

MTN Nigeria Communications PLC



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# MTN Nigeria Shareholder Engagement Policy

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# MTN Nigeria Shareholder Engagement Policy



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## Document Control Sheet

## Document History

Edition	Date	Details
Version 1.0	February 2022	New Policy

## Distribution List

Department
MTNN Share Portal – CEO’s Office Document Library [Company Secretariat]

Policy Owner	Company Secretary	Uto Ukpanah
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# MTN Nigeria Shareholder Engagement Policy



## Approval Page

The following sign-off represents agreement to the contents of this document. All signatories of this document must ensure that their team abides with it until it is superseded by another version.

Name	Job Title	Division
<b>Prepared By:</b>		
Funmilayo Willoughby	Deputy Company Secretary	CEO's Office
<b>Checked By:</b>		
Uto Ukpanah	Company Secretary	CEO's Office

This document has been approved by

<b>Name</b>
Board Nomination and Governance Committee
Board of Directors

# MTN Nigeria Shareholder Engagement Policy

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## Declaration:

This Policy was approved by the Board of MTN Nigeria Communications PLC on 28<sup>th</sup> February 2022.



To Whom It May Concern:

**CERTIFIED EXCERPT FROM THE MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF MTN NIGERIA COMMUNICATIONS PLC HELD ON FEBRUARY 28, 2022**

**Approval of policies**

.....As recommended by the Committee, the Board resolved that the following policies be and are hereby approved:

- I. Induction and Continuous Development Planning Policy
- II. Shareholder Engagement Policy
- III. 2022 Directors' Development Plan

Certified as a True Extract.

A handwritten signature in black ink, appearing to read "FW", is positioned above the printed name of the Deputy Company Secretary.

**FUNMILAYO WILLOUGHBY, FCIS**  
**Deputy Company Secretary**



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## 1.0 Terms and Definitions

Terms	Definitions
GM	General Meeting (includes Annual General meeting)
Company	MTN Nigeria Communications Plc or MTNN or MTN Nigeria
BNGC	Board Nominations and Governance Committee
Board	Board of Directors
MTNN	MTN Nigeria Communications Plc or MTNN or MTN Nigeria
MD/CEO	Managing Director/Chief Executive Officer

## 2.0 Introduction

- 2.1 The Board and Management of the Company respect the rights of shareholders and believe that it is important to have constructive engagement with them in order to allow and encourage open dialogue. Such constructive engagement with shareholders can provide valuable insight that will assist the Board in maintaining the high standards of governance to which it is committed.
- 2.2 The Board believes that engaging with shareholders increases transparency and encourages them to take an active interest in how the Company is run. The Company has instituted procedures to ensure that the Board and management consider and respond to shareholder concerns in a prompt, transparent and disciplined manner that is consistent with the Company's governance structure and its policies governing corporate disclosure and confidentiality.

## 3.0 Purpose

- 3.1 To facilitate open and sustained engagement between shareholders and the Company, this Policy outlines how the Board and Management may communicate with shareholders and how shareholders may communicate their views, concerns, ideas and opinions to the Board and Management. This will enable shareholders to understand the Company's business operations and performance.

## 4.0 Policy Statements

- 4.1 MTN Nigeria has sound disclosure practices to ensure all shareholders receive timely, factual and accurate information. The Company is further committed to ensuring that shareholders have access to and can participate effectively at General Meetings.



- 4.2 The Board understands that to make informed decisions about the Company and to communicate its views to shareholders; shareholders need to understand the Company's business operations and performance. The Board believes that engaging with shareholders increases transparency and encourages them to take an active interest in how the Company is run.
- 4.3 Shareholders may wish to communicate with the Board (including the Board Chairman and chairmen of committees) on various matters including:
- i. Board structure and performance
  - ii. General Board oversight, including committee charters
  - iii. Material strategic decisions
  - iv. Corporate governance practices
  - v. Disclosure of financial and non-financial information
  - vi. monitoring of risk, including environmental and social risks
  - vii. Succession planning.
- 4.4 This Policy sets out the manner in which the Board and Management engage with Shareholders of the Company. It also explains how shareholders can communicate with the Board and Management.
- 4.5 This Policy is consistent with our core values which reflects our commitment to high standards of business conduct and ethics.

## 5.0 Engaging with Shareholders

- 5.1 MTN Nigeria seeks to communicate with its shareholders in a wide variety of ways, including through its website, annual and quarterly reports, sustainability report, news releases, information circulars, investor presentations, general meetings of shareholders and one-on-one meetings with shareholders. The Company holds conference calls for quarterly earnings releases and major corporate developments as soon as practicable after these events are publicly disclosed. Details of the time, place and method to access any such call are broadly disseminated.
- 5.2 The Board and Management (including the Chairman of the Board, chairmen of board committees and the MD/CEO) discuss critical business developments and answer Shareholders' questions at General Meetings. The Company's external auditor is also present and can answer questions about the most recent audit of the Company's financial statements.





## 6.0 Contacting the Board

### 6.1 Writing to the Chairman or Directors

Shareholders can contact the Chairman or Directors, including the Chairpersons of Board committees, in writing or by e-mail ([Investorrelations.ng@mtn.com](mailto:Investorrelations.ng@mtn.com)) as follows:

Office of the Chairman of the Board of Directors.  
C/O The Company Secretary  
MTN Nigeria Communications Plc  
MTN Plaza, Falomo  
Ikoyi, Lagos.

### 6.2 Asking questions at General Meetings

The Board encourages questions from shareholders at General Meetings of the Company. There are several ways to ask questions including the following:

- in person at the general meeting;
- before the meeting, by e-mail ([Investorrelations.ng@mtn.com](mailto:Investorrelations.ng@mtn.com)) to the Company Secretary or letter addressed to:

The Company Secretary  
MTN Nigeria Communications Plc  
MTN Plaza, Falomo  
Ikoyi, Lagos.

## 7.0 Contacting Management

For questions or comments about general business operations, financial results, strategic direction, or other similar matters, contact the Company's Management through the office of the Chief Executive Officer (CEO). The CEO is the official spokesperson and, as a director and executive, is the best person to communicate the views of both the Board and Management.

For Management, including the CEO via email ([Investorrelations.ng@mtn.com](mailto:Investorrelations.ng@mtn.com)) or letter addressed to:

The Chief Executive Officer  
MTN Nigeria Communications Plc  
MTN Plaza, Falomo  
Ikoyi, Lagos.

or



The Company Secretary  
MTN Nigeria Communications Plc  
MTN Plaza, Falomo  
Ikoyi, Lagos.

## 8.0 Policy Review

This Policy shall be reviewed every three (3) years or as may be deemed necessary to ensure that it remains consistent with the Board's objectives and responsibilities.