



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting ("AGM") of MTN Uganda Limited (the "Company") will be held at the Company's head office at Plot 69 - 71 Jinja Road, Kampala, on **Friday, 27 May 2022, at 10:00am** to conduct the following business:

ORDINARY BUSINESS

- To receive, consider and, if approved, adopt the Company's audited accounts for the year ended 31 December 2021, together with the reports of the directors and external auditor thereon.
- To approve and declare the payment of a final dividend of Ush. 4.706 per ordinary share for the year ended 31 December 2021.
- To approve the re-appointment of PricewaterhouseCoopers Certified Public Accountants as the external auditor of the Company for the audit relating to the financial year ending 31 December 2022 and up to the conclusion of the next AGM in 2023, and to authorise the Directors to fix their remuneration for that purpose.

SPECIAL BUSINESS

- To approve the remuneration of the non-executive directors of the Company.
- 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

5 May 2022

NOTES

Attendance of AGM and Proxies

Only a person whose name appears on the Company's share register at the close of business on 26 May 2022 is entitled to attend the AGM in person or by proxy.

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 www.mtn.co.ug/investors. 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 cannot attend the AGM in person are encouraged to use the proxy form to ensure that their votes on the proposed resolutions are taken into account.

For the appointment to be valid, duly executed proxy forms must be delivered electronically via email to the email address: Investorrelations.ug@mtn.com or deposited at any of the following locations not less than 48 hours before the time fixed for the meeting (that is, by 10:00 am on 25 May 2022):

- At the MTN Uganda head office at Plot 69 - 71, Jinja Road, Kampala, Uganda; or
- At the offices of the Share Registrar, Uganda Securities Exchange Nominees Limited (SCD Registrars) at Plot 3-5 New Port Bell Road, UAP Nakawa Business Park, Block A, 4th Floor, Kampala, Uganda.

A shareholder wishing to attend the AGM must carry a valid national identification card or, in the case of a non-Ugandan, a passport.

Shareholders who do not satisfy the identification requirements may be denied access to the meeting.

Voting

All shareholders of the Company are entitled to vote at the AGM. Every shareholder present in person or by proxy at the meeting shall be entitled to one vote on a show of hands (irrespective of the number of shares held) and on a poll shall be entitled to one vote for every share held.

In line with the Companies Act, all the resolutions to be passed at the AGM are ordinary resolutions. Ordinary resolutions require the support of more than 50% (fifty percent) of the voting rights exercised on each of them by the shareholders, whether present in person, or represented by proxy.

Books closure and dividend payment

The book closure date for entitlement to the final dividend is Wednesday, 1 June 2022. Only shareholders registered in the books of the Company at close of business on that date are entitled to receive the final dividend.

In line with the Uganda Securities Exchange Trading Rules 2021, the ex-dividend date shall be Thursday, 26 May 2022. Accordingly, an investor who buys MTN Uganda shares before this date will be entitled to the final dividend. Any investor buying MTN Uganda shares after this date will not be entitled to the final dividend declared for the year ended 31 December 2021.

On Friday, 24 June 2022, the dividend will be paid (net of withholding tax) electronically to the nominated bank accounts or mobile money wallets of eligible shareholders.

Right of shareholders to ask questions

Shareholders have the right to ask questions not only at the AGM, but also in writing prior to the meeting. Questions should be submitted to the Company Secretary at the Company's head office or via email (Investorrelationsug@mtn.com) no later than 10:00am on 25 May 2022. We will respond to as many questions as we can regarding the AGM agenda items and the time available for the AGM.

Annual Report and Audited Financial Statements

The electronic version of the Annual Report and audited financial statements are available online for viewing and download from our website at www.mtn.co.ug/investors.

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.

Visit www.mtn.co.ug/investors to download the proxy form.