



Barclays Bank of Botswana Limited

(Incorporated with limited liability in Botswana under registration number CO1732)

Issue of BWP97,410,000 Senior Unsecured with Stock Code BBB017

Under its BWP2,000,000,000 Domestic Medium Term Note Programme

This document constitutes the Applicable Pricing Supplement relating to the issue of the Tranche of Notes described in this Pricing Supplement.

This Pricing Supplement is to be read in conjunction with the Supplementary Programme Memorandum dated 17 October 2018. To the extent that there is any conflict or inconsistency between the contents of this Pricing Supplement and the said Supplementary Programme Memorandum, the provisions of this Pricing Supplement shall prevail.

Any capitalised terms not defined in this Pricing Supplement shall have the meanings ascribed to them in the "Terms and Conditions" in the Supplementary Programme Memorandum. References in this Pricing Supplement Section headed "*Terms and Conditions*" are to the Section of the Supplementary Programme Memorandum headed "*Terms and Conditions*". References to any Condition in this Pricing Supplement are to that Condition of the Terms and Conditions.

The Issuer certifies that to the best of its knowledge and belief there are no facts that have been omitted from the Programme Memorandum and/or Supplementary Programme Memorandum which would make any statement false or misleading and that all reasonable enquiries to ascertain such facts have been made and that the Supplementary Programme Memorandum contains all information required by Applicable Law and, in relation to any Tranche of Notes listed on the BSE, the BSE Listings Requirements. The Issuer accepts full responsibility for the information contained in the Supplementary Programme Memorandum, the Pricing Supplements and the annual financial report and any amendments to the annual financial report or any supplements from time to time, except as otherwise stated therein.

DESCRIPTION OF THE NOTES

1	Issuer and Payer	Barclays Bank of Botswana Limited
2	Status of Notes	Senior Notes
3	(a) Tranche Number	1
	(b) Series Number	3
4	Aggregate Principal Amount	BWP97,410,000
5	Interest/Payment Basis	Floating Rate
6	Form of Notes	Registered Notes
7	Security	Unsecured

KAP W

8	Automatic/Optional Conversion from one Interest/Payment Basis to another	N/A
9	Issue Date and Settlement Date	November 14,2018
10	Indicative Date of Listing	December 4, 2018
11	Business Centre	Gaborone
12	Additional Business Centre	N/A
13	Specified Denomination	BWP 10,000
14	Issue Price	100 per cent of the Aggregate Nominal Amount
15	Minimum Subscription	BWP100,000
16	Interest Commencement Date	November 14, 2018
17	Maturity Date	November 14, 2023
18	Specified Currency	BWP
19	Applicable Business Day Convention	Modified Following Business Day
20	Issuing Agent	Transaction Management Services (Pty) Ltd t/a Corpserve
21	Specified office of Issuing Agent	Unit 206 Second Floor, Plot 64516 Showgrounds Close Fairgrounds Gaborone Botswana
22	Calculation Agent	Transaction Management Services (Pty) Ltd t/a Corpserve
23	Specified Office of the Calculation Agent	Unit 206 Second Floor, Plot 64516 Showgrounds Close Fairgrounds Gaborone Botswana
24	Paying Agent	Transaction management Services (Pty) Ltd t/a Corpserve
25	Specified Office of the Paying Agent	Unit 206 Second Floor, Plot 64516 Showgrounds Close Fairgrounds Gaborone

KAP W

	Botswana
26 Transfer Agent	Transaction Management Services (Pty) Ltd t/a Corpserve
27 Specified Office of the Transfer Agent	Unit 206 Second Floor, Plot 64516 Showgrounds Close Fairgrounds Gaborone Botswana
28 Final Redemption Amount	BWP10,000 per calculation amount
INSTALMENT NOTES	N/A
FIXED RATE NOTE	N/A
FLOATING RATE NOTES	
29 (a) Interest Payment Date(s)	February 14, May 14, August 14 and November 14 in each year, commencing February 14, 2019, and ending on and including the Maturity Date
(b) Interest Period(s)	Each period from and including an Interest Payment Date to, but excluding the following Interest Payment Date, provided that the first Interest Period shall commence on and include the Interest Commencement Date and the final Interest Period shall end on but exclude the Maturity Date
(c) First Interest Payment Date	February 14, 2019
(d) Definitions of Business Day (if different from that set out in Condition 1 of the Terms and Conditions)	N/A
(e) Minimum Interest Rate	N/A
(f) Maximum Interest Rate	N/A
(g) Other terms relating to the method of calculating interest (e.g., Day Count Fraction, rounding up provision, if different from Condition 6 of the Terms and Conditions)	N/A
30 Manner in which the Interest Rate is to be determined	Screen Rate Determination
31 Margin	1.25% per annum
32 If ISDA Determination	N/A

