

ABSA BANK LIMITED

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

## Issue of ZAR40,090,000.00 Registered Notes due 20 September 2027

## under its ZAR60,000,000,000 Master Structured Note Programme

This Applicable Pricing Supplement must be read in conjunction with the Master Structured Note Programme Memorandum dated on or about 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 ZAR60,000,000,000 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 capitalised terms not defined in this Applicable Pricing Supplement have the meanings ascribed to them in the Glossary of Terms, as amended by 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, amended and/or supplemented 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 this Applicable Pricing Supplement and the provisions of the Master Programme Memorandum and/or the Applicable Product Supplement, 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.                       | lssuer:                                                                                       | Absa Bank Limited                                                                                                                     |  |
| 2.                       | Status of Notes:                                                                              | Unsubordinated and Unsecured.                                                                                                         |  |
| 3.                       | Listing:                                                                                      | Listed Notes                                                                                                                          |  |
| 4.                       | Issuance Currency:                                                                            | ZAR                                                                                                                                   |  |
| 5.                       | Series Number:                                                                                | 2022-168                                                                                                                              |  |
| 6.                       | Tranche Number:                                                                               | 1                                                                                                                                     |  |
| 7.                       | Alpha Code:                                                                                   | ASN927                                                                                                                                |  |
| 8.                       | JSE Short Name:                                                                               | ABMBSN927                                                                                                                             |  |
| 9.                       | JSE Long Name:                                                                                | ABMBSN927-20SEPTEMBER2027                                                                                                             |  |
| 10.                      | ISIN No.:                                                                                     | ZAE000314696                                                                                                                          |  |
| 11.                      | Instrument Number:                                                                            | 104725                                                                                                                                |  |
| 12.                      | Aggregate Nominal Amount:                                                                     |                                                                                                                                       |  |
|                          | (a) Series:                                                                                   | ZAR40,090,000.00                                                                                                                      |  |
|                          | (b) Tranche:                                                                                  | ZAR40,090,000.00                                                                                                                      |  |
| 13.                      | Interest:                                                                                     | As set out in paragraph 33 below.                                                                                                     |  |
| 14.                      | Payment Basis:                                                                                | Index Linked Notes                                                                                                                    |  |
| 15.                      | Automatic/Optional<br>Conversion from one<br>Interest/Redemption/Payment<br>Basis to another: | Not Applicable                                                                                                                        |  |
| 16.                      | Form of Notes:                                                                                | Registered Listed Notes: The Notes in this Tranche are issued in uncertificated form and lodged in the Central Securities Depository. |  |
| 17.                      | Issue Date:                                                                                   | 27 September 2022                                                                                                                     |  |
| 18.                      | Trade Date:                                                                                   | 15 September 2022                                                                                                                     |  |

| 19. | Initial Index Valuation Date:                                                               | 16 September 2022                                                                                                                                                                                                                                                                                                                                              |  |
|-----|---------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| 20. | Final Index Valuation Date:                                                                 | 17 September 2027                                                                                                                                                                                                                                                                                                                                              |  |
| 21. | Specified Denomination:                                                                     | ZAR1,000.00 per Note                                                                                                                                                                                                                                                                                                                                           |  |
| 22. | Issue Price:                                                                                | 100% of the Aggegate Nominal Amount being ZAR40,090,000.00                                                                                                                                                                                                                                                                                                     |  |
| 23. | Interest Commencement<br>Date:                                                              | Not Applicable                                                                                                                                                                                                                                                                                                                                                 |  |
| 24. | Maturity Date:                                                                              | 20 September 2027 is the scheduled Maturity Date, subject<br>to such day being an Exchange Business Day (as defined in<br>paragraph 33(b) below) and a Business Day. If such day is<br>not an Exchange Business Day and a Business Day, then the<br>Maturity Date will be the next day which is an Exchange<br>Business Day and a Business Day.                |  |
| 25. | Maturity Date Extension                                                                     | <ul> <li>(i) Notwithstanding paragraph 24 this Note will terminate on the later of:</li> <li>(a) the Maturity Date; and</li> <li>(b) the final Maturity Extension Date.</li> </ul>                                                                                                                                                                             |  |
|     |                                                                                             | <ul> <li>(ii) Upon the occurrence of a Maturity Extension Period,<br/>the terms and conditions of the Note shall remain the same<br/>save that the Issuer shall have the right to adjust and<br/>reprice the Note at its discretion acting in a commercially<br/>reasonable manner.</li> </ul>                                                                 |  |
|     |                                                                                             | Where:<br>"Maturity Extension Date" means the last maturity date of<br>the Note as determined by the Issuer pursuant to a single<br>or multiple Maturity Extension Periods.                                                                                                                                                                                    |  |
|     |                                                                                             | "Maturity Extension Periods" means the extended<br>period(s) of the Note as determined by the Issuer upon 10<br>Business Days notifice to the Noteholder, and which<br>period(s) shall arise after the Maturity Date. Any changes<br>to the Maturity Date will be published on SENS and<br>communicated to the JSE 13 calendar days before the<br>Record Date. |  |
| 26. | Applicable Business Day<br>Convention:                                                      | Modified Following Business Day Convention                                                                                                                                                                                                                                                                                                                     |  |
| 27. | Definition of Business Day (if<br>different from that set out in<br>the Glossary of Terms): | For purposes of this Applicable Pricing Supplement the<br>term "Business Day" includes Johannesburg Business<br>Days, London Business Days and TARGET Settlement Days,<br>where "TARGET Settlement Day" means any day on which                                                                                                                                 |  |

