



BOTSWANA HOUSING CORPORATION

(established under the Botswana Housing Corporation Act CAP 74:03 Laws of Botswana)

("BHC" or the "Issuer")

Strictly private and confidential

SUPPLEMENTARY PROGRAMME MEMORANDUM

Botswana Housing Corporation (the "Issuer" or "BHC") established a BWP 2 000 000 000 Note Programme ("Programme") under which it may from time to time issue Tranches of notes ("Notes") denominated in Botswana Pula ("BWP"), up to a value of BWP 2 000 000 000 in terms of a Programme Memorandum dated 15 November 2010 ("Programme Memorandum"). The issues of the Notes were subject to the terms and conditions in the Programme Memorandum (the "Terms and Conditions"). Each Tranche of Notes would have such interest and period of maturity(ies) and other terms and conditions as may be agreed between the Issuer and the Placing Agent, set out in an Applicable Pricing Supplement issued in respect of each Tranche of Notes, and the Notes may be listed as approved by the Botswana Stock Exchange Limited (the "BSEL"), or its successor, and/or such other exchange or exchanges as may be agreed between the Issuer and the Placing Agent. Notes may be listed or unlisted provided that the maximum aggregate nominal amount of all Notes issued under this Programme will not exceed BWP 2 000 000 000.

This Supplementary Programme Memorandum is being issued to supplement and update the information on the Issuer that was provided in the Programme Memorandum dated 15 November 2010 as well as to update, supersede and the Terms and Conditions in relation to any further Notes to be issued out under the Programme, following the date of this Supplementary Programme Memorandum. This Supplementary Programme Memorandum does not apply to Notes issued before the date of this Supplementary Programme Memorandum. This update is required as a result of changes in the regulatory and operating environment of the BSEL since the date the Programme was established.

This Supplementary Programme Memorandum must be read in conjunction with the Programme Memorandum. To the extent that there is any conflict or inconsistency between the contents of this Supplementary Programme Memorandum and the Programme Memorandum, the provisions of this Supplementary Programme Memorandum shall prevail.

Capitalised terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions set forth in the aforementioned Programme Memorandum.

Notes issued under the Programme will be denominated in Botswana Pula ("BWP"). The maximum aggregate principal amount of all Notes from time to time outstanding under the Programme will not exceed BWP 2 000 000 000.

The Issuer may increase the amount of BWP 2 000 000 000 with, to the extent necessary, with the consent of the Bank of Botswana, the Ministry of Infrastructure and Housing Development, the Ministry of Finance and Economic Development and the Botswana Stock Exchange Limited ("BSEL"), by means of a Supplementary Programme Memorandum to the Programme.

The final offer price, aggregate principal amount, interest, if any, payable in respect of Notes, and any other terms and conditions not contained herein which are applicable to each Series and each Tranche (as defined under the "Terms and Conditions of the Notes") of Notes to be issued under the Programme will be determined by the Issuer, the Arranger, or relevant Dealer (if not the Arranger) and the relevant Placing Agent at the time of issue in accordance with prevailing market conditions and will be set out in a pricing supplement which pertains to the Notes of such Series or Tranche (the "Applicable Pricing Supplement").

Notes issued under this Programme may be listed on the BSEL or on any other recognised Stock Exchange. With respect to Notes to be listed on the BSEL or any other recognised Stock Exchange and admitted to trading on the BSEL or such other recognised Stock Exchange, the Applicable Pricing Supplement will be delivered for approval to the BSEL or such other recognised Stock Exchange prior to the date of issue of the Notes. With regard to an application for listing of Notes issued under the Programme to be listed on the BSEL or any other recognised Stock Exchange, the Issuer cannot give any assurance that such listing will be obtained.

Notes issued under this Programme may be issued on an unlisted basis or admitted to trading on regulated markets and/or quotation systems other than the BSEL or recognised Stock Exchanges.

The Applicable Pricing Supplement in respect of the issue of any Notes will specify whether or not such Notes will be listed on the BSEL or any other recognised Stock Exchange or issued on an unlisted basis or admitted to trading and/or quotation by other regulated markets or quotation systems. **In accordance with the directive from the Non-Bank Financial Institutions Regulatory Authority, all Notes to be listed on the BSEL will be issued in Uncertificated form (electronic) to be held on the CSDB.**

Notes issued under this Programme may be sold through private placement. In such event, this Supplementary Programme Memorandum and the Applicable Pricing Supplement shall be the sole concern of the Issuer and the party to whom this Supplementary Programme Memorandum and the Applicable Pricing Supplement is delivered on behalf of the Issuer (the "Recipient") and shall not be capable of distribution and should not be distributed by the Recipient to any other parties nor shall any offer made on behalf of the Issuer to the Recipient be capable of renunciation and assignment by the Recipient in favour of any other party.

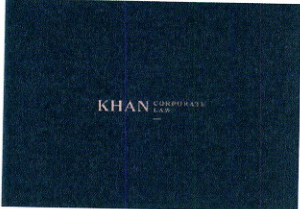

Notes issued under this Programme may be sold by way of offer to the public within the Republic of Botswana.

This Supplementary Programme Memorandum has been approved by the BSEL in its capacity as competent authority to grant approval to a Supplementary Programme under which Notes which may be listed on the BSEL may be issued. In the event that unlisted Notes are issued or any Notes are issued on any Stock Exchange other than the BSEL, the Issuer shall, no later than the last day of the month of issue, inform the BSEL in writing of the aggregate principal amount and scheduled maturity dates in respect of such Notes. The BSEL's approval of the Supplementary Programme Memorandum or the listing of Notes thereunder should not be taken in any way as an indication of the merits of either the Issuer or the Notes. The BSEL has not verified the accuracy or truth of the contents of the documentation submitted to it and, to the extent permitted by law, the BSEL will not be liable for any claim of whatever kind.

The Issuer will, in connection with the listing of the Notes on the BSEL or any other recognised Stock Exchange, so long as any Note remains outstanding and listed on such exchange, in the event of any occurrence of a significant factor which is not reflected in this Supplementary Programme Memorandum, or in the event of a material mistake or inaccuracy relating to the information included in this Supplementary Programme Memorandum, prepare a further supplement to the Programme Memorandum or publish a new Programme Memorandum for use in connection with any subsequent issue of Notes to be listed on the BSEL or any other recognised Stock Exchange.

All payments in respect of the Notes will be subject to any deduction for or on account of the Republic of Botswana taxes, as described in Condition 10 of the Terms and Conditions of the Notes.

Supplementary Programme Memorandum dated 27 November 2018.

<p>Arranger and Placing Agent</p>  <p>Stanbic Bank A member of Standard Bank Group</p>	<p>Legal Advisor to the Issuer and Arranger</p>  <p>KHAN CORPORATE LAW</p>
<p>Sponsoring Broker</p>  <p>STOCKBROKERS BOTSWANA LTD</p>	<p>Transfer Secretary</p>  <p>DPS Consulting Services</p>
<p>Reporting Accountants</p>  <p>KPMG</p>	<p>Trustee</p>  <p>ARMSTRONGS Attorneys, Notaries & Conveyancers</p>

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