APPLICABLE PRICING SUPPLEMENT



# LETSHEGO AFRICA HOLDINGS LIMITED

(Incorporated in the Republic of Botswana with limited liability under Registration Number BW00000877524)

#### Issue of BWP 17,080,000.00 Senior Unsecured Fixed Rate Notes Due on 2 July 2024 Under its BWP2,500,000,000 Medium Term Note Programme

This Applicable Pricing Supplement must be read in conjunction with the amended and restated Programme Memorandum, dated 29 November 2012 and 12 December 2013, prepared by LETSHEGO AFRICA HOLDINGS LIMITED in connection with the LETSHEGO AFRICA HOLDINGS LIMITED ZAR2,500,000,000 and BWP2,500,000,000 Medium Term Note Programme, as amended and/or supplemented from time to time (the "**Programme Memorandum**").

Any capitalised terms not defined in this Applicable Pricing Supplement shall have the meanings ascribed to them in the section of the Programme Memorandum headed "*Terms and Conditions of the Notes*".

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 amended and/or supplemented by the Terms and Conditions contained in this Applicable Pricing Supplement. To the extent that there is any conflict or inconsistency between the contents of this Applicable Pricing Supplement and the Programme Memorandum, the provisions of this Applicable Pricing Supplement shall prevail.

### PARTIES

- 1. Issuer
- 2. Dealer
- 3. BSE Sponsoring Broker
- 4. Arranger
- 5. Paying Agent Specified Office
- Calculation Agent Specified Office
- 7. Transfer Agent Specified Office

LETSHEGO AFRICA HOLDINGS LIMITED LETSHEGO AFRICA HOLDINGS LIMITED

Motswedi Securities

LETSHEGO AFRICA HOLDINGS LIMITED

LETSHEGO AFRICA HOLDINGS LIMITED

Tower C,Zambezi Towers, Plot 54352, CBD, Gaborone, Botswana

LETSHEGO AFRICA HOLDINGS LIMITED

Tower C,Zambezi Towers, Plot 54352, CBD, Gaborone, Botswana

PricewaterhouseCoopers (Pty) Limited.

Plot 64289, Tlokweng Road, Gaborone, Botswana

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# PROVISIONS RELATING TO THE NOTES

