portfolio may hold liquid assets on an ancillary basis.

The portfolio aims to hold component Securities in the Index so that the weighting of each security it holds does not diverge substantially from the weighting of that component in the Index.

MANAGEMENT AND OTHER FEES AND COSTS

1. Initial costs paid directly by the investor

The investor will be liable for its own stockbroker's fee as agreed between the investor and its stockbroker.

2. Ongoing costs paid by the ASHBURTON INFLATION BOND ETF PORTFOLIO

Ongoing fees include audit fees, bank charges, custodian fees, management fees, scrip-lending agency fees and trustee fees. These are accrued daily from Ashburton Inflation Bond ETF Securities. All of the above are included in the Total Expense Ratio for Ashburton Inflation Bond ETF Securities, as published in accordance with industry practice. Transaction fees charged on the further acquisition/disposal of underlying constituents of the iGov during the Initial Offer and whenever the portfolio rebalances, are also charged to Ashburton Inflation Bond ETF Securities, when incurred.

The Fund will carry a Manager's fee based on a two-tiered pricing structure (inclusive of VAT).

Investment Size	Manager Fee (as % of AUM)
Investments less than R30 million	0.36%
Investments greater than R30 million	0.15%

The first R30 million will attract the 0.36% management fee, any Rand invested over R30 million from the same investor will attract a management fee of 0.15%. These investors will receive a rebate based on their average holding for the 3-month periods between distributions. This rebate will be based on the monthly register of Shareholders as per STRATE and will be paid by the shareholders CSDP.

In addition, the Manager is entitled to charge a Creation Fee or an exit fee in connection with the expenditure incurred and administration performed by it in respect of the creation, issue and sale or repurchase of Participatory Interests. Such fees would be a maximum of 0.50% (50 basis points) of the consideration received from an Investor (unless Investors are advised to the contrary).

The Manager may at any time in its discretion waive or rebate the upfront fee and/or exit fee (or any portion thereof), in respect of all investors, any category of investor or any investor. All taxes, duties, transaction and custody charges and brokerage fees will be for the Investor's account.

The Manager may change any charge in relation to this portfolio, introduce additional charges or change the method of calculation of any charge that could result in an increase in charges, provided that:

- not less than 3 months' written notice has been given to every investor; and
- the necessary amendments to the Main Deed have been effected in consultation with the Authority (if applicable).

The Manager may at any time in its discretion waive or rebate the management fee in respect of all investors, any category of investor or any particular investor.

COMPOSITION OF THE INDEX

The iGov is designed to represent the performance of South African Inflation Linked Government Bonds listed on the JSE. The iGov is reconstituted on a quarterly basis, effective at 12 noon on the first Thursday of the reconstitution month. In order to be eligible for selection, bonds are required to have a remaining term to maturity which is greater than 1 year over the entire quarterly period for which the selection is being made as well as a clean market capitalisation exceeds R100 million measured over the averaging period. Although the iGov is reconstituted on a quarterly basis, the constituent Securities are re-weighted monthly effective on the first day after the first Thursday of the reweighting month

Constituent Holdings as at 05 June 2020

Bond	Modified Duration	Weight	Maturity	Coupon Rate	Coupon Dates
I2029	7.88	3.86%	2029/03/31	1.875	March/September
R212	1.58	9.60%	2022/01/31	2.75	January/July
R197	3.19	17.97%	2023/12/07	5.5	June/December
I2025	4.33	11.86%	2025/01/31	2	January/July
R210	6.89	9.56%	2028/03/31	2.6	March/September
R202	10.49	14.07%	2033/12/07	3.45	June/December
I2038	13.52	8.75%	2038/01/31	2.25	January/July
I2046	17.00	7.95%	2046/03/31	2.5	March/September
I2050	18.32	11.05%	2050/12/31	2.5	June/December
I2033	10.80	5.32%	2033/02/28	1.875	February/August

