

**BARCLAYS AFRICA GROUP LIMITED**  
(Formerly known as Absa Group Limited)  
(Incorporated in the Republic of South Africa)  
(Registration number: 1986/003934/06)  
ISIN: ZAE000174124  
JSE share code: BGA  
("Barclays Africa Group")

**ABSA BANK LIMITED**  
(Incorporated in the Republic of South Africa)  
(Registration number: 1986/004794/06)  
ISIN: ZAE000079810  
JSE share code: ABSP, ABMN  
("Absa Bank")

### **BARCLAYS AFRICA GROUP LIMITED – BASEL III PILLAR 3 DISCLOSURE AS AT 30 SEPTEMBER 2013**

The quarterly Pillar 3 disclosure is made in accordance with the requirements of the Banks Act, 1990, Act No. 94 of 1990, as amended.

Barclays Africa Group remains capitalised above the regulatory minimum requirements and above our board target range after completing the combination of the Barclays' African operations with Absa Group Limited (as it was named then) ("Absa Group") on 31 July 2013.

Combining Barclays' African operations with Absa Group resulted in an increase in risk weighted assets (RWA) of c.R96 billion and qualifying capital of c.R12 billion, improving the Barclays Africa Group's Common Equity Tier 1 ratio by 10 basis points. Declaring a R6 billion special dividend in July 2013 reduced the Common Equity Tier 1 ratio by 130 basis points. The residual movement in the Common Equity Tier 1 ratio between 30 June 2013 and 30 September 2013 was attributable to retained profits, offset by RWA growth.

As at 30 September 2013, Barclays Africa Group's Common Equity Tier 1 ratio was 11.3%, Tier 1 ratio was 12.3% and Total Capital Adequacy ratio was 14.9%.

The table below represents the capital position for Barclays Africa Group at 30 September 2013, while the 30 June 2013 figures are for Absa Group, prior to our combination with Barclays' African operations.

	30-Sep-2013 <sup>1</sup>		30-Jun-2013 <sup>1</sup>	
	Rm	%	Rm	%
<b>Regulatory Capital Position</b> (excluding unappropriated profit):				
<b>Common Equity Tier 1</b>	<b>53 853</b>	<b>9.5%</b>	<b>47 682</b>	<b>10.4%</b>
Share capital and premium	10 561		5 902	
Reserves	50 055		47 735	
Non-controlling interest - ordinary shares	1 130		383	
Deductions	(7 893)		(6 338)	
<b>Additional Tier 1 capital</b>	<b>5 696</b>	<b>1.0%</b>	<b>4 627</b>	<b>1.0%</b>
<b>Tier 1 capital</b>	<b>59 549</b>	<b>10.5%</b>	<b>52 309</b>	<b>11.4%</b>
<b>Tier 2 capital</b>	<b>14 599</b>	<b>2.6%</b>	<b>13 884</b>	<b>3.1%</b>
<b>Total capital</b>	<b>74 148</b>	<b>13.1%</b>	<b>66 193</b>	<b>14.5%</b>
<b>Statutory Capital Position</b> (including unappropriated profit) <sup>2</sup> :				
Common Equity Tier 1	63 839	11.3%	57 311	12.5%
Tier 1 capital	69 535	12.3%	61 938	13.5%
Total capital	84 134	14.9%	75 822	16.6%
<b>Board Approved Target Ranges:</b>				
Common Equity Tier 1		9.5% - 11.0%		9.5% - 11.0%
Total Capital		12.5% - 14.0%		12.5% - 14.0%
<b>RWA and Minimum Required Capital per Risk Type<sup>3</sup>:</b>	<b>30-Sep-13</b>			
	<b>RWA</b>	<b>Minimum required capital</b>		
<b>Per risk type</b>	<b>Pillar 1</b>	<b>Pillar 2a</b>	<b>Total</b>	
<b>Rm</b>	<b>Rm</b>	<b>Rm</b>	<b>Rm</b>	
Credit risk	419 218	33 538	6 288	39 826
Equity investment risk	21 930	1 754	329	2 083
Market risk	19 064	1 525	286	1 811
Operational risk	79 431	6 354	1 192	7 546
Other	25 536	2 043	383	2 426
<b>Total risk weighted assets (RWA) and minimum required capital</b>	<b>565 179</b>	<b>45 214</b>	<b>8 478</b>	<b>53 692</b>
<b>RWA and Minimum Required Capital per Risk Type<sup>3</sup>:</b>	<b>30-Jun-13</b>			
	<b>RWA</b>	<b>Minimum required capital</b>		
<b>Per risk type</b>	<b>Pillar 1</b>	<b>Pillar 2a</b>	<b>Total</b>	
<b>Rm</b>	<b>Rm</b>	<b>Rm</b>	<b>Rm</b>	
Credit risk	338 075	27 046	5 071	32 117
Equity investment risk	22 081	1 766	332	2 098
Market risk	13 907	1 113	208	1 321
Operational risk	63 035	5 043	945	5 988
Other	20 382	1 631	306	1 937
<b>Total RWA and Minimum Required Capital</b>	<b>457 480</b>	<b>36 599</b>	<b>6 862</b>	<b>43 461</b>

