

SCANCOM PLC.

NOTICE OF VIRTUAL ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE is hereby given that the Annual General Meeting of Scancom Plc. ("MTN Ghana" or the "Company") will be held virtually and streamed live from the Company's Head office at MTN House, Independence Avenue, Accra on the 13th of August 2020 at 11am for the following purpose:

ORDINARY BUSINESS

1. To receive and consider the Audited Financial Statements together with the reports of the Directors and Auditors thereon for the year ended 31st December, 2019;
2. To declare a final dividend for the year ended 31st December, 2019.
3. To re-elect the following retiring Directors of the Company;
 - 3.1 Mr. Kwasi Abeasi;
 - 3.2 Mr. Ralph Mupita; and
 - 3.3 Mr. Sugentharen Perumal.
4. To authorize the Directors to fix the remuneration of the Auditors for 2020.

SPECIAL BUSINESS

5. To authorize the amendment of the Constitution of the Company in compliance with the new Companies Act 2019 (Act 992).
6. To authorize the amendment of the Company's Constitution to provide for voting by Shareholders other than by poll only.
7. To authorize the amendment of the Company's Constitution to provide for the holding of all meetings including Annual General Meetings by virtual means where the Directors deem it necessary so to do.

DATED THIS 21ST DAY OF JULY 2020

BY ORDER OF THE BOARD

SIGNED

PALA ASIEDU OFORI (MRS.)
(COMPANY SECRETARY)

NOTES

1. In compliance with the current restrictions on public gatherings in force pursuant to the Imposition of Restrictions Act, 2020 (Act 1012) and consequent regulatory directives, attendance and participation by all Shareholders and/or their proxies in this year's Annual General Meeting (AGM) of Shareholders **shall be strictly virtual.**

Virtual attendance shall be by online participation by accessing <https://mtnghagm.com>; Alternatively Shareholders who do not have smart phones may participate in the AGM by (i) dialing +233244300025; (ii) entering the access code 8000; and (iii) entering the conference pin number 056789.

2. A Shareholder entitled to attend and vote at the Annual General Meeting may appoint a proxy to attend virtually and vote on his/her behalf. Such a proxy need not be a Shareholder of the Company.
3. The appointment of a proxy will not prevent a Shareholder from subsequently attending and voting at the meeting virtually. Where a Shareholder himself/herself attends the meeting virtually, the proxy appointment shall be deemed to be revoked.
4. A copy of the Proxy Form may be downloaded from <https://mtnghagm.com/> and may be completed, signed and sent via email only to info@csd.com.gh as soon as possible and in any event not less than 48 hours before the time appointed for the meeting.
5. The 2019 Audited Financial Statements can be found in the Annual Returns Brochure which may be viewed by visiting <https://mtnghagm.com/>.
6. Shareholders are encouraged to send in any questions in advance of the AGM by emailing them to info@csd.com.gh. Answers to the questions will be provided at the AGM.
7. Accessing and Voting at the AGM:
 - 7.1 Access to the meeting will be made available from 8am on the 13th of August 2020. Kindly note however that the AGM shall commence at 11am. Access to the AGM is set out in note 1 above.
 - 7.2 A unique token number will be sent to Shareholders by email and/or SMS from the 22nd of July 2020, to grant access to the AGM. Shareholders who do not receive this token may contact info@csd.com.gh or call 0302 906 576 or 0303 972 254 from the 22nd of July 2020, but before the date of the AGM to be sent the unique token.
 - 7.3 Shareholders who do not submit proxy forms to info@csd.com.gh prior to the meeting, may vote electronically during the AGM using their unique token number.
 - 7.4 Shareholders participating in the AGM by dialing as set out in note 1 above, may dial **USSD code *899*0#** to cast their votes.

Further assistance on accessing the meeting and voting electronically can be found on <https://mtnghagm.com/>.

8. Agenda Item 6 of the Notice of the AGM seeks to amend the Constitution of the Company to allow Shareholders to vote by means other than by poll only, including by show of hands or in such other manner as permits each member who is present and entitled to vote, either personally or by proxy to have one vote.
9. This Virtual AGM has been legally and validly convened pursuant to Section 162 (1) of the Companies Act (Act 992), and by an order from the High Court of Ghana dated the 19th of June 2020.

For further information, please contact:

Tel: 0302 906 576 or 0303 972 254

Email: info@csd.com.gh

PROXY FORM

I/We

Of.....

being Shareholder(s) of Scancom Plc. hereby appoint

.....of.....

or failing him/her the Chairman of the Meeting as my/our Proxy to vote for me/us and on my/our behalf at the Virtual Annual General Meeting of the Company to be held at 11 am on the 13th day of August 2020 or at any adjournment thereof.

OR

I, a director of

..... Company Limited (the "Shareholder Company")
for

and on behalf of the Shareholder Company, a shareholder of Scancom Plc. do hereby appoint

..... of

or failing him/her the Chairman of the Meeting as the Proxy of the Shareholder Company, to attend, speak and vote on its behalf as he/she may deem fit at the Virtual Annual General Meeting to be held at 11am on the 13th day of August 2020 or at any adjournment thereof.

Please indicate with an X in the spaces below how you wish your votes to be cast.

ORDINARY RESOLUTION	FOR	AGAINST
1. To approve a final dividend for 2019.		
2. To re-elect Mr. Kwasi Abeasi as Director.		
3. To re-elect Mr. Ralph Mupita as Director.		
4. To re-elect Sugentharen Perumal as Director.		
5. To Authorize Directors on behalf of Shareholders to negotiate and fix the remuneration of the Auditors for 2020.		
SPECIAL RESOLUTION	FOR	AGAINST
6. To authorize the amendment of the Constitution of the Company in alignment with the new Companies Act 2019 (Act 992).		
7. To authorize the amendment of the Company's Constitution to provide for voting by Shareholders other than by poll only.		
8. To authorize the amendment the Company's Constitution to provide for all meetings including Annual General Meetings to be held by virtual means where the Directors deem it necessary so to do.		

Dated this 22nd day of July 2020

Signature: _____