

THIS APPLICABLE PORTFOLIO SUPPLEMENT CONTAINS IMPORTANT INFORMATION ABOUT THE NEWFUNDS MAPPS GROWTH ETF PORTFOLIO IN THE NEWFUNDS COLLECTIVE INVESTMENT SCHEME AND ITS SECURITIES AND SHOULD BE READ CAREFULLY IN CONJUNCTION WITH THE OFFERING CIRCULAR BEFORE INVESTING. IF YOU HAVE ANY QUESTIONS ABOUT THE CONTENTS OF THIS APPLICABLE PORTFOLIO SUPPLEMENT YOU SHOULD CONSULT YOUR PROFESSIONAL ADVISOR.

The directors of NewFunds (Proprietary) Limited, whose names are set out on pages 25 to 28 of the Offering Circular, collectively and individually accept full responsibility for the accuracy of the information contained in this Applicable Portfolio Supplement and certify that, to the best of their knowledge and belief, no facts have been omitted, the omission of which would make any statement in this Applicable Portfolio Supplement false or misleading and they have made all reasonable enquiries to ascertain such facts and the Applicable Portfolio Supplement contains all information required by law and the Listings Requirements of the JSE.

NEWFUNDS



NEWFUNDS MAPPS GROWTH ETF PORTFOLIO

(a Portfolio under the NewFunds Collective Investment Scheme)

registered in terms of the

Collective Investment Schemes Control Act, 2002)

Abbreviated name: "MAPPS GRO"

symbol: "MAPPSG"

ISIN code: ZAE000153763

APPLICABLE PORTFOLIO SUPPLEMENT

relating to an initial offer ("Initial Offer") to subscribe for Participatory Interests in the MAPPS GROWTH Portfolio of NewFunds, in respect of Cash Subscriptions, at a price per Participatory Interest equal to the net asset value per MAPPS GROWTH Participatory Interest on the Business Day immediately preceding the Listing Date, which will, in turn, equate to approximately 1/1000th of the average Index Level during the Ramp-Up Period or, in respect of *In Specie* Subscriptions, by delivery of one or more Baskets entitling the Investor to one Block of MAPPS GROWTH Participatory Interests per Basket delivered on the terms and conditions set out in the Offering Circular as read together with this Applicable Portfolio Supplement.

Opening date of Initial Offer at 09:00 on:	Thursday, 28 April 2011
Closing date of Initial Offer at 12:00 on [▲] :	Friday, 13 May 2011
LAs issued [#] :	Monday, 16 May 2011
Ramp-up period in respect of Cash Subscriptions commences:	Monday, 16 May 2011
Last day to trade in order to deliver Baskets in respect of <i>In Specie</i> applications:	Thursday, 19 May 2011
Ramp-up period in respect of Cash Subscriptions ends on or before 12:00	Friday, 20 May 2011
Announcement of conversion ratio in respect of Initial Offer (Cash Subscriptions):	Friday, 20 May 2011
Listing of MAPPS GROWTH Securities [†] from commencement of trading (9:00) on:	Wednesday, 25 May 2011

[▲] Applicants should contact their broker or CSDP to ascertain the timing for submission of applications as this will vary dependant on the broker or CSDP in question.

[#] One letter of allotment ("LA") will be issued for every one Rand subscription against a subscriber's CSDP or broker account being debited with the Rand amount. Once the Baskets of Constituent Securities have been acquired on behalf of the MAPPS GROWTH ETF Portfolio, Strate will convert the LAs to MAPPS GROWTH Securities in the CSDP accounts in accordance with the conversion ratio to be published on SENS.

[†] MAPPS GROWTH Securities will be issued in dematerialised format only.

**Legal Advisor to the Manager,
Originator, Administrator,
Market Maker and Issuer Agent**



Originator



Sponsor

J.P.Morgan



Date of issue: 28 April 2011

Applicants and/or prospective Investors in MAPPS GROWTH Participatory Interests, as with any other exchange traded fund, should ensure that they fully understand the nature of the Participatory Interests and the extent of their exposure to risk, and that they consider the suitability of the Participatory Interests as an investment in light of their own circumstances and financial position. The JSE's approval of the listing of any Participatory Interests should not be taken in any way as an indication of the merits of either NewFunds or any Participatory Interests in any Portfolio thereof. The JSE has not verified the accuracy or truth of the contents of the documentation submitted to it and, to the extent permitted by law, the JSE will not be liable for any claim of whatever kind. Claims against the JSE Guarantee Fund may only be made in respect of trading in Participatory Interests on the JSE and in accordance with the rules of the Guarantee Fund and can in no way relate to the new issue of Participatory Interests by MAPPS GROWTH Portfolio.

Words used in this section shall have the same meaning as defined on pages 3 to 7 of this Applicable Portfolio Supplement or the Offering Circular, unless they are defined in this section or the use thereof is clearly inappropriate from the context.

The Legal Advisors have not separately verified the information contained in this Applicable Portfolio Supplement. Accordingly, no representation, warranty or undertaking, express or implied, is made and no responsibility is accepted by the Legal Advisors as to the accuracy or completeness of the information contained in this Applicable Portfolio Supplement or any other information provided by the Manager in connection with NewFunds. The Legal Advisors do not accept any liability in relation to the information contained in this Applicable Portfolio Supplement or any other information provided by the Manager in connection with the Participatory Interests.

No person has been authorised to give any information or to make any representation not contained in or not consistent with this Applicable Portfolio Supplement or any other information supplied in connection with NewFunds and, if given or made, such information or representation must not be relied upon as having been authorised by the Manager or any of the other professional advisors.

This Applicable Portfolio Supplement and any other information supplied in connection with NewFunds does not constitute the rendering of financial or investment advice by the Manager or any of the other professional advisors and is not intended to provide the basis of any credit or other evaluation. This Applicable Portfolio Supplement and such information merely contains a description of certain facts at the date of this Applicable Portfolio Supplement and should not be considered as a recommendation by the Manager or any of the other professional advisors that any recipient of this Applicable Portfolio Supplement or any other information supplied in connection with NewFunds should purchase any Participatory Interests.

Each Investor contemplating purchasing any Participatory Interests should make its own independent investigation of the financial condition and affairs and its own appraisal of NewFunds.

Neither the delivery of this Applicable Portfolio Supplement nor any sale made in connection herewith shall, under any circumstances, create any implication that there has been no change in the affairs of NewFunds since the date hereof.

The delivery of this Applicable Portfolio Supplement does not at any time imply that the information contained herein is correct at any time subsequent to the date hereof.

This Applicable Portfolio Supplement is to be read in conjunction with all documents incorporated herein by reference and should be read and understood on the basis that such documents are incorporated in and form part of this Applicable Portfolio Supplement.

This Applicable Portfolio Supplement does not constitute an offer to sell or the solicitation of an offer to buy any Participatory Interests in any jurisdiction to any person to whom it is unlawful to make the offer or solicitation in such jurisdiction. Neither the Manager nor any of the other professional advisors represents that this Applicable Portfolio Supplement may be lawfully distributed, or that any Participatory Interests may be lawfully offered, in compliance with any applicable registration or other requirements in any such jurisdiction, or pursuant to an exemption available thereunder, or assumes any responsibility for facilitating any such distribution or offering. In particular, no action has been taken by the Manager which would permit a public offering of any Participatory Interests or distribution of this document in any jurisdiction where action for that purpose is required. Accordingly, no Participatory Interests may be offered or sold, directly or indirectly, and neither this Applicable Portfolio Supplement nor any advertisement or other offering material may be distributed or published in any jurisdiction, except in compliance with any applicable laws and regulations and the Manager has represented that all offers and sales by them will be made in compliance with this prohibition.

The distribution of this Applicable Portfolio Supplement and the offer or sale of Participatory Interests may be restricted by law in certain jurisdictions. Persons into whose possession this Applicable Portfolio Supplement or any Participatory Interests come must inform themselves about, and observe, any such restrictions. In particular there are restrictions on the distribution of this Applicable Portfolio Supplement and the offer or sale of Participatory Interests in the United States, the United Kingdom and the RSA.

The Participatory Interests have not been and will not be registered under the United States Securities Act of 1933 (the "Securities Act"). Participatory Interests may not be offered, sold or delivered within the United States or to US persons except in accordance with regulations under the Securities Act. Furthermore, persons who are not residents of the Common Monetary Area (being the RSA, the Republic of Namibia, the Kingdom of Swaziland and the Kingdom of Lesotho) may not invest in or acquire the Participatory Interests unless specific approval is sought and obtained from the relevant South African Exchange Control Authorities.

