Hon. Kenneth Matambo  
Minister  
Ministry of Finance and Development Planning  
Government Enclave  
Khama Crescent  
Block 25, State Drive  
Gaborone, Botswana  

Honorable Minister:

Re: REPUBLIC OF BOTSWANA – Morupule B Generation and Transmission Project  
Loan Number 7801-BW

We refer to the Loan Agreement (the Agreement) dated May 20, 2010, for the above-referenced Project between the Republic of Botswana (the Borrower) and the International Bank for Reconstruction and Development (the World Bank), and to your request dated January 21st, 2013, for a reallocation of loan proceeds from category 1 of the table in Section IV.A.2 of Schedule 2 to the Agreement to Category 2 of the said table.

We are pleased to inform you that the World Bank hereby agrees to your request and proposes to amend the Agreement as follows:

1. The table under Section IV.A.2 (General) of Schedule 2 to the Agreement is amended to read as follows:

<table>
<thead>
<tr>
<th>&quot;Category&quot;</th>
<th>Amount of the Loan Allocated (expressed in USD)</th>
<th>Percentage of Expenditures to be Financed (including Taxes)</th>
</tr>
</thead>
<tbody>
<tr>
<td>(1) Goods and Works under Part A (2) (a), (c) (f) and A (3) of the project</td>
<td>122,300,000</td>
<td>85%</td>
</tr>
<tr>
<td>(2) Consultants’ Services under Part B and Part C(1) (a) to (d) and (f) and C(2)(b) and (c) of the Project</td>
<td>13,600,000</td>
<td>95%</td>
</tr>
<tr>
<td>(3) Training under Parts C(1)(e) and C(2)(b) and (d) of the Project</td>
<td>500,000</td>
<td>95%</td>
</tr>
<tr>
<td><strong>TOTAL AMOUNT</strong></td>
<td><strong>136,400,000</strong></td>
<td><strong>95%</strong></td>
</tr>
</tbody>
</table>
All other provisions of the Agreement, except as herein amended, shall remain in full force and effect.

Please confirm your agreement with the foregoing amendments to the Agreement, on behalf of the Borrower, by countersigning and dating the two original copies of this letter and returning one countersigned and dated original to us. Upon receipt by the World Bank of the copy of this letter of amendment countersigned and dated by you, this letter of amendment will become effective as of the date of the countersignature.

Sincerely,

Asad Alam
Country Director
Botswana, Lesotho, Namibia, South Africa, and Swaziland

AGREED:

REPUBLIC OF BOTSWANA

By: [Signature]

Name: Mr. O.K. Matambo
Title: Minister of Finance and Dev. Planning
Date: 28 March, 2013