<ul> <li>9. Form of Notes</li> <li>9. Form of Notes</li> <li>9. Series Number</li> <li>12. Z20</li> <li>11. Tranche Number</li> <li>14. Interest Nominal Amount: <ul> <li>(a) Series</li> <li>(b) Tranche</li> <li>BWP 17,080,000.00</li> <li>(b) Tranche</li> <li>BWP 17,080,000.00</li> </ul> </li> <li>11. Interest Mained Easis</li> <li>11. Fixed Rate</li> <li>11. Interest Payment Basis</li> <li>11. Interest Payment Basis</li> <li>11. Interest Payment Basis</li> <li>11. Interest/Redemption/Payment</li> <li>Basis to another</li> <li>12. Specified Denomination</li> <li>BWP 10,000</li> <li>13. Interest Commencement Date</li> <li>3. January 2024</li> <li>14. Interest Commencement Date</li> <li>3. January 2024</li> <li>14. Interest Commencement Date</li> <li>3. January 2024</li> <li>15. Applicable Business Day Convention</li> <li>Modified Following Business Day</li> <li>16. Issue Date</li> <li>17. Specified Denomination</li> <li>18. Specified Currency</li> <li>19. Issue Price</li> <li>100%</li> <li>10. Interest Commencement Date</li> <li>3. January 2024</li> <li>12. Maturity Type</li> <li>Builet</li> <li>13. Applicable Business Day Convention</li> <li>Modified Following Business Day</li> <li>14. Final Redemption Amount</li> <li>100% of the Nominal Amount</li> <li>15. Last Day to Register</li> <li>N/A</li> <li>16. Books Closed Period(s)</li> <li>N/A</li> <li>17. Default Rate</li> <li>NUA</li> <li>18. Authorised Amount</li> <li>19. BWP 1,829,031,747.48</li> <li>10. Coupon rate</li> <li>7.2%</li> <li>13. Date of Offer</li> <li>19. December 2023</li> <li>14. First Settlement date</li> <li>3. January 2024</li> <li>14. First Settlement date</li> <li>3. January 2024</li> <li>15. Minimur Subscription</li> <li>16. Minimur Subscription</li> </ul>	8.	Status of Notes	Senior Unsecured and Unsubordinated, rank pari passu with the Issuer's other senior creditors
1       Tranche Number       1         2       Aggregate Nominal Amount:       BWP 17,080,000.00         (b)       Tranche       BWP 17,080,000.00         13.       Interest       BWP 17,080,000.00         13.       Interest       BWP 17,080,000.00         14.       Interest       BWP 17,080,000.00         15.       Automatic/Optional Conversion from one interest/Redemption/Payment Basis to another       N/A         16.       Issue Date       3 January 2024         17.       Specified Denomination       BWP 10,000         18.       Specified Currency       BWP         19.       Issue Price       100%         10.       Isterst Commencement Date       3 January 2024         12.       Maturity Date       2 July 2024         13.       Applicable Business Day Convention       Modified Following Business Day         14.       Final Redemption Amount       Mody of the Nominal Amount         15.       Last Day to Register       N/A         16.       Books Closed Period(s)       N/A         17.       Default Rate       N/A         18.       Applicable Amount       BWP 2,500,000,000.00         19.       Lating date       12 January 2024	9.	Form of Notes	Listed
Aggregate Nominal Amount:       BWP 17,080,000.00         (a) Series       BWP 17,080,000.00         13       Interest       Interest-bearing         14.       Interest Payment Basis       Fixed Rate         15.       Automatic/Optional Conversion from one Interest/Redemption/Payment Basis to another       N/A         16.       Issue Date       3 January 2024         17.       Specified Denomination       BWP 10,000         18.       Specified Currency       BWP         19.       Issue Price       100%         20.       Interest Commencement Date       3 January 2024         21.       Maturity Date       2 July 2024         22.       Maturity Type       Bullet         23.       Applicable Business Day Convention       Modified Following Business Day         24.       Final Redemption Amount       100% of the Nominal Amount         25.       Last Day to Register       N/A         26.       Books Closed Period(s)       N/A         27.       Default Rate       N/A         28.       Authorised Amount       BWP 1,829,031,747.48         29.       Listing date       12 January 2024         29.       Isting date of offer       19 December 2023	10.	Series Number	220
