Notice of the 2026 Annual General Meeting

Notice is hereby given that the 2026 Annual General Meeting of BOTSWANA TELECOMMUNICATIONS CORPORATION LIMITED ("BTC") will be held at Fairground Holdings Botswana in Gaborone, Botswana on Tuesday, 22nd September 2026 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 Auditors Report

   To receive, consider and adopt the Audited Financial Statements for the year ended 31st March 2026, together with the Report of the Auditors and Report of the Audit Committee as contained in the Integrated Annual Report.

3. Ordinary Resolution No.2

   Dividends

   To approve a full and final dividend of 6.27 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 by way of separate vote the following Directors in accordance with Clause 17.4 the Constitution:

   4.1 Ms. Lorato Mosetlhanyane

   4.2 Mr. Andries Delport

   4.3 Ms. Hilda Mocuminyane-Hlanti

   4.4 Ms. Mythri Sambasivan-George

   4.5 Ms. Ikanyeng Molemele

   Brief CVs in respect of each Director offering themselves for appointment are attached herewith as an Annexure A. The Board recommends the appointment of these Directors.

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. Mcedisi Rodger Solomon

   5.2 Ms. Itemogeng Basadi Pheto

   Brief CVs in respect of each Director offering themselves for re-election are contained in the Integrated Annual Report.
   The Board recommends the re-election of these Directors.

6. Ordinary Resolution No.5

   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 2026 as reflected on page 129 of the Integrated Annual Report.

7. Ordinary Resolution No.6

   Appointment of External Auditors

   To appoint Ernst & Young, upon recommendation of the Finance and Audit Committee, as the independent registered Auditors of the Company for the ensuing year.

8. **Ordinary Resolution No.7**
   Remuneration of External Auditors
   To approve the remuneration paid to the External Auditors, Deloitte & Touche for the year ended 31st March 2026 as reflected on page 129 of the Integrated Annual Report.

9. **Ordinary Resolution No.8**
   Re-election of the members of the Finance and Audit Committee
   To appoint or re-elect by way of separate vote, the following Non-Executive Directors as members of the Finance and Audit Committee in line with the King Code of Corporate Governance:
   9.1 Ms. Lorato Mosetlhanyane
   9.2 Mr. Kgotso Bannalotlhe
   9.3 Ms. Itemogeng Basadi Pheto
   9.4 Ms. Mythri Sambasivan-George

   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 Integrated Annual Report.
   . The Board recommends the appointment and re-election of these Directors to the Finance and Audit Committee.

10. **Special Resolution No.9**
    To consider and, if deemed fit, pass the following Special Resolution, to amend the Company's Constitution in accordance with the Companies (Amendment) Act, 2025, which came into effect on 24 January 2025.

    A copy of the proposed Constitution will be available for inspection and details of the proposed changes are overleaf marked Annexure "A".

11. **Special Resolution No.10**
    Substantial gifts made by the Company, details of which are available at the Company's registered office for perusal as reflected on page 91 to 92 of the Integrated Annual Report.

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. Central Securities Depository Botswana is authorized 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, Fairscape Precinct, Fairgrounds
Telephone: +267 367 4400 /11/12

Annexure A

Profiles of the New Directors

1. Ms. Lorato Mosetlhanyane

Lorato N. Mosetlhanyane is a seasoned executive, leadership coach and former Chief Financial Officer with over 17 years of executive experience in telecommunications, life insurance and banking, complemented by more than a decade in executive coaching and leadership development. As Founder and Managing Director of PinnaLead, she advises organisations on leadership, organisational transformation and executive effectiveness, having previously held senior finance leadership roles at Botswana Life Insurance Limited, including Chief Financial Officer and Acting Chief Executive Officer, with responsibility for financial strategy, governance, risk, treasury and business transformation. She also previously served in finance leadership roles at Botswana Telecommunications Corporation.

She has significant board and governance experience, having served for ten years as an Independent Non-Executive Director of Access Bank Botswana, including five years as Board Chairperson, and as an Independent Non-Executive Director of G4S Botswana. Her expertise encompasses corporate governance, financial strategy, organisational transformation, stakeholder management and leadership development. She holds an MBA from Oxford Brookes University, is an ACCA-qualified Chartered Accountant, and is a Professional Certified Coach (ICF) with executive coaching certifications from the University of Cape Town Centre for Coaching and the John C. Maxwell Leadership Programmeme.

