PRICING SUPPLEMENT

ESKOM HOLDINGS SOC LIMITED

(Incorporated in the Republic of South Africa with limited liability under Registration Number 2002/015527/06)

Listing of ZAR 750,000,000 8.50% Unsecured Fixed Rate Notes due 25 April 2042

Under its ZAR 160,000,000,000 Domestic Multi-Term Note Programme

This document constitutes the Applicable Pricing Supplement relating to the issue of Notes described herein. Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions set forth in the Programme Memorandum dated 04 February 2010. The Notes described in this Applicable Pricing Supplement contains the final terms of the Notes and this Applicable Pricing Supplement must be read in conjunction with such Programme Memorandum. To the extent that there is any conflict or inconsistency between the contents of this Pricing Supplement and the Programme Memorandum, the provisions of this Pricing Supplement shall prevail.

DESCRIPTION OF THE NOTES

1.	Issuer		Eskom Holdings SOC Limited
2.	Guarantor		RSA
3.	Status of Notes		Unsecured
4.	Form of Notes		Registered Notes
5.	Series Number		10
6.	Tranche Number		24
7.	Aggregate Nominal Amount:		
	(a)	Series	ZAR 17,250,000,000.00
	(b)	Tranche Listed	ZAR 750,000,000.00
	(C)	Tranche Issued	ZAR 0
8.	Interest Payment Basis		Fixed Rate

9.	Automatic/Optional Conversion from, one Interest/Redemption/Payment Basis to another	N/A
10.	Issue Date	12 June 2019
11.	Nominal Amount per Note	ZAR 1,000,000
12.	Specified Denomination	ZAR 1,000,000
13.	Issue Price	78.31955%
14.	Interest Commencement Date	25 April 2013 (first coupon calculated with accrued interest, which is payable on 25 October 2013
15.	Maturity Date	25 April 2042
16.	Applicable Business Day Convention	Modified Following Business Day
17.	Final Redemption Amount	100% of the Nominal Amount
18.	Last Date to Register	17h00 on 14 April and 14 October of each year.
19.	Books Closed Period(s)	The Register will be closed from 15 April to 25 April and from 15 October to 25 October (all dates inclusive) in each year until the Maturity Date.
20.	Default Rate	N/A

Programme Amount

21. Programme Amount as at the Issue date	ZAR 160,000,000,000.00
22. Aggregate outstanding Nominal amount of all the Notes issued under the Programme (including Notes issued under the Programme pursuant to the previous Programme Memorandum as at the Issue date)	ZAR 147,942,149,864.00

FIXED RATE NOTES

23(a) Fixed Rate of Interest	8.50% per cent. per annum payable semi-annually in arrear
(b) Fixed Interest Payment Date(s)	25 April and 25 October in each year up to and including the Maturity Date. The interest amount will be announced on SENS at least three business days before the relevant interest payment amount.
(c) Fixed Coupon Amount(s)	
(d) Initial Broken Amount	N/A
(e) Final Broken Amount	N/A
(f) Determination Date(s)	25 April and 25 October of each year
(g) Day Count Fraction	Actual/365
(h) Any other terms relating to the particular method of calculating interest	N/A

PROVISIONS REGARDING REDEMPTION/MATURITY

24. Issuer and Guarantor's Optional Redemption:	No
If yes:	
(a) Optional Redemption Date(s)	N/A
(b) Optional Redemption Amount(s) and method, if any, of calculation of such amount(s)	N/A
(c) Minimum period of notice (if different from Condition 8.3)	N/A
(d) If redeemable in part:	N/A
Minimum Redemption Amount(s)	N/A
Higher Redemption Amount(s)	N/A
(e) Other terms applicable on Redemption	
25. Early Redemption for taxation reasons or on Event of Default(if required)	YES

