

Amended and Restated Applicable Pricing Supplement



APPLICABLE PRICING SUPPLEMENT

ABSA BANK LIMITED

(Incorporated in the Republic of South Africa with limited liability with company registration number 1986/004794/06)

**Issue of ZAR50,000,000 Rand Water Credit Linked Notes due January 2029
under its ZAR80,000,000,000 Master Structured Note Programme**

This amended Applicable Pricing Supplement must be read in conjunction with the Master Structured Note Programme Memorandum dated 16 August 2021 and registered with the JSE on or about 18 August 2021, as amended and/or supplemented from time to time (“the Master Programme Memorandum”), prepared by Absa Bank Limited in connection with the Absa Bank Limited ZAR80,000,000,000 Master Structured Note Programme.

With effect from the date on which this Applicable Pricing Supplement is signed, this Applicable Pricing Supplement shall replace and supersede any previous Applicable Pricing Supplement in all respects and this Applicable Pricing Supplement shall constitute the only pricing supplement relating to the Notes of this Tranche.

Any capitalized terms not defined in this Applicable Pricing Supplement shall have the meanings ascribed to them in the Glossary of Terms and/or the Applicable Product Supplement.

This document constitutes the Applicable Pricing Supplement relating to the issue of Notes described herein. The Notes described herein are issued on and subject to the Terms and Conditions as replaced and/or amended by the Applicable Product Supplement and/or this Applicable Pricing Supplement. To the extent that there is any conflict or inconsistency between the provisions of the Applicable Product Supplement and/or this Applicable Pricing Supplement and the provisions of the Master Programme Memorandum, the provisions of this Applicable Pricing Supplement will prevail.

The Holders of the Notes should ensure that: (i) they fully understand the nature of the Notes and the extent of their exposure to risks, and (ii) they consider the suitability of the Notes as an investment in the light of their own circumstances and financial position.

The Notes involve a high degree of risk, including the risk of losing some or a significant part of the Noteholder's initial investment. A Noteholder should be prepared to sustain a total loss of its investment in the Notes. The Notes represent general, unsecured, unsubordinated, contractual obligations of the Issuer and rank pari passu in all respects with each other.

Noteholders are reminded that the Notes constitute obligations of the Issuer only and of no other person. Therefore, potential Noteholders should understand that they are relying on the credit worthiness of the Issuer.

DESCRIPTION OF THE NOTES	
1. Issuer:	Absa Bank Limited
2. Applicable Product Supplement:	The 2014 Credit Linked Notes Applicable Product Supplement contained in Section IV-B of the Master Programme Memorandum applies in respect of the credit linked features of the Notes.
3. Status of Notes:	Unsubordinated and unsecured.
4. Listing:	Listed Notes
5. Issuance Currency:	ZAR
6. Series Number:	2024-003
7. Tranche Number:	1
8. Aggregate Nominal Amount:	
(a) Series:	ZAR 50,000,000.00
(b) Tranche:	ZAR 50,000,000.00
9. Interest:	Interest bearing
10. Interest Payment Basis:	Floating
11. Automatic/Optional Conversion from one Interest/Redemption/Payment Basis to another:	Not Applicable
12. Form of Notes:	Registered Listed Notes: The Notes in this Tranche will be issued in uncertificated form and held by the CSD.
13. Issue Date:	19 January 2024
14. Trade Date:	12 January 2024
15. Specified Denomination:	ZAR 1,000,000 per Note.

16.	Issue Price:	100% of the Aggregate Nominal Amount i.e. ZAR 50,000,000.00
17.	Interest Commencement Date:	Issue Date
18.	Maturity Date:	19 January 2029, subject to adjustment in accordance with the Applicable Business Day Convention.
19.	Applicable Business Day Convention:	Following Business Day Convention.
20.	Business Days:	Johannesburg
21.	Final Redemption Amount:	Provided that the Notes have not been redeemed prior to the Maturity Date, on the Maturity Date of the Notes, the Final Redemption Amount will be the Aggregate Nominal Amount (R50,000,000.00), plus any accrued but unpaid interest due on the Maturity Date
22.	Credit Event Backstop Date:	Applicable
23.	Last Date to Register:	The 11th (eleventh) calendar day before each Floating Interest Payment Date, i.e. each of 8 January, 8 April, 8 July and 8 October of each calendar year until the Maturity Date, or if such day is not a business day, the business day before each books closed period.
24.	Books Closed Period:	The Register will be closed for a period of 10 (ten) calendar days prior to each Floating Interest Payment Date and prior to the Maturity Date, i.e. each of the following periods, 9 January to 19 January, 9 April to 19 April, 9 July to 19 July and 9 October to 19 October of each calendar year until the Maturity Date.
25.	Value of aggregate Nominal Amount of all Notes issued under the Structured Note	As at the date of this issue, the Issuer has issued Notes in the aggregate total amount of ZAR 55,374,466,608.79 under the Master

