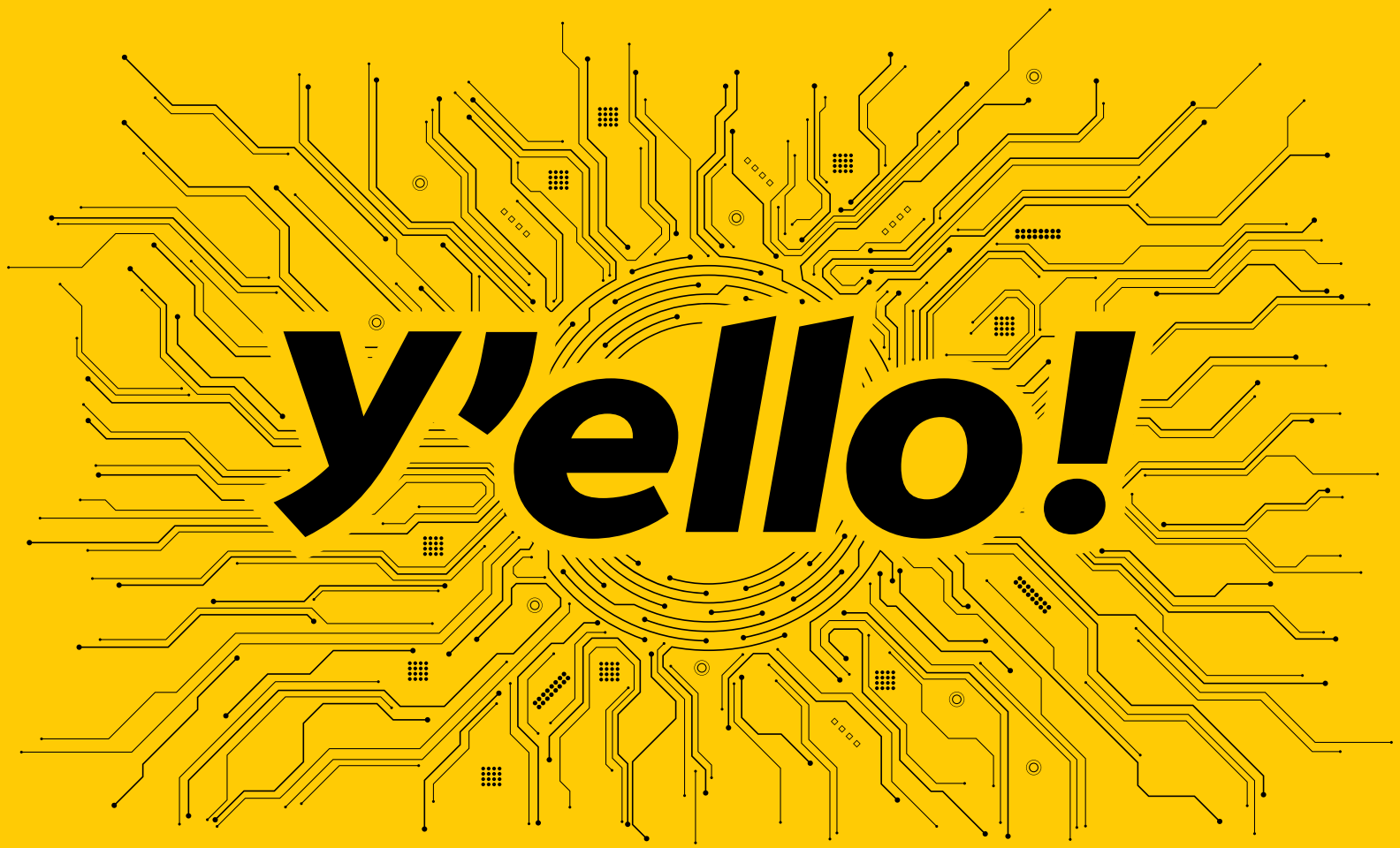
Making
Uganda
DIGITALLY
Unstoppable



ANNUAL REPORT 2025

MTN



MTN


27 years of delivering unstoppable solutions to our customers

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Glossary

2G	Second generation mobile
3G	Third generation mobile
4G/LTE	Fourth generation of long-term evolution mobile communications
5G	Fifth generation mobile
AI	Artificial Intelligence
AGM	MTN Uganda's annual general meeting for 2026 (relating to the year ended 31 December 2025)
AML/CFT	Anti-money laundering and combating the financing of terrorism
API	Application Programming Interface
App	Software application or software application programme
ARM	Board Audit and Risk Management Committee
ARPU	Average revenue per user
BOU	Bank of Uganda
Board	Board of directors of MTN
Capex (IAS 17)	Capital expenditure (International Accounting Standard 17) (excluding NTO Licence fees)
Chenosis	A pan-African API marketplace that enables developers and businesses to discover and subscribe to a library of open APIs
CMA	Capital Markets Authority
CMA Corporate Governance Regulations	Capital Markets (Corporate Governance) Regulations 2025
Communications Act	Uganda Communications Act (Cap. 103)
Companies Act	Companies Act (Cap. 106)
CVM	Customer value management
CSI or CSR	Corporate social impact or responsibility
EBIT	MTN earnings before interest and tax
EBITDA	MTN earnings before interest, tax, depreciation and amortisation
e-NPS	Employee Net Promoter Score
ERM	Enterprise Risk Management
EVP	Employee Value Proposition
Fintech	Includes MoMo, e-commerce, insurance, airtime lending and data monetisation streams
FY	Financial Year
ESG	Environment, social and governance
GCA	Group Culture Audit
GDP	Gross Domestic Product
GHG	Greenhouse gas emissions
GOU	Government of Uganda
GRI	Global Reporting Initiative
GSM	Global system for mobile communication
ICT	Information and communication technologies
IFRS	International Financial Reporting Standards

IIRC	International Integrated Reporting Council
ISO	International Organisation for Standardisation
KYC	Know your customer; a process to identify and verify customer identity
MoMo	MTN MoMo's mobile payments system
MTN and MTN Uganda	MTN Uganda Limited
MTN MoMo	MTN Mobile Money Uganda Limited
NaaS	Network as a Service
NDP	Fourth Uganda National Development Plan 2025-2030
NPS	Net Promoter Score
NPS Act	National Payment Systems Act (Cap. 59)
NTO Licence	national telecommunications operator licence issued to MTN Uganda by UCC for MTN Uganda to provide telecommunications services as a designated national telecommunication operator in Uganda for the period 1 July 2020 to 30 June 2032
OTT	Over-the-top services
Real GDP	Real Gross Domestic Product, an inflation-adjusted measure that reflects the value of all goods and services produced by an economy each year
RHSE	Board Remuneration, Human Resource, Social and Ethics Committee
SIM-card	Subscriber Identity Module-card

Six Capitals	As defined by IIRC, the Six Capitals represent the various resources and relationships an organisation uses to create financial and non-financial value
SME	Small-and-medium enterprises
SMS	Short message service
SBTi	Science Based Targets initiative
tCO	Tonnes of carbon dioxide equivalent
UCC	Uganda Communications Commission
UGX	Uganda Shilling, the official currency of Uganda
UN	United Nations
UN SDGs	The United Nations Sustainable Development Goals formulated by the United Nations General Assembly.
URA	Uganda Revenue Authority
USD	United States Dollar, the official currency of the United States of America
USE	Uganda Securities Exchange
USE Listing Rules	USE Listing Rules 2025
USSD	Unstructured Supplementary Service Data, a communications code (*1234#) used by mobile telephones to communicate with the mobile network operator
YoY	Year-over-Year, which compares data from the current year [2025] versus the previous year [2024]



MTN Uganda 2024 Annual General Meeting

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 2025 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 **Friday, 10 April 2026** at **10.00 a.m.** to conduct the following business:

Ordinary Business

1 To receive, consider, and if approved, adopt the Company's audited accounts for the year ended 31 December 2025, together with the reports of the directors and external auditor thereon.

2 To approve and declare the payment of a **final dividend** of UGX 8.25 per ordinary share (UGX 184.7 billion) for the year ended 31 December 2025.

3 To elect directors of the Company as follows:

(a) **Mr. Charles Mbire** retires in rotation in accordance with Article 98 and 99 of the Articles of Association and, being eligible, offers himself for re-election;

(b) **Mr. Sugentharen Perumal** retires in rotation in accordance with Articles 98 and 99 of the Articles of Association and, being eligible, offers himself for re-election; and

(c) **Dr. David Ogong,** having been appointed as a director in accordance with Article 96(b) of the Articles of Association, offers himself for confirmation of appointment.

4. 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 2026, and to authorise the directors to fix their remuneration for that purpose.

5. 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
19 March 2026

Notes

Registration for the AGM

1. 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 choose to participate in the meeting physically or virtually during registration.
2. Shareholders wishing to participate in the AGM should register by doing the following:
   a) Dialing ***284*701#** for Uganda telecommunications networks and ***483*905#** for Kenya telecommunications networks and following the various prompts regarding the registration process; or
   b) Sending a request via email to be registered to **mtnuganda@image.co.ke;** or
   c) Shareholders with email addresses will receive a registration link via email, which can be used to register.
3. 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 following 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.**
4. Registration for the AGM opens on **Friday, 20 March 2026** at **10:00 a.m.** and will close on **Thursday, 9 April 2026 at 10.00 a.m.** Shareholders will not be able to register after this time.
5. 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

6. Shareholders have the right to ask questions at the AGM. Shareholders may also ask questions in writing prior to the meeting as follows:
   (a) Sending their written question by email to **mtnuganda@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.
7. 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.
8. Shareholders are advised to submit their questions by **Thursday, 9 April 2026,** at **10.00 a.m.**

Voting

9. 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.
10. 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.
11. In line with the Companies Act (Cap. 106) 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.

Notes

Attendance of AGM and Proxies

12. As indicated above, only a person whose name appears on the Company's share register on **Thursday, 9 April 2026** at **10.00 a.m.** is entitled to attend the AGM.

13. 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 at **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 considered.

14. 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 **Thursday, 9 April 2026** 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

15. The books closure date for entitlement to the final dividend is **Friday, 10 April 2026.** Only shareholders registered in the books of the Company at the close of business on that date are entitled to receive the final dividend.

16. On **Thursday, 30 April 2026,** 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

17. 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.

Explanatory Notes to the Resolutions

We welcome you to the fifth AGM of the Company following its listing on the USE on 6 December 2021. Explanatory notes are provided below for the resolutions set out in the notice of the AGM. At the meeting, you will be requested to vote in favour of the proposed resolutions. Please note that if you abstain from voting, you will not be counted in the calculation of the proportion of votes for or against a resolution.

Resolution 1: 2025 Audited Accounts

"To receive, consider and, if approved, adopt the Company's audited accounts for the year ended 31 December 2025, together with the reports of the directors and external auditor thereon."

Explanatory note:

Pursuant to the requirements of the Companies Act (Cap. 106), the directors of the Company are mandated to prepare financial statements for each year. In line with those provisions, the 2025 financial statements have been prepared, audited, approved and included in the 2025 Annual Report. The Annual Report also contains the report of the directors and the Company's external auditor on the audited financial statements.

The directors are required by the Companies Act to lay before the Company in the general meeting for each financial year copies of the financial statements of the Company made up to a date not exceeding nine months prior to the date of the meeting. This provides the shareholders with the opportunity to ask questions about the content of the audited financial statements.

We urge you to vote in support of the motion to receive the audited financial statements and the accompanying reports.

Resolution 2: Final Dividend

"To approve and declare the payment of a final dividend of UGX 8.25 per ordinary share (UGX 184.7 billion) for the year ended 31 December 2025."

Explanatory note:

The Companies Act empowers the Company to declare and pay a dividend based upon a recommendation by the directors and with reference to the accounts of the Company. Article 53 of the Company's Articles of Association provides that the shareholders in a general meeting may declare a final dividend by ordinary resolution, but no dividend shall exceed the amount recommended by the directors acting in accordance with the Company's prevailing dividend policy.

The proposed amount of UGX 8.25 per ordinary share (UGX 184.7 billion) constitutes the final dividend for the year ended 31 December 2025.

As such, the entire consolidated dividend for 2025 is UGX 643.7 billion (UGX 28.75 per share). This includes the final dividend of UGX 184.7 billion and two interim dividends paid in September and December 2025 of UGX 223.9 billion (UGX 10.0 per share) and UGX 235.1 billion (UGX 10.5 per share) respectively.

The dividend payout translates to 94.8% of profit and total comprehensive income for 2025 and is in line with our dividend policy of a 60% minimum of our distributable income allocated to pay-outs.

We urge you to vote in support of the motion to declare and approve the final dividend of UGX 8.25 per ordinary share (UGX 184.7 billion) for the year ended 31 December 2025.

Resolution 3: Election of Directors

"To elect Mr. Charles Mbire and Mr. Sugentharen Perumal, who retire by rotation as directors of the Company, and to confirm the appointment of Dr. David Ogong as directors of the Company".

Explanatory note:

Regarding rotation, Articles 97, 98 and 99 of the Articles of Association provide that each director of the Company (other than executive directors) shall retire and be eligible for re-election or re-appointment upon the lapse of an initial three-year term. In addition, at least one third of the non-executive directors shall retire from office at an AGM every three years and the director so retiring shall be eligible for re-election. On this basis, Mr. Charles Mbire, Mr. Sugentharen Perumal retire by rotation and being eligible, offer themselves for re-election.

Pursuant to Article 96(b) of the Articles of Association, any person who is willing and permitted by law to act as a director may be appointed by a decision of the directors of the Company to fill a casual vacancy. On this basis, the directors appointed **Dr. David Ogong** as a non-executive director and recommend the confirmation of their appointments.

Dr. Ogong is a seasoned strategy, planning and regulatory executive with more than 25 years of experience in the financial services, communications and public capital markets sub-sectors. He is currently the chairperson of the board of directors of the National Social Security Fund.

In line with the CMA Corporate Governance Regulations, the Companies Act and the Articles of Association, we request that you support the motion to elect Mr. Mbire, Mr. Perumal, Dr. Ogong as directors of the Company.

Resolution 4: External Auditor

"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 2026, and to authorise the directors to fix their remuneration for that purpose."

Explanatory note:

The Companies Act requires the Company to appoint an auditor to hold office from the conclusion of that general meeting until the conclusion of the next general meeting. The Companies Act further permits the remuneration of the external auditor appointed by the shareholders to be fixed in such manner as the general meeting may determine. Article 142 of the Company's Articles of Association provides that the external auditors shall be appointed by the shareholders and their remuneration decided by the directors.

In line with the Companies Act and the Company's Articles of Association, we request that you support the motion to approve the re-appointment of Ernst & Young Uganda as external auditors of the Company, and to authorise the directors to fix their remuneration for the audit of the Company's accounts for the year ending 31 December 2026. The directors will be guided in this regard by the Audit and Risk Management Committee.

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Who We Are

MTN Uganda is part of MTN Group, Africa's largest mobile network operator, leading technology and digital innovation across 16 countries in Africa and the Middle East. MTN has been dedicated to Uganda's development since its establishment 27 years ago. We are committed to changing lives by creating shared value and driving digital innovative solutions for Uganda's progress.

The MTN Group has operations in Benin, Botswana, Cameroon, Congo Brazzaville, Cote d'Ivoire, eSwatini, Ghana, Iran, Liberia, Nigeria, Rwanda, South Africa, South-Sudan, Sudan, Zambia, and

Uganda





MTN Uganda subscribers
24.2m

MTN Group subscribers
307.2m

MTN Group presence
16 Countries

Value Created in 2025

The Six Capitals:

MTN continued to create sustainable value by responsibly transforming six forms of capital: financial, manufactured, intellectual, human, social and relationship, and natural capital. Together, these capitals power our business model and sustain our ability to deliver reliable connectivity, digital platforms and financial solutions that enable the benefits of a modern connected life for all Ugandans.

The Capitals


Financial


Social


Manufactured


Human


Intellectual


Natural

Financial Capital

This enables MTN to invest in network infrastructure, platforms and people, meet regulatory obligations and deliver sustainable returns to shareholders.



How we achieve

- Sustained revenue growth driven by increased data and fintech usage.
- Disciplined cost management and prudent capital allocation.
- Continued investment in priority infrastructure and platforms.
- Maintenance of a clear dividend policy.

Trade off and strategic ambition

A resilient balance sheet and strong cash generation will enable MTN to fund its priorities across connectivity, fintech and digital infrastructure while sustaining shareholder value.

2025 Tangible Outcomes

Total revenue ↑ UGX 3.6 tn	Dividends paid ↑ UGX 643.7 bn
Profit after tax rose ↑ UGX 678.8 bn	Taxes contributed ↑ UGX 1.6 tn
Total Equity ↑ UGX 1.2 tn	Market capitalisation ↑ UGX 7.1 tn

Natural Capital

This reflects MTN's use of energy and natural resources, and its responsibility to minimise environmental impact while operating a nationwide network.



How we achieve

- Increased deployment of solar and hybrid energy.
- Optimisation of network infrastructure to improve energy efficiency.
- Infrastructure sharing to reduce duplication and environmental footprint.
- Sustainability reporting.

Trade off and strategic ambition

43% average reduction in absolute emissions (tCO e) for Scopes 1, 2 and 3 using 2021 as the baseline, in line with our 2030 SBTi targets and net zero by 2040.

Our investment in emissions reductions and renewable energy benefits of manufactured, social capitals and financial capital.

2025 Tangible Outcomes

Green Sites ↑ 3,712	Carbon Emission Growth ↓ 43% *From 2021 Baseline*
Waste Recycled ↑ 2.6%	Water Consumption ↓ 54,593 M3
Publication of MTN's inaugural Sustainability Report	
Infrastructure sharing contributing to reduced land use and energy intensity	

Social and Relationship Capital

This reflects the trust, partnerships and relationships MTN maintains with customers, communities, regulators, partners and other stakeholders.

How we achieve

- Purpose-led community engagement and inclusive access initiatives.
- Partnerships with cultural institutions to support digital inclusion.
- Brand-led engagement reinforcing trust, relevance and national connection.

Trade off and strategic ambition

MTN is a material contributor to the communities in which we operate, not only by providing our services and products, but also through our CSR spend, which is focused on enabling digital transformation within these communities.

Our commitment to digital and financial inclusion transforms society and benefits social capital through the development of skills and enterprises but has a short-term negative impact on financial capital.

2025 Tangible Outcomes

Corporate Social Investment
↑ UGX 5.1 bn

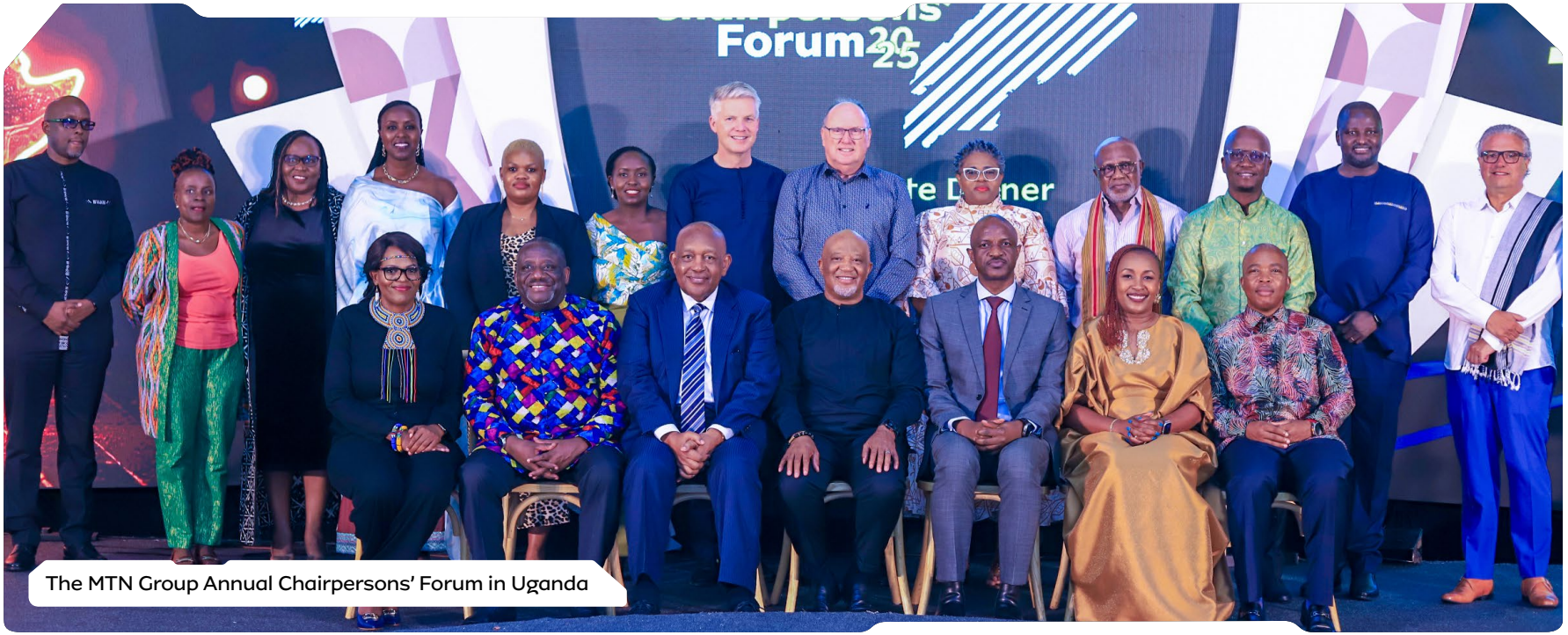
Spend on local suppliers
↑ UGX 1.0 tn

Y'ello Care 2025: Connecting at the Roots – Connecting Communities through Digital Tools

Local Shareholders ↑ 94.5%

Recognition as **Most Admired Telecommunications Brand** at the Brand Africa Awards

GOAT Brand of All Time (Legacy) at the Marketers' Fireplace 2025



The MTN Group Annual Chairpersons' Forum in Uganda

Manufactured capital

This comprises the physical and digital infrastructure that enables us to deliver reliable connectivity and digital services nationwide, including mobile networks, fibre, transmission and distribution channels.

How we achieve

- Continued investment in expanding and modernising network infrastructure.
- Focused on improving coverage, capacity and service quality.
- "Densification" of fibre infrastructure (the goal of supporting more capacity within the same area or footprint) to support data and enterprise demand.
- Collaboration through network infrastructure sharing to enhance efficiency and reach.

Trade off and strategic ambition

A strong, efficient network foundation will enable MTN to scale connectivity, fintech and digital platforms.

While this means our financial capital and natural capital were negatively impacted, a positive outcome of this was the provision of world-class communications, enhancing the social, intellectual and human capitals as the number of people covered by our networks increased.

2025 Tangible Outcomes

Total investment ↑ UGX 549.4 bn	5G population coverage ↑ 19.0% From 15.3%
4G LTE population coverage ↑ 88.6% From 87.9%	Fibre footprint ↑ 27,037 km

Network infrastructure sharing with Airtel Uganda improved coverage efficiency and accelerated broadband reach

Intellectual Capital

Intellectual capital includes MTN's brand equity, digital platforms, data capabilities, innovation and customer insights, underpinning customer experience, product development and platform growth.

How we achieve

- Strengthening of digital and fintech platforms to support scale and relevance.
- Structural separation of MTN MoMo to sharpen operational focus and enhance agility.
- Expansion of data-led insights to support innovation and value creation.
- Focused on improving coverage, capacity and service quality.

Trade off and strategic ambition

A sharper platform structure and stronger data-led capabilities will accelerate MTN's evolution into a platform-driven business.

Our strategic ambitions across connectivity, fintech and digital infrastructure require material investment in financial capital and skills (human and intellectual capitals) and should grow the stocks of each of these capitals, as well as social capital.

2025 Tangible Outcomes

MTN MoMo Shareholder Approval ↑ 99.9%	Data subscribers ↑ 12.0 m
MoMo Transaction Value ↑ UGX 195.5 tn Supported on our platform	Smartphone Penetration 42.3%
Fiber Home Connections ↑ 300 k	Businesses Using MoMo 115 k



MTN Uganda receives the Employer of The Year Gold Award

Human Capital

Human capital encompasses the skills, experience, wellbeing and diversity of MTN's people, who are central to delivering strategy, innovation and customer experience.

How we achieve

- Investment in leadership development and digital skills.
- Strengthening talent pipelines for critical digital and platform capabilities.
- Continued focus on diversity, inclusion and gender representation.
- Embedding a high-performance, values-led culture aligned to customer-centricity.

Trade off and strategic ambition

A skilled, engaged and diverse workforce will enable MTN to execute its platform-led growth ambitions and sustain long-term performance.

Our investment in learning and education for our employees does potentially require a trade-off of intellectual capital in other areas and a short-term reduction in financial capital. In 2026, we will expanding our growth and learning opportunities across five critical skills: data science, fintech, digital product management, emerging technologies, and AI and machine learning.

Recognition as Employer of the Year for the second consecutive year by the Federation of Uganda Employers

2025 Tangible Outcomes

Total workforce ↑ 1,368 from 1,323	Female Representation ↑52.4%
Women in Senior Management ↑ 33.3%	Training Expense ↑ UGX 4.0 bn
MTN Staff Rating ↑ 92%	Differently Abled Persons ↑0.6%

UN SDGs: Driving Inclusive Growth and Enabling Progress

The value created across the Six Capitals advances MTN's contribution to the UN SDGs and reinforces the strategic priorities set out under ***Ambition 2025***.

Through our core connectivity, fintech and digital infrastructure platforms, alongside targeted community investments, MTN contributes measurably to economic participation, digital inclusion and environmental stewardship.

In 2025, our contribution to the SDGs was reflected in measurable outcomes across economic, social and environmental dimensions.





- Expansion of mobile money and fintech services, increasing financial access and participation across 24.2 million subscribers.
- More than 114,000 businesses (up from 86,000 in 2024) actively using MoMo Pay to digitise transactions and grow income opportunities.
- Introduction of the MoMo Virtual Card, expanding access to secure e-commerce participation.





- Delivered digital infrastructure, devices and internet connectivity to education facilities under ***Y'ello*** Care 2025.
- Reached more than 67,000 beneficiaries through partnerships with four cultural institutions.
- Supported STEM participation through the World Robot Olympiad Uganda National Championship (20 schools, over 200 students).
- Supported digital skills and innovation through ***MTN Changemakers*** Phase 3.



- Total revenue of UGX 3.6 trillion (+13.6% YoY).
- UGX 1.6 trillion in taxes contributed in 2025 (UGX 2.4 trillion over three years) for national development.
- Increased share value through market capitalisation growth to UGX 7.1 trillion (+14.5%).
- Launch of ***MTN Ads***, enabling enterprises to create, target and measure campaigns through a self-service digital platform.
- Continued expansion of fintech services supporting enterprise liquidity and digital commerce.





- Delivered digital infrastructure, devices and internet connectivity to health facilities under ***Y'ello*** Care 2025.
- Extended connectivity support to community institutions serving health and social needs through partnerships with four cultural institutions.



- 52.4% female representation across the workforce.
- 33.3% women in senior management roles.
- Continued leadership development and inclusive talent programmes.
- 0.6% differently abled persons in the workforce.

- UGX 549.4 billion invested in network and platform expansion.
- 5G population coverage expanded to 19% (from 15.3%).
- 4G LTE population coverage increased to 88.6% (from 87.9%).
- Fibre footprint expanded to 27,037 kilometres.
- Structural separation of MTN MoMo to enhance agility and fintech platform growth.
- Launch of ***"Power to be Borderless"*** MoMo campaign, promoting cross-border remittance.

- Partnerships with four kingdoms under ***Y'ello*** Care 2025, strengthening digital inclusion across multiple regions.
- Community infrastructure branding initiatives in Hoima, Jinja and Arua, enhancing trading environments, customer access and digital participation.
- Support for ***Enkuuka 2025***, one of Buganda's largest annual cultural gatherings, strengthening cultural and community engagement.

- 3,712 sites upgraded to solar and hybrid energy solutions.
- Carbon emissions reduced to 6,571 tCO_2.
- Infrastructure sharing to reduce duplication and energy intensity.
- Publication of MTN's inaugural Sustainability Report.



- Total subscriber base increased to 24.2 million (+10%).
- Data subscribers grew to 12.0 million (+18.8%).
- Community-based inclusion initiatives reaching more than 67,000 beneficiaries.
- Tailored service propositions designed to address different income levels, usage needs and regional access gaps.

- Infrastructure sharing agreement with Airtel Uganda reducing duplication of network assets.
- Optimisation of capital allocation and disciplined cost management.
- Improved energy efficiency across network operations.

- Network infrastructure sharing agreement with Airtel Uganda.
- Partnerships with four cultural institutions under ***Y'ello*** Care 2025.
- Collaboration with Uganda Marketers Society and industry bodies .
- Enterprise and SME enablement through ***MTN Ads*** platform.

MTN MoMo Structural Separation

MTN Uganda shareholders voted overwhelmingly in support of the structural separation of MTN MoMo from MTN, registering 99.9% approval at an Extraordinary General Meeting held on 22 July 2025.

This followed issuance of comprehensive shareholder circulars and completion of a shareholder education and awareness programme across the country. Regional townhalls were held in Kampala, Masaka, Lira, Gulu, Mbarara, Fort Portal, Jinja, Mbale, Arua and Hoima to explain the details of the transaction to our shareholders through simple and tailored messaging. We also took advantage of radio stations and digital channels to reach those who were not physically visited by our teams.

The separation of the mobile money and fintech business from the telecommunications business is pivotal to ***Ambition 2025***. It will drive scale, efficiency, improved service delivery, and allow for strategic third-party partnerships into the fintech business line.

Shareholder Approval

99.9%



Regional shareholder townhalls across the country















MTN Customer Appreciation

Our customer engagement philosophy is geared towards enhancing business value by improving what matters to the customer and supporting the customer at each touchpoint of the customer journey. We ensure that the best customer experience is achieved by focusing on customer needs and expectations, and meeting them.

We employ various customer-centric initiatives: we set up an internal programme to ensure better customer experience; we continuously refresh and re-energise our brand identity; we consistently roll out NPS surveys; and we have enhanced ***MyMTN*** into a one-stop SuperApp that gives MTN customers full control of their accounts and mobile services, empowering them to enjoy a seamless experience without having to contact company representatives.

Every year, we commemorate ***Customer Appreciation Week*** when we get to go out and celebrate our customers who make us who we are because where our customers are concerned, it's all about YOU.

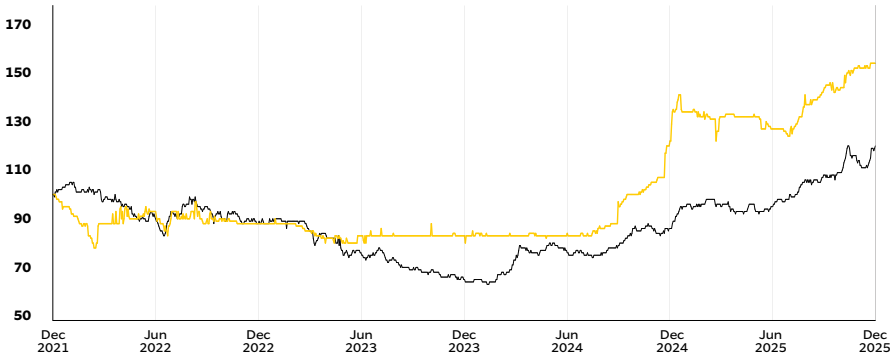
#1 **Customer Net Promoter Score**

Creating Value for our Shareholders

	2025	2024	2023	2022	2021	YoY Change
Summarised income statement (Ush million)						
Service revenue	3,566,206	3,143,587	2,629,863	2,265,928	2,040,227	13.4%
Non service revenue	37,844	29,133	39,284	20,324	19,860	29.9%
Total revenue	3,604,050	3,172,721	2,669,146	2,286,252	2,060,087	13.6%
Total expenses	(1,669,759)	(1,518,269)	(1,299,054)	(1,106,860)	(1,002,511)	10.0%
EBITDA	1,937,408	1,655,330	1,371,202	1,179,392	1,057,576	17.0%
EBIT	1,387,057	1,159,474	929,023	772,277	636,276	19.6%
Profit before tax	1,134,704	920,675	706,327	591,029	490,944	23.2%
Taxation	(455,942)	(279,128)	(213,251)	(184,979)	(150,533)	63.3%
Profit after tax	678,763	641,548	493,077	406,050	340,410	5.8%
Capex	549,403	418,000	353,455	334,968	270,196	31.4%
Summarised statement of financial position (Ush million)						
Total assets	5,358,185	4,670,604	4,682,540	3,969,799	3,298,395	14.7%
Total equity	1,226,272	1,196,792	1,014,219	903,998	836,159	2.5%
Total liabilities	4,131,913	3,473,813	3,668,322	3,065,801	2,462,236	18.9%
Net debt	1,355,564	1,237,622	1,220,574	1,121,287	907,559	9.5%
Summarised statement of cash flows (Ush million)						
Cash generated from operations	2,050,398	1,650,981	1,401,051	1,234,418	1,092,318	24.2%
Ending cash and cash equivalents	388,025	151,960	238,563	200,773	188,814	155.3%
Key metrics						
EBITDA margin	53.8%	52.2%	51.4%	51.6%	51.3%	1.6 pp
EBIT margin	38.5%	36.5%	34.8%	33.8%	30.9%	1.9 pp
Net profit margin	18.8%	20.2%	18.5%	17.8%	16.5%	-1.4 pp
Capex intensity	15.2%	13.2%	13.2%	14.7%	13.1%	2.1 pp
Return on equity	55.4%	53.6%	48.6%	44.9%	40.7%	1.7 pp
Return on assets	12.7%	13.7%	10.5%	10.2%	10.3%	-1.1 pp
Net debt to EBITDA	0.7x	0.7x	0.9x	1.0x	0.9x	-6.4%
Net debt to equity	1.1x	1.0x	1.2x	1.2x	1.1x	6.9%
Earnings per share	30.3	28.7	22.0	18.1	15.2	5.8%
Net asset value per share	54.8	53.5	45.3	40.4	37.3	2.5%
Dividend per share	28.8	22.6	18.0	15.9	15.0	27.2%

Share price performance

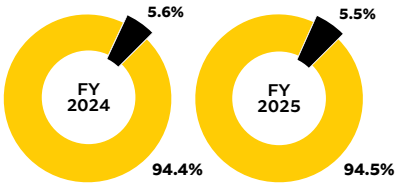
Price indexed to 100



Source: Uganda Securities Exchange
6 December 2021 to 31 December 2025

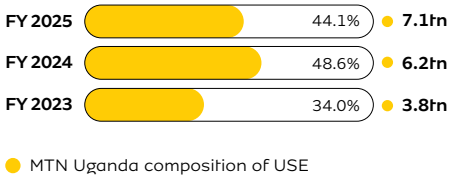
MTN Uganda Share price
USE All Share Index (ALSI)

Shareholding analysis by nationality of holders



Our market capitalisation

Amount in UGX

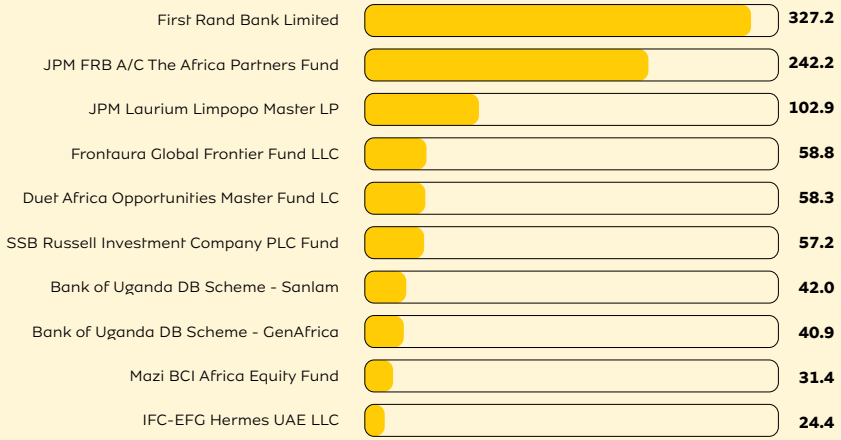


MTN Uganda shareholding breakdown

	Number of shares	% of shares in issue
MTN Group	17,019,004,616	76.0%
National Social Security Fund	2,740,518,468	12.2%
Institutional shareholders	1,484,469,249	6.6%
Mbire Charles Michael	895,561,810	4.0%
Retail shareholders	249,490,096	1.1%
Total	**22,389,044,239**	**100.0%**

Top 10 institutional shareholders excluding MTN Group & NSSF

Number of shares (millions)

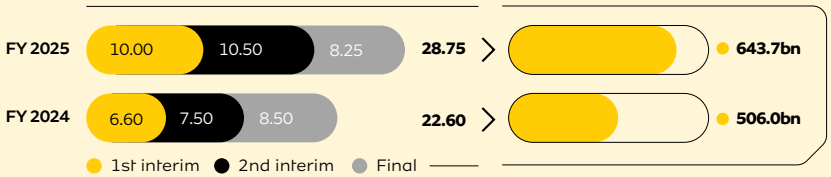


Dividends per share

Amount in UGX

Total dividends

Amount in UGX



- Ticker symbol: **MTNU UG**
- Stock exchange: **USE**
- Shares outstanding: **22,389,044,239**
- Market capitalisation: **UGX 7.1 trillion**
- Free float: **20.0%**

Investor relations upcoming events

Annual General Meeting	**10 April 2026**
Q1 2026 Earnings Release	**07 May 2026**
H1 2026 Earnings Release	**07 August 2026**

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Our Report

This Annual Report is MTN's primary communication to all stakeholders and aims to enable them to make an informed assessment of the company's performance and prospects in Uganda.

The Annual Report provides a balanced review of the material matters that the company faces: our use of the capital; our key operational, financial, economic, ESG performance; how we are governed; our engagement with stakeholders; as well as our risks and opportunities.



Scope and boundary

Our material matters, as well as our strategy, form the anchor of the report and determine its content. The report covers the period 1 January to 31 December 2025, and gives commentary, performance measures and prospects for MTN's operations. The full set of annual financial statements can also be accessed at the 'Investors' page on the MTN website – **www.mtn.co.ug/investors**



Basis for preparation

This report is prepared by the Investor Relations team, reporting to the Chief Financial Officer. In determining its content, we assess the annual business plan, our strategy and issues that materially impact our ability to create and preserve value. These reports include details of our operating context, our strategic performance, our stakeholder engagement, as well as risks and opportunities.



Approach to materiality

We recognise the interconnectedness of our operations, the environment and society, as each of these factors impacts the others in various ways both positively and negatively which often change over time.

We consider financial materiality and impact materiality in our operations and reporting. Financial materiality follows various codes, standards and frameworks, while impact materiality follows the GRI standards. MTN considers a range of matters that can affect our ability to create value for our stakeholders. We acknowledge that materiality is a dynamic area, with the potential for sustainability measures to shift between financial and impact materiality, which drives our annual process to identify key material matters for the company. This Annual Report and the separate Sustainability Report address the financial (financial reporting) and impact (sustainability reporting) materiality of the matters affecting our business.

Our materiality determination process involves identifying potentially relevant material matters, evaluating these matters, prioritising matters based on the likelihood of occurrence and the magnitude of impact and ensuring alignment and integration with our strategic priorities by establishing appropriate management actions to capitalise on factors that offer opportunities for greater value creation, and implementing interventions to mitigate those matters that could potentially disrupt value creation.



Controls and combined assurance

The Board ensures an effective control environment which supports the integrity of our information. We use a combined assurance model which considers the role of management, control functions, internal and external audit and Board committees. For 2025, we assessed our controls to be adequate and effective.



Financial information

We apply IFRS as issued by the International Accounting Standards Board and interpretations as issued by the IFRS Interpretations Committee. We comply with the annual reporting requirements of the CMA Corporate Governance Regulations and the USE Listing Rules. We also comply with the requirements of the Companies Act.



Non-financial information

We use local and global standards and guidelines to compile non-financial information. These include the International Integrated Reporting Council, the Companies Act, the CMA Corporate Governance Regulations and the USE Listing Rules.

Disclosures regarding our sustainability reporting are guided by MTN and MTN Group's signatory membership of the ***United Nations Global Compact,*** a non-binding United Nations pact to encourage businesses to adopt sustainable and socially responsible policies, the ***Global Reporting Initiative Standards***, an international independent standards organization that provides global sustainability reporting standards, the ***United Nations Guiding Principles on Business and Human Rights***, a set of guidelines for companies to prevent, address and remedy human rights abuses committed in business operations, the ***Carbon Disclosure Project***, an international non-profit organisation which fosters environmental reporting and risk management, and the ***King Report (IV) on Corporate Governance***.

Forward-looking information

Opinions and forward-looking statements expressed in this report represent those of the company at the time. Undue reliance should not be placed on such statements and opinions because by nature, they are subject to known and unknown risk and uncertainties and can be affected by other factors that could cause actual results and company plans and objectives to differ materially from those expressed in the forward-looking statements.