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14.Interest Payment BasisFixed Rate15.Automatic/Optional Conversion from Interest/Redemption/PaymentN/A16.Issue Date3 January 202417.Specified DenominationBWP 10,00018.Specified CurrencyBWP19.Issue Price100%20.Interest Commencement Date3 January 202421.Maturity Date2 July 202422.Maturity TypeBullet23.Applicable Business Day ConventionModified Following Business Day24.Final Redemption Amount100% of the Nominal Amount25.Last Day to RegisterN/A26.Books Closed Period(s)N/A27.Default RateN/A28.Authorised AmountBWP 2,500,000,000.0029.Listing date12 January 202430.Value of total notes in issueBWP 1,829,031,747.4831.Coupon rate7.2%32.Rates of interest7.2%33.Date of Offer19 December 202334.First Settlement date3 January 202435.Minimum SubscriptionN/A		(b) Tranche	BWP 17,080,000.00
15.Automatic/Optional Conversion from one Interest/Redemption/Payment Basis to anotherN/A16.Issue Date3 January 202417.Specified DenominationBWP 10,00018.Specified CurrencyBWP19.Issue Price100%20.Interest Commencement Date3 January 202421.Maturity Date2 July 202422.Maturity TypeBullet23.Applicable Business Day ConventionModified Following Business Day24.Final Redemption Amount100% of the Nominal Amount25.Last Day to RegisterN/A26.Books Closed Period(s)N/A27.Default RateN/A28.Authorised AmountBWP 2,500,000,000.0029.Listing date12 January 202430.Value of total notes in issueBWP 1,829,031,747.4831.Coupon rate7.2%32.Rates of interest7.2%33.Date of Offer19 December 202334.First Settlement date3 January 202435.Minimum SubscriptionN/A	13.	Interest	Interest-bearing
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17.Specified DenominationBWP 10,00018.Specified CurrencyBWP19.Issue Price100%20.Interest Commencement Date3 January 202421.Maturity Date2 July 202422.Maturity TypeBullet23.Applicable Business Day ConventionModified Following Business Day24.Final Redemption Amount100% of the Nominal Amount25.Last Day to RegisterN/A26.Books Closed Period(s)N/A27.Default RateN/A28.Authorised AmountBWP 2,500,000,000.0029.Listing date12 January 202430.Value of total notes in issueBWP 1,829,031,747.4831.Coupon rate7.2%33.Date of Offer19 December 202334.First Settlement date3 January 202435.Minimum SubscriptionN/A	15.	one Interest/Redemption/Payment	N/A
18.Specified CurrencyBWP19.Issue Price100%20.Interest Commencement Date3 January 202421.Maturity Date2 July 202422.Maturity TypeBullet23.Applicable Business Day ConventionModified Following Business Day24.Final Redemption Amount100% of the Nominal Amount25.Last Day to RegisterN/A26.Books Closed Period(s)N/A27.Default RateN/A28.Authorised AmountBWP 2,500,000,000.0029.Listing date12 January 202430.Value of total notes in issueBWP 1,829,031,747.4831.Coupon rate7.2%32.Rates of interest7.2%33.Date of Offer19 December 202334.First Settlement date3 January 202435.Minimun SubscriptionN/A	16.	Issue Date	3 January 2024
19.Issue Price100%20.Interest Commencement Date3 January 202421.Maturity Date2 July 202422.Maturity TypeBullet23.Applicable Business Day ConventionModified Following Business Day24.Final Redemption Amount100% of the Nominal Amount25.Last Day to RegisterN/A26.Books Closed Period(s)N/A27.Default RateN/A28.Authorised AmountBWP 2,500,000,000.0029.Listing date12 January 202430.Value of total notes in issueBWP 1,829,031,747.4831.Coupon rate7.2%33.Date of Offer19 December 202334.First Settlement date3 January 202435.Minimum SubscriptionN/A	17.	Specified Denomination	BWP 10,000
20.Interest Commencement Date3 January 202421.Maturity Date2 July 202422.Maturity TypeBullet23.Applicable Business Day ConventionModified Following Business Day24.Final Redemption Amount100% of the Nominal Amount25.Last Day to RegisterN/A26.Books Closed Period(s)N/A27.Default RateN/A28.Authorised AmountBWP 2,500,000,000.0029.Listing date12 January 202430.Value of total notes in issueBWP 1,829,031,747.4831.Coupon rate7.2%32.Rates of interest7.2%33.Date of Offer19 December 202334.First Settlement dateM/A35.Minimun SubscriptionN/A	18.	Specified Currency	BWP
21.Maturity Date2 July 202422.Maturity TypeBullet23.Applicable Business Day ConventionModified Following Business Day24.Final Redemption Amount100% of the Nominal Amount25.Last Day to RegisterN/A26.Books Closed Period(s)N/A27.Default RateN/A28.Authorised AmountBWP 2,500,000,000.0029.Listing date12 January 202430.Value of total notes in issueBWP 1,829,031,747.4831.Coupon rate7.2%33.Date of Offer19 December 202334.First Settlement date3 January 202435.Minimun SubscriptionN/A	19.	Issue Price	100%
22.Maturity TypeBullet23.Applicable Business Day ConventionModified Following Business Day24.Final Redemption Amount100% of the Nominal Amount25.Last Day to RegisterN/A26.Books Closed Period(s)N/A27.Default RateN/A28.Authorised AmountBWP 2,500,000,000.0029.Listing date12 January 202430.Value of total notes in issueBWP 1,829,031,747.4831.Coupon rate7.2%33.Date of Offer19 December 202334.First Settlement date3 January 202435.Minimum SubscriptionN/A	20.	Interest Commencement Date	3 January 2024
