Notice is hereby given that the 2018 Annual General Meeting of BOTSWANA TELECOMMUNICATIONS CORPORATION LIMITED will be held at Boipuso Hall, Fairgrounds Holdings Gaborone, Botswana on Thursday, 27th September 2018 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 2018, 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 13.43 thebe per share that was declared by the Directors and paid by the Company.

4. Ordinary Resolution No.3

Appointment of Directors
To approve the appointment of the following individuals to the Board, each by way of a separate vote as additional directors in accordance with the provisions of Clause 17.4 of the Constitution.

- Mr. Thari Pheko - Non-Executive Director
- Mr. Bafana Molomo - Non-Executive Director

Brief CVs in respect of each director are contained in the annual report.

The Board recommends the appointment of these directors.

5. Ordinary Resolution No.4

Remuneration of non-executive directors
To consider and approve the remuneration paid to Non-Executive Directors for the year ended 31st March 2018.

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 and to hold office until conclusion of the next AGM.

7. Ordinary Resolution No.6

Remuneration of external auditors
To approve the remuneration paid to the auditors for the year ended 31st March 2018.

8. Ordinary Resolution No.7

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.

- Ms. Lorato Boakgomo-Ntakhwana
- Mr. MacLean Letshwiti
- Ms. Serty Leburu

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.

9. Ordinary Resolution No.8

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:

- Mr. Ranjith Priyalal De Silva
- Ms. Serty Leburu
- 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

10. 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 BTCL Foundation in
the sum of P2,582,000 for the year ended 31st March 2018.

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

By Order of the Board

Company Secretary

Transfer Secretaries
PricewaterhouseCoopers
P.O. Box 295
GABORONE
Plot 50371
Fairgrounds Office Park
Gaborone
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 at Boipuso Hall, Fairgrounds, Gaborone on Thursday 27 September 2018 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
   at Boipuso Hall, Fairgrounds, Gaborone on Thursday 27 September 2018 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.

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Signed at:__________________________________________________________________________________________________

Date:_____________________________________________________________________________________________________

Signature:__________________________________________________________________________________________________

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 member of the company.

Please read notes 1 -11 on the reverse side hereof
NOTES TO 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 initialed 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, PricewaterhouseCoopers, P O Box 295, Gaborone, Plot 50371, Fairgrounds Office Park

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.