Programme as at the Issue Date:	<p>Structured Note Programme which notes have not been redeemed and remain in issue.</p> <p>The aggregate Nominal Amount of all Notes issued under the Master Structured Note Programme as at the Issue Date, together with the aggregate Nominal Amount of this Tranche (when issued), will not exceed the Programme Amount.</p>
26. FLOATING RATE NOTES	
(a) Floating Interest Payment Date(s):	Each 19 January, 19 April, 19 July and 19 October of each year with the first Floating Interest Payment Date being 19 April 2024 and ending on the Maturity Date or if such day is not a Business Day, the Business Day on which interest will be paid, as determined in accordance with the applicable Business Day Convention.
(b) Minimum Interest Rate:	Not Applicable
(c) Maximum Interest Rate:	Not Applicable
(d) Other terms relating to the method of calculating interest (e.g.: Day Count Fraction, rounding up provision):	The Day Count Fraction is Actual/365 (Fixed).
(e) Manner in which the Interest Rate is to be determined:	Screen Rate Determination
(f) Margin:	267 basis points (or 2.67%) to be added to the relevant Reference Rate.
(g) If Screen Determination:	
i. Reference Rate (including relevant period by reference	ZAR-JIBAR-SAFEX (3 months)

to which the Interest Rate is to be calculated):	
ii. Interest Rate Determination Dates:	The first Interest Determination Date will be the Issue Date, thereafter each of 19 January, 19 April, 19 July and 19 October in each calendar year, during the term of the Notes and ending on 19 October 2028, as adjusted or determined in accordance with the Applicable Business Day Convention.
iii. Relevant Screen Page and Reference Code:	Reuters RIC <SFX3MYLD> on Reuters Page "SAFEY" (Page number ZA01209).
(h) If Interest Rate to be calculated otherwise than Screen Determination, insert basis for determining Interest Rate/Margin/ Fallback provisions:	Not Applicable
(i) Interest Period:	Each period commencing on (and including) a Floating Interest Payment Date and ending on (but excluding) the following Floating Interest Payment Date; provided that the first Interest Period will commence on (and include) the Interest Commencement Date and end on (but exclude) the following Floating Interest Payment Date (each Floating Interest Payment Date as adjusted in accordance with the Applicable Business Day Convention)
CREDIT EVENT REDEMPTION	
27. Type of Credit Linked Note:	Single Name CLN
28. Redemption at Maturity:	Final Redemption Amount
29. Redemption following the occurrence of Credit Events:	Applicable

30.	Extension interest:	Not Applicable
31.	Reference Entity:	Rand water
32.	Financial Statements of the Reference Entity:	The Issuer of the Reference Obligation is listed on the interest rate market of the JSE and as per rule 4.32(c)(i) of the JSE Debt Listings Requirements, no additional information is required to be provided herein.
33.	Standard Reference Obligation:	Not Applicable
34.	Reference Obligation:	The obligation identified as follows: Primary Obligor: Rand water Maturity Date: 10 December 2028 CUSIP/ISIN: ZAG000111253
35.	Transaction Type:	Not Applicable
36.	All Guarantees:	Not Applicable
37.	Conditions to Settlement:	Applicable Credit Event Notice: Applicable Notice of Physical Settlement: Applicable Notice of Publicly Available Information: Applicable
38.	Credit Events:	The following Credit Events apply: Bankruptcy Failure to Pay Grace Period Extension: Applicable Grace Period: 30 calendar days Payment Requirement: ZAR10,000,000.00 Obligation Acceleration Repudiation / Moratorium Restructuring Default Requirement: ZAR 250,000,000

	<p>Mod R: Not Applicable</p> <p>Mod Mod R: Not Applicable</p> <p>Multiple Holder Obligation: Applicable</p> <p>Governmental Intervention</p>								
39. Obligations:	<table border="0"> <tr> <td>Deliverable Obligation Category:</td> <td>Deliverable Obligation Characteristics:</td> </tr> <tr> <td>Listed Bond Only</td> <td>Not Subordinated</td> </tr> <tr> <td></td> <td>Specified Currency: ZAR</td> </tr> <tr> <td></td> <td>Transferable</td> </tr> </table>	Deliverable Obligation Category:	Deliverable Obligation Characteristics:	Listed Bond Only	Not Subordinated		Specified Currency: ZAR		Transferable
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	Specified Currency: ZAR								
	Transferable								
40. Excluded Obligations:	Not Domestic Currency and Not Domestic Law								
41. Excluded Deliverable Obligations	Not Domestic Currency and Not Domestic Law								
42. CLN Settlement Method:	Physical Settlement								
43. Credit Event Redemption Amount	<p>Means in respect of each Physically Delivered CLN, such Deliverable Obligations with a Due and Payable Amount or an Outstanding Principal Balance in an aggregate amount (excluding any accrued and unpaid interest) equal to:</p> <ul style="list-style-type: none"> (i) The Aggregate Nominal Amount of the Notes outstanding as of the relevant Event Determination Date; minus (ii) a Due and Payable Amount or an Outstanding Principal Balance of such Deliverable Obligations with a market value determined by the Calculation Agent equal to such Note's pro rata share of the Settlement Expenses and Swap Costs. 								