<ul> <li>Applicable Business Day Convention Modified Following Business Day</li> <li>Final Redemption Amount 100% of the Nominal Amount</li> <li>Last Day to Register N/A</li> <li>Books Closed Period(s) N/A</li> <li>Default Rate N/A</li> <li>Authorised Amount BWP 2,500,000,000.00</li> <li>Listing date 12 January 2024</li> <li>Value of total notes in issue BWP 1,829,031,747.48</li> <li>Coupon rate 7.2%</li> <li>Rates of interest 7.2%</li> <li>Date of Offer 19 December 2023</li> <li>First Settlement date 3 January 2024</li> <li>Minimum Subscription N/A</li> </ul>	21.	Maturity Date	2 July 2024
<ul> <li>Final Redemption Amount</li> <li>100% of the Nominal Amount</li> <li>Last Day to Register</li> <li>N/A</li> <li>Books Closed Period(s)</li> <li>N/A</li> <li>Default Rate</li> <li>Authorised Amount</li> <li>BWP 2,500,000,000.00</li> <li>Listing date</li> <li>12 January 2024</li> <li>Value of total notes in issue</li> <li>BWP 1,829,031,747.48</li> <li>Coupon rate</li> <li>7.2%</li> <li>Rates of interest</li> <li>T.2%</li> <li>Date of Offer</li> <li>December 2023</li> <li>January 2024</li> <li>Minimum Subscription</li> <li>N/A</li> </ul>	22.	Maturity Type	Bullet
<ul> <li>25. Last Day to Register</li> <li>26. Books Closed Period(s)</li> <li>27. Default Rate</li> <li>28. Authorised Amount</li> <li>29. Listing date</li> <li>20. Value of total notes in issue</li> <li>21. Coupon rate</li> <li>22. Rates of interest</li> <li>23. Date of Offer</li> <li>24. First Settlement date</li> <li>25. Minimun Subscription</li> <li>26. N/A</li> <li>27. NA</li> <li>28. NA</li> <li>29. Authorised Amount</li> <li>29. Burp 1,829,031,747.48</li> <li>20. Particular Settlement date</li> <li>20. State Settlement date</li> <li>20. NA</li> <li>20. Minimun Subscription</li> <li>20. NA</li> <li>20. NA<td>23.</td><td>Applicable Business Day Convention</td><td>Modified Following Business Day</td></li></ul>	23.	Applicable Business Day Convention	Modified Following Business Day
<ul> <li>26. Books Closed Period(s)</li> <li>27. Default Rate</li> <li>28. Authorised Amount</li> <li>29. Listing date</li> <li>20. Value of total notes in issue</li> <li>30. Value of total notes in issue</li> <li>31. Coupon rate</li> <li>32. Rates of interest</li> <li>33. Date of Offer</li> <li>34. First Settlement date</li> <li>35. Minimum Subscription</li> <li>37. N/A</li> </ul>	24.	Final Redemption Amount	100% of the Nominal Amount
<ol> <li>Default Rate</li> <li>N/A</li> <li>Authorised Amount</li> <li>BWP 2,500,000,000.00</li> <li>Listing date</li> <li>12 January 2024</li> <li>Value of total notes in issue</li> <li>BWP 1,829,031,747.48</li> <li>Coupon rate</li> <li>Coupon rate</li> <li>Rates of interest</li> <li>7.2%</li> <li>Rates of interest</li> <li>Date of Offer</li> <li>Ist Settlement date</li> <li>January 2024</li> <li>Minimum Subscription</li> </ol>	25.	Last Day to Register	N/A
<ol> <li>Authorised Amount</li> <li>BWP 2,500,000,000.00</li> <li>Listing date</li> <li>12 January 2024</li> <li>Value of total notes in issue</li> <li>BWP 1,829,031,747.48</li> <li>Coupon rate</li> <li>Coupon rate</li> <li>Rates of interest</li> <li>7.2%</li> <li>Bate of Offer</li> <li>January 2024</li> <li>Sinary 2024</li> <li>Sinary 2024</li> <li>Minimum Subscription</li> </ol>	26.	Books Closed Period(s)	N/A
29.Listing date12 January 202430.Value of total notes in issueBWP 1,829,031,747.4831.Coupon rate7.2%32.Rates of interest7.2%33.Date of Offer19 December 202334.First Settlement date3 January 202435.Minimum SubscriptionN/A	27.	Default Rate	N/A
30.Value of total notes in issueBWP 1,829,031,747.4831.Coupon rate7.2%32.Rates of interest7.2%33.Date of Offer19 December 202334.First Settlement date3 January 202435.Minimum SubscriptionN/A	28.	Authorised Amount	BWP 2,500,000,000.00
31.Coupon rate7.2%32.Rates of interest7.2%33.Date of Offer19 December 202334.First Settlement date3 January 202435.Minimum SubscriptionN/A	29.	Listing date	12 January 2024
32.Rates of interest7.2%33.Date of Offer19 December 202334.First Settlement date3 January 202435.Minimum SubscriptionN/A	30.	Value of total notes in issue	BWP 1,829,031,747.48
33.Date of Offer19 December 202334.First Settlement date3 January 202435.Minimum SubscriptionN/A	31.	Coupon rate	7.2%
34.First Settlement date3 January 202435.Minimum SubscriptionN/A	32.	Rates of interest	7.2%
35. Minimum Subscription N/A	33.	Date of Offer	19 December 2023
	34.	First Settlement date	3 January 2024
	35.	Minimum Subscription	N/A
36. Covenants N/A	36.	Covenants	N/A

