

PROXY FORM



MTN Uganda Limited ("MTN" and the "Company")
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; or
3. the Chairperson of the extraordinary general meeting,

as my/our proxy to vote for me/us and on my/our behalf at the extraordinary general meeting of MTN to be held on **Wednesday, 02 July 2025 at 3:00 p.m.** as a hybrid meeting comprising both physical and electronic means:

Resolution	Number of votes for*	Number of votes against*	Abstain*
Approval of the Proposed Transaction**, and authorisation of the Company to enter into and implement the Proposed Transaction, the transaction agreements and to take all such other actions that are necessary to implement the Proposed Transaction.			

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

** The **"Proposed Transaction"** means, in summary terms, the entry into and implementation of the transaction steps required to effect the structural separation of MTN Mobile Money (U) Limited (**"MTN MoMo"**) from MTN as set out in the circular, with the effect of the structural separation being that the mobile money and financial technology business currently run by MTN MoMo will be operated by a new company following a company amalgamation, with the new company thereafter being owned by MTN Group Fintech Holdings B.V. and a trust whose beneficiaries will be the minority institutional and retail investors of MTN.

Dated _____ 2025 Full name: _____

Capacity _____

Please provide contact details:

E-mail: _____ Tel: _____

Notes

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** or deposited at any of the following locations not later than **01 July 2025 at 5:00 p.m.:**
 - (a) at the MTN 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.
3. The completion and lodging of this form of proxy will not prevent the shareholder 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.