



BBS LIMITED

(Incorporated on the 26th of April 2018 in the Republic of Botswana with limited liability under registration number BW00001057162)

NOTICE TO HOLDERS AND PROSPECTIVE HOLDERS OF BBS012 FLOATING RATE NOTES

Capitalised terms used in this Notice are as defined in the BBS Limited ("BBS") BWP 2,000,000,000 (two billion Pula) Medium Term Note Programme dated the 11th of November 2011 which has been amended and restated under the Supplementary Programme Memorandum Dated 30 July 2021 ("**Programme Memorandum**") which contains the Terms and Conditions in relation to the BBS Notes (Terms and Conditions), unless specifically defined herein.

As set out in the Programme Memorandum, the Interest Rate (as defined in the Programme Memorandum and Applicable Pricing Supplement dated 11th day of August 2021 ("Applicable Pricing Supplement")) in respect of each of the Notes shall be determined by the Calculation Agent (as defined in the Programme Memorandum and the Applicable Pricing Supplements) by reference to the Bank Rate announced by Bank of Botswana as the Reference Rate.

The Bank of Botswana in its Monetary Policy Statement dated February 23, 2022 announced inter alia, the adoption of the yield on the main monetary policy instrument (currently the 7-day BoBc) as the anchor policy rate in place of the Bank Rate. This new rate will be called the Monetary Policy Rate (MoPR). This change came into effect as at 28th April 2022.

The discontinuance of the Bank Rate affects the BBS0012 Floating Rate Note, which has the Bank Rate as the Reference Rate ("**Note**").

In this regard, the reference as "Reference Rate" in the above Note and the BBS Applicable Pricing Supplement dated 11th day of August 2021, to "Bank Rate" is no longer applicable. BBS intends that holders of the above Notes should be placed in the same position as they were in had the "Bank Rate" as referred to in the Terms and Conditions in the Applicable Pricing Supplement not been replaced with the Monetary Policy Rate, and as if the Monetary Rate Policy was calculated on the same basis as the said "Bank Rate".

BBS has engaged with the Botswana Stock Exchange Limited (BSE) and the Trustee, acting for an on behalf of Noteholders, and has determined following this engagement to seek the formal sanction of Noteholders to the amended and restated Applicable Pricing Supplement as provided for in the Terms and Conditions.

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In terms of the Programme Memorandum, BBS may, with the prior written consent of Noteholders holding not less than 75% in Nominal Amount of the Notes outstanding from time to time, amend the Terms and Conditions relating to the Notes and the Applicable Pricing Supplements, provided that no such amendment shall be of any force or effect unless notice of intention to make such amendment shall have been given to all Noteholders in terms of Condition 18 of the Programme Memorandum.

In terms of condition 18 of the Programme Memorandum notice shall be sent by registered mail to the Noteholders respective addresses appearing in the Registers and any such notice shall be deemed to have been given on the seventh day after the day on which it is mailed and in addition, such notices shall also be valid if published in an English language daily newspaper of general circulation in the Republic of Botswana. Condition 18 also provides that if any notice is given to Noteholders, a copy thereof shall be delivered to the Trustee and if the Note is listed on the BSE, to the BSE.

In accordance therewith, BBS accordingly proposes an amendment to the Terms and Conditions of the Note effective 28 April 2022, by deleting the current definition of "Reference Rate" in the Applicable Pricing Supplements and substituting the same with the following: -

"Monetary Policy Rate being the prevailing percent yield on the 7 Day Bank of Botswana Certificates as may be adjusted by Bank of Botswana, and as announced by Bank of Botswana from time to time."

and the approval of the amended and restated Applicable Pricing Supplements (draft attached hereto) effecting such amendment and effectively replacing the current Applicable Pricing Supplement.

This notice serves as a notice of intention to amend the terms and conditions of the Note by approval of the attached restated and amended Applicable Pricing Supplement, in that regard.

Noteholders are required to indicate consent to the amendments by completing form A which can be obtained from BBS and returning that form to the Transfer Agent, Transaction Management Services Proprietary Limited attention: Maria Pezarro, email: contactus@corpservebotswana.com, within 5 business days of receipt by the holder of this Notice.

Responsibility Statement

The Issuer certifies that to the best of its knowledge and belief there are no facts that have been omitted from this Notice which would make any statement false or misleading, that all reasonable enquiries to ascertain such facts have been made and that the Programme Memorandum together with this Notice contain all information required by law. The issuer accepts full responsibility for the accuracy of the information contained in the Programme Memorandum, this Notice and all documents incorporated by reference (see the section of the Programme Memorandum headed 'Document Incorporated by Reference').

SIGNED at GABORONE on this 30th day of JUNE 2022

For and on behalf of
BBS LIMITED



Name: Susan Ntsima
Capacity: Acting Managing Director
Who warrants her authority hereto



Name: Hildah Mhaladi
Capacity: Head of Finance
Who warrants her authority hereto