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### **FIXED RATE NOTES**

37. a)	Fixed Rate of Interest	7.2%	
b)	Interest Payment Date(s)	At Maturity	
c)	Initial Broken Amount	N/A	
d)	Final Broken Amount	N/A	
e)	Interest Determination Dates (s)	N/A	
f)	Day Count Fraction	N/A	
g)	Any other terms relating to the particular method of calculating interest	N/A	
FLOATIN	IG RATE NOTES	N/A	
ZERO C	OUPON NOTES	N/A	
PARTLY	PAID NOTES	N/A	
INSTAL	MENT NOTES	N/A	
MIXED RATE NOTES		N/A	
INDEX-L	INKED NOTES	N/A	
DUAL C	JRRENCY NOTES	N/A	
EXCHAN	IGEABLE NOTES	N/A	
OTHER N	NOTES	N/A	
	ONS REGARDING PTION/MATURITY		
38. Rede	emption at the Option of the Issuer:	No	
	emption at the Option of the Senior holders:	No	
rede	Redemption Amount(s) payable on mption for taxation reasons or on tof Default (if required).	Νο	
41. Rede Cont	emption in the event of a Change of rol	Yes	
	emption in the event of a Rating ngrade	Yes	
GENERA	AL		
43. Finar	ncial Exchange	BSE (Interest Rates Market)	
44. Addit	ional selling restrictions	N/A	
45. ISIN	No	BW 000000 5065	
46. Stocl	< Code	LAHL-CPB-0724-220	
47. Stab	ilising manager	N/A	
48. Prov	sions relating to stabilisation	N/A	
	notice period required for exchanging rtificated SA Notes for Certificates	N/A	
50. Meth	od of distribution	Private Placement	
51. Cred	it Rating assigned to the Issuer	Ba3/Issuer Rating affirmed, c	

