



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2019 Annual General Meeting of Botswana Telecommunications Corporation Limited will be held at Boipuso Hall, Fairgrounds Holdings Gaborone, Botswana on Monday, 23rd September 2019 at 09:00hrs, to transact the following business:

Agenda:

ORDINARY BUSINESS

1. To read the notice convening the meeting.

2. Ordinary Resolution No.1

Presentation of Annual Financial Statements and report

To receive, consider and adopt the Audited Financial Statements for the year ended 31st March 2019, together with the Report of the Auditors and Report of the Audit and Risk Committee as contained in the annual report.

3. Ordinary Resolution No.2

Dividends

To approve a full and final total dividend of 9.26 thebe per share that was declared by the Directors and paid by the Company.

4. Ordinary Resolution No.3

Re - election of directors of the Company

To re-elect by way of separate vote the following Directors of the company, who retire by rotation in terms of Clause 17.4.1 of the Constitution and, being eligible, offer themselves for re-election.

4.1 Mr. Ranjith Priyalal De Silva

4.2 Mr. Andrew Johnson

4.3 Ms. Choice Pitso

Brief CVs in respect of each director offering themselves for re-election are contained in the annual report.

The Board recommends the re-election of these directors.

5. Ordinary Resolution No.4

Remuneration of non-executive directors

5.1 To consider and approve the remuneration paid to Non-Executive Directors for the year ended 31st March 2019 as reflected on page 121 of the Annual Report.

5.2 To approve the proposed remuneration of Non- Executive Directors for the ensuing year as set out in the table below:

Role	Proposed Fees per meeting
Board Chairperson	P15,000
Board Member	P10,000
Sub-Committee Chairperson	P12,000
Sub-Committee Member	P10,000



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6. Ordinary Resolution No.5

Re-appointment of external auditors

To re-appoint Ernst & Young, upon the recommendation of the Audit and Risk Committee, as the independent registered auditors of the company.

7. Ordinary Resolution No.6

Remuneration of external auditors

To approve the remuneration paid to the auditors for the year ended 31st March 2019.

8. Ordinary Resolution No.7

Re-election of the members of the Audit and Risk Committee

To appoint or re-elect by way of separate vote, the following nonexecutive directors as members of the Audit and Risk Committee:

8.1 Mr. Ranjith Priyalal De Silva

8.2 Ms. Serty Leburu

8.3 Mr. Bafana Molomo

The members' appointment or re-election shall be effective from the conclusion of the annual general meeting at which this resolution is passed until the conclusion of the next annual general meeting of the Company.

Brief CVs in respect of each director offering themselves for appointment or re-election are contained in the annual report. The Board recommends the appointment and re-election of these directors to the Audit and Risk Committee.

SPECIAL BUSINESS

9. Special Resolution No. 1

To consider and, if thought fit, pass with or without amendment in terms of Section 128 of the Companies Act Cap 42:01 and ratify the donations made by the company to the BTC Foundation in the sum of P2,148,000 for the year ended 31st March 2019.

10. Any Other Business

To answer any questions put by shareholders in respect of the affairs and the business of the company.

11. To close the meeting

Voting and Proxies

A member entitled to attend and vote may appoint a proxy (who need not be a member of the company) to attend and vote for him/her on his/her behalf. The instrument appointing such a proxy must be lodged at or posted to the Transfer Secretaries at the below stated address not less than 48 hours before the meeting. Central Securities Depository Company of Botswana are authorised to receive and count postal votes.

By Order of the Board

Company Secretary

Transfer Secretaries

Central Securities Depository Company of Botswana

Contact details: 3674400 /09/11/12

Contact person: Nonofa Phalatse or Ambrosia Khupe

Postal address: Private bag 00417, Gaborone



PROXY FORM

Only for use and completion by holders of Ordinary shares of BTC in certificated or dematerialized "own name registered" form. Other dematerialized shareholders must inform the CSDP or broker of their intention to attend the annual general meeting to be held at Boipuso Hall, Fairgrounds, Gaborone on Monday, 23rd September 2019 at 09:00hrs, in order that the CSDP or broker may issue them with the necessary Letters of Representation to attend, or provide the CSDP or broker with their voting instructions should they wish not to attend the annual general meeting in person.

