



Proxy Form



Shareholder
Account No

MTN Nigeria Communications PLC RC: 395010

The Annual General Meeting (AGM) of MTN Nigeria Communications PLC will be held on Friday, May 15 2020 at the Rooftop Event Hall, MTN Plaza, Falomo, Ikoyi, Lagos at 11.00 a.m.

I/We _____

of _____

being a shareholder of MTN Nigeria Communications PLC hereby appoint Dr. Ernest Ndukwe OFR (Chairman) or Mr. Ferdinand Moolman (Managing Director/Chief Executive Officer) or Mrs. Uto Ukpanah (Company Secretary) as my/our Proxy to act and vote for me/us on my/our behalf at the Annual General Meeting to be held on May 15 2020 and at any adjournment thereof.

Dated the 2020 Shareholder's signature _____

Number of Shares					
I/We desire this proxy to be used in favour of/or against the resolution as indicated alongside (strike out whichever is not applicable)	No.	RESOLUTION	FOR	AGAINST	ABSTAIN
			ORDINARY BUSINESS		
	1.	To receive the audited Financial Statements for the year ended December 31, 2019 and the Reports of the Directors, Auditors and the Audit Committee thereon.			
	2.	To declare a dividend ¹			
	3.	To elect/re-elect Directors Election of Directors appointed since the last Annual General Meeting: i. Mr. Michael Onochie Ajukwu ii. Mr. Muhammad K. Ahmad, OON iii. Mr. Andrew Alli iv. Dr. Omobola Johnson v. Mr. Abubakar B. Mahmoud SAN, OON vi. Mrs. Ifueko M. Omoigui Okauru, MFR vii. Mr. Modupe Kadri Re-election of Directors Retiring by Rotation i. Mr. Paul Norman ii. Mr. Ferdinand Moolman iii. Mr. Karl Toriola			
	4.	To appoint Auditors ²			
	5.	To authorize the Directors to fix the remuneration of the Auditors			
	6.	To elect members of the Statutory Audit Committee			

¹ N4.97K for every 2 Kobo Ordinary Share;
² Ernst and Young LP will be presented for appointment as Auditors

Please indicate with an "X" in the appropriate column, how you wish your votes to be cast on the resolutions set out above. Unless otherwise instructed, the Proxy will vote or abstain from voting at his/her discretion.

Note:

- i. A member (shareholder) entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy in his stead. To be valid, executed forms of proxy should be deposited at the Registered Office of the Company or sent via email to investorrelations.ng@mtn.com. Alternatively executed proxy forms may be deposited with the Registrars, United Securities Limited, 9 Amodu Ojikutu Street, Victoria Island, Lagos or sent via email to MTNN-e-annualreport@unitedsecuritieslimited.com; not later than 48 hours before the time of holding the meeting.
- ii. In the case of joint shareholders, any of them may complete the form, but the names of all joint shareholders must be stated
- iii. If the shareholder is a Corporation, this form must be executed under its Common Seal or under the hand of some officers or an attorney duly authorized.
- iv. The proxy must produce the admission card sent with the notice of the meeting to gain entrance to the meeting.
- v. It is a legal requirement that all instruments of proxy to be used for the purpose of voting by any person entitled to vote at any meeting of the shareholders must bear appropriate stamp duty from the Stamp Duties office (not adhesive postage stamps).

Before posting this form, please tear off this part and retain it for admission to the meeting.



NAME AND ADDRESS	NUMBER OF SHARES HELD:	NUMBER OF SHAREHOLDER(S):
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Please admit _____ to the Annual General Meeting of MTN Nigeria Communications PLC to be held on May 15 2020, at the Rooftop Event Hall, MTN Plaza, Falomo, Ikoyi, Lagos, at 11.00 a.m.

Signature of person attending: _____

- This admission card should be produced by the shareholder or his/her proxy in order to obtain entrance to the Annual General Meeting.
- You are requested to sign this card at the entrance in the presence of the Company Secretary or her Nominee on the day of the Annual General Meeting.

Please be advised that to enable a Proxy entrance to the meeting, the Proxy Form is to be duly completed and delivered to the Registrar; United Securities Limited at No 9 Amodu Ojikutu Street, Victoria Island, Lagos not later than 48 hours before the time fixed for the meeting.