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1. INTRODUCTION

- 1.1 MAPPS GROWTH has been established with the intention of allowing an Investor to obtain market exposure to the Constituent Securities held in the MAPPS GROWTH Portfolio in an easily tradable form and to replicate as far as possible the price and yield performance of the Constituent Securities.
- 1.2 The various components of the Constituent Securities and their relative weightings as at the date of issue hereof are set out, for information purposes only, in Annexure A hereto.
- 1.3 MAPPS GROWTH allows an Investor to obtain an indirect exposure to the Constituent Securities held by the MAPPS GROWTH Portfolio. The following Constituent Securities (held in the percentages set out below) underlie the MAPPS GROWTH Portfolio:

Domestic equity	The domestic equity component is comprised of securities in the companies or entities included in the SWIX 40 Index.	75%
Fixed income	The fixed income component is made up of bonds issued by the Government of the Republic of South Africa included in the GOVI and ILBI Indices.	10% (GOVI) 10% (ILBI)
Assets in Liquid Form	Assets in Liquid Form are held by the Trustees of the MAPPS GROWTH Portfolio.	5%

- 1.4 Whilst the investment objective of the MAPPS GROWTH Portfolio is to provide investment results that generally correspond to the price and yield performance of the Constituent Securities, there can be no assurance that this investment objective can be achieved. There is also no assurance that active trading markets for the MAPPS GROWTH Participatory Interests will develop, nor is there a certain basis for predicting the price levels at which the MAPPS GROWTH Participatory Interests will trade.
- 1.5 The MAPPS GROWTH Participatory Interests have been approved for listing by the JSE on the Exchange Traded Funds sector of the JSE. Once issued, the MAPPS GROWTH Participatory Interests may be traded in the secondary market on the JSE on a "per index Participatory Interest basis" and need not be traded in any minimum number.

Save as set out in this Applicable Portfolio Supplement, there has been no material change and no material new matter has arisen since the date of publication of the Offering Circular.

2. INTERPRETATION

In this Applicable Portfolio Supplement, unless the context clearly indicates a contrary intention, the following expressions shall have the following meanings and cognate expressions shall have a corresponding meaning. In the event of conflict between the provisions of this Applicable Portfolio Supplement and the Offering Circular, the provisions of this Applicable Portfolio Supplement will apply:

"Absa"	means Absa Bank Limited (registration number 1986/004794/06), a public company incorporated in accordance with the laws of the RSA, acting through its investment banking division, Absa Capital;
"All Share Index", "JSE All Share Index"	the FTSE/JSE Africa All Share Index representing the top 99% of the companies listed on the main board of the JSE and qualifying under the Ground Rules as being eligible for inclusion in that index, ranked by growth market capitalisation (before the application of any free float weightings);
"Administrator"	means Absa, appointed as such in terms of the Management Agreement;
"Applicant"	means an prospective Investor who applies to subscribe for MAPPS GROWTH Participatory Interests on the basis described herein;
"Application"	means an application made by a Applicant either through such Applicant's broker, the Participating Broker, or in the case of an Applicant which is a Non-controlled Client, through the Issuer CSDP;

“Asset Management Agreement”	means the agreement in terms of which the Manager has appointed SIM as the asset manager and back office administrator for the time being of the MAPPS GROWTH Portfolio, dated 20 April 2011;
“Assets in Liquid Form”	means any amount of cash consisting of Reserve Bank notes and coin, any instrument determined in Chapters III and IV of the Determination or participatory interests in money market portfolios referred to in Chapters III and IV of the Determination which is capable of being converted into cash within seven days, provided that any exposure to an entity created through the inclusion of assets in liquid form must be added to any other exposure to the same entity for purposes of calculating any limit prescribed in this Notice;
“Barclays”	means Barclays Bank PLC, a public limited company registered in England and Wales under registration number 1026167;
“Basket”	means in relation to the MAPPS GROWTH Portfolio, a collection of Constituent Securities contained in the MAPPS GROWTH Portfolio which the MAPPS GROWTH Portfolio wishes to track and that can be acquired with an amount of money having a Rand value equal to approximately 1 000 times the average Index Level over the Ramp-up Period and which equates in Rand terms to a Block;
“Block”	means 1 000 000 Participatory Interests;
“Closing Date”	means the date on which the Initial Offer closes, being 12:00 on 13 May 2011;
“Component Indices”	means SWIX, GOVI, ILBI and notional cash;
“Constituent Securities”	means the securities included in the MAPPS GROWTH Portfolio as set out in section 6;
“Controlled Client”	means an Investor whose funds and uncertificated securities are in the control of a Settlement Agent and whose settlements take place via a CSDP as if the Investor’s funds or uncertificated securities were under the control of a Settlement Agent;
“Creation Fee”	means the upfront fee charged by the Manager in accordance with the provisions of CISCA and the Principal Deed on the creation of a Participatory Interest as detailed in Section 9 of this Applicable Portfolio Supplement;
“Determination”	means the “Determination of securities, assets or classes of securities, assets or classes of assets that may be included in a portfolio of a collective investment scheme in securities and the manner in which and limits and conditions subject to which securities or assets may be so included” published under General Notice 1503 in <i>Government Gazette</i> 28287 of 4 December 2005;
“EFFAS”	means the European Federation of Financial Analysts Societies, a professional association for nationally-based investment professionals associations in the European Union;
“FTSE/JSE Africa Top 40 Index”	means the FTSE/JSE Africa Top 40 Index, an equity index consisting of the largest forty companies listed on the JSE ranked by growth market capitalisation before the application of any investability weightings in the All Share Index;
“GOVI”	means the SA Government Bond Total Return Index (Bloomberg Code: GOVITR Index) relating to the JSE’s Interest Rate Market and consists of the underlying securities set out in Annexure A;
“GOVI Licence Agreement”	means the licence agreement entered into between the JSE and the Manager in terms of which the Manager is permitted to use the GOVI for its own internal purposes, dated 23 December 2010;

“Ground Rules”	means the ground rules for the management of the FTSE/JSE Africa Top 40 Index, as amended, novated and/or replaced from time to time;
“ILBI”	means the Barclays Absa SA Government Inflation-Linked Bond Total Return Index (Bloomberg Code: BEMZOZ Index) relating to the JSE’s Interest Rate Market and consists of the underlying securities set out in Annexure A;
“ILBI Licence Agreement”	means the licence agreement entered into between Barclays and the Manager in terms of which the Manager is permitted to use the ILBI for its own internal purposes, dated 28 January 2011;
“Initial Offer”	means the initial offer to the public of MAPPS GROWTH Participatory Interests pursuant to this Applicable Portfolio Supplement;
“Initial Offer Period”	means the period during which the Initial Offer will be open, being 09:00 on the Opening Date until 12:00 on the Closing Date;
“Investor”	means a holder of a MAPPS GROWTH Participatory Interest;
“Investment Management Agreement”	means the agreement in terms of which the Trustee has appointed the Manager as the investment manager of the MAPPS GROWTH Portfolio;
“Issuer CSDP”	means The Standard Bank of South Africa Limited (registration number 1962/000738/06), a public company incorporated in accordance with the laws of the RSA;
“JSE”	means the JSE Limited (registration number 2005/022939/06), a public company incorporated in accordance with the laws of the RSA;
“Letters of Allocation”	means the non-transferable letters of allocation issued by the Manager to successful Applicants in respect of subscriptions received from such Applicants, entitling holders thereof to be issued with the MAPPS GROWTH Participatory Interests;
“Licence Agreements”	means the SWIX Index Licence Agreement, the GOVI Licence Agreement and the ILBI Licence Agreement, collectively;
“Listing Date”	means the date on which the first Participatory Interests issued in the MAPPS GROWTH Portfolio are to be listed on the JSE, anticipated to be on or about 25 May 2011;
“Manager”	means NewFunds (Proprietary) Limited (registration number 2005/034899/07) (previously known as Lexshell 667 Investments (Proprietary) Limited), a private company duly incorporated in accordance with the laws of the RSA or, such other Manager of NewFunds as may be appointed in accordance with the provisions of CISCA;
“Management Agreement”	means the agreement in terms of which the Manager has appointed Absa as Administrator for the time being of the MAPPS GROWTH Portfolio, dated 10 December 2010;
“Market Maker”	Absa;
“Market Making Agreement”	means the agreement in terms of which the Manager has appointed Absa as the Market Maker in respect of all of the portfolios established from time to time under the NewFunds Collective Investment Scheme dated 25 November 2008;
“MAPPS GROWTH”	means Multi Asset Passive Portfolio Strategies Growth Fund;
“MAPPS GROWTH Index”	means a customised multi asset index, defined as the weighted sum of the Component indices (SWIX, GOVI, ILBI and the notional Cash), by conversion indexed to 100, representing SWIX 75%, GOVI 10% and ILBI 10% indices and notional cash 5%, with the weightings set out in 6 below and specified in detail on the website of the Manager

and calculated on a daily basis by Riscura (or such other independent calculation agent appointed by the Manager from time to time, with the prior written approval of the Registrar).