|       |                                                                                                                                 |                                                                        | the Trans-European Automated Real-time Gross settlement Express Transfer system is open.                                                                                                                                                      |
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| 28.   | Final                                                                                                                           | Redemption Amount:                                                     | See Index-Linked Notes provisions in paragraph 33 below.                                                                                                                                                                                      |
| 29.   | Reco                                                                                                                            | rd Date                                                                | In respect of payment of the Final Redemption Amount,<br>the Record Date will be 17 September 2027 unless the<br>Friday is a not a Business Day in which case it will be on<br>the last Business Day of that week.                            |
| 30.   | Last                                                                                                                            | Day to Trade                                                           | In respect of payment of the Final Redemption Amount,<br>the Last Day to Trade will be 14 September 2027 or, three<br>Business Days before the Record Date.                                                                                   |
| 31.   | Final                                                                                                                           | isation Date                                                           | In respect of payment of the Final Redemption Amount,<br>the Finalisation Date will 07 September 2027 or, will be at<br>least eight days before the Record Date and at least five<br>days before the Last Day to Trade.                       |
| 32.   | 32. Value of aggregate Nominal<br>Amount of all Notes issued<br>under the Structured Note<br>Programme as at the Issue<br>Date: |                                                                        | As at the Issue Date, the Issuer has issued Notes in the aggregate total amount of ZAR 43,333,863,424.22 under the Master Structured Note Programme which have not been redeemed and remain in issue.                                         |
|       |                                                                                                                                 |                                                                        | The aggregate Nominal Amount of all Notes issued under<br>the Master Structured Note Programme as at the Issue<br>Date, together with the aggregate Nominal Amount of this<br>Tranche (when issued), will not exceed the Programme<br>Amount. |
| INDEX | (-LINKEI                                                                                                                        | ONOTE PROVISIONS                                                       |                                                                                                                                                                                                                                               |
| 33.   | (a)                                                                                                                             | Type of Index-Linked<br>Notes:                                         | Indexed Redemption Amount Notes                                                                                                                                                                                                               |
|       | (b)                                                                                                                             | Formula by reference to which payment                                  | The Calculation Agent will calculate the Final Redemption<br>Amount in accordance with the following formula:                                                                                                                                 |
|       |                                                                                                                                 | amount in respect of<br>the Index-Linked Notes<br>is to be determined: | <pre>FRA = ANA + [ANA*FXR*P*MIN(IC, MAX[IR, 0])] Where:</pre>                                                                                                                                                                                 |
|       |                                                                                                                                 |                                                                        | "FRA" means the Final Redemption Amount;                                                                                                                                                                                                      |
|       |                                                                                                                                 |                                                                        | "ANA" means the Aggregate Nominal Amount;                                                                                                                                                                                                     |
|       |                                                                                                                                 |                                                                        | "*" means "multiplied by";                                                                                                                                                                                                                    |
|       |                                                                                                                                 |                                                                        | "FXR" means means the foreign exchange rate ratio<br>calculated by the Calculation Agent in accordance with the<br>following formula:                                                                                                         |
|       |                                                                                                                                 |                                                                        | $FXR = \frac{FX_{f}}{FX_{i}}$                                                                                                                                                                                                                 |
|       |                                                                                                                                 |                                                                        | Where:                                                                                                                                                                                                                                        |
|       |                                                                                                                                 |                                                                        |                                                                                                                                                                                                                                               |

