



NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting (“AGM”) of MTN Uganda Limited (the “Company”) will be held using electronic means in accordance with Article 62(b) of the Company’s Articles of Association, on **Friday, 19 May 2023 at 10.00 a.m** to conduct the following business:

ORDINARY BUSINESS

- To receive, consider and if approved adopt the Company’s audited accounts for the year ended 31 December 2022, together with the reports of the directors and external auditor thereon.
- To approve and declare the payment of a final dividend of UGX 5.5 per ordinary share (UGX 123.1 billion) for the year ended 31 December 2022.
- To confirm the appointment of Ms. Winnie Tarinyeba Kiryabwire as a director in accordance with Article 96 of the Company’s Articles of Association.
- To approve the appointment of Ernst & Young Uganda as the external auditor of the Company for the audit relating to the financial year ending 31 December 2023, and to authorise the directors to fix their remuneration for that purpose.
- To conduct any other business that may be conducted at the AGM, of which due notice has been given.

By Order of the Board,

Ms. Enid Edroma
Company Secretary

27 April 2023

NOTES

Registration for virtual AGM

The Company will conduct the AGM as a virtual meeting using electronic means in accordance with Article 62(b) of the Articles of Association.

Shareholders wishing to participate in the AGM should register by doing the following:

Dialing ***284*481#** for Uganda telecommunications networks and ***483*481#** for Kenya telecommunications networks and following the various prompts regarding the registration process; or

Sending a request via email to be registered to **mtnuganda@image.co.ke**;

Shareholders with email addresses will receive a registration link via email which can be used to register.

To complete the registration process, shareholders will need to provide their national identity card/passport numbers which were used to purchase their shares and/or their Securities Central Depository Account Number. For assistance during registration, shareholders should dial the helpline number +256762 260 804 between 9:00 a.m. and 4:00 p.m. from Monday to Friday or send an email to **mtnuganda@image.co.ke**.

Registration for the AGM opens on **Thursday, 27 April 2023 at 10:00 a.m.** and will close on **Thursday, 18 May 2023 at 10.00 a.m** Shareholders will not be able to register after this time.

The AGM will be streamed live at the scheduled time and date indicated above to registered shareholders who will receive a link to the AGM 24 hours before the AGM. Registered shareholders will also receive a short message service (SMS/USSD) prompt on their registered mobile numbers 24 hours before the AGM acting as a reminder of the AGM and providing a link to the livestream. A second SMS/USSD prompt shall be sent one hour ahead of the AGM. By registering to attend the AGM, a shareholder consents to receive these messages.

Right of shareholders to ask questions

Shareholders have the right to ask questions not only at the AGM, but also in writing prior to the meeting as follows:

Sending their written question by email to **mtnuganda@image.co.ke**;

Shareholders who will have registered to participate in the meeting shall be able to ask questions by SMS by dialing the USSD code above and selecting the option (Ask Question) on the prompts or via the Question Tab on the livestream link during the AGM; and

To the extent possible, physically delivering their written questions with return physical address or email address to the Company Secretary at the MTN Uganda head office at Plot 69/71, Jinja Road, Kampala, Uganda.

All questions received will be responded to via email or SMS or via the selected mode by the shareholder. A full list of questions received and the answers provided will be published on the Company’s website within 24 hours of the conclusion of the AGM.

Shareholders are advised to submit their questions by **Thursday, 18 May 2023 at 10.00 a.m**

Voting

All shareholders of the Company are entitled to vote at the AGM. Every shareholder present electronically (in person or by proxy) at the meeting shall be entitled to one vote, and on a poll, shall be entitled to one vote for every share held.

Shareholders attending electronically will receive an SMS prompt with instructions on their registered mobile phone number altering them to propose or second the resolutions put forward in the notice. Shareholders attending electronically may follow the AGM proceedings using the livestream platform and vote (when prompted) using the livestream link of using the USSD prompts.

In line with the Companies Act 2012, all the resolutions to be passed at the AGM are ordinary resolutions. Ordinary resolutions require the support of more than 50% (fifty percent) of the voting rights exercised on each of them by the shareholders.

Attendance of AGM and Proxies

Only a person whose name appears on the Company’s share register at the close of business on **Thursday, 18 May 2023 at 10.00 a.m.** is entitled to attend the AGM.

A shareholder who is entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend, speak and vote instead of himself/herself. Such proxy need not be a shareholder of the Company but must be an individual. A proxy form may be downloaded from the Company website **<https://www.mtn.co.ug/investors/shareholders/annual-general-meetings/>**. The appointment of a proxy will not preclude the shareholder who appointed that proxy from attending the AGM and participating and voting in person at the meeting. A proxy form for a corporate shareholder must be accompanied by a power of attorney or other authority issued by the corporate shareholder in favour of the proxy. Shareholders who are unable to attend the AGM are encouraged to use the proxy form to ensure that their votes on the proposed resolutions are taken into account.

For the appointment to be valid, duly executed proxy forms must be delivered electronically via email address **Investorrelations.ug@mtn.com** or deposited at any of the following locations not later than **Tuesday, 16 May 2023 at 5.00 p.m:**

At the MTN Uganda head office at Plot 69/71, Jinja Road, Kampala, Uganda; or

At the offices of the Share Registrar, Uganda Securities Exchange Nominees Limited (SCD Registrars) at Plot 3-5 New Port Bell Road, UAP Nakawa Business Park, Block A, 4th Floor, Kampala, Uganda.

Books closure and dividend payment

The books closure date for entitlement to the final dividend is **Thursday, 1 June 2023**. Only shareholders registered in the books of the Company at close of business on that date are entitled to receive the final dividend.

In line with the Uganda Securities Exchange Trading Rules 2021, the ex-dividend date shall be **Monday, 29 May 2023**. Accordingly, an investor who buys MTN Uganda shares before this date will be entitled to the final dividend. Any investor buying MTN Uganda shares on this date and afterwards will not be entitled to the final dividend declared for the year ended 31 December 2022.

On **Thursday, 22 June 2023**, the final dividend will be paid (net of withholding tax) electronically to the nominated bank accounts or mobile money wallets of eligible shareholders.

Annual Report and Audited Financial Statements

The electronic version of the Annual Report and audited financial statements is available online for viewing and download from our website at **www.mtn.co.ug/investors**. In addition, shareholders who have provided their email addresses to the Share Registrar will receive the electronic version of the Annual Report and audited financial statements via email.