



Proxy Form



Shareholder's Account No

Shareholder's Name

MTN Nigeria Communications PLC RC: 395010

The Annual General Meeting (AGM) of MTN Nigeria Communications PLC will be held at 11.00 a.m. on Thursday 16 May 2024 at the Balmoral Convention Center, Federal Palace Hotel, 6-8 Ahmadu Bello Way, Victoria Island, Lagos.

I/We of being a shareholder of MTN Nigeria Communications PLC hereby appointor failing him/her, Dr. Ernest Ndukwe OFR (Chairman) as my/our Proxy to act and vote on my/ our behalf at the AGM to be held on 16 May 2024 and at any adjournment thereof.

Dated the

dd

mm

2024

Shareholder's signature

		Number of Shares			
	No	RESOLUTION	FOR	AGAINST	ABSTAIN
I/We desire this proxy to be used in favour of/or against the resolution as indicated alongside (strikeout whichever is not applicable)	A	ORDINARY BUSINESS			
	1	To lay before the members of the Company, the Audited Financial Statements of the Company for the financial year ended 31 December 2023 and the Reports of the Directors, Auditors, Board Evaluation Consultant and the Audit Committee thereon.			
	2	To re-elect the following directors retiring by rotation: 2.1 Mr. Ralph Mupita 2.2 Ms. Tsholofelo Molefe 2.3 Mr. Muhammad K. Ahmad 2.4 Mr. Jens Schulte-Bockum.			
	3	To authorize the Directors to fix the remuneration of the Auditors of the Company.			
	4	To disclose the remuneration of Managers of the Company.			
	5	To elect members of the Statutory Audit Committee.			
	B	SPECIAL BUSINESS			
		To consider and if thought fit, to pass the following as ordinary resolutions of the Company:			
	6	"That the Directors Annual fees for the financial year ending 31 December 2024, and for succeeding years until reviewed by the Annual General Meeting be and are hereby fixed at ₦54,120,000 (Fifty-Four million one hundred and twenty thousand Naira) for the Chairman, and ₦36,285,000 (Thirty-six million two hundred and eighty-five thousand Naira) for each of the other Non-Executive Directors respectively. Such fees to be payable quarterly in arrears or at such other intervals as approved by the Board."			
	7	"That a general mandate be given to the Company to enter into recurrent transactions with related parties for the Company's day-to-day operations, (including without limitation, the procurement of goods and services on normal commercial terms and the indemnification of directors whether directly by the Company or by obtaining appropriate insurance in accordance with the Company's Articles); in compliance with the Nigerian Exchange Limited ("NGX") Rules Governing Transactions with Related Parties or Interested Persons and other applicable Nigerian statutory and/or regulatory requirements. The Directors be and are hereby authorised to take all steps and do all acts necessary to give effect to this resolution."			
		To consider and, if thought fit, to pass the following subjoined resolutions as special resolutions of the Company:			
	8	(1) "That the Memorandum and Articles of Association of the Company be and are hereby amended by altering same in the manner indicated in the Schedule attached to the Explanatory Notes to this Notice of AGM and also placed on the Investor Relations portal on the Company's website www.mtn.ng ; and (2) That the Company Secretary be and is hereby authorised to file the requisite returns at the Corporate Affairs Commission and make all such other filings and/or submissions as may be necessary and/or incidental to give effect to the foregoing resolution."			

Please indicate with an "X" in the appropriate column, how you wish your votes to be cast on otherwise instructed, the Proxy will vote or abstain from voting at his/her discretion.

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- i. A member (shareholder) entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy in his stead. To be valid, executed forms of proxy should be deposited at the Registered Office of the Company or sent via email to eforms@coronationregistrars.com. Alternatively, executed proxy forms may be deposited with the Registrars, Coronation Registrars Limited, 9, Amodu Ojikutu Street, Off Saka Tinubu Street, Victoria Island, Lagos not later than 48 hours before the time of holding the meeting.
- ii. In the case of joint shareholders, any of them may complete the form, but the names of all joint shareholders must be stated
- iii. If the shareholder is a Corporation, this form must be executed under its Common Seal or under the hand of some officers or an attorney duly authorized.
- iv. The proxy must produce the admission card sent with the notice of the meeting to gain entrance to the meeting.
- v. It is a legal requirement that all instruments of proxy to be used for the purpose of voting by any person entitled to vote at any meeting of the shareholders must bear appropriate stamp duty from the Stamp Duties office (not adhesive postage stamps).

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Before posting this form, please tear off this part and retain it for admission to the meeting.

NAME AND ADDRESS:	NUMBER OF SHARES HELD:	NUMBER OF SHAREHOLDER(S):

Please admit..... to the Annual General Meeting of MTN Nigeria Communications PLC to be held on 16 May 2024, at the Balmoral Convention Centre, Federal Palace Hotel, 6-8 Ahmadu Bello Way, Victoria Island, Lagos, at 11.00 a.m.

Signature of the person attending:

- This admission card should be produced by the shareholder or his/her proxy in order to obtain entrance to the Annual General Meeting.
- You are requested to sign this card at the entrance in the presence of the Company Secretary or her Nominee on the day of the Annual General Meeting.

Please be advised that to enable a Proxy entrance to the meeting, the Proxy Form is to be duly completed and delivered to the Registrar; Coronation Registrars Limited, via email eforms@coronationregistrars.com or their offices at 9, Amodu Ojikutu Street, Off Saka Tinubu Street, Victoria Island, Lagos not later than 48 hours before the time fixed for the meeting.