## Absa Bank

Absa Bank remains capitalised above the regulatory minimum requirements, with Common Equity Tier 1 ratio being within, and Total Capital Adequacy ratio being above, our board target capital ranges, respectively. As at 30 September 2013 Absa Bank's Common Equity Tier 1 ratio was 10.3%, Tier 1 ratio was 11.3% and Total Capital Adequacy ratio was 14.8%. The decline in Absa Bank's Common Equity Tier 1 ratio reflects its interim and special dividend, plus RWA growth. Absa Bank is unaffected by the combining of Barclays' African operations with Absa Group. The table below represents the capital position for Absa Bank at 30 September 2013 and 30 June 2013.

	30-Sep-2013 <sup>1</sup>		30-Jun-2013 <sup>1</sup>	
	Rm	%	Rm	%
<b>Regulatory Capital Position</b> (excluding unappropriated profit):				
<b>Common Equity Tier 1</b>	<b>38 115</b>	<b>9.2%</b>	<b>44 285</b>	<b>11.0%</b>
Share capital and premium	12 768		12 768	
Reserves	30 249		36 363	
Deductions	(4 902)		(4 846)	
<b>Additional Tier 1 capital</b>	<b>4 179</b>	<b>1.0%</b>	<b>4 180</b>	<b>1.0%</b>
<b>Tier 1 capital</b>	<b>42 294</b>	<b>10.2%</b>	<b>48 465</b>	<b>12.0%</b>
<b>Tier 2 capital</b>	<b>14 262</b>	<b>3.5%</b>	<b>14 409</b>	<b>3.6%</b>
<b>Total capital</b>	<b>56 556</b>	<b>13.7%</b>	<b>62 874</b>	<b>15.6%</b>
<b>Statutory Capital Position</b> (including unappropriated profit) <sup>2</sup> :				
Common Equity Tier 1	42 414	10.3%	48 874	12.2%
Tier 1 capital	46 593	11.3%	53 054	13.2%
Total capital	60 855	14.8%	67 463	16.8%
<b>Board Approved Target Ranges:</b>				
Common Equity Tier 1	9.0% - 10.5%		9.0% - 10.5%	
Total Capital	12.0% - 13.5%		12.0% - 13.5%	
<b>RWA and Minimum Required Capital</b> <sup>3</sup> :	<b>RWA</b>	<b>Pillar 1</b>	<b>Pillar 2a</b>	<b>Total</b>
	<b>Rm</b>	<b>Rm</b>	<b>Rm</b>	<b>Rm</b>
<b>30-Sep-2013</b>	412 228	32 978	6 184	39 162
<b>30-Jun-2013</b>	402 141	32 171	6 032	38 203

### Notes:

- The 30 June 2013 and 30 September 2013 figures have not been audited.
- The statutory capital position is reflected post our 2013 interim and special dividends declared in July 2013 and paid in September 2013 and November 2013 respectively.
- The minimum required capital which is based on the regulatory minimum (9.5%), comprises Pillar 1 (8.0%) and Pillar 2a (1.5%) and excludes the bank specific Pillar 2b add on.

Johannesburg  
27 November 2013

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### Lead Sponsor:

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