

NOTICE OF EXTRAORDINARY GENERAL MEETING



NOTICE is hereby given that an Extraordinary General Meeting (“EGM”) of MTN Uganda Limited (“MTN” and the “Company”) will be held as a hybrid meeting comprising both physical and electronic means in accordance with Article 62(c) of the MTN Articles of Association on **Wednesday, 02 July 2025 at 3:00 p.m.** to consider and, if deemed fit, to pass the resolution set out below.

SPECIAL RESOLUTION

“To consider and approve the Proposed Transaction, and to authorise the Company to enter into and implement the Proposed Transaction, the transaction agreements and to take all such other actions incidental to the implementation of the Proposed Transaction.”

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.

MTN shareholders are advised that the Proposed Transaction has been summarised above for purposes of this EGM notice. Shareholders are referred to the circular dated **Wednesday, 11 June 2025** for a comprehensive description of, and further details in respect of, the Proposed Transaction. The shareholder circular has been issued along with this notice and can be accessed at www.mtn.co.ug/investors.

The implementation of the Proposed Transaction shall be subject to a number of conditions, including the Company and MTN MoMo receiving all required regulatory approvals and no-objections and complying with any regulatory conditions.

By order of the Board,

Enid Edroma
Company Secretary
11 June 2025

NOTES:

Circular

- In relation to the Proposed Transaction that is proposed to be approved at the EGM, a circular has been issued providing MTN shareholders with relevant information relating to the Proposed Transaction to enable shareholders to make an informed decision as to whether or not they should vote in favour of the resolution to be proposed at the EGM in relation to the Proposed Transaction. The circular has been prepared in accordance with the Capital Markets (Corporate Governance) Regulations 2025 and the Uganda Securities Exchange Listing Rules 2025.
- The electronic version of the circular 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 circular via email.
- The Capital Markets Authority (the “**CMA**”) and the Uganda Securities Exchange (the “**USE**”) have granted permission for the issue of the circular. As a matter of policy, neither the CMA nor the USE assumes any responsibility for the correctness of any of the statements made or opinions expressed or reports contained in the circular. The approval of the circular by the CMA and the USE is not to be taken as an indication of the merits of the Proposed Transaction, or of holding MTN shares.

Registration for the EGM

- The EGM will be held as a hybrid meeting in accordance with Article 62(c) of the MTN Articles of Association. Shareholders will be provided with an option to register to participate in the meeting physically or electronically during registration.
- Shareholders wishing to participate in the EGM should register by doing the following:
 - dialling ***284*374#** for Uganda telecommunications networks and ***483*896#** 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 also 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 helpline number **+256 762 260 804** 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 EGM opens on **12 June 2025 at 10:00 a.m.** and will close on **01 July 2025 at 10:00 a.m.** Shareholders will not be able to register after this time.
- The EGM will be streamed live at the scheduled time and date indicated above to registered MTN shareholders who will receive a link to the EGM 24 hours before the EGM. Registered shareholders will also receive a short message service (SMS/USSD) prompt on their registered mobile numbers 24 hours before the EGM acting as a reminder of the EGM and providing a link to the livestream. A second SMS/USSD prompt will be sent one hour ahead of the EGM. By registering to attend the EGM, a shareholder consents to receive these messages.

Right of shareholders to ask questions

- Shareholders have the right to ask questions at the EGM. Shareholders may also ask questions in writing prior to the meeting as follows:
 - by sending their written question by email to mtnuganda@image.co.ke;
 - in the case of shareholders who will have registered to participate in the EGM electronically, by asking questions by SMS by dialling the USSD code contained in the SMS/USSD prompt(s) referred to above and selecting the option (*Ask Question*) on the prompts or via the *Question Tab* on the livestream link during the EGM; and
 - to the extent possible, by physically delivering their written questions with return physical address or email address to the Company Secretary at the Company’s 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 mode selected by the shareholder. A full list of questions received and the answers provided will be published on our website within 24 hours of the conclusion of the EGM.
- Shareholders are advised to submit their questions by **01 July 2025 at 10:00 a.m.**

Voting

- All MTN shareholders are entitled to vote at the EGM. Every shareholder present at the meeting (in person, electronically or by proxy) will be entitled to one vote, and on a poll will 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 resolution put forward in this EGM Notice. Shareholders attending electronically may follow the EGM proceedings using the livestream platform and vote (when prompted) using the livestream link or by following the USSD prompts.

- The resolution to be passed at the EGM is a special resolution. Special resolutions require the support of not less than 75% of the voting rights exercised on each of them by MTN shareholders.

Attendance at EGM and proxies

- As indicated above, only a person whose name appears in the shareholder register on **01 July 2025 at 10:00 a.m.** is entitled to attend, speak and vote at the EGM.
- A shareholder who is entitled to attend, speak and vote at the EGM is entitled to appoint one or more proxies to attend, speak and vote instead of himself/herself/itself. Such proxy need not be a shareholder but must be an individual. A proxy form may be downloaded from our website www.mtn.co.ug/investors. The appointment of a proxy will not preclude the shareholder who appointed that proxy from attending the EGM 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 EGM are encouraged to use the proxy form to ensure that their votes on the resolution are taken into account.
- For the appointment to be valid, duly executed proxy forms must be delivered electronically via email to 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.**:
 - at the Company’s 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.

Legal adviser for the Proposed Transaction



S&L Chambers
Plot 14, MacKinnon Road
KAMPALA

Financial adviser for the Proposed Transaction



Stanbic Bank

Crested Towers, Short Tower
Plot 17, Hannington Road
KAMPALA