Neither the company nor any of its respective affiliates, advisers or representatives shall have any liability whatsoever for any loss howsoever arising from any use of this report or its contents, and do not undertake to publicly update or revise any of its opinions or forward-looking statements.

Approval by the Board

The Board is responsible for the Annual Report, and believes that this report addresses all material issues and presents a balanced and fair account of the company's performance for the reporting period, as well as an accurate reflection of our core strategic commitments for the short, medium and long term. The Audit and Risk Management Committee ensures the integrity of the Annual Report and has applied its collective mind to its preparation and presentation.

The Board approved the consolidated audited financial statements for the year ended 31 December 2025 on 12 March 2026.

Charles Mbire
Board Chairperson

Sylvia Mulinge
Chief Executive Officer



MTN Uganda 2024 Annual General Meeting

Our Purpose Statement

MTN is a Ugandan telecommunications operator with the strategic intent of providing telecommunications and digital solutions for Uganda's progress. Inspired by our belief that everyone deserves the benefits of a modern connected life, we provide a diverse range of voice, data, digital, fintech, wholesale and enterprise services to approximately 24.2 million subscribers. Our industry leadership in coverage, capacity and innovation reflects the steadfast and progressive nature of our customer base.

The opportunity we have been granted to play a role in Uganda's evolution has been our great privilege. A proudly Ugandan company with a rich heritage, we are committed to using our technology and assets to help build a better tomorrow where businesses expand; the economy grows, and people progress. Guided by the principle of shared value which enables shared prosperity, we know that the success and growth of our business are tied to the wellbeing and development of the community where we live and work.

This is why MTN is constantly looking for opportunities and possibilities to make a positive and sustainable impact, and we support our customers and stakeholders by realising the benefits of a modern connected life through the execution of our sustainability framework. Sustainability is at the core of our business strategy as we strive to create shared value for our stakeholders.

Our Proposition to our Customers

Customer-centricity is at the core of MTN's growth strategy. We believe that best customer experience is not only great for our customers, but also great for MTN.

We aspire to lead the market in overall NPS, reduce monthly churn and achieve the best brand in Uganda. Through our CVM, we achieve these objectives by revamping the customer experience at each touchpoint and along the entire customer journey and being consistently pro-consumer by providing a world-class point-of-sale experience that is easy, personal, in control and connected.

As part of our CVM, we are also committed to ensuring the best customer experience is achieved by focusing on customer needs and expectations and meeting them. We strive to protect customers and ensure fairness for those interacting with our products and services. We aim to ensure that our customers achieve fair outcomes and that the relationship of trust between us is maintained and enhanced; performance and service is in line with our customer expectations and instill transparent customer complaints procedures and other related changes in our customer approaches intended to ultimately improve customer experience.

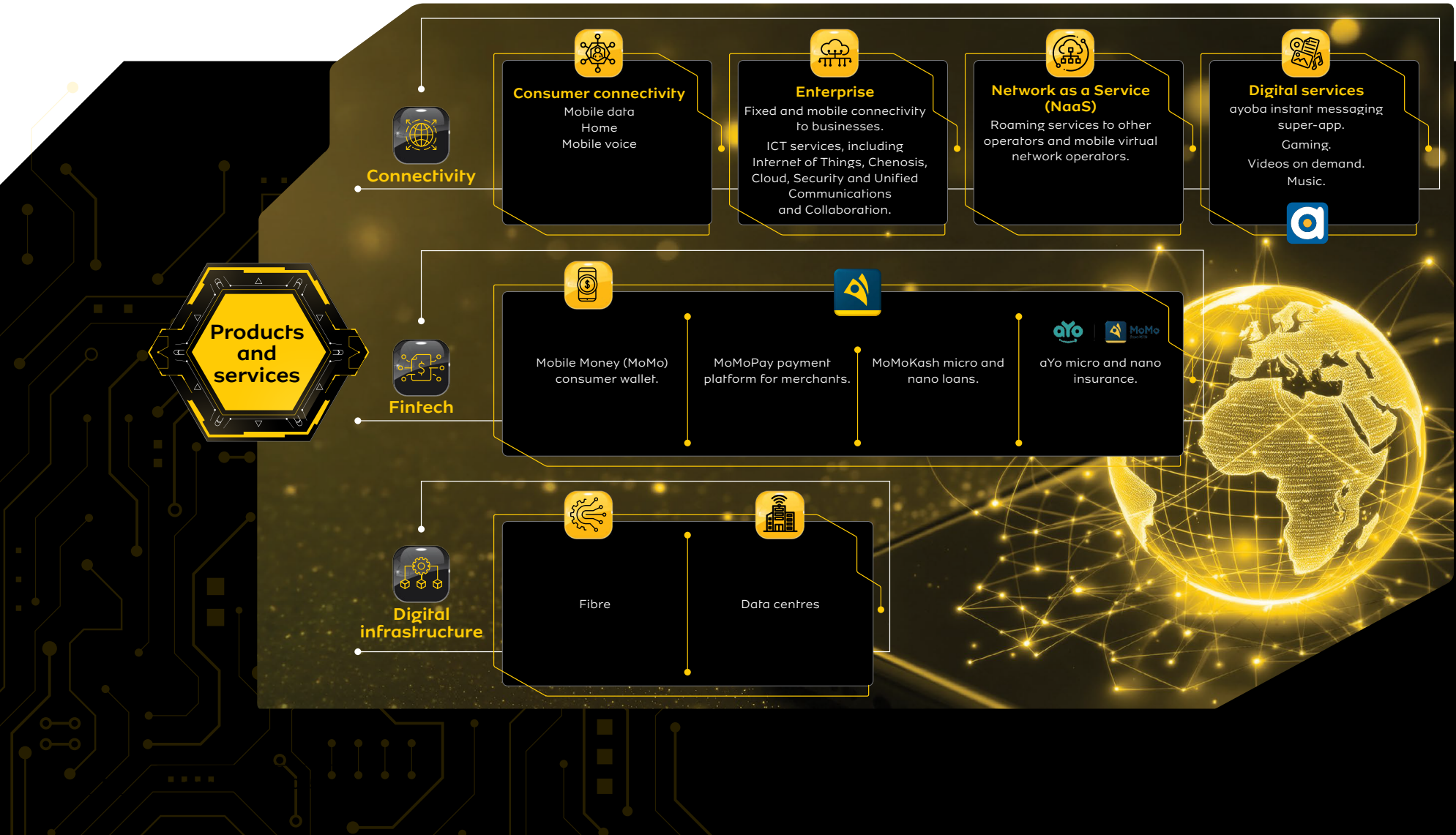
We also believe that customer feedback is essential. Whether positive or negative, feedback provides an understanding of the customers' thoughts on the business' products and services, "the good, the bad and the ugly". We value negative feedback, and we believe a complaining customer is an engaged customer.

Our approach is guided by globally defined standards such as the Financial Conduct Authority *Treating Customers Fairly* framework.



Our Business Model

We provide a wide range of products and services tailored to meet the varied needs of our customers. Our goal is to deliver comprehensive and innovative solutions that keep customers connected and enhance their digital lifestyles. Our purpose is to enable the benefits of a modern connected life for everyone with the aim to create long-term value for our stakeholders while navigating the dynamic environment in which we operate.

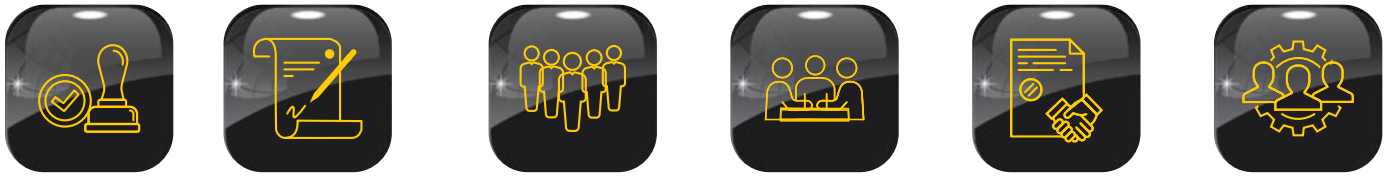


Our Stakeholder Engagement Values

We strive to be the partner of choice to our nation-state hosts, communities, suppliers and stakeholders in Uganda. Informed consultation and stakeholder participation are vital enablers for our value-creation efforts.

MTN appreciates the interdependence between effective stakeholder management and organisational performance. We place great importance on the "social license to operate" which we at MTN define as a concept used to describe the importance of having broad-based stakeholder consent or support for our business. The failure to manage stakeholder concerns, hence losing stakeholder support, can result in severe disruption to our business operations.

A Snapshot of our Stakeholders



Government | Regulators and policymakers | Civil society | Investment community | Subscribers/ customers | MTNers

Stakeholder	Key engagement Issues in 2025	Our Response
GOU and regulators	➤ A positive impact on socioeconomic development. ➤ Strong business performance and financial results. ➤ Compliance with legislation and regulations. ➤ A constructive contribution to industry.	➤ Paid UGX 1.6 trillion in taxes and added economic value. ➤ Deployed additional spectrum on the 2600MHz, 2300MHz, 700MHz and e-Band frequencies and increased 2G, 3G, 4G and 5G coverage. ➤ Spent UGX 1.0 trillion on local suppliers, creating economic value. ➤ Attained annual compliance certificate from UCC. ➤ Monitored the strategic intent behind emerging policy and regulatory trends.

Stakeholder	Key engagement Issues in 2025	Our Response
Subscribers / consumers 	➤ Network performance (speed of data connection and network quality). ➤ Customer service. ➤ Ability to resolve service queries or requests. ➤ Overall rates and prices. ➤ Pricing being easy to understand.	➤ Invested UGX 549.4 billion in our networks in 2025. ➤ Reduced the cost to communicate through innovative and tiered pricing. ➤ Advanced financial inclusion through our mobile financial services offerings, with MoMo transactions increasing from UGX 158.6 trillion in 2024 to UGX 195.5 trillion in 2025. ➤ Facilitated access to credit, with loan disbursed increasing from UGX 1.5 trillion in 2024 to UGX 2.7 trillion in 2025.
Investment community 	➤ Strong business performance and financial results. ➤ Compliance with legislation and regulations. ➤ Good corporate governance. ➤ Sustainability and ESG.	➤ Sustained MTN's financial and operational performance, with dividend increasing by 27.2% YoY. ➤ Executed strategy with a focus on accelerating growth and unlocking value for our stakeholders. ➤ Focused on ensuring that our enterprise-wide risk management systems are continuously strengthened and remain resilient. ➤ ESG designed to enhance social value.
Civil society 	➤ A positive impact on socioeconomic development. ➤ Network performance. ➤ Strong business performance and financial results. ➤ Good customer service. ➤ A constructive contribution to industry.	➤ Invested UGX 5.1 billion in CSR activities, including in programmes to empower youth to access decent work and become economically active. ➤ Supported programmes aligned GOU's NDP and ***Vision 2040.*** ➤ Advanced programmes to ensure girls and women have the skills and knowledge to advance economically.
Employees 	➤ Positive impact of leadership, communication and diversity actions. ➤ Their belief and connection to the goals and objectives of MTN. ➤ Safeguarding their health and wellbeing.	➤ Entrenched our employee value proposition ***"Live Inspired"*** to drive agility, flexibility and future fit skills for our workforce. ➤ Rating of 92% per employee. ➤ 52.4% women in our workforce and 33.3% women in senior management. ➤ Provided learning opportunities to employees through access to our online learning platform.



Chairperson's Statement

On behalf of the Board, I am pleased to present the Annual Report and Financial Statements of MTN for the year ended 31 December 2025

I am proud to report that 2025 was a defining year for MTN as we advanced key strategic priorities, strengthened our operating model and delivered tangible outcomes that positioned the company for its next phase of growth.

Most notable was the proposed structural separation and reorganisation of our mobile money and fintech business, which received overwhelming shareholder support (99.9% of votes cast) at the extraordinary general meeting held on 22 July 2025. This milestone represented a significant step in unlocking the value of our mobile money and fintech platform, enhancing our efforts to accelerate financial and digital inclusion and delivering sustainable value.

Over the course of 2026, we will seek the final phase of regulatory approvals and work towards the commercial implementation of the transaction.

*Since the start of the **Ambition 2025** strategy our customer base has almost doubled from 14.2 million at the start of 2021 to 24.2 million in 2025*

Charles Mbire
Board Chairperson

Ambition 2025 – Strategy Delivered

As we close out the ***Ambition 2025*** strategy cycle, I am proud to reflect on the progress MTN has achieved over the past five years, and further details are provided in the Strategy Report on Page 52. ***Ambition 2025*** was anchored on four strategic pillars: building valuable platforms; driving industry-leading connectivity operations; creating shared value through sustainability; and accelerating portfolio transformation.

In 2025, strong performance across these pillars demonstrated the successful delivery of this strategy and positioned the business for its next phase of growth.

Building valuable platforms remained a core focus as MTN continued to scale its digital and fintech capabilities. The relevance of our platforms was reflected in sustained market leadership, over the period. Since the start of the strategy in 2021 the total subscriber base almost doubled from 14.2 million to 24.2 million, while data subscribers increased from 4.6 million to 10.0 million and fintech subscribers from 8.5 million to 14.7 million.

Driving industry-leading connectivity operations underpinned performance across the business. Over the strategy period, MTN invested UGX 2.1 trillion in network infrastructure, enabling continued expansion of our 4G LTE population coverage to 88.6% and 5G population coverage to 19%.

Creating shared value through sustainability remained integral to strategy execution, and we delivered targeted community investments through the provision of digital infrastructure, devices and connectivity to health and education facilities.

Collectively, these and other outcomes articulated in our Strategy Report demonstrate the successful delivery of ***Ambition 2025*** and provide a strong foundation as MTN's strategy transitions.

Uplifting our Society – Social Impact and Sustainability

Creating shared value remains central to how MTN operates. In 2025, our staff participated in the annual ***Y'ello*** Care volunteerism initiative under the theme "*Connecting at the Roots – Connecting Communities through Digital Tools*".

Through this initiative, MTN partnered with four kingdoms, reaching more than 67,000 people by providing infrastructure, devices and internet to hospitals and education institutions as we invest to increase digital literacy in underserved communities. These interventions demonstrate how MTN leverages its capabilities, partnerships and people to deliver inclusive and sustainable impact. During the year, MTN committed a total of UGX 5.1 billion towards corporate social responsibility activities.

In recognition of our strong connection with our customers, MTN was named the ***Most Admired Telecommunications Brand*** at the Brand Africa Awards in 2025, reflecting the enduring trust in the MTN brand. We also celebrated strong recognition of our fintech and digital services at the Digital Impact Awards Africa 2025, where MTN and MTN MoMo received awards for ***Financial Services Digital Excellence, Technology Services Digital Excellence,*** and ***Digital Brand of the Year.***

Our people remain at the heart of this success and we were honoured to be named ***Employer of the Year for 2025*** by the Federation of Uganda Employers for the second consecutive year, affirming our focus on sound people-centric policies and employment equity.

Shared Value Contribution

URA Tax Contribution
UGX **1.6tn**

Infrastructure Investment
UGX **549.4bn**

Corporate Social Investment
UGX **5.1bn**

Direct Beneficiaries
22,400

Total Dividend
UGX **643.7bn**

Total Dividend Per Share
UGX **28.75**

2025 Dividend Summary

First Interim Dividend
UGX 223.9bn
First Interim Dividend Per Share
UGX 10.0

Second Interim Dividend
UGX 235.1bn
Second Interim Dividend Per Share
UGX 10.5

Final Dividend
UGX 184.7bn
Final Dividend Per Share
UGX 8.25

Sustainability remains a core component of MTN's long-term strategy and governance oversight. In 2025, we marked a significant milestone in this journey with the publication of MTN's inaugural Sustainability Report, reinforcing our commitment to transparency, accountability and the delivery of long-term social, environmental and economic impact.

Business Performance and Value Creation

MTN delivered solid operational and financial performance as we continued to execute our strategy and transform our business. Growth across our core services was supported by sustained investment in network capacity and digital platforms, increased adoption of mobile money services and resilience in both consumer and enterprise demand.

I am pleased to report that the Board has proposed a final dividend per share of UGX 8.25 per ordinary share (UGX 184.7 billion) for year ended 31 December 2025. The entire consolidated dividend for 2025 covering two interim dividends and the final dividend is UGX 643.7 billion (UGX 28.75 per share), representing a 27.2% growth in dividend declaration.

I further note an update to the dividend policy where we increased the minimum payout ratio from 60% to 75%. A revision in the payment cycle will be effected in 2026 increasing the payment from 3 times a year to quarterly payment.

We urge you to vote in support of the motion to declare and approve the final dividend of UGX 8.25 per ordinary share (UGX 184.7 billion).

MTN remained a significant contributor to the country's fiscal tax development. In 2025, MTN paid UGX 1.6 trillion in taxes compared to UGX 1.3 trillion in 2024.

Over the past three years, MTN has paid a cumulative UGX 2.4 trillion in taxes and regulatory fees.

In 2025, MTN was recognised as a top revenue contributor by the Uganda Revenue Authority and awarded the Highest Revenue Contribution Excel Award, reflecting our commitment to responsible business and Uganda's progress.

Governance

Strong governance underpins MTN's ability to create sustainable value and maintain stakeholder confidence. The company operates within a robust governance framework anchored on ethical conduct, transparency and compliance with applicable regulatory requirements.

In 2025, the Board strengthened internal controls, risk management and reporting processes, and confirms compliance with all applicable corporate governance standards, as detailed in the Annual Statement of Compliance that appears in the Corporate Governance Report.

I am happy to report that MTN received the ***Gold Award for Excellence in Integrated Reporting*** at the 2025 Institute of Certified Public Accountants of Uganda Financial Reporting Awards. I also congratulate Mr. Andrew Bugembe, our Chief Financial Officer, on being recognised as ***Chief Financial Officer of the Year*** and receiving the ***Finance Transformation Award*** at the 2025 East Africa CFO Awards.

Positioned for the Next Phase - *Beyond 2025*

Following the successful delivery of ***Ambition 2025***, MTN enters its next phase of growth under its ***Beyond 2025*** strategy on a strong foundation. The progress achieved over the past five years has reaffirmed the relevance of our strategic priorities and positions the business well for the next phase. Building on this momentum, we are sharpening our focus around three core platforms connectivity, fintech and digital infrastructure to capture value from the continued growth in data usage, digital adoption and financial inclusion.

In practical terms, this approach means strengthening network leadership and home broadband, advancing mobile money into a scaled, digital-first fintech platform, and positioning our digital infrastructure to support growing data, enterprise and platform demand.

When concluded, the structural separation of MTN MoMo will provide clearer operational and capital pathways for innovation, while sustained investment in network and fibre capacity ensures we remain well placed to serve our customers.

Looking ahead, our focus remains on disciplined execution, relevance, and delivering meaningful impact to support Uganda's digital transformation.

Appreciation

As MTN enters its next strategic phase, we do so with confidence in our platforms, our people and the role MTN continues to play in Uganda's development. The Board remains committed to providing effective oversight and guidance as the company continues to deliver sustainable value for its customers, shareholders and stakeholders.

The Board acknowledges the dedication and professionalism of MTN's employees across the organisation, and values the confidence of our shareholders, the trust placed in MTN by our customers and partners, and the constructive engagement of the GOU and our regulators.

2025 Dividend Policy Update

75%

- Minimum dividend payout ratio increased from 60%.
- Payments cycle reviewed from 3 times a year to quarterly.



MTN Group Chairpersons



Leadership Insights - CEO

It is a privilege to lead such an ambitious and diverse organisation. My priority is to steer the continued growth of MTN and leverage MTN's brand as the most trusted and valued by all consumers and stakeholders in Uganda. Our business approach, and our results, reflect our sustained commitment to customer-centricity.

Q: What was MTN's macroeconomic landscape in 2025?

A

Uganda enjoyed macroeconomic stability in 2025 despite ongoing global geopolitical and financial tensions. According to Bank of Uganda's state of the economy report, Uganda's economy grew by 6.3% in FY 2024/25 up from 6.1% in FY 2023/24, supported by strong performance in agriculture, industry, services, consumption, and investment. This growth is projected to increase to 6.5% –7.0% in FY 2025/26.

Inflation was steady with headline and core inflation averaging 3.6% and 3.9% respectively, while the Uganda Shilling appreciated against the US Dollar by 5.5% YoY on the back of increased export receipts and stable interbank foreign exchange liquidity. This currency strength is expected to hold, although potential headwinds from the regional trade flows and corporate demands could drive short-term variations.

Uganda also advanced from 4th to 3rd place in the 2025 Absa Africa Financial Markets Index, with an overall score of 66 up from 64 in 2024. Bank of Uganda attributes this improvement to sustained financial market reforms, including enhanced legal standards and enforceability, and the adoption of ESG frameworks.

Sylvia Mulinge

Chief Executive Officer

Q: How did these macro conditions affect MTN's performance?

A

MTN's performance reflected the team's continued commercial execution and momentum in a competitive operating environment, mitigated by some benefit from the ongoing macroeconomic stability in the country.

We registered significant growth in our subscriber base across the different service lines, with 24.2 million total subscribers (up 10.0%), 12.0 million active data subscribers (up 18.8%), and 14.7 million fintech subscribers (up 6.5%) maintaining our market share leadership.

Service revenue increased by 13.4%, anchored by strong growth in data as well as the resilience of our fintech business. Voice revenue was impacted by the revised mobile termination rates implemented in September 2024, but we continue to mitigate this through intensified on-ground execution in subscriber acquisition and service excellence. Contribution of voice revenue to service revenue reduced from 40.1% in 2024 to 35.7% in 2025, in favour of faster-growing data and fintech.

Data revenue increased by 28.8% to UGX 1.1 trillion, while fintech revenue increased by 17.3% to UGX 1.1 trillion. Notably, fintech's contribution to service revenue increased to 31.2% from 30.1% in 2024. The growth of our overall fintech ecosystem benefited from improvements in our partner value proposition in terms of price optimization, simpler onboarding processes and agile customer value management. The expansion of our financial services offering and continued push for digital payments underpinned a 23.3% growth in fintech transaction value to UGX 195.5 trillion.

Our performance was further supported by significant improvements in our network quality due to upgrades conducted on the overall network and investment in new capacity network sites.

We invested extensively to improve voice clarity, data speeds and mobile money platform stability, enabling an enhanced customer experience. We focused on increasing broadband and fiber coverage, across the country. Our 5G population coverage increased to 19.0% from 15.3% in 2024, and 4G to 88.6% from 87.9% in support of our data growth ambitions.

With a solid financial position, stable macro environment and sustained network investment, we are equipped to continue to create long-term value for all our stakeholders.

Q: MTN registered a number of notable achievements in 2025 as a business, service provider, and employer. Which ones are you most proud of?

A

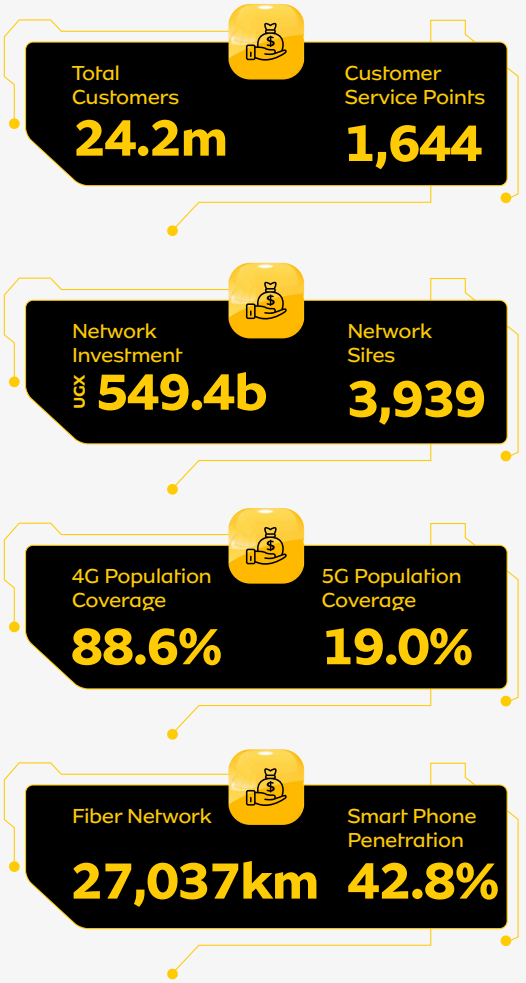
There are a number of achievements to be proud of!

For instance, as we continue our transformation journey from a telco to a techo, we set out to accelerate growth through strategic investments to ensure superior customer experience delivery.

We invested extensively in smartphone penetration by enhancing the affordability of devices through our ***Pay Mpola Mpola*** programme and device purchase subsidies through our various partners. We also launched a new entry level smartphone ***Kabode Supa*** which, in addition to our network investments, will continue to support data subscriber and revenue growth.

We increased the number of our physical touch points by 18.9% to 1,160 across the country, focused on initiatives to cater for inclusivity in service delivery and enhanced our digital experience with the revamp of both the ***MyMTN*** and MoMo apps.

2025 Highlights



Awards and Recognition



Federation Of Uganda Employers *Employer Of The Year*

Brand Africa 100 *Most Admired Brand in Uganda*

MTN Group *CEO of the Year (First Runner Up)*

In our strategy to own the home, we continue to focus on improving our service offering to ensure customer retention in a highly competitive market.

These developments reflect our continued commitment to driving financial inclusion and enhancing digital accessibility across Uganda, in line with our broader mission to enable a digital economy for all.

As Uganda's leading telecommunications and technology provider, MTN is equally committed to providing the best customer service and delivering the best user experience. Our efforts in this regard earned us multiple awards at the Brand Africa 100 awards hosted in August. MTN was recognized as the most admired brand in Uganda, a testament to our dedication to brand excellence and customer focus.

We are also pleased to have received the ***Employer of the Year 2025*** award by the Federation of Uganda Employers for the second consecutive year. This attests to the significant strides we are making towards fostering a culture of inclusivity, innovation and growth.

As a ***Mission First, People Always*** organisation, we continue to shape our culture to provide the best possible work environment for our staff. MTN also received recognition as Uganda's top taxpayer for the last three years.

All these achievements are a testament to solid strategic execution by the team at MTN, and the continued support and loyalty of our valued customers and business partners.

> *We are pleased to have received the Employer of the Year 2025 award by the Federation of Uganda Employers for the second consecutive year. This attests to the significant strides we are making towards fostering a culture of inclusivity, innovation and growth.*

Q: Did MTN achieve *Ambition 2025*? What progress was registered on this front?

A

Ambition 2025 has been MTN's strategic blueprint for the last few years, and building the largest and most valuable platform business in Uganda was a key priority of this strategy. It aimed to enhance operational focus and deliver long-term value for shareholders, including by unlocking the full value of MTN's infrastructure assets and platforms.

A core component of this vision is effecting a structural separation of MTN MoMo from MTN. Separation of the fintech and mobile money business from the telecommunications business will drive scale, efficiency and improved service delivery.

Operating MTN MoMo as an independent financial services entity will also allow for strategic third-party partnerships into the fintech business line and facilitate transformation through digital innovation.

MTN shareholders voted overwhelmingly in support of the structural separation, registering 99.9% approval at an Extraordinary General Meeting. Completion of the structural separation remains subject to regulatory approvals and other customary conditions. MTN will continue to work closely with the relevant authorities to secure the necessary consents for implementation.

Q: Looking ahead, what is MTN's outlook for the future?

A

Beyond 2025, MTN is now looking to transform from a telecommunications brand into a technology enterprise powered by three growth engines: connectivity, fintech, and digital infrastructure.

In our connectivity business, we are largely focused on growing our home broadband portfolio with increased fiber rollout and competitive pricing to drive acquisition and retention in an evolving market.

Fintech continues to explore opportunities to accelerate wallet revenues, including by enhancing agent incentive structures and float availability to address trade competitiveness.

For advanced revenue, we will continue to invest in market development for increased awareness and utility of our services.

We also intend to take full advantage of available opportunities to build and expand our digital infrastructure as we continue laying the foundation to be Africa's digital leader by 2030.

Available data predicts sustained growth, and with macroeconomic stability, we are well positioned to maintain our commercial momentum in support of our growth ambitions. We remain cognizant of macro impacts in our operations, but confident in our resilience to navigate any challenges. We anticipate a recovery in our voice performance and will continue ongoing regulatory engagements on the future trajectory of mobile termination rates over the coming years.

As we look ahead, I remain optimistic about Uganda's growth potential and the role the private sector must play in unlocking innovation and sustainable progress. Our responsibility is to listen carefully, execute with discipline, and most importantly, deliver more value to our stakeholders and a consistently better experience for our customers.

Together, we remain Unstoppable!

I thank all our stakeholders, especially our customers, for choosing MTN. Our team remains committed to delivering on our strategic priorities to consistently deliver sustained value.





Leadership Insights - CFO

We delivered a robust set of results which were in-line with set targets and underlined our business resilience and execution strength. Value creation was a key driver for us. Our objective is to enhance the finance function as a centre for "value creation" within the business operation which understands and communicates how the company creates and protects value today, and how it will do so in the future

Q: In view of the operating environment, which financial outcomes best reflect MTN's performance and strategic execution in 2025?

A

MTN recorded an excellent financial performance, marked by disciplined commercial execution and driven by robust fintech and data revenue, stable voice revenue and tactical capital allocation.

Notable outcomes from our 2025 performance include an increase in 4G population coverage to 88.6% (2024:87.9%) while our 5G population coverage increased to 19.0% (2024: 15.3%). Strategic investments in connectivity in 2025 were reflected in a rise in Capex intensity from 13.2% to 15.2%, with a total capital expenditure of UGX 834.6 billion, of which UGX 549.4 billion excludes leases. This investment facilitated the deployment of 365 new sites and expansion of fibre coverage by an additional 52.1% to a total of 27,037 kilometres.

Our financial highlights below summarise the key financial and operational metrics, demonstrating our unchanged **commitment to driving industry-leading connectivity operations.**

Andrew Bugembe

Chief Financial Officer

We are pleased to report that our profit after tax rose by 5.8% to UGX 678.8 billion from UGX 641.5 billion despite our UGX 110.9 billion one-off tax settlement with the URA. Our normalised profit after tax without the tax impact reflects a growth of 23.1% to UGX 789.7 billion. We delivered an EBITDA increase of 17% to UGX 1.9 trillion, while the EBITDA margin remained above the 50% target and medium-term guidance at 53.8%.

For the financial year ending 2025, the value of the total dividend paid out to our shareholders for the FY 2025 is UGX 643.7 billion, a 27.2% increase from UGX 506.0 billion in 2024.

This dividend approach for 2025 represents a payout of 94.8% of MTN's 2025 profit after tax and is aligned with our policy on returning at least 75% of annual profits after tax as dividends.

Overall, Uganda's stable macroeconomic conditions in 2025 provided a stable operating environment for the execution of our investment strategy, with annual headline inflation at 3.6% and core inflation at 3.9%, alongside the projected improvement of Uganda's economy by 6.5% according to Bank of Uganda's monetary policy reports.

Metric / KP	2025	2024	% change and notes	
Service Revenue	UGX 3.6 *tn*	UGX 3.1 *tn*	13.4%	Derived from robust fintech and data revenue, and a stable voice contribution
Voice Revenue	UGX 1.3 *tn*	UGX 1.3 *tn*	1.0%	Overall growth adversely impacted by the revised mobile terminal rates
Fintech Revenue	UGX 1.1 *tn*	UGX 947.5 *bn*	17.3%	As a result of deploying a range of customer propositions while reviewing existing offerings to align with customer preferences
Data Revenue	UGX 1.0 *tn*	UGX 811.8 *bn*	28.8%	Supported by strategic network capacity densification and fibre footprint expansion
Profit after Tax	UGX 678.8 *bn*	UGX 641.5 *bn*	5.8%	Reflecting impact of the one-off tax settlement with the URA following a transfer pricing audit review for the period 2012 to 2024
Adjusted Profit after Tax	UGX 789.7 *bn*	UGX 641.5 *bn*	23.1%	Normalized profit after tax for 2025
Dividend	UGX 643.7 *bn*	UGX 506.0 *bn*	27.2%	Driven by resilient profit after tax and commitment to enhancing shareholder value
EBITDA Margin	53.8%	52.2%	1.6pp	Effective expense efficiency strategy
Capital Expenditure	UGX 549.4 *bn*	UGX 418.0 *bn*	31.4%	Value-driven capital allocation

Q: What principles guided MTN's capital allocation approach to organic growth through well-invested networks and digital platforms while maintaining financial discipline?

A

Capital allocation at MTN is a deliberate balance between funding day-to-day operations, investing for future growth, and returning cash to shareholders. Our sustained operational efficiency and strong strategic execution enabled us to prioritise our investments in core network capacity, site modernisation, smartphone penetration and targeted site rollouts.

In 2025, our investment focus shifted towards higher-margin digital services, deeper reach in rural areas and deliberate deployment of our capex in high-return capital projects such as regional network upgrades. Stabilising our mobile money platform and achieving superior voice clarity and data speeds were as important in 2025. We also remained committed to our goal to extend into underserved areas and to deliver the benefits of a modern connected life to the never-before-connected.

As we extended coverage, our collaboration with UCC remained critical to enabling us to contribute our financial resources towards digital literacy and equitable access to communications technology. In line with our regulatory obligations to contribute 2% of our annual revenue to the Universal Service and Access Fund, we made a UGX 54.3 billion contribution to facilitate the growth of telecommunication services in Uganda.

By leveraging MTN Group partnerships, we optimised Capex through renegotiated savings and procurement synergies driven by the Global Sourcing and Supply Chain function based in Dubai. This approach facilitated efficient scaling of infrastructure development.

Our commitment to advancing Uganda's digital inclusion agenda also shaped our investment priorities. We applied our financial resources to support the sale of 102,439 smartphones through our *M-Kabode Supa* initiative and contributed to Uganda's 22% year-on-year smartphone penetration growth in 2025.

> *Anchored in the principle of disciplined capital allocation, we focused on prudent investment and strong cash flow generation to deliver sustainable value for our shareholders*

Q: How did MTN's tax policy evolve in 2025, and what impact has this had on your overall performance?

A

MTN upheld a transparent and compliant tax policy in 2025, with the conviction that responsible taxation is essential to national development. Our relationship with the Uganda Revenue Authority rests on trust, amicability, and collaboration, reinforcing our reputation as a responsible corporate citizen.

We retained our position as Uganda's largest taxpayer, contributing UGX 1.6 trillion in 2025. The URA acknowledged this commitment by awarding MTN the ***Highest Revenue Contribution Award***, reflecting total tax remittances of UGX 2.4 trillion for the financial years 2022/2023 to 2024/2025.

Additionally, we followed a settlement-focused approach to URA disputes, resolving a twelve-year transfer pricing review with a one-off UGX 110.9 billion payment. Despite this settlement, our profit after tax grew by 5.8% year-on-year. To safeguard financial sustainability, we submitted an Advance Pricing Agreement application to the URA to align future treatment of intercompany charges and protect MTN's financial value.

Awards and Recognition



FiRe Awards
Overall Winner: Intergrated Report

EMEA Finance
Best Local Currency Bond in Africa

CFO East Africa
CFO of the Year Uganda

Q: What is your outlook for 2026? A

Our strategic ambition is to streamline MTN's business into three platforms of voice and data, fintech and mobile money to harness the opportunities from financial inclusion and bridge the digital divide. This focus will allow MTN to diversify investments while consolidating its position as Uganda's digital partner of choice.

Our robust financial profile, characterised by resilient cash flows and a flexible balance sheet, is a basis for the prudent execution of our business strategy to continue investing in the delivery of long-term shared value to all stakeholders and enhancing consistent modern connectivity to our customers.

It will be important that our capital allocation prioritises devoting resources to infrastructure that strengthens core connectivity. We will continue to make conscious investments in our voice proposition by enhancing our bundle offerings. We intend to boost our data revenue by sustaining our device financing proposition and fibre network expansion in line with the objectives of the National Development Plan IV.

Sustainability and success for MTN's finance function will be defined by the function's depth of integration as a strategic decision-making partner, as it continues its transition from record-keeping to being a strategic partner. Rather than simply explaining commercial outcomes after the fact, we aim to guide key decisions and drive value-driven choices. On that front, we will build the competencies of our teams and emphasise adaptability in Uganda's dynamic market.

In 2026, the finance function will be transformed by AI-powered real-time processes that combine automation, analytics and predictive intelligence to improve revenue assurance, Capex optimisation, working capital and customer profitability.

Our customers can be confident in our firm resolve to focus on creating shared value. Through our promising mobile and fibre-to-the-home initiatives, gradual transition into a financial services provider and establishment of cloud and data centres, we are poised to deliver sustainable financial value to all Ugandans.





Leadership Insights - Ag. MD MoMo

We have a bold ambition to deliver fintech solutions that resonate with Uganda's dynamic market. We aim to position MoMo as partners in the everyday life of our customers by staying close to how customers pay bills, save and invest. This means paying close attention to how customers use our services, how they perceive value and how we collaborate with our eco-system partners.

MTN MoMo's Value Addition Story

2025 was a growth year for MTN MoMo, one of meaningful progress. The ecosystem has grown significantly, with stronger partnerships, accelerated digital adoption, and increased financial inclusion across our consumer, merchant, and agent bases. We set out to expand our digital service offering and cultivate deeper customer engagement, and we scored considerable success on both fronts. It gives me great pleasure to share this journey with you.

Customer value: Growing our digital financial services portfolio through strategic partnerships

In pursuit of our mission to remain the preferred digital financial services provider in Uganda, we rolled out a number of new products to deepen digital adoption and deliver a holistic customer experience.

We experienced the most growth in our credit offering. The number of borrowers grew from 2.2 million in 2024 to 3.4 million by the end of 2025, while the number of loans issued grew over 549% to 223 million loans taken in 2025. Our loan value increased from UGX 1.5 trillion in 2024 to UGX 2.7 trillion. This growth has been driven in large part by *MTN MoMo Advance*, a product we launched in September 2024. It has quickly become our fastest-growing and most popular loan product, and now contributes significantly to both loan volumes and loan value.

Sarah Bateta Okwi
Ag. Managing Director

Another remarkable milestone is the **MTN MoMo Virtual Card** which we relaunched in February 2025, in partnership with Mastercard, Diamond Trust Bank, and Network International. The card enables customers to make online payments directly from their MTN MoMo wallets. So far, we have activated over 250,000 virtual cards, and about 100,000 of those users are actively transacting.

We also launched the new **MoMo App**, which has been redesigned to function as a comprehensive financial platform that helps users manage daily payments while also connecting them to a wider set of financial tools.

The new app features biometric security, scheduled and recurring transfers, additional transaction history, and direct interaction with ***MoMo Advance*** and ***MoMo Ticketing***. Beyond the consumer app, we are also rolling out a new agent app and developing an enterprise merchant platform in order to enable digital payments for everyday business operations.

We continue to make equally significant strides in our savings, investment and insurance solutions. We launched ***MTN Yinvesta*** in partnership with Sanlam Investments East Africa Limited a unit trust investment product that makes investing easy, accessible, and flexible for all Ugandans. I am also proud of the impact we registered with our School Fees Loans product offered in partnership with Furaha.

We are continually grateful for this and all our other partnerships that lie at the core of our operations. MTN MoMo is not a stand-alone outfit; working with the right partners is the key to scaling faster, delivering better solutions, and building a stronger, more resilient digital financial eco-system.

Our value accountability: MTN MoMo business performance overview

MTN MoMo reported substantial growth across all key pillars.

Fintech revenue grew by 17.3% to UGX 1.1 trillion, reflecting the growth in the number of MTN mobile money subscribers. By close of 2025, our user base had surpassed 14.7 million, up by 6.5% from 13.8 million in 2024.

This translated into increased activity on the platform, with a 16.8% increase in transaction volume to UGX 5.0 billion and a corresponding 23.3% increase in transaction value to UGX 195.5 trillion.

Advanced services contributed 30.6% of fintech revenue, up 1.8 percentage point from 28.7% in 2024 supported by growth in our payments and lending portfolio. The fintech contribution to overall service revenue increased by 1.1 percentage point to 31.2% from 30.1% in 2024.

While our active agents increased by 13.5% to 241,100, our base of active merchants grew by 33.6% to over 114,800 transacting consistently across monthly cycles.

I am very proud of the team at MTN MoMo that I lead their continued dedication is behind the growth registered in 2025. We are also exceedingly grateful to our loyal customers who challenge us to aspire to more, and to all our valued partners and stakeholders who make our vision possible.

Together, we remain unstoppable!

Beyond the numbers, our increased focus is to deepen usage and drive meaningful engagement across our services in order to provide a holistic experience to our customers.