| "FXR" means the FX Rate ratio;                                                                                                                                                                                                                                                                                                                                     |
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| "FX <sub>f</sub> " means the FX Rate determined by the Calculation<br>Agent on the Final Index Valuation Date;<br>"FX <sub>i</sub> " means the FX Rate on the Initial Index Valuation<br>Date, i.e. 20.1664:GBP1.00.                                                                                                                                               |
| "FX Rate" means the daily rate of exchange of ZAR per<br>GBP1.00, such rate as published on Bloomberg WMCO, or<br>if any such rate is not available such other rate as selected<br>or determined by the Calculation Agent, acting in good<br>faith and in a commercially reasonable manner.                                                                        |
| "P" means "participation" which is 4.92 (or 492%);                                                                                                                                                                                                                                                                                                                 |
| "min" means "the minimum of" or "the lesser of";                                                                                                                                                                                                                                                                                                                   |
| "IC" means "Index Cap" which is: 0.20 (or 20%).                                                                                                                                                                                                                                                                                                                    |
| "max" means "the maximum of" or "the greater of";                                                                                                                                                                                                                                                                                                                  |
| "IR" means the "Index Return" which the Calculation<br>Agent will determine and calculate in accordance with the<br>following formula:                                                                                                                                                                                                                             |
| $IR = \frac{Index_f}{Index_i} - 1$                                                                                                                                                                                                                                                                                                                                 |
| where:                                                                                                                                                                                                                                                                                                                                                             |
| "IR" means "Index Return";                                                                                                                                                                                                                                                                                                                                         |
| Index means the Nasdaq Yewno Global Innovative<br>Technologies Ex Disputable Activities EUR ER 5% Index;                                                                                                                                                                                                                                                           |
| "Index <sub>i</sub> " means, in respect of the Index, the initial Index<br>level, being the official closing level of the Index, as<br>determined by the Calculation Agent on the Initial Index<br>Valuation Date, which is: 1060.40.                                                                                                                              |
| "Index <sub>f</sub> " means, in respect of the Index, the Index level as<br>at the Index Valuation Time determined by the Calculation<br>Agent as the equally weighted average of the level of the<br>Index on each of the Averaging Dates, which if any<br>Averaging Date is a Disrupted Day, it will be subject to<br>Modified Postponement, as described below. |
| "Averaging Dates" means each 17 March 2027, 20 April<br>2027, 18 May 2027, 17 June 2027, 20 July 2027, 17 August<br>2027 and 17 September 2027.                                                                                                                                                                                                                    |
| "Modified Postponement" means that in respect of any<br>Exchange Business Day which is a Disrupted Day, the<br>applicable Final Index Valuation Date will be the first<br>succeeding Valid Date. If the first succeeding Valid Date                                                                                                                                |

| Tradin<br>that e<br>the Fir<br>will de<br>Valuat<br>a com<br>a "Val<br>a Disru<br>is not | ot occurred before or on the eighth Scheduled<br>ng Day immediately following the original date, then<br>ighth Scheduled Trading Day will be deemed to be<br>nal Index Valuation Date and the Calculation Agent<br>etermine the level of the Index for that Final Index<br>tion Date (i.e. that eighth Scheduled Trading Day) in<br>mercially reasonable manner. For purposes hereof,<br>id Date" means a Scheduled Trading Day that is not<br>upted Day and the Index Valuation Date does not or<br>deemed to occur.<br>ange Business Day" means a Scheduled Trading Day |
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| on wh<br>(a)                                                                             | ich:<br>the Index Sponsor actually publishes the closing<br>level of the Index; and                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| (b)                                                                                      | each Listing Financial Exchange or each Index<br>Component Exchange, as the case may be, is<br>actually open for trading during its regular trading<br>session, notwithstanding the relevant Listing<br>Financial Exchange and/or any relevant Index<br>Component Exchange, as the case may be, closing<br>prior to its Scheduled Closing Time;                                                                                                                                                                                                                           |
| "Schee                                                                                   | duled Trading Day" means any day on which:                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| (a)                                                                                      | the Index Sponsor is scheduled to publish the closing level of the Index; and                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| (b)                                                                                      | each Listing Financial Exchange or each Index<br>Component Exchange, as the case may be, is<br>scheduled to be open for trading during its regular<br>trading session.                                                                                                                                                                                                                                                                                                                                                                                                    |
| Compo<br>schedu<br>Exchau<br>to afte                                                     | duled Closing Time" means, in respect of an Index<br>onent Exchange and an Exchange Business Day, the<br>uled weekday closing time of such Index Component<br>nge on such Exchange Business Day, without regard<br>er hours or any other trading outside of the regular<br>g session hours.                                                                                                                                                                                                                                                                               |
| "Index<br>that:                                                                          | Sponsor" means the corporation or other entity                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| (a)                                                                                      | is responsible for setting and reviewing the rules<br>and procedures and the methods of calculation<br>and adjustments, if any, related to the Index; and                                                                                                                                                                                                                                                                                                                                                                                                                 |
| (b)                                                                                      | announces (directly or through an agent) the level<br>of the Index on a regular basis during each<br>Exchange Business Day.                                                                                                                                                                                                                                                                                                                                                                                                                                               |
|                                                                                          | Component Exchange" means in respect of each<br>onent security of the Index (each "a Component                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |

|     |                                                                                                                  | Security"), the principal securities exchange on which such<br>Component Security is principally traded, as determined<br>by the Calculation Agent.                                                          |                                                                                                                                                                                          |
|-----|------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|     |                                                                                                                  | "Index Valuation Time" means:                                                                                                                                                                                |                                                                                                                                                                                          |
|     |                                                                                                                  | (a) for the purposes of determining whether a Market<br>Disruption Event has occurred:                                                                                                                       |                                                                                                                                                                                          |
|     |                                                                                                                  | (aa)                                                                                                                                                                                                         | in respect of any Component Security, the<br>Scheduled Closing Time of the relevant<br>Index Component Exchange; and                                                                     |
|     |                                                                                                                  | (bb)                                                                                                                                                                                                         | in respect of any options contracts or<br>futures contracts referencing the Index, the<br>close of trading on the related securities<br>exchange; and                                    |
|     |                                                                                                                  |                                                                                                                                                                                                              | l other circumstances, the time at which the<br>g level of the Index is calculated and published<br>Sponsor.                                                                             |
| (c) | Final Redemption<br>Amount Payment Date:                                                                         | The Maturity Date, such date being subject to adjustment<br>in accordance with the Applicable Business Day<br>Convention and the provisions regarding Consequences of<br>a Disrupted Day as specified above. |                                                                                                                                                                                          |
| (d) | Provisions where<br>calculation by<br>reference to Index<br>and/or Formula is<br>impossible or<br>impracticable: | Amount whit<br>Issuer in acco                                                                                                                                                                                | ill be redeemed at the Early Redemption<br>ch will be determined and calculated by the<br>ordance with Condition 8.5 ( <i>Early Redemption</i><br>the Terms and Conditions of the Notes. |
| (e) | Minimum Interest<br>Rate:                                                                                        | Not Applicat                                                                                                                                                                                                 | le                                                                                                                                                                                       |
| (f) | Maximum Interest<br>Rate:                                                                                        | Not Applicable                                                                                                                                                                                               |                                                                                                                                                                                          |
| (g) | Other terms relating to<br>the method of<br>calculating interest:                                                | Not Applicat                                                                                                                                                                                                 | le                                                                                                                                                                                       |
| (h) | Calculation Agent:                                                                                               |                                                                                                                                                                                                              | ate and Investment Banking (a division of<br>mited) or an affiliate thereof.                                                                                                             |
| (i) | Index Calculation<br>Agent:                                                                                      | NASDAQ Inc.                                                                                                                                                                                                  |                                                                                                                                                                                          |

| (j) | Index name                       | Nasdaq Yewno Global Innovative Technologies Ex<br>Disputable Activities EUR ER 5% Index (Bloomberg Ticker:<br>NYGITXE5; Refinitiv RIC: .NYGITXEE5)                                                                                                                                                                                                                                                                                                                                      |
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| (k) | Particulars regarding the Index: | The Nasdaq Yewno Global Innovative Technologies Index<br>is designed to track the performance of companies<br>engaged in the following themes: Artificial Intelligence,<br>Robotics, Automotive innovation, Healthcare Innovation,<br>Internet of Things and Data Computing & Processing.                                                                                                                                                                                               |
|     |                                  | Index Rule Book /Methodology                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
|     |                                  | https://indexes.nasdaqomx.com/docs/methodology_NYGI<br>TXDP.pdf                                                                                                                                                                                                                                                                                                                                                                                                                         |
|     |                                  | Index Performance                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
|     |                                  | https://indexes.nasdagomx.com/Index/Overview/NYGITX<br>EE5                                                                                                                                                                                                                                                                                                                                                                                                                              |
|     |                                  | Index History                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
|     |                                  | https://indexes.nasdaqomx.com/Index/History/NYGITXEE                                                                                                                                                                                                                                                                                                                                                                                                                                    |
|     |                                  | Index Weighting                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
|     |                                  | https://indexes.nasdaqomx.com/Index/Weighting/NYGITX<br>EE5                                                                                                                                                                                                                                                                                                                                                                                                                             |
|     |                                  | Index Fact Sheet                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
|     |                                  | https://indexes.nasdagomx.com/docs/FS_NYGITE.pdf                                                                                                                                                                                                                                                                                                                                                                                                                                        |
|     |                                  | Nasdaq GIW website                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
|     |                                  | https://indexes.nasdaqomx.com/                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
|     |                                  | NASDAQ Yewno Global Innovative Technologies ER Index<br>is registered trademark of NASDAQ, Inc. (which with its<br>affiliates is referred to as the "Corporations") and are<br>licensed for use by BNP Paribas. The Product(s) are not<br>issued, endorsed, sold, or promoted by the Corporations.<br>The Product(s) are not issued, endorsed, sold,or<br>promoted by the Corporations. The Corporations make no<br>warranties and bear no liability with respect to the<br>product(s). |
|     |                                  | BNP Paribas has provided Absa Bank Ltdthe Issuer use of<br>the index. Absa and BNP Paribas and Absa the Issuer and<br>Nasdaq are not affiliated entities.                                                                                                                                                                                                                                                                                                                               |
|     |                                  | Any changes to the index methodology will be published on SENS and communicated to the JSE.                                                                                                                                                                                                                                                                                                                                                                                             |

| (1) | Index Disclaimer | Nasdaq <sup>®</sup> is a registered trademark of Nasdaq, Inc. The<br>information about the Index is provided for informational<br>and educational purposes only, and nothing contained<br>herein should be construed as investment advice, either<br>on behalf of a particular security or an overall investment<br>strategy. Neither Nasdaq, Inc. nor any of its affiliates<br>makes any recommendation to buy or sell any security or<br>any representation about the financial condition of any<br>company. Statements regarding Nasdaq-listed companies<br>or Nasdaq proprietary indexes are not guarantees of<br>future performance. Actual results may differ materially<br>from those expressed or implied. Past performance is not<br>indicative of future results. Investors should undertake<br>their own due diligence and carefully evaluate companies<br>before investing. ADVICE FROM A SECURITIES<br>PROFESSIONAL IS STRONGLY ADVISED.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
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|     |                  | The issue of the Securities is not sponsored, endorsed, sold,<br>or promoted by any index to which the return on the<br>Securities is linked (an "Index", including any successor<br>index) or any index sponsor of an Index to which the return<br>on the Securities is linked (an "Index Sponsor") and no<br>Index Sponsor makes any representation whatsoever,<br>whether express or implied, either as to the results to be<br>obtained from the use of an Index and/or the levels at<br>which an Index stands at any particular time on any<br>particular date or otherwise. No Index or Index Sponsor<br>shall be liable (whether in negligence or otherwise) to any<br>person for any error in an Index and an Index Sponsor is<br>under no obligation to advise any person of any error<br>therein. No Index Sponsor is making any representation<br>whatsoever, whether express or implied, as to the<br>advisability of purchasing or assuming any risk in<br>connection with the Securities. Neither the Issuer nor the<br>Guarantor shall have any liability for any act or failure to<br>act by an Index Sponsor in connection with the calculation,<br>adjustment or maintenance of an Index. Except as<br>disclosed prior to the Issue Date, neither the Issuer, the<br>Guarantor nor their affiliates has any affiliation with or<br>control over an Index or Index Sponsor or any control over<br>the computation, composition or dissemination of an<br>Index. Although the Calculation Agent will obtain<br>information concerning an Index from publicly available<br>sources it believes reliable, it will not independently verify<br>this information. Accordingly, no representation, warranty<br>or undertaking (express or implied) is made and no<br>responsibility is accepted by the Issuer, the Guarantor,<br>their affiliates or the Calculation Agent as to the accuracy,<br>completeness and timeliness of information concerning an<br>Index |

