Date of issue hereof: May 31, 2019

THE REPUBLIC OF BOTSWANA

Pricing Supplement dated May 31, 2019

Tranche 4

Issue of BWP227 000 000 4.80% Fixed Rate Notes due September 5, 2029
Issued under the BWP15 000 000 000 Note Programme dated March 11, 2011
to form the single issue of BW014 at
4.80% Fixed Rate Notes due September 5, 2029

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to bear the same meaning as ascribed thereto in the
Supplementary Programme Memorandum dated March 11, 2011. This document constitutes the
Pricing Supplement of the Notes described herein and must be read in conjunction with the
Programme Memorandum. Full information on the Issuer and the offer of the Notes is only
available on the basis of the combination of this Pricing Supplement and the Note Programme
Memorandum. The Note Programme Memorandum is available for viewing and may be obtained
from the office of the Transfer Agent.

The Notes described herein shall be named BW014 4.80% Fixed Rate Notes due September 5,
2029 first issued on August 31, 2018. As a result the cumulative aggregate principal amount
outstanding in respect of such Series as at date of issue of these Notes shall be
BWP1 158 000 000.

[Signature]
This Pricing Supplement is to be read in conjunction with the Note Programme Memorandum and in particular, but without derogating from the generality of the foregoing, the section thereof entitled "Terms and Conditions of the Notes".

All the provisions of the Note Programme Memorandum unless specifically and explicitly amended modified or stated to be inapplicable by this Pricing Supplement to the Notes the subject of this Pricing Supplement, shall apply to the Notes described herein.

Application has been made to the Botswana Stock Exchange for the admission for listing of the Notes described herein under

ISIN Code BW 000 000 1981

Common Code BW014

by virtue of the fact that such Notes are consolidated with and form part of a single series with the BW014 4.80% Fixed Rate Notes due September 5, 2029 issued on August 31, 2018.

DATE OF ISSUE HEREOF: May 31, 2019

1. Issuer: The Republic of Botswana
2. Series Number: BW014
3. Aggregate Nominal Amount of the Notes described herein to be admitted to trading: BWP227 000 000
4. Cumulative Aggregate Nominal Amount of the BW014 Notes after the Issue Date: BWP1 158 000 000
   BWP129 000 000 issued August 31, 2018 at 98.32346
   BWP467 000 000 issued November 30, 2018 at 98.74017
   BWP335 000 000 issued March 1, 2019 at 97.20195
   BWP227 000 000 issued May 31, 2019 at 97.27687
   97.27687
   BWP25 000
   June 5, 2019
   June 5, 2019
   September 5, 2029
5. Issue Price:
6. Specified Denominations:
7. Settlement Date:
8. Interest Commencement Date:
9. Maturity Date:
10. Interest Basis:
11. Redemption / Payment Basis:
12. Change of Interest or Redemption/Payment Basis:
13. Method of sale:
14. Rules of Auction:

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15. Fixed Rate Note Provisions
   (i) Rate(s) of Interest:
   (ii) Interest Payment Date(s):
   (iii) Fixed Coupon Amount(s):
   (iv) Day Count Fraction:
   (v) Determination Dates:
   (vi) Other terms relating to the method of calculating interest for Fixed Rate Notes:

16. Floating Rate Note Provisions
   (i) Commencement
   (ii) Termination

20. Last Day to Register
   (i) in respect of interest
   (ii) in respect of redemption

4.80% Fixed Rate
Redemption at par (100)
Actual/365
Not Applicable
Auction
Dutch Uniform

Applicable
4.80% per annum payable semi-annually in arrears
March 5 and September 5
BWP24 000 per BWP One Million Nominal
Actual/365
March 5 and September 5

If interest is required to be calculated for a period other than a full interest period (six months), it will be calculated on the basis of the actual number of days, calculated on the basis of including the first day and excluding the last day in such period, divided by 365.

Not Applicable

Not Applicable

February 23 and August 26
March 5 and September 5

1700 hrs on the last Business Day before the first day of a Books Closed Period
1700 hrs on the last Business Day before the first day of the Books Closed Period in respect of Redemption
PROVISIONS RELATING TO REDEMPTION

21. Final Redemption Amount of each Note

(i) Calculation Agent responsible for calculating the Final Redemption Amount: Bank of Botswana

(ii) Determination Date(s): Final Redemption Date

(iii) Payment Date: September 5, 2029

(vii) Final Redemption Amount: Aggregate Principal Amount

GENERAL PROVISIONS APPLICABLE TO THE NOTES

22. Form of Notes Registered Notes

23. Review of Programme Memorandum: Not Applicable

PART B – OTHER INFORMATION

24. LISTING

This Pricing Supplement comprises the pricing supplement required to list and have admitted to trading the issue of Notes described herein, pursuant to the BWP15 000 000 000 Note Programme of the Republic of Botswana

(i) Listing: BSE

(ii) Admission to trading: Application has been made for the Notes to be admitted to trading on the BSE with effect from [ ] September 2018

(iii) Estimate of total expenses related to admission to trading: N/A

(iv) Date of submission of Note Programme Memorandum and Supplement to BSE March 11, 2011

(iv) Date of approval of BSE to Listing and admission to trade [ ] September 2018

25. RATINGS

Ratings: Notes to be issued are not rated
26. **YIELD – (Fixed Rate Notes only)**
   Indication of yield: 5.300%

27. **OPERATIONAL INFORMATION**

   ISIN Code: BW 000 000 1981
   Common Code: BW014

**RESPONSIBILITY**

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

Signed on behalf of the Republic of Botswana:

By: 

Honourable Minister of Finance & Economic Development