KAD W

33	If Screen Determination	
	(a) Reference Rate (including relevant period by reference to which the Interest Rate is to be calculated)	Bank Rate
	(b) Interest Determination Date(s)	February 14, May 14, August 14 and November 14 in each year until the Maturity Date, with the first Interest Rate Determination Date being February 14, 2019
	(c) Relevant Screen Page and Reference Code	http://www.bankofbotswana.bw/
34	If Interest Rate to be calculated otherwise than by reference to the previous two sub-paragraphs, insert basis for determining Interest Rate/Margin/Fall back provisions	N/A
35	If different from the Calculation Agent, agent responsible for calculating amount of principal and interest	N/A
	MIXED RATE NOTES	N/A
	ZERO COUPON NOTES	N/A
	INDEXED NOTES	N/A
	EXCHANGEABLE NOTES	N/A
	OTHER NOTES	N/A
	PROVISIONS REGARDING REDEMPTION	
36	Prior consent of Bank of Botswana required for any redemption prior to the Maturity Date	N/A
37	Redemption at the option of the Issuer	N/A
38	Redemption at the option of the Noteholders	N/A
39	Early Redemption Amount(s)	Yes
	(a) Early Redemption Amount (Regulatory)	Principal Amount plus accrued interest (if any) to the date fixed for redemption
	(b) Early Redemption Amount (Tax)	Principal Amount plus accrued interest (if any) to the date fixed for redemption
	(c) Early Termination Amount	Principal Amount plus accrued interest (if any) to the date fixed for redemption
40	Conversion upon the occurrence of a Non-Viability Trigger Event specified by Bank of	N/A

KAP LL

Botswana in terms of the Capital Regulations

41 Write-off upon the occurrence of a Non-Viability Trigger Event specified by the Bank of Botswana in terms of the Capital Regulations N/A

GENERAL

42 Additional selling restrictions N/A

43 (a) International Securities identification Number (ISIN) BW0000002179

(b) BSE Code BBB017

44 Financial Exchange The Botswana Stock Exchange

45 In the case of Private Placement: N/A

46 Method of distribution Fixed Price Bookbuild

47 Offer Period

Offer opens 09h00 (Gaborone time) on November 05, 2018

Offer closes 16h00 (Gaborone time) on November 09, 2018

If syndicated, names of managers Barclays Bank of Botswana Limited
Building 4, Plot 74358
Central Business District
Gaborone
Botswana

Credit Rating assigned to Notes (if any), date of such rating and date for review of such rating Not Rated

48 Rating Agency (if any) N/A

49

50 Governing law Botswana Law

Other Banking Jurisdiction N/A

51 Last Day to Register 09 February, 09 May, 09 August, 09 November of each year

52 Books Closed Period The Register will be closed from (and including) February 10 to February 14, May 10 to May 14, August 10 to August 14 and November 10 to November 14, in each year until the Maturity Date

53 Stabilisation Manager (if any) N/A

KAP LL

54	Authorised amount of the Programme	BWP2,000,000,000
55	Aggregate Outstanding Principal Amount of all Notes in issue on the Issue Date of this Tranche	BWP400,000,000
56	Set out the relevant description of any additional/other Terms and Conditions relating to the Notes (including covenants, if any)	N/A
57	Negative Pledge	N/A

Application is hereby made to list this issue of Notes on or about 14 November 2018 pursuant to the Barclays Bank of Botswana Limited Domestic Medium Term Note Programme.

BOARD OPINION, SCHEDULE 10 PARAGRAPH 6(9) AND RESPONSIBILITY STATEMENT OF MEMBERS OF THE BOARD

The Board of Directors of the Issuer is confident that the business and financial integrity of the Issuer shall remain sound.

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

The members of the Board of the Issuer, whose names are given on pages 91 to 93 of the Supplementary Programme Memorandum collectively and individually accept full responsibility for the accuracy of the information given and certify that to the best of their knowledge and belief there are no other facts the omission of which would make any statement false or misleading, that they have made all reasonable enquiries to ascertain such facts and (if applicable) that the Supplementary Programme Memorandum contains all information required by law.

The members of the Board of the Issuer confirm that the Supplementary Programme Memorandum includes all such information within their knowledge (or which it would be reasonable for them to obtain by making enquiries) as investors and their professional advisers would reasonably require and reasonably expect to find for the purpose of making an informed assessment of the assets and liabilities, financial position, profits and losses and prospects of the issuer and of the rights attaching to the securities to which the Supplementary Programme Memorandum relates.

KAP LU

For and on behalf of
BARCLAYS BANK OF BOTSWANA LIMITED
Issuer

By:  _____

Director, duly authorised

Date: 13/11/2018

By:  _____

Director, duly authorised

Date: 13-11-2018