"MAPPS GROWTH Portfolio"	means the portfolio of Constituent Securities held by NewFunds in the relevant proportions which is established under NewFunds by way of the MAPPS GROWTH Supplemental Deed,
"MAPPS GROWTH Supplemental Deed"	means the written supplemental deed dated 06 April 2011 (as amended, novated and/or replaced from time to time) concluded between the Manager and the Trustee in relation to the MAPPS GROWTH Portfolio, the salient provisions of which are set out in Annexure B;
"Non-controlled Client"	means an Investor, other than a Controlled Client, who has appointed and, whose settlements take place directly with, a CSDP;
"Offer"	means the first offer to be made to institutional and retail investors in South Africa to subscribe for MAPPS GROWTH Participatory Interests, as described in the Offering Circular as read together with this Applicable Portfolio Supplement;
"Offer Price"	means the price at which Participatory Interests in the MAPPS GROWTH Portfolio are issued to the public pursuant to the Initial Offer (excluding statutory, trading, custody and brokerage costs, fees and other expenses) being the net asset value per MAPPS GROWTH Participatory Interest on the Business Day immediately preceding the Listing Date which in turn equates to approximately 1/1000 th of the average Index Level during the Ramp-Up Period;
"Offering Circular"	means the written offering circular (as amended, supplemented, novated and/or replaced from time to time) issued by the Manager in relation to NewFunds, dated 3 September 2007;
"Opening Date"	means the date on which the Initial Offer opens, being 09:00 on 28 April 2011;
"Ramp-Up Period"	means the period during which NewFunds will acquire the Constituent Securities. The duration of this period will be variable, depending on prevailing market liquidity, but shall not exceed seven Trading Days for Cash Subscriptions equal to or less than ZAR500 000 000, shall not exceed eleven Trading Days for Cash Subscriptions exceeding ZAR500 000 000 but equal to or less than ZAR1 000 000 000, and for Cash Subscriptions exceeding ZAR1 000 000 000 the maximum duration of the Ramp-Up Period will be extended in proportion to the amount by which the total amount of Cash Subscriptions exceeds ZAR1 000 000 000, i.e. if total Cash Subscriptions are ZAR1 100 000 000, the maximum duration of the Ramp-Up Period will be 12 Trading Days;
"Registrar"	means the Registrar of Collective Investment Schemes;
"Riscura"	means Riscura Solutions (Proprietary) Limited (registration number 1999/010296/07), a private company incorporated in accordance with the laws of the RSA;
"Securities Account"	means a securities account opened by a CSDP in the relevant sub-register of that CSDP, as defined in the Securities Services Act;
"SIM"	means Sanlam Investment Management (Proprietary) Limited (registration number 1967/011973/07), a private company incorporated in accordance with the laws of the RSA;

“Specified Cash Amount”	means <i>pro rata</i> the number of Participatory Interests being subscribed for <i>in specie</i> , collectively: a portion of the income accruals in the Portfolio up to and including the date of subscription (nil in respect of the Initial Offer); any cash amount that arises as a result of rounding the number of Constituent Securities to be delivered; transfer duties and taxes (including Securities Transfer Tax, if applicable) (if any) arising on the acquisition by the Portfolio of the underlying Basket from the Investor; and any other cost that may be determined by the Manager from time to time;
“SWIX 40 Index”	means the FTSE/JSE Top 40 Shareholder Weighted Total Return Index (Bloomberg Code: JSHR40TR Index), an index which makes use of the share registers of the top 40 companies listed on the main board of the JSE and qualifying under the Ground Rules as being eligible for inclusion in that index, ranked by full market capitalisation (before the application of any free float weightings) to reduce the constituent weights for foreign shareholders and is adjusted for cross-holdings and strategic holdings and consists of the underlying securities set out in Annexure A;
“SWIX 40 Licence Agreement”	means the agreement entered into between the JSE and the Manager in terms of which the Manager is authorised to use the SWIX 40 Index for its own internal business purposes dated 23 December 2010;
“Trustee”	means the Trustee of NewFunds appointed in terms of CISCA from time to time, being the Standard Bank of South Africa (registration number 1962/000738/06); and
“ZAR”	means South African Rand, the lawful currency of the RSA.

3. SALIENT DATES AND TIMES

Expected timetable of principal events

Opening Date of Initial Offer at 09:00 on	Thursday, 28 April 2011
Closing Date of Initial Offer at 12:00 on [▲]	Friday, 13 May 2011
LAs issued [#]	Monday, 16 May 2011
Opening date of Ramp-Up Period at 09:00 on	Monday, 16 May 2011
Closing date of Ramp-Up Period at 12:00 on*	Friday, 20 May 2011
Listing Date (Cash Subscriptions) on 09:00 on*	Wednesday, 25 May 2011

[▲] Applicants should contact their broker or CSDP to ascertain the timing for submission of applications as this will vary dependant on the broker or CSDP in question.

[#] One letter of allotment (“LA”) will be issued for every one Rand subscription against a subscriber’s CSDP or broker account being debited with the Rand amount. Once the Baskets of Constituent Securities have been acquired on behalf of the MAPPS GROWTH ETF Portfolio, Strate will convert the LAs to MAPPS GROWTH Securities in the CSDP accounts in accordance with the conversion ratio to be published on SENS.

* The duration of the Ramp-Up Period may be extended depending on prevailing market liquidity, in which event the Listing Date in respect of Cash Subscriptions will occur on a later date

4. SUBSCRIPTIONS FOR PARTICIPATORY INTERESTS (INITIAL OFFER)

Initial offer

The publication, issue and/or distribution of this Applicable Portfolio Supplement (as read with the Offering Circular) does not constitute an offer where the Initial Offer may be illegal or may fail to conform to the laws of a particular jurisdiction.

To the extent that this Applicable Portfolio Supplement may be sent to or distributed in any such jurisdiction, it is provided for information purposes only and no person situated in such jurisdiction may accept the Initial Offer. No such person wishing to accept the Initial Offer may use the mail of any such jurisdiction, or any means, instrumentality or facility in any such jurisdiction for any purpose, directly or indirectly, relating to the Initial Offer. It shall be the responsibility of any person resident in a jurisdiction outside the RSA to inform himself about, and to observe, any applicable legal requirement in the relevant jurisdiction.

Offer Structure

The Initial Offer comprises an offer of Participatory Interests in the MAPPS GROWTH Portfolio at the Offer Price to institutional and retail Investors.

There is no maximum number of MAPPS GROWTH Participatory Interests which may be issued in terms of the Initial Offer.

In addition there is no minimum number of MAPPS GROWTH Participatory Interests which may be issued in terms of the Initial Offer.

Offer Price

The Offer Price of each Participatory Interest will be the net asset value per MAPPS GROWTH Participatory Interests on the Business Day immediately preceding the Listing Date, which will in turn, equate to approximately 1/1 000th of the average Index Level during the Ramp-Up Period and will be determined on the following bases:

- the Offer Price for each Participatory Interest will be exclusive of any taxes, costs or fees payable in respect thereof and, such Offer Price is payable in full, in ZAR, without any deduction or set-off at the time an application for Participatory Interests is submitted; and
- the Offer Price may be discharged either in cash or *in specie* (i.e. by delivery of one or more Baskets).

Please note that no late applications will be accepted.

Applications in respect of the Initial Offer

Applications for Participatory Interests must be based on the total monetary amount the Applicant wishes to invest in Participatory Interests and not on a specific number of Participatory Interests. By making an application to acquire a Participatory Interest, an Applicant will be deemed to have offered to acquire the maximum number of Participatory Interests that may be applied for with the relevant amount specified in such Application. All applications in respect of the Initial Offer will be made on the terms and conditions set out in the Offering Circular as read with this Applicable Portfolio Supplement (together with all annexures to such Offering Circular and this Applicable Portfolio Supplement). Applications may only be made for Participatory Interests in Dematerialised form and Applicants may be called upon for evidence of their authority or capacity to apply for Participatory Interests. A Controlled Client should contact its broker or the Participating Broker who will, on behalf of such Controlled Client, make the Application with its nominated CSDP. Any Non-controlled Client should contact its nominated CSDP who will make the Application with NewFunds' CSDP. All payments in respect of Cash Subscriptions should be arranged between the Applicant and its relevant broker or CSDP. In relation to *In Specie* Subscriptions, qualifying Applicants should deliver the relevant Basket of Constituent Securities to the Trustee, following consultation with the Manager, whose contact details are set out on page 19 of this Applicable Portfolio Supplement.

Investors should be aware that (unless agreed otherwise with the Manager) the applicable Creation Fee and other statutory, trading, custody and and brokerage costs, fees and applicable taxes (if any) will be deducted from any payment accompanying their Applications (in respect of Cash Subscriptions) and accordingly, the net amount will be invested in Participatory Interests. Investors applying *in specie* will be required to pay the applicable Creation Fee in cash.