2025 Highlights

MoMo Customers
14.7m

MoMo Agents
241.1k

MoMo Merchants
114.8k

Transactions executed via MoMo
UGX 195.5tn

Number of Transactions executed via MoMo
5.0bn

Loans Disbursed to Customers
UGX 2.7tn

Interest Paid to Customers
UGX 50.9bn

Ambition 2025 and Beyond 2025

The completion of the structural separation of MTN MoMo from MTN Uganda as part of ***Ambition 2025*** remains a priority item. Regulatory approval is pending following a 99.9% approval from MTN's shareholders in July, and we look forward to its successful implementation. In the meantime, MTN MoMo will continue to identify and create beneficial partnerships to add value to our customers.

Beyond 2025, we are particularly excited about MTN's strategic focus on fintech, and we view connectivity and digital infrastructure as fundamental enablers. An ecosystem that brings access, financial inclusion and infrastructure together will present even more opportunities for MTN MoMo to diversify and build economically sustainable and socially impactful business models.

Awards and Recognition



Digital Brand of the Year | ***Financial Services Digital Excellence*** | ***Technology Services Digital Excellence***

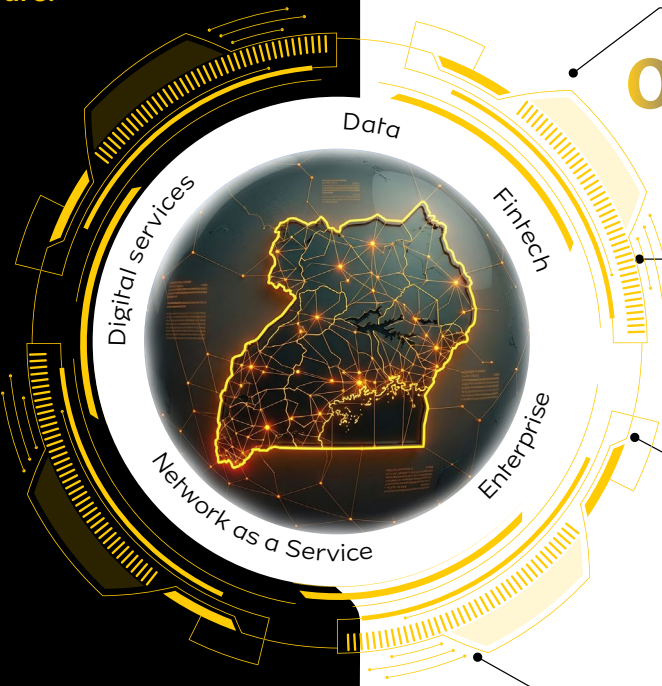
2025 Digital Impact Awards Africa



MTN MoMo Board of Directors

Investment case – a compelling Ugandan growth story

Our focus allows us to advance the digital and financial inclusion agenda, living up to our purpose and strategic intent and accelerating Uganda's digital future.



Ambition 2025 **highlights our key differentiators and how we leverage these to capture opportunities. Among these are: our exposure to a youthful population; our established leading brand with a solid infrastructure base; a strong and experienced management team; and a leading position in Uganda. Our focus on efficiencies to optimise our capex and cashflows is to ultimately support attractive returns and shared value for all stakeholders, which will all ultimately translate into attractive returns and shared value for all stakeholders. Our compelling investment case is underpinned by the growth opportunities arising from the structural demand for data and fintech. We aim to capture these opportunities through disciplined capital allocation and by strengthening our risk and regulatory frameworks. We are committed to executing our strategy while creating shared value in Uganda, with ESG at the core.**

01 Exciting demographic opportunity

- Fast-growing, youthful population.
- Low data, fintech and digital adoption.
- Partner in socioeconomic development.

02 Uganda's leading and scale connectivity and infrastructure business

- #1 subscriber share.
- Well-invested networks/platforms.
- Enterprise, wholesale and infrastructure-sharing opportunities.

03 Well positioned for the long term

- Accelerated digitisation of Uganda.
- Portfolio transformation enhances risk/return profile.
- Exposing value in infrastructure assets and platforms.

04 Attractive return profile

- Accelerating growth outlook.
- Attractive cash flow and ROE profile.
- Balance sheet flexibility, faster non-USD deleveraging.

Value in our Strategy

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Ambition 2025 and Beyond 2025

Re-inventing MTN

2026 marks 28 years since the launch of MTN in Uganda, and the execution of our strategy remains as important as ever. As we reflect on the progress to date, our vision to lead digital solutions for Uganda's progress remains unwavering and relevant, inspired by our commitment to drive digital inclusion in the country.

Our vision for Uganda is powered by MTN's leading brand, broad presence and skills, connectivity infrastructure and technology platforms. Over the last five years, ***Ambition 2025*** has been anchored in four priorities that have steered our strategy implementation: building the largest and most valuable platforms; driving industry leading connectivity operations; creating shared value and optimising our portfolio.

Given the rapid evolution of our macro and operating contexts, we are accelerating our execution with increased resilience, clarity and speed, in order to appropriately navigate the challenges facing our business and capture the exciting opportunities Uganda continues to present.

Over the next years, MTN will enters its next phase of growth under its ***Beyond 2025*** strategy on a strong foundation. Building on the momentum of ***Ambition 2025,*** we are sharpening our focus around three core platforms connectivity, fintech and digital infrastructure to capture value from the continued growth in data usage, digital adoption and financial inclusion.

Ambition 2025: Leading digital solutions for Uganda's progress

- Build the largest and most valuable platforms
- Drive industry-leading connectivity operations
- Create shared value
- Portfolio optimisation

Enabled by our values:

- **Lead** with **Care**
- **Collaborate** with **Agility**
- **Act** with **Inclusion**
- **Can-do** with **Integrity**
- **Serve** with **Respect**

Beyond 2025: Three platforms, one vision

	Connectivity	Fintech	Digital infrastructure
Platform			
Focus	➤ Mobile networks, fibre, and fixed wireless access, accelerated 4G and 5G adoption. ➤ Enhanced home broadband services and streamlined digital offerings.	➤ Transition the fintech division into a scalable, digital-first model. Payments, remittances, and lending, offered by a standalone entity that will attract targeted investments and strategic partnerships.	➤ Expanded AI-ready data centres, edge computing and cloud services to support rising data demands, laying the foundations for a robust digital economy.

Our Market Context

The environment in which we operate has direct implications for our ability to create value, informing our business strategy and our investment case. By considering our market context, we are better able to determine our material matters; to understand the impact these have on our business model; and to develop and execute on our strategy by leveraging off our competitive advantages, including our scale, brand, skills, presence and financial position.

We are also able to better align our priorities to those of our stakeholders as we strive to create greater shared value. In Uganda, the market environment remains highly competitive and evolving, with new entrants with disruptive business models in financial services. Regulatory scrutiny is growing, and MTN's compliance universe in Uganda has broadened significantly. Here, we present our operating context:

Our Strategy in Action

Strategic priorities	Objectives	What we did in 2025
Building the largest and most valuable platforms 	➤ Pivot from a "product to a platform" play ➤ Selective partnerships to accelerate growth ➤ Fintech, digital, enterprise, NaaS, API marketplace	➤ 14.7m active MTN MoMo users from 13.8m users representing growth of 6.5% ➤ Disbursed UGX 2.7 tn in loans from UGX 1.5 tn ➤ MTN API as a service to drive digital transformation
Drive industry-leading connectivity operations 	➤ Doubling of consumer mobile data ➤ 'Own the home' ➤ Leading fibre company in Uganda ➤ Digital transformation and step-change in efficiency and service levels	➤ 12.0 million data subscribers, from 10.1 million representing growth of 18.8% ➤ Expansion of proprietary owned fibre from 17,774km to 27,037 km
Create shared value 	➤ Step-change in ESG positioning ➤ Broad based ownership and inclusion in Uganda ➤ Sentiment shift through stakeholder management efforts	➤ 94.5% local shareholders as of 31 December 2025 ➤ UGX 7.1tn USE market capitalization representing a 14.5% increase from UGX 6.2tn ➤ ESG framework in place to guide strategic and operational activities
Accelerate portfolio transformation 	➤ Realise and crystallise value of infrastructure assets and platforms	➤ 99.9% shareholder approval of the proposed structural separation of MTN MoMo ➤ Ongoing separation of fibre business



Thomas Motlepa
Chief Technology Officer

Evolving to Mission Digitally Unstoppable!

At MTN, we believe that the digital solutions we build must respond to the evolving needs and expectations of our customers. For that reason, our customer proposition is anchored in one clear ambition: to harness technology not as an end in itself, but as a powerful enabler of better, more personalised experiences across every touchpoint.

Being digitally unstoppable means placing the customer at the centre of our innovation agenda. Whether we are solving for connectivity, transactions, commerce, funds management or customer support, our goal is to replace friction and inconvenience with ease, clarity, and value.

Through smarter systems and digital tools, we are designing solutions that reflect how our customers earn, spend, save, invest, and communicate. This approach drives efficiency and more meaningful engagement, empowering subscribers and businesses to do more with less.

We remain fully committed to translating our digital capabilities into everyday value for the customers we serve.

Through smarter systems and digital tools, we are designing solutions that reflect how our customers earn, spend, save, invest, and communicate.

Mission Digitally Unstoppable in Action

For our customers
- Best data network
- All things smartphones
- All things digital
- Interactions via Apps and chatbots

For businesses
- Connectivity
- Digitisation partner of choice

For trade
- Digitisation of trade

For government
- Connectivity
- Digitisation partner for government services

For staff
- Digital future-fit skills

For society
- A truly cashless society for consumers, merchants and government services

MTN Genova – Driving AI Potential in Uganda

We have embarked on an exciting journey to leverage responsible AI to reshape Uganda at the leading edge of technology, igniting change, inspiring progress and creating a brighter future for generations to come.

AI is no longer an enabler; it is the engine reshaping businesses, redefining value creation and rewriting the rules of global innovation and competitiveness. AI is also not just about automation; it is about boosting human potential increasingly becoming seamlessly embedded into our daily activities, decisions and experiences, transforming how we live and work.

AI is augmenting human intelligence like never before, and in the MTN Group family, we are developing AI for Africa by Africans and unlocking sustainable value for all.

MTN's AI journey is designed around three key principles, in line with global best practice: a comprehensive governance structure aspiring to achieve ethical, effective and safe AI adoption; an agile and scalable operating model for measured AI implementation; and targeted use cases that deliver tangible value. Further, our AI strategy focuses on six key themes: productivity, revenue, customer experience, cost efficiency, new investments and partnerships.

Under the group-wide transformation programme branded as MTN Genova, we are operationalising AI at scale to boost productivity and efficiency, predict demand, elevate customer experience, detect fraud, reduce costs and accelerate revenue generation. Through our strategic partnerships, we have adopted enterprise-grade Open AI and cloud-native services to implement AI and generative AI solutions powered by large and small language models.

In the network domain, we are experimenting with interesting use cases like intelligent AI-enabled fuel consumption savings for data centres; AI-driven cell site dynamic energy management; AI-driven fibre cut sensing and network traffic balancing and optimisation.

> *In the MTN Group family, we are developing AI for Africa by Africans and unlocking sustainable value for all*



Trends Shaping our Industry

Mobile communications technology is a crucial enabler of the information age, connecting individuals, businesses and governments and facilitating improvements in daily life for people everywhere. We areinspired by the belief that connectivity is the lifeline of modern societies and access to it is a digital human right.

As part of our ***Ambition 2025*** and ***Beyond 2025*** strategic objective to build valuable platforms and drive industry-leading connectivity operations, digital services and next generation connectivity are our primary focus. The following trends will continue to shape our industry and form key focus areas in our strategy.



Artificial Intelligence

AI, and generative AI (in particular), is a key technology with the potential to significantly reshape the nature of business operations and customer value delivery in MTN.

Generative AI is a type of AI that can create new content, such as images, text or music by learning from existing examples of the same content by training foundation models. AI is seen to be value-enhancing for MTN given its potential to drive innovation and efficiency. However, we are also cognisant of the growing focus on the risks associated with AI implementation, including ethical implications and societal impact. Our strategic response is to take a disciplined approach to investing in building capabilities, governance, partnerships and early proof points of value across all AI domains (diagnostic, predictive and prescriptive) with special focus on generative AI.

At Group-wide level, we recently expanded a collaboration with software specialists Genesys and Accenture to improve customer experience through the adoption of cloud-native solutions and advanced AI capabilities, and these initiatives will be deployed in Uganda

Connected Devices and IoT

"Internet of things" describes the coordination of multiple machines, devices and appliances connected to the internet through multiple networks, and MTN's IoT solutions are designed to make it easier to automate processes, increase productivity and reduce costs while improving customer service.

According to GSMA Intelligence, IoT connections across Sub-Saharan Africa, South and Southeast Asia are set to double by 2030 to 156 million devices. According to McKinsey & Company, IoT could generate US$ 5.5 trillion to US$12.6 trillion in economic value globally by 2030.

Our IoT services include IoT connectivity, device management, IoT vertical applications and data analytics, and provide an end-to-end solution designed to enable customers to connect and interact with their remote assets and environments through a smart combination of core MTN connectivity, pre-installed IoT sensors and access to a cloud based IoT self-service management platform.

Use-case deployments are expected to grow in the energy, water, sanitation, waste management and transport sub-sectors.

Digital Payments Eco-system

According to McKinsey, the future of payments in Africa in digital. Innovations, entrepreneurs, and capital are reshaping Africa's fast-growing electronic-payments landscape with solutions for consumers and businesses alike.

Over the past ten years, there has been a dramatic shift in how people pay for goods and services, with electronic payments increasingly displacing cash and emerging as alternatives to traditional conceptions of money. Uganda has kept pace with this innovation, and businesses everywhere continue to expand and migrate sales channels from physical premises to online channels such as mobile applications.

As McKinsey and GSMA Intelligence note, favourable demographics, economic growth, technology innovation, and advances in payments infrastructure are working together to shape the future of payments in Africa. MoMo is Uganda's most successful mobile money service and in Uganda, MTN's strategic objective is to continuously expand our MoMo offering and support digital economies and marketplaces.

We are at the forefront of providing consumers and businesses with digital financial services such as payments, e-commerce, lending and remittance services. We have provided a platform for users to leverage mobile technology to enable our customers

to pay for goods and services and handle other financial needs.

In collaboration with MTN Group Fintech and MTN MoMo, we have entered an engagement with Mastercard and signed a multi-market agreement that will set in motion a new era of collaboration to connect millions of people and small businesses across Africa with digital tools to transact through secure mobile payments, expanding access to the benefits of the cashless digital economy.

Cloud Technology

Organisations of all sizes use cloud services as scalable and potentially-cost effective information technology solutions compared to traditional on-premises software, servers, and other equipment.

In cloud computing, service providers use the cloud to deliver cloud services to organizations.

MTN has partnered with Microsoft Cloud in a strategic partnership that empowers businesses with Microsoft's industry-leading cloud solutions. With access to Microsoft Cloud services, businesses can boost productivity, foster remote collaboration and fortify data security, all while enjoying scalability and flexibility. Our cloud service portfolio, which includes the ***Do Business Better with MTN ICT Solutions***, delivers the simplest, most secure and economical way to help businesses scale operations with the most advanced technology, reducing the total cost of information technology ownership while owners and managers focuses on the core business.

MTN Unified Cloud Acceleration is a project that modernized the mobile core voice and data networks by replacing the legacy equipment with a cloud based solution using Commercial-Off-the-shelf hardware, and virtualized network applications. The benefit of this upgrade for a regular customer is high-definition voice which provides superior audio quality, fast call setup and simultaneous voice and data usage.

> *Our cloud service portfolio, which includes the Do Business Better with MTN ICT Solutions, delivers the simplest, most secure and economical way to help businesses scale operations with the most advanced technology,*





Sylvia El Sheikh
Chief Marketing Officer

Digitally Connecting Uganda

Q: Marketing at MTN is often described as central to the business. How does the organisation define the role of marketing today?

A

At MTN, marketing plays a central role in how the business grows, competes and stays relevant. Beyond building the brand, the function plays a direct role in shaping growth by translating customer insight and market realities into clear commercial direction. This includes guiding how the business competes, prices, innovates and connects with the market.

Sitting at the intersection of brand and customer value, marketing works closely with teams across the business to ensure decisions reflect real customer needs and long-term value creation. This integrated approach enables MTN to compete effectively in a dynamic market while consistently delivering value that customers recognise, trust and choose every day.

Q: "Unstoppable" has become closely associated with the MTN brand in Uganda. What does this promise mean in practical terms for customers and communities today?

A

"***Unstoppable***" is not a slogan; it is a commitment to progress. For MTN, it represents our determination to expand access, remove barriers and ensure that more Ugandans can participate meaningfully in a modern connected life. It captures what customers experience when connectivity, affordability and relevance come together to support everyday needs and livelihoods.

Through brand platforms such as ***Together We're Unstoppable***, MTN continues to tell authentic Ugandan stories that link connectivity and digital solutions to real progress. Importantly, this promise is not only delivered through storytelling, but through extensive network coverage and reliable service experiences that customers can depend on every day.

This approach affirms the brand's role as a trusted partner in national development and ensures that MTN remains the right choice for millions of Ugandans seeking reliable connectivity and accessible digital services.

Q: How did MTN's marketing approach in 2025 deepen brand relevance and strengthen customer connection?

A

In 2025, MTN's marketing approach focused on staying close to how customers live, work and connect, reinforcing relevance in everyday moments. This meant aligning brand storytelling with tangible experiences across connectivity, fintech and digital services, ensuring the MTN brand showed up consistently in ways customers could see, feel and rely on, while remaining deeply grounded in local culture and context.

Through purpose-led initiatives, community partnerships and customer-centric campaigns, marketing helped build stronger emotional connection with customers while supporting commercial performance.

Industry recognition during the year reflected this balance, validating an approach that prioritises long-term brand equity rather than short-term visibility.

Q: In a highly competitive and fast-moving market, how does MTN sustain market leadership while ensuring growth remains responsible and customer-led?

A

MTN operates in a market where customer choice is exercised every day, and where expectations, technology and alternatives continue to evolve. While we are proud of our market leadership position, we do not take it for granted. Marketing plays a critical role in ensuring that growth is sustainable, responsible and grounded in genuine customer value.

Our focus is on being the everyday, subconscious choice for customers. This means paying close attention to how customers use our services, how they perceive value and how the market continues to shift. We recognise that no two customers are the same, and our services are deliberately designed to reflect different needs and usage patterns. Responsible growth, for us, is therefore not just about scale; it is about customers choosing MTN with confidence because they see clear and consistent value in the services they use every day.

Q: As MTN transitions into a platform-led organisation, how is the marketing function evolving to support this next phase of growth?

A

As MTN advances its platform-led strategy, marketing has evolved beyond traditional promotion to support ecosystem growth. This means enabling platforms that allow businesses, creators and partners to grow alongside MTN, using our trusted network reach, customer insight and strong brand presence.

Initiatives such as ***MTN Ads*** reflect this shift, positioning MTN as a practical digital growth partner for enterprises of all sizes. Marketing brings this to life by combining deep customer understanding, data-driven targeting and disciplined execution to support platforms that create shared value, and strengthen MTN's role in advancing connectivity, fintech and digital infrastructure for inclusive and sustainable growth.

Q: What does the recognition MTN received in 2025 say about the strength and direction of its marketing strategy?

A

The recognition MTN received in 2025 reflects the strength, consistency and relevance of our brand strategy over time. Awards by the Uganda Marketers Society, including being named the *G.O.A.T Brand of All Time (Legacy)* and receiving the *G.O.A.T Advertising Campaign of All Time* award, validate our focus on building enduring brand value, rather than short-term visibility.

More importantly, these acknowledgements confirm that MTN's marketing continues to resonate in ways that are culturally relevant, commercially meaningful and emotionally connected to everyday life. They reinforce our commitment to storytelling that reflects real lives, real progress and real impact, while supporting business objectives.

> *Our focus is on being the everyday, subconscious choice for customers. This means paying close attention to how customers use our services, how they perceive value and how the market continues to shift.*





Connecting you Everywhere You Go

Q: How would you describe MTN's sales and distribution function and its role in enabling customer access to MTN's products and services across Uganda?

A

Sales and distribution is the bridge between MTN's network and our customers, bringing connectivity, mobile money and digital services into everyday life across Uganda. Through our service centres, merchants, agents and broadband coverage, we ensure that MTN's offerings are accessible wherever our customers live and work. Our role is to translate MTN's network and technology into usable and reachable value for customers.

In line with our mission to connect every Ugandan, we have intensified our efforts to accelerate smartphone adoption through our flagship device financing initiative, which continues to expand access to affordable smart devices for Ugandans.

From making MTN SIM cards readily available to maintaining optimal agent liquidity and fully operational service centres, our team works to ensure every customer interaction meets the standards of reliability and excellence.

We take pride in our ecosystem that currently boasts over 242,000 mobile money agents and 1,644 SIM-selling outlets who have deepened our national footprint.

MTN's commercial execution is now increasingly focused on driving behavioural change through a digital-first onboarding experience, with every new SIM registration requiring the activation of a MoMo wallet and a day-one MoMo transaction.

Q: How has MTN's commercial execution story evolved to drive the digital and cashless agenda in Uganda?

A

MTN's commercial execution has increasingly focused on driving behavioural change through a digital-first onboarding experience. Our service agents across Uganda now activate a MoMo wallet during SIM card registration for every new customer and encourage a first transaction on day one of service activation. As such, we are seamlessly steering our customers' transition to a cashless digital life from the onset and positioning the MTN SIM card as the gateway to a **modern connected life.**

Through our strategic partnerships with local governments, we have refurbished key community infrastructure, including regional central markets in Jinja, Fort Portal, Hoima, Lira, Mbale and Masaka. By transforming these markets into **'Green MoMo Zones'**, where vendors are equipped with MTN merchant codes to receive payments and pay suppliers digitally, our plan to scale cashless trade and strengthen our visibility and the digital economy is advanced.

We also deliver continuous merchant education through targeted radio campaigns, designed to deepen understanding and adoption of MTN's fintech, connectivity and digital solutions. In doing so, we reposition MTN as a comprehensive financial services provider that extends beyond voice, data or peer-to-peer transactions to everyday utility payments.

Joseph Bogera

GM, Sales and Distribution

Q: ***Beyond 2025*, how will Sales and Distribution support the adoption of MTN's connectivity, mobile money and digital services while advancing MTN as the subconscious choice for all Ugandans?**

A

MTN's Sales and Distribution function will leverage its extensive footprint to drive adoption of the digital and financial services offerings under the one sales organisation model. This synergy will optimise resources and strengthen financial inclusion by seamlessly transitioning telco customers into users of MTN's techco platforms.

Access to customers is essential for customers to experience the full value of MTN's digital and financial services. To that end, we aim to expand our device financing initiative beyond the 42.8% mark and make affordable smartphones widely available for Ugandans.

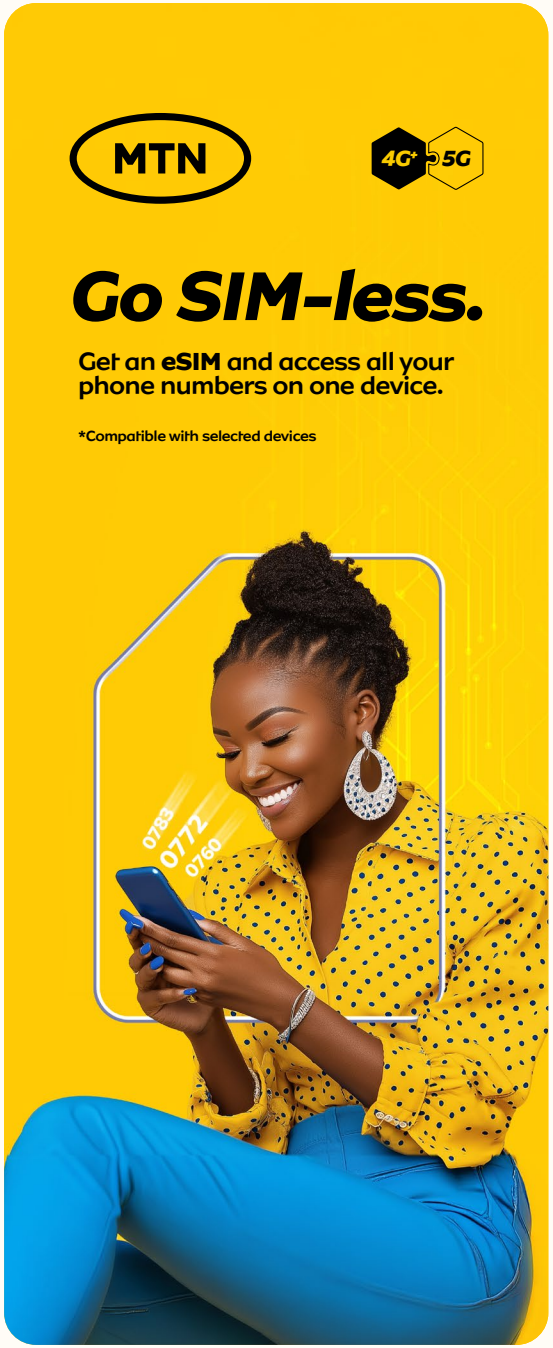
Our focus remains on embedding MTN into the everyday lives of Ugandans. We will advance industry-leading connectivity by availing WakaNet solutions at all MTN touchpoints while expanding nationwide access to high-speed data. At the same time, we will simplify and digitise our MoMo payments system with QR code payment options and continue partnering with banks and financial service providers for broader integration.

The strength of MTN's progress continues to rest on the talent and commitment of our people. The disciplined execution and clarity of purpose demonstrated by the Sales and Distribution Team have been critical to translating our strategy into tangible impact. Collectively, these initiatives will naturally draw customers to MTN through expediency, reliability and platform stability and deliver sustainable value while establishing MTN as the trusted and instinctive choice for all Ugandans.

Our strategy will continue to be centred on three critical pillars:

- **Customer** – serving them seamlessly through multiple convenience touchpoints, including SIM cards, MoMo Wallet, My MTN App, MoMo App, while reducing distances to shops and service centres;
- **Agent** – growing our agent network and driving profitability through extensive quality-management training; and
- **Merchant** – building a payments ecosystem where digital payments are accepted across Uganda for seamless everyday utility payments.

We take pride in our ecosystem that currently boasts over 242,000 mobile money agents and 1,644 SIM-selling outlets who have deepened our national footprint.



Owning the home

MTN *WakaNet* is our flagship home broadband service, delivering affordable and reliable high-speed fibre and fixed wireless connectivity that keeps Ugandan homes seamlessly connected to what matters most.

Designed for modern living, *WakaNet* powers remote work, online learning, gaming, streaming and smart devices, enabling households to stay productive, informed and entertained without interruption. It reflects MTN's commitment to building connected homes that support digital participation and shared experiences.

By the end of 2025, *WakaNet* had connected over 200,000 homes across Uganda, each powered by MTN's resilient network technologies and robust national infrastructure.

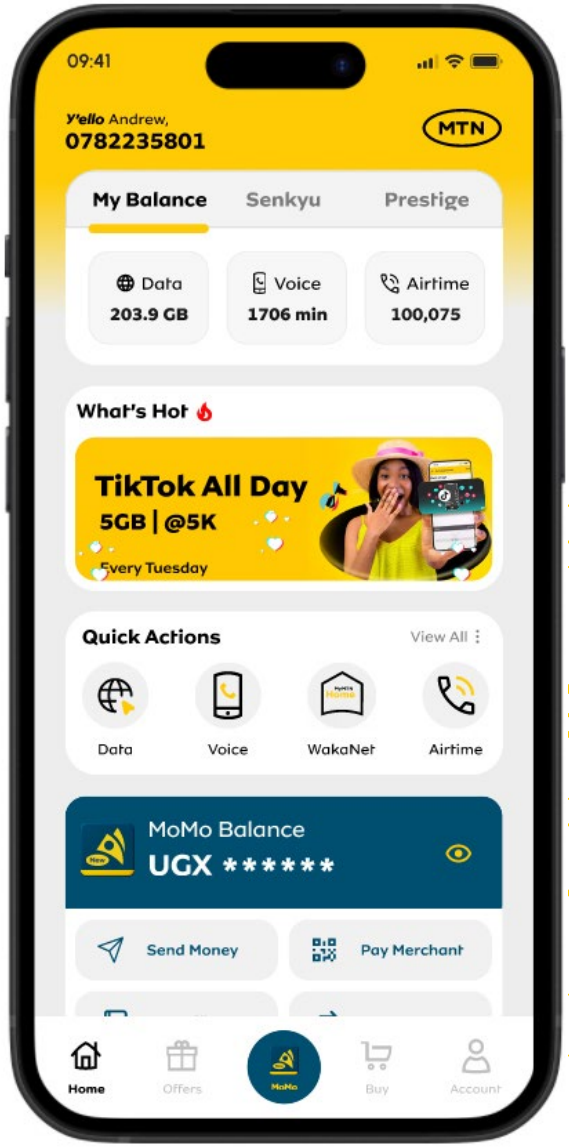
Our market focus is service excellence, faster response times and higher resolution rates, ensuring *WakaNet* remains a world-class broadband choice.

MTN *WakaNet* offers:

- **Reliable** home and office internet
- **High speed** internet upto 500 Mbps
- **Affordable** monthly plans as low as UGX 110,000



Digitally Serving our Customers



MyMTN App

The **MyMTN App** is the cornerstone of MTN's digital transformation agenda, serving as the primary digital customer engagement platform that consolidates digital selfservice and sales journeys for example, airtime, data purchases and account management, while leveraging MoMo into a single, intuitive digital experience.

My MTN App will help you with the following;

- **All in One Convenience:** Manage airtime, data, MoMo, payments, offers, and support in one simple app.
- **Personalised Service:** Enjoy tailored offers, rewards, and recommendations based on individual usage.
- **Fast and Easy Self Service:** Intuitive design enables quick transactions and 24/7 self management without visiting outlets.
- **More Value, More Possibilities:** Access exclusive app only deals and lifestyle services positioning MTN beyond connectivity.

Zigi Chatbot: Your MTN Personal Assistant

Zigi, MTN's AI powered digital assistant is our flagship AI enabled customer support and self-service channel, designed to accelerate digital transformation by shifting high-volume customer queries and transactions from assisted channels like the call center, to always-on, conversational support on the customer's preferred digital touchpoint, WhatsApp messaging service.

Zigi Chatbot Fact Sheet:

- **Availability:** Works 24/7
- **Platforms:** Accessible via WhatsApp 0772123100, Messenger and Telegram
- **Services offered:**
  - Buy airtime and data bundles
  - Check balances
  - Get help with MoMo queries
  - Resolve account issues without the need to visit a service center



Financial Inclusion with MoMo

Our value proposition

At MTN MoMo, our core value and strategy proposition is to unlock economic growth through financial solutions for consumers and businesses of all sizes. As we progressively grow our MTN MoMo service offering, we aim to create a marketplace that supports cashless and digital economies through affordable, inclusive, understandable and comprehensive financial services.

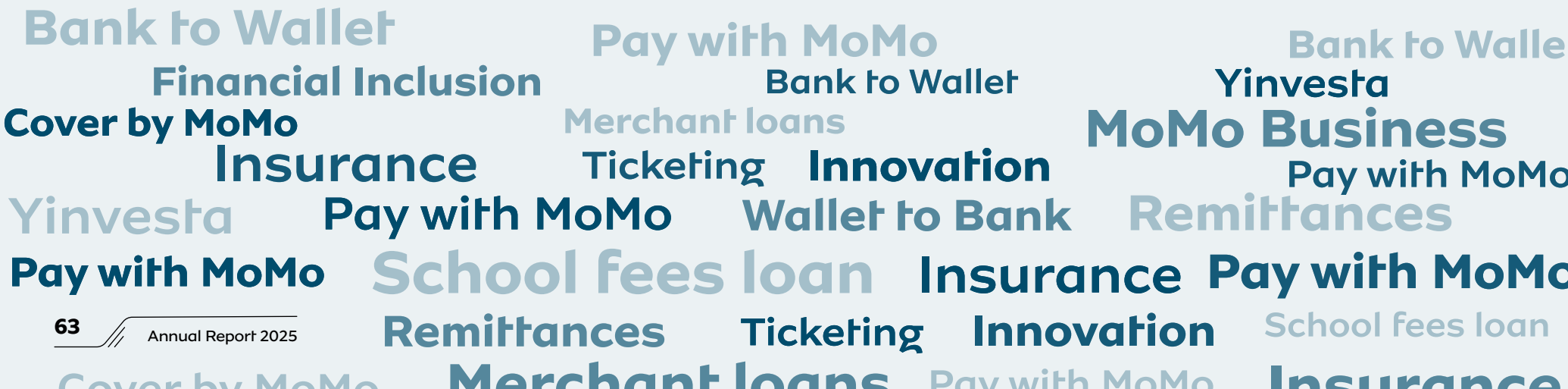
Our Aspiration: MoMo as Your Everyday Currency

One of our biggest focus areas in 2026 is making MTN MoMo a true everyday currency. MTN currently has 24.2 million subscribers, and the goal is for each of those subscribers to transact on mobile money. Transaction behavior is currently varied across our base, with some customers transacting once a month and others five times or more each day. The average customer transacts about six times per month. This is still a long way from the value we know we can deliver.

Our customers should be able to leave home, phone in hand, and go about their entire day without reaching for cash or card. We want to minimize interaction with cash. Electronic money is cheaper, safer, and more efficient. It is also easier to move, save, invest, insure, and borrow. Therefore, our job as MTN MoMo is simply to ensure access and scale our reach across the country. We are also keen to increase awareness and familiarity with the different MoMo functions.

Achieving this requires industry-wide collaboration, and our key priorities in this regard remain interoperability and cost efficiency. We are working with industry stakeholders to reduce bank-to-wallet and wallet-to-bank fees by up to 60%, as cost remains one of the biggest barriers to usage. We are also pushing for merchant interoperability to enable wallet payments to merchants across networks. Money should move seamlessly, regardless of which wallet, bank, or merchant network a customer is using.

Overall, the direction is clear: we are focused on increasing the value customers receive – whether through better interest outcomes, improved access to investments, or richer digital experiences – while at the same time driving deeper adoption as part of our broader goal to deliver a truly modern, connected financial ecosystem.



Our Fintech Growth Spectrum

Consumer Penetration:

- 96.2% Network coverage and 42.8% smartphone penetration.
- 14.7 million Fintech subscribers, up 6.5% from 13.8 million in 2024.
- 5.0 billion MoMo transactions, up 16.8% from 4.3 billion.
- Over 60,000 ***Market by MoMo*** customers, from 3,917 in 2024.

Access to Credit:

- 3.4 million borrowers, up from 2.2 million in 2024.
- 223 million loans issued in 2025, up 549% from 2024.
- Increase in lending from UGX 1.5 trillion in 2024 to UGX 2.7 trillion in 2025, driven by growing uptake of the ***MoMo Advance*** product.
- Introduced school fees loans in partnership with Furaha by SC Ventures.

Agent Network Expansion and Liquidity:

- Over 241,000 active agents across the country, up from 212,500 in 2024.
- In-house Extra Float solution that enables short-term, interest-free liquidity.
- Digital capitalisation loan products in partnership with dfcu Bank and Letshego, giving agents access to short and medium-term capital.

Merchant Value Proposition Targeted Incentives for the Informal Sector:

- Over 114,800 active merchants transacting consistently across monthly cycles.
- Free collection introduced for informal sector merchants to improve digital payment adoption among informal businesses.
- Merchant-merchant payments enabled to allow merchants buy stock directly from their suppliers without cashing out first.

Savings, Investment and Insurance:

- Launch of ***MTN Yinvesta***, a unit trust investment product that allows customers to invest directly from their mobile wallets.
- ***Cover by MoMo*** product launched in July 2025 in partnership with Sanlam and AyO Insurance to support micro insurance.

Tax Payments:

- Enhanced tax payment functionality, enabling customers to make tax payments of up to UGX 5 million per transaction and more in repeat transactions. We are currently expanding this capability to support business and institutional tax payments through the MoMo platform.

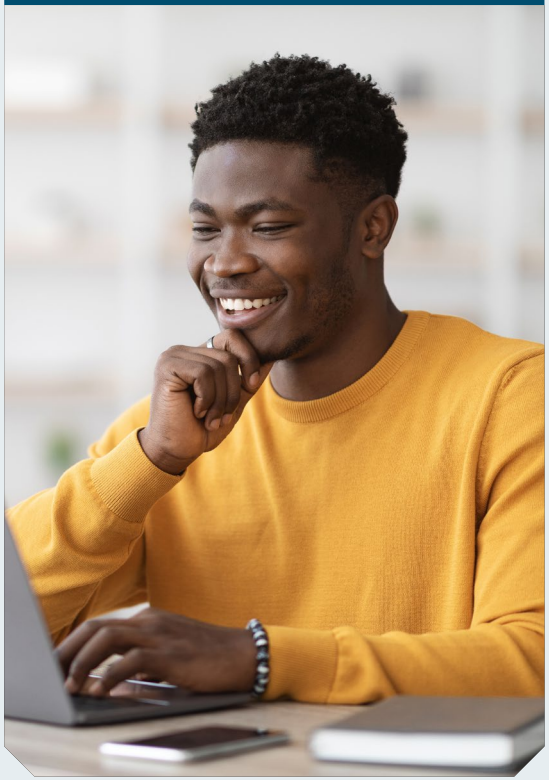
Digital Products:

- Relaunch of the ***Virtual Card by MoMo*** to enable online payments in and outside Uganda from the ***MoMo wallet.***
- Revamp of the ***MoMo App*** to a full-service financial platform.
- Upcoming new agent app and enterprise merchant platform to enable formal merchants, SMEs and corporates.

Power to do More with MoMo

Transact with *Virtual Card by MoMo*

In February 2025, we relaunched the ***Virtual Card by MoMo*** in partnership with Mastercard, Diamond Trust Bank, and Network International. The card enables customers to make online payments within and outside Uganda from their MTN MoMo wallets.





Pay with *MoMo*

MTN MoMo Pay is a scalable merchant payments platform enabling secure, cashless transactions, expanding financial inclusion, increasing payment volumes, strengthening merchant ecosystems, and delivering diversified revenue growth across everyday commerce.

Power your business with *MoMo*

Power your business with MTN MoMo empowers MSMEs with fast, flexible, and reliable access to working capital. Agents and merchants can maintain steady liquidity and serve customers without interruption. Through our partnerships with leading banks and financial institutions, businesses can conveniently access short-term, collateral-free loans straight from their phones keeping their business moving with confidence.



Power to do More with MoMo

Shop with *Market by MoMo*

Market by MoMo is a digital commerce platform connecting customers and merchants, enabling product discovery, mobile payments, and delivery, accelerating SME growth, transaction volumes, and wallet-led ecosystem revenues.





Invest with *MTN Yinvesta*

We launched ***MTN Yinvesta*** – a unit trust investment product offered in partnership with Sanlam Investments that allows customers to invest with as little as UGX 1,000 and offers daily interest earnings, easy withdrawals and full transparency through MTN MoMo channels.

Win School Fees with MoMo

This campaign, now in its third consecutive year, supported several families in 2025 with the payment of their children's school fees for an entire year. The ***Win School Fees*** campaign rewards MTN MoMo subscribers who use MoMo to pay school fees with the chance to win school fees for one year. Participating schools also stand a chance to win a school van.



Our Human Capital

At the heart of MTN lies a deep commitment to our people.

We believe in ***Mission First, People Always*** and this reflected in our EVP, ***Live Inspired***, and our strategy. We have been steadfast in ensuring that every action we take is aligned with our core values and strategic priorities.

We listen to our people and shape our organisational culture to provide the best possible workplace experience. Through increased transparency and accountability, and through our remuneration strategy and framework, we actively work to ensure our people thrive in positivity and receive fair rewards and recognition. We have made great strides towards achieving our ESG mandate and fostering a culture of inclusivity, innovation and growth.

Our Live *Y'ello* Values

Live ***Y'ello*** is more than a slogan- it is about how we show up everyday.

It reflects three key things;

- How we make decisions
- How treat colleagues and customers
- How we lead and deliver results

Live ***Y'ello*** means to Lead with Care, Collaborate with Agility, Serve with Respect, Act with Inclusion, and Can Do with Integrity.

Key indicators

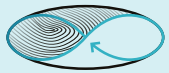
Workforce	1,368
Women in our workforce	52.4%
Women in Executive Management	33.3%
Employee Sustainable Engagement	92%
Differently abled workforce	0.6%
Training and Development spend	UGX 4.0bn

Lead with **Care**
Can-do with **Integrity**
Collaborate with **Agility**
Serve with **Respect**
Act with **Inclusion**

Our Employee Value Promise (EVP)



'Work with meaning' is the first of our four pillars of inspiration. We believe that our people must be empowered, enabled and inspired to create our future and realise our ambitions. Our goal is to create a work environment which holistically brings meaning to our mission as a company and to empower our people to bring their best to work every day.



'Connect to develop' is our second pillar of inspiration. This ideal is premised on the belief that being connected is the essence of human progress and development. We believe that connections promote organic collaboration, create shared value and in doing so, push the boundaries of human innovation.



