



btc

Live connected.

NOTICE OF THE 2020 ANNUAL GENERAL MEETING

Notice is hereby given that the 2020 Annual General Meeting of BOTSWANA TELECOMMUNICATIONS CORPORATION LIMITED will be held by means of audio or audio and visual communication in Gaborone, Botswana on 23rd October 2020 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 2020, together with the Report of the Auditors and Report of the Audit Committee as contained in the annual report.

3. Ordinary Resolution No.2

Dividends

To approve a full and final dividend of 3.57 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 of the following Director in accordance with Clause 17.4 the Constitution:

4.1 Ms. Gaone Macholo

The brief CV of the Director is contained in the Annual Report.

The Board recommends the appointment of the Director.

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 Mr. Thari Pheko

5.2 Mr. Bafana Molomo

5.3 Ms. Serty Leburu

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. Choice Pitso

NOTICE OF THE 2020 ANNUAL GENERAL MEETING

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 2020 as reflected on page 103 of the Annual Report.

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, Ernst & Young for the year ended 31st March 2020.

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

10.3 Ms. Serty Leburu

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.

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 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 authorised 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, Fairscapc Precinct, Fairgrounds

Telephone: +267 367 4400 /11/12