Applications may be accepted in whole or in part. If no part of an Application is accepted, all of the Constituent Securities deposited and/or money paid on application will be returned without interest. If an Application in respect of a Cash Subscription is accepted in part only, the balance of the money paid on application will be returned either by electronic funds transfer or by ordinary post without interest to the Applicant. In the case of *In Specie* Subscriptions, upon acceptance of an Application in whole or in part the Manager or the relevant CSDP will notify the Applicant of same and will give details of the exact

number of each of the Constituent Securities which the Investor is required to deliver in order to be issued with the MAPPS GROWTH Participatory Interests to be allotted to that Applicant. The Applicant will be required to instruct its CSDP to register the relevant Constituent Securities in the name of the Trustee on the Closing Date of the Initial Offer for settlement five Trading Days later. MAPPS GROWTH Participatory Interests will not be issued in the case of *In Specie* Subscriptions unless the Manager is satisfied that the relevant Basket of Constituent Securities has been transferred into the name of the Trustee and the relevant Creation Fee and Specified Cash Amount received or, in the case of Cash Subscriptions that the requisite cash amount has been received. MAPPS GROWTH Participatory Interests will be issued and registered in the name of a successful Applicant on the Listing Date, provided that the aforesaid requirements have been fulfilled. Applicants should be aware of a five day settlement period applicable to Baskets of Constituent Securities.

Any person applying for or accepting an offer of Participatory Interests on behalf of another, shall be deemed to have represented to the Manager that such person is duly authorised to do so and warrants that it and the Investor for whom it is acting as agent is duly authorised to do so in accordance with all Applicable Laws and such person guarantees the payment of the Offer Price (together with any tax thereon, fees and costs if applicable).

The basis of allocation of the Participatory Interests in the Initial Offer will be determined by the Manager on an equitable basis after consultation with the Trustee. Applicants may receive no Participatory Interests or fewer Participatory Interests than envisaged by the Applicant when making Application. The minimum application in the case of Cash Subscriptions is ZAR1 000 and in the case of *In Specie* Subscriptions is one Basket and there is no maximum application. All cash applications must be in multiples of ZAR1 000.

Opening and closing of Initial Offer

The Initial Offer opens at 09:00 on 28 April 2011 and closes at 12:00 on 13 May 2011. However, Investors should contact their broker or CSDP to ascertain the cut-off time for applications as this will vary between the brokers and CSDPs.

Cash Subscriptions

Following the close of the Initial Offer, the Manager will issue Letters of Allocation to the successful Applicants in respect of the subscriptions received from such successful Applicants. The Letters of Allocation will not be listed on the JSE and will not be transferable. However, such Applicants' statements at Strate will reflect the holding of these Letters of Allocation. Forthwith upon the issue of the Letters of Allocation there will, in relation to Cash Subscriptions, be a Ramp-Up Period during which the Manager will acquire the appropriate Constituent Securities. The number of Participatory Interests allotted to an Applicant pursuant to an application will be determined after the expiry of the Ramp-Up Period based on the amount that that Applicant invests as a fraction of the cost of the Manager of acquiring such Constituent Securities. Within five Business Days after the end of the Ramp-Up Period, the Manager will announce the number of Participatory Interests allotted and to be issued as well as the basis on which the Participatory Interests were allocated in terms of the Initial Offer. Applicants will be informed of the number of Participatory Interests allocated to them by their CSDP or broker (as may be applicable). Participatory Interests will then be issued to holders of the Letters of Allocation in accordance with the number of Participatory Interests allocated as aforesaid. If, after the Application is accepted, there is a surplus subscription amount, which is insufficient to purchase a Participatory Interest, the balance of the money paid by the Applicant in excess of ZAR30 will be returned to the Applicant without interest. Amounts less than ZAR30 will be used to defray expenses incurred by the Manager. If, after the issue of the Participatory Interests under the Initial Offer, it transpires that an Applicant's Cash Subscription (net of the Creation Fee and any other statutory, trading, custody or brokerage costs, fees or taxes) is not an exact multiple of the Offer Price under the Initial Offer, then the Applicant will be issued with so many Participatory Interests as may be fully paid-up out of his subscription allocation (less the Creation Fee) and the balance of the Applicant's cash will be returned to the Applicant without interest, after applying the first ZAR30 to defray expenses of the Manager.

Each Applicant must, as soon as possible after the Opening Date, forward to its CSDP or broker all information required by that CSDP or broker and must instruct its CSDP or broker to pay against the issue of the Letters of Allocation the aggregate Offer Price (together with any other statutory, trading, custody or brokerage costs, fees or taxes if applicable) to the designated account of the Manager. Such information and instructions must be confirmed to the Applicant's CSDP or brokers.

Accordingly, each Applicant must place its funds with its CSDP or broker or make other necessary arrangements to enable its CSDP or broker to make payment against the issue of the Letters of Allocation in accordance with the Applicant's agreement with its CSDP or broker.

On the Listing Date the Participatory Interests will be credited to the Applicant's CSDP or broker upon payment of Strate settlement loans which occur throughout the day.

***In Specie* Subscriptions**

Applicants subscribing for Participatory Interests *in specie*, by delivery of one or more Baskets, will be obliged to subscribe for Participatory Interests in one or more Blocks and will be required to deposit the relevant Constituent Securities with their CSDP together with cash in payment of the Creation Fee and the Specified Cash Amount and with an instruction that the Constituent Securities comprising the Basket/s are to be transferred to the Securities Account of the Trustee.

Applicants wishing to subscribe *in specie* should; in the case of a Controlled Client, contact their broker or the Participating Broker and in the case of a Non-Controlled Client contact NewFunds' CSDP, and should deposit with the Applicant's CSDP, the relevant number of Constituent Securities together with sufficient cash in payment of the Creation Fee and the Specified Cash Amount.

Prior to the close of trading on the Trading Day preceding the Listing Date in respect of the Initial Offer, the Manager (or its duly appointed agent) will determine and specify the number of Participatory Interests to be issued for the following Trading Day.

If an Application is accepted, the Applicant will receive an acknowledgment confirming that the Application has been accepted. Applicants will be informed of the number of Participatory Interests allocated to them by their CSDP or broker (as may be applicable). If, after the Application is accepted, there is a surplus subscription amount (being either in the form of Constituent Securities or Creation Fees) the balance of the Constituent Securities or Creation Fees paid by the Applicant, in excess of ZAR30, will be returned to the Applicant. Amounts less than ZAR30 will be used to defray the expenses incurred by the Manager.

Each Applicant must, as soon as possible after being informed by its CSDP or broker that its Application has been successful, whether in whole or in part, forward to its CSDP or broker all information required by that CSDP or broker and must instruct the CSDP to deliver to the Manager that number of Constituent Securities as comprise entire Baskets (together with any tax thereon, if applicable, the Creation Fees) to the Securities Account of the Trustee and/or such other account nominated by the Trustee for receipt of any cash. Such information and instructions must be confirmed by the Applicant's CSDP or broker to the Manager by no later than the close of trading on the third Business Day immediately preceding the Listing Date.

Accordingly, each Applicant must ensure that the CSDP is in a position to commit in Strate to receipt of the Participatory Interests against confirmation of the transfer of the Constituent Securities to the Trustee.

On the Listing Date, the Participatory Interests will be credited to the Applicant's CSDP or broker upon payment of Strate settlement costs which occur throughout the day.

Dematerialisation

The Participatory Interests will only be issued to successful Applicants in Dematerialised form. Therefore, all Applicants must appoint a CSDP directly or through a broker to receive and hold the Participatory Interests on their behalf.

Each Applicant's duly appointed CSDP or broker will receive the Participatory Interests on its behalf against receipt of the Offer Price (together with the Creation Fees, costs and tax thereon, if applicable) by the Applicant's CSDP or, in the case of *In Specie* Subscriptions receipt of confirmation that the Basket of Constituent Securities has been transferred into the name of the Trustee and the applicable Creation Fee paid.

Listing on the JSE

The JSE has approved the listing of the Participatory Interests in the "Exchange Traded Funds" sector of the JSE lists under the abbreviated name "MAPPS GRO", symbol "MAPPSG" and ISIN: ZAE000153763. The listing of the Participatory Interests is expected to be effective from the commencement of business on 25 May 2011.

5. **POST-LISTING – SUBSCRIPTIONS AND REDEMPTIONS**

Subscriptions

Subsequent to the Listing Date, Investors shall be able to acquire Participatory Interests in the following ways: (i) *In Specie* Subscription and (ii) purchase on the secondary market.

***In Specie* Subscriptions**

Subsequent to the Initial Offer, any Investor wishing to subscribe for Participatory Interests should contact the Manager. No Cash Subscriptions will be permitted after the Initial Offer. Applicants subscribing for Participatory Interests *in specie*, by delivery of one or more Baskets, will be obliged to subscribe for Participatory Interests in one or more Blocks and will be required to deposit the relevant Constituent Securities with their CSDP together with any tax thereon, the applicable Creation Fee (if any), the Specified Cash Amount and an instruction that such Constituent Securities are to be transferred to the Securities Account of the Trustee.

