



Proxy Form

Shareholder's Account No

Shareholder's Name

Number of shares

MTN Nigeria Communications PLC RC: 395010

The Annual General Meeting (AGM) of MTN Nigeria Communications PLC will be held at 11.00 a.m. on Tuesday 18 April 2023 at the Balmoral Convention Center, Federal Palace Hotel, 6-8 Ahmadu Bello Way, Victoria Island, Lagos.

I/We of being a shareholder of MTN Nigeria Communications PLC hereby appointor failing him/her, Dr. Ernest Ndukwe OFR (Chairman) as my/our Proxy to act and vote on my/ our behalf at the AGM to be held on 18 April 2023 and at any adjournment thereof.

Dated the dd mm 2023 Shareholder's signature

	No	RESOLUTION	FOR	AGAINST	ABSTAIN
I/We desire this proxy to be used in favour of/or against the resolution as indicated.	A	ORDINARY BUSINESS			
	1	To lay before the members of the Company, the Audited Financial Statements of the Company for the financial year ended 31 December 2022 and the Reports of the Directors, Auditors, and the Audit Committee thereon.			
	2	To declare a dividend ¹			
	3	To elect Mr. Mazen Mroue as a director.			
	4	To re-elect the following directors retiring by rotation: 3.1 Dr. Ernest Ndukwe OFR (74); 3.2 Mr. Karl Toriola; 3.3 Mr. Modupe Kadri; 3.4 Mr. Ferdinand Moolman; and 3.5 Mrs Ifueko M. Omoigui Okauru MFR			
	5	To authorize the Directors to fix the remuneration of the Auditors of the Company.			
	6	To disclose the remuneration of Managers of the Company.			
	7	To elect members of the Statutory Audit Committee.			
	B	SPECIAL BUSINESS			
		To consider and if thought fit, to pass the following as ordinary resolutions of the Company:			
	8	"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".			
		To consider and, if thought fit, to pass the following as special resolutions of the Company:			
	9	Sub-joined resolutions 9(1) – 9 (3) relating to the restructuring/merger of MoMo Payment Service Bank Limited and Yello Digital Financial Services Limited.			
	10	Sub-joined resolutions 10 (A) and 10(B) in connection with the dividend to be proposed by the Company for the year ended 31 December 2022 and from time to time commencing from the 2023 financial year ("Future Dividend").			
¹ N10.00k for every 2 Kobo Ordinary Share					

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.



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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 at the Registered Office of the Company or sent via email to eforms@coronationregistrars.com. Alternatively, executed proxy forms may be deposited with the Registrars, Coronation Registrars Limited, 9, Amodu Ojikutu Street, Off Adeola Odeku Street, Victoria Island, Lagos or sent via email to info@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 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):

Please admit..... to the Annual General Meeting of MTN Nigeria Communications PLC to be held on 18 April 2023, Balmoral Convention Center, Federal Palace Hotel, 6-8 Ahmadu Bello Way, Victoria Island, Lagos.

Signature of the 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 grant a Proxy entrance to the meeting, the Proxy Form is to be duly completed and delivered to the Registrar; Coronation Registrars Limited, 9, Amodu Ojikutu Street, Off Adeola Odeku Street, Victoria Island, Lagos not later than 48 hours before the time fixed for the meeting.

