



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 Wednesday, 30 April 2025, via <https://www.mtn.ng/investors/shareholders/annual-general-meeting/>.

I/We of being a shareholder of MTN Nigeria Communications PLC hereby appoint..... or 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 30 April 2025 and at any adjournment thereof.

Dated the

dd

mm

2025

Shareholder's signature

		Number of Shares			
	No	RESOLUTION	FOR	AGAINST	ABSTAIN
I/We desire this proxy to be used in favour of/or against the resolution as indicated alongside (strikeout whichever is not applicable)	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 2024 and the Reports of the Directors, Auditors, Board Evaluation Consultant and the Audit Committee thereon.			
	2	To elect the following directors who were appointed by the Board of Directors since the last Annual General Meeting of the Company: 2.1 Mrs. Eyitope Kola-Oyeneyin 2.2 Mr. Udemezuo Nwuneli 2.3 Mr. Timothy Pennington			
	3	To re-elect the following directors retiring by rotation: 3.1 Mr. Andrew Alli 3.2 Mr. Michael Ajukwu 3.3 Dr. Omobola Johnson 3.4 Mr. Abubakar B Mahmoud SAN OON 3.5 Mr. Ferdinand Moolman			
	4	To authorise the Directors to fix the remuneration of the Auditors of the Company.			
	5	To disclose the remuneration of Managers of the Company.			
	6	To elect members of the Statutory Audit Committee.			
	B	SPECIAL BUSINESS			
		To consider and, if thought fit, to pass the following as an ordinary resolution of the Company:			
	7	"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 without limitation, the procurement of goods and services on normal commercial terms and the indemnification of directors whether directly by the Company or by obtaining appropriate insurance in accordance with the Company's Articles); in compliance with the Nigerian Exchange Limited ("NGX") Rules Governing Transactions with Related Parties or Interested Persons and other applicable Nigerian statutory and/or regulatory requirements. The Directors be and are hereby authorised to take all steps and do all acts necessary to give effect to this resolution."			

Please indicate with an "X" in the appropriate column, how you wish your votes to be cast on 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 Saka Tinubu Street, Victoria Island, Lagos, 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 authorised.
- 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).

..... ✂

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 virtually via <https://www.mtn.ng/investors/shareholders/annual-general-meeting/>, at 11.00 a.m.

Signature of the proxy:

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; Coronation Registrars Limited, via email eforms@coronationregistrars.com or their offices at 9, Amodu Ojikutu Street, Off Saka Tinubu Street, Victoria Island, Lagos not later than 48 hours before the time fixed for the meeting.