2. Mr. Andries Delport

Andries Delport is a telecommunications executive with almost 40 years of experience in telecommunications, information technology, engineering and business leadership. He is currently the Managing Director of OneReach Networks (Pty) Ltd, a wholesale fibre infrastructure company focused on expanding fibre connectivity in rural and underserved areas of South Africa. Prior to this, he was the Chief Executive Officer of CIVH Africa and Chief Technology Officer of CIVH, and previously served as Chief Executive Officer of Dark Fibre Africa (DFA). He spent nearly 24 years at Vodacom Group, including almost a decade as Group Chief Technology Officer and various executive leadership roles covering operations, engineering, technology and strategy. Throughout his career, he has overseen large-scale network transformation, multi-billion Rand capital investment programmemes, technology governance and commercial strategy, establishing himself as a leading telecommunications executive.

He brings extensive board and governance experience, having served on the boards of Vodacom South Africa, Vodacom Tanzania, Vodacom Mozambique, Vumatel, DFA, Maziv and several other technology and infrastructure entities, and as Chairman of Afinet, a Zimbabwean telecommunications infrastructure company. His expertise spans telecommunications strategy, fibre infrastructure, digital transformation, technology governance, operations management, project execution and business strategy. He holds a Master of Business Leadership (Cum Laude) from the University of South Africa and a Bachelor of Science in Electronic Engineering from the University of KwaZulu-Natal, combining deep technical expertise with proven executive and board leadership.

3. Ms. Mythri Sambasivan-George

Mythri Sambasivan-George is a finance and strategy executive with over 25 years of experience spanning banking, financial services, professional services and ecosystem development across Africa and internationally. She has held senior executive roles including Group Chief Financial Officer of FMBcapital Holdings Plc, Vice President – Strategic Finance at TradeWinds Experience Inc., and Founder and Managing Director of Vetri Consulting. Her earlier leadership roles at Letshego Group and KPMG provided extensive experience in commercial and financial strategy, IFRS, governance, assurance, sustainability, organisational transformation and business growth.

She has significant board and governance experience, currently serving as a Non-Executive Director of Old Mutual Botswana Group and previously serving as an Independent Non-Executive Director of Stanbic Bank Botswana, where she was a member of the Audit and Credit Committee. Her expertise encompasses financial strategy, ESG and sustainability integration, governance, strategic planning, M&A, enterprise performance enhancement and innovation. She holds professional qualifications as ACMA, CGMA, FCCA and FCPA (BICA), together with a Certificate in Integrating Sustainability and Impact from Oxford Saïd Business School, making her a strong candidate for finance, audit and governance oversight roles.

4. Ms. Hildah Mocuminyane-Hlanti

Hilda D. Mocuminyane-Hlanti is a legal, governance and regulatory executive with over 25 years of experience across telecommunications, financial services and the public sector. She has held senior executive roles including Registrar of Companies and Intellectual Property Authority (CIPA), Head of Legal and Board Secretary at the Non-Bank Financial Institutions Regulatory Authority (NBFIRA), Director of Legal Services and Board Secretary at Air Botswana, and Corporation Secretary and Head of Legal at Botswana Telecommunications Corporation (BTC). Throughout her career, she has led corporate governance, regulatory compliance, legal advisory, enterprise risk management and policy development, with notable achievements including leading the delivery of Botswana's Online Business Registration System (OBRS) and driving governance and process transformation initiatives.

She has extensive board and committee experience, previously served on the NBFIRA Board and also served on the boards of Botswana Post, Botswana Railways, Botswana Savings Bank, Local Enterprise Authority (LEA), BOTUSAFE and Tshwaragano Brigades. Her expertise spans corporate governance, board advisory, regulatory compliance, contract negotiation, stakeholder management, strategic leadership and organisational transformation. She holds a Master of Science in Strategic Management from the University of Derby and an LLB from the University of Botswana, complemented by executive leadership and governance programmemes, positioning her as a highly experienced board governance and legal professional.

