



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