'Thrive in positivity' is our third pillar of inspiration, which aims to build a mindful, caring, fair, balanced and inclusive work environment for our staff. This is because our employee value proposition focuses on the value and power of happy, healthy and engaged staff. Our goal is to create a work environment which welcomes, recognises, cares and holistically promotes a balanced work and life for every individual.



'Grow with purpose' is the fourth pillar of inspiration. This value proposition aims to re-instill, promote and inspire traits of innovation, customer-centricity, ownership and excellence in all that we do for our customers, communities and societies. We create opportunities for individuals to explore innovative aspirations, where they can acquire future skills and meaningfully use it to impact the communities we serve.

Our Approach to our EVP

Mission First, People Always	We deliver on our EVP promise by practising ***Mission First, People Always.*** This means that every employee needs to have a deep understanding of what the business' mission is and what the common objectives are.
Human-AI workforce models	We spent time understanding how AI will impact our workforce. On balance, we think it will create more opportunities and more jobs. We combine discovery and building complementary capabilities with shaping our environment to help our employees embrace change
Neuroscience for talent decisions	As AI moves traditional human tasks to machines, the question that we face is to consider the future role of talent. Answering how proficient a candidate is in their field of work used to be central to making talent decisions.
Embedding wellbeing	In with our EVP ***Live Inspired***, we believe that if we want the best people to give their best, they must be at their best physically, emotionally and financially. We believe that if we can achieve this, then we can all truly thrive in positivity.
"Quiet learning"	As new skills become a competitive advantage, old skills become redundant, and the pace of change quickens. We employ a blended approach for these new skills.
Measuring success	In the past, the performance assessment standard was to focus on process metrics such as time to recruit, goal-setting completion, cost per hire or learning journeys completed.
Human resource inspired by hospitality	We are building a human resource function that is service-oriented, experience-driven, analytics-minded and that treats every employee as unique. We refer to this as "hospitality-grade human resource".

Connecting with our People

MTN Staff Baraza - strengthening employee dialogue and trust

in line with our Live ***Y'ello*** Values, we believe in a culture that fosters transparency, leadership accountability, and opportunities for employees to elevate their voices across the organization.

Engagements such as the staff baraza, monthly centimeter surveys and frequent departmental meetings allow for improved articulation of strategy and operational priorities, assurance that concerns are formally recognized and tracked and stronger cohesion between employee expectations and leadership direction.

As MTN advances into its next phase of growth and digital transformation, structured engagements like the staff baraza are not merely an event, they are a reaffirmation of the company's commitment to dialogue, accountability, and inclusive leadership.





Training and development and employee mentorship

MTN believes in the development and investment of talent. The company has created a learning organization to equip employees with the necessary skill, knowledge and capabilities for the future.

We ensure that we develop the best talent, culture and future skills. This has been done through the implementation of agile training programmes where employees are equipped with futuristic skills like business analytics, business intelligence, digital, fintech and information security.

Our learning and development strategy is built around the 70-20-10 learning model, which provides that individuals obtain 70% of their knowledge from job-related experiences, 20% from interactions with others, and 10% from formal educational events. Our online learning platform ***MTN Learn*** boasts of over 150,000 courses.

MTN 212 Men

The MTN 212 Men program is a structured internal community that supports MTN's inclusion agenda by fostering peer support, responsible leadership, well being and positive role modelling among male employees.

In 2025, we implemented initiatives for personal growth and self-exploration; skills development as part of career growth, sports and networking sessions, mental health and well-being and community involvement to make positive contributions to the community.

Particularly, the men attended a mentorship session themed *"Leave No Man Behind"* enabling them express positive masculinity both in the workplace and beyond.





Women@Work

Women@Work exists to empower women at MTN to grow personally and professionally, to support one another, contribute to inclusive leadership, there by creating a thriving work place and stronger community.

Our initiatives included financial resilience and planning training, mentorship sessions, health and fitness, female entrepreneurship programs and networking coaching sessions.

This forum contributes directly to the achievement of UN SDGs 5 (*Gender equality*), 8 (*Decent work and economic growth*) and 10 (*Reduced inequalities*). Particular UN SDG-aligned activities include the establishment of an on-site creche, the Chief Executive Officer's book club, the mentorship programme and the financial literacy initiative.

Risk Management Overview

MTN employs a comprehensive approach to risk management and integration throughout our business to safeguard individuals, society and the broader national ecosystem. This empowers management to proactively identify and address risks and opportunities that may impact our ability to achieve strategic goals. We cultivate a risk-aware culture by prioritising risk management and utilising a combination of top-down, bottom-up and emerging risk scanning methods to ensure comprehensive coverage.

Our ERM framework enables early identification, assessment and mitigation of risks across the business, and is underpinned by MTN Group governance standards and supported by strong regulatory compliance structures. In 2025, we maintained our certifications under *ISO 37301 (Compliance management)* and *ISO 22301 (Business continuity management systems)* following independent external surveillance audits, demonstrating our continued alignment with best global practice and our resilience in navigating a dynamic operating environment.

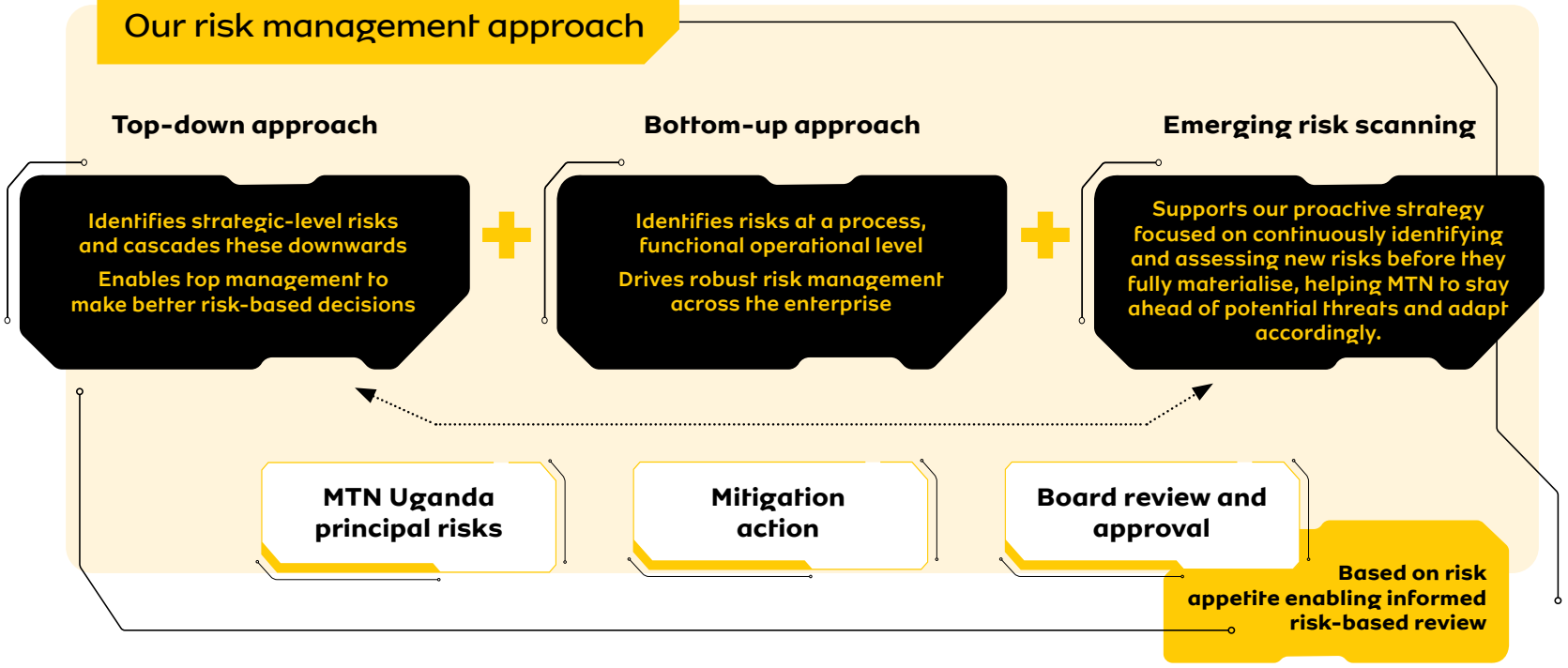
Our focus is on the most critical risks, considering event likelihood, impact and the effectiveness of existing mitigation and control measures.

Our business again demonstrated resilience during the year, with the risk compliance function playing a pivotal role in strengthening operational stability, regulatory alignment and organizational preparedness. As a second line assurance function, the division proactively identified, monitored and supported management of risks including regulatory developments, technology stability, political and macroeconomic dynamics, cybersecurity exposures and key tax matters.

Our overarching risk principle remains unchanged; to take calculated and balanced risks within the guardrails of compliance and long-term institutional sustainability. The Board sets the enterprise risk appetite and tolerance levels within which management operates, and regular reporting ensures full oversight and governance of the risk landscape.

This structured approach ensures transparency, accountability, and informed decision making.

Our risk management approach



2025 Material Events Report

NTO Licence geo-coverage obligations

Throughout 2025, MTN continued to engage extensively with UCC regarding compliance with the NTO Licence requirement to achieve 90% geographical coverage by 30 June 2025. Internal assessments placed coverage at 86.9% by December 2025.

Given the industry wide challenges associated with the evolving coverage evaluation methodology, MTN and Airtel Uganda applied for extension and variation of the condition in 2024.

However, UCC's subsequent national geo coverage evaluation using the *2024 Framework for Monitoring Mobile Network Operator Service Coverage Obligations in Uganda* which applies significantly stricter parameters, including enhanced signal strength thresholds and a reduced 5 kilometre radius per site yielded a substantially lower coverage result of 46%, creating a significant variance with MTN's internal modelling.

MTN participated in a formal regulatory hearing with the UCC, during which the company presented its justification for the observed coverage gap and proposed remedial action plan.

One-off settlement of a historical transfer pricing matter

MTN engaged URA on a transfer pricing audit for the period 2012–2024, resulting into a settlement of UGX 110.9 billion. This reduced reported profit after tax. Without the impact of the tax settlement, MTN would have achieved underlying profit after growth of 23.1% and an improved profit margin of 21.9%.

Excluding this non-recurring item, underlying performance remained robust, underscoring the underlying resilience of our earnings and solid financial position.

MTN continues to enhance tax governance, documentation and advance pricing alignment to mitigate future transfer pricing exposure and sustain transparent stakeholder reporting.

Call data record tax audit and related legal proceedings

URA concluded its investigative call data record tax audit.

Management, supported by external tax experts, thoroughly reviewed all audit queries and remains committed to full regulatory compliance while safeguarding the company's financial position.

Following the issue of a tax assessment that MTN considered to be procedurally irregular, the company filed an application for review to the Tax Appeals Tribunal. The tribunal has, so far, ruled in favour of MTN on the prelimnary question as to whether the company is liable to pay 30% of the tax assessed when a review application is filed before the tribunal. The substantive question regarding the propriety of URA's tax assessment will be determined in trial proceedings.

The Board and executive management continue to monitor this matter closely, assessing potential financial, operational, and liquidity implications, and will implement appropriate mitigation measures as developments unfold.

Structural separation of the MoMo business

The structural separation of the MoMo business remains a key strategic initiative. CMA and USE has issued no-objections, while the clearance of the Uganda Revenue Authority and the approvals of Bank of Uganda and the Commissioner for Labour remain pending.

Prolonged regulatory approvals or emerging compliance conditions could affect execution timelines. We continue to engage regulators and stakeholders to ensure a transparent and orderly transition while safeguarding business continuity and shareholder interests.

Prolonged disruption by customer facing technology upgrades

As part of our wider digitisation agenda, MTN completed a major modernization of the core network supporting voice and internet services in the last quarter of 2025, with no significant customer disruption.

This followed earlier upgrades to our front-end subscriber acquisition platform, which initially experienced stability challenges. Through effective crisis-management interventions, we extracted key resilience learnings that have since been embedded into subsequent technology-change processes, strengthening our operational stability and readiness for future digital transformation initiatives.

Material Matters Impacting Value Creation

Our material risk matters are those that could substantially affect our ability to create and preserve value in the short, medium and long term. We continued to progressively review our materiality determination process, endeavouring to make it more thorough, inclusive and integrated. Material risk matters that were noted over the year resulted in the enhancement of our strategy, and are influenced by stakeholder concerns, company risks and the operating environment across Uganda.

2025 Risk Profile

To provide the appropriate level of governance and oversight for effective management of risks, we categorize the risks faced by MTN into six broad (Level 1) risks which are further split into 28 principial risks (Level 2) whose ownership is assigned to either one or multiple executives within MTN.

Principal Risk	Risk Issues and Opportunity	Mitigating Strategies
Taxation risk	MTN remains subject to tax related uncertainty, and scrutiny that may be influenced by old and new legislation. **Opportunity:** Proactive tax compliance readiness and stature awareness readiness through self-initiated tax health-checks. Continuous stakeholder engagement on new tax proposals highlighting potential downsides to digital and financial inclusion.	➤ Regular deliberate engagement on tax policy and collaboration with tax authorities. ➤ Proactive combined assurance complemented with external advisory on major executions. ➤ Continuous implementation of internal tax management control reinforcements. ➤ Build resilience within the company to deal with tax disagreements if any gravitate towards formal judicial process.
Regulatory and compliance risk	MTN operates within a dynamic regulatory environment characterised by evolving legislation and heightened compliance expectations. **Opportunity** Proactive engagement with regulators and other industry stakeholders on traditional and emerging issues. This improves our ability to comply with regulatory requirements and facilitates relationships to work more closely with regulators and policymakers.	➤ Reinforcing a culture of zero-tolerance for non-compliance within MTN and its partners, and consistent enforcement of compliance programmes. ➤ Customer-centric and proactive stakeholder engagement to ensure rationality and predictability of emerging changes. ➤ Regular oversight and independent assessment of the company's compliance position.
Technology change and innovation	As a technology-driven organization, MTN is inherently exposed to residual risks arising from ongoing technological change. **Opportunity:** Technology adoption and adaptations for improved network and platform stability, resilience and customer experience	➤ Robust, project-managed delivery and structured change-management processes, ensuring stable implementation of new systems, upgrades, and innovations while meeting customer and user functionality expectations. ➤ Application of a strengthened combined assurance approach, leveraging assurance tools to independently validate critical technology changes and safeguard service continuity.

Principal Risk	Risk Issues and Opportunity	Mitigating Strategies
Competition risk	There is aggressive competitor activity on all core services of voice, data, and MoMo, often price based. This is largely driven by traditional players in the telecommunications market and, a combination of traditional and new players in the fin-tech space. **Opportunity:** Leverage cross-product modelling to customers, plus the economies of scale on over-the-top services, and improve customer experience to create a unique differentiating factor. Consolidate on brand/product trust (especially MoMo), customer experience and culture to maintain a competitive edge.	➤ Strengthening network superiority through continued investment in 4G/5G expansion and fibre rollout. ➤ Accelerate fintech and digital innovation by expanding MoMo offerings (payments, credit, insurance, e commerce). ➤ Operational efficiency drive via AI adoption, infrastructure sharing, and renewable energy solutions to manage costs and maintain competitive pricing. ➤ Building strategic partnerships including fintech collaborations to strengthen digital payments and expand product ecosystems. ➤ Grow digital adoption by advancing device financing and smartphone access programs to broaden the data enabled customer base. ➤ Regular commercial performance monitoring and agility in interventions, including product, price and process reviews. ➤ Scenario planning and testing to ensure resilience readiness.
Information security risk	Cybersecurity remains a top priority owing to an attack vector widened by MTN's decentralized digital distribution and a MoMo ecosystem, that comprise of partners at varying cyber maturity levels. **Opportunity:** Implementation of the information security control improvement master plans aimed at a holistic approach to cybersecurity control improvement at all layers.	➤ Continuous enhancement of cyber-security controls programmes and resilience measures to protect platforms, customer data, and digital services against emerging threats, thereby reinforcing trust and operational stability. ➤ Strengthening cybersecurity resilience through enhanced threat monitoring, timely incident detection and response, and regular security reviews with clear reporting to ensure continuous oversight and proactive risk mitigation. ➤ Reinforced cybersecurity governance structures and combined assurance across high-risk areas commercial processes.
Macroeconomic impact (financial performance and returns)	The macroeconomic landscape, while broadly positive, presents several external risks linked to global and domestic economic conditions with the key growth-driving sectors remain vulnerable to global economy forces. **Opportunity:** Demonstration of business resilience confidence through activation of continuity and contingency plans, and digital inclusion and adoption expansion.	➤ Rigorous financial performance monitoring to enable agile and data-driven commercial decisions. ➤ Advance growth ambitions by leveraging enhanced balance-sheet flexibility. ➤ Maintain strong liquidity through effective cash management and fulfilment of obligations. ➤ Deliberate cost efficiencies especially in technology through value-based resource allocation and expansion of renewable-energy solutions for upcountry network sites.

Protecting Value Through Governance

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Our Governance Statement of Principles

Effective governance is fundamental for building sustainable companies. At MTN, we prioritise governance that is both robust and responsive, grounded in international best practices and compliant with applicable laws.

We are committed to creating a resilient organisation that can adapt to ever-changing market dynamics and regulatory environments. Our forward-looking approach aims to foster innovation, support long-term growth, and enhance stakeholder value. We aim to ensure that MTN remains at the forefront of the telecommunications industry, ready to meet future challenges and seize emerging opportunities.

As we navigate through the dynamics of our industry, we are cognisant of our responsibility to act as a good corporate citizen in Uganda and to uphold our company's values as well as being accountable, transparent, ethical and stakeholder inclusive.

Our governance philosophy, framework and ecosystem is designed to adapt to external changes as well as internal growth. As we evolve our strategy, it is through this adaptive governance architecture that we can achieve operational excellence and shareholder value. We recognise that the governance landscape is ever-evolving, and we constantly scan the legal, governance and regulatory landscape to ensure that we keep abreast of changes, trends and emerging risks. Our aim is to be at the forefront of the evolution of governance to ensure that we protect the interests of all our stakeholders.

MTN Governance Ecosystem



At MTN, we prioritise governance that is both robust and responsive, grounded in international best practices and compliant with applicable laws.

Board Composition

The Board's composition is critical in steering the company's strategy. The Board operates through focused committees that are entrusted with monitoring particular areas according to their terms of reference to effectively carry out the Board's mandate.

Through these committees, various areas of MTN's operations and long-term objectives receive specialised, concentrated attention. The committees probe the business' operations to ensure that the Board fulfils its responsibilities with due diligence and foresight.

The Board comprises directors with diverse skills and competencies, extensive international and local experience and insight of the business areas in which MTN operates. The Board is comfortable that it has the requisite skills and experience across its committees to discharge its responsibilities.

The Board currently has seven non-executive directors, four of whom are independent; a balance that is in line with the requirements of the CMA Corporate Governance Regulations and the Companies Act.



MTN Uganda Board of Directors

MTN Uganda Governance

MTN Board of Directors



Appointed in Feb 1998
Charles Mbire
Chairperson

Qualifications
BA (Economics), MBA
Skills: Economics, Finance, Investment, Business Strategy, Governance

RHSE ARM



Appointed in Apr 2021
Karabo Nondumo
Independent Non-Executive Director

Qualifications
BAcc, HDipAcc, CA (SA)
Skills: Accounting, Finance, Governance, Business Strategy

ARM



Appointed in Aug 2019
Sugentharen Perumal
Non-Executive Director

Qualifications
BCom (Hons) Accounting, CA (SA)
Skills: Accounting, Finance, Audit and Assurance

RHSE ARM



Appointed in Mar 2023
Dr. Winnie T. Kiryabwire
Independent Non-Executive Director

Qualifications
LLB, PGDip (LDC), LLM, JSD
Skills: Law, Financial Services Regulation, Governance, Risk

RHSE



Appointed in Mar 2024
Francis Kamulegeya
Independent Non-Executive Director

Qualifications
BSc (Agriculture), FCCA, CTA (UK)
Skills: Tax, Accounting, Finance, Governance, Risk, Business Strategy

RHSE ARM



Appointed in Nov 2023
Fatima Daniels
Independent Non-Executive Director

Qualifications: BSc Mathematical Statistics, CA (SA)
Skills: Accounting, Finance, Governance, Risk

ARM



Appointed in Feb 2021
Yolanda Cuba
Non-Executive Director

Qualifications
BCom (Hons) Accounting & Statistics, MCom
Skills: Accounting, Business Strategy, Executive Leadership

RHSE ARM



Appointed in Oct 2022
Sylvia Mulinge
Executive Director

Qualifications
BSc (Food Science and Technology), MBS
Skills: Strategy, Business Development, Commercial Execution



Appointed in Nov 2020
Andrew Bugembe
Executive Director

Qualifications
BCom (Accounting), MCom, FCCA
Skills: Accounting, Finance, Commercial Strategy, Risk



Appointed in Feb 2019
Enid Edroma
Company Secretary

Qualifications
LLB, PGDip (LDC)
Skills: Law, Governance, Risk

MTN Executive Management Team



Sylvia Mulinge
Chief Executive Officer



Andrew Bugembe
Chief Financial Officer



Thomas Motlepa
Chief Technology & Information Officer



Sylvia Elsheikh
Chief Marketing Officer



Enid Edroma
General Manager: Corporate Services



Joseph Bogera
General Manager: Sales and Distribution



Michael Sekadde
General Manager: Human Resources



Samuel Gitta
General Manager: Risk & Compliance



Dorcas Muhwezi
General Manager: Customer Experience



Ibrahim Senyonga
General Manager: Enterprise Business Unit



Juliet Nsubuga
General Manager: Wholesale Services



Nicholas Beijuka
General Manager: Capital Projects



Kenneth Kiddu
General Manager: Business Intelligence



Franklin Kano Ocharo
General Manager: Growth & New Business



Peace Kabatangare Zulu
General Manager: Internal Audit & Forensics

MTN MoMo Governance

MTN MoMo Board of Directors



Appointed in Oct 2022
Sylvia Mulinge
Executive Director

Qualifications:
BSc (Food Science and Technology), MBS
Skills: Strategy, Business Development, Commercial Execution



Appointed in May 2025
Simon Rutega
Independent Non-Executive Director

Qualifications: MBA, MPA
Skills: Policy, Capital Markets, Governance



Appointed in May 2025
Rachael Ddumba
Independent Non-Executive Director

Qualifications:
MSHRM, CIPD-UK
Skills: Leadership, Human Capital, Governance, Strategy



Appointed in Nov 2020
Serigne Dioum
Non-Executive Director

Qualifications:
BSc (Engineering)
Skills: Digital, Financial Services, Business Strategy



Appointed in Oct 2023
Adekunle Awobodu
Non-Executive Director

Qualifications
BSc (Finance and Banking), MSc (Finance)
Skills: Finance, Business Strategy, Risk, Governance



Appointed in Nov 2020
Andrew Bugembe
Non-Executive Director

Qualifications:
BCom (Accounting), MCom, FCCA, CPA
Skills: Accounting, Finance, Commercial Strategy, Risk



Appointed in Dec 2023
Sarah Bateta Okwi
Executive Director

Qualifications: BCom, ACCA, CPA (Accounting)
Skills: Accounting, Finance, Risk



Appointed in Dec 2024
Dennis Kakonge
Company Secretary

Qualifications:
LLB, PGDip (LDC), MBA
Skills: Accounting, Finance, Risk

MTN MoMo Executive Management Team



Sarah Bateta Okwi
Ag. Managing Director



Stephen Mutana
Chief Strategy & Transformation Officer



Albert Gitta
Chief Information Officer



Keith Tukei
Ag. Chief Commercial Officer



Jemima Kariuki Njuguna
Chief Products Officer



Peter Ochen
General Manager: Financial Operations



Dennis. A. Kakonge
General Manager: Corporate Services



Joachim Masagazi
Head: Human Resources



Israel Mayengo
Head: Risk and Compliance



Stephen Wakhula
Head: Internal Audit and Forensics



William Senfuma
Head: Business Intelligence and Analytics

MTN MoMo Board of Trustees



James Mugabi
Chairperson



Martin Owiny
Trustee



Annette R. Mulira
Trustee

Board Operations

The Board's operations are guided by the Articles of Association and a Board charter. In line with its charter, the Board meets regularly to consider matters within its mandate. In addition to meeting at least once every financial quarter, the Board meets regularly as and when the needs of the business require it. The deliberations of the Board are recorded in minutes that are approved by the Board. The record of attendance for 2025 is set out below:

	Attendance
Charles Mbire	[4/4]
Yolanda Cuba	[2/4]
Karabo Nondumo	[3/4]
Sugentharen Perumal	[4/4]
Winnie T. Kiryabwire	[4/4]
Fatima Daniels	[4/4]
Francis Kamulegeya	[4/4]
Sylvia Mulinge	[4/4]
Andrew Bugembe	[4/4]

Board Committees

The Board has delegated its authority to well-structured committees of directors with the mandate to deal with certain governance issues and report to the Board on their activities on a quarterly basis. These are the Audit and Risk Management Committee and the Remuneration, Human Resource, Social and Ethics Committee

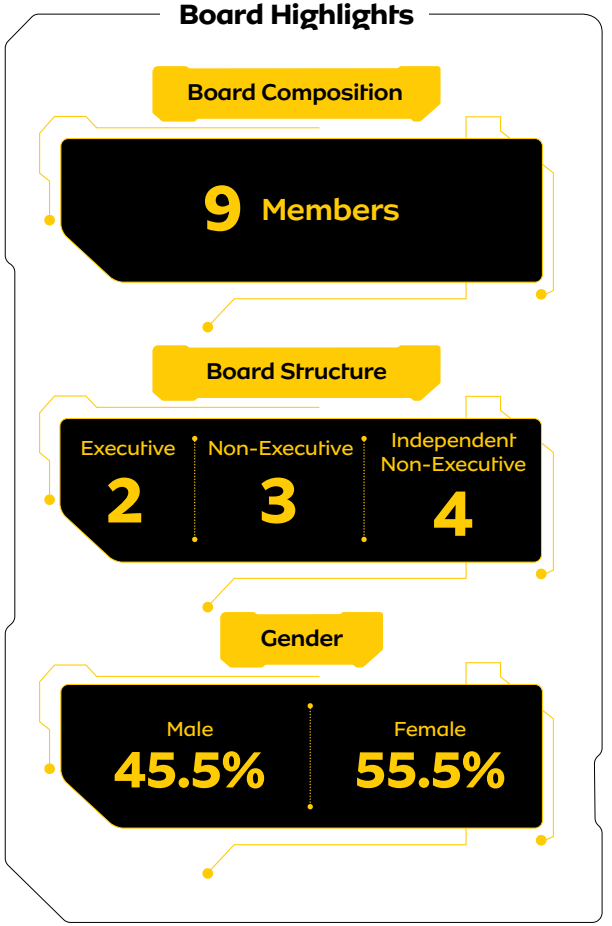
Each committee operates under terms of reference which set out its roles and responsibilities, composition and scope of authority. The Board has reserved certain powers to itself, including establishing other committees for the better discharge of its mandate.

Annually, we review each committee's terms of reference to consider prevailing governance trends, international standards and best practices as part of our ongoing efforts to elevate the Board's performance. We assess the membership of the committees, consider the skills and knowledge required by each, as well as the need for the cross-referencing of information across all committees. The Board was satisfied that the committees effectively executed their obligations in 2025.

ARM Audit and Risk Management Committee

RHSE Remuneration, Human Resource, Social and Ethics Committee

Board Highlights



Members of MTN Uganda Executive Management Team



Members of MTN MoMo Executive Management Team





Karabo Nondumo
Chairperson

Audit and Risk Management Committee

The committee assists the Board in discharging its duties by independently monitoring the effectiveness of the operational, financial and control processes.

This includes overseeing internal financial controls and ensuring that assurance services and functions enable an effective control environment, and that these support the integrity of information produced in compliance with applicable legal and regulatory requirements.

The committee prioritises the protection of MTN's assets and the implementation of sound risk assessment and mitigation strategies.

Over the course of 2025, the committee discharged its mandate to approach the ever-changing corporate landscape, market opportunities, regulatory changes and emerging risks with agility and vision. Our decision-making procedures are nimble and enabling. The committee also ensures transparency, accuracy and reliability in the company's disclosures.

The committee convenes a minimum of four times a year but may meet on other occasions where the business of the company so requires.

Key features of 2025:

The standing items on our agenda included the consideration of quarterly, interim and annual financial results, business unit reports from various departments (finance, internal audit, risk and compliance, technology and information security, legal, regulatory and governance) and subsidiary performance and risk reports.

In addition to the standing items on our annual agenda, we considered the two material matters: we oversaw critical regulatory and shareholder approval processes for the structural separation and reorganisation of MTN MoMo, and assessed and guided MTN's response to tax audits and tax assessments by the Uganda Revenue Authority.

Key focus areas for 2026:

In 2026, in addition to our annual statutory and governance responsibilities and standing items, we will:

- continue to oversee the structural separation and reorganisation of MTN MoMo;
- monitor the company's response to material tax matters;
- accelerate the adoption of digital technology in finance;
- enhance specialised finance skills across the company and strengthen centres of excellence for key finance functions; and
- review the risk appetite framework to respond to changes in the operating environment.

Attendance:

The record of attendance for 2025 is set out below:

	Attendance
Karabo Nondumo	[4/4]
Charles Mbire	[4/4]
Yolanda Cuba	[3/4]
Sugentharen Perumal	[4/4]
Fatima Daniels	[4/4]
Francis Kamulegeya	[4/4]



Sugentharen Perumal
Chairperson

Remuneration, Human Resource, Social and Ethics Committee

The Remuneration, Human Resources, Social and Ethics Committee oversees the implementation of the company's human capital and remuneration framework by ensuring fair and equitable remuneration, sound people-centric policies and employment equity.

In addition, the committee oversees MTN's sustainability strategic ambitions, progress and milestones, tracking ESG progress and overseeing the effective implementation of agreed initiatives, programmes and policies across ESG, employment and labour, social security, human rights and anti-corruption parameters.

The committee also discharges a residual nominations mandate to make recommendations to the Board on suitable candidates for the appointment to the Board and its committees, ensuring that all have an appropriate balance of expertise and ability.

In collaboration with the Board, the committee's dedication to stakeholder relationship building was evident throughout 2025. By actively engaging and addressing concerns from shareholders, key stakeholders and executive management, the committee worked closely with the Board to establish a collaborative ecosystem where trust and transparency are paramount.

Key features of 2025:

The standing items on our agenda included the consideration of remuneration, human capital and ESG reports, as well as continuous Board structure and Board composition reviews.

In addition to the standing items on our annual agenda, we considered material matters related to the conduct of a board evaluation and performance assessment by Carol Musyoka Consulting, the roll-out of a performance share plan for designated employees and the approval of the appointments of Ms. Allen Kagina and Mr. Francis Gimara as trustees of the MTN Uganda Foundation.

In a significant milestone, the committee also oversaw the publication of MTN's first-ever Sustainability Report.

Key focus areas for 2026:

In 2026, in addition to our annual statutory and governance responsibilities and standing items, we shall:

- Review the outcomes of the Board evaluation and implement the agreed recommendations;
- Monitor and drive the progress of ESG imperatives; and
- Continue incremental reputation improvements by addressing stakeholder needs.

Attendance:

The record of attendance for 2025 is set out below:

	Attendance
Sugentharen Perumal	[4/4]
Charles Mbire	[4/4]
Yolanda Cuba	[3/4]
Winnie T. Kiryabwire	[4/4]
Francis Kamulegeya	[4/4]

Board Effectiveness

Strategy direction

The Board conducted strategy sessions in 2025 to review the trajectory of MTN, the geopolitical environment, and emerging risks. During these sessions, the Board reviewed proposals from management and considered various macroeconomic factors with a view to identifying valuable insights and potential innovations that could inform and enhance MTN's future strategy.

Evaluation

The performance of the executive directors is evaluated regularly and in line with the company's performance review cycles. Annual remuneration decisions relating to executive directors are based on the results of the performance evaluation. In line with best practices on Board performance evaluation, the Board has also developed a framework for the evaluation of the Board, its committees, the chairperson and individual directors to ensure that the directors remain accountable and the Board as a whole remains effective.

A comprehensive Board evaluation was completed in 2025. The assessment was conducted by Carol Musyoka Consulting. The results of this evaluation were carefully reviewed by the Board, leading to the endorsement of a detailed remedial action plan designed to enhance the Board's oversight capabilities and governance practices. The Board is committed to resolving all the key issues that were raised within the agreed timelines to ensure that we have an appropriate and compliant governance structure in place.

Delegation of Board's authority through Decision Making Framework

The Board has ultimate responsibility for and control over the way the company is run. In line with its constitutional power to delegate some of its functions, there is a Decision Making Framework in place by which the Board delegates part of its authority to the Board committees and the company's executive management.

The Board believes that appropriate delegation of authority is fundamental to the efficient management and operation of the company. MTN's Decision Making Framework assigns powers and authority to ensure that decisions are made, and actions taken, at appropriate levels within the company's governance chain ensuring a clear separation of the role of the board and management.

The framework also facilitates distribution of the workload at Board and senior management levels; moves responsibility closer to the point of contact; supports a sound internal control environment; facilitates timely decision making; maintains fiscal integrity and ensures that transactions are executed under applicable law and company policy.

The Board retains overall control over, and responsibility for, strategy, financial affairs, risk, governance and certain corporate matters.

The executive management team, led by the Chief Executive Officer, is responsible for a defined set of everyday operational matters that are to be executed within the overarching strategic mandate approved by the Board.

The Board regularly reviews its delegated authority framework to ensure that it is appropriate for the scope of the company's operations.

Sustainability and ESG performance

We deliver on our plans to drive holistic socioeconomic benefits to society through our four-pillar sustainability strategy framework, complemented by bold commitments for each pillar.

By centring our sustainability strategy on ESG principles, we ensure that it is flexible enough to withstand macroeconomic headwinds and prioritise material issues as these emerge. Our most material focus areas are linked to clear targets and measurable performance indicators, while we continue to manage and measure our remaining ESG matters.

MTN's ESG performance is closely monitored by the Board through the Remuneration, Human Resource, Social and Ethics Committee.

Diversity

We embrace diversity at the Board level and understand that the diverse perspectives of directors allow for effective strategic oversight as well as robust deliberation during Board meetings. Therefore, it is the firm intention of the Board to continually review and focus on its diversity, and this includes improving the representation of women on the Board and ensuring that a complementary combination of age profiles and skills are represented on the Board. Currently, the Board has 55.5% female representation.

Long-serving directors ensure that there is an appropriate mix of institutional knowledge and experience on the Board, while the regular review of Board composition and appointment of new directors introduces new perspectives and ensures that there is a young and dynamic leadership to complement the experience and institutional knowledge of the seasoned directors.

Induction, training and development

The Board recognises that in order to remain effective, it must induct, develop and train its members from time to time in line with the company's evolving needs. Accordingly, we have a structured induction and development programme that seeks to equip new directors with understanding of the culture, strategy and complexities of the business.

The programme also includes ongoing training for all directors on various matters related to their role to assist them to act with due care, skill and diligence. Particular upskilling focus areas include AI, digital transformation, financial technology, ESG and sustainability.

Management of conflict of interest

The management of conflicts of interest is important in promoting ethical conduct and in protecting the integrity of MTN's decision-making processes.

Accordingly, the Board and employees are encouraged to act in a responsible, transparent and ethical manner, taking into consideration the company's best interests and are required to complete a declaration of any declarable interest at the start of each year in addition to routine disclosures in the course of discharging their obligations.

The company's conflict of interest policy provides guidance and mechanisms for the identification of conflicts of interest and measures for the disclosure, mitigation, and management of such conflicts.

The policy also regulates the relationship between MTN and its employees, directors, suppliers and service providers. There has been significant improvement in the understanding of the process, resulting from extensive internal awareness campaigns and the guidance framework provided to employees and rolled out in all operational areas to ensure compliance and adherence to the policy

Access to information and advice

The Board has access to all company information it requires to discharge their duties and responsibilities. In addition to receiving information on the company's business and affairs through Board meeting packs, the Board and its committees can request information from senior management as and when they need it. Where appropriate, the Board seeks and obtains independent advice from consultants and other advisors at the company's expense.

Audit and combined assurance

The Board recognises the crucial role of the internal audit function and the external auditor within the context of its risk management framework. Accordingly, the Board (through its Audit and Risk Management Committee) regularly receives and considers reports from the internal audit function. On an annual basis, the Board receives and considers the management letter issued by the external auditor. The remedial actions from the reports are tracked for closure.

The Board is focused on embedding a combined assurance approach which leverages and optimises all assurance services and functions within the company. The ultimate objective is an effective control environment and reliability of information relied on by the Board for decision-making and reporting to regulators and other key stakeholders.

Company Secretary

The Board is assisted by a competent and suitably qualified Company Secretary, Ms. Enid Edroma. The Company Secretary is the chief governance advisor to the Board and operates with an appropriate level of independence from the Board. The Company Secretary's performance is assessed on an annual basis, and the Board is satisfied that she has the competence, qualifications and experience to provide the Board with sound governance advisory and stewardship.

Material Governance Policies

Insider trading and share dealings

MTN is obligated by the USE Insider Trading Rules 2008 to require that the Board and certain other employees with inside information do not abuse or place themselves under suspicion of abusing inside information that they may have or be reasonably perceived to have.

We have adopted an insider trading policy which, amongst other aspects, prohibits trading in the company's shares by the Board, prescribed officers, senior executives and employees during "closed" periods in accordance with the terms of the policy. The standard closed periods are effective two months before the interim and annual financial reporting dates until the financial statements are published and during any period when the company is trading under a cautionary announcement. The policy also requires disclosure by the directors and certain employees of intended and concluded trading in the company shares.

To ensure compliance, the company communicates closed periods for trading in its shares to its directors and employees on an ongoing basis. The Board and other persons affected by the policy will continue to be made aware of their obligations in these terms.

Anti-bribery and corruption

MTN's brand is one of the country's most recognisable and our success depends on the trust and confidence of our customers, suppliers and other third-party stakeholders. Therefore, we are committed to conducting business in accordance with the highest ethical standards and maintain a policy of zero tolerance to all forms of bribery and corruption.

The policy articulates the general prohibitions in respect of gifts, hospitality and corporate expenses,

facilitation payments, political donations, charitable donations and sponsorship, third party due diligence and procurement practices. The objective of the policy is to outline the company's risks related to bribery and corruption, to highlight each relevant person's responsibilities under both the applicable anti-corruption laws and company policies, and to provide affected persons with the tools and support necessary to identify, mitigate and manage bribery and corruption risks.

Any violation of the company's policy in this regard attracts grave sanctions, in addition to civil and criminal liability that may be imposed by the state.

AML/CFT

MTN is committed to acting with integrity in all its business dealings and conducting its activities in accordance with applicable laws and regulations relating to prevention of financial crime at national level and on the global scale. The company's AML/CFT policy ensures that we are compliant with the law and other regulatory requirements prohibiting the use of our products and services for the facilitation of money laundering, the financing of terrorism and other financial crimes.

The policy is also aimed at safeguarding MTN against legal and reputational risk, and shielding the company, our employees and our partners against becoming vehicles for financial crime and other illicit activities.

MTN has appointed a money laundering control officer who is responsible for the day-to-day management of the financial crime compliance program. Appropriate separation of roles and segregation of duties parameters have also been put in place.

Whistleblowing

As we have re-affirmed above, MTN is committed to a culture of zero-tolerance to fraud, bribery, corruption, misappropriation and illegal activity throughout the organisation. In this regard, MTN recognises the importance of having procedures and a facility in place whereby employees and other stakeholders can safely report actual or suspected incidents of fraud, misconduct, illegal activity, or other irregularities.

Whistleblowing has the potential to be seen as an adverse activity as individuals who speak up against suspected fraud, misconduct or any illegal activity may be branded as trouble-makers. We see whistleblowing differently, regarding it as a positive practice that assists the organisation to detect incidents of fraud, misconduct, and illegal activity early. the individuals involved in illegal activities. Through speedy identification, investigation, resolution and mitigation of fraud incidents, we can ensure that our profitability and revenue streams, as well as our business reputation, are safeguarded.

Communication

Our business communications are honest, accurate and timely and are governed by a communication policy. We do not comment unfavourably on our competitors' products, management or operations.

At all governance levels, confidentiality of Board deliberations and other company-sensitive information is emphasized. As a listed company, we have an obligation to ensure that all our shareholders have access to the same information and at the same time and that insiders (including substantial shareholders and directors) do not use price-sensitive non-public information in a manner that distorts trading in the company's shares or otherwise prejudices the interests of non-insiders.

Data protection and privacy

In addition to compliance with data protection and privacy legislation in Uganda, which the company is complying with, we have adopted data protection, information security and privacy policies that govern MTN's collection, processing, control and use of the personal information of our customers, employees and other individual partners received in the normal course of business operations. The processes and systems underlying these policies are audited regularly.