5. Ms. Ikanyeng Molemele

Ikanyeng Molemele is an ICT and digital transformation executive with extensive international experience in information technology, telecommunications and organisational change management across Botswana and the United Kingdom. She is the Chairperson of the Botswana Digital & Innovation Hub (BDIH) and Principal Consultant at IkyCom Solutions, where she leads digital transformation, IT service management (ITSM), governance and organisational change initiatives. Her career includes leading major technology programmemes for the European Bank for Reconstruction and Development (EBRD), Vodafone, O2, Huawei, Ericsson, 3 Hutchison, Virgin Media and British Telecom, as well as advising organisations on digital strategy, cybersecurity, service management and business transformation.

She brings significant leadership and governance experience in digital innovation, having overseen large-scale ICT infrastructure projects, including the Vodafone–O2 5G network integration, EBRD's multinational data centre migration, and enterprise-wide IT governance and change management programmemes. Her expertise spans digital transformation, ICT governance, organisational change management, technology strategy, stakeholder engagement, cybersecurity and IT service management. She holds an MBA in Organisational Change Management from the University of Liverpool, completed the MIT Sloan Executive Programmeme in Corporate Innovation, and holds certifications in ITIL, PRINCE2, Artificial Intelligence, IT Governance and Organisational Policy Development.

Annexure [Cont]

Insert of Clause 3.4 – Definition of Beneficial Owner

"Beneficial Owner" has the meaning assigned to it under the Act which as at the date of this Constitution, means a natural person who ultimately owns or controls a customer or a natural person on whose behalf a transaction is being conducted, including a natural person who exercises ultimate effective control over a legal person or arrangement, such that;

(i) in relation to a legal person

(ii) is a natural person who either directly or indirectly holds such percentage of shares, as may be prescribed, voting rights or other ownership interest:

(iii) Provided that to the extent that there is doubt as to whether the person identified hereunder is the beneficial owner or where no natural person is identified as the beneficial owner, the natural person exercising control of the legal person through other means shall be the beneficial owner,

Or

(iv) is a person who holds the position of senior managing official where no natural person was identified as a beneficial owner in terms of subparagraph (i)

Insertion of Clause 48 – Controllers of the Company

48.1 The powers exercised in the Company shall be under the ultimate effective control of the Board, each Director and each Shareholder, and ultimately the Beneficial Owners who exercise ultimate effective control in the Company or hold a senior managing position.

48.2. Annexure I contains a list of natural persons having ultimate effective control over the Company in terms of section 41 (b) of the Act.

Proxy form

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 CSDB or broker of their intention to attend the annual general meeting to be held at Fairground Holdings Botswana on Tuesday, 22nd September 2026, in order that the CSDB or broker may issue them with the necessary Letters of Representation to attend, or provide the CSDB 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 by means of audio or audio and visual communication in Gaborone, Botswana on Tuesday, 22nd September 2026 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.

		FOR	AGAINST	ABSTAIN
Ordinary resolution 1	Agenda no 2			
Ordinary resolution 2	Agenda no.3			
Ordinary resolution 3	Agenda no.4			
	4.1 Ms. Lorato Mosetlhanyane			
	4.2 Mr. Andries Delport			
	4.3 Ms. Hilda Mocuminyane-Hlanti			
	4.4 Ms. Mythri Sambasivan-George			
	4.5 Ms. Ikanyeng Molemele			
Ordinary resolution 4	Agenda no.5			
	5.1 Mr. Mcedisi Rodger Solomon			
	5.2 Ms. Itemogeng Basadi Pheto			
Ordinary resolution 5	Agenda no.6			
Ordinary resolution 6	Agenda no.7			
Ordinary resolution 7	Agenda no. 8			
Ordinary resolution 8	Agenda no.9			
	9.1 Ms. Lorato Mosetlhanyane			
	9.2 Mr. Kgotso Bannalotlhe			
	9.3 Ms. Itemogeng Basadi Pheto			
	9.4 Ms. Mythri Sambasivan-George			
Special resolution 9	Agenda no.10			
Special Resolution 10	Agenda no.11			

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 the 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 authorise 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 authorise 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 initialled 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, Central Securities Depository Company of Botswana (CSDB), Private Bag 00417, Gaborone

11. Dematerialised shareholders, other than with "own name registration", must NOT complete this form of proxy and must provide their CSDB or broker with their voting instructions in terms of the custody agreement entered into between such shareholders and CSDB or broker.