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Terms Relating to Physical Settlement:													
45. Physical Settlement Period:	As specified in the 2014 Credit Linked Conditions.												
46. Partial Cash Settlement due to Impossibility or Illegality:	Applicable												
47. Fallback CLN Settlement Method:	Cash Settlement												
PROVISIONS REGARDING REDEMPTION / MATURITY													
48. Redemption at the option of the Issuer:	No												
49. Redemption at the Option of Noteholders:	<p>No</p> <p>The Issuer will not provide secondary liquidity for the Notes as a matter of course. In instances where secondary liquidity is provided at the sole discretion of the Issuer the pricing of such liquidity will be determined with reference to the pricing of liquidity for senior unsecured bonds issued by the Issuer. In addition, the Issuer may take into account other factors such as, but not limited to, the length of time the Notes have been issued for</p>												

50.	Early Redemption Amount(s) payable on redemption for taxation reasons, Additional Early Redemption Event, Illegality, Change in Law or on Event of Default (if required):	Yes
	If yes:	
	(a) Amount payable; or	The Early Redemption Amount determined and calculated by the Calculation Agent in accordance with Condition 8.5 of the Terms and Conditions of the Notes.
	(b) Method of calculation of amount payable:	Not Applicable
GENERAL		
51.	Financial Exchange:	JSE Limited t/a The Johannesburg Stock Exchange
52.	Settlement, Calculation and Paying Agent:	Absa Bank Limited (acting through its Corporate and Investment Banking division) or an affiliate thereof.
53.	Calculation Agent City:	Johannesburg
54.	Specified office of the Paying, Calculation and Settlement Agent:	15 Alice Lane Sandton 2196 Gauteng Republic of South Africa
55.	Additional selling restrictions:	Not Applicable
56.	ISIN No.:	ZAG000202524
57.	Stock Code:	ASC092
58.	Method of distribution:	Private Placement

59.	If syndicated, names of Managers:	Not Applicable
60.	If non syndicated, name of Dealer:	Absa Bank Limited (acting through its Corporate and Investment Banking division) or an affiliate thereof.
61.	Governing law:	The laws of the Republic of South Africa
62.	Issuer Rating on Issue Date:	Issuer National Rating: Aa1.za as assigned by Moody's on 24 October 2022 and to be reviewed by Moody's from time to time. Issuer National Rating: zaAA as assigned by Standard & Poor on 07 August 2023 and to be reviewed by Standard & Poor from time to time.
63.	Issuer Central Securities Depository Participant (CSDP):	Absa Bank Limited
64.	Debt Listing Requirements:	In accordance with Section 4.17 of the Debt Listing Requirements, the Issuer confirms that the Programme Amount has not been exceeded at the time of the issuing of the Notes.
65.	Material Change in Financial or Trading Position	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 subsidiaries (where applicable) since the date of the Issuer's unaudited consolidated financial results for the interim reporting period ended 30 June 2023. 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 which would make any statement false or misleading and that all reasonable enquiries to ascertain such facts have been made as well as that this Applicable Pricing Supplement contains all information required by law and the JSE Debt Listings Requirements. The Issuer accepts full responsibility for

the accuracy of the information contained in this Applicable Pricing Supplement and the annual financial report, the amendments to the annual financial report or any supplements from time to time, except as otherwise stated therein.

The JSE takes no responsibility for the contents of the Applicable Pricing Supplement and the annual financial report of the Issuer and any amendments or supplements to the aforementioned documents. The JSE makes no representation as to the accuracy or completeness of the Applicable Pricing Supplement and the annual financial report of the Issuer and any amendments or supplements to the aforementioned documents and expressly disclaims any liability for any loss arising from or in reliance upon the whole or any part of the aforementioned documents. 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 19 January 2024

For and on behalf of

ABSA BANK LIMITED

Name:

Capacity:

Date:

Name:

Capacity:

Date: