

NOTICE OF THE 2021 ANNUAL GENERAL MEETING

Notice is hereby given that the 2021 Annual General Meeting of BOTSWANA TELECOMMUNICATIONS CORPORATION LIMITED will be held by means of audio or audio and visual communication (Microsoft Teams) in Gaborone, Botswana on Tuesday, 28th September 2021 at 09:00hrs, to transact the following business:

Agenda:

1. ORDINARY BUSINESS

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 2021, 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 dividend of 8.44 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 of the Constitution:

4.1 Ms. Boitumelo Molefe

4.2 Mr. Thato Kewakae

Brief CVs in respect of each director offering themselves for appointment are contained in the annual 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.

5.1 Ms. Lorato Boakgomo-Ntakhwana

5.2 Mr. Maclean Letshwiti

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.

6. Ordinary Resolution No.5

Retirement of Directors

To note the retirement of the following Director from the Company:

6.1 Ms. Serty Leburu

7. Ordinary Resolution No. 6

Remuneration of non-executive directors

To consider and approve the remuneration paid to Non-Executive Directors of the Company for the year ended 31st March 2021 as reflected on page 84 of the Annual Report.

NOTICE OF THE 2021 ANNUAL GENERAL MEETING (Continued)

8. Ordinary Resolution No.7

Appointment of External Auditors

To appoint Deloitte & Touché, upon recommendation of the Audit and Risk Committee, as the independent registered auditors of the company for the ensuing year.

9. Ordinary Resolution No.8

Remuneration of external auditors

To approve the remuneration paid to the external auditors, Deloitte & Touché for the year ended 31st March 2021 as reflected on page 170 of the Annual Report.

10. Ordinary Resolution No.9

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

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

10.1 Mr. Ranjith Priyalal De Silva

10.2 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.

11. Any Other Business

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

12. To close the meeting

Voting and Proxies

A shareholder entitled to attend and vote may appoint a proxy (who need not be a shareholder 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

IMPORTANT INFORMATION REGARDING ATTENDANCE AND PARTICIPATION AT THE ANNUAL GENERAL MEETING OF BOTSWANA TELECOMMUNICATIONS CORPORATION THAT WILL BE HELD BY MEANS OF AUDIO OR AUDIO AND VISUAL COMMUNICATION (MICROSOFT TEAMS) IN GABORONE ON 28 SEPTEMBER 2021 AT 09H00

Shareholders are reminded that the AGM 2021 will be held by way of electronic communication through Microsoft Teams at BTC Megaleng Head Office, Plot 50350, Gaborone, Botswana at 9am on Tuesday, 28 September 2021.

Persons who are registered as shareholders, in the registers of the Company at the Central Securities Depository Botswana shall be entitled to attend, participate and vote in person or by proxy at the AGM.

ELECTRONIC PARTICIPATION

Given restrictions on gatherings and travel due to the COVID-19 pandemic as implemented by Government of Botswana, which restrictions are anticipated to prevail in the immediate future and during September 2021, the Annual General Meeting will be held entirely through electronic communication, being audio or audio and visual communication through Microsoft Teams by which all Shareholders participating in the meeting will be able to simultaneously hear each other throughout the meeting, as provided for in section 109 of the Companies Act and section 3(b) of the Second Schedule to the Companies Act. The Company's Constitution also permits such electronic communication at a meeting of shareholders.

Shareholders who choose not to attend in person but seek to appoint a proxy to attend the meeting on their behalf can still submit their proxy forms. Proxy forms are to be delivered or sent by fax or by e-mail to the Transfer Secretaries, **Central Securities Depository Botswana**, Private Bag 00417, Gaborone, Plot 70667, 4th Floor, Fairscap Precinct, Fairgrounds, Telephone: +267 367 4400 /11/12 or Fax: +267 3180175 or e-mail: csd@bse.co.bw as provided for on the proxy form. Where a Shareholder has submitted a proxy form, the person attending on the Shareholder's behalf shall be presumed to vote in accordance with the instructions of voting set out in the proxy form.

Shareholders and the proxy of any Shareholder who wish to participate in the AGM 2021, will be required to submit the relevant duly completed Electronic Participation Form, which is annexed to this Notice together with relevant documents to our Transfer Secretaries, Central Securities Depository Botswana, Private Bag 00417, Gaborone, Plot 70667, 4th Floor, Fairscap Precinct, Fairgrounds, Telephone: +267 367 4400 /11/12 or Fax: +267 3180175 or e-mail: csd@bse.co.bw. Shareholders are strongly encouraged to complete the Electronic Participation Form their verification well ahead of time.

Once the identity of a Shareholder seeking to attend the meeting and the due authority of any person representing such Shareholder has been verified by Central Securities Depository, the person seeking to attend the AGM will be provided with details on how to join the AGM 2021 via Microsoft Teams.

Voting and Proxies

A shareholder entitled to attend and vote may appoint a proxy (who need not be a shareholder 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, Fairscap Precinct, Fairgrounds
Telephone: +267 367 4400 /11/12

PROXY FORM (Continued)

ELECTRONIC PARTICIPATION FORM

Shareholders or their proxies who wish to participate in the AGM 2021 to be held at 9am on Tuesday, 28 September 2021 via electronic communication ("AGM Participant") must notify the Company by delivering this form to the office of the Transfer Secretaries, Central Securities Depository Botswana, Private Bag 00417, Gaborone, Plot 70667, 4th Floor, Fairscaple Precinct, Fairgrounds, Telephone: +267 367 4400 /11/12 or Fax: +267 3180175 or e-mail: csd@bse.co.bw as soon as possible but not later than close of business on Monday, 27 September 2021.