Please read the notes overleaf before completing this form.

I/We _____
 (Name in block letters)

_____ Of
 (Address) _____

Telephone(work) _____

being a shareholder of BTC and a holder of _____ number of ordinary shares, hereby appoint

1. _____ or failing him/her

2. _____ or failing him/her

3. The Chairperson of annual general meeting as my /our proxy to act for me/us at the Annual General Meeting of the Company to be held at Boipuso Hall, Fairgrounds, Gaborone on Monday 23 September 2019 at 09:00hrs and at any adjournment thereof for the purpose of considering, and if deemed fit, passing with or without modification, the resolutions and/or abstain from voting as indicated in the resolution to be considered at the said meeting.

		For	Against	Abstain
Ordinary resolution 1	Agenda item No 2			
Ordinary resolution 2	Agenda item No 3			
Ordinary resolution 3	Agenda item No 4			
Ordinary resolution 4	Agenda item No 5			
Ordinary resolution 5	Agenda item No 6			
Ordinary resolution 6	Agenda item No 7			
Ordinary resolution 7	Agenda item No 8			
Special resolution 1	Agenda item No 9			

Signed at: _____

Date: _____

Signature: Assisted by (where applicable):

Full names of signatory/ies if signing in a representative capacity

Each shareholder who is entitled to attend and vote at a General Meeting is entitled to appoint one or more persons as proxy to attend speak and vote in place of the shareholder at the Annual General Meeting and the proxy so appointed need not be a member of the company. Please read notes 1 -11 on the reverse side hereof



NOTES TO FORM OF PROXY

1. A BTC Shareholder must insert the name of a proxy or the name of two alternative proxies of the Shareholder's choice in the space provided with or without deleting "Chairperson of the Annual General Meeting". The person whose name appears first on the form of proxy and whose name has not been deleted shall be entitled to act as proxy to the exclusion of those whose names follow.
2. A shareholder's instruction to the proxy must be indicated by the insertion of the relevant number of votes exercisable by the Shareholder in the appropriate space provided. Failure to comply herewith will be deemed to authorize the proxy to vote at the General Meeting as he/she deems fit in respect of the Shareholders votes exercisable thereat, but where the proxy is the Chairperson, failure to comply will be deemed to authorize the proxy to vote in favour of the resolution. A Shareholder or his/her proxy is obliged to use all the votes exercisable by the Shareholder or by his/her proxy.
3. The completion and lodging of this form will not preclude the relevant Shareholder from attending the General Meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms thereof.
4. The Chairperson of the Annual General Meeting may reject or accept any form of proxy not completed and/or received other than in accordance with these notes provided that he/she is satisfied as to the manner in which the Shareholder concerned wishes to vote.
5. The date must be filled on this proxy form when it is signed.
6. Any alterations or corrections made to this form of proxy must be initialled by the signatory/ies.
7. An instrument of proxy shall be valid for the Annual General Meeting as well as for any adjournment thereof, unless the contrary is stated thereon.
8. The authority of a person signing the form of proxy under power of attorney or on behalf of a company must be attached to the form of proxy.
9. Where Ordinary Shares are held jointly, all Shareholders must sign. A minor must be assisted by his/her guardian unless the relevant documents establishing his/her legal capacity are produced or have been registered with the transfer secretaries.
10. Forms of Proxy must be lodged or posted to the Transfer Secretaries, Central Securities Depository Company of Botswana, Private bag 00417, Gaborone
11. Dematerialized shareholders, other than with "own name registration", must NOT complete this form of proxy and must provide their CSDP or broker with their voting instructions in terms