Governance Audit

In compliance with corporate governance best practice, our corporate governance framework is assessed by both internal audit and evaluation tools, and external reviewers such as the Capital Markets Authority. We recognise the value of governance audits as being a critical component of ensuring that MTN attains the objective of realizing shareholders' long-term value while considering the interests of stakeholders.

The Board undergoes an annual internal governance audit across the following six areas: strategy and performance; governance and organisation; governance of risk, regulatory and legal; technology; talent and remuneration and monitoring and assurance. In addition to the CMA Corporate Governance Regulations, the Board's discharge of its mandate is also assessed against the King IV Code on Corporate Governance, the Deloitte Governance Framework and Governance Capability Maturity Assessment, which is aligned to the principles of COSO 2017 Internal Control – Integrated Framework published by the Committee of Sponsoring Organisations of the Treadway Commission.

The Board is committed to continuing to improve its governance structure and operations in alignment with applicable laws and best governance practices.

Stakeholder Inclusivity

We are heavily invested in the health of our relationships, and the Board oversees the implementation of a structured and inclusive approach to stakeholder management which is in line with corporate governance best-practice.

Our relationship with our stakeholders is based on a set of non-negotiable principles: integrity, competence, responsibility, accountability, fairness and transparency. MTN has adopted a stakeholder management policy which sets out our approach and strategy with respect to stakeholder engagements, ensuring that the approach considers corporate governance guidelines.

Our stakeholder management policy promotes greater inclusion of stakeholder needs, interests and expectations in corporate decision-making. This is designed to drive the company's reputation by managing the gap between stakeholder

Remuneration Philosophy

Our remuneration philosophy is part of an interlinked, holistic and people-oriented approach, aiming to support current and evolving business priorities. The philosophy aims to attract, motivate, retain and engage the desired talent.

The competitive talent landscape demands a differentiated reward system, capable of competitively matching pay for results, delivered fairly without bias, and flexible yet compliant.

The Company's pay is benchmarked against peers in the industry and within the MTN Group. In addition, we have a combination of short-term incentives (bonus) and long-term incentives through participation of eligible employees in a performance share plan, a MTN Group share incentive scheme and contributions to the MTN Uganda Staff Provident Fund.

Directors' Remuneration

Director's remuneration – 2025	
Non-executive directors	UGX 764,500,000
Executive directors	Fixed term employment contracts
Share options in MTN	None
Share options in MTN Group	Executive directors under MTN Group's share incentive schemes and equity-settled share-based payment schemes.
Loans or other credit facilities	None

The remuneration payable to the Board has been approved by shareholders of the company. The fees payable to the non-executive directors are reflective of their roles and responsibilities in a listed company and have regard to the findings of a remuneration survey that was conducted by the company and considered by the Remuneration, Human Resource, Social and Ethics Committee.

Ms. Mulinge and Mr. Bugembe, who serve as executive directors, hold fixed-term employment contracts with the company and are remunerated in accordance with their contracts of employment.

Under their service contracts, Ms. Mulinge and Mr. Bugembe are entitled to a combined gross basic salary and a number of company-funded benefits, subject to certain monetary limits, including participation in a medical scheme which covers family members, performance bonuses conditional on achieving targets as prescribed by the company's performance bonus policy, share options in MTN Group under the staff share incentive schemes which apply to MTN as a subsidiary and participation in the MTN contributory provident fund scheme.

Ms. Mulinge and Mr. Bugembe are not entitled to or paid additional remuneration for their service on the Board.

Directors' interest in shares

As of 31 December 2025, the following directors held a direct interest in the company's issued share capital as reflected in the table below:

Director	Number of ordinary shares
Charles Mbire	895,561,810
Sylvia Mulinge	1,215,670
Andrew Bugembe	1,072,500

MTN Group Relationship Agreement

MTN entered into a Group Relationship Agreement with MTN Group to record the relationship between MTN and MTN Group following the Company's listing in 2021. The Relationship Agreement is governed by Ugandan law.

In the Relationship Agreement, the two entities agree to collaborate in devising and implementing strategy so as to maximize the long-term shareholder value of both entities. MTN Group also undertakes that it will treat all unpublished information that it receives from MTN which is of a price sensitive nature with appropriate confidentiality.

CMA Corporate Governance Regulations Compliance Statement

Regulation	Requirement	Compliant Y/N
5	Composition of the Board to have at least five directors comprising both executive and non-executive directors:	Y
5	Independent non-executive directors form at least one-third of the membership of the Board:	Y
5	Annual review of Board composition (through a Board evaluation process):	Y
6	Appointment of Board members by the shareholders of the Company:	Y
6	Executive directors to have fixed service contract not exceeding five years, and may be reappointed subject to a satisfactory performance appraisal:	Y
6	All appointments and resignations of serving Board members to be publicly disclosed:	Y
7	Establish formal and transparent procedures for determining directors' and senior executive's remuneration:	Y
7	Approval of long-term incentive schemes: MTN's performance share plan was approved by the Board on 5 November 2025. The plan is exclusively cash settled, and all awards are made by way of a cash payment to the eligible employee. There is no delivery of shares in MTN, and MTN's share capital structure in unaffected by the plan. In addition, non-executive directors do not participate in the scheme:	Y
7	Disclosure of policies for remuneration including incentives for the Board and senior executives:	Y
7	Disclosure of remuneration for executive and non-executive directors' fees:	Y
8	Accountability framework for the Board:	Y
9	Approved Board charter in place:	Y
10	Status of Board chairperson as independent non-executive director, with the experience and competence to perform the functions of a chairperson of a public listed company: MTN has put in place a succession-planning framework that will see the appointment of an independent non-executive director.	Y
12	Appointment of Chief Executive Officer responsible for the overall day-to-day management of a public listed company:	Y
13	Separation of the role and responsibility of the Board Chairperson and Chief Executive Officer:	Y
14	Establish a succession plan for the Board Chairperson and Chief Executive Officer:	Y
15	Directors on the Board shall not be appointed as Board members in more than two public listed companies simultaneously:	Y
16	Appointment of Company Secretary responsible for facilitating effective management of Board affairs:	Y
17	Establishment of Board committees:	Y
18	Establishment of nomination and remuneration committee:	Y
19	Establishment of audit and risk committee:	Y

Regulation	Requirement	Compliant Y/N
20	Establishment of internal audit function with a direct reporting line to the Board through the audit and risk committee:	Y
21	Board meetings to be held one every three months:	Y
22	Ensure equitable treatment of its shareholders including the minority and foreign shareholders. This included information disclosure (quarterly, interim and annual results releases and annual reports), full participation in decision-making, receipt of evidence of ownership of shares and entitlement to declared dividends:	Y
22	The annual report and accounts to shareholders shall disclose a list of major shareholders of the company and their shareholding:	Y
23	Conduct of general meetings, with every shareholder provided with sufficient notice as well as full and timely information regarding issues to be decided during the meetings:	Y
24	Where electronic or virtual meetings are held, the selected mode shall ensure shareholder participation and facilitate participation in the meeting to the same degree as a person in physical attendance:	Y
24	Ensure that the online platform on which the meeting is to be conducted is easily accessible to all shareholders:	Y
24	Establish procedures to validate online meetings' participants as shareholders, shareholder's proxy or invited attendees and take reasonable measures to verify that each person deemed present and permitted to vote at the meeting is a shareholder or the holder of a valid proxy:	Y
24	For online meetings, establish processes that guarantee accurate and proper recording of attendance and shareholder's views:	Y
24	For online meetings, ensure that the selected electronic platform provides shareholders a reasonable opportunity to participate in the meeting by viewing and hearing meeting proceedings, and participating by commenting and asking questions:	Y
24	For online meetings, establish procedures for shareholders to vote electronically on matters and have in place measures to ensure that such votes are properly recorded in a transparent manner:	Y
24	For online meetings, ensure that there is a process in place to facilitate independent confirmation of proper opening and closing of the polls; and poll results:	Y
24	For online meetings, establish a robust contingency plan to minimise risk of disruption of the meeting due to technological failure from power outage or network interruption and cyber security breaches:	Y
Schedule II	Complete annual report disclosures, as required by Schedule II:	Y

Creating Shared Value

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GM Corporate Services Statement



Enid Edroma
GM Corporate Services

In 2025, MTN reached a major milestone with the release of its inaugural Sustainability Report. This publication highlighted the organisation's unwavering commitment to shared value, transparent sustainability strategies, and active stakeholder engagement. The report was met with widespread acclaim, fostering collaboration across departments and initiatives and enhancing sustainability awareness throughout company operations. In recognition of these efforts, MTN Uganda received the ***Sustainability Reporting Award*** at the Institute of Certified Public Accountants of Uganda Awards, a testament to its leadership and vision in integrating ESG practices into the telecommunications sector.

MTN's sustainability initiatives are progressing purposefully, strengthening the organisation's ability to serve stakeholders and the nation. A cohesive and integrated strategic framework has been established, supported by thorough assessments that outline a clear direction for the future. The internal ESG gap analysis conducted in 2024 laid a robust foundation for the sustainability strategy.

Building on this, the 2025 maturity assessment recognised MTN as pragmatic demonstrating readiness for growth and revealing new opportunities for comprehensive transformation.

This progress enables the company to address immediate priorities, including expanding ESG expertise, setting ambitious targets, and applying rigorous quality assurance measures for exceptional performance and reliable data. These developments energise the organisation as it continues its journey of sustainable excellence.

MTN has completed an internal materiality assessment to identify the most relevant ESG issues. This critical analysis allows the organisation to shift towards formulating specific, quantifiable, and actionable sustainability goals that drive long-term value creation. Further details and learnings from this process will be featured in the upcoming sustainability report. These efforts are part of a broader strategy to accelerate growth and enhance value creation for shareholders and stakeholders.

MTN remains committed to transparency seeking independent evaluation of our impact and initiatives, we have concluded an impact assessment for the MTN Foundation, a true value assessment for our emissions data and will be commencing scenario analysis aligned to the IFRS standards to enable us align our activities.

Looking ahead, MTN aims to proactively engage customers in ESG initiatives. This includes providing products that support responsible consumption, such as exploring the possibility of solar-powered network sites sharing excess energy with local communities, and offering educational resources on digital rights, data privacy, and responsible e-waste management. These actions are part of a comprehensive strategic approach to consistently deliver transparent and value-driven ESG outcomes.

As MTN progresses, it reaffirms its leadership in the telecommunications sector by exemplifying excellence, accountability, and value creation. Through diligent management of social and environmental impacts, aligned with national and global standards, the organisation continues to build stakeholder trust demonstrating that responsible, transparent operations are not only goals but the legacy of MTN.

Awards and Recognition



FiRe Awards
Best Sustainability Report



Million Dollar Challenge
Winner: ESG at the Core



MTN - Group
Best achievement in Sustainability

Creating Value in our Approach to Sustainability

Our approach to sustainability is embedded in our ESG Framework and derived from ***Ambition 2025*** embedded within the organisation across four pillars: *Doing for Planet, Doing for People, Doing it Right* and *Doing for Growth*.

Each pillar is complemented by policies and procedures to reinforce our commitment and facilitate implementation. This framework brings responsible business to life and enables us to maintain oversight of how our business operations impact key sustainability issues, risks and opportunities, guiding how we interact with our environment, customers and stakeholders in expanding the digital economy.



Our 2025 Sustainability Achievements

Strategic Pillar	Ambition	Achieved in 2025	Our commitments
 "We are committed to protecting our planet and achieving Net Zero emissions by 2040"	• Reduce GHG emissions. • Improve energy efficiency. • Water management.	**11%** Reduction in Scope 1 and 2 emissions	**50.3%** reduction in Scope 1 and 2 emissions **Net Zero** by 2040
 "We are committed to driving digital and financial inclusion and a diverse society"	• Increase broadband coverage. • Reduce cost to communicate. • Diversity and inclusion.	**96.2%** Broadband coverage **52.4%** Women representation **UGX 5.1bn** CSI contribution	**95%** by 2025 **50%** women representation by 2030
 "We are committed to partners and stakeholders to create and protect value"	• Reputation Index Survey: Achieve 75% score. • Protect human rights.	**80%** Reputation Index	**75%** Reputation Index Target
 "We are committed to boosting inclusive economic growth on the continent"	• Tax contribution • Network infrastructure investment • Empowering local government	**UGX 1.6tn** Tax contribution **UGX 549.4bn** Network investment **UGX 1.0tn** Local supplier spend	Tax contribution Infrastructure development Empower local enterprises

Our Sustainability Reporting

MTN follows voluntary sustainability disclosure, demonstrating our commitment to transparency. This journey has enabled companywide learning, especially about what to report, how to collect accurate data, and how to set clear goals that match our strategy. Through this process, MTN has identified key areas to improve as we work toward fully integrating ESG accountability and reporting into our core business.

We provide comprehensive sustainability disclosures within this Annual Report as well as in the Sustainability Report, which make up its reporting suite. In this report, the Sustainability section highlights our impact on society and the environment, and performance against goals and targets. Detailed disclosures that support this narrative will be found in the Sustainability report and in the disclosure statements section of the report.

This section of this report is structured around the areas that are key to MTN's operations and aligned to the UN SDGs most material to MTN and where the company can make the biggest impact. MTN provides enhanced disclosures of its policies, practices and performance against its key economic, social and environmental impacts through its work in different initiatives and reporting cycles at both an operational and group wide level. We are constantly monitoring developments within the sector and the sustainability disclosure landscape to ensure we comply with the latest requirements.

Looking to the future, The Institute of Certified Public Accountants of Uganda will roll out IFRS Sustainability Disclosure Standards (IFRS S1 and S2), aligning Ugandan sustainability reporting with international practices.

MTN is working towards updating our ESG reporting to meet these standards and integrating current projects like Project Zero and MTN Foundation to prepare for the transition ahead in the reporting landscape. We are looking towards achieving a Carbon Disclosure Project-rating which will further demonstrate MTN's progress in emissions reduction and energy efficiency. To facilitate the integrity of our reporting and enhanced ESG disclosures, we have commissioned quality assurance reports from independent firms which will increase transparency and stakeholder trust supporting MTN's net-zero commitments and industry leadership.



Double Materiality Assessment

MTN integrates ESG principles into its core business operations and aims to establish exemplary standards. In preparation for the adoption of IFRS S1 and S2 reporting disclosures in 2025, MTN conducted a Materiality Assessment aligned with relevant IFRS Standards. The outcomes of this process were incorporated at the organisational level, shaping the results achieved.

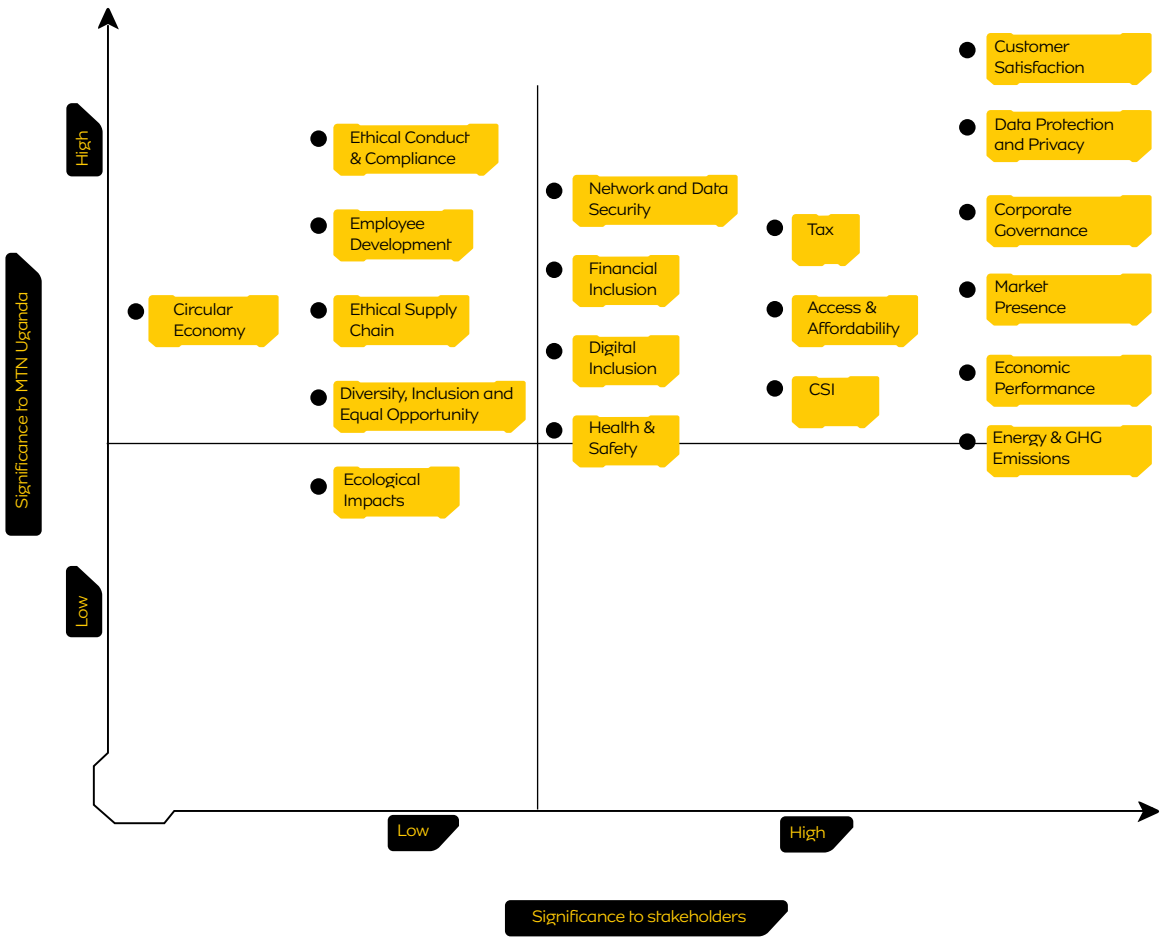
A comprehensive online survey was conducted, gathering complete responses from employees and stakeholders including customers, suppliers, government agencies, and business partners.

The enhanced methodology was supported by an independent third-party adviser ensuring alignment with the GRI and IFRS standards. This process commenced with an exhaustive mapping of material topics pertinent to the telecommunications sector, encompassing key activities relevant to stakeholders and MTN's sustainability objectives.

Material matters are defined as issues capable of impacting our value creation in the short, medium, and long term. These considerations directly inform our strategy, influence risk management, and shape the opportunities we pursue.

The material issues determined through this process are outlined below. Further elaboration on these issues will be provided in our dedicated Sustainability Report.

Material Topic	Pillar	Relevance to Business Operations	UNSDG Alignment
Energy Management	Doing for planet	High	
Carbon Emissions (GHG)		High	
Circular Economy (Product Life Cycle)		High	
Water Resource Management		Average	
Ecological Impacts		Average	
Climate Adaptation and Transition		Average	
Digital Inclusion	Doing for growth	High	
Network Access and Affordability		High	
Corporate Social Investment	Doing for people	High	
Diversity, Equity and Inclusion		High	
Human Capital Management		High	
Labour Practices and Relations		High	
Occupational Health and Safety		High	
Employee Development and Engagement		High	
Corporate Governance	Doing it right	High	
Business Ethics		High	
Data Security and Privacy Protection		High	
Product Responsibility		High	
Management of the Legal and Regulatory Environment		High	
Risk Management		High	
Business Model Resilience		High	



This analysis examines two primary value chains for MTN: delivering the advantages of a modern connected life and generating shared value for stakeholders.

This analysis examines two primary value chains for MTN: delivering the advantages of a modern connected life and generating shared value for stakeholders.

MTN identifies topics of greatest significance to both the business and its stakeholders through a double materiality assessment. The materiality of each impact, risk, and opportunity was evaluated via dedicated meetings, thorough review of available evidence, and scoring according to criteria and thresholds established within IFRS with guidance from an independent adviser.

Impacts are assessed by analysing the severity of each material issue and identifying opportunities to address stakeholder needs proactively. This approach facilitates the application of enterprise-wide risk management frameworks to set targets and implement processes for addressing material impacts arising from identified issues.

This process identified both the actual and potential effects of our operations on society and the environment, as well as how sustainability concerns may influence the company's overall performance. The materiality assessment carried out at MTN served as an evaluative measure, reaffirming that the organization continues to prioritize key material topics.

Further information will be available in the dedicated MTN Sustainability Report for 2025.

Our Sustainability Pillars

Doing for planet

MTN's environmental strategy is anchored in its commitment to managing our operations responsibly, reducing our environmental impact, and promoting sustainable practices among all our stakeholders. Our planet strategy centres around three key pillars:

Focus Area	Objective	Ambition
Climate Action	Moving towards zero emissions and a cleaner energy supply.	50.3% average reduction in absolute emissions (tCO e) for Scopes 1, 2 and 3 using 2021 as the baseline, in line with our 2030 SBTi targets and net zero by 2040.
Responsible Management of Resources	Reduction in waste and water impact	Responsible waste and water management
Environmental compliance	Annual review of Board composition (through a Board evaluation process):	100% compliance

Our Impact

MTN has successfully demonstrated its leadership and commitment to sustainability by proactively meeting the growing network demand with cleaner, renewable energy sources.

Through the strategic adoption of cutting-edge technologies and collaborative partnerships, MTN has built resilient, cost-effective, and environmentally responsible operations.

Doing for Eco-responsibility

1. Carbon Emission reduction ↓43% *From 2021 baseline*
2. Water consumption ↓54,593 M3
3. Green sites (solar & hydropower) ↑3,712 Sites
4. Waste management ↓85,118 Kgs

Case study: Project Zero

Project Zero's vision is to promote an environmentally conscious business and emissions reduction across our operations in Uganda.

To achieve this, we align Project Zero with Uganda's Nationally Determined Contributions 2022, which aims to limit global temperature rise to 1.5°C in fulfilment of Article 4 of the Paris Agreement. Since the project launched in 2021, we have implemented comprehensive strategies leveraging innovative technologies and renewable energy sources to minimise environmental impact.



Doing for people

Our approach is to provide fair access to the benefits of digital connectivity for all individuals, regardless of their background or geographic location. We are dedicated to fostering digital and financial inclusion, developing workforce proficiency through skills aligned with future needs, and encouraging diversity and inclusion across our organisation.



Creating value for our Customers through Digital Inclusion

MTN has successfully connected all regions of the country through advanced infrastructure, marking a significant milestone in its mission to bridge the digital divide. In response to the increasing demand for enhanced connectivity in both rural and urban areas, MTN's substantial investments in IT systems and infrastructure upgrades have resulted in a notable expansion of network capacity and nationwide coverage.

The launch of targeted programmes has extended reliable high-speed 4G/5G data, comprehensive network coverage actively enabling greater digital inclusion. MTN has invested extensively in network infrastructure—deploying 27,037 km of fibre and establishing numerous new sites to boost broadband availability. Among the most notable achievements are the expansion of mobile money offerings and the increase in 5G coverage to 19%, underscoring MTN's pivotal role in advancing connectivity and digital empowerment across the nation.

Doing for Digital Inclusion

1. 5G Coverage ↑ **19.0%**
2. 4G Coverage ↑ **88.6%**
3. 3G Coverage ↑ **96.2%**
4. Fiber Coverage ↑ **27,037** km

Creating value for our people

Accelerating digital inclusion	➤ Rural connectivity ➤ Affordable data and handsets ➤ Digital adoption
Driving financial inclusion	➤ Convenient, low-cost transacting ➤ Saving ➤ Micro-lending ➤ Insurance remittances
Fostering a skilled, diverse, and inclusive society	➤ In our workplace ➤ In our communities ➤ In our retail outlets
Uplifting our communities	➤ Developing digital skills ➤ Women and youth empowerment ➤ Investing in national priority areas ➤ ***Y'ello*** Care

Doing for Digital Inclusion

At MTN, our vision reaches far beyond simply connecting people we are passionately committed to uplifting every Ugandan and ensuring they experience the advantages of a vibrant, digitally connected life. Guided by the CHASE framework which stands for *Coverage, Handsets, Affordability, Service Bundling,* and *Education and Ease of Access* we are dedicated to advancing digital inclusion and creating lasting value by breaking down barriers to mobile internet adoption.

Our Digital Impact in 2025

1. Smartphone penetration **42.8%**
2. Male subscribers **61%**
3. Female subscribers **39%**
4. Rural coverage ↑ **96.2%**



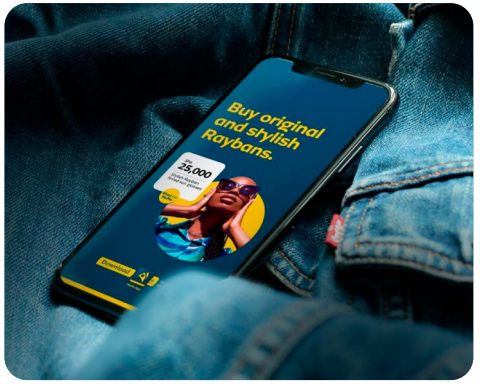
Doing for Financial Inclusion

MoMo advances financial inclusion by delivering accessible and secure digital financial services to our 14.7 million users, effectively bridging gaps for the unbanked population.

The platform facilitates low-cost remittances, micro-investing, and merchant payments via MoMoPay. These efforts link the unbanked to formal financial systems.

Doing for Financial Inclusion

1. ↑ UGX **2.7tn** Total loans disbursed on MoMo
2. ↑ UGX **50.9bn** Interest paid to customers on MoMo
3. ↑ UGX **195.5tn** Value transacted on MoMo
4. ↑ **5.0bn** Number of Transactions on MoMo



Creating a Value Driven Workforce for Sustainable Future

Our strategy is to create lasting value for our teams through the inspirational " Live Inspired " employee value promise. We are excited to build a vibrant and inclusive ***Y'ello*** culture, foster flexible work arrangements, and champion continuous professional development. We are investing in health, safety, and digital skills empowering our staff to thrive in a diverse and supportive environment. Through these efforts, we are confidently preparing our employees to achieve success and seize opportunities in an ever-evolving, knowledge-driven economy.

MTN recognises the necessity of employing individuals with the appropriate skills to achieve its objectives and drive impactful results. The organisation is committed to fostering skill development and providing opportunities that accommodate people from a variety of backgrounds. As of 31 December 2025, MTN's total workforce stood at 1,368 employees, representing a net increase of 3.4% compared to the previous year (2024: 1,323). Supporting an ethical workplace is critical for our development and the efficiency of our operations as we seek to offer value to our stakeholders.

Doing for Employees

1	↑ 1,368	Total number of employees
2	↑ 52.4%	Women in our work force
3	33.3%	Women in our senior management
4	92%	MTN rating per employee



Occupational Health and Safety

Our approach to health and safety has evolved significantly, with a shift that replaces traditional compliance-based approaches with a proactive strategy that prioritises systemic learning and accountability, creating a safe working environment, as far as reasonably practicable for all employees, customers, and stakeholders. MTN prioritizes health and safety through comprehensive employee training focusing on creating a safe, inclusive workplace and preventing work-related incidents.

Transparency plays a crucial role in this journey. We have adopted open communication about health and safety incidents, focusing more on understanding root causes and sharing lessons learned. This commitment to transparent investigation and communication has allowed us to embed learnings across the organisation, encouraging a culture where safety comes first. Our ambition is to further advance our health and safety practices by automating the collection of health and safety data and increasing awareness among staff and third-party contractors. These efforts support our goal of achieving *ISO 45001* readiness and certification, reinforcing a sustainable culture of safety and continuous improvement throughout MTN.

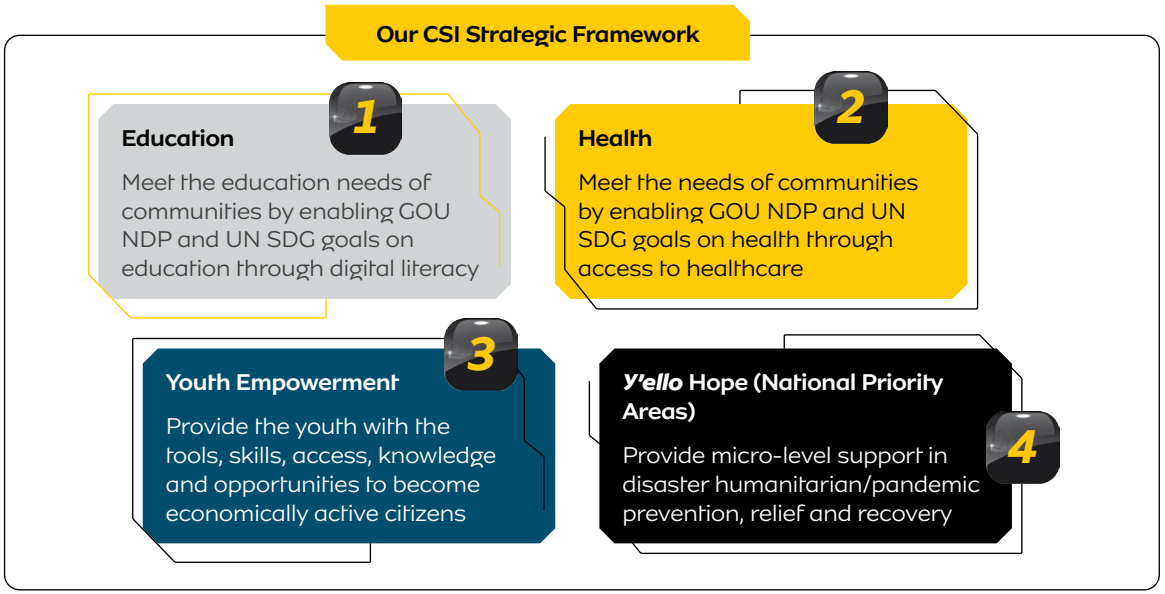
Doing for Health and Safety

1	198	Number of cars
2	672	Safety alerts
3	2	Fatalities
4	3	Third Party incidents

Creating Value for the Community - MTN Uganda Foundation

MTN, through its Foundation, delivers significant value to communities via a comprehensive range of CSI initiatives aligned with our strategic objectives. The Foundation is committed to enhancing the quality of life across diverse communities and upholds the company's dedication to sustainable practices.

Its objectives are closely aligned with national priorities outlined in the NDP and the UN SDGs. The Foundation's aim is to expand opportunities in education, healthcare, and economic empowerment ensuring that progress is inclusive and benefits all segments of society. The Foundation's approach is rooted in collaboration, working closely with local communities, government bodies, non-governmental organisations, and other partners to ensure its interventions are relevant and impactful.



Case Study: Maendeleo Foundation.

The *MTN Digital Skills Initiative* aimed to bridge the digital divide in underserved Ugandan communities, focusing on youth and women who face significant barriers to accessing technology and the internet.

The project sought to provide practical digital skills that enhance employability, entrepreneurship, and lifelong learning, thereby fostering a more inclusive digital economy. This objective supports broader goals aligned with MTN's purpose of enabling the benefits of a modern connected life and contributes to the UN SDGs.

The initiative delivered 10-day digital skills training camps using the *MTN Internet Bus*, a mobile digital classroom, working through local host partners such as libraries, community centres, and schools.

The project has targeted at least 1,000 youth and women per year across ten districts, with the overarching goal of strengthening digital literacy at the grassroots level.

> *The project not only built technical skills but also restored self-confidence and inspired future aspirations. It revealed strong community demand for digital training and underscored the importance of scaling efforts and ensuring inclusivity to sustain long-term impact.*
>
> *Asia Kamukama, Executive Director, Maendeleo Foundation.*

Our 2025 CSI Impact in Numbers

Education

Projects implemented were anchored on the provision of financial support for infrastructural aid in schools and vocational institutions, provision of furniture and equipment, refurbishment of dilapidated structures, and offering of scholarships to underprivileged students. MTN Foundation has also taken initiatives to actively promote the adoption of digital learning and skilling aimed at improving learning outcomes and results in schools.

- Total expenditure in education: ↑UGX 3.1bn
- Total expenditure in education: ↑23,120
- ↑45 Number of learning institutions supported

Youth empowerment

Through the Foundation, MTN has doubled its efforts towards implementing programs that strengthen the entrepreneurship skills of the youth, including equipping them with digital literacy to prepare them for employment and business opportunities in today's and tomorrow's markets.

- Total expenditure on youth empowerment programmes: ↑UGX 1.2bn
- Direct beneficiaries (number of youths impacted): ↑9,156
- ↑95 Districts impacted
- ↑95 transitioned to formal employment

Health

Efforts were directed towards contributing to the improvement of health services.

- Total expenditure in health: ↑UGX 107.9m
- Direct beneficiaries (number of live births): ↑27,100
- ↑3 Number of health facilities supported

Y'ello Hope (National Priority Areas)

The MTN Foundation continues to support national intervention efforts as part of our commitment to care for the communities in which we operate.

- Total expenditure in health on refugee support: ↑UGX 1.6bn
- Direct beneficiaries (number of live births): ↑27,100
- ↑3 Number of health facilities supported



MTN Uganda 2025 edition of 21 Days of ***Y'ello*** Care

Doing it right

Our strategy centres on compliance, ethical leadership, and transparency to drive long-term sustainability and shareholder value, while fostering a culture of integrity and accountability. We believe that good governance enables us to live our values through enhanced accountability, corporate responsibility, a strong risk and performance management culture, transparency and effective leadership.

1 Safeguarding our people and customers

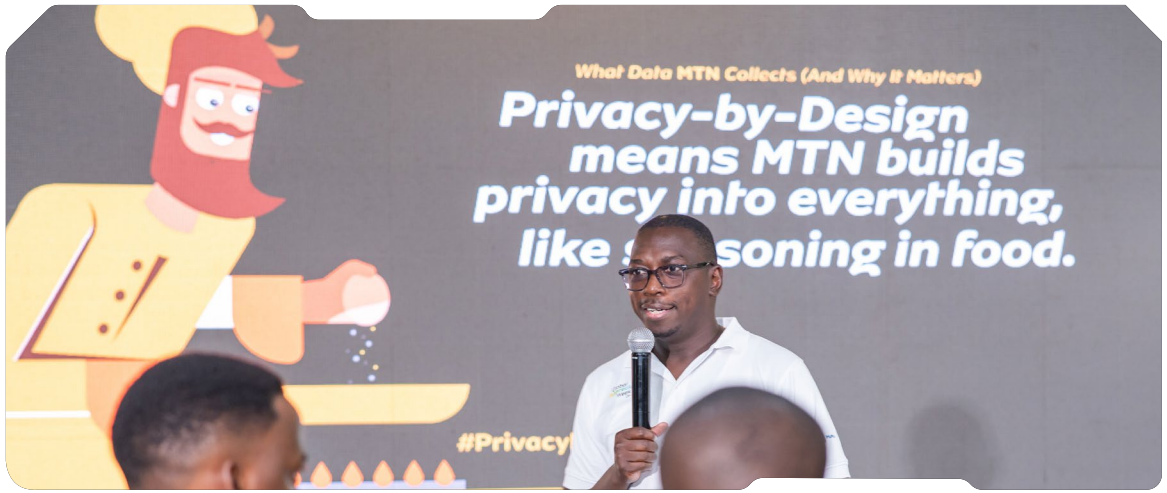
- Enhancing information and cybersecurity
- Respecting digital human rights
- Treating customers fairly
- Promoting health, safety and wellbeing
- Ensuring electromagnetic frequencies and 5G safety

2 Embedding ethical and responsible business practices

- Promoting ethical conduct
- Entrenching fair competitive practices
- Managing and reducing risks
- Committing to compliance

3 Partnering for an ethical supply chain

- Responsible and inclusive procurement
- Embedding sustainability across our supply chain



Case Study: Project Guardian

Data Privacy Week is instrumental for strengthening MTN's culture of accountability and championing both legal and ethical responsibilities. The launch of an engaging privacy programmenempowered participants with practical tools and insights.

Leadership communications underscored privacy as a fundamental value, inspiring staff to embrace their roles as stewards of data protection. The *Privacy Pledge Wall* became a vibrant platform for employees to share commitments and perspectives, deepening collective ownership. The digital quiz illuminated learning opportunities and showcased a spirit of continuous improvement.

A virtual training session led by the Personal Data Protection Office of Uganda brought together over 110 third-party providers, delivering clear guidance on legal obligations, compliance strategies, and regulatory case studies.

This initiative made a tangible impact, driving MTN's privacy culture forward through strong leadership engagement, hands-on learning, and broad-based participation. Staff became empowered and knowledgeable in data protection principles, while active involvement in the pledge wall and quiz reflected deep internal commitment.

Third-party providers left with renewed clarity and confidence in their legal responsibilities, fostering unified privacy standards across the organisation and advancing the objectives of Project Guardian.

Doing for growth

Creating a Responsible Supply Chain

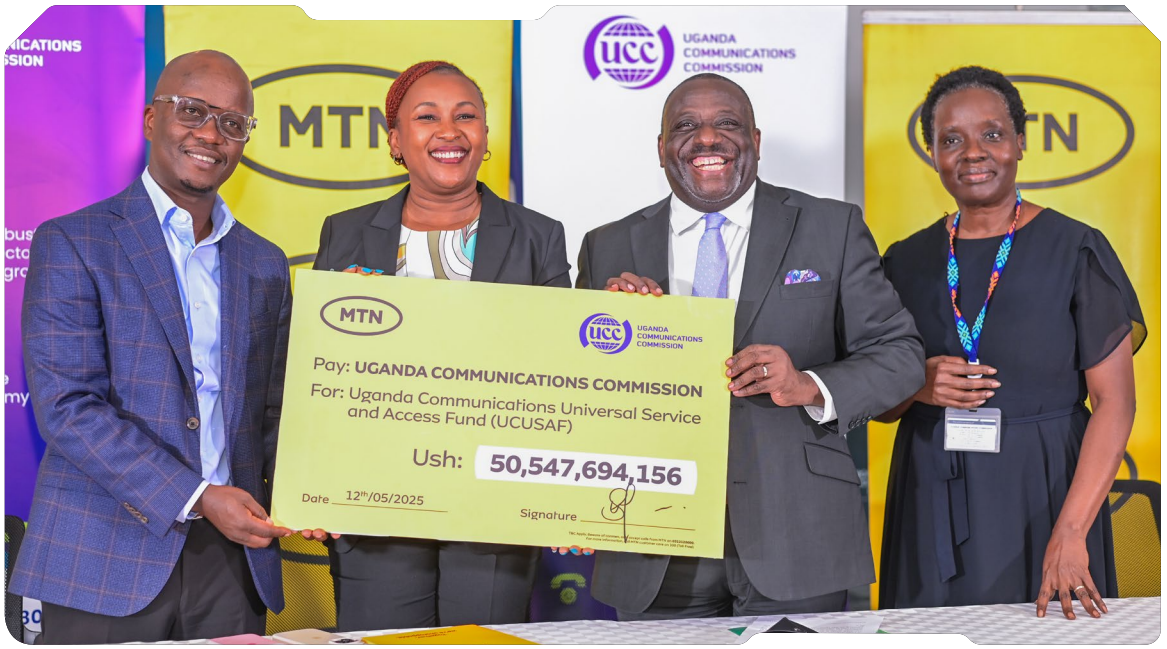
At MTN, we are committed to upholding responsible supply chain practices. We acknowledge the significant impact our operations have across social, environmental, and ethical spheres. Our aim is to operate in a manner that fosters the long-term sustainability of the communities in which we do business.

MTN collaborates with suppliers to ensure alignment with its objectives and expectations, guided by comprehensive company frameworks.

These frameworks include the Supply Chain Policy 2025, which has been amended to incorporate supplier performance management provisions, the Local Content Policy 2025, and a newly introduced Local Content Strategy launched in July 2025. MTN and its business units conduct sustainability-focused supplier engagement sessions to promote these policies and foster enhanced cooperation.

Partnering for a Responsible Supply Chain

1. ↑ UGX 1.0tn — Spend on Local Suppliers
2. ↑ UGX 62.3bn — Spend on Women Suppliers
3. ↑ 63.3% — Portion of Local Suppliers
4. ↑ 13.5% — Portion of Women Suppliers



Creating Value for the Economy

MTN has been a crucial driver of digital transformation in the country, with substantial investments in infrastructure, innovation, and partnerships. Our mobile and fibre network coverage expansion has enhanced internet accessibility across Uganda allowing us to make a significant contribution to various sectors in Uganda such as ICT, agriculture and business through ensuring access to services and mobile platforms that facilitate development within the eco-system.

This also enables the population within Uganda to have increased connectivity, digital inclusion and digital transformation, which are critical for meeting the goals of ***Vision 2040*** as well as aligning with our ***Ambition 2025*** strategy.

Doing for society

1. Business on MoMo Pay ↑ 114.8k
2. Tax Contribution ↑ UGX 1.6tn
3. CSI Contribution ↑ UGX 5.1bn
4. Local Suppliers ↑ 2,111

Financial Value

108 Directors' report for the year ended 31 December 2025

109 Statement of directors' responsibilities for the consolidated financial statements for the year ended 31 December 2025

110 Independent auditor's report to the shareholders of MTN Uganda limited



Directors report for the year ended 31 December 2025

The directors submit their report together with the audited consolidated financial statements for the year ended 31 December 2025 which disclose the state of affairs of MTN Uganda Limited and its subsidiary, MTN Mobile Money (U) Limited (together "the Group").

