



("BOTSWANA HOUSING CORPORATION" "BHC" or the "Issuer")

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

**ISSUE OF BWP300,000,000 FLOATING RATE DUE 10 DECEMBER 2025 NOTES UNDER ITS BWP 2 000 000 000
DOMESTIC NOTE PROGRAMME**

This document constitutes the Applicable Pricing Supplement relating to the issue of Notes described herein. Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions set forth in the Programme Memorandum dated 15 November 2010, as amended, superseded and replaced by the terms and Conditions in the Supplementary Programme Memorandum dated 27 November 2018. The Notes described in this Applicable Pricing Supplement are subject to the Terms and Conditions in this Supplementary Programme Memorandum and this Applicable Pricing Supplement must be read in conjunction with such Supplementary Programme Memorandum as read together with any further supplementary Programme Memorandum that may be issued. To the extent that there is any conflict or inconsistency between the contents of this Applicable Pricing Supplement and the Supplementary Programme Memorandum, the provisions of this Applicable Pricing Supplement shall prevail.

Subscription for the issue of Notes described herein shall constitute a private placing, hence applications will be considered only from persons to whom this Applicable Pricing Supplement has been sent by the Placing Agent, on behalf of the Issuer. Only such persons have the right to apply for the Notes hereunder in terms of this Applicable Pricing Supplement and, therefore, such persons may not sell, transfer, cede, assign or renounce the right in favour of any other person. Should the issue of Notes described herein be intended to constitute an invitation to the public to subscribe for the Notes, or should the said issue initially constitute a private placing and thereafter convert to an invitation to the public to subscribe, a further statement will be published as part of this Applicable Pricing Supplement to that effect.

Arranger and Placing Agent



Legal Advisor to the Issuer and Arranger



Sponsoring Broker



Transfer Secretary



Reporting Accountants



Trustee



②


DESCRIPTION OF THE NOTES		
1.	Issuer	Botswana Housing Corporation
2.	Status of Notes	Senior Unsecured Notes
3.	Form of Notes	Listed Registered Notes
4.	Series Number	2
5.	Tranche Number	1
6.	Aggregate Nominal Amount:	
	(a) Series	BWP 300,000,000
	(b) Tranche	BWP 300,000,000
7.	Interest	Interest-bearing
8.	Interest Payment Basis	Floating Rate
9.	Automatic/Optional Conversion from one Interest/Redemption/ Payment Basis to another	Not applicable
10.	Form of Notes	Registered Notes
11.	Issue Date	10 December 2018
12.	Nominal Amount per Note	BWP300,000,000
13.	Specified Denomination	BWP1000
14.	Issue Price	100% of the Aggregate Nominal Amount
15.	Interest Commencement Date	10 December 2018
16.	Maturity Date/ Final Redemption Date	10 December 2025
17.	Applicable Business Day Convention	Following Business Day
18.	Final Redemption Amount	Nominal Amount
19.	Last Date to Register	17h00 on the last Business Day before the first day of a Books Closed Period
20.	Books Closed Period(s)	10 days prior to each Interest Payment Date each year until the Redemption Date
21.	Default Rate	Not applicable
PROGRAMME AMOUNT		
22.	Programme Amount as at the Issue Date	BWP 2,000,000,000
23.	Aggregate outstanding Nominal Amount of all of the Notes issued under the Programme as at the Issue Date	BWP 103,000,000
FIXED RATE NOTES		
24.	(a) Fixed Rate of Interest	N/A
FLOATING RATE NOTES		
25.	(a) Floating Interest Payment Date(s)	10 March, 10 June, 10 September and 10 December of each year until the Maturity Date, with the first Interest Payment Date 10 March 2019
	(b) Interest Period(s)	Each period commencing on (and including) an Interest Payment Date and ending on (but

JBM 

		excluding) the following Interest Payment Date
	(c) Definition of Business Day (if Different from that set out in Condition 1 (Interpretation)	Not applicable
	(d) Minimum Rate of Interest	Not applicable
	(e) Maximum Rate of Interest	Not applicable
	(f) Other terms relating to the method of calculating interest	Not applicable
26.	Manner in which the Rate of Interest is to be determined	Screen Rate Determination
27.	Margin	290 basis points to be added to the relevant Reference Rate
28.	If Screen Determination:	
	(a) Reference Date (including relevant period by reference to which the Rate of Interest is to be calculated)	Bank of Botswana Bank Rate on the close of business of the Trade Date
	(b) Interest Rate Determination Date(s)	10 March, 10 June, 10 September and 10 December of each year until the Maturity Date
	(c) Relevant Screen Page and Reference Code	Bank of Botswana Reuters Page: PULE
29.	If Rate of Interest to be calculated otherwise than by Screen Determination, insert basis for determining Rate of Interest/Margin/Fallback provisions	Not applicable
30.	Calculating Agent responsible for calculating amount of principal and interest	DPS Consulting Services (Pty) Ltd
ZERO COUPON NOTES		
31.	(a) Implied Yield	Not applicable
	(b) Reference Price	Not applicable
	(c) Any other formula or basis for determining amount(s) payable	Not applicable
PARTLY PAID NOTES		
32.	(a) Amount of each payment comprising the Issue Price	Not applicable

56m (1)