If no:

a. Amount Payable or	N/A
b. Method of calculation of amount payable	N/A

26. Financial Exchange	JSE
27 Calculation Agent	Issuer
28. Paying Agent	Issuer
29 Specified office of the Paying Agent	Maxwell Drive, Megawatt Park, Sunninghill, 2157, South Africa
30. Transfer Agent	Issuer
31. Specified office of the Transfer Agent	Maxwell Drive, Megawatt Park, Sunninghill, 2157, South Africa Tel: (011) 800 5025 Fax: (011) 800 4173
32. Provisions relating to stabilisation	N/A
33. Stabilising manager	N/A
34. Additional selling restrictions	N/A
35. ISIN	ZAG000107780
36. Stock Code	ES42
37. The notice period required for exchanging Uncertificated Notes for Individual Certificates	14 days prior to the requested date of such exchange
38. Method of distribution	N/A
39. If syndicated, names of Managers	N/A
40. If non-syndicated, name of Dealer	Issuer

41. Governing law (if the laws of South Africa are not applicable)	N/A
42. Surrendering of Notes	14 days after the date on which the Certificate in respect of the Note to be redeemed has been surrendered to the Issuer
43. Use of proceeds	N/A
44. Pricing Methodology	Standard JSE pricing methodology
45. Other provisions	N/A
46.CapitalRaisingProcess	Open market auction/Reverse enquiry
47. Credit rating outlook	

	Rating	**Outlook**
Standard & Poor's		
- Foreign currency	**CCC+**	**Negative**
- Local currency	**CCC+**	
Moody's		
- Foreign currency	**B2**	**Negative**
- Local currency	**B2**	

DISCLOSURE REQUIREMENTS IN TERMS OF PARAGRAPH 3(5) OF Commercial Paper Regulation

48. **Paragraph 3(5)(a)**

The ultimate borrower is the Issuer.

49. **Paragraph 3(5)(b)**

The Issuer is a going concern and can in all circumstances be reasonably expected to meet its commitments under the Notes.

50. **Paragraph 3(5)(c)**

The auditors of the Issuer are SizweNtsalubaGobodo Inc.

51. **Paragraph 3(5)(d)**

As at the date of this Supplement:

(i) The Issuer has the following commercial paper in issue in the domestic market:

a. ZAR 2,636,779,034.88 commercial paper bills

b. ZAR 1,000,000,000 guaranteed short term notes

c. ZAR 4,000,000,000 guaranteed Floating Rate Notes

d. ZAR 151,733,652,868 bonds

(ii) to the best of the Issuer's knowledge and belief, the Issuer estimates to issue the following during the current financial year, ending 31 March 2020:

a. a further ZAR 5,000,000,000 of bonds

b. ZAR 1,780,000,000 of commercial paper as and when the current paper in issue matures.

52. **Paragraph 3(5)(e)**

All information that may reasonably be necessary to enable the lender to ascertain the nature of the financial and commercial risk of its investment in the Notes is contained in the Programme Memorandum and the Applicable Pricing Supplement.

53. **Paragraph 3(5)(f)**

There has been no material adverse change in the Issuer's financial position since the date of its last audited financial statements.

54. **Paragraph 3(5)(g)**

The Notes issued will be listed on JSE

55. **Paragraph 3(5)(h)**

The funds to be raised through the issue of the Notes are to be used by the Issuer for the funding of its business operations within the Eskom Group.

56. **Paragraph 3(5)(i)**

The obligations of the Issuer in respect of the Notes are unsecured.

57. **Paragraph 3(5)(j)**

SizweNtsalubaGobodo Inc, the statutory auditors of the Issuer, have confirmed that nothing has come to their attention to indicate that this issue of Notes under the Programme will not comply in all respects with the relevant provisions of the Commercial Paper Regulations.

The Issuer's latest audited financial statements as at 31 March 2018 are deemed to be incorporated in, and to form part of the Programme Memorandum and are available free of charge to each person to whom a copy of the Programme Memorandum has been delivered, upon request of such person.

Responsibility

The Applicant Issuer certifies that to the best of their 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 Placing Document contains all information required by law and the JSE Listings Requirements. The Applicant Issuer accepts full responsibility for the accuracy of the information contained in the Placing Document, Pricing Supplements and the annual financial report, the amendments to the annual financial report or any supplements from time to time, except as otherwise stated therein.

Application is hereby made to list this issue of Notes on the 12 June 2019

SIGNED at Johannesburg on this 10th day of June 2019
for and on behalf of.

ESKOM HOLDINGS SOC LIMITED
(as Issuer)

DIRECTOR	**DIRECTOR**
MR C CASSIM	**MR P HADEBE**
Who warrants his authority hereto	**Who warrants his authority hereto**