51. Credit Rating assigned to the Issuer

Ba3/Issuer Rating affirmed, outlook negative, Ba3 Corporate Family Rating (CFR) assigned on 2

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	December 2022, which Rating shall be reviewed from time to time
52. Applicable Rating Agency	Moody's Investor Services Limited
<ol> <li>Governing law (if the laws of South Africa or Botswana, as the case may be are not applicable)</li> </ol>	Laws of Botswana
54. Surrendering of Notes in the case of Notes represented by a Certificate	10 days after the date on which the Certificate in respect of the Note to be redeemed has been surrendered to the Issuer
55. Other provisions	Νο
56. Date of approval of SPM	1 June 2023
57. Date of offer opening	N/A
58. Date of offer closure	N/A

### **DISCLOSURE BY ISSUER**

The Issuer will for as long as any Tranche of Unsecured Notes remains Outstanding, notify the Senior Unsecured Noteholders of any material change in the financial position of the Issuer.

#### **Responsibility:**

The Issuer accepts full responsibility for the information contained in this Applicable Pricing Supplement. To the best of the knowledge and belief of the Issuer (who has taken all reasonable care to ensure that such is the case) the information contained in this Applicable Pricing Supplement is in accordance with the facts and does not omit anything which would make any statement false or misleading and all reasonable enquiries to ascertain such facts have been made. This Applicable Pricing Supplement contains all information required by applicable law and the debt listing requirements of the BSE.

SIGNED at Gaborone on this day of 3 January 2024

For and on behalf of LETSHEGO AFRICA HOLDINGS LIMITED

Name: Lolo Molosi Capacity: Group Treasurer Who warrants his authority hereto

Name: Tinotenda G. Muteiwa Capacity: Group CFO Who warrants his authority hereto

For and on behalf of African Alliance Botswana Advisory (Pty) Ltd, acting for and on behalf of its client represented herein as investor

Name: Name: Sean Rasebotsa Capacity: CEO Who warrants his authority hereto

Name: Baboni Mokgosi Capacity: Chief Investment Officer Who warrants his authority hereto

# ANNEX B

# APPLICABLE BOND ALLOCATION

Client Names	Bond	Bond Allocation
AA Botswana Enhanced Yield Fund	LAHL220	17,080,000
Total		17,080,000

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Issuer



LETSHEGO AFRICA HOLDINGS LIMITED Limited Tower C,Zambezi Towers, Plot 54352, CBD, P O Box 381, Gaborone, Botswana Telephone: +267 364 4739 Contact: Tinotenda G. Muteiwa

# **Sponsoring Broker**





Motswedi Securities Plot 113, Unit 30, Kgale Mews, Gaborone P/Bag 00223, Gaborone, Botswana Telephone: +267 318 8627 Email:- <u>martin@motswedi.co.bw</u> Contact: Martin Makgatlhe

# **Transfer Secretary**



PricewaterhouseCoopers Plot 64289, Tlokweng Road, Showgrounds Close, Fairgrounds Gaborone, Botswana Telephone : +267 393 2244 Contact:- Itumeleng Saseng

## **Issuer's Legal Advisors**



2nd Floor, Acacia House, Prime Plaza, Plot 74538, Western Commercial Road, Central Business District P.O. Box 1368, Gaborone, Botswana Telephone: +267 395 3481 Fax: +267 395 2757 Contact: Sipho Ziga And: Kago K.Y Boiki

## Auditor to the Issuer



Ernst and Young 2nd Floor, Plot 22 Khama Crescent Gaborone, Botswana Telephone: +267 397 4078 Fax: +267 397 4079 Contact: Loice Sedze

# **Calculating and Paying Agent**

LETSHEGO AFRICA HOLDINGS LIMITED Tower C,Zambezi Towers, Plot 54352, CBD, P O Box 381, Gaborone, Botswana Telephone: +267 364 4739

Trustee

# **Mr Robert Vinen**

Plot 64518 Fairgrounds Office Park PO Box 211008 Bontleng, Gaborone