Source: FTSE/JSE IGOV Index

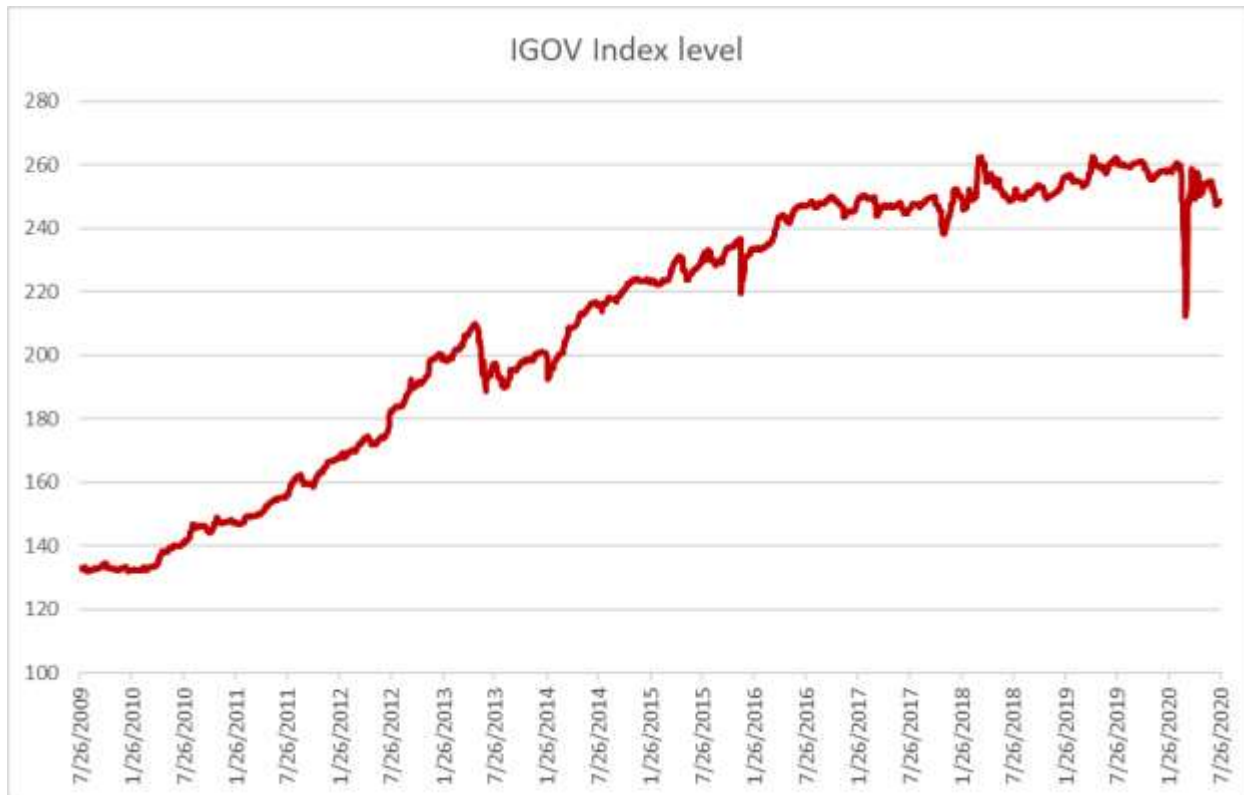
The summary above was correct at the time of the compilation of this circular. For updated information please visit the website of Ashburton Management Company (Proprietary) Limited (www.ashburtoninvestments.co.za).

Impact of change in Index on ETF starting reference price

The Amendments to this Supplement will be effective on 29 June 2020, the iGov nominal level will be lower than the GILBx nominal level and as such the Ashburton Inflation Bond ETF starting price reference point will be 1/8.223th of the iGov as opposed to 1/10th of the GILBx.

HISTORICAL PERFORMANCE OF THE INDEX

The performance of the iGov for the period ending 30 June 2020 is shown in the graph below. Please note that past performance is not indicative of future performance.



Source: BLOOMBERG

SUBSCRIPTIONS CONDITIONS AND PROCEDURES

The subscription conditions and procedures set out below are applicable to any subscriptions (other than secondary market trades) thereafter.

1. SUBSCRIPTIONS AND REDEMPTIONS AFTER THE INITIAL OFFER

You must contact the Manager, the contact details of which are set out on the inside front cover of this circular.

CASH SUBSCRIPTIONS

Your payment may only be made in South African currency (Rands).

Rand subscriptions

Rand cash subscriptions under the Initial offer must be in a minimum amount of R10 000.

A cash subscription under the Initial offer will be based upon the amount which an applicant applies to invest in Ashburton exchange traded securities rather than a function of how many Ashburton exchange traded securities an applicant wishes to acquire in terms of the subscription. The cash subscription price and the number of Ashburton exchange traded securities to be issued to an applicant for cash will be determined by the amount which the applicant invests (net of the transaction costs and applying the specified exchange rate) of the pro rata cost to the fund of acquiring the underlying basket.

Following the close of the initial offer there shall be a Ramp Up Period during which the fund will acquire the appropriate underlying baskets of Securities (comprising the Index) utilising the cash raised during the initial offer.