If an Application is accepted, the Applicant will receive an acknowledgment confirming that the application has been accepted. Applicants will be informed of the number of Participatory Interests allocated to them by their CSDP or broker (as may be applicable).

Each Applicant must, as soon as possible after being informed by its CSDP or broker that its Application has been successful, whether in whole or in part, forward to its CSDP or broker all information required by that CSDP or broker and must instruct the CSDP to deliver to the Manager that number of Baskets of Constituent Securities as is equivalent to the number of Blocks allocated to the Applicant (together with any tax thereon, Creation Fees and the Specified Cash Amount, if applicable) to the Securities Account of the Trustee. Such information and instructions must be confirmed by the Applicant's CSDP or broker by no later than the close of trading on the Business Day prior to the Listing Date.

Accordingly, each Applicant must ensure that the CSDP is in a position to commit in Strate to receipt of the allocated Blocks of Participatory Interests against confirmation of the transfer of the Baskets of Constituent Securities to the Trustee.

Purchase on the secondary market

All MAPPS GROWTH Participatory Interests are to be listed on the JSE. Investors will therefore be able to acquire Participatory Interests on the secondary market by purchasing through a member of the JSE.

Redemptions

Although in terms of the Principal Deed, the Manager is obliged to repurchase Participatory Interests offered to it by an Investor (for cash or one or more Baskets at the election of the Investor, provided that the Manager can never be obliged to deliver part of a Basket), typically, since Participatory Interests are listed on the JSE, Investors will sell their Participatory Interests on the secondary market (and may contact the Participating Broker or the market maker in this regard).

The repurchase price payable by the Manager for Participatory Interests redeemed for cash is the net asset value of the Participatory Interests as at the Valuation Point, as determined on the basis described in the Offering Circular.

The Manager's obligations in respect of the repurchase of Participatory Interests are more fully described in the Offering Circular.

6. **DESCRIPTION OF INDEX AND INDEX METHODOLOGY**

Description of the Index

MAPPS GROWTH portfolio tracks the performance of the Composite Total Return Index, defined as the weighted sum of the component indices (SWIX_INDEX, GOVI_INDEX, ILBI_INDEX and the notional CASH_INDEX, by convention indexed to 100, representing SWIX 40, GOVI and ILBI indices and the Assets in Liquid Form, respectively), with weights given as F_{SWIX} , F_{GOVI} , F_{ILBI} and F_{CASH} , respectively):

$INDEX = F_SWIX * SWIX_INDEX + F_GOVI * GOVI_INDEX + F_ILBI * ILBI_INDEX + F_CASH * CASH_INDEX$
 MAPPs factor weights are at inception set as follows:

Index	Index Factor Code	Index Factor Weights
Swix 40 Index	F_SWIX	1.00
GOVI	F_GOVI	3.08
ILBI	F_ILBI	2.64
CASH	F_CASH	5.27

Index factor weights will be re-set quarterly so as to re-weight index components to their initial proportions in the composite index

Description of the Constituent Securities

The MAPPs GROWTH Portfolio will essentially be comprised of three basic types or forms of Constituent Securities, namely:

6.1 Domestic Equity

The domestic equity component is comprised of securities in the companies or entities included in the SWIX 40 Index. The SWIX 40 Index is a shareholder weighted Top 40 Index which makes use of the share register of the top 40 companies to reduce the constituent weights for foreign shareholders in these stocks. In addition, the SWIX 40 Index is adjusted for cross-holdings and strategic holdings. The impact is to reduce the weightings of mainly resource and dual-listed stocks in the Top 40 Index. The MAPPs GROWTH Portfolio will be tracking the Total Return version of the SWIX 40 Index. This means that all distributions made by constituent companies are immediately reinvested through the purchase of additional constituent securities. The constituents of the SWIX 40 Index, together with the relative weightings, as at the date of issue of this Applicable Portfolio Supplement are set out in Annexure A.

Procedures following the modification or discontinuance of the SWIX 40 Index

Should the FTSE or the JSE effect any major change to the composition and/or method of calculation and/or transmission of the SWIX 40 Index, such change shall be published by the Manager in advance thereof.

Authority to use the SWIX 40 Index

In terms of the SWIX 40 Index Licence Agreement the Manager is entitled to use the SWIX 40 Index for its own internal business purposes, which excludes reproduction, copying or dissemination of the SWIX 40 Index to any third party. The Manager is entitled to disseminate limited extracts of the SWIX 40 Index.

6.2 Fixed Income

Constituents

The Fixed Income component is comprised of two types of bonds.

SA Government Nominal Bonds

Bonds issued by the South African government which includes only those issues in which the Department of Finance obliges the Primary Dealers to make a market, and constituting the GOVI Index. The constituents of the GOVI, together with the relative weightings, as at the date of issue of this Applicable Portfolio Supplement are set out in Annexure A.

Authority to use the GOVI Index

In terms of the GOVI Licence Agreement, the manager is entitled to use the GOVI for its own internal business purposes, which excludes reproduction, copying or dissemination of the GOVI to any third party. The Manager is entitled to disseminate limited extracts of the GOVI.

SA Government Inflation-Linked Bonds

Bonds issued by the South African government which are linked to the South Africa Consumer Price Index, and constituting the ILBI Index. The ILBI Index is a total return index which is calculated

based on the general methodology of the Barclays inflation linked index which is itself based on the EFFAS standardised rules for indices as defined by the European Bond Commission. The constituents of the ILBI Index, together with the relative weightings, as at the date of issue of this Applicable Portfolio Supplement are set out in Annexure A

Authority to use the ILBI Index

In terms of the ILBI Licence Agreement, the manager is entitled to use the ILBI Index for its own internal business purposes, which excludes reproduction, copying or dissemination of the ILBI to any third party. The Manager is entitled to disseminate limited extracts of the ILBI.

Procedures following the modification or discontinuance of the ILBI

Should Barclays effect any major change to the composition and/or method of calculation and/or transmission of the ILBI Index, such change shall be published by the Manager in advance thereof.

Should Barclays cease to calculate and/or publish the Barclays Absa SA Government Inflation-Linked Bond Index, it shall give the Manager no less than three months' prior written notice (or as much notice as is reasonable in the circumstances) of such intention. Should Barclays indicate in such event that a replacement/substitute index will be available, the Manager will have to elect whether or not to use such replacement/substitute index and to notify investors accordingly of the decision and the impact on the ETF.

6.3 Assets in Liquid Form

Assets in Liquid Form will be held by the Trustees of the MAPPS GROWTH Portfolio. The value of the Assets in Liquid Form which will be held by the Trustees will vary depending on the value of the assets held in the Portfolio from time to time.

Weighting of Constituent Securities

The MAPPS GROWTH Portfolio is comprised of Constituent Securities in the following proportions:

Securities		Percentage
Domestic Equity	SWIX 40	75%
Fixed Income	GOVI	10%
	ILBI	10%
Assets in Liquid Form		5%
TOTAL		100%

Frequency with which the portfolio is updated and published

The MAPPS GROWTH Portfolio is updated quarterly and the portfolio NAV, accrued reserves, index level, *inter alia*, will be published daily on the NewFunds website: www.newfunds.co.za.

7. INVESTMENT CONSIDERATIONS

Investors' attention is drawn to the investment considerations set out on page 21 of the Offering Circular relating to an investment in MAPPS GROWTH Participatory Interests. This does not purport to be an exhaustive list of the investment considerations relating to the investment in MAPPS GROWTH Participatory Interests and each Investor should seek its own independent advice prior to making any investment in MAPPS GROWTH Participatory Interests.

The Manager relies on the JSE, FTSE and Barclays for information regarding the compilation of the Indices and the Index Levels and is not responsible for and makes no warranties as to the accuracy of such information. Investors should be aware that any inaccuracies in such information may result in a mismatch between the composition of the SWIX, GOVI, ILBI and the MAPPS GROWTH Portfolio. The Manager accepts no responsibility in such event and Investors should therefore take this risk into consideration.

An Index provider may change the index. It may adjust the composition or calculation methodology and may suspend or cancel an Index. This will affect the performance of the MAPPS GROWTH Portfolio.

An index may be substituted in certain circumstances. Such action may negatively affect the value and performance of the MAPPS GROWTH Portfolio.

None of the Manager, Originator, Asset Manager, Corporate Advisor, Sponsor, Trustee, Market Maker nor Barclays makes any warranty, express or implied, as to the results to be obtained from the use of any Index, and none of these parties makes any express or implied warranties, of merchantability or fitness for a particular purpose or use with respect to any Index or any data included therein. Without limiting any of the foregoing, in no event shall the Manager, Originator, Asset Manager, Corporate Advisor, Sponsor, Trustee, Market Maker or Barclays have any liability arising from the use of any Index.

Investors are advised to make an investment only after carefully considering the risks associated with investing in the indices or strategies as detailed herein.

