



(Incorporated on the 28th of February 1975 in the Republic of Botswana with limited liability under registration number BW00000404816)

NOTICE TO HOLDERS AND PROSPECTIVE HOLDERS OF SCB0010 FLOATING RATE NOTES

Capitalised terms used in this Notice are as defined in the Standard Chartered Bank Botswana ("SCB") Placing Document for BWP229, 963, 000.00 Unsecured Floating Rate Senior Notes dated 28th day of May 2021 ("**Placing Document**") which contains the Terms and Conditions in relation to the SCB0010 Notes (Terms and Conditions), unless specifically defined herein.

As set out in the Placing Document, the Interest Rate (as defined in the Placing Document in respect of each of the Notes shall be determined by the Calculation Agent (as defined in the Placing Document) 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 of 28th April 2022.

The discontinuance of the Bank Rate affects the SCB0010 Floating Rate Notes, which has the Bank Rate as the reference rate ("**Notes**").

In this regard, the reference as "Bank Rate" in the above Note and the Placing Document, to "Bank Rate" is no longer applicable. SCB intends that holder 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 Placing Document 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".

SCB has engaged with the Noteholders and has determined following this engagement to seek the formal sanction of Noteholders to the amended and supplementary Placing Document as provided for in the Terms and Conditions.

In terms of the Placing Document, SCB 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 Placing Document, 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 13 of the Placing Document.

In terms of condition 13 of the Placing Document 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 13 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, SCB accordingly proposes an amendment to the Terms and Conditions of the Notes effective 28 April 2022, by *inter alia*, deleting the current definition of "Bank Rate" in the Placing Document 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 supplementary Placing Document (draft attached hereto) effecting such amendment and effectively amending and supplementing the current Placing Document.

This notice serves as a notice of intention to amend the terms and conditions of the Note by approval of the attached amended and supplementary Placing Document, in that regard.

Noteholders are required to indicate consent to the amendments by completing form A which can be obtained from SCB or accessible online at this [link](#) and returning that form to the Sponsoring Broker, "(Kelemosadi Gaorengwe);, email: info@Motswedi.co.bw, 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 Placing Document together with this Notice contain all information required by law. The Issuer accepts full responsibility for the accuracy of the information contained in the Placing Document and this Notice.

SIGNED at GABORONE on this 18th day of August 2022

For and on behalf of

SCB LIMITED



Name: Tapiwa Butale

Capacity: Chief Financial Officer

Who warrants his authority hereto



Name: Mpho Masupe

Capacity: Chief Executive Officer

Who warrants his/her authority hereto