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**

<p>| | |</p>
<table>
<thead>
<tr>
<th></th>
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</thead>
<tbody>
<tr>
<td>1</td>
<td>Issuer and Payer</td>
</tr>
<tr>
<td>2</td>
<td>Status of Notes</td>
</tr>
<tr>
<td>3</td>
<td>(a) Tranche Number</td>
</tr>
<tr>
<td></td>
<td>(b) Series Number</td>
</tr>
<tr>
<td>4</td>
<td>Aggregate Principal Amount</td>
</tr>
<tr>
<td>5</td>
<td>Interest/Payment Basis</td>
</tr>
<tr>
<td>6</td>
<td>Form of Notes</td>
</tr>
<tr>
<td>7</td>
<td>Security</td>
</tr>
</tbody>
</table>

Barclays Bank of Botswana Limited  
Senior Notes  
1  
3  
BWP97,410,000  
Floating Rate  
Registered Notes  
Unsecured
<p>| | | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>8</td>
<td>Automatic/Optional Conversion from one Interest/Payment Basis to another</td>
<td>N/A</td>
</tr>
<tr>
<td>9</td>
<td>Issue Date and Settlement Date</td>
<td>November 14, 2018</td>
</tr>
<tr>
<td>10</td>
<td>Indicative Date of Listing</td>
<td>December 4, 2018</td>
</tr>
<tr>
<td>11</td>
<td>Business Centre</td>
<td>Gaborone</td>
</tr>
<tr>
<td>12</td>
<td>Additional Business Centre</td>
<td>N/A</td>
</tr>
<tr>
<td>13</td>
<td>Specified Denomination</td>
<td>BWP 10,000</td>
</tr>
<tr>
<td>14</td>
<td>Issue Price</td>
<td>100 per cent of the Aggregate Nominal Amount</td>
</tr>
<tr>
<td>15</td>
<td>Minimum Subscription</td>
<td>BWP 100,000</td>
</tr>
<tr>
<td>16</td>
<td>Interest Commencement Date</td>
<td>November 14, 2018</td>
</tr>
<tr>
<td>17</td>
<td>Maturity Date</td>
<td>November 14, 2023</td>
</tr>
<tr>
<td>18</td>
<td>Specified Currency</td>
<td>BWP</td>
</tr>
<tr>
<td>19</td>
<td>Applicable Business Day Convention</td>
<td>Modified Following Business Day</td>
</tr>
<tr>
<td>20</td>
<td>Issuing Agent</td>
<td>Transaction Management Services (Pty) Ltd t/a Corpserve</td>
</tr>
<tr>
<td>21</td>
<td>Specified office of Issuing Agent</td>
<td>Unit 206 Second Floor, Plot 64516 Showgrounds Close Fairgrounds Gaborone Botswana</td>
</tr>
<tr>
<td>22</td>
<td>Calculation Agent</td>
<td>Transaction Management Services (Pty) Ltd t/a Corpserve</td>
</tr>
<tr>
<td>23</td>
<td>Specified Office of the Calculation Agent</td>
<td>Unit 206 Second Floor, Plot 64516 Showgrounds Close Fairgrounds Gaborone Botswana</td>
</tr>
<tr>
<td>24</td>
<td>Paying Agent</td>
<td>Transaction management Services (Pty) Ltd t/a Corpserve</td>
</tr>
<tr>
<td>25</td>
<td>Specified Office of the Paying Agent</td>
<td>Unit 206 Second Floor, Plot 64516 Showgrounds Close Fairgrounds Gaborone</td>
</tr>
</tbody>
</table>
26 Transfer Agent

Botswana

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
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
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
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.
For and on behalf of
BARCLAYS BANK OF BOTSWANA LIMITED
Issuer

By: ____________________________  By: ____________________________
  Director, duly authorised       Director, duly authorised

Date: 13/11/2018               Date: 13-11-2018