Principal activity

The principal activity of the Group is to provide telecommunication and mobile financial services.

Staffing

The number of persons employed by the Group at 31 December 2025 was 675 (2024: 644 employees), excluding contract employees.

Results and dividends

The Group made a net profit for the year ended 31 December 2025 of Shs 678,763 million (2024: Shs 641,548 million). During the year ended 31 December 2025, the Group declared and paid a dividend of Shs 649,282 million (2024: Shs 458,975 million). The directors recommend the payment of a final dividend of Shs 8.25 per share amounting to Shs 184,710 million (2024: Shs 8.5 per share, Shs 190,307 million).

Directors

The directors who held office during the period and to the date of this report were:

Name	Designation
Charles Mbire	Chairman
Karabo Nondumo	Director
Sylvia Mulinge	Director
Sugentharem Perumal	Director
Andrew Bugembe	Director

Name	Designation
Yolanda Cuba	Director
Winnie Tarinyeba Kiryabwire	Director
Fatima Daniels	Director
Francis Kamulegeya	Director

Auditor

The Group's auditor, Ernst & Young Certified Public Accountants has expressed willingness to continue in office in accordance with Section 167 (2) of the Companies Act, Cap. 106, Laws of Uganda.

By order of the Board,



Enid Edroma
Secretary
12 March 2026

Statement of directors' responsibilities for the consolidated financial statements for the year ended 31 December 2025

The Companies Act, Cap. 106, Laws of Uganda requires the directors to prepare financial statements for each financial year that give a true and fair view of the state of affairs of the Group as at the end of the financial year and of its profit and loss. It also requires the directors to ensure that the Group keeps proper accounting records that disclose, with reasonable accuracy, the financial position of the Group. They are also responsible for safeguarding the assets of the Group.

The directors accept responsibility for the annual financial statements, which have been prepared using appropriate accounting policies supported by reasonable and prudent judgements and estimates, in conformity with International Financial Reporting Standards (IFRS Accounting Standards) as issued by the International Accounting Standards Board (IASB) and Interpretations as issued by the IFRS Interpretations Committee (IFRIC) and the requirements of the Companies Act, Cap. 106, Laws of Uganda.

The directors are of the opinion that the financial statements, which have been prepared in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board and the Companies Act, Cap. 106, Laws of Uganda, give a true and fair view of the Group's state of the financial affairs and its profit for the year. The directors further accept responsibility for the maintenance of accounting records that may be relied upon in the preparation of financial statements, as well as responsibility for such internal control that the directors determine is necessary to enable the preparation of financial statements that are free from material misstatements whether due to fraud or error.

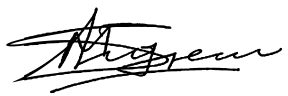
The Group operates in an established control environment, which is documented and regularly reviewed. This incorporates risk management and internal control procedures, which are designed to provide reasonable, but not absolute assurance that assets are safeguarded and the risks facing the business are being controlled. Nothing has come to the attention of the directors to indicate that any material breakdown in the functioning of these controls, procedures and systems has occurred during the period under review.

The going concern basis has been adopted in preparing the financial statements. The directors have no reason to believe that the Group will not be a going concern in the foreseeable future, based on forecasts and available cash resources. These financial statements support the viability of the Group.

Ernst & Young Certified Public Accountants have audited the Group's financial statements, and their report is presented on pages 110 to 115. The financial statements set out on pages 116 to 158 were approved for issue by the Board of Directors on 12 March 2026 and are signed on its behalf by:



Chairman



Director

Independent auditor's report to the shareholders of MTN Uganda limited

Report on the audit of the consolidated financial statements

Opinion

We have audited the consolidated financial statements of MTN Uganda Limited and its subsidiaries (the "Group") set out on pages 10 to 62 which comprise the consolidated statement of financial position as at 31 December 2025, and the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at 31 December 2025 and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board and the requirements of the Companies Act, Cap. 106, Laws of Uganda.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report. We are independent of the Group in accordance with the International Ethics Standards Board for Accountants' *International Code of Ethics for Professional Accountants (including International Independence Standards)* (IESBA Code) requirements and other independence requirements applicable to performing audits of financial statements of the Group and in Uganda. We have fulfilled our other ethical responsibilities in accordance with the IESBA Code and in accordance with other ethical requirements applicable to performing audits of the Group and in Uganda. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements.

The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

Key audit matters (continued)

Key audit matter	How our audit addressed the key audit matter

Revenue recognition – complexity of products and systems

Revenue recognition was an area of most significance in our audit due to the materiality of revenue to the financial statements, its sensitivity to small changes in recognition, and the pervasive impact of revenue recognition on both the statement of profit or loss and the statement of financial position.

Revenue from contracts with customers amounted to UGX 3.6 trillion for the year (2024: UGX 3.1 trillion) and is the primary driver of the Group's profitability. In addition, the application of IFRS 15 directly affects significant balance-sheet items, including trade receivables, contract assets, and contract liabilities. As a result, errors in the timing, completeness, or classification of revenue could lead to material misstatements of both profit and net assets.

The Group offers multiple products and plans, with changes to tariff structures and the introduction of new products which may occur multiple times within one reporting year. Revenue is processed through multiple interconnected billing and rating systems, requiring revenue to be recognised, deferred, or accrued based on systemdriven calculations under IFRS 15.

While revenue transactions are largely automated, the scale and volume of transactions processed on a recurring basis, together with reliance on complex systems, increase the risk of material misstatement arising from errors in system configuration, data transfers, or cutoff that are not appropriately reflected in revenue, contract assets, or contract liabilities and may not be readily identifiable through substantive testing alone.

Our procedures to address this key audit matter included:

- We understood and tested the design and operating effectiveness of management's controls over the transfer of revenue information between the multiple systems involved in recording revenue;
- We tested the controls in place over the authorisation of rate changes and a review of the new products recorded in the billing systems;
- We involved our internal IT audit specialists to test the IT general controls of the rating and billing environments, as well as assessed the completeness of the relevant revenue reports utilised for audit purposes;
- We tested the end-to-end reconciliation from rating and billing systems to the journals processed in the general ledger;
- We performed analytical review procedures over significant revenue streams by identifying the drivers that resulted in changes year on year to establish detailed monthly and annual expectations. Where movement were outside our precision level set, we performed substantive audit procedures;
- We performed correlation analysis between revenue, deferred revenue, trade receivables and cash;
- We reviewed the reconciliation of the aggregate of the prepaid and hybrid customers per the charging system to the deferred revenue balance;
- We selected and tested a sample of enterprise revenue contracts and assessed, in line with the requirements of IFRS 15 *Revenue from contracts with customers*, that contracts with customers were valid, that performance obligations were agreed by both parties and that revenue was appropriately recognised;
- We tested the stand-alone selling prices as input into the system and agreed the logic behind the stand-alone selling prices to the relevant requirements of IFRS 15 *Revenue from contracts with customers*;
- We tested management reconciliations for interconnect/roaming revenue and agreed the balances to third party confirmations;

Key audit matters (continued)

Key audit matter	How our audit addressed the key audit matter

Revenue recognition – complexity of products and systems

Accordingly, the combination of the significance of revenue, the judgement involved in determining the appropriate timing and classification of revenue under IFRS 15, and the reliance on complex, automated systems resulted in revenue recognition requiring significant auditor attention and being considered a key audit matter.

The Group's accounting policy on revenue recognition is set out in Note 2B, with related disclosures on revenue from contracts with customers and contract liabilities included in Notes 5A and 5B to the financial statements.

- We tested a sample of journal entries, processed in relation to non-standard revenue including Oracle journals by reviewing supporting documentation to ensure that the journals were supported by an underlying business rationale, were accounted for correctly, in the correct period and were appropriately authorised; and
- We examined and assessed the accounting policies applied and disclosures in terms of the recognition of revenue for compliance with IFRS 15: *Revenue from contracts with customers* and industry guidance.

Recognition of lease liabilities in accordance with IFRS 16 Leases

As disclosed in Note **18 (b)** of the consolidated financial statements, the Group's lease liabilities at 31 December 2025 amounted to **Shs 1,498 billion**. This liability is recognized in line with the Group's accounting policy described in Note 2G.

The lease liability is recognised at the present value of the future minimum lease payments under the contract.

The significant judgements applied in the recognition of the lease liabilities include:

- Identifying and applying escalation clauses that could impact payments under the contract in future periods. The escalation clauses are based on external factors for which information may not be available currently, such as inflation rates in future periods;
- identifying and excluding cash flows for non-lease components in the derivation of the lease liability;

Our procedures to address this key audit matter included:

- We evaluated management's processes, systems, and financial controls for identifying and accounting for leases;
- We checked management's basis for determining and excluding non-lease components in the computation of lease liabilities and obtained support documentation for the non-lease components;
- We traced a sample of lease additions, disposals, and repayments, and lease cash flows to the lease model and to supporting documents;
- We checked the reasonableness of the incremental borrowing rate applied in discounting lease cash flows;
- We performed analytical procedures to check the reasonableness of the interest charge on lease liabilities;
- We evaluated management's conclusions on whether there are any lease modifications arising during the year;

Key audit matters (continued)

Key audit matter	How our audit addressed the key audit matter
Recognition of lease liabilities in accordance with IFRS 16 Leases	
determining the applicable lease terms for each lease including estimating the lease term implied in the renewal clauses in the lease contracts, and the application of extension clauses in the contract; determining the appropriate incremental borrowing rate for discounting lease liability cash flows; identifying and recognizing lease liabilities for lease modifications. We considered the recognition of lease liabilities as a key audit matter on account of the significant judgements involved and because lease liabilities are a material item representing 36% of total liabilities.	We checked the reasonableness of exchange rates used to account for lease contracts that are not denominated in Uganda Shillings. For a sample of these contracts, we recomputed the expected carrying amount at the closing rate; We evaluated the basis for application of extension clauses and assessed the reasonableness of these assumptions based on decisions taken previously and management's long-term strategy; Where applicable, we tested management's assessment for restoration of site areas and the basis for recognition of an asset retirement obligation; We recomputed the lease amortization expense and the depreciation schedule for a sample of the leases; We assessed the adequacy of the lease liability disclosures in the Group's consolidated financial statements for alignment with IFRS 16 Leases.

Other information

The directors are responsible for the other information. Other information comprises the information included on pages 1 to 2 of the document titled "MTN Uganda Limited Annual Report and Audited Consolidated Financial Statements for the Year Ended 31 December 2025", which includes the Directors' Report as required by the Companies Act, Cap. 106, Laws of Uganda, and the Statement of Directors' Responsibilities for the Consolidated Financial Statements, which we obtained prior to the date of this report, and the detailed Annual Report, which is expected to be made available to us after that date. The other information does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements, or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the directors for the consolidated financial statements

The directors are responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board, and the requirements of the Companies Act, Cap. 106, Laws of Uganda, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

Auditor's responsibilities for the audit of the consolidated financial statements (continued)

- Evaluate the overall presentation, structure, and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current year and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other legal and regulatory requirements

As required by the Companies Act, Cap. 106, Laws of Uganda, we report to you, based on our audit, that:

i. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of the audit.
ii. In our opinion, proper books of account have been kept by the Group, so far as appears from our examination of those books; and,
iii. The consolidated statement of financial position and the consolidated statement of comprehensive income are in agreement with the books of account.

The Engagement Partner on the audit resulting in this independent auditor's report is CPA Geoffrey Byamugisha – P0231.

Ernst & Young
Certified Public Accountants
of Uganda Kampala

13 March 2026

CPA Geoffrey Byamugisha
Partner

Consolidated Statement of Comprehensive Income for the Year Ended 31 December 2025

	Note	2025 Shs '000	2024 Shs '000
Revenue from contracts with customers	5	3,604,050,553	3,172,720,658
Other income		3,117,384	878,535
Direct network operating costs	7	(388,467,788)	(350,995,959)
Government and regulatory costs	8	(80,093,808)	(78,012,108)
Cost of handsets and other accessories sold		(31,516,347)	(30,912,767)
Interconnect and roaming		(125,358,765)	(130,841,967)
Employee benefits expenses	9	(176,624,768)	(151,509,083)
Selling, distribution and marketing expenses	10	(633,791,560)	(542,993,437)
Impairment loss on trade receivables	22	(21,946,577)	(15,650,684)
Other operating expenses	11	(211,960,247)	(217,352,753)
Depreciation of property, equipment, and right-of-use assets		(463,156,822)	(408,429,839)
Amortisation of intangible assets	19	(87,194,177)	(87,426,836)
Operating profit		**1,387,057,078**	**1,159,473,688**
Net foreign exchange losses	12 (a)	(4,494,041)	(2,612,630)
Finance income	12 (b)	68,717,280	54,174,568
Finance costs	12 (b)	(316,575,721)	(290,359,669)
Profit before tax		**1,134,704,596**	**920,675,958**
Income tax expense	13 (a)	(455,941,660)	(279,127,690)
Profit for the year		**678,762,936**	**641,548,268**
Other comprehensive income for the year net of tax		-	-
Total comprehensive income for the year		**678,762,936**	**641,548,268**
Basic / diluted earnings per share	14	30.32	28.65

Consolidated Statement of Financial Position as at Ended 31 December 2025

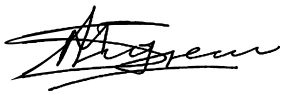
	Note	2025 Shs '000	2024 Shs '000
Assets			
Non-current assets			
Property, plant and equipment	18 (a)	1,530,436,217	1,258,957,532
Right-of-use assets	18 (b)	1,248,357,937	1,163,439,969
Intangible assets	19 (a)	352,701,250	379,704,704
Deferred tax assets	17	13,888,969	18,344,280
Contract assets	5 (b)	39,005,518	33,075,640
Receivables and prepayments	20	51,471,539	56,982,790
		3,235,861,430	**2,910,504,915**
Current assets			
Inventories	21	5,942,527	8,133,172
Income tax recoverable	13 (b)	-	3,429,277
Contract assets	5 (b)	51,113,663	35,183,204
Trade and other receivables	22	217,747,225	209,609,361
Trust account balances	23	1,459,494,778	1,351,739,290
Cash and cash equivalents	24	388,025,397	152,005,049
		2,122,323,590	**1,760,099,353**
Total assets		**5,358,185,020**	**4,670,604,268**
Equity			
Ordinary share capital	15	22,389,044	22,389,044
Retained earnings		1,203,883,369	1,174,402,716
		1,226,272,413	**1,196,791,760**
Liabilities			
Non-current liabilities			
Borrowings	28	164,878,258	-
Lease liabilities	18 (b)	1,198,769,017	1,173,939,939
Other financial liability	19 (b)	39,508,334	69,591,652
Deferred revenue -IRU assets	20 (c)	11,858,528	13,497,438
Employee share-based payment liability	26	19,698,314	9,418,494
		1,431,712,451	**1,266,447,523**

	Note	2025 Shs '000	2024 Shs '000
Current liabilities			
Bank overdraft	24	-	45,091
Trade and other payables	25	742,096,483	540,482,659
Other financial liability	19 (b)	38,655,360	29,281,425
Contract liabilities	5 (b)	34,575,631	29,970,898
Income tax payable	13	6,690,272	3,533,677
Borrowings	28	80,655,526	22,388,973
Lease liabilities	18 (b)	299,286,410	193,208,362
Trust account balances	23	1,459,494,778	1,351,739,290
Employee share-based payment liability	26	7,950,429	6,941,739
Provisions	27	30,795,267	29,772,871
		2,700,200,156	**2,207,364,985**
Total liabilities		**4,131,912,607**	**3,473,812,508**
Total equity and liabilities		**5,358,185,020**	**4,670,604,268**

The financial statements on pages 116 to 158 were approved by the board of directors on 12 March 2026 and signed on its behalf by:



Chairman



Director

Consolidated Statement of Changes in Equity for the Year Ended 31 December 2025

	Ordinary share capital Shs'000	Retained earnings Shs'000	Total equity Shs'000
Year ended 31 December 2024			
Balance at 1 January 2024	22,389,044	991,829,855	1,014,218,899
Comprehensive income:			
Profit for the year	-	641,548,268	641,548,268
Other comprehensive income	-	-	-
Total comprehensive income for the year	**-**	**641,548,268**	**641,548,268**
Transactions with owners of the company:			
Dividends paid (note 16)	-	(458,975,407)	(458,975,407)
	-	**(458,975,407)**	**(458,975,407)**
As at 31 December 2024	**22,389,044**	**1,174,402,716**	**1,196,791,760**
Year ended 31 December 2025			
Balance as at 1 January 2025	22,389,044	1,174,402,716	1,196,791,760
Comprehensive income:			
Profit for the year	-	678,762,936	678,762,936
Other comprehensive income	-	-	-
Total comprehensive income for the year	**-**	**678,762,936**	**678,762,936**
Transactions with owners of the company:			
Dividends paid (note 16)	-	(649,282,283)	(649,282,283)
	-	**(649,282,283)**	**(649,282,283)**
As at 31 December 2025	**22,389,044**	**1,203,883,369**	**1,226,272,413**

Consolidated Statement of Cash Flows for the Year Ended 31 December 2025

	Note	2025 Shs '000	2024 Shs '000
Operating activities			
Cash generated from operations	30	2,050,397,976	1,650,981,421
Interest received		54,925,192	51,051,476
Interest paid on Mobile Money deposits	12	(37,123,691)	(39,637,464)
Interest paid on borrowings	28	(23,358,946)	(25,934,466)
Interest paid on lease liabilities	18 (b)	(231,590,005)	(214,171,764)
Interest on financial liability		(6,980,142)	(8,771,303)
Dividends paid	16	(649,282,283)	(458,975,407)
Income tax paid	13	(444,900,477)	(276,316,653)
Net cash generated from operating activities		**712,087,624**	**678,225,840**
Cash flow from investing activities			
Purchase of property, plant and equipment	18 (a)	(412,454,156)	(376,869,535)
Proceeds from disposal of property, plant and equipment		1,168,839	1,185,573
Purchase of intangible assets	19	(62,288,790)	(37,468,069)
Net cash used in investing activities		**(473,574,107)**	**(413,152,031)**
Financing activities			
Repayments of borrowings	28	-	(253,658,856)
Proceeds from borrowings	28	222,000,000	80,000,000
Payment of principal portion of lease liability	18 (b)	(203,185,705)	(164,187,425)
Payment for financial liability	19 (b)	(23,709,383)	(22,397,340)
Net cash used in financing activities		**(4,895,088)**	**(360,243,621)**
Net increase / (decrease) in cash and cash equivalents		**233,618,429**	**(95,169,812)**

	Note	2025 Shs '000	2024 Shs '000
Movement in cash and cash equivalents			
At start of year		151,959,958	238,562,937
Increase / (Decrease)		233,618,429	(95,169,812)
Effect of exchange losses on cash and cash equivalents		2,447,010	8,566,833
At end of year	24	**388,025,397**	**151,959,958**

Notes to the Consolidated Financial Statements

1 General information

MTN Uganda Limited is incorporated in the Republic of Uganda under the Companies Act, Cap. 106, Laws of Uganda and is domiciled in Uganda. MTN Uganda Limited is listed on the Uganda Securities Exchange. The address of its registered office and the registration number are:

Plot 69–71, Jinja Road

P.O. Box 24624

Kampala

Uganda

Reg. No: 37058

MTN Uganda Limited is a subsidiary of MTN International (Mauritius) Limited. MTN Group Limited is the Group's ultimate parent and holding company, which is incorporated in the Republic of South Africa and is listed on the Johannesburg Stock Exchange Limited.

For the Companies Act, Cap. 106, Laws of Uganda reporting purposes, the balance sheet is represented by the statement of financial position and the profit and loss account by the statement of comprehensive income in these financial statements.

2 Accounting policies

The material accounting policies applied in the preparation of these financial statements are set out below and in the related notes to the Group financial statements. The material accounting policies applied are consistent with those adopted in the prior year.

A Basis of preparation

The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS Accounting Standards) as issued by the International Accounting Standards Board (IASB) and Interpretations as issued by the IFRS Interpretations Committee (IFRIC) and comply with the requirements of the Companies Act, Cap. 106, Laws of Uganda. The Group has adopted all new accounting pronouncements that became effective in the current reporting period.

The financial statements have been prepared on the historical cost basis, except otherwise stated in the accounting policies below. Amounts are rounded to the nearest thousand with the exception of the number of ordinary share capital (note 15), earnings per share (note 14) and dividends per share (note 16). The preparation of financial statements in conformity with IFRS Accounting Standards requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Information about significant areas of estimation uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements are included in note 4.

Changes in accounting policies and disclosures

New standards, amendments and interpretation

The Group has adopted all new and amended IFRS Accounting Standards and IFRIC interpretations that are mandatory for reporting periods beginning on or after 1 January 2025.

The directors have assessed the impact of these new and amended standards and concluded that their adoption did not result in any material changes to the Group's accounting policies, nor did they have a material impact on the recognition, measurement or disclosure of items in the consolidated financial statements.

Standards and interpretations that are not yet effective

The new and amended standards and interpretations that are issued, but not yet effective, up to the date of issuance of the Group's financial statements are disclosed below. The Group intends to adopt these new and amended standards and interpretations, if applicable, when they become effective. The adoption of the new accounting standards and amendments is not expected to have a material impact on the Group results, except for IFRS 18 *Presentation and Disclosure in Financial Statements*.

Notes to the Consolidated Financial Statements (continued)
2 Accounting policies (continued)
A Basis of preparation (continued)
Changes in accounting policy and disclosures (continued)
Standards and interpretations that are not yet effective (continued)

Standard	Effective date for annual periods beginning on or after
Classification and Measurement of Financial Instruments – Amendments to IFRS 9 and IFRS 7	1 January 2026
Annual improvements to IFRS Accounting Standards – Volume 11 affecting the following standards: › IFRS 1 First-time Adoption of International Financial Reporting Standards › IFRS 7 Financial Instruments: Disclosures › Guidance on implementing IFRS 7 Financial Instruments: Disclosures › IFRS 9 Financial Instruments › IFRS 10 Consolidated Financial Statements › IAS 7 Statement of Cash Flows	1 January 2026
Contracts Referencing Nature-dependent Electricity – Amendments to IFRS 9 and IFRS 7	1 January 2026
IFRS 18 – Presentation and Disclosure in Financial Statements	1 January 2027
IFRS 19 – Subsidiaries without Public Accountability: Disclosures	1 January 2027
Translation to a Hyperinflationary Presentation Currency – Amendments to IAS 21	1 January 2027
Amendments to Illustrative Examples on IFRS 7, IFRS 18, IAS 1, IAS 8, IAS 36 and IAS 37	No effective date
Sale of Contribution of Assets between an Investor and its Associate or Joint Venture – Amendments to IFRS 10 and IAS 28	Deferred indefinitely

IFRS 18 – Presentation and Disclosure in Financial Statements

In April 2024, the IASB issued IFRS 18, which replaces IAS 1 Presentation of Financial Statements. IFRS 18 introduces new requirements for presentation within the statement of profit or loss, including specified totals and subtotals.

Furthermore, entities are required to classify all income and expenses within the statement of profit and loss into one of five categories: operating, investing, financing, income taxes and discontinued operations, whereof the first three are new.

It also requires disclosure of newly defined management-defined performance measures, subtotals of income and expenses, and includes new requirements for aggregation and disaggregation of financial information based on the identified 'roles' of the primary financial statements (PFS) and the notes. In addition, narrow-scope amendments have been made to IAS 7 Statement of Cash Flows, which include changing the starting point for determining cash flows from operations under the indirect method, from 'profit or loss' to 'operating profit or loss' and removing the optionality around classification of cash flows from dividends and interest. In addition, there are consequential amendments to several other standards.

IFRS 18, and the amendments to the other standards, is effective for reporting periods beginning on or after 1 January 2027, but earlier application is permitted and must be disclosed. IFRS 18 will apply retrospectively.

The Group is currently working to identify all impacts the amendments will have on the primary financial statements and notes to the financial statements.

B Revenue recognition

The Group principally generates revenue from providing mobile telecommunications services, such as network services (comprising voice, data, and SMS), digital services (which include mobile financial services and other digital offerings), interconnect and roaming services, as well as from sale of mobile devices. Products and services may be sold separately or in bundled packages. Revenue is measured based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties. The Group recognises revenue when it transfers control over a product or services to a customer. For bundled packages, the Group accounts for individual products and services separately if they are distinct – i.e., if a product or service is separately identifiable from other items in the bundled package and if a customer can benefit from it. The consideration is allocated between separate products and services in a bundle, based on their stand-alone selling prices.

The stand-alone selling prices are determined based on the list prices at which the Group sells mobile devices and network services separately.

The Group sells mobile devices to customers on credit. The credit arrangement exists for a maximum period of eight months. Management has therefore assessed that there is no significant financing component from the sale of these devices due to the short credit period, which does not exceed one year.

Network services and digital and fintech services

The Group provides mobile telecommunication services, including network services and digital and fintech services. Network services (comprising voice, data, and SMS) are considered to represent a single performance obligation as all are provided over the MTN network and transmitted as data representing a digital signal on the network. The transmission of voice, data and SMS all consume network bandwidth and therefore, irrespective of the nature of the communication, the subscriber ultimately receives access to the network and the right to consume network bandwidth. Network services are, therefore viewed as a single performance obligation represented by capacity on the MTN network.

Digital and fintech services include value-added services, rich media services, mobile money, insurance, airtime lending and e-commerce. Mobile money revenues mainly relate to wallet services (withdrawal, P2P transfers), remittance services (Intra Africa and rest of the world), Banktech services (these include savings and lending products and wallet to bank) and payment services (comprising of commissions from third parties that transact using the mobile money platform).

Customers either pay in advance for these services or pay monthly in instalments over the contractual period.

A contract liability is recognised for amounts received in advance, until the services are provided or when the usage of services becomes remote.

The Group recognises revenue from these services as they are provided. Revenue is recognised based on actual units of network services/digital and fintech services provided during the reporting period as a proportion of the total units of network services/digital and fintech services to be provided. The customer receives and uses the benefits of these services simultaneously. Units of network services/digital and fintech services outside of post-paid contracts are recognised as the service is provided.

When the Group expects to be entitled to breakage (forfeiture of unused value or network services), the Group recognises the expected amount of breakage in proportion to network services provided versus the total expected network services to be provided. Any unexpected amounts of breakage are recognised when the unused value of network services expire or when usage thereof becomes remote. Assessment of breakage is updated each reporting period, and any resulting change is accounted for prospectively as a change in estimate in accordance with of IAS 8 Accounting policies, changes in accounting estimates and errors.

Interconnect and roaming

The Group provides interconnect and roaming services. The Group recognises interconnect and roaming revenue and debtors as the service is provided unless it is not probable (based on historical information) on transaction date that the interconnect revenue will be received, in which case interconnect revenue is recognised only when the cash is received or where a right of set-off exists with interconnect parties in settling amounts.

Payment for interconnect and roaming is generally received on a monthly Payment for interconnect and roaming is generally received on a monthly basis. Some interconnect and roaming debtors have a historical pattern of late payment due to economic challenges in their operating environments.

The Group has continued to provide services to these debtors where the recovery of principal is significantly delayed beyond the contractual terms. The Group has considered historical payment patterns (i.e. customary business practice) in assessing whether the contract contains a significant financing component. For contracts containing a significant financing component, the Group reduces interconnect and roaming revenue and recognises interest revenue over the period between satisfying the related performance obligation and payment.

Other income

Other income is recognised when the related services are provided to the customers and payment is generally due monthly.

Capitalisation of subscriber acquisition costs

The Group expects that incremental subscriber acquisition costs for obtaining and renewing contracts are recoverable. These costs include agents' commission on post-paid contracts and SIM activation costs on prepaid contracts. The Group has therefore capitalised these costs as contract costs. Capitalised contract costs are amortised on a systematic basis over the average customer life and included in selling, distribution and marketing expenses in profit and loss. In terms of a practical expedient, the Group has elected to recognise the incremental costs of obtaining contracts as a selling, distribution and marketing expense in profit or loss, when incurred, if the amortisation period of the assets that the Group otherwise would have recognised is 12 months or less. Contract costs are assessed for impairment in accordance with IFRS 9 Financial Instruments.

C Functional currency and translation of foreign currencies

(i) Functional and presentation currency

Items included in the financial statements of the Group are measured using the currency that best reflects the primary economic environment in which the Group operates (the functional currency). The Group financial statements are presented in Uganda Shillings, which is the functional and presentation currency of the Group.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains or losses resulting from the settlement of such transactions and from the translation at reporting date exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined.

The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

D Property, plant and equipment

Property, plant and equipment are measured at historical cost less accumulated depreciation and impairment losses.

The cost of property, plant and equipment, includes expenditure that is directly attributable to the acquisition or construction of the assets, any other costs directly attributable to bringing the assets to the location and condition for their intended use and the present value of estimated decommissioning costs. Purchased software that is integral to the functionality of the related equipment is capitalised as part of the equipment.

Depreciation is calculated using the straight-line method to write down the cost of the assets to their residual values over their estimated useful lives. In determining residual values, the Group uses historical sales and management's best estimate based on market prices of similar items. Useful lives of property, plant and equipment are based on management estimates and consider historical experience with similar assets, the expected usage of the asset, physical wear and tear, technical or commercial obsolescence and legal restrictions on the use of the assets.

The estimated useful lives of Property, plant and equipment are as follows:

Buildings leased	Over the period of the lease
Leasehold improvements	Over the period of the lease
Building owned	50 years
Telecommunications equipment	3 to 15 years
Mobile phones	2 years
Information systems equipment	3 to 7 years
Furniture and equipment	3 to 7 years
Motor vehicles	4 – 5 years

Useful lives and residual values are reviewed on an annual basis and the effects of any changes in estimates are accounted for on a prospective basis.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each balance sheet date.

Right-of-use assets are depreciated over their expected useful lives on the same basis as owned assets or, where shorter, the expected term of the relevant lease.

An asset's carrying amount is written down immediately to its estimated recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit or loss when the asset is derecognised.

E Impairment of non-financial assets

An impairment loss is recognised in profit or loss if the carrying amount of an asset or its cash-generating unit exceeds its estimated recoverable amount. The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For impairment testing, assets are grouped together into the smallest group of assets that generate cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit").

When an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount but limited to the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss. An impairment loss in respect of goodwill is not reversed.

F Intangible assets with finite useful lives

Intangible assets are measured at historical cost less accumulated amortisation and impairment losses. The Group annually reviews the carrying amounts of its intangible assets with finite useful lives to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amounts of the assets are estimated to determine the extent, if any, of the impairment loss.

Amortisation is calculated on a straight-line basis to write off the cost of intangible assets over their estimated useful lives. The estimated useful lives are as below:

Network licenses	Over the period of the licence
Network software licenses	Over the period of the licence
Ericsson software license[1]	5 years
Software	3 years
Other intangible assets	3 years

[1]This includes Mobile Money Platform software licence, deployment and migration costs that relate to Fintech services.

An intangible asset is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. The gain or loss arising on the disposal or retirement of an intangible asset is determined as the difference between the proceeds from the disposal and the carrying amount of the asset and is included in profit or loss. Costs associated with maintaining intangible assets are recognised as an expense as incurred.

Expenditure that enhances or extends the performance of intangible assets beyond their original specifications is recognised as a capital improvement and added to the original cost of the assets. Expenditure on research activities is recognised as an expense in the period in which it is incurred.

G Leases

The Group leases various network sites, offices, motor vehicles and other property. Rental contracts are typically made for fixed periods of 2 years to 10 years but may have extension options as described below.

Contracts may contain both lease and non-lease components. The Group allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices.

Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor.

Leased assets may not be used as security for borrowing purposes.

The lease liability is initially measured at the present value of the lease payments to be made over the lease term.

Generally, the Group uses its incremental borrowing rate to discount the lease payments. The Group's

incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security, and conditions.

The Group is exposed to potential future increases in variable lease payments based on an index or rate, which are not included in the lease liability until they take effect. When adjustments to lease payments based on an index or rate take effect, the lease liability is reassessed and adjusted against the right-of-use asset.

Lease payments are allocated between principal and the finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Right-of-use assets are measured at historical cost less accumulated depreciation and accumulated impairment. Cost comprises of the following:

- The amount of the initial measurement of lease liability;
- Any lease payments made at or before the commencement date less any lease incentives received;
- Any initial direct costs; and
- Restoration costs.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Group is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.

Extension and termination options

Extension and termination options are included in several property leases. These are used to maximise operational flexibility in terms of managing the assets used in the Group's operations.

Indefeasible right of use (IRU) arrangements

The Group applies its principal accounting policies for leases to account for IRU arrangements which constitute or contain leases. All other IRU arrangements that do not constitute or contain leases are treated as service level agreements; the costs are expensed as incurred.

The IRU assets are amortised on a straight-line basis to write off the cost of assets over their contract period.

H Inventories

Inventories mainly comprises items of handsets, SIM cards and accessories held for sale and consumable items. Inventories are measured at the lower of cost and net realisable value. The cost of inventories is determined using the weighted average method. Cost comprises direct materials and, where applicable, overheads that have been incurred in bringing the inventories to their present location and condition, excluding borrowing costs. Net realisable value represents the estimated selling price in the ordinary course of business, less applicable variable selling expenses. Where appropriate, an impairment provision is raised in respect of obsolete and defective inventories and the inventory carrying value will be net of this provision.

I Receivables

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. They are generally due for settlement within 30 days and therefore are all classified as current. The Group holds the trade receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method. Details about the Group's impairment policies and the calculation of the loss allowance are provided in (W) below.

J Income tax

The tax expense for the period comprises current, deferred tax and withholding tax. Tax is recognised in profit and loss, except to the extent that it relates to items recognised in other comprehensive income or items recognised directly in equity. For these items the tax is also recognised in other comprehensive income or directly in equity, respectively.

Current tax

Current tax is the expected tax payable on taxable income for the year, using tax rates enacted or substantively enacted at the reporting date in

the countries where the Group operates and generate taxable income, and any adjustment to tax payable in respect of previous years. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred tax

Deferred tax is recognised using the liability method, providing for temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements for financial reporting purposes. Deferred tax is measured at tax rates (and laws) that have been enacted or substantively enacted at the reporting date and are expected to apply to temporary differences when they reverse.

K Borrowings

Borrowings are accounted for as financial liabilities. Fees paid on the establishment of loan facilities are recognised as transaction costs and capitalised to the extent that it is probable that some or all of the facilities will be drawn down. When the draw down is made, the transaction costs are amortised to profit or loss using the effective interest method. To the extent that it is not probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently carried at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in profit or loss over the period of the borrowings using the effective interest method.

L Cash and cash equivalents

Cash and cash equivalents comprise cash on hand, deposits held on call and investments in money market instruments, all of which are available for use by the Group. Bank overdrafts are included within current liabilities on the statement of financial position, unless the Group has a legally enforceable right to set off the amounts and intends to settle on a net basis or realise the asset and settle the liability simultaneously.

The Group classifies interest received, interest paid, and dividends paid as cash flows from operating activities in the consolidated statement of cash flows. This classification represents the Group's policy election under *IAS 7 Statement of Cash Flows* and is applied consistently from period to period.

M Provisions

A provision is recognised when there is a present legal or constructive obligation as a result of a past event for which it is more likely than not that an outflow of resources will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

The amount recognised as provision is the best estimate of the expenditure required to settle the obligation at the end of the reporting period.

Onerous contracts

A provision for onerous contracts is recognised when the expected benefits to be derived by the Group from a contract are lower than the unavoidable costs of meeting its obligations under the contract.

The provision is measured at the present value of the lower of the expected cost of terminating the contract or the expected net cost of continuing with the contract. Before a provision is established, the Group recognises any impairment loss on the assets associated with the contract.

Bonus provision

The bonus provision consists of a performance-based bonus, which is determined by reference to the overall Group performance regarding a set of predetermined key performance measures. Bonuses are payable annually after the Group annual results have been approved.

Provision for cash-settled share-based payments

For the accounting policy on cash-settled share-based payments, refer to U (Employee benefits).

N Dividends

Dividend distribution to the Group's shareholders is recognised as a liability in the Group's financial statements in the period in which the dividends are approved by the Group's directors. Proposed dividends are shown as a separate component of equity until declared.

O Trade payables

Trade payables are accounted for as financial liabilities. Payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Other payables are stated at their nominal values.

P Share capital

Ordinary shares are classified as equity. Incremental external costs directly attributable to the issue of new ordinary shares or share options are recognised in equity as a deduction net of tax from the proceeds.

Q Finance income and costs

Finance income

Finance income comprises interest income on funds invested and dividend income. Interest income is recognised as it accrues in profit or loss, using the effective interest method.

Finance costs

Finance costs comprise interest expense on borrowings, unwinding of the discount on provisions and interest expense on lease liabilities. All borrowing costs are recognised in profit or loss using the effective interest method, unless the borrowing costs are directly attributable to the acquisition, construction, or production of qualifying assets, in which case the directly attributable borrowing costs are capitalised.

R Contingent liabilities

Contingent liabilities represent possible obligations that arise from past events and whose existence will be confirmed only by the occurrence or non-occurrence of uncertain future events not wholly within the control of the Group.

Contingent liabilities also represent present obligations that arise from past events but are not recognised because an outflow of resources is not probable, or a reliable estimate cannot be made. The Group does not recognise contingent liabilities in the statement of financial position until future events indicate that it is probable that an outflow of resources will take place and a reliable estimate can be made, at which time a provision is raised.

S Consolidation

The Group has prepared consolidated financial statements which incorporate the results of its subsidiary, MTN Mobile Money (U) Limited.

The Group directly holds 100% of the ordinary shares and the voting rights of the aforementioned subsidiary.

Subsidiaries

Subsidiaries are all entities over which the Group has control. The Group controls an entity where the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases. Intercompany transactions, balances, and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

T Related party transactions

Related party transactions constitute the transfer of resources, services or obligations between the Group and a party related to the Group, regardless of whether a price is charged. For the purposes of defining related party transactions with key management, key management has been defined as directors and the Group's executive committee and includes close members of their families and entities controlled or jointly controlled by these individuals.

U Employee benefits

(i) Short-term employee benefits

Remuneration to employees in respect of services rendered during a reporting period is expensed in that reporting period. A liability is recognised for accumulated leave when there is a present legal or constructive obligation because of past service rendered by employees.

(ii) Share-based payment transactions

MTN Group Limited, the Group's ultimate holding company, operates two staff share incentive schemes, the MTN Group share and the MTN Group share appreciation rights scheme which applies to MTN Uganda Limited as a subsidiary of MTN Group Limited.

These schemes are accounted for as cash settled share-based payments to employees at subsidiary level. Cash settled share-based payments are measured at fair value (excluding the effect of no-market-based vesting conditions) at valuation date which is each financial year end.

Each notional share option (NSO) may only be exercised by a participant as a factor of continuous employment with MTN Uganda Limited. Exercising refers to the decision by the participant to cash out any net realisable increase in value over and above the NSO's offer price of vested NSOs.

NSO allocations are granted annually, with 100% vesting after 3 years and expiring after 5 years.

The fair value is expensed over the vesting period on a straight-line basis based on the Group's estimate of the shares that will eventually vest.

(iii) Retirement benefit obligations

The Group operates a defined contribution plan. A defined contribution plan is a post-employment benefit plan (such as a pension plan) under which the Group pays a fixed percentage of employees' remuneration as contributions into a separate entity (a fund) and will have no further legal or constructive obligations to pay additional contributions if the fund does not hold sufficient assets to pay all employee benefits relating to employee service in the current and prior periods. Contributions to defined contribution plans in respect of services rendered during a period are recognised as an employee benefit expense when they are due.

(iv) Termination benefits

Termination benefits may be payable when an employee's employment is terminated before the normal retirement date due to retrenchment or whenever an employee accepts voluntary redundancy in exchange for these benefits.

The Group recognises termination benefits at the earlier of the following dates:

- when the Group can no longer withdraw the offer of those benefits; and
- when the Group recognises costs for a restructuring that are within the scope of *IAS 37 Provisions, Contingent Liabilities and Contingent Assets*.

In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than 12 months after the reporting date are discounted to their present value.

V Comparatives

Where necessary, comparative figures have been adjusted to conform to changes in presentation in the current year.

W Financial instruments

Accounting for financial instruments

Financial assets and liabilities are recognised on the Group's statement Financial assets and liabilities are recognised on the Group's statement of financial position when the Group becomes a party to the contractual provisions of the instrument.

All financial assets and liabilities are initially measured at fair value, including transaction costs except for those classified as at fair value through profit or loss, which are initially measured at fair value, excluding transaction costs. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss. Financial assets and liabilities are classified as current if expected to be realised or settled within 12 months; if not, they are classified as non-current.

Offsetting financial instruments

Offsetting of financial assets and liabilities arises when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The net amount is reported in the statement of financial position.