	(b) Dates upon which each payment is to be made by Noteholder	Not applicable
	(c) Consequences (if any) of failure to make any such payment by Noteholder	Not applicable
	(d) Interest Rate to accrue on the first and subsequent instalments after the due date for payment of such instalments	Not applicable
INSTALMENT NOTES		
33.	Instalment Dates	Not applicable
34.	Instalment Amounts (expressed as a percentage of the aggregate Nominal Amount of the Notes)	Not applicable
MIXED RATE NOTES		
35.	Period(s) during which the interest rate for the Mixed Rate Notes will be (as applicable) that for:	Not applicable
	(a) Fixed Rate Notes	Not applicable
	(b) Floating Rate Notes	Not applicable
	(c) Indexed Notes	Not applicable
	(d) Other Notes	Not applicable
36.	The interest rate and other pertinent details are set out under the headings relating to the applicable forms of Notes	Not applicable
INDEX-LINKED NOTES		
37.	(a) Type of Index-Linked Notes	Not applicable
	(b) Index/Formula by reference to which Interest Rate/Interest Amount is to be determined	Not applicable
	(c) Manner in which the Interest Rate/Interest Amount is to be determined	Not applicable
	(d) Interest Period(s)	Not applicable
	(e) Interest Payment Dates(s)	Not applicable
	(f) Calculating Agent	Not applicable
	(g) Provisions where calculation by reference to Index and/or Formula is impossible or impracticable	Not applicable

Jbm 

	(h) Definition of Business Day (if different from that set out in Condition 1 (Interpretation))	Not applicable
	(i) Minimum Rate of Interest	Not applicable
	(j) Maximum Rate of Interest	Not applicable
	(k) Other terms relating to the method of calculating interest (e.g. Day Count Fraction, rounding up provision)	Not applicable
EXCHANGEABLE NOTES		
38.	(a) Mandatory Exchange applicable?	Not applicable
	(b) Noteholders' Exchange Right applicable?	Not applicable
	(c) Exchange Securities	Not applicable
	(d) Manner of determining Exchange Price	Not applicable
	(e) Exchange Period	Not applicable
	(f) Other	Not applicable
OTHER NOTES		
39.	If the Notes are not Partly Paid Notes, Instalment Notes, Fixed Rate Notes, Floating Rate Notes, Mixed Rate Notes, Zero Coupon Notes, Index-Linked Notes, or Exchangeable Notes or if the Notes are a combination of any of the foregoing, set out the relevant description and any additional Terms and Conditions relating to such Notes.	Not applicable
PROVISIONS REGARDING REDEMPTION/MATURITY		
40.	Issuer's Optional Redemption:	No
	If yes:	
	(a) Optional Redemption Date(s)	Not applicable
	(b) Optional Redemption Amount(s) and method, if any, of calculation of such amounts	Not applicable
	(c) Minimum period of notice (if different from Condition 9.3 (<i>Redemption at the Option of the Issuer</i>))	Not applicable
	(d) If redeemable in part:	Not applicable
	Minimum Redemption Amount(s)	Not applicable
	Higher Redemption Amount(s)	Not applicable
	(e) Other terms applicable on Redemption	Not applicable

Jbin 

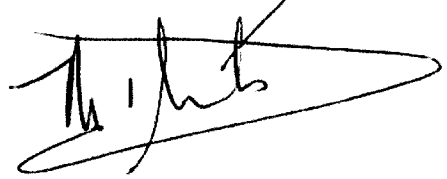
41.	Early Redemption for taxation reasons or on Event of Default (if required).	Yes
	If no:	
	(a) Amount payable; or	Not applicable
	(b) Method of calculation of amount payable	Not applicable
GENERAL		
42.	Date Offer Opens	30 November 2018
43.	Date Offer Closes	05 December 2018
44.	Settlement Date	10 December 2018
45.	Listing on Financial Exchange	12 December 2018
46.	Date of Application	12 December 2018
47.	Minimum Subscription	BWP100,000
48.	Interests of Natural and Legal Persons Involved in the Issue/ Offer	Not applicable
49.	Payment Procedures	Payments will be made by credit or transfer, by means of electronic settlement, to the Noteholder
50.	Financial Exchange	Botswana Stock Exchange Limited
51.	Calculating Agent	DPS Consulting Services (Pty) Limited
52.	Paying Agent	DPS Consulting Services (Pty) Limited
53.	Specified office of the Paying Agent	Gaborone, Botswana
54.	Transfer Agent	DPS Consulting Services (Pty) Limited
55.	Provisions relating to stabilisation	Not applicable
56.	Stabilising manager (if any)	Not applicable
57.	Additional selling restrictions	Not applicable
58.	ISIN	BW0000002203
59.	Stock Code	BHC025
60.	First Interest Payable	10 March 2019
61.	Method of distribution	Bookbuild
62.	If syndicated, names of Managers	Not applicable
63.	If non-syndicated, name of Dealer	Stanbic Bank Botswana Limited
64.	Governing law (if laws of Botswana) are not applicable	Botswana law
65.	Surrendering of Notes	Not applicable
66.	Use of proceeds	General corporate purposes
67.	Pricing Methodology	Botswana Bank Rate prevailing on the Interest Rate Determination Date as published by the Bank of Botswana Reuters Page: PULE
68.	Other provisions	Not applicable

JBM

The Issuer accepts responsibility for the information contained in this Applicable Pricing Supplement. The Issuer confirms that such information has been accurately reproduced and that, in so far as it is aware, no facts have been omitted which would render this Applicable Pricing Supplement inaccurate or misleading as at date hereof.

BOTSWANA HOUSING CORPORATION

SIGNED AT GABORONE ON 05 DAY OF DECEMBER 2018

By: 

REGINALD MOTSWAISO
CEO, duly authorised, and
who warrants his authority hereto

By: 

JOSEPH MOSIMANE
Director, duly authorised
who warrants his authority hereto