8. SOUTH AFRICAN EXCHANGE CONTROL CONSIDERATIONS

The following summary and guidelines are not a comprehensive statement of the Exchange Control Regulations, are not intended as advice and do not purport to describe all of the considerations that may be relevant to a prospective purchaser of MAPPS GROWTH Participatory Interests. Prospective purchasers of MAPPS GROWTH Participatory Interests that are non-residents of the Common Monetary Area or Emigrants from the Common Monetary Area are urged to seek independent professional advice in regard to the purchase of MAPPS GROWTH Participatory Interests.

For purposes of this section, the “Common Monetary Area” includes the RSA, the Kingdoms of Swaziland and Lesotho and the Republic of Namibia.

Blocked Rand

Blocked Rand may be used to purchase or subscribe for MAPPS GROWTH Participatory Interests. Any amounts payable by MAPPS GROWTH in respect of MAPPS GROWTH Participatory Interests purchased or subscribed for with Blocked Rand may not, under the current terms of the Exchange Control Regulations, be remitted out of the RSA or paid into any non-South African resident bank account. The Minister of Finance stated on 27 October 2010 that the release of emigrants’ blocked assets be allowed without any exit levy.

For the purpose of this paragraph “Blocked Rand” means any funds which may not be remitted out of the RSA or be paid into a non-South African resident bank account.

Emigrants from the Common Monetary Area

The securities accounts maintained by the CSDPs for Investors who are emigrants in respect of MAPPS GROWTH Participatory Interests in dematerialised form will be restrictively designated as an “emigrant” account. Any certificates issued to Investors who are emigrants in respect of MAPPS GROWTH Participatory Interests in materialised form will be restrictively endorsed “Non-Resident”. Such certificate shall be deposited with an authorised foreign exchange dealer controlling such emigrant’s blocked assets.

Any monies due in respect of MAPPS GROWTH Participatory Interests to an emigrant Investor will be deposited into such emigrant’s Blocked Rand account with the authorised foreign exchange dealer controlling such blocked assets. These amounts are currently not freely transferable from the common monetary area and may only be dealt with in terms of the Exchange Control Regulations.

Non-residents of the Common Monetary Area

In terms of the Exchange Control Regulations, non-residents of the common monetary area may not invest in MAPPS GROWTH Participatory Interests unless specific approval is sought and obtained from the relevant authorities.

Any certificates issued to Investors who are not resident in the common monetary area will be restrictively endorsed “Non-Resident”. In the event that non-residents hold MAPPS GROWTH Participatory Interests through Strate and its relevant CSDP, the securities account of such Investor will be restrictively designated “non-resident”.

It will be incumbent on any such non-resident to instruct the non-resident’s nominated authorised foreign exchange dealer as to how any funds due to such non-resident in respect of MAPPS GROWTH Participatory Interests are to be dealt with. Such funds may, in terms of the Exchange Control Regulations, be remitted abroad only if the relevant MAPPS GROWTH Participatory Interests are acquired with foreign currency introduced into the RSA and provided that the relevant certificates or securities account (as the case may be) is designated “non-resident”.

9. SCHEDULE OF FEES AND COSTS

9.1 Preliminary Expenses

The preliminary expenses in relation to the Initial Offer (stated exclusive of VAT) are set out below:

Expense	Amount
JSE documentation inspection fee	R50 000
Printing and postage costs	R50 000
Legal advisor fees	R200 000
Sponsor fees	R100 000
FSB application fee	R8 250

9.2 Management and other fees

The Manager is entitled to a management fee per calendar month calculated as follows:

[(daily market value of the total assets of the portfolio, excluding income accruals and permissible deductions, if any x 100 basis points)/365] x number of calendar days in the relevant month or any lower amount nominated at the Manager's decision.

The Manager may change any charge for the MAPPS GROWTH 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 by notification through SENS and the NewFunds website;
- the necessary amendments to the Principal Deed have been effected in consultation with the Registrar (if applicable).

The Manager has determined that, for the time being, the all inclusive management fee in respect of the administration of the Portfolio (plus the applicable VAT thereon) shall be as set out below:

Value of the Participatory Interests held for a full calendar month by the Investor concerned	Management fee (exclusive of VAT) per annum, calculated and accruing daily, to be deducted from the distribution payable to the Investor (expressed as a percentage of daily value of Participatory Interests held for a full calendar month by the Investor concerned)
Between R1 and R5 million	0.80% (80 basis points)
Between R5 million and R25 million	0.60% (60 basis points)
Between R25 million and R50 million	0.50% (50 basis points)
Between R50 million and R100 million	0.40% (40 basis points)
Between R100 million and R500 million	0.30% (30 basis points)
R500 million +	0.20% (20 basis points)

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 0.15% (15 basis points) of the consideration received from an Investor (unless Investors are advised to the contrary). No exit fee may be charged if an upfront fee was charged to an Investor at the time of investment. 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 particular investor. All taxes, duties, statutory, trading, custody and brokerage fees will be for the Investor's account.

Total Expense Ratio

The Total Expense Ratio of the Portfolio will be calculated on an annual basis and published on the website.

10. TAXATION CONSEQUENCES

The information contained below is a summary of legal advice that has been given by the Legal Advisors, is intended to be a general guide to the relevant tax laws of the RSA as at the date of this Applicable Portfolio Supplement, is not intended as comprehensive advice, does not purport to describe all of the considerations that may be relevant to an Applicant or Investor in MAPPS GROWTH Participatory Interests and should not be relied upon by Applicants or Investors. Applicants and Investors in MAPPS GROWTH Participatory Interests should consult their own professional advisors in regard to the purchase of MAPPS GROWTH Participatory Interests and the tax implications thereof. Accordingly, the Manager and the other professional advisors give no representation and give no warranty or undertaking, express or implied, and accept no responsibility for the accuracy or completeness of the information contained in this section.

Taxation consequences for NewFunds

As at the date of issue of this Applicable Portfolio Supplement, NewFunds will be exempt from income tax on all income (including dividends) which has been received by or has accrued to the MAPPS GROWTH Portfolio and which is distributed to the holders of Participatory Interests within twelve months of its receipt. In addition, any capital gain or capital loss realised by NewFunds on the disposal of Constituent Securities in MAPPS GROWTH must be disregarded (i.e. NewFunds will not be liable for capital gains tax).

In addition to the foregoing, no VAT will be payable in respect of the issue, allotment or transfer of ownership of any MAPPS GROWTH Participatory Interests.

MAPPS GROWTH will be liable for Securities Transfer Tax on the acquisition of SWIX 40 Index Constituent Securities on the secondary market pursuant to Cash Subscription, but will be exempt when it acquires them from an Investor of *In Specie* Subscription provided the acquisition complies with section 8(1) of the Securities Transfer Act, 2007.

No Securities Transfer Tax or VAT will be payable in respect of the acquisition or disposal of the GOVI and ILBI bonds.

Taxes on the issue and transfer of MAPPS GROWTH Participatory Interests

Securities Transfer Tax is neither leviable on the issue of a Participatory Interest nor on the sale or other disposal of a Participatory Interest.

Income Tax

If the Participatory Interest of a holder is held as trading stock (and not as a long-term investment), then the proceeds from the disposal thereof will be of a revenue nature and shall therefore be included in "gross income", for income tax purposes, of the holder, unless the Participatory Interest is held for more than three years, in which case the proceeds from the disposal thereof would be deemed to be of a capital nature and the disposal would give rise to either capital gain or capital loss (in this regard refer to the section headed Capital Gains Tax).

A holder of a Participatory Interest which is a pension, provident or retirement annuity fund will be exempt from income tax on any income distributed by NewFunds and in relation to any "gross income" from disposal of a Participatory Interest that was held as trading stock.

A holder of a Participatory Interest which is an untaxed policyholder fund of a long-term insurance company will be exempt from income tax on any income distributed by NewFunds and in relation to any "gross income" from disposal of a Participatory Interest that was held as trading stock.

Other holders of a Participatory Interest may be subject to income tax in relation to income distributed by NewFunds, other than domestic dividend income accrued to and distributed by NewFunds. Holders of Participatory Interests should consult their tax advisers for advice regarding the tax treatment of distributions received by them on their Participatory Interests.

Capital Gains Tax

If a Participatory Interest is held as a capital investment, the proceeds from the sale thereof will be of a capital nature and will give rise to either a capital gain or a capital loss. Any net capital gain (calculated after taking into account any capital losses and the annual exclusion where applicable) will be subject to capital gains tax, subject to some exceptions.

A holder of a Participatory Interest which is a pension, provident or retirement annuity fund or an untaxed policyholder fund of a long term insurance company will not pay any capital gains tax on the disposal of a Participatory Interest.

Any Investor who acquires a Participatory Interest by way of *In Specie* Subscription will not trigger a capital gain or loss, as the Constituent Securities will be deemed to be disposed of at their base cost, and the participatory interest will be deemed to be acquired for an equal base cost, provided that this is an asset-for-share transaction under section 42 of the Income Tax Act, 1962.