After the Ramp Up Period the Manager shall publicly announce the number of Ashburton exchange traded securities allotted and issued per the letters of allotment ("LAs") together with details of the basis on which Ashburton exchange traded securities were allocated under the Initial offer. Investors should be aware that transaction costs will be deducted from the

subscription amount accompanying their applications, and accordingly, the relevant subscription amount (less transaction costs) shall be invested in Ashburton exchange traded securities. The LAs will then be converted into Ashburton exchange traded securities in accordance with the published conversion ratio. Although the basis of allocation will be publicly announced on the trading day following the end of the Ramp Up Period, applicants will only be informed of their actual individual allocations on receipt of their statements from their broker or CSDP. Accordingly, applicants who deal prior to the receipt of their statements do so at the risk of selling Ashburton exchange traded securities in respect of which they have not received confirmation of an allocation.

All taxes, duties, custody charges, brokerage fees, JSE trading fees and any other costs and expenses will be for your own account.

Ashburton exchange traded securities will be issued to successful applicants and will be booked to applicants' relevant Securities accounts in the books of their broker or CSDP on the listing date, provided that the aforesaid requirements have been fulfilled and the minimum investment criteria have been met.

"In specie" subscriptions

Investors subscribing for Ashburton exchange traded securities *in specie*, by the delivery of one or more full baskets of Securities, are obliged to subscribe for Securities in the number of blocks as dictated in this supplement. In addition to the delivery of a basket, an applicant shall be required to pay, in cash, *inter alia*, a *pro rata* portion of the income accruals.

Ashburton exchange traded securities will not be issued unless the Issuer CSDP is satisfied that the relevant Securities and the specified cash amount have been received by it.

Procedures

Investors must give their broker or CSDP instructions that they wish to subscribe for Ashburton exchange traded securities. Such an instruction is akin to an instruction to purchase on the market, is irrevocable and is binding on the client and the broker or CSDP.

The procedures for subscriptions, which will be in accordance with Strate's requirements, will be available from the Manager, contact details of which are set out on the inside front cover.

Investors wishing to subscribe *in specie* should contact the Manager directly prior to subscribing and confirm their South African CSDP details. The Manager will publish on its website the basket constituents and the specified cash amount for the subscriptions.

EXCHANGE CONTROL CONSEQUENCES

In terms of the Exchange Control Regulations of the Republic of South Africa, former residents of the Common Monetary Area who have emigrated are permitted to use their emigrant blocked funds to subscribe for Ashburton Inflation Bond ETF Securities. All payments using emigrant blocked funds must be made through the Authorised Dealer in foreign exchange controlling the emigrant's blocked assets. Ashburton Inflation Bond ETF Securities issued pursuant to the use of emigrant blocked funds, will be credited to the applicant's blocked share accounts at the Central Securities Depository Participant controlling their blocked portfolios. Shares subsequently re-materialised and issued in certificated form, will be endorsed "Non-Resident" and will be sent to the Authorised Dealer in foreign exchange through whom the payment was made. If applicable, refund monies payable in respect of unsuccessful applications or partly successful applications, as the case may be, for Ashburton Inflation Bond ETF Securities, emanating from emigrant blocked accounts, must be returned to the Authorised Dealer in foreign exchange through whom the payments were made, for credit to such applicants' blocked accounts. Applicants resident outside the Common monetary Area should note that, where shares are subsequently re-materialised and issued in certificated form, such share certificates will be endorsed "Non-Resident" in terms of the Exchange Control Regulations.

TAX CONSIDERATIONS

The following guidance is based on the Manager's understanding of and advice received on certain aspects of the tax law and practice currently in force in South Africa. There can be no guarantee that the tax position or proposed tax position at the date of this supplement or at the time of an investment will endure indefinitely.

This guidance does not constitute tax advice. Investors should consult their own independent advisors on the possible tax and other consequences of their subscribing for, purchasing, holding, selling, exchanging or redeeming Securities under the laws of their country of incorporation, establishment, citizenship, residence or domicile.

Income distributions

Income will be distributed to investors in the form it was received (net of allowable taxes, expenses or other charges) and will be taxable as such in the hands of the investor.

To the extent that distributions consist of interest, non-South African tax resident investors should not be subject to Withholding Tax on Interest by virtue of the fact that the interest will arise from listed debt instruments and/or bank debt.

Sale or transfer of Securities

The sale or transfer of Securities will trigger a tax event for the investor, resulting in taxation either in full or at the relevant capital gains inclusion rate, depending on the revenue or capital orientation of the investor.

General

The directors of the Manager, the Ashburton Inflation Bond ETF, the Manager and each of their agents and employees shall have no liability nor assume any liability in respect of the individual tax affairs of investors.