Financial instrument classification

The Group classifies its financial instruments into the following categories:

- *Financial assets at amortised cost; and*
- *Financial liabilities at amortised cost.*
- *Financial liabilities at fair value through profit or loss*

The Group classifies its financial assets as at amortised cost only if both of the following criteria are met:

- the asset is held within a business model whose objective is to collect the contractual cash flows; and
- the contractual terms give rise to cash flows that are solely payments of principal and interest.

Notes to the Consolidated Financial Statements (continued)
2 Accounting policies (continued)
W Financial instruments (continued)
Financial instrument classification (continued)

The classification of financial assets depends on both the entity's business model for managing the asset and the asset's contractual cash flow characteristics (the "SPPI" test). Financial instruments comprise trade and other receivables, cash and cash equivalents, trust account balances, borrowings, mobile money deposits and trade and other payables. Refer to Note 2 (I) for additional disclosures on trade receivables.

Subsequent measurement

Subsequent to initial recognition, financial instruments are measured as described below.

Financial assets

Financial assets are subsequently measured at amortised cost using the effective interest method, less any impairment losses except for short-term receivables when the recognition of interest would be immaterial.

Financial liabilities

Financial liabilities comprise trade and other payables, bank overdrafts, borrowings, mobile money deposits and other non-current liabilities (excluding provisions). Refer to Notes 2 (K), and 2 (O) for additional closures on borrowings and trade payables, respectively.

All financial liabilities are subsequently measured at amortised cost using the effective interest method. Impairment losses on trade and other receivables are presented as net impairment losses within operating profit. Subsequent recoveries of amounts previously written off are credited against the same line item.

Other liabilities

Other liabilities include the mobile money platform liability. It is initially measured at its fair value, which is the present value of the payments in respect of the minimum commitment. The Group accounts for the interest expense and decreases the financial liability over the course of the licensing agreement as and when the liability is settled. An embedded derivative causes some or all of the cash flows that otherwise would be required by the contract to be modified according to a specified interest rate, financial instrument price, commodity price, foreign exchange rate, index of prices or rates, credit rating or credit index, or other variable, provided in the case of a non-financial variable that the variable is not specific to a party to the contract. A portion of the cash flows varies according to changes in foreign currency. The economic characteristics and risks of these cashflows are however closely related to the fixed minimum commitments. Accordingly, the embedded derivative was not separated from the host contract.

Each reporting period, the financial liability is remeasured to its fair value utilising the forward-looking revenues and forward exchange rates that will affect the value of the future minimum commitment.

De-recognition

Financial assets are derecognised when the rights to receive cash flows from the asset have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership. Financial liabilities are derecognised when the obligation specified in the contract is discharged, cancelled, or expires.

Impairment of financial assets

The Group's trade and other receivables are subject to the expected credit loss model. While cash and cash equivalents are also subject to the impairment requirements of IFRS 9, the identified impairment loss is immaterial.

The Group applies the IFRS 9 simplified approach to measuring expected credit losses. The simplified approach measures a lifetime expected loss allowance for all trade receivables and contract assets. To measure the expected credit losses, trade receivables have been analysed based on shared credit risk characteristics and the days past due.

The loss allowances for trade and other receivables are based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

Trade and other receivables are written off when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a repayment plan with the Group, and a failure to make contractual payments for a period of greater than 180 days past due

The expected loss rates are based on the payment profiles of sales over a period of 24 months before 31 December 2025 and the corresponding historical credit losses experienced within this period. The historical loss rates are adjusted to reflect forward looking information to the extent that there is a strong correlation between the forward-looking information and the expected credit losses.

X Mobile Money deposits

Mobile Money (MoMo) deposits are balances that are held with banks for and on behalf of MoMo customers. MoMo regulations require that these balances with banks are held in a manner to ensure that they are not co-mingled with the Group's cash and cash equivalents and that these are ring-fenced to settle MoMo customers' obligations. The deposits held are accounted for at amortised cost.

Upon recognition of the MoMo financial asset, the Group recognises a corresponding current liability, in the ordinary course, to refund MoMo customers for the deposits made.

The Group earns transactional fees on these MoMo balances and recognises transactional fees as part of digital and fintech services revenue. Transactional fees are recognised over time as the transactions occur. The Group accounts for fees paid to agents as a commission expense in selling, distribution, and marketing expenses.

Cash flows that relate to the principal MoMo deposit balances and corresponding liabilities are reflective of customer transactions, but only interest received and paid to customers in relation relating to these balances is recorded on the Group's statement of cash flows.

Y Operating segments

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The Board has appointed an Executive Committee which assesses the financial performance and position of the Group and makes strategic decisions. The Executive Committee, has been identified as being the chief operating decision maker.

Z Direct network costs

These are costs incurred by the business in maintaining the network and telecommunications equipment.

AA Government and regulatory fees

These are costs relating to the annual gross revenue levy and spectrum fees paid to the regulator.

AB Handset and accessories costs

These are costs relating to the handsets, data devices and accessories sold by the Group.

AC Interconnect and roaming costs

Interconnect costs are charges resulting from MTN Uganda customers making calls to another operator and roaming costs result from MTN Uganda customers using another network when they travel and leave our network.

AD Earnings per share

The Group calculates basic earnings per share by dividing the profit or loss after tax attributable to ordinary equity holders of the Group by the weighted average number of ordinary shares in issue during the period. On the other hand, dilutive EPS are calculated by adjusting profit or loss attributable to ordinary equity holders of the Group and the weighted average number of ordinary shares outstanding, for the effects of all dilutive potential ordinary shares.

3 Financial risk management

The Group has exposure to the following risks from its use of financial instruments: credit risk, liquidity risk and market risk (foreign exchange and interest rate risk). This note presents information about the Group's exposure to each of the above risks, the Group's objectives, policies, and processes for measuring and managing risk, and the Group's management of capital. Further quantitative disclosures are included throughout these financial statements.

Market risk

(i) Foreign exchange risk

The Group operates locally and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to the US dollar. Foreign exchange risk arises from recognised assets and liabilities. The Group aims to manage exposure to fluctuations in foreign currency exchange rates by keeping a proportion of its cash balance in foreign currency. As a policy, the Group does not utilise forward contracts or other methods of hedging foreign exchange risk that are speculative in nature.

A ±5% movement in foreign exchange rates has been applied, as management considers this to represent a reasonably possible change based on historical volatility observed in the Ugandan market and prevailing macro economic conditions at the reporting date.

At 31 December 2025, if the Shilling had weakened/strengthened by 5% (2024: 5%) against the US dollar with all other variables held constant, the pre-tax profit for the year and the Group's equity would have been Shs 8,286

Notes to the Consolidated Financial Statements (continued)
3 Financial risk management (continued)
Market risk (continued)
(i) Foreign exchange risk (continued)

million lower/higher (2024: Shs 1,710 million) and Shs 5,788 million lower/higher (2024: Shs 1,198 million) respectively, mainly as a result of US dollar receivables, payables, borrowings and bank balances. The Group's exposure to the US Dollar currency risk expressed in Uganda Shillings, is as follows:

	2025 Shs '000	2024 Shs '000
Trade and other receivables	30,553,964	72,764,707
Cash and cash equivalents	26,693,194	14,790,148
Trade and other payables	(222,615,364)	(121,769,581)
	(165,368,206)	**(34,214,726)**

(ii) Interest rate risk

The Group's interest rate risk arises from long-term borrowings and leases. Borrowings issued at variable rates expose the Group to cash flow interest rate risk which is partially offset by cash held at variable rates. The Group regularly monitors financing options available to ensure optimum interest rates are obtained. At 31 December 2025, an increase/decrease of 5% in the interest rate would have resulted in a decrease/increase in the Group's equity of Shs 1,229 million (2024: Shs 1,114 million) and the pre-tax income by Shs 1,756 million (2024: Shs 1,592 million), respectively.

A ±5% movement in foreign exchange rates has been applied, as management considers this to represent a reasonably possible change based on historical volatility observed in the Ugandan market and prevailing macro economic conditions at the reporting date.

The Group's exposure to interest rate risk is as follows:

	2025 Treasury bill rate Shs '000	2024 Treasury bill rate Shs '000
Current borrowings	(80,655,526)	(22,388,973)
Non-current borrowings	(164,878,258)	-
	(245,533,784)	**(22,388,973)**

Credit risk

The Group does not have any significant concentrations of credit risk. The Group credit controller assesses the credit quality of each customer, taking into account its financial position, past experience and other factors.

Individual risk limits are set based on internal or external ratings in accordance with limits set by the Board. The utilisation of credit limits is regularly monitored.

Credit risk arises from cash and cash equivalents, deposits with banks and financial institutions, as well as credit exposures to customers, including outstanding receivables. Credit risk is the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group.

i) Risk management

Credit risk on financial assets with banking institutions is managed by dealing with institutions with strong balance sheets and a proven track record.

The Group does not have any significant concentrations of credit risk. The Group credit controller assesses the credit quality of each customer, taking into account its financial position, past experience and other factors. Individual risk limits are set based on internal or external ratings in accordance with limits set by the Board. The utilisation of credit limits is regularly monitored.

The ECL for trade receivables, which comprise post-paid debtors, dealer debtors, mobile money debtors, interconnect debtors and roaming debtors is arrived at as a product of the probability of default, loss given default and exposure at default.

The expected loss rates are based on the payment profiles of sales over a period of 12 months to December 2025 and the corresponding historical credit losses experienced within this period.

The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables. The Group determined that inflation is the most relevant macroeconomic factor and therefore adjusts historical loss rates to reflect expected movements in inflation.

Related party receivable balances are assessed for impairment based on the counterparty's ability to settle on demand. The ECL for contract assets is arrived at as a product of the probability of default, loss given default and exposure at default.

Cash and cash equivalents and mobile money deposits have been assessed for credit loss based on the credit rating of the financial institutions holding the assets.

Notes to the Consolidated Financial Statements (continued)
3 Financial risk management (continued)
Credit risk (continued)
(i) Risk management (continued)

The amount that best represents the Group's maximum exposure to credit risk at 31 December 2025 is made up as follows:

	2025 Shs '000	2024 Shs '000
Cash at bank and deposits on call (note 24)	388,025,397	152,005,049
Mobile money deposits (note 23)	1,459,494,778	1,351,739,290
Trade receivables (note 22)	56,235,844	43,692,502
Other receivables (note 22)	72,154,042	58,128,388
Contract assets (Note 5 (b))	90,119,181	68,258,844
Non-current trade receivables (note 20)	1,394,161	2,177,140
Receivables from related companies (note 22)	58,286,387	72,764,710
	2,125,709,790	**1,748,765,923**

Set out below is the information about the credit risk exposure on the Group's trade receivables and contract assets using a provision matrix:

31 December 2025	Trade receivables						
	Days past due						
	0–30 days Shs '000	31–60 days Shs '000	61–90 days Shs '000	91–120 days Shs '000	120–180 days Shs '000	>180 days Shs '000	Total Shs '000
Corporate customers (a)	13,072,029	12,703,576	6,220,784	4,807,095	7,768,468	15,716,595	60,288,547
Expected credit loss rate*	8.2%	12.1%	14.9%	17.9%	22.3%	100.0%	
Other receivables (b)	6,035,498	6,815,585	528,618	260,306	7,838,949	17,583,481	39,062,437
Expected credit loss rate*	6.9%	7.6%	14.7%	28.6%	33.3%	100.0%	
Estimated total gross carrying amount at default [(a)+(b)]	**19,107,527**	**19,519,161**	**6,749,402**	**5,067,401**	**15,607,417**	**33,300,076**	**99,350,984**
Expected credit loss	(1,485,386)	(2,054,396)	(1,004,926)	(933,324)	(4,337,032)	(33,300,076)	(43,115,140)
Net carrying amount	**17,622,141**	**17,464,765**	**5,744,476**	**4,134,077**	**11,270,385**	**-**	**56,235,844**

Notes to the Consolidated Financial Statements (continued)
3 Financial risk management (continued)
Credit risk (continued)
(i) Risk management (continued)

31 December 2024	Trade receivables						
	Days past due						
	0–30 days Shs '000	31–60 days Shs '000	61–90 days Shs '000	91–120 days Shs '000	120–180 days Shs '000	>180 days Shs '000	Total Shs '000
Corporate customers (a)	13,739,561	5,490,293	4,204,820	3,398,067	5,166,154	11,163,209	43,162,104
Expected credit loss rate	6.0%	7.2%	8.7%	10.2%	20.7%	98.7%	
Other receivables (b)	128,293	4,164,812	2,586,009	1,558,136	8,457,138	7,140,853	24,035,241
Expected credit loss rate	6.0%	7.2%	8.7%	10.2%	20.7%	98.7%	
Estimated total gross carrying amount at default [(a)+(b)]	13,867,854	9,655,105	6,790,829	4,956,203	13,623,292	18,304,062	67,197,345
Expected credit loss	(830,740)	(699,498)	(593,104)	(503,974)	(2,815,658)	(18,061,869)	(23,504,843)
Net carrying amount	13,037,114	8,955,607	6,197,725	4,452,229	10,807,634	242,193	43,692,502

**The expected loss rates increased during the year mainly due to increase in receivables related to extra float as well as lower than expected collections from postpaid debtors mostly resulting from government agencies that are expected to be settled in the next 6 months.*

No impairment was recognised for the contract assets because there is no historical evidence of credit losses, and the current amortisation period remains within the average customer lifecycle.

For related party exposures, an assessment of the counterparties' ability to meet their contractual obligations was performed. Based on this assessment, no indication of credit deterioration was identified, and therefore no impairment loss was recognised

(ii) Security

With the exception of post-paid and dealer trade receivables, no collateral is held for any of the above assets. Some post-paid subscribers are required to pay a security deposit before being connected onto the Group's network. Dealer debtors are also required to present post-dated cheques and bank guarantees before being granted credit.

The Group applies the simplified approach under IFRS 9 to measure expected credit losses on trade and other receivables. Credit risk is assessed at a portfolio level rather than on an individual customer rating basis. In determining the risk profile of the receivable portfolio, management considers historical loss experience by receivable type, ageing profiles, payment behaviour trends, customer and counterparty segmentation, and concentration of exposures. Forward-looking information, including macroeconomic conditions and relevant market developments, is incorporated through management overlays where appropriate. This assessment forms the basis for determining expected credit loss rates applied to the receivable balances at the reporting date.

The fair value of security deposits held was Shs 2,982 million (2024: Shs 2,984 million). In case of default, the security deposit is used to clear the receivable balance.

(iv) Definition of default

The Group considers a financial asset in default when contractual payments are 180 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Notes to the Consolidated Financial Statements (continued)
3 Financial risk management (continued)

Liquidity risk

Prudent liquidity risk management includes maintaining sufficient cash and marketable securities, and the availability of funding from an adequate amount of committed credit facilities. Due to the dynamic nature of the underlying businesses, Treasury maintains flexibility in funding by maintaining availability under committed credit lines.

Management monitors rolling forecasts of the Group's liquidity reserve on the basis of expected cash flow.

The table below analyses the Group's financial liabilities that will be settled on a net basis into relevant maturity groupings based on the remaining period at the balance sheet date to the contractual maturity date.

The amounts disclosed in the table below are the contractual undiscounted cash flows.

	0–30 days Shs '000	31–90 days Shs '000	90 days to 1 year Shs '000	Between 1 and 2 years Shs '000	Between 2 and 5 years Shs '000	More than 5 years Shs '000	Total Shs '000
At 31 December 2025:							
- trade and other payables	217,660,597	398,824,886	-	-	-	-	**616,485,483**
- mobile money deposits	1,459,494,778	-	-	-	-	-	**1,459,494,778**
- borrowings	-	48,938,525	65,342,925	79,217,925	131,329,650	-	**324,829,025**
- other financial liability	3,092,267	9,276,800	24,738,133	41,438,005	-	-	**78,545,205**
- lease liabilities	38,418,253	76,842,808	345,456,695	378,815,262	861,055,678	662,179,856	**2,362,768,552**
	1,718,665,895	**533,883,019**	**435,537,753**	**499,471,192**	**992,385,328**	**662,179,856**	**4,842,123,043**

	0–30 days Shs '000	31–90 days Shs '000	90 days to 1 year Shs '000	Between 1 and 2 years Shs '000	Between 2 and 5 years Shs '000	More than 5 years Shs '000	Total Shs '000
At 31 December 2024:							
- trade and other payables	140,220,148	251,195,813	-	-	-	-	391,415,961
- mobile money deposits	1,351,739,290	-	-	-	-	-	1,351,739,290
- borrowings	-	959,375	25,959,375	-	-	-	26,918,750
- other financial liability	2,869,080	8,607,239	22,952,636	37,107,199	41,438,005	-	112,974,159
- lease liabilities	66,657,488	31,351,525	289,056,798	380,329,139	779,342,521	621,712,799	2,168,450,270
	1,561,486,006	292,113,952	337,968,809	417,436,338	820,780,526	621,712,799	4,051,498,430

The trade payables balances in the liquidity risk disclosure exclude tax and regulatory fees accruals amounting to Shs 125,611 million (2024: Shs 149,067 million).

Classification of financial instruments by category

	2025 Shs'000	2024 Shs'000
Financial assets at amortised cost		
Cash and bank balances (note 24)	388,025,397	152,005,049
Mobile money deposits (note 23)	1,445,494,778	1,351,739,290
Non-current trade receivables and other receivables (note 20)	1,394,161	2,177,140
Trade and other receivables (note 22)	186,676,273	174,585,600
	2,021,590,609	**1,680,507,079**
Financial liabilities at amortised cost		
Bank overdraft	-	45,091
Trade and other payables	616,485,265	391,415,965
Mobile money deposits (note 23)	1,459,494,778	1,351,739,290
Borrowings (note 28)	245,533,784	22,388,973
Lease liabilities (note 18 (b)	1,498,055,427	1,367,148,301
	3,819,569,254	**3,132,737,620**
Financial liability at fair value through profit or loss		
Other financial liability (note 19 (b)	75,163,694	98,873,077

Fair value

Fair value is measured in accordance with IFRS 13 Fair Value Measurement, which establishes a fair value hierarchy. IFRS 7 Financial Instruments: Disclosures requires entities to disclose fair value measurements The fair value hierarchy under IFRS 13 is described as follows:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1).
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (Level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (Level 3).

The Group measures its financial liability in respect of payments under the Ericsson contract at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability.

Or

- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Notes to the Consolidated Financial Statements (continued)
3 Financial risk management (continued)
Fair value (continued)

- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements at fair value on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The financial liability disclosed measured at fair value (note 19 (b)) is held at level 3 of the fair value hierarchy.

The carrying amounts of the Group's financial assets and liabilities measured at amortised cost, that is trade receivables, trust account balances, cash and cash equivalents, trade payables and mobile mobile money deposit liabilities is a reasonable approximation of the carrying amounts disclosed in notes 22, 23, 24, 25, and 23, respectively. The fair values of these instruments approximate their carrying amounts largely due to their short-term maturities.

The fair values of the above instruments were determined using level 3 techniques by discounting cash flows using rates currently available for debt on similar terms, credit risk and remaining maturities.

Fair-value related disclosures for the financial liability measured at fair value is summarised under note 19 (b). The fair value is determined using level 3 techniques by discounting future cash flows using the Group's incremental borrowing rate.

Capital management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and to maintain an optimal capital structure to reduce the cost of capital. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, issue new capital or sell assets to reduce debt. The Group monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by total capital. Net debt is calculated as total borrowings (including lease liabilities) less cash and cash equivalents. Total capital is calculated as equity plus net debt. The Group does not have a target gearing ratio or externally imposed capital requirements.

The gearing ratios at 31 December 2025 and 2024 were as follows:

	2025 Shs'000	2024 Shs'000
Total borrowings and lease liabilities (note 28 and 18 (b))	1,743,589,211	1,389,537,274
Financial liability held at fair value	75,163,694	98,873,077
Less: cash and cash equivalents (note 24)	(388,025,397)	(151,959,958)
Net debt	**1,430,727,508**	1,336,450,393
Total equity	**1,226,272,413**	1,196,791,760
Total capital	**2,656,999,921**	2,533,242,153
Gearing ratio	**54%**	53%

4 Critical accounting estimates and judgements

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including experience of future events that are believed to be reasonable under the circumstances. It is reasonably possible, on the basis of existing knowledge, that outcomes within the next financial year that are different from the assumptions made could require a material adjustment to the carrying amount of the asset or liability affected.

(i) Critical accounting estimates and assumptions

Property, plant and equipment

Critical estimates in determining the useful lives of property, plant and equipment are made by the directors in determining depreciation rates for property, plant and equipment. The rates used are set out in 2 (D) above. The directors have established over the lifetime of the business that the depreciation rates have been consistent with the useful lives of the Group's assets. As at 31 December 2025, an increase/decrease in the annual depreciation rate of 5% would have resulted in an increase/decrease in the net book value of approximately Shs 23,158 million (2024: Shs 20,421 million). A ±5% movement has been applied, as management considers this to represent a reasonably possible change based on historical volatility observed in the Ugandan market and prevailing macro economic conditions at the reporting date.

(ii) Critical judgements in applying the Group's accounting policies

Determining the lease term

In determining the lease term, management considers all facts and circumstances that create an economic incentive to exercise an extension option,or not exercise a termination option. Extension options (or periods after termination options) are only included in the lease term if the lease is reasonably certain to be extended (or not terminated). The following factors are normally the most relevant:

- If there are significant penalties to terminate (or not extend), the Group is typically reasonably certain to extend (or not terminate).
- If any leasehold improvements are expected to have a significant remaining value, the Group is typically reasonably certain to extend (or not terminate).
- Otherwise, the Group considers other factors including changes in circumstances (such as business strategy, or modification to the asset), historical lease durations, the costs and business disruption required to replace the leased asset and the business planning horizon, which is 5 years.
- Extension options have been included in the lease liability to the extent that they are within the Group's current business plan.

As at 31 December 2025, potential future cash outflows of Shs 2,362,769 million (undiscounted) have been included in the lease liability because it is reasonably certain that the leases will be extended (or not terminated) (2024: Shs 2,168,450 million.

5 Revenue from contracts with customers

(a) Disaggregation of revenue from contracts with customers

The Group derives revenue from the transfer of goods and services over time and at a point in time in the following major service and product lines:

	2025 Shs'000	2024 Shs'000
Revenue earned over time		
Network services	2,253,807,378	1,975,223,731
Interconnect and roaming	117,435,528	150,645,093
Digital and fintech services	1,126,786,952	958,525,056
Information technology infrastructure services	68,176,275	59,193,389
Revenue earned over time	**3,566,206,133**	**3,143,587,269**
Mobile device sales (recognised at a point in time)	37,844,420	29,133,389
	3,604,050,553	**3,172,720,658**

Network services, interconnect and roaming, digital services and other revenue are recognised over time, whereas mobile device sales are recognised at a point in time. Network service revenues relate to outgoing voice revenue, outgoing SMS revenue and mobile data revenues. The revenue is recognised based on the output method in consideration of actual minutes called, SMSes sent or bytes utilised. This is most appropriate as these are concluded within short periods of time. Network services are earned within the consumer business segment (CBU) (Shs 2,017,347 million, 2024: Shs 1,756,010), Enterprise Business Unit (EBU) (Shs 230,040 million, 2024: Shs 210,916 million) and Wholesale and Carrier (Shs 6,420 million, 2024: Shs 8,298 million). Interconnect revenue is recognised within wholesale and carrier services. Mobile devices revenue is primarily within the consumer business segment. Digital and fintech services are within mobile financial services (MFS) (Shs 1,087,340 million, 2024, Shs 924,762 million), the consumer business segment (Shs 38,633 million, 2024: Shs 33,502 million) and Enterprise Business Unit (Shs 814 million, 2024: 623milion). IT and infrastructure services is within EBU sales (Shs 48,012 million, 2024: Shs 39,230), CBU (Shs 875 million 2024: Shs 2,221 million), Wholesale (Shs 19,207 million, 2024: Shs 17,741 million).

(b) Assets and liabilities related to contracts with customers

	2025 Shs'000	2024 Shs'000
Trade receivables; and receivables from related parties	157,637,371	139,962,055
Loss allowance (note 22)	(43,115,140)	(23,504,843)
Total trade receivables (note 22)	**114,522,231**	**116,457,212**
Contract liabilities - deferred revenue	34,575,631	29,970,898

Deferred revenue represents unused activated airtime subscriber balances for prepaid products, as well as the cash equivalent of any unused bonus points on the 1-4-1 customer loyalty promotion. Revenue is recognised in profit or loss as calls are made, SMSes are sent, and data is used on the unused activated airtime. Revenue in relation to the customer loyalty program is recognised when the points are redeemed through calls or when they expire 12 months after the initial sale.

(i) Significant changes in trade receivables and contract liabilities

The increase in trade receivables and other receivables was primarily driven by the increase in amounts due from related parties especially Bayobab Africa and MTN Management Services. The Group has related payables that will be used to settle the bulk of these receivables. Refer to Note 22 for further information on loss allowances recognised. The increase in contract liabilities is as a result of an increase in outstanding airtime and data balances on account of the increase in subscribers.

(ii) Revenue recognised in respect of contract liabilities

The following table shows how much of the revenue recognised in the current reporting period relates to carried-forward contract liabilities.

	2025 Shs'000	2024 Shs'000
Revenue recognised that was included in deferred revenue at start of year	29,970,898	31,960,239

(iii) Assets recognised from costs to fulfil a contract

The incremental subscriber acquisition costs are capitalised as contract costs and are amortised on a systematic basis over the average customer life of 3 years.

The movement of the contract assets is as below:

	2025 Shs'000	2024 Shs'000
At start of year	68,258,844	45,141,042
Additions	63,338,670	55,317,473
Amortised as costs in the year	(41,478,333)	(32,199,671)
At end of year	**90,119,181**	**68,258,844**
Current contract assets	51,113,663	35,183,204
Non-current contract assets	39,005,518	33,075,640
	90,119,181	**68,258,844**

6 Segment reporting

Operating segments reflect the Group's management structure, and the way financial information is regularly reviewed. The Group has identified reportable segments that are used by the executive committee (EXCO) (who is the Chief Operating Decision Maker) to make key operating decisions, allocate resources, and assess performance. The EXCO primarily focuses on revenue at the segment level. The structure of the business is such that the assets and liabilities are primarily utilised across the segments, so are reviewed for the entire Group.

A key performance measure of reporting profit for the Group is EBITDA. EBITDA is defined as earnings before finance income, finance costs and foreign exchange gains or losses, tax, depreciation and amortisation.

Notes to the Consolidated Financial Statements (continued)
6 Segment reporting (continued)

Nature of operations:	Consumer Shs '000	Enterprise Business unit Shs '000	Wholesale and carrier services Shs '000	Total Telecommunications Shs '000	Mobile financial services Shs '000	Total Shs '000
Dec 2025 Revenue	2,092,321,730	282,792,702	141,595,176	**2,516,709,608**	1,087,340,945	**3,604,050,553**
Direct network operating expenses	(372,813,347)	(621,317)	(1,171,201)	**(374,605,865)**	(13,861,923)	**(388,467,788)**
Selling, distribution and marketing expenses	(88,248,806)	(7,420,551)	(16,100)	**(95,685,457)**	(538,106,103)	**(633,791,560)**
Dec 2025 EBITDA	**1,097,644,480**	**244,388,681**	**130,809,634**	**1,472,842,795**	**464,565,285**	**1,937,408,080**
Dec 2024 Revenue	1,816,806,582	255,837,127	175,314,771	**2,247,958,480**	924,762,178	**3,172,720,658**
Direct network operating expenses	(339,586,102)	(1,037,863)	(1,279,396)	**(341,903,361)**	(9,092,598)	**(350,995,959)**
Selling, distribution and marketing expenses	(89,405,166)	(7,273,843)	(9,960)	**(96,688,969)**	(446,304,468)	**(542,993,437)**
Dec 2024 EBITDA	**873,856,767**	**218,918,968**	**171,280,948**	**1,264,056,683**	**391,273,680**	**1,655,330,363**

The EXCO also focuses on reporting by segments and revenue by customer segment for internal revenue reporting. The reportable segments for revenue and EBITDA are identified as below:

- **Telecommunications segment: this segment is further analysed as follows when reporting EBITDA:**

i. Consumer – This comprises prepaid subscriber revenue.

ii. Enterprise Business Unit – This comprises revenue earned from corporate customers, SMEs, governments, and post-paid customers.

iii. Wholesale and Carrier services – This relates to revenue earned from other telecommunication companies that provide support services such as Interconnect, roaming and leased lines services.

- **Mobile Financial services – This relates to revenue earned from Digital and Fintech services.**

EXCO also separately assesses the performance of the mobile money and telecommunications segments by reference to the profit after tax earned, and the capital expenditure (capex) additions made by each segment.

Segment reporting for profit before tax

The segment information for profit before tax and capex additions is indicated below:

	2025 Shs'000	2024 Shs'000
Telecommunications EBITDA	1,645,380,194	1,564,907,592
Mobile financial services EBITDA	491,720,876	394,414,419
Eliminations	(199,692,990)	(303,991,648)
EBITDA	**1,937,408,080**	**1,655,330,363**
Depreciation	(463,713,910)	(408,949,723)
Amortisation	(87,194,175)	(87,426,836)
Finance costs	(316,754,672)	(290,613,806)
Finance income	68,717,280	54,174,568
Foreign exchange differences	(4,494,044)	(2,612,630)
Eliminations	736,037	774,022
Profit before tax	**1,134,704,596**	**920,675,958**

Segment reporting for capex additions

	Telecommunications Shs '000	Mobile financial services Shs '000	Total Shs '000
December 2025			
Capex additions	522,809,823	26,593,600	**549,403,423**
December 2024			
Capex additions	401,679,427	16,320,689	**418,000,116**

7 Direct network operating costs

	2025 Shs'000	2024 Shs'000
Leased line costs	33,083,080	27,054,929
TowerCo related costs	191,080,762	184,844,916
Network and IT maintenance	164,303,946	139,096,114
	388,467,788	**350,995,959**

8 Government and regulatory fees

	2025 Shs'000	2024 Shs'000
Spectrum fees	25,762,532	27,529,973
Regulatory fees and levies	54,331,276	50,482,207
	80,093,808	**78,012,180**

9 Employee benefits expenses

	2025 Shs'000	2024 Shs'000
Salaries and wages	124,756,574	114,876,207
MTN Uganda Limited Provident Fund contributions (note 33 (viii))	3,476,813	3,088,056
Contributions to National Social Security Fund	8,744,102	7,614,100
Notional share options (note 26)	15,621,229	4,822,088
Other staff costs	24,026,050	21,108,632
	176,624,768	**151,509,083**

Remuneration for the Group's permanent employees is disclosed under salaries and wages. Staff welfare costs together with costs for the Group's contract personnel are disclosed under other staff costs.

10 Selling, distribution and marketing expenses

	2025 Shs'000	2024 Shs'000
Commissions*	563,377,840	485,752,100
Marketing	64,373,899	51,440,860
Content costs	6,039,821	5,800,477
	633,791,560	**542,993,437**

**Commissions are paid to mobile money agents who facilitate mobile money transactions, and to business partners who use the mobile money platform to transact. The commission expense is computed as a percentage of the commission revenue earned by the Group.*

11 Other operating expenses

	2025 Shs'000	2024 Shs'000
Professional and consulting	9,070,062	10,585,622
Auditor's remuneration	3,303,609	3,067,443
Directors' fees	1,572,437	1,637,562
General expenses	43,458,840	43,571,798
Loss on disposal of Property, Plant and Equipment	4,446,847	-
Motor vehicle and insurance	13,716,672	12,497,662
Security costs	1,200,395	990,987
Communication costs	2,754,712	2,584,353
Management fees	87,062,672	100,652,920
MTN Foundation (note 33 (viii))	6,802,300	6,413,903
Travel and entertainment	5,196,819	4,288,692
Electricity and diesel – non network	9,570,034	10,124,860
Other utilities – non network	-	2,250
Information technology fees	8,351,002	5,413,589
Office building and maintenance	2,586,598	3,089,818
Platform fee	12,867,248	12,431,294
	211,960,247	**217,352,753**

12 (a) Net foreign exchange losses

	2025 Shs'000	2024 Shs'000
- Foreign exchange gains	8,434,631	3,203,125
- Foreign exchange losses	(12,928,672)	(5,815,755)
Net foreign exchange losses	**(4,494,041)**	**(2,612,630)**

(b) Finance income / (costs)

Interest income calculated using the effective interest method:

	2025 Shs'000	2024 Shs'000
- Interest income on mobile money deposits	50,915,779	44,025,556
- Interest income on bank deposits	17,801,501	10,149,012
	68,717,280	**54,174,568**

Interest expense calculated using the effective interest method:

	2025 Shs'000	2024 Shs'000
- Interest expense and other charges on borrowings (note 28)	(24,584,887)	(19,594,496)
- Interest expense on lease liabilities (note 18 (b))	(231,590,005)	(213,917,625)
- Interest expense on mobile money deposits	(50,915,779)	(44,025,556)
- Other interest expenses*	(2,504,908)	(4,050,688)
	(309,595,579)	**(281,588,365)**

Interest expenses not calculated using the effective interest method:

	2025 Shs'000	2024 Shs'000
Interest on financial liability (note 19 (b))	(6,980,142)	(8,771,303)
	(316,575,721)	**(290,359,668)**

**Other interest expenses mainly relate to overdraft charges and other transaction charges on borrowings, that are integral to the effective interest rate.*

13 Income tax expense

	2025 Shs'000	2024 Shs'000
Current income tax	451,486,349	275,862,658
Deferred tax charge / (credit) (note 17)	4,455,311	3,265,032
	455,941,660	**279,127,690**

The tax on the Group's profit before income tax differs from the theoretical amount that would arise using the statutory income tax rate as follows:

	2025 Shs'000	2024 Shs'000
Profit before income tax expense	**1,134,704,596**	**920,675,958**
Tax calculated at a rate of 30% (2024: 30%)	340,411,379	276,202,787
Tax effect of:		
- Expenses not deductible for tax purposes*	3,565,760	3,663,361
- Prior year over under/ (over) provision of current income tax**	111,608,207	(1,677,875)
- Prior year under / (over) provision of deferred tax asset**	356,314	939,417
Income tax expense	**455,941,660**	**279,127,690**

**These include entertainment expenses, non-allowable staff welfare expenses, life insurance expenses and non- qualifying depreciation.*

*** The prior year under/over provision of current and deferred tax provisions are included in the current income tax expense/ deferred tax credit for the year. In the current period, Shs 110.9 billion relates to transfer pricing settlement for 2012-2024.*

The effective tax rate for the year ended 31 December 2025 was thus 40.2% (2024: 30.3%).

The movement in current income tax recoverable is as follows:

	2025 Shs'000	2024 Shs'000
At start of year	104,402	558,395
Income tax charge	451,486,349	275,862,658
Tax paid	(444,900,479)	(276,316,653)
At end of year	**6,690,272**	**104,400**

The current income tax payable relates to:

	2025 Shs'000	2024 Shs'000
Income tax payable /(recoverable) – Company	3,491,697	(3,429,277)
Income tax payable – Subsidiary	3,198,576	3,533,677
At end of year	**6,690,272**	**104,400**

14 Earnings per share

The Group calculates basic earnings per share by dividing the profit or loss after tax attributable to ordinary equity holders of the Group by the weighted average number of ordinary shares in issue during the period.

On the other hand, dilutive EPS is calculated by adjusting profit or loss attributable to ordinary equity holders of the Group and the weighted average number of ordinary shares outstanding, for the effects of all dilutive potential ordinary shares.

Notes to the Consolidated Financial Statements (continued)
14 Earnings per share (continued)

The weighted average number of ordinary shares outstanding during the period is the number of ordinary shares outstanding at the beginning of the period, adjusted by the number of ordinary shares bought back or issued during the period multiplied by a time-weighting factor. The time-weighting factor is the number of days that the shares are outstanding as a proportion of the total number of days in the period; a reasonable approximation of the weighted average is adequate in many circumstances.

The weighted average number of ordinary shares outstanding during the period and for all periods presented is adjusted for events, other than the conversion of potential ordinary shares, that have changed the number of ordinary shares outstanding without a corresponding change in resources.

	2025 Shs '000	2024 Shs '000
Weighted average number of shares at 31 December	22,389,044	22,389,044
Profit from continuing operations attributable to shareholders (Shs '000)	678,762,936	641,548,268
Basic/ diluted earnings per share (Shs / Share)	30.32	28.65

At the reporting date, the basic and diluted earnings per share were the same. There are no outstanding shares with a potential dilutive effect on the weighted average number of ordinary shares in issue.

15 Share capital

	2025 Number of shares '000	2025 Per Value	2025 Ordinary share capital Shs '000	2024 Number of shares '000	2024 Per Value	2024 Ordinary share capital Shs '000
Authorised:						
Ordinary shares	**28,000,000**	**1**	**28,000,000**	28,000,000	1	28,000,000
Issued and fully paid:						
Ordinary shares	**22,389,044**	**1**	**22,389,044**	22,389,044	1	22,389,044

The holders of ordinary shares are entitled to participate in dividends and to share in the proceeds of winding up the Group in proportion to the number of and amounts paid on the shares held.

16 Dividends

	2025 Dividend per share Shs '000	2025 Dividend Total Shs '000	2024 Dividend per share Shs '000	2024 Dividend Total Shs '000
Final Dividends declared and paid for prior year	8.5	190,306,876	6.4	143,289,883
Interim dividend paid	20.5	458,975,407	14.1	315,685,524
Dividends paid during the year	**29.0**	**649,282,283**	**20.5**	**458,975,407**
Dividends declared after year-end				
Approved after reporting date and not recognised as a liability	8.25	184,709,615	8.5	190,306,876

Payment of dividends is subject to withholding tax a rate depending on the residence of the respective shareholders. The directors recommend the payment of a final dividend of Shs 8.25 per share amounting to Shs 184,710 million (2024: Shs 8.5 per share amounting Shs 190,307 million) for the year ended 31 December 2025.

17 Deferred tax assets

Deferred tax assets are recognised to the extent it is probable that future taxable profit will be available against which the tax losses can be utilised. Deferred tax assets can be utilised for a period of seven years. With effect from 1 July 2023, Uganda tax laws were revised such that tax losses can be carried forward for seven years, following which, only 50% of the income tax losses are allowed. The Group had no tax losses as at 31 December 2025 (31 December 2024). The directors have made an assessment that the deferred tax losses which arise from short-term differences will be utilised during the normal course of business. Therefore, the net deferred tax assets have been fully recognised on the statement of financial position.