11. GENERAL

11.1 Issue of Participatory Interests

All Participatory Interests issued in terms of the Initial Offer will be issued in Dematerialised form to the broker or CSDP nominated by the Applicant, which will hold such Participatory Interests on behalf of the relevant Applicant. An advice note will be issued by the broker or CSDP to the Participatory Interest holder as evidence of ownership of the Participatory Interests and will be posted, at the risk of the Investor, by registered post in the time periods prescribed in terms of the agreement between the Investor and its CSDP or broker.

11.2 Listing on the JSE

Application has been made to the JSE for the listing of NewFunds Participatory Interests, with effect from 25 May 2011.

11.3 Asset management

The Manager has appointed SIM as the asset manager of the MAPPS GROWTH Portfolio for the time being, to manage the assets of the MAPPS GROWTH Portfolio on behalf of the Manager.

11.4 Administration

The Manager has appointed Absa as Administrator of the MAPPS GROWTH Portfolio.

The Manager has appointed JP Morgan as the administrator of the back office function in relation to the MAPPS GROWTH Portfolio for the time being, to administer the assets of the MAPPS GROWTH Portfolio on behalf of the Manager, following the Initial Offer.

11.5 Market Maker

Absa has been appointed by the Manager as a Market Maker for the NewFunds Portfolios and is responsible for the establishing and maintaining the secondary market of the NewFunds participatory interests listed on the JSE. The Market Maker cannot guarantee active trading but will on a best effort basis, always provide liquidity as required by the Listing Rules.

11.6 Distributions

The MAPPS Growth Portfolio will aim to track the Total Return versions of the SWIX, GOVI and ILBI Indices, which means that the dividends, coupons and maturities derived from the Constituent Securities are notionally re-invested in the indices, as and when they are distributed. For this reason, the MAPPS Growth Portfolio will also reinvest dividends, coupons and maturities received from the underlying securities by purchasing additional Constituent Securities in the manner and weighting dictated by the indices. Re-investment shall not be evidenced by the issue of new participatory interests, but will increase the net asset value of the portfolio and consequently shall increase the value of each participatory interest issued in the portfolio proportionately.

11.7 Publication

The Manager will publish *inter alia* the NAV, accrued reserves and index level on a daily basis, on the NewFunds website: www.newfunds.co.za.

11.8 Material contracts

In order to manage NewFunds, the Manager will rely upon the Principal Deed, which is available for inspection, together with the Shareholders Agreement, at the Manager's registered office during office hours.

In relation to the MAPPS GROWTH Portfolio, in addition to the Principal Deed and the MAPPS GROWTH Supplemental Deed, the following additional agreements have been entered into:

- the Licence Agreements;
- the Asset Management Agreement;
- the Administration Agreement; and
- the Market Making Agreement.

Save for the aforementioned agreements neither the Manager nor the Trustee has entered into any material contracts in respect of the MAPPS GROWTH Portfolio.

11.9 Borrowings, material commitments, lease payment and contingent liabilities

As at the date of this Applicable Portfolio Supplement, no borrowings (as contemplated in the Offering Circular), material commitments, lease payments or contingent liabilities have been incurred in respect of the MAPPS GROWTH Portfolio.

11.10 Grant of preferential subscription rights

No contracts have been entered into in terms of which any person has been granted any option or preferential right of any kind to subscribe for any Participatory Interest.

11.11 Directors' interests in transactions

None of the directors of the Manager have any interest of any nature whatsoever in any transactions effected by or on behalf of the Portfolio since its establishment.

11.12 Commissions and other payments

No amount has been paid (within the preceding three years or at all) or is proposed to be paid to any promoter in connection with the establishment and/or listing of the Portfolio, nor has any commission been paid or is payable in respect of any underwriting.

11.13 Other jurisdictions

This Initial Offer is not an offer in any jurisdiction in which it is illegal to make this offer and in those circumstances this Applicable Portfolio Supplement is issued for information purposes only. In particular, NewFunds Participatory Interests have not been registered under the US Securities Act of 1933 (as amended) and may not be offered or sold in the USA, to US persons or US residents.

11.14 Litigation

There are no legal or arbitration proceedings of which the Manager is aware (including any proceedings which are pending or threatened) which have or may have had a material effect on the financial position of NewFunds.

11.15 Experts' consent

Each of the Corporate Advisor and Sponsor, the Trustee and the Legal Advisors have consented to their names being referred to in this Applicable Portfolio Supplement in the form and context in which they are included and had not withdrawn their consent at the last practicable date prior to issue of this Applicable Portfolio Supplement.

11.16 Documents available for inspection

Copies of the following documents are available for inspection at the registered office of the Manager at any time during office hours:

- the memorandum and articles of association of the Manager;
- the material contracts referred to above;
- the written consents referred to above;
- a copy of the Offering Circular; and
- a signed copy of this Applicable Portfolio Supplement.

SIGNED AT JOHANNESBURG BY OR ON BEHALF OF ALL OF THE DIRECTORS OF NEWFUNDS (PROPRIETARY) LIMITED ON TUESDAY, 26 APRIL 2011.

12. CORPORATE INFORMATION

Originator

Absa Bank Limited
(Registration number 1986/004794/06)
acting through the Absa Capital Division
15 Alice Lane
Sandton, 2196
(Private Bag X 10056, Sandton, 2146)
Contact: Vladimir Nedeljkovic
Telephone number: +27 (11) 895 5367

Legal Advisors

Webber Wentzel
10 Fricker Road
Illovo Boulevard
Illovo
Johannesburg, 2196
Contact: Mr Johann Scholtz/Mr Dawid de Villiers
Telephone: +27 (11) 530 5214/5241

Sponsor

J P Morgan Equities Limited
(Registration number 1995/0118/15/06)
1 Fricker Road
Corner Hurlingham Road
Illovo, Johannesburg, 2196
(Private Bag X9936, Sandton, 2146)
Contact: Ruben Govender
Telephone: +27 (11) 507 0430

Manager

NewFunds (Proprietary) Limited
(Registration number 2005/034899/07)
15 Alice Lane
Sandton, 2196
(Private Bag X 10056, Sandton, 2146)
Contact: Batsile Ngomane
Telephone +27 (11) 895 5348
Telephone +27 (11) 895 5146

Auditors

KPMG Incorporated
(Registration number 1999/021543/21)
85 Empire Road
Parktown, 2193
(Private Bag 9, Parkview, 2122)
Contact: Christine Bronkhorst
Telephone number: +27 (11) 647 8880

Asset Manager

Sanlam Investment Management
(Registration number 1967/011973/07)
55 Willie van Schoor Avenue
Tygervalley
Bellville, 7530
Private Bag X8, Tygervalley, Bellville 7536,
Contact: Jenny Albrecht
Telephone number: +27 (21) 950 2731

Registered office of NewFunds

Absa Secretarial Services
(Proprietary) Limited
(Registration number 1973/014516/07)
3rd Floor, Absa Towers East
170 Main Street
Johannesburg, 2001
(PO Box 5438, Johannesburg, 2000)
Contact: Freda Moloji
Telephone number: +27 (11) 350 3132/5391

Trustee

The Standard Bank of South Africa Limited
(Registration number 1962/000738/06)
20th Floor, Main Tower
Standard Bank Centre
Heerengracht
Cape Town, 8001
Contact: Mary Geale
Telephone number: +27 (21) 401 2286

Market Maker

Absa Capital, a division of Absa Bank Limited
(Registration number 1986/004794/06)
15 Alice Lane
Sandton, 2196
(Private Bag X 10056, Sandton, 2146)
Contact: Mandla Khumalo
Telephone number: +27 (11) 895 5146

Company secretary of the Manager

Absa Secretarial Services
(Proprietary) Limited
(Registration number 1973/014516/07)
3rd Floor, Absa Towers East
170 Main Street
Johannesburg, 2001
(PO Box 5438, Johannesburg, 2000)
Contact: Freda Moloji
Telephone number: +27 (11) 350 5391/3132

Regulator

The Registrar of Collective Investment Schemes
c/o Financial Services Board
Riverwalk Office Park, Block B
41 Matroosberg Road
(Corner Garsfontein and Matroosberg Roads)
Ashlea Gardens Extension 6
Menlo Park, Pretoria
(PO Box 35655, Menlo Park, 0102)

Calculation Agent

Riscura (Proprietary) Limited
(Registration number 1999/010296/07)
Colinton House, The Oval
1 Oakdale Road
Newlands
Cape Town, 7700
Contact: Andrew van Biljon
Telephone number: +27 (21) 673 3071

Issuer CSDP

The Standard Bank of South Africa Limited
(Registration number 1962/000738/06)
25 Sauer Street
Johannesburg, 2001

Issuer agent

Absa Bank Limited
(Registration number 1986/004794/06)
Absa Towers North
180 Commissioner Street
Johannesburg, 2001
(PO Box 5013, Johannesburg, 2000)
Contact: Rayan Govender
Telephone number: +27 (11) 350 7672

