NOTICE OF THE 2017 ANNUAL GENERAL MEETING

Notice is hereby given that the 2017 Annual General Meeting of BOTSWANA TELECOMMUNICATIONS CORPORATION LIMITED will be held at TRAVEL LODGE, Block 3, Gaborone, Botswana on Tuesday, 31st October 2017 at 09.00hrs, to transact the following business:

Agenda:

ORDINARY BUSINESS

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 31st March 2017, together with the Report of the Auditors.

3. To ratify the appointment of 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**
      Andrew Johnson - Non-Executive Director
   b. **Ordinary Resolution No.3**
      Ranjith Priyalal De Silva - Non-Executive Director

4. To re-elect the following Director of the Company, who retire by rotation in terms of Clause 17.4.1 of the Constitution and, being eligible, offer herself for re-election.
   a. **Ordinary Resolution No.4**
      Choice Pitso

5. To note the retirement of the following directors of the Company, who retire by rotation in terms of Clause 17.4.1 of the Constitution and, being unavailable, do not offer themselves for re-election.
   a. Gerald Nthebolan
   b. Rejoice Tsheko

6. To note the resignation of Alan Boshwaen as director of the Company with effect from 31 October 2017.

7. To note the appointment of Anthony Masunga as the Managing Director of the Company with effect from 1 January 2017.

8. **Ordinary Resolution No.5**
   To consider and approve the remuneration paid to Non-Executive Directors for the year ended 31 March 2017.

9. **Ordinary Resolution No.6**
   To ratify the distribution of dividend as recommended by the Directors and paid by the Company.

10. **Ordinary Resolution No.7**
    To approve the remuneration paid to the auditors for the year ended 31 March 2017 and appoint Ernst & Young as auditors for the ensuing financial year.

SPECIAL BUSINESS

11. **Special Resolution No. 1**
    To consider and, if thought fit, pass with or without amendment the in terms of Section 128 of the Companies Act Cap 42:01 and ratifying the donations made by the Company to the BTC Foundation in the sum of Pula 1.6 million for the year ended 31 March 2017.

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. PricewaterhouseCoopers, are authorized to receive and count postal votes.

By order of the Board

GOITSEONE MODISE

Company Secretary (A)

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 _________________________________

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 2017 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

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<th>Number of ordinary shares</th>
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<th>Against</th>
<th>Abstain</th>
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<td>Ordinary resolution 1</td>
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<td>Special resolution 1</td>
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Signed at:_____________________________________________________
Date:________________________________________________________________

Signature:________________________________________________________________
Assisted 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
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 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 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.