



# Proxy Form



MTN Nigeria Communications PLC RC: 395010

Shareholder's Account No

Shareholder's Name

The Annual General Meeting (AGM) of MTN Nigeria Communications PLC will be held at 11.00 a.m. on Monday, June 7, 2021 at the Rooftop Event Hall, MTN Plaza, Falomo, Ikoyi, Lagos.

\*Shareholders are required to appoint a proxy of their choice from the list of proxies below:

I/We being a shareholder of MTN Nigeria Communications PLC hereby appoint

Dr. Ernest Ndukwe OFR  
Mr. Karl Toriola  
Mr. Mohammad K. Ahmad OON  
Mr. Oye Hassan-Odukale MFR  
Mr. Nornah Awoh  
Col. Ayegbeni Peters (Rtd).

or failing him, Dr. Ernest Ndukwe OFR; as my/our Proxy to act and vote for me/us on my/our behalf at the Annual General Meeting to be held on June 7, 2021 and at any adjournment thereof.

Dated the

dd

mm

2021

Shareholder's signature

No	RESOLUTION	Number of shares		
		FOR	AGAINST	ABSTAIN
<b>A ORDINARY BUSINESS</b>				
1	To lay before the members of the Company, the Audited Financial Statements of the Company for the financial year ended 31 <sup>st</sup> of December 2020 and the Reports of the Directors, Auditors, and the Audit Committee thereon.			
2	To declare a dividend.			
3	To elect Ms. Tsholofelo Molefe who was appointed as a Non-Executive Director by the Board of Directors since the last Annual General Meeting of the Company.			
4	To re-elect the following directors retiring by rotation:			
4.1	Dr. Ernest Ndukwe OFR (72) - Independent Non-Executive Director			
4.2	Mr. Rhidwaan Gasant - Independent Non-Executive Director			
4.3	Mr. Ralph Mupita - Non-Executive Director			
4.4	Mr. Jens Schulte-Bockum - Non-Executive Director			
5	To authorize the Directors to fix the remuneration of the Auditors of the Company.			
6	Disclosure of the remuneration of Managers of the Company.			
7	To elect members of the Statutory Audit Committee.			
<b>B SPECIAL BUSINESS</b>				
8	To consider and if thought fit, to pass the following as ordinary resolutions of the Company:			
8.1	"That the Fees of the Board Chairman be and is hereby fixed at N28,920,000 (Twenty-eight million nine hundred and twenty thousand Naira only) commencing from the year ending 31 <sup>st</sup> December 2021; the increase will be phased over two (2) years."			
8.2	"That the Directors' Fees for the Non-Executive Directors of the Company be and is hereby fixed at N16,472,000 (Sixteen Million four hundred and seventy-two thousand Naira only); the increase will be phased over two (2) years."			
8.3	"That the Company be and is hereby authorised to establish an Equity Shelf Programme ("the Programme") for purposes of facilitating Offer(s) for Sale of shares in the Company by MTN International (Mauritius) Limited, which is being undertaken to, amongst others, expand the free float and shareholder base of the Company."			
8.4	"That the Board of Directors of the Company be and is hereby authorised to permit the use of Company's information in all offer documents to be issued in connection with the establishment of the Programme and the Offer(s) for Sale thereunder."			
8.5	"That a general mandate be given to the Company to enter into recurrent transactions with related parties for the Company's day-to-day operations, including the procurement of goods and services, on normal commercial terms, in compliance with the Nigerian Exchange Limited ("NGX") Rules Governing Transactions with Related Parties or Interested Persons."			
9	To consider and if thought fit, to pass the following as a special resolution of the Company:			
9.1	"That the Articles of Association of the Company be and are hereby altered to incorporate the provisions set out below as directed by the NGX and the Articles be renumbered accordingly".			
9.2	A new Article 8: "No fee shall be payable in respect of any transfer lodged for registration".			
9.3	A new Article 9: "The Company may refuse to register more than 3 (three) persons as joint holders of a share, provided that such right of refusal shall not apply to executors or trustees of a deceased holder".			
9.4	A new Article 33: "A Director shall be capable of contracting or participating in the profits of any contract with the Company in the same manner as if he were not a Director subject nevertheless to the following provisions: (1) He shall declare the nature of his interests in any contract or proposed contract in which he is interested; and (2) After he has become interested therein and a conflict has been established, he shall not vote as a Director in respect of the contract or proposed contract or any matter arising therefrom and if he does so vote his vote shall not be counted. The prohibition against voting shall not, however, apply to: a. any contract or arrangement for giving security to a Director for advances made or to be made by him to the Company or for liabilities or obligation whether by way of guarantee or otherwise, incurred or assumed to the benefit of the company; or b. any contract for or relating to the subscription by a Director (whether absolutely or conditionally) for any shares or debentures of the Company or of any Company in which this Company is interested; or c. any contract or arrangement with any other Company, in which he is interested only as a director, officer, employee or as holder of any of its shares or other securities; provided that the Directors shall in establishing the existence of a conflict adhere to the Company's Conflict of Interest Policy. (3) A Director shall be counted for the purpose of forming a quorum notwithstanding that he may be disqualified from voting under this Article".			
9.5	Alter the current Article 41 (new Article 44) thus: "The Directors may exercise all powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party provided that the aggregate amount at any time owing in respect of moneys borrowed by the Company and its subsidiaries (exclusive of inter-company borrowings and temporary loans) shall not exceed a reasonable amount except with the consent of the Company in general meeting".			

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.



# Proxy Form



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- 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 with the Registrar, Coronation Registrars Limited, 9, Amodu Ojikutu Street, Off Bishop Oluwole Street, Victoria Island, Lagos or sent via email to [eforms@coronationregistrars.com](mailto:eforms@coronationregistrars.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 an officer or attorney duly authorized.
- iv. The proxy must produce the admission card to gain entrance to the meeting.
- v. To ensure public health and safety in view of the COVID-19 pandemic and following the restrictions by the Federal and Lagos State Governments on mass gatherings; shareholders should note that the Corporate Affairs Commission (CAC) has approved that attendance to the meeting be by proxy.
- vi. Shareholders are therefore requested to submit their completed proxy forms to the Registrar, Coronation Registrars Limited, 9, Amodu Ojikutu Street, Off Bishop Oluwole Street, Victoria Island, Lagos or via email to [eforms@coronationregistrars.com](mailto:eforms@coronationregistrars.com); not less than 48 hours before the time fixed for the meeting.
- vii. The Company has made arrangements, at its cost, for the stamping of duly completed and signed proxy forms submitted to the Company's Registrar within the stipulated time.

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NAME AND ADDRESS OF SHAREHOLDER:

NUMBER OF SHARES HELD:

Please admit ..... to the Annual General Meeting of MTN Nigeria Communications PLC to be held on June 7, 2021, 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 in order to obtain entrance to the Annual General Meeting.