Participating Broker

Absa Capital Securities (Pty) Limited
(Registration number 2008/021179/07)
15 Alice Lane
Sandton, 2196
(Private Bag x10056, Sandton, 2146)
Telephone number: +27 (11) 895 6000

Administrator

Absa Capital
a division of Absa Bank Limited
(Registration number 1986/004794/06)
15 Alice Lane
Sandton, 2196
(Private Bag X10056, Sandton, 2146)
Contact: Mandla Khumalo
Telephone number: +27 (11) 895 5146

COMPOSITION OF THE VARIOUS INDICES THAT UNDERLIE THE MAPPS GROWTH PORTFOLIO

	Constituent Security	Relative Weight	Security holding	Value per security
SWIX				
ABL	AFRICAN BANK INVEST	1.34%	281 722	109 195.42
ACL	ARCELORMITTAL SOUTH AFRICA LIMITED	0.86%	78 079	70 036.73
AGL	ANGLO AMERICAN	6.08%	141 136	495 670.13
AMS	ANGLO PLATINUM	2.36%	27 612	192 707.12
ANG	ANGLOGOLD ASHANTI	1.62%	40 060	132 399.89
APN	ASPEN PHARMACARE HOLDINGS	1.09%	113 361	89 169.72
ARI	AFRICAN RAINBOW MINERALS LIMITED	0.81%	29 570	65 940.12
ASA	ABSA GROUP	2.12%	125 803	172 954.15
BIL	BHP BILLITON	7.78%	234 485	634 046.48
BVT	BIDVEST GROUP	2.14%	114 678	174 299.23
CFR	COMPAGNIE FINANCIERE RICHEMONT AG	2.61%	548 608	212 640.27
CSO	CAPITAL SHOPPING CENTRES GROUP PLC	0.62%	120 525	50 258.90
EXX	EXXARO RESOURCES	0.78%	37 291	63 395.46
FSR	FIRSTRAND LIMITED	3.69%	1 474 926	300 589.87
GFI	GOLD FIELDS	1.10%	75 645	89 843.50
GRT	GROWTHPOINT PROP LIMITED	1.16%	550 540	94 472.73
HAR	HARMONY	0.93%	75 233	75 601.90
IMP	IMPALA PLATINUM HOLDINGS	4.09%	165 764	332 954.36
INL	INVESTEC LIMITED	0.47%	71 686	38 351.98
INP	INVESTEC PLC	0.92%	141 571	4 593.50
KIO	KUMBA IRON ORE	1.98%	33 675	161 638.73
LON	LONMIN PLC	0.13%	5 667	10 567.60
MND	MONDI LIMITED	0.41%	51 461	33 810.09
MNP	MONDI PLC	0.41%	51 461	33 702.02
MSM	MASSMART HOLDINGS	1.22%	71 324	99 689.94
MTN	MTN GROUP	11.24%	659 687	916 239.51
NED	NEDBANK GROUP	1.55%	88 469	126 511.34
NPN	NASPERS – N	4.89%	105 967	398 434.98
OML	OLD MUTUAL PLC	1.48%	793 996	120 449.12
PIK	PIK N PAY STORES	0.48%	84 147	38 926.58
REI	REINET INVESTMENTS SCA	0.96%	686 430	78 115.68
REM	REMGRO	2.33%	168 543	189 863.86
RMH	RMB HOLDINGS	1.21%	355 042	98 666.21
SAB	SAB MILLER	5.15%	172 924	419 356.78
SBK	STANDARD BANK GROUP	5.38%	415 853	438 766.07
SHF	STEINHOFF INTERNATIONAL HOLDINGS	1.64%	533 961	133 757.33
SHP	SHOPRITE	2.45%	190 394	199 913.64
SLM	SANLAM	2.52%	735 681	205 107.74
SOL	SASOL	7.95%	167 311	647 912.97
TBS	TIGER BRANDS	1.10%	49 890	89 303.36
TRU	TRUWORTHS INTERNATIONAL	1.42%	160 993	115 914.93
VOD	VODACOM GROUP	1.52%	156 380	123 540.07

	Constituent Security	Relative Weight	Security holding	Value per security
GOVI				
SECTOR 1 TO 3 YEARS	R206	5.88%		63 930.94
SECTOR 3 TO 7 YEARS	R201	7.65%		83 132.81
	R157	12.08%		131 210.98
	R203	12.24%		132 943.04
SECTOR 7 TO 12 YEARS	R204	12.18%		132 386.99
	R207	14.15%		153 740.63
	R208	11.64%		126 443.00
SECTOR 12 YEARS AND OVER	R186	16.28%		176 875.33
	R209	7.91%		85 910.94
ILBI				
SECTOR 1 TO 3 YEARS	R189	18.63%		202 447.98
SECTOR 5 TO 7 YEARS	R211	9.20%		99 957.31
SECTOR 10 TO 15 YEARS	R212	4.96%		53 945.96
	R197	38.65%		419 959.34
SECTOR 15 YEARS AND OVER	R210	9.22%		100 222.07
	R202	19.33%		210 042.02
ASSETS IN LIQUID FORM				
CASH				R543 287.33
TOTAL BASKET VALUE				R10 865 746.67

The Constituent Securities, Index Level and Basket value set out above are extracted from the latest available information as at 1 April 2011 2010 and are included for information purposes only. For accurate information on the Constituent Securities, the number of Constituent Securities in one Basket, the Basket value and the Index Level, consult the NewFunds website: www.newfunds.co.za.

SALIENT PROVISIONS OF THE MAPPS GROWTH SUPPLEMENTAL DEED

Set out below are extracts from the MAPPS GROWTH Supplemental Deed:

“3. AMENDMENTS TO THE DEED

Clause 1 of the Deed is hereby amended by the addition of the following new definition:

“**Index**” means the **MAPPS Growth Index** which is a customised multi asset index, defined as the weighted sum of the Component indices (SWIX, GOVI, ILBI and the notional cash), by conversion indexed to 100, representing SWIX 75%, GOVI 10% and ILBI 10% indices and notional cash 5%, respectively, as specified in detail in the Portfolio listing documentation and on the website of the Manager and calculated on a daily basis by Riscura Solutions (Proprietary) Limited (or such other independent calculation agent appointed by the Manager from time to time, with the prior written approval of the Registrar).”

“4. INVESTMENT POLICY

4.1 The investment policy of the Portfolio shall be to:

4.1.1 track the Index as closely as possible, to the fullest extent possible:

4.1.1.1 buying only constituent securities in the weightings in which they have been included in the Index; and

4.1.1.2 selling only securities which are excluded from the Index from time to time as a result of the quarterly Index reviews or corporate actions, so as to ensure that at all times the Portfolio holds constituent securities in the same weightings as they are included in the Index; and

4.1.2 as a further objective, to manage the securities held by the Portfolio to generate income for the benefit of investors.

4.2 The Portfolio shall not buy or sell securities for the purpose of making a profit nor for any purpose other than tracking the Index.

4.3 Investors may obtain participatory interests in the Portfolio on the secondary market or by subscribing for new participatory interests in the Portfolio on the primary market. In order to achieve this objective the Manager may, subject to the Act and the Deed, create and issue an unlimited number of participatory interests in the Portfolio.

4.4 The Portfolio will be passively managed in that the manager will not buy and sell securities based on economic, financial and/or market analysis but rather, will buy and sell securities solely for the purpose of ensuring that the Portfolio tracks the Index. As such the investment objective and style of the Portfolio will be full replication of the Index. Accordingly the financial or other condition of any company or entity included from time to time in the Index will not result in the elimination of its securities from the Portfolio, unless the securities of such company or entity are removed from the Index itself.

4.5 The composition of the Portfolio will be adjusted quarterly to conform with changes in the composition of the Index.

4.6 The Portfolio shall hold securities purely for the economic rights and benefits attaching thereto and, accordingly, if there is any take-over bid or other corporate action that occurs in relation to any constituent company or entity the securities of which are included in the Portfolio, the Portfolio shall not surrender any securities held by the Portfolio which may be subject to such take-over bid or other corporate action, unless such surrender is mandatory (and then only to the extent of such

mandatory surrender) in terms of any applicable law or under the rules of a regulatory authority or body having jurisdiction over the Portfolio and/or the applicable securities. However, if any such takeover bid or corporate action results in company or entity previously included in the Index no longer qualifying for inclusion in the Index, any securities in such constituent company or entity held by the Portfolio, shall be disposed of by the Portfolio and the proceeds derived from such disposal shall be applied in effecting the appropriate adjustments to the Portfolio so as to ensure same tracks the Index.

- 4.7 No assets in liquid form will make part of the Portfolio other than proportion as provided for in the Index.
- 4.8 The Portfolio's ability to replicate the price and yield performance of the Index shall be affected by the costs and expenses incurred by the Portfolio.