

NOTICE OF ANNUAL GENERAL MEETING



NOTICE is hereby given that the Annual General Meeting ("**AGM**") of MTN Uganda Limited ("**MTN**" and the "**Company**") for the year ended 31 December 2023 will be held as a hybrid meeting comprising both physical and electronic means in accordance with Article 62(c) of the Company's Articles of Association on **Wednesday, 22 May 2024 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 2023, together with the reports of the directors and external auditor thereon.
- To approve and declare the payment of a final dividend of Ush 6.4 per ordinary share (Ush 143.3 billion) for the year ended 31 December 2023.
- To elect directors of the Company as follows:
 - Mr. Charles Mbire retires by rotation in accordance with Articles 97, 98 and 99 of the Articles of Association and being eligible, offers himself for re-election;
 - Mr. Sugentharen Perumal retires by rotation in accordance with Articles 97, 98 and 99 of the Articles of Association and being eligible, offers himself for re-election;
 - Ms. Yolanda Cuba retires by rotation in accordance with Articles 97, 98 and 99 of the Articles of Association and being eligible, offers herself for re-election;
 - Ms. Fatima Daniels, having been appointed as a director in accordance with Article 96 (b) of the Articles of Association, offers herself for confirmation of appointment; and
 - Mr. Francis Kamulegeya, having been appointed as a director in accordance with Article 96 (b) of the Articles of Association, offers himself for confirmation of appointment.
- 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 2024, 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
30 April 2024

NOTES:

Registration for the AGM

- The AGM shall be conducted by hybrid means in accordance with Article 62(c) of the Company's Articles of Association. Shareholders will be provided with an option to register to participate in the meeting physically or virtually during registration.
- Shareholders wishing to participate in the AGM should register by doing the following:
 - Dialing *284*32# for Uganda telecommunications networks and *483*816# for Kenya telecommunications networks and following the various prompts regarding the registration process; or
 - Sending a request via email to be registered to mfnuganda@image.co.ke; or
 - 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 Depository Account Number. For assistance during registration, shareholders should dial the following helpline +256 762 260 804 between 9:00 a.m. and 4:00 p.m. from Monday to Friday or send an email to mfnuganda@image.co.ke.
- Registration for the AGM opens on **Tuesday, 30 April 2024 at 10:00 a.m.** and will close on **Tuesday, 21 May 2024 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 at the AGM. Shareholders may also ask questions in writing prior to the meeting as follows:
 - Sending their written question by email to mfnuganda@image.co.ke;

(b) Shareholders who will have registered to participate in the meeting virtually 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

(c) 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 in advance 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 **Tuesday, 21 May 2024 at 10.00 a.m.**

Voting

- All shareholders of the Company are entitled to vote at the AGM. Every shareholder present at the meeting (in person, virtually or by proxy) 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 alerting 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 or using the USSD prompts.
- In line with the Companies Act 2012 and the Articles of Association, all the resolutions to be passed at the AGM are ordinary resolutions. Ordinary resolutions require the support of more than 50% of the voting rights exercised on each of them by the shareholders.

Attendance of AGM and Proxies

- As indicated above, only a person whose name appears on the Company's share register on **Tuesday, 21 May 2024 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 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, 21 May 2024 at 5.00 p.m.**

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

(b) 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 Tuesday, 4 June 2024. 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 **Friday, 31 May 2024**. 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 2023.
- On **Tuesday, 25 June 2024**, 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.