



Absa Bank Limited

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

Issue of ZAR474,000,000 Unsubordinated Registered Notes with Stock Code ABFN37

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 | 57 |
| 4. | Aggregate Principal Amount | ZAR474,000,000 |
| 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 2029 |
| 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 | ZAR474,000,000 |
| 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 2029 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 | 169bps 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) | ZAG000156811 |
| (b) Stock Code | ABFN 37 |
| 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's 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 to 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 | ZAR 47,349,641,050 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 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: A. GOMDAS
Capacity: HEAD: TREASURY EXECUTION
Date: 4/2/2019

