

Date of issue hereof: March 6, 2009



THE REPUBLIC OF BOTSWANA

Pricing Supplement dated March 6, 2009

Tranche 3

Issue of BWP100, 000,000 10.50% Fixed Rate Notes due 12 March 2011

**Issued under the BWP 5,000,000,000 Note Programme
dated March 4, 2008**

**to be consolidated with and form a single Series with the BW004
10.50% Fixed Rate Notes due 12 March 2011 issued on 12 March 2008**

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to bear the same meaning as ascribed thereto in the Programme Memorandum dated March 4, 2008 (“the Note Programme Memorandum”). This document constitutes the Pricing Supplement of the Notes described herein and must be read in conjunction with the Note 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 at the office of the Transfer Agent.

The Notes described herein shall be consolidated with and form a single Series with the BW004 10.50% Fixed Rate Notes due 12 March 2011 issued on 12 March 2008. As a result the

cumulative aggregate principal amount outstanding in respect of such Series as at date of issue of these Notes shall be BWP700, 000, 000.

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.

The BW004 10.50% Fixed Rate Notes due 12 March 2011 issued on 12 March 2008, were admitted for listing on the Botswana Stock Exchange on the 14 day of March 2008.

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

ISIN Code BW 0000000 637

Common Code BW004

by virtue of the fact that such Notes are consolidated with and form part of a single Series with the BW004 10.50% Fixed Rate Notes due 12 March 2011 issued on 12 March 2008.

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| 1. Issuer: | The Republic of Botswana |
| 2. Series Number: | BW004 |
| 3. Aggregate Nominal Amount of the Notes described herein to be admitted to trading: | BWP100,000,000 |
| 4. Cumulative Aggregate Nominal Amount of the BW004 Notes after the Issue Date: | BWP700,000,000 being:
BWP500,000,00 issued March 12, 2008 at 100.37856
BWP100,000,000 issued September 10, 2008 at 99.67953
BWP 100,000,000 ISSUED March 11, 2009 at 101.6056 |

5.	Issue Price:	101.6056
6.	Specified Denominations:	BWP25,000
7.	Settlement Date:	11 March 2009
8.	Interest Commencement Date	11 March 2009
9.	Maturity Date:	12 March 2011
10.	Interest Basis:	10.50 per cent. Fixed Rate
11.	Redemption / Payment Basis:	Redemption at par (100) Actual / 365
12.	Change of Interest or Redemption/Payment Basis:	N/A
13.	Method of sale:	Auction
14.	Rules of Auction:	Dutch Uniform

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15.	Fixed Rate Note Provisions	Applicable
	(i) Rate(s) of Interest:	10.50 per cent. per annum payable semi- annually in arrears
	(ii) Interest Payment Date(s):	12 September and 12 March
	(iii) Fixed Coupon Amount(s):	BWP52,500 per BWP One Million Nominal
	(iv) Day Count Fraction:	Actual / 365
	(v) Determination Dates:	12 September and 12 March
	(vi) Other terms relating to the method of calculating interest for Fixed Rate Notes:	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.
16.	Floating Rate Note Provisions	Not Applicable
17.	Zero Coupon Note Provisions	Not Applicable
18.	Treasury Bill Provisions	Not Applicable

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| 19 | Books Closed Period | |
| | (i) Commencement | 2 March and 2 September |
| | (ii) Termination | 12 March and 12 September |
| 20 | Last Day to Register | |
| | (i) in respect of interest | 17h00 on the last Business Day before the first day of a Books Closed Period |
| | (ii) in respect of redemption | 17h00 on the last Business Day before the first day of the Books Closed Period in respect of Redemption |

PROVISIONS RELATING TO REDEMPTION

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| 21. | Final Redemption Amount of each Note | Aggregate Principal Amount |
| | (i) Calculation Agent responsible for calculating the Final Redemption Amount: | Bank of Botswana |
| | (ii) Determination Date(s): | Final Redemption Date |
| | (iii) Payment Date: | 12 March 2011 |
| | (vii) Final Redemption Amount: | Aggregate Principal Amount |

GENERAL PROVISIONS APPLICABLE TO THE NOTES

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| 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 BWP5,000,000,000 Note Programme of the Republic of Botswana

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| (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 March 14, 2008 |

(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 4, 2008
(iv)	Date of approval of BSE to Listing and admission to trade	N/A
25.	RATINGS Ratings:	Notes to be issued are not rated
26.	YIELD – <i>(Fixed Rate Notes only)</i> Indication of yield:	9.60%
27.	OPERATIONAL INFORMATION	
	ISIN Code:	BW 0000000 637
	Common Code:	BW004

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 & Development Planning