

NOTICE OF THE 2016 ANNUAL GENERAL MEETING

Notice is hereby given that the 2016 Annual General Meeting of BOTSWANA TELECOMMUNICATIONS CORPORATION LIMITED will be held at 09:00 Hours on Monday, 31st October 2016 at BOIPUSO CHAMBER HALL, Gaborone Botswana to transact the following business:

Agenda:

1. To read the notice convening the meeting.
2. **Ordinary Resolution No.1**
To receive, consider and adopt the Audited Financial Statements for the year ended 31 March 2016 together with the Report of the Auditors.
3. To appoint the following individuals to the Board as additional directors in accordance with the provisions of Clause 17.4 of the Constitution.
 - a. **Ordinary Resolution No.2**
Mr. Maclean C Letshwiti - Non-Executive Director
 - b. **Ordinary Resolution No.3**
Ms. Lorato Boakgomo-Ntakhwana - Non-Executive Director
4. To note the retirement of Mr Paul Taylor as the Managing Director with effect from 19th July 2016.
5. **Ordinary Resolution No.4**
To ratify the appointment of Anthony Masunga as acting Managing Director until further notice.
6. To note the retirement of Ms. Daphne Matlakala as a Director of the company, who retires by rotation in terms of Clause 17.4.1 of the Constitution.
7. To re-elect 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.
 - a. **Ordinary Resolution No.5**
Mrs. Serty Leburu
 - b. **Ordinary Resolution No.6**
Mr. Alan Boshwaen
8. **Ordinary Resolution No.7**
To consider and approve the remuneration paid to Non-Executive Directors for the year ended 31 March 2016.
9. **Ordinary Resolution No.8**
To approve the revision of the Board sitting fees.
10. **Ordinary Resolution No.9**
To ratify the distribution of dividend as recommended by the Directors and paid by the Company.
11. **Ordinary Resolution No.10**
To approve the remuneration paid to the auditors for the year ended 31 March 2016 and appoint Ernst & Young as auditors for the ensuing financial year.
12. **Ordinary Resolution No.11**
To ratify the amendments to the BTCL Employee Share Trust Deed.

SPECIAL BUSINESS

13. Special Resolution No. 1

To consider and, if thought fit, pass with or without amendment the following resolution as a special resolution:

To specially resolve in terms of Section 128 of the Companies Act Cap 42:01 and ratify the donations made by the company to the BTCL Foundation in the sum of Pula 3.2 million for the year ended 31 March 2016.

14. Any other business

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

15. 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. PriceWaterHouseCoopers, are authorized to receive and count postal votes.

Note to Shareholders

Shareholders to note that a copy of the amended "BTCL Employee Share Trust Deed" will be available for inspection at the registered office and a copy of the same can be made available within five days from the date of receipt of a written request from a shareholder.

By order of the Board

KAELO RADIRA

Company Secretary

Transfer Secretaries

PriceWaterHouseCoopers
P.O.Box 295
GABORONE
Plot 50371
Fairgrounds Office Park
Gaborone

PROXY FORM

For completion by holders of Ordinary shares

For completion by holders of Ordinary shares

Please read the notes overleaf before completing this form

For use at the Annual General Meeting of Shareholders of the company to be held at _____ at

I/We _____

(Name in block letters) _____

Of (Address) _____

Hereby appoint 1. _____

or failing him/her, _____

or failing him/her, _____

The Chairman of the meeting _____

As my /our proxy to act for me/us at the 2016 Annual General Meeting, to vote for or against the resolutions and/or abstain from voting in respect of the Ordinary Shares registered in my/our name in accordance with the following instruction

Number of ordinary shares		For	Against	Abstain
Ordinary resolution 1	Agenda No 2			
Ordinary resolution 2	Agenda No 3			
Ordinary resolution 3	Agenda No 3			
Ordinary resolution 4	Agenda No 5			
Ordinary resolution 5	Agenda No 7			
Ordinary resolution 6	Agenda No 7			
Ordinary resolution 7	Agenda No 8			
Ordinary resolution 8	Agenda No 9			
Ordinary resolution 9	Agenda No 10			
Ordinary resolution 10	Agenda No 11			
Ordinary resolution 11	Agenda No 12			
Special resolution 1	Agenda No 13			

Signed at: _____

Date: _____

Signature: _____

by (where applicable)

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 -7 on the reverse side hereof

NOTES TO THE PROXY FORM

1. A Shareholder must insert the names of two alternative proxies of the Shareholders choice in the space provided with or without deleting "Chairman 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 shareholders 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 Chairman, 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 Chairman 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. 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.
6. 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.
7. Where Ordinary Shares are held jointly, all Shareholders must sign. A minor must be assisted by his/her guardian.