

# Notice of the 2024 Annual General Meeting

Notice is hereby given that the 2024 Annual General Meeting of BOTSWANA TELECOMMUNICATIONS CORPORATION LIMITED (“BTC”) will be held at Travel Lodge in Gaborone, Botswana on Tuesday, 24th September 2024 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 Auditors Report  
To receive, consider and adopt the Audited Financial Statements for the year ended 31st March 2024, together with the Report of the Auditors and Report of the Audit Committee as contained in the integrated report.
- 3 **Ordinary Resolution No.2**  
Dividends  
To approve a full and final dividend of 230 thebe per share constituting a special dividend of 15.3 thebe per share and a final dividend of 7.7 thebe per share that was declared by the Directors and paid by the Company.
4. **Ordinary Resolution No.3**  
Appointment of Directors  
To confirm the appointment by way of separate vote the following Directors in accordance with Clause 17.4 the Constitution:
  - 3.1 Mr. Mokgethi F. Magapa
  - 3.2 Mr. Mcedisi R. Solomon
  - 3.3 Ms. Amantle Kgosiemang
  - 3.4 Ms. Itemogeng B. Pheto

Brief CVs in respect of each director offering themselves for appointment are contained in the integrated report.  
The Board recommends the appointment of these directors.
5. **Ordinary Resolution No.4**  
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. Thato Kewakae

Brief CVs in respect of each director offering themselves for re-election are contained in the integrated report.  
The Board recommends the re-election of these directors.

6. **Ordinary Resolution No.5**  
Retirement of Directors  
To note the retirement of the following directors from the Board:
  - 5.1 Ms. Lorato Boakgomo-Ntakhwana
  - 5.2 Mr. Maclean Letshwiti
  - 5.3 Mr. Andrew Johnson
7. **Ordinary Resolution No.6**  
Resignation of Directors  
To note the resignation of the following director from the Board:
  - 7.1 Mr. Thari Pheko
8. **Ordinary Resolution No.7**  
To consider and approve the remuneration paid to Non-Executive Directors of the Company for the year ended 31st March 2024 as reflected on page 102 of the integrated report.
9. **Ordinary Resolution No.8**  
Appointment of External Auditors  
To appoint Deloitte & Touché, upon recommendation of the Audit and Risk Committee on page 101, as the independent registered auditors of the company for the ensuing year.
10. **Ordinary Resolution No.9**  
Remuneration of external auditors  
To approve the remuneration paid to the external auditors, Deloitte & Touché for the year ended 31st March 2024 as reflected on page 155 of the integrated report.
11. **Ordinary Resolution No.10**  
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:
  - 10.1 Mr. Ranjith Priyalal De Silva
  - 10.2 Mr. Bafana Molomo
  - 10.3 Ms. Amantle Kgosiemang



# Notice of the 2024 Annual General Meeting

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 integrated report.

The Board recommends the appointment and re-election of these directors to the Audit and Risk Committee.

## **12. Any Other Business**

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

## **13. 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 Botswana are authorized to receive and count postal votes.

By Order of the Board  
Company Secretary

### **Transfer Secretaries**

Central Securities Depository Botswana  
Private Bag 00417, Gaborone  
Physical address: Plot 70667, 4th Floor,  
Fairscape Precinct, Fairgrounds  
Telephone: +267 367 4400 /11/12

# 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 CSDB or broker of their intention to attend the annual general meeting to be held at Travelodge, Block 3, Gaborone, Botswana on Tuesday, 24th September 2024 at 09:00hrs, in order that the CSDB or broker may issue them with the necessary Letters of Representation to attend, or provide the CSDB 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 by means of audio or audio and visual communication in Gaborone, Botswana on Tuesday, 24th September 2024 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			
	3.1 Mr. Mokgethi F. Magapa			
	3.2 Mr. Mcedisi R. Solomon			
	3.3 Ms. Amantle Kgosiemang			
Ordinary resolution 4	3.4 Ms. Itemogeng B. Pheto			
	Agenda item No 5			
	4.1 Mr. Ranjith Priyalal De Silva			
Ordinary resolution 5	4.2 Mr. Thato Kewakae			
	Agenda item No 6			
	5.1 Ms. Lorato Boakgomo-Ntakhwana			
	5.2 Mr. Maclean Letshwiti			
Ordinary resolution 6	5.3 Mr. Andrew Johnson			
Ordinary resolution 7	Agenda item No 7			
Ordinary resolution 8	Agenda item No 8			
Ordinary resolution 9	Agenda item No 9			
Ordinary resolution 10	Agenda item No 10			
Ordinary resolution 10	Agenda item No 11			
	10.1 Mr. Ranjith Priyalal De Silva			
	10.2 Mr. Bafana Molomo			
	10.3 Ms. Amantle Kgosiemang			

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



## Proxy form

### 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 (CSDB), Private Bag 00417, Gaborone
11. Dematerialized shareholders, other than with "own name registration", must NOT complete this form of proxy and must provide their CSDB or broker with their voting instructions in terms of the custody agreement entered into between such shareholders and CSDB or broker.