Shareholders are strongly encouraged to complete their verification well ahead of time.

Each AGM Participant who has been successfully verified by Central Securities Depository will be provided details on how to join the AGM 2021 via Microsoft Teams. AGM Participants who are a proxy for a shareholder will be presumed to vote at the meeting in accordance with the instructions for voting set out on the proxy form.

Reference is made to the Notice of AGM and the below important information which must be completed regarding participation and voting at the AGM 2021:

Name of registered shareholder	
Omang/ID/Registration number of registered shareholder	
Name and Contact details of CSDP or broker (if shares are held in dematerialised form)	
Shareholder CSD account number/broker account number or own name account number or custodian account number	
Number of ordinary shares held	
Full name of AGM 2021 Participant	
Omang/ID number of AGM Participant	
Email Address of AGM Participant	
Cell phone number of AGM Participant	

By signing this form/We agree and consent to the processing of my/our personal information above for purposes of participating in the AGM 2021 and acknowledge the following:

1. The cost of joining the AGM 2021 is for the expense of the AGM Participant. The AGM Participant is not permitted to share the link with a third party.
2. The Company, its agents and third party service providers cannot be held accountable and will not be obliged to make alternative arrangements in the event of a loss or interruption of network activity or other network failure due to insufficient airtime, internet connectivity, internet bandwidth, power outages or any other circumstances which may prevent the AGM Participant or proxy holder from participating in the AGM 2021.

Signed this _____ day of September 2021

Signature of Shareholder (s) _____

Assisted by (where applicable) _____

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 by means of audio or audio and visual communication in Gaborone, Botswana on Tuesday, 28th September 2021 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 by means of audio or audio and visual communication in Gaborone, Botswana on Tuesday, 28th September 2021 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.

Signed at: _____

Date: _____

Signature: _____

		For	Against	Abstain
Ordinary resolution 1	Agenda item No 2			
Ordinary resolution 2	Agenda item No 3			
Ordinary resolution 3	Agenda item No 4			
	Ms. Boitumelo Molefe			
	Mr. Thato Kewakae			
Ordinary resolution 4	Agenda item No 5			
	Ms. Lorato Boakgomo-Ntakhwana			
	Mr. Maclean Letshwiti			
Ordinary resolution 5	Agenda item No 6			
Ordinary resolution 6	Agenda item No 7			
Ordinary resolution 7	Agenda item No 8			
Ordinary resolution 8	Agenda item No 9			
Ordinary resolution 9	Agenda item No 10			
	Mr. Ranjith Priyalal De Silva			
	Mr. Bafana Molomo			

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 shareholder of the company.

Please read notes 1 -10 on the reverse side hereof

NOTES TO THE 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 CSDP or broker with their voting instructions in terms of the custody agreement entered into between such shareholders and CSDP or broker.

ANNEXURE - DIRECTOR'S PROFILES

Ms. Boitumelo Molefe

Boitumelo has over 20 years' experience mostly in business units requiring improvements and business start ups. She has experience in strategy development, cost optimization, investments and financial management and reporting. Boitumelo was the CEO of Botswana Public Officers Pension Fund (BPOPF) where she was responsible for establishing strategic policies, overseeing the Pension Fund operations, including investment management. Prior to that she was the Chief Financial Office of Bokamoso Private Hospital where she played a key role in developing, monitoring and evaluating the overall corporate strategy with emphasis on bottom line performance, working capital and enhanced shareholder value.

Boitumelo has worked for the Debswana Group of Companies in various roles. She started her career as an Accountant and rose through the ranks to become the Chief Financial Officer and also Chief Executive Officer of the Debswana Pension Fund. She also held the role of Group Supply Chain Manager for Debswana Group.

Boitumelo has extensive board experience, having sat on the boards of numerous entities such as Mascom Wireless, BancABC, Botswana Bulding Society, Healthcare (Pty) Ltd, Sechaba and various property companies.

She holds a CIMA qualification including the FCMA, CGMA, FCPA from Botswana Accountancy College.

Mr. Thato Kewakae

Thato is a well-rounded business professional and executive with a business and ICT background that is supplemented by working experience from across many industry verticals. He has extensive experience in leading growth in private sector business, consultancy and support services for government and state-owned enterprises, financial and telecommunications sector clients. He has worked with professionals in other areas such as strategy, policy and data analysis and has experience in the corporate sector involved executive leadership in developing systems, quality assurance, innovative products and supervising projects that lead to inclusion of members of society that were previously not included in mainstream financial and digital products.

He has served as a Managing Director at Cabling for Africa (Pty) Ltd, Botswana for six years. He also worked as the Information Systems Manager at the Botswana Institute for Development Policy Analysis (BIDPA). His most recent post was Chief Operations Officer at Botswana Post, where he also previously served as Manager for Special Projects and then Chief Information Officer. Mr Kewakae currently sits on the Botswana Housing Corporation Board and is part of the Finance/ Audit and HR committees.

He graduated from the University of Botswana with Master of Business Administration and also holds a Bachelor of Engineering (Computer Science) from Birla Institute of Technology in India. He has also successfully completed the Executive Development Program at the University of Stellenbosch in Cape Town and a Project Management Course at Wits University.