

# PROXY FORM



MTN Uganda Limited ("the Company") (Registration number P.498)

Plot 69 - 71, Jinja Road

KAMPALA

I/We \_\_\_\_\_ (name in block letters) of \_\_\_\_\_ (address in block letters)

being a Member(s) and the holder(s) of \_\_\_\_\_ ordinary shares of UGX 1 each in the Company and entitled to vote hereby appoint:

1. \_\_\_\_\_ or, failing him/her;
2. \_\_\_\_\_ or, failing him/her,
3. the Chairperson of the general meeting,

as my/our proxy to vote for me/us and on my/our behalf at the general meeting of Members to be held on Friday, 19 May 2023 at 10.00 am by electronic means, and at any adjournment thereof as follows:

Resolutions	Number of votes for*	Number of votes against*	Abstain*
Adoption of audited financial statements for the year ended 31 December 2022.			
Approval and declaration of a final dividend of UGX 5.5 per ordinary share (UGX 123.1 billion) for the year ended 31 December 2022.			
Approval of the appointment of Ms. Winnie Tarinyeba Kiryabwire as a director in accordance with Article 96 of the Company's Articles of Association:			
Approval of 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 the auditor's remuneration:			

\* Insert a cross or tick or number of votes. If no options are marked, the proxy can vote as he/she deems fit.

Signed at \_\_\_\_\_ on \_\_\_\_\_ 2023

Full name: \_\_\_\_\_

Please provide contact details: E-mail: \_\_\_\_\_

Capacity: \_\_\_\_\_

Tel: \_\_\_\_\_

- (1) A shareholder may insert the name of a proxy or the names of two alternative proxies of his/her choice in the space provided. The person whose name stands first on the proxy form and who is present at the general meeting first will be entitled to act as proxy to the exclusion of those whose names follow.
- (2) For the appointment to be valid, duly executed proxy forms must be delivered electronically via email address [Investorrelations.ug@mtn.com](mailto:Investorrelations.ug@mtn.com) or deposited at any of the following locations not later than **Tuesday, 16 May 2023 at 5.00pm:**
  - (a) At the MTN Uganda head office at Plot 69/71, Jinja Road, Kampala, Uganda; or
  - (b) 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.
- (3) The completion and lodging of this form of proxy will not prevent the share holder from attending the general meeting and speaking and voting in person at the general meeting instead of the proxy.
- (4) The Chairperson of the general meeting may accept or reject any proxy form which is completed and/or received other than in compliance with these notes.
- (5) The signatories must initial any alteration to this proxy form, other than the deletion of alternatives.
- (6) If the appointer of a proxy is a corporate entity, the proxy form must be executed under the seal of the corporate entity or under the hand of a director or an officer or attorney duly authorised by that corporate entity.
- (7) Documentary evidence establishing the authority of a person signing the proxy form in a representative capacity must be attached to this proxy form. In the case of a company or an unincorporated body or association, a resolution of the board or equivalent body shall be required.
- (8) Where there are joint holders of ordinary shares any one holder may sign the proxy form; and the vote of the senior shareholder (for that purpose seniority will be determined by the order in which the names of the shareholders who tender a vote (whether in person or by proxy) appear in the Company's register) will be accepted as to the exclusion of the vote(s) of the other joint shareholders.