



Absa Bank Limited

(Incorporated with limited liability in South Africa under registration number 1986/004794/06)

**Issue of ZAR 1,225,000,000 Unsubordinated Registered Notes with Stock Code ABFN34
Under its ZAR60,000,000,000 Domestic Medium Term Note Programme**

This document constitutes the Applicable Pricing Supplement relating to the issue of the Tranche of Notes described in this Applicable Pricing Supplement.

This Applicable Pricing Supplement must be read in conjunction with the Programme Memorandum issued by Absa Bank Limited dated 21 October 2014, as amended. To the extent that there is any conflict or inconsistency between the contents of this Applicable Pricing Supplement and the Programme Memorandum, the provisions of this Applicable Pricing Supplement shall prevail.

Any capitalised terms not defined in this Applicable Pricing Supplement shall have the meanings ascribed to them in the Terms and Conditions of the Unsubordinated Notes, Tier 2 Notes and Additional Tier 1 Notes. References in this Applicable Pricing Supplement to the Terms and Conditions are to the section of the Programme Memorandum "*Terms and Conditions of the Unsubordinated Notes, Tier 2 Notes and Additional Tier 1 Notes*". References to any Condition in this Applicable Pricing Supplement are to that Condition of the Terms and Conditions.

DESCRIPTION OF THE NOTES

1. Issuer	Absa Bank Limited
2. Status of Notes	Unsubordinated Notes
3. (a) Tranche Number	01
(b) Series Number	54
4. Aggregate Principal Amount	ZAR 1,225,000,000
5. Interest/Payment Basis	Floating Rate
6. Form of Notes	Registered Notes
7. Security	Unsecured
8. Automatic/Optional Conversion from one Interest/Payment Basis to another	Not Applicable
9. Issue Date and First Settlement Date	7 February 2019
10. Business Centre	Johannesburg
11. Additional Business Centre	Not Applicable
12. Specified Denomination	Notes are subject to a minimum denomination of ZAR1,000,000
13. Issue Price	100%
14. Interest Commencement Date	7 February 2019
15. Maturity Date	7 February 2022
16. Specified Currency	ZAR
17. Applicable Business Day Convention	Modified Following Business Day
18. Calculation Agent	Absa Bank Limited, acting through its Corporate and Investment Banking division

19. Specified Office of the Calculation Agent	15 Alice Lane, Sandton 2196
20. Paying Agent	Absa Bank Limited, acting through its Corporate and Investment Banking division
21. Specified Office of the Paying Agent	15 Alice Lane, Sandton 2196
22. Settlement Agent	Absa Bank Limited, acting through its Corporate and Investment Banking division
23. Specified Office of the Settlement Agent	15 Alice Lane, Sandton 2196
24. Final Redemption Amount	ZAR1,225,000,000
PARTLY PAID NOTES	Not Applicable
INSTALMENT NOTES	Not Applicable
FIXED RATE NOTES	Not Applicable
FLOATING RATE NOTES	
25. (a) Interest Payment Date(s)	Means 7 February, 7 May, 7 August and 7 November in each year until Maturity Date, commencing on 7 May 2019 and ending on 7 February 2022 or, if such day is not a Business Day, the Business Day on which the interest will be paid, as determined in accordance with the applicable Business Day Convention (as specified in this Applicable Pricing Supplement)
(b) Interest Period(s)	means each period commencing on (and including) an Interest Payment Date and ending on (but excluding) the following Interest Payment Date; provided that the first Interest Period will commence on (and include) the interest commencement date and end on (but exclude) 7 May 2019 (each Interest Payment date as adjusted in accordance with the applicable Business Day Convention)
(c) Definitions of Business Day (if different from that set out in Condition 1 of the Terms and Conditions)	Not Applicable
(d) Minimum Interest Rate	Not Applicable
(e) Maximum Interest Rate	Not Applicable
(f) Other terms relating to the method of calculating interest (e.g., Day Count Fraction, rounding up provision, if different from Condition 6 of the Terms and Conditions)	Not Applicable
26. Manner in which the Interest Rate is to be determined	Screen Rate Determination
27. Margin	117 bps per annum to be added to the relevant Reference Rate
28. If ISDA Determination	
(a) Floating Rate	Not Applicable
(b) Floating Rate Option	Not Applicable
(c) Designated Maturity	Not Applicable
(d) Reset Date(s)	Not Applicable
29. If Screen Determination	
(a) Reference Rate (including relevant period by reference to which the Interest Rate is to be calculated)	3 (three) month ZAR-JIBAR-SAFEX