Deferred tax is calculated using the enacted income tax rate of 30% (2024: 30%). The movement on the deferred income tax account is as follows:

	2025 Shs '000	2024 Shs '000
At start of year	18,344,280	21,609,312
(Charge) / credit to profit or loss	(4,455,311)	(3,265,032)
At end of year	**13,888,969**	**18,344,280**

Deferred tax assets and liabilities and the deferred tax charge in profit or loss are attributable to the following items:

Year ended 31 December 2025

	1 January 2025 Shs '000	Charge to profit or loss Shs '000	31 December 2025 Shs '000
Deferred tax liabilities:			
Accelerated tax depreciation	**(18,991,228)**	**(15,479,257)**	**(34,470,485)**
Deferred tax assets:			
Provisions	24,469,262	8,462,080	32,931,342
Net unrealised foreign exchange	3,797,641	1,775,713	5,573,354
Deferred income	9,068,605	786,153	9,854,758
	37,335,508	**11,023,946**	**48,359,454**
Net deferred tax liability	**18,344,280**	**(4,455,311)**	**13,888,969**

Year ended 31 December 2024

	1 January 2024 Shs '000	Charge to profit or loss Shs '000	31 December 2024 Shs '000
Deferred tax liabilities:			
Accelerated tax depreciation	**(12,430,977)**	**(6,560,251)**	**(18,991,228)**
Deferred tax assets:			
Provisions	24,145,626	323,636	24,469,262
Net unrealised foreign exchange	42,440	3,755,201	3,797,641
Deferred income	9,852,223	(783,618)	9,068,605
	34,040,289	**3,295,219**	**37,335,508**
Net deferred tax liability	**21,609,312**	**(3,265,032)**	**18,344,280**

18 (a) Property, plant and equipment

	Land and buildings Shs '000	Leasehold improvements Shs '000	Telecommunications equipment Shs '000	Furniture, computers and other equipment Shs '000	Motor vehicles Shs '000	Work in progress Shs '000	Total Shs '000
Year ended 31 December 2025							
Opening net book amount	45,914,444	9,342,447	1,123,590,317	49,514,480	886,190	29,709,654	**1,258,957,532**
Additions	2,675,435	5,935,737	375,301,810	26,949,184	2,135,113	74,117,354	**487,114,633**
Transfers							
- cost	1,961,466	327,642	15,187,575	10,406,022	-	(27,882,705)	**-**
- accumulated depreciation	-	-	(19,120)	19,120	-	-	**-**
Disposals:							
- cost	(1,078,492)	(2,492,811)	(80,692,154)	(8,931,072)	(215,544)	-	**(93,410,073)**
- accumulated depreciation	767,146	1,604,722	77,197,738	8,019,307	205,474	-	**87,794,387**
Reallocations**		(154,399)	-	154,399	-	2,179,351	**2,179,351**
Transfer from PPE*							
- cost	-	417,316	-	(281,272)	-	(744,399)	**(608,355)**
- Impairment reversal**	-	-	1,944,932	-	-	-	**1,944,932**
Depreciation charge	(4,436,781)	(4,098,695)	(184,288,807)	(20,215,610)	(496,297)	-	**(213,536,190)**
Closing net book amount	**45,803,218**	**10,881,959**	**1,328,222,291**	**65,634,558**	**2,514,936**	**77,379,255**	**1,530,436,217**
At 31 December 2025							
- cost	62,863,016	41,763,843	3,061,863,044	269,069,146	9,733,882	77,379,255	**3,522,672,186**
- accumulated amortisation		(30,881,884)	(1,733,640,753)	(203,434,588)	(7,218,946)	-	**(1,992,235,969)**
Net book amount	**45,803,218**	**10,881,959**	**1,328,222,291**	**65,634,558**	**2,514,936**	**77,379,255**	**1,530,436,217**

**Reallocations relate to reclassifications between Property, plant and equipment at the time when management confirms that intangible asset was integral / not integral to the operation of the tangible asset.*

*** The amount recognised in the current period relates to a reversal of impairment in accordance with IAS 36. These reversals arise from assets that were impaired in prior periods, for which management reassessed the recoverable amounts at the reporting date and concluded that the conditions that gave rise to the impairment no longer exist. The reversal has been recognised in profit or loss and is limited to the carrying amount that would have been determined, net of depreciation or amortisation, had no impairment been recognised previously.*

18 (a) Property, plant and equipment

	Land and buildings Shs '000	Leasehold improvements Shs '000	Telecommunications equipment Shs '000	Furniture, computers and other equipment Shs '000	Motor vehicles Shs '000	Work in progress Shs '000	Total Shs '000
Year ended 31 December 2024							
Opening net book amount	45,420,702	6,605,052	974,612,767	44,660,554	822,044	14,426,498	**1,086,547,617**
Additions	2,848,426	6,455,753	319,703,033	23,072,245	-	28,452,590	**380,532,047**
Transfers							
- cost	1,274,006	342,680	9,839,443	74,908	440,070	(11,971,107)	**-**
- accumulated depreciation	-	-	(19,120)	19,120	-	-	**-**
Disposals:							
- cost	(7,001)	(1,185,314)	(31,927,538)	(7,050,600)	(2,279,601)	-	**(42,450,054)**
- accumulated depreciation	1,275	1,185,314	31,558,130	6,476,433	2,157,118	-	**41,378,270**
Reallocations**	1,602	1,422	358	(3,772)	-	(299,002)	**(299,392)**
Transfer from PPE*							
- cost	-	-	-	10,176	8,957	(899,325)	**(880,192)**
- Impairment reversal**	-	-	(1,091,604)	(1,420)	-	-	**(1,093,024)**
Depreciation charge	(3,624,566)	(4,062,460)	(179,085,152)	(17,743,164)	(262,398)	-	**(204,777,740)**
Closing net book amount	**45,914,444**	**9,342,447**	**1,123,590,317**	**49,514,480**	**886,190**	**29,709,654**	**1,258,957,532**
At 31 December 2024							
- cost	59,304,607	37,730,358	2,750,120,881	240,771,885	7,814,313	29,709,654	**3,125,451,698**
- accumulated amortisation	(13,390,163)	(28,387,911)	(1,626,530,564)	(191,257,405)	(6,928,123)	-	**(1,866,494,166)**
Net book amount	**45,914,444**	**9,342,447**	**1,123,590,317**	**49,514,480**	**886,190**	**29,709,654**	**1,258,957,532**

**Reallocations relate to reclassifications between Property, plant and equipment at the time when management confirms that intangible asset was integral / not integral to the operation of the tangible asset.*

*** These relate to re-allocation of assets that are not of a capital nature to operating expenses.*

18 (b) Leases

i) Amounts recognised in the balance sheet

The balance sheet shows the following amounts relating to leases:

	2025 Shs '000	2024 Shs '000
Right-of-use assets		
Network sites	1,220,520,657	1,142,856,412
Offices and services centres	6,105,791	739,088
Motor vehicles	19,505,342	19,844,469
Others	2,226,147	-
	1,248,357,937	**1,163,439,969**
Lease liabilities		
Current	299,286,410	193,208,362
Non-current	1,198,769,017	1,173,939,939
	1,498,055,427	**1,367,148,301**

ii) Amounts recognised in profit or loss

	2025 Shs '000	2024 Shs '000
Depreciation charge for right-of-use assets		
Network sites	241,190,627	192,745,930
Offices and services centres	1,849,197	3,288,599
Motor vehicles	6,302,540	7,617,570
Others	278,268	-
	249,620,633	**203,652,099**

iii) The movement in right-of-use assets is as follows:

	2025 Shs '000	2024 Shs '000
At 1 January	1,163,439,969	1,091,713,853
Additions	285,455,589	231,273,492
Remeasurements	49,218,393	51,826,896
Depreciation	(249,552,942)	(203,652,099)
Disposal	(203,073)	(7,722,173)
At end of year	**1,248,357,937**	**1,163,439,969**
The balance sheet shows the following amounts relating to leases		
At end of the year		
Cost	1,695,002,361	1,851,082,037
Accumulated depreciation	(446,644,425)	(687,642,068)
Net right-of-use asset	**1,248,357,937**	**1,163,439,969**

iv) The movement in lease liabilities is as follows:

	2025 Shs '000	2024 Shs '000
As at 1 January	1,367,148,301	1,256,749,181
Additions	285,182,935	231,273,492
Remeasurements	49,491,047	51,826,896
Interest expense	231,590,005	213,917,625
Payment of interest portion of lease liabilities	(231,590,005)	(214,171,764)
Payment of principal portion of lease liabilities	(203,185,705)	(164,187,425)
Foreign exchange (gains) / losses	(431,140)	(150,517)
Termination of leases	(150,011)	(8,109,187)
As at 31 December	**1,498,055,427**	**1,367,148,301**

See note 2 (g) for the accounting policies relevant to leases.

19 (a) Intangible assets

	License fee Shs '000	IT software Shs '000	Total Shs '000
Year ended 31 December 2025			
Opening net book amount	238,086,782	141,617,922	**379,704,704**
Additions	-	62,288,790	**62,288,790**
Amortisation	(31,744,908)	(55,449,269)	**(87,194,177)**
Reallocation	-	(2,179,351)	**(2,179,351)**
Other movement		81,284	**81,284**
Disposal:			
- cost	-	(63,324)	**(63,324)**
- accumulated depreciation	-	63,324	**63,324**
Closing net book amount	**206,341,874**	**146,359,376**	**352,701,250**
At 31 December 2025			
Cost	380,938,857	458,780,328	**839,719,185**
Accumulated amortisation	(174,596,983)	(312,420,952)	**(487,017,935)**
Net book amount	**206,341,874**	**146,359,376**	**352,701,250**

	License fee Shs '000	IT software Shs '000	Total Shs '000
Year ended 31 December 2024			
Opening net book amount	269,831,690	159,805,074	**429,636,764**
Additions	-	37,468,069	**37,468,069**
Amortisation	(31,744,908)	(55,681,928)	**(87,426,836)**
Reallocation	-	299,392	**299,392**
Other movement		(272,685)	**(272,685)**
Disposal:			
- cost	-	(10,437,692)	**(10,437,692)**
- accumulated depreciation	-	10,437,692	**10,437,692**
Closing net book amount	**238,086,782**	**141,617,922**	**379,704,704**
At 31 December 2024			
Cost	380,938,857	384,900,453	**765,839,310**
Accumulated amortisation	(142,852,075)	(243,282,531)	**(386,134,606)**
Net book amount	**238,086,782**	**141,617,922**	**379,704,704**

Licenses

Uganda Communications Commission (UCC) granted MTN Uganda Limited a formal long-term licence in July 2021 for a period of 12 years.

Software

Software that is separately identifiable from components of the Group's plant and equipment has been recognised as an intangible asset. The movement in the intangible asset arising from the Ericsson contract is summarised below:

	2025 Shs '000	2024 Shs '000
At 1 January	105,479,293	105,479,293
Additions	-	-
Amortisation	(26,369,823)	(26,369,823)
At 31 December	**79,109,470**	**79,109,470**

19 (b) Other financial liability

The financial liability arising from the Ericsson software contract is disclosed below. The financial liability is measured at fair value through profit or loss:

	2025 Shs '000	2024 Shs '000
Financial liability measured at fair value		
Current	38,655,360	29,281,425
Non-current	36,508,334	69,591,652
	75,163,694	**98,873,077**

The movement in the financial liability is disclosed below:

	2025 Shs '000	2024 Shs '000
At 1 January	98,873,077	121,639,038
Interest accrued (note 12)	6,980,142	8,771,303
Revaluation – other financial liability	-	464,521
Other movements*	-	(833,142)
Interest paid on financial liability	(6,980,142)	(8,771,303)
Payments made during the year	(23,709,383)	(22,397,340)
	75,163,694	**98,873,077**

Other movements - this relates to surplus Ericsson minimum commitments.*

Annual maintenance charges arising from the new contract of Shs 12,867 million (2024: Shs 12,431 million) were expensed to profit or loss during the year ended 31 December 2025. The fair value of the financial liability is determined using level 3 techniques by discounting future cash flows using the Group's incremental borrowing rate. The significant unobservable inputs in the fair value measurement are the long-term growth rate for the Group's service revenue, the annual movement in the foreign exchange rate and the incremental borrowing (discount) rate. A 1% increase in the discount rate results into a Shs 2,155 million (2024: Shs 1,512 million) decrease in the fair value of the financial liability. A 1% increase in the foreign exchange rate and the service revenue results in an increase of Shs 981 million (2024: Shs 1,390 million) and Shs 778 million (2024: Shs 1,211) million in the fair value of the financial liability, respectively.

20 Prepayments and advances to business partners

	2025 Shs '000	2024 Shs '000
(a) Indefeasible right-of-use ("IRU") assets		
At start of year	64,509,028	71,839,500
Additions	12,920,770	12,927,425
Charge for the year	(17,943,929)	(20,257,897)
At end of year	**59,485,869**	**64,509,028**
IRU assets – current	9,408,491	9,703,378
IRU assets – non–current	50,077,378	54,805,650
Total indefeasible right-of-use assets	**59,485,869**	**64,509,028**
(b) Non-current receivables and prepayments		
IRU non-current receivables	50,077,378	54,805,651
Advances to dealers	1,394,161	2,177,139
Net book amount at end of year	**51,471,539**	**56,982,790**

The other non-current receivables are the amounts due from the dealers that the Group expects to collect within two to three years from the end of the reporting period. These amounts are guaranteed by banks. The fair value of the receivables is not materially different from their carrying amount. The prepaid site and lease rentals primarily relate to indefeasible right of use arrangements with Africa Bayobab (formerly, "MTN Global Connect") on undersea cables.

	2025 Shs '000	2024 Shs '000
(c) Deferred revenue from sub lease arrangements – current	2,401,947	1,014,160
Deferred revenue from sub lease arrangements – non-current	11,858,528	13,497,438

21 Inventories

	2025 Shs '000	2024 Shs '000
Sim cards, phones, and accessories	10,412,660	13,967,846
Provision for obsolete stock	(4,470,133)	(5,834,674)
	5,942,527	**8,133,172**
Inventories expensed during the year	(31,516,347)	(30,912,767)
Increase in impairment provision during the year	1,364,541	(2,278,287) 202

22 Trade and other receivables

	2025 Shs '000	2024 Shs '000
Trade receivables	99,350,984	67,197,345
Loss allowance	(43,115,140)	(23,504,843)
Trade receivables – net	**56,235,844**	**43,692,502**
Receivables from related parties - net (Note 33 (iv) a)	58,286,387	72,764,710
Prepayments[1]	31,070,952	35,023,761
Other receivables[2]	72,154,042	58,128,388
	217,747,225	**209,609,361**

[1]Included under prepayments is an amount of Shs 9,408 million (2024: Shs 9,703 million) relating to the current portion of IRU assets. The carrying amount of the above receivables balances approximates their fair value due to their short-term nature. The closing loss allowances for trade receivables as at 31 December reconciles to the opening loss allowances as set out below.

[2]Other receivables mainly relate to advance payments made to defend tax positions.

	2025 Shs '000	2024 Shs '000
As at start of year	23,504,843	27,770,118
Increase in loss allowance recognised in profit or loss	21,946,577	15,650,684
Receivables written off during the year as uncollectible	(2,336,280)	(19,915,959)
At end of year	**43,115,140**	**23,504,843**
Consisting of:		
Trade receivables	43,115,140	23,504,843
Other receivables	-	-
	43.115,140	**23,504,843**

Trade receivables are written off when there is no reasonable expectation of recovery.

23 Trust account balances / Mobile money deposits

	2025 Shs '000	2024 Shs '000
MoMo customers' balances (held on escrow accounts)	1,445,702,690	1,336,469,487
Add: Interest on customer deposits received but not allocated	7,858,522	10,881,711
Add: Interest on customer deposits accrued but not received	5,933,566	4,388,092
	1,459,494,778	**1,351,739,290**
Less amounts due to, and allocable to subscribers (liabilities)	**(1,459,494,778)**	**(1,351,739,290)**
	-	-

The Group recognises MoMo balances based on its assessment of the risks and rewards relating to the underlying financial asset. The Group's exposure to credit risk on the financial assets held with the various banks was considered a key factor in the overall evaluation as any credit risk assumed potentially exposed the Group to refund MoMo customers in the event of any bank failure. As a result of the uncertain and evolving legal and regulatory environment, this assessment has become increasingly complex and dependent on legal interpretations that are largely untested.

The Group has however noticed that, as the MoMo products mature and the regulatory and legal positions are codified, the underlying exposure to its MoMo customers is clarified ultimately resulting in the MoMo balances being recorded on the statement of financial position.

The Group recognises MoMo balances held by the respective banks and the customers' rights to these balances as an obligation (financial liability) in the ordinary course to repay the balances to the MoMo customers and a right to claim the corresponding amounts from the relevant banks (financial asset). Cash flows that relate to the principal MoMo deposit balances and corresponding liabilities are reflective of customer transactions and, consequently, are not recorded in the Group's statement of cash flows.

24 Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and deposits held on call, all of which are available for use by the Group. Below is breakdown of cash and cash equivalents:

	2025 Shs '000	2024 Shs '000
Cash at bank	387,890,467	151,888,752
Cash at hand	34,558	24,314
Deposits on call (mobile money)	103,372	91,983
	388,025,397	**152,005,049**
Bank overdraft	-	(45,091)
	388,025,397	**151,959,958**

25 Trade and other payables

	2025 Shs '000	2024 Shs '000
Financial liabilities		
Trade payables	234,673,409	189,036,204
Payables to related parties (note 33 (iv) b)	28,524,166	27,864,156
Sundry creditors	353,287,690	174,515,601
	616,485,265	**391,415,961**
Non-financial liabilities		
Statutory taxes due	125,611,218	149,066,698
	742,096,483	**540,482,659**

This includes the current portion of the IRU liability disclosed in note 20 (c). Trade and other payables are unsecured and usually paid within 45 – 60 days of recognition. The carrying amounts of the above trade and other payables approximate their fair values. Other creditors and accruals mostly relate to accruals for goods received but not invoiced, statutory deductions and other payables.

26 Employee share-based payment liability

	At start of year Shs '000	Additional provisions Shs '000	Utilised/ reversed Shs '000	At end of year Shs '000	Non-current provision Shs '000	Current provision Shs '000
Year ended 31 December 2025						
Notional share options	116,360,233	15,621,229	(4,332,719)	**27,648,743**	**19,698,314**	**7,950,429**
Year ended 31 December 2024						
Notional share options	14,764,794	4,822,088	(3,226,649)	**16,360,233**	**9,418,494**	**6,941,739**

The Board approved a cash-settled share incentive scheme to eligible employees effective 1 April 2004. The first vesting under the terms of this scheme was due on 1 April 2007 and specific amounts vest annually over a four-year period. The value of the notional share options is based on MTN Group Limited's share price and performance of the Group (note 2 (U)).

The following table illustrates the number, and movements in, share options during the year ended 31 December 2025:

	2025		2024	
	Locally aligned NSOs	Group aligned NSOs	Locally aligned NSOs	Group aligned NSOs
Outstanding at 1 January	341,630	735,590	365,340	610,530
Granted during the period;	92,510	274,090	115,870	351,750
Exercised during the period;	(152,220)	(218,340)	(139,580)	(226,690)
Expired during the period;	-	-	-	-
Outstanding at the end of the period; and	**281,920**	**791,340**	**341,630**	**735,590**
Exercisable at the end of the period.	**96,720**	**241,310**	**36,160**	**101,610**

27 Provisions

	At start of year	Additional provisions	Utilised reversed	At end of year	Non-current provision	Current provision
Year ended 31 December 2025						
Bonus provision[1]	15,350,349	12,837,084	(15,855,463)	12,331,970	-	12,331,970
Other provisions[2]	14,422,522	4,040,775	-	18,463,297	-	18,463,297
	29,772,871	**16,877,859**	**(15,855,463)**	**30,795,267**	**-**	**30,795,267**
Year ended 31 December 2024						
Bonus provision[1]	17,553,501	14,853,238	(17,056,390)	15,350,349	-	15,350,349
Other provisions[2]	9,737,691	5,087,979	(403,148)	14,422,522	-	14,422,522
	27,291,192	**19,941,217**	**(17,459,538)**	**29,772,871**	**-**	**29,772,871**

[1]*Bonus provisions represent a performance incentive paid to employees based on the achievement of key performance indicators. The provision for the year is based on an estimate of a percentage of each of the employees' annual basic salary. The bonus payment is expected in March 2025.*

[2]*Other provisions relate to tax matters and litigation.*

28 Borrowings

Borrowings comprise a syndicated loan facility broken down below:

	Currency	2025 Shs '000	2024 Shs '000
(i) Loan facility A (New)	Shs	222,696,107	-
(ii) Loan facility B – revolving credit (new)	Shs	25,000,000	25,000,000
Interest bearing loans		**247,696,107**	**25,000,000**
Capitalised transaction costs		(2,162,323)	(2,611,027)
Total borrowings		**245,533,784**	**22,388,973**

None of the facilities is secured against assets of the Group.

Notes to the Consolidated Financial Statements (continued)
28 Borrowings (continued)

The movement in borrowings is as follows:

	2025 Shs '000	2024 Shs '000
At start of year	22,388,973	202,387,799
Proceeds from borrowings	222,000,000	80,000,000
Interest expense	24,055,053	21,226,280
Amortisation of transaction costs	448,705	(1,631,784)
Principal repayments	-	(253,658,856)
Interest repayments	(23,358,946)	(25,934,466)
At end of year	**245,533,784**	**22,388,973**

The maturity profile of the above borrowings is as follows:

	2025 Shs '000	2024 Shs '000
More than one year but not exceeding two years	54,418,839	-
Non - current borrowings	164,878,258	-
Current borrowings	80,655,526	22,388,973
	245,533,784	**22,388,973**

The Group's current borrowings are in respect of an unsecured syndicated loan facility that the Group obtained from Stanbic Bank Uganda Limited, Standard Bank, Standard Chartered Bank, Absa, Citibank and Centenary Bank on 23 December 2024. The values reported are the carrying amounts which approximate their fair value because there has been no significant change in the relevant market discount rates since initial recognition. Accordingly, discounting the remaining contractual cash flows using current market rates would not result in a materially different amount from the carrying value.

None of the borrowings was in default at any time during the year.

Capitalised transaction costs relate to costs that are directly attributable to the acquisition of the above facilities.

Prior year principal repayment

The Shs 253 billion principal repayment in the prior year related to Loan Facility A, Loan Facility A – Stanbic Bank, and Loan Facility B – Revolving. All these facilities had a carrying amount of nil as at 31 December 2024, having been fully repaid during that year.

(i) Facility A (New)

This facility was provided by Absa, Stanbic, Citibank, Standard Chartered and Centenary Bank as part of a syndicated loan facility and has a limit of Shs 222,000 million. At 31 December 2025, the principal loan outstanding in respect of this facility amounted to Shs 220,000 million The loan is repayable in 16 quarterly instalments starting in May 2026 with the final payment due in Dec 2029. The rate of interest on this facility is the aggregate of the Ugandan Government 182-day Treasury Bill rate plus a margin of 2.85%. The average interest rate for the year was 16.00%.

(ii) Loan facility B – Revolving Credit Fund

This facility was provided by Absa, Stanbic, Citibank and Standard Chartered Bank as part of a Syndicated facility and has a limit of Shs 148,000 million. At 31 December 2025, the principal loan outstanding in respect of this facility amounted to Shs 25,000 million. The loan is repayable in either 3, 6, 9, or 12 months with an option to re-draw any amounts paid to a maximum of Shs 148 billion depending on the cash requirements. The rate of interest on this facility is the aggregate of the Uganda Government 182-day treasury Bill rate plus a margin of 2.95%. The average interest rate for the year was 16.19% (2024: 16.35%).

(iii) Bonds and guarantees

The Group had letters of credit facilities of Shs 6,920 million with Standard Chartered Bank as of 31 December 2025 (2024: Shs 5,419 million).

(iv) Undrawn overdraft facility

The Group also had an unutilised overdraft and short-term loan facilities of Shs 83,503 million (2024: Shs 91,983 million). These facilities are unsecured. The overdraft interest rate is the aggregate of the Ugandan Government 90-day Treasury Bill rate plus a margin of 2.85%.

Compliance with covenants

The Group complied with the financial covenants of its borrowing facilities during the 2025 and 2024 reporting periods.

Net debt

The section below sets out an analysis of net debt position:

	2025 Shs '000	2024 Shs '000
Cash and cash equivalents (note 24)	388,025,397	151,959,958
Borrowings	(245,533,784)	(22,388,973)
Lease liabilities [note 18 (b)]	(1,498,055,427)	(1,367,148,301)
At end of year	**(1,355,563,814)**	**(1,237,577,316)**

29 Current investments

The Group's current investments consist of a fixed deposit held at Standard Chartered Bank Limited. The fixed deposit is held at amortised cost.

Set out below are the carrying amounts of the fixed deposit and the movements during the period.

	2025 Shs '000	2024 Shs '000
As at 1 January	-	12,265,000
Additions	17,605,430	-
Accretion of interest	1,519,424	1,192,701
Maturity of investment	(19,124,854)	(13,457,701)
	-	**-**

The investment had a maturity period of one year and accrued interest at a rate of 11.5%.

The carrying amount of the above investment approximates the carrying amount due to the short-term nature of its maturity period.

30 Cash generated from operations

	2025 Shs '000	2024 Shs '000
Reconciliation of profit before income tax to cash generated from operations:		
Profit before tax	1,134,704,596	920,675,958
Adjustments for:		
Depreciation and amortisation (notes18 (a) and 18 (b))	463,156,822	408,429,839
Amortisation of intangible assets (note19)	87,194,177	87,426,836
Impairment of Property, plant and equipment	(1,944,932)	1,093,024
Gain on sale of Property, plant and equipment	4,446,847	(113,789)
Other movements on property, plant and equipment*	608,355	880,192
Other movements on intangible assets*	(81,284)	272,685
Interest and other changes in borrowings (note 28)	24,503,757	19,594,496
Interest and other changes in lease liabilities (note 18 (b))	231,590,005	213,917,625
Gain on disposal of right of use asset and lease liabilities	(14,629)	(387,014)
Interest expense on mobile money deposits (note 12)	50,915,779	44,025,556
Interest income (note 12)	(68,717,280)	(54,174,568)
Interest on financial liability (Note 19 (b))	6,980,142	8,771,303
Other movements on financial liabilities	-	(833,142)
Foreign exchange movements	3,602,847	2,612,630

30 Cash generated from operations

	2025 Shs '000	2024 Shs '000
Changes in working capital:		
Decrease in inventories	2,190,645	4,612,035
*Increase in trade and other receivables***	(2,864,129)	(21,368,487)
Increase in contract assets	(21,860,337)	(23,117,802)
Decrease / (increase) in current investments	-	11,000,000
(Decrease) / increase in contract liabilities	2,965,823	(887,331)
*Increase in trade and other payables***	131,998,376	26,069,696
Increase in provisions	1,022,396	2,481,679
Cash generated from operations	**2,050,397,976**	**1,650,981,421**

**This relates to items written off from property, plant and equipment and intangible assets.*

***The movements on these line items include the impact of unrealised foreign exchange movements.*

31 Capital commitments

Capital commitments at the balance sheet date not recognised in the financial statements are as follows:

	2025 Shs '000	2024 Shs '000
Property, plant and equipment		
Authorised and contracted for	212,060,578	66,466,915
Authorised but not contracted for	337,419,664	267,297,936
	549,480,242	**403,998,236**
Intangible assets – software		
Authorised and contracted for	9,687,445	8,259,788
Authorised but not contracted for	109,383,670	68,620,497
	119,071,115	**76,880,285**
	668,551,357	**480,878,521**

32 Contingent liabilities

(i) Following a tax audit conducted by the Uganda Revenue Authority (URA) covering the financial years of 2003 to 2009, the URA disallowed certain expenses and issued revised income tax assessments in December 2011 for those periods. The impact of this would be Shs 10,500 million. The Group did not agree with these assessments and declared a dispute, following which the matter was referred to the court mediation process stipulated in the Uganda Income Tax Act. The key tax issues referred to mediation included the treatment of brand expense and management fees.

The matter is still under discussion and the final exposure has not been confirmed as at the date of these financial statements.

(ii) Uganda Revenue Authority is undertaking a comprehensive tax audit and has issued an assessment regarding over-the-top services (OTT) tax amounting to Shs 33,911 million. MTN objected to the ruling and the matter is currently with the Tax Appeals Tribunal (TAT).

33 Related party transactions

The Group is controlled by MTN International (Mauritius) Limited incorporated in Mauritius. The ultimate parent and ultimate controlling party of the Company is MTN Group Limited, incorporated in South Africa. The other related party companies whose transactions are disclosed below are sister companies controlled by MTN Group Limited. The following transactions were carried out with related parties, with whom the Group has common shareholdings:

(i) Sale of goods and services

	2025 Shs '000	2024 Shs '000
MTN Rwandacell	269,444	-
MTN Zambia	414,712	433,144
MTN Eswatini	250,107	346,374
Bayobab Kenya	441,502	292,742
aYo Uganda Limited	6,056	226,443
Bayobab Africa	43,191,829	72,701,876
	44,573,650	**74,000,579**

Notes to the Consolidated Financial Statements (continued)
33 Related party transactions (continued)

(ii) Purchase of goods and services

	2025 Shs '000	2024 Shs '000
MTN Rwandacell	239,992	-
Bayobab Kenya	701,641	190,620
Interserve Overseas Ltd (BVI)	210,569	-
Bayobab Africa	56,858,904	52,757,555
	58,011,106	**52,948,175**

Purchases and sales of goods relate to sim card sales and accessories as well as interconnect and roaming charges amongst the various partners and interest paid.

(iii) Management, technical and other fees

	2025 Shs '000	2024 Shs '000
MTN Group Fintech PTY Limited	26,846,149	29,933,915
MTN International (Mauritius) Limited	58,229,590	68,810,913
Global Trading Company	1,986,933	1,908,094
	87,062,672	**100,652,922**

(iv) Outstanding balances arising from sale and purchase of goods/ services

a) Receivables from related parties (note 22)

	2025 Shs '000	2024 Shs '000
MTN Management Services Company	6,065,346	4,719,721
MTN Rwandacell	336,374	91,721
MTN Swaziland	630,240	387,043
MTN South Sudan	114,747	69,894
MTN Zambia	6,515,313	6,621,231
MTN Nigeria	86,181	237,134
MTN South Africa	1,588,438	1,479,792
Bayobab Kenya	1,123,437	1,494,240
MTN Liberia	58,033	58,033
MTN Congo Brazzaville	293,870	298,932
Bayobab Africa	35,667,588	46,101,641
MTN Liberia Mobile Money	26,407	30,389
aYo Uganda Limited	83,580	-
MTN Dubai Limited	-	521,920
MTN Group Fintech - Holding Company	5,272,220	10,365,704
Mobile Fintech (Pty) Ltd	283,552	146,253
MoMo Payment Service Bank – Nigeria	141,062	141,062
Receivables from related parties – net	**58,286,388**	**72,764,710**
Unamortised IRU Prepayments		
Bayobab Africa	1,192,679	-
Bayobab Africa	51,158,904	57,029,635
	52,351,583	**57,029,635**

b) Payables to related parties (note 25)

	2025 Shs '000	2024 Shs '000
MTN International (Mauritius) Limited	5,001,818	11,673,580
MTN Dubai Limited	450,691	607,619
MTN South Africa	1,814,550	15,209
MTN Group Management Services Company	5,558,801	4,215,801
MTN Rwandacell	243,579	-
MTN Ghana	-	47,541
MTN Global Trading Company	165,778	310,402
MTN Zambia	8,881	9,034
MTN Swaziland	6,106	6,854
Bayobab Kenya	15,789	-
Bayobab Uganda	1,696,312	-
MTN Irancell	197,095	200,490
Bayoba Africa	12,576,421	10,655,672
MTN Group Fintech PTY Limited	788,345	121,954
	28,524,166	**27,864,156**

v) Key management compensation

	2025 Shs '000	2024 Shs '000
Short term employee benefits	12,768,671	11,951,278
Provident fund	1,817,470	1,193,220
Notional share options	1,536,763	799,108
	16,122,904	**13,943,606**

vi) Directors' remuneration

	2025 Shs '000	2024 Shs '000
Directors' remuneration	1,572,437	1,637,562

vii) Contributions to the MTN Uganda Limited Staff Provident Fund

	2025 Shs '000	2024 Shs '000
Employer contributions	3,476,813	3,088,056

viii) Contributions to the MTN Foundation

	2025 Shs '000	2024 Shs '000
Contributions	6,802,300	6,413,903

ix) Dividends paid

	2025 Shs '000	2024 Shs '000
MTN International (Mauritius) Limited	493,551,133	348,889,594
Other shareholders	155,731,150	110,085,813
	649,282,283	**458,975,407**

34 Going concern

The Group's forecasts and projections, taking account of reasonably possible changes in trading performance, show that the Group should be able to operate within its current funding levels.

After making enquiries and despite of the current liabilities exceeding the current assets, the directors have a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. The Group therefore continues to adopt the going concern basis in preparing the financial statements.

35 Retirement benefit plans

The Group set up a defined contributory provident fund scheme for its employees in 1999. The provident fund is a defined contribution fund and is designed to provide a lump sum on retirement and not a guaranteed pension. The lump sum is dependent upon the investment performance of the fund. Both employees and the Group contribute to the provident fund on a fixed contribution basis.

Under this plan, the Group does not have any legal or constructive obligation to pay further contributions if the fund does not have sufficient assets to pay all employees' benefits relating to the employee service in the current or prior period. Consequently, no actuarial valuation of the fund is required.

36 Events after the reporting period

There were no adjusting or non-adjusting subsequent events that would have an impact on the financial statements as at 31 December 2025.

Other Information

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Proxy Form

MTN Uganda Limited (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;
3. the Chairperson of the annual general meeting,

as my/our proxy to vote for me/us and on my/our behalf at the annual general meeting to be held on **Friday, 10 April 2026** at **10.00 a.m** as a hybrid meeting comprising both physical and electronic means:

	Number of votes for*	Number of votes against*	Abstain*
Adoption of audited financial statements for the year ended 31 December 2025:			
Approval and declaration of a final dividend of UGX 8.25 per ordinary share (UGX 184.7 billion) for the year ended 31 December 2025:			
Approval of the appointment of Mr. Charles Mbire, Mr. Sugentharen Perumal and Dr. David Ogong as directors of the Company			
Approval of the re-appointment of Ernst & Young Uganda as the external auditor of the Company for the audit relating to the financial year ending 31 December 2026, 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.

Dated _____ 2026

Please provide contact details:

Full name: _____

E-mail: _____

Capacity: _____

Tel: _____

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2.16	Whether and how critical concerns are communicated to the highest governance body;	*Corporate Governance Report*	86
2.16	Total number and the nature of critical concerns that were communicated to the highest governance body during the reporting period	*N/A*	*N/A*
2.17	Measures taken to advance the collective knowledge, skills, and experience of the highest governance body on sustainable development.	*Corporate Governance Report*	87
2.18	Processes for evaluating the performance of the highest governance body in overseeing the management of the organization's impacts on the economy, environment, and people	*Corporate Governance Report*	86
2.18	Whether the evaluations are independent or not, and the frequency of the evaluations	*Corporate Governance Report*	86

GRI Standard	Disclosure	Section	Page
2.18	Actions taken in response to the evaluations	*Corporate Governance Report*	86
2.19	Remuneration policies for members of the highest governance body and senior executives	*Corporate Governance Report*	89
2.19	Remuneration policies for members of the highest governance body and senior executives and their relationship to their objectives and performance in relation to the management of the organization's impacts on the economy, environment, and people	*Corporate Governance Report*	89
2.20	Process for designing its remuneration policies and for determining remuneration	*Corporate Governance Report*	89
2.20	Results of votes of stakeholders (including shareholders) on remuneration policies and proposals	*N/A*	*N/A*
2.21	Ratio of the annual total compensation for the organization's highest-paid individual to the median annual total compensation for all employees	*N/A*	*N/A*
2.21	Ratio of the percentage increase in annual total compensation for the organization's highest-paid individual to the median percentage increase in annual total compensation for all employees	*N/A*	*N/A*
Strategy, Policies and Practices – Universal Standard 2021			
2.22	Statement from the highest governance body or most senior executive of the organization about the relevance of sustainable development to the organization and its strategy for contributing to sustainable development	*Sustainability Report*	93

GRI Standard	Disclosure	Section	Page
2.23	Policy commitments for responsible business conduct	*Sustainability Report*	105
2.23	Policy commitment to respect human rights	*Sustainability Report*	105
2.23	Extent to which the policy commitments apply to the organization's activities and to its business relationships	*Sustainability Report*	105
2.24	Embedding policy commitments for responsible business conduct throughout its activities and business relationships	*Sustainability Report*	105
2.25	Processes to remediate negative impacts	*Sustainability Report*	105
2.26	Mechanisms for individuals to seek advice or raise concerns on implementing the organization's policies and practices for responsible business conduct	*Corporate Governance Report*	88,89
2.27	Total number of significant instances of non-compliance with laws and regulations during the reporting period	*N/A*	*N/A*
2.27	Monetary value of fines for instances of noncompliance with laws and regulations that were paid during the reporting period	*N/A*	*N/A*
2.27	Significant instances of non-compliance	*N/A*	*N/A*
2.28	Industry associations, other membership associations, and national or international advocacy organizations	*N/A*	N/A
Stakeholder engagement – Universal Standard 2021			
2.29	Approach to engaging with stakeholders	*Value Aspiration*	34
2.30	Percentage of total employees covered by collective bargaining agreements	*N/A*	*N/A*

GRI Standard	Disclosure	Section	Page
2.30	For non-union employees, whether organization determines working conditions and terms of employment based on collective bargaining agreements that cover its other employees or based on	*N/A*	*N/A*
Economic value – Topic Standard 2016			
201-1	Direct economic value generated and distributed – revenues, operating costs, employee wages and benefits, payments to providers of capital, payments to government and community investments and economic value retained	*Sustainability Report*	106
201-2	Risks and opportunities posed by climate change	*Sustainability Report*	99
201-3	Defined benefit plan obligations and other retirement plans	N/A	N/A
201-4	Total monetary value of financial assistance received by the organization from any government	N/A	N/A
Indirect economic impacts – Topic Standard 2016			
203-1	Extent of development of significant infrastructure investments and services supported.	*Strategy and Business Report* *Sustainability Report*	95
203-1	Current or expected impacts on communities and local economies, including positive and negative impacts where relevant.	*Sustainability Report*	95
203-2	Significant identified indirect economic impacts of the organization, including positive and negative impacts.	*Sustainability Report*	95

GRI Standard	Disclosure	Section	Page
Procurement – Topic Standard 2016			
204-1	Percentage of the procurement budget used for significant locations of operation that is spent on suppliers local to that operation	*Sustainability Report*	106
Anti-corruption – Topic Standard 2016			
205-1	Significant risks related to corruption identified through the risk assessment.	*Sustainability Report*	87
205-2	Communication and training about anti-corruption policies and procedures	*Sustainability Report*	87
205-3	Confirmed incidents of corruption, including total number of confirmed incidents in which employees were dismissed or disciplined for corruption.	*N/A*	N/A
Anti-competitive behaviour – Topic Standard 2016			
206-1	Legal actions pending or completed during the reporting period regarding anti-competitive behaviour and violations of anti-trust and monopoly legislation	*N/A*	N/A
Approach to tax – Topic Standard 2016			
207-1	Tax strategy	*CFO Statement*	42
207-3	Stakeholder engagement and management of stakeholder concerns related to tax	*CFO Statement*	42
Energy consumption – Topic Standard 2016			
302-1	Fuel consumption within the organization from renewable and non-renewable sources	*Sustainability Report*	99
302-4	Reduction of energy consumption	*Sustainability Report*	99

GRI Standard	Disclosure	Section	Page
302-5	Reductions in energy requirements of products and services	*Sustainability Report*	99
Water and effluent – Topic Standard 2016			
303-2	Water management	*Sustainability Report*	99
303-5	Water consumption	*Sustainability Report*	99
Biodiversity – Topic Standard 2016			
304-2	Biodiversity impact management	*Sustainability Report*	99
Emissions – Topic Standard 2016			
305-1	Direct GHG emissions	*Sustainability Report*	99
305-2	Indirect GHG emissions	*Sustainability Report*	99
305-5	Reduction of GHG emissions	*Sustainability Report*	99
Waste – Topic Standard 2020			
306-1	Actual and potential waste-related impacts	*Sustainability Report*	99
306-3	Waste generated	*Sustainability Report*	99
306-4	Waste diverted from disposal (recycling)	*Sustainability Report*	99
Supplier environmental assessment – Topic Standard 2016			
308-2	Suppliers assessed for environmental impacts.	*Sustainability Report*	99

GRI Standard	Disclosure	Section	Page
Employees – Topic Standard 2016			
401-1	Total number of employees	*Our Human Capital*	67
401-2	Benefits provided to full-time employees	*Our Human Capital*	67
Occupational safety and health – Topic Standard 2016			
403-1	Implementation of occupational health and safety management system	*Strategy and Business Report*	102
403-5	Occupational health and safety training provided to workers	*Strategy and Business Report*	102
403-6	Promotion of worker health	*Strategy and Business Report*	102
Training and education – Topic Standard 2016			
404-2	Programs for upgrading employee skills and transition assistance programs	*Our Human Capital*	69
Diversity and equal opportunity – Topic Standard 2016			
405-1	Diversity of governance bodies and employees	*Our Human Capital* *Corporate Governance Report*	67,82
Child labour – Topic Standard 2016			
408-1	Operations and suppliers at significant risk for incidents of child labour	*N/A*	*N/A*
Forced or compulsory labour – Topic Standard 2016			

GRI Standard	Disclosure	Section	Page
409-1	Operations and suppliers at significant risk for incidents of forced or compulsory labour	*N/A*	*N/A*
Security practices – Topic Standard 2016			
410-1	Security personnel trained in human rights policies or procedures	*Sustainability Report*	105
Supplier social assessment – Topic Standard 2016			
414-1	Supplier screening	*Sustainability Report*	106
Public policy – Topic Standard 2016			
415-1	Total monetary value of financial and in-kind political contributions made directly and indirectly by the organization by country and recipient/ beneficiary.	*N/A*	*N/A*
Customer Health and Safety – Topic Standard 2016			
416-1	Assessment of the health and safety impacts of product and service categories	*N/A*	*N/A*
Customer privacy – Topic Standard 2016			
418-1	Customer privacy and losses of customer data	*Sustainability Report*	105

Corporate Information

MTN Uganda Corporate Information	
Registered Business Address	Plot 69/71, Jinja Road, Kampala
Directors	Mr. Charles Mbire Ms. Karabo Nondumo Ms. Yolanda Cuba Mr. Sugentharen Perumal Ms. Sylvia Mulinge Mr. Andrew Bugembe Mrs. Winnie Tarinyeba Kiryabwire Ms. Fatima Daniels Mr. Francis Kamulegeya
Company Secretary	Ms. Enid Edroma
Auditors	Ernst & Young Uganda Plot 18, Clement Hill Kampala
Share Registrars	Uganda Securities Exchange Nominees Limited / SCD Registrars Plot 3-5 New Port Bell Road UAP Nakawa Business Park, Block A, 4th Floor Kampala, Uganda




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