| _    | ISIONS REGARDING<br>MPTION/MATURITY                                                                                                                                                         |                                                                                                                                                                                                                                                                   |
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| 34.  | Redemption at the Option of the Issuer:                                                                                                                                                     | Νο                                                                                                                                                                                                                                                                |
| 35.  | Redemption at the Option of Noteholders:                                                                                                                                                    | Νο                                                                                                                                                                                                                                                                |
| 36.  | Early Redemption Amount(s)<br>payable on redemption for<br>taxation reasons, Change in<br>Law, Hedging Disruption,<br>Increased Cost of Hedging or<br>on Event of Default (if<br>required): | Yes                                                                                                                                                                                                                                                               |
|      | If yes:                                                                                                                                                                                     |                                                                                                                                                                                                                                                                   |
|      | (a) Amount payable; or                                                                                                                                                                      | Not Applicable                                                                                                                                                                                                                                                    |
|      | (b) Method of calculation<br>of amount payable:                                                                                                                                             | If the Notes are redeemed early for any reason<br>whatsoever, the Early Redemption Amount will be<br>determined and calculated by the Issuer in accordance<br>with Condition 8.5 ( <i>Early Redemption Amounts</i> ) of the<br>Terms and Conditions of the Notes. |
| GENE | RAL                                                                                                                                                                                         |                                                                                                                                                                                                                                                                   |
| 37.  | Financial Exchange:                                                                                                                                                                         | JSE Limited t/a The Johannesburg Stock Exchange                                                                                                                                                                                                                   |
| 38.  | Calculation and Paying Agent:                                                                                                                                                               | Absa Bank Limited(acting through its Corporate and<br>Investment Banking division) or an affiliate thereof.                                                                                                                                                       |
| 39.  | Specified Office of the<br>Calculation and Paying Agent                                                                                                                                     | 15 Alice Lane<br>Sandton<br>2196<br>Gauteng<br>Republic of South Africa                                                                                                                                                                                           |
| 40.  | Settlement Agent                                                                                                                                                                            | Standard Chartered Bank                                                                                                                                                                                                                                           |
| 41.  | Specified office of the Settlement Agent:                                                                                                                                                   | 4 Sandown Valley Crescent, Sandton, South Africa                                                                                                                                                                                                                  |
| 42.  | Issuer Rating on Issue Date:                                                                                                                                                                | Issuer National Rating: Aa1.za as assigned by Moody's on<br>06 April 2022 and to be reviewed by Moody's from time<br>to time.                                                                                                                                     |

|                             | Issuer National Rating: zaAA as assigned by Standard &<br>Poor on 25 May 2022 and to be reviewed by Standard &<br>Poor from time to time.                                                                                                                                                                                                                                                                                                                                                                   |
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| 43. Method of distribution: | Private Placement                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| 44. Governing law:          | The law of the Republic of South Africa                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| 45. Other provisions:       | Applicable                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| (a) Inward Listing:         | The Notes will be inward listed on the Financial Exchange<br>in terms of the authority granted by the Financial<br>Surveillance Department of the South African Reserve<br>Bank.                                                                                                                                                                                                                                                                                                                            |
| (b) Taxation:               | Condition 9 titled "Taxation" in the section II-A of the<br>Master Programme Memorandum titled "Terms and<br>Conditions of the Notes" is amended in relation to this<br>Tranche of Notes by:                                                                                                                                                                                                                                                                                                                |
|                             | (i) the deletion of Condition 9.2.8, and                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
|                             | <ul> <li>(ii) the insertion of the following additional paragraphs<br/>immediately after Condition 9.2.7:</li> </ul>                                                                                                                                                                                                                                                                                                                                                                                        |
|                             | "9.2.8 where such withholding or deduction is imposed<br>on a payment to an individual and is required to be made<br>pursuant to European Council Directive 2003/48/EC (or<br>any other directive implementing the conclusions of the<br>2312th Economic and Financial Affairs Council (ECOFIN)<br>meeting of 26 and 27 November 2000) on the taxation of<br>savings income or any law implementing or complying<br>with, or introduced in order to conform to, such directive;<br>or                       |
|                             | 9.2.9 held by or on behalf of a Noteholder in<br>circumstances where such party could lawfully reduce the<br>amount of taxation otherwise levied or leviable upon the<br>principal or interest by virtue of any tax treaty or non-<br>South African tax laws applicable to such Noteholder,<br>whether by way of a tax credit, rebate deduction or<br>reduction equal to all or part of the amount withheld or<br>otherwise, and whether or not it is actually claimed<br>and/or granted and/or allowed; or |

|                    | 9.2.10 in respect of any present or future taxes, duties,<br>assessments or governmental charges of whatever nature<br>which are payable otherwise than by withholding from<br>payment of principal or interest, if any, with respect to<br>such Note; or                                                                                                                                                                                                  |  |
|--------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
|                    | 9.2.11 where any combination of the scenarios or<br>occurrences contemplated in Conditions 9.2.1 to 9.2.10<br>above occurs the Issuer is not liable for or otherwise<br>obliged to pay any taxes that may arise as a result of the<br>ownership, transfer or redemption of any Note.                                                                                                                                                                       |  |
|                    | If the Issuer becomes subject generally at any time to any<br>taxing jurisdiction, authority or agency other than or in<br>addition to the Republic of South Africa, references in<br>Conditions 8.2 (Redemption for Tax Reasons or due to a<br>Change in Law) and 9 (Taxation) to the Republic of South<br>Africa will be read and construed as references to the<br>Republic of South Africa and/or to such other jurisdiction,<br>authority or agency." |  |
| (c) Change in Law: | The definition of "Change in Law" contained in the Terms<br>and Conditions of the Notes is deleted and replaced with<br>the following:                                                                                                                                                                                                                                                                                                                     |  |
|                    | <ul> <li>"On or after the Issue Date of the Notes:</li> <li>(i) due to the adoption of or any change in any applicable law or regulation (including, without limitation, any tax law or the adoption or promulgation of new regulations authorised or mandated by existing legislation), or</li> </ul>                                                                                                                                                     |  |
|                    | <ul> <li>due to the promulgation of or any change,<br/>announcement or statement of the formal or<br/>informal interpretation by any court, tribunal or<br/>regulatory authority with competent jurisdiction of<br/>any applicable law or regulation (including,<br/>without limitation, any action taken by a taxing<br/>authority or a regulatory authority),</li> </ul>                                                                                 |  |
|                    | the Issuer determines in good faith that:                                                                                                                                                                                                                                                                                                                                                                                                                  |  |
|                    | (aa) it has become illegal or contrary to such<br>applicable law or regulation for the<br>Noteholder to hold the Notes; or                                                                                                                                                                                                                                                                                                                                 |  |
|                    | (bb) it has become illegal or contrary to such applicable law or regulation for the Issuer or                                                                                                                                                                                                                                                                                                                                                              |  |

|                         |                                                                                                                                                                                                                                                                                                                                                                | any affiliate of the Issuer to hold, acquire,<br>deal in or dispose of hedge positions,<br>underlying securities or other property or<br>assets comprised in an index, any currency,<br>futures contracts, commodities or contracts<br>in securities, options, futures, derivatives or<br>foreign exchange relating to the Notes                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
|-------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                         | (cc)                                                                                                                                                                                                                                                                                                                                                           | (collectively, "Hedge Positions"), or<br>the Issuer or any affiliate of the Issuer will<br>incur a materially increased cost in<br>performing its obligations in respect of the<br>Notes or its Hedge Positions in connection<br>with the Notes (including, without<br>limitation, due to any increase in tax liability,<br>decrease in tax benefit or other adverse<br>effect on its tax position), or                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
|                         | (dd)                                                                                                                                                                                                                                                                                                                                                           | the Issuer or any affiliate of the Issuer will<br>be subjected to materially less favourable<br>regulatory capital treatment in respect of<br>such Notes or any related Hedge Positions,                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
|                         | will determin<br>to be paid to<br>law or regula<br>Dodd-Frank M<br>Act of 2010 a<br>Accountability<br>promulgated<br>regulation (c<br>Regulation (c<br>Regulation (E<br>and of the Co<br>(European M<br>(iii) any rules<br>with the regula<br>Banking Supe<br>capital charg<br>imposed in c<br>legislation ar<br>EMIR or the<br>increased ex<br>obligations in | ay terminate the Notes early and the Issuer<br>he and calculate the early termination amount<br>the Noteholder. The phrase "any applicable<br>ation" includes, without limitation, (i) the<br>Wall Street Reform and Consumer Protection<br>and the Wall Street Transparency and<br>ty Act of 2010, any rules and regulations<br>I there under and any similar law or<br>ollectively, the "Wall Street Act"), (ii) the<br>EU) No 648/2012 of the European Parliament<br>buncil of 4 July 2012 on OTC Derivatives<br>larket Infrastructure Regulation – EMIR), and<br>and regulations promulgated in accordance<br>ulatory framework of the Basel Committee on<br>ervision (the "Basel Rules"). Any additional<br>tes or other regulatory capital requirements<br>onnection with the Wall Street Act or any<br>nd/or regulation based on the Wall Street Act,<br>Basel Rules, will constitute a materially<br>pense or cost of the Issuer in performing its<br>in respect of these Notes. |
| (d) Hedging Disruption: |                                                                                                                                                                                                                                                                                                                                                                | or an affiliate of the Issuer (each "a Hedging<br>able after using commercially reasonable<br>ther:                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
|                         |                                                                                                                                                                                                                                                                                                                                                                | stablish, re-establish, substitute, maintain,<br>spose of any transaction(s) or asset(s) it                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |

|                                | deems necessary to hedge the equity price risk (or any<br>other relevant price risk including, but not limited to<br>currency risk) of entering into and performing its<br>obligations with respect to the Notes or any Hedge<br>Positions in connection with the Notes, or<br>(ii) freely realise, recover, receive, repatriate, remit or<br>transfer the proceeds of any Hedge Position in connection<br>with the Notes between accounts within the jurisdiction<br>of the Hedge Positions (the "Affected Jurisdiction") or<br>from accounts within the Affected Jurisdiction to accounts |
|--------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                | outside of the Affected Jurisdiction,<br>the Issuer may redeem the Note early and the Issuer will<br>calculate the Early Redemption Amount to be paid to the<br>Noteholder, in accordance with Condition 8.5 of the<br>Terms and Conditions of the Notes.                                                                                                                                                                                                                                                                                                                                   |
| (e) Increased Cost of Hedging: | If the Issuer or any affiliate of the Issuer (each "a Hedging<br>Party") would incur a materially increased (as compared<br>with circumstances existing on the Effective Date) amount<br>of tax, duty, expenses, costs or fees (other than brokerage<br>or commissions) to:                                                                                                                                                                                                                                                                                                                 |
|                                | <ul> <li>acquire, establish, re-establish, substitute,<br/>maintain, unwind or dispose of any transaction(s)<br/>or asset(s) it deems necessary to hedge the equity<br/>price risk (or any other relevant price risk,<br/>including, but not limited to, the currency risk) of<br/>entering into and performing its obligations with<br/>respect to the Notes or Hedge Positions in<br/>connection with the Notes, or</li> </ul>                                                                                                                                                            |
|                                | (ii) realise, recover or remit the proceeds of Hedge<br>Positions in connection with the Notes between<br>accounts within the jurisdiction of the Hedge<br>Positions (the "Affected Jurisdiction") or from<br>accounts within the Affected Jurisdiction to<br>accounts outside the Affected Jurisdiction,                                                                                                                                                                                                                                                                                   |
|                                | the Issuer may terminate the Notes early and the Issuer<br>will calculate the early termination amount to be paid to<br>the Noteholder.                                                                                                                                                                                                                                                                                                                                                                                                                                                     |

| 46. Material Change in Financial or<br>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 since the  |                                                          |
|                                                         |                                                            | date of the Issuer's Unaudited condensed consolidated    |
|                                                         |                                                            | financial results for the reporting period ended 30 June |
|                                                         |                                                            | 2022. 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 the pricing supplement contains all information required by law and The JSE Listings Requirements. The Issuer accepts full responsibility for the accuracy of the information contained in the Programme Memorandum and the annual financial statements and/or the pricing supplements.

The JSE takes no responsibility for the contents of this Master Programme Memorandum and the annual financial statements and/or the Applicable Pricing Supplements and/or the annual 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 this Master Programme Memorandum and the annual financial statements and/or the Applicable Pricing Supplements and/or the annual 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 this Master Programme Memorandum and listing of the Notes is not to be taken in any way as an indication of the merits of the Issuer or of the Notes 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 27 September 2022.

for and on behalf of

**ABSA BANK LIMITED** 

Name: Capacity: Authorised Signatory Date:

Who warrants his/her authority hereto

Name: Capacity: Authorised Signatory Date:

Who warrants his/her authority hereto