(b) Interest Determination Date(s)	means 7 May, 7 August, 7 November and 7 February of each year until the Maturity Date, with the first Interest Determination Date being 4 February 2019
(c) Relevant Screen Page and Reference Code	Reuters screen SAFEY page under caption "Yield" (or on the SAFEX nominated successor screen for JIBAR) on or about 11h00, Johannesburg time, rounded to the nearest third decimal point
30. If Interest Rate to be calculated otherwise than by reference to the previous 2 sub-paragraphs, insert basis for determining Interest Rate/Margin/Fall back provisions	Not Applicable
31. If different from the Calculation Agent, agent responsible for calculating amount of principal and interest	Not Applicable
MIXED RATE NOTES	Not Applicable
ZERO COUPON NOTES	Not Applicable
INDEXED NOTES	Not Applicable
EXCHANGEABLE NOTES	Not Applicable
OTHER NOTES	Not Applicable
PROVISIONS REGARDING REDEMPTION	
32. Prior consent of Registrar of Banks required for any redemption prior to the Maturity Date	No
33. Redemption at the option of the Issuer	No
34. Redemption at the option of the Noteholders	No
35. Early Redemption Amount(s)	Yes
(a) Early Redemption Amount (Regulatory)	Principal Amount plus accrued interest (if any) to the date fixed for redemption
(b) Early Redemption Amount (Tax)	Principal Amount plus accrued interest (if any) to the date fixed for redemption
(c) Early Termination Amount	Principle Amount plus accrued interest (if any)
NON-VIABILITY TRIGGER EVENT	
36. Conversion upon the occurrence of a Non-Viability Trigger Event specified by the Registrar of Banks in terms of Regulation 11(b)(i) or 12(a)(i) of the Additional Tier 1 Capital Regulations or the Tier 2 Capital Regulations, as the case may be	Not Applicable
37. Write-off upon the occurrence of a Non-Viability Trigger Event specified by the Registrar of Banks in terms of Regulation 11(b)(i) or 12(a)(i) of the Additional Tier 1 Capital Regulations or the Tier 2 Capital Regulations, as the case may be	Not Applicable
GENERAL	
38. Additional selling restrictions	Not Applicable
39. (a) International Securities Identification Numbering (ISIN)	ZAG000156787
(b) Stock Code	ABFN34
40. Financial Exchange	JSE
41. Method of distribution	Auction
42. If syndicated, names of managers	Not Applicable
43. Receipts attached? If yes, number of Receipts	Not Applicable

	attached	
44.	Coupons attached? If yes, number of Coupons attached	Not Applicable
45.	Talons attached? If yes, number of Talons attached	Not Applicable
46.	Credit Rating assigned to the Issuer, date of such rating and date for review of such rating	Issuer Rating: Aa1.za as assigned by Moody's on 27 March 2018 and zaAA+ as assigned by Standard & Poor is on 02 July 2018. The ratings will be reviewed annually
47.	Rating Agency (if any)	Moody's Investor Services and Standard & Poor's Rating Services
48.	Stripping of Receipts and/or Coupons prohibited as provided in Condition 15.4 of the Terms and Conditions?	Not Applicable
49.	Governing law (if the laws of South Africa are not applicable)	Not Applicable
50.	Other Banking Jurisdiction	Not Applicable
51.	Last Day to Register	28 January, 27 April, 28 July and 28 October each year, or if such day is not a business day, the business day before each books closed period.
52.	Books Closed Period	The period from 29 January to 7 February of each year (both days inclusive), the period from 28 April, 7 May of each year (both days inclusive), the period from 29 July to the 7 August of each year (both days inclusive) and the period 29 October to 7 November of each year (both days inclusive) until the Maturity Date
53.	Debt Sponsor	Absa Bank Limited, acting through its Corporate and Investment Banking division
54.	Stabilisation Manager (if any)	Not Applicable
55.	Pricing Methodology	Auction
56.	Authorised amount of the Programme	ZAR60, 000,000,000. The aggregate Nominal Amount of all Notes issued under the Programme Memorandum as at the Issue Date, together with the Aggregate Nominal Amount of this Tranche (when issued), will not exceed the Authorised amount of the Programme.
57.	Set out the relevant description of any additional/other Terms and Conditions relating to the Notes (including covenants, if any)	Not Applicable
58.	Negative Pledge	Condition 23 in the Programme Memorandum is applicable
59.	Event of Default	Condition 13 in the Programme Memorandum is applicable
60.	Total Notes in Issue	ZAR47,349,641,050 excluding this Tranche of Notes and any other Tranche(s) of Notes to be issued on the Issue Date
61.	Material change statement	The Issuer confirms that as at the date of this Applicable Pricing Supplement, there has been no material change in the financial or trading position of the Issuer and its subsidiaries since the date of the Issuer's latest unaudited interim financial statements for the six months ended 30 June 2018. This statement has not been confirmed nor verified by the auditors of the Issuer

RESPONSIBILITY


The Issuer certifies that to the best of its knowledge and belief there are no facts that have been omitted from the Programme Memorandum and Applicable Pricing Supplement which would make any statement false or misleading and that all reasonable enquiries to ascertain such facts have been made and that the Applicable Pricing Supplement contains all information required by Applicable Law and, in relation to any Tranche of Notes listed on the Interest Rate Market of the JSE, the JSE Debt Listings Requirements. The Issuer accepts full responsibility for the accuracy of the information contained in the Programme Memorandum, the Applicable Pricing Supplements, the annual financial statements and the annual financial report of the Issuer and any amendments or supplements to the aforementioned documents from time to time, except as otherwise stated therein.


The JSE takes no responsibility for the contents of the Programme Memorandum, any Applicable Pricing Supplements, the annual financial statements and/or the annual report of the Issuer (and any amendments or supplements to the aforementioned documents from time to time). The JSE makes no representation as to the accuracy or completeness of any of the foregoing documents and expressly disclaims any liability for any loss arising from or in reliance upon the whole or any part of Programme Memorandum, any Applicable Pricing Supplements, the annual financial statements and/or the annual report of the Issuer (any amendments or supplements to the aforementioned documents from time to time).

The JSE's approval of the registration of the Programme Memorandum and listing of the debt securities is not to be taken in any way as an indication of the merits of the issuer or of the debt securities and that, to the extent permitted by law, the JSE will not be liable for any claim whatsoever.

Application is hereby made to list this issue of Notes on the Interest Rate Market of the JSE on 7 February 2019

For and on behalf of
ABSA BANK LIMITED


Name: RJ Van Den Heever
Capacity: Head: BSM & CME
Date: 4/2/2019


Name: R. GONCALVES
Capacity: HEAD TREASURY EXECUTIVE
Date: 4/2/2019

