

BARCLAYS AFRICA 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 31 MARCH 2014

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

Barclays Africa Group remains capitalised above the regulatory minimum requirements and above our board approved target ranges. As at 31 March 2014, Barclays Africa Group's Common Equity Tier 1 ratio was 11.6%, Tier 1 ratio was 12.4% and Total Capital Adequacy ratio was 14.6%.

The table below represents the capital position for Barclays Africa Group at 31 March 2014 and the comparatives at 31 December 2013.

	31-Mar-2014¹		31-Dec-2013¹	
	Rm	%	Rm	%
Regulatory Capital Position (excluding unappropriated profit)				
Common Equity Tier 1	56 011	9.8%	56 829	10.1%
Share capital and premium	6 341		6 168	
Reserves	54 114		55 403	
Non-controlling interest - ordinary shares	2 160		2 100	
Deductions	(6 604)		(6 842)	
Additional Tier 1 capital	4 408	0.7%	4 855	0.9%
Tier 1 capital	60 419	10.5%	61 684	11.0%
Tier 2 capital	12 448	2.2%	14 330	2.6%
Total capital	72 867	12.7%	76 014	13.6%
Statutory Capital Position (including unappropriated profit)				
Common Equity Tier 1	66 666	11.6%	67 884	12.1%
Tier 1 capital	71 074	12.4%	72 740	13.0%
Total capital	83 522	14.6%	87 070	15.5%
Board Approved Target Ranges				
Common Equity Tier 1		9.5% - 11.0%		9.5% - 11.0%
Tier 1 Capital ²		10.5% - 12.0%		-
Total Capital		12.5% - 14.0%		12.5% - 14.0%

Risk Weighted Assets (RWA) and Minimum Required Capital per Risk Type ³	RWA	31-Mar-2014		
		Minimum required capital		
		Pillar 1	Pillar 2a	Total
	Per risk type	8%	2%	10%
	Rm	Rm	Rm	Rm
Credit risk	424 904	33 992	8 498	42 490
Counterparty credit risk	14 327	1 146	287	1 433
Equity investment risk	15 570	1 246	311	1 557
Market risk	14 691	1 175	294	1 469
Operational risk	79 235	6 339	1 585	7 924
Non-customer assets	25 024	2 002	500	2 502
Total RWA and minimum required capital	573 751	45 900	11 475	57 375

RWA and Minimum Required Capital per Risk Type: ³	RWA	31-Dec-2013		
		Minimum required capital		
		Pillar 1	Pillar 2a	Total
	Per risk type	8%	1.5%	9.5%
	Rm	Rm	Rm	Rm
Credit risk	410 461	32 837	6 157	38 994
Counterparty credit risk	13 310	1 065	200	1 265
Equity investment risk	14 624	1 170	219	1 389
Market risk	17 079	1 366	256	1 622
Operational risk	79 235	6 339	1 188	7 527
Non-customer assets	26 224	2 098	393	2 491
Total RWA and Minimum Required Capital	560 933	44 875	8 413	53 288

Absa Bank

Absa Bank remains capitalised above the regulatory minimum requirements, with Common Equity Tier 1 and Tier 1 ratios being within, and Total Capital Adequacy ratio being above, our board approved target ranges. As at 31 March 2014, Absa Bank's Common Equity Tier 1 ratio was 10.4%, Tier 1 ratio was 11.3% and Total Capital Adequacy ratio was 14.4%.

The table below represents the capital position for Absa Bank at 31 March 2014 and comparatives at 31 December 2013.

Regulatory Capital Position (excluding unappropriated profit)	31-Mar-2014 ¹		31-Dec-2013 ¹	
	Rm	%	Rm	%
Common Equity Tier 1	39 014	9.4	39 234	9.7
Share capital and premium	13 766		13 768	
Reserves	29 212		30 051	
Deductions	(3 964)		(4 585)	
Additional Tier 1 capital	3 715	0.9	4 180	1.0
Tier 1 capital	42 729	10.3	43 414	10.7
Tier 2 capital	12 762	3.0	14 476	3.6
Total capital	55 491	13.3	57 890	14.3
Statutory Capital Position (including unappropriated profit)				
Common Equity Tier 1	43 444	10.4%	44 636	11.0%
Tier 1 capital	47 159	11.3%	48 816	12.0%
Total capital	59 921	14.4%	63 292	15.6%

Board Approved Target Ranges

Common Equity Tier 1	9.0% - 10.5%	9.0% - 10.5%
----------------------	--------------	--------------

Tier 1 Capital ²	10.0% - 11.5%	-
Total Capital	12.0% - 13.5%	12.0% - 13.5%

31-Mar-2014

Minimum required capital

Risk Weighted Assets (RWA) and Minimum Required Capital per Risk Type ³	RWA	Pillar 1	Pillar 2a	Total
	Per risk type	8%	2%	10%
	Rm	Rm	Rm	Rm
Credit risk	307 631	24 610	6 153	30 763
Counterparty credit risk	13 943	1 115	279	1 394
Equity investment risk	10 544	843	211	1 054
Market risk	13 554	1 084	271	1 355
Operational risk	57 431	4 594	1 149	5 743
Other	12 797	1 024	256	1 280
Total RWA and minimum required capital	415 900	33 270	8 319	41 589

31-Dec-2013

Minimum required capital

RWA and Minimum Required Capital per Risk Type ³	RWA	Pillar 1	Pillar 2a	Total
	Per risk type	8%	1.5%	9.5%
	Rm	Rm	Rm	Rm
Credit risk	297 255	23 780	4 459	28 239
Counterparty credit risk	13 171	1 054	197	1 251
Equity investment risk	9 648	772	145	917
Market risk	16 163	1 293	242	1 535
Operational risk	57 431	4 595	861	5 456
Other	12 342	987	185	1 172
Total RWA and Minimum Required Capital	406 010	32 481	6 089	38 570

Notes:

1. The 31 March 2014 figures have not been audited. (31 December 2013 comparatives have been audited).
2. In addition to the 2013 board approved target ranges, Tier 1 board target ranges were approved for 2014.
3. The regulatory minimum Common Equity Tier 1 requirement as at 31 March 2014 is 5.5% (31 December 2013: 4.5%).

Johannesburg
2 June 2014

Enquiries:

Alan Hartdegen
(+2711) 350-2598
E-mail: Alan.Hartdegen@barclaysafrica.com

Lead Independent Sponsor:

J.P. Morgan Equities South Africa Proprietary Limited

Joint Sponsor:

Absa Bank Limited Corporate and Investment Banking Division